Kulthorn Kirby Public Company Limited and its subsidiaries Review report and consolidated and separate financial information For the three-month and six-month periods ended 30 June 2024

#### 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 financial information of Kulthorn Kirby Public Company Limited and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2024, the related consolidated statements of comprehensive income for the three-month and six-month periods then ended, 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 "the 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 condensed Note 1.2 to the interim 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 2024 of Baht 579 million (the Company only: Baht 425 million). As at 30 June 2024, the Group's total current liabilities exceeded its total current assets by Baht 4,287 million (the Company only: Baht 4,746 million). The Group had retained deficit of Baht 4,902 million (the Company only: Baht 4,369 million) and capital deficit of Baht 1,255 million (the Company only: Baht 1,359 million). The major current liabilities of the Group consisted of the followings:

- Bank overdraft and short-term loans from financial institutions amounting to Baht 3,492 million (the Company only: Baht 2,160 million),
- Trade and other payables amounting to Baht 813 million (the Company only: Baht 1,252 million),
   and
- Current portion of long-term loans from financial institutions amounting to Baht 1,064 million (the Company only: Baht 1,055 million), which became payable on demand since the Group was unable to maintain certain financial ratios and failed to meet its debt repayment obligations as stipulated in the Credit Facility Agreement, as described in condensed Note 10 to the interim financial statements.

Up to the present, the Group has suffered from a lack of financial liquidity and working capital, making it difficult to purchase raw materials, cover production expenses necessary to fulfill purchase orders from customers and settle loans and liabilities that will come due. The Group's management has implemented various plans, including negotiations with financial institutions to restructure debts, and to obtain new credit facilities from both financial institutions and directors/ shareholders. In addition, the Group has adjusted the production and distribution strategies and reduced manufacturing costs and other expenses to increase the Group's liquidity. Currently, these plans are still in progress.

These matters involve multiple significant uncertainties, which may have potential interaction and their possible cumulative effect on the financial statements, raising substantial doubt about the ability of the Group 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 2024 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: 7 August 2024

# Statements of financial position

As at 30 June 2024

(Unit: Thousand Baht)

		Consolidated financial statements		Separate financial statements		
		As at	As at	As at	As at	
	Note	30 June 2024	31 December 2023	30 June 2024	31 December 2023	
		(Unaudited	(Audited)	(Unaudited	(Audited)	
		but reviewed)		but reviewed)		
Assets						
Current assets						
Cash and cash equivalents		41,318	17,348	1,511	3,605	
Trade and other receivables	2, 3	350,002	304,491	73,702	51,074	
Inventories	4	716,498	812,588	462,620	471,782	
Current tax assets		2,056	4,166	630	666	
VAT receivable		42,740	31,265	35,525	23,267	
Other current assets		57,054	63,336	25,648	29,753	
Total current assets		1,209,668	1,233,194	599,636	580,147	
Non-current assets						
Investments in subsidiaries	5	-	-	1,392,168	1,392,168	
Property, plant and equipment	6	3,553,193	3,800,208	2,271,746	2,417,487	
Right-of-use assets		35,189	47,643	2,537	3,378	
Goodwill on business combination	7	-	-	-	-	
Other intangible assets		28,258	33,049	20,520	23,599	
Other non-current assets		6,172	2,253	803	803	
Total non-current assets		3,622,812	3,883,153	3,687,774	3,837,435	
Total assets		4,832,480	5,116,347	4,287,410	4,417,582	

# Statements of financial position (continued)

As at 30 June 2024

(Unit: Thousand Baht)

		Consolidated financial statements		Separate financial statements		
		As at	As at	As at	As at	
	Note	30 June 2024	31 December 2023	30 June 2024	31 December 2023	
		(Unaudited	(Audited)	(Unaudited	(Audited)	
		but reviewed)		but reviewed)		
Liabilities and shareholders' equity						
Current liabilities						
Bank overdrafts and short-term loans from						
financial institutions	8	3,491,809	3,453,166	2,160,484	2,165,983	
Trade and other payables	2, 9	813,358	623,313	1,252,132	1,034,075	
Short-term loans from related parties	2	-	-	770,000	770,000	
Short-term loans from major shareholder	2	98,000	-	98,000	-	
Current portion of long-term loans	10	1,063,802	1,065,570	1,054,603	1,054,603	
Current portion of lease liabilities		7,670	14,384	1,286	1,473	
Dividend payable		888	888	884	884	
Other current liabilities		20,866	17,616	8,284	9,986	
Total current liabilities		5,496,393	5,174,937	5,345,673	5,037,004	
Non-current liabilities						
Long-term loans, net of current portion	10	40,640	43,255	-	-	
Lease liabilities, net of current portion		2,126	4,402	1,279	1,933	
Deferred tax liabilities		323,615	353,778	202,643	219,004	
Provision for long-term employee benefits		224,692	216,112	97,083	93,502	
Total non-current liabilities		591,073	617,547	301,005	314,439	
Total liabilities		6,087,466	5,792,484	5,646,678	5,351,443	

