**To the Shareholders of Italian-Thai Development Public Company Limited**

*Qualified Opinion*

I have audited the consolidated and separate financial statements of Italian-Thai Development Public Company Limited and its subsidiaries (the “Group”), which comprise the consolidated and separate statement of financial position as at 31 December 2020, the consolidated and separate statements of profit and loss and other comprehensive income, changes in shareholders’ equity and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, except for the possible effects of the matters described under the Basis for Qualified Opinion paragraph, the accompanying consolidated and separate financial statements present fairly, in all material respects, the consolidated financial position of Italian-Thai Development Public Company Limited and its subsidiaries as at 31 December 2020, and its consolidated and separate financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

*Basis for Qualified Opinion*

The basis for my qualified opinion are as follows:

* As discussed in Note 18 to the financial statements, the consolidated and separate financial statement as at 31 December 2020 include the development costs for concession right - Dawei Project of Baht 7,825.34 million and Baht 5,205.96 million, respectively. Such amounts represent project costs for developing the industrial estate and related infrastructure and utilities in the Dawei Special Economic Zone (“DSEZ”) for obtaining concession right. Such development right was previously granted by the government of the Republic of the Union of Myanmar (the project is managed by Dawei Special Economic Zone Management Committee, “DSEZ MC”). The Group had developed some areas in this project since the year 2010. Subsequently in the year 2013, such project under development has been supported by the Governments of Thailand and the Republic of the Union of Myanmar which had established the Special Purpose Vehicle (Dawei SEZ Development Company Limited “SPV”) to mutually promote the project and determine the development policy of the project. The DSEZ MC and SPV determined to reimburse the Group the previously costs incurred under Tripartite Memorandum. The reimbursement will be obtained from new investors of each concession project in accordance to the results of due diligence assessment undertaken by the consulting firm appointed by the SPV. The Parties under the memorandum has mutually agreed that the Due Diligence report will be submitted directed and exclusively submit to the SPV in order to summarize amount reimbursement as stipulated in the Term of Reference (TOR) of the new investor of each concession. Under such mutually agreed memorandum, the Group currently does not have access to nor can claim any rights to such Due Diligence report.

However, in the year 2015, the DSEZ MC has considered the Dawei SEZ development plan and development of the Dawei Special Economic Zone Initial Phase (DSEZ Initial Phase) to develop an industrial estate of 27 square kilometers and related infrastructure and utilities. The subsidiaries in overseas and investors (“the Concessionaires”) has signed 7 concession agreements for the rights to develop 8 concession projects with the DSEZ MC. The DSEZ MC, SPV and the Group entered into the Supplemental Memorandum of Understanding to the Tripartite Memorandum to define the framework conditions to the Company for the Land Right Option for development and management of the DSEZ Initial Phase to compensate the reimbursement of the Group’s previously invested. The Company will be able to exercise such option when the Concessionaires and the DSEZ MC fulfill all the Conditions Precedent (CP) as determined in the Concession Agreements for the Initial Phase. The Concessionaires had complied with such condition except for the signing of Land Lease Agreement and the payment of annual concession fee since the Concessionaires and the DSEZ MC have not yet agreed to the content and condition of the Land Lease Agreement. The Concessionaires therefore explained to the DSEZ MC to request for the payment for the annual concession fee of each concession including interest to the DSEZ MC when the Concessionaires obtained the Land Lease Agreement of each concession which have been agreed by both parties.

However, on the 30 December 2020, the Concessionaires received the Notice of Termination for all concession agreements of the DSEZ Initial Phase from the DSEZ MC claiming that the Concessionaires had breached the conditions of the concession agreement relevant to the payment of annual concession fee and the conditions of the concession agreement for the Initial Industrial Estate and Two-lane Road which additional determined by the DSEZ MC. This requires the Concessionaires to enforce Italian-Thai Development Public Company Limited. to sign the document releasing the Group’s right to reimburse the previous investments in the Tripartite Memorandum.

