Kulthorn Kirby Public Company Limited and its subsidiaries Review report and interim financial information For the three-month and six-month periods ended 30 June 2023

Independent Auditor's Report on Review of Interim Financial Information

To the Shareholders of Kulthorn Kirby Public Company Limited

I have reviewed the accompanying consolidated statement of financial position of Kulthorn Kirby Public Company Limited and its subsidiaries as at 30 June 2023, the related consolidated statements of comprehensive income for the three-month and six-month periods then ended, the related consolidated statements of changes in shareholders' equity and cash flows for the six-month period then ended, as well as the condensed notes to the interim consolidated financial statements. I have also reviewed the separate financial information of Kulthorn Kirby Public Company Limited for the same periods (collectively "interim financial information"). Management is responsible for the preparation and presentation of this interim financial information in accordance with Thai Accounting Standard No. 34 Interim Financial Reporting. My responsibility is to express a conclusion on this interim financial information based on my review.

Scope of review

I conducted my review in accordance with Thai Standard on Review Engagements 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Thai Standards on Auditing and consequently does not enable me to obtain assurance that I would become aware of all significant matters that might be identified in an audit. Accordingly, I do not express an audit opinion.

Basis for Disclaimer of Conclusion

As disclosed in Note 1.2 to the interim consolidated financial statements, regarding the Group's ability to continue its operations as a going concern, the Group has sustained operating losses for a number of consecutive years. The Group had net loss from operation in the consolidated statements of comprehensive income for the six-month period ended 30 June 2023 of Baht 500 million (the Company only: Baht 423 million). As at 30 June 2023, the Group's total current liabilities exceeded its total current assets by Baht 3,579 million (the Company only: Baht 4,175 million) and the Group had deficit of Baht 3,824 million (the Company only: Baht 2,942 million). The major current liabilities of the Group consisted of the followings:

- Bank overdraft and short-term loans from financial institutions amounting to Baht 3,435 million (the Company only: Baht 2,148 million),
- Trade and other payables amounting to Baht 591 million (the Company only: Baht 963 million),
 and
- Current portion of long-term loans from financial institutions amounting to Baht 1,078 million (the Company only: Baht 1,068 million), which became payable on demand since the Group was unable to maintain certain financial ratios as specified in the Credit Facility Agreement, as described in Note 11 to the interim consolidated financial statements.

In addition, the Group's equity is less than 50% of paid-up capital and, as a result, the Company's securities are marked with "C" (Caution) sign.

Up to the present, the Group has suffered from a lack of financial liquidity and working capital for purchasing raw materials for productions to fulfill purchase orders from customers and settling liabilities that will come due. The Group's management has implemented various plans, including negotiating with financial institutions to obtain additional working capital, planning to dispose of or rent out assets that are not core assets in its operations, selling lease agreements to Real Estate Investment Trust (REIT). In addition, the Group is considering adjusting the production and distribution strategies and reducing manufacturing costs and other expenses to increase the Group's liquidity. Currently, these plans are still in progress.

These factors indicate significant uncertainties which may has potential interaction of the uncertainties and their possible cumulative effect on the financial statements which cast significant doubt to the Group's ability to continue as a going concern. These depend on the success of plans to seek additional sources of funds, settle liabilities within due dates and improve business operations of the Group.

Disclaimer of Conclusion

Because of the significance of the matters described in the Basis for Disclaimer of Conclusion section of my report, to consolidated financial information of Kulthorn Kirby Public Company Limited and its subsidiaries, and the separate financial information of Kulthorn Kirby Public Company Limited as at 30 June 2023 and for the three-month and six-month periods then ended, I do not express a conclusion on the interim financial information referred to above.

Natteera Pongpinitpinyo Certified Public Accountant (Thailand) No. 7362

EY Office Limited

Bangkok: 11 August 2023

Statements of financial position

As at 30 June 2023

(Unit: Thousand Baht)

	-	Consolidated financial statements		Separate financial statements		
		As at	As at	As at	As at	
	Note	30 June 2023	31 December 2022	30 June 2023	31 December 2022	
		(Unaudited	(Audited)	(Unaudited	(Audited)	
		but reviewed)		but reviewed)		
Assets						
Current assets						
Cash and cash equivalents		57,401	21,436	40,160	4,360	
Trade and other receivables	2, 3	413,393	608,974	80,824	205,167	
Short-term loan to related party	2	-	-	-	60,885	
Short-term loan to unrelated party	4	43,451	-	43,451	-	
Inventories	5	939,220	1,162,838	553,108	668,085	
Current tax assets		2,098	8,075	274	1,443	
VAT receivable		35,200	72,950	27,277	67,146	
Other current assets	-	79,622	80,590	41,906	39,009	
Total current assets	-	1,570,385	1,954,863	787,000	1,046,095	
Non-current assets						
Investments in subsidiaries	6	-	-	2,017,233	2,017,233	
Property, plant and equipment	7	4,508,668	4,959,882	2,763,951	2,923,011	
Right-of-use assets		54,682	65,999	4,202	4,998	
Goodwill on business combination	8	-	-	-	-	
Other intangible assets		43,170	53,240	29,992	33,566	
Deferred tax assets		14,581	17,066	-	-	
Other non-current assets	-	1,122	1,097	803	870	
Total non-current assets	-	4,622,223	5,097,284	4,816,181	4,979,678	
Total assets	=	6,192,608	7,052,147	5,603,181	6,025,773	

Statements of financial position (continued)

As at 30 June 2023

(Unit: Thousand Baht)