# Statements of financial position (continued)

As at 30 June 2024

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements		
	As at	As at	As at	As at	
	30 June 2024	31 December 2023	30 June 2024	31 December 2023	
	(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	(5,022,387)	(4,562,116)	(4,488,640)	(4,128,004)	
Other components of shareholders' equity	1,239,503	1,358,081	809,372	874,143	
Total shareholders' equity (capital deficit)	(1,254,986)	(676,137)	(1,359,268)	(933,861)	
Total liabilities and shareholders' equity	4,832,480	5,116,347	4,287,410	4,417,582	

	Directors

# Statements of comprehensive income

For the three-month period ended 30 June 2024

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

		Consolidated financial statements		Separate financial statements		
	<u>Note</u>	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>	
Profit or loss:						
Revenues						
Revenue from contracts with customers	12	789,096	832,325	353,933	345,416	
Rental income		4,369	688	6,520	3,112	
Other income		9,878	2,704	3,520	3,528	
Total revenues		803,343	835,717	363,973	352,056	
Expenses						
Cost of sales and services		753,320	856,326	356,514	403,163	
Selling and distribution expenses		15,822	13,407	9,098	5,370	
Administrative expenses		75,793	87,834	46,257	53,598	
Other expenses	13	124,061	123,234	70,905	51,056	
Loss on exchange		1,788	2,339	1,833	2,779	
Total expenses		970,784	1,083,140	484,607	515,966	
Operating loss		(167,441)	(247,423)	(120,634)	(163,910)	
Finance income		29	13	-	2	
Finance cost		(120,421)	(68,042)	(108,222)	(60,733)	
Loss before income tax		(287,833)	(315,452)	(228,856)	(224,641)	
Income tax		15,817	538	8,283	2,939	
Loss for the period		(272,016)	(314,914)	(220,573)	(221,702)	
Other comprehensive income:						
Other comprehensive income for the period		<u> </u>	<u> </u>	<u> </u>	<u>-</u>	
Total comprehensive income for the period		(272,016)	(314,914)	(220,573)	(221,702)	
Paria laca way ahaya (P-1:1)	4.4					
Basic loss per share (Baht)	11	(0.10)	(0.04)	(0.15)	(0.45)	
Loss attributable to equity holders of the Company		(0.18)	(0.21)	(0.15)	(0.15)	

# Statements of comprehensive income

For the six-month period ended 30 June 2024

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

		Consolidated financial statements		Separate financial statements		
<u>4</u>	<u>lote</u>	2024	2023	<u>2024</u>	2023	
Profit or loss:						
Revenues						
Revenue from contracts with customers	12	1,465,873	1,882,148	591,200	775,307	
Rental income		8,739	1,376	13,240	6,423	
Gain on disposal of investment in						
indirect subsidiary		-	106,685	-	-	
Other income		11,393	7,083	16,445	10,751	
Total revenues		1,486,005	1,997,292	620,885	792,481	
Expenses						
Cost of sales and services		1,407,569	1,991,100	590,303	886,678	
Selling and distribution expenses		28,556	30,393	15,475	13,477	
Administrative expenses		187,817	206,234	103,580	114,863	
Other expenses	13	233,381	165,730	142,261	93,552	
Loss on exchange		7,830	3,672	7,217	5,126	
Total expenses		1,865,153	2,397,129	858,836	1,113,696	
Operating loss		(379,148)	(399,837)	(237,951)	(321,215)	
Finance income		29	13	-	2	
Finance cost		(229,893)	(130,571)	(203,817)	(115,759)	
Loss before income tax		(609,012)	(530,395)	(441,768)	(436,972)	
Income tax		30,163	30,641	16,361	14,046	
Loss for the period		(578,849)	(499,754)	(425,407)	(422,926)	
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 recycled to						
profit or loss due to loss of control		<u>-</u> _	3,687	<u>-</u>	-	
Other comprehensive income to be reclassified to						
profit or loss in subsequent periods - net of income to	ax	<u>-</u> _	3,687	<u>-</u>	-	
Other comprehensive income for the period			3,687	<u> </u>	<u>-</u>	
Total comprehensive income for the period		(578,849)	(496,067)	(425,407)	(422,926)	
Basic loss per share (Baht)	11					
Loss attributable to equity holders of the Company		(0.39)	(0.33)	(0.28)	(0.28)	

