

ANNUAL REPORT 2020

SEEDING SUSTAINABILITY



**SEEDING
SUSTAINABILITY**



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Vision, Mission and Core Values

VISION

To be the most trusted Asian investment group,
consistently delivering enhanced
stakeholder experience

• MISSION •

To maximize
shareholders value

To create and
facilitate sustainable
growth

To identify, invest,
govern and grow
our group business
portfolio

To give back to
the society

• CORE VALUES •

Integrity

Team Spirit

Excellence

Commitment

“

Many changes will occur in our business and the industry surrounding it.

What makes for continuous growth is our open-mindedness to seize new opportunities and ways of thinking.

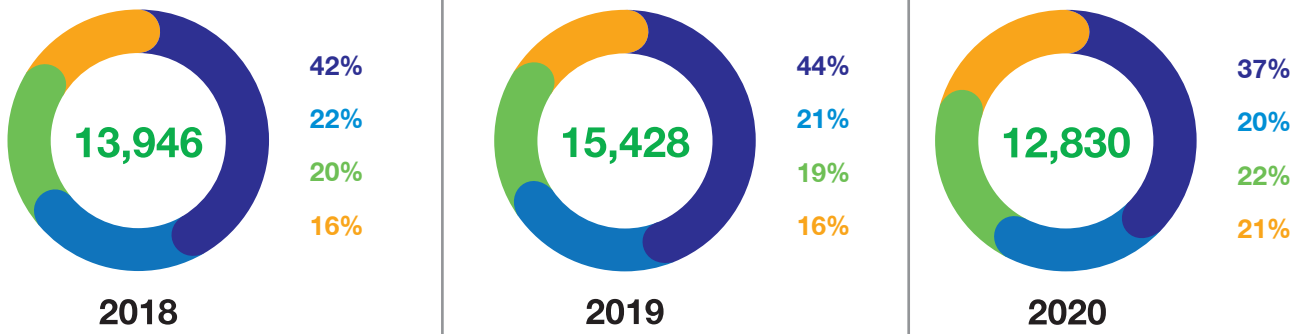
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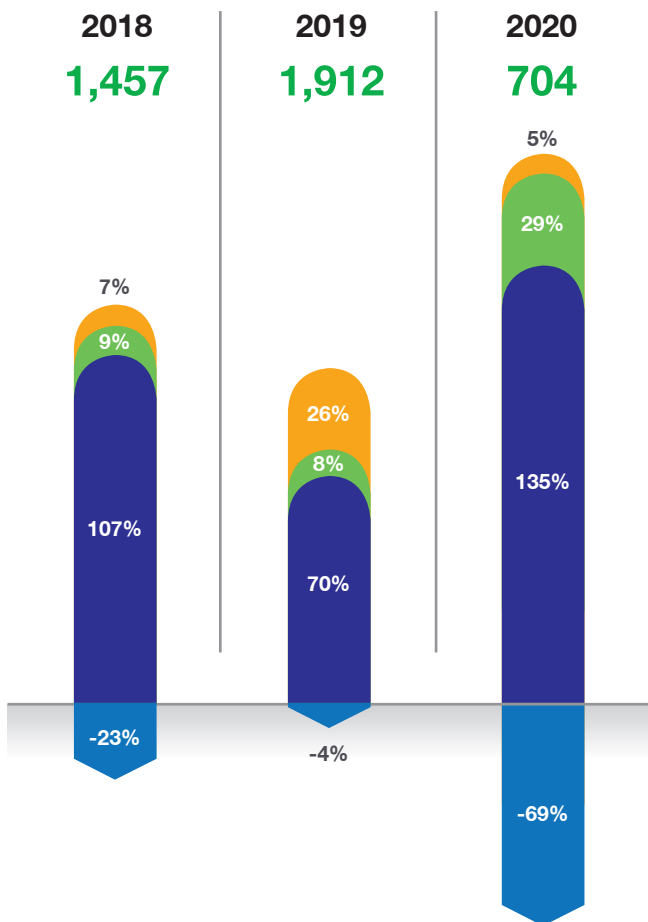
Prayudh Mahagitsiri
Honorary Chairman

Group Financial Summary

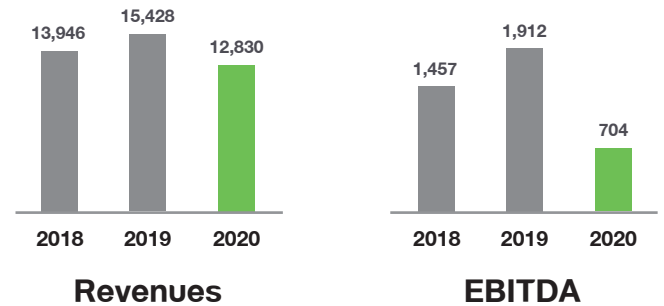
Revenue Breakdown (Million Baht)



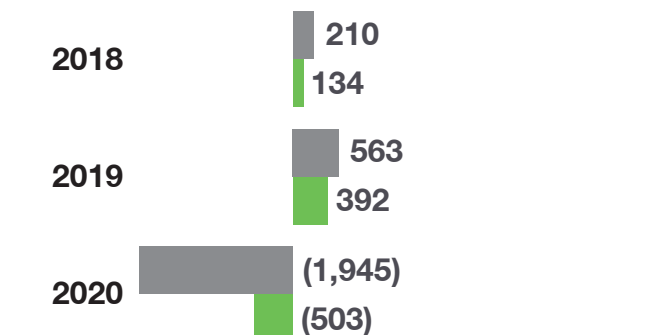
EBITDA⁽²⁾ Breakdown (Million Baht)



Revenues and EBITDA⁽²⁾ (Million Baht)



Net Profits/ Normalized Net Profits⁽³⁾ (Million Baht)



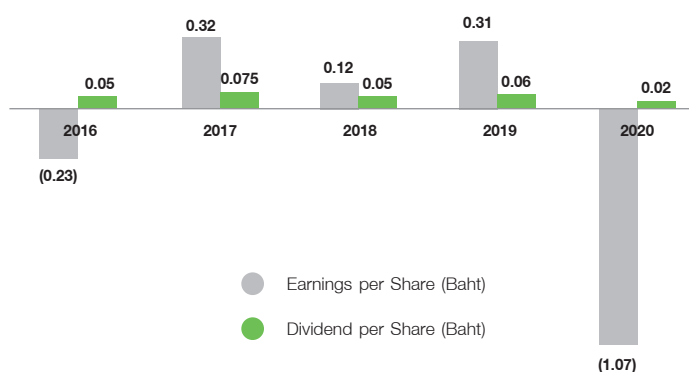
● Net Profits / (Losses) to TTA
● Normalized Net Profits / (Losses) to TTA

Statement of Financial Position (Million Baht)		2018	2019	2020
Total Assets		37,112	33,473	31,029
Cash under Management ⁽⁴⁾		6,867	7,085	7,700
Other Current Assets		4,832	5,229	4,623
Tangible Assets ⁽⁵⁾		17,628	13,946	14,334
Other Non-Current Assets		7,785	7,213	4,372
Total Liabilities		12,525	10,874	11,838
Interest Bearing Debt ⁽⁶⁾		9,788	8,260	9,216
Other Liabilities		2,737	2,614	2,622
Total Equity		24,587	22,599	19,191

Key Financial Ratio		2018	2019	2020
Gross Profit Margin ⁽⁷⁾ (%)		22.1%	20.4%	21.1%
EBITDA Margin (%)		10.5%	12.4%	5.5%
Net Profit Margin (to TTA) - normalized (%)		1.0%	2.5%	-3.9%
Net Profit Margin - normalized (%)		-2.0%	0.7%	-6.8%
Return on Total Assets - normalized (%)		-0.8%	0.3%	-2.7%
Return on Equity - normalized (%)		0.7%	2.1%	-2.9%
Current Ratio (Times)		2.44	3.15	2.25
Interest Bearing Debt to Equity (Times)		0.40	0.37	0.48
Net interest Bearing Debt to Equity ⁽⁸⁾ (Times)		0.12	0.05	0.08

EPS and Dividend Payment		2016	2017	2018	2019	2020
Earnings per Share (Baht)		(0.23)	0.32	0.12	0.31	(1.07)
Dividend per Share (Baht)		0.05	0.075	0.05	0.06	0.02 ⁽⁹⁾
Number of Share (Million)*		1,822	1,822	1,822	1,822	1,822

* As the end of period



⁽¹⁾ Food & Beverage, Investment, and others

⁽²⁾ EBITDA = Earnings before interest, tax, depreciation, and amortization (excluding non-recurring items)

⁽³⁾ Normalized net profits/ (losses) = Net profits/ (losses) - non-recurring items

⁽⁴⁾ Cash, cash equivalents, and other current financial assets

⁽⁵⁾ Property, plant, equipment, and investment properties

⁽⁶⁾ Excluding lease liabilities (2018 and 2019 : financial lease liabilities) (most of lease liabilities do not incur real interest, but are recorded in accordance with the new accounting standard, TFRS16 (Lease) effective from 2020)

⁽⁷⁾ Excluding depreciation and amortization

⁽⁸⁾ Net interest bearing debt to equity = (Interest bearing debt - cash and cash equivalents - other current financial assets) / Total shareholder's equity

⁽⁹⁾ Subject to the approval of shareholders at the 2021 AGM on 30 April 2021

Message from Chairman and President & CEO



Dear Shareholders,

The year 2020 was a remarkably challenging year as the world economy suffered a significant adverse impact from the coronavirus (“COVID-19”) crisis. The Board and senior management have worked closely together to safeguard the health, safety and welfare of our employees as well as to ensure that businesses continue to operate effectively and without stoppage.

Maintaining Competitive Edge

With effective business contingency plans to face the market under unexpected circumstances with over 100-year's expertise, the Shipping Segment of Thoresen Shipping maintained its outstanding position; TCE rate outperformed the net market TC rate by 22%. Thoresen Shipping also acquired two second hand vessels to prepare for an increase in shipping demand in the future.

The Offshore Service Segment of Mermaid Maritime Public Company Limited ("Mermaid") strived forward to maintain its competitive position in subsea services. Key achievement included the partnership between Mermaid and AI & Robotics Ventures ("ARV"), a subsidiary of PTT Exploration and Production Public Company Limited ("PTTEP") to establish Zeaquest Company Limited to develop robotics and artificial intelligence ("AI") technology to provide commercial subsea engineering services to oil and gas companies, as well as renewable energy corporates operating in offshore businesses, both in Asia and other regions.

The Agrochemical Segment has not been significantly impacted by COVID-19 as fertilizer is essential for agricultural products. PM Thoresen Asia Holdings Public Company Limited ("PMTA") has continued to be profitable and maintain its market position. Total fertilizer sales volume grew by 9 % year over year to 206.6 Ktons from a strong growth and high export sales volume

Nevertheless, to emerge stronger through challenging times, our senior management put much more efforts to adapt business models and reallocate resources to high-profit businesses in order to capture market needs and to expand customer bases. In view of several unforeseen scenarios that impacted business operations of all subsidiaries, TTA unfortunately ended the year with a normalized net loss of Baht 503.1 million, and a consolidated net loss of Baht 1,944.6 million, primarily from the extraordinary non-cash loss from the sale of shares of its associate in the drilling business. However, TTA earned a positive EBITDA of Baht 704.2 million in 2020 and continues to have low net interest-bearing debt to equity at 0.08 times, reflecting robust capital structure.

Stay Strong Amid Uncertainty

We believed that the worst impacts of the COVID-19 pandemic may have passed. Dry bulk trade expects a rebound to growth of 4% in tons. In response to rising market demand, Thoresen Shipping plans to acquire 2-3 additional vessels in 2021.

The outlook for subsea service providers continues to be positive on a longer term basis as new projects will be sanctioned. Mermaid has no dry docking plan in 2021 and has more opportunities to provide commercial subsea engineering services to national oil and gas corporates in Asia and other regions.

The Agrochemical Segment is confident to remain profitable and maintain its market position in 2021 by focusing on key high-margin products and export markets.

As the Food and Beverage business segment, Pizza Hut has 169 outlets nationwide while Taco Bell has opened 8 outlets in the Bangkok Metropolitan Area. TTA plans to continue to expand more Pizza Hut and Taco Bell outlets in 2021 in order to serve an increasing number of customers nationwide and from delivery service channels.

Seeding Sustainable Development

Once the COVID-19 pandemic is controlled, TTA plans to review and renew business continuity plans ("BCP"). New internal guidelines may be put in place based on lessons learned, as well as solid contingency plans to build resilience and to better respond to future crises.

Further to that, in 2021 TTA will focus on seeding sustainability of our core businesses with "Consolidation & Integration" strategies to enhance stakeholder value.

- **Strengthen core performance** of TTA' subsidiaries by increasing sales & market share, improving profitability, driving cost optimization, maximizing asset utilization and maximizing investment returns.
- **Push towards more group integration** by reorganizing business and organizational structure with an aim to extract synergies, pursue optimal cost structure options,

develop standard policies and procedures as well as integrate key shared platform e.g. human resources and IT system.

- **Build platform of sustainability** by giving priority to good corporate governance, transparency and sustainable development. TTA intends to retain an “Excellent Five Star Corporate Governance Score” by the Thai Institute of Directors and to be certified by Thailand’s Private Sector Collective Action Against Corruption (“CAC”).

This is also the second year that we have adopted a Sustainability Report based on the Global Reporting Initiative (“GRI”) Framework which complies with the SET requirement. We will continue to realign the relationship between business and sustainability, by managing the impact businesses have on the environment and the society.

Driven by TTA’s senior management team, we are confident that our sustainability efforts will create opportunities for long-term growth for TTA’ business portfolios.

Words of Gratitude

Enduring the COVID-19 pandemic and overcome all challenges in 2020 required the invaluable support of all stakeholders.

On behalf of the Board of Directors, we would like to thank the management team and employees for their commitment, dedication as well as incomparable efforts which led to business continuity in the past year. We would like to express our sincere gratitude to all shareholders, customers and business partners for their relentless support and confidence in TTA. In return, we will remain focused on our goals and dedicate our efforts towards achieving higher profitability & sustainability in the future.

Lastly, our continued thoughts are with all those who have been impacted by COVID-19, and we join together to salute the courage and dedication of essential frontline workers and the healthcare community in Thailand and worldwide.



Prasert Bunsumpun
Chairman of the Board of Directors



Chalermchai Mahagitsiri
President & Chief Executive Officer

Board of Directors



Mr. Prasert Bunsumpun

Chairman of the Board of Directors/
Chairman of Executive Committee

Mr. Chalermchai Mahagitsiri

Director/President and Chief Executive Officer/
Member of Executive Committee/
Chairman of Investment Committee

Mr. Jean Paul Thevenin

Director/Member of Executive Committee/
Member of Risk Management Committee/
Member of Investment Committee

Mr. Jitender Pal Verma

Director/Senior Executive Vice President and
Group CFO/Member of Executive Committee/
Member of Corporate Governance Committee/
Member of Risk Management Committee/
Member of Investment Committee/
Chairman of Sustainable Development Committee

Ms. Ausana Mahagitsiri

Director/Deputy Chief Executive Officer/
Member of Nomination and Remuneration
Committee/Member of Corporate
Governance Committee

Mr. Kamolsut Dabbaransi

Director/Senior Executive Vice President,
Head of Food & Beverage

Mr. Somboonkiat Kasemsuwan

Independent Director/
Chairman of Audit Committee

Mr. Santi Bangor

Independent Director/Chairman of
Nomination and Remuneration Committee/
Chairman of Corporate Governance
Committee/Member of Audit Committee

Mr. Cherdpong Siriwit

Independent Director/
Chairman of Risk Management Committee/
Member of Audit Committee

Mr. Chitrapongse Kwangsukstith

Independent Director

Mr. Mohammed Bin Rashed Bin Ahmad Bin Muftah Al Nasser

Independent Director/
Member of Nomination and Remuneration
Committee

Executives



Mr. Chalermchai Mahagitsiri

President and Chief Executive Officer



Ms. Ausana Mahagitsiri

Deputy Chief Executive Officer



Mr. Jitender Pal Verma

Senior Executive Vice President
and Group CFO



Mr. Kamolsut Dabbaransi

Senior Vice President,
Head of Food & Beverage



Mr. Sigmund Stromme

Executive Vice President,
Agro & Logistics



Mr. Vincent Siaw

Executive Vice President,
Legal & International Projects



Mr. Somchai Apinyanukul

Executive Vice President,
Group Human Resources

Milestones

2016

- TTA wholly-owned subsidiary Soleado Holdings Pte. Ltd. (“Soleado”) invested in a USD 20 million convertible loan issued by Sino Grandness Food Industry Group Ltd (“SGFI”).
- TTA divested its 49% stake in Thoresen Shipping and Logistics Ltd. (“TSL”) for Baht 28 million on 13 July 2016.
- Through wholly-owned subsidiary Asia Coating Services Ltd. (“ACS”), TTA invested in a 30% stake in Laser Game Asia Co., Ltd. (“LGA”).
- TTA strategically established a joint venture company, TTA Suez Company Limited (“TTA SUEZ”) with global water and waste management company, Suez Environnement South East Asia Limited to develop drinking and waste water services business in Thailand.
- Baconco received a Certificate of Compliment from Ba Ria Vung Tau Power Company recognising Baconco success on energy saving and regulation compliance.

2017

- Thoresen Shipping Singapore Pte. Ltd. (“TSS”) acquired three second-hand dry bulk vessels.
- TTA established 70% owned subsidiary PH Capital Co., Ltd. (“PHC”) and through PHC, TTA successfully acquired the Pizza Hut business in Thailand from Yum Restaurants International (Thailand) Co., Ltd. (“YUM”) on 1 June 2017. PHC has been operating all Pizza Hut restaurants in Thailand since then.
- TTA and TSS established Thoresen Shipping (Thailand) Co., Ltd. (“TST”) to own and operate Thai-flagged vessels. One vessel was transferred from TSS to TST to operate business.
- Mermaid acquired a 49% stake in Cambodian company, PTGC Co., Ltd. (“PTGC”), to generate future returns.

2018

- TSS acquired two second-hand dry bulk vessels.
- TTA, through its 70% owned subsidiary Siam Taco Co., Ltd. (“STC”) was granted the rights to enter into a Franchise Agreement (the Agreement was signed in early 2019) with Taco Bell Restaurants Asia Pte. Ltd. (“TBRA”) to operate Taco Bell restaurants in Thailand and to expand its business into fast-growing and stable food retail sector.
- TTA issued 2 tranches of senior unsecured domestic debentures in the total amount of Baht 3,305.2 million to repay maturing debentures and increase its working capital.
- TTA acquired an 80.5% stake in a Thai water service specialist, Asia Infrastructure Management (Thailand) Co., Ltd. (“AIM”), to enhance its existing Water Business.
- Asia Coating Services Ltd. (“ACS”), 99.99% owned subsidiary of TTA, acquired a 16.67% stake in Alpha Digital Pte. Ltd. (“Alpha”) in Singapore to invest in V-Finance Technologies Ltd. (“V-Finance”), a company incorporated in Israel.
- TTA won Asia’s Most Influential Companies Award at the Asia Corporate Excellence & Sustainability Awards 2018 (“ACES Awards 2018”), organized by MORS Group to recognize Asia’s leading organizations and entrepreneurs who exemplify a strong and sustainable growth.

2019

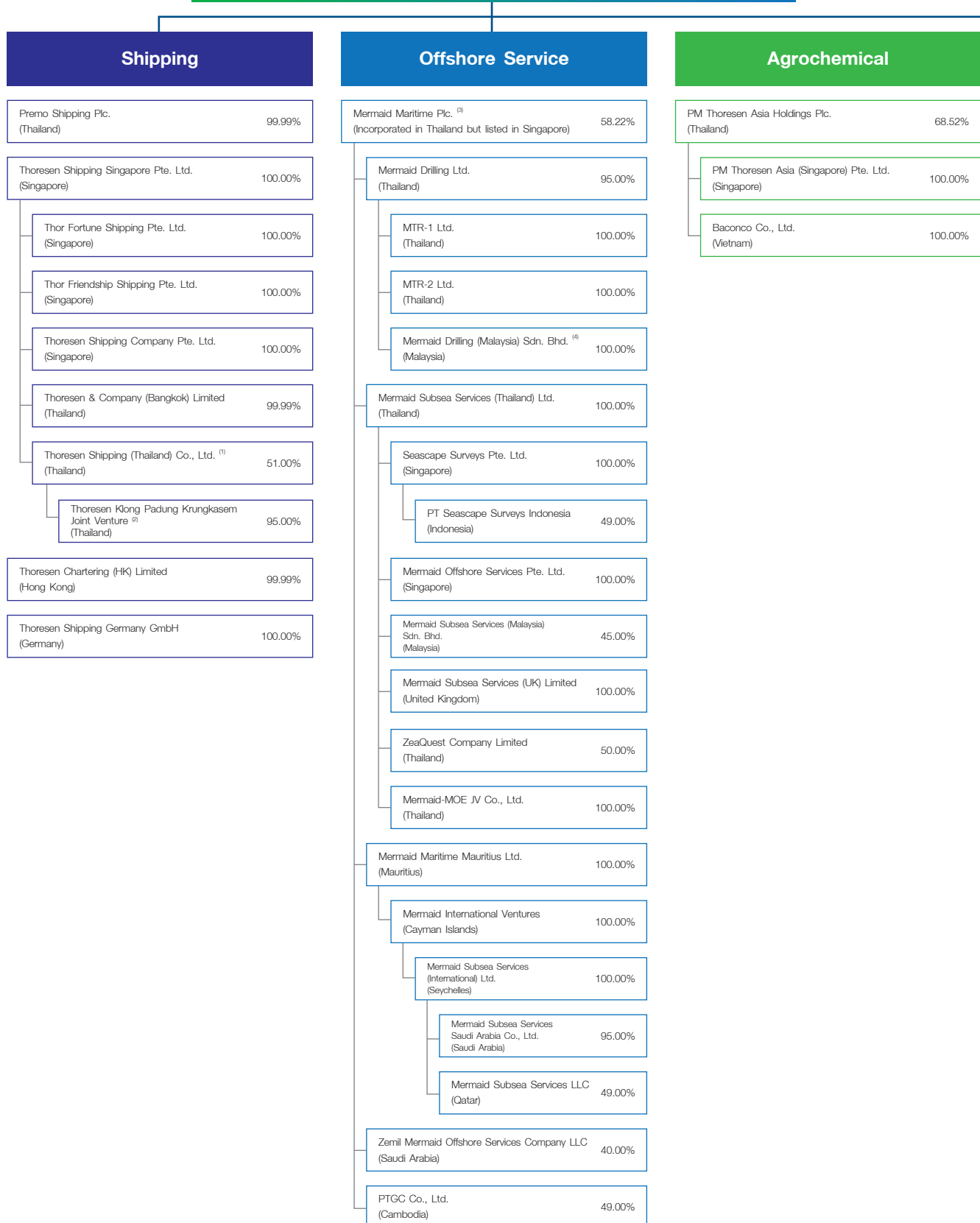
- TTA declared its intention to join Thailand's Private Sector Collective Action Against Corruption ("CAC") on 8 November 2019.
- TTA disposed 40% of its interests in PMT Property Co., Ltd. ("PMT"), a 99.99% owned subsidiary of TTA, to Kanden Realty & Development Co., Ltd. ("KRD") on 19 July 2019 to jointly develop real estate business on the land owned by PMT.
- PHC operates 147 Pizza Hut restaurants in Thailand.
- STC has opened 5 Taco Bell restaurants in Bangkok. The first outlet is located at the Mercury Ville @ Chidlom and the other branches are at Siam Paragon, Central Plaza Pinklao, Samyan Mitrtown, and Central Plaza Westgate respectively.

2020

- TSS acquired two second-hand dry bulk vessels.
- TTA applied Thai Financial Reporting Standard 16 Leases.
- Mermaid International Ventures ("MIV"), Mermaid's wholly-owned subsidiary, sold all its shares in Asia Offshore Drilling ("AOD") to Seadrill Ltd. in September 2020.
- Mermaid Subsea Services (Thailand) Ltd. ("MSST") set up 2 joint ventures in September 2020 under the name of ZeaQuest Co., Ltd. to develop AI and robotic technologies to provide subsea engineering services and Mermaid-MOE JV Co., Ltd. to provide engineer, procurement, construct and installation services for the petrochemical, energy, and upstream oil and gas industry.
- PHC has opened 169 Pizza Hut restaurants in Thailand.
- STC has opened 8 Taco Bell restaurants in Bangkok. The latest restaurant is at Riverside Plaza.

Corporate Structure

Thoresen Thai Agencies Public Company Limited (Thailand)



As of 31 December 2020

Food and Beverage	Investment	
PMFB Ltd. (Thailand) 99.99%	Logistics	Water
PH Capital Co., Ltd. (Thailand) 70.00%	Baria Serece ⁽¹⁾ (Vietnam) 28.00%	TTA Mariner Co., Ltd. (Thailand) 99.99%
Siam Taco Company Limited (Thailand) 70.00%	Petroilft Inc. ⁽²⁾ (Philippines) 40.00%	Asia Infrastructure Management (Thailand) Co., Ltd. (Thailand) 80.50%
	Unique Mining Services Plc. ⁽³⁾ (Thailand) 95.70%	Asia Nampapa Luang Prabang Co., Ltd. (Laos) 66.67%
	UMS Distribution Co., Ltd. (Thailand) 99.99%	Other
	UMS Lighter Co., Ltd. (Thailand) 99.99%	Asia Coating Services Ltd. ⁽⁴⁾ (Thailand) 99.99%
	UMS Pellet Energy Co., Ltd. (Thailand) 99.99%	Laser Game Asia Ltd. (Thailand) 30.00%
	UMS Port Services Co., Ltd. (Thailand) 99.99%	Praneat Co., Ltd. (Thailand) 51.00%
	UMS Clean Energy 1 Company Limited (Thailand) 99.99%	PMT Property Co., Ltd. (Thailand) 60.00%
	UMS Clean Energy 2 Company Limited (Thailand) 99.99%	Athene Holdings Ltd. (Thailand) 99.99%
	Thoresen (Indochina) S.A. (Vietnam) 50.00%	Soleado Holdings Pte. Ltd. (Singapore) 100.00%
	Thoresen-Vinama Agencies Co., Ltd. (Vietnam) 49.00%	
	Thoresen-Vinama Logistics Co., Ltd. (Vietnam) 100.00%	
	Thoresen Vinama Tug Co., Ltd. ⁽⁵⁾ (Vietnam) 51.00%	
	Fearnleys (Thailand) Ltd. ⁽⁶⁾ (Thailand) 49.00%	
	Gulf Agency Company (Thailand) Ltd. (Thailand) 51.00%	
	GAC Thoresen Logistics Ltd. (Thailand) 51.00%	
	Chidlom Marine Services & Supplies Ltd. (Thailand) 99.99%	
	Thoresen Shipping FZE (UAE) 100.00%	
	Sharjah Ports Services LLC (UAE) 49.00%	

Note :

- (1) Held by TTA 51% and Thoresen Shipping Singapore Pte. Ltd. 49%
- (2) Thoresen Klong Padung Krungkasem Joint Venture is structured as a separate tax entity which invested by Thoresen Shipping (Thailand) Co., Ltd. 95% and Thoresen & Company (Bangkok) Limited 5%, respectively.
- (3) Held by TTA 49.53%, Athene Holdings Ltd. 1.44%, and Soleado Holdings Pte. Ltd. 7.21%
- (4) It has been registered for liquidation.
- (5) Held by Soleado Holdings Pte. Ltd.
- (6) Held by Athene Holdings Ltd.
- (7) Held by Thoresen-Vinama Logistics Co., Ltd. 51% and Soleado Holdings Pte. Ltd. 34%
- (8) It has been renamed as V Ventures Technologies Co., Ltd. on 17 February 2021

Company Overview

Strategic Business Units

Shipping
100%



 **THORESEN SHIPPING**
Thoresen & Co., (Bangkok) Ltd.

Offshore
Service
58.2%




MERMAID

Agrochemical
68.5%



95.7%



80.5%



Other Investment



Food &
Beverage

70%



Company Overview

Corporate Section

Thoresen Thai Agencies Public Company Limited

Thoresen Thai Agencies Public Company Limited (“TTA” or the “Company”) has grown from its humble beginnings in 1904 as a shipping service company to now a global business group with presence throughout Asia, the Middle East and Europe. Listed on the Stock Exchange of Thailand (the “SET”), TTA operates a diversified business under five primary business group - Shipping, Offshore Service, Agrochemical, Food and Beverage and Investment.

Beginning in 1985 when TTA first started its dry bulk shipping services, shipping continues to be the main primary business with TTA since acquiring and expanding the business to include owning shipping vessels. This marine business subsequently expanded to penetrate the offshore oil and gas services industry when TTA acquired an offshore oil and gas service company, Mermaid Marine Services Ltd, and as this business expanded, it eventually was listed on the Singapore Stock Exchange in 2007 as Mermaid Maritime Public Company Limited (“Mermaid”). TTA moved to diversify beyond the marine sector in 2009 when it acquired a large stake in Unique Mining Services Public Company Limited (“UMS”), and Vietnamese fertilizer company, Baconco Co., Ltd, which for the latter, TTA has since unlocked value in 2015 via the successful listing of PM Thoresen Asia Holdings Company Limited (“PMTA”) on the Stock Exchange of Thailand. Other than providing shareholders new source of growth, TTA expanded to reduce exposure to the highly cyclical marine business and diversify its earnings.

In 2011, TTA went through a major change with the emergence of a new major shareholder, Mr. Chalermchai Mahagitsiri. Under Mr. Chalermchai, TTA reassessed its position, and made conscientious changes to lay new foundations to enhance existing core business performance and solidify its financials. Then, to achieve its objective, TTA underwent two successful rounds of rights capital offering, while Mermaid underwent one rights issuance and private placement.

Aspiring “To be the most Trusted Asian Investment Group”, TTA articulated its new vision and direction in 2014. Under the new strategic direction, while still staying firm to its existing core, TTA aims at the same time to diversify more

and seek better more resilient and sustainable growth. To meet this strategic challenge, TTA underwent another round of capital raising in 2015 through a Baht 7,286 million rights offering.

TTA has since penetrated the food retail and water resource management industry in Thailand. Its food retail expansion kick off with the acquisition of the Pizza Hut business in Thailand from YUM Restaurants International (Thailand) Company Limited in 2017 and building on this new competency, TTA subsequently secured and launched the Taco Bell food franchise in Thailand (2019). In water resource management, TTA strategically acquired in 2018 a controlling stake in a leading Thai water resource management specialist, Asia Infrastructure Management (Thailand) Co., Ltd. (“AIM”). With the acquisition, TTA is well-positioned to penetrate and fully capitalize on the growing business opportunities for the sector in Thailand and the region.

VISION & BUSINESS STRATEGY

Anchored by our vision “To be the most Trusted Asian Investment Group”, we want to be a leader in the business by responsibly operating and excelling in sustainable businesses and delivering long-term value and growth. With the objective to consistently deliver enhanced stakeholders experience under our multi-business model and core competencies, we would look to strengthen the competitive position of our portfolio companies to sustain and enhance performance and ensure each business continues to grow in profitability to ensure superior and sustainable financials and returns. We are committed to grow and develop our core business franchise and reputation where we will continue to sharpen the execution of our businesses through constant improvements to optimize productivity and efficiencies, and where warranted (and possible), we will intensify efforts to recalibrate focusing on quality and cost leadership.

TTA ultimately aims to deliver balanced and consistent growth across businesses, and accelerate growth through diversification of strategic opportunities that generate long-term sustainable returns on capital. Undoubtedly an ongoing pursuit, we will continue our strategic transformation

as coming years will be set to further consolidate and develop the growth engines within our enlarged core business. This is not to say we won't stay opportunistic for any merger and acquisition or business expansion especially for more defensive, resilient and high barrier to entry business in Thailand and Indochina region but we will be very more selective and rigorous. We will pursue partnerships for new business to develop organically.

As a diversified business group, our success ultimately depends on its ability to prudently and effectively manage its investments and businesses through different industry cycles, and sustain value by managing for the long-term. We will be forward looking and have talented people with strong capabilities, right solutions and innovation, and robust governance and discipline across all our business.

We will be a more diversified conglomerate with bottom line and shareholder value focus.

BUSINESS PORTFOLIO

Been a holding company, TTA has a diversified business portfolio with five main segments: Shipping, Offshore Service, Agrochemical, Food and Beverage, and Investment, and within Investment, among others, TTA operates primarily water resource management and logistics service business. With the ultimate goal to create and sustain shareholder value, TTA is focused on managing and enhancing the value of its overall business portfolio.

Key business portfolio as at the end of December 2020 comprised the following business groups and the key companies within the group as follows.

SHIPPING

- Thoresen Shipping Singapore Pte. Ltd. (100%)
Dry bulk shipping operator

OFFSHORE SERVICE

- Mermaid Maritime Public Company Limited (58.22%)
Subsea engineering and oil and gas offshore service specialist

AGROCHEMICAL

- PM Thoresen Asia Holdings Public Company Limited (68.52%)
Vietnamese fertilizer producer/distributor & factory management service provider

FOOD & BEVERAGE

- PH Capital Company Limited (70%)
Thailand food retail franchisee
- Siam Taco Company Limited (70%)
Thailand food retail franchisee

INVESTMENT

- Asia Infrastructure Management (Thailand) Co., Ltd. (80.5%)
Thailand/Indochina water resource management specialist
- Unique Mining Services Public Company Limited (92.93%)
Thailand commodity logistic specialist
- Others

Business Review and Outlook

Shipping

Thoresen Shipping

The TTA dry bulk shipping business trades under the brand name Thoresen Shipping and is an internationally acclaimed participant in the global freight markets with roots going back over 110 years.

Thoresen Shipping provides deep sea transportation services to customers from all corners of the world, hauling a wide range of dry bulk and break bulk commodities such as mineral ore, coal, agriculture products, construction materials and steel products.

Our fleet services our clients' requirements in the spot market, under time charters and through Contracts of Affreightment ("COA"). In addition to our own vessels, we engage in freight trading activities using our owned tonnage as well as a fleet of chartered-in vessels from the market.

The combined fleet is commercially managed by Thoresen's experienced and professional teams based in Singapore, Thailand, United Arab Emirates and London.

Thoresen vessels, and those we charter in, are fitted with cranes which enable self-loading and self-discharging of cargoes in ports with limited or no shore based infrastructure. By being able to call in these hard-to-reach ports, often in emerging markets - we can charge a premium for shipping services that are not available to larger, more conventional bulk carriers.

Dry bulk freight markets are very competitive as the global fleet has grown at a fast pace over the last 10 years. Our competitive advantage continues to come from the efficiency of our operation and the skills of our people.

This year the global corona virus pandemic has presented exceptional challenges to our operations. We have been focused on keeping all in our office, onboard our ships and their families safe. We have fortunately avoided any cases of Covid-19 amongst any of our employees both shore-side and at sea. Crew changes have been exceptionally difficult with restrictions on international flights and travel. Our business model of keeping our marine personnel department in-house so as not to rely on third party crewing companies has been decisive in managing these extraordinary circumstances. We have benefited from the continued support and cooperation from our family of Thoresen seafarers.

After growing our commercial capacity and further enabled by considerable freight market volatility during 2020 we have again increased our earnings from freight trading achieving our highest positive margin to date. At the same time our seasonal hedging strategy for owned ships has contributed positively to the bottom line as own vessel earnings have out-performed the market index.

During 2020 the company has also focused on the following:

- In response to Covid-19 shock we have prepared and delivered on an enhanced cost efficiency program in order to save costs.
- Finalised project to retrofit all vessels with ballast water treatment systems
- Managed successfully the transition to low sulphur fuels following IMO2020 regulations
- Retained expert independent risk measuring and weekly risk reporting
- Completed freight contract in support of Canadian pipeline construction project. Thoresen Shipping remains one of the world's largest carriers of coated line pipe
- Bought second hand ultramax bulk carrier fitted for the carriage of logs on deck

Thoresen Shipping's in-house ship management and crewing department delivers ship operational expenses at levels some 19 percent less than industrial averages.

Commercially we have a strong client base of key customers who look to Thoresen Shipping for freight to conclude commodity sales in the spot and forward markets.

We have sophisticated voyage management, risk measuring, and reporting software that allows for careful control of the bottom line.

A : Products and Services

Fleet Structure and Commercial Services

At the end of 2020 Thoresen Shipping owned 22 Supramax vessels and 1 Ultramax vessel, total 23 vessels with a total carrying capacity of 1.28 million deadweight tons. The average age of the remaining vessels in the fleet is 13.06 years and average DWT is 55,686 tons. In addition, approximately 7.9 full-time equivalent dry bulk vessels were chartered in to meet client demand during the year.

Fleet Structure (as end December 2020)**1. Number of Vessels**

Number of Vessels				
Type of Vessels	Owned Vessels	No. of Chartered in Vessel equivalent	Newbuild Vessels on Order	Total
Handymax	-	0.1	-	0.1
Supramax	22	5.5	-	27.5
Ultramax	1	2.3	-	3.3
Total	23	7.9	-	30.9

2. Simple Average Age of Thoresen Fleet

Number of Vessels				
Type of Vessels	Simple Average Age	No. of Chartered in Vessel equivalent	Newbuild Vessels on Order	Total
Handymax	-	12.0	-	12.0
Supramax	13.45	9.80	-	10.85
Ultramax	4.67	4.48	-	4.49
Total	13.06	8.30	-	9.38

3) Bulk Carriers

Bulk Carriers 2020							
Vessel Name	Year Built	DWT	Age		Design	Classification	
1	Thor Achiever	5-01-2010	57,015	10.99	Bulk Carrier	Standard	BV
2	Thor Brave	15-11-2012	53,506	8.13	Bulk Carrier	Standard	ABS
3	Thor Breeze	13-08-2013	53,572	7.39	Bulk Carrier	Standard	ABS
4	Thor Fearless	9-11-2005	54,881	15.15	Bulk Carrier	Open Hatch / Box Shape	NKK
5	Thor Fortune	15-06-2011	54,123	9.55	Bulk Carrier	Open Hatch / Box Shape	NKK
6	Thor Friendship	13-01-2010	54,123	10.97	Bulk Carrier	Open Hatch / Box Shape	NKK
7	Thor Future	3-03-2006	54,170	14.84	Bulk Carrier	Open Hatch / Box Shape	NKK
8	Thor Independence	23-10-2001	52,407	19.20	Bulk Carrier	Standard	NKK
9	Thor Infinity	1-02-2002	52,383	18.93	Bulk Carrier	Standard	NKK
10	Thor Insuvi	16-11-2005	52,489	15.13	Bulk Carrier	Standard	NKK
11	Thor Integrity	2-04-2001	52,375	19.76	Bulk Carrier	Standard	BV
12	Thor Madoc	15-07-2005	55,695	15.47	Bulk Carrier	Standard	KR
13	Thor Magnhild	28-06-2006	56,023	14.52	Bulk Carrier	Standard	NKK
14	Thor Maximus	7-10-2005	55,695	15.24	Bulk Carrier	Standard	KR
15	Thor Menelaus	25-08-2006	55,710	14.36	Bulk Carrier	Standard	KR
16	Thor Mercury	11-10-2005	55,862	15.23	Bulk Carrier	Standard	ABS
17	Thor Monadic	5-09-2006	56,026	14.33	Bulk Carrier	Standard	NKK
18	Thor Confidence	25-06-2008	58,781	12.53	Bulk Carrier	Standard	KR
19	Thor Courage	22-04-2009	58,693	11.70	Bulk Carrier	Standard	DNV-GL
20	Thor Caliber	19-12-2008	58,732	12.04	Bulk Carrier	Standard	NKK
21	Thor Chaiyo	16-07-2008	58,731	12.47	Bulk Carrier	Standard	NKK
22	Thor Chaichana	26-02-2013	58,605	7.85	Bulk Carrier	Standard	NKK
23	Thor Niramit	1-05-2016	61,171	4.67	Bulk Carrier	Fully fitted logger	NKK
Total Thoresen Fleet		1,280,768	DWT				

ABS : Amercian Bureau of Shipping

BV : Bureau Veritas

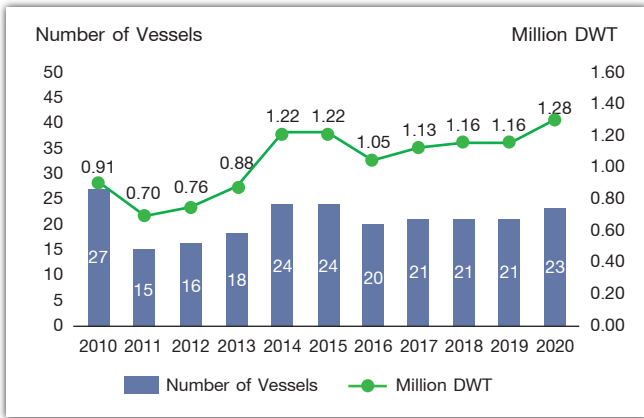
DNV-GL : Det Norske Veritas and Germanischer Lloyd

NKK : Nippon Kaiji Kyokai

KR : Korean Register of Shipping

Source : TTA

Chart : Thoresen Fleet 2010-2020



Source : TTA

Commercial Services

During 2020 the market has been shocked by Covid-19 and economies around the world going into lock down. After positioning for a typically slower Q1 and anticipating an improving Q2 we had to adjust quickly. As our ships’ earnings collapsed in Q2 we were able to benefit both from our hedges and cargo bookings. This again underlined our confidence in our ship owning and freight trading model. Q3 we saw a modest recovery mainly driven by China and further strength in Q4 as there was some catch up on cargo programs suspended earlier in the year and good grain volumes.

Market volatility supported increased trading opportunities. We keep our focus on being of service to our key customers and continue to work to align our freight trading and shipowning activities. In this way we can use our client base and cargo bookings to secure profitable business for our own ships as well as time charter arbitrage activity.

We spread our geographic risk by keeping vessels distributed between the different markets, Atlantic, Indian and Pacific Oceans. Where possible we position vessels to target seasonal grain harvests, where an increase in the number of shipments leads to an increase in freight levels. We also mix in some short period employment as hedge for the coming quarter and to out-perform the spot market.

B : Marketing and Competition

Cargo Operations and Customer Focus, Competitive Advantage

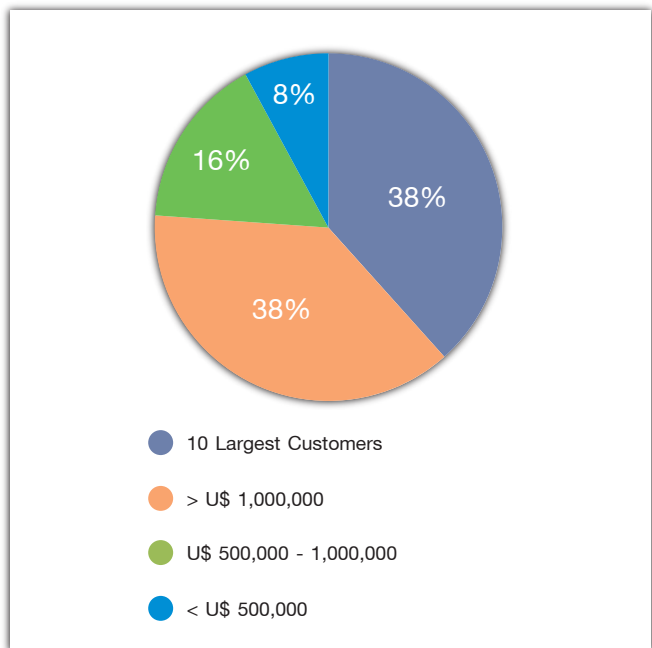
Cargo Operations and Customer Focus

Thoresen Shipping continues to grow its business direct with cargo customers. We have brought renewed focus to our marketing strategy and work closely with key clients to continue to provide them with the freight they need both for spot sales and forward contracts. This requires a good understanding of the freight and bunker markets.

By bringing focus to both customers and their regional needs we have built a strong reputation in the North Atlantic, Indian and Pacific Oceans.

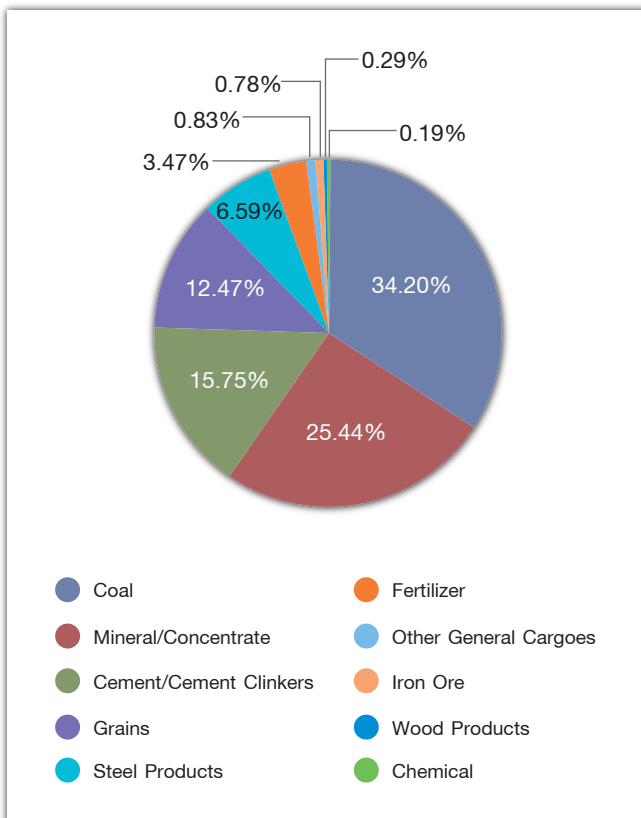
We are one of the world’s largest specialist carriers of coated line pipe. Thoresen Shipping has both the necessary vessel type and operational expertise to provide freight for this niche segment.

Chart : FY2020 Freight Revenues (by Client Size)



Source : TTA

Thoresen carried 12.68 million tons of cargo during 2020 divided roughly 40/60 between major bulks such as coal, iron ore and grains, and minor bulk such as steels, fertilizer, cement, agriproducts and others.

Chart : FY2020 Cargoes

Source : TTA

Competitive Advantage

Thoresen continues to be a fully integrated dry bulk shipping company. The majority of our competitors rely on outsourced services such as crewing, technical management, insurance and procurement, but at Thoresen this is all performed in-house.

Thoresen Shipping has a solid platform of experienced on-board staff, who with our Bangkok based Marine Operations Department contribute to ensuring we operate with one of the lowest daily vessel operating expenses in the industry.

The strong vertical integration of all our departments including crewing, technical, chartering, commercial operations, finance and risk also resonates well with our industrial clients. They know that shipping cargoes with Thoresen ensures efficiency, professional conduct and the flexibility they need to successfully support their cargo operations.

With further focus on efficiency gains, strong communication and a diversified portfolio of both vessels and cargo positions. We believe that Thoresen is very well positioned to benefit from the different stages of the dry bulk freight cycle.

The Dry Bulk Shipping Market - Industry and Market Outlook

Year 2020 started slowly with an earlier than usual Chinese New Year expected to delay any pick-up in activity until the second half of the first quarter. After a year where the Chinese domestic pig herd had been ravaged by African swine flu and the Chinese/USA trade war rumbled on, there was very little early year support from USA grains.

In mid January the first news of a new coronavirus outbreak in Wuhan became more widely available. Initial expectations were that this might prolong the slow start to the year. After taking very dramatic measures, it seemed that China had within weeks managed to control this new phenomenon and their factories and building sites were able to start tentatively returning to work.

Through March this view changed rapidly as the coronavirus spread globally and by middle of the month the WHO had declared a global pandemic. Economies shutdown, there was a massive loss of cargo from the market and dry bulk freight rates collapsed similar to the all-time lows last seen in 2016.

Extensive lock downs on top of a milder than normal northern hemisphere winter pushed oil prices sharply lower. With all ship sectors affected and vessels taken out of service, fuel prices tumbled and the spread between high sulphur and low sulphur fuels narrowed significantly. Owners who had invested in exhaust gas scrubbers failed to capture the early advantages that they had hoped for, and those who planned on using new low sulphur fuels were not inconvenienced by any lack of availability. The IMO2020 transition went smoothly.

During the 3rd and 4th quarter we saw a significant improvement in the markets. This was very much a China driven recovery. While taking severe measures in order to virtually eliminate community transfer of the virus, the Chinese government also introduced strong fiscal and monetary policies to protect their economy from the worst impacts of COVID-19. A resurgent China and strong grain trade figures have supported freight markets for the remainder of 2020.

Looking forward of most note is the historically low order book. The shipyards have secured very few orders to build new ships. As the shipping industry looks to plot a course that first reduces CO2 and then eliminates greenhouse gas emissions there will need to be a change in fuel propulsion systems. This will take some years and will require extensive collaboration across the industry and massive investment. In the meantime there will be increasing reluctance to invest in existing ship designs. The supply side will slow.

Mid pandemic there is still much uncertainty about a global return to a new normal. With vaccines appearing there is hope that economic activity will grow during 2021. The COVID-19 shock has also raised concerns over food security and other raw material supply lines. There appears to be greater willingness to build and carry inventory. On top of this governments worldwide have responded to the pandemic with massive monetary support and stimulation.

We expect this to drive on the demand side even as the supply side slows further. This will inevitably lead to very robust dry bulk earnings in the coming 1-3 years.

Dry Bulk Carrier Orderbook as of December 2020

Bulk Orderbook	No. of vessels	Total Capacity (million dwt)	Orderbook % Fleet
Handysize	172	5.39	5.1%
Handymax	271	16.26	7.8%
Panamax	277	23.05	10.6%
Capesize	212	47.02	13.5%
Total	932	91.71	10.4%

Source : Clarksons

Oil Prices

We have strict fuel price hedging strategy for forward cargo bookings using bunker swap agreements.

Offshore Service

Mermaid Maritime Public Company Limited

BUSINESS OVERVIEW

Mermaid Maritime PCL (“Mermaid”) is a Thailand-based subsea services company. The Company offers sub-sea engineering and inspection by divers and remotely operated vehicle (“ROV”) systems and ownership and operations of a fleet of offshore service vessels.

Mermaid’s majority shareholder, Thoresen Thai Agencies Public Company Limited (“TTA”) holds a 58.22% stake as of 31 December 2020. Mermaid, commenced its operations in 1983, was partially acquired by TTA in 1995 and was successfully listed on the Singapore Stock Exchange (“SGX”) on 16 October 2007.

Mermaid is a leading international subsea services company for major oil and gas companies or their contractors. Our corporate headquarters is in Asia (Thailand). We have operational bases in South East Asia, the Middle East and the North Sea.

Mermaid provides full turnkey services to oil and gas majors operating offshore through our diversified portfolio of subsea vessels, specialized diving equipment and remotely operated vehicles. We have been in the offshore business for over 30 years and we are today present in five geographical regions with a team of over 500 professional divers, technicians, surveyors, management and support staff. Our vision is to be a premium service provider to the offshore oil and gas industry and to constantly deliver enhanced return to our shareholders.

As a result of the challenging outlook across the oil and gas industry, our two-pronged strategy continues to be implemented by Mermaid’s senior management team that takes into account both a short-term/tactical approach (“Strengthening our Core”) and a longer term vision (“Positioning for Growth”), that will ensure our ability to continue to build sustained shareholder value.

Strengthening our Core: In continuance to our “Strengthening our Core” strategy, we prioritize safeguarding our home market and streamlined our internal processes. Thriving to provide the higher quality service with optimum cost and less time, Mermaid and ARV, a subsidiary of PTTEP, have set up a Joint Venture “ZeaQuest”. The newly formed partnership aims

to develop robotics and artificial intelligence technology to provide commercial subsea engineering services to oil and gas companies, and renewable energy corporates operating in offshore businesses, both in Asia and other regions. In September 2020, we have diverted from drilling business to focus on subsea and fleet services.

Positioning for Growth : In adhering to our “Position for Growth” strategy, we are progressively looking for any new window of emerging demand. With various potential opportunities in decommissioning market, we have established an Offshore Transportation, Installation (T&I) and Decommissioning services business unit as part of its diversification for growth strategy. To further enhance our capability, we also enter into joint venture with Meitech. The partnership with Meitech shall provide Mermaid with access to MEINDO group’s fleet of vessels and other specialist services which is a synergistic move for both groups to boost their capabilities to service targeted potential projects in the Gulf of Thailand.

1. SERVICES AND FLEET STRUCTURE

MERMAID SUBSEA SERVICES GROUP

Subsea Services

Our business activities are focusing on diving and remote intervention by unmanned submersibles (“ROV”) with world first autonomous underwater vehicle (“AUV”) and subsea flowline control and repair (“SFCR”) are being developed. Its Subsea Division is represented by Mermaid Subsea Services (Thailand) and Mermaid Subsea Services (International) Ltd. Both subsea units are integrated and operate under the same brand “Mermaid Subsea Services”. A wide range of subsea engineering services are provided, including subsea installation engineering, offshore decommissioning, inspection, repair and maintenance, construction and installation support, commissioning, cable and pipe laying projects.

As of 31 December 2020, the subsea fleet consists of 6 subsea support vessels, 3 of which are specialized dive support vessels, and 15 ROV systems, including deep water and ultra-deep-water heavy construction class systems. Apart from its key assets, the Subsea Division has a workforce up to 500 professional engineers, divers, technicians, surveyors, HSE personnel, marine personnel and support staff to work on its subsea engineering projects in addition to a permanent workforce.

Fleet Services

All vessels are classified by DNV GL (would later be changed to “DNV” as of 1st March 2021) or American Bureau of Shipping (“ABS”), which are two of the leading classification societies. All vessels are subjected to regular inspection by class surveyors, in addition to regular dry-docking and other planned maintenance. Another core competency for the Subsea Division is running its diving operations to world class standards, especially those set by the International Oil and Gas Producers Association (“OGP”).

Subsea Fleet List

No.	Name of Vessels	Vessel Type	Calendar Year	
			Build Year	Purchase Year
1.	Mermaid Endurer	DP2 Dive Support Vessel	2010	2010
2.	Mermaid Asiana	DP2 Dive Support Vessel	2010	2010
3.	Mermaid Commander	DP2 Dive Support Vessel	1987	2005
4.	Mermaid Sapphire	DP2 ROV Support Vessel	2009	2009
5.	Mermaid Challenger	General Utility Vessel	2008	2008
6.	S.S. Barakuda	General Utility Vessel	1982	2010

The following details the Subsea Division’s core services:

Exploration services	Pre-installation surveys, rig positioning and installation assistance, subsea equipment maintenance.
Development services	Installation of subsea pipelines, flow lines, control umbilical’s, manifolds, risers, pipe lay and burial, installation and tie-in of riser and manifold assembly, commissioning, testing, and inspection, offshore decommissioning, SURF and cable lay and connection.
Production services	Inspection, maintenance, and repair of production structure, risers, pipelines, and subsea equipment.

2. MARKETING AND COMPETITION

Subsea Services Clients

Major National and International oil and gas producers and suppliers, pipeline transmission companies, and offshore engineering and construction firms trust Mermaid as their partner in our regional markets of Middle East and South East Asia. Clients in the Middle East remain a major contribution to Mermaid’s business. A key diving contract secured in 2013 through the Company’s Middle East joint venture, Zamil, Mermaid continues to buoy Mermaid’s revenues and returns and will continue to do so until end of 2022 after securing a three-year contract extension in 2019. Mermaid’s strategy “Positioning for growth” is expected to pace regional market expansion into other markets for the Subsea Division such as North Sea, West Africa and Mediterranean over the next few years. Maximize vessel utilization continues as one of top priority while at the same time, cross selling of services through the value chain and longer contract durations in growth areas e.g. North Sea, South East Asia, and the Middle East.

Competition

Our long and highly experienced team, on time project delivery and customer service remain our crucial differentiator. There are many reasons why our customers choose us. We have an excellent health, safety and environment track record which we are proud of. We also offer first tier service quality in a competitive price mix. We have capability and resources to handle large and small projects as required, and to this end provide a ‘one-stop shop’ service point. We are supported by a large pool of in house experienced and dedicated personnel, strategic local partnerships in various geographies, and we are fully compliant to international standards on our vessels, rigs and equipment.

We have also worked hard to earn a track record of successful projects with reputable clients, to expand business to new geographical area and develop regionally based operations with long-term customer relationships and have systems in place to allow dedicated customer support and quick response to emergency call outs and variation orders at all times and in all situations. As a result, we are pleased to receive continued repeat business from our customers.

We also enter into R&D in aim of introducing new technology & services such as A.I. and underwater robotic to reduce operating time, risk, expense with zero greenhouse gas emission for customer with various circumstances.

INDUSTRY OUTLOOK

1. 2020/2021 - FAST REBOUND FROM PANDEMIC WITH OPEC SUPPORT

The global energy demand and supply pattern has been greatly disrupted by COVID-19 pandemic. Seeing a fast recovery in economy from July 2020, the uncertainty still remains due to the limited available vaccine and possibility of restriction and lockdown. Meanwhile the Organization of the Petroleum Exporting Countries (OPEC) and its partner countries (OPEC+) decided to increase oil production plan for January 2021 less than the initial increase plan and adjust to demand monthly.

The Oil & Gas CAPEX is projected to fall more than 23% year over year in 2020 according to Fitch solution. The Shale gas which was once hailed as new competitive player who unlock massive supply to the market is now facing a crisis. The pandemic and oil price crash have deal a deep blow to the industry.

Deloitte stated that at least 43 US Shale operators have filed for bankruptcy. The divestment and M&A are solid risk mitigation but remain unachievable even with low valuation due to investor favor on preserving cash.

The reduction in supply matching with decline in demand from COVID-19 is a boon to the oil price. According to Deloitte, with COVID-19, the global oil demand fell by 25% in April 2020 comparing to January. The decrease reached 45% for US gasoline demand or almost 5 million barrels/day.

The possibility of scar from COVID-19 is imminent. The mass laid off and some of job position lost during pandemic may not come back by the end of 2021 according to Deloitte.

The immediate outlook for the oil market will ultimately depend on 3 fronts. The first is how tight the government can manage the second coronavirus outbreak, how successful their efforts are, and what lingering impact the global health crisis has on economic activity. Second is how quickly vaccine development and production is, its availability and price. Lastly is the supply in the market.

Rystad Energy discerns that the second lock down and restriction from Europe will have less damage to gasoline demand. The impact is weaker compared to April, as this lockdown is less extensive and as Europeans show lower compliance to restrictions than before.

The U.S. Energy Information Administration (EIA) deemed that the Oil and Gas demand has rebounded sharply after April 2020 but Brent oil price has reflected inertia at around US\$45/bbl and while maintaining its stability, it was unable to break through the US\$50/bbl upper level. The demand is expected to remain lower than pre-COVID-19 levels.

In November 2020, the COVID-19 vaccine development news came out along with expectation that the and partner countries OPEC and OPEC+ would increase oil production less than initial plan.

The later was proven to be true on December 2020, when OPEC and OPEC+ announced the reduction of the raise in production from 2 million barrels per day to 0.5 million barrels per day.

EIA forecasted that Brent prices will be approximated at US\$49/bbl in 2021. The accumulated supply from 2020 will be gradually used up and the price will climb up US\$ 5 per barrel in first quarter and another US\$ 1 per barrel by the end of 2021.

(Source : www.eia.gov, Rystad Energy, Deloitte and Fitch Solution)

Forecasts for average Brent oil price in 2021 are as tabulated below.

No.	Forecaster Name 2021	Brent Price Forecast
1.	Goldman Sachs	US\$65
2.	Reuter Poll of analyst	US\$51
3.	Citibank	US\$49
4.	Moody	US\$45
5.	Fitch Solution	US\$45
6.	World Bank	US\$41

(Source : oilprice.com)

2. THE OFFSHORE OIL AND GAS SECTOR

While the oil price is forecasted to rebound, the uncertainty still remains due to oversupply and piling up inventory from lessen activities impacted by COVID-19. Mermaid will be

taking aggressive position in strengthening the core business and diversifying portfolio to cope with new fast and ever changing era.

According to Rystad Energy forecast, there will be an oversupply in the first quarter of 2021 but will gradually transform into deficit in supply instead. With rapid recovery going forward, monthly supply deficits will start from May, reaching a high of around 3.4 million barrels per day in August.

International energy Agency (“IEA”) also estimates the increase in gas demand 1.5% from 2020. Rystad Energy also speculates that as supply deficit continues, a window of opportunity opens for producers, especially in shale industry, which expecting 32% increase in operating expense, and the booming offshore wind industry.

The decline of oil & gas industry has prompt major oil and gas players to establish themselves in offshore wind industry stated by Evorze. However; due to the much smaller market of offshore wind projects compared to oil and gas market, the wind projects will be fiercely fought over.

In regard to expanding demand for offshore wind projects, the specialized installation vessels will be highly needed. According to Rystad Energy, the global fleet will be insufficient to meet demand after 2025, opening room for more specialized vessel orders and other oil and gas heavy lift vessel conversions.

Depending on the outcome of pandemic, offshore market segments in 2023 may grow. Subsea purchases, construction and installation, and equipment may see an increase due to the influx of offshore and subsea development projects.

(Source : Rystad Energy, iea.com and everoze.com)

SUBSEA SERVICES

1. THE SUBSEA MARKET

The subsea vessel market has been already effected by the COVID-19 from 2020 and many companies already are operating at low margin to cope with situation. With expected 2021 fast rebound on oil price, though not to the level of pre-COVID era, it is hard to perceive a sharp decline than current situation.

It is documented that the subsea vessel market has been overcapacity for years. While the trend continues, some of overcapacity issues has been mitigated by scrapping. 232 OSV were sent to breaker from 2019 to

November 2020. Whilst not nearly enough to regain the balance, with many shale oil operators filing for bankruptcy and suddenly less investment in inland this year, it is expected to have slight recovery in various segments.

There are a few emerging markets riding the tide from the pandemic. With renewable energy trend specifically offshore wind farm, the vessel for installing large offshore wind farm has been highly demanded. This trend is expected to continue and there is a room of vessel conversion to match demand.

China’s growth in operation offshore wind capacity has been 94% of Asia capacity. On the side note, up to 50 floating production storage and offloading (FPSO) units are expected to be constructed in Chinese yard in the next five years.

(Source : seatrade-maritime.com, rivieramm.com and Rystad Energy)

2. TYPES OF SUBSEA VESSELS

The offshore industry is a varied sector within which many vessel types operate, performing numerous different tasks with often-unique systems and equipment. These vessels can range from purpose-built specialized ships which may, for example, only perform diving operations, to vessels which have been repeatedly converted from one vessel type to another as nature of the business changes. The term “offshore support vessel” can include many vessel types and it is unusual for one single vessel to only fulfill one particular function. Depending on configuration, a vessel could perform diving, remotely operated vehicle (“ROV”) support, survey and construction support operations.

Generally, dive support vessels (DSV) within the offshore industry can range from converted vessels fitted with rudimentary air diving spreads to purpose-built vessels fitted with extensive and complex saturation diving system. ROV support vessels can include vessels fitted with portable launching systems, which can be mobilized and demobilized to the vessel within very short periods of time. Construction support vessels will have many generic characteristics and design features associated with dive and ROV support vessels, the main function of the offshore construction vessel will be before the installation and decommissioning of subsea and surface structure installations. Pipe lay vessels may have different design features of systems and equipment on board however the main function of these vessels will be the lay pipe along a designated seabed channel or route.

MERMAID'S INDUSTRY POSITIONING

Having served the Oil & Gas industry for over 30 years, Mermaid boasts a proven track record of subsea excellence. With operations throughout South East Asia, Middle East and now the North Sea, Mermaid plays a pioneering role in the global subsea markets. Mermaid has the ability provide a subsea engineering solution, in any water depth which involve complex and challenging engineering, in any region of the world for the Oil and Gas markets.

Owning and operating a fleet of subsea construction, intervention and survey vessels that enable us to offer differentiated positions with our clients, Mermaid focuses on long term relationships that enhance our service delivery and reduce overall risk.

Mermaid continues to take a cautionary perspective on the offshore oil and gas market outlook over the next 12 months. With the recent oil market rebalance, coronavirus impact, many commentators in the industry have put forward certain features of offshore oil and gas service companies that would make them better placed than others in this context. Having taken these various factors into account, Mermaid believes that it is one of those well-placed companies to capitalize on the current market conditions. This is due to Mermaid's strategic industry positioning, reputation, track record, and fiscal discipline. This is further elaborated below:

GEOGRAPHICAL COVERAGE AND SHALLOW WATER FOCUSED

The majority of Mermaid's subsea vessel fleet operate in relatively shallow water which is known to be more defensive and less affected by lower oil prices. This is because break even costs of such fields are reported to be lower than deeper water fields and therefore less likely to be subject to contraction in service demand. Mermaid has also developed strong local joint ventures in cabotage-protected markets serving NOC's in those countries. This includes countries throughout Europe, Middle East and Asia Pacific regions exposing Mermaid to the benefits of local expansions as NOC's strive for continued growth and energy security and therefore tend to be less price sensitive.

IRM FOCUSED, AND GEOGRAPHICAL EXPANSION

One of Mermaid's core businesses is dedicated to a NOC's yearly inspection, repair and maintenance programs which is less exposed to capital expenditure reduction. In particular, medium to long-term demand is expected to remain relatively intact which should bode well for Mermaid.

Mermaid continues to pursue other service and geographical expansion to those countries where demand growth is relatively strong especially in the IRM, subsea engineering, SURF and cable installation markets.

TRACK RECORD OF QUALITY AND SAFETY, MODERN ASSET BASE

Mermaid remains one of the key industry players with an excellent operational and safety record and a stable management team. This provides a competitive advantage in tighter market conditions as oil and gas majors will give preference to contractors with an established track record over new players. Mermaid's subsea fleet is relatively young, with many of them less than 15 years old thus placing them in a favorable position with oil and gas majors who have shown a tendency to prefer newer equipment due to superior capabilities and operational efficiency. Mermaid has already implemented asset growth plans through chartering-in of additional subsea vessels. This allows Mermaid the flexibility to serve anticipated demand or to release such charters in the event of falling demand without the need for major capital expenditure.

Mermaid has a stable order book mostly in the subsea services sector, with more near term contract wins expected. This contract backlog is expected to provide a backbone of revenue in 2020 with room for additional upside.

FISCAL DISCIPLINE

In these challenging market conditions, Mermaid retains low gearing and sufficient cash reserves. It allows the company to remain agile and be ready to take advantage of any opportunistic and organic growth that may present itself in the present time.

(References: IHS Markit, Kennedy Marr, Organization of the Petroleum Exporting Countries (OPEC), Pareto Securities Research, Rigzone, Rystad Energy, Strategic Offshore Research, U.S. Energy Information Administration (EIA), Moody's, Wood Mackenzie).

Agrochemical

PM Thoresen Asia Holding Public Company Limited

PM Thoresen Asia Holdings Public Company Limited (“PMTA” or the “Company”) is a holding company that owns Baconco Co., Ltd. (“Baconco”) and PM Thoresen Asia (Singapore) Pte. Ltd. (“PMTS”). Baconco is currently operating in the agrochemical industry, having its headquarters located in southern Vietnam about 70 kilometers from Ho Chi Minh City. PMTS, incorporated in Singapore, principally functions as an offshore procurement organization for Baconco, providing purchasing services mainly for macronutrient products.

Baconco develops, manufactures, markets and distributes mixed, single and compound fertilizers with a total production capacity of approximately 450,000 metric tons per year and packaging capacity of 550,000 metric tons per year. All Baconco’s fertilizers distributed in Vietnam are under the “STORK” trademark registered by Baconco since 2005. The STORK brand has been highly-recognized and credited for quality and reliability, a result from Baconco’s strategy to produce high-quality fertilizers with major nutrients of nitrogen (N), phosphate (P_2O_5) and potash (K_2O).



Baconco’s trademark, STORK, has been registered in Vietnam since 2005.

To expand customer base and to increase sales and distribution channels overseas, Baconco also manufactures and distributes fertilizers for external customers. At present, it exports fertilizers relation over 30 countries worldwide with main clusters of customers in Africa, MEA and SEA. Apart from the fertilizers, Baconco also distributes pesticides in Vietnam and foliar both in Vietnam and abroad where it outsources production process and packaging of pesticides based on formulas and criteria determined thereby to the third party. In addition, Baconco markets, sells and distributes fertilizers, pesticides and foliar under its trademarks registered in Vietnam and overseas.

A : Products and Services

1. Fertilizers

The essential ingredients in chemical fertilizers are nitrogen (N), phosphate (P_2O_5) which provides phosphorus (P), and potash (K_2O) which provides potassium (K) as well as other supplements. Major and supplementing nutrients restore and increase soil nutrients to enhance cultivation yields and productivity. Nitrogen not only helps leaves required for photosynthesis to grow quickly but also helps producing seeds. Phosphorus encourages trunks to grow, strengthens and expands roots. Potassium is used in the transportation and production of starch to feed growing parts or to roots and stems while reducing infection.

1.1 NPK Compound Fertilizers

NPK Compound Fertilizers are composed of all three main nutrients, namely, nitrogen (N), phosphate (P_2O_5) which provides phosphorus (P), and potash (K_2O) which provides potassium (K) for plants. The N-P-K mix may vary according to purposes and each crop’s biological needs. Baconco sells NPK Compound Fertilizers both in Vietnam and overseas. These fertilizers are Baconco’s main products.

1.2 Other Fertilizers

The Other Fertilizers segment includes single fertilizer which contains a single nutrient; and compound fertilizer composing of at least two nutrients. The fertilizers are widely used due to the flexibility they offer end users to mix based on their needs or types of plants. Nitrogen-based (N) fertilizers speed up photosynthesis and the production of seeds. Phosphorus-based (P) fertilizers helps developing the plant’s stems and roots. Potash (K) in fertilizer creates and transports nutrients to develop growing parts, improves fruit quality and increases protein contents to prevent infection.

2. Other Agrochemical Products

Other Agrochemical Products include pesticides which Baconco uses outsourcing to repackage and sells under its trademark; as well as Foliar fertilizers.

2.1 Pesticides

Pesticides are biochemical or chemically-synthesis substances created to protect, destroy, deter or

discourage pests. Mostly-found pests are insects, plant pathogens, weeds and microbes that spread disease, damage agricultural products and reduce production. Baconco distributes its pesticide products under the STORK trademark in Vietnam only.

2.2 Foliar

Foliar fertilizers are liquid fertilizers sprayed onto plants to be consumed through leaves which absorb nutrients faster than through roots. Foliar offers similar nutrients to the NPK Compound fertilizer; that’s why foliar are commonly used with fruits and vegetables for higher and better productivity.

3. Factory Area Service Management

Baconco is located in southern Vietnam at the Phu My I Industrial Park, Ba Ria Vung Tau Area, which is 70 kilometers from Ho Chi Minh City. Locating next to the river, the Phu My I Industrial Park attracts industries and is one of Vietnam’s export centers in the South. The industrial estate also benefits from demands for storage of goods or raw materials prior to shipping or logistics. Moreover, as the business in the agrochemical industry within Vietnam and overseas are highly depending on an agricultural cycle which may differ throughout the year.

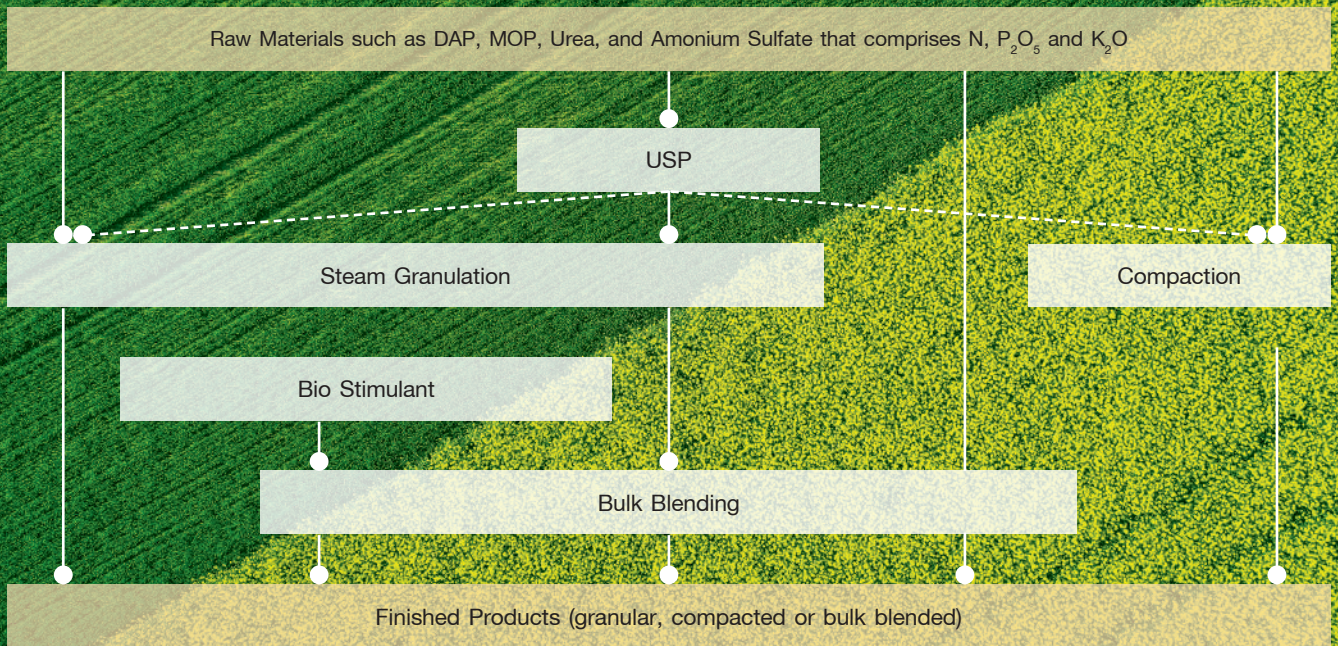
Baconco therefore foresees an opportunity to offer factory space for rent to industries to generate recurring incomes from rent and to also diversify its business risk to maintain sustainable growth.

The customers of each warehouse are different based on their objectives and sizes of the warehouses that are available to store products. To elaborate, Baconco I (“BCC I”) and Baconco III (“BCC III”) are for the Company’s raw materials, finished products, parts and others required for its agrochemical business while redundant areas may be leased to tenants on a short-term basis. Baconco V (“BCC V”) was reserved for foliar packaging line expansion and the other space remaining for factory area service. Baconco’s storage facilities can be segmented to different sizes to suit customers’ requirements. The facilities also offer integrated services such as parking lot for trucks, trucking area, security guards and other infrastructures (electricity, water and ventilation system).

Fertilizer Production Capacity

At present, Baconco has an average production capacity of 450,000 metric tons of fertilizers per year and the average packaging capacity of 550,000 metric tons per year.

Production Process



Baconco produces three types of fertilizers, namely, Granulated, Compacted and Bulk Blending. Moreover, it produces enhancing additives known as Urea Super Phosphate (USP) and Bio Stimulant which is used to

increase the fertilizer's efficiency in order to add value to Baconco's products and to make customer's money more worthwhile.



Bulk Blending



Granulation Line



Packaging



Granular Fertilizer Dryer

B : Marketing and Competition

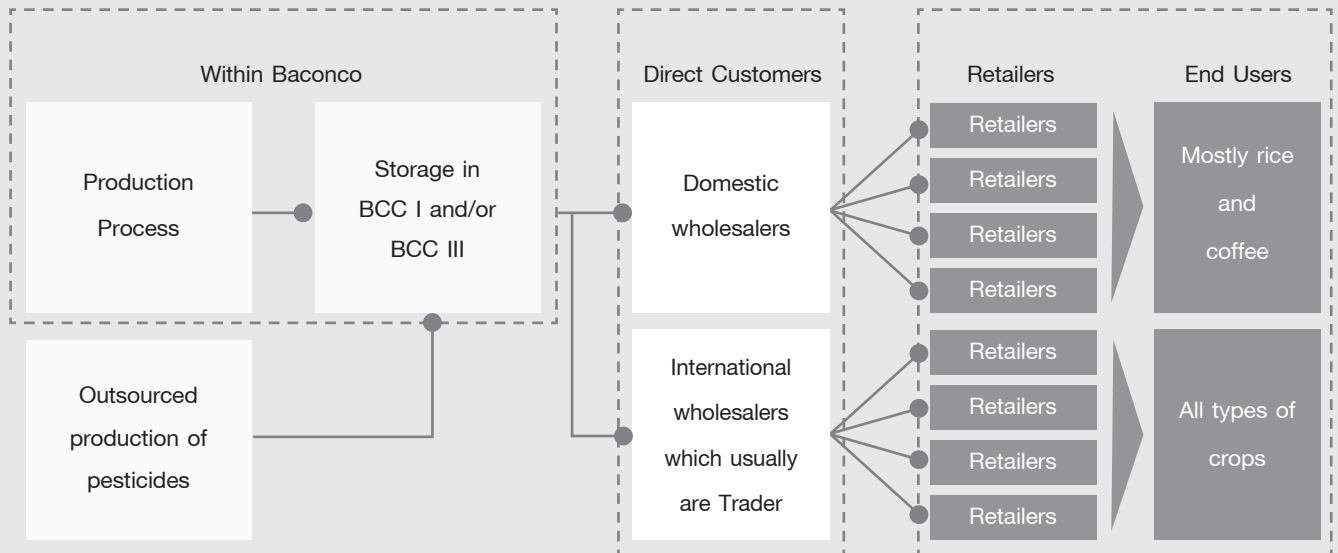
Baconco has started distributing fertilizers in Vietnam under the STORK trademark since 1995 before registering it as our trademark officially in 2005. Baconco's strategy is to directly capture wholesalers who are direct customers. Because of Baconco's superior products and strong brand image, it has become one of the leaders in Vietnam's agrochemical.

Competitive Strategy

As Vietnam's economy is driven by the agro industry together with the fact that fertilizer is a commodity, Vietnam's agrochemical industry is heavily competitive. Nonetheless, thanks to Baconco's superior products, it is able to retain its position as one of the market leaders in the local agrochemical scene. The STORK trademark is widely recognized and renowned for its product quality and is Baconco's main competitive strategy.

Distribution Channels

Agrochemical Business



Baconco directly sells its products to wholesalers in Vietnam who distribute them to retailers who later re-distribute them to end users at the end. Meanwhile, Baconco's international customers are trading companies who contract Baconco to manufacture fertilizers by order.

Industry Overview and Future Trends

According to the report on World Fertilizer Trends and Outlook to 2022 by the Food and Agriculture Organization of the United Nations, total fertilizer nutrient consumption is estimated at 194.85 million metric tons in 2020 and is forecasted to reach 197.93 million metric tons by the end of 2021. Asia is the largest consumer of fertilizer in the world and most of which are consumptions from East and South Asia.

Although there is the challenging from the weather conditions, Vietnam's fertilizer industry still has high potential. This is driven by a stable and constant fertilizer demand since more than 60% of the population work in the agricultural sector. The growth of the fertilizer industry growth depends on the level of agricultural price recovery and the production of key crops. Moreover, the adequacy of rainfalls and water supplies are significant issue as some agricultural areas are potentially encountering drought. In addition, the fluctuation of raw material prices could also impact the demand and the trend fertilizer industry.

Food and Beverage Business Group

PH Capital Co., Ltd.

Food and Beverage Market

Food and beverage market is the very high competitive market. There are both direct competitors such as The Pizza Company, Domino's Pizza or other brands as well as indirect competitors which are the quick service restaurant such as KFC, McDonald's and Burger King in the market. At the same time the rapid growth of food aggregators gives the consumers more choices to order the meal to eat at home.

Competitive Strategies

1. To open new branch in the communities which have high purchasing power and growth potential to expand in the future. These branches will focus on home delivery service to comply with the consumer's behavior which changes quickly from dining in to order the food to eat at home instead.
2. To manage the channel of distribution of the company such as calling on 1150, ordering via website or ordering at the restaurant for home consumption to be more efficient and convenient for customer than ordering via the food aggregators.

3. To make the difference from the competitor's brand by using "Brand Essence" communication which is suitable for Thai consumers and launch the advertisement both online and offline media channels.
4. To improve consumer experience by using new technologies such as providing the convenient way to order the pizza and to pay for the bill, the best services and the 30-minute delivery guarantee after the ordering.

Industry Overview and Future Trends

Food and beverage market grows continuously. There are more highly potential communities which still don't have the branch of Pizza Hut. Moreover, the Company will look for a chance to reach more new consumers in the future.

Investment

Coal Logistics

Unique Mining Services Public Company Limited

Business Overview

The main business of Unique Mining Services Public Company Limited or (“UMS”) is an importation of high quality coals, bituminous and sub-bituminous, with medium moderate calorific value and less environmental impact. The coal is mainly imported from Indonesia or bought from other importers in Thailand to distribute to large, medium and small-sized industrial factories especially those located in Bangkok and other provinces surrounding it. The primary industrial targets of UMS were food and beverage sector, pulp and paper including cement industries. UMS strategically carries out quality handling and preparation test to ensure that our coal can meet the engineering requirements of each boiler in different industrial factories.

UMS has set its strategy to deliver coal to customers in a timely manner through complete supply chain management with efficient administration in coal stockpiles and warehouses to ensure coal adequacy for delivery to customers. This enables the customers never have to remain stress-free about stocking up coal and preparing stations or warehouse to store coal on their own.

A : Products or Services

Coal is a fossil fuel that has a large amount of reserves. Coal resources spread over more than 100 countries around the world making the coal to be a fuel with high volume stability. The price of coal is very competitive its price becomes cheaper than other fuels, especially natural gas and fuel oil. Coal is a type of natural fuel which has a solid state. The main component of coal is carbon. Generally, coal is dark brown or black in color and can be divided into many types. The best quality coal is measured by the calorific value, moisture and sulfur content respectively such as anthracite, bituminous, sub-bituminous and lignite.