In order to protect the right to reimburse investment cost mention in the aforementioned memorandum, on 19 January 2021, the Concessionaires has sent the notice to elucidate the reason for cancellation of agreement to the DSEZ MC disputing that the additional conditions stated are not form part of the mutually agreed by the Concessionaries but merely came from the judgement of the DSEZ MC only. The Concessionaire has proposed a discussion on this matter which is under process of consideration from such entity.

As above mentioned, although the right for the reimbursement of the investments in the Dawei Special Economic Zone and related infrastructure and utilities which the Group has previous invested still refer in the Tripartite Memorandum. However, the reimbursement amount is depending on the Due Diligence report from the advisor of SPV, for which the Group currently does not have the right to access to such report. It also depends on the progress of the development of the DSEZ (Full Phase), which is dependent upon the support from the Government of Thailand and the Government of Republic of the Union of Myanmar to promote the concession projects in the future as well as the investment from new investors who are interested in each concession project. The Group's management is unable to assess the potential impact (if any) on the realizable value of the development costs for concession right - Dawei Project whether the reimbursement amount will be higher or lower than the project development costs recorded by the Group in the financial statements or not. In addition, the potential impact from the Notice of Termination for all concession agreements of the DSEZ Initial Phase which is under negotiation with the DSEZ MC and cannot be presently concluded. Moreover, the current political unrest and economic situation in the Republic of the Union of Myanmar which still present the uncertainty that may affect to the development of such projects of the Group in the future. Therefore, I am unable to assess the potential impact (if any) on the amount of the development costs for the concession right - Dawei Project and unable to consider the effect it may have on the consolidated and separate financial statements cause from the uncertainty and the limitations of the situation as mentioned above.

* As discussed in Note 16.3 to the financial statements, the consolidated statement of financial position as at 31 December 2020 included an investment in joint venture accounted for by the equity method of Baht 179.33 million. Such amount was based on the financial information of a joint venture as of 30 September 2019 which had been reviewed by the joint venture’s auditor. The joint venture’s management was unable to prepare the financial information up to date since the joint venture and the project owner have been in dispute regarding the termination of construction contract and are in process of negotiation for the realizable value of assets, netted of current obligation in liabilities and contingent liabilities. The joint venture’s management is unable to assess the potential impact (if any) from the termination of such construction contract which an outcome cannot presently be concluded. I am unable to assess the potential impact that may need to adjust the accounting transactions relevant to the accounted for by equity method in such joint venture.
* As discussed in Note 9 to the financial statements, the consolidated and separate statement of financial position as at 31 December 2020 included trade accounts receivable from a State Enterprise for a construction project totalling Baht 1,125.79 million for which the construction work has been completed in September 2019 and the Company has been negotiating for the collection of this outstanding amount which has been held by the project owner since the construction project was completed after the key completion dates (Key Date) and the ended date under construction contract. In January 2020, the Company opposed to the claims by submitting letters declaring the causes of the delays from the project plan that need the Company to request for the revision/extension of the completion date as initially determined in the construction contract with the project owner. Such declarations are concerned with many cases and events which impacted the delay of construction work. In September 2020, the Company received a notification from the project owner summarizing the consideration of the extension of the completion dates for some cases of the delay causes and reduction in the penalty charges. However, the Company still opposed to the extended number of days relating to the causes of construction delays as approved by the project owner. Consequently, the Company submitted a letter to the project owner to reserve the right for abstaining and reducing the remaining penalty charges and request for receive the payment for the construction work which has been held. The Company also requests for the extension of completion date of construction for the delays caused by other cases which are being proposed to the Board of Directors of the project owner for further approval. The Company’s management is currently unable to assess the impact of such matter which are depending on the events that cannot be presently concluded. I am unable to assess the potential impact (if any) to such outstanding trade accounts receivable in the consolidated and separate financial statement.