Kulthorn Kirby Public Company Limited and its subsidiaries

Statements of changes in shareholders' equity (continued)

For the six-month period ended 30 June 2024

(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 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)	<u> </u>	<u> </u>	<u>-</u>	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	
Balance as at 1 January 2024	1,500,000	700,000	120,000	(4,128,004)	874,143	(933,861)	
Loss for the period	-	-	-	(425,407)	-	(425,407)	
Other comprehensive income for the period			<u>-</u>		<u> </u>	<u> </u>	
Total comprehensive income for the period	-	-	-	(425,407)	-	(425,407)	
Transfer revaluation surplus on assets							
to retained earnings (deficits)		<u> </u>	<u>-</u>	64,771	(64,771)	<u>-</u>	
Balance as at 30 June 2024	1,500,000	700,000	120,000	(4,488,640)	809,372	(1,359,268)	

Kulthorn Kirby Public Company Limited and its subsidiaries

Statements of changes in shareholders' equity

For the six-month period ended 30 June 2024

(Unit: Thousand Baht)

	Consolidated financial statements								
						Other comp			
						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 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
Balance as at 1 January 2024	1,500,000	700,000	207,898	120,000	(4,562,116)	-	1,358,081	1,358,081	(676,137)
Loss for the period	-	-	-	-	(578,849)	-	-	-	(578,849)
Other comprehensive income for the period			<u> </u>						
Total comprehensive income for the period	-	-	-	-	(578,849)	-	-	-	(578,849)
Transfer revaluation surplus on assets									
to retained earnings (deficits)					118,578		(118,578)	(118,578)	
Balance as at 30 June 2024	1,500,000	700,000	207,898	120,000	(5,022,387)		1,239,503	1,239,503	(1,254,986)

#### Cash flow statements

# For the six-month period ended 30 June 2024

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements		
	2024	2023	<u>2024</u>	2023	
Cash flows from operating activities					
Loss before tax	(609,012)	(530,395)	(441,768)	(436,972)	
Adjustments to reconcile loss before tax to					
net cash provided by (paid from) operating activities:					
Unrealised loss (gain) on exchange	(786)	3,875	(807)	4,426	
Gain on fair value adjustments of financial instrument	-	(79)	-	-	
The reduction of inventory to net realisable value (reversal)	(3,687)	7,190	8,646	16,634	
Reversal of allowance for impairment of assets	(233)	-	(422)	-	
Allowance for expected credit losses	3,451	3,884	4,567	3,670	
Write-off of doubtful accounts	-	11,898	-	-	
Depreciation and amortisation	257,503	301,775	146,380	163,188	
Amortise right-of-use assets	6,998	6,989	731	796	
Loss on sales of property, plant and equipment	707	1,738	853	-	
Loss on write-off of property, plant and equipment	132	72	-	-	
Loss from termination of lease comtracts	3	-	3	-	
Provision for long-term employee benefits	9,141	10,074	3,941	4,538	
Write-off of lease liabilities	-	374	-	-	
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	(29)	(13)	-	(2)	
Finance cost	229,893	130,571	203,816	115,758	
Loss from operating activities before					
changes in operating assets and liabilities	(106,838)	(159,653)	(74,979)	(128,883)	
Operating assets (increase) decrease					
Trade and other receivables	(49,304)	179,462	(27,857)	111,282	
Inventories	99,777	202,092	516	103,495	
Other current assets	(2,056)	46,632	(8,517)	38,415	
Other non-current assets	(3,919)	(25)	-	67	
Operating liabilities increase (decrease)					
Trade and other payables	(9,924)	(40,977)	29,489	73,246	
Other current liabilities	4,167	4,772	(785)	3,723	