UMS focuses on sell bituminous and sub-bituminous coals because of their high quality as they contain moderate calorific value, moisture content and ash content at appropriate level. Another thing that makes these coals special is that their sulfur content is relatively low compared to fuel oil (fuel oil has a sulfur content of approximately

0.1% to 3.0%). Thus, they will create less environmental pollution. UMS does not import anthracite coal due to its higher cost, limited domestic consumption and lack of growth trend. Lignite is the lowest quality coal as it carries a lot of sulfur content which may lead to more negative impact on the environment. As a result, it becomes unpopular with the customers.

UMS’s business operation begins when the coal is imported from Indonesia or bought from other domestic suppliers for sale to industrial factories. UMS is able to deliver its coal to all large and some medium-sized factories as soon as possible without any need to make a stop at its warehouse. For small and medium industrial customers, some of them require coal that undergoes the coal preparation and screening process. Approximately 50,000 tons of run-of-mine coals are imported each time. Their qualities vary in terms of calorific value, moisture, ash and sulfur content. Therefore, it is important that these coals are properly graded prior to the delivery. Each type of run-of-mine coal has different attributes such as the calorific value although they come from the same mine. (Coal in different soil layer has different features, for instance the sub-bituminous coal can be divided into several types depending on the calorific value, moisture, ash and sulfur content, etc.) The coal will then be mixed with UMS’s unique formula to meet customer requirements. The coal will also be classified to have appropriate quality for the boilers used in the industrial plant of each customer since each boiler is differently engineered to achieve highest combustion. UMS provides delivery service to its customers on a daily basis according to their usage which may ease the burden of finding coal storage in the customer’s facility since many customers do not have enough spaces to store it.

B : Marketing & Competition

Marketing Policy

UMS uses a marketing strategy based on strengths of coal. To be more specific, the cost of coal is lower than fuel oil with more available proven reserves. That makes coal more popular than other sources of power. UMS has succeeded in keeping relationships with existing customers for small

and medium-sized industrial factories by using the following marketing strategy.

Competitive Strategy

(1) Goods and Services

UMS's product strategy includes extensively carrying out quality handling and preparation test to ensure that our coal can achieve maximum efficiency of fuel combustion of boilers used in each factory. At present, UMS uses this technique for medium and small-sized industrial plants which adds value to its products and relieves price competitive pressure, especially with the major coal suppliers in the country. UMS is determined to penetrate more medium and small industrial markets since this market segment is less competitive than the large industrial market.

(2) Customer Base Expansion

Because coal is obtainable from large quantities of proven reserves compared with fuel oil and gas, its price is low. Coal also has very little environmental impact (bituminous coal and sub-bituminous coal), so many industrial factories are prone to switch their source of power to coal in a long run. UMS is a company with long history in coal industry and has customers in various industries. The declining sales volume of UMS in recent years has diminished the number of its customers, UMS is now focusing to rebuild the relationship with ex-customers and increase orders from them prior to this year but the sales volume was still lower than expected. The company will however keep continuing for the time being.

(3) Cost Administration

UMS manages its inventory through a good inventory management, transportation system and fabricating a warehouse near the industrial sites of its customers to save significant amount of shipping costs. UMS owns several lighters to reduce the transport outsourcing expenses. UMS has maintained a good relationship with coal suppliers/manufacturers for many consecutive years. UMS also sources coal from several suppliers, thus it is unnecessary for UMS to overstock its inventory which allows it to manage stock more efficiently and lowers cost and loss arising from stockpile.

Clients & Target Customer, Distribution Channels

UMS sells coal to domestic factories divided into large, medium, and small-sized industrial plants. UMS pursues its policy of expanding its customer base to medium and

small-sized industries which are not major coal distributors' sales target. With its policy, UMS can minimize price competition against its major competitors. Currently, there are approximately 20 small and medium-sized factories and 4 - 5 large-sized factories being mainly in pulp and paper industry including food and beverage that UMS serves.

UMS's targets are in industries requiring thermal energy in producing steam for manufacturing processes such as food processing, pulp and paper, rubber gloves, feed mill industries, etc.

UMS's customers can be segmented by size of the industry into two groups as follows:

1. Small and Medium-Sized Industries

This segment is UMS's most existing customers located in Bangkok, Samut Sakhon, Nakhon Pathom, Ratchaburi, Pathum Thani and Ayuttaya. The customers are conversant with the use of coal with many years of business relationship and continuous trust in UMS's products throughout the years. The members in this segment mainly included food processing, rubber glove, pulp and paper, etc.

2. Large-Sized Industries

Large industrial plants using coal are mainly in cement industry in which a large quantity of coal is purchased through a procurement auction. The coal price is the main factor in customer's decision. At present, the number of customers is limited.

Competition & Industry Outlook

Competition

The business of coal sales for industrial factories in Thailand is operated by approximately 30 vendors consisting of large, medium and small vendors. The price competition has become more fiercely for years because of a growing number of new small vendors. Most of 2020, the coal price was slightly constant however it was sharply increasing at the end of the year and continuing to increase till the beginning of 2021.

The Company focuses on increasing the number of customers from small and medium factories. At the same time, it also looks for opportunities to penetrate into the market of large-sized factories in order to expand its customer base and boost the sales volume. The Company also offers services in similar areas and seeks to invest in other businesses to achieve a sustainable growth.

Industry Outlook

For the overview of coal industry in Thailand in 2020, coal was considered an important energy source for industrial development since the price of coal is cheaper than gas and fuel oil especially in the countries with high economic growth rates such as Asian countries including Thailand. The demand of coal had slightly increased during the first 11 months of 2020. Thailand imported 22.08 million tons of coal which increased about 5.28% compared to the same period of 2019. Most of coals were high quality coals distributed to power plant and other industrial segments.

For the overview of coal market for the year 2021, China has a tendency to increase in coal importing and also other Asian countries for example India and Vietnam which need coal to generate more electricity resulting in an increase in coal demand and price starting from end of 2020 and continuing to be uptrend until beginning of 2021. Together with the advent of COVID-19 Vaccine, it is expected that the world economy will be recovering in 2021 leading to an increase in coal demand and price in 2021 compared with the year before.

C : Coal Procurement Procedure

UMS has a standard procedure for product sourcing and services as below:

1. UMS procures coal from domestic suppliers or imports bituminous and sub-bituminous coals from Indonesia, one of the top three coal producer in the world. UMS selects the good quality coal based on calorific value, moisture, ash and sulfur content to match with customers' demand and be environmental friendly. Unlike other coal producer countries, the location of Indonesia is not far from Thailand, so the transportation cost is low. UMS imports approximately 50,000 tons of coal per shipment.
2. The main vessel from Indonesia anchors at Koh Sri Chang which located at Si Racha district in Chonburi. Then the coal is transferred to lighters which can carry 1,500 - 2,500 tons per lighter. After that the lighter will dock at Nakornluang site, Ayutthaya port for discharging.
3. UMS can deliver coal to its customer right away by truck transportation. In an event that the Company has to transport the coal to its warehouses in Ayutthaya before a screening and quality improving are carried out, the finished coal will be transported to customers by contractor's trucks.
4. UMS has a policy to maintain a certain inventory level for achieving customer demand.
5. It takes around 45 days for the procurement transaction from Indonesia to UMS's warehouses in Thailand to complete.

From the historical data, it is founded that the fluctuation of coal prices vary depending on global coal prices. The Company has the policy of sourcing coal from many distributors to reserve an appropriate level of coal, to achieve the business expansion and to balance of power to negotiate prices with other distributors. This is to diversify the risk of coal purchasing.

Besides the price factor, the reliability and the trust in the coal source are another factor that the Company focuses heavily, especially the quality of coal, productivity, coal to port transportation system and the reputation of the supplier etc. Moreover, the Company is confident that it will receive the high quality coal from its partners because it has built up a good relationship with its partners for a long period of time.

The Company has the policy to supply good quality coal and be environmentally friendly to meet the customers' need. Moreover, the Company has a process for coal quality checks from the very beginning at supplier, mine, transportation and production line until it was finally delivered to the customers to ensure their satisfaction.

Management Discussion and Analysis for the Year 2020

Thoresen Thai Agencies Public Company Limited

- Normalized net profits to TTA in 4Q/20 increased 216%QoQ to Baht 160.4 million as impacts from the COVID-19 seemed to be resolved while the full-year performance registered a normalized loss to TTA of Baht 503.1 million.
- Positive EBITDA of Baht 704.2 million for full-year 2020.
- Shipping segment maintained its market leader position; TCE rate for full-year 2020 outperformed the net market TC rate by 22%, and TCE rate in 4Q/20 rose to US\$ 11,282 per day.
- Offshore Service was back on track; EBITDA turned positive in 4Q/20, and its order book remained strong at US\$ 190 million at year-end.
- Agrochemical segment continued to be profitable; its net profits to TTA more than doubled YoY for full-year 2020.
- Robust capital structure with low net interest-bearing debt to equity of 0.08 times at year-end.

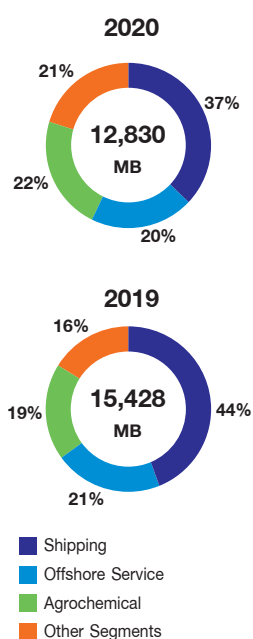
Performance Summary

in million Baht	4Q/19*	3Q/20	4Q/20	% YoY	% QoQ	2019	2020	% YoY
Revenues	4,153.5	3,255.6	3,326.4	-20%	2%	15,428.0	12,829.8	-17%
Gross Profits/(Losses)	1,008.2	846.4	932.2	-8%	10%	3,143.3	2,709.8	-14%
Share of Profit of Associates and JVs	56.7	(55.3)	13.6	-76%	125%	245.0	37.5	-85%
EBITDA	627.9	330.1	585.8	-7%	77%	1,911.6	704.2	-63%
EBIT	345.3	27.6	289.7	-16%	952%	778.6	(501.6)	-164%
Net Profits/(Losses)	38.3	(2,450.2)	40.2	5%	102%	218.2	(3,368.7)	-1644%
Net Profits/(Losses) to TTA	142.2	(1,354.6)	110.1	-23%	108%	562.6	(1,944.6)	-446%
Number of Shares (million Shares)	1,822.5	1,822.5	1,822.5	0%	0%	1,822.5	1,822.5	0%
Basic Earnings per Share (in Baht)	0.08	(0.74)	0.06	-23%	108%	0.31	(1.07)	-446%
Normalized Net Profits/(Losses) **	191.1	(36.4)	131.3	-31%	460%	106.3	(878.2)	-926%
Normalized Net Profits/(Losses) to TTA	237.4	50.8	160.4	-32%	216%	392.1	(503.1)	-228%
Gross Profit Margin (%)	24%	26%	28%			20%	21%	
EBITDA Margin (%)	15%	10%	18%			12%	5%	
Net Profit Margin (to TTA) (%)	3%	-42%	3%			4%	-15%	
Net Profit Margin (%)	1%	-75%	1%			1%	-26%	
Normalized Net Profits Margin (to TTA) (%)	6%	2%	5%			3%	-4%	

*Certain accounts have been restated to reflect the Group's adoption of TFRS 9 beginning from 1 January 2019.

**Normalized Net Profits/(Losses) = Net Profits/(Losses) - Non-Recurring Items

Revenue Structure



Consolidated Performance Highlights

For FY2020, revenues amounted to Baht 12,829.8 million. Shipping, Offshore Service, and Agrochemical segments remained major three contributors and aggregated for 79% of the consolidated revenues. Gross profits decreased 14%YoY to Baht 2,709.8 million, mainly impacted by 3 main reasons: 1) the quarantine measures against COVID-19 pandemic on the subsea vessels off-hired for drydocking, 2) the drydocking of key subsea vessels, and 3) lower dry bulk freight rate pressured by the COVID-19 pandemic during 1H20. However, overall operating performance started to recover since 3Q/20; gross profits almost doubled in 2H20 to Baht 1,778.7 million, compared to those in 1H20. Besides, in compliance with TFRS 9, there was an unrealized loss from the change in the fair value of derivatives of Baht 52.2 million, and also realized/unrealized losses on investment of Baht 137.5 million. Share of profit of associates and JVs decreased YoY to Baht 37.5 million as one associate in the drilling business started to share a big loss in 3Q/20 following the sharp decline in crude oil price. However, to mitigate risk from the drilling business in the future, Offshore Service sold its shares and all interest in this associate and has now exited from the drilling business. EBITDA remained positive at Baht 704.2 million. There were also extraordinary losses of Baht 2,490.5 million, mainly from a non-cash loss from the sale of shares of the associate in the drilling business as aforementioned. However, the sale of shares, in return, contributed cash

of Baht 981.4 million to Offshore Service to increase additional liquidity amid current challenges. In summary, the normalized net profits to TTA in 2H20 rebounded positively to Baht 211.3 million as two key subsea vessels returned from the quarantine and dry bulk freight rate continue to soar since June after businesses in many countries started to normalize. On the other hand, there were net normalized losses to TTA of Baht 714.4 million in 1H20 as there was drydocking of two key subsea vessels, and the impact of the COVID-19 on the movement of those subsea vessels sent for drydocking and dry bulk freight rate. As a result, for FY2020, TTA reported a normalized net loss of Baht 503.1 million and a consolidated net loss of Baht 1,944.6 million, primarily from the extraordinary and non-cash loss from the sale of shares in the associate in the drilling business.

In addition to financial performance, TTA gives priority to good corporate governance, transparency, and sustainable development as detailed below:

- Appointment of the Corporate Governance Committee to review the CG policy and to monitor compliance with the policy and practices.
- Appointment of the Sustainable Development Committee to ensure that sustainable development will be implemented throughout TTA.
- Grant of the opportunity to shareholders to propose the agenda and director candidates for AGM.
- The declaration of intent to join Thailand's Private Sector Collective Action Against Corruption (CAC).

Significant Events/ Changes in 2020

- TTA attained the CG Score of "Excellent" (5-star) recognition level in 2020 for the second consecutive year.
- Mermaid Maritime Plc., the flagship company under Offshore Service segment listed in the Singapore Exchange (SGX), was among the top 100 of the 2020 Singapore Governance and Transparency Index ("SGTI"), as a result of its continual focus on maintaining sound corporate governance and disclosure practices despite the challenges posed by COVID-19.
- Shipping segment received two second-hand vessels in April and December 2020.
- Offshore Service segment sold all of its 33.76% shares in one associate in the drilling business to the other shareholder of such associate at the fair value of US\$ 31 million or equivalent to Baht 981.4 million in cash.
- Offshore Service segment signed the JV agreement to establish Zeaquest Company Limited with a subsidiary of PTT Exploration and Production Public Company Limited ("PTTEP") to develop robotics and artificial intelligence (AI) technology to provide commercial subsea engineering services to oil and gas companies, and renewable energy corporates operating in offshore businesses, both in Asia and other regions.
- Offshore Service segment established Mermaid-MOE JV Co., Ltd. to create a synergy with PT Meindo Elang Indah ("MEINDO") group, one of the leading EPCI contractors in Indonesia, in transportation and installation works in South East Asia and provide access to MEINDO group's fleet of vessels and other specialist services.
- Offshore Service segment had all three performing subsea vessels off-hired for the mandatory drydocking in 2020, but only the first two vessels off-hired during 1H20 were impacted by quarantine measures against COVID-19 because they were sent for drydocking outside the country of operations.
- TTA adopted a new accounting standard, TFRS 16: Leases.

Summary by Business Segment

Shipping's TCE rate as a full year average outperformed the net market TC rate by 22% in 2020, and the TCE rate in 4Q/20 rose to US\$ 11,282 per day.

Shipping segment's freight revenues in 2020 were reported at Baht 4,747.7 million, which decreased 30%YoY, mainly due to a lower average freight rate pressured by the impact of the COVID-19 pandemic on shipping activities during 1H20. However, the market freight rate escalated toward year-end as the impact of COVID-19 seemed to be resolved. Baltic Dry Index (BDI) averaged at 1,353 points in 2019 and decreased to an average of 1,066 points in 2020, mainly due to the disruption from COVID-19 in 1H20 and started to rebound since June 2020. Shipping's TCE rate as a full year average was at US\$ 9,517 per day, outperforming the net market (Supramax) TC rate of US\$ 7,779 per day by 22% in 2020, and TCE rate in 4Q/20 rose to US\$ 11,282 per day. Gross profits decreased 16%YoY to Baht 1,256.7 million. Shipping's EBITDA was at Baht 949.4 million. In conclusion, Shipping segment reported net profits to TTA of Baht 390.9 million.

Offshore Service's order book rose 6%QoQ to stronger level at of US\$ 190 million at year-end.

Offshore Service segment's revenues in 2020 were recorded at Baht 2,616.7 million, which decreased 20%YoY. The performing vessel utilization rate increased from 79% in 2019 to 85% in 2020 on the back of its strong order book. Gross loss amounted to Baht 28.4 million. Offshore Service's EBITDA was negative at Baht 481.4 million for full-year 2020, but it eventually turned positive in 4Q/20. There were losses from non-recurring items of Baht 2,511.0 million, mainly due to a non-cash loss from the sale of shares in one associate to mitigate risk in the drilling business following the sharp decline in oil prices. The performance in 2H20 was back on track; a normalized net loss to TTA in 2H20 improved by Baht 173.0 million or 49% from 1H20 and was back to the pre-COVID-19 level in 2H19 while 1H20 performance was impacted by the quarantine measures against COVID-19 pandemic on the vessels off-hired for drydocking, the drydocking of key vessels, and lower day rate of the replacement vessel. Therefore, Offshore Service segment reported a normalized net loss to TTA of Baht 538.6 million and a net loss to TTA of Baht 2,000.5 million. The order book at the year-end remained strong at US\$ 190 million, increasing 6%QoQ.

Agrochemical's total fertilizer sales volume increased 9%YoY to 206.6 Ktons in 2020.

Agrochemical segment's sales revenue in 2020 amounted to Baht 2,782.8 million, which has maintained YoY amid the challenging year. Total fertilizer sales volume grew by 9%YoY to 206.6 Ktons in 2020 from strong growth in export sales volume. Gross profits (spread) increased 11%YoY to Baht 618.6 million; accordingly, the gross profit (spread) margin improved YoY from 20% to 22% from a higher portion of key high-margin products in the sales mix and lower raw materials cost. Agrochemical's EBITDA increased by 33%YoY to Baht 202.2 million. Agrochemical segment continued to be profitable; it registered net profits to TTA of Baht 64.3 million, improving 114%YoY in 2020.

Financial Position



⁽¹⁾ Cash, cash equivalents, and other current financial assets

⁽²⁾ Property, plant, equipment, and investment properties

⁽³⁾ Excluding lease liabilities (2019: finance lease liabilities)

Healthy balance sheet with cash under management of Baht 7.7 billion.

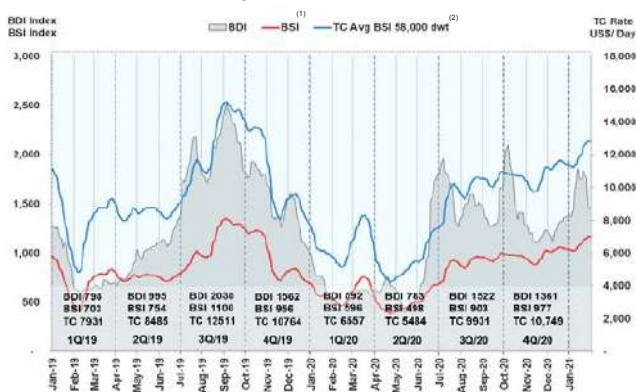
Robust capital structure with low net IBD/E at 0.08 times.

As of December 31, 2020, TTA had total assets of Baht 31,029.2 million, which decreased by 7% or Baht 2,443.8 million from the end of 2019, mainly due to a decrease in investments in associates resulting from the sale of shares in one associate under Offshore Service segment at the fair market value to mitigate risk in drilling business in the future. However, the sale of shares also contributed cash of Baht 981.4 million in return. Therefore, cash under management, which combines cash, cash equivalents, and other current financial assets, increased to Baht 7,700.6 million. Total liabilities increased by Baht 963.3 million or 9% to 11,837.8 million from year-end 2019, mainly from the issuance of new debentures in December 2020. Total equity decreased to 19,191.4 million from the end of 2019, primarily due to the extraordinary and non-cash loss from the sale of shares in the associate as aforementioned. The capital structure remained strong and was reflected by the low net interest-bearing debt to total equity (net IBD/E) of 0.08 times at year-end.

Shipping Segment

- Shipping segment maintained its market leader position amid the COVID-19 pandemic; it delivered net profits to TTA of Baht 390.9 million and 100% owned fleet utilization in 2020.
- TCE rate averaged US\$ 9,517 per day in 2020, outperforming the net market TC rate by 22%.
- Maintained low vessel operating expenses (OPEX) of US\$ 3,709 per day in 2020, 18% lower than industry OPEX⁽¹⁾.

Dry Bulk Market Index

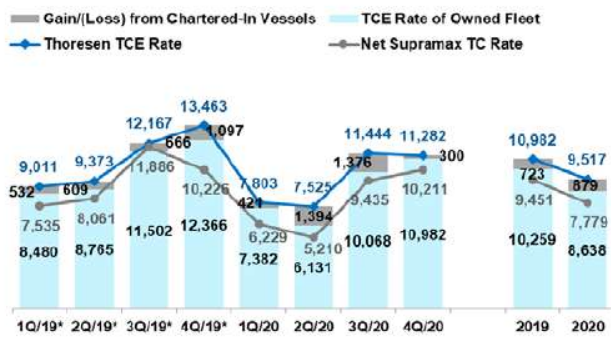


⁽¹⁾ BSI referred to 52,000 dwt bulk carrier basis for the period before 3 April 2017 and to 58,000 dwt bulk carrier basis for the period starting 3 April 2017.

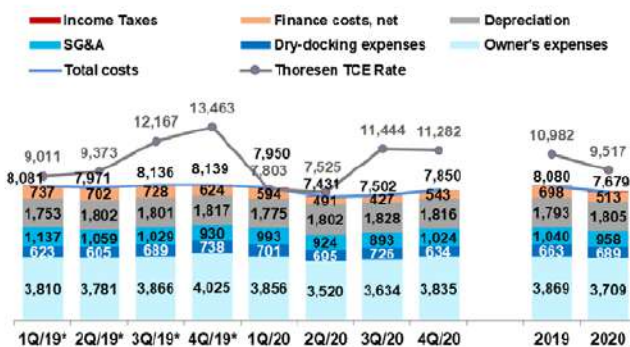
⁽²⁾ TC Avg BSI is based on BSI-52 index up through 4Q/18, and BSI-58 index 1Q/19 onwards.

Baltic Dry Index (BDI) averaged at 1,066 points in 2020, decreasing from 1,353 points in 2019 due to the impact of COVID-19 on shipping activities during 1H20. However, BDI recovered to an average of 1,444 points in 2H20, compared to an average of 685 points in 1H20 as the worst impacts of the COVID-19 pandemic may have passed, and trade has improved seasonally. More positive market trends in recent months is being seen, driven by robust Chinese iron ore imports and improved soybean exports from both US and Brazil. For full-year 2020, the COVID-19 pandemic resulted in an estimated 2% decline in seaborne dry bulk trade in tons, as well as a decrease in dry bulker earnings. The average net TC rate of Supramax fell 18%YoY to US\$

Net Market (Supramax) TC Rate VS Thoresen's TCE Rate



Revenue VS Cost Structure (US\$ per vessel day)



7,779/day while Capesize spot TC rate marked the sharpest decline by 31%YoY. However, increased Chinese dry bulk imports from the Atlantic (especially iron ore and grain) and changes in trade patterns elevated the average haul of trade, resulting in stable ton-mile demand YoY. Looking further to 2021, a rebound of dry bulk trade growth of 4% in tons (compared to 2.6% fleet growth) is projected, which is above the pre-Covid level in 2019. Overall, with the current bulker orderbook at a record low of 6% of fleet capacity and trade rebound from the worst of 2020's COVID-19 disruption, the market is expected to see some positive momentum further to 2022, although uncertainty remains.

For FY2020, freight revenues amounted to Baht 4,747.7 million, which decreased 30%YoY due to a lower average freight rate pressured by the COVID-19 pandemic during 1H20. However, the market freight rate escalated toward year-end 2020 and further to early 2021 as the impact of COVID-19 on shipping activities seemed to be resolved in 2H20 and reached above US\$ 12,000 per day at the end of January 2021. In addition, owned fleet utilization has remained high at 100%. For chartered-in business, the

service days decreased by half, but far more compensated by the significant increase in gains from chartered-in vessels. Shipping's TCE averaged US\$ 9,517 per day for the full-year 2020, outperforming the net market (Supramax) TC rate of US\$ 7,779 per day by 22%, but decreased by 13%YoY. TCE rate comprised owned fleet TCE rate of US\$ 8,638 per day and gains from chartered-in vessels of US\$ 879 per day. The highest TCE rate was at US\$ 20,983 per day. OPEX decreased 4%YoY to US\$ 3,709 per day, 18% lower than industry OPEX⁽¹⁾ of US\$ 4,503 per day. The per-day gross profit margin decreased from 59% in 2019 to 54% in 2020 due to lower TCE of the owned fleet, despite better gains from the chartered-in fleet. Operating cash costs also decreased 4%YoY to US\$ 5,356 per day. With lower revenues and lower per-day gross profit margin, gross profits reduced by 16%YoY to Baht 1,256.7 million. EBITDA amounted to Baht 949.4 million. Besides, there was an unrealized loss from the change in the fair value of derivatives of Baht 52.2 million, as per TFRS 9. Finance costs decreased by 22%YoY due to a decrease in outstanding debts. **In conclusion, shipping segment reported net profits to TTA of Baht 390.9 million for FY2020.**

At year-end 2020, Shipping segment owned 23 vessels (22 Supramax and 1 Ultramax) with an average size of 55,686 DWT and an average age of 13.06 years. In 2020, two second-hand vessels were received in April and December, respectively. Shipping segment operated an average of 29.3 vessels in 2020, comprising 21.4 owned vessels and 7.9 chartered-in vessels, decreasing by 7.1 vessels from an aggregated average fleet in 2019 of 36.4 vessels, which composed of 20.3 owned vessels and 16.1 chartered-in vessels. Despite 2 additional owned vessels in 2020, the YoY decrease resulted from lower chartered-in vessels from less demand amid the COVID-19 pandemic; however, gains from chartered-in vessels increased YoY.

⁽¹⁾ Latest Industry OPEX for Supramax at US\$ 4,503 per day, issued in November 2020. (compiled by BDO, formally known as Moore Stephens).

Shipping Segment Performance Summary

in million Baht	4Q/19*	3Q/20	4Q/20	%YoY	%QoQ	2019	2020	%YoY
Freight Revenues	1,829.2	1,155.7	1,213.1	-34%	5%	6,772.6	4,747.7	-30%
Vessel Operating Expenses	1,334.9	719.6	793.5	-41%	10%	5,280.1	3,491.0	-34%
Gross Profits/(Losses)	494.3	436.1	419.6	-15%	-4%	1,492.5	1,256.7	-16%
Other Income	8.5	1.0	2.4	-71%	148%	43.1	19.5	-55%
Gains/ (losses) from Change in Fair Value of Derivatives	30.2	(17.2)	35.4	17%	306%	36.6	(91.6)	-350%
SG&A	52.9	55.0	63.1	19%	15%	240.5	235.2	-2%
EBITDA	480.1	364.9	394.4	-18%	8%	1,331.7	949.4	-29%
Depreciation & Amortization	103.2	112.5	112.0	8%	-1%	414.9	443.3	7%
EBIT	376.9	252.4	282.4	-25%	12%	916.9	506.1	-45%
Finance Costs	35.4	26.3	33.4	-6%	27%	161.6	125.9	-22%
Gains/(Losses) from Foreign Exchange	(3.1)	(1.0)	(5.9)	-94%	-500%	(14.3)	(4.3)	70%
Gains/ (Losses) from Non-Recurring Items	-	-	(0.0)	-100%	-100%	12.0	16.1	34%
Profits/(Losses) before Income Tax	338.4	225.1	243.1	-28%	8%	753.0	392.1	-48%
Income Tax Expenses	0.3	(0.4)	(0.2)	-184%	47%	4.0	1.2	-71%
Net Profits/(Losses)	338.1	225.5	243.3	-28%	8%	749.0	390.9	-48%
Normalized Net Profits/(Losses)	338.1	225.5	243.3	-28%	8%	737.0	374.8	-49%
Gross Profit Margin (%)	27%	38%	35%			22%	26%	
EBITDA Margin (%)	26%	32%	33%			20%	20%	
Net Profit Margin (%)	18%	20%	20%			11%	8%	
Fleet Data Summary	4Q/19	3Q/20	4Q/20	%YoY	%QoQ	2019	2020	%YoY
Calendar days for owned fleet ⁽¹⁾	1,932	2,024	2,053	6%	1%	7,665	7,990	4%
Available service days for owned fleet ⁽²⁾	1,876	1,965	2,012	7%	2%	7,453	7,845	5%
Operating days for owned fleet ⁽³⁾	1,876	1,965	2,012	7%	2%	7,430	7,845	6%
Owned fleet utilization ⁽⁴⁾	100.0%	100%	100%	0%	0%	99.7%	100.0%	0%
Voyage days for chartered-in fleet	1,177	642	704	-40%	10%	5,869	2,885	-51%
TC (%)	46%	61%	63%			53%	54%	
VC/COA (%)	54%	39%	37%			47%	46%	
Average DWT (Tons)	55,285	55,436	55,686	1%	0%	55,285	55,686	1%
Number of owned vessels at the ending period	21	22	23	10%	5%	21	23	10%
Average number of vessels ⁽⁵⁾	33.2	28.3	29.5	-11%	4%	36.4	29.3	-20%
Market Data	4Q/19	3Q/20	4Q/20	%YoY	%QoQ	2019	2020	%YoY
BDI Index	1,562	1,522	1,361	-13%	-11%	1,353	1,066	-21%
BSI Index	956	903	977	2%	8%	880	744	-15%
Net Supramax TC Rate** (USD/Day) ⁽⁶⁾	10,226	9,435	10,211	0%	8%	9,451	7,779	-18%
Per-Day Operating Results ⁽⁷⁾ (USD/Day)	4Q/19*	3Q/20	4Q/20	%YoY	%QoQ	2019	2020	%YoY
Highest TCE Rate	24,189	20,351	20,983	-13%	3%	27,531	20,983	-24%
Thoresen TCE Rate ⁽⁸⁾	13,463	11,444	11,282	-16%	-1%	10,982	9,517	-13%
TCE Rate of Owned Fleet	12,366	10,068	10,982	-11%	9%	10,259	8,638	-16%
Gain/(Loss) from Chartered-In Vessels	1,097	1,376	300	-73%	-78%	723	879	21%
Expenses								
Vessel Operating Expenses (Owner's expenses)	4,025	3,634	3,835	-5%	6%	3,869	3,709	-4%
Dry-Docking Expenses	738	726	634	-14%	-13%	663	689	4%
General and Administrative Expenses	930	893	1,024	10%	15%	1,040	958	-8%
Cash Costs	5,693	5,253	5,493	-4%	5%	5,572	5,356	-4%
Finance Costs, net	624	427	543	-13%	27%	698	513	-27%
Depreciation	1,817	1,828	1,818	0%	-1%	1,793	1,805	1%
Income Taxes	4	(7)	(3)	-178%	47%	17	5	-71%
Total Costs	8,139	7,502	7,850	-4%	5%	8,080	7,679	-5%
Operating Results	5,325	3,943	3,432	-36%	-13%	2,902	1,838	-37%
USD/THB Rate (Daily Average)	30.28	31.33	30.61	1%	-2%	31.05	31.29	1%
Gains/(Losses) from Change in Fair Value of Derivatives ⁽⁹⁾	532	(279)	576	8%	306%	158	(373)	-336%
Per-Day Gross Profit Margin (%) ⁽¹⁰⁾	65%	62%	60%			59%	54%	
Per-Day EBITDA Margin (%)	58%	54%	51%			49%	44%	
Per-Day Net Profit Margin (%)	40%	34%	30%			26%	19%	

*Certain accounts have been restated to reflect the Group's adoption of TFRS 9 beginning from 1 January 2019.

**TTA held 100.00% of issued and paid up capital of TSG at the period-end

***As consolidated on TTA's P&L

****Normalized Net Profits/(Losses) = Net Profits/(Losses) - Non-Recurring Items

*****The per day basis is calculated based on available service days.

Note:

- Calendar days are the total calendar days TTA owned the vessels in our fleet for the relevant period, including off hire days associated with major repairs, dry dockings, or special or intermediate surveys.
- Available service days are calendar days(1) less planned off hire days associated with major repairs, dry dockings, or special or intermediate surveys.
- Operating days are the available days (2) less unplanned off-hire days, which occurred during the service voyage.
- Fleet utilization is the percentage of time that our vessels generated revenues and is determined by dividing operating days by available service days for the relevant period.
- Average number of vessels is the number of vessels that constituted our fleet for the relevant period, as measured by the total operating days for owned fleet plus voyage days for chartered in fleet during the period divided by the number of calendar days in the relevant period.
- Gross Market (Supramax) TC rate net of commission. Based on BSI-52 index up through 4Q/18 and BSI-58 index from 1Q/19 onwards.
- The per day basis is calculated based on available service days for owned fleet.
- Thoresen TCE Rate comprises owned fleet TCE rate and gain (loss) from chartered-in vessels, excluding net realized/unrealized gain (loss) from the change in fair value of derivatives.
- Realized and unrealized gain (loss) from the change in fair value of derivatives (excluding the realized gain/ (loss) on IRS, which is recorded in finance cost). The most common shipping derivatives are Forward Freight Agreements ("FFAs"), Bunker Swaps, and Interest Rate Swaps ("IRS").
- Per-Day Gross Profit Margin (%) = (Thoresen TCE Rate - Vessel Operating Expenses - Dry-Docking Expense) / Thoresen TCE Rate

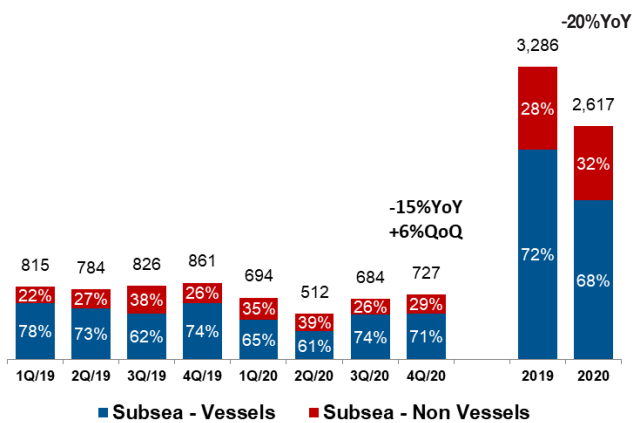
TCE Rate = Time-Charter Equivalent Rate
TC Rate = Time-Charter Rate

BDI = The Baltic Exchange Dry Index
BSI = The Baltic Exchange Supramax Index

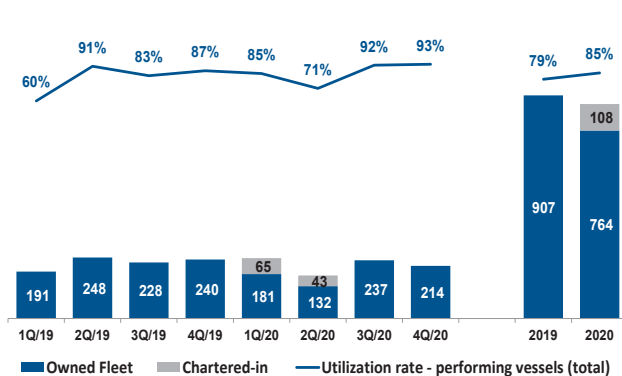
Offshore Service Segment

- The order book increased 6%QoQ to US\$ 190 million at year-end.
- EBITDA turned positive in 4Q/20 following the resumption to normal operations of key subsea vessels after being impacted by quarantine measures against COVID-19 pandemic.
- A normalized net loss to TTA in 2H20 improved by Baht 173.0 million or 49% from 1H20 and was back to about the same level of 2H19 due to better vessel utilization, higher day rate, and loss minimization from exiting the drilling business.

Revenue Breakdown by Services (in million Baht)



Vessel Working Days & Utilization Rate ^{(1), (2), (3)}



⁽¹⁾ Performing vessels only. Since 2Q/19, there have been 3 performing vessels, compared to 4 performing vessels in the previous period.

⁽²⁾ Utilization rate is the percentage of time that our vessels generated revenues and is determined by dividing operating days by available service days ⁽³⁾

⁽³⁾ Available service days are calendar days less planned off-hire days associated with major repairs, dry dockings, or special or intermediate surveys.

as measures against the COVID-19 pandemic. Strategically, the third vessel was sent for drydocking within the country of operations, so a quarantine of the vessel and its crew was not required. Lastly, Offshore Service hired a replacement vessel to substitute one vessel during its drydocking to perform its contractual obligations on an uninterrupted basis. However, as per the contract, the day rate earned of the replacement vessel was reduced; nonetheless, vessel working days decreased only by 35 days or 4%YoY due to additional days from the replacement vessel. Meanwhile, the performing vessel utilization rate increased YoY from 79% in 2019 to 85% in 2020 on the back of the strong order book and improved operational efficiency by cold-stacking one vessel since late 1Q/19. As revenues decreased for the aforementioned reasons, the gross loss was recorded at Baht 28.4 million, and gross profit margin decreased YoY from 9% to -1%. However, SG&A also decreased by 18%YoY, mainly from a decrease in employee expenses and periodical professional fees. Share of loss of associates and JVs amounted to Baht 28.5 million because the customer under one associate in the drilling business reduced day rates of rigs with retrospective effect following the sharp decline in crude oil prices; however, Offshore Service segment finally sold its shares and all interest in this associate to mitigate risk from drilling business. EBITDA was negative at Baht 481.4 million. Depreciation decreased by

The Offshore Service segment recovered in 2H20. During

1H20, the Offshore Service segment suffered from the quarantine of the key subsea vessels and their crews sent for mandatory drydocking outside the country of operations. Things got much better in 2H20 as the two vessels sent for drydocking resumed their normal operations. There was additional drydocking of one vessel in 4Q/20; however, the vessel was sent for drydocking within the country of operation based on earlier lessons learned, so there was no required quarantine for that vessel. The outlook for subsea service providers continues to be positive on a longer-term basis as new projects are expected to be sanctioned, though impacted by the global pandemic in short term. Saudi has plans to invest US\$ 440 billion on the Eastern Seaboard in various projects up to 2025. Qatar has plans to invest US\$ 27 billion in the oil & gas sector. Furthermore, in the West African market, majors have allocated budgets of an additional US\$ 123 billion towards the subsea sector, in addition to Mozambique's US\$ 47 billion for subsea projects. The Offshore Service segment has re-established to explore significant opportunities in these markets. Looking forward to 2021, the Offshore Service segment has no scheduled drydocking. In addition, its order book at year-end 2020, to be delivered during 2021-2022, remained strong at US\$ 190 million, of which US\$ 107 million is expected to be delivered in 2021.

For FY2020, Offshore Service segment's revenues amounted to Baht 2,616.7 million, decreasing 20%YoY in spite of higher

vessel utilization. The decrease was mainly due to 3 main reasons. Firstly, there was the mandatory drydocking of all three performing vessels this year. Secondly, the first two vessels sent for drydocking were quarantined before and after drydocking as

17%YoY, which resulted from the impairment of two cold-stacked subsea vessels set in 4Q/19 and some fully depreciated parts of vessels. There were extraordinary losses of Baht 2,511.0 million, mainly from an accounting loss from sale of shares of such associate as aforementioned. Nonetheless, this transaction contributed cash of US\$ 31 million or equivalent to Baht 981.4 million to strengthen the balance sheet and increase additional liquidity amid current challenges. Meanwhile, the performance in 2H20 was back on track; a normalized net loss to TTA in 2H20 improved by Baht 173.0 million or 49% from 1H20 and was back to the pre-COVID-19 level in 2H19. **In conclusion, Offshore Service segment reported a normalized net loss to TTA of Baht 538.6 million and a normalized net loss for the period of Baht 923.3 million for FY2020. The order book at year-end 2020 remained strong at US\$ 190 million.**

Offshore Service segment has now exited from the drilling business, which is very volatile to oil prices, and it currently focuses on its core Inspection, Repair & Maintenance (IRM) work, which is a more stable business. On September 11, 2020, Offshore Service segment exercised the “put option” to sell all of its 33.76% shares in this associate to the other shareholder of this associate to mitigate future risk in the drilling business, following the halt on one rig and the reduction in day rate of the other rigs. The consideration value was under the terms of the Transaction Support Agreement (“TSA”) dated April 4, 2018. It was at the fair market value of US\$ 31 million or equivalent to Baht 981.4 million, which took into consideration valuation by two independent appraisers of the three jack-up drilling rigs and the net book value of the other net asset value of the associate. This transaction was completed on September 28, 2020. As a result, this company no longer remained the associate. Later on 10 February 2021, the Chapter 11 cases of this company was filed in the Southern District of Texas.

Offshore Service Segment Performance Summary

in million Baht	4Q/19*	3Q/20	4Q/20	% YoY	% QoQ	2019	2020	% YoY
Revenues	860.7	683.5	727.4	-15%	6%	3,286.0	2,616.7	-20%
Total Costs	792.3	625.1	608.8	-23%	-3%	2,983.4	2,645.1	-11%
Gross Profits/(Losses)	68.4	58.5	118.6	73%	103%	302.7	(28.4)	-109%
Other Income	4.8	0.1	5.7	19%	11123%	26.2	10.7	-59%
Gains/(Losses) on Investment	9.3	0.3	2.3	-76%	713%	(19.6)	(4.6)	77%
SG&A	81.1	105.3	104.1	28%	-1%	523.3	430.6	-18%
EBITDA from Operation	1.5	(46.5)	22.5	1443%	148%	(213.9)	(452.9)	-112%
Share of Profit of Associates and JVs	6.7	(58.5)	(2.1)	-131%	96%	147.7	(28.5)	-119%
EBITDA	8.1	(105.1)	20.4	150%	119%	(66.2)	(481.4)	-627%
Depreciation & Amortization	103.2	90.9	82.4	-20%	-9%	432.3	359.5	-17%
EBIT	(95.0)	(196.0)	(62.0)	35%	68%	(498.5)	(840.9)	-69%
Finance Costs	22.0	15.0	14.3	-35%	-5%	105.7	69.8	-34%
Gains/(Losses) from Foreign Exchange	0.1	(4.9)	(0.5)	-766%	91%	7.1	(0.4)	-105%
Gains/ (Losses) from Non-Recurring Items	(132.7)	(2,414.4)	(97.3)	27%	96%	(134.7)	(2,511.0)	-1764%
Profits/(Losses) before Income Tax	(249.7)	(2,630.3)	(174.1)	30%	93%	(731.7)	(3,422.1)	-368%
Income Tax Expenses	2.1	5.2	7.6	260%	46%	18.0	12.2	-32%
Net Profits/(Losses)	(251.8)	(2,635.5)	(181.7)	28%	93%	(749.7)	(3,434.3)	-358%
Net Profits/(Losses) Attributable to Non-Controlling Interest	(105.2)	(1,096.3)	(75.7)	28%	93%	(312.5)	(1,433.8)	-359%
Net Profits/(Losses) to TTA	(146.6)	(1,539.1)	(106.0)	28%	93%	(437.2)	(2,000.5)	-358%
Normalized Net Profits/(Losses)	(119.1)	(221.1)	(84.4)	29%	62%	(615.0)	(923.3)	-50%
Normalized Net Profits/(Losses) To TTA	(69.3)	(133.5)	(49.3)	29%	63%	(358.8)	(538.6)	-50%
Gross Profit Margin (%)	8%	9%	16%			9%	-1%	
EBITDA Margin (%)	1%	-15%	3%			-2%	-18%	
Normalized Net Profits Margin to TTA (%)	-8%	-20%	-7%			-11%	-21%	

*Certain accounts have been restated to reflect the Group's adoption of TFRS 9 beginning from 1 January 2019.

**TTA directly and indirectly held 58.22% of issued and paid up capital of MML at the period-end

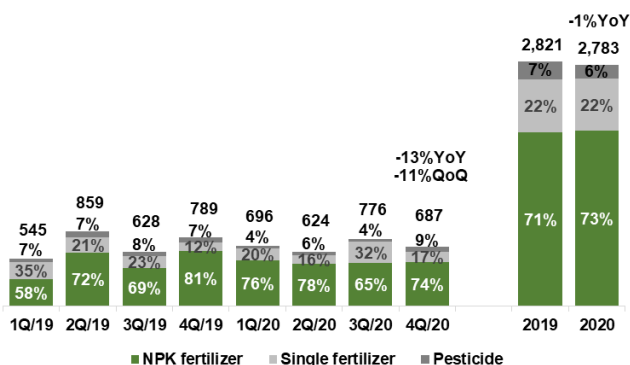
***As consolidated on TTA's P&L

****Normalized Net Profits/(Losses) = Net Profits/(Losses) - Non-Recurring Items

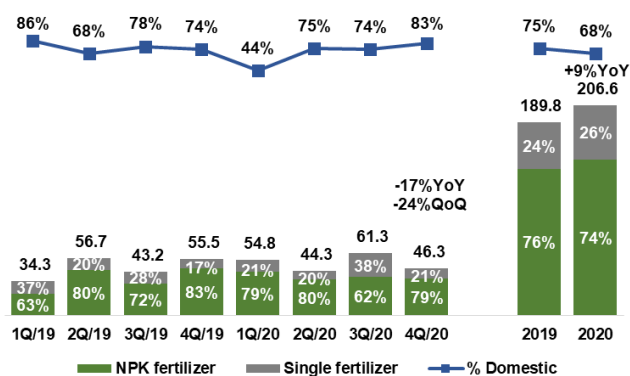
Agrochemical Segment

- Total fertilizer sales volume grew by 9%YoY to 206.6 Ktons for the full year 2020 from strong growth in export sales volume.
- EBITDA grew 33%YoY to Baht 202.2 million in 2020 from better gross profit margin.
- Net profits to TTA doubled to Baht 64.3 million for FY2020.

Sales Revenue Breakdown by Product (in million Baht)



Total Fertilizer Sales Volume Breakdown (Ktons)



domestic demand caused a decrease in domestic fertilizer sales volume while the shortage of containers and higher container freight rate curbed export fertilizer sales volume. For these reasons, total fertilizer sales volume was down 24%QoQ and 17%YoY to 46.3 Ktons.

For FY2020, Agrochemical segment recorded sales revenue of Baht 2,782.8 million, which has maintained YoY amid the challenging year. Sales revenue of fertilizer slightly increased YoY while sales revenue of pesticides decreased YoY due to the ban on the imports of glyphosate-containing products in Vietnam effective from the beginning of 2020. However, sales revenue of pesticides started to recover in 4Q/20 from an increase in sales of other substituted products. Gross profits (spread) increased 11%YoY to Baht 618.6 million, and the gross profit (spread) margin improved YoY from 20% to 22%, due to a higher portion of key high-margin products in the sales mix and lower raw materials cost. Operating costs decreased 5%YoY mainly from more effective manpower management. An adoption of TFRS 16 (Leases) this year resulted in a YoY decrease in rental expenses, the major cost of providing services, but a YoY increase in depreciation and finance costs instead. SG&A increased 9%YoY, mainly from higher transportation expenses in line with higher export sales volume. As a result, EBITDA increased by 33%YoY to Baht 202.2 million. Also, there were net realized/unrealized gains from foreign exchange of Baht 13.6 million. **In conclusion, net profits to TTA improved 114%YoY to Baht 64.3 million, and net profits for the period amounted to Baht 93.8 million for FY2020.**

With the focus on key high-margin products and export markets, as well as a strong sales force, Agrochemical segment continues to be profitable amid the challenging year. The COVID-19 pandemic has not significantly impacted fertilizer demand, but difficulties in logistics, networking, and marketing activities remain. However, with the effective control measures against the COVID-19 pandemic by the Vietnamese government, sales and marketing activities started to normalize from 3Q/20. Domestic demand slowed down from drought and high salinity in some main Mekong Delta provinces in Vietnam in 1H20, some difficulties during the lockdown, and a decrease in plantation area according to the General Statistic Office of Vietnam. In 2020, total fertilizer sales volume grew by 9%YoY to 206.6 Ktons from robust growth in export sales volume. Export fertilizer sales volume increased 39%YoY to 65.3 Ktons, due to intensive marketing and strong networking, especially in the African market. Domestic fertilizer sales volume, which accounted for 68% of total fertilizer sales volume, has maintained at 141.3 Ktons. Regarding sales volume by product, single fertilizer sales volume increased by 18%YoY to 53.6 Ktons, and NPK fertilizer sales volume also increased 6%YoY to 153.1 Ktons, mainly from the export market. In 4Q/20, the modest

Besides fertilizer, Agrochemical segment also provides factory area management services with a total area of 66,420 sqm. An approximate 15,000-sqm. area was internally used for its storage while the remaining was fully utilized by external customers. Total income from factory area management services and other income decreased YoY to Baht 51.5 million in 2020, mainly from reduced customers' product movements during this period.

Agrochemical Segment Performance Summary

in million Baht	4Q/19*	3Q/20	4Q/20	% YoY	% QoQ	2019	2020	% YoY
Sales Revenue	788.8	775.6	687.3	-13%	-11%	2,820.5	2,782.8	-1%
Raw Material Costs	589.2	618.2	514.0	-13%	-17%	2,265.1	2,164.2	-4%
Gross Profits/(Losses) (Spread)**	199.7	157.3	173.3	-13%	10%	555.4	618.6	11%
Service & Other Income	15.1	11.7	11.6	-23%	-1%	64.5	51.5	-20%
Operating Cost	50.7	50.3	48.3	-5%	-4%	197.2	187.6	-5%
Cost of Providing Services	5.6	3.2	2.9	-49%	-12%	27.2	14.9	-45%
SG&A	72.1	64.7	56.8	-21%	-12%	243.3	265.4	9%
EBITDA	86.4	50.9	76.8	-11%	51%	152.3	202.2	33%
Depreciation & Amortization	15.5	18.6	17.7	14%	-5%	64.1	73.8	15%
EBIT	70.9	32.3	59.2	-17%	83%	88.1	128.4	46%
Finance Costs	3.5	6.3	4.8	36%	-24%	14.6	22.8	56%
Gains/(Losses) from Foreign Exchange	(0.3)	6.4	(4.0)	-1239%	-163%	(11.4)	13.6	219%
Gains/ (Losses) from Non-Recurring Items	-	-	0.1	0%	100%	0.1	0.1	-36%
Profits/(Losses) before Income Tax	67.0	32.3	50.5	-25%	56%	62.3	119.3	92%
Income Tax Expenses	12.6	8.1	11.7	-7%	44%	18.4	25.5	38%
Net Profits/(Losses)	54.4	24.2	38.7	-29%	60%	43.8	93.8	114%
Net Profits/(Losses) Attributable to Non-Controlling Interests	17.1	7.6	12.2	-29%	60%	13.8	29.5	114%
Net Profits/(Losses) to TTA	37.3	16.6	26.6	-29%	60%	30.0	64.3	114%
Gross Profit (Spread) Margin (%)	25%	20%	25%			20%	22%	
EBITDA Margin (%)	11%	7%	11%			5%	7%	
Net Profit Margin (%)	7%	3%	6%			2%	3%	

*Certain accounts have been restated to reflect the Group's adoption of TFRS 9 beginning from 1 January 2019.

**Gross Profits(Spread) = Sales Revenues - Raw Material Costs

***TTA held 68.52% of issued and paid up capital of PMTA at the period-end

****As consolidated on TTA's P&L

Other Segments

Other segments comprises Food & Beverage and Investment.

- Food & Beverage :**

No. of Outlets	31-Dec-19	31-Mar-20	30-Jun-20	30-Sep-20	31-Dec-20
Pizza Hut	147	150	154	157	169
Taco Bell	5	6	6	7	8

Pizza Hut is operated as a 70%-owned subsidiary of TTA. As of 31 December 2020, there were 169 outlets nationwide. All new outlets were opened in the high traffic location in major provinces.

Taco Bell, the leading American restaurant chain serving a variety of Mexican inspired food, is operated as a 70%-owned subsidiary of TTA. As of 31 December 2020, there were 8 outlets nationwide. All new outlets were opened in the Bangkok Metropolitan Area.

- Investment :** focuses on water resource management, and logistics sectors.

Asia Infrastructure Management (Thailand) Co., Ltd. ("AIM"), an 80.5%-owned subsidiary of TTA, is the water contractor/service company. AIM also owns a concession to sell tap water in Luang Prabang, Laos, through a 66.7%-owned subsidiary.

Risk Factors

As in any business operating in a complex global environment, there are risks and uncertainties which could impact the Group's ability to achieve its objectives. As the Group believes that knowing and effectively managing these risks is key to ensure it can achieve its objectives in the future, and that it is not exposed to excessive risks, the Group has instituted a risk framework approved by TTA Board of Directors, the TTA Enterprise Risk Management Framework ("TTA ERM"). Modeled after the industry standards set by globally recognized the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"), TTA ERM dictates the overall approach to governance and management of risks which ensures TTA stay competitive and enhance opportunities while reducing threats.

The Board of Directors has the ultimate responsibility for the overall risk management process and for determining what an appropriate and acceptable risk level should be with overall appetite set in line with the Group's objectives and goals. Significant risks facing the Group including strategic, operational, financial and legal and compliance risks are evaluated and monitored and where necessary, TTA respond to these risks with mitigation plan. Throughout the year, the Board and the Committees to which it has delegated responsibility dedicate attention and resources to ensure risk management program is properly implemented within the Group, and this includes reviewing and discussing specific risk issues in greater detail.

While the Group can continuously seek to strengthen its risk practices, risk will never succeed as much if the organization does not practise and instill a strong corporate risk culture. To foster a strong risk aware corporate culture, TTA executives, starting from the top, communicate the significance of risk management, and make risk management the responsibility of every member of the organization. Such strong management commitment enables the Group to be better equipped in managing risks and contribute to a stronger risk culture which will ultimately help add value to the organisation.

1. Strategic

1.1 Strategy

While the Group conscientiously plans its strategy and business direction, the failure to identify and implement the appropriate strategy in particular as business environment changes may adversely impact the

Group. TTA manages this risk by regularly evaluating its strategy and business plans in particular for operating units. With the strong focus of preserving its competitiveness, and creating shareholder value, TTA engage both within and outside the Group (including consultants and experts) to continuously challenge and validate the Group strategic direction and position. For each business unit, TTA conducts regular engagement not only to discuss performance but also to exchange views and adjust business plans and short-term strategies to ensure confidence in reaching such goals for these business units.

1.2 Cyclical Market/Industry

The Group has significant exposure in industries which are highly vulnerable to global economic cycles. Any significant economic slowdown or market deterioration may significantly weigh on the business ability to generate cash or profit, and this could also impair TTA financial position as well as ability to access capital markets at reasonable cost. To mitigate the risk, the Group is proactively looking to diversify and reduce the cyclicity of the Group by focusing and developing more stable (and countercyclical) industry business.

1.3 New Investment

TTA is continuously seeking new business investments as a further means of business diversification and creating shareholder value. This may be difficult to source, and even if TTA is successfully in finding new business investment, the investment could be undermined by unfavorable factors arising from project funding, joint venture partners, project assumptions, business environment, regulations, markets and competition.

To ensure that necessary prudence is exercised in all investment decisions, the Group has in place an investment approval process whereby a disciplined approach is taken to evaluate the opportunities and key risks presented by potential investments. Requiring the approval of the Board, rigorous M&A guidelines, including due diligence procedures are applied to the evaluation and execution of all acquisitions.

1.4 Joint Venture/Strategic Partnership

To grow new business or markets, the Group selectively enters into joint ventures and strategic partnership arrangements. While the Group maintains a rigorous vetting process that ensures not only business interest alignment but also sharing of core corporate values, still, this could change over time, and partners could have economic or business interests or goals that are no longer aligned with the Group. Worst still, partners may take action contrary to the Group interest. To mitigate the risk, the Group proactively engages and maintains open dialogue with partners, and when necessary, to consider amicable partings.

It is nevertheless the Group policy that all agreements with these joint venture or strategic partners are carefully reviewed and drafted to ensure the Group protects its interest.

1.5 Reputation

Based on TTA Core Values, TTA General Code of Business Conduct provides the primary standards of ethical conduct that TTA requires of the Group, its individual companies and employees where everyone at TTA is expected to do the right thing, in the right way, and only this approach would ensure the success of the Group strategic priorities and enhanced reputation even as the Group looks to sustainably grow business. While the Group aspires to have all fully complied, failure - real or perceived - to follow these principles, or other real or perceived failures of governance or regulatory compliance, could adversely impact the Group affecting reputation.

For this reason, TTA has put in place extensive processes and tools to address such risks including anti-corruption, transparency and fair business practice adherence. Employees are constantly reminded and made aware of TTA zero tolerance on non-compliance policy which all parties need to adhere and follow, and any non-compliance compromising the Group is severely dealt with.

2. Operational

2.1 Competition

Rising levels of competition in domestic and international markets could potentially put downward pressure on prices and gross margins and can adversely affect profitability and market share. To stay ahead of competition, TTA regularly conducts competitive analysis to understand customers, competitors and market landscape and develop/revise strategies to compete effectively in the market. Notwithstanding changing trends, TTA will continually seek to improve existing products and services, and develop and launch innovation. TTA aims to be able to meet fast evolving customers expectations and preferences.

2.2 Supply Chain

In many areas, TTA is dependent on suppliers and their ability to deliver a product or a service at the right time and of the right quality. For some of these inputs, the relatively stronger bargaining power or limited number of suppliers may pose some risk, though for most, the group generally diversify and use a wide range of suppliers and monitors them to avoid situations that might jeopardize the group bargaining position, which may adversely impact input cost or availability altogether.

2.3 Counterparty Credit Obligation

Credit risk arises when counterparties fail to fulfill their credit obligations. The Group generally deals with counterparties with satisfactory creditworthiness and this is achieved by evaluating and monitoring default and credit risks of customers, suppliers, contractors, joint venture partners and financial institutions. Credit evaluations are performed on counterparties from time to time based on a systematic approach. On a case-by-case basis, additional securities and shorter payment terms will be required as mitigation measures when dealing with counterparties of weaker credit standing. The Group also reviews material concentration risk with individual counterparties or geographically.

2.4 Human Capital

Recruiting, retaining and developing a competent workforce and managing key talent throughout the

Group are crucial to the success of the Group. Competition for personnel is intense, especially in particular markets, and the Group may not be successful in attracting or retaining qualified personnel. The loss of key employees, the Group's inability to attract new or adequately trained employees, or a delay in hiring key personnel could seriously harm the Group business and impede the Group and its business divisions from reaching their strategic objectives and face material adverse effects on the business, financial conditions and profitability.

TTA manages the risks and loss of key talents through a combination of different actions. Some of the activities aim at providing a better overview of the whole workforce of the Group and making the TTA employer brand better known both internally and externally, as well as offering competitive remuneration packages and intensifying the efforts to identify and develop talents. The group also actively focuses on talent and management assessments, including succession planning for key positions.

2.5 Occupational Health, Safety and Environment ("HSE")

Failure to maintain high levels of safety management can result in harm to the Group employees or contractors, and also to communities near the Group operations and the environment. Impacts in addition to physical injury, health effects and environmental damage could include liability to employees or third parties, impairment of the Group reputation, or inability to attract and retain skilled employees. Government authorities could additionally enforce the closure of business operations on temporary basis.

With health and safety never to be compromised, TTA businesses are all required to strictly monitor, measure, and meet compliance with applicable HSE standards. TTA businesses measure its performance in health and safety through lag indicators on accidents and near-misses, and lead indicators on safety observations. The target in safety is zero accidents but demanding milestones have also been set for accident and incident rates. If certain business fails to comply with HSE standards,

corrective and preventive measures would be undertaken to mitigate the risk.

2.6 Anti-Corruption

The corruption violations or non-compliance can result in reputational, legal, operational and financial damage to TTA. With strong commitment to prevent any act that may lead to dishonesty and corruption, TTA has declared the intent and established direction to fight against giving or receiving bribery and corrupt practices. The Anti-Corruption Policy was formulated to create awareness of the corruption risk and enhance the integrity as well as preventing and/or deal with any corrupt activities within the Company.

In addition, TTA has established the Whistleblowing Policy, as a channel to receive complaints and/or reporting of wrongdoings, violation of laws and regulations, as well as violation of the Company's Code of Business Conduct.

2.7 Business Disruption

It is part of the Group's risk management initiative to address and manage potential threats and disruptions to operations arising from events such as an epidemic outbreak, act of terrorism, natural calamities and damage to critical facilities. With the aim of resuming key business operations within a pre-established targeted timeframe, TTA is working towards each business unit establishing their specific business continuity and crisis response plans. This will limit business disruption and provide effective response to unforeseen events.

2.8 Technology (IT)

Like any other business today, TTA is increasing the use of technology in its business operations and activities not only as a business tool, but as a competitive edge key to its long term business success. While the rapid introduction of new technology globally could potentially disadvantage the group, TTA strives to stay ahead by conscientiously anticipating these disruptive technology change and making investments ahead to stay competitive. In fact, the Board of Directors has since revised its charter to ensure the oversight of the Group's

strategies, policies, business plan to include the use of innovation and technology to support value creation, and where necessary, to implement the appropriate IT governance and risk management program.

With TTA businesses reliant on information technology systems, TTA is exposed to both internal and external threat such as technical/infrastructure failure, cyber security threat, and data breach. TTA devotes significant resources to protect its business data information technology systems and business process, but still any shortfall can be adversely damaging to the company goals, service continuity, security, reputation and bottom line. TTA regularly hold cyber security training for all employee levels, and communicate importance of information technology to the group.

3. Financial

3.1 Financial Market

TTA is exposed to financial market risks, including those related to currency, commodity prices and interest rates which are inherently volatile and unpredictable. With the objective to have cost-effective funding and reduce earnings volatility, the Group manages these financial risks using financial instruments, including foreign exchange forwards, interest rate swap, freight forward agreement (FFA), bunker swap contracts and purchase of options. To the extent the Group can naturally hedge its market risks, for example, matching foreign currency loans with foreign currency revenues, the Group will manage uncovered risk. The use of financial instruments is strictly controlled by policies and authority limits approved by the Board of Directors.

3.2 Liquidity/Funding

TTA manages this risk with the goal to ensure it has sufficient funds to meet working capital needs and to drive the Company's growth by business expansion or mergers and acquisitions. Apart from maintaining good relationship with financial institutions, TTA has established a well-functioning system for cash flow planning, budgeting, and forecasting to assess the short-term and medium to long-term liquidity needs. These measures include active group

cash management, and maintaining a reasonable level of funds and access to credit facilities, and constant monitoring and stress testing cash flows to ensure financial stability. The Group has secured committed credit lines with reputable local and international banks.

3.3 Dividends from subsidiaries and associated companies

Been a Holding Company, TTA relies on dividend income from its subsidiary and associate companies. Both the timing and ability of TTA subsidiaries and associated companies to pay dividends may sometimes be limited by regulations, the terms of each subsidiary's or associated company's indebtedness, financial condition, results of operations, and future business prospects; which without such dividends, the Group may have difficulty servicing its debts.

While TTA manages the risk by diligently planning its liquidity/funding requirement at the Holding Company level, TTA have been working to balance the dividend risk with its deliberate diversification strategy focused on multiple industries that can offer different cash generation stream and resilient cashflow/payback.

4. Compliance and External

4.1 COVID-19 Pandemic

The COVID-19 outbreak as well as government's policies/measures to control the spread of the COVID-19, have affected various businesses within the Group and adversely impacted revenue and profit. TTA has implemented the measures necessary to prevent, control and mitigate the risks of COVID-19 transmission to ensure safety of all employees. In addition, TTA has managed and controlled its operation costs, and adjusted its strategy as appropriate to provide continuous and efficient business operations.

4.2 Global Market

With operations extending across the globe, TTA continuously assess and monitor country-specific risks of the countries in which it operates, including considering potential change in social-economic factors, legal and tax systems, to political climate

and intra-country conflicts. These risk assessments are regularly conducted to enable the Group to identify potential and emerging risks and where needed, for the Group to respond and formulate appropriate risk management strategies.

4.3 Regulatory Change

The Group operates globally and can be subjected to regulatory changes in multiple jurisdictions. TTA strives to fully comply with all laws and regulations and compliance checklists are developed for each business unit to ensure they comply with relevant laws and regulations.

Even in instances where there are still uncertainty on the potential change in regulations, TTA will take all possible measures to protect its own legal position and prevent the adverse development of legal/regulatory risk.

TTA strives to identify and minimise such social risks, and this includes always emphasizing preventive measures to avoid any adverse social/environmental impact and ensure sustainable business growth. TTA also actively follows in the development of environmental and other legislation to forward plan and minimise any adverse effects on its business.

5. Social and Environmental

5.1 Natural Catastrophe

Earthquakes, floods, or storms could affect the Group operations, and assets, and result in significant environmental incident, commercial loss or business interruption. To mitigate the risk, the Group has proactively put in place emergency and business continuity plans and where possible, take on adequate insurance cover to reduce or mitigate any losses.

5.2 Community Relation and Social Responsibility

Social risks may harm existing operations and the execution of new investments. Failure to successfully manage relationships with local communities and non-governmental organisations (NGOs) could disrupt TTA operations and adversely affect the group - potential impacts include reputational impacts and negative media coverage, harm to communities, adverse disruption of operations even to the extent the business may lose the licence to operate.

Internal Control and Risk Management

“TTA consistently recognizes the importance of internal control. The Audit Committee assigns the Internal Audit Department to assess the adequacy and effectiveness of internal control, whereas the Board of Directors appoints the Audit Committee to provide oversight to ensure that the internal control supports the achievement of business operations, accurate and reliable financial reporting, and compliance according to laws and regulations”

The Company designed and followed the internal control and compliance system adequately in order to minimize key risks potentially harmful to the company’s operations, and once control deficiencies are detected, they will continuously be improved to suit the current and future business risk and business environment as well as to comply with related laws and regulations.

The Board of Directors (“the Board”) is ultimately responsible for TTA’s effective system of internal controls and risk management to safeguard the Company’s assets and all stakeholders’ interests, and it discharges its duties in this area by:

- Determining the nature and extent of the significant risks it is willing to accept in achieving the Company’s strategic objectives (the Board’s risk appetite); and
- Ensuring that management implements effective systems of risk identification, assessment and mitigation.

The Audit Committee (“the AC”) has been delegated the responsibility for reviewing the effectiveness of the TTA’s internal controls and compliance with related laws and regulations. The AC uses information drawn from a number of different sources to carry out this responsibility including:

- Objective assurance provided by Internal Audit through its annual work plan, which is approved by the AC and focuses on the principal risks identified in the risk assessment and key internal controls for mitigation or prevention of risks;
- Regular reported on the quarterly basis on the internal audit and internal control results, compliance approaches and highlighting any significant issues;
- Continuously developed and obtained information from Whistleblower system for employees, shareholders or external parties as additional channel to report fraudulent acts, non-compliance with corporate governance, laws

and regulations, Code of Business Conducts that directly reporting to Audit Committee.

- Further objective assurance is provided by external auditor.

The Internal Audit Department (“IAD”) is an independent department that functional reports directly to the AC and administratively reports to CEO. The IAD assists the AC and the Board by performing regular assessments and evaluations on TTA’s key internal controls system.

IAD has adopted a risk-based approach in formulating the annual audit plan which focuses on key business risks that might have an impact on business goals and the accuracy of financial reports. This plan is reviewed and approved by the AC on the Annual basis. The AC also reviews the audit results and progress reports on a quarterly basis.

Issues arising are considered to identify pervasive themes. Significant issues are reported to the AC and the Board. The AC monitors resolution of any identified control issues through to a satisfactory conclusion. In addition, regular reports are made to the AC and the Board by management, internal audit and compliance functions covering in particular business, financial, operational controls and compliance.

TTA’s internal control procedure is based on the principles and approach of The Committee of Sponsoring Organizations of the Treadway Commission (COSO), which is an international standard on risk management. The key control systems implemented by the Company are summarized below.

1. Control Environment

The control environment is the foundation of an effective internal control system, and provides discipline and structure for all the other components. The main elements of the Company’s control environment are as follows:

- TTA clearly defines, encourages and promotes a good working environment by setting policy and planning, executing, controlling and monitoring all business activities.
- TTA adheres to its business philosophies and ethics through the actions and behavior to support the functioning of the internal control system. The Codes of Business Conduct have also been developed as guidelines for directors, management and employees.
- The Board and management at all levels demonstrate through their directives, actions, and behavior the important of integrity and ethical values. All stakeholders are treated with fairness and respect and in such a way that adheres to good corporate governance principles.
- There is an organizational chart that clearly defines the lines of management authority and responsibility according to a suitable organizational structure, business size and operations.
- The Board and management set up the Delegated of Authority Limit and Level for each type of business transactions as a key control over authorization.
- The Company has implemented a Whistleblowing Policy for reporting misconduct, fraud, and corruption. Whistleblowing reports are periodically reviewed by the Audit Committee. No concern on misconduct, fraud or corruption was reported during this year.

2. Risk Assessment

The Company recognizes the importance of risk management and preparation for potential risks under changes caused by both internal and external factors that threaten its business activities at department, business unit, and corporate levels. Risk assessment enables the Company to monitor critical risks in a fast-changing scenario in a systematic and timely manner in order to find right solutions to those risks. The management and staff of the Company all take part in assessing risk factors and monitoring risks by assessing the likelihood and the size of negative impact including risks of corruptions. Preventive measures and a recovery plan are identified to promptly respond to the risks. The Company also reinforces and communicates the importance of risk management continuously across its organization to prepare for uncertainty. The Company's

risk management department is responsible for monitoring the progress made in implementing measures and a recovery plan, and preparing risk management reports reviewed by the Risk Management Committee which are submitted to the Board on a quarterly basis.

3. Control Activities

TTA focuses on efficient control activities that are in line with acceptable risks and appropriate for the business circumstances and activities of each department. These control activities are implemented through regulation, policy and working procedures. They are also reviewed and improved continuously. The transactions amongst the Company and its related parties have been carefully controlled and conform to the Securities and Exchange Commission and the Stock Exchange of Thailand regulations requirements and other regulatory bodies. TTA employees are encouraged recognize the important of strictly complying with the control activities as well as related laws and regulations. This is to reduce risks covering various aspects, especially fraud risk, corruption risk and preventing violation of the laws.

4. Information and Communication

Information technology has been considered and developed to enhance the effectiveness and efficiency of business operations. TTA recognizes the importance of accuracy, reliability, and prompt information for decision-making. It also has an effective information security system, including a contingency plan to protect the information system when there are serious incidents that may cause system failure. Furthermore, TTA deploys an audit trail system that can track back and review historical data. TTA also maintains an information system to analyze data and indicate any risk area, for which comprehensive records and reports are available. Besides, TTA has complied the Computer Offense Act and computer traffic data as requires by the Ministry of Information and Communications Technology. TTA also has invested in an effective communication system, including internal and external channels. The internal communication manages through various channels. Documents for the shareholders' meetings and the Board's meetings have been delivered ahead of the meetings and contain sufficient information for the shareholders or the Board to make decisions in appropriated time.

5. Monitoring

Since the existing systems provide prompt and reliable information on a regular basis, management and the Board can therefore achieve proper monitoring over relevant financial reports in an effective manner and support the business objectives and goal achievement. At the same time, they can also perform an accurate review and assessment, and suggest improvement over existing business plans, supported by effective internal supervision carried out by the IAD throughout the period.

The internal audit works according to audit plan that is approved and monitored by the AC. The plan is based on the risk assessment and encompasses prioritized companies, key business areas and processes. The results of the performed audits and following up observations are reported to the AC and the Board. No significant control deficiencies have been reported to date. However, recommendations regarding internal controls have been provided in some areas.

The Board formally reviews the effectiveness of the system of internal control at least annually. Processes are in place for identifying, evaluating and managing the significant risks facing the Company in accordance with the Internal Control Assessments Guidance published by the Securities and Exchange Commission.

In accordance with SET's notification: The Audit Committee's Qualifications and Scope of Works B.E. 2558, the Audit Committee Charter defined its responsible to evaluate the performance of senior executives of Internal Audit with Chief Executive Officer.

At Board Meeting No. 1/2021, held on 25 February 2021 with the Audit Committee present, the Board assessed the above five components of the Company's internal control systems. The Board concluded that the Company's internal control systems were found to be adequate and effective with sufficient of internal audit staffs to effectively conduct the audit tasks, with no material deficiency.

KPMG Phoomchai Audit Ltd., the Company's external auditor, who concluded the audit of the financial statements for year ended on 31 December 2020, concluded that there was no material deficiency in the Company's accounting and financial control system.

Financial Highlights

For the Year Ended 31 December 2020	For the Year Ended 31 December 2019	For the Year Ended 31 December 2018	For the Year Ended 31 December 2017
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(Baht in millions, except share, per share data, and ratios)

Income Statement Data :				
Voyage revenues	4,747.73	6,772.60	5,816.45	4,007.40
Voyage expenses ^{/1}	(2,411.45)	(4,212.37)	(3,174.44)	(1,874.30)
Vessel operating expenses - owner expenses ^{/1}	(1,079.60)	(1,048.71)	(1,026.72)	(1,044.96)
Offshore services revenues	2,616.66	3,286.04	3,071.87	4,886.71
Offshore services expenses	(2,645.09)	(2,983.36)	(2,926.24)	(3,636.83)
Sales	4,894.47	4,889.34	4,634.77	4,116.85
Cost of sales ^{/1}	(3,626.40)	(3,727.86)	(3,626.65)	(3,204.16)
Revenues from service companies and other sources ^{/1}	570.96	480.00	505.08	446.17
Depreciation and amortisation	(1,205.75)	(1,132.94)	(1,124.19)	(1,111.27)
General and administrative expenses ^{/1}	(1,342.15)	(1,494.94)	(1,672.11)	(1,510.04)
Interest expenses	(367.52)	(446.74)	(492.80)	(380.30)
Interest income	54.16	144.27	137.11	154.34
Equity income from associates and joint ventures ^{/1}	44.38	244.97	401.00	338.36
Impact of disposal of shares in associate	(2,132.90)	-	-	-
Foreign exchange gains (losses) ^{/1}	11.06	(139.34)	(25.90)	111.45
Net Income (losses)	(1,944.60)	562.60	210.02	588.35
Per Share Data :				
Net income (losses) - basic	(1.07)	0.31	0.12	0.32
Cash dividends declared ^{/2}	0.02	0.06	0.05	0.075
Net book value	8.86	9.98	10.73	10.83
Balance Sheet Data (at end of year) :				
Cash and short-term investments	7,689.10	7,054.30	6,867.06	6,423.14
Vessels, rigs, machinery, and equipment - net of depreciation	12,408.67	11,956.77	13,775.32	13,668.80
Total assets	31,029.23	33,473.05	37,111.65	35,584.77
Total liabilities	11,837.81	10,874.49	12,524.66	10,530.79
Issued and paid-up share capital (Baht)	1,822,464,564	1,822,464,564	1,822,464,006	1,822,464,006
Total shareholders' equity	19,191.42	22,598.56	24,586.99	25,053.98
Other Financial Data :				
Net cash flows provided by operating activities	1,162.53	1,467.74	1,628.92	1,480.62
Net cash flows provided by (used in) investing activities	(1,419.02)	63.68	(2,483.08)	(497.88)
Net cash flows provided by (used in) financing activities	406.88	(1,472.54)	826.22	(3,194.35)
Capital expenditures :				
Property, plant and equipment, and intangible assets	1,763.39	639.98	1,651.58	2,003.62
Financial Ratios :				
Return on shareholders' equity (%)	-11.33%	2.98%	1.07%	2.90%
Return on total assets (%)	-10.45%	0.62%	-0.51%	1.79%
Net profit margin (%)	-26.26%	1.41%	-1.33%	5.17%
Total interest bearing debt to total capitalisation	0.33	0.27	0.29	0.24
Net interest bearing debt to net capitalisation	0.09	0.05	0.11	0.06

Note : ^{/1} Exclude one-off items.^{/2} The dividend payment for the year ended 31 December 2020 is subject to the shareholders' approval at the 2021 AGM to be held on 24 April 2019.

Income Structure

Group of Business	Generated by	% of Shareholding by TTA	Revenue (Baht)					
			For the year ended 31 December 2018	%	For the year ended 31 December 2019	%	For the year ended 31 December 2020	%
Group Shipping	Shipping	100	5,816,461,835	41	6,772,598,798	41	4,747,731,895	36
Group Offshore Service	Mermaid	58.2	3,071,867,557	22	3,286,039,877	20	2,616,656,966	20
Coal/Group Investment	UMS ^{/1}	92.9	249,143,366	2	125,593,756	1	121,000,410	1
Fertilizer/Group Agrochemical	Baconco ^{/2}	100	2,775,153,135	19	2,877,681,309	17	2,829,122,048	22
Others/Group Investment	GTL/AIM	51/80.5	2,033,713,151	14	378,043,509	2	505,839,128	4
Group Food and Beverage	PHC/STC	70/70	-	-	1,988,020,671	12	2,009,469,471	15
Other Revenues			285,609,634	2	1,115,211,303	7	179,989,789	1
Total			14,231,948,678	100	16,543,189,224	100	13,009,809,707	100

Note : ^{/1} indirectly held through Athene Holdings Ltd.

^{/2} indirectly held through PM Thoresen Asia Holdings Plc.