		Consolidated financial statements		Separate financial statements		
		As at	As at	As at	As at	
	<u>Note</u>	30 June 2023	31 December 2022	30 June 2023	31 December 2022	
		(Unaudited	(Audited)	(Unaudited	(Audited)	
		but reviewed)		but reviewed)		
Liabilities and shareholders' equity						
Current liabilities						
Bank overdrafts and short-term loans from						
financial institutions	9	3,435,158	3,706,320	2,147,756	2,196,868	
Trade and other payables	2, 10	590,980	666,177	962,664	890,144	
Short-term loans from related parties	2	-	-	766,000	766,000	
Current portion of long-term loans	11	1,078,467	1,088,148	1,067,643	1,082,803	
Current portion of lease liabilities		18,115	18,624	1,642	1,620	
Dividend payable		888	888	884	884	
Other current financial liabilities		-	79	-	-	
Other current liabilities		25,707	25,226	15,499	12,693	
Total current liabilities		5,149,315	5,505,462	4,962,088	4,951,012	
Non-current liabilities						
Long-term loans, net of current portion	11	47,665	21,576	-	-	
Lease liabilities, net of current portion		9,832	18,469	2,589	3,406	
Deferred tax liabilities		340,786	373,912	172,577	186,623	
Provision for long-term employee benefits		229,756	221,407	112,117	107,996	
Total non-current liabilities		628,039	635,364	287,283	298,025	
Total liabilities		5,777,354	6,140,826	5,249,371	5,249,037	

Statements of financial position (continued)

As at 30 June 2023

(Unit: Thousand Baht)

	Consolidated fin	ancial statements	Separate financial statements		
	As at	As at	As at	As at	
	30 June 2023	31 December 2022	30 June 2023	31 December 2022	
	(Unaudited	(Audited)	(Unaudited	(Audited)	
	but reviewed)		but reviewed)		
Liabilities and shareholders' equity (continued)					
Shareholders' equity					
Share capital					
Registered					
1,500,000,000 ordinary shares of Baht 1 each	1,500,000	1,500,000	1,500,000	1,500,000	
Issued and fully paid up					
1,500,000,000 ordinary shares of Baht 1 each	1,500,000	1,500,000	1,500,000	1,500,000	
Share premium	700,000	700,000	700,000	700,000	
Surplus from business combination					
under common control	207,898	207,898	-	-	
Retained earnings (deficits)					
Appropriated - statutory reserve	120,000	120,000	120,000	120,000	
Unappropriated	(3,943,606)	(3,638,575)	(3,061,764)	(2,723,066)	
Other components of shareholders' equity	1,830,962	2,021,998	1,095,574	1,179,802	
Total shareholders' equity	415,254	911,321	353,810	776,736	
Total liabilities and shareholders' equity	6,192,608	7,052,147	5,603,181	6,025,773	

	Directors

Statements of comprehensive income

For the three-month period ended 30 June 2023

(Unit: Thousand Baht except loss per share expressed in Baht)

		Consolidated financial statements		Separate financial statements		
	<u>Note</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	
Profit or loss:						
Revenues						
Revenue from contracts with customers	13	832,325	1,498,745	345,417	735,636	
Rental income		688	1,326	3,111	3,130	
Other income		2,704	9,972	3,528	4,876	
Total revenues		835,717	1,510,043	352,056	743,642	
Expenses						
Cost of sales and services		856,326	1,562,217	403,163	818,337	
Selling and distribution expenses		13,407	19,626	5,370	10,528	
Administrative expenses		211,068	109,768	104,654	58,264	
Loss on exchange		2,339	5,022	2,779	35	
Total expenses		1,083,140	1,696,633	515,966	887,164	
Operating loss		(247,423)	(186,590)	(163,910)	(143,522)	
Finance income		13	10	2	-	
Finance cost		(68,042)	(50,487)	(60,732)	(42,782)	
Loss before income tax		(315,452)	(237,067)	(224,640)	(186,304)	
Income tax		538	(423)	2,938	(604)	
Loss for the period		(314,914)	(237,490)	(221,702)	(186,908)	
Other comprehensive income:						
Other comprehensive income to be reclassified						
to profit or loss in subsequent periods:						
Exchange differences on translation of						
financial statements in foreign currency		<u> </u>	(959)	<u> </u>		
Other comprehensive income to be reclassified						
to profit or loss in subsequent periods - net of incon	ne tax	<u> </u>	(959)	<u>-</u> _		
Other comprehensive income for the period		<u>-</u>	(959)	<u>-</u>		
Total comprehensive income for the period		(314,914)	(238,449)	(221,702)	(186,908)	
Basic loss per share (Baht)	12					
Loss attributable to equity holders of the Company		(0.21)	(0.16)	(0.15)	(0.12)	

Statements of comprehensive income

For the six-month period ended 30 June 2023

(Unit: Thousand Baht except loss per share expressed in Baht)

	Consolidated fina		Separate financial statements		
<u>Note</u>	•	2022	<u>2023</u>	2022	
Profit or loss:					
Revenues					
Revenue from contracts with customers 13	1,882,148	3,333,685	775,307	1,609,195	
Rental income	1,376	1,374	6,423	6,460	
Gain on exchange	-	37,147	-	37,867	
Gain on disposal of investment in indirect subsidiary 6	106,687	-	-	-	
Other income	7,081	10,460	10,751	14,852	
Total revenues	1,997,292	3,382,666	792,481	1,668,374	
Expenses					
Cost of sales and services	1,991,100	3,385,893	886,678	1,734,396	
Selling and distribution expenses	30,393	38,819	13,477	19,709	
Administrative expenses	371,964	204,758	208,415	124,230	
Loss on exchange	3,672		5,126		
Total expenses	2,397,129	3,629,470	1,113,696	1,878,335	
Operating loss	(399,837)	(246,804)	(321,215)	(209,961)	
Finance income	13	10	2	49	
Finance cost	(130,571)	(97,884)	(115,759)	(81,605)	
Loss before income tax	(530,395)	(344,678)	(436,972)	(291,517)	
Income tax	30,641	1,802	14,046	1,248	
Loss for the period	(499,754)	(342,876)	(422,926)	(290,269)	
Other comprehensive income:					
Other comprehensive income to be reclassified					
to profit or loss in subsequent periods:					
Exchange differences on translation of					
financial statements in foreign currency	-	(24,421)	-	-	
Exchange differences on translation of					
financial statements in foreign currency recycled to					
profit or loss due to loss of control	3,687		<u> </u>		
Other comprehensive income to be reclassified					
to profit or loss in subsequent periods - net of income ta	ax <u>3,687</u>	(24,421)			
Other comprehensive income for the period	3,687	(24,421)	<u>-</u> _	<u> </u>	
Total comprehensive income for the period	(496,067)	(367,297)	(422,926)	(290,269)	
Basic loss per share (Baht) 12					
Loss attributable to equity holders of the Company	(0.33)	(0.23)	(0.28)	(0.19)	