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

*Emphasis of Matter*

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

1. As discussed in Notes 16.2, 19 and 26 to the financial statements, the Group has significant investments in projects with Thailand and overseas Government Agencies which projects are under development stages, whereby the future development to meet the milestone of such projects are dependent upon various circumstance and factors. The investments in the significant projects included in the consolidated and separate financial statements as of 31 December 2020 are as follows:

* As discussed in Note 16.2 to the financial statements, the Company has investment in bauxite mining, and the construction of Alumina Production Plant Project. Such investment was made through an associated company which was established in Lao People’s Democratic Republic. The Company has investment in associated company in order to invest in such project including trade account receivable, retention receivable and loan to associated company totalling of Baht 1,087.80 million. This associated company has obtained the concession right for bauxite mining from the Government of Lao People’s Democratic Republic and has been in consideration process for approval of the ESIA Certificate from the authority entity in order to start the construction of alumina production plant. In addition, the associated company’s management is in the process of negotiating with strategic partner to obtain the project financing for future development of the project since the associated company requires significant amount of investment for the development such project.
* As discussed in Note 19 to the financial statements, the subsidiary company has costs of acquiring rights to survey and development a potash mining project of Baht 2,293.49 million, and costs of survey and mining project development totalling Baht 953.57 million. The application for potash mining concessions is in process of consideration from the government. The Company’s management believes that this project will be approved by the government and will become operational in the future as the process for concessionaire application has been completed. The investment in such project after obtaining the potash mining concessions from the government requires significant financing.
* As discussed in Note 26 to the financial statements, the consolidated and separate financial statements included deferred concession costs and costs of project under development in the Republic of Mozambique of Baht 2,284.28 million and Baht 1,993.23 million, respectively. Such amounts represent costs for the concession right and development costs for construction of a Heavy Haul Railway Lines and construction of a Deep - Sea Port which the subsidiary company obtained from the Government of the Republic of Mozambique. The progress of such project under development is dependent on the negotiation with a strategic partner in the future as well as the approval for the project finance from the financial institution.

1. I had previously expressed a qualified opinion on the consolidated financial statements for the year 2019 in respect of the doubtful collection of trade accounts receivable of an overseas subsidiary of Baht 238.46 million (net allowance for impairment loss of Baht 46.04 million) which was in process of collection under a debt settlement plan. At present, such debtor, is unable to fulfil its commitment as planned and has requested to extend the debt settlement plan since it has been facing with the project operating problem caused by the effect of Corona virus 2019 pandemic. The management of subsidiary company had reassessed to have higher degree of doubt about the collection of such receivable, and therefore considered to recognize the full allowance for impairment loss which affected the consolidated statements of profit or loss for the year ended 31 December 2020 as discussed in Note 9 to the financial statements.