Company Investments

Investments in other companies exceeding 10% of other companies' shares as of 31 December 2020 are as follows:

No.	Name of Company	Type of Shares	No. of Issued Shares	No. of Invested Shares	% of Holding
Shipping					
Type of Business : Ship Management					
1	Thoresen & Company (Bangkok) Limited 26/32-34 Orakarn Building, 10 th Floor, Soi Chidlom, Ploenchit Road, Lumpinee, Pathumwan, Bangkok 10330 Tel. : +66 (0) 2250-8437 Fax : +66 (0) 2655-5631	Ordinary	9,470,000	9,470,000	} 99.99 ^{/1}
		Preference			
		Group A	1,530,000	1,529,944	
		Group B	1,500,000	1,500,000	
2	Premo Shipping Plc. 26/32-34 Orakarn Building, 10 th Floor, Soi Chidlom, Ploenchit Road, Lumpinee, Pathumwan, Bangkok 10330 Tel. : +66 (0) 2250-0569 Fax : +66 (0) 2655-5631	Ordinary	87,500	87,494	99.99
Type of Business : International Maritime Transportation					
3	Thoresen Chartering (HK) Limited Suite B, 12 th Floor, Two Chinachem Plaza 135 Des Voeux Road Central, Hong Kong	Ordinary	500,000	499,999	99.99
4	Thoresen Shipping Singapore Pte. Ltd. 3 Church Street, #22-06 Samsung Hub, Singapore 049483 Tel. : +65 6578-7000 Fax : +65 6578-7007	Ordinary	614,909,306	614,909,306	100.00
5	Thor Fortune Shipping Pte. Ltd. 3 Church Street, #22-06 Samsung Hub, Singapore 049483 Tel. : +65 6578-7000 Fax : +65 6578-7007	Ordinary	33,516,824	33,516,824	100.00 ^{/1}
6	Thor Friendship Shipping Pte. Ltd. 3 Church Street, #22-06 Samsung Hub, Singapore 049483 Tel. : +65 6578-7000 Fax : +65 6578-7007	Ordinary	28,142,405	28,142,405	100.00 ^{/1}
7	Thoresen Shipping Company Pte. Ltd. 3 Church Street, #22-06 Samsung Hub, Singapore 049483 Tel. : +65 6578-7000 Fax : +65 6578-7007	Ordinary	15,500,000	15,500,000	100.00 ^{/1}
8	Thoresen Shipping Germany GmbH Stavendam 4a, 28195 Bremen, Germany Tel. : +49 (0) 421 336 52 22	Ordinary	25,000	25,000	100.00
Type of Business : Commercial Dry Bulk Shipping Activities					
9	Thoresen Shipping (Thailand) Co., Ltd. 26/26-27 Orakarn Building, 8 th Floor, Soi Chidlom, Ploenchit Road, Lumpinee, Pathumwan, Bangkok 10330 Tel. : +66 (0) 2250-0569 Fax : +66 (0) 2655-5631	Ordinary	12,000,000	6,120,000 5,879,990 ^{/1}	99.99

No.	Name of Company	Type of Shares	No. of Issued Shares	No. of Invested Shares	% of Holding					
Offshore Service										
Type of Business : Offshore Services										
10	Mermaid Maritime Plc. 26/28-29 Orakarn Building, 9 th Floor, Soi Chidlom, Ploenchit Road, Lumpinee, Pathumwan, Bangkok 10330 Tel. : +66 (0) 2255-3115-6 Fax : +66 (0) 2255-1079	Ordinary	1,413,328,857	<table border="0"> <tr> <td rowspan="3" style="font-size: 3em; vertical-align: middle;">}</td> <td>700,000,000</td> <td rowspan="3" style="vertical-align: middle;">58.22</td> </tr> <tr> <td>20,398,420 ^{/4}</td> </tr> <tr> <td>102,509,593 ^{/3}</td> </tr> </table>	}	700,000,000	58.22	20,398,420 ^{/4}	102,509,593 ^{/3}	
}	700,000,000	58.22								
	20,398,420 ^{/4}									
	102,509,593 ^{/3}									
11	Mermaid Drilling Ltd. 26/28-29 Orakarn Building, 9 th Floor, Soi Chidlom, Ploenchit Road, Lumpinee, Pathumwan, Bangkok 10330 Tel. : +66 (0) 2255-3115-6	Ordinary	41,000,000	38,950,000	95.00					
12	MTR-1 Ltd. 26/28-29 Orakarn Building, 9 th Floor, Soi Chidlom, Ploenchit Road, Lumpinee, Pathumwan, Bangkok 10330 Tel. : +66 (0) 2255-3115-6	Ordinary	24,000,000	24,000,000	100.00					
13	MTR-2 Ltd. 26/28-29 Orakarn Building, 9 th Floor, Soi Chidlom, Ploenchit Road, Lumpinee, Pathumwan, Bangkok 10330 Tel. : +66 (0) 2255-3115-6	Ordinary	35,000,000	35,000,000	100.00					
14	Mermaid Drilling (Malaysia) Sdn. Bhd. Level 8 Symphony House, Pusat Dagangan Dana 1 Jalan PJU1A/46 47301 Petaling Jaya Selangor Darul Ehsan, Malaysia	Ordinary	500,000	500,000	100.00					
15	Mermaid Subsea Services (Thailand) Ltd. 26/28-29 Orakarn Building, 9 th Floor, Soi Chidlom, Ploenchit Road, Lumpinee, Pathumwan, Bangkok 10330 Tel. : +66 (0) 2255-3115-6	Ordinary	538,000,000	538,000,000	100.00					
16	Seascope Surveys Pte. Ltd. 8 Loyang Drive, Loyang Industrial Estate Singapore 508939	Ordinary	100	100	100.00					
17	PT Seascope Surveys Indonesia JL T.B. Simatupang, Kav. 1 S, Cilandak, Timur Jakarta, 12560, Indonesia	Ordinary	800	392	49.00					
18	Mermaid Offshore Services Pte. Ltd. 80 Robinson Road #02-00, Singapore 068898	Ordinary	20,400,100	20,400,100	100.00					
19	Mermaid Subsea Services (Malaysia) Sdn. Bhd. Level 22, Axiata Tower, No. 9, Jalan Stesen Sentral 5 Kuala Lumpur Sentral, Kuala Lumpur, Malaysia, 50470 Tel. : +603-2273-1919	Ordinary	350,000	157,500	45.00					
20	Mermaid Maritime Mauritius Ltd. C/O Abax Corporate Services Ltd. 6 th Floor, Tower A, 1 CyberCity, Ebene, Mauritius	Ordinary	1	1	100.00					

No.	Name of Company	Type of Shares	No. of Issued Shares	No. of Invested Shares	% of Holding
21	Mermaid International Ventures Clifton House, 75 Fort Street, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands	Ordinary	100	100	100.00
22	Mermaid Subsea Services (International) Ltd. Suite 15, 1 st Floor Oliaji Trade Centre Fransis Rachel Street, Box 1004, Victoria, Mahe Seychelles	Ordinary	1	1	100.00
23	Mermaid Subsea Services Saudi Arabia Co., Ltd. Al Khobar, Al Shoaiby Building, Al Hizam and Al Akhzar Area Prince Hamoud Raod, PO Box 1280, 31952 Kingdom of Saudi Arabia	Ordinary	5,000	4,750	95.00
24	Mermaid Subsea Services LLC 3 rd floor, Sh. Jassim Bin Jaber Al-Thani Building Abdullah Bin Jassim Street, Doha, Qatar	Ordinary	200	98	49.00
25	Asia Offshore Drilling Limited Canon's Court, 22 Victoria Street, Hamilton H M 12, Bermuda	Ordinary	600,000,100	20,256,425	33.76
26	Asia Offshore Rig 1 Limited Canon's Court, 22 Victoria Street, Hamilton H M 12, Bermuda	Ordinary	36,000,000	36,000,000	100.00
27	Asia Offshore Rig 2 Limited Canon's Court, 22 Victoria Street, Hamilton H M 12, Bermuda	Ordinary	36,000,000	36,000,000	100.00
28	Asia Offshore Rig 3 Limited Canon's Court, 22 Victoria Street, Hamilton H M 12, Bermuda	Ordinary	36,000,000	36,000,000	100.00
29	Zamil Mermaid Offshore Services Company LLC Khobar, P.O. Box 1922 Kingdon of Saudi Arabia ZIP Code 31952	Ordinary	2,000	800	40.00
30	PTGC Co., Ltd. J41, Street 99R, Toul Sakae Village, Sangkat Toul Sanglke, Khan Russey Keo, Phnom Penh, Kingdom of Cambodia Tel : +855 087336668	Ordinary	1,200,000	588,000	49.00
31	Mermaid Subsea Services (UK) Limited 52-54 Queen's Road, Aberdeen, Aberdeenshire, United Kingdom, AB15 4YE. Tel. : +662 255 3115	Ordinary	100,000	100,000	100.00
32	Mermaid-MOE JV Co., Ltd. 26/28-29 Orakarn Building, 9 th Floor, Soi Chidlom, Ploenchit Road, Lumpinee, Pathumwan, Bangkok 10330 Tel. : +66 (0) 2250-0569 Fax : +66 (0) 2254-8437	Ordinary	100,000	99,997	99.99
33	ZeaQuest Company Limited 26/28-29 Orakarn Building, 9 th Floor, Soi Chidlom, Ploenchit Road, Lumpinee, Pathumwan, Bangkok 10330 Tel. : +66 (0) 2250-0569	Ordinary	1,550,000	775,000	50.00
Agrochemical					
34	PM Thoresen Asia Holdings Plc. 26/26-27 Orakarn Building, 8 th Floor, Soi Chidlom, Ploenchit Road, Lumpinee, Pathumwan, Bangkok 10330 Tel. : +66 (0) 2254-8437 Fax : +66 (0) 2655-5631	Ordinary	101,200,000	69,338,498	68.52
35	PM Thoresen Asia (Singapore) Pte. Ltd. 3 Church Street, #22-06 Samsung Hub, Singapore, 049483 Tel : +65 6578-7000 Fax : +65 6578-7007	Ordinary	40,000	40,000	100.00 ²
36	Baconco Co., Ltd. Petroland Tower (17 th Floor), 12 Tan Trao Street Tan Phu Ward, District 7, Ho Chi Minh City, Vietnam Tel. : +84 64 3893 400 Fax: +84 64 3876 030				100.00 ²
				Charter capital is VND 377,072,638,790	

No.	Name of Company	Type of Shares	No. of Issued Shares	No. of Invested Shares	% of Holding
Investment					
Type of Business : Logistics					
37	Baria Serece Phu My Borough, Tan Thanh District Ba Ria Vung Tau Province, Vietnam Tel. : +84 64 3876 603 Fax : +84 64 3876 600	Ordinary	2,039,080	570,942	28.00 ^{/3}
38	Petrolift Inc. 7F, Mapfre Insular Corporate Center Madrigal Business Park I, 1220, Acacia Avenue Ayala Alabang, Muntinlupa City, 1780 Philippines	Ordinary	1,259,350,452	503,740,176	40.00 ^{/3}
39	Unique Mining Services Plc. 26/23 Orakarn Building, 7 th Floor, Soi Chidlom, Ploenchit Road, Lumpinee, Pathumwan, Bangkok 10330 Tel. : +66 (0) 2655-7501-2 Fax : +66 (0) 2655-7503-5	Ordinary	1,145,199,594	1,095,333,581	95.65 ^{/4}
40	UMS Clean Energy 1 Company Limited 26/23 Orakarn Building, 7 th Floor, Soi Chidlom, Ploenchit Road, Lumpinee, Pathumwan, Bangkok 10330 Tel. : +66 (0) 2655-7501-2 Fax : +66 (0) 2655-7504	Ordinary	250,000	999,997	99.99 ^{/5}
41	UMS Clean Energy 2 Company Limited 26/23 Orakarn Building, 7 th Floor, Soi Chidlom, Ploenchit Road, Lumpinee, Pathumwan, Bangkok 10330 Tel. : +66 (0) 2655-7501-2 Fax : +66 (0) 2655-7504	Ordinary	250,000	999,997	99.99 ^{/5}
42	UMS Distribution Co., Ltd. 26/23 Orakarn Building, 7 th Floor, Soi Chidlom, Ploenchit Road, Lumpinee, Pathumwan, Bangkok 10330 Tel. : +66 (0) 2655-7501-2 Fax : +66 (0) 2655-7503-5	Ordinary	2,000,000	1,999,993	99.99
43	UMS Lighter Co., Ltd. 26/23 Orakarn Building, 7 th Floor, Soi Chidlom, Ploenchit Road, Lumpinee, Pathumwan, Bangkok 10330 Tel. : +66 (0) 2655-7501-2 Fax : +66 (0) 2655-7503-5	Ordinary	11,000,000	10,999,994	99.99
44	UMS Pellet Energy Co., Ltd. 26/23 Orakarn Building, 7 th Floor, Soi Chidlom, Ploenchit Road, Lumpinee, Pathumwan, Bangkok 10330 Tel. : +66 (0) 2655-7501-2 Fax : +66 (0) 2655-7503-5	Ordinary	1,800,000	1,799,994	99.99
45	UMS Port Services Co., Ltd. 108/2 Moo 2, Tumbol Khlong Sakae Amphoe Nakhon Luang, Province Ayutthaya 13260 Tel. : +66 (0) 3572-4210, +66 (0) 3572-4204 Fax : +66 035-724-281	Ordinary	1,800,000	1,799,993	99.99
46	Thoresen (Indochina) S.A. 17 th Floor, Petroland Tower, 12 Tan Trao Street, Tan Phu Ward District 7, Ho Chi Min City, Vietnam Tel. : +84 8 5411 1919 Fax : +84 8 5417 1919	Ordinary	2,500	1,250	50.00
47	Thoresen-Vinama Agencies Co., Ltd. 19-25 Nguyen Hue, Ben Nghe Ward District 1, Ho Chiminh City, Vietnam	Charter capital is VND 8,412,697,789			49.00 ^{/6}
48	Fearnleys (Thailand) Ltd. 26/55 Orakarn Building, 15 th Floor, Soi Chidlom, Ploenchit Road, Lumpinee, Pathumwan, Bangkok 10330 Tel. : +66 (0) 2253-6160 Fax : +66 (0) 2655-2716	Ordinary	135,000	66,144	49.00 ^{/11}

No.	Name of Company	Type of Shares	No. of Issued Shares	No. of Invested Shares	% of Holding
49	Gulf Agency Company (Thailand) Ltd. 26/30-31 Orakarn Building, 9 th Floor, Soi Chidlom, Ploenchit Road, Lumpinee, Pathumwan, Bangkok 10330 Tel. : +66 (0) 2650-7400 Fax : +66 (0) 2650-7401	Ordinary	22,000	11,215	51.00
50	GAC Thoresen Logistics Ltd. 26/30-31 Orakarn Building, 9 th Floor, Soi Chidlom, Ploenchit Road, Lumpinee, Pathumwan, Bangkok 10330 Tel. : +66 (0) 2650-7400 Fax : +66 (0) 2650-7401	Ordinary	750,000	382,496	51.00
51	Chidlom Marine Services & Supplies Ltd. 26/22-23 Orakarn Building, 7 th Floor, Soi Chidlom, Ploenchit Road, Lumpinee, Pathumwan, Bangkok 10330 Tel. : +66 (0) 2250-0569 Fax : +66 (0) 2655-5631	Ordinary	700,000	699,993	99.99
52	Thoresen Shipping FZE 1901-19 th Floor, Golden Tower, Opp. Marbella Resort, Al Buhairah Corniche Road, Sharjah, UAE Tel. : 971-6-574 2244 Fax : 971-6-574 4244	Ordinary	1	1	100.00
53	Sharjah Ports Services LLC P.O.Box 510, Port Khalid, Sharjah, United Arab Emirates Tel. : 971-6-528 1327	Ordinary	150,000	73,500	49.00 ⁷⁷
Type of Business : Food and Beverage					
54	PMFB Ltd. 26/22-23 Orakarn Building, 7 th Floor, Soi Chidlom, Ploenchit Road, Lumpinee, Pathumwan, Bangkok 10330 Tel. : +66 (0) 2254-8437 Fax : +66 (0) 2655-5631	Ordinary	600,000	599,993	99.99
55	PH Capital Co., Ltd. 26/24-25 Orakarn Building, 8 th Floor, Soi Chidlom, Ploenchit Road, Lumpinee, Pathumwan, Bangkok 10330 Tel. : +66 (0) 2254-8437 Fax : +66 (0) 2655-5631	Ordinary	78,000,000	54,599,999	70.00
56	Siam Taco Company Limited 26/22-23 Orakarn Building, 7 th Floor, Soi Chidlom, Ploenchit Road, Lumpinee, Pathumwan, Bangkok 10330 Tel. : +66 (0) 2254-8437 Fax : +66 (0) 2655-5631	Ordinary	12,000,000	8,399,999	70.00
Type of Business : Water					
57	TTA Mariner Co., Ltd. 26/22-23 Orakarn Building, 7 th Floor, Soi Chidlom, Ploenchit Road, Lumpinee, Pathumwan, Bangkok 10330 Tel. : +66 (0) 2250-0569 Fax : +66 (0) 2655-5631	Ordinary	200,000	199,997	99.99
58	Asia Infrastructure Management (Thailand) Co., Ltd. 807/26 Bhumarin Village, Moo 8, Khu Khot Lum Look Ka, Pathumthani 12150 Tel. : +66 (0) 2531-8141-4	Ordinary	2,500,000	2,012,500	80.50
59	Asia Nampapa Luangprabang Co., Ltd. Village of That Luang, Luang Prabang District, Luang Prabang Province, Laos Tel. : +66 (0) 2531-8141-4	Ordinary	4,500,000	3,000,150	66.67 ⁷⁸

No.	Name of Company	Type of Shares	No. of Issued Shares	No. of Invested Shares	% of Holding
Type of Business : Other					
60	Asia Coating Services Ltd. 26/22-23 Orakarn Building, 7 th Floor, Soi Chidlom, Ploenchit Road, Lumpinee, Pathumwan, Bangkok 10330 Tel. : +66 (0) 2250-0569 Fax : +66 (0) 2655-5631	Ordinary	800,000	799,993	99.99 ^{/9}
61	Laser Game Asia Ltd. 1 Room No. 7, Soi Sukhumvit 22, Sukhumvit Road Klongton, Klongtoey, Bangkok, 10110 Tel. : +66 (0) 2663-7703	Ordinary Preference	19,600 20,400	5,880 6,120	} 30.00 ^{/10}
62	Praneat Co., Ltd. 140, 10 th Floor, Room 1005-1006, One Pacific Place Sukhumvit Road, Klongtoey, Bangkok, 10110 Tel. : 02-9715186	Ordinary	400,000	204,000	
63	PMT Property Co., Ltd. 26/22-23 Orakarn Building, 7 th Floor, Soi Chidlom, Ploenchit Road, Lumpinee, Pathumwan, Bangkok 10330 Tel. : +66 (0) 2250-0569 Fax : +66 (0) 2655-5631	Ordinary	100,000	59,997	60.00
64	Athene Holdings Ltd. 26/32 Orakarn Building, 10 th Floor, Soi Chidlom, Ploenchit Road, Lumpinee, Pathumwan, Bangkok 10330 Tel. : +66 (0) 2254-8437 Fax : +66 (0) 2655-5631	Ordinary	48,070,000	48,069,993	99.99
65	Soleado Holdings Pte. Ltd. 3 Church Street, #22-06 Samsung Hub, Singapore, 049483 Tel. : +65 6578-7000 Fax : +65 6578-7007	Ordinary	130,000,000	130,000,000	100.00

- Note :**
- ^{/1} indirectly held through Thoresen Shipping Singapore Pte. Ltd.
 - ^{/2} indirectly held through PM Thoresen Asia Holdings Plc.
 - ^{/3} indirectly held through Soleado Holdings Pte. Ltd.
 - ^{/4} indirectly held through Athene Holdings Ltd.
 - ^{/5} indirectly held through Unique Mining Services Plc.
 - ^{/6} indirectly held through Thoresen (Indochina) S.A.
 - ^{/7} indirectly held through Thoresen Shipping FZE
 - ^{/8} indirectly held through Asia Infrastructure Management (Thailand) Co., Ltd.
 - ^{/9} It has been renamed as V Ventures Technologies Co., Ltd. on 17 February 2021
 - ^{/10} indirectly held through Asia Coating Services Ltd.
 - ^{/11} It has been registered for liquidation since 24 December 2020.

Related Party Transactions

For the year ended 31 December 2020

Related party transactions between TTA and its subsidiaries or between subsidiaries and subsidiaries are shown in the notes to the consolidated financial statements. Such related party transactions mostly occur in the normal course of business and the pricing is akin to market prices or at an arm's length basis. Major related party transactions between TTA and its subsidiaries with associates or joint ventures or a transaction with a company or persons that may have conflicts of interest are shown as follows:

Companies	Related Party Companies/Entities	Relationship	Description of Transactions	Transaction Amount (Baht)		Pricing Policy
				31 Dec. 2020	31 Dec. 2019	
1. Mermaid Subsea Services (International) Ltd. ("MSSI")	Zamil Mermaid Offshore Services Company (LLC) ("ZMOS")	TTA holds a 58.2% (31 December 2020 : 58.2%) stake in Mermaid Maritime Plc. ("Mermaid"), and Mermaid holds a 100% stake in MSSI and a 40% stake in ZMOS.	ZMOS engaged MSSI for offshore services to Saudi Aramco.	1,772,665,577 (Recorded as service income)	1,930,494,378 (Recorded as service income)	Same price as normally charged to a third party.
2. Mermaid Subsea Services (Thailand) Ltd. ("MSST")	Gulf Agency Company (Thailand) Ltd. ("GAC")	TTA holds a 58.2% (31 December 2020 : 58.2%) stake in Mermaid Maritime Plc. ("Mermaid") and a 51% stake in GAC. Mermaid holds a 100% stake in MSST.	MSST engaged GAC for customs clearance of goods and transportation.	870,765 (Recorded as cost of services)	5,958,459 (Recorded as cost of services)	Same price as normally charged to a third party.
3. Baconco Co., Ltd. ("Baconco")	Thoresen (Indochina) S.A. ("TI")	TTA holds a 68.5% (31 December 2020 : 68.5%) stake in PM Thoresen Asia Holdings Plc. ("PMTA") and PMTA holds a 100% stake in Baconco. TTA also holds a 50% stake in TI.	Baconco received maritime transportation service from TI.	77,501,085 (Recorded as transportation expense)	54,105,615 (Recorded as transportation expense)	Same price as normally charged to a third party.
4. Baconco Co., Ltd. ("Baconco")	Thoresen-Vinama Agencies Co., Ltd. ("TVA")	TTA holds a 68.5% (31 December 2020 : 68.5%) stake in PM Thoresen Asia Holdings Plc. ("PMTA") and PMTA holds a 100% stake in Baconco. TTA also holds a 50% stake in TI and TI holds a 49% stake in TVA.	Baconco rent out factory area to TVA.	46,278,108 (Recorded as rental income)	57,143,697 (Recorded as rental income)	Same price as normally charged to a third party.

Companies	Related Party Companies/Entities	Relationship	Description of Transactions	Transaction Amount (Baht)		Pricing Policy
				31 Dec. 2020	31 Dec. 2019	
5. Baconco Co., Ltd. ("Baconco")	Thoresen-Vinama Agencies Co., Ltd. ("TVA")	TTA holds a 68.5% (31 December 2020 : 68.5%) stake in PM Thoresen Asia Holdings Plc. ("PMTA") and PMTA holds a 100% stake in Baconco. TTA also holds a 50% stake in TI and TI holds a 49% stake in TVA.	Baconco received transportation service from TVA.	41,708,003 (Recorded as transportation expense)	27,513,855 (Recorded as transportation expense)	Same price as normally charged to a third party.
6. Baconco Co., Ltd. ("Baconco")	Thoresen-Vinama Logistic Co.,Ltd. ("TVL")	TTA holds a 68.5% (31 December 2020 : 68.5%) stake in PM Thoresen AsiaHoldings Plc. ("PMTA") and PMTA holds a 100% stake in Baconco. TTA also holds a 50% stake in TI and TI holds a 49% stake in TVA and TVA also holds a 100% stake in TVL.	Baconco received transportation service from TVL.	31,504,374 (Recorded as transportation expense)	28,537,815 (Recorded as transportation expense)	Same price as normally charged to a third party.
7. Baconco Co., Ltd. ("Baconco")	Baria Serece ("Baria")	TTA holds a 68.5% (31 December 2020 : 68.5%) stake in PMTA and PMTA holds a 100% stake in Baconco. TTA also holds a 100% stake in Soleado Holdings Pte.Ltd. ("Soleado") and Soleado holds a 28% stake in Baria.	Baconco received transportation service from Baria.	20,930,121 (Recorded as transportation expense)	10,796,321 (Recorded as transportation expense)	Same price as normally charged to a third party.
8. Baconco Co., Ltd. ("Baconco")	Baria Serece ("Baria")	TTA holds a 68.5% (31 December 2020 : 68.5%) stake in PMTA and PMTA holds a 100% stake in Baconco. TTA also holds a 100% stake in Soleado Holdings Pte.Ltd. ("Soleado") and Soleado holds a 28% stake in Baria.	Baconco received service from Baria.	4,341,381 (Recorded as administrative expense)	5,622,257 (Recorded as administrative expense)	Same price as normally charged to a third party.

Transactions with Persons who may have Conflicts of Interest

Companies	Related Party Companies/Entities	Relationship	Description of Transactions	Transaction Amount (Baht)		Pricing Policy
				31 Dec. 2020	31 Dec. 2019	
1. Thoresen Thai Agencies Plc. ("TTA")	Mermaid Maritime Plc. ("Mermaid")	TTA holds a 58.2% stake in Mermaid Maritime Plc. ("Mermaid") and Mr. Chalermchai Mahagitsiri is director and shareholder of both TTA and Mermaid.	TTA leased office space to Mermaid.	1,779,648 (Recorded as rental and facilities income)	2,251,800 (Recorded as rental and facilities income)	Same price as normally charged to a third party.
2. Thoresen Thai Agencies Plc. ("TTA")	Mermaid Maritime Plc. ("Mermaid")	TTA holds a 58.2% stake in Mermaid Maritime Plc. ("Mermaid") and Mr. Chalermchai Mahagitsiri is director and shareholder of both TTA and Mermaid.	TTA provided Co-location service charge to MML.	156,000 (Recorded as IT support income)	240,000 (Recorded as IT support income)	Same price as normally charged to a third party.
3. Thoresen Thai Agencies Plc. ("TTA")	PM Thoresen Asia Holdings Plc. ("PMTA")	TTA holds a 68.5% stake in PM Thoresen Asia Holdings Plc. ("PMTA") and Mr. Chalermchai Mahagitsiri is director and shareholder of both TTA and PMTA.	TTA leased office space to PMTA.	984,150 (Recorded as rental and facilities income)	984,150 (Recorded as rental and facilities income)	Same price as normally charged to a third party.
4. Thoresen Thai Agencies Plc. ("TTA")	PM Thoresen Asia Holdings Plc. ("PMTA")	TTA holds a 68.5% stake in PM Thoresen Asia Holdings Plc. ("PMTA") and Mr. Chalermchai Mahagitsiri is director and shareholder of both TTA and PMTA.	TTA provided IT service to PMTA.	65,520 (Recorded as IT support income)	65,520 (Recorded as IT support income)	Same price as normally charged to a third party.
5. Thoresen Thai Agencies Plc. ("TTA")	PM Thoresen Asia Holdings Plc. ("PMTA")	TTA holds a 68.5% stake in PM Thoresen Asia Holdings Plc. ("PMTA") and Mr. Chalermchai Mahagitsiri is director and shareholder of both TTA and PMTA.	TTA provided other service to PMTA.	211,669 (Recorded as other income)	249,507 (Recorded as other income)	Same price as normally charged to a third party.
6. Thoresen Thai Agencies Plc. ("TTA")	PH Capital Co., Ltd ("PHC")	PHC has stakeholder from TTA and PM Capital Co., Ltd. ("PMC") which hold 70% and 30% respectively. Ms. Ausana Mahagitsiri is director and shareholder of both TTA and PMC.	TTA leased office space to PHC.	1,781,010 (Recorded as rental and facilities income)	4,120,200 (Recorded as rental and facilities income)	Same price as normally charged to a third party.

Companies	Related Party Companies/Entities	Relationship	Description of Transactions	Transaction Amount (Baht)		Pricing Policy
				31 Dec. 2020	31 Dec. 2019	
7. Thoresen Thai Agencies Plc. ("TTA")	PH Capital Co., Ltd ("PHC")	PHC has stakeholder from TTA and PM Capital Co., Ltd. ("PMC") which hold 70% and 30% respectively. Ms. Ausana Mahagitsiri is shareholder of both TTA and PMC.	TTA provided Co-location service charge to PHC.	130,000 (Recorded as IT support income)	300,000 (Recorded as IT support income)	Same price as normally charged to a third party.
8. Thoresen Thai Agencies Plc. ("TTA")	Siam Taco Co., Ltd ("STC")	STC has stakeholder from TTA and CM Corporate Co., Ltd. ("CMC") which hold 70% and 30% respectively. Mr. Chalermchai Mahagitsiri is shareholder of both TTA and CMC.	TTA leased office space to STC.	529,200 (Recorded as rental and facilities income)	507,600 (Recorded as rental and facilities income)	Same price as normally charged to a third party.
9. Thoresen Thai Agencies Plc. ("TTA")	Siam Taco Co., Ltd ("STC")	STC has stakeholder from TTA and CM Corporate Co., Ltd. ("CMC") which hold 70% and 30% respectively. Mr. Chalermchai Mahagitsiri is shareholder of both TTA and CMC.	TTA provided IT service to STC.	360,000 (Recorded as IT support income)	- (Recorded as IT support income)	Same price as normally charged to a third party.
10. Thoresen Thai Agencies Plc. ("TTA")	PMT Property Co., Ltd ("PMTP")	PMTP has stakeholder from TTA, Kanden Realty & Development Co., Ltd. ("KRD") and Toray Construction Co., Ltd. which hold 60%, 30% and 10%.	TTA leased office space to PMTP.	765,900 (Recorded as rental and facilities income)	291,600 (Recorded as rental and facilities income)	Same price as normally charged to a third party.
11. Thoresen Thai Agencies Plc. ("TTA")	PMT Property Co., Ltd ("PMTP")	PMTP has stakeholder from TTA, Kanden Realty & Development Co., Ltd. ("KRD") and Toray Construction Co., Ltd. which hold 60%, 30% and 10%.	TTA provided co-location service charge to PMTP.	360,000 (Recorded as IT support income)	180,000 (Recorded as IT support income)	Same price as normally charged to a third party.
12. Thoresen Thai Agencies Plc. ("TTA")	PMT Property Co., Ltd ("PMTP")	PMTP has stakeholder from TTA, Kanden Realty & Development Co., Ltd. ("KRD") and Toray Construction Co., Ltd. which hold 60%, 30% and 10%.	TTA provided accounting/HR/ admin service fee to PMTP.	960,000 (Recorded as Admin & facilities income)	631,698 (Recorded as Admin & facilities income)	Same price as normally charged to a third party.

Companies	Related Party Companies/Entities		Relationship	Description of Transactions	Transaction Amount (Baht)		Pricing Policy
					31 Dec. 2020	31 Dec. 2019	
13. Thoresen Thai Agencies Plc. ("TTA")	PH Macaron (Thailand) Co., Ltd.	TTA and PH Macaron Co., Ltd. have common directors being Mr. Chalermchai Mahagitsiri and Ms. Ausana Mahagitsiri.	TTA purchased goods as gifts for new year from PH Macaron Co., Ltd.	- (Recorded as Gift/New Year gift)	2,925 (Recorded as Gift/New Year gift)	Same price as normally charged to a third party.	
14. Thoresen Thai Agencies Plc. ("TTA")	Mugendai Bangkok Co., Ltd.	TTA and Mugendai Bangkok Co., Ltd. have common directors being Ms. Ausana Mahagitsiri and Mr. Kamolsut Dabbaransi.	TTA provided entertainment to partnership.	- (Recorded as Entertainment)	171,822 (Recorded as Entertainment)	Same price as normally charged to a third party.	
15. Thoresen Thai Agencies Plc. ("TTA")	Mugendai Penthouse Co., Ltd.	TTA and Mugendai Penthouse Co., Ltd. have common directors being Ms. Ausana Mahagitsiri and Mr. Kamolsut Dabbaransi.	TTA provided entertainment to partnership.	- (Recorded as Entertainment)	47,072 (Recorded as Entertainment)	Same price as normally charged to a third party.	
16. Thoresen Thai Agencies Plc. ("TTA")	Four One Entertainment Co., Ltd.	TTA and Four One Entertainment Co., Ltd. have common directors being Mr. Chalermchai Mahagitsiri and Ms. Ausana Mahagitsiri.	TTA engaged organizer service from Four One Entertainment Co., Ltd. for Team Building and New Year Party for staffs.	- (Recorded as other staff benefit)	1,010,251 (Recorded as other staff benefit)	Same price as normally charged to a third party.	
17. Thoresen Thai Agencies Plc. ("TTA")	Four One Entertainment Co., Ltd.	TTA and Four One Entertainment Co., Ltd. have common directors being Mr. Chalermchai Mahagitsiri and Ms. Ausana Mahagitsiri.	TTA rent space on Ground Floor, Orakarn Building from Four One Entertainment Co., Ltd.	1,261,629 (Recorded as rental -office expenses and utilities expenses)	1,478,624 (Recorded as rental -office expenses and utilities expenses)	Same price as normally charged to a third party.	
18. Thoresen Thai Agencies Plc. ("TTA")	Natural Bev. Co., Ltd.	TTA and Natural Bev. Co., Ltd. have common directors being Mr. Chalermchai Mahagitsiri and Ms. Ausana Mahagitsiri.	TTA purchased goods as gifts for new year from Natural Bev. Co., Ltd.	280,240 (Recorded as Gift / New year gift)	418,453 (Recorded as Gift / New year gift)	Same price as normally charged to a third party.	
19. Thoresen Thai Agencies Plc. ("TTA")	Four One Ecommerce Co., Ltd.	TTA and Four One Ecommerce Co., Ltd. have common directors being Mr. Chalermchai Mahagitsiri, Ms. Ausana Mahagitsiri and Mr. Kamolsut Dabbaransi	TTA leased office space to Four One Ecommerce Co., Ltd.	486,000 (Recorded as rental and facilities income)	700,650 (Recorded as rental and facilities income)	Same price as normally charged to a third party.	
20. Thoresen Thai Agencies Plc. ("TTA")	PSM Land Co., Ltd	TTA and PSM Land Co., Ltd. have common directors being Ms. Ausana Mahagitsiri.	TTA rent office space from PSM Land.	1,776,120 (Recorded as rental-office expenses and utilities expenses)	1,776,120 (Recorded as rental-office expenses and utilities expenses)	Same price as normally charged to a third party.	

Necessity and Rationale of Related Party Transactions

In case the Company or its subsidiary signs an agreement or conducts a related party transaction with a subsidiary company, affiliated company and/or third party, the Company or a subsidiary will consider the necessity and rationale of such agreement based mainly on the Company's interests.

Approval Measures or Procedures of Related Party Transactions

If the Company or its subsidiary is to execute an agreement or if there is any related party transaction between the Company and its subsidiary, affiliated company, related company, third party and/or anyone with possible conflict of interests, the Board of Directors requires the Company or a subsidiary, for the purpose of its benefits, to comply with the rules and regulations of the SET and the SEC regarding disclosure of information of listed companies concerning connected transactions. Prices and other conditions shall be on an arm's length basis and are conducted in the best interests of the Company and all shareholders. Directors, executives, or employees having an interest in such transaction are not allowed to participate in the decision-making process and in any approval process.

Policy for Future Related Party Transactions

The Audit Committee and the Company will jointly consider and review any related party transactions that may arise in the future to ensure their necessity and fair price basis.

Shareholding Structure

TTA's Top 10 Shareholders

The top 10 shareholders of TTA as of 30 December 2020, the share register book closing date for the names of shareholders, were as follows:

No.	Shareholders	Number of Shares	% of Total Number of Shares
1.	Mr. Chalermchai Mahagitsiri	255,881,059	14.04
2.	Credit Suisse AG, Singapore Branch *	150,000,000	8.23
3.	Mr. Prateep Tangmatitham	81,619,007	4.48
4.	Ms. Ausana Mahagitsiri	80,905,037	4.44
5.	Thai NVDR Co., Ltd.	50,516,991	2.77
6.	Mr. Pipat Tiathawat	41,000,000	2.25
7.	South East Asia UK (Type C) Nominees Limited	37,886,778	2.08
8.	Mr. Tossapol Waewmaneeewan	35,700,000	1.96
9.	DBS Bank Ltd.	22,620,700	1.24
10.	Mrs. Somsong Laphananrat	20,190,300	1.11
	Total	776,319,872	42.60
	Other shareholders	1,046,144,692	57.40
	Grand Total	1,822,464,564	100.00

Note : * Mr. Chalermchai Mahagitsiri indirectly held 150,000,000 shares under a custodian account, representing 8.23% of total number of shares.

The registered and paid-up capital of TTA as of 30 December 2020 were Baht 1,998,446,888 and Baht 1,822,464,564 respectively, having a par value of Baht 1 per share.

TTA's Share Distribution

The share distribution by nationality of TTA as of 30 December 2020, the share register book closing date for the names of shareholders, were as follows:

Share Distribution by Nationality	Number of Shareholders	Number of Shares	% of Total Number of Shares
Thai	20,867	1,564,891,348	85.87
Foreign	93	257,573,216	14.13
Total of Shareholders	20,960	1,822,464,564	100.00

Dividend Policy

Thoresen Thai Agencies Public Company Limited

TTA has established a policy to distribute dividends of at least 25% of the consolidated net profit after tax but excluding unrealised foreign exchange gains or losses, subject to the Company's investment plans and other relevant factors. The Board may review and revise the dividend policy from time to time to reflect the Company's future business plans, the needs for investment, and other factors, as the Board deems appropriate. However, dividend distributions may not exceed the retained earnings reported in the Company's separate financial statements.

Subsidiary Companies

Most of our subsidiaries have adhered to a policy to pay dividends to TTA at not less than 70% of their net profit, except for the smaller shipping services companies, Mermaid Maritime Plc. ("Mermaid"), Unique Mining Services Plc. ("UMS"), and PM Thoresen Asia Holdings Plc. ("PMTA"). As listed companies on the SGX-ST, MAI, and SET, respectively, their Board of Directors must apply the same level of care and judgement when recommending dividends as the TTA Board. Mermaid's, UMS's, and PMTA's possible dividend payments will depend on various factors, including return on equity and retained earnings, expected financial performances, projected level of capital expenditures and other investment plans, and restrictions on payment of dividends that may be imposed by its financing arrangements, other loans etc.

The Company's dividend payment record for the past five financial years is as follows:

Financial Year	For the year ended 31 December				
	2020	2019	2018	2017	2016
Earnings (Loss) per share (Baht)	(1.07)	0.31	0.12	0.32	(0.23)
Dividend per share (Baht)	0.02 ^{1/2}	0.06	0.05	0.075	0.05 ^{1/1}

Note : ^{1/1} The Company paid dividend from the retained earnings.

^{1/2} The dividend payment for FY 2020 is subject to the shareholders' approval at 2021 AGM to be held on 30 April 2021.

Details of the Board of Directors and Executives

Directors's Profile



Mr. Prasert Bunsumpun
(Age 68)
Chairman of the Board of Directors
Chairman of Executive Committee

Date of first appointment:

- 31 January 2012

(%) of shareholding as of 31 December 2020:

- 0.01

Relation among family with other directors and executives:

- -None-

Educations

- Honorary Doctoral of Arts in Social Innovation Management, Faculty of Humanities and Sciences, Suan Sunandha Rajabhat University, 2011
- Honorary Doctoral in Management, Maharakarm University, 2011
- Honorary Doctoral in Management Science, Petchaburi Rajabhat University, 2008
- Honorary Doctoral in Management, National Institute of Development Administration (NIDA), 2007
- Honorary Doctoral in Engineering, Chulalongkorn University, 2007
- M.B.A., Utah State University, USA, 1978
- B.Eng. in Civil Engineering, Chulalongkorn University, 1975

Trainings/Certifications

- Rule of Law for Democracy, Class 7 by The College of the Constitutional Court, 2019
- Business Revolution and Innovation Network, Class 1, The Federal of Thai Industries (BRAIN 1), 2018
- Cryptoasset Revolution, Class 1, Thai Fintech Association and Icora Co. (CAR 1), 2018
- Certificate in Energy Literacy for a Sustainable Future Program, Thailand Energy Academy (TEA), Class 3, 2013
- Role of the Chairman Program (RCP), Thai Institute of Directors Association (IOD), Class 28/2012
- Director Accreditation Program (DAP), Thai Institute of Directors Association (IOD), Class 26/2004
- Certificate in Capital Market Academy Leadership Program, Capital Market Academy (CMA), Class 3, 2006
- Certificate in Politics and Governance in Democratic System for Executives, King Prajadhipok's Institute, Class 6, 2003
- Diploma, National Defense Course for the Joint State-Private Sector, the National Defense College (NDC), Class 10, 1998

- Certificate in Advanced Management Program (AMP), Harvard Business School, USA, Class 155, 1998

Working experiences (5 Years Past Experiences)

Positions in Listed Companies in SET

- 2020 - Present : Independent Director, Major Cineplex Group Public Company Limited
- 2020 - Present : Chairman of the Board of Directors /Independent Director, AIRA Capital Public Company Limited
- 2019 - Present : Independent Director/Member of the Audit Committee/Chairman of the Nomination and Remuneration Committee, T.K.S. Technologies Pcl.
- 2016 - Present : Independent Director/Chairman of the Board of Directors, SVI Plc.
- 2015 - Present : Independent Director/Chairman of Executive Committee, Thaicom Plc.
- 2012 - Present : Director/Chairman of the Board of Directors, Thoresen Thai Agencies Plc.
- 2011 - Present : Independent Director/Chairman of the Nomination and Governance Committee/Member of the Leadership Development and Compensation Committee/Member of the Strategic and Organizational Review Committee, Intouch Holdings Plc.
- 2018 - 2020 : Independent Director/Chairman of the Board of Director/Chairman of Executive, Nok Airlines Pcl.
- 2018 - 2020 : Independent Director/Chairman of Risk Management Committee, PTT Global Chemical Plc.
- 2013 - 2017 : Director/Member of the Enterprise Risk Management Committee, PTT Plc.
- 2011 - 2018 : Independent Director/Chairman, PTT Global Chemical Plc.
- 2011 - 2015 : Independent Director/Chairman of the Board of Executive Directors, Krung Thai Bank Plc.

Positions in Listed Companies in Other Countries

- 2012 - Present : Chairman of the Board of Directors/Chairman of Executive Committee, Mermaid Maritime Plc.

Positions in Other Companies/Organizations

- 2019 - Present : Chairman, Yuanta Securities (Thailand) Company Limited
- 2019 - Present : Chairman, AIRA Property Public Company Limited
- 2011 - Present : Chairman, Thailand Business Council for Sustainable Development (TBCSD)
- 2014 - 2019 : Member of the National Legislative Assembly, Thailand
- 2014 - 2019 : First Vice-President of the Committee on Energy, the National Legislative Assembly, Thailand



Mr. Chalermchai Mahagitsiri

(Age 42)
 Director
 President and Chief Executive Officer
 Member of Executive Committee
 Chairman of Investment Committee

Date of first appointment:

- 31 January 2012

(%) of shareholding as of 31 December 2020:

- 22.27 (included his shares held under custodian account)

Relation among family with other directors and executives:

- Ms. Ausana Mahagitsiri's brother

Educations

- M.S. in Finance, Boston University, United States of America, 2004
- B.S. in Finance, Suffolk University, United States of America, 2001

Trainings/Certifications

- Digital Edge Fusion (DEF), Sripatum University, Class 1, 2017
- Ultra Wealth - Investment Like A Master, Class 2, 2016
- Academy of Business Creativity (ABC), Sripatum University, Class 4, 2016
- Capital Market Academy Leadership Program, Capital Market Academy (CMA), Class 17, 2013
- Director Certification Program (DCP), Thai Institute of Directors Association (IOD), Class 53/2005
- Director Accreditation Program (DAP), Thai Institute of Directors Association (IOD), Class 30/2004

Working experiences (5 Years Past Experiences)

Positions in Listed Companies in SET

- 2018 - Present : Chairman of the Board of Directors, Unique Mining Services Plc.
- 2018 - Present : Director, Seven Utilities and Power Plc.
- 2013 - Present : Chairman of the Board of Directors, PM Thoresen Asia Holdings Plc.
- 2012 - Present : Director/President and Chief Executive Officer, Thoresen Thai Agencies Plc.
- 2011 - Present : Director, Posco-Thainox Plc.
- 2011 - Present : Vice Chairman, Thai Film Industries Plc.
- 2012 - 2018 : Vice Chairman, Unique Mining Services Plc.

Positions in Listed Companies in Other Countries

- 2012 - Present : Chief Executive Officer/Executive Vice Chairman, Mermaid Maritime Plc.
- 2015 - 2019 : Director, Sino Grandness Food Industry Group Ltd.

Positions in Other Companies/Organizations

- 2020 - Present : Director, Praneat Co., Ltd.
- Present : Director, Mermaid Subsea Services (UK) Limited
- 2020 - Present : Director, Mermaid-MOE JV Co., Ltd.
- 2019 - Present : Director, Natural Aura Co., Ltd.
- 2019 - Present : Director, Natural Drink Co., Ltd.
- 2018 - Present : Director, Asia Infrastructure Management (Thailand) Co., Ltd.

- 2018 - Present : Director, CM Corporate Co., Ltd.
- 2018 - Present : Director, Siam Taco Company Limited
- 2018 - Present : Director, Four One One Ecommerce Co., Ltd.
- 2018 - Present : Director, PTGC Co., Ltd.
- 2017 - Present : Director, Thoresen Shipping (Thailand) Co., Ltd.
- 2016 - Present : Director, Mermaid Subsea Services Saudi Arabia Co., Ltd.
- 2016 - Present : Director, PMT Property Co., Ltd.
- 2016 - Present : Director, Laser Game Asia Ltd.
- 2016 - Present : Director, TTA Mariner Co., Ltd.
- 2014 - Present : Director, Mermaid Subsea Services LLC
- 2014 - Present : Director, Mermaid International Ventures
- 2014 - Present : Director, Premo Shipping Plc.
- 2014 - Present : Director, Thoresen Shipping FZE
- 2014 - Present : Director, Mermaid Maritime Mauritius Ltd.
- 2014 - Present : Director, Chidlom Marine Services & Supplies Ltd.
- 2014 - Present : Director, Gulf Agency Company (Thailand) Ltd.
- 2014 - Present : Director, GAC Thoresen Logistics Ltd.
- 2014 - Present : Director, PH Macaron Co., Ltd.
- 2014 - Present : Director, Athene Holdings Ltd.
- 2014 - Present : Director, Thoresen & Company (Bangkok) Limited
- 2014 - Present : Director, Fearnleys (Thailand) Ltd.
- 2014 - Present : Director, Asia Coating Services Ltd.
- 2014 - Present : Director, PMFB Ltd.
- 2014 - Present : Director, Thor Fortune Shipping Pte. Ltd.
- 2014 - Present : Director, Thor Friendship Shipping Pte. Ltd.
- 2014 - Present : Director, Thoresen Shipping Company Pte. Ltd.
- 2013 - Present : Director, PM Thoresen Asia (Singapore) Pte. Ltd.
- 2013 - Present : Director, Baconco Co., Ltd.
- 2013 - Present : Director, Thoresen (Indochina) S.A.
- 2013 - Present : Director, MTR-1 Ltd.
- 2013 - Present : Director, PM Quality Food and Beverage Co., Ltd.
- 2013 - Present : Director, Thoresen Shipping Singapore Pte. Ltd.
- 2013 - Present : Director, Mermaid Drilling Ltd.
- 2013 - Present : Director, Mermaid Subsea Services (Thailand) Ltd.
- 2013 - Present : Director, Four One One (411) FUN Co., Ltd.
- 2012 - Present : Director, MTR-2 Ltd.
- 2012 - Present : Director, Mermaid Subsea Services (International) Ltd.
- 2012 - Present : Director, Coffee Gallery Co., Ltd.
- 2012 - Present : Director, Soleado Holdings Pte. Ltd.
- 2011 - Present : Director, Phaholyothin Garden Co., Ltd.
- 2011 - Present : Director, Mountain Creek Development Co. Ltd.
- 2011 - Present : Director, M Creek Land Co., Ltd.
- 2010 - Present : Executive Director, Sak Chaisidhi Co., Ltd.
- 2008 - Present : Chief Executive Officer, Four One One Entertainment Co., Ltd.
- 2005 - Present : Chief Executive Officer, PM Group Co., Ltd.
- 2005 - Present : Director, PM Corp Co., Ltd.
- 2002 - Present : Director, Lakewood Kitchen Co., Ltd.
- 2002 - Present : Director, ACME Camps Co., Ltd.
- 1998 - Present : Managing Director, Lakewood Country Club Co., Ltd.
- 1998 - Present : Director, Lakewood Land Co., Ltd.
- Present : Director, Quality Coffee Products Co., Ltd.
- Present : Director, The Nest Property Co., Ltd.
- 2016 - 2020 : Director, Natural Bev. Co., Ltd.
- 2013 - 2020 : Director, Asia Offshore Drilling Ltd.
- 2013 - 2020 : Director, Asia Offshore Rig 1 Limited
- 2013 - 2020 : Director, Asia Offshore Rig 2 Limited
- 2013 - 2020 : Director, Asia Offshore Rig 3 Limited



Mr. Jean Paul Thevenin

(Age 80)
 Director
 Member of Executive Committee
 Member of Risk Management Committee
 Member of Investment Committee

Mr. Jitender Pal Verma



(Age 56)
 Director
 Senior Executive Vice President and
 Group CFO
 Member of Executive Committee
 Member of Corporate Governance Committee
 Member of Risk Management Committee
 Member of Investment Committee
 Chairman of Sustainable Development
 Committee

Date of first appointment:

- 30 January 2014

(%) of shareholding as of 31 December 2020:

- -None-

Relation among family with other directors and executives:

- -None-

Educations

- Ph.D. in Metallurgy, Orsay University, France
- Honorary Ph.D., King Mongkut Institute of Technology, Thailand

Trainings/Certifications

- Director Accreditation Program (DAP), Thai Institute of Directors Association (IOD), Class 74/2008

Working experiences (5 Years Past Experiences)

Positions in Listed Companies in SET

- 2019 - Present : Director, PM Thoresen Asia Holdings Plc.
- 2014 - Present : Director, Thoresen Thai Agencies Plc.

Positions in Listed Companies in Other Countries

- 2013 - Present : Non-Executive Director, Mermaid Maritime Plc.

Positions in Other Companies/Organizations

- 2018 - Present : Director, Asia Infrastructure Management (Thailand) Co., Ltd.
- 2018 - Present : Director, PTGC Co., Ltd.
- 2017 - Present : Director, PT Mermaid Subsea Services Indonesia
- 2017 - Present : Director, Mermaid Subsea Services Saudi Arabia Co., Ltd.
- 2017 - Present : Director, Petrolift Inc.
- 2016 - Present : Director, TTA Mariner Co., Ltd.
- 2016 - Present : Director, Thoresen & Company (Bangkok) Limited
- 2015 - Present : Director, Mermaid Subsea Services (International) Ltd.
- 2015 - Present : Director, Thoresen Shipping Singapore Pte. Ltd.
- 2015 - Present : Director, Mermaid Offshore Services Pte. Ltd.
- 2015 - Present : Director, Mermaid Subsea Services (Thailand) Ltd.
- 2014 - Present : Director, Mermaid Drilling Ltd.
- 2014 - Present : Director, MTR-1 Ltd.
- 2014 - Present : Director, MTR-2 Ltd.
- 2016 - 2019 : Director, PMT Property Co., Ltd.

Date of first appointment:

- 26 April 2017
 (Date of joining TTA: 22 April 2015)

(%) of shareholding as of 31 December 2020:

- 0.003 (shares held under Thai NVDR)

Relation among family with other directors and executives:

- -None-

Educations

- Bachelor of Commerce (Honors), University of Delhi, India
- Fellow Chartered Accountant (FCA)

Trainings/Certifications

- TLCA CFO Professional Development Program, (TLCA CFO CPD) 7/2020 - Data Privacy Law and Cyber Security
- TLCA CFO Professional Development Program, (TLCA CFO CPD) 6/2020 - Update on Taxes and Foreign Investment Issues
- TLCA CFO Professional Development Program, (TLCA CFO CPD) 5/2020 - How to Create Value with the Right Environment, Social and Governance Strategies
- TLCA CFO Professional Development Program, 2019
- Accounting for Financial Instruments, Federation of Accounting Professions under the Royal Patronage, Class 3/19
- Diploma Examination, Thai Institute of Directors Association (IOD), Class 49/2016
- The Board's Role in Mergers and Acquisition (M&A), Thai Institute of Directors Association (IOD), Class 1/2011
- Director Certification Program (DCP), Thai Institute of Directors Association (IOD), Class 78/2006

Working experiences (5 Years Past Experiences)

Positions in Listed Companies in SET

- 2017 - Present : Director/Senior Executive Vice President and Group CFO, Thoresen Thai Agencies Plc.
- 2017 - Present : Director, PM Thoresen Asia Holdings Plc.

Positions in Listed Companies in Other Countries

- 2016 - Present : Non-Executive Director, Mermaid Maritime Plc.
- 2011 - 2015 : Board's Member, Executive Director & CFO, Jindal Stainless Limited

Positions in Other Companies/Organizations

- 2018 - Present : Director, PTGC Co., Ltd.
- 2017 - Present : Director, Zamil Mermaid Offshore Services Company LLC.
- 2017 - Present : Director, Thoresen Indochina S.A.
- 2017 - Present : Director, Thoresen Shipping (Thailand) Co., Ltd.
- 2017 - Present : Director, Baconco Co., Ltd.
- 2017 - Present : Director, PH Capital Co., Ltd.
- 2017 - Present : Director, MTR-1 Ltd.
- 2017 - Present : Director, MTR-2 Ltd.
- 2017 - Present : Director, Seascope Surveys Pte. Ltd.
- 2017 - Present : Director, Mermaid Subsea Services LLC.
- 2016 - Present : Director, Mermaid Subsea Services Saudi Arabia Co., Ltd.
- 2016 - Present : Director, Mermaid Subsea Services (Thailand) Ltd.
- 2016 - Present : Director, Mermaid Subsea Services (International) Ltd.
- 2016 - Present : Director, Petrolift Inc.
- 2016 - Present : Director, Thoresen & Company (Bangkok) Limited
- 2016 - Present : Director, Chidlom Marine Services & Supplies Ltd.
- 2016 - Present : Director, Gulf Agency Company (Thailand) Ltd.
- 2016 - Present : Director, GAC Thoresen Logistics Ltd.
- 2016 - Present : Director, Fearnleys (Thailand) Ltd.
- 2015 - Present : Director, Mermaid Drilling Ltd.
- 2015 - Present : Board's Member, Soleado Holdings Pte. Ltd., Singapore
- 2015 - Present : Board's Member, Thoresen Shipping FZE, U.A.E
- 2016 - 2019 : Director, PMT Property Co., Ltd.
- 2015 - 2016 : Board's Member, Thoresen Shipping Singapore Pte. Ltd., Singapore

**Ms. Ausana Mahagitsiri**

(Age 40)
 Director
 Deputy Chief Executive Officer
 Member of Nomination and Remuneration Committee
 Member of Corporate Governance Committee

Date of first appointment:

- 31 January 2012

(%) of shareholding as of 31 December 2020:

- 4.44

Relation among family with other directors and executives:

- Mr. Chalermchai Mahagitsiri's sister and Mr. Kamolsut Dabbaransi's spouse.

Educations

- M.B.A., Sasin Graduate Institute of Business Administration of Chulalongkorn University in a joint program with Kellogg Graduate School of Management of Northwestern University, USA, 2005
- B.S. in Business Administration, Boston University School of Management, USA, 2002

Trainings/Certifications

- Director Accreditation Program (DAP), Thai Institute of Directors Association (IOD), Class 30/2004

Working experiences (5 Years Past Experiences)**Positions in Listed Companies in SET**

- 2013 - Present : Director, Thai Film Industries Plc.
- 2012 - Present : Director, Thoresen Thai Agencies Plc.

Positions in Listed Companies in Other Countries

- None -

Positions in Other Companies/Organizations

2017 - Present : Director, PH Capital Co., Ltd.
 2017 - Present : Director, PM Capital Co., Ltd.
 2016 - Present : Director, PMT Property Co., Ltd.
 2016 - Present : Director, Premo Shipping Plc.
 2014 - Present : Director, Chidlom Marine Services & Supplies Ltd.
 2014 - Present : Director, GAC Thoresen Logistics Ltd.
 2014 - Present : Director, Athene Holdings Ltd.
 2014 - Present : Director, Soleado Holdings Pte. Ltd.
 2014 - Present : Director, Thoresen Shipping Singapore Pte. Ltd.
 2014 - Present : Director, PMFB Ltd.
 2014 - Present : Director, Asia Coating Services Ltd.
 2014 - Present : Director, PH Macaron (Thailand) Co., Ltd.
 2013 - Present : Director, PM Quality Food and Beverage Co., Ltd.
 2013 - Present : Director, Four One One (411) FUN Co., Ltd.
 2011 - Present : Director, M Creek Land Co., Ltd.
 2011 - Present : Chief Operating Officer, PM Group Co., Ltd.
 2010 - Present : Director and Managing Director, The Nest Property Co., Ltd.
 2010 - Present : Director, Quality Coffee Products Co., Ltd.
 2009 - Present : Director and Managing Director, Coffee Gallery Co., Ltd.
 2008 - Present : Director, Four One One Entertainment Co., Ltd.
 2008 - Present : Director, Phaholyothin Garden Co., Ltd.
 2006 - Present : Managing Director, Mountain Creek Development Co., Ltd.
 2005 - Present : Director, PM Corp Co., Ltd.
 2002 - Present : Director, ACME Camps Co., Ltd.
 2002 - Present : Director, Lakewood Kitchen Co., Ltd.
 1998 - Present : Director, Lakewood Country Club Co., Ltd.
 1998 - Present : Director, Lakewood Land Co., Ltd.
 2016 - 2020 : Director, Natural Bev. Co., Ltd.

**Mr. Kamolsut Dabbaransi**

(Age 43)
 Director
 Senior Executive Vice President,
 Head of Food & Beverage

Date of first appointment:

- 27 April 2016

(%) of shareholding as of 31 December 2020:

- Own : None
- Spouse : 4.44
- Total : 4.44

Relation among family with other directors and executives:

- Ms. Ausana Mahagitsiri's spouse.

Educations

- Master of Science in Actuarial Science, Boston University, USA
- Bachelor of Science in Industrial Engineering and Operation Research, University of Massachusetts, USA

Trainings/Certifications

- Director Certification Program (DCP), Thai Institute of Directors Association (IOD), Class 119/2009
- Pacific Basin Economic Council Thailand (PBEC) - Director General 2002 - 2004

Working experiences (5 Years Past Experiences)**Positions in Listed Companies in SET**

2016 - Present : Director, Thoresen Thai Agencies Plc.

Positions in Listed Companies in Other Countries

- None -

Positions in Other Companies/Organizations

2016 - Present : Director, Asia Coating Services Ltd.
 2016 - Present : Director, Laser Game Asia Ltd.
 2016 - Present : Director, House of Truffle Co., Ltd.
 2016 - Present : Director, PMFB Ltd.
 2014 - Present : Director, PH Macaron (Thailand) Co., Ltd.
 2013 - Present : Director, PM Quality Food and Beverage Co., Ltd.
 2013 - Present : Director, Four One One (411) FUN Co., Ltd.
 2010 - Present : CEO/Founder, Mugendai Co., Ltd.
 2013 - Present : Chief Business Development Officer,
 PM Group Co., Ltd.
 2016 - 2020 : Director, PMT Property Co., Ltd.
 2016 - 2019 : Director, The Royal Ceramic Industry Plc.



Mr. Somboonkiat Kasemsuwan

(Age 75)
Independent Director
Chairman of Audit Committee



Mr. Santi Bangor

(Age 75)
Independent Director
Chairman of Nomination and Remuneration
Committee
Chairman of Corporate Governance
Committee
Member of Audit Committee

Date of first appointment:

- 14 November 2016

(%) of shareholding as of 31 December 2020:

- -None-

Relation among family with other directors and executives:

- -None-

Educations

- Professional Degree in Electrical Engineering, North Carolina State University USA 1976
- B.S. Degree in Electrical Engineering, North Carolina State University USA 1964

Trainings/Certifications

- Capital Market Academy Leadership Program, Capital Market Academy (CMA), Class 6/2008
- Director Certification Program (DCP), Thai Institute of Directors Association (IOD), Class 96/2007
- Diploma, National Defense College (NDC), Class 377/1994

Working experiences (5 Years Past Experiences)

Positions in Listed Companies in SET

2016 - Present : Independent Director, Thoresen Thai Agencies Plc.

2014 - 2016 : Chairman of Audit Committee, and Member of Nomination and Remuneration Committee, PM Thoresen Asia Holdings Plc.

2004 - 2015 : Chairman, Advance Finance Plc.

Positions in Listed Companies in Other Countries

- None -

Positions in Other Companies/Organizations

- None -

Date of first appointment:

- 31 January 2012

(%) of shareholding as of 31 December 2020:

- -None-

Relation among family with other directors and executives:

- -None-

Educations

- M.A. in Agricultural Economics, Texas Tech University, USA, 1980
- B.A. in Political Science (Fiscal), Chulalongkorn University, 1968

Trainings/Certifications

- Audit Committee Seminar - Get Ready for the Year End, Federation of Accounting Profession of Thailand under the Royal Patronage of His Majesty the King, 2015
- Audit Committee Program (ACP), Thai Institute of Directors Association (IOD), Class 42/2013
- Monitoring Fraud Risk Management (MFM), Thai Institute of Directors Association (IOD), Class 9/2013
- Monitoring the System of Internal Control and Risk Management (MIR), Thai Institute of Directors Association (IOD), Class 14/2013
- Monitoring the Internal Audit Function (MIA), Thai Institute of Directors Association (IOD), Class 14/2013
- Monitoring the Quality of Financial Reporting (MFR), Thai Institute of Directors Association (IOD), Class 17/2013
- Role of the Compensation Committee Program (RCC), Thai Institute of Directors Association (IOD), Class 16/2013
- Director Certification Program (DCP), Thai Institute of Directors Association (IOD), Class 12/2001
- Diploma, National Defense College (NDC), Class 38, 1995
- Development Certificate, Cambridge University, England, 1975

Working experiences (5 Years Past Experiences)

Positions in Listed Companies in SET

2013 - Present : Independent Director/Chairman of the Corporate Governance Committee, People's Garment Plc.

2012 - Present : Independent Director, Thoresen Thai Agencies Plc.

2010 - Present : Member of the Audit Committee, People's Garment Plc.

Positions in Listed Companies in Other Countries

- None -

Positions in Other Companies/Organizations

2017 - Present : Member of State Enterprise Performance Appraisal Sub-Committee on Social and Technology Sector, Ministry of Finance

2016 - Present : Member of State Enterprise Performance Agreement and Performance Appraisal Sub-Committee on Infrastructure Sector, Industry and Commerce, Ministry of Finance

2012 - 2016 : Member of State Enterprise Performance Agreement and Performance Appraisal Sub-Committee on Communication and Energy Sector, Performance Appraisal Committee, Ministry of Finance

**Mr. Cherdpong Siriwit**

(Age 74)

Independent Director
Chairman of Risk Management Committee
Member of Audit Committee

Date of first appointment:

- 30 January 2013

(%) of shareholding as of 31 December 2020:

- -None-

Relation among family with other directors and executives:

- -None-

Educations

- M.A. Economics, Georgetown University, USA
- B.A. Economics (Honor), Thammasat University

Trainings/Certifications

- Audit Committee Program (ACP), Thai Institute of Directors Association (IOD), Class 27/2009
- Director Certification Program (DCP), Thai Institute of Directors Association (IOD), Class 104/2008
- Finance of Non-Finance Directors (FND), Thai Institute of Directors Association (IOD), Class 13/2004
- Role of Chairman Program (RCP), Thai Institute of Directors Association (IOD), Class 10/2004
- Director Accreditation Program (DAP), Thai Institute of Directors Association (IOD), Class 8/2004
- Diploma, The Joint State-Private Sector Course, National Defense College, Class 40
- Advanced Certificate Course in Politics and Governance in Democratic System for Executives, King Prajadhipok's Institute, Class 5
- The Civil Service Executive Development Program I, The Civil Service Training Institute, Class 13/1993
- Capital Market Academy Leadership Program, Capital Market Academy (CMA), Class 5

Working experiences (5 Years Past Experiences)**Positions in Listed Companies in SET**

2013 - Present : Independent Director, Thoresen Thai Agencies Plc.

2010 - Present : Chairman, Solartron Plc.

2009 - 2019 : Chairman, Advance Finance Plc.

2009 - 2016 : Chairman of Audit Committee, IRPC Plc.

2009 - 2016 : Independent Director, IRPC Plc.

Positions in Listed Companies in Other Countries

-None-

Positions in Other Companies/Organizations

2012 - 2018 : Chairman, Thai Sugar Millers Corporation Ltd.



Mr. Chitrapongse Kwangsukstith

(Age 71)
Independent Director



Mr. Mohammed Bin Rashed Bin Ahmad Bin Muftah Al Nasserri

(Age 50)
Independent Director
Member of Nomination and Remuneration Committee

Date of first appointment:

- 13 May 2015

(%) of shareholding as of 31 December 2020:

- -None-

Relation among family with other directors and executives:

- -None-

Educations

- Doctor of Engineering (Industrial Engineering), Lamar University, USA, 1979
- Master of Engineering (Industrial Engineering), Lamar University, USA, 1974
- Bachelor of Engineering (Mechanical Engineering), Chulalongkorn University, 1970

Trainings/Certifications

- Role of the Compensation Committee Program (RCC), Thai Institute of Directors Association (IOD), Class 10/2010
- Directors Certification Program (DCP), Thai Institute of Directors Association (IOD), Class 42/2004
- Finance for Non-Finance Director Program (FND), Thai Institute of Directors Association (IOD), Class 9/2004
- National Corporate Governance Committee (NCGC), Thai Institute of Directors Association (IOD)
- Diploma in National Defense Course for the Joint State-Private Sector, the National Defense College (NDC/4212), Class 12
- Stanford Executive Program, Stanford University, USA

Working experiences (5 Years Past Experiences)

Positions in Listed Companies in SET

2015 - Present : Independent Director, Thoresen Thai Agencies Plc.

2014 - 2019 : Director, Member and Alternate Chairman of Board Risk Committee, CIMB Thai Bank Plc.

Positions in Listed Companies in Other Countries

-None-

Positions in Other Companies/Organizations

-None-

Date of first appointment:

- 30 January 2013

(%) of shareholding as of 31 December 2020:

- -None-

Relation among family with other directors and executives:

- -None-

Educations

- License of Law, Emirates University

Trainings/Certifications

-None-

Working experiences (5 Years Past Experiences)

Positions in Listed Companies in SET

2013 - Present : Independent Director, Thoresen Thai Agencies Plc.

Positions in Listed Companies in Other Countries

-None-

Positions in Other Companies/Organizations

Present : Member of the National Consulting Council, UAE

Present : Assistant-Undersecretary in the Financial Department of Abu Dhabi, UAE

Present : Director General of Pvt. & Official office of H.H Sheikh Mohammed Bin Khalifa Bin Zayed Al Nahyan, UAE

Present : Vice President of Youth Hostel Society, UAE

Present : Board's Member of The Emirates Insurance Company, UAE

Present : Board's Member of The National Investor Company, UAE

Present : Board's Member of Alwifaq Finance Company, UAE

Present : General Manager of Al Ain Equestrian, Shooting & Golf Club, UAE

Present : Chairman of Gulf Islamic Investment Company, UAE

Profile of the Company Secretary



Mrs. Nanchalee Kecharananta

(Age 54)
Company Secretary

Date of first appointment:

- 10 December 2020

(%) of shareholding as of 31 December 2020:

- -None-

Relation among family with other directors and executives:

- -None-

Educations

- Master of Development Administration, Western Michigan University, USA
- Bachelor of Laws, Chulalongkorn University

Trainings/Certifications

- Effective Minutes Taking Program, Thai Institute of Directors Association (IOD), 2006
- Director Accreditation Program, Thai Institute of Directors Association (IOD), 2003
- Company Secretary Program, Thai Institute of Directors Association (IOD), 2002

Working experiences (5 Years Past Experiences)

Positions in Listed Companies in SET

- 2020 - Present : Company Secretary and Director, Corporate Affairs Department, Thoresen Thai Agencies Plc.
- 2012 - 2020 : Company Secretary and Assistant Vice President, Corporate Affairs Department, Laguna Resorts & Hotels Plc.

Positions in Listed Companies in Other Countries

-None-

Positions in Other Companies/Organizations

- 2012 - 2020 : Director, Certain related companies of Laguna Resorts & Hotels Plc.

Executives' Profile



Mr. Chalermchai Mahagitsiri

(Age 42)
President and Chief Executive Officer
Member of Executive Committee
Chairman of Investment Committee

Date of first appointment:

31 January 2012

(%) of shareholding as of 31 December 2020:

- 22.27 (included his shares held under custodian account)

Relation among family with other directors and executives:

- Ms. Ausana Mahagitsiri's brother

His biography appears in the section "Biography of the Board of Directors and Executives"



Ms. Ausana Mahagitsiri

(Age 40)
Director
Deputy Chief Executive Officer
Member of Nomination and Remuneration Committee
Member of Corporate Governance Committee

Date of first appointment:

1 May 2020

(%) of shareholding as of 31 December 2020:

- 4.44

Relation among family with other directors and executives:

- Mr. Chalermchai Mahagitsiri's sister and Mr. Kamolsut Dabbaransi's spouse.

Her biography appears in the section "Biography of the Board of Directors and Executives"



Mr. Jitender Pal Verma

(Age 56)
Director
Senior Executive Vice President and Group CFO
Member of Executive Committee
Member of Corporate Governance Committee
Member of Risk Management Committee
Member of Investment Committee
Chairman of Sustainable Development Committee

Date of first appointment:

13 May 2015 (Date of joining TTA: 22 April 2015)

(%) of shareholding as of 31 December 2020:

- 0.003 (shares held under Thai NVDR)

Relation among family with other directors and executives:

- -None-

His biography appears in the section "Biography of the Board of Directors and Executives"



Mr. Kamolsut Dabbaransi

(Age 43)

Director/ Senior Executive Vice President,
Head of Food & Beverage

Date of first appointment:

1 August 2015

Positions in Other Companies/Organizations

- 2019 - present : Chairman, Thoresen Vinama Tug Co., Ltd. Vietnam
- 2016 - Present : Director, Thoresen & Company (Bangkok) Limited
- 2016 - Present : Director, Chidlom Marine Services & Supplies Ltd.
- 2015 - Present : Director, Thoresen Shipping Singapore Pte. Ltd.
- 2015 - Present : Director, Fearnleys (Thailand) Ltd.
- 2015 - Present : Director, Gulf Agency Company (Thailand) Co., Ltd.
- 2015 - Present : Director, GAC Thoresen Logistics Ltd.
- 2015 - Present : Director, Petrolift Inc.
- 2014 - Present : Chairman, Thoresen-Vinama Agencies Co., Ltd.
- 2013 - Present : Director, Sharjah Ports Services LLC.
- 2013 - Present : Director, PM Thoresen Asia (Singapore) Pte. Ltd.
- 2013 - Present : Director, Thoresen Shipping FZE
- 2012 - Present : Chairman, Thoresen-Vinama Logistics Co., Ltd.
- 2010 - Present : Director, Baria Joint Stock Company of Services for Import Export of Agro-Forestry Products and Fertilizers ("Baria Serece")
- 2009 - Present : Chairman, Baconco Co., Ltd.
- 2003 - Present : Director, Thoresen (Indochina) S.A.
- 2000 - 2018 : Chairman, The NORDIC Chamber of Commerce in HCMC, Vietnam
- 2015 - 2016 : Director, Thoresen Shipping and Logistics Ltd.

(%) of shareholding as of 31 December 2020:

- Own : None
- Spouse : 4.44
- Total : 4.44

Relation among family with other directors and executives:

- Ms. Ausana Mahagitsiri's spouse

His biography appears in the section "Biography of the Board of Directors and Executives".



Mr. Sigmund Stromme

(Age 64)

Executive Vice President,
Agro & Logistics

Date of first appointment:

6 May 2015



Mr. Vincent Siaw

((Age 46)

Executive Vice President,
Legal & International Projects

Date of first appointment:

19 September 2018

(%) of shareholding as of 31 December 2020:

- 0.008

Relation among family with other directors and executives:

- -None-

Educations

- Master in Computer Science Finance/Administration, EDB Hoeyskolen, Norway

Trainings/Certifications

- Director Certification Program (DCP), Thai Institute of Directors Association (IOD), Class 182/2013

Working experiences (5 Years Past Experiences)

Positions in Listed Companies in SET

- 2015 - Present : Executive Vice President, Agro & Logistics, Thoresen Thai Agencies Plc.
- 2015 - Present : Director/ Managing Director/Executive Committee/ Nomination and Remuneration Committee/ Risk Management Committee, PM Thoresen Asia Holdings Plc.

Positions in Listed Companies in Other Countries

- None-

(%) of shareholding as of 31 December 2020:

- -None-

Relation among family with other directors and executives:

- -None-

Educations

- Doctor of Business Administration (Corporate Law & Governance), University of South Australia
- Global Executive Master of Business Administration, INSEAD
- Master of Business Administration (Oil & Gas), Curtin University
- Bachelor of Laws (Honours), Australian National University
- Bachelor of Commerce (Accounting), Australian National University

Trainings/Certifications

- Director Certification Program (DCP), Thai Institute of Directors Association (IOD), Class 175/2013
- Diploma, Director Examination Program, Thai Institute of Directors Association (IOD), Class 38/2013
- Solicitor, Supreme Court of England & Wales
- Barrister-at-Law & Solicitor, High Court of Australia
- Barrister-at-Law & Solicitor, Supreme Court of the Australian Capital Territory

Working experiences (5 Years Past Experiences)**Positions in Listed Companies in SET**

2018 - Present : Executive Vice President, Legal & International Projects, Thoresen Thai Agencies Plc.

Positions in Listed Companies in Other Countries

2016 - Present : Executive Vice President and Chief Operating Officer, Mermaid Maritime Plc.

2014 - 2015 : Senior Vice President, Legal & Corporate Affairs and Business Development Director (Offshore Drilling), Mermaid Maritime Plc.

Positions in Other Companies/Organizations

2020 - Present : Director, ZeaQuest Company Limited

2020 - Present : Director, Mermaid Subsea Services (UK) Limited

2018 - Present : Director, Mermaid Subsea Services (Malaysia) Sdn. Bhd.

2017 - Present : Director, Mermaid Subsea Services LLC

2017 - Present : Director, Mermaid Offshore Services Pte. Ltd.

2017 - Present : Director, Mermaid Subsea Services Saudi Arabia Co., Ltd.

2017 - Present : Director, PT Mermaid Subsea Services Indonesia

2016 - Present : Director, Mermaid Subsea Services (International) Ltd.

2016 - Present : Director, Mermaid Maritime Mauritius Ltd.

2016 - Present : Director, Mermaid International Ventures

2015 - Present : Director, Mermaid Drilling (Malaysia) Sdn. Bhd.

2015 - Present : Director, Mermaid Subsea Services (Thailand) Ltd.

2015 - Present : Director, Seascope Surveys Pte. Ltd.

2015 - Present : Director, Mermaid Drilling Ltd.

2015 - Present : Director, MTR-1 Ltd.

2015 - Present : Director, MTR-2 Ltd.

**Mr. Somchai Apinyanukul**

(Age 50)

Executive Vice President,
Group Human Resources**Date of first appointment:**

1 January 2019

(%) of shareholding as of 31 December 2020:

- -None-

Relation among family with other directors and executives:

- -None-

Education

- Master of International Business, Swinburne University of Technology, Melbourne, Australia
- Bachelor of Political Science, Chiangmai University

Training/Certification

- The 7 Habits of Highly Effective People, Signature Edition 4.0, FranklinCovey in Thailand, 2019
- Director Accreditation Program (DAP), Thai Institute of Directors Association (IOD), Class 160/2019
- The Predictive Index System, PI Management, Singapore
- HRMS Seminar, Washington DC, USA
- PMAT, Thailand

Working Experience (5 Years Past Experiences)**Positions in Listed Companies in SET**

2019 - Present : Executive Vice President, Group Human Resources, Thoresen Thai Agencies Plc.

2016 - 2018 : Director, Corporate Human Resources, Thoresen Thai Agencies Plc.

Positions in Listed Companies in Other Countries

-None-

Positions in Other Companies/Organizations

2018 - Present : Director, Siam Taco Company Limited

2017 - Present : Director, Thoresen Shipping (Thailand) Co., Ltd.

2013 - 2016 : Director, Human Resources, ECCO (Thailand) Co., Ltd.

Mr. Ng Kit Wei, David

was no longer Executive Vice President, Corporate Strategy & Development/ Member of Risk Management Committee/Member of Investment Committee of the Company effective from 30 December 2020.

Report on the Securities Holding of the Directors and Executives

Securities Holding by TTA Directors as of 31 December 2020

Name	No. of Shares		
	As of 31 Dec 2020	As of 31 Dec 2019	Changes During the Year
1. Mr. Prasert Bunsumpun	182,000	182,000	-
Spouse and Minor Child	-	-	-
2. Mr. Chalermchai Mahagitsiri	405,881,059	401,876,559	4,004,500
3. Ms. Ausana Mahagitsiri	80,905,037	79,879,037	1,026,000
Spouse and Minor Child	-	-	-
4. Mr. Jean Paul Thevenin	-	-	-
Spouse and Minor Child	-	-	-
5. Mr. Jitender Pal Verma	55,000	55,000	-
Spouse and Minor Child	-	-	-
6. Mr. Kamolsut Dabbaransi	-	-	-
Spouse and Minor Child	80,905,037	79,879,037	1,026,000
7. Mr. Somboonkiat Kasemsuwan	-	-	-
Spouse and Minor Child	-	-	-
8. Mr. Santi Bangor	-	-	-
Spouse and Minor Child	-	-	-
9. Mr. Cherdpong Siriwit	-	-	-
Spouse and Minor Child	-	-	-
10. Mr. Chitrapongse Kwangsukstith	-	-	-
Spouse and Minor Child	-	-	-
11. Mr. Mohammed Rashed Ahmad M. Al Nasser	-	-	-
Spouse and Minor Child	-	-	-

Securities Holding by TTA Executives as of 31 December 2020

Name	No. of Shares		
	As of 31 Dec 2020	As of 31 Dec 2019	Changes During the Year
1. Mr. Chalermchai Mahagitsiri	405,881,059	401,876,559	4,004,500
2. Ms. Ausana Mahagitsiri*	80,905,037	79,879,037	1,026,000
Spouse and Minor Child	-	-	-
3. Mr. Jitender Pal Verma	55,000	55,000	-
Spouse and Minor Child	-	-	-
4. Mr. Kamolsut Dabbaransi	-	-	-
Spouse and Minor Child	80,905,037	79,879,037	1,026,000
5. Mr. Sigmund Stromme	143,200	143,200	-
6. Mr. Vincent Siaw	-	-	-
Spouse and Minor Child	-	-	-
7. Mr. Somchai Apinyanukul	-	-	-
Spouse and Minor Child	-	-	-

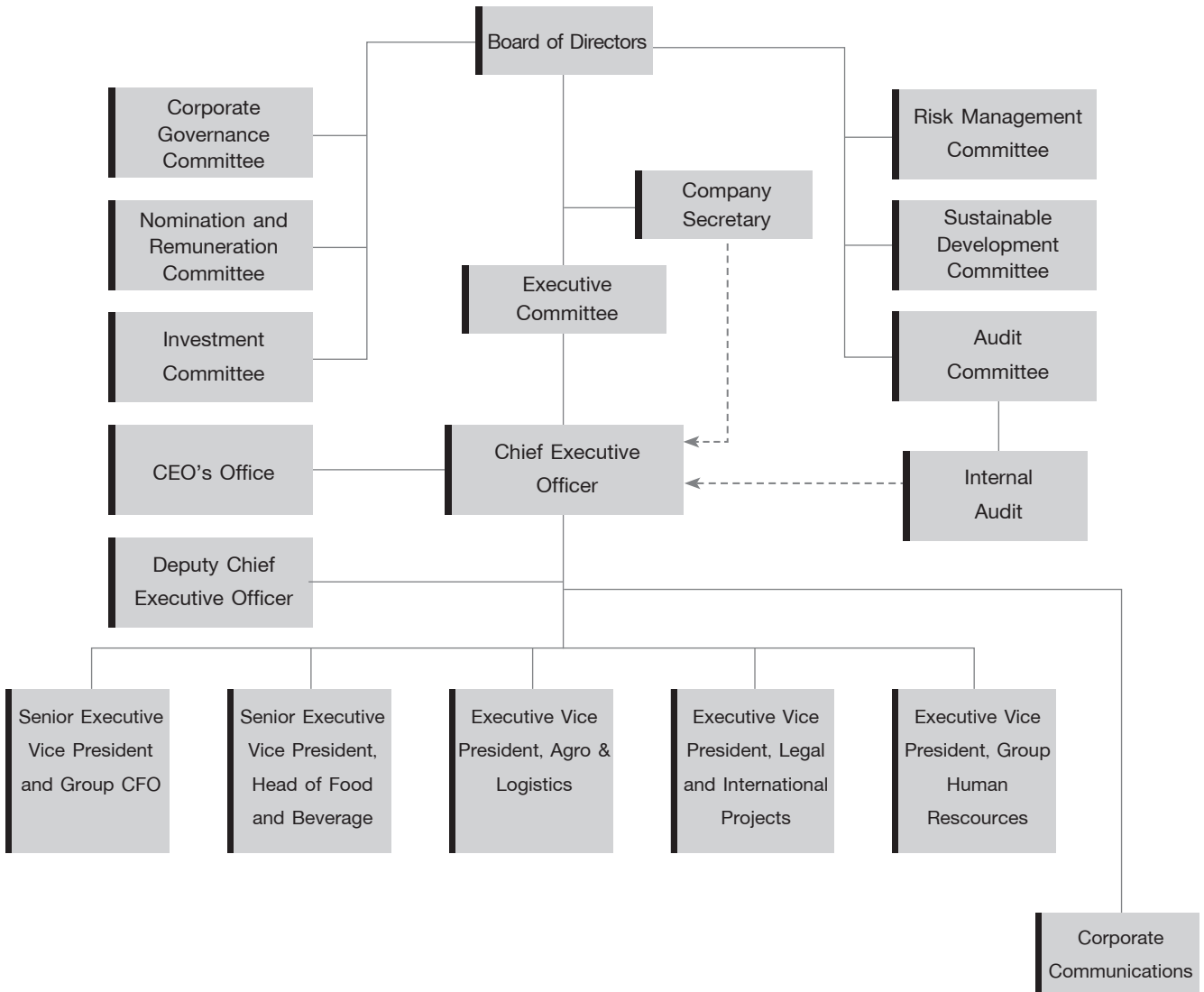
* Ms. Ausana Mahagitsiri was appointed as Deputy Chief Executive Officer with effective from 1 May 2020.

Remark : Mr. Kit Wei Ng, David was no longer Executive Vice President, Investment, Corporate Strategy & Risk Management of the Company effective from 30 December 2020.

Management Structure

Organization Chart of Thoresen Thai Agencies Public Company Limited

As of 31 December 2020



Remark : The position Executive Vice President, Investment, Corporate Strategy & Risk Management was removed from the organization chart with effective from 30 December 2020.

Board of Directors of Thoresen Thai Agencies Public Company Limited

As of 31 December 2020

No.	Name	Position	First Appointment Date
1.	Mr. Prasert Bunsumpun	Chairman of the Board/Chairman of Executive Committee	31 January 2012
2.	Mr. Chalermchai Mahagitsiri	Director/President and Chief Executive Officer/ Member of Executive Committee/ Chairman of Investment Committee	31 January 2012
3.	Ms. Ausana Mahagitsiri*	Director/Deputy Chief Executive Officer/ Member of Nomination and Remuneration Committee/ Member of Corporate Governance Committee	31 January 2012
4.	Mr. Jean Paul Thevenin	Director/Member of Executive Committee/ Member of Risk Management Committee/ Member of Investment Committee	30 January 2014
5.	Mr. Jitender Pal Verma	Director/Senior Executive Vice President and Group CFO/ Member of Executive Committee/ Member of Corporate Governance Committee/ Member of Risk Management Committee/ Member of Investment Committee/ Chairman of the Sustainable Development Committee	26 April 2017
6.	Mr. Kamolsut Dabbaransi	Director/Senior Executive Vice President, Head of Food & Beverage	27 April 2016
7.	Mr. Somboonkiat Kasemsuwan	Independent Director/Chairman of Audit Committee	14 November 2016
8.	Mr. Santi Bangor	Independent Director/Chairman of Nomination and Remuneration Committee/Chairman of Corporate Governance Committee/Member of Audit Committee	31 January 2012
9.	Mr. Cherdpong Siriwit	Independent Director/Chairman of Risk Management Committee/Member of Audit Committee	30 January 2013
10.	Mr. Chitrapongse Kwangsukstith	Independent Director	13 May 2015
11.	Mr. Mohammed Rashed Ahmad M. Al Nasseri	Independent Director/Member of Nomination and Remuneration Committee	30 January 2013

Authorized Directors

The directors who are authorized to sign on behalf of the Company are: Mr. Jean Paul Thevenin or Mr. Jitender Pal Verma to jointly sign with Mr. Chalermchai Mahagitsiri or Ms. Ausana Mahagitsiri, totaling two persons, with the Company seal affixed.

Roles, Duties and Responsibilities of the Board

Please see the details under the topic of “Corporate Governance Report”.

Subcommittee Thoresen Thai Agencies Public Company Limited consists of 7 sub-committees, namely 1) the Executive Committee, 2) the Audit Committee, 3) the Nomination and Remuneration Committee, 4) the Risk Management Committee, 5) the Corporate Governance Committee, 6) the Investment Committee, and 7) the Sustainable Development Committee.