Kulthorn Kirby Public Company Limited and its subsidiaries Statements of changes in shareholders' equity

For the six-month period ended 30 June 2023

(Unit: Thousand Baht)

_	Consolidated financial statements								
	Other components of shareholders' equity								
						Other compreh	ensive income		
						Exchange			
			Surplus			differences on			
			from business			translation of		Total other	
	Issued and		combination			financial	Revaluation	components of	Total
	fully paid-up		under common	Retained earn	nings (deficits)	statements in	surplus on	shareholders'	shareholders'
_	share capital	Share premium	control	Appropriated	Unappropriated	foreign currency	assets	equity	equity
Balance as at 1 January 2022	1,500,000	700,000	207,898	120,000	(2,913,839)	16,722	870,838	887,560	501,619
Loss for the period	-	-	-	-	(342,876)	-	-	-	(342,876)
Other comprehensive income for the period						(24,421)		(24,421)	(24,421)
Total comprehensive income for the period	-	-	-	-	(342,876)	(24,421)	-	(24,421)	(367,297)
Transfer revaluation surplus on assets									
to retained earnings (deficits)					34,720		(34,720)	(34,720)	
Balance as at 30 June 2022	1,500,000	700,000	207,898	120,000	(3,221,995)	(7,699)	836,118	828,419	134,322
Balance as at 1 January 2023	1,500,000	700,000	207,898	120,000	(3,638,575)	(3,687)	2,025,685	2,021,998	911,321
Loss for the period	-	-	-	-	(499,754)	-	-	-	(499,754)
Other comprehensive income for the period						3,687		3,687	3,687
Total comprehensive income for the period	-	-	-	-	(499,754)	3,687	-	3,687	(496,067)
Transfer revaluation surplus on assets									
to retained earnings (deficits)					194,723		(194,723)	(194,723)	
Balance as at 30 June 2023	1,500,000	700,000	207,898	120,000	(3,943,606)		1,830,962	1,830,962	415,254

Kulthorn Kirby Public Company Limited and its subsidiaries Statements of changes in shareholders' equity (continued)

For the six-month period ended 30 June 2023

(Unit: Thousand Baht)

	Separate financial statements							
					Other components of			
					shareholders' equity			
					Other comprehensive			
					income			
	Issued and				Revaluation	Total		
	fully paid-up	-	Retained earni	ngs (deficits)	surplus on	shareholders'		
	share capital	Share premium	Appropriated	Unappropriated	assets	equity		
Balance as at 1 January 2022	1,500,000	700,000	120,000	(2,066,975)	550,629	803,654		
Loss for the period	-	-	-	(290,269)	-	(290,269)		
Other comprehensive income for the period		<u> </u>	<u>-</u>		<u> </u>	<u>-</u>		
Total comprehensive income for the period	-	-	-	(290,269)	-	(290,269)		
Transfer revaluation surplus on assets								
to retained earnings (deficits)		<u> </u>	<u>-</u>	11,708	(11,708)	<u>-</u>		
Balance as at 30 June 2022	1,500,000	700,000	120,000	(2,345,536)	538,921	513,385		
Balance as at 1 January 2023	1,500,000	700,000	120,000	(2,723,066)	1,179,802	776,736		
Loss for the period	-	-	-	(422,926)	-	(422,926)		
Other comprehensive income for the period		<u> </u>	<u>-</u>		<u> </u>	<u> </u>		
Total comprehensive income for the period	-	-	-	(422,926)	-	(422,926)		
Transfer revaluation surplus on assets								
to retained earnings (deficits)				84,228	(84,228)	<u>-</u>		
Balance as at 30 June 2023	1,500,000	700,000	120,000	(3,061,764)	1,095,574	353,810		

Cash flow statements

For the six-month period ended 30 June 2023

(Unit: Thousand Baht)

	Consolidated fina	incial statements	Separate financial statements		
	2023	2022	<u>2023</u>	2022	
Cash flows from operating activities					
oss before tax	(530,395)	(344,678)	(436,972)	(291,517)	
adjustments to reconcile loss before tax to					
net cash provided by (paid from) operating activities:					
Unrealised loss (gain) on exchange	3,875	(19,540)	4,426	(20,745)	
Gain on fair value adjustments of financial instrument	(79)	(3,127)	-	(3,111)	
The reduction of inventory to net realisable value (reversa	ıl 7,190	(3,038)	16,634	(2,101)	
Allowance for expected credit losses	3,884	5,142	3,670	2,574	
Write-off of doubtful accounts	11,898	-	-	-	
Depreciation and amortisation	301,775	185,231	163,188	94,910	
Amortise right-of-use assets	6,989	6,691	796	1,237	
Amortise deferred revenue from sales and lease back	-	(52)	-	-	
Loss (gain) on sales of property, plant and equipment	1,738	(200)	-	(453)	
Loss on write-off of property, plant and equipment	72	52	-	52	
Provision for long-term employee benefits	10,074	9,993	4,538	4,569	
Write-off of lease liabilities	374	(1,000)	-	(1,000)	
Gain on disposal of investment in indirect subsidiary	(106,687)	-	-	-	
Dividend income	(2)	(2)	(2)	(2)	
Subsidies income from government grants	(917)	(917)	(917)	(917)	
Finance income	(13)	(10)	(2)	(49)	
Finance cost	130,571	97,885	115,758	81,605	
oss from operating activities before					
changes in operating assets and liabilities	(159,653)	(67,570)	(128,883)	(134,948)	
Operating assets (increase) decrease					
Trade and other receivables	179,462	235,191	111,282	284,664	
Inventories	202,092	261,245	103,495	196,625	
Other current assets	46,632	3,844	38,415	(3,183)	
Other non-current assets	(25)	(225)	67	-	
Operating liabilities increase (decrease)					
Trade and other payables	(40,977)	(204,141)	73,246	(297,182)	
Other current liabilities	4,772	(648)	3,723	1,354	

Cash flow statements (continued)

For the six-month period ended 30 June 2023

(Unit: Thousand Baht)