#### Cash flow statements (continued)

For the six-month period ended 30 June 2024

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Cash flows from operating activities (continued)				
Cash flows from (used in) operating activities	(68,097)	232,303	(82,133)	201,345
Cash paid for long-term employee benefits	(561)	(1,725)	(360)	(417)
Cash received from interest	29	561	-	2
Interest paid	(28,798)	(112,582)	(13,779)	(94,389)
Cash received from tax refund	1,030	-	1,030	-
Corporate income tax paid	(2,056)	(2,098)	(630)	(274)
Net cash flows from (used in) operating activities	(98,453)	116,459	(95,872)	106,267
Cash flows from investing activities				
Proceeds from sales of property, plant and equipment	807	280	2,976	-
Acquisition of property, plant and equipment and				
intangible assets	(1,764)	(7,011)	(967)	(5,401)
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	(955)	(273,496)	2,011	(5,399)
Cash flows from financing activities				
Increase in bank overdrafts and				
short-term loans from financial institutions	657,517	3,849,837	49,548	1,092,581
Decrease in bank overdrafts and				
short-term loans from financial institutions	(618,874)	(3,648,689)	(55,047)	(1,141,693)
Cash received from short-term loan from major shareholder	98,000	-	98,000	-
Cash received from long-term loan	-	35,803	-	-
Repayment of long-term loans	(4,383)	(19,395)	-	(15,160)
Payment of principal portion of lease liabilities	(8,882)	(9,705)	(734)	(796)
Net cash flows from (used in) financing activities	123,378	207,851	91,767	(65,068)
Decrease in translation adjustments	<u> </u>	(14,849)	<u> </u>	
Net increase (decrease) in cash and cash equivalents	23,970	35,965	(2,094)	35,800
Cash and cash equivalents at beginning of period	17,348	21,436	3,605	4,360
Cash and cash equivalents at end of period	41,318	57,401	1,511	40,160

Cash flow statements (continued)

For the six-month period ended 30 June 2024

(Unit: Thousand Baht)

	Consolidated financ	ial statements	Separate financial statements		
	<u>2024</u>	2023	2024	2023	
Supplemental disclosures of cash flows information					
1) Non-cash related transactions for investing activities					
Other payable from acquisitions of fixed assets	-	485	-	485	
Other receivables from sales of fixed assets	-	-	-	2,350	
Transfer fixed assets to inventories	-	5,152	-	5,152	
Transfer right-of-use assets to fixed assets	5,345	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	-	11,450	
Increase in right-of-use assets	-	560	-	-	
2) Non-cash related transactions for financing activities					
Dividend payable	888	888	884	884	

Kulthorn Kirby Public Company Limited and its subsidiaries Condensed notes to interim financial statements For the three-month and six-month periods ended 30 June 2024

#### 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 manufactureand distribution of hermetic compressors. The registered address of the Company is 126Soi 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 2024 of Baht 579 million (the Company only: Baht 425million). As at30 June 2024, the Group's total current liabilities exceeded its total current assets by Baht 4,287million (the Company only: Baht 4,746million). The Group had retained deficit of Baht 4,902 million (the Company only: Baht 4,369million) and capital deficit of Baht 1,255million (the Company only: Baht 1,359million). The major current liabilities of the Group consisted of the bank overdraft and short-term loans from financial institutions amounting to Baht 3,492million (the Company only: Baht 2,160million), trade and other payables amounting to Baht813million (the Company only: Baht 1,252million), and current portion of long-term loans from financial institutions amounting to Baht 1,064million (the Company only: Baht 1,055million), which became payable on demand since the Group was unable to maintain certain financial ratios and failed to meet its debts repayment obligations as stipulated in the Credit Facility Agreement, as described in Note 10.

Up to the present, the Group has suffered from a lack of financial liquidity and working capital, making it difficult to purchase raw materials, cover production expenses necessary to fulfill purchase orders from customers and settle loans and liabilities that will come due. The Group's management has implemented various plans, including negotiations with financial institutions to restructure debts, and to obtain new credit facilities from both financial institutions and directors/shareholders. In addition, the Group has adjusted the production and distribution strategies and reduced manufacturing costs and other expenses to increase the Group's liquidity. In July 2024, the Company temporarily suspended its operations periodically, based on the level of production each week, in order to reduce costs of the Company. 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 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 StandardNo. 34 Interim Financial Reporting, with the Company presenting condensed interimfinancial statements. 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 and has presented notes to the interim financial statements on a condensed basis.

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 ended31 December 2023, with no change in shareholding structure of subsidiaries during the current period.

# 1.5 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 ended31 December 2023.

The revised financial reporting standards which are effective for fiscal years beginning on or after 1 January 2024, 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.