The roles, duties and responsibilities of each sub-committee are provided under the topic of “Corporate Governance Report”.

Meeting of the Board and Sub-committees

Attendance Record of the Board and Committees for Year 2020

Name	Meeting Attendance for Year 2020						
	Board of Directors (Total 10)	Audit Committee (Total 7)	Executive Committee (Total 7)	Nomination and Remuneration Committee (Total 2)	Corporate Governance Committee (Total 1)	Risk Management Committee (Total 4)	Sustainable Development Committee* (Total 1)
1. Mr. Prasert Bunsumpun	10/10	-	7/7	-	-	-	-
2. Mr. Chalermchai Mahagitsiri	8/10	-	7/7	-	-	-	-
3. Ms. Ausana Mahagitsiri	9/10	-	-	2/2	1/1	-	-
4. Mr. Jean Paul Thevenin	10/10	-	7/7	-	-	4/4	-
5. Mr. Jitender Pal Verma	10/10	-	7/7	-	1/1	4/4	1/1
6. Mr. Kamolsut Dabbaransi	8/10	-	-	-	-	-	-
7. Mr. Somboonkiat Kasemsuwan	10/10	7/7	-	-	-	-	-
8. Mr. Santi Bangor	10/10	7/7	-	2/2	1/1	-	-
9. Mr. Cherdpong Siriwit	9/10	6/7	-	-	-	4/4	-
10. Mr. Chitrapongse Kwangstith	10/10	-	-	-	-	-	-
11. Mr. Mohammed Rashed Ahmad M.AI Nasser	5/10	-	-	0/2	-	-	-

* The Sustainable Development Committee is comprised of business units' CEO/CFO in order to diversify the Committee members, so there is a director from TTA (CFO).

Directors who could not attend the meeting due to urgent missions abroad or other missions informed in advance to the Company Secretary who will notify the Chairman afterward and/or attended the meeting via teleconference system instead.

There was one foreign director attended the meeting less than 75% during the year 2020 as he based in UAE. However, the Company considered that his business capability, experiences, and knowledge of investment and offshore business could highly contribute to the Company's operations.

Executives

Executives of Thoresen Thai Agencies Public Company Limited as of 31 December 2020

No.	Name	Position
1.	Mr. Chalermchai Mahagitsiri	President and Chief Executive Officer
2.	Ms. Ausana Mahagitsiri*	Deputy Chief Executive Officer
3.	Mr. Jitender Pal Verma	Senior Executive Vice President and Group CFO
4.	Mr. Kamolsut Dabbaransi	Senior Executive Vice President, Head of Food & Beverage
5.	Mr. Sigmund Stromme	Executive Vice President, Agro & Logistics
6.	Mr. Vincent Siaw	Executive Vice President, Legal & International Projects
7.	Mr. Somchai Apinyanukul	Executive Vice President, Group Human Resources

* Ms. Ausana Mahagitsiri was appointed as Deputy Chief Executive Officer with effective from 1 May 2020.

Remark : Mr. Ng Kit Wei, David, was no longer Executive Vice President, Investment, Corporate Strategy & Risk Management of the Company effective from 30 December 2020.

Company Secretary

The Board of Directors appointed Mrs. Nanchalee Kecharananta as the Company Secretary effective on 10 December 2020. The roles and responsibilities, qualification, and profession experiences of the Company Secretary are disclosed on the Company's website, the Annual Report, and the Company's Annual Information Disclosure Form (Form 56-1) under the topic of the Board Committees and Company Secretary of the Corporate Governance Report.

Remuneration of the Directors and Executives

The remuneration structure for the Board consists of:

- The non-executive director(s) shall receive a monthly fee and an attendance fee for each meeting.
- An incentive in the form of annual reward (bonus) shall be paid to directors, corresponded to the Company's goal achievement in compliance with the Director Bonus Policy approved by the Company's shareholders.

The senior executives' remuneration consists of cash compensation (salary), bonus and other benefits which are long-term incentives, provident fund, and social security contributions.

Remuneration in Cash

Remuneration of the Board and Sub-committees

In accordance with the resolution of the 2020 AGM on 3 August 2020 approved the remunerations in the form of monthly standard fee, meeting allowance for directors and members of subcommittees and bonus at the total amount of not exceeding Baht 10 million for the year 2020 and authorized the Board of Directors to allocate the remunerations to directors and members of sub-committee as deemed appropriate.

Details of remuneration of directors and members of sub-committee for year 2020 are as follows:

Committees	Type of Remuneration	Rate
Board of Directors (Non-executive directors)	Standard monthly fee	Baht 150,000 - Chairperson Baht 24,500 per non-executive director
	Attendance fee per meeting	Baht 54,000 - Chairperson Baht 31,500 per non-executive director
	Bonus	A bonus for all non-executive directors shall be paid at a rate of not exceeding 1% of the consolidated net profit of the Company (after deducting unrealized gains/losses). The Board of Directors will fix the appropriate amount of the bonus to be payable to the directors (in compliance with the above director bonus policy).
Audit Committee	Attendance fee per meeting	Baht 33,600 - Chairperson Baht 28,000 per member
Nomination and Remuneration Committee	Attendance fee per meeting	Baht 25,200 - Chairperson Baht 21,000 per member
Risk Management Committee	Attendance fee per meeting	Baht 15,120 - Chairperson Baht 12,600 per member
Corporate Governance Committee	Attendance fee per meeting	Baht 15,120 - Chairperson Baht 12,600 per member
Executive Committee	Attendance fee per meeting	Baht 100,000 - Chairperson Baht 28,000 per member

Note : The director(s) who take the executive position will not receive the remuneration as director and sub-committee member.

For year 2020, the remuneration in the form of monthly standard fee and meeting allowance paid to directors and members of sub-committees was Baht 7.70 million. However, the Company did not pay the remuneration in the form of bonus paid non-executive directors for the year 2020. For the total of remuneration paid to non-executive directors was not exceeding the remuneration budget of Baht 10 million as approved by the shareholders at the 2020 AGM on 3 August 2020. The Company did not pay any other forms of remuneration or benefit to directors apart from the remuneration as detailed above. The details of remuneration paid to directors and subcommittees in 2020 are shown in the table below.

Remuneration and Bonus for the Board of Directors and Subcommittees of TTA for Year 2020

Name	Board of Directors			Attendance Fee for Year 2020							Total (Baht)
	Standard Monthly Fee	Bonus *	Board of Directors	Audit Committee	Executive Committee	Nomination and Remuneration Committee	Corporate Governance Committee	Risk Management Committee	Sustainable Development Committee		
1. Mr. Prasert Bunsumpun	1,800,000	430,000	540,000	0	700,000	0	0	0	0	0	3,470,000.00
2. Mr. Chalermchai Mahagitsiri	0	0	0	0	0	0	0	0	0	0	0.00
3. Ms. Ausana Mahagitsiri **	98,000	252,000	94,500	0	0	21,000	12,600	0	0	0	478,100.00
4. Mr. Jean Paul Thevenin	294,000	252,000	315,000	0	196,000	0	0	50,400	0	0	1,107,400.00
5. Mr. Jitender Pal Verma	0	0	0	0	0	0	0	0	0	0	0
6. Mr. Kamolsut Dabbaransi	0	0	0	0	0	0	0	0	0	0	0
7. Mr. Somboonkiat Kasemsuwan	294,000	252,000	315,000	235,200	0	0	0	0	0	0	1,096,200.00
8. Mr. Santi Bangor	294,000	252,000	315,000	196,000	0	50,400	15,120	0	0	0	1,122,520.00
9. Mr. Cherdpong Siriwit	294,000	252,000	283,500	168,000	0	0	0	60,480	0	0	1,057,980.00
10. Mr. Chitrapongse Kwangsukstith	294,000	252,000	315,000	0	0	0	0	0	0	0	861,000.00
11. Mr. Mohammed Rashed Ahmad M. Al Nasser	294,000	252,000	157,500	0	0	0	0	0	0	0	703,500.00
Total	3,662,000	2,194,000	2,335,500	599,200	896,000	71,400	27,720	110,880	0	0	9,896,700

* Bonus from the 2019 operational results which has been approved by the AGM No. 1/2019 has been paid to directors in 2020.

** Ms. Ausana Mahagitsiri received the remuneration as non-executive director during 1 January - 30 April 2020.

Remuneration of Executives

Remuneration of executives of TTA in the form of salary and bonus and other benefits are as follows:

Remuneration	For the Year Ended 31 December 2019		For the Year Ended 31 December 2020	
	Total number of executives during the year*	Amount (million Baht)	Total number of executives during the year*	Amount (million Baht)
Total salary and bonus	5	46.02	6	53.34
Other benefits (which include social security and provident fund contributions by TTA)	5	2.93	6	3.45

* Mr. Sigmund Stromme and Mr. Vincent Siaw received the remuneration as executives in PM Thoresen Asia Holdings Public Company Limited and Mermaid Maritime Public Company Limited, respectively.

Personnel

As of 31 December 2020, TTA has a total direct workforce of 81, consisting of one President and Chief Executive Officer, Deputy Chief Executive Officer, 6 Executive Vice Presidents, and 75 employees as detailed below.

Main Business Units	Number of Employees (Only TTA)
1. Group Supports and CEO's office	41
2. Corporate Finance and Accounting, Investor Relations and Legal	23
3. Corporate Human Resource	4
4. Group Business Development	6
5. Corporate Risk Management and Internal Audit	7
Total	81

Group of Business	Number of Employees
1. Shipping	83
2. Offshore Service	76
3. Agrochemical	448
4. Investment	2,734

- Total number of employees of TTA and its subsidiaries was 3,422 (excluding the crew on-board).
- Total remuneration of employees of TTA and its subsidiaries, excluding management and executive directors of TTA, such as salary, wage, and bonus (excluding the crew on-board) for the fiscal year 2020 ended 31 December 2020 was Baht 667,095,187 (For the fiscal year 2019 ended 31 December 2019: Baht 730,563,327).
- Total provident funds and social security funds to employees of TTA and its subsidiaries, excluding management and executive directors of TTA (excluding the crew on-board) for the fiscal year 2020 ended 31 December 2020 at the total amount of Baht 31,299,572 (For the fiscal year 2019 ended 31 December 2019: Baht 38,943,003).
- Individual Development Plan is provided under the topic of "Corporate Governance Report".

Corporate Governance Report

Corporate Governance (“CG”) is a relationship structure and practice to foster transparency and accountability of Thoresen Thai Agencies Plc. (“the Company”)’s Board of Directors (“Board”) and management to build its stakeholders’ confidence with underlying objectives to enhance its long-term competitiveness and value to shareholders as well as to achieve a long-term sustainability value creation.

At the Board meeting of Thoresen Thai Agencies Public Company Limited (the “Company” or “TTA”) on 28 November 2011, the Board established a Corporate Governance Committee (the “CGC”) to review corporate governance practices and the Code of Business Conduct and to monitor compliance of the practices so that it remains within an ethical framework. The Corporate Governance Policy has been set as a part of the Business Conduct and has been reviewed every year and communicated throughout the organization as well as published on TTA’s official website to clarify and use it as a guideline for all operating in all levels of TTA employee, which strictly abide by such Policy. Furthermore, all new internal policies and measures will be implemented as necessary with the goal in developing and improving the Company’s Good Corporate Governance continually.

The CGC proposed to review and revise the Company’s Corporate Governance Policy, in reference to The Principles of Good Corporate Governance for Listed Companies 2012 by the SET, which was approved by the Board on 13 November 2017.

The Company’s corporate governance principles are as follows:

- **Rule of law** : Management and operations shall be in line with relevant laws, charters, regulations, Board or Shareholders’ resolutions
- **Accountability** : All concerned parties, including the Board and management have to be aware of their duties and responsibilities
- **Transparency** : Business activities and operations shall be auditable and transparent
- **Participation** : Recognition of the rights of shareholders and stakeholders to participate in company activities
- **Value for money** : All investments and resource utilization must meet targeted financial and economic returns

The main components of the Company’s Corporate Governance Policy which has been set in accordance with the guidelines of the SET are as follows:

1. Rights of Shareholders
2. Equitable Treatment of Shareholders
3. Role of Stakeholders
4. Information Disclosure and Transparency
5. Structure and Responsibilities of the Board of Directors

Previously, the Board reviewed the Company’s Corporate Governance Policy and revised the Board of Directors Charter and its Code of Business Conduct to be in line with the Principles of Good Corporate Governance, as well as business strategies, business direction, present business situation and also all laws and regulations as appropriated on an annual basis.

The CGC has reviewed the Company’s Corporate Governance report and agreed that the Company has been conducting the business in accordance with the international standard of Corporate Governance practices, both The Principles of Good Corporate Governance for Listed Companies by the SET and ASEAN Corporate Governance Scorecard (“ACGS”).

Furthermore, the CGC has considered and reviewed the Company’s Corporate Governance Policy, in reference to the Principles of Good Corporate Governance for Listed Companies 2012 by the SET and the Corporate Governance Code (“CG Code”) for Listed Companies 2017 by the Securities and Exchange Commission (“SEC”), and found that the Company’s Corporate Governance policy and practice are in line with the CG Code generally. The CGC has also informed the Board about the policy and the role of the Board as a Company’s governing body. The CG Code has been suggested for adaptation in order to sustainably increase value for the business, society, and environment as well as generate the maximum profit for both shareholders and stakeholders. It can also be a guideline for the Board, the Company’s management, and the employees to comply with the relevant laws and regulations.

For the year 2020, the Company followed the CG practices as follows:

1. Rights of Shareholders

The Company is accountable and recognizes the duty to ensure fair treatment to all shareholders to safeguard their rights, the Company complies with all applicable laws and regulations by refraining from committing any act that may violate or curtail the rights of the shareholders. All shareholders are encouraged to exercise their fundamental rights which include, but not limited to, the right to buy, sell, or transfer shares, to share in the profit of the Company, to obtain relevant and adequate information on the Company in a timely manner and on a regular basis and to participate and vote in shareholder meetings on significant matters such as to elect or remove members of the board, appoint the external auditor, and make decisions on any transactions that affects the Company, such as dividend payment, amendments to the Company's articles of association or by-laws, capital increases or decreases, or the approval of extraordinary transactions. Shareholders are also given ample time to ask questions or give comments on matters that the Board of Directors presents or requests for approval at the shareholders' meetings.

All shareholders have the same basis and rights in the casting of votes at meetings and the receipt of dividends when declared by the Company. These are calculated based on their respective shareholding in the Company.

Apart from the abovementioned fundamental rights of shareholders, the Company has made additional efforts to encourage and facilitate shareholders to exercise their rights as follows:

Shareholders' Meeting

The Company conducts shareholders' meetings in accordance with applicable laws and generally accepted practices, which allow shareholders to exercise their rights by getting fully information. Within four months after our financial year-end, the Company organizes an Annual General Meeting of Shareholders ("AGM") which is conducted in accordance with applicable laws and SET requirements, from the calling of the meeting, the notification of the meeting agendas, the dispatch of meeting materials, the conduct of the meeting, and the distribution of minutes. Besides the mentioned general shareholder's meeting, for urgent matters that affect or involve the shareholders' interest or involve conditions, regulations, or laws that require the shareholders' approval, an Extraordinary General Meeting of Shareholders ("EGM") shall be called on a case by case basis.

Procedures for the shareholders' meeting were as follows:

(i) Procedures prior to the meeting

At the Board of Directors meeting No. 5/2020 held on 11 June 2020, the Board resolved to call the 2020 AGM on 3 August 2020 at 1:30 P.M., at Samyan Mitrtown Hall, 5th Floor, Samyan Mitrtown, No. 944 Rama IV Road, Wang Mai, Pathumwan District, Bangkok, Thailand.

The Company also have an accommodation policy for providing convenience and supporting for shareholders and institutional investors by schedule meeting date, time, and place conveniently. The meeting venue was easily accessible through public transportation systems and convenient for shareholders to travel to the place of the meeting with appropriate time allocation, sufficient for discussion. The Company informed the shareholders of the date, time, place, and meeting agendas together with the rationales and opinion of the Board on each agenda via SETLink on the same day on which the Board resolved to call the shareholders' meeting on 11 June 2020 and published via the Company's official website.

The Company provided the opportunity for shareholders to ensure sufficient time to scrutinize meeting notice or request additional information ahead of the meetings. Both Thai and English notice and relevant documents including proxy forms in order to facilitate the shareholders who are not able to attend the meeting by themselves as well as the map of venue to the 2020 AGM were sent to shareholders at least 21 days in advance by mail which was in accordance with the Principles of Good Corporate Governance. The meeting agenda and detailed documents were also provided, with indications for consideration of report or matters for approval. All matters were clearly categorized, for example, for the Board's report, directors appointment and directors' compensation approval were separated into two agenda items, with facts and supporting details from the Board in each item. For the agenda of appointment of auditors, the auditors' profiles, their working company and audit fee were completely and clearly illustrated for shareholders' consideration of the performance and appropriateness of auditors. Moreover, Chairman of the meeting will hold a meeting follow the order of agenda item in the notice, and did not allow adding unnecessary agenda items that were not specify in the notice, except the items that were written in the notice, especially those requiring shareholders to scrutinize before making decisions.

The Company specified the identification documents and a list of documents required for attending the meeting to assist them in exercising their rights and casting their votes on each agenda item. In the case of the shareholders could not attend the meeting, the Company will encourage their rights by sent proxy forms in order to facilitate the shareholders who are not able to attend the meeting themselves, so they could grant the proxy to vote on their behalf. Moreover, the profiles of the Company's independent directors, who represent to be a proxy as well as the procedures and related documents to appoint the independent director to vote on their behalf, were distributed prior to the meeting. Envelopes were made readily available for shareholders together with the meeting notification to assist them to mail the proxy forms.

The Company encourages all shareholders including individual and juristic persons and institutional investors to attend the Company's shareholders' meetings. Apart from direct mailings, the Company notified its shareholders via SETLink that the notice of 2020 AGM and relevant documents, written in both Thai and English, were available to download on the Company's website at www.thoresen.com from 30 June 2020 thirty-four days in advance prior to the meeting.

The Company also advertises the shareholders' meeting notice in both Thai and English language in a local newspaper for three consecutive days prior to the meeting and consecutive announce at least 3 days according to the law to the shareholders' meeting date to inform shareholders to prepare in advance before participating in the meeting. The notice of the 2020 AGM both Thai and English was advertised in a newspaper for three days on 8-10 July 2020.

Rights of shareholders to propose agendas, and director candidate, and submit questions for Annual General Meeting in advance

In order to comply with the principles of good corporate governance regarding shareholders' rights, in the Board of Directors' Meeting No. 6/2019 held on 30 October 2019, the Board of Directors approved of the policy for the rights of shareholders to propose agendas, director candidates, and submit questions for the AGM in advance. For the 2020 AGM the Company announced and invited the shareholders to propose agendas, director candidates, and submit questions for the 2020 AGM in advance from 1 November 2019 to 31 January 2020,

through the methods and channels indicated by the Company. Those methods and channels have been publicized on the Company's website as informed to SET via SETLink on 30 October 2019.

The rights of shareholders to propose agendas of the AGM in advance was granted for a shareholder who have a listed name on the day of proposing a meeting agenda and on the Record Date of that specific year, continuously holding not less than 5% of the total issued and paid up shares for a period of at least 12 months, being either one shareholder or shareholders, and being a shareholder as at the date of proposing such agenda. The Company Secretary would review the qualification of such shareholders, the completion, and correctness of submitted documents with the criteria and methods introduced by the Company, before proposing to the Board of Directors for further consideration and approval. If an agenda was approved, it would be added in the notice to the Annual General Meeting of Shareholders with an indication that it was proposed by a shareholder and opinion from the Board of Directors. If an agenda was not approved, a shareholder who proposed the agenda would be informed of reasons in the AGM or via other appropriate methods. The determination of the Board of Directors judgment is final.

The rights of shareholders to propose the candidates to be elected as the Company's Board members in the AGM in advance was granted for a shareholder who have a listed name on the Record Date, continuously holding not less than 5% of the total issued and paid up shares for a period of at least 12 months, being either one shareholder or shareholders, and being a shareholder as at the date of proposing the director candidate. The Company Secretary would review the qualification of such shareholders and the completion and correctness of submitted documents with the criteria and methods introduced by the Company, before proposing to the Nomination and Remuneration Committee for further consideration through recruitment and selection procedure. The Nomination and Remuneration Committee shall review the proposed submission and express its opinion to the Board for consideration before bringing to the Annual General Meeting for consideration and approval. If a nominated individual was not recommended by the Board of Directors, a shareholder who nominated the candidate would be informed of reasons at the Annual General Meeting or via other appropriate channels. The determination of the Board of Directors judgment is final.

Furthermore, shareholders could submit the original copies of the documents for proposing agenda items and nominating candidates for election of Board members before the Company's 2020 AGM with all necessary documents that were required. All of the documents had to arrive at the Company by 31 January 2020 addressing Company Secretary Office:

Thoresen Thai Agency Public Company Limited
Orakarn Building 7th Floor, 26/26-27 Soi Chidlom,
Ploenchit Road, Lumpinee District, Pathumwan,
Bangkok 10330
Telephone : +66 (0) 2250 0569 Ext. 276

Shareholders could unofficially send the documents above to the Company first via COR@thoresen.com.

In 2020, however, there were no shareholders proposing agenda items and nominating candidates for election of the Board members in advance before the Company's 2020 AGM via the methods and channels indicated by the Company.

For questions submitted by shareholders before the Company's 2020 AGM through www.thoresen.com, the Company had gathered and answered them with reasons at the 2020 AGM which would be held on 3 August 2020.

(ii) Date of shareholders' meeting

At the date of shareholders' meeting, the Company facilitated registration by separating lines between individual shareholders and juristic persons/institutional investors. For convenience, transparency and accuracy of the registration, a bar code system is used for registration, vote counting and result presentation at the shareholders' meeting. Officers were also assigned to promote the convenience by checking the shareholders' documents in advance. To check and verify the attendants' supporting documents, the Company started accepting registrations for 2 hours before the commencement of the meeting.

Due to the COVID-19 pandemic, measures and protocols in the AGM were established on the basis of shareholders' and attendants' health safety. Screening points were provided to be in accordance with Department of Disease Control measures at the entrance of the meeting room. The seat in the meeting room was arranged with appropriate social distancing specified in measures. Moreover, the shareholder's seat number is also

specified for the sake of prevention or monitoring for emergency events. To comply with Ministry of Public Health's measures, cleaning services for revenue were provided before the meeting started.

(iii) During the meeting

In the 2020 AGM which held on 3 August 2020, there were 9 directors attending which was 82 percent of the Board. The Chairman of the Board was the Chairman of the meeting and was responsible for conducting the meeting continuing under the relevant laws, rules, or the Company's Articles of Association. The Chairman of the meeting would allocate time appropriately and equally to each shareholder to present their comments and raise questions in the meeting according to the agenda items. Apart from the Company's auditors who will attend the AGM, the Company also encourage all the directors particularly the Chairman of subcommittees to attend the meeting, the senior management of the Company and its core business are also invited to attend the meeting to assist the Board in addressing queries raised by the shareholders. The Company use media for the presentation during the meeting, especially when it was scoring time. All shareholders would be informed of the amount and ratio of shareholders' attendance, including proxies, meeting process, shareholders' voting methodology, and counting votes before beginning. The Company has conducted meetings according to the agenda with frequency required by the law and provided all shareholders opportunities to vote. Shareholder, who arrived at the meeting after the meeting has begun, are still entitled to vote on the agenda items that are still under consideration and have not been voted upon. However, in the agenda items that consists more than one topic, appointment of directors for example, the Company offered each shareholder the right to vote on individual director. The Company's officers would collect all the vote cards to count an approval, disapproval, and abstention.

For the appointment of directors agenda, the directors who have conflict of interest in such matter would temporarily leave the meeting room to provide shareholders' for questioning and voting freely.

To facilitate Thai shareholders, the Company provided professional translator in case foreign directors report the Company's performance or answer the shareholders' questions in English. Moreover, legal counsellor from Able & Primpton Co., Ltd., a law firm act as independent inspectors to monitor the process of vote counting and

in case there are any legal questions which requires clarification during the meeting and to ensure the meeting was transparent and complied with applicable laws as well. Under each agenda item, the Chairman gave the shareholders an opportunity for giving opinions and suggestions as well as asking questions. In response to the questions, the Chairman and the executives gave the shareholders appropriate answers and explanations. The vote results had to be revealed to all attendees, presenting the scores from approve, disapprove, abstain vote, and voided ballot in each agenda item. In addition, all questions and important comments are included in the minutes of the meeting.

(iv) Procedures following the meeting

The Company submitted to the SET the resolutions of the 2020 AGM held on 3 August 2020 with details of voting results - approve, disapprove, abstain vote and voided ballot of each agenda through the SETLink. The Company prepared and submitted the minutes of 2020 AGM both in Thai and English to the SET and related organization since 17 August 2020 within the required timeframe (fourteen days). The minutes were also posted on the Company's website www.thoresen.com for the shareholders verification.

The Company's Annual General Meeting minutes presented the information as follows:

- (1) List of the directors, the executives, and other attendees with ratio showing the directors who attend the meeting and those who absented.
- (2) Meeting procedures showing how to vote and how to count votes, resolutions, and voting results (approve, disapprove, abstain vote and voided ballot) of each agenda.
- (3) Statements for significant matters.
- (4) Questions and answers, a summary of comments during the meeting in brief, and names of both questioners and answerers.

The Company has been rated the quality of AGM arrangement as "Excellent" (scores ranging between 90-99) consecutively since the year 2007. The assessment results were based on the assessment form conducted by the Thai Investors Association ("TIA") in conjunction with the SEC and the Listed Companies Association. In 2020, the Company was rated Excellent, with a score for the quality of the 2020 AGM arrangement, held on 3 August 2020, of 97 points. The score was classified under TIA 4 (scores ranging between 90-99).

2. Equitable Treatment of Shareholders

2.1 Equitable Treatment

The Company realizes to protect and due care for the interests of all Thai and foreign, major and minor shareholders fairly. All shareholders including individual and juristic shareholders and institutional investors were treated equally under the Company's policy. In addition, the Company sets policy for equitable treatment to all shareholders for attending and vote in the shareholders' meetings, sharing in profits, regularly and timely obtained adequate information, and business performance. In the shareholders' meeting, each shareholder shall have one vote on each share. Proxy form and requiring documents were delivered together with invitation letter for shareholders who would like to appoint a proxy. Proxy form, which contains detail of voting as approve, disapprove or abstain, as well as details of independent directors also are attached for shareholders consideration as alternative proxy. In addition, voting cards were provided for each agenda especially the agenda for appointment of directors of which being appointed by individual. In every shareholder's meeting, the meetings were conducted according to the sequence of the agenda and will not add any additional agenda items which are not indicated in advance in the notice otherwise rights of the shareholders who could not participate in the meeting by themselves will be deprived, especially one requiring shareholders to scrutinize before making decisions.

2.2 Prevention of Inside Information

In order to prevent the misuse of confidential and price-sensitive corporate information, the Board of Directors of the Company approved the Insider Trading Policy on dealing in securities of the Company which prohibits directors, executives, and employees regardless of rank from improper use of insider information or dealing in the Company's securities while in possession of unpublished confidential and price-sensitive information for personal benefit or to benefit others and also prohibiting in giving inside information to persons or juristic persons for trading in the Company's securities.

The Company requires that directors and executives, ranking from Executive Vice President up, report trading transactions in the Company's securities, and their ownership position, within 3 days after the changes occur, according to the rule by SEC. At present, it is reported through www.sec.or.th according to the new rule by the Securities and Exchange Commission (SEC), and requires the person in charge to submit a copy of

report on changes of securities to the Company Secretary. Then such securities holding report is further included in the agenda items of the Board meeting for the Board's acknowledgment once every 3 months and upon the occurrence of the change. Any violation of this policy shall be subject to disciplinary actions.

In addition, the Company prohibits all directors and senior executives from trading the Company's securities during the period of 21 days before the release of our quarterly and annual financial results (the "Blackout Period") with the SET and public as well as during 24 hours right after the information has been revealed to the public. This prohibition applies to entities in which our directors have a beneficial interest, are employed by, or act as a representative thereof. The Company Secretary will remind directors and executives about the restriction at least seven days in advance of the Blackout Period.

No reports of the violation of improper use of inside information were made in 2020.

2.3 Information Disclosure of Stakeholders

Since 2009, directors and executives have been required to submit a report covering his/her interest or his/her related persons' interests in relation to management of the Company and its subsidiaries, and update and file with the Company should there be any change in the report. This information is filed at the Company for monitoring potential related party or connected transactions. New directors and senior executives of the Company shall submit this report within thirty days after being appointed.

In case there are changes in related persons and close relatives, directors and executives shall submit a revised report to the Company within fourteen days after changes occurred.

Directors, executives, and employees must refrain from any transactions that may lead to a conflict of interest with the Company and its subsidiaries. Any directors, executives, and employees who have conflict of interests are not allowed to participate in the decision-making process. In particular, directors who have conflict of interests which could prevent them from reasonable judgement are prohibited from considering or casting their votes on matters in which they may have a potential conflict of interest.

3. Roles of Stakeholders

3.1 Rights of Stakeholders

(A) SHAREHOLDERS

The Company respects to the basic rights of all its stakeholders with fair and equitable treatment and always makes an effort to maximize shareholders' long-term benefits through careful consideration of business risks. The Company shall fairly and transparently disclose all information in a timely manner and use best efforts to protect the Company's assets and reputation.

Besides the basic rights of shareholders and the rights stipulated by law and the Articles of Association, such as the rights to request a verification of the number of shares; the rights to receive share certificates; the rights to attend and vote at the shareholders' meetings; the rights to freely express opinions at the shareholders' meetings; and the rights to receive a fair returns; The Company also gives shareholders the rights, as the owners of the Company, to make suggestions and comments on the Company's affairs to the independent directors. Each comment and suggestion will be carefully considered and presented to the Board. Further comments and suggestions from shareholders to the Company are provided via the Company's www.thoresen.com, and Investors@thoresen.com, or by mails to the Company address.

(B) EMPLOYEES

Employees are regarded as valuable assets of the Company, who can strengthen operational excellence and sustainable growth of the Company as well as drive its business in accordance with the strategic and operating plans in long-run. Therefore, human resources management and development strategies have been introduced in order to encourage the employee to maximize their performance in accordance with the business operation. The Company provides and supports the employee's benefits and welfare not only based on legal requirement but also consideration of appropriateness in order to retain capable and experienced employees. The Company continually seeks to recruit and retain capable and experienced employees in accordance with the Company's strategic and operating plans, focusing on retention of employees by creating a work-life balance for employees. The Company

pays appropriate remuneration to employees, and competitive with other companies in the same industry. It is the Company's policy to pay remuneration to employees at the rate consistent with the Company's short-term and long-term performance, for short-term as salary or bonus, varies according to the performance of the employee and the operating results of the Company, and for long-term as provident fund for employees in order to enrich their living and provide them with supposedly sufficient financial security once they resign or retire. To encourage the employee's saving, the Company arranged the TISCO Provident Fund Investment and Financial Planning seminar by TISCO to educate the employee about financial planning and saving after their retirement as well as the selection of investment on the individual and risk basis.

Fair Compensation

Each year, the Company reviews the employees' compensation and benefits to ensure the competitiveness in the market of the same industry or similar business. The Company also organizes a meeting for Company's subsidiaries human resource for collecting and exchanging information each other for consideration a special compensation to conduct and approve practices related to special compensation and rewards for each affiliated company. This is to standardize the process of granting compensation for the whole company in accordance with the Company's strategies.

To ensure the effective employee development, the policy and procedure of performance evaluation, which is called MAX Performance Evaluation, is thoroughly executed for evaluating employee in all level following the stages of MAX Performance Cycle as set out below:

- 1) Performance Planning;
- 2) Mid-Year Review; and
- 3) Year-End Review.

This maximizes the employee's efficiency and effectiveness via performance planning which is aligned with the Company's strategic planning as well as encourages clarity and synergy within the Company. In addition, the MAX Performance Evaluation also emphasizes the importance of systematic planning, stewardships, and appraisal throughout the entire process. Moreover, to ensure the transparency and alignment, the supervisors and the employee are encouraged to consult and work together in order to

promote regular dialogues, knowledge sharing and development opportunities especially employee's career path, which employee can be promoted to higher position in or not in the same field, to give an opportunity for an employee to challenge themselves, at least two times a year following MAX Performance Cycle. This information will be used by Human Resources to support annual salary and/or annual bonus adjustment in keeping with remuneration and operation results policy.

Considerable Welfare Benefits for Employees

The Company has implemented the Company's welfare benefits policy for all employees equally to reduce cost of living, ease worry, and promote health and well-being which can positively influence the employees' performance and lives. The benefits are announced through employee handbook and media, in forms of email internal portal and LINE group. The benefits can be divided into 4 main categories as follows:

- **Welfare benefits:** baby gifts, get-well presents, condolence money, mobile phone fees, etc.
- **Health and insurance:** health checks before employment, annual health checks (depending on different needs of ages and genders), group health insurance and accident insurance, etc.
- **Funds:** provident fund, compensation fund, social security fund, etc.
- **Internal and external activities:** New Year party, annual off-site trip, etc.

In addition, the Human Resources department of the Company has studying the process, pros and cons of the employee stock options in prior decision making.

With respect to occupational environment and health, the Company has determined a safety policy and established the Occupational Safety, Health, and Environment Working Committee to ensure good health and a good environment in the workplace, safety for lives and properties of the employees and the Company. All employees shall notify the supervisor or persons assigned by the Company of any unsafe conditions. New employees are trained regarding safety at the orientation. This is to ensure that employees are aware of the potential hazards at the workplace, and understand how to conduct themselves in an event of danger. In 2020, the Company has no report on work-related accident statistics with zero staff casualty, dead or severely injured at work.

The Company encourages employees across all departments and companies to be mindful of the environmental impact of their work; promote the concept of reducing, reusing, and recycling items - e.g. printing on both sides of the paper, using electronic documents instead of paper, reusing various materials, and more. The Company implements energy-saving measures in the workplace - e.g. use of energy-efficient lighting, turning off lights and air conditioning units when not in use, during breaks, or outside of working hours. In addition, the Company arranged the activities to promote environmental conservation among not only the employees but also their families; for example, forest rehabilitation to save natural resources. The details of saving environmental and natural resources activities are illustrated in the section of Sustainable Development Report of the Company's Annual Report.

For shipping business, the Company organized staff training in relation to environment for sea staffs about Vessel Fuel Performance Management Course and Marine Energy Efficiency Management Course.

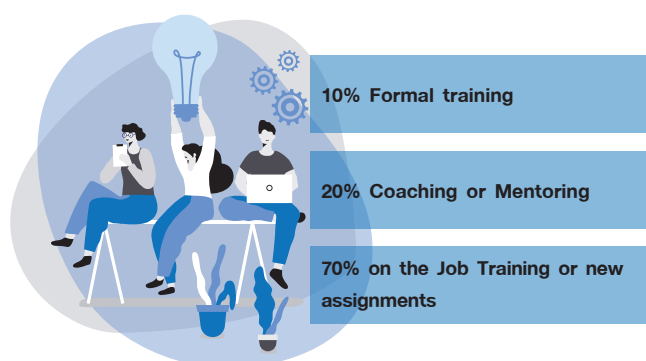
Training and Personal Development

The Company emphasizes on the importance of employees' development so that the Company has a policy by implementing 70:20:10 Model as the details below:

70% Take a responsibility for main work according to job description

20% For project that related to main business by received mentoring or coaching by supervisor

10% New assignment/projects that not related to main business



According to the model, this model enhances employee in creating innovation and also gives an opportunity to employees to have free imagination.

70:20:10 Model in Learning & Development

- 70% Working Experience and Problem Solving**
 From experimental learning through life and working experience give the employee a chance to learn from daily life or from new tasks/projects from a supervisor. This can help them to learn and improve many skills so that the employee can adapt to make a successful work.
- 20% Receiving an Information from Mentor or Coach**
 Coaching and feedback from supervisor or colleague, such as team meeting, may use it as a chance for learning from each other in a team. This type of learning can be derived from working with others.
- 10% Reading and Training**
 This type of learning is from attending course or training. If the seminar was designed to share only theory, the seminar attendee will receive knowledge only 10%. Therefore, the workshop or practice should be added in order to give a chance to them to have practical learning. This is because the knowledge from listening in the seminar is not enough, so just 10% of knowledge from this way will be gained and used.

In 2020, the Company's employees attended various courses such as courses related to anti-corruption which are Anti-Corruption Practical Guide (ACPG) and Control Risk & Control (CRC) held by Thai Institute of Directors (IOD), course FinTech and Blockchain for Digital Transformation, and course Cash Flow Statement Analysis and Cash Flow Management. The Company also encouraged the employees to develop other working skills by attending the course Preliminary to Corporate Sustainability held by the SET, for better understanding the importance of sustainability before practice as well as the course THSI Exclusive Coaching for Beginning for preparation of joining in sustainability assessment. In 2020, the Company's employees were trained and developed their knowledge and skills with 296 hours or 3.65 hours/person/year averagely.

Summary of training hours in 2020

Training Hours by Level	Overall Training Hours	Average Training Hours
Senior management	16 hours	3.20 Hours/ Person/Year
Mid-level management	24 hours	2.67 Hours/ Person/Year
Operational level officers	256 hours	3.82 Hours/ Person/Year
Total training hours	296 hours	3.65 Hours/ Person/Year

(C) COUNTERPARTIES

The Company conducts business affairs with counterparties, including clients, competitors, creditors, business partners, etc., in accordance with the contracted terms and conditions, in a fair and ethical manner. Treatment of counterparties practices of the Company to create good understanding and cooperation shall be as follows:

Competitors: The Company treats competitors fairly, by operating its business with integrity and professionalism, as follows:

- The Company will not commit any action that violates or breaches the law governing trade competition; and
- The Company has implemented an Anti-Corruption Policy and Measures and prohibited its directors, executives, employees, or any of whom acting on behalf of the Company from taking unlawful or inappropriate actions to secure business advantages.

Creditors: The Company is always committed to maintaining sustainable relationships with its creditors and credit guarantees with fair and equitable policy, by providing accurate, transparent, and traceable information for them, and strictly adhering to the terms and conditions made with creditors, in terms of payment of the principal, interest, and fees, maintenance of the financial ratio, and other conditions. If the Company fails to comply with any such condition, the Company will promptly notify the creditor, in order to mutually agree on a solution. During the last year, there was no payment default occurred.

Debentureholder: The Company abides by regulation of the right and duty of debentureholder and issuer, the criteria and announcement of SEC, as well as related laws. For year 2020, the Company issued and offer the Debentures of TTA No. 1/2020 which will be due in the year 2023 and there was no principal or interest payment default occurred.

Business Partners: The Company sets criteria for choosing a business partner or a service provider, to ensure that the business strategy of a potential service provider is consistent with that of the Company, in terms of competitiveness, business continuity, protection and treatment of clients, and

risk management approaches. The criteria for choosing a service provider are as follows:

- Technical skills, including expertise and experience;
- Financial position;
- Business reputation;
- History on complaints and legal actions;
- Service policies;
- Risks posed by provision of services to several clients;
- Security and environment; and
- Anti-corruption efforts.

The Company treats its service providers fairly vice versa.

(D) CLIENTS

The Company recognizes that clients are crucial to the success of its operations. Accordingly, the Company aims at building clients' satisfaction, provided with high-quality services that meet their needs and expectations in a fair and professional manner. The Company's policy and practices on the treatment of clients as specified in the Code of Business Conduct are as follows:

- Deliver quality services and goods as client's satisfaction;
- Provide accurate and complete information regarding the goods and services of the Company in a timely manner;
- Strictly follow the terms and conditions agreed upon with the client;
- Treat customers politely and effectively to gain their trust; and
- Keep the client's secrets confidential, and avoid using them to gain benefits for oneself or other persons.

3.2 Anti-Corruption Efforts

The Company conducts business with strong ethics and responsibility for all concerned parties. The Board has approved the Anti-Corruption Policy and Measures as a guideline for anti-corruption practices. In addition, practices of anti-corruption have been collated since 2010 and published to provide guidelines for anti-corruption. These practices are in line with the Company's Anti-Corruption Policy.

The Company published its Anti-Corruption Policy and Measures internally to employee through TTA's Portal

and also communicated the policies to Directors, management and employees. An internal control system has been put into place to fight corruption and protect against corruption within the Company. It has set policy, criteria, and control processes such as the delegation of authorities in approving various types of transactions, the Company also set up procurement policies to prevent corruption in procurement by determining procedures of purchasing, power of procurement division and sub-committee who were engaged in good receiving.

In the Board of Directors Annual General Meeting No.6/2019 held on 30 October 2019, approved a resolution to join Thailand's Private Sector Collective Action Against Corruption ("CAC"), announcing the same intentions to follow Thai laws for preventing any forms of corruption. Moreover, the Board of Directors also approved an amendment to the Company's Anti-Corruption Policy and Measures, making it cover more issues possible and comply with the present business operation and CAC certification process. The request for participation in CAC was done on 8 November 2019 and it was during the process of gathering and submitting necessary documents to CAC for further certification.

During 2020, the Company implemented new policies and practices complying with the new edition of the Company's Anti-Corruption Policy and Measures. This is to ensure the comprehensive coverage, adequacy and appropriateness of preventive measures and processes against corruption as well as business operations complying good corporate governance criteria specified by CAC. The steps taken by the Company in the previous year were presented here:

- The Company published the Anti-Corruption Policy and Measures on the Company website www.thoresen.com available for employees and any other interested people.
- The Anti-Corruption Policy and Measures were communicated to, acknowledged and requested for cooperation to comply by the Board of Directors, the management, the employees of the Company, its subsidiaries and business partners.
- The Company implemented Gifts and Entertainment Policy and Procedures, Charitable Contributions and Sponsorship Policy and Procedures, and Anti-Corruption Policy on Corporate Human Resources

The Company also conducted an internal audit every three months to investigate each department whether they operated under the anti-corruption policies and

practices. Reports of the internal audit has been done and submitted to the Audit Committee and the Board of Directors. In addition, the Board of Directors approved the establishment of Risk Management Committee in order to take responsibilities for reviewing risk management policies and structure as well as giving suggestions and guidelines for risk management. The Company set up Risk Management division to estimate all potential risks, including risks on corruption, proceedings of risk management policies, follow-up the risk management policies and maintain appropriate frameworks, risk management structure and all recommendations. For internal control, the internal audit conducts the system of internal control every year to ensure an appropriate mandate of internal audit for the company's business operation.

3.2.1 Policy and Measures against Corruption and Bribery

The Company had strict policy and measures against corruption and bribery. All personnel including the Company's directors, executives and employees had to strictly follow and comply with the anti-corruption laws, regulations, and policies in order to ensure the Company's stakeholders of fairness and transparency, as well as effective anti-corruption practices. The Company also introduced written Anti-Corruption Policy and Measures in compliance with Corporate Governance Policy and Code of Business Conduct of the Company.

The Company's directors, executives, employees and stakeholders are prohibited to call for, perform or accept any action which is relevant to giving or acceptance of bribery and all forms of corruption (zero tolerance), directly and indirectly, for benefits of their own, the Company or any person in all countries and agencies, both public sector and private sector, that the Company's businesses involved with. Every year, the Company conducts risk assessment for corruption, implements measures to cope with the risk, and reviews the performance for further improvement. The Board of Directors have assigned the Audit Committee the responsibilities for supervising the anti-corruption practices by reviewing related internal measures and controls, considering reports on sufficiency and effectiveness of the anti-corruption practices, and reporting the results with suggestions for improvement to the Board of Directors and the management regularly. Appropriate risk management also needs to be done to prevent any forms of corruption and bribery.

In order to prevent possible corruption and bribery, the Company has introduced anti-corruption measures for directors, executives and employees of the Company and the subsidiaries to follow. The measures are as follows:

1. Giving or accepting gift, entertainment or other benefits

The directors, executives and employees shall not offer or give a gift, present, entertainment or other benefits which might be perceived as illegal or improperly to the interested persons. However, the directors, executives and employees can offer or give goods, gift, present, entertainment or other benefits only in occasion which is consistent with customary business practices or within morality, for enhancement of relationship for good image of the Company. Value should be considered to make it suitable with the opportunity, person or position of the giver and the receiver. However, such action shall not influence any business decision or unfair benefits or have any impact to the Company's operations and it shall not cause any conflict of interest between private benefits and the Company's and its subsidiary's benefits.

The directors, executives and employees shall not accept or give anything in form of cash or cash equivalent, particularly to the government official because it may have risk for being misunderstood as bribery. Moreover, the business entertainment may be provided as necessary and expenses spent shall be reasonably, that is, it shall not be unnecessarily large amount or extravagant in value or shall not occur frequently, and it shall conform to the giving and acceptance of gift and entertainment measures specified by the Company.

2. Charitable contributions or sponsorships

All kinds of charitable contributions or sponsorships shall be correctly, openly and transparently provided on behalf of the Company and it shall not against the morality, or illegally. It shall be in line with the Company's regulations as well as those of the government agencies, the state enterprises and other relevant agencies. Such act shall not cause any conflict of interest between private

benefits and the Company's benefits, or used as an excuse for corruption. The request for the fund indicating objective and name of the recipient/ the donee's agency shall be prepared and submitted to the authorized person for approval before the fund can be granted. In addition, it is required to follow-up the written evidencing document on acceptance of donation/support fund for the Company's record and inspection.

3. Political contributions

The Company's policy is that it will not make political contributions of any kind (money, employee time, goods or services), directly or indirectly. Furthermore, the Company is prohibited to support or make any contributions to political parties, politicians or any person whose duty involves politics or political activities, either directly or indirectly. However, the directors, executives and employees shall have personal right and liberty to participate in any political activity under the constitution, however, the Company's name shall not be referred to and the Company's assets or equipment, tools shall not be used for benefits of political operations and must at all times make clear that their views and actions are their own, and not those of the Company.

3.2.2 Whistleblowing Procedures, Request for Recommendation, and Whistleblower Protection Whistleblowing

In case the directors, executives and employees and other stakeholders is suspicious that any action might be regarded as violation or non-compliance with the Anti-Corruption Policy, they are obligated to notify the clue via the communication channels specified in the policy as follows:

The Audit Committee

Email : whistleblowing@thoresen.com

Postal mail : The Audit Committee

Thoresen Thai Agencies Plc.

PO Box 12, Post Office,

Siam Commercial Bank, Lumpini,

Pathumwan, Bangkok 10330

Or report to Internal Audit Manager in person.

In case any matter is needed to be urgently reported, the director, executive and employee are obligated to notify the high-level management or the Board of Directors for acknowledgement of the concerned issue or situation via such channel, or the internal audit report shall be brought for attention of the corporate corruption management process. The investigation committee shall gather information, prepare the investigation result report, as well as recommendation and submit to the President and the Chief Executive Officer for consideration and making decision.

Request for recommendation

If any director, executive, employee or stakeholder has any question about the Anti-Corruption Policy and Measures or they are not sure about which action is regarded as bribery or corrupt practice, or any other concerns, they shall directly consult with their direct superior officer, or promptly make enquiry to or request for preliminary recommendation from the Office of Company Secretary.

Protection of whistleblower or informant and confidentiality

The Company shall not disclose name and details on contents of the relevant complaint, grievance or fact to other irrelevant people, unless it has to be disclosed under the law only. The whistleblower or the informant who reports the facts in good faith, without any bias or personal benefits, shall be protected by the Company.

The Company shall provide fairness and protect the employee who denies corruption and in order to strengthen confidence and fairness to all employees, the Company shall not have any policy to demote, punish or there will not be adverse consequences for the employee who refuses to accept bribery or corrupt practices, even though his/her act may make the Company lose the business opportunity in order to build confidence and fairness for employee.

3.2.3 Communication Channel for Stakeholders

Any concern or information on violation of regulations or corruption may be submitted to the Company through the channels illustrated in “4.6 Whistle Blowing Policy and Whistleblower Protection Policy” of this Corporate Governance Report.

3.3 Responsibility to the community, society, and environment

TTA emphasizes on the most effective use of natural resources with the least environmental effect. The Company employs technology and develops work processes that are environmentally friendly, while raising awareness of effects of employee’s performance towards the environment to employees. The Company believes that to progress and grow in a sustainable manner, a business must develop its organization, taking into account responsibility to society and the environment. Details on the Company’s responsibility to community, society, and environment can be found under the topic of “Sustainable Development Report”, which is included in 2020 Annual Report.

4. Information Disclosure and Transparency

The Company has determined upon the timely disclosure of accurate, complete, and transparent information, both financial and non-financial, and also general information related to the Company’s business in Thai and English language to shareholders, investors, and stakeholders in conformity with the relevant rules of law and regulations. Such information is disclosed via channels of the SET and on the Company’s website at www.thoresen.com. Investors Relation and Company Secretary are in charge of providing such information and responding to inquiries.

Disclosed Important information is as follows:

4.1 Corporate Governance Policy and Implementation Results

The Company is committed to the timely disclosure of accurate, complete, sufficient, and transparent information, both financial and non-financial, and also general information that related to Company’s business and operating results through appropriate channels. The complete, consistent and updated information will truly reflect the Company’s financial performance and future business direction. Such information were disclosed to shareholders, investors and any related parties via SETLink system, Company’s website at www.thoresen.com, press release, Company’s Annual Report as well as participating in the “Opportunity Day” which is arranged by the SET. Moreover, the Company has protected the price-sensitive information relevant to the Company’s stock price prior to disclose to the public in an appropriate time.

(1) Disclosure of Important Information in the Annual Report and in Form 56-1

- **Financial Information** : The Company’s financial statements are reviewed and audited by a professional auditor for the accuracy in the

essence of material information, followed the accounting standards. Each financial statement had been approved by the Audit Committee and the Board of Directors prior to disclose to the shareholders and public. The Board of Directors' statement on the responsibilities of the financial statements has also been disclosed together with auditor's report in the Annual Report as well as the related party transactions, and Management Discussion and Analysis.

- **Non-Financial Information** : For the non-financial information such as shareholding structure, conflict of interest report and related person upon the first appointment as the director or executive or when any change occurred, must be reported to the Board meeting.

(2) Channel of disclosure significant information both in Thai and English

- SETLink of the SET
- The Company's website at www.thoresen.com which is regularly updated.
Channels that may be used to contact the relevant divisions are also clearly displayed.
- Press releases as well as participation in the "Opportunity Day" which is arranged by the SET every quarter.

4.2 Remuneration of Directors and Executives

Policy of Directors' Remuneration and Executives has been clearly set with transparency and could be comparable to the general practice in the same industry and be appealing enough to attract and retain qualified directors. The directors who also are appointed to be the member of any subcommittees will be paid appropriately more in accordance with the extra work. The Nomination and Remuneration Committee will consider the remuneration and propose for consideration of the Board of Directors prior to further approval from the shareholders.

The remuneration of directors and executives is detailed under the topic of "Management Structure, section Remuneration of the directors and executive".

4.3 Responsibilities of the Board for the Financial Statements

The Board of Directors is responsible for the Company's consolidated financial statements and any financial information which are disclosed in the Company's Annual Report. Such financial statements were prepared

in accordance with the general acceptance-accounting standard in Thailand with appropriated financial policy. The reports were carefully considered and prepared with sufficient information in the notes to the financial statements. For more assurance and reliability, the financial statements have been audited and commented independently by the authorized auditors of SEC.

The Board of Directors also set out and maintained for the efficiency of the Company's internal control system to ensure that the financial information had been correctly and accurately booked and sufficient to maintain the Company's assets and be aware of weak point in order to prevent whether from any dishonesty or significant error. The Board of Directors had appointed the Audit Committee of which comprised of independent directors to be responsible for the quality of the financial statements and the internal control system and disclosed such opinion in the Annual Report under the Report of the Audit Committee. The opinion of the Audit Committee has already been disclosed in the Annual Report. Moreover, Report of the Board of Directors' responsibility on the Company's Financial Statements was also disclosed in the Company's Annual Report.

4.4 Roles and Responsibilities of the Board

The Company disclosed the name and profile of each director with roles and duties of the Board, the Executive Committee, the Audit Committee, the Nomination and Remuneration Committee, the Risk Management Committee, the Corporate Governance Committee, the Investment Committee, and the Sustainable Development Committee under this "Corporate Governance Report" as well as knowledge, skills, experience, and other significant information. The performances of the Board and each subcommittee were also presented in the Annual Report.

4.5 Relationship with Investors

The Company established Corporate Communications and Investor Relations to communicate with both institutional and retail investors, shareholders, analysts, relevant agencies, and the general public, in an appropriate and equitable manner.

In 2020, the Company met and provided information to interested parties on various occasions as follows:

1. Quarterly meetings with analysts and investors at the SET's Opportunity Day to discuss the Company's most recent financial performance, 3 presentations;
2. Meeting with analysts, 3 times;

3. One-on-one and group meetings with investors, 13 companies;
4. Meetings with credit rating agency, 1 time;
5. Investor Relations E-newsletter, 1 time;
6. Disclosure of periodic reports, such as quarterly financial statements, Management Discussion and Analysis reports (MD&A), reports on reviewed quarterly financial statements (F45-3), the Company's Annual Information Disclosure Form (Form 56-1), the report on the use of proceeds, and the Company's Annual Report, 12 disclosures;
7. Disclosure of non-periodic reports, such as the notification of general meeting of shareholders and its resolutions, asset dispositions and acquisitions, and investments, 19 disclosures;
8. Press releases and news scoops, 27 releases;
9. Photo releases regarding the Company's activities, 3 releases;
10. Media relations activities 21 times including media visit and food support activities, media's activities support, interviews, and local media interviews.

4.6 Whistleblowing Policy and Whistleblower Protection Policy

The Company implements a Whistleblowing Policy and Whistleblower Protection Policy as part of the Company's Code of Business Conduct to ensure good corporate governance of the Company and equal rights of all employees and stakeholders to communicate with the Audit Committee through the reporting from Internal Audit Department. In case that an employee has any concern, knowledge of violation or corruption or breach of the law, business ethics, or policies of the Company, grievance concerning violation of rights, opinion, complaint, or suggestion that may affect the good corporate governance or business ethics of the Company, they may report through the following channels:

- Website: www.thoresen.com
- Email: whistleblowing@thoresen.com
- Thoresen Thai Agencies Plc.
PO Box 12, Post Office, Siam Commercial Bank,
Kwang Lumpinee, Khet Pathumwan, Bangkok 10330
- Or report to Internal Audit Manager in person

Information, grievances, and suggestions will be considered, and appropriate actions will be taken on a case-by-case basis, without disclosing the name of the whistleblower or the content of the complaint. Measures are put in place to protect the whistleblower, to ensure that they will not be affected by the submission of information or a complaint.

The Internal Audit Department will open the mailbox weekly to check if there is any submission of information or a complaint. If there is any, it will be conveyed to the Audit Committee in a quarterly meeting.

In 2020, there were no complaints concerning the violation of the Anti-Corruption Policy and Measures, trade competition policies, business ethics, or the Company's policies.

4.7 Corporate Social Responsibility Policy

Please see the topic "Sustainable Development Report".

4.8 Disclosure of Related Party Transaction

The disclosures of related party transaction are closely monitored by the Company. In case the directors acquire or dispose the Company's asset or perform any business transaction involving the Company either by himself or herself or on behalf of the others, such transactions will be effective only after receiving the approval from the Board of Director. Directors having an interest in any transaction are not allowed to participate in the approval process. The connected transactions are disclosed to the stakeholders via Company's Annual Report (Form 56-1) and the SET Portal system.

5. Structure and Responsibilities of the Board of Directors

(A) BOARD STRUCTURE

The size of the Board complies with Public Limited Companies Act, B.E. 2535 and the Company's Articles of Association.

The Board must be composed of members of various professions and experiences which are beneficial to business operations of the Company, i.e. accounting/finance, management, strategic planning, legal and corporate governance without having any gender discrimination. All directors have a number of duties and responsibilities as specified in the Articles of Association. In conducting the Company's business, a director shall perform his duties with responsibility, due care and loyalty, and shall comply with all laws, the Company's objectives and the Articles of Association, including resolutions of the shareholders' meetings as well as the policies and guidelines set forth.

Each director may hold a directorship in listed companies not more than five companies. However, there were two directors has directorship in Thai listed companies, which have a number of company exceed the number as mentioned

above, including the Company's two subsidiaries. For this reason, the director can take into account each business strategies and the overall performance of the Company and its subsidiaries effectively.

(A.1) Independent Director

An independent director is a director who does not manage the Company or any of its subsidiaries, not having affiliations or business relationships with the Company and not being directly associated with a shareholder of the Company, nor having any relationships or circumstances exist which are likely to, or could appear to, interfere with the exercise of his independent business judgement with a view to the best interest of the Company. The qualifications of an independent director are as per the Company's criteria which are in line and more stringent than the criteria set by the Notification of the Capital Market Supervisory Board which is also available on the Company's website. At the present, the said criteria prescribed that the qualifications of independent director are as follows:

1. Holding no exceeding 0.5 percent of the total voting shares of the Company, parent company, subsidiaries, associated companies, major shareholders or controlling persons of the Company, including the shares held by connected persons of such independent director;
2. Not being or having been executive director, employee, staff or an adviser who receives a regular salary; or a controlling person of the Company, parent company, subsidiaries, associated companies, same-level subsidiaries, major shareholder or controlling person unless the foregoing status has ended no less than two years prior to the date of appointment such prohibited characteristics shall exclude the case where an independent director used to be a government official or advisor of a governmental agency, which is a major shareholder or the controlling person of the Company;
3. Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children, executives, directors, major shareholders, controlling persons, or persons to be nominated as executives, directors, or controlling persons of the Company or its subsidiaries;
4. Not having or having had a business relationship with the Company, parent company, subsidiaries, associated companies, major shareholders or controlling persons in a manner that may interfere with independent discretion, which includes not being or having been a significant shareholder or controlling person of any person having a business relationship with the Company, subsidiaries, associated companies, major shareholders or controlling person, unless either the foregoing status has ended for at least two years prior to the date of appointment;

The aforementioned business relationship under the first paragraph shall include normal business transactions, rental or lease of real estate, transactions related to assets or services or granting or receipt of financial assistance through receiving or extending loan, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or its counterparty being subject to indebtedness payable to the other party in an amount starting from three percent of the net tangible assets of the Company or from twenty million Baht or more, whichever amount is lower. The calculation of such indebtedness shall be in accordance with the method for calculating the value of related party transactions under the Notification of the Capital Market Supervisory Board Re: Rules on Execution of Related Party Transactions, mutatis mutandis. The consideration of such indebtedness shall include the indebtedness incurred during the period of one year prior to the date of establishing the business relationship with such related person;

5. Not being or having been an auditor of the Company, its parent company, subsidiaries, associate companies, major shareholders or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiaries, associate companies, major shareholders or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment;
6. Not being or having been a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the Company, its parent company, subsidiaries, associate companies, major

shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the date of appointment;

7. Not being a director who has been appointed as a representative of the Company's director, major shareholder or shareholder who is a connected person of the Company's major shareholder;
8. Not undertaking any business in the same nature and in significant competition to the business of the Company or subsidiaries or not being a partner in a significant partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1 percent of the voting shares of other company which undertakes business in the same nature and in significant competition to the business of the Company or subsidiaries;

9. Not having any characteristic which make him/her incapable of expressing independent opinions with regard to the Company's business affairs.

After having been appointed as independent director with qualifications complying with the criteria under item 1 to 9 above, the independent director may be assigned by the Board of Directors to take part in the business decision of the Company, its parent company, subsidiary, associated company, same-level subsidiary, major shareholder or controlling person, providing that such decision shall be in the form of collective decision.

(A.2) The Board of Directors

The Board is composed of eleven directors, consisting of four executive directors (36.00% of the total number of directors), and seven non-executive directors (64.00% of the total number of directors) which comprising five independent directors and two non-executive director. The Board as of 31 December 2020 consisted of the following persons:

Members of the Board as of 31 December 2020

Name	Position	First Appointment Date
1. Mr. Prasert Bunsumpun	Chairman of the Board/Chairman of Executive Committee	31 January 2012
2. Mr. Chalermchai Mahagitsiri	Director/President and Chief Executive Officer/ Member of Executive Committee/ Chairman of Investment Committee	31 January 2012
3. Ms. Ausana Mahagitsiri	Director/Deputy Chief Executive Officer/ Member of Nomination and Remuneration Committee/ Member of Corporate Governance Committee	31 January 2012
4. Mr. Jean Paul Thevenin	Director/Member of Executive Committee/ Member of Risk Management Committee/ Member of Investment Committee	30 January 2014
5. Mr. Jitender Pal Verma	Director/Senior Executive Vice President and Group CFO/ Member of Executive Committee/Member of Corporate Governance Committee/Member of Risk Management Committee/Member of Investment Committee Chairman of Sustainable Development Committee	26 April 2017
6. Mr. Kamolsut Dabbaransi	Director	27 April 2016
7. Mr. Somboonkiat Kasemsuwan	Independent Director/Chairman of Audit Committee	14 November 2016
8. Mr. Santi Bangor	Independent Director/Chairman of Nomination and Remuneration Committee/Chairman of Corporate Governance Committee/Member of Audit Committee	31 January 2012
9. Mr. Cherdpong Siriwit	Independent Director/Chairman of Risk Management Committee/Member of Audit Committee	30 January 2013
10. Mr. Chitrapongse Kwangsukstith	Independent Director	13 May 2015
11. Mr. Mohammed Rashed Ahmad M. Al Nasser	Independent Director/Member of Nomination and Remuneration Committee	30 January 2013

Authority and Duties of the Board

The Board of Directors must take part in setting out the Company goals and carry out all the policies with an objective to optimize benefits to all shareholders and stakeholders without an obligation to personal benefits or any particular party. They must avoid all actions that may cause conflicts of interest between companies within the same umbrella. They have to operate the business with morality, responsibility, due care and integrity as well as supervise the management to comply with Company's objectives, Articles of Association, resolutions of the Board of Directors and shareholders' meeting along with rules and regulations stated by SET and SEC. Their duties include:

1. Conduct business with responsibility, due care, and integrity uphold the duties according to the law, and Company's objectives, Articles of Association, resolutions of the Board of Directors and shareholders' meeting as well as disclosure sufficient information to the Shareholders;
2. Formulate policies and directions for the Company's operations. The Board must also supervise managerial and administrative departments to deliver all policies and strategies with effectiveness and efficiency;
3. Review and approve the Company's vision and mission annually;
4. Consider and approve the Company's investment and annual budget;
5. Appoint directors and Committee members to replace of those who will retire by rotation as well as consider the remuneration package for such directors and committee members, which are proposed by Nomination and Remuneration Committee, prior to propose for further consideration of the shareholders;
6. Appoint committees to oversee administrative process and internal system to coincide with Company's policies, i.e. Executive Committee, Audit Committee, Risk Management Committee, Corporate Governance Committee, Nomination and Remuneration Committee and Sustainable Development Committee and etc. For the appointment of Audit Committee members, the Nomination and Remuneration Committee will nominate appropriated candidates prior to propose for further consideration and approval of the Board of Directors and/or shareholders;
7. Appoint and consider remuneration package, proposed from the Nomination and Remuneration Committee, for top executives of the Company, and Company Secretary;
8. Summarize Profit & Loss Statement and Statement of Financial Position of the Company for every fiscal year's ended period. Authorize the statements and present them during the AGM for further consideration;
9. Nominate appropriated persons with remuneration for further consideration, proposed by the Audit Committee, prior to the shareholders' meeting approval for the appointment of the Company's auditors;
10. Ensure the Company's to have written Corporate Governance Policy and Code of Business Conduct as well as to ensure that there will be no conflicts of interest at the same time to establish systematic plans for internal control and risk management;
11. Ensure that good corporate governance is implemented to demonstrate Company's commitment to operate the business with ethics and to bring fair treatment to all stakeholders;
12. In case of entering into any direct or indirect transaction with the Company and subsidiaries, such director has to immediately inform his/her or related parties' personal interest to the Company; and
13. Provide support to all forms of anti-fraud and anti-corruption schemes for the sake of progress and sustainable growth.

(A.3) Segregation of Positions

The Segregation of Positions takes a major role in corporate governance for Company's benefits and shareholders. To strike a balance of power within the Company, The Chairman of the Board and President and Chief Executive Officer are two separate individuals. The Chairman oversees the implementation of policies and guidelines pursuant to the strategies established by the Board and management and ensure that Board meetings are successfully conducted according to Articles of Association of the Company and agenda. During each meeting, all directors are encouraged to actively participate, raise essential questions, make a discretion and give opinions freely.

The roles and responsibilities of the Board and management are clearly defined and segregated. At the same time, the Board stays away from routine tasks or business activities under management responsibility.

Duties and Responsibilities of the Chairman of the Board

1. Convene Board meetings and assign the Company Secretary to arrange for delivery of notices of meetings and documents to ensure that the Board receives sufficient information in a timely manner;
2. Preside at the Board meetings and shareholders' meetings to ensure that the meetings are conducted in accordance with the Articles of Association and the agenda specified;
3. Ensure efficient communication between the directors and the shareholders;
4. Perform duties specified by laws as the duties of a chairman; and
5. To have a casting vote in case the Board of Directors' meeting or shareholders' meeting has a tie vote.

Chairman of the Board is not an independent director as he takes both position as a Chairman of the Board and Chairman of Executive Committee. This is because the Company foresees that his knowledges, competences, and experiences that can enhance and advance noticeably to the Company business.

Duties and Responsibilities of the President and Chief Executive Officer

The President and Chief Executive Officer has the duties to manage the Company as assigned by the Board, and in accordance with the work plan or budget approved by the Board, in order to protect the best interests of the Company and its shareholders. The roles and responsibilities of the President and Chief Executive Officer also cover the following roles:

1. General operation management and control in business of the Company to comply with its objectives, policies and the Articles of Association;
2. Consideration in business investment plans prior to propose for the Executive Committee and the Board of Directors for further approval;

3. Entering into any transaction binding the Company conforming to the Company's Delegation of Authorities; and
4. Carry out any assignment from the Board of Directors and/or the shareholders of the Company.

(A.4) Term of Directors

Term of Directorship

Under the Articles of Association, at every AGM, one-third of the Board, or if the number is not a multiple of three, the number nearest to one-third, shall retire from office. The directors who have been longer in office shall retire. The term of each director is approximately 3 years. The retired director shall be eligible for re-election.

Number of Consecutive Terms of Directors

The Company believes that each of its elected directors is a highly qualified individual who is respected for being knowledgeable, moral, and effective. If shareholders show confidence in a director by re-electing him or her, the Board will honour that decision.

The procedure for nominations new director is conducted by the Nomination Committee in event that there are the Directors whose term ended either in due time or before due time. The working experiences, educational background and specific skills are considered of which must be in line with the Company's business strategy prior to present to the shareholders' meeting for the approval. In the event that the Nomination Committee proposes the current director to be re-elected for another term, the performance of that director will also be used for the consideration.

The Company determined the policy that the independent directors shall be in post no longer than 3 consecutive terms except getting a unanimous approval from the Nomination and Remuneration Committee due to his/her contribution to the Company and the Committee ensures that the extra term will not cause or impact to the independence of such director.

(A.5) The Board of Directors Meeting

The Board schedules at least six Board meetings with the exact date and time for the entire year in

advance, and notifies each director, also clearly outlines the agenda of each meeting i.e. the approval of quarterly financial performance, review and approval of business plans and corporate strategy, and approval of annual budget. Particularly for the Board meetings relating to the approval of quarterly financial performance, it will be scheduled for approval on the last week of each quarter because the Company has to console the financial statements of its subsidiaries into the Company's financial statements. The Board may also call for additional special meetings as and when the need arises. Additionally, in the months of no Board meeting, the Board assigned the Executive Committee to convene the meeting to acknowledge the performance of the Company and its subsidiaries, and report the significant resolutions of such meetings to the Board. In 2020, there were a total of ten Board meetings.

The Chairman of the Board presides over these Board meetings and gives approval to the agenda setting. Each director, executives, and senior management are entitled to propose matters that are beneficial to the Company for discussion in the meetings. The Company Secretary will deliver the notice of meeting, agenda, and information accompanying the meeting agenda to the directors no later than seven days in advance of the meeting, so that the directors have sufficient time to review the matters for discussion as per the Articles of Association of the Company. The quorum of a Board Meeting requires no less than a half of the total number of directors on the Board. Also, the Chairman affords every Director a chance to participate and express his or her opinion freely to ensure that the Board's approval for each transaction will not negatively affect business continuity, financial liquidity, and solvency as well as allocates sufficient time for them to discuss any significant issues with executives and senior management. A resolution is passed based on majority votes. Each director shall have one vote unless he/she is in anyway interested in any resolution to be made, so he/she shall not be allowed to vote on such resolution. In the cast of a tie, the presiding Chairman's shall have a casting vote.

The Board encourages senior executives to participate in every Board meeting to report their operating

performance directly and any significant matters with regard to the Company's business operation as well as to provide additional information and suggestions to the Board to ensure that closely monitoring of the Company's business operation has been taken. The Board also encourages senior management of the Company and subsidiaries to participate in the Board meeting to report their financial performance, financial positions, and to monitor their operation as assigned by the Board for acknowledgement by quarterly basis.

The Board should have access to accurate, relevant, timely and clear information required for their respective roles from the Company Secretary, or designated executive. If necessary, the Board may seek independent professional advice at the Company's expense.

The Board believes in the importance of prudent, impartial and transparent management of conflicts of interest. All information regarding conflicts of interest is fully disclosed. Should any Director have an interest in an agenda item, he or she must refrain from partaking in the decision-making process of that particular agenda item, get out of the meeting room and/or abstain their votes in order that the directors who have no conflict of interest can express their opinion effectively and cast their vote freely. The Company Secretary will inform the meeting for the name of directors who has conflict of interest in such agenda.

In addition, the Company has reviewed and amended the Code of Business Conduct and CG Policy on the conflict of interest and information disclosure regarding transaction that may lead to a conflict of interest to cover not only the Company but also its subsidiaries, and the Board has approved the matter at the Board meeting since 12 December 2018.

After every meeting, the Company Secretary is responsible for completing the minutes, which will be presented for the Board's approval as the first agenda item of the next meeting. Once the Chairman places his signature on the minutes, they are approved and are systematically kept with an electronic copy together with other agenda-accompanying documents for ease of retrieval and reference purposes.

In every Board of Directors' Meeting, directors and management are required to report the change of their holding in TTA security from the date of previous meeting to existing date. This report is required as fixed agenda of the meeting.

Non-Executive Directors Meeting

Non-Executive Directors should have a separate meeting in the absence of the management of the Company as often as required for discussion of any necessary topic. For convenience of the meeting, Company Secretary will be appointed as the secretary of the meeting.

In 2020, the Company held one meeting of non-executive directors, among themselves, without the management team.

(A.6) Nomination of Directors

The Board assigned the Nomination and Remuneration Committee to seek qualified candidates as a director of the Company. The Nomination and Remuneration Committee will search for the candidate, when the Company have a vacant position for directors, by recommendation from other directors of the Company, nominated shareholder list, professional search firm, database of other agencies or other methods. The Nomination and Remuneration Committee will consider the profile, age, knowledge, experience, potential, and other factors that may be required of a director of the Company.

Moreover, the Company will consider qualified candidate with the right talent, knowledge, expertise, wide ranges of experiences and professions in accordance with the Company's business to manage the Company's business and achieve its objectives and the set goals, and without possessing any prohibited characteristics as defined by law. The Company has no policy to discriminate gender or nationality for nominated directors.

(B) SUB-COMMITTEES AND COMPANY SECRETARY

The Board has appointed seven committees, namely 1) Audit Committee, 2) Executive Committee, 3) Nomination and Remuneration Committee, 4) Corporate Governance Committee, 5) Risk Management Committee and 6) Investment Committee, 7) Sustainable Development Committee, and the Company Secretary.

(B.1) Audit Committee

The Audit Committee ("AC") is composed of at least three independent directors. The Board approved the appointment of AC and the AC's Charter.

The AC has full delegated authority from the Board to perform its tasks. An audit plan and meeting schedule are set each year to allow the AC to monitor financial information report procedures, the internal control and financial risk management system, and audit procedures, including the procedures for monitoring compliance with laws and regulations.

Members of the AC as of 31 December 2020

No.	Name	Position	First Appointment Date
1.	Mr. Somboonkiat Kasemsuwan	Chairman	14 November 2016
2.	Mr. Santi Bangor	Member	14 February 2012
3.	Mr. Cherdpong Siriwit	Member	14 February 2013

All AC members are independent directors. In 2020, the AC convened seven meetings.

Roles and responsibilities of AC

1. Review the accuracy, sufficiency, credibility, and objectivity of the financial reporting process by coordinating with the external auditors and executives responsible for preparing the quarterly and yearly financial reports.

- Promote the development of financial reporting systems in compliance with International Financial Reporting Standards and consider and endorse the significant change in accounting policy of TTA and subsidiaries prior to proposing to the Board of Directors for approval.
2. Review the appropriateness and effectiveness of internal control systems and internal audit functions by coordinating with the external auditors and

internal auditors to ensure the adequacy of the internal control systems and internal audit functions as follows:

- Review the activities and organizational structure of the internal audit function which reports functionally to the Audit Committee and Audit Committee review the execution of the Internal Audit Office for the performance assessment to ensure no unjustified restrictions or limitations are made.
 - Determine an internal audit unit's independence.
 - Consider and approve on the appointment, removal, transfer, or dismissal of senior executives of Internal Audit.
 - Consider audit reports and recommendations presented by internal auditors and monitor the implementation of the recommendations.
 - Review the adequacy of the Company's risk management and ensure that risk management complies with the guidelines of the relevant authorities and the Company's internal policies.
 - Evaluate the performance of senior executives of Internal Audit with the President and Chief Executive Officer.
 - Approve audit plans, budgets, number of staff and staff training plans of Internal Audit Department to ensure that the audit scope covers finance, accounts and operations and monitor the performance as per the audit plans.
3. Review the Company's business operations, ensure that they comply with the laws on securities and exchange, the SET's regulations and the laws relating to the Company's business.
 4. Consider, select, nominate and remove an independent person to be the Company's auditor, including auditing fee negotiation and the following main activities:
 - Review the performance of the external auditors by taking into account the auditor's credibility, the adequacy of resources, audit engagements, and experience of its staff assigned to audit the Company's accounts.
 - Review the external auditors' proposed audit scope and approach and ensure no unjustified and restrictions or limitations have been placed on the scope.
 - Make recommendations to the Board regarding the reappointment of the external auditors.
 - Consider audit reports and recommendations presented by the external auditors and monitor the implementation of the recommendations.
 5. Consider the Company's business operations including connected transactions to ensure that there is no conflict of interest, taking into consideration transactions between the Company and subsidiaries or related parties in order to assure the effectiveness of the system for monitoring compliance with laws and regulations and to be reasonable for the highest benefit of the Company.
 6. Prepare and disclose in the Company's Annual Report, the Audit Committee Report which must be signed by the AC's Chairman and consist of at least the following information:
 - During the year, the AC meets with the external auditors and the Head of Internal Audit separately without any management in attendance at least once a year.
 - An opinion on the accuracy, completeness and credibility of the Company's financial report.
 - An opinion on the adequacy of the Company's internal control system.
 - An opinion on the compliance with the laws on securities and exchange, the SET's regulations, or the laws relating to the Company's business.
 - An opinion on the suitability of an auditor. The Company has a policy to safeguard the independence of the external auditors by limiting non-audit services to define audit-related and tax services. The selection of the external auditor shall be considered bidding for new external auditors every 4 years.
 - An opinion on the transactions that may lead to conflict of interest.
 - The number of the AC meetings, and the attendance of such meetings by each committee member.
 - An opinion or overview comment received by the AC regarding its performance of duties in accordance with the Charter.
 - Other transactions which, according to the AC's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Board.
 7. Perform any other duties as assigned by the Board, with the approval of the AC.
 8. Report the performance of the AC at every Board's quarterly meeting.
 9. Review the summary and evidence of fraud of employees or executives which result in the damage to the Company and propose the reviewed report by the AC to the Board for consideration.

10. Review the AC's performance on an annual basis.
11. Review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
12. Proceed the process of overseeing and receiving complaint or information submitted directly by stakeholders.
13. Hire external parties temporarily or as needed basis to ensure that Internal Audit function has adequate resources to complete the required works effectively and timely.
14. Review the Company's business operations to ensure that they are in compliance with the Company Anti-Corruption Policy.

The AC has emphasized the effective and appropriate risk management and internal control system by implementation of the Three Lines of Defense Concept to internal control system in order to encourage every department to understand the compliance of the Company. For this concept, the first line should understand their role in compliance risks management and ensure the compliance of their functions. The Risk Management, meanwhile, serves as the second line to monitor and control in support of management including risk, and control functions. Additionally, the third line,

Internal Audit provides the independent assurance to the Board as well as evaluates and improves the effectiveness of risk management and control process.

Appointment of the Auditors and Fixing the Audit Fee

The Board assigned the AC to consider and propose the appointment of the external auditors and the audit fee to shareholders for approval at every AGM. At the 2020 AGM on 3 August 2020, the shareholders approved the following items:

1. The appointment of the following auditors namely Mrs. Siripen Sukcharoenyingyong, CPA No. 3636; and/or Mr. Watchara Pattarapitak, CPN No. 6669; and/or Mr. Veerachai Ratanajaratkul CPN No. 4323 from KPMG Phoomchai Audit Ltd. to be the Company's auditors for the fiscal year 2020 ended 31 December 2020 (1 January - 31 December 2020).
2. The audit fee at the amount of Baht 3.924 million to review and audit the Company's financial statements and consolidated financial statements.

(B.2) Executive Committee

The Board approved the appointment of the Executive Committee ("EC") and the EC's Charter. The EC comprises a minimum four members from the Company's directors.

Members of the EC as of 31 December 2020

No.	Name	Position	First Appointment date
1.	Mr. Prasert Bunsumpun	Chairman	14 February 2012
2.	Mr. Chalermchai Mahagitsiri	Member	14 February 2012
3.	Mr. Jean Paul Thevenin	Member	12 February 2014
4.	Mr. Jitender Pal Verma	Member	13 May 2015

Roles and responsibilities of EC

1. Consider business plan, direction and structure as well as the Company's strategies, and delegation of authorities for further approval of the Board of Directors;
2. Monitor, audit and set the management policies for efficiency and productivities as well as to conform with the instruction of the Board of Directors;
3. Consider and approve the Company's investment and annual budget prior to further approval of the Board of Directors;
4. Consider remuneration policy and salary structure propose to the Nomination and Remuneration

Committee for consideration prior to further consideration of the Board of Directors;

5. Consider entering into any transactions binding the Company within its authorities under the Company's Delegation of Authorities; and
6. Consider any other activities according to the assignment from the Board of Directors.

Additionally, to ensure and closely monitor the performance of the Company, the management of each business unit is entrusted by the ExCom Charter to directly report the Executive Committee its performance and update the material issues to the ExCom meeting.

Furthermore, in line with the Board Charter, it delineates the roles and responsibilities of the Board to be involved in business plans, strategies, and budget reviews. Therefore, the Board closely monitors the Company's performance through the direct report and updates from the management of each business unit at the Board meeting quarterly.

In 2020, the EC convened seven meetings to acknowledge the Company and main business' performance, considering business plans, reviewing investment strategy and key corporate goals, and annual budget for presentation to

the Board. The details of EC performance are illustrated in EC Report in the Annual Report.

(B.3) Nomination and Remuneration Committee

The Board approved the appointment of the Nomination and Remuneration Committee ("NRC") and the NRC's Charter. The NRC comprises at least two non-executive directors and two-third (2/3) of whom shall be Independent Directors. The Chairperson of the Committee shall be elected by the Committee's members, and must be an Independent Director.

Members of the NRC as of 31 December 2020

No.	Name	Position	First Appointment date
1.	Mr. Santi Bangor	Chairman	14 February 2013
2.	Ms. Ausana Mahagitsiri	Member	14 February 2012
3.	Mr. Mohammed Rashed Ahmad M. Al Nasser	Member	14 February 2013

Roles and responsibilities of NRC

1. Recruit, select, and nominate appropriate candidates for independent directors, Chairman of the Boards and Board members proposed for consideration of Board of Directors and/or further approval of the shareholders when those positions are vacant due to expiration of terms or other reasons;
2. Recruit, select, and nominate appropriate candidates for members of the committee, CEO and Company Secretary proposed for consideration of the Board of Directors when such position is vacant as well as propose criteria for selecting candidates for the succession plan;
3. Propose to the Board of Directors the guidelines and reasonable remuneration packages for all members of the Boards, committee, CEO and executives of which must be complimented to their duties, conform to Company's operating performance and market's atmosphere;
4. Evaluate Company's performance for consideration of the annual bonus and merit increase;
5. Review the Company's salary structure and any other remuneration; and
6. Screen and verify the list of the candidates proposed to be the director to the relevant agencies to ensure that they are not blacklisted or have been revoked from the list of such agencies; and

7. In case the director who is retired by rotation is proposed to be re-elected to resume the position, track record on attendance of the Board of Directors' meeting and the shareholders' meeting of such director also must be taken into consideration.

In 2020, the NRC convened two meetings. The details of NRC performance are illustrated in NRC report in Annual Report. Apart from mentioned above, the NRC will also consider the remuneration of non-executive directors and propose it to the Board to recommend to the Company's shareholders for approval, which the criteria of consideration align with the Thai Institute of Directors Association guidelines regarding Director Compensation Best Practices.

(B.4) Corporate Governance Committee

The Board approved the appointment of the Corporate Governance Committee ("CGC") and the CGC's Charter. The CGC comprises a minimum of three directors. The Chairman of the CGC shall be elected by the Committee's members, and must be an Independent Director.