	Consolidated finance	ial statements	Separate financial statements		
	<u>2023</u>	2022	<u>2023</u>	<u>2022</u>	
Cash flows from operating activities (continued)					
Cash flows from operating activities	232,303	227,696	201,345	47,330	
Cash paid for long-term employee benefits	(1,725)	(705)	(417)	-	
Interest received	561	10	2	146	
Interest paid	(112,582)	(98,404)	(94,389)	(82,248)	
Corporate income tax paid	(2,098)	(5,176)	(274)	(696)	
Net cash flows from (used in) operating activities	116,459	123,421	106,267	(35,468)	
Cash flows from investing activities					
Proceeds from sales of property, plant and equipment	280	200	-	460	
Acquisition of property, plant and equipment and					
intangible assets	(7,011)	(4,125)	(5,401)	(1,562)	
Decrease in short-term loans to related parties	-	-	-	10,000	
Decrease in cash from disposal of investment					
in indirect subsidiary	(266,767)	-	-	-	
Dividend income	2	2	2	2	
Net cash flows from (used in) investing activities	(273,496)	(3,923)	(5,399)	8,900	
Cash flows from financing activities					
Increase in bank overdrafts and					
short-term loans from financial institutions	3,849,837	5,164,982	1,092,581	2,051,844	
Decrease in bank overdrafts and					
short-term loans from financial institutions	(3,648,689)	(5,231,342)	(1,141,693)	(2,010,640)	
Cash received from long-term loan	35,803	-	-	-	
Repayment of long-term loans	(19,395)	(10,064)	(15,160)	(10,064)	
Payment of principal portion of lease liabilities	(9,705)	(8,100)	(796)	(1,475)	
Net cash flows from (used in) financing activities	207,851	(84,524)	(65,068)	29,665	
Decrease in translation adjustments	(14,849)	(25,195)	<u> </u>		
Net increase in cash and cash equivalents	35,965	9,779	35,800	3,097	
Cash and cash equivalents at beginning of period	21,436	19,315	4,360	1,023	
Cash and cash equivalents at end of period	57,401	29,094	40,160	4,120	

Cash flow statements (continued)

For the six-month period ended 30 June 2023

(Unit: Thousand Baht)

	Consolidated finance	cial statements	Separate financial statements		
	<u>2023</u>	<u>2022</u>	<u>2023</u>	2022	
Supplemental disclosures of cash flows information					
1) Non-cash related transactions for investing activities					
Other payable from acquisitions of fixed assets	485	1,366	485	24	
Other receivables from sales of fixed assets	-	-	2,350	13,800	
Transfer fixed assets to inventories	5,152	-	5,152	-	
Transfer right-of-use assets to fixed assets	2,470	-	-	-	
Transfer short-term loan to related party					
to short-term loan to unrelated party	60,885	-	60,885	-	
Offset short-term loans to unrelated party					
with trade and other payables	9,128	-	9,128	-	
Offset other receivables from sales of fixed assets					
with trade and other payables	5	460	11,450	438	
Increase in right-of-use assets	560	18,644	-	5,077	
2) Non-cash related transactions for financing activities					
Dividend payable	888	888	884	884	

Kulthorn Kirby Public Company Limited and its subsidiaries Notes to interim consolidated financial statements For the three-month and six-month periods ended 30 June 2023

1. General information

1.1 Corporate information

Kulthorn Kirby Public Company Limited ("the Company") is a public company incorporated and domiciled in Thailand. The Company is principally engaged in the manufacture and distribution of hermetic compressors. The registered address of the Company is 126 Soi Chalongkrung 31, Chalongkrung Road, Khwaeng Lamplatew, Khet Latkrabang, Bangkok.

1.2 Fundamental accounting assumptions

The Group has sustained operating losses for a number of consecutive years. The Group had net loss from operation in the consolidated statements of comprehensive income for the six-month period ended 30 June 2023 of Baht 500 million (the Company only: Baht 423 million). As at 30 June 2023, the Group's total current liabilities exceeded its total current assets by Baht 3,579 million (the Company only: Baht 4,175 million) and the Group had deficit of Baht 3,824 million (the Company only: Baht 2,942 million). The major current liabilities of the Group consisted of the bank overdraft and short-term loans from financial institutions amounting to Baht 3,435 million (the Company only: Baht 2,148 million), trade and other payables amounting to Baht 591 million (the Company only: Baht 963 million), and current portion of long-term loans from financial institutions amounting to Baht 1,068 million), which became payable on demand since the Group was unable to maintain certain financial ratios as specified in the Credit Facility Agreement, as described in Note 11.

In addition, the Group's equity is less than 50% of paid-up capital and, as a result, the Company's securities are marked with "C" (Caution) sign.

Up to the present, the Group has suffered from a lack of financial liquidity and working capital for purchasing raw materials for productions to fulfill purchase orders from customers and settling liabilities that will come due. The Group's management has implemented various plans, including negotiating with financial institutions to obtain additional working capital, planning to dispose of or rent out assets that are not core assets in its operations, selling lease agreements to Real Estate Investment Trust (REIT). In addition, the Group is considering adjusting the production and distribution strategies and reducing manufacturing costs and other expenses to increase the Group's liquidity. Currently, these plans are still in progress and the Group's ability to continue as a going concern depends on the success of the plans. However, the Group's management believes that the Group will be able to continue as a going concern. Management has therefore decided to prepare the Group's interim financial statements under the going concern basis. Accordingly, such financial statements do not include any adjustments relating to the value of assets at expected sale price and the amount of liabilities to be repaid, as well as reclassifications, which may be necessary should the Group be unable to continue its operations as a going concern.

1.3 Basis for the preparation of interim financial statements

These interim financial statements are prepared in accordance with Thai Accounting Standard No. 34 Interim Financial Reporting, with the Company choosing to present condensed interim financial statements. However, the Company has presented the statements of financial position, comprehensive income, changes in shareholders' equity, and cash flows in the same format as that used for the annual financial statements.

The interim financial statements are intended to provide information additional to that included in the latest annual financial statements. Accordingly, they focus on new activities, events, and circumstances so as not to duplicate information previously reported. These interim financial statements should therefore be read in conjunction with the latest annual financial statements.