2. I had previously expressed a qualified opinion on the consolidated financial statements for the year 2019 in respect of the doubtful collection of trade accounts receivable and earned revenues not yet billed of an overseas subsidiary of Baht 121.55 million and Baht 63.48 million, respectively. The subsidiary’s management has negotiated/discussed with the debtor for debt collection and for the financial support from the group companies of the debtor to provide financial support to complete the construction project. However, such negotiation/discussion has not been approved from the Board of Director of the group companies of the debtor. The management of subsidiary company therefore considered recognizing impairment loss for the full amount of such receivable which affected the consolidated statements of profit or loss for the year ended 31 December 2020 as discussed in Note 9 to the financial statement.
3. As discussed in Note 12.1 to the financial statements, the consolidated financial statements as at 31 December 2020 include the Company’s portion of earned revenues not yet billed of Baht 276.94 million for a construction project with a State Enterprise of an overseas joint venture between the Company and an overseas subsidiary. The Joint Venture has completed the construction work in previous years and received the Taking Over Certificate from the project owner but has not been able to issue billing for the final work done. The joint venture has submitted the Statement of Completion to the project owner for issuing the Final Completion Certificate to enable it to issue billing for the work done. The recoverability of such earned revenues not yet billed is dependent on the outcome from the negotiation with the project owner which cannot presently be concluded caused by the Corona virus 2019 pandemic situation. However, the joint venture’s management is confident to get the final bill certification and will be able to collect the full payment from the project owner subsequently.
4. As discussed in Note 6 to the financial statements, the consolidated financial statement for the year ended 31 December 2019 which presented as comparative information has been restated from the impact of the increase in shares capital and change in the shareholder structure of an overseas subsidiary during the 3rd and 4th quarter of the year 2019 which has newly issued common shares to the new investors at the par value which the price is lower than the fair value of shares from the valuation report appraised by the independent financial advisor which completed in the year 2020. Such transaction is determined as share-based payment transaction under Thai Financial Reporting Standards No. 2 “Share-based Payments”, the subsidiary measured the fair value of shares at the granted date to recognize the different price of shares as expenses relating to the increase in shareholder’s equity of subsidiary company of Baht 1,543.14 million in the consolidated statements of profit and loss for the nine-month period ended 30 September 2019. As a consequence of the completeness of shares capital increase, the subsidiary restructuring of shareholders during the 4th quarter of the year 2019 and the new investors have power to jointly control such subsidiary with the Company. Therefore, the Company losses control in such subsidiary. The Company has adjustment to recognizes the investment retained in the former subsidiary (joint control company at present) at the fair value of Baht 1,295.00 million and recognizes the difference between the fair value and the derecognizes of carrying amounts of net asset and capital reserve for share-based payment which has been recognized as at 30 September 2019 as gain from the loss of control in subsidiary of Baht 2,838.14 million in the consolidated financial statements for the year ended 31 December 2019. The appraisal of fair value of such subsidiary was assessed by the independent financial advisor using the Income Approach method and discounted the future cash flows to present value. This is based on the information and assumptions about the possibility of the project to estimate the expected future cash inflows and outflows since at present, the concession project of such joint control company (former subsidiary) is under the construction period. The actual cash flows are subject to change which depending on the various factors in the future.