Transactions with related parties

Purchases of goods

Other expenses

Sales and service income and scrap sales

(Unit: Thousand Baht)

For the three-month period ended 30 June

-						
	Consoli	dated	Separate financial statements			
_	financial st	atements				
	<u>2024</u>	2023	2024	2023		
Transactions with subsidiaries						
(eliminated from the consolidated						
financial statements)						
Purchases of goods	-	-	55,227	61,696		
Sales and service income and scrap sales	-	-	21,092	16,102		
Other income	-	-	2,486	2,443		
Rental income	-	-	2,787	3,060		
Interest expenses	-	-	14,672	13,790		
Other expenses	-	-	18,397	23,342		

96,004

1,729

1,468

76,729

2,542

1,261

(Unit: Thousand Baht)

23,150

2,403

236

37,950

1,624

338

_	For the six-month period ended 30 June			
	Consolidated		Separate	
_	financial st	atements	s financial state	
	<u>2024</u>	2023	2024	2023
Transactions with subsidiaries				
(eliminated from the consolidated				
financial statements)				
Purchases of goods	-	-	118,004	162,410
Sales and service income and scrap sales	-	-	32,600	35,149
Other income	-	-	4,673	5,352
Rental income	-	-	5,773	6,319
Interest expenses	-	-	29,187	26,885
Other expenses	-	-	34,098	38,195
Transactions with related parties				
Sales and service income and scrap sales	192,087	173,969	67,888	54,666
Purchases of goods	2,915	6,653	2,785	6,379
Other expenses	3,111	3,164	628	611

The outstanding balances of the accounts as at30 June 2024 and 31 December 2023between the Company and those related parties are as follows:

			(Unit:	Thousand Baht)
	Conso	lidated	Separate	
	financial s	tatements	financial s	tatements
		31 December		31 December
	30 June2024	2023	30 June2024	2023
Trade and other receivables - related parties				
(Note 3)				
Subsidiary companies	-	-	50,045	25,287
Related companies (related by common				
director/ shareholder)	62,855	51,572	1,748	1,435
Total trade and other receivables -				
related parties	62,855	51,572	51,793	26,722
Trade and other payables - related parties				
(Note 9)				
Subsidiary companies	-	-	712,269	658,282
Related companies (related by common				
director/ shareholder)	54,224	22,925	42,827	20,738
Total trade and other payables -				
related parties	54,224	22,925	755,096	679,020

# **Short-term loans from related parties**

During the six-month period ended 30 June 2024, 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	
	2024	duringthe period	duringthe period	2024	
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.	124,000	-	-	124,000	
Kulthorn Materials and Controls Co., Ltd.	30,000			30,000	
Total	770,000	-		770,000	

(Unit: Thousand Baht)

	Consolidated/separate financial statements				
	Balance as at			Balance as at	
	1 January	Increase	Decrease	30 June	
	2024	duringthe period	duringthe period	2024	
Short-term loans from related party					
Major shareholder	-	98,000		98,000	
Total	-	98,000		98,000	

During the period, the Company entered into a loan agreement with a major shareholder to obtain credit facilities totaling Baht 200 million. The Company drew downBaht98 million of this loan inthe first quarter of 2024, and an additionalBaht 20 million in July 2024. The remaining balance is available for withdrawal upon the borrower's request. These loans mature oneyear from the date of each withdrawal. The loan carries an interest rate of THOR + 2.5% per annum, with interest accruingfrom 19 July 2024. Interest payments are scheduled annually.

#### **Directors and management's remuneration**

During the three-month and six-month periods ended 30 June 2024 and 2023, 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	Separ	ate
	financial st	atements	financial sta	atements
	2024	2023	2024	<u>2023</u>
Short-term employee benefits	8,094	8,887	3,963	4,381
Post-employment benefits	495	1,373	171	954
Total	8,589	10,260	4,134	5,335
			(Unit: T	housand Baht)
	For	the six-month per	riod ended 30 Jun	ie
	Consoli	dated	Separ	ate
	financial st	atements	financial statements	
	2024	<u>2023</u>	<u>2024</u>	<u>2023</u>
Short-term employee benefits	16,348	19,743	8,111	9,391
Post-employment benefits	986	2,015	342	1,173
Total	17,334	21,758	8,453	10,564

# **Guarantee obligations with related parties**

The Group has outstanding guarantee obligations with its related parties, as described in Note15.2.