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

1.4 Basis of consolidation

The interim consolidated financial statements included the financials statements of Kulthorn Kirby Public Company Limited and its subsidiaries ("the Group") and have been prepared on the same basis as that applied for the consolidated financial statements for the year ended 31 December 2022. However, during the period, there was change in the composition of its subsidiary as described in Note 6.

1.5 Significant accounting policies

The interim financial statements are prepared by using the same accounting policies and methods of computation as were used for the financial statements for the year ended 31 December 2022.

The revised financial reporting standards which are effective for fiscal years beginning on or after 1 January 2023, do not have any significant impact on the Group's financial statements.

2. Related party transactions

During the period, the Group had significant business transactions with related parties mainly in respect of sales and purchases of goods. Such transactions, which have been concluded on commercial terms and bases agreed upon in the ordinary course of businesses between the Group and those related parties. There were no significant changes in the transfer pricing policy of transactions with related parties during the current period.

Significant business transactions with related parties are summarised below.

(Unit: Thousand Baht)

	Consoli	idated	Separate		
	financial st	atements	financial statements		
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	
Transactions with subsidiaries					
(eliminated from the consolidated					
financial statements)					
Purchases of goods	-	-	61,696	174,253	
Sales and service income and scrap sales	-	-	16,102	23,181	
Other income	-	-	2,443	3,033	
Rental income	-	-	3,060	3,081	
Interest expenses	-	-	13,790	11,015	
Other expenses	-	-	23,342	10,536	
Transactions with related parties					
Sales and service income and scrap sales	76,729	133,076	23,150	45,608	
Purchases of goods	2,542	1,944	2,403	1,609	
Other expenses	1,261	1,969	236	529	

(Unit: Thousand Baht)

For the six-month	period ended 30 June
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	Consol	idated	Separate			
	financial st	atements	financial statements			
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>		
Transactions with subsidiaries						
(eliminated from the consolidated						
financial statements)						
Purchases of goods	-	-	162,410	380,608		
Sales and service income and scrap sales	-	-	35,149	64,437		
Other income	-	-	5,352	6,600		
Rental income	-	-	6,319	6,361		
Interest expenses	-	-	26,885	20,341		
Other expenses	-	-	38,195	20,270		
Transactions with related parties						
Sales and service income and scrap sales	173,969	298,653	54,666	91,603		
Purchases of goods	6,653	7,981	6,379	7,634		
Other expenses	3,164	6,450	611	1,395		

The outstanding balances of the accounts as at 30 June 2023 and 31 December 2022 between the Company and those related parties are as follows:

			(Unit: Thousand Baht)		
	Consc	olidated	Separate		
_	financial	statements	financial statements		
	30 June	31 December	30 June	31 December	
_	2023	2022	2023	2022	
Trade and other receivables - related parties					
(Note 3)					
Subsidiary companies	-	-	31,239	24,724	
Related companies (related by common					
director/ shareholder)	67,979	87,243	1,063	3,305	
Total trade and other receivables -					
related parties	67,979	87,243	32,302	28,029	
Trade and other payables - related parties					
(Note 10)					
Subsidiary companies	-	-	632,657	528,501	
Related companies (related by common					
director/ shareholder)	9,998	8,807	7,371	6,640	
Total trade and other payables -					
related parties	9,998	8,807	640,028	535,141	

Short-term loan to related party

During the six-month period ended 30 June 2023, short-term loan to related party had the following movements:

(Unit: Thousand Baht) Separate financial statements Balance as at Balance as at 1 January Increase Decrease 30 June 2023 during the period during the period 2023 **Short-term loan to subsidiary** 60,885 (60,885)Suzhou Kulthorn Magnet Wire Co., Ltd.

During the six-month period ended 30 June 2023, short-term loan to subsidiary was reclassified to short-term loan to unrelated party as a result of disposal on investment in such subsidiary during the period as described in Note 6.

Short-term loans from related parties

During the six-month period ended 30 June 2023, short-term loans from related parties had the following movements:

(Unit: Thousand Baht)

	Separate financial statements					
	Balance as at			Balance as at		
	1 January	Increase	Decrease	30 June		
	2023 during the period		during the period	2023		
Short-term loans from subsidiaries						
Kulthorn Premier Co., Ltd.	461,000	-	-	461,000		
Kulthorn Kirby Foundry Co., Ltd.	155,000	-	-	155,000		
Kulthorn Steel Co., Ltd.	120,000	-	-	120,000		
Kulthorn Materials and Controls Co., Ltd.	30,000			30,000		
Total	766,000			766,000		

Directors and management's remuneration

During the three-month and six-month periods ended 30 June 2023 and 2022, the Group had employee benefit expenses payable to their directors and management as below.

(Unit: Thousand Baht)

	For the three-month period ended 30 June					
	Consoli	dated	Separate			
	financial st	atements	financial statements			
	<u>2023</u> <u>2022</u>		2023	2022		
Short-term employee benefits	8,827	9,795	4,381	3,200		
Post-employment benefits	1,373	1,324	954	983		
Total	10,200	11,119	5,335	4,183		

(Unit: Thousand Baht)

	For the six-month period ended 30 June					
	Consol	idated	Separate			
	financial st	atements	financial statements			
	<u>2023</u>	2022	2023	2022		
Short-term employee benefits	19,623	19,632	9,391	6,374		
Post-employment benefits	2,015	2,647	1,173	1,966		
Total	21,638	22,279	10,564	8,340		

Guarantee obligations with related parties

The Group has outstanding guarantee obligations with its related parties, as described in Note 15.2.