Members of the CGC as of 31 December 2020

No.	Name	Position	First Appointment date
1	Mr. Santi Bangor	Chairman	14 February 2012
2	Ms. Ausana Mahagitsiri	Member	14 February 2012
3	Mr. Jitender Pal Verma	Member	15 May 2017

Roles and responsibilities of CGC

The CGC has the duty to review the CG policy and to monitor compliance of the policy and practices so that it remains within an ethical framework. The CGC has the following duties and responsibilities:

1. Responsible for governing and monitoring business operation and committees' activities as well as management and employees of the Company to strictly comply with law and related regulations;
2. Ensure that good corporate governance is being conducted at all level in accordance to legal requirements, Company's policies and other related authorities;
3. Formulate and review the Company's rules concerning good corporate governance;
4. Provide suggestions relevant to ethical practices to the Board of Directors, management and employees of the Company;
5. Yield continuity and appropriate regulations in carry out good corporate governance;

6. Report to the Board of Directors the recommendations for improvement on the Corporate Governance of the Company as appropriate; and
7. Oversee the presence of appropriate and sufficient Anti-Corruption Policy and Measures for business operations.

In 2020, the CGC convened a meeting to acknowledge the CG assessment result by IOD, review CG policy of the Company. Moreover, assigned the Company Secretary to send both as a whole and an individual annual performance assessment form of the Board and Sub-committees to each member. The details of CGC performance are illustrated in CGC report in Annual Report.

(B.5) Risk Management Committee

The Board had approved the appointment for the Risk Management Committee ("RMC") and its Charter where the members comprise a minimum of four members from the Company's directors and executives.

Members of the RMC as of 31 December 2020

No.	Name	Position	First Appointment date
1.	Mr. Cherdpong Siriwit	Chairman	15 May 2017
2.	Mr. Jean Paul Thevenin	Member	15 May 2017
3.	Mr. Jitender Pal Verma	Member	19 October 2015
4.	In recruitment process*	Member	-

* Mr. Ng Kit Wei, David was no longer the member of RMC of the Company effective from 30 December 2020

Roles and responsibilities of RMC

1. Establish clear business objectives, identify, analyze, assess significant risks and formulate risk strategies;
2. Develop risk management standards and practices in the areas for which they are accountable;
3. Ensure that the above standards and practices are fully communicated to and have active support of all employees;
4. Ensure that the management has regularly, continually and systematically identify and analyze risk exposures, which may have to cover all processes of the business; and
5. Support and develop the management and all employees to continually aware of risk management as well as to ensure the Company's Risk Management Policy is complied with the international standard.

In 2020, there were four RMC meetings convened for the Group.

To facilitate risk governance support, the Company has established corporate functions at the Group level with assigned responsibilities to focus and contribute to the implementation and improvement of risk process. This includes Corporate Risk - responsible for overseeing and coordinating risk assessment and mitigation on an enterprise-wide basis where it would help identifying key business risk, provide for appropriate oversight of the businesses' management of these risks, and enforce through policies and procedures; and respective Business Unit Risk Management Committee, which led by their executive officers and drive the implementation of risk program within its business unit, enables more early risk detection and more proactive risk management for the business unit to own and manage their business risk.

Besides, the Company also holds risk management workshops and training for each business. The training focuses on concepts and principles of practicing on risk management throughout the organization which would contribute ensuring the sustainable growth of the Group as well as create long-term value for stakeholders and shareholders.

(B.6) Investment Committee

The Company's Board of Directors appointed the Investment Committee ("IC"). There are four members in the Committee comprising of the President and Chief Executive Officer, at least 4 members from the Company's Executive Committee and managements i.e. Chief Financial Officer and Director of Corporate Finance and Treasury as shown in table below.

Members of the IC as of 31 December 2020

No.	Name	Position	First Appointment date
1.	Mr. Chalermchai Mahagitsiri	Chairman	27 April 2015
2.	Mr. Jean Paul Thevenin	Member	27 April 2015
3.	Mr. Jitender Pal Verma	Member	27 April 2015
4.	In recruitment process*	Member	-

* Mr. Ng Kit Wei, David was no longer the member of IC of the Company effective from 30 December 2020

Roles and responsibilities of IC

1. Review, and evaluate, to the Board for approval of investment proposals, if it determines that such investments would be in the best interests of the Company;
2. Monitor all areas of the proposed investment project; and
3. Provide guidance to management on analyzing and structuring the proposed investment project prior the submission to the Board for approval.

(B.7) Sustainable Development Committee

The Board approved the appointment for the Sustainable Development Committee ("SDC") and its Charter. The SDC comprises nine members where has Mr. Jitender Pal Verma, Senior Executive Vice President and Group Chief Financial Officers, being as the Chairman of the Committee and eight members from each business unit and related department of the Company.

The SDC had established the Sustainable Development Working Group which consisted of senior managers and managers of many business sectors. The members were responsible for employing the sustainable development strategies to ensure that sustainability practices were in conformity with business operation and also continuously developed and clearly communicated. Also, the members are assigned to monitor the SD performance and its outcomes to be in line with the sustainability development plan. Furthermore, the Sustainable Development Working Group had to prepare progress reports and present them to the SDC and the Board of Directors regularly.

Roles and responsibilities of SDC

1. To formulate the policies, strategies as well as driving forth sustainability plans to be aligned with the Company's business operation in terms of economy, social and environment in order to sustainably create value to all stakeholders;

2. To consider and approve any budget related to corporate sustainability activities at the amount of not exceeding Baht 2,000,000.00 (Baht Two Million); otherwise, the Board's approval is required;
3. To encourage and support the Company's initiatives and activities to achieve the policy of sustainable development;
4. To oversee, monitor and review sustainable development operation at least once a year as well as push the Company forward to the collaborative working on sustainable development framework with both in and outside the organization;
5. To advise, encourage and support in terms of people and resources to ensure the implementation of sustainable development throughout the organization and driving to the right direction; and
6. To report its operation to the Board of Directors.

In 2020, the Sustainable Development Committee ("SDC") had held a meeting and the details of their performance were presented in the section of Sustainable Development Committee Report in the Annual Report.

(B.8) Company Secretary

In compliance with the Securities and Exchange Commission Act, Sections 89/15 and 89/16, the Board appointed Mrs. Nanchalee Kecharananta as the Company Secretary effective from 10 December 2020 to take responsibility for matters connected with meetings of the Board and the shareholders and to contribute to good corporate governance practices. She also serves as the secretary of the Board and Corporate Governance Committee to coordinate subsequent actions under the Board's resolutions.

The Company Secretary's duties and responsibilities include:

- Provide advice pertaining to the Company's regulations and Articles of Association, to monitor new laws and regulations on a regular basis, and to report any significant changes to the Board;
- Arrange meetings of shareholders and the Board in accordance with applicable laws and regulations and the Company's Articles of Association;
- Prepare minutes of shareholders and Board meetings and to monitor execution of such resolutions on a regular basis;
- Ensure that all public information disclosure is in accordance with laws and the SET's and SEC's regulations;
- Facilitate the Board's activities, including director orientation; and
- File and keep records of the Company's key documents, such as directors' registration, notice of the Board meetings, minutes of the Board meetings, Annual Reports, notice to shareholders' meetings and the minutes of the meetings, and reports on directors' and management's interest.

Details of the Company Secretary

Details of the Company Secretary's functions are disclosed on the Annual Report and the Company's Annual Registration Statement Form (Form 56-1). The Company Secretary has legal background with experience benefit to the Company business. Moreover, she has been participated in many programs of Thai Institute of Directors Association ("IOD") which are related to the position as well as attended continuous trainings beneficial to her role from the SEC and the SET.

Training for the Company Secretary

The Board of Directors encourages the Company Secretary to receive continuous training that will benefit her role in assisting the Board of Directors. The Company Secretary participated in the seminars and training such as Effective Minutes Taking Program, Director Accreditation Program, and Company Secretary Program conducted by IOD.

The profile of the Company Secretary is provided in the section of Details of the Board of Directors and Executives.

(C) BOARD MEETINGS

Board meetings shall be convened once at least every three months specified in the Articles of Association. Special meetings are convened as necessary to address specific needs. In 2020, there were ten Board meetings. Principal meeting agendas were: consideration of the Company's strategic direction, annual business plan and budget, quarterly financial reports, and significant acquisition and disposal of assets.

The Board requires all members to devote sufficient time to the work of the Board, to perform the duties and responsibilities of Directors, and to use their best

endeavours to attend meetings. All directors are encouraged to attend at least 75% of all Board meetings held during the year.

Moreover, in every Board of Directors' Meeting, directors and management are required to report whether there is any change of their holding in TTA security from the latest report or not.

Attendance Record of the Board and Committees for Year 2020

Meeting Attendance for year 2020							
Name	Board of Directors (Total 10)	Audit Committee (Total 7)	Executive Committee (Total 7)	Nomination and Remuneration Committee (Total 2)	Corporate Governance Committee (Total 1)	Risk Management Committee (Total 4)	Sustainable Development Committee (Total 1)
1. Mr. Prasert Bunsumpun	10/10	-	7/7	-	-	-	-
2. Mr. Chalermchai Mahagitsiri	8/10	-	7/7	-	-	-	-
3. Ms. Ausana Mahagitsiri	9/10	-	-	2/2	1/1	-	-
4. Mr. Jean Paul Thevenin	10/10	-	7/7	-	-	4/4	-
5. Mr. Jitender Pal Verma	10/10	-	7/7	-	1/1	4/4	1/1
6. Mr. Kamolsut Dabbaransi	8/10	-	-	-	-	-	-
7. Mr. Somboonkiat Kasemsuwan	10/10	7/7	-	-	-	-	-
8. Mr. Santi Bangor	10/10	7/7	-	2/2	1/1	-	-
9. Mr. Cherdpong Siriwit	9/10	6/7	-	-	-	4/4	-
10. Mr. Chitrapongse Kwangsukstith	10/10	-	-	-	-	-	-
11. Mr. Mohammed Rashed Ahmad M. Al Nasser	5/10	-	-	0/2	-	-	-

In 2020, a total of ten Board meetings were held consisting of seven regular meetings and three special meeting.

Directors who could not attend the meeting due to urgent missions abroad or other missions informed in advance to the Company Secretary who will notify the Chairman afterward and attended the meeting via teleconference system instead.

There were a foreign director attended the meeting less than 75% during the year 2020 since he is based in UAE. However, aforementioned director attended the meeting through teleconference system. The Company considered that his business capability, experiences, and knowledge of investment and offshore business could highly contribute to the Company.

(D) BOARD AND SUB-COMMITTEES ASSESSMENT

(D.1) Self Assessment of Board members on both as a whole and an individual basis

The Company's self-assessment forms as a whole and individual basis for the Board and Board Committees apply the SET's evaluation guideline to suit the characteristics and structure of the Board. For the evaluation process, the Chairman of the CGC assigned the Company Secretary to send a board assessment form to each Director. The responses to the form were collected and summarized by the Company Secretary prior to present to the Board for further consideration.

The percentage of each chapter in both types of assessment form is as follows:

1. "Excellent" has score range between 90 - 100
2. "Very Good" has score range between 80 - 89
3. "Good" has score range between 70 - 79
4. "Satisfactory" has score range below 69

There were six key components of evaluation of Self-Assessment of Board as a whole namely:

1. Structure and Qualifications of the Board
2. Roles and Responsibilities of the Board
3. Board of Directors Meetings
4. Board of Directors' Performance of Duties
5. Relationship with Management
6. Self-Development of Directors

There were three key components of evaluation of Self-Assessment of Board members on an individual basis as follows:

1. Structure and Qualifications of the Board
2. Board of Directors Meetings
3. Roles, Duties and Responsibilities of the Board

The Chairman of the CGC reported and discussed the assessment results with the Board of Directors. In 2020, the assessment results as a whole were "Excellent" with an average of 90.91%, and the assessment results on an individual basis were "Excellent". The Board discussed the results and

possible improvements and asked different committees to propose measures to improve the efficiency of the Board.

(D.2) Self Assessment of Sub-committee members on an individual basis

In 2020, sub-committees namely, Audit Committee, Executive Committee, Corporate Governance Committee, Nomination and Remuneration Committee, and Risk Management Committee, conducted a formal evaluation of their own performance. For the evaluation process, the Chairman of the CGC assigned the Company Secretary to send a sub-committee assessment form to each member. The responses to the form were collected and summarized by the Company Secretary. The Chairman of the CGC would report the result to the Board of Directors in order to devise guidelines that would help concretely improve the efficiency of the Board and to be used for considering the appropriateness of the Board's composition.

In 2020, the performance evaluation results of sub-committee members are as follows:

Sub-committee	Evaluation Result (as a whole)	Evaluation Result (as an individual)
Audit Committee (conducted by Internal Audit Dept.)	98.75% Excellent	98.40% Excellent
Executive Director	92.86% Excellent	95.63% Excellent
Nomination and Remuneration Committee	89.47% Very Good	98.33% Excellent
Corporate Governance Committee	92.59% Excellent	94.71% Excellent
Risk Management Committee	95.83% Excellent	96.63% Excellent

(E) REMUNERATION POLICY

(E.1) Remuneration Policy for Directors

The Company has set remuneration policy for directors which is composed of salary, meeting attendance fee, and bonus (grant upon the Company's performance). The remuneration is considered from the Board of Directors' duties and responsibilities

which was in compliance with the Company's strategy and long-term goals and has been designed to the Company's directors at the similar level to the industry compensation of Thai listed companies. The additional remunerations from more work

burden of being a member of the subcommittee is also included in the remuneration policy. It is believed that such remuneration could attract, retain, and motivate the directors to perform their roles and carry out their responsibilities to accomplish the Company's goals efficiently and transparently to assure the shareholders. The Nomination and Remuneration Committee will determine the fair and reasonable remuneration amount and propose this to the Board of Directors prior to obtain the shareholders' approval.

(E.2) Remuneration Policy for the President & Chief of Executive Officer

Remuneration policy for the President & Chief Executive Officer is considered from the self-assessment ("MAX Performance Evaluation" developed by the Company) and the Company's business operation results. The President & Chief Executive Officer's self assessment results will be proposed for consideration and approval of the Nomination and Remuneration Committee prior to further consideration from the Board of Directors.

MAX Performance Evaluation for the President & Chief Executive Officer is categorized into three aspects includes:

1. Strategies and Business Goals: Development of mission statements, policies and strategic plans of the Company;
2. Financial: Financial planning and budget, administrative operations, and financial affairs and budget of the Company i.e.; and
3. Non-Financial: Leadership, relationship with the Board of Directors and external relationship.

(E.3) Remuneration Policy for the Executives

Remuneration policy for the Executives is considered from the individual performance appraisal scores as well as the overall performance of the Company. The self-assessment results and performance are reported to the President & Chief Executive Officer.

Remuneration policy for the Executives is appropriately determined using transparent and fair criteria as well as considering of duties and

responsibilities which is in accordance with the Company's strategic planning, the overall performance of the Company, and the results as mention earlier. The remuneration policy is set both in short-term and long-term. For short-term remuneration, it includes salary and bonus. Long-term remuneration is provident fund, welfare, other benefits; including retirement fund, life insurance, and personal health insurance.

(F) SUCCESSION PLAN FOR THE PRESIDENT & CHIEF EXECUTIVE OFFICE POSITION

The Company places an importance on the succession plan especially in the positions of top management positions, such as President and Chief Executive Officer. The high level management will have a discussion for finding qualified and skillful candidate, who is ready for succession. Moreover, the Company also sounds out qualified candidate from outsider as a reserved candidate in case of the Company needs to consider a candidate from external organization.

(G) NEW DIRECTOR ORIENTATION AND DEVELOPMENT OF DIRECTOR AND MANAGEMENT

The Company prepares a handbook for directors, which includes a summary of the Company's information, policies, charters, and structure and also the useful information for the assumed position, the Company's objective, key goal, vision, mission, core value, business outlook, and code of business conduct for all directors as basic information. The Company established a Director Induction Program for new Board members to facilitate their prompt performance of duties, briefings on the Company's policies and key business operations are given to the new Board members. Moreover, new Board members will also meet with executives in different business units to understand business of the Company in greater detail.

In addition, the Company encourages directors to attend courses and participate further learning. The Company Secretary will provide the directors, the President & Chief Executive Officer, and key executives the seminar and training courses regularly in order to promote the skill enhancement and encourage the widen perspective related to their roles. Details of trainings of the President & CEO and Executives can be found in the Details of the Board of Directors and Executives Officers in Annual Report. Currently, ten of the total eleven directors participated in

the Thai Institute of Directors' Association ("IOD") director training programmes, including the Role of Chairman Program ("RCP"), the Director Accreditation Program ("DAP"), the Director Certification Program ("DCP"), the Finance for Non-Finance Director Program ("FND"), the Role of the Compensation Committee Program ("RCC"), the Audit Committee Program ("ACP"), 4M; Monitoring Fraud Risk Management ("MFM"), Monitoring the System of Internal Control and Risk Management ("MIR"), Monitoring the Internal Audit Function ("MIA"), Monitoring the Quality of Financial Reporting ("MFR"), the Board's Role in Mergers and Acquisition ("M&A") and Diploma Examination ("Diploma Exam").

The Company encourages directors who have not participated in the above training programmes to participate at the Company's expense.

Summary of IOD courses which the Company's directors attended

Director	IOD course attended
1. Mr. Prasert Bunsumpun	RCP 28/2012, DAP 26/2004
2. Mr. Chalermchai Mahagitsiri	DAP 30/2004, DCP 53/2005
3. Ms. Ausana Mahagitsiri	DAP 30/2014
4. Mr. Jean Paul Thevenin	DAP 74/2008
5. Mr. Jitender Pal Verma	DCP 78/2006, M&A 1/2011, Diploma Exam 49/2016
6. Mr. Kamolsut Dabbaransi	DCP 119/2009
7. Mr. Somboonkiat Kasemsuwan	DCP 96/2007
8. Mr. Santi Bangor	DCP 12/2011, RCC 16/2013, ACP 42/2013, 4M (MFM 9/2013, MIR 14/2013, MIA 14/2013, MFR 17/2013)
9. Mr. Cherdpong Siriwit	RCP 10/2004, DAP 8/2004, DCP 104/2008, FND 13/2004, ACP 27/2009
10. Mr. Chitrapongse Kwangsukstith	DCP 42/2004, FND 9/2004, RCC 10/2010
11. Mr. Mohammed Rashed Ahmad M. Al Nasser	-

In addition, in 2020 the Company encouraged directors to attend training courses i.e. Mr. Jitender Pal Verma attended the TLCA CFO Professional Development Program (TLCA CFO CPD), Class 5/2020 with topic "How to Create Value with the Right Environment, Social, and Governance Strategies", TLCA CFO Professional

Development Program (TLCA CFO CPD), Class 6/2020 with topic "Update on Taxes and Foreign Investment Issues.", and TLCA CFO Professional Program (TLCA CFO CPD), Class 7/2020 with topic "Data Privacy Law and Cyber Security."

(H) BUSINESS ETHICS AND CODE OF CONDUCT

The Company's Ethical and Operational Guidelines

The Company has the following ethical and operational guidelines:

(i) Fairness

We believe in being fair to all parties having a business relationship with us and conscientiously avoid favouritism or a conflict of interest situation.

(ii) Professionalism

We carry out our responsibilities in a professional manner and are determined to achieve excellence by continuously increasing performance levels through new methods and technologies.

(iii) Proactiveness

We are responsive to client needs and social, technical, and economic changes and adapt to the circumstances.

(iv) Discipline and Compliance

We pursue business affairs with discipline and ethical principles and ensure that our undertakings comply with laws, rules, and regulations.

CODE OF BUSINESS CONDUCT

The Board has approved Core Values, Mission and Vision ("VMV") framework to guide business operations. A Code of Business Conduct was approved by the Board on 12 February 2010 to implement the VMV framework, emphasising our four Core Values.

The Company's business ethics comprise of principles and guidelines for the moral business operation such as the diversity, equality, respectfulness to the workplace, environment, health and safety, financial integrity, conflict of interest, commitment to customer, competitor, and rule controller, computer system and telecommunication system's safety, responsibility to Company's asset, equitable treatment to stakeholder, communication with the public, whistle blower protection policy and the way to operate employee's behaviour to be in line with the business ethics handbook.

The Company has arranged Code of Business Conduct training to all employees to ensure that they understand good practices and has included the Code of Business Conduct training as part of the orientation for new employees who have acknowledged, well understood and retained as their working principles. The Company's Code of Business Conduct is disclosed to shareholders, investors, and any related parties via the Company's website at www.thoresen.com under Corporate Governance Report.

The four Core Values comprise of:

- (i) **Integrity:** We are open, honest, and ethical, deliver on our promises, and build and nurture trust in our relationships.
- (ii) **Excellence:** We set high standards of quality, safety, environment, security, and service, are always prepared for challenges, and conduct our business professionally.
- (iii) **Team Spirit:** We care for our clients, employees, and suppliers and behave in ways that build a spirit of teamwork and collaboration and show deep respect for one another.
- (iv) **Commitment:** We are passionate about the future of this Company and feel accountable for business results and success.

The Board of Directors approved the Vision and Mission statements of the Company as follows:

- (a) The vision statement of the Company is "To be the most Trusted Asian Investment Group, consistently delivering enhanced stakeholder experience"; and
- (b) The mission statement of the Company is:
 1. To maximize shareholders value
 2. To create and facilitate sustainable growth
 3. To identify, invest, govern and grow our group business portfolio
 4. To give back to the society

The Company reviews vision, mission, and corporate strategy annually, being accompanied by the directors and executive management. In 2020, the Management proposed vision, mission, corporate strategy, and also financial performance to the Executive Committee to review quarterly. Afterward, the report was acknowledged and reviewed by the Board of Directors in order to follow up and recheck that the overall operational result is in accordance with the Company's investments and current economic condition which will lead to the efficiency business operation and goal's achievement of the Company.

(I) INFORMATION TECHNOLOGY GOVERNANCE

To ensure the oversight of IT governance and enhance business opportunities, the Board of Directors in its meeting reviewed and amended its Charter to include the responsibilities of the Board related to IT governance, innovation and IT risk management, including monitoring the IT Governance to be aligned with the relevant law and standards, considering the policies and procedures relevant to cyber and IT risk management and risk mitigation and encouraging the use of innovation and technology in business strategy and operation to strengthen the business competitiveness of the Company. The current version of IT Policies has already included the part of cyber security control and monitoring on hardware and software. To prevent new threat and risk, IT department of the Company is keeping revising and updating the policy to protect the system as well as to encourage the use of innovation in business operation.

Audit Committee Report

To the Shareholders

The Audit Committee (“the Committee”) consists of three independent directors, Mr. Somboonkiat Kasemsuwan (the Chairman of the Audit Committee), Mr. Santi Bangor, and Mr. Cherdpong Siriwit who are independent Non-Executive Directors. All the Committee’s members have adequate qualifications and discharge the duties as set forth as specified by the Audit Committee Charter and in compliance with required regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand.

In 2020, the Committee held 7 meetings for the purposes of reviewing the reliability of financial reporting, the adequacy and effectiveness of the Company’s internal control systems, considering connected transactions, reviewing the compliance with applicable laws and regulations of the company and subsidiaries, reviewing the revision of Internal Audit Charter and policy as well as selecting company external auditor. The key responsibilities of the Committee are to assist the Board of Directors in fulfilling its oversight responsibilities in relation to: preparation and disclosure of financial reporting; the effectiveness of the system of risk management and internal control; compliance with relevant legal and regulatory requirements along with driving the Three Lines of Defense concept to risk management and internal control system, which stressed the functions that own and manage risk, served as the first line of defense, to understand their role in compliance risks management and ensure the compliance of their function. The Risk Management, served as the second line to monitor and control in support of the first line including risk, and control functions. Additionally, the third line, internal audit provides the independent assurance as well as evaluates the effectiveness of risk management and control process. Besides, the Committee is responsible for monitoring the qualifications, expertise, resources and independence of both the internal and external auditors; and assessing the auditor’s performance and effectiveness. The Committee regularly reports the Committee’s activities and recommendations to the Board of Directors. Whenever the Committee has any questions or considers that there should be a corrective action or improvement required concerning any aspect of risk management and internal control, financial reporting, or audit-related activities, the Committee shall promptly reports these matters to the Board of Directors. The Committee’s significant activities have been summarized below.

1. Review of Financial Statements

The Committee reviewed TTA’s quarterly and annual financial statements and consolidated financial statements this year, including inter-company transactions and items with potential

conflicts of interest with the senior management and the external auditor. The Committee asked the external auditor about the accuracy and completeness of the financial statements, adjustment of key journal entries and account estimations affecting the statements, adequacy and suitability of account recording, audit scope, information disclosure that was accurate, complete, and adequate, as well as the external auditor’s independence. All these ensured that the preparation of the financial statements followed legal requirements and accounting standards under generally accepted accounting principles that are credible and timely, and that adequate information was disclosed in such statements for the benefit of financial statement users.

The Committee discussed exclusively with the external auditors on one occasion without presence of the Company’s management about the external audit’s audit plans, independence to fulfill its responsibilities, and its opinion, with a focus on an additional in its report of KAMs (Key Audit Matters) under the new accounting standard including any suspicious information indicating potential fraud under Section 89/25 of the Securities and Exchange Act B.E.2535 as amended by the Securities and Exchange Act (No.4) B.E. 2551. In 2020, the external auditors did not make any significant observations and did not find any suspicious circumstances. Then, the Committee is of the opinion that the Company has a proper financial reporting process to disclose its financial information without information that is in conflict with the material facts and prepared in accordance with Thai Financial Reporting Standards.

2. Review of Internal Control

The Committee considered the adequacy and the effectiveness of internal control from internal audit reports presented by the Internal Audit Department and the external auditor’s opinion on a quarterly basis by reviewing operation, resource consumption, safeguarding of assets, preventive or reduction of errors or damage, losses, waste, or fraud, credibility of financial reports, compliance with law and relevant regulations as well as follow up the progress in corrective actions or improvement of internal control system. In addition, the external auditor has also reported that there was no significant deficiency impacting to the Company’s financial statements identified. The Committee, therefore, is of the opinion that the Company has proper and adequate internal control systems and there are no significant deficiencies identified.

3. Review of Regulatory Compliance

This year the Committee focused on the management policy in support of systematic corporate good governance and supported the development of a compliance framework to prevent any operation that not comply with applicable laws or regulations. The Internal Auditors have also reviewed the connected transactions or transactions that may lead to conflicts of interests ensuring that such transactions are transparency, reasonable, fair, without conflict of interest, in all material respects, and for the highest benefit of the Company as well as compliance with the Securities and Exchange Commission, the Stock Exchange of Thailand regulations requirements, and other regulatory bodies. The result of the review has been reported to the Committee and the Board of Directors respectively. The Committee is of the opinion that the Company has been in compliance with significant laws and regulations to which the operations of the Company are subjected.

4. Review of Good Corporate Governance (Whistleblowing Policy)

The Committee further enhanced good corporate governance practices and considered relations to fraud or corruption such as providing the channel for employees, shareholders and external parties to direct their complaints, reports on suspected violation of laws and Code of Business Conduct and questions about the financial statements and internal control systems. Whistle blowing system was also set up to include the whistleblower's protection measures and to treat all complaints with to protect the appellant and confidentiality. No concern on misconduct, fraud or corruption was reported during this year.

In addition, the Committee considered and acknowledged the compliance statement on Code of Business Conduct, of which employees represented to his/her managers up to the Chief Executive Officer. The representation process and the content of the statement ensured that compliance with Code of Business Conduct and relevant laws were well regarded.

5. Oversight of Internal Audit

The Committee reviewed the Internal Audit Department's annual internal audit plans, its performance and audit engagement reports. The Committee provided recommendations and monitored corrective actions for significant issues as well as the internal auditors of each subsidiary are also required to report the significant audit observations and progress of corrective actions to the Committee for enhancement good governance and adequate internal control of the entire group.

In addition, the Committee also reviewed the Audit Committee Charter and the Internal Audit Charter and the Internal Audit Department's annual budget, focused on the personnel development and training plans to possess of

proper knowledge and professional skills. They also reviewed the independence of internal audit, adequacy and suitability of resource, and evaluated the performance of Head of the Internal Audit Department.

6. Appointment of the External Auditors

The Committee assessed the scope, objectivity and effectiveness of the audit process and also the appropriateness of the fees which included considering a number of areas such as the overall quality of services, timeliness of the resolution of issues, the quality of the audit resource including knowledge and experience in core businesses and whether the audit plan was followed.

After careful consideration, the Committee endorsed the appointment of Mr. Veerachai Ratanajaratkul, Certified Public Accountant Registration No. 4323; and/or Mrs. Siripen Sukcharoenyingyong, Certified Public Accountant Registration No. 3636; and/or Mr. Watchara Pattarapitak, Certified Public Accountant Registration No. 6669: all of KPMG Phoomchai Audit Ltd., as the external auditors of the Company for the year 2021 together with the audit fee amounting to Baht 3.92 million (2020 : Baht 3.92 million) for the Board's concurrence and the shareholders' approval at the AGM 2021.

7. The Audit Committee Self-Assessments

The Committee carried out its own performance assessment for the Group Committee and individual, against the Audit Committee Charter approved by the Board of Directors, relevant laws and regulations and assignment from the Board of Directors. The self-assessment was due to be benchmarked against guidelines from the Securities and Exchange Commission and concluded that it was excellent.

In summary, the Committee carried out its duties and responsibilities stated in its charter with competence, care, prudence, and adequate independence while providing creative views and recommendations for the equitable benefit of all stakeholders. The Committee is of the opinion that the Company's financial reports were accurate, credible, and in alignment with generally accepted accounting standards as well as in compliance with relevant laws and regulations, adequate risk management and a suitable, effective internal control and internal audit systems.

On behalf of the Audit Committee of



Somboonkiat Kasemsuwan
Chairman of the Audit Committee

Executive Committee Report

To The Shareholders

The Executive Committee (the “Committee”), which has been established by the approval of the Board of Directors of Thoresen Thai Agencies Public Company Limited, consists of 4 members of the Board of Directors, namely: Mr. Prasert Bunsumpun, as the Chairman of the Committee; Mr. Chalermchai Mahagitsiri, Mr. Jean Paul Thevenin and Mr. Jitender Pal Verma as members of the Committee, whereas Mrs. Nanchalee Kecharananta, the Company Secretary (effective from 1 December 2020), is the secretary of the Committee. The roles of the Committee are to support operations of the Board of Directors. The Committee has authorities and responsibilities as set forth in its Charter.

The Committee has duties to consider, monitor and screen material matters to ensure the compliance with the Company’s relevant regulations, criteria and requirements, as well as transparency and accountability before proposal to the Company’s Board of Directors for consideration so that the Group can effectively operate businesses pursuant to the Board’s policies and resolutions. In 2020, the Committee held 7 meetings to consider the following matters:

- Consider and monitor performance of the Company and its subsidiaries including proposing solution guidelines and recommendations which conformed to the business plans and targets assigned by the Board.
- Consider the investment and financial business plans and strategies of the Company and its subsidiaries, and then propose to the Board for approval in principle, so that the Management can implement it accordingly and in conformity with the specified targets.
- Consider and screen important matters, such as assets acquisition and disposition, connected transactions and investments of the Company and its subsidiaries before Board’s approval.
- Consider and approve transactions pursuant to scope of authorities granted by the Board then report for the Board’s acknowledgement. Report meeting results including accurate and appropriate solution guidelines and recommendations for the Board’s consideration.
- Consider the annual budget plan of the Company and its subsidiaries before proposal for the Board’s consideration and approval.

- Conduct performance assessment of the whole Committee and individual members for 2020 and assessment results will be used as basis for improvement.

The Committee strongly performs duties with integrity, honesty, prudence and intends to develop the Group’s business for sustainable growth by taking into consideration the best interests of all shareholders and stakeholders. The Committee also oversees and monitors to ensure efficiency of the Company’s operations pursuant to the corporate strategic and business plans under the relevant regulations and laws, in line with the corporate governance principles and code of business conducts which are regarded as main cornerstone for management of the Committee in driving the organization forward steadily and sustainably.

On behalf of the Executive Committee



(Mr. Prasert Bunsumpun)
Chairman of the Executive Committee

Nomination and Remuneration Committee Report

To The Shareholders

The Nomination and Remuneration Committee currently consists of three Directors, most of whom are independent and none of whom is the Chairman of the Board or an Executive Director. The current NRC Chairman is leading by Mr. Santi Bangor (Independent Director) and the NRC members are consists of Mr. Mohammed Bin Rashed Bin Ahmad Bin Muftah Al Nasserri (Independent Director) and Ms. Ausana Mahagitsiri (Director), with the Executive Vice President, Group Human Resources as the Committee's secretary. The Committee is in charge of nominating persons whose qualifications meet the relevant criteria and processes for the appointment of Directors, Chief Executive Officer and President (CEO/President), and Board-Committee members. The Committee is also responsible for reviewing the forms and criteria for Directors' compensation for the Board of Directors' (the Board's) endorsement and the Annual General Meeting of Shareholders' (AGM) approval respectively.

The Committee performance is summarized as followed;

1. Considered and approved the bonus budget for employees for the year 2020 and salary increase budget for the year 2020 as an award for their effort and dedication in their performance in order to increase the morale and encourage employees, based on the financial results of the overall company and performance of individual employees.
2. Considered and approved amount of bonus payment to the Company's Directors bonus for the year 2020 for their effort and dedication in their performance, based on the financial results of the overall company.
3. Reviewed the Committee's own performance which was later reported to the Board
4. Revised the compensation and the overall qualifications of the Board for better suitability and clarity.
5. Reviewed the Board's compensation for 2020 in line with their responsibilities and TTA Group overall performance. The compensation rates and criteria were to remain the same as proposed in the previous year for the Board's endorsement and the AGM's approval respectively.
6. Considered an appointment of directors replacing those who retire by rotation by proceeding with the Nomination and Remuneration Committee procedures and proposing qualified persons to the TTA Board of Directors and the

Annual General Shareholder's Meeting, respectively, for consideration and appointment as TTA Directors.

7. Nominated and selected members for Board-Committees, namely the Nomination and Remuneration Committee, the Audit Committee, the Corporate Governance Committee, and the Risk Management Committee, and tabled lists for the Board's approval of the appointment to fill the vacancies upon Directors' resignation or term completion.
8. Nominated experts for Directors' appointment in accordance with the processes and criteria and tabled them for the Board's or the shareholders' approval as indicated by law. The qualifications included education, knowledge, expertise, skills, experience, specific competency related to TTA Group businesses, and independence as defined by corporate criteria.

The Nomination and Remuneration Committee has completely carried out its duties as assigned with due care, due diligence, transparency and independence and has provided straightforward comments for the maximum benefits of shareholders, investors and stakeholders. It is committed to performing its duties based on equality and fairness according to the good corporate governance principles so that TTA Group can be developed constantly and sustainably.

On behalf of the Nomination and Remuneration Committee



Mr. Santi Bangor

Chairman of the Nomination and Remuneration Committee

Corporate Governance Committee Report

To The Shareholders

The Corporate Governance Committee (the “Committee”), which has been established by the approval of the Board of Directors of Thoresen Thai Agencies Public Company Limited, consists of 3 members, namely: Mr. Santi Bangor, the Independent Director, as the Chairman of the Committee; Miss Ausana Mahagitsiri and Mr. Jitender Pal Verma as the members of the Committee, whereas Mrs. Nanchalee Kecharananta, the Company Secretary (effective from 1 December 2020), is the secretary of the Committee. The roles of the Committee are to support operations of the Board of Directors. The Committee has authority and responsibilities as set forth in its Charter which include regularly formulating a policy, reviewing important criteria and practice guidelines of the Company related to good corporate governance, as well as business ethics, best practices for the Company’s directors, executives and employees to ensure compliance with the Company’s strategy, rules, regulations and relevant laws in order to enhance corporate governance pursuant to the international standards for sustainable growth of the organization.

In 2020, the Committee held a meeting to undertake duties within the scope stipulated in its Charter which could be summarized below:

1. Acknowledged the result of assessment project of the Corporate Governance Report of Thai Listed Companies (“CGR”) for 2019 developed by the Thai Institute of Directors (“IOD”). The Company also achieved an “Excellent” level of recognition (5 stars) in 2019. The CGR assessment report has been reported to the Board of Directors for acknowledgement as well as provides recommendations for improvement and development of policy and practice guidelines to be in line with ASEAN CG Scorecard criteria and recommendations of the assessment project.
2. Proposed to the Board of Directors to acknowledge that there was no agenda item proposed by the minority shareholders for consideration in the Annual General Meeting for the year 2020.

3. Proposed for the review and amendment of the Company’s Corporate Governance Policy and Corporate Governance Committee Charter and Board of Directors Charter on matters related to anti-corruption, rights of minority shareholders to propose agenda items and director candidates and Sustainable Development Committee to the Board of Directors for its further consideration.
4. Proposed for the review and amendment of Code of Business Conduct regarding the Anti-Corruption Policy and Measures and Human Rights Policy to be conformed to the new Anti-Corruption Policy.
5. Assigned the Company Secretary to deliver each director the 2020 self-performance assessment form of the Board of Directors and its Committees, as a whole and individual basis, after that compile, summarize scores and report to the Board of Directors for acknowledgement and for each Committee’s reviewing of the past year’s performance.

The Committee determines to develop the efficiency of its corporate governance and social responsibility simultaneously with the supervision of the Company on compliance with the Company’s Corporate Governance Policy which conforms to the organization’s strategy to enhance the confidence of all shareholders, investors and stakeholders as they are crucial for the enhancement of the Company’s growth on a sustainable basis.

On behalf of the
Corporate Governance Committee



(Mr. Santi Bangor)
Chairman of the Corporate Governance Committee

Risk Management Committee Report

To The Shareholders

Managing risks is an integral component of good corporate governance key to the success and sustainability of TTA business. To ensure effective and systematic management of risks and opportunities, TTA practices the TTA Enterprise Risk Management (“TTA ERM”) framework modeled after the globally recognized risk management industry framework under the Committee of Sponsoring Organizations of the Treadway Commission. Setting out the overall approach to governance and management of risks, TTA ERM helps ensure the Group is executing according to its strategic objectives and that any uncertainties or situation changes causing potential negative effects on the organization are prevented and handled in prompt and timely manners.

Providing an oversight on the group risk management, TTA Board of Directors has appointed the Risk Management Committee. The Committee comprised four members, three of which are appointed among TTA Board of Directors, led by Mr. Cherdpong Siriwit as Chairman. Both TTA Board of Director Mr. Jean Paul Thevenin and Mr. Jitender Pal Verma served as Committee Members with the fourth member, Mr. Ng Kit Wei appointed from TTA senior executive team. The Committee is responsible to oversee TTA risk management implemented in line with TTA Board of Directors’ directions, which includes recommending the acceptable group risk appetite, advising and ensuring appropriate, effective risk management actions to identify, measure, monitor and control risks, among others.

In 2020, the Committee held four meetings, in which in these meetings, TTA including the business units identified, reviewed and discussed material risks and risk mitigation plans extensively, and key matters summarized and reported to the Board of Directors regularly for further action.

Summary Risk Management Committee activities are as follows:

- Conducted annual review and approval of TTA risk management framework, policies, strategies and plans
- Set and reviewed risk criteria for TTA and business units, both quantitative and qualitative impact, to align with TTA’s acceptable risk appetite

- Reviewed TTA and business units risk assessment report, in which risk factors are analyzed and evaluated based on the probability and severity of the risk covering strategic, operational, financial, and external and compliance risk
- Reviewed and provided recommendations on risk mitigation plan to reduce likelihood and impact of potential risks to be at acceptable level
- Monitored, and reviewed execution of risk mitigation plan
- Developed and cultivated strong risk management culture within the organization
- Conducted annual self-assessment of the Risk Management Committee, by group and by individual, and evaluated the assessment results as basis for further improvement

The Risk Management Committee is of view it has acted with care and prudence to carry out its duties in accordance with TTA ERM framework. The Committee is fully committed to ensure that TTA risk management governance are properly and effectively executed as part of the strategic and business plans, and with continuous reviews, the Committee can align TTA with current business scenarios to drive sustainable growth for the Group.

On behalf of the Risk Management Committee



(Mr. Cherdpong Siriwit)

Chairman of Risk Management Committee

Sustainable Development Committee Report

To The Shareholders

The Sustainable Development Committee (the “SD Committee”) was established since 2019 on the basis of the vision of the Company. It considers sustainable business growth as a major consideration while placing importance on all groups of stakeholders at the same time. The SD Committee was established, with 9 senior executives of the Company and its subsidiaries as its members, to set forth sustainable business practices.

In 2020, the SD Committee held meeting(s) which could be summarized as follows:

1. The SD Committee acknowledged the Company’s participation in the SET Sustainability Assessment conducted by the Stock Exchange of Thailand in order to be selected as one of Thailand Sustainability Investment (“THSI”). This was the first year for the Company to participate in this Assessment.
2. The SD Committee acknowledged the Company’s results of SET Sustainability Assessment for year 2020.
3. The improvement guidelines recommended by SET had been also acknowledged by the SD Committee in order to improve the Company’s sustainability performance. The SD Committee then assigned the SD Working Group to further perform in accordance to such improvement guidelines.
4. The Sustainability Report for the year 2020 had been also reviewed and acknowledged by the SD Committee and further proposed to the Board of Directors for acknowledgement in order to be disclosed as part of the 2020 Annual Report.
5. Regular follow-ups had been also made to ensure that the sustainable development projects are conducted according to plan.

The SD Committee is determined to improve business and continue to be responsible for all groups of stakeholders. Moreover, the Company will continue to contribute to sustainable economic growth, social development and environmental wellness to be a business that continues to grow stably and sustainably.

On behalf of the Sustainable Development Committee



(Mr. Jitender Pal Verma)

Chairman of the Sustainable Development Committee

Sustainability Development Report

Seeding Sustainability

Sustainability Roadmap

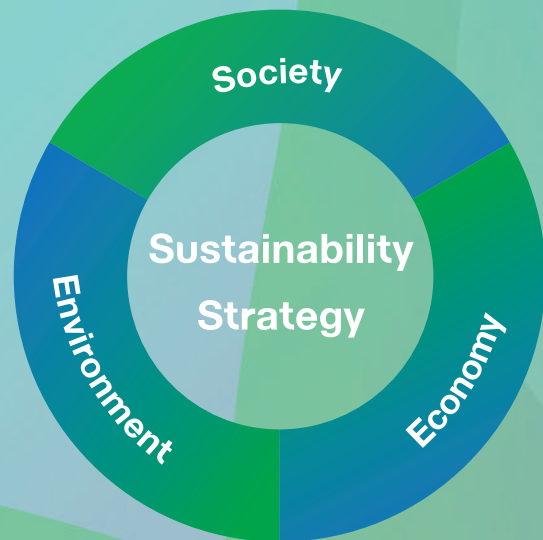
TTA’s Approach to Sustainability

Thoresen Thai Agencies Public Company Limited, or TTA, is a strategic investment holding company that has a balanced portfolio diversified both locally and internationally. Included in its current business portfolio are shipping, offshore services, agrochemical, food & beverage and investment. TTA always focuses not only on increasing positive value, but also on reducing negative impacts of business operation on the society and the environment. The missions of TTA are to create and facilitate sustainable growth in order to add value to our stakeholders, community, society, and environment throughout every process of our business operation.

In the year 2019, the Board of Directors approved an establishment of Sustainable Development Committee (“SD Committee”), consisting of representative from the Board of Directors themselves and executives of each business group and other units involved. The Company appointed an external consultant to assist management in implementing a sustainable development framework for the business of the Company and its subsidiaries. The sustainable development framework covers responsibilities of the SD Committee which includes developing policies, formulating strategies, and carrying out sustainable development plan in accordance with the business operation in view of economic, social and environmental aspects. The Company also determines to generate lasting value for all groups of stakeholders while striving for an implementation and cooperation in the operation of projects under the framework of sustainable development with relevant internal and external sectors. Sustainable Development Working Group (“Working Group”) has been established to apply and align the implementation of the sustainable development strategies throughout the organization to be in the same direction.

Members of such group have been selected from senior managers and managers of related business sectors. Furthermore, regular follow-up on the operating progress is reported by SD Committee to the Chairman of the Board of Directors and the Board of Directors.

It was the second year for the Company to establish the Sustainability Report. One of the engines that drives the Company towards sustainable growth is this report which can contribute to a formation of reviewing process and a continuous development in sustainable business growth. In-depth data are also presented in this report to show a development and business operation of the Company’s and its subsidiaries under an influence of Environmental, Social and Governance (“ESG”) factors and respond to the present issues regarding sustainability.



TTA’s Sustainable Development Goals

- 1**

Reducing plastic waste from usual business operation by 30% within 3 years from 2020 onwards.
- 2**

Reducing lost time injury frequency rate (LTIFR)
- 3**

Training all of the employees (100%) about human rights within the year 2021.
- 4**

Being a certified member of Thailand’s Private Sector Collective Action Against Corruption (“CAC”) within the year 2021.
- 5**

Conducting quality and safety checks for products and services of all Pizza Hut branches and every supplier.
- 6**

Reducing the turnover rate of TTA and subsidiaries’ employees.

2020 Performance Highlights



TTA announced its participation in Thailand's Private Sector Collective Action against Corruption ("CAC") on 8 November 2019 with an aim to be certified by the CAC by 2021.



Thoresen Shipping has been collaborating with Nakhon Si Thammarat Vocational College to establish a "Maritime Cooks Training Program". The year 2020 marks the tenth year of this project which started in 2011 with the aim to develop professional onboard cooks. There are more than 140 students who graduated from this program.



In the year 2020, TTA Zero Waste Project had been launched in order to reduce the plastic waste in the TTA's Office. Approximately 40 kilograms of plastic waste were collected and handed over to Wat Chak Daeng in Samut Prakan's Phra Pradaeng district for processing into synthetic fibres and used to make robes.

Seeding Sustainability

About this Report

In its determination to create Sustainability Report, TTA has set sustainable development as one of the most prioritized topics of the Company. This is also one of the topics that every industry around the world places high importance to. To strengthen its resolution to develop sustainably, the Company has produced a sustainability report for the year 2020 and incorporated it within this annual report. The year 2019 marks the first step that the Company began to communicate an importance of sustainable development to relevant stakeholders such as shareholders, business partners, customers, employees, etc. of the Company and its subsidiaries. The Company aims to expand and further develop its sustainable development projects to assure our stakeholders of all groups that it will not only grow robustly but also sustainably at the same time.



You are here



Anti-Corruption

Customer Relationship Management,
Product & Service Quality and Safety

Supply Chain Management

Material Sourcing

Technology, Innovation and R&D



Environmental Responsibility

Waste & Lifecycle Management

Energy Management

Greenhouse Gas Emissions

Water & Wastewater Management



Enhancing Stakeholder Participation

Human Rights & Labor Practices

Human Resource Management

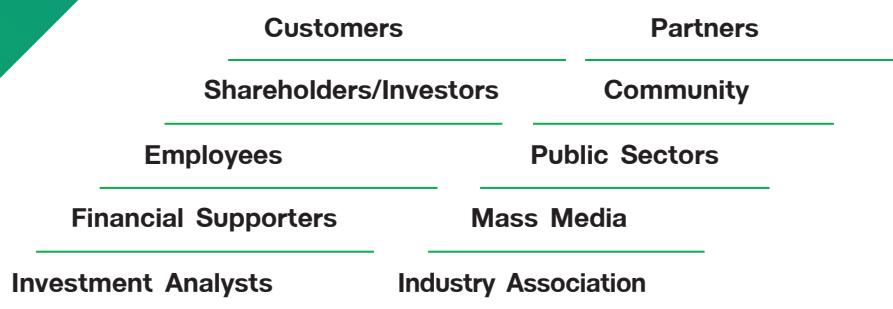
Occupational Health & Safety

Community Development & Involvement

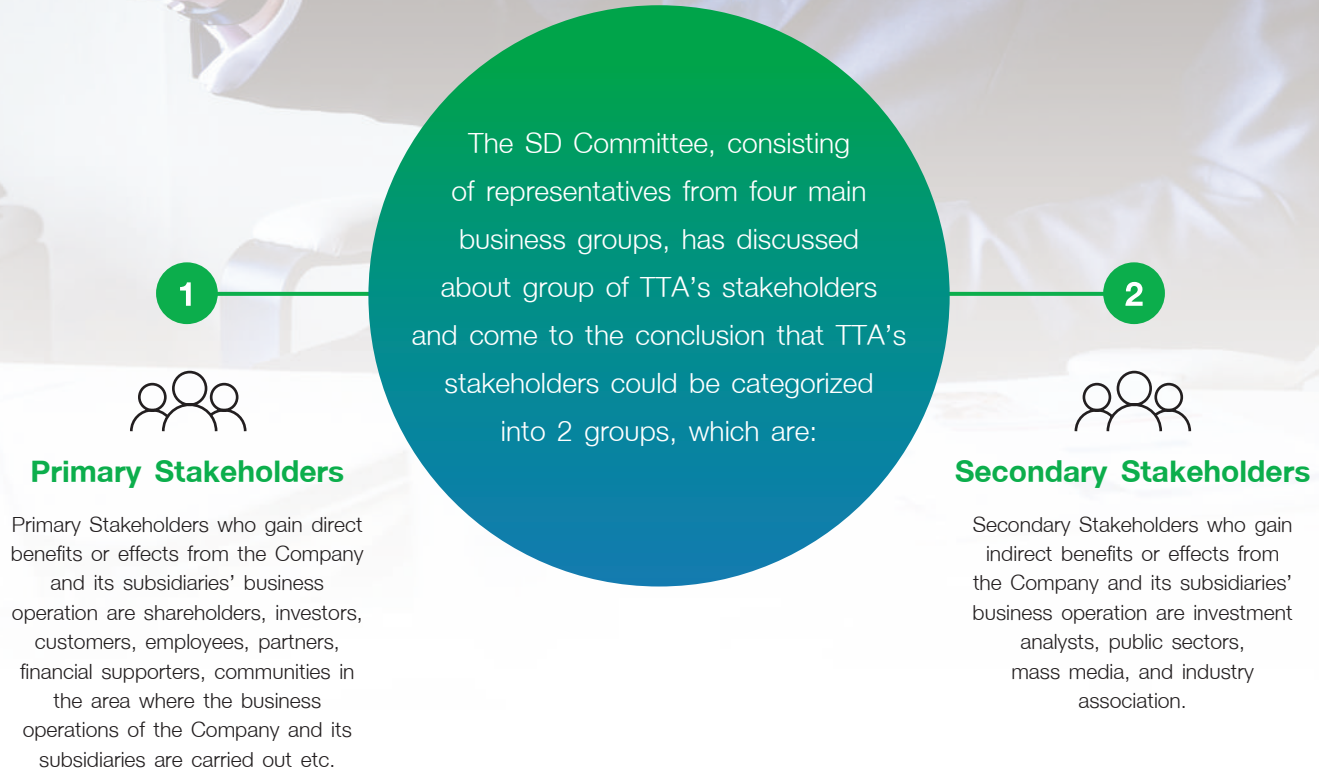
Sustainable Future



TTA's significant stakeholders



TTA's Stakeholder Identification



Stakeholder Relationships Development

Stakeholders	Engagement Channels	Examples of Topics
Shareholders/Investors	<ul style="list-style-type: none"> - Annual General Meeting - Quarterly investors meetings - Company visits - Open communication channels e.g. the Company's website, email, telephone, etc. - Whistle Blowing Channels 	<ul style="list-style-type: none"> - Good corporate governance - Innovation and technology development - Operational risk management - Investments in other businesses - Obtain stable and sustainable turnover and the business development
Customers	<ul style="list-style-type: none"> - Call center dealing with customer complaints 	<ul style="list-style-type: none"> - Quality and safety of products and services
Employees	<ul style="list-style-type: none"> - Intranet We-Connect Letter, email, video clip, employees' group chat - CEO Coffee Talk - Annual party and annual trip for the employees of the Company and its subsidiaries - MAX Evaluation 	<ul style="list-style-type: none"> - Career advancement - Compensation, benefits, and welfare - Occupational health and safety workplace
Partners	<ul style="list-style-type: none"> - Annual seminar and meeting - Telephone, email - Open channels for complaints, opinions, and suggestions 	<ul style="list-style-type: none"> - Human rights and environmental impacts - Fair business practices - Building the partners' capability

Stakeholders	Engagement Channels	Examples of Topics
Financial Supporters	<ul style="list-style-type: none"> - Company visits - Telephone, email 	<ul style="list-style-type: none"> - Strict compliance with contract conditions - Ability to pay off debt correctly and within a timely manner - Disclose true financial status
Community	<ul style="list-style-type: none"> - Telephone, email - Open channels for complaints, opinions, and suggestions 	<ul style="list-style-type: none"> - Conducting business responsibly for safety, and good environment - Take part in quality of life and community development
Investment Analysts	<ul style="list-style-type: none"> - Quarterly analyst meetings - Company visit - Open communication channels e.g. the Company's website, email, telephone, etc. 	<ul style="list-style-type: none"> - Disclose correct information sufficiently and within a timely manner - Good corporate governance - Obtain stable and sustainable turnover and the business development
Public Sectors	<ul style="list-style-type: none"> - Open channels for complaints, opinions, and suggestions 	<ul style="list-style-type: none"> - Comply with related laws, rules and regulations - Control and support community activities - Corruption prevention and fight against it
Mass Media	<ul style="list-style-type: none"> - Telephone, email - Corporate communication's annual meeting 	<ul style="list-style-type: none"> - Disclose correct information sufficiently and within a timely manner
Industry Association	<ul style="list-style-type: none"> - Open channels for complaints, opinions, and suggestions - Telephone, email 	<ul style="list-style-type: none"> - Conduct business operations that produce least environmental impacts on the environment and community

Materiality Assessment

A materiality assessment that aligns with the Global Reporting Initiative ("GRI") standards is used by the Company as a guideline to respond to the needs of its internal and external stakeholders. This 'materiality matrix' is designed by considering the level of impacts on its stakeholders' evaluation and discretion along with the overall impacts of the Company and its subsidiaries on economy, society and environment. The assessment procedures are as follows:

1. Materiality Identification

The Company has identified 14 materiality topics from the collection of global sustainability trend and the topics that top related industrial companies pay attention to the most. Positive and negative effects of TTA's business operation on 10 groups of stakeholders and their expectations towards TTA have also been taken into consideration.

2. Materiality Prioritization

To ensure that all Company's and stakeholders' materiality has been reached, materiality prioritization is considered to be part of the materiality assessment process of GRI standards which aims to formulate sustainable development strategies in terms of economy, society and environment of the Company. Moreover, stakeholders' opinions and interests have been acknowledged and properly included in the sustainability report. The materiality prioritization

process had been conducted during September 2019 to October 2019 by asking all 10 groups of the Company's stakeholders, managements and employees to take part in an online questionnaire about materiality. The results of such questionnaire have been analyzed and used in both materiality prioritization and materiality matrix to identify the importance of each issue based on each group of internal and external stakeholders.

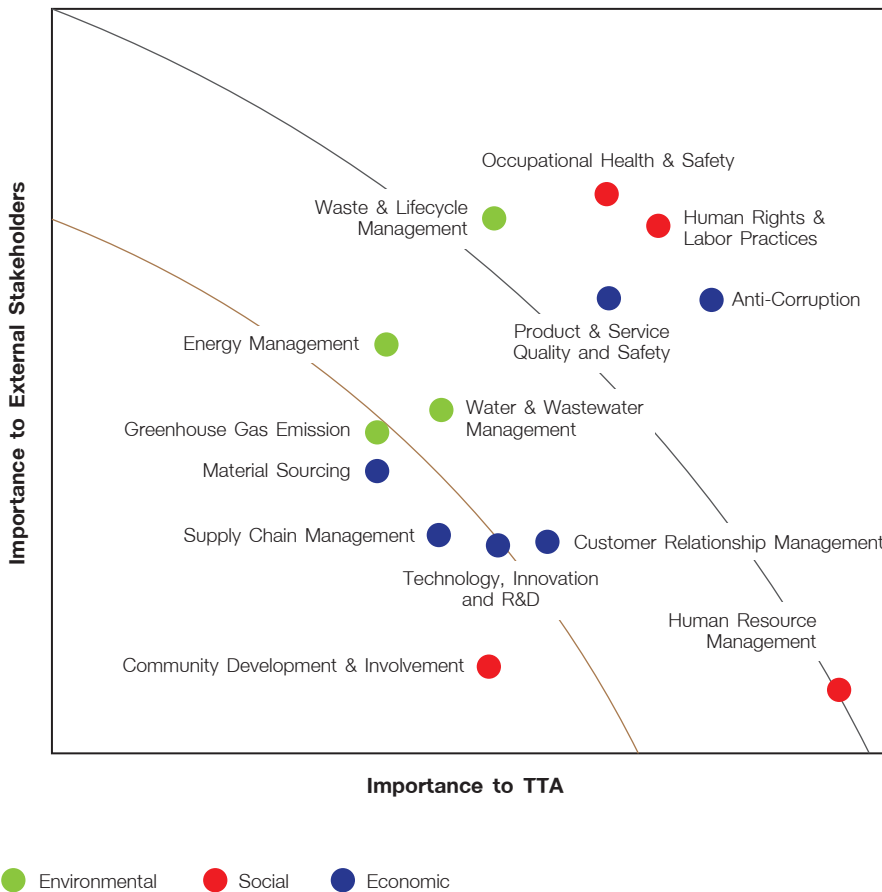
3. Materiality Validation

TTA's important issues had been reviewed and validated by SD Committee and SD Working Group and proposed to the Board of Directors for further consideration and approval. As a result, the Board of Directors has reviewed the important issues that have potential to affect the Company and its subsidiaries as well as external stakeholders.

4. Materiality Review

To foster the sustainable development practices throughout the Company, a follow-up plan for materiality management and a disclosure of the actual performance concerning important materiality issues were implemented to meet with reporting standards and requirements. The follow-up is also made and reported to the Board of Directors regularly.

TTA Materiality Matrix



Stakeholder Engagement

Results from materiality assessment have been reviewed by SD Committee and Working Group and prioritized based on their importance by considering the information collected from our stakeholders were approved by TTA Board of Directors. Consequently, the results had been processed and assigned by their levels of importance in the 'materiality matrix' which are based differently on their sustainable components in the economic, social and environmental aspects. The topic that both internal and external stakeholders of the Company paid attention to the most was Occupational Health and Safety, Human Rights and Labour Practices, Anti-corruption, Waste and Life Cycles Management, Quality and Safety of Products and Services, and Human Resources Management.

Reporting Principles



The Company and its subsidiaries, which are shipping business, offshore services business, agrochemical business, and food business, have disclosed their actual performance in economic, social and environmental aspects. The data were collected during 1 January 2020 to 31 December 2020.



This sustainability report was prepared in accordance with the Global Reporting Initiative ("GRI") Standard: Core Option and additional disclosures from the Food Processing Sector Supplement. The Company has also reported the data according to Sustainable Development Goals ("SDGs") and disclosed information under the requirements of Thailand Sustainability Investment ("THSI").



Communication Channel

TTA always values all stakeholders' opinions and expectations as the Company believes that constructive comments can promote its sustainable development and help improve its performance in the coming year. Therefore, the following channels for communication have been provided to receive comments, suggestions, and inquiries:

Company Secretary Office
Thoresen Thai Agencies Public Company Limited
 Orakarn Building, 7th Floor, 26/26-27 Soi Chidlom, Ploenchit Road, Lumpinee Sub-district, Pathumwan District, Bangkok 10330

Telephone: +66 (0) 2250-0569

Email: COR@thoresen.com

Economic Aspect Approach to Sustainable Growth

Supply Chain Management

Development of new technology and innovation can reduce transportation costs and shorten production supply chain including service rendering period. During the period, blockchain has increased its roles in monitoring the supply chain of business as it allows the customers to monitor products delivery time or progress on information service rendered by the service providers. However, the Company cannot only consider about factor which is important to supply chain service but it has to also consider about social and environmental factors within supply chain of product and service of the Company, such as labor issues and results from negative impacts on society arising from incomprehensive management throughout the supply chains. Therefore, the stakeholders expected that the companies should manage supply chain by taking into consideration social and environmental factors, beginning from upstream until the delivery process of products and services to customers or consumers. Effective supply chain management can reduce production costs and can help the business partners to prosper together and it can make the Company monitor, inspect problems occurred and can solve problems in time. In addition, it can signify responsibility to overall society and the relevant stakeholders, directly and indirectly. On the contrary, ineffective management of supply chain can make other stakeholders lose confidences in the Company, can tarnish the Company's image and may reduce customer-base that it may lead to failure on business operations.

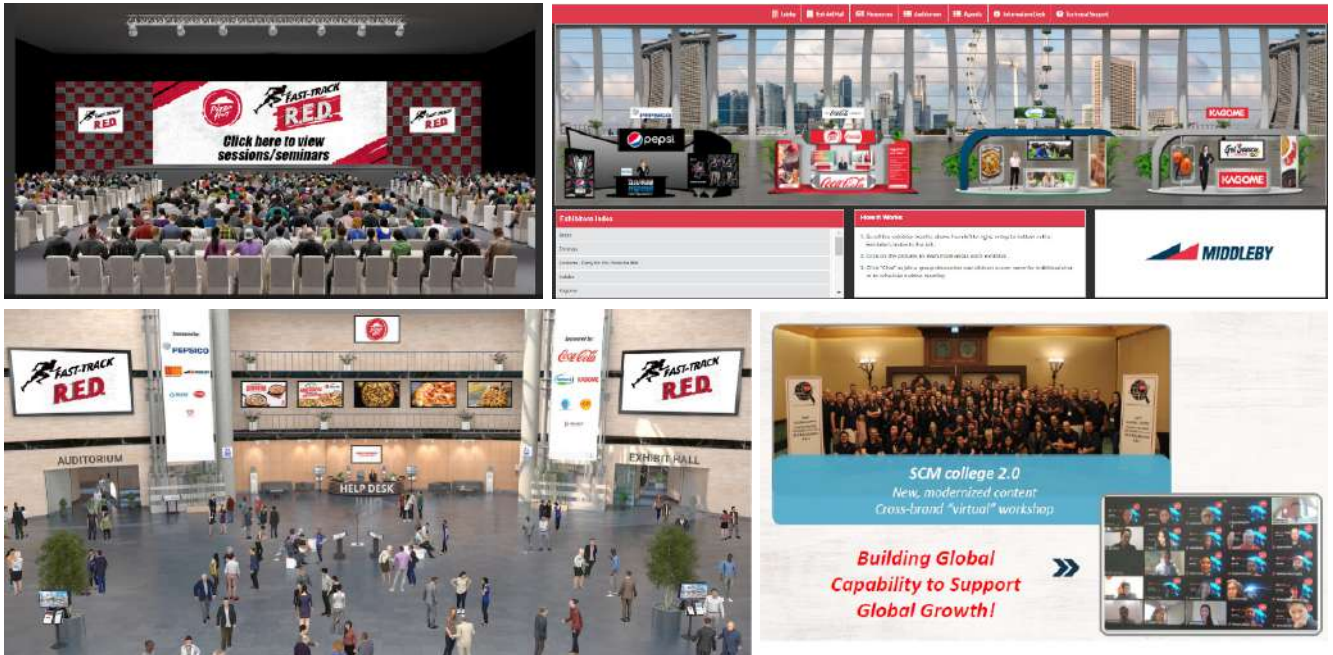
TTA is the manufacturer of products and services provider, so its involvement begins from production process to product and service delivery to the consumers. Hence, TTA foresaw

importance on supply chain management; as a result, the Supplier Code of Conduct has been developed and expected to be reviewed by the SD Committee and approved by the Board in 2021 which is to specify and apply with all of the TTA's business partners. TTA also issued regulations on procurement including criteria on selection of business partners, by consideration that the service providers' business strategies must be consistent with TTA's strategies. Most importantly, they must put emphasis on society and environment and must comply with international criteria and regulations. Working group has been appointed to inspect and ensure that such procurement has been undertaken with transparency and conformity with the relevant rules. TTA specified that its business partners must sign for acknowledgement of the TTA's Supplier Code of Conduct and shall consent TTA to inspect the production process and service rendering to ensure that they conform to TTA's regulations. In addition, it is specified that internal audit of all subsidiaries must be conducted to make sure that business partners have complied with the criteria or regulations specified by TTA, for instance companies in TTA's Group engaging in food franchise business shall comply with partnership regulations of the franchise's owner or the companies of TTA's Group engaging in marine transportation business are required to have external certified inspector to jointly inspect the operations to make them conform to the international practices.



Outstanding Project

Pizza Hut Asia Pacific Business Unit (APFBU) organized Virtual Pizza Hut Fast-Track R.E.D. (Supplier Conference) which was attended by Yum global business partners that held on 17 - 20 November 2020. The primary objective of the conference was to share Pizza Hut brand strategy and vision for year 2021. The conference highlighted the key actions to be implemented in supply chain management ("SCM") and project management functions and concluded with Yum! Partner Awards celebration. In addition, Food Safety Training has been provided to the suppliers once a year.



Material Sourcing

TTA and its subsidiaries, especially the food & beverage business, place a lot of importance on raw material procurement since customer safety is first priority in the food industry as it costs the trust of its customers. Furthermore, the Company must consider the procurement of raw materials from sources that do not cause any impact on society and environment, by which business partners must strictly follow as stated in the Company's Ethics Guide for Partners 2019.

The Company strives to procure quality and safe raw materials from manufacturers with social and environmental responsibility. Accordingly, Pizza Hut and Taco Bell, a franchise business of YUM Restaurants International, must comply with the regulations of franchising, including the procurement and sources of raw materials that must meet the quality standards set by the franchise owner. Pizza Hut and Taco Bell comply with the policy of procurement by using palm oil and packaging from Yum!'s plantation forest. Moreover, Taco Bell has the policy to use only paper produced from the planted forest, which does not do any

harm to the environment. In procurement, every raw material in production processes must pass the Food Safety testing and quality checks following Yum!'s policies.

The Company established a procurement department to ensure that operations have been carried out to meet the procurement standards, as well as a Procurement Audit Committee selected from non-procurement staff to inspect and ensure the transparency of operation. Pizza Hut and Taco Bell assigned its procurement managers to procure, follow up, and inspect raw materials as Yum!'s standards.

The Company has cooperated with its business partners in raw material procurement by giving partners a certificate to avoid any business partners with no business ethics and awareness to society and environment. For example, Pizza Hut issues a certificate to its palm oil procurement partners after the due diligence process. Pizza Hut also operates a business with SCG trusted supplier among packaging producers for Pizza Hut. An eco-packaging is produced from plantation wood and easy to be decomposed. Moreover, the Company always examines its

partners as well as checking raw materials cost annually to ensure that all materials are of high quality, safe, and friendly to the environment.

Quality and Safety of Products and Services

Quality and safety of products and services are one of the key factors that can improve quality of life. Even though a growing interest in healthy foods and organic products has certainly gained popularity in this day and age, there is an urgent need to address the restrictions which apply to consumers' health such as the risks for developing diseases and allergy risks from certain types of food. Thus, business owners should realize their importance and prioritize them more than the quantities of products and services given to consumers.

Low-level of food service quality and food safety may have an adverse effect on the lives, health, and safety of consumers. This could impact negatively on the credibility of the Company at last. Moreover, not only time and costs are required to alleviate the aforesaid problem, our employees will be unemployed and will not have enough income to support their family in an event that the company is forced to close its door. Thus, by complying with food safety regulations, the Company can reduce the cost-related problems that come with it, improve customers' health and build customers' trust. This will surely improve the consumption of our products and services over time and contribute to the sustainable growth of the Company.

TTA operates its food business under two restaurant franchises, named Pizza Hut and Taco Bell. Therefore, it has a responsibility to deliver quality food that will not cause our consumers to fall ill. Under the Company's food safety management plan, every branch managers must possess food handling certificates, issued by the Ministry of Public Health. The Company also follows laws and regulations on food safety from the Food and Drug Administration (FDA) and terms and conditions posted by our franchisor, YUM! International. In-class or online training courses about the quality and safety of food are arranged to all restaurant employees to assure that those food products are clean and safe before delivering to the consumers. For example, the staff is instructed to wash their hands every time they enter

the cooking area as well as before the food preparation. Our business partners are also required to attend classroom training or individual coaching every year to update their understanding of food safety standards for products. In 2020, all of Pizza and Taco Bell's staff have already completed the quality and safety of food training. Furthermore, 100 percent of Pizza Hut's business partners have already passed the food safety standards. Apart from that, the Company also buys vegetables from sellers who obtained Good Agricultural Practices (GAP) certification and establishes quality and food safety policy.

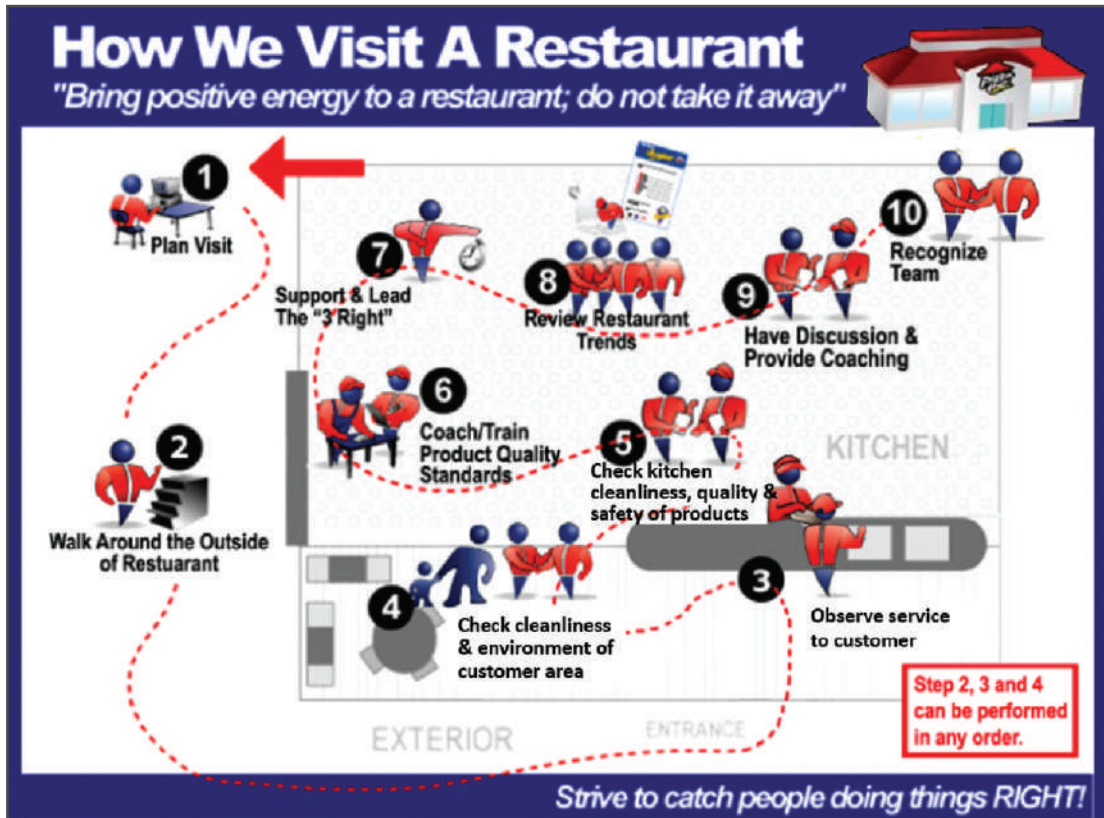
Results of the quality and safety of food and services training

Participant in quality and safety of food and services training	Percentage of participant in quality and safety of food and services training		
	The year 2018	The year 2019	The year 2020
Employees	100	100	100
Business partners	100	100	100

Both Pizza Hut and Taco Bell are committed to deliver quality and safety food to the consumers to maintain their good health. Thus, the Company carries out food safety audits throughout its restaurants and business partners every year. Its restaurants are inspected approximately five times per year. Three out of five are conducted by internal audits and two-fifths of which are conducted by third-party food safety audits hired by the franchisor. The purpose of the audit is to analyze each branch's problems and to improve its service. In 2020, from COVID-19 situation which some restricted areas are not allowed to enter on specific month so all restaurants were completed the audit 3-4 times per year based on location.

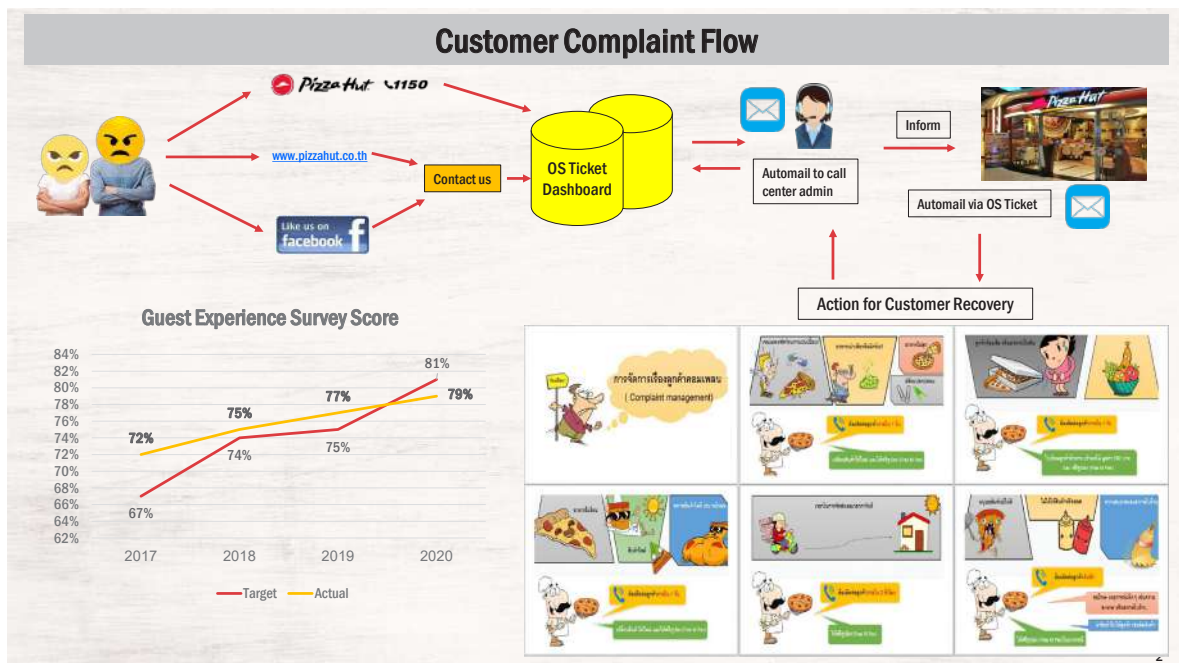
For Pizza Hut, a branch manager is responsible for controlling food quality and safety as well as operating audit process. Consequently, the audit reports will be proposed to Food Safety Thailand Committee consisting of 2 Supply QAs and 4 Restaurant QAs for a service improvement and development. The reports will be also sent to Leadership Team, restaurant operations and related divisions. All the processes are to ensure its operations and quality and safety food before delivering to the customers. Moreover, Pizza Hut discloses nutrition information on its website to allow customers to stay informed about their food choices.

Flowchart of Pizza Hut Restaurant Visit



Additionally, the customers can use various channels to file a complaint regarding quality and safety of products and services such as call center at 1150, www.pizzahut.co.th or www.facebook.com/pizzahutthailand. The Call Center is in charge of investigating the complaint in the first step and then reports to the Operation Department for further investigation. After the inspection is completed, the Company will improve its service and the customer will be compensated by the Operation Department.

The procedure for handling complaints



Complaints regarding quality and safety of products and services

Number of Complaints (times)	The year 2018	The year 2019	The year 2020
Total numbers of resolved complaints	622	430	416
Number of resolved complaints	622	430	416

Customer Relationship Management

Customers are the core of every business as its operation cannot run smoothly without them. The understanding of customer's behaviors can increase a number of company's products that meet the needs of each customer group. Nowadays, over 70% of Thais use internet and smartphones. Thus, it is a great opportunity to bring technology into the scene to improve customer relationship management such as to develop mobile applications in order to advertise, and receive feedbacks along with suggestions from customers from the website and use Big Data to determine business strategies.

As a services provider, the Company and its subsidiaries recognized the necessity of analyzing customers' demands and fulfilling their real needs. Therefore, effective customer management will help the Company and its subsidiaries to gain customers' trust, retain existing customer base and expand customer reach by encouraging customers to use products and services from the Company more.

To succeed in customer relations management, the Company has incorporated customer treatment policy and guidelines in the Company's Business Ethics which was enforced in December 2009 and revised in December 2018 as follows:

- Deliver good quality products and services that meet customers' demand
- Provide correct and complete information to customers within an appropriate time
- Strictly follow the terms and conditions given to customers
- Be polite and attentive to customers to earn their trust
- Information obtained from customers must be kept confidential and never be used for personal or third parties benefit.

For more information, please visit http://th.thoresen.com/corporate_governance.html

In Food & Beverage business, Pizza Hut franchise has improved its customer relationship management to be more efficient and increased its customer satisfaction. It also relies

on an analysis of customer information from Big Data to offer new products and response to real customer's needs. A campaign features special menus or products according to customer groups. The customer relationship management is carried out by store manager and central office of Pizza Hut efficiently.

Pizza Hut has conducted assessments and surveys on customer satisfaction via online questionnaires or SMS. The number of respondents and surveys has met with the Yum!'s standards. The questionnaire includes questions regarding flavors, visual aspects, prices and other satisfaction factors. Market research data from Pizza Hut's marketing team and outsource revealed that customer satisfaction level was at 77 for year 2019 and at 79 for year 2020.

Indicator	Customer Satisfaction Survey		
	2018	2019	2020
% OSAT (GES)	72	77	79

* OSAT = customer's overall satisfaction

Furthermore, Pizza Hut provides the following channels to receive customers' complaints or suggestions: Call Center at 1150 or the company's website (www.pizzahut.co.th) where the data is collected for service improvement. In an event that a complaint regarding services is filed, the store manager will analyze the received problems or complaints in various aspects for instance the cause of the problem(s), the location where a complaint arises, the number of complaints, etc. and conduct an assessment of satisfaction resulting from the resolved complaints. Until now, there were no complaint regarding health and safety from Pizza Hut's services. For more details, please refer to the Quality and Safety of Products and Services.

In addition, Pizza Hut have a nationwide contest for all stores to participate in boosting customer satisfaction scores as well as other factors that may have a significant effect on customer touchpoints such as speed and staff friendliness. We also host a full-day training on GES program (overall program and hygiene topics) and special practices on COVID-19 crisis in order to cooperate with national disease control and ensure customers' food safety on our platform.

Technology, Innovation, and Research and Development

Speediness of present-day technology can change lifestyles and global business operations and such change intensified challenges on undertakings of business. Development of innovation and technology is the heart of business operations as it can elevate competitive edge and make the Company

able to quickly and promptly respond to the customers' demands. Thus credibility and customer-bases of the Company can be increased and operating costs can be saved.

The Company has a policy to encourage innovation to support development and effective operations of the organization. Innovative strategy has been formulated to make it conform to the Company's directions and business development plans on continued basis. Presently, the Company has developed systems and implemented technology with its marine cargo transportation business, which made cargo able to be transported speedily and on time and it can also promptly respond to the customers' requirements. Technology has been applied to increase security of business operations. The Company's Communication & Technology Department has been assigned to conduct study and research on new technology to be used in the operations, for instance, installation of CCTV to prevent the pirates. The Company also realized the importance on application of innovation and technology and strictly compliance with the rules and regulations on environment to mitigate environmental impact, for instance, the Company installed Ballast Water Treatment system purchased from the experienced supplier in the United States of America with its cargo ships to make sure that ballast water is clean and do not jeopardize the environment before discharging into the sea constantly. NS Enterprise Software for Operation & Maintenance management has been used to compilation of information on procurement, planned maintenance and overhaul and personnel management as the centralized data of the Company. Additionally, trainings have been provided to the users on software development to increase convenience and for ease of application including for development of other systems pursuant to the international requirements.

With regards to restaurant business of Pizza Hut and Taco Bell, Research & Development Department and Communication & Technology Department have been assigned to research and develop products as well as to explore new technology for improvement of services. Pizza Hut has implemented production technology to reduce costs and increase convenience and service channel for easier accessible to products via Food Application by cooperation with Grab Food and Food Panda. In addition, POS system, i.e. Wallet QR Code, has been developed since the year 2019 to respond to the Cashless Society Lifestyle which has tendency to grow swiftly in the same direction all over the world. The new POS system has been launched all stores in October 2020. Big Data System has also been developed in order to be accessible to the customers' requirements and package program has been used to analyze the customer's information and it is expected that this system can be implemented in 2020.

In aspect of product development, the Company is determined to develop products for restaurant business (Pizza Hut) continually. Many studies have been conducted, for instance, Global Trend by experimenting with real customers and Global Success of Pizza Hut Businesses in various countries. The Company has cooperated with the customers on development of more varieties of products and development of manufacturing technology. Data of food delivery business, i.e. Grab Food, has been used to analyze the customers' demands and behaviors (small serving for one person), to strengthen confidence on rendering services to customers as food can be delivered on time and to help the Company's business partners on business expansion. Pizza Hut has developed production process by using smaller ovens which can reduce amount of used oil, save electricity cost and oil. Study on production process and procurement of good quality raw materials for producing heat used for making pizza has been conducted in order to develop quality and taste of food. Manufactures and farmers have also been inspected.

Project Highlight

“Co-branding” Marketing Collaboration Project

Pizza Hut and Lay's adopt brand collaboration strategy to reach out new customers as well as enhance brand value

Pizza Hut and Lay's, have partnered together for the first time in Thailand to adopt brand collaboration strategy and to launch a “Pizza Hut x Lay's” campaign. The co-branded food creation Pizza Hut x Lay's includes an extraordinary pizza menu from Pizza Hut called “Lay's Crunchy Triple Crust” which perfectly matching of all time favorite Hokkaido Cheese Super Hawaiian Pizza with triple cheese filled crust, plus fully crusted Lay's potato chips, and two limited edition of potato chip flavors from Lay's - “Cheese Pizza” and “Seafood Cheese”. The strategic partnership is beneficial to both Pizza Hut and Lay's as both brands can gain their brand values, reach new customers and increase brand credibility among consumers.