# 3. Trade and other receivables

The outstanding balance of trade accounts receivable as at30 June 2024and31 December 2023categorised by their aging from due dates are as follows:

(Unit:	Inousand Bant)	

Consolidated financial statements		Separate financial statements	
	31 December		31 December
30 June2024	2023	30 June2024	2023
54,906	42,590	9,410	2,124
7,059	8,451	5,041	3,060
197	207	197	220
693	324	2,022	327
62,855	51,572	16,670	5,731
-	-	(991)	(425)
62,855	51,572	15,679	5,306
209,307	200,210	2,238	19,484
66,927	51,991	11,949	4,002
12,896	990	11,365	617
155	-	-	-
13,264	12,647	2,747	2,550
302,549	265,838	28,299	26,653
(17,216)	(13,765)	(6,635)	(2,634)
285,333	252,073	21,664	24,019
348,188	303,645	37,343	29,325
-	-	36,114	21,416
1,814	846	245	333
1,814	846	36,359	21,749
350,002	304,491	73,702	51,074
	30 June2024  54,906  7,059 197 693 62,855 - 62,855  209,307  66,927 12,896 155 13,264 302,549 (17,216) 285,333 348,188  - 1,814 1,814	30 June2024 2023  54,906 42,590  7,059 8,451 197 207 693 324 62,855 51,572	30 June2024       2023       30 June2024         54,906       42,590       9,410         7,059       8,451       5,041         197       207       197         693       324       2,022         62,855       51,572       16,670         -       -       (991)         62,855       51,572       15,679         209,307       200,210       2,238         66,927       51,991       11,949         12,896       990       11,365         155       -       -         13,264       12,647       2,747         302,549       265,838       28,299         (17,216)       (13,765)       (6,635)         285,333       252,073       21,664         348,188       303,645       37,343         -       -       -       36,114         1,814       846       245         1,814       846       36,359

# 4. Reduction of inventory to net realisable value

Movements in the reduction of inventory to net realisable value account during thesix-monthperiod ended 30 June 2024are summarised below.

	(Unit: Thousand Baht		
	Consolidated	Separate	
	financial	financial	
	statements	statements	
Balance as at 1 January 2024	175,082	117,958	
Reduction of inventory to net realisable value during			
the period	(3,687)	8,646	
Balance as at30 June 2024	171,395	126,604	

# 5. Investments in subsidiaries

As at 30 June 2024 and 31 December 2023, the Company has long-term investments in ordinary share of the following companies:

(Unit: Thousand Baht)

Company's name	Paid-up capital		Paid-up capital Shareholding percentage		Cost	
	30 June	31 December	30 June	31 December	30 June	31 December
	2024	2023	2024	2023	2024	2023
			(%)	(%)		
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				(2,237,711)	(2,237,711)
Total investments in subsidiaries - net					1,392,168	1,392,168

The company did not received dividend during the six-month period ended 30 June 2024 and 2023.

#### 6. Property, plant and equipment

Movements of the property, plant and equipment account during the six-month period ended 30 June 2024are summarised below.

dated	Separate	
ial	financial	
ents	statements	
208	2 417 487	

(Unit: Thousand Baht)

	Consolidated	Separate
	financial	financial
	statements	statements
Net book value as at 1 January 2024	3,800,208	2,417,487
Acquisitions during the period - at cost	1,764	967
Disposal/write-off during the period - net book value		
at disposal/write-off date	(1,646)	(3,829)
Depreciation for the period	(252,711)	(143,301)
Transfer from right-of-use	5,345	-
Reverse allowance for impairment	233	422
Net book value as at30 June 2024	3,553,193	2,271,746

The Group pledged their land and buildings thereon with financial institutions as collateral to secure loans as discussed in Note 10.

In addition, the Group entered into negative pledge memorandums, which are part of the short-termcredit 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 Note8.

During the year2023, the Group has mortgaged machinery to secure the short-term credit facilities as described in Note8.

#### 7. Goodwill on business combination

(Unit: Thousand Baht)

	Consolidated financial statements		
	31 Decemb		
	30 June2024	2023	
Goodwill on business combination	37,620	37,620	
Less: Accumulated impairment loss	(37,620)	(37,620)	
Net book value		-	

#### 8. Bank overdrafts and short-term loans from financial institutions

Interest rate

(percent per annum)

7.55 - 7.59

5.62 - 18.00

6.09 - 15.00

6.10-15.00

Bank overdrafts

Short-term loans

Trust receipts

Packing credit

Total

(Unit: Thousand Baht) Consolidated Separate financial statements financial statements December202 December202 30 June2024 3 30 June2024 3 54,762 182,001 173,197 49,548 1,109,715 1,110,000 834,715 835,000

561,099

715,122

2,160,484

561,099

715,122

2,165,983

1,338,147

831,822

3,453,166

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 Groupis 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.