3. Trade and other receivables

The outstanding balance of trade accounts receivable as at 30 June 2023 and 31 December 2022 categorised by their aging from due dates are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements		
	30 June	31 December	30 June	31 December	
	2023	2022	2023	2022	
Trade receivables - related parties					
Not yet due	52,212	71,274	9,874	4,246	
Overdue					
Less than 3 months	15,589	15,784	1,733	462	
3 - 6 months	141	63	144	63	
Total	67,942	87,121	11,751	4,771	
Less: Allowance for expected credit losses			(106)	(7)	
Total trade receivables - related parties	67,942	87,121	11,645	4,764	
Trade receivables - unrelated parties					
Not yet due	255,265	383,395	36,698	110,373	
Overdue					
Less than 3 months	88,243	136,371	10,988	66,749	
3 - 6 months	1,198	2,082	1,131	486	
6 - 12 months	472	131	337	-	
Over 12 months	13,833	13,320	2,590	2,575	
Total	359,011	535,299	51,744	180,183	
Less: Allowance for expected credit losses	(15,297)	(14,649)	(3,407)	(3,072)	
Total trade receivables - unrelated parties	343,714	520,650	48,337	177,111	
Total trade receivables - net	411,656	607,771	59,982	181,875	
Other receivables					
Other receivables - related parties	37	122	20,657	23,265	
Other receivables - unrelated parties	1,700	1,081	185	27	
Total other receivables	1,737	1,203	20,842	23,292	
Total trade and other receivables - net	413,393	608,974	80,824	205,167	

4. Short-term loans to unrelated party

As at 30 June 2023, the Group had a short-term loan to Suzhou Kulthorn Magnet Wire Co., Ltd., which was originally due for repayment in April 2023. However, such company partially repaid the loan amounting to Baht 43.5 million in July 2023. The remaining outstanding amounts are deemed to be uncollectible. As a result, the Group has considered establishing an allowance for expected credit losses amounting to Baht 3.2 million to account for the uncollectible portion of the loan.

Movements of the short-term loans to unrelated party during the six-month period ended 30 June 2023 are summarised below:

	Consolidated and separated
	financial statements
Balance as at 1 January 2023	-
Transferred from short-term loan to related party	60,885
Offset with trade and other payable	(9,128)
Unrealised loss on exchange rate	(5,070)
Total	46,687
Less: Allowance for expected credit losses	(3,236)
Balance as at 30 June 2023	43,451

5. Reduction of inventory to net realisable value

Movements in the reduction of inventory to net realisable value account during the six-month period ended 30 June 2023 are summarised below.

	(Unit: T	housand Baht)
	Consolidated	Separate
	financial	financial
	statements	statements
Balance as at 1 January 2023	169,745	97,413
Reduction of inventory to net realisable value during		
the period	7,190	16,634
Balance as at 30 June 2023	176,935	114,047

6. Investments in subsidiaries

As at 30 June 2023 and 31 December 2022, the Company has long-term investments in ordinary share of the following companies:

(Unit: Thousand Baht)

Company's name	Paid-up capital		Shareholding percentage		Cost	
	30 June	31 December	30 June	31 December	30 June	31 December
	2023	2022	2023	2022	2023	2022
			(%)	(%)		
Kulthorn Kirby Foundry Company Limited	575,000	575,000	100	100	739,999	739,999
Kulthorn Premier Company Limited	1,260,000	1,260,000	100	100	1,936,751	1,936,751
Kulthorn Steel Company Limited	400,000	400,000	100	100	399,999	399,999
kulthorn Materials and Controls Company Limited	650,000	650,000	100	100	540,630	540,630
Kulthorn Research and Development Company Limited	12,500	12,500	100	100	12,500	12,500
Total					3,629,879	3,629,879
Less: Allowance for impairment loss on investments in sub	sidiaries				(1,612,646)	(1,612,646)
Total investments in subsidiaries - net					2,017,233	2,017,233

The company did not received dividend during the six-month period ended 30 June 2023 and 2022.

Disposal of investment in indirect subsidiary

On 14 January 2023, the subsidiaries entered into share transfer and loan agreements detailed as follow:

- Kulthorn Materials and Controls Co., Ltd., (a subsidiary) to transfer all shares of Suzhou Kulthorn Magnet Wire Co., Ltd. (another subsidiary held through Phelps Dodge Suzhou Holding, Inc.) to Good Lucky Corporation Limited at a price of CNY 0.
- Suzhou Kulthorn Magnet Wire Co., Ltd. (the subsidiary) borrowed from Suzhou Yangmeigu Investment Co., Ltd. amounting to CNY 55 million (or equivalent to Baht 273 million) with 6-month period and interest of 10 percent per annum. The loan is secured by mortgage of such subsidiary's land and factory building.

The subsidiary has already transferred its shares in Suzhou Kulthorn Magnet Wire Co., Ltd. to the buyer on 23 February 2023. The Group realised gain on disposal of such investment in the consolidated financial statements totaling Baht 107 million.

The net asset value of Suzhou Kulthorn Magnet Wire Co., Ltd. on the disposal date (23 February 2023), is as follow:

	(Unit: Thousand Baht)
Asset	
Cash and cash equivalents	266,767
Trade accounts receivable - net	1,374
Inventories - net	19,488
Property, plant and equipment - net	159,632
Right of use - net	2,070
Intangible assets - net	3,257
Other assets	161
Total assets	452,749
<u>Liabilities</u>	
Loans from financial institution	196,037
Loans from unrelated party	276,372
Loans from related party	56,784
Trade accounts payable - unrelated party	17,857
Other payables - related party	8,927
Accrued expenses - unrelated party	1,781
Interest payable - related party	6,302
Other liabilities	3,374
Total liabilities	567,434
Net asset value	(114,685)
Add: Exchange differences on translation of financial statements in foreign cur	rrency
recycled to profit or loss due to loss of control	7,998
The Company's interest in the subsidiary in the consolidated financial statements	(106,687)
Selling price	-
Less: The Company's interest in the subsidiary in the consolidated financial stater	ments (106,687)
Gain on disposal of investment in indirect subsidiary in consolidated financial statem	nents 106,687

7. Property, plant and equipment

Movements of the property, plant and equipment account during the six-month period ended 30 June 2023 are summarised below.

(Unit: Thousand Baht)

	`	,
	Consolidated	Separate
	financial	financial
_	statements	statements
Net book value as at 1 January 2023	4,959,882	2,923,011
Acquisitions during the period - at cost	6,233	5,706
Transfer from right-of-use assets	2,470	-
Transfer out to inventories	(5,152)	(5,152)
Decrease from disposal of investment in indirect subsidiary	(159,632)	-
Disposal/write-off during the period - net book value		
at disposal/write-off date	(2,085)	-
Depreciation for the period	(294,924)	(159,614)
Translation adjustment	1,876	
Net book value as at 30 June 2023	4,508,668	2,763,951

The Group pledged their land and buildings thereon with financial institutions as collateral to secure loans as discussed in Note 11.