Pizza Hut’s 5 Continuous Ketchup Sachets

Pizza Hut has been focusing on raw material cost improvement by developing 5 continuous ketchup sachets with business partner “Srithai Daily Foods”. This project helps Pizza Hut in reducing the use of plastic zip bag and saving cost.

Old ketchup sachets	5 Continuous Ketchup Sachets
	

Anti-Corruption Practices

As corruption remains a major threat to the world, every organization should realize the importance and collaborate in fight against it. All forms of corruption results in higher production costs and leads to a decrease in profit if product prices remain unchanged. On the contrary, if the Company would like to increase product prices due to higher costs, the demand for products may decrease. If the Company recognizes the importance of anti-corruption, it not only benefits from an increase in profit by reducing costs but also an improvement in Company image and a rise in demand for products. The Company believes that all stakeholders are pleased to join or invest in the companies with good corporate governance and Anti-Corruption Policy. With such belief and business collaboration, the Company can expand its business steadily.

The Company conducts business ethically and is committed to its responsibility for all stakeholders. To provide an anti-corruption practice guideline, the Board of Directors approved the Company to introduce the Anti-Corruption Policy from 2010 onwards. A revised policy is issued from time to time to ensure that it covers and is in line with current state of business conduct. For further information, the revised policy is disclosed at http://th.thoresen.com/corporate_governance.html. Moreover, the resolution of the Board also approved for participation in Thailand’s Private Sector Collective Action against Corruption (“CAC”). The Company announced its intention in CAC on 8 November 2019 to show determination to operate on transparency basis and to give all stakeholders confidence in its business conduct concerning anti-corruption. The Company is currently in process of preparation for applying for CAC certificate with an aim to finally acquire it within the year 2021.

To achieve the Company’s goals, in 2020 the Company prepared the policies and measures, for instance, Gifts and

Entertainment Policy and Procedures, Charitable Contributions and Sponsorship Policy and Procedures, Anti-Corruption Policy on Corporate Human Resources etc. These policies are expected to be approved by the Board and established in early 2021 in order to comply with the revised guidelines on the Company’s Anti-Corruption Policy and must be pursued by all divisions including its subsidiaries and joint ventures. The Company has communicated the aforementioned policies both within and outside organization. The Company’s employees can receive a notification via an intranet system while an e-mail is used to notify all stakeholders and business partners. This is to ensure that all parties involved, acknowledged and adhered to its implementation.

In addition, the Company has the Risk Management Department whose responsibilities are to assess business and corruption risks and to investigate and evaluate our internal controls system regularly to ensure an adequate and appropriate internal control system that can prevent corruption practices. The Company has also promoted anti-corruption campaign with an anti-corruption awareness raising video from Company’s executives, a hand to hand distribution of anti-corruption stickers to all personnel at their working desks, and an anti-corruption training course for new employees to acknowledge and understand Company’s policies. The training course for current employees is expected to be held at least once per year starting in 2021 onwards which will be conducted offline and online. To ensure that all employees have a good understanding about anti-corruption, before and after the training course the Company will request them to complete an anti-corruption pre-test and post-test. If there is any topic that employees do not understand, the further training course covering such topic will be held.



The Company established various channels of communication, so that employees can submit any complaints of corruption practices via letter, e-mail, or directly to the Internal Audit Department. Once the complaint is filed to the Company, the Internal Audit will be responsible for the pre-inspection. Then it will be reported to the Audit Committee for further consideration for the inspection result as well as an appropriate penalty in an event that a breach of the Anti-Corruption Policy is found. In the previous year, there is no corruption activity found in the Company. We aim to remain free from any forms of corruption at all times.

Channels for reporting and inspection in case of violation with the Anti-Corruption Policy

- Website: www.thoresen.com
- Email: whistleblowing@thoresen.com
- Postal: Post box no.12, Siam Commercial Bank, Lumpini Pathumwan District, Bangkok 10330

Performance on Anti-corruption

Number of Complaints (times)	The Year 2018	The Year 2019	The Year 2020
Number of complaints concerning corruption received	0	0	0
Number of complaints concerning corruption with proven guilty	0	0	0

Outstanding Project

TTA’s Internal Audit Department launched a project IA News Alert : Anti-Corruption (Things you should know about Anti-Corruption) in order to raise the awareness of TTA’s employee about the Anti-Corruption as well as to communicate the channel (Whistleblowing Channel) for report suspicious action that might be related with the anti-corruption policy.

Internal Audit

Things you should know about Anti-Corruption

There are **2 WAYS** for corruption

- Supply**: Buying an unfair competitive advantage
- Demand**: Abuse of power for personal gain

Corruption types:

- Giving / accepting gift, entertainment or other benefits
- Charitable contribution or sponsorships
- Political contributions
- Procurement Policy
- Information record and maintenance system

Environmental Aspect Consciousness and Awareness

Environmental Management

The Company is aware that the surrounding environment and communities may be affected by its business operations. Therefore, it has set the policy encouraging environmentally-friendly business activities both in the Company and its subsidiaries. To reduce aforementioned impacts caused by the business operation, the Company has conducted a risk assessment prior to a launch of new projects and sought to find the most effective solution. Moreover, the Company sets goals to minimize the use of non-eco-friendly materials as well as initiates campaigns on a responsible use of natural resources and non-renewable energy. The Company also encourages and activates an environmentally responsible mindset among employees through continuous participation in various activities such as reforestation.

The Company is committed to be more environmentally responsible and determined to improve its role in environmental protection. At the same time, it never ceases to find the best practice for sustainable organizational development. For this reasons, its business operations are conducted in accordance with environmental legal requirements and international standards to promote constant development and to move towards its sustainable goals. The Company inspires employees via business communication to ensure that in all its operations, at every value chain, it will benefit environmental management. There are 4 major environmental management issues: waste

management and product life cycle, energy management, greenhouse gasses emission, and water and wastewater management. TTA's long-term goal is to reduce plastic waste from its operations by 30% within 3 years starting from the year 2020.

Energy Management

Nowadays, the demand for energy has increased globally due to the increasing demands from consumers for various energy. The Company realizes the importance of non-renewable energy and that it is a significant factor in business operations. Efficient energy management will not only cut production costs but also mitigate negative impacts on the environment and global community.

The Company policy supports energy efficiency in its buildings and smart choice making, such as turning the lights off during lunch break to save energy or using eco-friendly LED light bulbs. TTA's Administrative Department is responsible for energy management in its offices. Furthermore, the Company is also determined to find eco-friendly alternative energy and control pollution to make

sustainable business operations happen both in the Company and its subsidiaries. For food business, such as Pizza Hut, went for better options: switching from fluorescent bulbs to LED in all new locations and replacing broken ones in its existing branches. Apart from these changes, the Company has also replaced its equipment such as air-conditioners, toaster ovens, and air fryers to the more energy-saving models. For shipping business, standard light bulbs in the office and container ships were replaced by LED tubes, which generate less heat, more energy-saving and reduce waste production. In the year 2020, the Company had changed the lighting system to be LED tubes on every vessel. Consequently, the Alpha Lubricator control system for large machines fuel pumping and the tool Mewist Duct on the tilter are installed on the ships to improve engine performances, cut energy usage in each sailing, and save fuel. At the same time, Mermaid Maritime, an offshore business, had always updated all requirement per standards related energy usage.

Outstanding Project

Energy Saving Project

In 2020, the Company reinvented the store layout with a smaller area ranges between 80 to 100 sqm, which consume less of energy e.g. air condition, lighting. Moreover, the Company installed “Ceiling Air Circulator” and it lowered the store temperature from trial branches which improving HVAC in the kitchen zone. Another energy-saving that the Company constructed and developed store which the material that process with less energy consumption such as fiber cement or artificial wood.

Greenhouse Gas Emissions

Climate change is now the issue every country in the world pays attention to, as well as Thailand, which has joined the United Nations Framework Convention on Climate Change (UNFCCC) since 1994. Moreover, Thailand also ratified the Kyoto Protocol in 2002, along with the Paris Agreement, which the member countries made the pledge to control world greenhouse gas emissions. Thailand, as one of the associate members, has planned Nationally Determined Contributions (NDC) while focusing on these three fields: Energy and Transport, Waste, and Industrial Process by aiming to reduce its greenhouse gas emissions by 20-25 percent by 2030.

Since every involved department highly values world climate change, the world climate control commitment is formed. Although the greenhouse gas emissions during the industrial process are strictly controlled, it turns to be a new challenge for the private sector, including TTA, which is a leading company investing in a variety of businesses as well as a shipping business. While the shipping business seems to have some effects on climate change, it is also affected by the issue in some ways as well.

The greenhouse gas emission data in this 2020 annual report covers all businesses that are the primary source of the Company revenue and the businesses that the Company has more than 50-percent ownership and management control, which includes shipping business and offshore service business.

Management Approaches

From the beginning, the Company always gives priority to the use of natural resources for maximum benefit and minimum environmental impact by using efficient, energy-saving, and green technologies. Presently, the Company has concrete policies and measures to reduce greenhouse gas emissions as well as short and long term goals and strategies; moreover, there are also innovations used during the processes. Marine Department is in charge of establishing policies and managing greenhouse gas to ensure effective processes while also establishing energy management approach and looking for alternative energy source. The Company, furthermore, has policies for its invested companies to set measures for reducing greenhouse gas emissions and effective energy management in order to strictly comply with each industry's regulations and to successfully solve the greenhouse gas emission issue along with society.

Greenhouse Emission Mitigation

This table shows the actions the Company has against greenhouse gas.

Activities	Results	Goals in 2021
<ul style="list-style-type: none"> • Thoresen Shipping reduces the emissions of greenhouse gas by strictly follows the MARPOL Annex VI which is the regulations for the prevention of air pollution from ships adopted by the International Maritime Organization (IMO) in order to lower the impact on the ecosystem and environment, as well as climate change in every area within shipping service. • The Company uses IMO Data Collection System (DCS) to record every ship's carbon dioxide emissions in order to help with the eco sailing project which can reduce the emissions of carbon dioxide. • The Company stands strictly in accordance with the IMO regulation by switching to low-sulfur fuel oil (LSFO) to reduce the sulfur content of the fuels that ships use (Sulphur Cap 2020). 	<ul style="list-style-type: none"> • Thoresen Shipping received a certificate of the prevention of carbon dioxide emission from the company ship by following the regulation of EU MRV (Monitoring, Reporting, and Verification) which includes monitoring, reporting, and verifying each ship's carbon dioxide emissions. • Controlled the emissions of sulfur dioxide or any greenhouse gas to be lower than 3.5 percent as the recent regulation • Able to reduce sulfur dioxide to be lower than 0.5 percent as stated in the recent IMO regulation which is going to apply since 1st January 2020 	<ul style="list-style-type: none"> • Maintaining continuous compliance with IMO's rules and regulations
<ul style="list-style-type: none"> • Mermaid Maritime aims to continually reduce greenhouse gas emissions as planned while also improves energy efficiency and strictly follows up to dated ISO standard and other requirements. 	<ul style="list-style-type: none"> • In 2019, Mermaid Maritime was able to lower greenhouse gas emissions (Scope 1) by 22 percent when compared to 2018 while lower by 19 percent when compared to 2017. • In 2019, Mermaid Maritime was able to lower greenhouse gas emissions (Scope 2) by 42 percent when compared to 2018 while lower by 39 percent when compared to 2017. • In 2020, Mermaid Maritime was able to lower greenhouse gas emissions (Scope 1) by 6 percent when compared to 2019 while lower by 27 percent when compared to 2018. • In 2020, Mermaid Maritime was able to lower greenhouse gas emissions (Scope 2) by 19 percent when compared to 2019 while lower by 54 percent when compared to 2018. 	<p style="text-align: center;">-</p>

Activities	Results	Goals in 2021
<ul style="list-style-type: none"> Mermaid Maritime has the Energy Review System which reviews the system quality and yearly advancement along with the assessment of the quality of energy usage data and greenhouse emissions from the outsource team. 	<ul style="list-style-type: none"> In 2019, Mermaid Maritime was able to lower the amount of electricity used by 1,362,689 watts from 2,132,565 watts in 2018. In 2020, Mermaid Maritime was able to lower the amount of electricity used to 1,061,667 watts from 1,343,241 watts in 2019. 	-
<ul style="list-style-type: none"> Mermaid Maritime has a plan to improve the efficiency of fuel usage and air pollution impact, also to install solar panels as renewable energy on board. 	<ul style="list-style-type: none"> In 2019, Mermaid Maritime was able to lower the amount of the oil used in generating electricity for use in fleet by 38 percent when compared to 2018, resulting in 796-ton reduction of sulfur dioxide emissions from 1,247 tons in 2018; moreover, this also caused the reduction of nitrogen oxide by 831 tons from 1,302 tons in 2018 In 2020, Mermaid Maritime was able to lower the amount of the oil used in generating electricity for use in fleet by 6 percent when compared to 2019, resulting in 67-ton reduction of sulfur dioxide emissions from 1,061 tons in 2019; moreover, this also causes the reduction of nitrogen oxide by 70 tons from 1,108 tons in 2019 	<ul style="list-style-type: none"> Mermaid Maritime is currently studying the installation of solar panels to be

Outstanding Projects

1. Carbon dioxide emission plans of Thoresen Shipping's ships

Carbon dioxide is one of the greenhouse gases causing global warming. According to IMO study in 2014, it is stated that the shipping business caused around 2.2 percent of the world greenhouse effect. Being aware of the effect, TTA has established measures to help reduce the greenhouse effect and initiated various projects as follows.

- Raising awareness of the fleet in reducing gas emission and monitoring the emission of each ship
- Formulating strategies and actions to reduce gas emissions for the fleet:
 - Use fuel with lower sulfur dioxide and try mixing special fluids with fuel to help complete combustion and reduce fuel wastage
 - Use an alpha lubricant control system to reduce waste of fuel in the cylinder
 - Maintain the equipment to be in proper condition to be able to operate at full capacity

- Study the feasibility of applying the Green Passport Certification to ships

With its commitment and continuous effort in mitigating greenhouse gas emissions, Thoresen Shipping was granted a certificate of the prevention of carbon dioxide emission from the company ship by following the regulation of EU MRV (Monitoring, Reporting, and Verification) which includes monitoring, reporting, and verifying each ship's carbon dioxide emissions. By following the regulations perfectly, not only it benefit the environment, Thoresen Shipping service is trusted by most important customers around the world, especially, when shipping to a strict area such as ECA (Emission Control Area) in Europe and North America. Moreover, the company also achieved the certificate of data collection on fuel consumption during Europe shipping from EUMRV and IMODCS which certified that the company's ships are verified and report the CO₂ emissions according to the global requirements.

2. Mermaid Maritime's Greenhouse gas emission plans

Mermaid Maritime has been reporting on emissions since 2016 and ensure that the environmental management system focuses on related environmental aspects. During the year, the company conducted a Group Management Review wherein the performance on emission and energy management were discussed. The proper implementation of the requirements assists the company to continue achieving improvement in energy consumption and efficiency leading to reduction in GHG emission.

In the future, Mermaid Maritime will developing the plan to increase efficiency for energy usage in all sectors with an objective to reduce GHG to the greatest extent along with a strategy for renewable energy adoption, for example solar system installation.

Wastewater Management

In this day and age, human exploitation of natural resources has caused climate change and environmental problems. Deforestation increases surface temperature, while droughts and water scarcity are becoming more frequent. Therefore, it is critical to recognize the cruciality of water conservation, resource finding, and optimum use of water. A complete water management system can reduce not only the costs of untreated water used in productions but also the amount of wastewater and the expenses of wastewater management.

The Company places importance on environment conservation, imposing an environmental policy, which is available on the Company's website at http://th.thoresen.com/corporate_governance.html. In the same way, the environmental policy has also been set out by its subsidiaries. For shipping and offshore services businesses, the wastewater is treated before being discharged into the ocean. For Thoresen Shipping, regulations on ship's ballast water treatment (BWT) are formulated and an innovative tool to destroy invasive and alien species in ballast water before releasing into the ocean is installed. There are 24 vessels that completed retrofitted with BWT plant within 2020 already.

TTA is both a manufacturer and a services provider. Its businesses, especially shipping service and submarine engineering, directly affect on water resources by wastewater discharges. Thoresen Shipping and Mermaid Maritime have established Technical Department to monitor water and wastewater management. Furthermore, to comply with the International Maritime Organization's Regulations, Thoresen Shipping also has measures for reducing contaminated water from oil spills by installing oily water separator to filter out oil generated from operations from the wastewater before discharging into the sea. The separators have been

installed on every ship and used before discharging wastewater into the sea. The wastewater quality testing is also carried out before all wastewater discharges to save environment and the ocean from being contaminated. Previous test results show that the amount of oil content in the wastewater discharged into the ocean is less than 15 ppm. Owing to its continuous effort to improve water and wastewater management and strict adherence to the regulations, Thoresen Shipping has earned the International Oil Pollution Prevention Certificate (IOPP Certificate). In addition to this, Mermaid Maritime and Thoresen Shipping have installed a wastewater management system (separator), which was certified and inspected by surveyors.

For food businesses such as Pizza Hut or Taco Bell, grease traps were installed to intercept grease before releasing the water into the mall's pipeline. Furthermore, water quality tests are conducted randomly by an external health organization. For agrochemical business, PMTA has recruited certified contractors to manage its waste. Consequently, the wastewater management system was installed, inspected, followed-up and reported to the governmental authority.

Waste and Product Life Cycles Management

Nowadays, the demand for products and services has increased as a result of the rapid growth of the world population. This has led to higher consumption and the problems regarding the management of waste and product life cycles, which is one of the main concerns in many countries around the world. It has been predicted that, in the year 2050 or thirty years in the future, the global waste will increase by 3.40 million tons - around two to three times of the present waste - with East Asia and Pacific Regions as the biggest source of the waste. Therefore, good and effective waste management should be done to reduce the impact on the environment. For example, in the Company's shipping business, the determination to decrease greenhouse gas emissions and the amount of waste dumped into the oceans has been set to help save the marine environment and build Company's image and reputation at the same time. Moreover, good waste management can also help promote the company's credibility, attracting more customers as many people nowadays have more awareness of the environmental problems and waste management.

The Company has been fully aware of waste and product life cycles management and focused on more effective usage of resources by running the business in accordance with the environmental policy, managing waste properly,

making full use of resources throughout the value chain, and continuously reducing the amount of waste production to the least. The Company has introduced the environmental policy, including waste management (for more information, please visit http://th.thoresen.com/corporate__governance.html) and encourage all of the Company's employees to apply 4Rs in waste management at workplace. 4Rs consists of:

- Reduce
- Reuse
- Recycle
- Replace

4Rs for Waste Management



Furthermore, the Company has developed the waste management system for handling, following up, and preventing the impacts of the production process on the community, the society, and the environment, starting from sorting, keeping, moving, to destroying waste. The quantity of waste production and the quantity of waster destruction are recorded and reviewed regularly, in order to find ways to make full use of limited resources and to reduce costs for waste management. Some sorted waste, such as cartons, used paper, used oil, etc. are sold or reused for more value.

For Thoresen Shipping and Mermaid Maritime, the system for managing waste and reducing waste has been implemented. All employees have been trained in on-board waste management, which partly fulfills the requirements of the International Convention for the Prevention of Pollution from Ships (MARPOL) and helps raise awareness among the employees.

For PM Thoresen Asia Holdings Public Company Limited ("PMTA"), a company in Vietnam that handles the raw material procurement to support Baconco's agrochemical

business, has hired the certified contractors to manage both hazardous waste and non-hazardous waste, complying with the Vietnam law. PMTA has also implemented the system for wastewater treatment and the control of air pollutant emissions, with the processing costs of 10,000 - 15,000 US Dollars per month. The performance is regularly reviewed, followed up, and reported to the government.

Since the year 2019, PMTA launched a project to reduce fuel costs and decrease the amount of sulfur dioxide emissions that negatively affect the environment by reclaiming and reusing tires as fuel.

Outstanding Project

Reducing Plastic Use and Production Campaign by Thoresen Shipping

In 2020, Thoresen Shipping launched a campaign to reduce plastic use and production by making posters for merchant marine officers and other employees, describing the impacts of waste on the environment and how to help save the world, such as using cloth bags, sorting and managing waste systematically. As a result, Thoresen Shipping has got a certificate from Shore Facility, ensuring that the company has been managing waste properly with no negative effects on the environment.



TTA Zero Waste Project

TTA has initiated the ‘TTA Zero Waste’ project this year with an aim to encourage employees to hold proper waste management and recycling practices in high regard based on 3R principles: Reduce, Reuse and Recycle. This is one of the simplest ways to help reduce the amount of waste in the office and create a good working environment.

A new set of colored bins has been placed in the dining room and infographic has been created to describe four types of waste which are wet waste, general waste, recyclable waste and hazardous waste, making it easier for all employees to properly classify their waste before throwing into the bins.

In addition, online and offline media such as infographic on the computer screen, the 3R’s posters were produced along with organizing activities to encourage employees to manage waste properly and appropriately and to help reduce waste through reuse or recycling. For example, a troop activity to meet employees of each department, a “Trash to Treasure” activity, promoting waste sorting before throwing away, “Go Greener Bingo” activities, enhancing recycling habits.

The “TTA Zero Waste” project has achieved a satisfactory level in regard to proper waste disposal habits. A total of 11 kilogram of plastic bottles, 2 kilogram of aluminum cans and 3.7 kilogram of glass bottles were recycled from August to November 2020.





Social Aspect Participation Encouragement

Human Rights and Labour Practices

In today's world, the realization of human rights has become more prominent globally. This can be seen in the assembly of people to protect rights, human dignity, and fundamental rights and freedoms of individuals as well as communities. Thus, it is important to integrate human rights into business operations as it can encourage employees from different cultures and backgrounds to merge and come together as one to reduce the human rights risks of related stakeholders, namely our employees, partners, customers, communities and environmental footprint of our operations across the business.

Policy and Guideline for Human Rights Management

TTA Human Right Policy

TTA aims to conduct business on human rights basis, which is in accordance with international labor standards and domestic laws where its businesses are operated. The Company's rules and regulations which align with the Labor Protection Act, the Labor Relation law and relevant regulations have taken effect since 2010. Apart from this, the Company's Human Rights Policy which was announced in 2019 is based on universal human right standards such as United Nations Global Compact (UNGC) and the International Labor Organization (ILO) Declaration on Fundamental Principles and Rights at Work. This is to ensure that the human rights management in all operations will cover its employees, joint ventures, business partners i.e. partners, contractors and customers and other relevant organizations where the business operations of the Company and subsidiaries are operated.

Guidelines on Human Rights Management

For our human rights operations, the Company has assigned Sustainable Development Committee and working groups comprising of executives and directors from all business units and various departments, and especially Human Resource Department to be responsible for monitor compliance and to develop human rights management process. In addition, their duty also includes communicating policies which is a guideline for the effective human rights operations to other departments, for instance, employees, partners, customers and stakeholders.

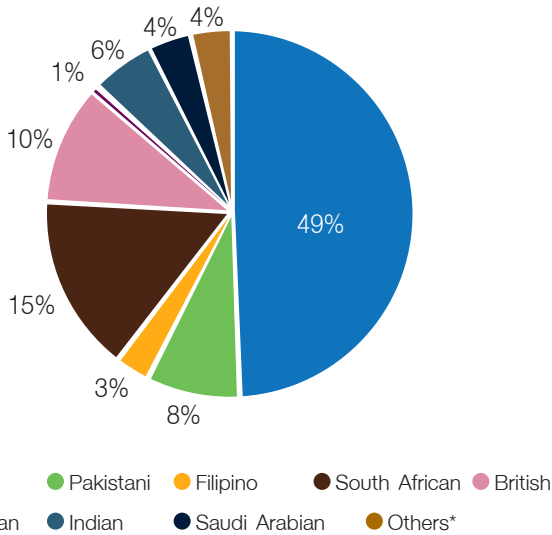
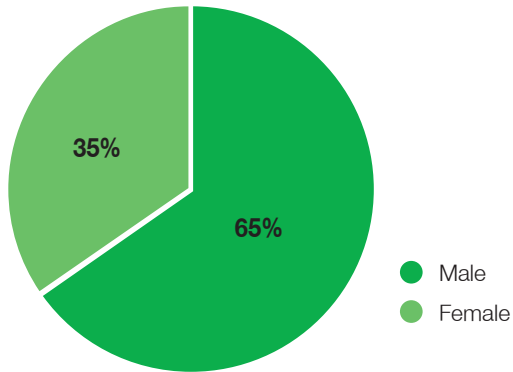
The Company's short-term goal in 2020 was to announce its Human Rights Policy which will be applied to its subsidiaries as well. Such policy has been announced in December 2019 and can be found at http://th.thoresen.com/corporate_governance.html. Moreover, the Company also has a long-term goal of communicating and providing knowledge to employees with an aim to promote sustainable business operations and ethics. The Company expects all of employees to be trained in a human rights program by 2022. The Pizza Hut has already carried out the human rights training program in 2019 and 12.39% of Pizza Hut permanent staffs (amounting to 3.85% of permanent and contractual employees) have attended the training in 2020.

Guidelines on human rights management for the stakeholders

● Employees

TTA has offered fair employment conditions without any discrimination to all groups of people, who have the qualifications that meet the job requirements, regardless of their races, nationalities, religious, genders, ages, skin colors, disabilities and family names. According to the Company’s policy, the Company plans to build an amicable working environment where all employees treat each other with respect and preventing any forms of discriminations, for example, abusive expression or action causing infringement of rights. The human rights management practices are stated in the Company and subsidiaries’ Code of Conduct. Moreover, Mermaid Maritime also encourages the fair treatment in workplace by initiating its own Anti-Harassment and Discrimination Policy. The purpose of this policy is to avoid all types of threats within the workplace and promote equality as well as gender diversity among its employees. In 2020, the number of female workers currently is 35% of all employees with diversified nationalities

The pie chart illustrates the percentage of employees by genders

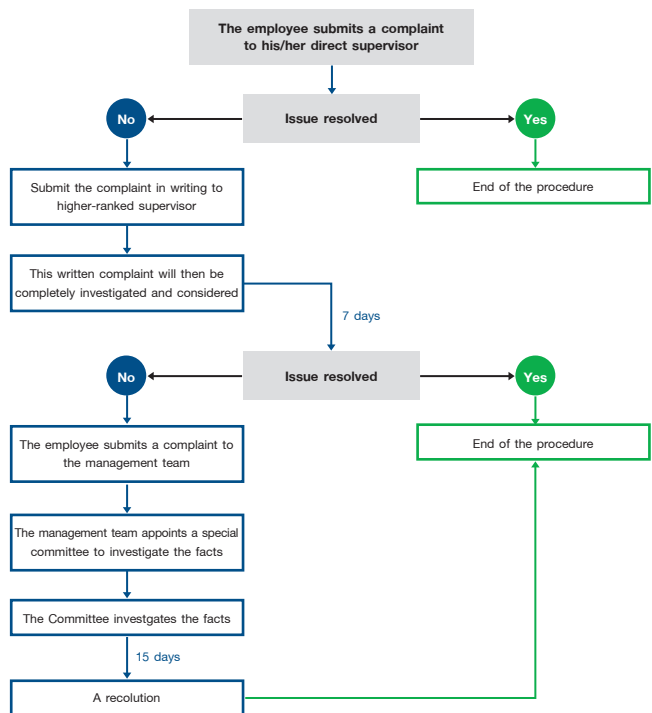


● Business Partners

To uphold and safeguard human rights principles following the principles of Universal Declaration of Human Rights and to ensure that all business operations are compliance with relevant laws and regulations. The Company has planned to establish Supplier Code of Conduct and to announce its application by 2021 as mentioned in Supply Chain Management section. This is to create an opportunity for the Company, subsidiaries and business partners to take part in the social and environmental development. The Company also expects its business partners to support, respect and protect principles on human rights to ensure that all related parties are not involved in any human rights violations.

The Company has established a complaint handling procedure and is open to accepting any employees’ opinions and issues regarding human rights. In first step, an employee can consult with his/her direct supervisor. If the problem cannot be resolved in this process, the employee can move to the next step by submitting the complaint in writing to the higher-ranked supervisor. This written complaint will then be completely investigated and considered within a period of seven days. If the second step still cannot be resolved, the employee can submit his/her written complaint directly to the management team within the period of seven days. Then, the special committee will be appointed to investigate the facts. The management team is willing to consider and execute any issues accurately and fairly. A resolution of the management team in this stage will be deemed final.

Complaints Handling Procedure



Outstanding Project

“Leading with Heart” Training

The Pizza Hut arranged a training course titled “Leading with Heart” with topics covering self-awareness and soft skills training to treat others including colleagues and customers with respect. Two trainings were arranged for RSC level employees (Restaurant Support Center and Store Level employees) by the end of 2019 with the total number of 50 participants or 6.87% of total employees working as of 31 December 2019 amounting 728 persons or 1.82% of all level of employee (permanent and contract employee) as of 31 December 2019 amounting 2,752 persons. The Company expects all AC and RC level employees to be trained by the end of 2020.



Human Resources Management

TTA and its subsidiaries realize that personnel are a major fundamental factor helping drive the organization to achieve its sustainable development goal. Human resource management is one of indicators showing international leading organizations' success and drives business success. Good human resource management with reasonable welfare will motivate more outside proficient personnel to join the organization and enhance business performance. In addition, seminars or training courses will give an opportunity for employees to improve their knowledge and work skills helping the Company in the future.

Human Resource Management and Administration Guidelines

TTA and its subsidiaries plan to develop the ability and potential of the employees in all levels to be the “good and skillful person” by providing training courses that match their positions and giving career advancement opportunity. TTA also supports work-life balance to ensure that employees work efficiently and happily. Competitive compensations in form of salary, bonus payment, health insurance, welfare, provident fund, overtime payment, annual leaves increasing in line with service period and long service award are provided for employees as incentives to work. With its management, TTA expects its employees will have strong

relationship with the organization and aims to reduce turnover rate.

TTA has assigned its Human Resource Department and subsidiaries to manage the personnel effectively and to follow the rules and regulations relating to the Universal Declaration of Human Rights and also respect individuality throughout human dignity by undertaking the following guidelines.

Employees' Performance Development and Improvement

TTA has operational plans for managing and developing its employees, the policy of employee's remuneration and individual development plan which aligns with employee's need.

- Employees are encouraged to attend training courses and seminars to improve their knowledge and monitor changes in business environment.
- Provide Provident fund training program for employees
- Training course on sustainable development such as Preliminary to Corporate Sustainability held by the Stock Exchange of Thailand (SET)
- Employees are encouraged to apply for useful training courses such as
 - “Anti-Corruption the Practical Guide (ACPG)” held by Thai Institute of Directors (IOD)
 - “Corruption Risk and Control Workshop (CRC)” held by Thai Institute of Directors (IOD)

Social Protection and Working Conditions for Employees

- Establish and revise employee manual and rules of conduct in timely manner to comply with the Labor Protection Act B.E. 2541 and the Labor Relations Act B.E. 2548 and other related laws.
- Provide fair employment conditions and reasonable payment for employees
- Provide maternity benefit and leaves enabling employees to work effectively and spend time with their families
- Provide suitable workplace for employees
- Impose proper overtime pay regulation including weekly and annual leaves

Systematic, Transparent and Fair Performance Evaluation

- TTA establishes policy and criteria to evaluate the annual performance of employees in all levels by using the MAX Performance Evaluation Scheme consisting of annual performance planning, mid-year review and year-end review. Supervisors and staffs are required to discuss about the job description and knowledge development plan at least 2 times per year.
- TTA has a measure of improving employee's performance with a below standard. The employee will be provided an opportunity to improve his/her performance by attending a 3-month Performance Plan training program held 2 times per year.



With an aim to manage human resources more effectively and easily accessible to all employees, The Company established various channels of communication, so that employees experiencing unequal treatment can submit any complaints to Audit Committee via Company's website or PO Box as well as Company's labor union. In addition,

Line group for staff is also another channel for communicating and publicizing Company's interesting activities and welfares.

Operational Result of TTA

Ratio of Men to Women Employees			
Description	2018	2019	2020
• Ratio of women to total employees	59%	63%	64%
• Ratio of women in executive positions to total employees	3%	4%	5%

Operational Result of TTA Human Resource Management

Operation	Operational Result			
	2017	2018	2019	2020
Employees' Training				
• Average training hour (hour/person/year)	5.33	6.33	4.82	10.37
• Employees attended the Sustainable Development seminar (person)*	-	-	4	1
• Employees attended the S01-S03 seminar (person)*	-	-	2	2
• Employees attended THSI Coaching (person)*	N/A	N/A	N/A	3
Performance Evaluation				
• Employees passed the evaluation after attended 'Performance Plan' project (%)	100	100	100	100
Employees' Maintaining and Retaining**				
• Turnover rate (%)	45.65	29.54	53.84	30.38
• Number of employee resignation	42	26	56	27
• New hire rate (%)	44.56	27.27	54.80	19
• Number of new employees	41	24	57	15

Notes : * This seminar held by the Stock Exchange of Thailand and only 2 persons per company can attend each time.

** Number of permanent, contract and transferred employee had been included as turnover rate.

Outstanding Projects

Long-Service Awards Project

TTA and its subsidiaries set up a Long-Service Awards project with an aim to increase motivation for long-term working with the Company. In 2020, TTA has changed the award form from gold necklace to cash, which is still presented to employees who have completed 10, 15, 20, 25 and 30 years of service respectively. The amount of money is based on working duration, starting from THB 20,000 to a maximum of THB 100,000. For the past year, the total of THB 20,000 was given to one employee.



Thoresen Shipping Family Trip

To strengthen friendship between employees and their families, Thoresen Shipping organized a sports day event and a trip to the amazing Safari World Bangkok. About 92 employees and their families enjoyed viewing many kinds of animals and had fun from activities such as feeding giraffes and watching animal shows.



Occupational Health and Safety

TTA is well-aware that human resources, with the support from machines and technology, are essential for the business operation. Therefore, human resources are like valuable assets of the Company. From the beginning of TTA's production to the shipment of TTA's goods to customers, "safety" must be taken into consideration in every process. This not only includes the safety of our employees, but also includes the safety of our contractors, sub-contractors, and other related individuals. Hence, effective management of occupational health, safety, and working environment needs to be done, in order to promote good health, high efficiency, and perfect safety in the workplace. For example, if the Company has effective management of occupational health, safety, and working environment, loss of lives and properties will be reduced, employees will enjoy good health, etc.

TTA and its subsidiaries thereby have introduced the policy on promoting good health and safety of our employees, contractors, sub-contractors, and other related individuals in the workplace as much as possible. In doing so, international regulations and standards are adopted, which include:

- Labour Law for the Administration and Management of Occupational Safety, Health and Environment (B.E. 2549).
- Occupational Safety, Health and Environment Act (B.E. 2554).
- Occupational Safety, Health and Environment Act (B.E. 2554) regarding the Standard for Service, Management, and Proceeding on Occupational Safety, Health and Environment at a Workplace for Prevention and Extinguishment of Fire (B.E.2555).

Moreover, there are general practices in terms of occupational health, safety, and working environment in related industries as follows:

- Thoresen Shipping, an international dry bulk shipping company, prioritizes the prevention of accidents and dangers from hazardous substances that could occur to any employees who work on board. The Workplace Hazardous Materials Information System (WHMIS) has been adapted in order to ensure the safety of the employees.
- Thoresen Shipping always runs the business conforming to all regulations and convention of International Maritime Organization (IMO) as follows:
 - International Convention for the Safety of Life at Sea (SOLAS)
 - The International Convention for the Prevention of Pollution from Ships (MARPOL)
 - International Convention on Standards of Training, Certification and Watchkeeping for Seafarers (STCW) and The Maritime Labour Convention (MLC)
 - International Convention for the Control and Management of Ships' Ballast Water and Sediments 2004, which becomes effective on September 8, 2017.
 - International Maritime Dangerous Goods (IMDG) Code
 - International Maritime Solid Bulk Cargoes (IMSBC) Code
 - International Safety Management (ISM) Code
 - International Ship and Port Facility Security (ISPS) Code
- Mermaid Maritime, which provides subsea engineering services, has established the Safety Health Environment Quality and Security (SHEQS) integrated management system. The system conforms to the international standards ISM and is accredited to the ISO 9001, ISO 14001 and OHSAS 18001 standards. The system also abides to the rules and regulations developed by International Maritime Organization (IMO).

All of the rules and regulations above have been imposed both onshore and offshore in accordance with international standards in order to promote safety at sea, prevent injuries and loss of lives, and avoid causing damage that might occur to the environment.

Objectives and Strategies

The Company determines to run the business with the effective management based on occupational health, safety, and working environment and intends to reduce Work Related Accident Frequency Rate to zero. TTA and its subsidiaries have set clear goals for the management of occupational health, safety, and working environment as follows:

- Reducing Lost Time Injury Frequency Rate
- Reducing Fatal Accident Frequency Rate

The strategies employed to reach the goals are:

- Foster a culture of workplace safety by instructing all employees to set their first priority to save lives.
- Encourage all supervisors to be safety leaders to show that the Company pays attention to the safety of employees, contractors, and other related third parties in every working process.
- Provide workplace safety manuals and training for all management and employees to promote understanding of occupational health, safety, and working environment for appropriate and effective management.
- Analyze and review accident prevention measures, as well as conducting risk assessment for occupational health and safety to create a more inclusive framework for new regulations.

Management Guidelines

1. Introduce Controls for Workplace Safety in Every Section and Process

Safety and health at workplace are everyone's ultimate responsibilities. This includes the management, employees, contractors, sub-contractors, and other related third parties who entering the workplace, whether onshore or offshore, at the headquarters or at sea, loading or shipping, drilling oil or maintaining machines, etc. All of them must strictly follow the safety regulations, for example, wearing personal protection equipment - gloves, helmets, glasses, masks, etc. - to decrease damage or prevent workplace injuries.

2. Establish Occupational Health and Safe Working Environment Committee

In each affiliate of TTA, representatives of the management and employees have been elected to be on Occupational Health and Safe Working Environment Committee. The purposes of the establishment are to

observe unsafe working environment in the Company, consider policies, create plans, and set up standards for workplace safety, in order to prevent work related accidents, dangers, sickness, annoyance resulting from work or other risky incidents that might occur to employees, contractors and outsiders who enter the workplace for working or for receiving services.

Furthermore, Thoresen Shipping has established Safety Committee for every ship which consists of at least 7 members from division chiefs and seafarers from each section. Progressing report of each meeting will always be sent to supervisors and related parties for acknowledgement, to ensure the effectiveness of management and safety of all on-board employees.

3. Implement Risk Control Measures

In order to evaluate effects and improve the safety measures, TTA has made an observation on workplace safety operation and review the accident frequency rate at least once a month. For Thoresen Shipping, on-board security guards have been assigned to observe and record all accidents, and prepare a risk assessment report in reference to the standard statistics regarding management of occupational health, safety, and working environment from reliable institutions such as HOPM/12 and SOPM/04.

Thoresen Shipping also holds a Tool Box Meeting, a small-scale meeting for risk and harm assessment, before any operations. This helps predict accidents that might occur during the operation, develop preventive measures and prepare protective equipment for accidental damage. For example, emergency equipment is set up at the beginning of the process to promote safety and reduce work related accident frequency rate.

Moreover, on-board security guards are responsible for training and explaining the safety policy to all on-board employees, especially new employees who need to be cautious about using hazardous substances, be aware of their physical limitations, and be trained in appropriate shipping methods for safety of their lives and cargos.

For Mermaid Maritime, Health and Safety Risk Management System(s) have been developed, Senior Managers and Supervisors have been assigned with a duty to explain workplace safety measures to all employees before

starting any new projects via Safety Meetings, inductions and 'tool box talks'. On-board security guards check all parts of the ship at least once every three months to ensure safety and their compliance with regulations and Merchant Shipping Notices. They are also required to patrol the whole working area and keep safety records for addition to form MSS-SHEQS-FRM-105 Minutes of Safety Committee Meeting, at all MSS Operational Offices, MSS Workshops and Warehouses, and MSS Vessels every month. This is for the benefit of developing further safety measures and maintaining continual improvement in the future.

4. Report and Investigate Causes of Accidents

Promoting occupational health and safety is everyone's responsibility. The working environment and nature of work need to be taken into consideration for safety management in every area. If there is something unusual or something wrong in an area, supervisors in that area must be informed immediately, especially when accidents occurring while at work, so that the supervisors could assess the level of severity and then report to all related parties consequently. If it is found that the working environment is likely to pose harm to life and property, everyone must stop working in that area immediately and safety measures must be taken the soonest to maintain the safety standards.

To maximize the standards of occupational safety, health and environment measures, TTA has evaluated the performance of the operation to see whether it is in line with the safety policy and continuously improved it. Occupational Health and Safe Working Environment Committee is responsible for prepare an annual performance report indicating problems that the committee confronts during the operation and making suggestions for further improvement to its supervisor. This is to prove that the measures for occupational safety, health and environment yield maximum benefits to the Company.

5. Develop the Knowledge of Occupational Health and Safety

Trainings in occupational health and safety are arranged to all executives and employees according to their job descriptions and in compliance with the laws. For example, trainings in prevention and extinguishment of fire, prevention of occupational diseases, practice on first aid in the workplace, knowledge of the International

Maritime Dangerous Goods (IMDG) Code to prevent the risks that might occur during sea transport, etc. This is to ensure that all of the operators have acquired enough knowledge about occupational health and safety.

6. Promote Good Health

The company provides checkups for new employees and annual checkups for all employees by considering individual risk factors according to their nature of work and taking precaution for impacts that may arise from operational work. For example, lung health and heart health checkups, hearing tests, etc. The company also provides health promotion activities such as setting up a fitness room with standard equipment to encourage employees to exercise.

7. Prevent and Decrease Impacts on Supply Chains

All affiliated companies of TTA are required to set up a Contractor Management System, a system that covers the process of selecting contractors, dealing with contractors, and auditing in order to prevent risks associated with occupational safety and health that might happen in the workplace during working.

Performance

Thoresen Shipping has kept statistics on occupational safety, health and environment as the details below:

Statistics	Performance in 2019	Performance in 2020	Target in 2021
Violation of ISM Code	0 NC/1 Observation	4 NC/3 Observation	0
Violation of ISPS	0 NC/ 2 Observations	0 NC/0 Observation	0

Mermaid Maritime maintains detailed statistics on all occupational safety, health and environment issues, with the objective of reducing Lost Time Injury Frequency Rate (LTIFR) to be less than 0.06 within each year. For the year 2019/2020, its major performance is as follows;

Statistics	Performance in 2019	Performance in 2020	Target in 2021
Lost Time Injury Frequency Rate (LTIFR)	0	0	<0.65
Fatality Frequency Rate	0	0	0
Restricted Work Case (RWC) Frequency Rate	0	0	<2
Medical Treatment Case (MTC) Frequency Rate	11	2	<2
First Aid Injury (FAC) Frequency Rate	5.95	12.86	<2

Outstanding Project

Menu of the Month / Menu of the Year

Because Thoresen Shipping are concerned for the well-being of all on-board employees, especially the food intake that has to be in good quality and safe. Therefore, a food competition is held under the name “Menu of the Month” to allow on-board chefs and their assistants of every ship to create and submit new dishes every month. A winner each month will receive prize money and then become a contestant in the annual competition or “Menu of the Year”. The criteria used to select a winner are novelty, difficulty, creativity, and quality of ingredients under the limited budget.

The objective of this project is to encourage chefs to create various menus with good taste, good ingredients, and good nutrition. This is for the well-being of all on-board employees. The competition has been held for three months with good cooperation from on-board Ship’s Cook and assistant Ship’s cook of every ship and great interest from on-board employees.

Menu of the Year

MENU OF THE YEAR 2020

ขอขอบคุณผู้ทำดี 4 ท่าน ได้แก่ ชีเดก ซึบิ ซึคิ และ ซึบิเอิล ที่ทุ่มสุดเวลาและร่วมเป็น คณะกรรมการโธราจิวล MENU OF THE YEAR 2020

THOR COURAGE / MENU : โธราจิวล
ได้รับถ้วยรางวัล มูลค่า 5,888 บาท

THOR FRIENDSHIP / MENU : สันติภาพ
ได้รับถ้วยรางวัล มูลค่า 4,988 บาท

THOR CHAIYOD / MENU : หมูสามชั้น - SPANISH SUCKLING PIG

THOR MAGNILLD / MENU : ข้าวไก่ทอดรสส้ม

THOR FORTUNE / MENU : ข้าวหน้าไก่ย่างทอดซอซีอิ๊ว

K.Pekard H. (Director, Marine Operations)
 Capt.Suchat N. (Resource Director, Marine)
 K.Damrong S. (GM, Technical)
 K.Kulthar N. (SI Manager, HR & Admin)

Marine Personnel Department (MPD)

Menu of the Month

MENU OF THE MONTH 2020
ส่งไปรายการอาหาร ประจำเดือน กันยายน ประเภท อาหารคาว

THOR ACHIEVER
MENU : สายโง่โง่ หัวใจคนเรือ (ข้าวเหนียว)

THOR CHAICHANA
MENU : ผัดไทยขม

THOR CHAIYOD
MENU : หมูสามชั้น - SPANISH SUCKLING PIG

THOR COURAGE
MENU : MARCHING TROOPS

THOR FRIENDSHIP
MENU : กุ้งทอด

THOR INDEPENDENCE
MENU : อามเนตหมักกรอบ

THOR MAGNILLD
MENU : ข้าวไก่ทอดรสส้ม

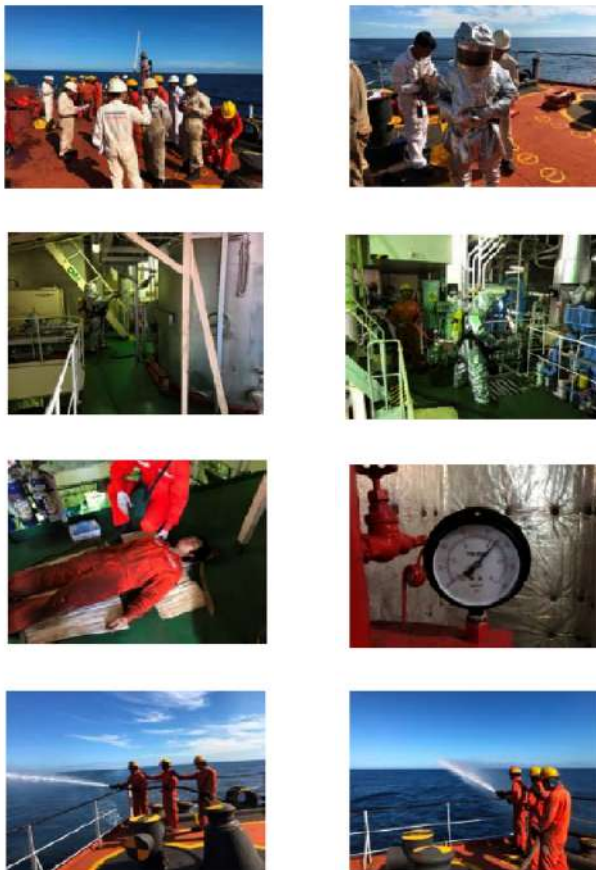
THOR FORTUNE
MENU : ข้าวหน้าไก่ย่างทอดซอซีอิ๊ว

Training Programs for Merchant Marine Cadets

Thoresen Shipping realizes an importance of continuous development of safety management skills for its merchant marine cadets. Hence, all merchant marine cadets are required to participate in training programs and keep records in Training Record Book.

PHOTO REPORT FIRE DRILL

SHIP NAME: M.V.THOR INTEGRITY CALL SIGN: 9V9627 MMS: 566274000
 CARRIED OUT ON DATE: 16 OCTOBER 2019 TIME: 1042 - 1105 LT (GMT-0400)
 AT NORTH ATLANTIC OCEAN POSITION LAT 38°45.9'N, LONG 064°28.7'W



The training programs for marine cadets help enhance knowledge of life and property safety. This includes keeping working environment on board professionally. The curriculum of the training programs is mainly about laws and regulations from each country, such as International Safety Management (ISM) Code, International Convention on Standards of Training, Certification and Watchkeeping for Seafarers (STCW), International Convention for the Safety of Life at Sea (SOLAS), and Convention for Prevention of Marine Pollution (MARPOL). These programs also help creating familiarity with the use of safety equipment, working processes, and preventive measures against environmental pollutions. Additionally, emergency mock drills for merchant marine cadets such as International Ship and Port Facility Security (ISPS) Code Drills, Oil Spills and Ship Groundings Drills, Fire in Engine Room with Injured Crew and Rescue Operations with Helicopter, etc. are also included in the trainings. Each month, fundamental training programs and special training programs are offered to merchant marine cadets, who must take every program. Chief merchant marine cadets are responsible for implementing the policy to continuously enhance merchant marine cadets' knowledge and skills.

Merchant marine cadets are obliged to be trained in occupational health and safety when they officially work on board. This is to ensure that Thoresen Shipping merchant marine cadets can carry out their duties efficiently with proper knowledge and skills in safe working environment.

Development and Engagement in the Community

TTA realizes that strong community and society are important factor that can lead to sustainable development for business, social and national economic sectors. TTA’s operations involved with the communities in various aspects. If TTA’s operates business by not considering any negative impact or damage to the communities and continue to participate in community development, TTA can operate its business smoothly with support and cooperation from the communities.

Scope of Report

Operations on social and community development in this report cover activities for communities and societies undertaken by the Company and its subsidiaries such as Shipping Business, Offshores Service Business and Food & Beverage Business. It is expected that from next year onwards, performance of other businesses shall be additionally disclosed in the Sustainability Report.

Management Guidelines for Mutual Sustainability

TTA and its subsidiaries have the policy to cultivate conscious mind on giving back to the society and this value will be one of the corporate culture which has been announced and applied since 2015. For more details about the Company’s mission, please visit http://th.thoresen.com/business_vision.html. This policy covers throughout TTA and its subsidiaries from executives to employees. Giving back to the society does not only limit to donation of money but also includes time, workforce, work process and awareness of community responsibility, society and environment with determination to build positive impact on social and economic sectors as well as conservation of environment in the community where TTA is involved with. Moreover, it takes solidarity of all parties of TTA and the Group to bring prosperity to the community, society and country as a while in applying the Sustainable Development Goals to all dimensions, from education promotion, quality of life development, and conservation of natural resources to distress relieve & public charity. All sectors should be driven on awareness and cooperation that it could lead to joint building a sustainable society.

Outstanding Projects

1. Promotion of Education

TTA and the Group place importance on human resources development with main target to build skilled personnel who is specialize in merchant marine profession to Thailand.

Preparation Course for Merchant Marine Cadets

Thoresen Shipping supports trainings to students of Merchant Marine Training Center by providing knowledgeable

and experienced personnel in the commercial navigation as special lecturer during the orientation of the merchant marine students, who attend a Bachelor of Science Program in Nautical Science and a Bachelor of Engineering Program in Marine Engineering at Merchant Marine Training Center, Samut Prakarn Province. The objective of this project is provide correct knowledge base on operating procedures, self-management and security policy on performing the work in cargo ship to the merchant marine students who will be on field training exercise with the international sea-going vessels. In 2020, there were 150 merchant marine cadets who participated in this orientation.

Scholarship Project

Thoresen Shipping organizes Thoresen Maritime Awards every year for 18 consecutive years with objective to provide scholarship to the children of the crews who are well-conducted and have good academic record. This is to boost morale and lift up living standards of the crew’s family so that they can work efficiently and happily. In addition, this program helps lighten the financial burden on employees and expand educational opportunities for crews’ children who will grow up to be decent and capable people. In 2020, we granted 31 scholarships, which is a total of Baht 248,000.

Performance

Operating Year	Number of Scholarship Granted	Amount of Fund (Baht)
2020	31	248,000
2019	30	240,000
2018	31	248,000
2017	21	210,000



Co-developing merchant marine courses with the Office of the Vocational Education Commission

Thoresen Shipping has signed in the Memorandum of Understanding (MOU) with the Office of the Vocational Education Commission for the cooperation project on teaching & learning process including formulating and criticizing curricular on merchant Marine Navigation and Engineering to many educational institutes such as Nakhorn Si Thammarat College, Merchant Marine Training Center etc. TTA is the consultant on designing such

curricular to make them consistent with the current demands of merchant maritime personnel in the commercial navigation industry. Such work have been acknowledged and appreciated by the participating institutes.

Internship Program

Every year, Thoresen Shipping accepts the merchant marine cadets to practice in the actual establishment and in order to enhance qualified personnel in the navigation industry of Thailand. In 2020, there were more than 70 students from Navigation and Engineering Branches of Merchant Marine Training Center participated in the Company’s program. Students with good performance shall be granted opportunity to work with the Company in the future. For the past years, 20 interns have returned to work with the Company.



There were 50 students for year 2019 and 113 students for year 2020 from this project applied to be the apprentices in Pizza Hut Restaurant. These students have entered into employment contract and occupational training course contract for 2 years. They can work at maximum 8 hours a day, 6 days a week and can choose time for work as appropriated. After they graduated from the course, they have a chance to grow in their career and become the team manager.

3 Mor. Project

PH Capital, the franchisee of Pizza Hut Restaurant in Thailand participated in 3 Mor. Project, which is the collaboration project between Department of Employment, Eastern Technology College (E-Tech) and many leading companies in Thailand to increase opportunity on employment and learning for development of knowledge and capability of the students. This project can play a part to help reduce the illegal employment which is against the labor law, both on minimum wage payment and employment of people under 18 years old.

The Company has accepted the interns in 2019 for the first year, by starting from the north-eastern and eastern regions and it has a plan to expand to other regions nationwide in the future. Senior high school students (M. 6) who pass the Company’s selection criteria shall be accepted to be trained at Pizza Hut Restaurant in various branches and they shall receive hourly remuneration, monthly accommodation fee and scholarship for 2 years of apprentice program. Having participation in 3 Mor. Project can make the Company have opportunity to select the qualified students and develop them to the Company’s employees after they graduated from the program.



2. Health Promotion

“Building Ship’s Cook for Sea-going Vessel” Project

TTA pays attention to health of the employees who work in the cargo ship and considered that they must be provided with quality and hygienic food which must be prepared by the professional chefs who possessed certificates and graduated from the courses of the certified agencies. Such courses consisted of food storage on board and food preparation, both theory and practices. In addition, they must understand about the importance of culture, religions and society when having dining together. Consequently, Thoresen Shipping joined hand with Nakhom Si Thammarat Vocational College to initiate the “Building Ship’s Cook for Sea-going Vessel” Project since 2011. This High Vocational Certificate course on Food Preparation on International Ship Vessel pursuant to Nutrition Principles has been developed to create professional marine chefs. These students will learn both theory and practice for a period of 2 years and after graduation, they can choose to work with Thoresen Shipping immediately. This is 1 of 50 courses which have received appreciation from Ministry of Education and Vocational Colleges because it cannot only create qualified personnel to work with the Company but it can also build qualified personnel for labor market in shipping business. Presently, there were 10 classes in total and more than 140 students graduated from this course.



3. Distress Relief and Public Charity

Pizza Hut Supports Medical Staff to Fight COVID-19

Pizza Hut 1150, operated by PH Capital presented various menus of Pizza Hut to the medical team and staff who have treated COVID-19 patients at Bamrasnaradura Infectious Diseases Institute (BIDI) and provided approximately 2,000 boxes of pizza food to 40 hospitals nationwide in order to support the medical frontliners, who have been working hard to save Thais from the outbreak of COVID-19.

Wheelchair Donation to People with Disability

TTA donated wheelchairs to Mr. Soros Prasongsilp, Director of the Thai with Disability Foundation to support “Wheelchairs for the Disability Project” of the Thai with Disability Foundation, in order to improve the quality of life and create chance to access education, employment and happy social life for disable people.



Recycle Plastic Water Bottle into Monk Robes

Single-use plastic bottles are an essential part of our society due to their being easy to carry, plentiful in size and shape, inexpensive, and easy to obtain. Most plastic bottles used for drinking water are made from Polyethylene Terephthalate (PET) polymer-based material, which is highly recyclable. This type of plastic is recommended for single-use due to the risk of bacterial growth it poses if reused.

Thailand is the fifth highest contributor of plastic to the world's oceans, according to a report by the U.S.-based group Ocean Conservancy. Therefore, apart from preserving the environment at TTA offices, TTA worked with Orakarn Building to introduce the TTA Zero Waste Project in the building and this is the first step of reducing plastic waste in Orakarn Building.

Two donation points for PET bottles with designed display campaign banners were set up in the area of the G floor of

Orakarn Building for two months. Not only TTA employees but also all employees and visitors at Orakarn Building can make a concrete contribution to recycling PET bottles.

Approximately 40 kilograms collected from TTA offices and Orakarn Buildings were handed over to Wat Chak Daeng in Samut Prakan's Phra Pradaeng district for processing into synthetic fibres and used to make robes (one kilogram of plastic bottles can help make a full set of monk robes).



Statement of the Board of Directors' Responsibilities for the Financial Statements

25 February 2021

To: The Shareholders of Thoresen Thai Agencies Public Company Limited

The Board of Directors realizes the significance of its duties and responsibilities in supervising the Company's business to ensure good management with integrity and prudence in accordance with laws, detailed objectives, Articles of Association, and resolutions of the shareholders' meetings. The Board of Directors protects the benefits of the Company and its stakeholders by ensuring that the Company's financial report contains accurate and full accounting records that reflect its actual financial status and operational results.

The Board of Directors has established the Audit Committee comprising of independent directors who are fully meet the qualified requirements of the Stock Exchange of Thailand to review accuracy of the financial report, the internal control systems and business operation of the Company to be aligned with securities law, regulations of the Stock Exchange of Thailand or laws relating to the business of the Company. In this regard, the Audit Committee has already reported its performance to the Board of Directors.

The Board of Directors is of the opinion that the Company's internal control system has been proven to be satisfactory. The Board was able to obtain reasonable assurance on the credibility of the financial statements for the financial year 2020 ended 31 December 2020 (1 January - 31 December 2020) of the Company and its subsidiaries, which the Company's auditor has audited based on the generally accepted accounting standards. The auditor has come to the conclusion that the financial statements present fairly the Company's financial position and the results of its operations in accordance with generally accepted accounting principles.



Mr. Prasert Bunsumpun
Chairman of the Board of Directors



Mr. Chalermchai Mahagitsiri
President and Chief Executive Officer

Independent Auditor's Report

To the Shareholders of Thoresen Thai Agencies Public Company Limited

Opinion

I have audited the consolidated and separate financial statements of Thoresen Thai Agencies Public Company Limited and its subsidiaries (the "Group") and of Thoresen Thai Agencies Public Company Limited (the "Company"), respectively, which comprise the consolidated and separate statements of financial position as at 31 December 2020, the consolidated and separate statements of income, comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

In my opinion, the accompanying consolidated and separate financial statements present fairly, in all material respects, the financial position of the Group and the Company, respectively, as at 31 December 2020 and their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards ("TFRSs").

Basis for Opinion

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

Key Audit Matters

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

Valuation of property, plant and equipment, investments in subsidiaries, and loan to a subsidiary	
Refer to Notes 4(n), 6, 13 and 16 to the consolidated and separate financial statements.	
The key audit matter	How the matter was addressed in the audit
<p>As the exploration and offshore businesses are in downturn and a subsidiary's prolonged loss from operations and decline in coal sales volume was observed, these were impairment indicators suggesting the carrying amounts of the related property, plant and equipment, the investments in certain subsidiaries, and loan to a subsidiary as of 31 December 2020 to exceed the recoverable amounts, which would result in impairment charges. The recoverable amounts are based on an assessment of the higher of fair value less cost to sell and value in use which is calculated based on net present value of estimated future cash flows. The calculation of value in use involves key assumptions including discount rate and revenue growth rate.</p> <p>As the calculation of value in use involves significant management judgment and the results might have had a significant impact to the consolidated and separate financial statements, this is a focus area in my audit.</p>	<p>My audit procedures included:</p> <ul style="list-style-type: none"> ● making inquiries of management and obtaining related documents to understand the process by which management has derived its value in use estimates; ● comparing forecast revenues to those achieved in prior periods; ● evaluating the valuation methodology and key assumptions applied in estimating the discount rate, such as cost of debt; ● performing sensitivity tests by varying key assumptions; and ● considering the adequacy of the Group's disclosures in accordance with the relevant Thai Financial Reporting Standards.

Revenue from freight charges	
Refer to Notes 4(t) and 26 to the consolidated and separate financial statements.	
The key audit matter	How the matter was addressed in the audit
<p>The revenue from freight charges is one of the major source of income of the Group. The freight income of each voyage is generally recognized as revenue on the completion of the voyage. Where freight services rendered are provided through long-term contracts and these are not completed at the balance sheet date, then freight income is recognized as revenue in proportion to the lapsed time of the voyage whereby the expected time to be incurred on each voyage involves certain judgment and estimation made by the Group management.</p> <p>As the revenue from freight charges is significant to the consolidated financial statements, this is a focus area in my audit.</p>	<p>My audit procedures included:</p> <ul style="list-style-type: none"> ● testing the design and implementation of the Group's controls over freight charges, as well as sampling testing for their operating effectiveness; ● inspecting the significant terms of chartering agreements to assess whether they were consistent with the detailed calculations made by management; ● assessing the stage of completion of each voyage by agreeing the amounts recognized to confirmatory evidence on a sample basis, which included agreeing the actual lapsed time of each voyage and considering the Group's historical experience of similar voyages to support the expected time remaining to be incurred; and ● considering the adequacy of the Group's disclosures in accordance with the relevant Thai Financial Reporting Standards.

Other Information

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

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

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

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

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

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

In preparing the consolidated and separate financial statements, management is responsible for assessing the Group's and 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 Group and the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and 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 Group's and 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 consolidated and separate financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

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

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

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



(Veerachai Ratanajaratku)
Certified Public Accountant
Registration No. 4323

KPMG Phoomchai Audit Ltd,
Bangkok
25 February 2021

Thoresen Thai Agencies Public Company Limited and Its Subsidiaries

Statement of financial position

Assets	Note	Consolidated financial statements		Separate financial statements	
		31 December		31 December	
		2020	2019	2020	2019
<i>(in thousand Baht)</i>					
Current assets					
Cash and cash equivalents	7	4,477,176	4,338,908	568,983	874,559
Other current financial assets	8	3,223,409	2,746,163	2,205,265	1,812,755
Trade receivables	6, 9	1,845,393	2,137,474	-	-
Other current receivables		194,363	242,823	2,265	4,880
Receivables from related parties	6	123,574	100,601	182,414	122,325
Short-term loans to related parties	6	1,152,039	1,272,842	3,342,923	2,943,265
Current portion of long-term loans to related parties	6	-	-	165,000	127,500
Short-term loan to other company	8	84,104	84,431	-	-
Inventories	10	760,791	955,466	-	-
Vessel supplies and spare parts		205,000	235,698	-	-
Prepayments		98,397	74,541	5,490	4,660
Other current assets	11	159,258	124,998	14,102	26,668
Total current assets		12,323,504	12,313,945	6,486,442	5,916,612
Non-current assets					
Other non-current financial assets	8	213,416	254,684	-	-
Investments in associates	12	1,337,131	4,326,526	79,068	79,068
Investments in subsidiaries	13	-	-	23,541,901	23,501,181
Investments in joint ventures	12	1,504,388	1,506,560	467,296	438,916
Long-term loan to related parties	6	-	-	-	37,500
Investment properties	15	196,616	208,437	-	-
Property, plant, and equipment	16	14,137,023	13,737,258	136,378	141,467
Right-of-use assets	17	316,517	-	9,364	-
Goodwill	18	2,630	64,362	-	-
Intangible assets other than goodwill	19	243,206	282,295	555	456
Deferred tax assets	20	221,780	225,598	55,593	-
Other non-current assets	21	533,022	553,386	2,754	1,374
Total non-current assets		18,705,729	21,159,106	24,292,909	24,199,962
Total assets		31,029,233	33,473,051	30,779,351	30,116,574

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

Thoresen Thal Agencies Public Company Limited and Its Subsidiaries

Statement of financial position

Liabilities and equity	Note	Consolidated financial statements		Separate financial statements	
		31 December		31 December	
		2020	2019	2020	2019
		<i>(in thousand Baht)</i>			
Current liabilities					
Bank overdrafts and short-term borrowings					
from financial institutions	22	277,563	418,512	-	-
Trade payables		700,505	848,787	-	-
Other current payables		269,934	174,399	6,942	4,527
Payables to related parties	6	11,245	31,993	277	6,619
Advances from customers		106,336	114,291	460	-
Short-term borrowings from related parties	6, 22	-	-	707,397	740,857
Current portion of long-term borrowings	22	1,254,762	1,145,642	-	-
Current portion of debentures	22	1,804,280	-	1,804,280	-
Current portion of lease liabilities					
<i>(2019: Current portion of finance lease liabilities)</i>	22	115,552	10,371	1,549	-
Current income tax payable		29,543	58,429	-	-
Accrued expenses		732,759	948,197	37,388	35,583
Other current financial liabilities		57,526	28,473	-	-
Other current liabilities		122,510	128,441	6,324	6,408
Total current liabilities		5,482,515	3,907,635	2,564,617	793,994
Non-current liabilities					
Long-term borrowings	22	3,678,085	3,406,272	-	-
Debentures	22	2,201,192	3,289,882	2,201,192	3,289,882
Lease liabilities <i>(2019: Finance lease liabilities)</i>	22	198,826	10,395	8,027	-
Deferred tax liabilities	20	29,856	38,898	-	7,688
Non-current provisions for employee benefits	23	200,886	177,016	23,783	21,336
Other non-current liabilities		46,454	44,491	-	-
Total non-current liabilities		6,355,299	6,966,954	2,233,002	3,318,906
Total liabilities		11,837,814	10,874,489	4,797,619	4,112,900

Thoresen Thai Agencies Public Company Limited and its Subsidiaries

Statement of financial position

Liabilities and equity	Note	Consolidated financial statements		Separate financial statements	
		31 December		31 December	
		2020	2019	2020	2019
		<i>(in thousand Baht)</i>			
Equity					
Share capital	24				
Authorized share capital					
<i>(1,998,446,888 ordinary shares, par value at Baht 1 per share)</i>		1,998,447	1,998,447	1,998,447	1,998,447
Issued and paid-up share capital					
<i>(1,822,464,564 ordinary shares, par value at Baht 1 per share)</i>		1,822,465	1,822,465	1,822,465	1,822,465
Share premium on ordinary shares		16,060,017	16,060,017	16,060,017	16,060,017
Retained earnings (deficit)					
Appropriated - legal reserve		145,800	142,250	145,800	142,250
Unappropriated (deficit)		(1,669,103)	390,105	7,925,798	7,967,716
Other components of equity		(205,994)	(227,555)	27,652	11,226
Equity attributable to owners of the parent		16,153,185	18,187,282	25,981,732	26,003,674
Non-controlling interests	14	3,038,234	4,411,280	-	-
Total equity		19,191,419	22,598,562	25,981,732	26,003,674
Total liabilities and equity		31,029,233	33,473,051	30,779,351	30,116,574

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

Thoresen Thai Agencies Public Company Limited and its Subsidiaries

Statement of income

	Note	Consolidated		Separate	
		financial statements		financial statements	
		Year ended 31 December		Year ended 31 December	
		2020	2019	2020	2019
		<i>(in thousand Baht)</i>			
Revenues					
Revenues from services					
Freight charges		4,747,732	6,772,599	-	-
Offshore service income		2,616,657	3,286,040	-	-
Service and commission income		570,961	480,001	-	-
Revenues from sales		4,894,470	4,889,339	-	-
Total revenues	26	12,829,820	15,427,979	-	-
Costs					
Cost of providing services					
Vessel operating expenses		3,932,436	5,690,036	-	-
Offshore service expenses		2,983,332	3,382,170	-	-
Service and commission expenses		448,842	379,328	-	-
Cost of sales		3,772,640	3,856,594	-	-
Total costs		11,137,250	13,308,128	-	-
Gross profits		1,692,570	2,119,851	-	-
Other income	27	179,990	1,115,211	547,301	1,285,886
Profits before expenses		1,872,560	3,235,062	547,301	1,285,886
Selling expenses		726,142	639,136	-	-
Administrative expenses		1,926,983	1,962,535	372,978	625,285
Total expenses		2,653,125	2,601,671	372,978	625,285
Profits (loss) from operating activities		(780,565)	633,391	174,323	660,601
Share of (loss) profit of associates and joint ventures					
accounted for using equity method	12	(2,510)	207,457	-	-
Impact of disposal of shares in an associate	12	(2,132,897)	-	-	-
Profits (losses) before finance costs and income tax expenses		(2,915,972)	840,848	174,323	660,601
Finance costs		411,335	477,406	170,733	169,356
Profits (losses) before income tax expenses		(3,327,307)	363,442	3,590	491,245
Tax expense (income)	29	41,364	145,264	(67,388)	90,686
Profits (losses) for the year		(3,368,671)	218,178	70,978	400,559
Profits (losses) attributable to:					
Owners of parent		(1,944,599)	562,594	70,978	400,559
Non-controlling interests	14	(1,424,072)	(344,416)	-	-
		(3,368,671)	218,178	70,978	400,559
Basic earnings (loss) per share (in Baht)	30				
Basic earnings (loss) per share		(1.07)	0.31	0.04	0.22

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

Thoresen Thai Agencies Public Company Limited and its Subsidiaries

Statement of comprehensive income

	Consolidated		Separate	
	financial statements		financial statements	
	Year ended 31 December		Year ended 31 December	
	2020	2019	2020	2019
	<i>(in thousand Baht)</i>			
Profits (losses) for the year	(3,368,671)	218,178	70,978	400,559
Other comprehensive income (expenses)				
<i>Items that will be reclassified subsequently to profit or loss</i>				
Exchange differences on translating financial statements	106,190	(1,406,225)	-	-
Gains on measurement of financial assets	27,182	22,021	20,533	14,032
Share of other comprehensive expenses of joint venture accounted for using equity method	(1,057)	(147)	-	-
Income tax relating to items that will be reclassified	(5,242)	(4,019)	(4,107)	(2,806)
Total items that will be reclassified subsequently to profit or loss	127,073	(1,388,370)	16,426	11,226
<i>Items that will not be reclassified to profit or loss</i>				
Losses on remeasurements of defined benefit plans	23 (2,995)	(2,323)	-	(1,660)
Losses on investment in equity instruments designated at FVOCI	(50,916)	(153,330)	-	-
Share of other comprehensive income (expense) of joint venture accounted for using equity method	(12,074)	12,447	-	-
Income tax relating to items that will not be reclassified	8,915	31,527	-	332
Total items that will not be reclassified to profit or loss	(57,070)	(111,679)	-	(1,328)
Other comprehensive income (expenses) for the year, net of tax	70,003	(1,500,049)	16,426	9,898
Total comprehensive income (expenses) for the year	(3,298,668)	(1,281,871)	87,404	410,457
Total comprehensive income (expenses) attributable to:				
Owners of parent	(1,916,674)	(615,436)	87,404	410,457
Non-controlling interests	(1,381,994)	(666,435)	-	-
	(3,298,668)	(1,281,871)	87,404	410,457

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

Thomson Thai Agencies Public Company Limited and Its Subsidiaries
Statement of changes in equity

	Consolidated financial statements												
	Related earnings (deficit)			Other components of equity									
	Share premium on ordinary shares	Legal reserves	Unappropriated (deficit)	Fair value reserve	Share-based payment reserve	Share of other comprehensive income (expense) of joint venture using equity method	Capital reserves - adjustment arising from business restructuring	Change in parent's ownership interests in subsidiaries	Total other components of equity	Equity attributable to owners of the parent	Non-controlling interests	Total equity	
Year ended 31 December 2019													
Balance at 1 January 2019	1,822,464	122,220	(80,276)	(1,268,616)	(62,279)	(646)	(60,030)	2,870,305	874	949,412	19,893,828	4,992,750	23,886,808
Transactions with owners, recorded directly in equity													
Issue of ordinary shares from the exercise of warrants	10	-	-	-	-	-	-	-	-	-	11	-	11
Contribution from non-controlling shareholders of a subsidiary	-	-	-	-	-	-	-	-	-	-	-	96,428	96,428
Dividends to owners of the Company	-	-	(81,121)	-	-	-	-	-	-	-	(81,121)	-	(81,121)
Dividends to non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	(15,931)	(15,931)
Total transactions with owners, recorded directly in equity	10	-	(81,121)	-	-	-	-	-	-	-	(69,110)	80,497	(10,613)
Changes in ownership interests in subsidiaries													
Loss of control in a subsidiary	-	-	-	-	-	-	-	-	-	-	-	4,438	4,438
Total changes in ownership interests in subsidiaries	-	-	-	-	-	-	-	-	-	-	-	4,438	4,438
Total transactions with owners, recorded directly in equity	10	-	(81,121)	-	-	-	-	-	-	-	(69,110)	84,935	(6,176)
Comprehensive income (expense) for the year													
Profit (loss)	-	-	562,594	-	-	-	-	-	-	-	562,594	(344,416)	218,178
Other comprehensive income (expense)	-	-	(1,063)	(1,084,461)	(104,600)	12,300	-	-	(1,176,367)	-	(1,178,030)	(322,019)	(1,500,049)
Total comprehensive income (expense) for the year	-	-	661,531	(1,084,461)	(104,600)	12,300	-	-	(1,176,967)	-	(615,436)	(866,485)	(1,281,871)
Transfer to legal reserve	-	20,000	(20,000)	-	-	-	-	-	-	-	-	-	-
Balance at 31 December 2019	1,822,465	142,220	989,105	(2,373,276)	(467,282)	11,954	(60,030)	2,870,305	874	(227,650)	19,187,282	4,411,280	22,598,682
Year ended 31 December 2020													
Balance at 1 January 2020	1,822,465	142,220	989,105	(2,373,276)	(467,282)	11,954	(60,030)	2,870,305	874	(227,650)	19,187,282	4,411,280	22,598,682
Transactions with owners, recorded directly in equity													
Contribution from non-controlling shareholders of a subsidiary	-	-	-	-	-	-	-	(8,077)	-	(8,077)	(8,077)	24,581	16,504
Dividends to owners of the Company	-	-	(109,348)	-	-	-	-	-	-	-	(109,348)	-	(109,348)
Dividends to non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	(15,933)	(15,933)
Total transactions with owners, recorded directly in equity	-	-	(109,348)	-	-	-	-	(8,077)	-	(8,077)	(117,423)	8,948	(108,475)
Comprehensive income (expense) for the year													
Loss	-	-	(1,944,599)	-	-	-	-	-	-	-	(1,944,599)	(1,424,072)	(3,368,671)
Other comprehensive income (expense)	-	-	(1,713)	62,794	(19,895)	(13,131)	-	29,638	-	-	27,925	42,078	70,003
Total comprehensive income (expense) for the year	-	-	(1,946,312)	62,794	(19,895)	(13,131)	-	29,638	-	-	(1,916,674)	(1,381,994)	(3,298,668)
Transfer to legal reserve	-	3,550	(3,550)	-	-	-	-	-	-	-	-	-	-
Balance at 31 December 2020	1,822,465	145,800	(1,899,103)	(2,310,612)	(607,277)	(1,177)	(60,030)	2,882,298	874	(205,994)	16,155,185	3,086,234	19,191,419

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

Thorseen Thai Agencies Public Company Limited and its Subsidiaries
Statement of changes in equity

		Separate financial statements						
		Retained earnings			Other components of equity			
		Issued and paid-up share capital	Share premium on ordinary shares	Legal reserves	Unappropriated (in thousand Baht)	Fair value reserve	Total other components of equity	Total equity
Year ended 31 December 2019								
	Balance at 1 January 2019	1,822,464	16,060,007	122,220	7,679,636	-	-	25,684,327
Transactions with owners, recorded directly in equity								
	<i>Contributions by and distributions to owners</i>							
	Issue of ordinary shares from the exercise of warrants	1	10	-	-	-	-	11
	Dividends paid to shareholders	-	-	-	(91,121)	-	-	(91,121)
	Total contributions by and distributions to owners	1	10	-	(91,121)	-	-	(91,110)
Comprehensive income (expenses) for the year								
	Profit	-	-	-	400,559	-	-	400,559
	Other comprehensive income (expenses)	-	-	-	(1,328)	11,226	11,226	9,898
	Total comprehensive income for the year	-	-	-	399,231	11,226	11,226	410,457
	Transfer to legal reserve	-	-	20,030	(20,030)	-	-	-
	Balance at 31 December 2019	1,822,465	16,060,017	142,250	7,967,716	11,226	11,226	26,003,674
Year ended 31 December 2020								
	Balance at 1 January 2020	1,822,465	16,060,017	142,250	7,967,716	11,226	11,226	26,003,674
Transactions with owners, recorded directly in equity								
	<i>Contributions by and distributions to owners</i>							
	Dividends paid to shareholders	-	-	-	(109,346)	-	-	(109,346)
	Total contributions by and distributions to owners	-	-	-	(109,346)	-	-	(109,346)
Comprehensive income for the year								
	Profit	-	-	-	70,978	-	-	70,978
	Other comprehensive income	-	-	-	-	16,426	16,426	16,426
	Total comprehensive income for the year	-	-	-	70,978	16,426	16,426	87,404
	Transfer to legal reserve	-	-	3,550	(3,550)	-	-	-
	Balance at 31 December 2020	1,822,465	16,060,017	145,800	7,925,798	27,652	27,652	25,981,732

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

Thoresen Thai Agencies Public Company Limited and its Subsidiaries

Statement of cash flows

	Note	Consolidated		Separate	
		financial statements		financial statements	
		Year ended 31 December		Year ended 31 December	
		2020	2019	2020	2019
<i>(in thousand Baht)</i>					
Cash flows from operating activities					
Profits (losses) for the year		(3,368,671)	218,178	70,978	400,559
<i>Adjustments to reconcile profits (losses) to cash receipts (payments)</i>					
Depreciation and amortisation of property, plant, and equipment, right-of-use assets, intangible assets and investment properties	15, 16, 17, 19	1,474,109	1,450,899	12,841	10,059
Reversal of impairment loss recognised in profit or loss	32	(1,259)	(179)	-	-
Other amortisation and provisions		44,617	65,220	-	-
(Reversal of) loss on inventories devaluation	10	(897)	771	-	-
Write-off on property, plant and equipment, and intangible assets		1,053	10,742	-	-
Gain on bargain purchase		(186)	-	-	-
Impairment loss		237,006	221,848	-	259,592
Provisions for employee benefits	23	29,752	49,175	5,192	5,980
Finance costs		411,335	477,406	170,733	169,356
Tax expenses (income)	29	41,364	145,264	(67,388)	90,686
Net losses (gains) on disposals of property, plant, and equipment, and intangible assets		(2,134)	1,525	-	(17)
Dividend income from other investments	27	(15,403)	(28,705)	(10,576)	(8,544)
Dividend income from subsidiaries, associates and joint ventures	27	-	-	(369,205)	(380,074)
Gain on partial disposal of interest in a subsidiary with a change of control	27	-	(769,318)	-	(700,995)
Gain from loss of control in a subsidiary	27	-	(21,228)	-	-
Impact of disposal of shares in an associate		2,132,897	-	-	-
Net (gains) losses on disposals of other current financial assets		161,873	125	107,483	(6,883)
Share of losses (profits) of associates and joint ventures accounted for using the equity method, net of tax	12	2,510	(207,457)	-	-
Unrealised losses (gains) on exchange rates		8,079	14,906	(34,359)	16,789
Realised losses (gains) on exchange rates		(3,534)	1,553	1,836	85,388
Net unrealized (gains) losses on financial instrument designed as at FVTPL		27,822	(11,800)	-	(11,065)
		1,180,333	1,618,925	(112,465)	(69,169)
<i>Changes in operating assets and liabilities</i>					
Trade receivables		300,932	(261,298)	-	-
Other current receivables		188,806	(31,389)	2,615	-
Receivables from related parties		(23,106)	(74,168)	(60,089)	(12,966)
Inventories		195,790	137,785	-	-
Vessel supplies and spare parts		41,616	123,260	-	-
Prepayments		(24,892)	10,137	(830)	(339)
Other current assets		(198,346)	43,422	44,670	(13,873)
Other non-current assets		(42,092)	(20,554)	(1,380)	11,731
Trade payables		538,628	(661,921)	-	-
Other current payables		(636,176)	703,409	2,003	(1,362)
Payables to related parties		(20,798)	42,794	(6,342)	(286)
Advances from customers		(7,882)	(34,815)	461	-
Accrued expenses		(249,296)	(98,906)	(2,018)	2,750
Other current liabilities		(5,343)	45,478	(84)	348
Other non-current liabilities		1,963	2,032	-	-
Net cash generated from (used in) operating activities		1,240,137	1,544,191	(133,459)	(83,166)
Provision for employee benefits paid	23	(8,091)	(3,416)	(2,745)	(87)
Taxes paid		(69,517)	(63,186)	(1,319)	(1,870)
Net cash from (used in) operating activities		1,162,529	1,477,589	(137,523)	(85,123)

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

Thoresen Thai Agencies Public Company Limited and its Subsidiaries

Statement of cash flows

	Note	Consolidated		Separate	
		financial statements		financial statements	
		Year ended 31 December		Year ended 31 December	
		2020	2019	2020	2019
<i>(in thousand Baht)</i>					
Cash flows from investing activities					
Net payments for other current financial assets		(606,547)	(414,139)	(513,786)	(772,773)
Dividends received from other current financial assets		15,403	28,705	10,576	8,544
Payment for other non-current financial assets		(646)	(22,387)	-	-
Net proceed from (payment for) short-term loans to related parties		(41,814)	630,517	(375,978)	1,329,560
Proceeds from disposals of investment in subsidiaries, net of cash disposed		981,395	270,092	-	290,333
Payments for investments in subsidiaries, associates and joint ventures		(74,728)	-	(69,100)	(156,200)
Dividends received from subsidiaries, associates and joint ventures		76,872	207,397	339,098	380,074
Payments for long-term loan to other company		(14,946)	-	-	-
Acquisition of investment properties	15	-	(5,907)	-	-
Proceeds from sale of property, plant, and equipment and intangible assets		9,881	9,381	-	17
Acquisition of property, plant, and equipment and intangible assets		(1,763,388)	(639,978)	(4,552)	(21,840)
Payment for acquisition of business		(500)	-	-	-
Net cash from (used in) investing activities		(1,419,018)	63,681	(613,742)	1,057,715
Cash flows from financing activities					
Proceeds from increase of investment from non-controlling interests of subsidiaries		16,800	96,427	-	-
Net decrease in restricted cash at bank for long-term borrowings		64,932	133,773	-	-
Net repayment of short-term borrowings from related parties		-	-	-	(319)
Net repayment of bank overdraft and short-term borrowings		(140,228)	(345,261)	-	(300,000)
Proceeds from long-term borrowings		1,398,637	215,083	-	-
Repayments of long-term borrowings and finance lease liabilities		(1,125,541)	(1,014,584)	(3,243)	-
Proceeds from issue of debenture	22	705,344	-	705,344	-
Proceeds from increase of share capital		-	11	-	11
Dividends paid to owners of the Company	31	(109,346)	(91,121)	(109,346)	(91,121)
Dividends paid to non-controlling interests		(15,933)	(15,931)	-	-
Finance costs paid		(387,785)	(456,142)	(156,096)	(162,185)
Net cash from (used in) financing activities		406,880	(1,477,745)	436,659	(553,614)
Net increase (decrease) in cash and cash equivalents, before effect of exchange rates		150,391	63,525	(314,606)	418,978
Cash and cash equivalents held in the subsidiary at the acquisition date		1,563	-	-	-
Net cash effect from loss of control in a subsidiary		-	(33,218)	-	-
Foreign currency translation differences for foreign operations		(3,409)	(111,000)	-	-
Effect of exchange rate changes on balances held in foreign currencies		(10,277)	(8,974)	9,030	(15,311)
Net increase (decrease) in cash and cash equivalents		138,268	(89,667)	(305,576)	403,667
Cash and cash equivalents at 1 January		4,338,908	4,428,575	874,559	470,892
Cash and cash equivalents at 31 December	7	4,477,176	4,338,908	568,983	874,559

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

Thoresen Thai Agencies Public Company Limited and its Subsidiaries

Statement of cash flows

	Consolidated		Separate	
	financial statements		financial statements	
	Year ended 31 December		Year ended 31 December	
	2020	2019	2020	2019
	<i>(in thousand Baht)</i>			
Non-cash transactions				
Unpaid liabilities from purchase of property, plant, and equipment and intangible assets	86,880	43,098	441	30
Dividend payables	3,954	3,954	3,954	3,954
Dividend receivables from associates	8,726	-	-	-
Transfer from receivable from related party to short-term loan to related party	-	-	-	19,412
Right of use asset transferred	18,046	-	-	-
Decrease in short-term borrowing from related party against dividend received from subsidiary	-	-	30,107	-
Transfer from advance payment for investment to investment in associate	1,093	-	-	-

Thoresen Thai Agencies Public Company Limited and its Subsidiaries**Notes to the financial statements**

For the year ended 31 December 2020

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Thoresen Thai Agencies Public Company Limited and its Subsidiaries**Notes to the financial statements****For the year ended 31 December 2020**

These notes form an integral part of the financial statements.