1,307,771

3,491,809

892,322

In June 2023, the Group executed the Fifth Amendment Agreement to the Credit Facility Agreement. This amendment involved the mortgage of machinery to secure the short-term creditfacilities with two financial institutions.

During the year 2023, the Company executed the Second and Third amendment agreement to the debt restructuring agreements with a financial institution to convert the outstanding principal and interest obligations underthe promissory notes that were due totaling Baht 60 million into 6 monthly installment payments and the loan is subject to interest at a prime rate per annum. The first installment was on 30 November 2023. In March 2024, the Company executed the Fourth amendment agreement to the debt restructuring agreements to defer the first installment to be on or before 25 April 2024 while maintaining terms and interest rate.

On 1 March 2024, the Company was formally notified by a financial institution that the overdraft facility of Baht 25 million would be temporarily suspended, effective 8 Mach 2024. This action was taken because the Company has failed to meet its debts repayment obligations as stipulated in the loan agreement and has yet to propose a viable solution for settling its outstanding debts.

# 9. Trade and other payables

71.1.11	TI	I D - I- I\
(Unit	: Inousa	ind Baht)

	Conso	lidated	Separate				
	financial s	tatements	financial s	tatements			
		31		31			
		December20		December20			
	30 June2024	23	30 June2024	23			
Trade payables - related parties	9,033	8,654	648,342	622,782			
Trade payables - unrelated parties	267,163	279,930	103,873	104,264			
Other payables - related parties	45,191	14,271	55,832	25,596			
Other payables - unrelated parties	157,208	204,576	120,769	165,682			
Accrued interest expenses to related parties	-	-	50,922	30,642			
Accrued interest expenses to unrelated parties	238,688	37,593	205,229	35,472			
Accrued expenses - unrelated parties	96,075	78,289	67,165	49,637			
Total trade and other payables	813,358	623,313	1,252,132	1,034,075			

# 10. Long-term loans

(Unit: Thousand Baht)

	Conso	lidated	Separate				
	financial s	tatements	financial s	tatements			
		31 December		31 December			
	30 June2024	2023	30 June2024	2023			
Long-term loans	1,104,442	1,108,825	1,054,603	1,054,603			
Less:Current portion	(1,063,802)	(1,065,570)	(1,054,603)	(1,054,603)			
Long-term loans, net of current portion	40,640	43,255					

Movement of long-term loans during the six-month period ended 30 June 2024 are summarised below.

(Unit: Thousand Baht)

	`		,
	Consolidated	Separate	
	financial	financial	
	statements	statements	
Balance as at 1 January 2024	1,108,825	1,054,603	
Less: Repayment during the period	(4,383)		_
Balance as at30 June 2024	1,104,442	1,054,603	_

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 31March 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 31March 2021. The Group executed the Third Amendment Agreement to the Credit Facility Agreement for such loan repayment extension with thethree financial institutions on 30April 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 Grouphas 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 theaverage MLR charged by the bank for prime large customers from four financial institutions, minus 1.5% per annum (Average MLR-1.5% per annum). 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 Juneand 31 December.

As at31 December 2023 and 30 June 2024 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. Moreover, as at31 December 2023and 30 June 2024, the Company was unable to repay long-term loans including interest when they were due, resulting in the long-term loans 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.

On 1 March 2024, the Company received a dunning letter from a financial institution urging the Company to repay the debts and contact with the bank due to the Company's failure to adhere to the terms of the loan agreement. The Company is currently engaged in negotiations with the financial institutions to defer the repayment of both principal and interest.

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 - 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.

#### 11. 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.

#### 12. Revenue from contracts with customers

(Unit: Thousand Baht)

	For the three-month period ended 30 June										
	Consoli	dated	Separate financial statements								
	financial st	atements									
_	2024	2023	2024	2023							
Type of goods or service:											
Sales of goods	786,122	825,443	352,436	344,083							
Service income	2,032	2,784	730	1,074							
Income from scrap sales	942	4,098	767	259							
Total revenue from contracts with customers											
- recognised at a point in time	789,096	832,325	353,933	345,416							

(Unit: Thousand Baht)