*Key Audit Matters*

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

| **Key audit matters** | **How the matter was addressed in the audit** |
| --- | --- |
| **Revenue recognition for construction contract**  The Group and the Company have revenues from construction services for the year ended 31 December 2020 of Baht 46,189.11 million and Baht 35,293.89 million, respectively. Revenue recognition for construction services requires significant judgment and assumption to assess the appropriateness of the estimation of transaction relating to the revenue recognition in each contract.  Revenues from construction services of the Group are recognized over time by measuring the progress of construction work by contract, by the percentage of cumulative costs incurred with total costs budget estimation until the completion of the project. The estimation of costs budget, including the provision for loss on construction project, requires significant judgment of the management which continuous reviewed throughout the construction periods and the estimates need to be adjusted as necessary. In addition, the revenues from contract modification which have not yet been determined for the corresponding change in price requires significant judgment of the management to assess the probable of the Group will be entitled of the consideration amount and estimates the change to transaction prices and amounts which the Group will be entitled to receive.  Revenues from construction services are material and have a significant impact to accounting transactions which are related to the construction contract, including earned revenues not yet billed, receipts in excess of contracted work in progress and costs of construction.  The Group and the Company disclosed accounting policies relating to revenue recognition, detail of revenues from construction services and balance of accounting transactions relating to revenue recognition in Notes 4, 12 and 48 to financial statements. | My audit procedures are summarized below:   * Obtained an understanding the process and internal control for the preparation of reports and budgets estimation used for the determination of the percentages of completion of construction projects of the Group and the Company. * Sampling tested cost budgets estimation for construction projects by making inquiry of responsible executives and assessed the appropriateness of estimation. * Tested and assessed the reasonableness of changes in estimated costs during the year. * Sampling verified the actual costs with supporting documents and assessed the reasonableness of estimated costs to complete the construction for evaluate the possible losses on the construction projects. * Compared gross profit from the start of projects  up to date to evaluate and assess the appropriateness of estimated costs. * Sampling tested contracts with changed orders during the year with supporting documents and assessed the reasonableness of consideration which the Group and the Company will be entitled to receive from the contract modification which prices have not yet been fixed. * Tested the bills for payment from client during the year with construction contracts and client’ acceptance documents to determine the appropriateness of earned revenues not yet billed and receipts in excess of contracted work in progress. * Sampling visited sites for significant projects to obtain understanding of the progress of projects work by discussion with responsible engineers and compared the percentages of physical completion of construction as determined by engineers with percentages of completion based on accounting method to ensure that the revenues and costs recognition are made correspondingly. * Assessed the adequacy of the Group’s and the Company’s disclosure for revenues from construction service recognition. |
| **Impairment loss of trade and other accounts receivable**  As at 31 December 2020, the Group and the Company have trade and others accounts receivable net of allowance for impairment loss of Baht 12,187.12 million and Baht 12,468.47 million, respectively. The Group and the Company recognized allowance for impairment loss during the year of Baht 199.75 million and reversal of allowance for impairment loss of Baht 49.79 million, respectively.  The estimation of allowance for impairment loss to reflect realizable of trade and other receivables that may result from non-collection including the expected credit loss. Management is required to use judgment to assess the appropriateness of estimation and assumption, including the probability for collection based on circumstances including the consideration for the significant increase in credit risk from initial recognition, except for the matters discussed under the basis for qualified opinion.  The Group and the Company disclosed balance of trade accounts receivable and other receivable in Notes 9 and 10 to financial statements. | My audit procedures are summarized below:   * Obtained an understanding of the internal controls related to procedures for the assessment of recoverable amount from the collection of trade and other accounts receivable including the process to consider the expected credit loss to determine the appropriateness of management estimates for the realization. * Reviewed the aging of receivables that have been long outstanding and developed expectation of allowance for impairment loss based on the circumstances for comparison with the allowance for impairment loss recognized by the Group and the Company. Considered the reason for the differences and the appropriateness of allowance for impairment loss. * Assessed the realizable values of receivables including subsequent collection testing together with the assessment of the cash flows projection of debtors to assess their ability to settle their accounts in the future. * Assessed the adequacy of the Group’s and the Company’s disclosure for trade accounts receivable and allowance for impairment loss. |
| **Investments in subsidiaries and goodwill, investments in associated and joint control companies**  *Investment in subsidiaries and goodwill*  As at 31 December 2020, the Company has investments in subsidiaries net of allowance for impairment of investment of Baht 11,788.29 million. The Company recognizes allowance for impairment of investment during the year of Baht 221.81 million. In addition, the Company has goodwill of Baht 852.50 million which arose from the acquisition of investments in Potash mining, cement business in Thailand and construction business in India.  *Investment in associated and joint control companies*  As at 31 December 2020, the Group and the Company have investments associated and joint control companies accounted by the equity method in the consolidated financial statements totaling of Baht 2,333.08 million, which has been recorded at cost of Baht 2,369.98 million in the separate financial statements  In consideration of the recoverable amount of investments in subsidiaries, associated and joint control companies, including the impairment test of goodwill, management is required to use highly judgment for the assessment of appropriate estimates and significant assumptions relating to the subsidiaries and associated and joint control companies’ ability to operate profitably, including their future cash flows projection and expenses from the continuing operations of such businesses and the use of the appropriate discount rate to discount cash flows projection used for the calculation of recoverable amount.  