The financial statements issued for Thai regulatory reporting purposes are prepared in the Thai language. These English language financial statements have been prepared from the Thai language statutory financial statements, and were approved and authorized for issue by the Board of Directors on 25 February 2021.

1 General information

Thoresen Thai Agencies Public Company Limited (the “Company”) is incorporated in Thailand and was listed on the Stock Exchange of Thailand (the “SET”) on 25 September 1995. The Company’s registered office is at 26/26-27 Orakarn Building, 8th Floor, Soi Chidlom, Ploenchit Road, Lumpinee, Pathumwan, Bangkok 10330.

The principal business operations of the Company and its subsidiaries (the “Group”) involve the ownership of dry bulk vessels, certain shipping services, offshore services related to oil and gas, production and sales of fertilisers, coal trading, warehouse and logistics services, and food and beverage. The Group’s activities can be separated into five main categories, namely shipping, offshore service, agrochemical, investment and food and beverage.

Details of the Company’s subsidiaries, associates, and joint ventures as at 31 December 2020 and 2019 are given in notes 12 and 13.

2 Basis of preparation of the financial statements**(a) Statement of compliance**

The financial statements are prepared in accordance with Thai Financial Reporting Standards (“TFRS”), guidelines promulgated by the Federation of Accounting Professions and applicable rules and regulations of the Thai Securities and Exchange Commission.

New and revised TFRS are effective for annual accounting periods beginning on or after 1 January 2020. The initial application of these new and revised TFRS has resulted in changes in certain of the Group’s accounting policies.

The Group has initially applied TFRS 16 Leases and disclosed impact from changes to significant accounting policies in note 3.

In addition, the Group has not early adopted a number of new and revised TFRS, which are not yet effective for the current period in preparing these financial statements. The Group has assessed the potential initial impact on the financial statements of these new and revised TFRS and expects that there will be no material impact on the financial statements in the period of initial application.

(b) Functional and presentation currency

The financial statements are presented in Thai Baht, which is the Company’s functional currency. All financial information presented in Thai Baht has been rounded in the notes to the financial statements to the nearest thousand unless otherwise stated.

Thoresen Thai Agencies Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

(c) *Use of judgment and estimates*

The preparation of financial statements in conformity with TFRS requires management to make judgments, estimates and assumptions that affect the application of the Group's accounting policies. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

(i) Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes:

Note 4(l) and 17	Leases: <ul style="list-style-type: none"> • whether an arrangement contains a lease; • whether the Group is reasonably certain to exercise extension options; • whether the Group exercise termination options; and • whether the Group has transferred substantially all the risks and rewards incidental to the ownership of the assets to lessees.
Note 4(t) and 26	Revenue recognition: <ul style="list-style-type: none"> • whether performance obligations in a bundled sale of products and services are capable of being distinct; • whether revenue from sales of product and service are recognised over time or at a point in time; and • commission revenue: whether the Group acts as an agent in the transaction rather than as a principal.
Note 12	Equity-accounted investees: whether the Group has significant influence over an investee.

(ii) Assumptions and estimation uncertainties

Information about assumption and estimation uncertainties at 31 December 2020 that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities in the next financial year is included in the following notes:

Note 4(l)	Determining the incremental borrowing rate to measure lease liabilities;
Note 4(t) and 26	Revenue recognition: estimate of expected returns and estimate of stage of completion;
Note 20	Recognition of deferred tax assets: availability of future taxable profit against which deductible temporary differences and tax losses carried forward can be utilised;
Note 23	Measurement of defined benefit obligations: key actuarial assumptions; and
Note 32	Measurement of ECL allowance for trade and other receivables and contract assets.

Thoresen Thai Agencies Public Company Limited and its Subsidiaries
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3 Change in accounting policy

From 1 January 2020, the Group has initially applied TFRS 16. Impact of the change in accounting policy is as follows:

TFRS 16 Leases

From 1 January 2020, the Group has initially adopted TFRS 16 on contracts previously identified as leases according to TAS 17 *Leases* and TFRIC 4 *Determining whether an arrangement contains a lease* using the modified retrospective approach.

Previously, the Group, as a lessee, recognised payments made under operating leases and relevant lease incentives in profit or loss on a straight-line basis over the term of the lease. Under TFRS 16, the Group assesses whether a contract is, or contains, a lease. If a contract contains lease and non-lease components, the Group allocates the consideration in the contract based on stand-alone selling price (transaction price). As at 1 January 2020, the Group recognised right-of-use assets and lease liabilities, as a result, the nature of expenses related to those leases was changed because the Group recognised depreciation of right-of-use assets and interest expense on lease liabilities.

On transition, the Group also elected to use the following practical expedients:

- do not recognise right-of-use assets and lease liabilities for leases with less than 12 months of lease term;
- use hindsight when determining the lease term;
- apply a single discount rate to a portfolio of leases with similar characteristics;
- rely on previous assessments whether leases are onerous as an alternative to performing an impairment review; and
- exclude initial direct costs from measuring the right-of-use asset.

<i>Impact from the adoption of TFRS 16</i>	Consolidated financial statements	Separate financial statements
	<i>(in thousand Baht)</i>	

At 1 January 2020

Decrease in other current assets	(18,046)	-
Increase in right-of-use assets	340,817	12,251
Decrease in property, plant and equipment	(21,430)	-
Increase in lease liabilities	301,341	12,251

<i>Measurement of lease liability</i>	Consolidated financial statements	Separate financial statements
	<i>(in thousand Baht)</i>	

Operating lease commitment as disclosed at 31 December 2019	401,506	-
Extension and termination options reasonably certain to be exercised	17,546	17,546
Discounted using the incremental borrowing rate at 1 January 2020	301,441	12,251
Finance lease liabilities recognised as at 31 December 2019	20,766	-
Recognition exemption for short-term leases	(100)	-
Lease liabilities recognised at 1 January 2020	322,107	12,251
Weighted-average incremental borrowing rate (<i>% per annum</i>)	7.5	5.1

Right-of-use assets and lease liabilities shown above were presented as part of offshore service, agrochemical, investment and food and beverage segments, respectively.

Thoresen Thai Agencies Public Company Limited and its Subsidiaries**Notes to the financial statements****For the year ended 31 December 2020****4 Significant accounting policies**

The accounting policies set out below have been applied consistently to all periods presented in these financial statements unless stated otherwise.

(a) Basis of consolidation

The consolidated financial statements relate to the Company and its subsidiaries (together referred to as the “Group”) and the Group’s interests in associates and joint ventures.

Business combinations

The Group applies the acquisition method for all business combinations when control is transferred to the Group, as describe in subsidiaries section, other than those with entities under common control.

The acquisition date is the date on which control is transferred to the acquirer.

Goodwill is measured as the fair value of the consideration transferred including the recognized amount of any non-controlling interest in the acquire, less the net recognized amount (generally fair value) of the identifiable assets acquired and liabilities assumed, all measured as of the acquisition date. Any gain on bargain purchase is recognized in profit or loss immediately.

Consideration transferred includes the fair values of the assets transferred, liabilities incurred by the Group to the previous owners of the acquiree, and equity interests issued by the Group. Consideration transferred also includes the fair value of any contingent consideration and share-based payment awards of the acquiree that are replaced mandatorily in the business combination. If a business combination results in the termination of pre-existing relationships between the Group and the acquiree, then the lower of the termination amount, as contained in the agreement, and the value of the off-market element is deducted from the consideration transferred and recognized in other expenses.

Any contingent consideration is measured at fair value at the date of acquisition, and remeasured at fair value at each reporting date. Subsequent changes in the fair value are recognized in profit or loss.

A contingent liability of the acquiree is assumed in a business combination only if such a liability represents a present obligation and arises from a past event, and its fair value can be measured reliably.

Transaction costs that the Group incurs in connection with a business combination, such as legal fees, and other professional and consulting fees are expensed as incurred.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, or additional assets or liabilities are recognized, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date.

Thoresen Thai Agencies Public Company Limited and its Subsidiaries**Notes to the financial statements****For the year ended 31 December 2020***Acquisitions from entities under common control*

Business combination under common control are accounted for using a method similar to the pooling of interest method. Under that method the acquirer recognizes assets and liabilities of the acquired businesses at their carrying amounts in the consolidated financial statements of the ultimate parent company at the moment of the transaction. The difference between the carrying amount of the acquired net assets and the consideration transferred is recognized as surplus or discount from business combinations under common control in shareholder's equity. The surplus or discount will be transferred to retained earnings upon divestment of the businesses acquired.

The results from operations of the acquired businesses will be included in the consolidated financial statements of the acquirer from the beginning of the comparative period or the moment the businesses came under common control, whichever date is later, until control ceases.

Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

Non - controlling interests

At the acquisition date, the Group measures any non-controlling interest at its proportionate interest in the identifiable net assets of the acquiree.

Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

Loss of control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related non-controlling interests and other components of equity. Any resulting gain or loss is recognized in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

Interests in equity - accounted investees

The Group's interests in equity-accounted investees comprise interests in associates and a joint venture.

Associates are those entities in which the Group has significant influence, but not control or joint control, over the financial and operating policies. A joint venture is an arrangement in which the Group has joint control, whereby the Group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

Interests in associates and joint ventures are accounted for using the equity method. They are initially recognized at cost, which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of the profit or loss and other comprehensive income of equity-accounted investees, until the date on which significant influence or joint control ceases.

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For the year ended 31 December 2020

Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income or expenses arising from intra-group transactions, are eliminated. Unrealised gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

(b) *Investments in subsidiaries, associates and joint ventures*

Investments in subsidiaries, associates, and joint ventures in the separate financial statements of the Company are measured at cost less allowance for impairment losses. Investments in associates and jointly ventures in the consolidated financial statements are accounted for using the equity method.

Disposal of investments in the separate financial statements

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

If the Company disposes of part of its holding of a particular investment, the deemed cost of the part sold is determined using the weighted average method applied to the carrying value of the total holding of the investment.

(c) *Foreign currencies*

Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of the Group entities at exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at the exchange rate at the reporting date.

Non-monetary assets and liabilities measured at cost in foreign currencies are translated to the functional currency at the exchange rates at the dates of the transactions.

Non-monetary assets and liabilities measured at fair value in foreign currencies are translated to the functional currency at the exchange rates at the dates that fair value was determined.

Foreign currency differences are generally recognized in profit or loss. However, foreign currency differences arising from the translation of an investment in equity securities designated as at FVOCI (except on impairment in which case foreign currency differences that have been recognized in other comprehensive income are reclassified to profit or loss are recognized in other comprehensive income).

Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated to Thai Baht at the exchange rates at the reporting date.

Thoresen Thai Agencies Public Company Limited and its Subsidiaries**Notes to the financial statements****For the year ended 31 December 2020**

Goodwill and fair value adjustments arising on the acquisition of foreign operations are stated at exchange rates at transaction dates.

The revenues and expenses of foreign operations are translated to Thai Baht at rates approximating the exchange rates at the dates of the transactions.

Foreign exchange differences are recognized in other comprehensive income and accumulated in the translation reserve, except to extent that the translation difference is allocated to non-controlling interest.

When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. If the Group disposes of part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is reattributed to non-controlling interests. When the Group disposes of only part of an associate or joint venture while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

When the settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely in the foreseeable future, exchange gains and losses arising from such a monetary item are considered to form part of a net investment in a foreign operation and are recognized in other comprehensive income, and presented in the foreign currency translation reserve in equity until disposal of the investment.

(d) Financial instruments*(d.1) Recognition and initial measurement*

Trade receivables, debt securities issued and trade payables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset and financial liability (unless it is a trade receivable without a significant financing component or measured at FVTPL) is initially measured at fair value plus transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price. A financial asset and a financial liability measured at FVTPL are initially recognised at fair value.

*(d.2) Classification and subsequent measurement**Financial assets - classification*

On initial recognition, a financial asset is classified as measured at: amortised cost; fair value to other comprehensive income (FVOCI); or fair value to profit or loss (FVTPL).

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified prospectively from the reclassification date.

Thoresen Thai Agencies Public Company Limited and its Subsidiaries

Notes to the financial statements

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A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets - business model assessment

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Group's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated - e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Thoresen Thai Agencies Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

Financial assets - assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest on the principle amount outstanding, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable-rate features; and
- terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse features).

Financial assets - Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income, calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

Financial liabilities - classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

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(d.3) Derecognition

Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Group enters into transactions whereby it transfers assets recognised in its statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognised.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognised a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

(d.4) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

(d.5) Derivatives

The Group holds derivatives to manage fluctuating bunker prices, freight rates and interest rates through bunker swap contracts, forward freight agreements and interest rate swaps, respectively.

Derivative are recognised at fair value. At the end of each reporting period the fair value is measured. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss

(e) Cash and cash equivalents

Cash and cash equivalents in the statements of cash flows comprise cash balances, call deposits and highly liquid short-term investments. Bank overdrafts that are repayable on demand are a component of financing activities for the purpose of the statement of cash flows.

(f) Trade and other accounts receivable and contract assets

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

Thoresen Thai Agencies Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

A receivable is measured at transaction price less allowance for expected credit loss which is determined based on an analysis of payment histories and future expectations of customer payments. Bad debts are written off when incurred.

Contract assets are measured at the amount of consideration that the Group is entitled to, less impairment losses.

(g) Inventories

Inventories are measured at the lower of cost and net realisable value.

Cost is calculated using the weighted average cost principle and comprises all costs of purchase, costs of conversion, and other costs incurred in bringing the inventories to their present location and condition. In the case of manufactured inventories and work-in-progress, cost includes an appropriate share of production overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs to complete and to make the sale.

A right to recover returned products is recognised when the products are expected to be returned by customers and measured by reference to the former carrying amount of the sold inventories less any expected costs to recover those products.

(h) Vessel supplies and spare parts

Vessel supplies and spare parts mainly comprise bunker, vessel supplies, and spare parts. Bunker supplies are stated at cost, determined on the first-in, first-out basis. Vessel supplies and vessel spare parts are stated at cost, determined on the weighted average basis. Rig supplies and rig spare parts are stated at historical cost, determined on the specific identification basis. The vessel and rig supplies and spare parts purchased to replace those used during the year are reported as vessel operating expenses and offshore service expenses in profit or loss.

(i) Investment properties

Investment properties are properties which are held to earn rental income, for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes.

Investment properties are measured at cost less accumulated depreciation and impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the investment property. The cost of self-constructed investment property includes the cost of materials and direct labour, and other costs directly attributable to bringing the investment property to a working condition for its intended use and capitalised borrowing costs.

Any gains and losses on disposal of investment properties are determined by comparing the proceeds from disposal with the carrying amount of investment property, and are recognised in profit or loss.

Depreciation is charged to profit or loss on a straight-line basis over the estimated useful lives of each property. The estimated useful lives are as follows:

Buildings and building improvement	10 and 20	years
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No depreciation is provided on freehold land.

Thoresen Thai Agencies Public Company Limited and its Subsidiaries
Notes to the financial statements
For the year ended 31 December 2020

(i) Property, plant and equipment

Recognition and measurement

Owned assets

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses (if any).

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the assets to a working condition for their intended use, the costs of dismantling and removing the items and restoring the site on which they are located, and capitalised borrowing costs. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Any gains or losses on disposal of items of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized in profit or loss.

Subsequent costs

The cost of replacing a part of an item of property, plant, and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of property, plant, and equipment are recognized in profit or loss as incurred.

Depreciation

Depreciation is calculated based on the depreciable amount, which is the cost of an asset, or other amount substituted for cost, less its residual value.

Depreciation is charged to profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment. The estimated useful lives are as follows:

Buildings and factories	3 – 30	years
Building improvements	3 – 20	years
Offshore support vessels	5 – 30	years
Ocean vessels (second-hand and new)	4 – 25	years
Second-hand tender rigs	1 – 20	years
Dry-docking	2 – 5	years
Machinery and equipment	1 – 20	years
Machinery and equipment under service concession agreements	Units of production	
Furniture, fixtures, and office equipment	2 – 10	years
Motor vehicles	3 – 10	years
Motor launches	10	years
Barges	15 – 29	years

No depreciation is provided on freehold land or assets under construction.

Depreciation methods, useful lives, and residual values are reviewed at each financial year-end and adjusted, if appropriate.

Thoresen Thai Agencies Public Company Limited and its Subsidiaries**Notes to the financial statements****For the year ended 31 December 2020****(k) Intangible assets***Goodwill*

Goodwill that arises upon the acquisition of subsidiaries is included in intangible assets. The measurement of goodwill at initial recognition is described in note 4(a). Subsequent to initial recognition, goodwill is measured at cost less accumulated impairment losses. In respect of equity-accounted investees, the carrying amount of goodwill is included in the carrying amount of the investment, and an impairment loss on such an investment is not allocated to any asset, including goodwill, that forms part of the carrying amount of the equity-accounted investee.

Service concession arrangements

The Group recognises an intangible asset arising from a service concession arrangement when it has a right to charge for usage of the concession infrastructure. An intangible asset received as consideration for providing construction or upgrade services in a service concession arrangement is measured at fair value upon initial recognition. Subsequent to initial recognition the intangible asset is measured at cost, which includes capitalised borrowing costs, less accumulated amortisation and accumulated impairment losses (if any).

Computer software

Acquired computer software licenses are capitalised on the basis of the costs incurred to acquire and bring to use the specific software.

Customer relationships

Customer relationships acquired in a business combination are recognized at fair value at the acquisition date. Customer relationships have a finite useful life and are carried at cost less accumulated amortization and impairment losses (if any).

Franchise license

Franchise license acquired in a business combination are recognized at fair value at the acquisition date. Franchise license have a finite useful life and are measured at cost less accumulated amortisation and impairment losses (if any).

Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognized in profit or loss as incurred.

Thoresen Thai Agencies Public Company Limited and its Subsidiaries
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Amortization

Amortization is based on the cost of the asset, or other amount substituted for cost, less its residual value.

Amortization is recognized in profit or loss on a straight-line basis over the estimated useful lives of intangible assets, other than goodwill, from the date that they are available for use, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful lives for the current and comparative periods are as follows:

Service concession arrangement	30	years
Trademarks	10	years
Computer software	1 - 10	years
Customer relationships	8.2 - 10	years
Franchise license	10	years

Amortization methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

(f) Leases
Accounting policies applicable from 1 January 2020

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. To assess whether a contract conveys the right to control the use of an identified asset, the Group uses the definition of a lease in TFRS 16.

As a lessee

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date, except for leases of low-value assets and short-term leases which is recognised as an expense on a straight-line basis over the lease term.

Right-of-use asset is measured at cost, less any accumulated depreciation and impairment loss, and adjusted for any remeasurements of lease liability. The cost of right-of-use asset includes the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of restoration costs, less any lease incentives received. Depreciation is charged to profit or loss on a straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment.

Thoresen Thai Agencies Public Company Limited and its Subsidiaries**Notes to the financial statements****For the year ended 31 December 2020**

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. The lease payments included fixed payments less any lease incentive receivable, variable lease payments that depend on an index or a rate, and amounts expected to be payable under a residual value guarantee. The lease payments also include amount under purchase, extension or termination option if the Group is reasonably certain to exercise option. Variable lease payments that do not depend on index or a rate are recognised as expenses in the accounting period in which they are incurred.

The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in lease term, change in lease payments, change in the estimate of the amount expected to be payable under a residual value guarantee, or a change in the assessment of purchase, extension or termination options. When the lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

As a lessor

At inception or on modification of a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each component on the basis of their relative standalone prices.

When the Group acts as a lessor, it determines at lease inception whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease.

The Group recognises lease payments received under operating leases as rental income on a straight-line basis over the lease term as part of 'rental income'. Initial direct costs incurred in arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as rental income in the accounting period in which they are earned.

The Group recognises finance lease receivables at the amount of the Group's net investment in the lease, which comprises the present value of the lease payments and any unguaranteed residual value, discounted using the interest rate implicit in the lease. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

The Group applies the derecognition and impairment requirements in TFRS 9 to the net investment in the lease (See note 4(I)). The Group further regularly reviews estimated unguaranteed residual values used in calculating the gross investment in the lease.

Accounting policies applicable before 1 January 2020

As a lessee, leases in terms of which the Group substantially assumes all the risk and rewards of ownership are classified as finance leases. Property, plant and equipment acquired by way of finance leases is capitalised at the lower of its fair value and the present value of the minimum lease payments at the inception of the lease, less accumulated depreciation and impairment losses. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly to the profit or loss.

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Assets held under other leases were classified as operating leases and lease payments are recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives received are recognised in profit or loss as an integral part of the total lease expense, over the term of the lease. Contingent lease payments are accounted for by revising the minimum lease payments over the remaining term of the lease when the lease adjustment is confirmed.

As a lessor, rental income from investment property is recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives granted are recognised as an integral part of the total rental income. Contingent rentals are recognised as income in the accounting period in which they are earned.

(m) *Impairment of financial assets*

The Group recognizes loss allowances for expected credit losses (ECLs) on:

- financial assets measured at amortised cost (including cash and cash equivalents, loans to others and related parties);
- debt investments measured at FVOCI;
- trade and other accounts receivable and contract assets (as defined in TFRS 15); and
- lease receivables and loan commitments issued which are not measured at FVTPL.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months); or
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of a financial instrument.

The Group measures loss allowances at an amount equal to lifetime ECLs, except for the following which are measured as 12-month ECLs:

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

Loss allowances for trade receivables and contract assets are always measured using the simplified approach at an amount equal to lifetime ECL. ECLs on these financial assets are estimated using a provision matrix based on the group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both current and forecast general economic conditions at the reporting date.

Loss allowances for all other financial instruments, the Group recognises ECLs equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition or credit-impaired financial assets, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

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The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and includes forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group considers a financial asset to be in default when the financial asset is more than 180 days past due or when the Group has taken legal action against the counterparty.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Increased in loss allowance is recognised as an impairment loss in profit or loss. Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. For debt securities at FVOCI, the Group recognises an impairment loss in profit or loss with the corresponding entry in other comprehensive income.

Credit-impaired financial assets

At each reporting date, the Group assesses whether financial assets carried at amortised cost and debt securities at FVOCI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being more than 180 days past due;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial recognition; or
- the disappearance of an active market for a security because of financial difficulties.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

Subsequent recoveries of an asset that was previously written off, are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

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(n) Impairment of non-financial assets

The carrying amounts of the Group's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated. For goodwill and intangible assets that have indefinite useful lives or are not yet available for use, the recoverable amount is estimated each year at the same time.

An impairment loss is recognized if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. The impairment loss is recognized in profit or loss.

Calculation of recoverable amount

The recoverable amount of a non-financial asset is the greater of the asset's value in use and fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

Reversals of impairment

An impairment loss in respect of goodwill is not reversed. Impairment losses recognized in prior periods in respect of other non-financial assets are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

(o) Contract liabilities

A contract liability is the obligation to transfer goods or services to the customer. A contract liability is recognised when the Group receives or has an unconditional right to receive non-refundable consideration from the customer before the Group recognises the related revenue.

(p) Employee benefits

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognized as an employee benefit expense in the periods during which services are rendered by employees.

Defined benefit plans

The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount.

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The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognized asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any application minimum funding requirements.

Remeasurements of the net defined benefit liability, actuarial gain or loss are recognized immediately in OCI. The Group determines the interest expense on the net defined benefit liability for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period, taking into account any changes in the net defined benefit liability during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognized in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognized immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Other long-term employee benefits

The Group's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value. Remeasurements are recognized in profit or loss in the period in which they arise.

Termination benefits

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the end of the reporting period, then they are discounted.

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognized for the amount expected to be paid under a short-term cash bonus plan, if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

(a) Provisions

A provision is recognized if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

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Onerous contracts

A provision for onerous contracts is recognized when the expected benefits to be derived by the Group from a contract are lower than the unavoidable cost of meeting the Group's obligations under the contract. The provision is measured at the present value of the lower of the expected net cost of terminating the contract and the expected net cost of continuing with the contract.

(f) *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 market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Group has access at that date. The fair value of a liability reflects its non-performance risk.

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

When one is available, the Group measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as 'active' if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

If there is no quoted price in an active market, then the Group uses valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.

If an asset or a liability measured at fair value has a bid price and an ask price, then the Group measures assets and long positions at a bid price and liabilities and short positions at an ask price.

The best evidence of the fair value of a financial instrument on initial recognition is normally the transaction price - i.e. the fair value of the consideration given or received. If the Group determines that the fair value on initial recognition differs from the transaction price and the fair value is evidenced neither by a quoted price in an active market for an identical asset or liability nor based on a valuation technique for which any unobservable inputs are judged to be insignificant in relation to the measurement, then the financial instrument is initially measured at fair value, adjusted to defer the difference between the fair value on initial recognition and the transaction price. Subsequently, that difference is recognised in profit or loss on an appropriate basis over the life of the instrument but no later than when the valuation is wholly supported by observable market data or the transaction is closed out.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1 : quoted prices in active markets for identical assets or liabilities.
- Level 2 : inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 : inputs for the asset or liability that are based on unobservable inputs.

If the inputs used to measure the fair value of an asset or liability might be categorised in different levels of the fair value hierarchy, then the fair value measurement is recognized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

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The Group recognized transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

(s) Share capital*Ordinary shares*

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options are recognized as a deduction from equity, net of any tax effects.

(t) Revenue

Revenue is recognised when a customer obtains control of the goods or services in an amount that reflects the consideration to which the Group expects to be entitled, excluding those amounts collected on behalf of third parties, value added tax and is after deduction of any trade discounts and volume rebates.

Sale of goods

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

Revenue from rendering of services

Freight income is recognised over time based on the stage of completion. The stage of completion is estimated based on surveys of work performed.

Offshore service and other service income is recognised over time as the services are provided. The related costs are recognized in profit or loss when they are incurred.

Commission revenue

For the contracts that the Group is arranging for the provision of the goods or services on behalf of its customers and does not control the goods or services before the primary sellers or service providers will provide the goods or services to the customers. The Group acts in the capacity of an agent and recognises the net amount of consideration as commission revenue.

(u) Rental income

Rental income from investment property is recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives granted are recognised as an integral part of the total rental income. Contingent rentals are recognised as income in the accounting period in which they are earned.

(v) Other income

Other income comprises dividend, interest income and others. Dividend income is recognised in profit or loss on the date the Group's right to receive payments is established. Interest income is recognised in profit or loss as it accrues.

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(w) Finance costs

Finance costs comprise interest expense on borrowings and fair value losses on interest rate swap contracts measured at fair value through profit or loss.

Borrowing costs that are not directly attributable to the acquisition, construction, or production of a qualifying asset are recognized in profit or loss using the effective interest method.

Effective Interest Rate (EIR)

Interest income or expense is recognised using the effective interest method. The EIR is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

(x) Income tax

Income tax expense for the year comprises current and deferred tax. Current and deferred tax are recognized in profit or loss except to the extent that they relate to a business combination, or items recognized directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of goodwill; the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; and differences relating to investments in subsidiaries and joint ventures to the extent that it is probable that they will not reverse in the foreseeable future.

The measurement of deferred tax reflects the tax consequences that would follow the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

Thoresen Thai Agencies Public Company Limited and its Subsidiaries**Notes to the financial statements****For the year ended 31 December 2020**

In determining the amount of current and deferred tax, the Group takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. The Group believes that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretations of tax law and prior experience. This assessment relies on estimates and assumptions and may involve a series of judgments about future events. New information may become available that causes the Group to change its judgment regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the Group. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

(y) Earnings per share

The Group presents basic and diluted earnings per share ("EPS") data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares, which comprise warrants.

(z) Related parties

A related party is a person or entity that has direct or indirect control or joint control, or has significant influence over the financial and managerial decision-making of the Group; a person or entity that are under common control or under the same significant influence as the Group; or the Group has direct or indirect control or joint control or has significant influence over the financial and managerial decision-making of a person or entity.

(aa) Segment reporting

Segment results that are reported to the Group's CEO (the chief operating decision maker) include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

5 Impact of COVID-19 outbreak

Due to the COVID-19 outbreak at the beginning of 2020, Thailand and many other countries have enacted several protective measures against the outbreak, e.g. the order to temporarily shut down operating facilities or reduce operating hours, social distancing, etc. This has significantly affected world economy, production, supply chain of goods and business operation of many entities in wide areas. The management is closely monitoring the situation to ensure the safety of the Group's staff and to manage the negative impact on the business as much as possible.

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6 Related parties

Relationships with subsidiaries, associates and joint ventures are described in notes 12 and 13. Other related parties that the Group had significant transactions with during the year were as follows:

Name of entities/persons	Country of incorporation/ Nationality	Nature of relationships
Key management personnel	Multi-nationalities	Persons having authority and responsibility for planning, directing, and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of the Group.
PM Capital Co., Ltd.	Thai	One of the Company's directors is a major shareholder.
CM Corporate Co., Ltd.	Thai	One of the Company's directors is a major shareholder.
Thai Film Industries PCL.	Thai	Two of the Company's directors are a major shareholders.

The pricing policies for particular types of transactions are explained further below:

Transactions	Pricing policies
IT service, office and office equipment rental income, accounting service income and other income	Prices normally charged to a third party/actual cost plus margin
Offshore service income	Prices normally charged to a third party
Service income	Prices normally charged to a third party
Management fee income	Actual cost plus margin
Interest income/interest expenses	Market linked rate/the borrowing costs of the lender
Management and administrative fees	Actual cost plus margin
IT service and service expenses	Prices normally charged by a third party
Vessel operating expenses, offshore service expenses, and cost of sales	Prices normally charged by a third party
Selling and administrative expense	Prices normally charged by a third party

Significant transactions for the years ended 31 December with related parties were as follows:

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	<i>(in thousand Baht)</i>			
Subsidiaries				
IT service and office and office equipment rental income, accounting service income and other income	-	-	35,811	60,660
Interest income	-	-	35,005	61,182
IT service and service expenses	-	-	262	-

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	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
	<i>(in thousand Baht)</i>			
Joint ventures				
IT service and office and office equipment				
rental income and other income	50,883	58,254	2,543	1,104
Interest income	78,961	36,123	78,147	36,123
Offshore service income	1,772,666	1,930,494	-	-
Offshore service expenses	3,414	6,239	-	-
Cost of sales	80,094	56,804	-	-
Selling expenses	71,519	53,353	-	-
Administrative expenses	22	1,900	-	-
Associates				
Offshore service expenses	-	5,819	-	-
Cost of sales	8,226	8,448	-	-
Selling expenses	17,046	7,971	-	-
Other income	-	-	18	-
Key management personnel				
Key management personnel compensation				
Short-term employee benefits	214,434	196,410	78,451	67,059
Post-employment benefits	3,411	2,143	1,933	1,825
Total key management personnel compensation	217,845	198,553	80,384	68,884

Key management personnel compensation comprises salaries, other benefits and remuneration and meeting fees.

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Balances as at 31 December with related parties were as follows:

	Note	Consolidated		Separate	
		financial statements		financial statements	
		2020	2019	2020	2019
		<i>(in thousand Baht)</i>			
<i>Trade receivables</i>					
Joint ventures	9	325,834	365,395	-	-
Total		325,834	365,395	-	-
<i>Receivables from related parties</i>					
Subsidiaries		-	-	70,135	122,738
Associates		9,824	370	-	-
Joint ventures		114,491	35,614	112,823	131
Other related party		225,758	227,426	-	-
		350,073	263,410	182,958	122,869
Less allowance for expected credit loss		(226,499)	(162,809)	(544)	(544)
Net		123,574	100,601	182,414	122,325
<i>Equity securities valued at FVTPL</i>					
Other related party		50,237	-	50,237	-
		50,237	-	50,237	-

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Short-term loans to related parties

Movements during the year ended 31 December 2020 of short-term loans to related parties were as follows:

	Interest rate		31		Increase	Consolidated financial statements		31	
	December 2019	December 2020	December 2019	December 2020		Unrealised loss on exchange rates (in thousand Baht)	Impairment losses	December 2020	December 2020
		(% per annum)							
Associates	-	3.5	-	-	13,078	(670)	-	12,408	
Joint venture	7.0	7.0	1,110,895	1,110,895	28,736	-	-	1,139,631	
Other related party	1.5	1.5	161,947	161,947	-	(627)	(161,320)	-	
Total			1,272,842	1,272,842				1,152,039	
	Interest rate		31		Increase	Separate financial statements		31	
	December 2019	December 2020	December 2019	December 2020		Decrease	Realised loss on exchange rates (in thousand Baht)	Unrealised gain on exchange rates	December 2020

Subsidiaries
Joint venture
Total

1,832,370
1,110,895
2,943,265

479,480
28,736

(132,237)
-

(4,829)
-

28,508
-

2,203,292
1,139,631
3,342,923

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Long-term loans to related parties

Movements during the year ended 31 December 2020 of long-term loans to related parties were as follows:

	Interest rate		Separate financial statements		
	31 December 2019	31 December 2020	31 December 2019	Current portion of long-term loans	31 December 2020
	<i>(% per annum)</i>		<i>(in thousand Baht)</i>		
Subsidiaries	9.0, MOR plus margin	3M BIBOR plus margin, MOR plus margin	165,000	(165,000)	-
Total			165,000		-

	Consolidated financial statements		Separate financial statements	
	31 December 2020	31 December 2019	31 December 2020	31 December 2019
	<i>(in thousand Baht)</i>			
<i>Trade payables</i>				
Joint ventures	3,641	-	-	-
Other related party	518	18,328	-	-
Total	4,159	18,328	-	-

Payables to related parties

Subsidiaries	-	-	277	6,619
Joint ventures	10,088	30,509	-	-
Associates	1,157	1,484	-	-
Total	11,245	31,993	277	6,619

Short-term borrowings from related parties

Movements during the year ended 31 December 2020 of short-term borrowings from related parties were as follows:

	Interest rate			Separate financial statements			
	31 December 2019	31 December 2020	31 December 2019	Decrease	Realised gain on exchange rates	Unrealised gain on exchange rates	31 December 2020
	<i>(% per annum)</i>			<i>(in thousand Baht)</i>			
Subsidiaries	-	-	740,857	(30,332)	(2,993)	(135)	707,397
Total			740,857				707,397

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7 Cash and cash equivalents

	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
	<i>(in thousand Baht)</i>			
Cash on hand	35,278	35,739	50	50
Deposits at banks	4,441,898	4,303,169	568,933	874,509
Cash and cash equivalents	4,477,176	4,338,908	568,983	874,559

As at 31 December 2020, deposits at banks bear interest at the rates between 0.1 % to 1.9 % per annum (31 December 2019: 0.1% to 3.0% per annum).

8 Other financial assets

	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
	<i>(in thousand Baht)</i>			
<i>Other current financial assets</i>				
Equity securities valued at FVTPL	1,081,646	731,293	540,979	490,061
Debt securities valued at FVOCI	1,993,267	1,595,730	1,723,507	1,181,379
Debt securities valued at FVTPL	30,786	-	30,786	-
Other debt securities valued at amortized cost	91,043	211,659	91,043	91,043
Fixed term deposits	118,315	326,583	-	200,000
Derivative assets	11,487	30,768	-	-
	3,326,544	2,896,033	2,386,315	1,962,483
Accumulated changes in fair value	(12,092)	(58,827)	(90,007)	(58,685)
Allowance for impairment	(91,043)	(91,043)	(91,043)	(91,043)
Total	3,223,409	2,746,163	2,205,265	1,812,755
Short-term loan to other company	600,742	603,080	-	-
Allowance for impairment	(516,638)	(518,649)	-	-
Total	84,104	84,431	-	-
<i>Other non-current financial assets</i>				
Equity securities valued at FVOCI	858,299	849,042	-	-
Accumulated changes in fair value	(644,883)	(594,358)	-	-
Total	213,416	254,684	-	-
Long-term loan to other company	14,946	-	-	-
Allowance for impairment	(14,946)	-	-	-
Total	-	-	-	-
Total	3,520,929	3,085,278	2,205,265	1,812,755

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Short-term loan to other company

The Group had a short-term loan to a company listed on the Singapore Stock Exchange (“the Other Company”). The loan was secured by certain shares of the Other Company, guaranteed by corporate guarantees of two subsidiaries of the Other Company, the personal guarantee of a director of the Other Company, bore interest at 12.0% per annum and was repayable on 17 May 2018.

On 20 July 2018, the Group signed an agreement to extend the maturity date of the loan principle to no later than 6 January 2019 with an interest rate of 15.0% commencing from 17 May 2018.

As at 31 December 2020, the Group had not received the principal repayment and interest since 16 August 2019 from the Other Company. The Group’s agreement to forbear from taking any action to claim or enforce the obligations of the Other Company and its subsidiaries to repay the amounts due to the Group expired on 31 December 2019. Furthermore, the Group is still negotiating for the repayment of all outstanding sums whereas the Other Company has not been able to produce a repayment plan to satisfy the Group.

In the event that the Group and the Other Company are unable to mutually agree on a repayment plan for the outstanding sums, the Group has notified the Other Company that it may have to consider taking appropriate action in accordance with the law to recover the outstanding sums.

Movements during the years ended 31 December of marketable equity and debt securities were as follows:

	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
	<i>(in million Baht)</i>			
<i>Other current financial assets</i>				
Equity securities valued at FVTPL				
At 1 January	687.1	337.1	439.7	134.8
Purchases during the year	570.4	546.1	226.4	378.9
Sales during the year	(239.3)	(180.8)	(175.5)	(74.6)
Reclassification	32.1	-	-	-
Unrealised gains (losses) on exchange rates	11.7	(11.2)	11.7	(11.2)
Valuation adjustment	24.3	10.2	(49.1)	11.8
Foreign currency translation differences	(14.9)	(14.3)	-	-
At 31 December	1,071.4	687.1	453.2	439.7
Debt securities valued at FVTPL				
At 1 January	-	580.8	-	580.8
Purchases during the year	-	659.1	-	659.1
Sales during the year	(381.8)	(1,239.2)	(381.8)	(1,239.2)
Reclassification	412.6	-	412.6	-
Valuation adjustment	-	(0.7)	-	(0.7)
At 31 December	30.8	-	30.8	-

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	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
	<i>(in million Baht)</i>			
Debt securities valued at FVOCI				
At 1 January	1,581.0	619.6	1,173.1	-
Purchases during the year	2,081.8	1,505.0	1,575.3	1,313.3
Sales during the year	(1,285.1)	(500.7)	(619.8)	(131.9)
Reclassification	(412.6)	-	(412.6)	-
Unrealised losses on exchange rates	(14.4)	(22.3)	(14.4)	(22.3)
Valuation adjustment	27.0	21.7	19.7	14.0
Foreign currency translation differences	13.7	(42.3)	-	-
At 31 December	1,991.4	1,581.0	1,721.3	1,173.1
Other non-current financial assets				
Equity securities valued at FVOCI				
At 1 January	254.6	274.1	-	-
Reclassification	-	197.4	-	-
Purchases during the year	0.7	12.1	-	-
Sales during the year	-	(27.8)	-	-
Unrealised gains on exchange rates	11.6	8.6	-	-
Valuation adjustment	(54.3)	(187.8)	-	-
Foreign currency translation differences	0.8	(22.0)	-	-
At 31 December	213.4	254.6	-	-

The fair values of other current financial assets and other non-current financial assets together with the carrying amounts in the consolidated and separate statements of financial position were as follows:

	Carrying amount	Consolidated financial statements			Total
		Fair value			
		Level 1	Level 2	Level 3	
<i>(in million Baht)</i>					
31 December 2020					
Other current financial assets					
Equity securities valued at FVTPL	1,071.4	369.8	701.6	-	1,071.4
Debt securities valued at FVOCI	1,991.4	-	1,991.4	-	1,991.4
Debt securities valued at FVTPL	30.8	-	30.8	-	30.8
Other non-current financial assets					
Equity securities valued at FVOCI	213.4	42.5	-	170.9	213.4

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	Carrying amount	Consolidated financial statements			
		Fair value			
		Level 1	Level 2	Level 3	Total
31 December 2019		<i>(in million Baht)</i>			
<i>Other current financial assets</i>					
Equity securities valued at FVTPL	687.1	294.4	392.7	-	687.1
Debt securities valued at FVOCI	1,581.0	-	1,581.0	-	1,581.0
Other debt securities valued at amortized cost	120.6	-	120.9	-	120.9
<i>Other non-current financial assets</i>					
Equity securities valued at FVOCI	254.6	83.9	-	170.7	254.6

	Carrying amount	Separate financial statements			
		Fair value			
		Level 1	Level 2	Level 3	Total
31 December 2020		<i>(in million Baht)</i>			
<i>Other current financial assets</i>					
Equity securities valued at FVTPL	453.2	78.0	375.2	-	453.2
Debt securities valued at FVOCI	1,721.3	-	1,721.3	-	1,721.3
Debt securities valued at FVTPL	30.8	-	30.8	-	30.8

	Carrying amount	Separate financial statements			
		Fair value			
		Level 1	Level 2	Level 3	Total
31 December 2019		<i>(in million Baht)</i>			
<i>Other current financial assets</i>					
Equity securities valued at FVTPL	439.7	47.0	392.7	-	439.7
Debt securities valued at FVOCI	1,173.1	-	1,173.1	-	1,173.1

The Company determines Level 2 fair values for equity/debt securities using a total net asset value of the Company's portfolio, which is in the daily/monthly report from asset management companies.

The Company determines Level 3 fair values for equity securities using market multiples derived from quoted prices of companies comparable to the investee, and the expected revenue and EBITDA of the investee. The estimate is adjusted for the effect of the non-marketability of the equity securities.

Thoresen Thai Agencies Public Company Limited and its Subsidiaries
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9 Trade receivables

	Note	Consolidated financial statements		Separate financial statements	
		2020	2019	2020	2019
<i>(in thousand Baht)</i>					
Related parties					
Trade receivables	6	325,834	365,395	-	-
Total		325,834	365,395	-	-
Other parties					
Trade receivables		1,317,639	1,478,345	-	-
Retention receivable		216,512	229,337	-	-
Contract asset - accrued income		109,896	217,573	-	-
		1,644,047	1,925,255	-	-
<i>Less</i> allowance for expected credit loss		(124,488)	(153,176)	-	-
Net		1,519,559	1,772,079	-	-
Total		1,845,393	2,137,474	-	-

Aging analysis for trade receivables were as follows:

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
<i>(in thousand Baht)</i>				
Related parties				
Within credit terms	323,350	173,563	-	-
Overdue:				
Less than 3 months	-	77,753	-	-
6 - 12 months	2,484	-	-	-
Over 12 months	-	114,079	-	-
Total	325,834	365,395	-	-
Other parties				
Within credit terms	682,085	635,434	-	-
Overdue:				
Less than 3 months	420,729	501,658	-	-
3 - 6 months	50,468	186,841	-	-
6 - 12 months	29,141	8,697	-	-
Over 12 months	135,216	145,715	-	-
	1,317,639	1,478,345	-	-
<i>Less</i> allowance for expected credit loss	(124,488)	(153,176)	-	-
Net	1,193,151	1,325,169	-	-
Total	1,518,985	1,690,564	-	-

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The normal credit term granted by the Group ranges from 1 to 120 days.

Information about the Group's exposure to credit risks and impairment losses for trade receivables and contract assets, is included in note 32.

10 Inventories

	Consolidated	
	financial statements	
	2020	2019
	<i>(in thousand Baht)</i>	
Inventories	930,510	1,123,612
Tools and supplies	49,888	52,358
Total	980,398	1,175,970
<i>Less</i> allowance for decline in value of inventories	<i>(219,607)</i>	<i>(220,504)</i>
Net	760,791	955,466
Inventories recognized in cost of sales:		
- Cost	3,773,537	3,855,823
- (Reversal of) allowance for decline in value of inventories	(897)	771
Net	3,772,640	3,856,594

As at 31 December 2020, inventories with carrying amount of VND 206.7 billion, or equivalent to Baht 268.5 million (*31 December 2019: VND 206.7 billion or equivalent to Baht 269.1 million*), were pledged with a bank as security for the loan facility from a bank of VND 350.0 billion or equivalent to Baht 454.7 million (*31 December 2019: VND 300.0 billion or equivalent to Baht 390.6 million*).

11 Other current assets

	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
	<i>(in thousand Baht)</i>			
Prepaid tax and value added tax refundable, net	63,206	63,576	1,415	1,979
Insurance claim receivables	6,139	8,934	-	-
Advance for investment	32,851	38,121	-	-
Others, net	57,062	14,367	12,687	24,689
Total	159,258	124,998	14,102	26,668

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12 Investments in associates and joint ventures

Investments in associates and joint ventures as at 31 December comprise investments in the following companies:

Name of associates / joint ventures	Nature of business	Country of incorporation	% Ownership interest	
			2020	2019
Name of associates				
<i>The Company</i>				
Shipping				
- Thoresen Shipping (Thailand) Co., Ltd. ("TST") ⁽¹⁾	Commercial dry bulk shipping activities	Thailand	51.0	51.0
Investment				
- Fearnleys (Thailand) Ltd. ("FTL") ⁽²⁾	Ship brokerage	Thailand	49.0	49.0
With a subsidiary as follows:				
- PT. Fearnleys Indonesia	"	Indonesia	95.0	95.0
Consolidated				
Offshore service				
- Asia Offshore Drilling Limited (invested by Mermaid International Ventures)	Drilling services	Bermuda	-	33.8
With subsidiaries as follows:				
- Asia Offshore Rig 1 Limited	"	Bermuda	-	100.0
- Asia Offshore Rig 2 Limited	"	Bermuda	-	100.0
- Asia Offshore Rig 3 Limited	"	Bermuda	-	100.0
Investment				
- Sharjah Ports Services LLC (invested by Thoresen Shipping FZE)	Port operations	UAE	49.0	49.0
- Baria Serace (invested by SOH)	"	Vietnam	28.0	28.0
- Laser Game Asia Company Limited (invested by ACS)	Lifestyle & Entertainment	Thailand	30.0	30.0
- PTGC Co., Ltd. (invested by MMPLC)	Real Estate	Cambodia	49.0	49.0
Name of joint ventures				
<i>The Company</i>				
Investment				
- Thoresen (Indochina) S.A. ("TI")	Ship agency	Panama	50.0	50.0
With a subsidiary as follows:				
- Thoresen-Vinama Agencies Co., Ltd.	Ship agency and related transportation services	Vietnam	49.0	49.0

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Name of associates / joint ventures	Nature of business	Country of incorporation	% Ownership interest	
			2020	2019
Name of joint ventures (Continued)				
<i>The Company (Continued)</i>				
Investment (Continued)				
With a subsidiary as follows:				
- Thoresen-Vinama Logistics Co., Ltd. ("TVL")	Bonded warehouse and related transportation services	Vietnam	100.0	100.0
With an associate as follows:				
- Thoresen Vi Na Ma Tug Joint Stock Company ("TVT") ⁽³⁾	Tug operations	Vietnam	51.0	100.0
- Gulf Agency Company (Thailand) Ltd. ("GAC")	Ship agency	Thailand	51.0	51.0
- TTA Mariner Company Limited (Formerly "TTA Suez Company Limited") ("TMC") ⁽⁴⁾	Drinking water and waste water services	Thailand	-	51.0
- PMT Property Co., Ltd. ("PMTP")	Property management	Thailand	60.0	60.0
Consolidated				
Offshore service				
- Zamil Mermaid Offshore Services Company LLC (invested by MMPLC)	Inspection, installation, repair and maintenance services for Offshore Oil and Gas industry	Saudi Arabia	40.0	40.0
- ZeaQuest Co., Ltd. (invested by MSST)	Robotics and artificial intelligence developer and commercial subsea engineering service provider	Thailand	50.0	-
Investment				
- Petrolift Inc. (invested by SOH)	Maritime transportation	Philippines	40.0	40.0
- Praneat Co., Ltd. (invested by ACS)	Digital marketing	Thailand	51.0	-

(1) TST is indirect subsidiary of the Group because it is held by TTA 51% and TSS 49%.

(2) FTL has been registered to liquidate on 24 December 2020.

(3) TVT is held by TVL 51% and SOH 34%. TVT was wholly held by TVL as at 31 December 2019.

(4) In April 2020, TMC was transferred from investment in joint venture to investment in subsidiary.

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Movements during the years ended 31 December of investments in associates and joint ventures were as follows:

	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
	<i>(in thousand Baht)</i>			
Associates				
At 1 January	4,326,526	4,704,374	79,068	79,068
Impacting from adopting TFRS 9	-	(76,642)	-	-
Acquisition	27,198	-	-	-
Dividend income	(64,117)	(181,286)	-	-
Share of profits of associates accounted for using the equity method	41,165	210,420	-	-
Disposal	(3,114,292)	-	-	-
Impairment	-	(25,684)	-	-
Foreign currency translation differences	120,651	(304,656)	-	-
At 31 December	1,337,131	4,326,526	79,068	79,068
Joint ventures				
At 1 January	1,506,560	1,179,973	438,916	21,004
Transfer from investment in subsidiary	-	417,912	-	417,912
Change in control	(714)	-	(1,020)	-
Acquisition	48,624	-	29,400	-
Dividend income	(21,481)	(29,170)	-	-
Share of losses of joint ventures accounted for using the equity method	(43,675)	(2,963)	-	-
Share of other comprehensive income (expenses) of joint ventures accounted for using the equity method	(13,131)	12,300	-	-
Foreign currency translation differences	28,205	(71,492)	-	-
At 31 December	1,504,388	1,506,560	467,296	438,916
Total				
At 1 January	5,833,086	5,884,347	517,984	100,072
Impact from adopting TFRS 9	-	(76,642)	-	-
Change in control	(714)	-	(1,020)	-
Acquisition	75,822	-	29,400	-
Transfer from investment in subsidiary	-	417,912	-	417,912
Dividend income	(85,598)	(210,456)	-	-
Share of profits (losses) of associates and joint ventures accounted for using the equity method	(2,510)	207,457	-	-
Share of other comprehensive income (expenses) of joint ventures accounted for using the equity method	(13,131)	12,300	-	-
Disposal	(3,114,292)	-	-	-
Impairment	-	(25,684)	-	-
Foreign currency translation differences	148,856	(376,148)	-	-
At 31 December	2,841,519	5,833,086	546,364	517,984

Thoresen Thai Agencies Public Company Limited and its Subsidiaries**Notes to the financial statements****For the year ended 31 December 2020**

During the year ended 31 December 2020 there were acquisitions and disposal of investments in associates and joint ventures as follows:

*The Company**Increase in share capital of PMTP*

At the Extraordinary General Meeting of shareholders of PMTP on 30 March 2020, the shareholders approved to increase PMTP's share capital by 49.0 million shares with a par value of Baht 10.0 per share. PMTP called up Baht 29.4 million on 31 March 2020 and registered the additional shares with the Department of Business Development ("DBD") on 14 April 2020. The Company subscribed in PMTP's capital increase in proportion of the Company's shareholding in PMTP prior to the increase in PMTP's share capital.

Additional investment in TMC

On 2 April 2020, the Company acquired 48.9% additional interest in TMC, representing 98,000 shares with a par value of Baht 10.0 per share, at the total amount of Baht 0.5 million, bringing the Company's total interest in TMC from 51.0% to 99.9%. The Company obtained control of TMC, and TMC thereby becomes a subsidiary of the Company.

Liquidation of FTL

FTL has been registered to liquidate with the DBD on 24 December 2020.

*Consolidation**Acquisition of Praneat Co., Ltd.*

On 19 June 2020, ACS, a 99.9% owned subsidiary of the Company, invested 51.0% stake in Praneat Co., Ltd. ("Praneat") by subscription of 0.2 million shares of Praneat with a par value of Baht 10.0 per share at the total amount of Baht 18.8 million.

Acquisition of TVT

On 10 July 2020, SOH, a wholly owned subsidiary of the Company, invested 34.0% stake in Thoresen Vi Na Ma Tug Joint Stock Company ("TVT") by subscription 2.0 million shares of TVT at the total amount of Baht 27.2 million. The other 51.0% was held by TVL, a joint venture of the Company.

Disposal of investment in Asia Offshore Drilling Limited ("AOD")

In April 2018, Mermaid International Ventures ("MIV"), a wholly owned subsidiary of MMPLC, entered into a Transaction Support Agreement ("TSA") with Seadrill Limited ("Seadrill") in which the TSA provided MIV a put option ("Put Option") to sell MIV's shares in Asia Offshore Drilling Limited ("AOD") to Seadrill.

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In September 2020, MIV had exercised the Put Option to sell all of its 33.8% interest in AOD to Seadrill. The consideration for the disposal was USD 31.0 million.

As a result, AOD was no longer an associated company of the Group as at 31 December 2020. The Group recognised loss from disposal of interest in AOD in the consolidated statements of income for the year ended 31 December 2020 of US Dollar 68.1 million or equivalent to Baht 2,132.9 million.

New joint venture company

ZeaQuest Company Limited ("ZeaQuest") was incorporated on 27 October 2020 with THB 5.0 million authorized share capital which is 50.0% owned by Mermaid Subsea Services (Thailand) Ltd : ("MSST") and 50% owned by AI and Robotics Ventures Co., Ltd. The issued shares were 43.9% paid-up, representing THB 1.1 million. The main business of ZeaQuest is to develop robotics and artificial intelligence ("AI") technology to provide commercial subsea engineering services.

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Investments in associates and joint ventures as at 31 December 2020 and 2019, and dividend income from those investments for the years then ended were as follows:

	Consolidated financial statements												
	Paid-up capital		Cost		Equity		Impairment		At equity - net		Dividend income		
	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019	
	<i>(in million Baht)</i>												
Associates													
Fearnleys (Thailand) Ltd.	14	14	18	18	15	15	-	-	15	15	-	-	6
Sharjah Ports Services LLC (invested by Thoresen Shipping FZE)	147	147	55	55	80	81	-	-	80	81	-	-	-
Asia Offshore Drilling Limited (invested by Mermaid International Ventures)	-	1,978	-	2,964	-	3,014	-	-	-	3,014	-	-	-
PTGC Co., Ltd. (invested by MMPLC)	630	630	746	746	673	676	-	-	673	676	-	-	-
Baria Serece (invested by SOH)	326	326	482	482	545	539	-	-	545	539	64	64	175
Laser Game Asia Company Limited (invested by ACS)	20	20	36	36	28	28	(26)	(26)	2	2	-	-	-
Thoresen Vi Na Ma Tug Joint Stock Company (invested by SOH)	80	-	27	-	22	-	-	-	22	-	-	-	-
	1,364		4,301		1,963	4,353	(26)	(26)	1,337	4,327	64	64	181

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	Consolidated financial statements												
	Paid-up capital		Cost		Equity		Impairment		At equity - net		Dividend income		
	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019	
	<i>(in million Baht)</i>												
Joint ventures													
Thoresen (Indochina) S.A.	9	9	9	9	239	212	-	-	239	212	16	15	
Gulf Agency Company (Thailand) Ltd.	22	22	11	11	8	21	-	-	8	21	6	8	
TTA Mariner Company Limited (Formerly "TTA Suez Company Limited")	-	2	-	1	-	1	-	-	-	1	-	-	
Petrolift Inc. (invested by SOH)	975	975	930	930	839	833	-	-	839	833	-	6	
Zamil Mermaid Offshore Services Co. (LLC) (invested by MMPLC)	18	18	7	7	47	47	-	-	47	47	-	-	
ZeaQuest Co., Ltd (invested by MSST)	5	-	1	-	-	-	-	-	-	-	-	-	
PMT Property Co., Ltd.	50	1	447	418	354	392	-	-	354	392	-	-	
Praneat Co., Ltd.	4	-	18	-	17	-	-	-	17	-	-	-	
	1,423		1,376		1,504	1,506	-	-	1,504	1,506	22	29	
Total	2,787		5,677		2,867	5,859	(26)	(26)	2,841	5,833	86	210	

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	Separate financial statements									
	Paid-up capital		Cost		Impairment		At cost - net		Dividend income	
	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019
	<i>(in million Baht)</i>									
Associates										
Thoresen Shipping (Thailand) Co., Ltd.	120	120	61	61	-	-	61	61	21	-
Fearnleys (Thailand) Ltd.	14	14	18	18	-	-	18	18	-	6
	79	79	79	79	-	-	79	79	21	6
Joint ventures										
Thoresen (Indochina) S.A.	9	9	9	9	-	-	9	9	16	15
Gulf Agency Company (Thailand) Ltd.	22	22	11	11	-	-	11	11	6	8
TTA Mariner Company Limited (Formerly "TTA Suez Company Limited")	-	2	-	1	-	-	-	1	-	-
PMT Property Co., Ltd.	50	1	447	418	-	-	447	418	-	-
	467	439	467	439	-	-	467	439	22	23
Total	546	518	546	518	-	-	546	518	43	29

Thoresen Thal Agencies Public Company Limited and its Subsidiaries
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Associates and joint ventures

The following table summarises the financial information of the associates and joint ventures as included in their own financial statements, adjusted for fair value adjustments at acquisition and differences in accounting policies. The table also reconciles the summarized financial information to the carrying amount of the Group's interest in these companies.

	Asia Offshore Drilling Limited		Baria Serece		PTGC Co., Ltd		Petrolift Inc.	
	2020	2019	2020	2019	2020	2019	2020	2019
	<i>(in million Baht)</i>							
Revenue	888	1,899	663	606	-	-	415	523
Profits (losses) from continuing operations	(75)	488	259	229	-	-	(27)	(1)
Other comprehensive income	-	-	-	-	-	-	(83)	30
Total comprehensive income (expenses) (100%)	(75)	488	259	229	-	-	(60)	29
Total comprehensive income (expenses) of the Group's interest	(27)	165	73	64	-	-	(24)	12
Foreign currency translation differences	127	(222)	(3)	(25)	(3)	(51)	30	(51)
Group's share of total comprehensive income (expenses)	100	(57)	70	39	(3)	(51)	6	(39)
Current assets	-	2,927	381	353	-	-	541	514
Non-current assets	-	12,338	821	873	520	524	1,643	1,663
Current liabilities	-	(360)	(133)	(181)	(1)	-	(383)	(280)
Non-current liabilities	-	(5,979)	(11)	(7)	-	-	(310)	(422)
Net assets (100%)	-	8,926	1,058	1,038	519	524	1,491	1,475
Group's share of net assets (% hold)	-	3,014	297	291	254	257	596	590
Goodwill	-	-	248	248	419	419	243	243
Carrying amount of interest in associate/joint venture	-	3,014	545	539	673	676	839	833

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	Asia Offshore Drilling Limited		Barta Serece		PTGC Co., Ltd		Petrolift Inc.	
	2020	2019	2020	2019	2020	2019	2020	2019
	<i>(in million Baht)</i>							
Group's interest in net assets of investee at 1 January	3,014	3,148	291	426	257	308	590	635
Total comprehensive income (expenses) attributable to the Group	100	(57)	70	39	(9)	(51)	6	(39)
Disposal	(3,114)	-	-	-	-	-	-	-
Impact of first time adoption of TFRS 9	-	(77)	-	-	-	-	-	-
Dividend income during the year	-	-	(64)	(174)	-	-	-	(6)
Group's interest in net assets of investee at end of year	-	3,014	297	291	254	257	596	590
Goodwill	-	-	248	248	419	419	243	243
Carrying amount of interest in investee at 31 December	-	3,014	545	539	673	676	839	833

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Immaterial associates and joint ventures

The following is summarised financial information for the Group's interest in immaterial associates and joint ventures based on the amounts reported in the Group's consolidated financial statements:

	Immaterial Associates		Immaterial Joint ventures	
	2020	2019	2020	2019
	<i>(in million Baht)</i>			
Carrying amount of interests in immaterial associates and joint ventures	119	98	665	674
Group's share of:				
- Loss from continuing operations	(5)	(19)	(33)	(3)
Total comprehensive expenses	(5)	(19)	(33)	(3)

13 Investments in subsidiaries

Investments in subsidiaries as at 31 December 2020 and 2019 comprise investments in the following companies:

Name of subsidiaries	Nature of business	Country of incorporation	% Ownership interest	
			2020	2019
Shipping				
- Premo Shipping Public Company Limited ("Premo")	Ship management	Thailand	99.9	99.9
- Thoresen Shipping Singapore Pte. Ltd. ("TSS")	International maritime transportation	Singapore	100.0	100.0
With subsidiaries as follows:				
- Thor Friendship Shipping Pte. Ltd.	"	Singapore	100.0	100.0
- Thor Fortune Shipping Pte. Ltd.	"	Singapore	100.0	100.0
- Thoresen Shipping Company Pte. Ltd.	"	Singapore	100.0	100.0
- Thoresen & Co., (Bangkok) Limited ("TCB")	Ship management	Thailand	99.9	99.9
- Thoresen Shipping (Thailand) Co., Ltd. ("TST") ⁽³⁾	Commercial dry bulk shipping activities	Thailand	99.9	99.9
With a joint venture as follows:				
- Thoresen Klong Padung Krungkasem Joint Venture ⁽⁴⁾	Ship management services	Thailand		
- Thoresen Chartering (HK) Ltd. ⁽¹⁾	International maritime transportation	Hong Kong	99.9	99.9
- Thoresen Shipping Germany GmbH	"	Germany	100.0	100.0
Offshore service				
- Mermaid Maritime Public Company Limited ("MMPLC")	Offshore services investments	Thailand	58.2	58.2

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Name of subsidiaries	Nature of business	Country of incorporation	% Ownership interest	
			2020	2019
Offshore service (Continued)				
With subsidiaries as follows:				
- Mermaid Subsea Services (Thailand) Ltd. ("MSST")	Subsea service provider, diving, ROV services and subsea contractor to the offshore oil and gas industry	Thailand	100.0	100.0
With subsidiaries as follows:				
- Seascope Surveys Pte. Ltd.	Subsea service provider, hydrographic survey and positioning to the offshore oil and gas industry	Singapore	100.0	100.0
- Mermaid Offshore Services Pte. Ltd.	Subsea service provider, diving, ROV services and subsea contractor to the offshore oil and gas industry	Singapore	100.0	100.0
- Mermaid Subsea Services (Malaysia) Sdn. Bhd. ⁽²⁾	"	Malaysia	45.0	45.0
- Mermaid Subsea Services (UK) Limited ("MSS UK")	"	United Kingdom	100.0	-
- Mermaid-MOE JV Co., Ltd. (Formerly "Mermaid-Meindo JV Co., Ltd.")	Offshore transportation, installation and decommissioning services	Thailand	100.0	-
With a joint venture as follows:				
- ZeaQuest Co., Ltd.	Robotics and artificial intelligence developer and commercial subsea engineering service provider	Thailand		
- Mermaid Drilling Ltd.	Production and exploration drilling services	Thailand	95.0	95.0
With subsidiaries as follows:				
- MTR-1 Ltd.	Drilling services	Thailand	100.0	100.0
- MTR-2 Ltd.	"	Thailand	100.0	100.0
- Mermaid Drilling (Malaysia) Sdn. Bhd. ⁽⁵⁾	"	Malaysia	100.0	100.0
- Mermaid Maritime Mauritius Ltd.	Investment holding	Mauritius	100.0	100.0
With a subsidiary as follows:				
- Mermaid International Ventures	"	Cayman	100.0	100.0

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Name of subsidiaries	Nature of business	Country of incorporation	% Ownership interest	
			2020	2019
Offshore service (Continued)				
With a subsidiary as follows:				
- Mermaid Subsea Services (International) Ltd.	Subsea service provider, diving, ROV services and subsea contractor to the offshore oil and gas industry	Seychelles	100.0	100.0
With subsidiaries as follows:				
- Mermaid Subsea Services Saudi Arabia Co., Ltd.	"	Saudi Arabia	95.0	95.0
- Mermaid Subsea Services LLC ⁽²⁾	"	Qatar	49.0	49.0
With an associate as follows:				
- Asia Offshore Drilling Limited	Drilling services	Bermuda		
With subsidiaries as follows:				
- Asia Offshore Rig 1 Limited	"	Bermuda		
- Asia Offshore Rig 2 Limited	"	Bermuda		
- Asia Offshore Rig 3 Limited	"	Bermuda		
With a joint venture as follows:				
- Zamil Mermaid Offshore Services Co. (LLC)	Inspection, installation, repair and maintenance services for offshore oil and gas industry	Saudi Arabia		
With an associate as follows:				
- PTGC Co., Ltd.	Real estate	Cambodia		
Agrochemical				
- PM Thoresen Asia Holdings Public Company Limited ("PMTA")	Holding company	Thailand	68.5	68.5
With subsidiaries as follows:				
- PM Thoresen Asia (Singapore) Pte. Ltd.	General trading	Singapore	100.0	100.0
- Baconco Co., Ltd.	Fertiliser production	Vietnam	100.0	100.0
Investment				
- Soleado Holdings Pte. Ltd. ("SOH")	Holding company	Singapore	100.0	100.0
With an associate as follows:				
- Thoresen Vi Na Ma Tug Joint Stock Company ("TVT")	Tug operations	Vietnam		
- Baria Serece	Port operations	Vietnam		
With a joint venture as follows:				
- Petrolift Inc.	Maritime transportation services	Philippines		
- Athene Holdings Ltd. ("ATH")	Holding company	Thailand	99.9	99.9

Thoresen Thai Agencies Public Company Limited and its Subsidiaries

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Name of subsidiaries	Nature of business	Country of incorporation	% Ownership interest	
			2020	2019
Investment (Continued)				
- Asia Coating Services Ltd. ("ACS")	"	Thailand	99.9	99.9
With an associate as follows:				
- Laser Game Asia Company Limited	Lifestyle & Entertainment	Thailand		
With a joint venture as follows:				
- Praneat Co.,Ltd.	Digital marketing	Thailand		
- Chidlom Marine Services & Supplies Ltd. ("CMSS")	Supply cargo lashing materials	Thailand	99.9	99.9
- GAC Thoresen Logistics Ltd. ("GTL")	Warehousing	Thailand	51.0	51.0
- Unique Mining Services Public Company Limited ("UMS") (invested by ATH)	Sale of coal	Thailand	95.7	92.9
With subsidiaries as follows:				
- UMS Distribution Co., Ltd.	Logistics management and trading of fertilizer	Thailand	99.9	99.9
- UMS Lighter Co., Ltd.	Boat conveyance	Thailand	99.9	99.9
- UMS Pellet Energy Co., Ltd.	Road transport and trading of wood pellet	Thailand	99.9	99.9
- UMS Port Services Co., Ltd.	Port service	Thailand	99.9	99.9
- Thoresen Shipping FZE	Ship agency	UAE	100.0	100.0
With an associate as follows:				
- Sharjah Ports Services LLC	Port operations	UAE		
- PMFB Ltd.	Food and beverage trading	Thailand	99.9	99.9
- Asia Infrastructure Management (Thailand) Co., Ltd. ("AIM")	Water management and pipeline installation and repairment	Thailand	80.5	80.5
With a subsidiary as follows:				
- Asia Nampapa Luang Prabang Co., Ltd.	Production and sale of treated water	Laos	66.7	66.7
- TTA Mariner Company Limited (Formerly "TTA Suez Company Limited") ("TMC") ⁽⁶⁾	Drinking water and waste water services	Thailand	99.9	-
Food and beverage				
- PH Capital Co., Ltd. ("PHC")	Food and beverage	Thailand	70.0	70.0
- Siam Taco Co., Ltd. ("STC")	"	Thailand	70.0	70.0

(1) Operation ceased as of 31 December 2020 and 31 December 2019.

(2) Group interest is 100% after taking account of nominee holdings.

(3) TST is held by TTA 51% and TSS 49%.

(4) Thoresen Klong Padung Krungkasem Joint Venture is structured as a separate tax entity which invested by TST 95% and TCB 5%, respectively.

(5) Mermaid Drilling (Malaysia) Sdn. Bhd. has been registered for liquidation.

(6) In April 2020, TMC was transferred from investment in joint venture to investment in subsidiary.

Thoresen Thai Agencies Public Company Limited and its Subsidiaries
Notes to the financial statements
For the year ended 31 December 2020

Movements during the years ended 31 December of investments in subsidiaries were as follows:

	Separate financial statements	
	2020	2019
	<i>(in thousand Baht)</i>	
At 1 January	23,501,181	23,565,779
Acquisition of additional shares	500	-
Increase in share capital of subsidiaries	39,200	156,200
Transfer from investment in joint venture	1,020	-
Transfer to investment in joint venture	-	(600)
Decrease in share capital of a subsidiary	-	(6,649)
Impairment	-	(213,549)
At 31 December	23,541,901	23,501,181

During the year ended 31 December 2020, there were the following changes in investments in subsidiaries:

The Company
Increase in share capital of PHC

At the Extraordinary General Meeting of shareholders of PHC on 7 June 2019, the shareholders approved to increase PHC's share capital by 12.0 million shares with a par value of Baht 10.0 per share. PHC partially called up Baht 20.0 million for the third payment on 14 February 2020 and registered the additional shares with the Department of Business Development ("DBD") on 2 March 2020. The Company subscribed in PHC's capital increase in proportion of the Company's shareholding in PHC prior to the increase in PHC's share capital.

Increase in share capital of STC

At the Extraordinary General Meeting of shareholders of STC on 30 May 2019, the shareholders approved to increase STC's share capital by 8.0 million shares with a par value of Baht 10.0 per share. STC partially called up Baht 16.0 million for the fourth payment and Baht 14.0 million for the fifth payment on 31 January 2020 and 18 August 2020, respectively. STC registered the additional shares with the DBD on 4 February 2020 and 22 September 2020. The Company subscribed in STC's capital increase in proportion of the Company's shareholding in STC prior to the increase in STC's share capital.

Additional investment in TMC

As described in note 12, on 2 April 2020, the Company acquired 48.9% additional interest in TMC, representing 98,000 shares with a par value of Baht 10.0 per share, at the total amount of Baht 0.5 million, bringing the Company's total interest in TMC from 51.0% to 99.9%. The Company obtained control of TMC, and TMC thereby becomes a subsidiary of the Company.

Thoresen Thai Agencies Public Company Limited and its Subsidiaries**Notes to the financial statements****For the year ended 31 December 2020***Consolidation**Incorporation of a subsidiary*

At the Board of Directors' meeting of Mermaid Subsea Services (Thailand) Ltd. ("MSST"), held on 31 January 2020, MSST's Board of Directors approved to set up a new foreign subsidiary, Mermaid Subsea Services (UK) Limited ("MSS UK"), which is fully owned by MSST. The main business of this subsidiary is to provide subsea and related services. MSS UK was incorporated on 7 February 2020 with GBP 100.0 thousand authorized share capital.

Increase in share capital of a subsidiary

On 7 February 2020, the shareholders of Mermaid Subsea Services (Malaysia) Sdn. Bhd. ("MSSM") approved the increase in share capital of MSSM by MYR 200.0 thousand, from MYR 350.0 thousand to MYR 550.0 thousand. The additional shares were authorized and issued on 7 February 2020.

Establishment of a subsidiary

MSST established a new subsidiary, named Mermaid-Meindo JV Co., Ltd. ("MMJV"), having its authorized share capital of Baht 1.0 million and incorporated on 10 September 2020. The principal business of MMJV is to provide engineering, procurement, construction and installation service. On 9 October 2020, MMJV registered with the Ministry of Commerce to change their name from "Mermaid-Meindo JV Co., Ltd." to "Mermaid-MOE JV Co., Ltd."

Increase in share capital

At the Board of Directors Meeting No. 6/2020 of UMS held on 15 October 2020, the Board of Directors of UMS approved the increase of UMS's authorized share capital by 440,461,382 shares at par value of Baht 0.50 each from the existing authorized share capital of Baht 352,369,106 divided into 704,738,212 shares. After the increase in share capital, the new authorized share capital was Baht 572,599,797, representing 1,145,199,594 ordinary shares. The share capital was offered to existing shareholders in proportion to their shareholding percentage (Rights Offering, "RO") in a ratio of 8 existing ordinary shares to 5 new ordinary shares. The RO price was Baht 0.50 per share.

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Investments in directly owned subsidiaries of the Company as at 31 December 2020 and 2019, and dividend income from those investments for the years then ended were as follows:

Name of subsidiaries	Separate financial statements												
	Paid-up capital		Cost		Impairment		At cost - net		Dividend income				
	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019			
Direct subsidiaries													
Soleado Holdings Pte. Ltd.	3,071	3,071	3,092	3,092	(168)	(168)	2,924	2,924	-	-	-	-	-
Athene Holdings Ltd.	4,807	4,807	4,807	4,807	(4,448)	(4,448)	359	359	-	-	-	-	-
PM Thoresen Asia Holdings Public Company Limited	1,012	1,012	728	728	-	-	728	728	35	35	35	35	35
Premo Shipping Public Company Limited	3	3	3	3	-	-	3	3	22	22	22	22	2
Thoresen Shipping Singapore Pte. Ltd.	15,263	15,263	15,263	15,263	(2,709)	(2,709)	12,554	12,554	239	239	239	239	205
Thoresen Chartering (HK) Ltd.	3	3	3	3	-	-	3	3	30	30	30	30	103
Thoresen Shipping Germany GmbH	1	1	1	1	(1)	(1)	-	-	-	-	-	-	-
PMFB Ltd.	35	35	35	35	(35)	(35)	-	-	-	-	-	-	-
Asia Coating Services Ltd.	80	80	80	80	(1)	(1)	79	79	-	-	-	-	-
Thoresen Shipping FZE	7	7	7	7	-	-	7	7	-	-	-	-	-
Mermaid Maritime Public Company Limited	1,413	1,413	5,889	5,889	-	-	5,889	5,889	-	-	-	-	-
Chidlom Marine Services & Supplies Ltd.	70	70	70	70	-	-	70	70	-	-	-	-	5
GAC Thoresen Logistics Ltd.	184	184	93	93	-	-	93	93	-	-	-	-	-
PH Capital Co., Ltd.	780	760	546	532	-	-	546	532	-	-	-	-	-
Siam Taco Co., Ltd.	120	70	84	59	-	-	84	59	-	-	-	-	-
Asia Infrastructure Management (Thailand) Co., Ltd.	250	250	201	201	-	-	201	201	-	-	-	-	-
TTA Mariner Co. Ltd.	2	-	2	-	-	-	2	-	-	-	-	-	-
Total	30,904		30,863		(7,362)	(7,362)	23,542	23,501	326	326	326	326	350

(in million Baht)

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Almost all of the Company's directly and indirectly owned subsidiaries are not publicly listed and consequently do not have published price quotations, except Mermaid Maritime Public Company Limited, Unique Mining Services Public Company Limited and PM Thoresen Asia Holdings Public Company Limited which are listed on the Stock Exchange of Singapore, Thailand and Thailand, respectively. The fair value of the Company's direct and indirect investments in these subsidiaries based on the closing price as of 31 December 2020 and 2019 are as below:

	2020	2019
Mermaid Maritime Public Company Limited	SGD 55 million	SGD 111 million
Unique Mining Services Public Company Limited	Baht 361 million	Baht 177 million
PM Thoresen Asia Holdings Public Company Limited	Baht 634 million	Baht 551 million

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14 Non-controlling interests

The following table summarises the information including fair value adjustment on acquisition relating to each of the Group's subsidiaries that has a material non-controlling interest:

	31 December 2020			
	MMPLC	PMTA	Other individually immaterial subsidiaries	Total
	<i>(in million Baht)</i>			
Non-controlling interest percentage	41.8%	31.5%		
Current assets	2,498	1,504	953	4,955
Non-current assets	5,327	593	2,144	8,064
Current liabilities	(1,104)	(514)	(1,516)	(3,134)
Non-current liabilities	(1,397)	(106)	(334)	(1,837)
	5,324	1,477	1,247	8,048
	14	-	(15)	(1)
Less: non-controlling interest in subsidiaries' financial statements				
Net assets	5,338	1,477	1,232	8,047
Carrying amount of non-controlling interest	2,216	465	357	3,038
Revenue	462	2,862	2,543	5,867
Profits (losses)	(3,436)	90	(91)	(3,437)
Other comprehensive income (expenses)	106	(6)	-	100
Total comprehensive income (expenses)	(3,330)	84	(91)	(3,337)
Profits (losses) allocated to non-controlling interest	(1,434)	28	(18)	(1,424)
Other comprehensive income (expenses) allocated to non-controlling interest	44	(2)	-	42
Cash flows from (used in) operating activities	(151)	296	316	461
Cash flows from (used in) investing activities	638	(11)	(181)	446
Cash flows from (used in) financing activities				
(Dividends to non-controlling interest amounted to Baht 15.9 million)	(32)	(185)	104	(113)
Net increase (decrease) in cash and cash equivalents	455	100	239	794

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	31 December 2019			
	MMPLC	PMTA	Other individually immaterial subsidiaries	Total
	<i>(in million Baht)</i>			
Non-controlling interest percentage	41.8%	31.5%		
Current assets	2,676	1,520	741	4,937
Non-current assets	8,603	536	1,981	11,120
Current liabilities	(1,241)	(599)	(1,369)	(3,209)
Non-current liabilities	(1,385)	(13)	(289)	(1,687)
	8,653	1,444	1,064	11,161
	16	-	(22)	(6)
Less: non-controlling interest in subsidiaries' financial statements				
Net assets	8,669	1,444	1,042	11,155
Carrying amount of non-controlling interest	3,606	455	350	4,411
Revenue	3,469	2,863	2,439	8,771
Profits (losses)	(751)	40	(172)	(883)
Other comprehensive expenses	(695)	(85)	-	(780)
Total comprehensive expenses	(1,446)	(45)	(172)	(1,663)
Profits (losses) allocated to non-controlling interest	(312)	6	(38)	(344)
Other comprehensive expenses allocated to non-controlling interest	(290)	(28)	(4)	(322)
Cash flows from (used in) operating activities	(153)	105	118	70
Cash flows from (used in) investing activities	100	(13)	(141)	(54)
Cash flows from (used in) financing activities				
(Dividends to non-controlling interest amounted to Baht 15.9 million)	(459)	(8)	(106)	(573)
Net increase (decrease) in cash and cash equivalents	(512)	84	(129)	(557)

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15 Investment properties

		Consolidated financial statements		
	<i>Note</i>	Land	Buildings and land improvements <i>(in thousand Baht)</i>	Total
Cost				
At 1 January 2019		1,896,113	270,626	2,166,739
Additions		5,907	-	5,907
Effect from loss of control in a subsidiary		(1,687,777)	-	(1,687,777)
Transfer to property, plant and equipment	16	(106,461)	-	(106,461)
Foreign currency translation differences		(570)	(2,919)	(3,489)
At 31 December 2019 and 1 January 2020		107,212	267,707	374,919
Foreign currency translation differences		(29)	(149)	(178)
At 31 December 2020		107,183	267,558	374,741
Depreciation				
At 1 January 2019		-	156,713	156,713
Depreciation charge for the year		-	11,880	11,880
Foreign currency translation differences		-	(2,111)	(2,111)
At 31 December 2019 and 1 January 2020		-	166,482	166,482
Depreciation charge for the year		-	11,818	11,818
Foreign currency translation differences		-	(175)	(175)
At 31 December 2020		-	178,125	178,125
Net book value				
At 1 January 2019		1,896,113	113,913	2,010,026
At 31 December 2019 and 1 January 2020		107,212	101,225	208,437
At 31 December 2020		107,183	89,433	196,616

The fair value of investment properties as at 31 December 2020 of Baht 382.1 million (31 December 2019: Baht 381.8 million) was determined by independent professional valuers. The fair value of investment properties have been categorised as a Level 3 fair values based on the inputs to the valuation techniques used.