In addition, the Group entered into negative pledge memorandums, which are part of the short-term credit facility agreements with 3 financial institutions. Under these memorandums, the Company and its subsidiaries are not allowed to dispose, transfer, mortgage or provide any lien on their land and buildings thereon and machinery, except to use as collateral for the syndicated loans to pay off the debts to those financial institutions as described in Note 9.

During the year 2023, the Group has mortgaged machinery to secure the short-term credit facilities as described in Note 9.

8. Goodwill on business combination

(Unit: Thousand Baht)

	Consolidated financial statements					
	30 June	31 December				
	2023	2022				
Goodwill on business combination	37,620	37,620				
Less: Accumulated impairment loss	(37,620)	(37,620)				
Net book value						

9. Bank overdrafts and short-term loans from financial institutions

				(Unit:	Thousand Baht)		
	Interest rate	Conso	lidated	Sepa	rate		
	(percent per annum)	financial s	tatements	financial s	tatements		
		30 June 31 December 2023 2022		30 June	31 December		
	_			2023	2022		
Bank overdrafts	6.34 - 7.34	170,719	124,968	50,212	31,091		
Short-term loans	4.20 - 7.02	1,110,000	1,120,000	835,000	845,000		
Trust receipts	5.45 - 7.02	1,389,152	1,321,700	581,657	567,048		
Packing credit	5.45 - 7.02	765,287	1,139,652	680,887	753,729		
Total	<u>-</u>	3,435,158	3,706,320	2,147,756	2,196,868		

The Group entered into negative pledge memorandums, which are part of the short-term credit facility agreements with 3 financial institutions. Under the agreements, the Group is required to comply with certain conditions including maintaining interest bearing debt to EBITDA plus extraordinary item and non-cash items ratio not exceeding 5:1 for the consolidated financial statements and debt to equity ratio for the consolidated financial statements not exceeding 2.75:1. The Group is not allowed to dispose, transfer, mortgage or provide any lien on their assets, both existing and to be acquired in the future, except to use as collateral for the syndicated loan to pay off the debt to those financial institutions.

In June 2566, the Group executed the Fifth Amendment Agreement to the Credit Facility Agreement. This amendment involved the mortgage of machinery to secure the short-term credit facilities with two financial institutions.

10. Trade and other payables

			(Unit:	Thousand Baht)			
	Consc	olidated	Separate				
	financial s	statements	financial s	statements			
	30 June	31 December	30 June	31 December			
	2023	2022	2023	2022			
Trade payables - related parties	6,117	5,401	614,280	524,030			
Trade payables - unrelated parties	322,045	420,639	141,743	210,833			
Other payables - related parties	3,881	3,406	7,722	6,882			
Other payables - unrelated parties	165,531	148,222	121,422	93,579			
Accrued interest expenses to related parties	-	-	18,026	4,229			
Accrued interest expenses to unrelated parties	8,602	1,423	8,381	808			
Accrued expenses - unrelated parties	84,804	87,086	51,090	49,783			
Total trade and other payables	590,980	666,177	962,664	890,144			

11. Long-term loans

(Unit: Thousand Baht) Consolidated Separate financial statements financial statements 30 June 31 December 30 June 31 December 2023 2022 2023 2022 Long-term loans 1,126,132 1,109,724 1,067,643 1,082,803 (1,078,467)(1,088,148)(1,067,643)(1,082,803)Less: Current portion 47,665 21,576 Long-term loans, net of current portion

Movement of long-term loans during the six-month period ended 30 June 2023 are summarised below.

(Unit: Thousand Baht) Consolidated Separate financial financial statements statements Balance as at 1 January 2023 1,109,724 1,082,803 Increase during the period 35,803 (19,395)(15, 160)Less: Repayment during the period 1,126,132 1,067,643 Balance as at 30 June 2023

In December 2016, the Group entered into a Credit Facility Agreement with three financial institutions to obtain long-term syndicated loans facility amounting to Baht 2,000 million.

During the year 2020, the Group entered into the Second Amendment Agreement to the Credit Facility Agreement to extend the repayment period of the outstanding principal for one year, starting from 31 March 2020.

Subsequently, in March 2021, the Group received a waiver letter from three financial institutions, approving an extension of the principal repayment period for additional one year, starting from 31 March 2021. The Group executed the Third Amendment Agreement to the Credit Facility Agreement for such loan repayment extension with the three financial institutions on 30 April 2021.

In March 2022, the Group received a waiver letter from three financial institutions, approving an extension of the principal repayment period for additional one year, starting from 31 March 2022. The Group executed the Fourth Amendment Agreement to the Credit Facility Agreement for such loan repayment extension with the three financial institutions on 29 April 2022.

In June 2023, the Group received a waiver letter from three financial institutions, approving an extension of the principle repayment period for an additional 9 months, starting from 31 March 2023 for the principal amount from the two financial institutions. The Group is required to start the repayment on 31 December 2023 with total amount of Baht 360 million. After that, the Group has to repay Baht 90 million on a quarterly basis, starting from 31 March 2024. The Group signed the Fifth Amendment Agreement to the Credit Facility Agreement, which allowed them to extend the repayment period with all three financial institutions on 29 June 2023.

The loan is subject to interest at the rate with reference to average MLR - 1.5% per annum, and interest is to be paid on a monthly basis.

Under the loan agreement, the Group has to comply with certain conditions including maintaining interest bearing debt to EBITDA plus extraordinary item and non-cash items ratio for the consolidated financial statements not exceeding 5:1 and debt to equity ratio for the consolidated financial statements not exceeding 2.75:1, based on the financial statements as at 30 June and 31 December.

As at 31 December 2022 and 30 June 2023 the Group was unable to maintain interest bearing debt to EBITDA plus extraordinary item and non-cash items ratio and debt to equity ratio, as specified in the Credit Facility Agreement, resulting in the long-term becoming payable on demand. The Group therefore classified total balance of loan as current portion due within one year. The classification of such liabilities to current liabilities is in accordance with Thai Financial Reportion Standards.

The above long-term loans from financial institutions are secured by mortgage of the Group's properties and plant thereon.