The Group and the Company disclosed accounting policies and detail of investments in subsidiaries, associated and joint control companies and goodwill in Notes 4, 16 and 25 to financial statements. | My audit procedures are summarized below:   * Obtained an understanding of the process for assessment of recoverable amounts of investments in subsidiaries, associated companies and group of business units. * Considered the indication of impairment for investments in subsidiaries, associated companies, and goodwill of each business unit. * Considered the reasonableness of management’s assumptions and procedures for calculation of cash flow projections including the tests of documents supporting the best estimates of management, especially the projected growth in revenues, gross margins and operating net income of subsidiaries and business units. * Tested the calculation and assess the appropriateness of discount rates used by management for the recoverable amounts from investments in subsidiaries and goodwill. * Assessed the appropriateness of the management estimates by reviewing the actual operating results to the estimates in the prior year. * Considered the key drivers as the sensitivity analysis and the impact to recoverable amounts of investments in subsidiaries, and goodwill. * Considered the recoverable amounts of investments in projects under development which the Company invested through the associated and joint control companies by assessing project feasibility study and other environment factors. * Considered the adequacy of the Group’s and Company’s disclosures for investment in subsidiaries and goodwill, investments in associated and joint control companies. |
| **Investments in projects under development**  The Group and the Company have significant investments in projects with Thailand and overseas Government Agencies which are in stages of project development. The total amount of the investments in the consolidated and separate financial statements as of 31 December 2020 are as follows:   * Development costs for concession right - Dawei project of Baht 7,825.34 million and Baht 5,205.96 million, respectively. * Potash mining right of Baht 2,293.49 million and deferred exploration and development costs of Baht 953.57 million. * Deferred concession costs and costs of project under development in Mozambique of Baht 2,284.28 million and Baht 1,993.23 million, respectively.   The assessment of the realizable value of the investments in such projects, requires management high judgment about the future project feasibility, forecasted cash flows and expenses from operations in such projects, except for the matters discussed under the basis for qualified opinion.  The details of the investments in project under development are disclosed in Notes 18, 19 and 26. | My audit procedures are summarized below:   * Obtained an understanding of the process for assessment of recoverable amounts of projects which the Group and the Company have invested. * Considered the feasibility of projects and assessed the progress of the projects in various sides which the Group’s and the Company’s executive management have periodically discussed with the project owners and Government Agencies along with the review of supporting evidence. * Considered the reasonableness of management’s assumptions and procedures used for calculation of cash flows projection including the review of documents supporting the best estimates of management, especially the projected revenues, gross margins and operating profits from the projects which the Group and the Company invested. * Considered the adequacy of the Group’s and Company’s disclosures for investments in projects under development. |
| **Share-based payment transaction and gain from the loss of control in subsidiary**  The Company has restated the financial statement from the impact of the increase in shares capital and change in the shareholder structure of an overseas subsidiary as discussed in Note 6 to the financial statement. The Company recognizes the impact from shares-based payment transaction of Baht 1,543.14 million and recognizes the investment retained in the former subsidiary (joint control company at present) at the fair value of Baht 1,295.00 million and recognizes the difference between the fair value and the derecognizes of carrying amounts of net asset and capital reserve for share-based payment which has been recognized as gain from the loss of control in subsidiary of Baht 2,838.14 million in the consolidated financial statements for the year ended 31 December 2019.  The appraisal of fair value of such subsidiary in order to assess the fair value of the shares at the granted date appraised by the independent financial advisor using the Income Approach method and discounted the future cash flows to present value. The management of the Group is required to use highly judgement and significant assumptions relating to the estimate expected future cash inflows and outflows since at present, the concession project of the joint control company (former subsidiary) is in the construction period. The actual cash flows are subject to change which depending on the various factors in the future. | My audit procedures are summarized below:   * Assessed the competency, independence, and objectivity of the independent financial advisor. * Discussed with the subsidiary’s management and independent financial advisor to understand the basis used for measurement of the valuation of the subsidiary. * Tested the calculation and considered the reasonableness of the valuation of fair value of subsidiary includes key assumptions which the management’s subsidiary used in such valuation. * Considered the reasonableness of the information used to estimate the fair value of subsidiary and key information used for calculation the future cash flows. |

*Other Information*

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

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

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

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

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

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

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

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

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

*Auditor’s Responsibilities for the Audit of the Financial Statements*

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

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

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

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

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

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

**Mr. Somckid Tiatragul**

Certified Public Accountant

Registration No. 2785

Grant Thornton Limited

Bangkok

1 March 2021