Thoresen Thai Agencies Public Company Limited and its Subsidiaries**Notes to the financial statements****For the year ended 31 December 2020****Measurement of fair value***Fair value hierarchy*

The fair value of investment property was determined by external, independent property valuer, having appropriate recognized professional qualifications and recent experience in the location and category of the property being valued. The independent valuer provide the fair value of the Group's investment property portfolio on an annual basis.

The fair value measurement for investment property has been categorised as a Level 3 fair value based on the inputs to the valuation technique used.

Valuation technique

The fair value measurement of land was based on the market approach. This approach is a method of determining the appraisal value of an asset based on the selling price of similar items. These similar properties are adjusted for time, size, quantity, amenities, and quality as compared to the property that is being appraised.

The fair value measurement of leased out buildings was based on the cost approach. This approach is a method of determining the replacement cost of a property after adjustment for accumulated depreciation. Accumulated depreciation is the reduction in actual value of property over a period of time as a result of wear and tear or obsolescence.

The fair value measurement of land improvements and buildings was based on the forced sale value approach.

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16 Property, plant, and equipment

Cost	Note	Land	Buildings and factories	Building improvements	Ocean vessels, support vessels, supply vessels, and tender rigs	Dry-docking	Consolidated financial statements						Total	
							Furniture, fixtures, machinery, and equipment	Motor vehicles	Motor launches	Barges	Assets under construction			
							(in thousand Baht)							
At 1 January 2019		399,827	1,702,827	473,347	27,512,359	1,327,580	4,621,073	201,985	100,423	137,457	98,344	36,575,222		
Additions		-	3,334	48,653	165,644	216,024	124,012	5,917	2,456	59	30,750	596,849		
Effect from loss of control in a subsidiary		-	-	(13,437)	(31,640)	(28,888)	(202,833)	(13,308)	-	-	-	(290,106)		
Transfer from investment properties	75	106,461	-	-	-	-	-	-	-	-	-	106,461		
Transfer		-	3	1,179	-	24,149	11,988	-	-	-	(37,319)	-		
Disposals and write-offs		-	(5,149)	-	-	(171,935)	(64,677)	(10,149)	-	-	(1,829)	(253,739)		
Foreign currency translation differences		(1,356)	(62,985)	(4,952)	(1,867,591)	442,724	(257,022)	(10,228)	(7,176)	-	(6,541)	(1,775,127)		
At 31 December 2019 and 1 January 2020		504,932	1,638,030	504,790	25,778,772	1,809,654	4,232,541	174,217	95,703	137,516	83,405	34,959,560		
Additions		-	555	83,471	1,050,871	513,582	101,130	5,067	-	204	48,863	1,803,743		
Transfer to right-of-use assets		-	-	-	-	-	(47,639)	-	-	-	-	(47,639)		
Transfer		-	-	16,767	-	6,913	37,392	-	-	-	(61,072)	-		
Disposals and write-offs		-	(2,069)	(10,774)	(9,487)	(450,257)	(64,569)	(9,932)	-	-	(860)	(547,948)		
Foreign currency translation differences		(69)	(4,879)	(253)	(45,754)	(555,954)	(16,124)	(737)	(371)	-	(9)	(624,150)		
At 31 December 2020		504,863	1,631,637	594,001	26,774,402	1,323,938	4,242,731	168,615	95,332	137,720	70,327	35,543,566		

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	Consolidated financial statements (in thousand Baht)										
	Land	Buildings and factories	Building improvements	Ocean vessels, support vessels, supply vessels, and tender rigs	Dry-docking equipment	Motor vehicles	Motor launches	Barges	Assets under construction	Total	
Depreciation and Impairment charges											
At 1 January 2019	-	761,086	227,040	15,402,876	910,246	3,372,574	135,135	43,967	50,138	54,665	20,957,727
Depreciation charge for the year	-	74,629	53,276	645,374	319,741	281,621	20,330	4,998	2,532	-	1,402,501
Effect from loss of control in a subsidiary	-	-	(7,484)	(29,658)	(28,888)	(163,106)	(8,556)	-	-	(6,191)	(243,883)
Disposals and write-offs	-	(5,149)	-	-	(165,743)	(56,714)	(5,514)	-	-	-	(233,120)
Impairment	-	-	6,000	134,091	-	19,025	-	-	-	-	159,116
Foreign currency translation differences	-	(26,139)	(4,004)	(1,043,805)	462,761	(195,200)	(6,946)	(3,256)	-	(3,450)	(820,039)
At 31 December 2019 and 1 January 2020	-	804,427	274,828	15,108,878	1,498,117	3,258,200	134,449	45,709	52,670	45,024	21,222,302
Depreciation charge for the year	-	72,339	49,102	658,143	268,886	223,009	12,865	4,531	2,394	-	1,291,269
Transfer to right-of-use assets	-	-	-	-	-	(28,584)	-	-	-	-	(28,584)
Disposals and write-offs	-	(2,069)	(12,502)	-	(450,257)	(56,889)	(7,730)	-	-	-	(529,447)
Impairment	-	-	2,500	-	-	2,097	-	-	-	-	4,597
Foreign currency translation differences	-	(2,763)	(230)	8,343	(544,533)	(13,122)	(777)	(360)	-	(152)	(553,594)
At 31 December 2020	-	871,934	313,698	15,775,364	772,213	3,384,711	138,807	49,880	55,064	44,872	21,406,543
Net book value											
At 1 January 2019	399,827	941,741	246,307	12,109,483	417,334	1,248,499	66,850	56,456	87,319	43,679	15,617,495
At 31 December 2019 and 1 January 2020	504,932	833,603	229,962	10,669,894	311,537	974,341	39,768	49,994	84,846	38,381	13,737,258
At 31 December 2020	504,863	759,703	280,303	10,999,038	551,725	858,020	29,808	45,452	82,656	25,455	14,137,023

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	Land	Buildings	Building improvements	Furniture, fixtures, and equipment <i>(in thousand Baht)</i>	Motor vehicles	Assets under construction	Total
Cost							
At 1 January 2019	82,847	201,846	91,589	75,400	3,880	535	456,047
Additions	-	-	1,207	1,225	3,599	15,447	21,478
Disposals	-	-	-	(14)	-	-	(14)
At 31 December 2019 and 1 January 2020	82,847	201,846	92,796	76,611	7,429	15,982	477,511
Additions	-	-	1,066	989	-	2,486	4,541
Disposals	-	-	-	(15,427)	-	-	(15,427)
Transfer	-	-	16,341	-	-	(16,341)	-
At 31 December 2020	82,847	201,846	110,203	62,173	7,429	2,127	466,625
Depreciation							
At 1 January 2019	-	166,840	88,378	70,856	159	-	326,233
Depreciation charge for the year	-	5,325	1,768	1,647	1,085	-	9,825
Disposals	-	-	-	(14)	-	-	(14)
At 31 December 2019 and 1 January 2020	-	172,165	90,146	72,489	1,244	-	336,044
Depreciation charge for the year	-	5,324	1,393	1,427	1,486	-	9,630
Disposals	-	-	-	(15,427)	-	-	(15,427)
At 31 December 2020	-	177,489	91,539	58,489	2,730	-	330,247
Net book value							
At 1 January 2019	82,847	35,006	3,211	4,544	3,671	535	129,814
At 31 December 2019 and 1 January 2020	82,847	29,681	2,650	4,122	6,185	15,982	141,467
At 31 December 2020	82,847	24,357	18,664	3,684	4,699	2,127	136,378

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Significant movements of property, plant and equipment of the Group during the year ended 31 December 2020 were as follows:

Significant additions, disposals and write-offs:

Significant changes were i) payments for vessel, vessels upgrade and dry-docking of vessels; ii) payments for constructions and restaurant outlet; and iii) payments for support vessels equipment.

Mortgaged assets

Property, plant and equipment as of 31 December 2020 used as collateral for loan facilities are disclosed in note 22.

17 Leases

As a lessee

<i>At 31 December 2020</i>	Consolidated financial statements	Separate financial statements
	<i>(in thousand Baht)</i>	
<i>Right-of-use assets</i>		
Buildings and factories	46,302	-
Building improvements	240,380	9,364
Furniture, fixtures, machinery, and equipment	9,733	-
Motor vehicles	20,102	-
Total	316,517	9,364

In 2020, additions to the right-of-use assets of the Group were Baht 113.3 million.

The Group leases a number of buildings and factories for 3 - 50 years, with extension options at the end of lease term. The rental is payable monthly as specified in the contract.

During 2020, the Group leased buildings for 3 years and paid fixed and variable lease payment that are based on revenue generation. These payment terms are common in Thailand.

<i>Year ended 31 December 2020</i>	Consolidated financial statements	Separate financial statements
	<i>(in thousand Baht)</i>	
Fixed payments	144,178	5,242
Variable payments	8,051	-
Total	152,229	5,242

Extension options

Some property leases contain extension options exercisable by the Group up to one year before the end of the non-cancellable contract period. Where practicable, the Group seeks to include extension options in new leases to provide operational flexibility. The extension options held are exercisable only by the Group and not by the lessors. The Group assesses at lease commencement date whether it is reasonably certain to exercise the extension options. The Group reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant changes in circumstances within its control.

Thoresen Thai Agencies Public Company Limited and its Subsidiaries

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For the year ended 31 December 2020

The Group has estimated that the potential future lease payments, should it exercise the extension option, would result in an increase in lease liability of Baht 294.0 million.

	Consolidated		Separate	
	financial statements		financial statements	
<i>For the year ended 31 December</i>	2020	2019	2020	2019
	<i>(in million Baht)</i>			
Amounts recognised in profit or loss				
Depreciation of right-of-use assets:				
- Buildings and factories	19,099	-	-	-
- Building improvements	102,391	-	2,887	-
- Furniture, fixtures, machinery, and equipment	9,766	-	-	-
- Motor vehicles	4,231	-	-	-
Interest on lease liabilities	23,833	-	567	-
Expenses relating to short-term leases	28,268	-	-	-
Expenses relating to leases of low-value assets	2,960	-	2,346	-
Variable lease payments based on sales	8,051	-	-	-
Lease expense	-	48,182	-	7,792
Contingent rent expense	-	401,506	-	-

In 2020, total cash outflow for leases of the Group and the Company were Baht 183 million and Baht 5.6 million, respectively.

18 Goodwill

	Consolidated	
	financial statements	
	2020	2019
	<i>(in thousand Baht)</i>	
Cost		
At 1 January	3,792,879	3,814,716
Foreign currency translation differences	(611)	(21,837)
At 31 December	3,792,268	3,792,879
Impairment losses		
At 1 January	3,728,517	3,747,044
Impairment loss	62,064	-
Foreign currency translation differences	(943)	(18,527)
At 31 December	3,789,638	3,728,517
Net book value		
At 1 January	64,362	67,672
At 31 December	2,630	64,362

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As at 31 December 2020, all of the Group's goodwill had been fully impaired, with the exception of goodwill from the AIM cash generating unit ("CGU") which is unimpaired. As at 31 December 2020, the Group has goodwill amounting to Baht 2.6 million (2019: Baht 64.4 million) which represented goodwill from the AIM CGU (2019: AIM CGU of Baht 2.1 million and MSSSI CGU of Baht 62.3 million). The recoverable amount of the AIM CGU estimated using the value in use method was greater than the total carrying amount of the AIM CGU and the goodwill allocated to it. As a result, goodwill allocated to the AIM CGU was not impaired as at 31 December 2020 and 2019. The cash flows were projected over a period of 5 years before a terminal growth rate was applied thereafter.

The key assumptions used in the estimation of the AIM CGU's value in use as at 31 December 2020 and 2019 were as follows:

Key assumptions	Value	
	2020	2019
Discount rate	9.6% , 10.9%	8.0% , 11.8%
Terminal value growth rate	3%	3%

The recoverable amount of MSSSI CGU estimated using the value in use method was less than the total carrying amount of MSSSI CGU and the goodwill allocated to it. As a result, goodwill allocated to MSSSI CGU was fully impaired as at 31 December 2020. The cash flows were projected over a period of 5 years before a terminal growth rate was applied to reflect management's estimate of the cyclic nature of day rates earned by MSSSI CGU. The key assumptions used in the estimation of MSSSI CGU's value in use as at 31 December 2020 and 2019 were as follow;

Key assumptions	Value	
	2020	2019
Discount rate	8.36 %	10.75%
Terminal value growth rate	0 %	0 %
EBITDA growth	-	Up to 10.0%

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For the year ended 31 December 2020

19 Intangible assets other than goodwill

	Consolidated financial statements						Total
	Customer relationships	Computer software	Franchise license	Trademarks <i>(in thousand Baht)</i>	Service concession arrangement	Others	
Cost							
At 1 January 2019	574,192	343,359	139,069	31,350	99,040	64,507	1,251,517
Additions	-	5,439	-	-	-	-	5,439
Effect from loss of control in a subsidiary	-	(136)	-	-	-	-	(136)
Disposals and write-offs	-	(12,190)	-	-	-	(2,281)	(14,471)
Foreign currency translation differences	-	(4,781)	-	-	-	(15,860)	(20,641)
At 31 December 2019 and							
1 January 2020	574,192	331,691	139,069	31,350	99,040	46,366	1,221,708
Additions	-	3,428	-	-	-	-	3,428
Disposals and write-offs	-	(3,354)	-	-	-	-	(3,354)
Foreign currency translation differences	-	288	-	-	(17,776)	11,362	(6,126)
At 31 December 2020	574,192	332,053	139,069	31,350	81,264	57,728	1,215,656

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Notes to the financial statements
For the year ended 31 December 2020

Consolidated financial statements

	Customer relationships	Computer software	Franchise license	Trademarks <i>(in thousand Baht)</i>	Service concession arrangement	Others	Total
Amortization							
At 1 January 2019	549,182	325,344	22,019	1,194	1,547	23,916	923,202
Amortization charge for the year	2,600	5,241	13,907	-	-	14,770	36,518
Effect from loss of control in a subsidiary	-	(102)	-	-	-	-	(102)
Disposals and write-offs	-	(12,190)	-	-	-	(1,987)	(14,177)
Foreign currency translation differences	-	(4,496)	-	-	-	(1,532)	(6,028)
At 31 December 2019 and 1 January 2020	551,782	313,797	35,926	1,194	1,547	35,167	939,413
Amortization charge for the year	2,607	5,097	13,907	3,144	4,073	6,707	35,535
Disposals and write-offs	-	(3,352)	-	-	-	-	(3,352)
Transfer	-	-	-	3,135	4,062	(7,197)	-
Impairment	-	1,594	-	-	-	-	1,594
Foreign currency translation differences	-	252	-	-	(1,738)	746	(740)
At 31 December 2020	554,389	317,388	49,833	7,473	7,944	35,423	972,450
Net book value							
At 1 January 2019	25,010	18,015	117,060	30,156	97,493	40,591	328,315
At 31 December 2019 and 1 January 2020	22,410	17,894	103,143	30,156	97,493	11,199	282,295
At 31 December 2020	19,803	14,665	89,236	23,877	79,320	22,305	243,206

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Separate financial statements
 Computer software
(in thousand Baht)

Cost

At 1 January 2019	191,777
Additions	300
At 31 December 2019 and 1 January 2020	<u>192,077</u>
Additions	423
At 31 December 2020	<u>192,500</u>

Amortization and impairment charges

At 1 January 2019	191,387
Amortization charge for the year	234
At 31 December 2019 and 1 January 2020	<u>191,621</u>
Amortization charge for the year	324
At 31 December 2020	<u>191,945</u>

Net book value

At 1 January 2019	<u>390</u>
At 31 December 2019 and 1 January 2020	<u>456</u>
At 31 December 2020	<u>555</u>

20 Deferred tax

Deferred tax assets and liabilities as at 31 December were attributable to the following:

	Consolidated financial statements					
	Assets		Liabilities		Net	
	2020	2019	2020	2019	2020	2019
	<i>(in thousand Baht)</i>					
Other current financial assets	130,104	120,333	(6,969)	(6,780)	123,135	113,553
Trade receivables	996	1,434	-	-	996	1,434
Other current receivables	2,033	2,753	-	-	2,033	2,753
Investment in joint ventures	-	-	(83,992)	(83,992)	(83,992)	(83,992)
Property, plant, and equipment	6,279	12,382	(8,748)	(7,500)	(2,469)	4,882
Intangible assets	1,868	1,790	(23,400)	(26,176)	(21,532)	(24,386)
Non-current provision for						
employee benefits	23,522	24,953	(652)	(1,373)	22,870	23,580
Loss carry forward	134,211	121,036	-	-	134,211	121,036
Others	16,696	27,968	(24)	(128)	16,672	27,840
Total	<u>315,709</u>	<u>312,649</u>	<u>(123,785)</u>	<u>(125,949)</u>	<u>191,924</u>	<u>186,700</u>
Set off of tax	(93,929)	(87,051)	93,929	87,051	-	-
Net deferred tax assets						
<i>(liabilities)</i>	<u>221,780</u>	<u>225,598</u>	<u>(29,856)</u>	<u>(38,898)</u>	<u>191,924</u>	<u>186,700</u>

Thoresen Thai Agencies Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

	Assets		Separate financial statements Liabilities		Net	
	2020	2019	2020	2019	2020	2019
			<i>(in thousand Baht)</i>			
Other current financial assets	20,474	18,209	(6,915)	(6,782)	13,559	11,427
Property, plant, and equipment	5,837	6,557	-	-	5,837	6,557
Investment in joint ventures	-	-	(83,462)	(83,462)	(83,462)	(83,462)
Non-current provision for employee benefits	4,758	4,266	-	-	4,758	4,266
Loss carry forward	112,439	51,240	-	-	112,439	51,240
Others	2,462	2,284	-	-	2,462	2,284
Total	145,970	82,556	(90,377)	(90,244)	55,593	(7,688)
Set off of tax	(90,377)	(82,556)	90,377	82,556	-	-
Net deferred tax assets (liabilities)	55,593	-	-	(7,688)	55,593	(7,688)

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Movements in total deferred tax assets and liabilities during the years ended 31 December were as follows:

	Consolidated financial statements			
	At 1 January 2020	Profit or loss	Other comprehensive income <i>(in thousand Baht)</i>	Exchange differences
Other current financial assets	113,553	6,239	3,739	(396)
Trade receivables	1,434	(438)	-	-
Other current receivables	2,753	(720)	-	-
Investment in joint ventures	(83,992)	-	-	-
Property, plant, and equipment	4,882	(7,562)	-	211
Intangible assets	(24,386)	2,854	-	-
Non-current provision for employee benefits	23,580	(644)	(66)	-
Loss carry forward	121,036	11,156	-	2,019
Others	27,840	(11,157)	-	(11)
Total	186,700	(272)	3,673	1,823
				At 31 December 2020
				123,135
				996
				2,033
				(83,992)
				(2,469)
				(21,532)
				22,870
				134,211
				16,672
				191,924

Thoresen Thai Agencies Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

	Separate financial statements			At 31 December 2020
	At 1 January 2020	Charged / (credited) to:		
		Profit or loss <i>(in thousand Baht)</i>	Other comprehensive income	
Other current financial assets	11,427	6,239	(4,107)	13,559
Property, plant and equipment	6,557	(720)	-	5,837
Investment in joint ventures	(83,462)	-	-	(83,462)
Non-current provision for employee benefits	4,266	492	-	4,758
Loss carry forward	51,240	61,199	-	112,439
Others	2,284	178	-	2,462
Total	(7,688)	67,388	(4,107)	55,593

	Separate financial statements			At 31 December 2019
	At 1 January 2019	Charged / (credited) to:		
		Profit or loss <i>(in thousand Baht)</i>	Other comprehensive income	
Other current financial assets	6,981	7,252	(2,806)	11,427
Property, plant and equipment	6,852	(295)	-	6,557
Investment in joint ventures	-	(83,462)	-	(83,462)
Non-current provision for employee benefits	2,756	1,178	332	4,266
Loss carry forward	66,869	(15,629)	-	51,240
Others	2,014	270	-	2,284
Total	85,472	(90,686)	(2,474)	(7,688)

Deferred tax assets arising from temporary differences and unused tax losses that have not been recognized in the financial statements were as follows:

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	<i>(in thousand Baht)</i>			
Deductible temporary differences	586,274	586,616	-	-
Right-of-use assets	(267)	-	42	-
Unused tax losses	591,148	615,015	-	-
Total	1,177,155	1,201,631	42	-

The majority tax losses will expire from 2021 to 2025. The deductible temporary differences do not expire under current tax legislation. Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the Group and the Company can utilise the benefits therefrom.

Thoresen Thai Agencies Public Company Limited and its Subsidiaries
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21 Other non-current assets

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	<i>(in thousand Baht)</i>			
Restricted deposits at financial institutions over 1 year	366,084	435,621	-	-
Others	166,938	117,765	2,754	1,374
Total	533,022	553,386	2,754	1,374

Restricted deposits at financial institutions

The restricted deposits at financial institutions mainly comprises the following:

As at 31 December 2020, Baht 241.3 million (2019: Baht 241.2 million) restricted deposit at a financial institution was pledged against long-term loans with financial institutions by subsidiaries. The restricted deposit must be maintained at a minimum amount of the next two principal and interest payments.

As at 31 December 2020, Baht 81.1 million (2019: Baht 81.3 million) restricted deposit at a financial institution was pledged against long-term loans with financial institutions by subsidiaries. The restricted deposit must be maintained as a collateral for the long-term borrowings during the facility period.

As at 31 December 2020, Baht 34.8 million (2019: Baht 99.5 million) restricted deposit at a financial institution was deposited by a subsidiary to secure the certain performance guarantee of a subsidiary.

As at 31 December 2020, Baht 8.9 million (2019: Baht 13.6 million) restricted deposit at a financial institution was deposited by a subsidiary to secure the performance guarantee from the financial institution and bank overdraft.

22 Interest-bearing liabilities

	Note	Consolidated financial statements		Separate financial statements	
		2020	2019	2020	2019
		<i>(in thousand Baht)</i>			
Current					
Bank overdrafts and short-term borrowings		277,563	418,512	-	-
Short-term borrowings from related parties	6	-	-	707,397	740,857
Current portion of long-term borrowings		1,254,762	1,145,642	-	-
Current portion of debentures		1,804,280	-	1,804,280	-
Current portion of lease liabilities (2019: Finance lease liabilities)		115,552	10,371	1,549	-
		3,452,157	1,574,525	2,513,226	740,857

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	Consolidated financial statements		Separate financial statements	
<i>Non-current</i>				
Long-term borrowings	3,678,085	3,406,272	-	-
Debentures	2,201,192	3,289,882	2,201,192	3,289,882
Lease liabilities				
<i>(2019: Finance lease liabilities)</i>	198,826	10,395	8,027	-
	6,078,103	6,706,549	2,209,219	3,289,882
Total	9,530,260	8,281,074	4,722,445	4,030,739

The periods to maturity of long-term borrowings as at 31 December were as follows:

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	<i>(in thousand Baht)</i>			
Within one year	1,254,762	1,145,642	-	-
After one year but within five years	2,583,742	3,169,309	-	-
After five years	1,094,343	236,963	-	-
Total	4,932,847	4,551,914	-	-

*The Company***Debentures**

On 3 December 2020, the Company issued and sold unsubordinated and unsecured Thai Baht debentures at face value worth Baht 716.2 million. As at 31 December 2020, the Company has an outstanding balance of unsecured Thai Baht debentures totaling of Baht 4,005.5 million *(31 December 2019: Baht 3,289.9 million)*.

The details of the outstanding bonds as at 31 December 2020 are as follows:

Issued year	Number of units	Face value/ unit (Baht)	Interest rate (% per annum)	Maturity date
2018	1,805,200	1,000	4.50	23 March 2021
2018	1,500,000	1,000	5.00	19 January 2022
2020	716,200	1,000	5.00	3 March 2023

The interests on the debentures liabilities are repayable every three months and the principal is repayable at respective maturity dates.

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The movements of debentures during the years ended 31 December were as follows:

	Consolidated and separate financial statements	
	2020	2019
	<i>(in thousand Baht)</i>	
At 1 January	3,289,882	3,280,046
Proceeds from issue of debenture	705,344	-
Amortization on deferred arrangement fee	10,246	9,836
At 31 December	4,005,472	3,289,882
Less current portion of debentures	(1,804,280)	-
Debentures - net of current portion	2,201,192	3,289,882

Consolidated

Bank overdraft

As at 31 December 2019, one barge with a net book value of Baht 13.0 million is mortgaged with a bank as collateral for its unused bank overdraft facility of Baht 5.0 million.

Short-term borrowings

As at 31 December 2020, the Group has secured short-term borrowings from financial institutions in form of promissory notes, trust receipts and short-term borrowings amounting to Baht 248.9 million (*31 December 2019: Baht 363.5 million*) which are secured by subsidiaries' partial land and construction thereon, partial machinery, inventories and guaranteed by a subsidiary. The net book value of these collateral assets are Baht 217.6 million, USD 1.4 million and VND 310,138.0 million (*31 December 2019: Baht 219.9 million, USD 1.6 million and VND 292,221.4 million*). The loans bear interest at the rates between 2.7% to 5.3% per annum (*31 December 2019: 3.8% to 7.0% per annum*).

The Group's short-term borrowings from financial institutions bear effective interest rates at 2.7% to 7.0% per annum.

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Long-term borrowings

Movements of long-term borrowings during the years ended 31 December were as follows:

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	<i>(in thousand Baht)</i>			
At 1 January	4,551,914	5,760,459	-	-
Additions	1,398,637	215,083	-	-
Repayments	(1,005,196)	(1,000,966)	-	-
Transfer to short-term borrowings	-	(42,000)	-	-
Reclassify deferred arrangement fee from other current assets	-	(22,471)	-	-
Realised losses on exchange rates	908	1,044	-	-
Unrealised (gains) losses on exchange rates	5,652	(18,717)	-	-
Amortization of deferred arrangement fee	4,944	8,193	-	-
Foreign currency translation differences	(24,012)	(348,711)	-	-
At 31 December	4,932,847	4,551,914	-	-
Less current portion of long-term borrowings	(1,254,762)	(1,145,642)	-	-
Long-term borrowings - net of current portion	3,678,085	3,406,272	-	-

Loans for the purchases and constructions of ocean vessels, support vessels and equipment, and barges:

- Loans for the purchase and construction of ocean vessels are granted by foreign syndicated banks and are denominated in US Dollars with a total outstanding balance of USD 101.5 million as at 31 December 2020 (31 December 2019: USD 89.2 million) with repayment terms within 5 - 7 years from the vessel delivery date. As at 31 December 2020, interest rates and securities on the loans are as follows:
 - The loan balance of USD 17.8 million (31 December 2019: USD 9.6 million): fixed rate and LIBOR plus a certain margin and is secured by a mortgage of two vessels with a net book value of USD 23.2 million (31 December 2019: USD 24.3 million) and a corporate guarantee by the Company.
 - The loan balance of USD 83.7 million (31 December 2019: USD 79.6 million): LIBOR plus a certain margin and is secured by a mortgage of fourteen of the Group's ocean vessels with a net book value of USD 167.5 million (31 December 2019: USD 151.3 million), assignment of insurance for the collateral vessels, pledge or charge over bank accounts, and a corporate guarantee by the Company.
- Loans for the purchase of subsea vessels and equipment are granted by local commercial banks and are denominated in US Dollars, having a total outstanding balance of USD 57.6 million as at 31 December 2020 (31 December 2019: USD 56.0 million) with repayment terms within 5 years. As at 31 December 2020, the interest rate is USD-LIBOR plus a certain margin (31 December 2019: USD-LIBOR plus a certain margin). These loans are currently secured by mortgages of subsea vessels with a net book value of USD 109.5 million (31 December 2019: USD 108.4 million) and are guaranteed by a subsidiary.

According to a condition of several loan agreements, the Company and its subsidiaries are not allowed to create any encumbrance on the assets which are used as collateral, except obtaining prior consent of the banks and permitted liens. The Company and its subsidiaries must comply with other conditions and restrictions stated in the term loan agreements.

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The fair value of long-term borrowings carrying a floating rate, which is considered to be market rate, are taken to approximate their fair values.

The Group's long-term borrowings from financial institutions bear effective interest rate at 2.6% to 7.3% per annum.

23 Non-current provisions for employee benefits

	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
	<i>(in thousand Baht)</i>			
Statements of financial position Non-current provisions for:				
Defined benefit plan	190,890	167,750	21,928	19,741
Other long-term employee benefits	9,996	9,266	1,855	1,595
Total	200,886	177,016	23,783	21,336
Statement of comprehensive income:				
Recognized in profit or loss:				
Defined benefit plan	29,022	47,663	4,932	5,384
Other long-term employee benefits	730	1,512	260	596
Total	29,752	49,175	5,192	5,980
Recognized in other comprehensive income:				
Actuarial losses recognized in the year	2,995	2,323	-	1,660
Cumulative actuarial gains recognized	(8,589)	(11,584)	(5,401)	(5,401)

Defined benefit plan

The Company and subsidiaries in Thailand

The Company and subsidiaries in Thailand operate a defined benefit plan based on the requirement of Thai Labour Protection Act B.E 2541 (1998) to provide retirement benefits to employees based on pensionable remuneration and length of service.

The defined benefit plans expose the Group to actuarial risks, such as longevity risk, currency risk, interest rate risk and market risk.

Subsidiaries in Vietnam

Under the Vietnamese Labour Code, when employees who have worked for 12 months or more ("eligible employees") voluntarily terminates his/her labour contract, the employer is required to pay the eligible employees severance allowance calculated based on years of service and employees' compensation at termination. Provision for severance allowance has been provided based on employees' years of service and their current salary level.

Pursuant to Law on Social Insurance, effective from 1 January 2009, subsidiaries in Vietnam and their employees are required to contribute to an unemployment insurance fund managed by the Vietnam Social Insurance Agency.

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With the implementation of unemployment insurance scheme, subsidiaries in Vietnam are no longer required to provide severance allowance for the service period after 1 January 2009. However, severance allowance to be paid to the existing eligible employees as of reporting date was determined based on the eligible employees' years of service as of 31 December 2008 and their average salary for the six-month period prior to the termination date.

The movements in the defined benefit obligations during the years ended 31 December were as follows:

	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
	<i>(in thousand Baht)</i>			
At 1 January	177,016	165,663	21,336	13,783
Included in profit or loss:				
Current service costs	26,217	39,262	4,591	5,453
Past service costs	295	10,612	-	-
Interest on obligation	3,240	2,872	601	527
Loss on settlement	-	(3,110)	-	-
Remeasurement of other long-term benefit	-	(461)	-	-
	29,752	49,175	5,192	5,980
Included in other comprehensive income:				
Actuarial loss	2,995	2,323	-	1,660
	2,995	2,323	-	1,660
Other				
Benefit paid by the plan	(8,091)	(3,416)	(2,745)	(87)
Effect from loss of control in a subsidiary	-	(32,081)	-	-
Foreign currency translation differences	(786)	(4,648)	-	-
	(8,877)	(40,145)	(2,745)	(87)
At 31 December	200,886	177,016	23,783	21,336

Actuarial gains and losses recognized in other comprehensive income arising from:

	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
	<i>(in thousand Baht)</i>			
Demographic assumptions	3,241	3,773	-	1,218
Financial assumptions	(585)	(2,032)	-	(1,364)
Experience adjustment	339	582	-	1,806
Total	2,995	2,323	-	1,660

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Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Discount rate	1.6% - 4.0%	1.9% - 7.7%	2.9% - 3.2%	2.9% - 3.2%
Future salary increases	1.5% - 7.0%	3.0% - 8.0%	5.0%	5.0%
Resignation rate	0% - 34.8%	0% - 34.4%	1.9% - 22.9%	1.9% - 22.9%

Assumptions regarding future mortality have been based on published statistics and mortality tables.

Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	Consolidated financial statements			
	1% increase in assumption		1% decrease in assumption	
<i>Effect to the defined benefit obligation</i>	2020	2019	2020	2019
<i>At 31 December</i>	<i>(in thousand Baht)</i>			
Discount rate	(13,974)	(8,701)	16,057	7,871
Future salary growth	16,880	8,284	(14,795)	(8,647)
Employee turnover	(1,008)	(5,016)	1,230	6,244
Future mortality	(473)	(391)	471	397

	Separate financial statements			
	1% increase in assumption		1% decrease in assumption	
<i>Effect to the defined benefit obligation</i>	2020	2019	2020	2019
<i>At 31 December</i>	<i>(in thousand Baht)</i>			
Discount rate	(2,594)	(338)	3,047	196
Future salary growth	3,140	586	(2,687)	(499)
Employee turnover	(132)	(508)	158	623
Future mortality	(16)	(62)	17	63

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

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24 Share capital and warrants

	Par value per share (in Baht)	2020		2019	
		Number	Amount (thousand shares / thousand Baht)	Number	Amount
<i>Authorized</i>					
At 1 January					
- ordinary shares	1	1,998,447	1,998,447	1,998,447	1,998,447
At 31 December					
- ordinary shares	1	<u>1,998,447</u>	<u>1,998,447</u>	<u>1,998,447</u>	<u>1,998,447</u>
<i>Issued and paid-up</i>					
At 1 January					
- ordinary shares	1	1,822,465	1,822,465	1,822,464	1,822,464
Exercise of warrants	1	-	-	1	1
At 31 December					
- ordinary shares	1	<u>1,822,465</u>	<u>1,822,465</u>	<u>1,822,465</u>	<u>1,822,465</u>

Exercise and expiration of warrants

During the year ended 31 December 2019, TTA-W5 was exercised and registered as paid-up share capital in the amount of Baht 558.0, resulting in an increase of the Company's total paid-up share capital to Baht 1,822,465 thousand. The remaining of the Company's warrants was expired and delisted on 1 March 2019.

	Consolidated financial statements		Separate financial statements	
	Average exercise price per warrant (in Baht)	Number of units'000	Average exercise price per warrant (in Baht)	Number of units'000
At 1 January 2019	18.5	173,483	18.5	173,483
Exercise of warrants	18.5	(1)	18.5	(1)
Expiration of warrants	18.5	(173,482)	18.5	(173,482)
At 31 December 2019	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

Share premium

Section 51 of the Public Companies Act B.E. 2535 requires companies to set aside share subscription monies received in excess of the par value of the shares issued to a reserve account ("share premium"). Share premium is not available for dividend distribution.

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25 Reserves

Reserves comprise:

Appropriations of profit and/or retained earnings

Legal reserve

Section 116 of the Public Companies Act B.E. 2535 Section 116 requires that a public company shall allocate not less than 5% of its annual net profit, less any accumulated losses brought forward, to a reserve account ("legal reserve"), until this account reaches an amount not less than 10% of the registered authorised capital. The legal reserve is not available for dividend distribution.

Other components of equity

Translation reserve

The translation reserves comprises all foreign currency differences arising from the translation of the financial statements of foreign operations.

Fair value reserve

The fair value reserve comprise:

- the cumulative net change in the fair value of equity securities designated at FVOCI; and
- the cumulative net change in fair value of debt securities at FVOCI until the assets are derecognised or reclassified. This amount is adjusted by the amount of loss allowance.

Change in parent's ownership interest in subsidiaries

Change in parent's ownership interest in subsidiaries within equity comprises of effect from dilution of percentage of holding of the Company in a subsidiary and difference from changes in parent's ownership interest in subsidiaries that do not result in a loss of control.

Thoresen Thai Agencies Public Company Limited and its Subsidiaries**Notes to the financial statements****For the year ended 31 December 2020****26 Segment information and disaggregation of revenue**

The Group has five reportable segments, as described below, which are the Group's strategic divisions. The strategic divisions offer different products and services, and are managed separately because they require different technology, marketing strategic and resource input. For each of the strategic divisions, the chief operating decision maker (CODM) reviews internal management reports on at least a quarterly basis. The following summary describes the operations in each of the Group's reportable segments.

Business segments

Segment 1	Shipping
Segment 2	Offshore service
Segment 3	Agrochemical
Segment 4	Investment
Segment 5	Food and beverage

Performance is measured based on segment earnings (losses) before interest, tax, depreciation and amortisation ("EBITDA"), as included in the internal management reports that are reviewed by the Group's CODM. Segment EBITDA is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

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Information about reportable segments and timing of revenue recognition

Revenue, results and timing of revenue recognition, based on business segments, in the consolidated financial statements for the years ended 31 December 2020 and 2019 were as follows:

	Consolidated financial statements					Elimination of inter- segment transactions	Total
	For the year ended 31 December 2020						
	Shipping	Offshore service	Agrochemical	Investment	Food and beverage		
				<i>(in thousand Baht)</i>			
Primary geographical markets							
Asia	1,926,993	2,616,630	2,137,713	633,569	2,009,469	(6,729)	9,317,645
Africa	560,306	-	391,030	-	-	-	951,336
America	1,407,911	-	-	-	-	-	1,407,911
Europe	553,322	-	-	-	-	-	553,322
Others	299,200	27	300,379	-	-	-	599,606
Total	4,747,732	2,616,657	2,829,122	633,569	2,009,469	(6,729)	12,829,820
Timing of revenue recognition							
At a point in time	-	-	2,782,844	146,393	2,009,469	-	4,938,706
Over time	4,747,732	2,616,657	46,278	487,176	-	(6,729)	7,891,114
Total	4,747,732	2,616,657	2,829,122	633,569	2,009,469	(6,729)	12,829,820

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Consolidated financial statements							
For the year ended 31 December 2020							
	Shipping	Offshore service	Agrochemical	Investment	Food and beverage	Elimination of inter-segment transactions	Total
	<i>(in thousand Baht)</i>						
Total assets	11,668,221	7,824,848	2,072,562	36,882,247	1,292,930	(28,711,575)	31,029,233
Total liabilities	(3,692,980)	(2,499,167)	(616,176)	(7,957,757)	(458,511)	3,386,777	(11,837,814)

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Consolidated financial statements							
For the year ended 31 December 2019							
	Shipping	Offshore service	Agrochemical	Investment	Food and beverage	Elimination of inter-segment transactions	Total
				<i>(in thousand Baht)</i>			
Primary geographical markets							
Asia	2,266,498	3,286,040	2,376,124	507,782	1,988,021	(4,145)	10,420,320
Africa	1,703,419	-	389,819	-	-	-	2,093,238
America	1,462,893	-	-	-	-	-	1,462,893
Europe	995,287	-	-	-	-	-	995,287
Others	344,502	-	111,739	-	-	-	456,241
Total	6,772,599	3,286,040	2,877,682	507,782	1,988,021	(4,145)	15,427,979
Timing of revenue recognition							
At a point in time	-	-	2,820,538	112,810	1,988,021	(42)	4,921,327
Over time	6,772,599	3,286,040	57,144	394,972	-	(4,103)	10,506,652
Total	6,772,599	3,286,040	2,877,682	507,782	1,988,021	(4,145)	15,427,979

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Consolidated financial statements							
As at 31 December 2019							
	Shipping	Offshore service	Agrochemical	Investment	Food and beverage	Elimination of inter-segment transactions	Total
				<i>(in thousand Baht)</i>			
Total assets	11,381,064	11,279,100	2,027,386	37,644,192	1,149,319	(30,008,010)	33,473,051
Total liabilities	(3,455,853)	(2,625,100)	(608,162)	(8,641,619)	(341,971)	4,798,216	(10,874,489)

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Notes to the financial statements

For the year ended 31 December 2020

Geographical information

The Group has expanded its investment and operations in foreign countries. All significant non-current assets on the basis of geography is presented below. Segment non-current assets are based on the geographical location of the assets.

	Consolidated financial statement	
	Non-current assets	
	2020	2019
	<i>(in thousand Baht)</i>	
Asia	18,397,232	20,932,920
Africa	301,280	314,355
Total	18,698,512	21,247,275

Major customer

Revenues from the major customer of the Group's Offshore service segment for the year ended 31 December 2020 represents approximately Baht 2,473.0 million (*31 December 2019: Baht 3,023.8 million*) of the Group's total revenues.

27 Other income

	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
	<i>(in thousand Baht)</i>			
Dividend income	15,403	28,705	379,781	388,618
Gains on exchange rate	11,055	-	21,602	-
Gains on disposals of property, plant and equipment and intangible assets	2,134	-	-	17
Gains from financial instruments designated at FVTPL	-	56,852	-	17,948
Gains on partial disposal of interest in subsidiary with a change of control	-	769,318	-	700,995
Gain from loss of control in a subsidiary	-	21,228	-	-
Interest income	101,403	166,051	119,870	114,183
Others	49,995	73,057	26,048	64,125
Total	179,990	1,115,211	547,301	1,285,886

Thoresen Thai Agencies Public Company Limited and its Subsidiaries

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28 Expenses by nature

The statements of comprehensive income include an analysis of expenses by function. Expenses by nature disclosed in accordance with the requirements of various TFRS were as follows:

	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
	<i>(in thousand Baht)</i>			
Expenses included in vessel				
operating expenses				
Voyage expenses	1,592,120	2,037,376	-	-
Vessel supplies and spare parts				
expenses and repair and				
maintenance expenses	234,963	250,436	-	-
Crew and staff costs	549,169	532,634	-	-
Charter hire	819,328	2,174,990	-	-
Depreciation and amortization	611,721	566,382	-	-
Expenses included in offshore				
service expenses				
Vessel expenses and repair and				
maintenance expenses	673,621	827,337	-	-
Crew, staff costs, and				
subcontractor costs	1,407,397	1,482,851	-	-
Charter hire and equipment rental	286,628	169,296	-	-
Depreciation and amortization	433,818	565,102	-	-
Expenses included in costs of sales				
Cost of raw materials	2,797,772	2,895,862	-	-
Supplies and spare parts expenses				
and repair and maintenance expenses	48,408	54,399	-	-
Staff costs	496,646	472,800	-	-
Depreciation and amortization	146,244	128,735	-	-
Expenses included in service, selling,				
 and administrative expenses				
Staff costs	994,623	1,043,497	193,024	189,257
Professional fees	105,201	108,390	17,995	14,360
Office and office equipment rental	33,157	48,182	3,173	7,792
Depreciation and amortization	282,326	190,680	12,844	10,058

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Notes to the financial statements

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29 Tax expense

Income taxes as shown in the consolidated and separate statements of income are calculated based on net taxable income from non-BOI activities using a principal tax rate for operations in Thailand and specific tax rates applicable to each respective country for overseas operations. Non-BOI activities comprise gains from disposals of assets, shipping related services including agency, drilling services outside Thailand, offshore related services, and production and trading of fertiliser and coal.

Income tax recognized in profit or loss

	Note	Consolidated financial statements		Separate financial statements	
		2020	2019	2020	2019
<i>(in thousand Baht)</i>					
Current tax expense					
Current year		41,382	71,075	-	-
Over provided in prior years		(290)	(1,768)	-	-
		<u>41,092</u>	<u>69,307</u>	<u>-</u>	<u>-</u>
Deferred tax expense					
Movements in temporary differences	20	272	75,957	(67,388)	90,686
		<u>272</u>	<u>75,957</u>	<u>(67,388)</u>	<u>90,686</u>
Total income tax expense		<u>41,364</u>	<u>145,264</u>	<u>(67,388)</u>	<u>90,686</u>

Income tax recognized in other comprehensive income

	Consolidated financial statements					
		2020		2019		
	Before tax	Tax (expense) benefit	Net of tax	Before tax	Tax benefit	Net of tax
<i>(in thousand Baht)</i>						
Financial assets at FVOCI	(23,734)	3,739	(19,995)	(131,309)	26,503	(104,806)
Defined benefit plan actuarial gains (losses)	(2,995)	(66)	(3,061)	(2,323)	1,005	(1,318)
Total	<u>(26,729)</u>	<u>3,673</u>	<u>(23,056)</u>	<u>(133,632)</u>	<u>27,508</u>	<u>(106,124)</u>
	Separate financial statements					
	2020		2019			
	Before Tax	Tax expense	Net of tax	Before tax	Tax (expense) benefit	Net of tax
<i>(in thousand Baht)</i>						
Financial assets at FVOCI	20,533	(4,107)	16,426	14,032	(2,806)	11,226
Defined benefit plan actuarial gains (losses)	-	-	-	(1,660)	332	(1,328)
Total	<u>20,533</u>	<u>(4,107)</u>	<u>16,426</u>	<u>12,372</u>	<u>(2,474)</u>	<u>9,898</u>

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Reconciliation of effective tax rate

	Consolidated financial statements			
	2020		2019	
	Rate (%)	(in thousand Baht)	Rate (%)	(in thousand Baht)
Profits (losses) before income tax expense		(3,327,307)		363,442
Income tax using the Thai corporation tax rate	20	(665,461)	20	72,688
Effect of different tax rates in foreign jurisdictions		23,420		41,672
Income not subject to tax		(88,553)		(257,298)
Expenses not deductible for tax purposes		563,691		241,032
Recognition of previously unrecognized tax losses		(3,252)		(20,505)
Current year losses and temporary differences for which no deferred tax asset was recognized		212,403		126,955
Over provided in prior years		(291)		(1,768)
Effect of different functional currency of accounting and tax from subsidiaries		(593)		(57,512)
Total	(1)	41,364	40	145,264

	Separate financial statements			
	2020		2019	
	Rate (%)	(in thousand Baht)	Rate (%)	(in thousand Baht)
Profits before income tax expense		3,590		491,245
Income tax using the Thai corporation tax rate	20	718	20	98,249
Income not subject to tax		(76,413)		(51,174)
Expenses not deductible for tax purposes		8,307		43,611
Total	1,877	(67,388)	18	90,686

Thoresen Thai Agencies Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

30 Earnings (losses) per share

Basic earnings (losses) per share

The calculation of basic earnings (losses) per share for the years ended 31 December was based on the profits (losses) for the year attributable to equity holders of the Company and the weighted average number of ordinary shares outstanding during the year as follows:

	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
	<i>(in thousand Baht / thousand shares)</i>			
Profits (losses) for the year attributable to ordinary shareholders of the Company (basic)	<u>(1,944,599)</u>	<u>562,594</u>	<u>70,978</u>	<u>400,559</u>
Number of ordinary shares outstanding at 1 January	1,822,465	1,822,464	1,822,465	1,822,464
Effect of new shares issued during the year	<u>-</u>	<u>1</u>	<u>-</u>	<u>1</u>
Weighted average number of ordinary shares outstanding (basic)	<u>1,822,465</u>	<u>1,822,465</u>	<u>1,822,465</u>	<u>1,822,465</u>
Basic earnings (losses) per share <i>(in Baht)</i>	<u>(1.07)</u>	<u>0.31</u>	<u>0.04</u>	<u>0.22</u>

31 Dividends

The dividends paid by the Company to the shareholders are as follows:

	Approval date	Payment schedule	Dividend rate per share <i>(Baht)</i>	Amount <i>(in million Baht)</i>
<i>2020</i>				
Interim dividend	16 April 2020	May 2020	<u>0.06</u>	<u>109.3</u>
<i>2019</i>				
Annual dividend	24 April 2019	May 2019	<u>0.05</u>	<u>91.1</u>

32 Financial instruments

Financial risk management policies

The principal financial risks faced by the Group are foreign exchange rate risk, interest rate risk, bunker prices, freight rates, and credit risk. The objective in using financial instruments is to reduce the uncertainty over future cash flows arising from movements in exchange rates, interest rates, bunker prices, and freight rates, and to manage the liquidity of the cash resources.

Thoresen Thai Agencies Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

Risk management framework

The Group's Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Board of Directors has established the risk management committee, which is responsible for developing and monitoring the Group's risk management policies. The committee reports regularly to the Board of Directors on its activities.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Group audit committee oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The Group audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

(a) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and investments in debt securities.

The carrying amounts of financial assets, trade receivables and contract assets represent their maximum credit exposures.

Impairment losses on financial assets, trade receivables and contract assets recognised in profit or loss during the years ended 31 December were as follows:

	Consolidated financial statements	
	2020	2019
	<i>(in thousand Baht)</i>	
(Reversal of) impairment loss on financial assets, trade accounts receivable and contract assets arising from contracts with customers	(1,259)	(179)
	<u>(1,259)</u>	<u>(179)</u>

Trade receivables and contract assets

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate.

Management has established a credit policy under which each new customer is analysed individually for creditworthiness before the Group's standard payment and delivery of service terms and conditions are offered. The Group's review includes external ratings, if they are available, financial statements, credit agency information, industry information and in some cases bank references.

Thoresen Thai Agencies Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

In monitoring customer credit risk, customers are grouped according to their credit characteristics, including day past due and existence of previous financial difficulties.

Expected credit loss model is initially based on the Group's historical observed default rates. The Group will calibrate the model to adjust historical credit loss experience with forward-looking information. At each reporting period, historical default rates and forward-looking information are updated. The Group also evaluates expected credit loss on credit-impaired receivables separately at each reporting period.

The following table provides information about the exposure to credit risk and ECLs for trade receivables and contract assets.

	Consolidated financial statements		
	Estimated	Gross carrying amount	Impairment loss allowance
	weighted-average loss rate		
31 December 2020	(%)	<i>(in thousand Baht)</i>	
Within credit terms	-	1,005,435	-
Overdue:			
Less than 3 months	-	420,729	636
3-6 months	6	50,468	2,959
6-12 months	5	31,625	1,712
Over 12 months	88	135,216	119,181
		1,643,473	124,488
Contract asset - accrued income		109,896	-
Retention receivables		216,512	-
Total		1,969,881	124,488

Trade receivables that are individually determined to be credit-impaired at the reporting date relate to debtors that are in default on payments. The allowance for impairment recorded in relation to these receivables represents the net amount after deducting the payables due from the Group to the debtor, if any.

Movements in the allowance for impairment in respect of trade receivables and contract assets

The movement in the allowance for impairment in respect of trade receivables and contract assets during the year was as follows.

	Consolidated financial statements	
	2020	
	<i>(in thousand Baht)</i>	
Balance at 1 January		153,176
Allowance for impairment utilized		(26,851)
Reversal of allowance for impairment		(1,260)
Foreign currency translation differences		(577)
Balance at 31 December		124,488

Thoresen Thai Agencies Public Company Limited and its Subsidiaries**Notes to the financial statements****For the year ended 31 December 2020**

Trade receivables with a contractual amount of Baht 27.4 million written off during 2020 are still subject to enforcement activity.

Other current receivables and loans to related parties

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each related party. However, management also considers the factors that may influence the credit risk, including the default risk associated with the industry and country in which they operate. The Group's policy is to provide other accounts receivable and loans to a related party only if the related party was judged by management to have low credit risk at initial recognition. Impairment on other accounts receivable and loan to related parties have been measured on the 12-month expected loss basis or the lifetime expected loss basis if the Group becomes aware of a significant increase in the related party's credit risk at the reporting date.

The exposure to credit risk for other receivables and loan to related parties at amortised cost at the reporting date is presented in Note 6.

Cash and cash equivalents

Cash and cash equivalents have maturities of three months or less, and are placed with financial institutions which are regulated, so the amount of credit risk is considered to be negligible.

Short-term loan to other company

The Group's exposure to credit risk on the short-term loan to the Other Company and accrued interest represented the difference between the net book value of these balances against the value of the security used to secure these balances, being certain shares of the Other Company. The Group had set up an allowance for impairment on these balances representing this difference. The value of the certain shares of the Other Company as at 31 December 2020 was based on the published price quotations of those shares on the Singapore Stock Exchange as at 31 December 2020.

Fair values of other financial assets and liabilities

The fair value of other financial assets and liabilities as of 31 December 2020 are taken to approximate the carrying values due to the relatively short-term maturity of these financial assets and liabilities.

The fair value of bunker swap contracts, forward freight agreements and interest rate swap were determined according to broker quotes assigned as level 2 fair value. Those quotes are tested for reasonableness by discounting expected future cash flows using market interest rate for a similar instrument at the measurement date. Fair values reflect the credit risk of the instrument and include adjustments to take account of the credit risk of the Company and counterparty when appropriate.

The fair values of loans to related parties were determined according to discounted expected future cash flows using market interest rate for a similar instruments at the measurement date. Fair values reflect the credit risk of the instrument and include adjustments to take account of the credit risk of the Company and counterparty when appropriate.

Thoresen Thai Agencies Public Company Limited and its Subsidiaries
 Notes to the financial statements
 For the year ended 31 December 2020

(b) Liquidity risk

The Group monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and to mitigate the effects of fluctuations in cash flows.

(c) Foreign currency risk

At 31 December, the Group and the Company were exposed to foreign currency risk in respect of financial assets and liabilities denominated in the following currencies:

	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
	<i>(in thousand Baht)</i>			
Thai Baht				
Cash and cash equivalents	10,232	23,537	-	-
Trade receivables	24	-	-	-
Trade payables	(12,449)	(8,839)	-	-
Other current payables	(10,812)	(6,388)	-	-
Payables to related parties	(85,601)	(83,556)	-	-
Long-term borrowings	(49,800)	(56,200)	-	-
Net exposure	(148,406)	(131,446)	-	-
United States Dollar				
Cash and cash equivalents	338,132	400,342	325,635	374,889
Other current financial assets	669,686	503,713	653,537	487,813
Trade receivables	171,025	228,623	-	-
Receivables from related parties	2,975	5,825	7,168	38,310
Short-term loans to related parties	694,793	702,792	586,733	702,792
Other non-current financial assets	17,734	17,451	-	-
Short-term borrowings from financial institutions	(238,883)	(248,607)	-	-
Short-term borrowing from related parties	(707,397)	(741,034)	(707,397)	(741,034)
Trade payables	(213,229)	(277,427)	-	-
Other current payables	(124)	-	(124)	-
Advances from customers	(3,863)	(2,176)	-	-
Long-term borrowings	(169,026)	(195,937)	-	-
Net exposure	561,823	393,565	865,552	862,770
United Arab Emirates Dirham				
Cash and cash equivalents	4,960	1,936	-	-
Trade payables	(4,227)	(2,642)	-	-
Other current payables	(1,270)	(1,140)	-	-
Net exposure	(537)	(1,846)	-	-

Thoresen Thai Agencies Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
	<i>(in thousand Baht)</i>			
Singapore Dollar				
Cash and cash equivalents	20,098	19,422	1,403	233
Trade receivables	-	63	-	-
Receivables from related parties	812	801	812	801
Short-term loans to related parties	583,347	575,082	583,347	575,082
Other non-current financial assets	60,253	101,641	33,237	32,766
Short-term borrowing from				
related parties	(592,577)	(584,701)	-	-
Trade payables	(7,381)	(7,770)	-	-
Payables to related parties	(825)	(814)	-	-
Other current payables	(1,756)	(4,198)	-	-
Net exposure	61,971	99,526	618,799	608,882
British Pound				
Other current financial assets	14,320	13,924	14,320	13,924
Net exposure	14,320	13,924	14,320	13,924
Vietnam Dong				
Cash and cash equivalents	102	-	-	-
Receivables from related parties	8,099	-	-	-
Net exposure	8,201	-	-	-
Saudi Riyal				
Cash and cash equivalents	55,633	26,454	-	-
Trade receivables	272,460	350,793	-	-
Trade payables	(53,624)	(63,117)	-	-
Other current payables	(213,962)	(182,612)	-	-
Net exposure	60,507	131,518	-	-

The Group is exposed to foreign currency risk relating to various transactions which are denominated in foreign currencies. The Group primarily utilises forward exchange contracts with maturities of less than one year to hedge such financial assets and liabilities denominated in foreign currencies. The forward exchange contracts entered into at the reporting date also relate to anticipated purchases and revenue, denominated in foreign currencies, for the subsequent period.

Bunker swap contracts

During 2020, a subsidiary entered into bunker swap contracts with commercial banks for hedging bunker prices in connection with long-term cargo contract commitments. The subsidiary has locked in bunker price at the range of USD 301.5 - USD 434.0 (31 December 2019: USD 73.6 - USD 581.0). As at 31 December 2020, the outstanding bunker quantities were 20,000 metric tonnes (31 December 2019: 25,500 metric tonnes).

Thoresen Thai Agencies Public Company Limited and its Subsidiaries
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For the year ended 31 December 2020

Forward freight agreements

A subsidiary entered into forward freight agreements with financial institutions and exchange traded derivatives for hedging freight rates in connection with chartered-in vessels. The subsidiary has locked in freight rates at a range of USD 8,350 - USD 10,000 per day (31 December 2019: USD 8,400 - USD 10,600 per day). As at 31 December 2020, the outstanding forward freight agreements to sell are 240 days (31 December 2019: 360 days).

(d) Interest rate risk

Interest rate risk is the risk that future movements in market interest rates will affect the results of the Group's operations and its cash flows because debt securities and loan interest rates are partly fixed. The Group is primarily exposed to interest rate risk from its borrowings (see note 22). The Company is primarily exposed to interest rate from its loans to subsidiaries (see note 6). The Group mitigates this risk by entering into interest rate swaps to manage exposure to fluctuations in interest rates on specific borrowings with fixed interest rates.

Interest rate swap contracts

A subsidiary entered into interest rate swap contracts as a method to manage its exposures to interest rate risk arising from borrowings from financial institutions. As at 31 December 2020, the subsidiary had outstanding interest rate swap contracts to swap floating rates of 3-month USD-LIBOR p.a. (31 December 2019: 3-month USD-LIBOR p.a.) to fixed rates of 2.82% to 2.89% p.a. (31 December 2019: 2.82% to 2.89% p.a.). These contracts expire through the period from 31 March 2021 to 30 December 2024 (31 December 2019: 31 March 2021 to 30 December 2024). The notional amount of the interest rate swap contracts is 30.4% (31 December 2019: 59.8%) of total outstanding borrowings from financial institutions of the subsidiary.

33 Capital management

The Board of Directors' policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board monitors the return on capital, which the Group defines as result from operating activities divided by total shareholders' equity, excluding non-controlling interests and also monitors the level of dividends to ordinary shareholders.

34 Commitments and contingent liabilities

34.1 Capital commitments

The Group has significant capital commitments towards buildings, machinery, warehouse construction, dry-docking, vessel equipment and restaurant outlets contracts but not yet recognized as liabilities as at 31 December as follows:

	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
	<i>(in million)</i>			
- VND	3,558.7	665.4	-	-

Thoresen Thai Agencies Public Company Limited and its Subsidiaries
Notes to the financial statements
For the year ended 31 December 2020

34.2 Contingent liabilities

Guarantees

The Company and the Group have given the following guarantees in the normal course of business:

	31 December 2020			
	Consolidated financial statements			
	Baht million	USD million	SAR million	
Letter of guarantees issued by bank on behalf of the Group	148.5	15.7	4.4	
Guarantee given by the Group to financial institutions to guarantee credit facilities and purchases of raw materials	131.8	178.1	-	
			31 December 2020	
			Separate financial statements	
			Baht million	USD million
Guarantee given by the Company to financial institutions to guarantee credit facilities		131.8	101.5	
	31 December 2019			
	Consolidated financial statements			
	Baht million	USD million	SAR million	QAR million
Letter of guarantees issued by bank on behalf of the Group	155.9	4.4	4.4	3.9
Guarantee given by the Group to financial institutions to guarantee credit facilities and purchases of raw materials	19.2	164.2	-	-
			31 December 2019	
			Separate financial statements	
			Baht million	USD million
Guarantee given by the Company to financial institutions to guarantee credit facilities		19.2	89.2	

Thoresen Thai Agencies Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

35 Other events

The Group, through its other indirect subsidiary Seascope Surveys Pte. Ltd. ("SSS"), is a party to or involved in a legal proceedings in Indonesia related to the shareholdings and management affairs of PT Seascope Surveys Indonesia ("PTSSI"). A tort lawsuit was filed in the South Jakarta District Court by Seascope Surveys alleging that Ms. Margaretta Retno Sundari and other co-defendants had engaged in unlawful acts related to the transfer of ownership of 368 (46%) shares in PTSSI. As a first step in the lawsuit, the court had directed the parties to attempt mediation and to consider mediation proposals.

36 Events after the reporting period

The Company

Increase in share capital of AIM

At the Board of Director Meeting No.1/2021 of the Company held on 25 February 2021, the Board of Directors of the Company approved an additional investment in AIM. AIM will increase their share capital by 500,000 shares at par value of Baht 100, totaling Baht 50 million. The Company will subscribe in AIM's capital increase in proportion of the Company's shareholding in AIM prior to increase in AIM's share capital.

Consolidation

Subsidiary – ACS

Change the name of a subsidiary

On 17 February 2021, ACS registered with the DBD to change their name to V Ventures Technologies Co., Ltd.

Subsidiary - MMPLC

Increase in share capital of a joint venture

At the Extraordinary General Meeting of shareholders of ZeaQuest Co., Ltd., ("ZeaQuest") held on 30 December 2020, the shareholders of ZeaQuest approved to increase the share capital of ZeaQuest by Baht 150.0 million through the issuance of 1,500,000 new ordinary shares with a par value of Baht 100 each. The shares were 43.88% paid up by the existing shareholders in proportion to their shareholdings. The increase in share capital of ZeaQuest were registered on 11 January 2021 with the Department of Business Development. Subsequently, on 25 February 2021, ZeaQuest additionally called for the remaining share subscriptions at Baht 56.12 per share, totaling Baht 43.49 million.

Reduction of share capital

At the Board of Directors Meeting of MMPLC held on 25 February 2021, the directors of MMPLC approved to decrease MMPLC's authorised share capital that have remained unissued or unallocated under the employee share option plans and other purposes previously approved by MMPLC, all of which have expired, of 3,371,840 shares at par value of Baht 1.0 each. MMPLC's existing authorized share capital of Baht 1,416,700,697, divided into 1,416,700,697 shares, will be decreased to Baht 1,413,328,857, divided into 1,413,328,857 shares. The reduction of share capital is subject to MMPLC shareholders' approval.

Thoresen Thai Agencies Public Company Limited and its Subsidiaries**Notes to the financial statements****For the year ended 31 December 2020***Increase of share capital to existing shareholders in proportion to their shareholding percentage and issue of warrants*

At the Board of Directors Meeting of MMPLC held on 25 February 2021, the directors of MMPLC approved to propose a non-renounceable non-underwritten rights issue combined with warrants exercisable into shares and private placement. New ordinary shares will be offered on the basis of one (1) new ordinary share ("New Share") for every twenty (20) existing ordinary shares with a par value of Baht one (1) each in the capital of MMPLC. Each New Share shall attach twenty (20) free detachable warrants, each warrant exercisable into one (1) ordinary share of MMPLC with a par value of Baht one (1) each. Following the rights issue and allotment of excess New Shares, any remaining unsubscribed excess New Shares together with their attached warrants shall be placed by way of a private placement. The proposed price of each New Share shall be SGD 0.08. The proposed exercise price of each warrant shall be SGD 0.08. The private placement price shall be at a price no lower than the New Share price. Based on the existing share capital, in the event that all New Shares are subscribed, MMPLC will allot and issue 70,666,443 new ordinary shares and 1,413,328,857 warrants. The increase of share capital to existing shareholders in proportion to their shareholding percentage and issue of warrants are subject to MMPLC shareholders' approval.

*Subsidiary – TSS**Acquisition of vessel*

On 8 December 2020, TSS entered into a Memorandum of Agreement to acquire a vessel at the purchase price of US Dollar 18.25 million. The vessel was delivered to TSS on 21 January 2021.

*Subsidiary - PMTA**Dividend declaration*

At the Board of Directors' meeting of PMTA held on 24 February 2021, the Board of Directors approved to propose the appropriation of dividends for the year ended 31 December 2020 of Baht 0.7 per share, amounting to Baht 70.8 million, to the Annual General Meeting of PMTA which will be held in April 2021.

*Joint venture – TI**Dividend declaration*

On 11 January 2021, the Annual General Meeting of TI approved to pay dividends of USD 1.0 million, or equivalent to THB 30.1 million, from retained earnings for the year ended 31 December 2020. The dividends were paid in January 2021.

Thoresen Thai Agencies Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

37 Reclassification of accounts

Certain reclassifications have been made in the consolidated financial statement for the year ended 31 December 2019 to conform to the classification used in the consolidated financial statement for the year ended 31 December 2020 as follow:

	Consolidated financial statements		
	Before reclass	Reclass	After reclass
	<i>(in thousand Baht)</i>		
<i>Statement of income</i>			
<i>For the year ended 31 December 2019</i>			
Vessel operating expenses	(5,674,004)	(16,032)	(5,690,036)
Other income	1,094,103	21,108	1,115,211
Finance costs	(472,330)	(5,076)	(477,406)
		<u> -</u>	

The reclassification have been made because in the opinion of management, the new classification is more appropriate to the Group's business.

Remuneration of Auditors

Audit Fee

For the financial year 2020 ended 31 December 2020 (1 January - 31 December 2020)

Unit : Thai Baht

Company	Audit Fee for KPMG	Audit Fee for other auditing firms	Total Fee (by company)
TTA	3,924,000	-	3,294,000
TTA's Subsidiaries	16,963,044	1,912,116	18,875,160
Total Audit Fee (by auditing firm)	20,887,044	1,912,116	22,799,160

Non-Audit Service Fees

For the financial year 2020 ended 31 December 2020 (1 January - 31 December 2020)

Unit : Thai Baht

Company	Non-audit Service Fee for KPMG	Non-audit Service Fee for other auditing firms	Total Fee (by company)
TTA	423,393	-	423,393
TTA's Subsidiaries	1,538,306	2,295,005	3,833,312
Total Non-Audit Service Fees (by auditing firm)	1,961,700	2,295,005	4,256,705

Note : Non-audit service fees for the financial year 2020 ended 31 December 2020 (1 January - 31 December 2020) were primarily relating to the tax advice and laws.

Corporate Information

As of 31 December 2020

Name of Company	:	Thoresen Thai Agencies Public Company Limited
Initial	:	TTA
Registration No.	:	0107537002737
Date of Establishment	:	16 August 1983
Date of Conversion to Public Company Limited	:	15 December 1994
Date of Listing Ordinary Shares in SET	:	25 September 1995
Type of Business	:	Investment Holding with 5 core business groups: Shipping, Offshore Service, Agrochemical, Food & Beverage and Investment
Office Address	:	26/26-27 Orakarn Building, 8 th Floor, Chidlom Alley Ploenchit Road, Lumpinee Sub-District, Pathumwan District, Bangkok 10330, Thailand Telephone : +66 (0) 2254-8437 Facsimile : +66 (0) 2655-5631 Email : Investors@thoresen.com Website : http://www.thoresen.com
Investor Relations Department	:	Telephone : + 66 (0) 2254-8437 ext 292 Facsimile : +66 (0) 2655-5631 Email : Investors@thoresen.com
Company Secretary Office	:	Telephone : + 66 (0) 2254-8437 ext 144 Facsimile : +66 (0) 2655-5631 Email : COR@thoresen.com
Internal Audit Department	:	Telephone : + 66 (0) 2254-8437 ext 156 Facsimile : + 66 (0) 2655-5631

Ordinary Shares

Registered Capital	:	Baht 1,998,446,888
Paid up Capital	:	Baht 1,822,464,564
No. of Issued Shares	:	1,822,464,564 ordinary shares
Par Value	:	Baht 1 per share

Reference Persons

Securities Registrar : Thailand Securities Depository Co., Ltd. (“TSD”)
93, 14th Floor, Ratchadaphisek Road, Dindaeng, Bangkok 10400, Thailand
Telephone : +66 (0) 2009-9000
Facsimile : +66 (0) 2009-9991
SET Contact Center : +66 (0) 2009-9999
Email : SETContactCenter@set.or.th
Website : <http://www.set.or.th/tsd>

Debenture Registrar : Siam Commercial Bank Plc.
9 Ratchadaphisek Road, Jatujak, Bangkok, 10900 Thailand
Telephone : +66 (0) 2544-1000
Facsimile : +66 (0) 2544-2658

Auditors : Mrs. Siripen Sukcharoenyingyong, CPA No. 3636 and/or
Mr. Watchara Pattarapitak, CPA No. 6669 and/or
Mr. Veerachai Ratanajaratkul, CPA No. 4323
from KPMG Phoomchai Audit Ltd.
48th - 51st Floor, Empire Tower
195 South Sathorn Road, Yannawa, Sathorn, Bangkok 10120, Thailand
Telephone : +66 (0) 2677-2000
Facsimile : +66 (0) 2677-2222

Remark : Investors can study additional details of the issuer from the Company’s Annual Information Disclosure Form (Form 56-1) on the SEC’s website at <http://www.sec.or.th>. or on the Company’s website at <http://www.thoresen.com>.

GRI Content Index ⁽¹⁰²⁻⁵⁵⁾

Global Reporting Initiative: Core Option

GRI 101: Foundation 2016

GRI 102: General Disclosures 2016

Disclosure	SDG Goal	Page Number	Detail/Omission
102-1: Name of the organization	-	16	
102-2: Activities, brands, products, and services	-	14-16	
102-3: Location of headquarters	-	131	
102-4: Location of operations	-	12-13	
102-5: Ownership and legal form	-	16	
102-6: Markets served	-	12, 18, 23, 28, 32-33	
102-7: Scale of the organization	-	87	
102-8: Information on employees and other workers	8. Decent Work and Economic Growth	87	Information partially available: TTA plans to improve the data collection and reporting for the next reporting period, providing the total number of employees with permanent and temporary contracts with country-level breakdown.
102-9: Supply chain	-	14-16	
102-10: Significant changes to the organization and its supply chain	-	6-7	
102-11: Precautionary Principle or approach	-	46	
102-12: External initiatives	-	18	
102-13: Membership of associations	-		TTA had no membership associations during the reporting period.
102-14: Statement from senior decision-maker	-	5-7	
102-16: Values, principles, standards, and norms of behavior	16. Peace, Justice, and Strong Institutions	1 16 88 138	- http://th.thoresen.com/misc/cg/20191105-tta-anti-corruption-policy-th.pdf - http://th.thoresen.com/misc/cg/20141107-tta-code-conduct-th.pdf#page=6 - http://www.thoresen.com/business__vision.html
102-18: Governance structure	-	8-9 82	

GRI 102: General Disclosures 2016

Disclosure	SDG Goal	Page Number	Detail/Omission
102-24: Nominating and selecting the highest governance body	5. Gender Equality 16. Peace, Justice, and Strong Institutions	107	
102-28: Evaluating the highest governance body's performance	-	114-115	
102-30: Effectiveness of risk management processes	-	107 111	
102-35: Remuneration policies	-	115	
102-40: List of stakeholder groups	-	128	
102-41: Collective bargaining agreements	8. Decent Work and Economic Growth	-	TTA did not have trade unions during the reporting period.
102-42: Identifying and selecting stakeholders	-	129	
102-43: Approach to stakeholder engagement	-	129-130	
102-44: Key topics and concerns raised	-	129-130	
102-45: Entities included in the consolidated financial statements	-	2-3, 165, 62, 69, 276	Entities included in the consolidated financial statements are TTA and its subsidiaries.
102-46: Defining report content and topic boundaries	-	127-131	The Reporting Principles that define the report content (i.e. stakeholder inclusiveness, sustainability context, materiality, and completeness) were applied.
102-47: List of material topics	-	131	
102-48: Restatements of information	-	-	There were no restatements in this report.
102-49: Changes in reporting	-	-	This is not applicable, as it is TTA's first sustainability report.
102-50: Reporting period	-	128	
102-51: Date of most recent report	-	-	This is not applicable, as it is TTA's first sustainability report.
102-52: Reporting cycle	-	131	
102-53: Contact point for questions regarding the report	-	131	
102-54: Claims of reporting in accordance with the GRI Standards	-	131	
102-55: GRI content index	-	-	
102-56: External Assurance	-	-	None

Material Topics

Disclosure	Global Reporting Initiative	SDG Goal	Page	Detail/Omission
Supply Chain Management				
GRI 103: Management Approaches 2016	103-1: Explanation of the material topic and its boundary	16. Peace, Justice, and Strong Institutions	132	
	103-2: The management approach and its boundary	5. Gender Equality 8. Decent Work and 16. Peace, Justice, and Strong Institutions	132-133	
	103-3: Evaluation of the management approach	16. Peace, Justice, and Strong Institutions	132-133	TTA plans to improve the data collection and reporting for the next reporting period.
GRI 308: Supplier Environmental Assessment 2016	308-1: New suppliers that were screened using environmental	-	132	Information unavailable: TTA plans criteria to improve the data collection and reporting for the next reporting period.
GRI 414: Supplier Social Assessment 2016	414-1: New suppliers that were screened using social criteria	5. Gender Equality 8. Decent Work and Economic Growth 16. Peace, Justice, and Strong Institutions	132	Information unavailable: TTA plans to improve the data collection and reporting for the next reporting period.
Material Sourcing				
GRI 103: Management Approaches 2016	103-1: Explanation of the material topic and its boundary	-	133	
	103-2: The management approach and its boundary	-	133	
	103-3: Evaluation of the management approach	-	133	TTA plans to improve the data collection and reporting for the next reporting period.
G4 Sector Disclosure: Food Processing	FP1: Percentage of purchased volume from suppliers compliant with company's sourcing policy	-	133	Information unavailable: TTA plans to collect data of the purchased volume from suppliers who are compliant with the company's sourcing policy - TTA will report this data in the next reporting period
Product & Service Quality and Safety				
GRI 103: Management Approaches 2016	103-1: Explanation of the material topic and its boundary	-	134	
	103-2: The management approach and its boundary	-	134	
	103-3: Evaluation of the management approach	-	134	

Disclosure	Global Reporting Initiative	SDG Goal	Page	Detail/Omission
GRI 416: Customer Health and Safety 2016	416-2: Incidents of non-compliance concerning the health and safety impacts of products and services	-	135	Information unavailable: TTA plans to improve the data collection and reporting for the next reporting period.
Customer Relationship Management				
GRI 103: Management Approaches 2016	103-1: Explanation of the material topic and its boundary	-	136	
	103-2: The management approach and its boundary	-	136	
	103-3: Evaluation of the management approach	-	136	
GRI 416: Customer Health and Safety 2016	416-2: Incidents of non-compliance concerning the health and safety impacts of products and services	-	136	Information unavailable: TTA plans to improve the data collection and reporting for the next reporting period.
Technology, Innovation and R&D				
GRI 103: Management Approaches 2016	103-1: Explanation of the material topic and its boundary	-	136	
	103-2: The management approach and its boundary	5. Gender Equality	136	
	103-3: Evaluation of the management approach	-	136	TTA plans to improve the data collection and reporting for the next reporting period.
GRI 203: Indirect Economic Impacts 2016	203-1: Infrastructure investments and services supported	2. Zero Hunger 5. Gender Equality 7. Affordable and Clean Energy 9. Industry, Innovation, and Infrastructure 11. Sustainable Cities and Communities	136	Information unavailable: TTA plans to improve the data collection and reporting for the next reporting period.
Anti-Corruption				
GRI 103: Management Approaches 2016	103-1: Explanation of the material topic and its boundary	16. Peace, Justice, and Strong Institutions	138	
	103-2: The management approach and its boundary	16. Peace, Justice, and Strong Institutions	138	
	103-3: Evaluation of the management approach	16. Peace, Justice, and Strong Institutions	138	
GRI 205: Anti-Corruption 2016	205-3: Confirmed incidents of corruption and actions taken	16. Peace, Justice, and Strong Institutions	138	

Disclosure	Global Reporting Initiative	SDG Goal	Page	Detail/Omission
Energy Management				
GRI 103: Management Approaches 2016	103-1: Explanation of the material topic and its boundary	12. Responsible Consumption and Production 13. Climate Action 16. Peace, Justice, and Strong Institutions	140	
	103-2: The management approach and its boundary	8. Decent Work and Economic Growth 12. Responsible Consumption and Production 13. Climate Action 16. Peace, Justice, and Strong Institutions	140	
	103-3: Evaluation of the management approach	12. Responsible Consumption and Production 13. Climate Action 16. Peace, Justice, and Strong Institutions	140	TTA plans to improve the data collection and reporting for the next reporting period.
GRI 302: Energy 2016	302-1: Energy consumption within the organization	7. Affordable and Clean Energy 8. Decent Work and Economic Growth 12. Responsible Consumption and Production 13. Climate Action	140	Information unavailable: TTA plans to improve the data collection and reporting for the next reporting period.
GRI 307: Environmental Compliance 2016	307-1: Non-compliance with environmental laws and regulations	16. Peace, Justice, and Strong Institutions	140	TTA plans to improve the data collection and reporting for the next reporting period.
Greenhouse Gas Emissions				
GRI 103: Management Approaches 2016	103-1: Explanation of the material topic and its boundary	12. Responsible Consumption and Production 13. Climate Action	141	
	103-2: The management approach and its boundary	12. Responsible Consumption and Production 13. Climate Action	141-144	
	103-3: Evaluation of the management approach	12. Responsible Consumption and Production 13. Climate Action	141-143	TTA plans to improve the data collection and reporting for the next reporting period.

Disclosure	Global Reporting Initiative	SDG Goal	Page	Detail/Omission
GRI 305: Emissions 2016	305-1: Direct (Scope 1) GHG emissions	12. Responsible Consumption and Production 13. Climate Action	141-143	Information unavailable: TTA plans to improve the data collection and reporting for the next reporting period.
	305-2: Energy Indirect (Scope 2) GHG emissions		141-143	Information unavailable: TTA plans to improve the data collection and reporting for the next reporting period.
Water & Wastewater Management				
GRI 103: Management Approaches 2016	103-1: Explanation of the material topic and its boundary	12. Responsible Consumption and Production 14. Life Below Water	144	
	103-2: The management approach and its boundary	8. Decent Work and Economic Growth 12. Responsible Consumption and Production 14. Life Below Water	144	
	103-3: Evaluation of the management approach	12. Responsible Consumption and Production 14. Life Below Water	144	TTA plans to improve the data collection and reporting for the next reporting period.
GRI 303: Water and Effluents 2018	303-1: Interactions with water as a shared resource	3. Good Health and Well-being 6. Clean Water and Sanitation 8. Decent Work and Economic Growth 12. Responsible Consumption and Production 14. Life Below Water	144	Information unavailable: TTA plans to improve the data collection and reporting for the next reporting period.
	303-2: Management of water discharge-related impacts		144	Information unavailable: TTA plans to improve the data collection and reporting for the next reporting period.
	303-3: Water withdrawal		144	Information unavailable: TTA plans to improve the data collection and reporting for the next reporting period.
	303-4: Water discharge		144	Information unavailable: TTA plans to improve the data collection and reporting for the next reporting period.

Disclosure	Global Reporting Initiative	SDG Goal	Page	Detail/Omission
Waste & Lifecycle Management				
GRI 103: Management Approaches 2016	103-1: Explanation of the material topic and its boundary	12. Responsible Consumption and Production	144	
	103-2: The management approach and its boundary	12. Responsible Consumption and Production	144	
	103-3: Evaluation of the management approach	12. Responsible Consumption and Production	144	TTA plans to improve the data collection and reporting for the next reporting period.
GRI 306: Effluents and Waste 2016	306-2: Waste by type and disposal methods	3. Good Health and Well-being 6. Clean Water and Sanitation 12. Responsible Consumption and Production	144	Information unavailable: TTA plans to improve the data collection and reporting for the next reporting period.
Human Rights and Labor Practices				
GRI 103: Management Approaches 2016	103-1: Explanation of the material topic and its boundary	-	147	
	103-2: The management approach and its boundary	-	147-149	
	103-3: Evaluation of the management approach	-	147-149	TTA plans to evaluate human rights training for all employees, and plans to improve the data collection and reporting for the next reporting period.
GRI 412: Human Rights Assessment 2016	412-2: Employee training on human rights policies or procedures	-	149	Information partially available: TTA plans to improve the data collection and reporting for the next reporting period.
Human Resource Management				
GRI 103: Management Approaches 2016	103-1: Explanation of the material topic and its boundary	-	149	
	103-2: The management approach and its boundary	5. Gender Equality 8. Decent Work and Economic Growth	149	
	103-3: Evaluation of the management approach	-	150	
GRI 401: Employment 2016	401-1: New employee hires and employee turnover	5. Gender Equality 8. Decent Work and Economic Growth	149	Information partially available: TTA plans to improve the data collection and reporting for the next reporting period.

Disclosure	Global Reporting Initiative	SDG Goal	Page	Detail/Omission
Occupational Health and Safety				
GRI 103: Management Approaches 2016	103-1: Explanation of the material topic and its boundary	-	151	
	103-2: The management approach and its boundary	8. Decent Work and Economic Growth	151 156	
	103-3: Evaluation of the management approach	-	152-154	TTA plans to improve the data collection and reporting for the next reporting period.
GRI 403: Occupational Health and Safety 2018	403-1: Occupational health and safety management system	3. Good Health and Well-being 8. Decent Work and Economic Growth	152-154	
	403-2: Hazard identification, risk assessment, and incident investigation	Economic Growth	152-154	TTA plans to develop the hierarchy of controls and report the topic in the next reporting period.
	403-3: Occupational health services		152-154	
	403-4: Worker participation, consultation, and communication on occupational health and safety		152-154	TTA plans to develop the process for worker participation and consultation related to occupational health and safety and report the topic in the next reporting period.
	403-5: Worker training on occupational health and safety		152-154	
	403-6: Promotion of worker health		152-154	
	403-7: Prevention and mitigation of occupational health and safety impacts directly linked by business relationships		152-154	TTA plans to improve the prevention and mitigation of occupational health & safety impacts that are directly linked by business relationships.
	403-8: Workers covered by an occupational health and safety management system			
	403-9: Work-related injuries		154	Information partially available: TTA plans to improve the data collection and reporting for the next reporting period.
Community Development & Involvement				
GRI 103: Management Approaches 2016	103-1: Explanation of the material topic and its boundary	-	156	
	103-2: The management approach and its boundary	-	156	
	103-3: Evaluation of the management approach	-	156	

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GRI 413: Local Communities 2016	Operations with local community engagement, impact assessments, and development programs	-	156	Information unavailable: TTA will improve the data collection and reporting in the next reporting period.

TTA
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