802

591,200

899

775,307

For the six-month period ended 30 June

5,803

1,882,148

	Conso	lidated	Sepa	rate		
	financial s	tatements	financial statements			
	2024	2023	<u>2024</u>	2023		
Type of goods or service:						
Sales of goods	1,441,525	1,848,978	588,589	772,268		
Service income	21,824	27,367	1,809	2,140		

2,524

1,465,873

# 13. Other expenses

Income from scrap sales

Total revenue from contracts with customers

- recognised at a point in time

During the period, the Group has suffered from a lack of financial liquidity and working capital for purchasing raw materials for productions as described in note 1.2. As a result, the Group could not produce according to normal capacity. Therefore, in order to present the productioncost accurately and reasonably, the Group has allocated the idle fixed overheads cost for the three-month period ended 30 June 2024 of Baht 124 million (2023: Baht 123 million), the Company only: Baht 71 million (2023: Baht 51 million), and for the sixmonth period ended 30 June 2024 of Baht 233 million (2023: Baht 166million), the Companyonly: Baht 142million (2023: Baht 94million) from production cost and recognised such idle conversion as other expenses in the statement of comprehensive income.

# 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 thethree-month and six-month periods ended30 June 2024 and 2023, respectively.

(Unit: Million Baht)

	For the three-month period ended 30 June													
													Conso	lidated
	Compi	essors									Adjustme	ents and	finar	ncial
	and	parts	Ename	led wire	Steel	sheet	Steel co	il center	Total Se	egments	elimina	ations	stater	ments
	<u>2024</u>	<u>2023</u>	<u>2024</u>	2023	2024	2023	<u>2024</u>	<u>2023</u>	2024	2023	2024	<u>2023</u>	2024	<u>2023</u>
Revenue														
External customers	379	399	171	165	112	148	127	120	789	832	-	-	789	832
Inter-segment	38	31	8	15	46	59	23	22	115	127	(115)	(127)	-	
Total revenue	417	430	179	180	158	207	150	142	904	959	(115)	(127)	789	832
Operating results														
Segment gross profit(loss)	7	(32)	14	2	5	13	13	(8)	39	(25)	(3)	(127)	36	(24)
Other income													14	3
Loss on exchange													(2)	(2)
Selling and distribution expenses													(16)	(14)
Administrative expenses													(76)	(88)
Other expenses													(124)	(123)
Finance cost													(120)	(68)
Loss before income tax													(288)	(316)
Income tax													16	1
Loss for the period													(272)	(315)

# (Unaudited but reviewed)

(Unit: Million Baht)

					•	01 1110 017	· month p	orioa oria	50 00 0an					
													Conso	lidated
	Compr	essors									Adjustme	ents and	finar	ncial
	and	parts	Ename	led wire	rire Steel sheet		Steel coil center		Total Segments		eliminations		stater	nents
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
Revenue														
External customers	672	870	332	399	214	350	248	263	1,466	1,882	-	-	1,466	1,882
Inter-segment	56	62	17	36	96	135	41	55	210	288	(210)	(288)		
Total revenue	728	932	349	435	310	485	289	318	1,676	2,170	(210)	(288)	1,466	1,882
Operating results														
Segment gross profit(loss)	(11)	(124)	21	6	16	16	24	(16)	50	(118)	8	9	58	(109)
Gain on disposal of investment in indirect subsidiary													_	107
Other income													20	8
Loss on exchange													(8)	(4)
Selling and distribution expenses													(28)	(30)
Administrative expenses													(188)	(206)
Other expenses													(233)	(166)
Finance cost													(230)	(131)
Loss before income tax													(609)	(531)
Income tax													30	31
Loss for the period													(579)	(500)

#### 15. Commitment and contingent liabilities

#### 15.1 Capital commitments

As at 30 June 2024, the Group has capital commitments of approximately Baht 12.4 million (31 December 2023: Baht 10.8 million) (the Company only: Baht 11.9 million, 31 December 2023: Baht 10.3 million), relating to the construction of factory building and purchase and installation of machinery.

#### 15.2 Guarantees

As at 30 June 2024, there were outstanding bank guarantees of approximatelyBaht48million(31 December 2023:Baht 50million), the Company only: Baht17million(31 December 2023:Baht17million) 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 includeletter of guarantee toguarantee electricity usage amounting to Baht38million(31 December 2023:Baht 40million), the Company only: Baht7million (31 December 2023:Baht 7million) and to guarantee import duty, natural gas agreements and others amounting to Baht9.9million(31 December 2023: Baht 9.9million), the Company only:Baht 9.7million(31 December 2023: Baht9.7million).

#### 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 August 2024.