In addition, during the year 2021, the Company entered into debt restructuring agreements with a financial institution to convert the outstanding principal and interest obligations under the promissory notes that were due totaling Baht 40 million into 24 monthly installment payments. The debt is divided into 2 parts whereby the first half totaling Baht 20 million shall be paid in the first installment on 20 January 2021 and the latter half totaling Baht 20 million shall be paid in the first installment on 20 October 2021. The loan is subject to interest at a prime rate of 1.5% per annum.

During the year 2022, Kulthorn Steel Co., Ltd. (a subsidiary) entered into machines sales and leaseback agreement with a financial institution, which was deemed to be a financing transaction and is not true sell. The agreement has principle of Baht 29.6 million and monthly repayment for 60 periods. The first payment was in July 2022 and it is subject to interest at 3.25% per annum.

On 23 February 2023, Kulthorn Premier Co., Ltd. (a subsidiary) entered into a long-term loan agreement with a financial institution to obtain loan amounting to Baht 35.8 million. The agreement term of such loan is 10 years and is secured by mortgage of the subsidiary's land thereon.

12. Loss per share

Basic loss per share is calculated by dividing loss for the period attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the period.

13. Revenue from contracts with customers

(Unit: Thousand Baht)

For the three-month period ended 30 June

	Conso	lidated	Sepa	rate						
_	financial s	tatements	financial st	atements						
	<u>2023</u>	2022	<u>2023</u>	2022						
Type of goods or service:										
Sales of goods	816,767	1,490,777	344,083	734,048						
Service income	13,696	5,186	1,075	1,178						
Income from scrap sales	1,862	2,782	259	410						
Total revenue from contracts with customers										
- recognised at a point in time	832,325	1,498,745	345,417	735,636						

(Unit: Thousand Baht)

	For the six-month period ended 30 June										
	Conso	lidated	Sepa	arate							
_	financial s	tatements	financial statements								
	<u>2023</u>	2022	<u>2023</u>	<u>2022</u>							
Type of goods or service:											
Sales of goods	1,848,978	3,296,549	772,268	1,605,613							
Service income	27,367	29,554	2,140	2,502							
Income from scrap sales	5,803	7,582	899	1,080							
Total revenue from contracts with customers											
- recognised at a point in time	1,882,148	3,333,685	775,307	1,609,195							

14. Segment information

The Group is organised into business units based on its products and services. During the current period, the Group has not changed the organisation of their reportable segments.

The following tables present revenue and profit (loss) information regarding the Group's operating segments for the three-month and six-month periods ended 30 June 2023 and 2022, respectively

(Unit: Million Baht)

	For the three-month period ended 30 June													
													Conso	lidated
	Compressors									Adjustments and		financial		
	and	parts	Enameled wire		Steel	Steel sheet		Steel coil center		egments	eliminations		statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	2022	<u>2023</u>	2022	2023	2022	2023	2022	2023	<u>2022</u>
Revenue														
External customers	399	773	165	301	148	258	120	167	832	1,499	-	-	832	1,499
Inter-segment	31	52	15	47	59	110	22	40	127	249	(127)	(249)		
Total revenue	430	825	180	348	207	368	142	207	959	1,748	(127)	(249)	832	1,499
Operating results														
Segment gross profit (loss)	(32)	(90)	2	10	13	15	(8)	2	(25)	(63)	(127)	-	(24)	(63)
Other income													3	11
Loss on exchange													(2)	(5)
Selling and distribution expenses													(14)	(20)
Administrative expenses													(211)	(110)
Finance cost													(68)	(50)
Loss before income tax													(316)	(237)
Income tax													1	
Loss for the period													(315)	(237)

(Unit: Million Baht)

For the six-month period ended 30 June

						01 1110 317	emonth pe	1 of the six-month period ended 30 June							
													Conso	lidated	
	Compi	essors									Adjustme	ents and	finar	ncial	
	and	d parts Enameled wire		Steel	sheet	Steel coil center		Total Se	egments	eliminations		statements			
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	
Revenue															
External customers	870	1,676	399	689	350	626	263	343	1,882	3,334	-	-	1,882	3,334	
Inter-segment	62	102	36	98	135	225	55	99	288	524	(288)	(524)			
Total revenue	932	1,778	435	787	485	851	318	442	2,170	3,858	(288)	(524)	1,882	3,334	
Operating results															
Segment gross profit (loss)	(124)	(144)	6	28	16	41	(16)	14	(118)	(61)	9	9	(109)	(52)	
Gain on disposal of investment in indirect															
subsidiary													107	-	
Other income													8	12	
Gain (loss) on exchange													(4)	37	
Selling and distribution expenses													(30)	(39)	
Administrative expenses													(372)	(205)	
Finance cost													(131)	(98)	
Loss before income tax													(531)	(345)	
Income tax													31	2	
Loss for the period													(500)	(343)	

15. Commitment and contingent liabilities

15.1 Capital commitments

As at 30 June 2023, the Group has capital commitments of approximately Baht 21.5 million (31 December 2022: Baht 21.4 million) (the Company only: Baht 20.9 million, 31 December 2022: Baht 20.8 million), relating to the construction of factory building and purchase and installation of machinery.

15.2 Guarantees

As at 30 June 2023, there were outstanding bank guarantees of approximately Baht 55 million (31 December 2022: Baht 55 million), the Company only: Baht 20 million (31 December 2022: Baht 20 million) issued by the banks on behalf of the Group in respect of certain performance bonds as required in the normal course of business of the Group. These include letter of guarantee to guarantee electricity usage amounting to Baht 42 million (31 December 2022: Baht 42 million), the Company only: Baht 7.2 million (31 December 2022: Baht 7.2 million) and to guarantee import duty, natural gas agreements and others amounting to Baht 13 million (31 December 2022: Baht 13 million), the Company only: Baht 12.7 million (31 December 2022: Baht 12.8 million).

16. Financial Instrument

16.1 Fair value of financial instrument

Most of the Group's financial instruments are classified as short-term or have interest rates that are close to market rate. Therefore, the carrying amounts of these financial instruments is estimated to approximate their fair value.

17. Approval of interim financial statements

These interim financial statements have been authorised for issue by the Company's authorised directors on 11 August 2023.