

Kulthorn Kirby Public Company Limited and
its subsidiaries
Report and consolidated and separate financial statements
31 December 2024

Independent Auditor's Report

To the Shareholders of Kulthorn Kirby Public Company Limited

Disclaimer of Opinion

I have audited the accompanying consolidated financial statements of Kulthorn Kirby Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2024, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information, and have also audited the separate financial statements of Kulthorn Kirby Public Company Limited for the same period (collectively "the financial statements").

I do not express an opinion on the financial statements referred to above because of the significance of the matter described in the Basis for Disclaimer of Opinion section of my report on the consolidated financial statements of Kulthorn Kirby Public Company Limited and its subsidiaries and the separate financial statements of Kulthorn Kirby Public Company Limited for the year ended 31 December 2024.

Basis for Disclaimer of Opinion

As described in Note 1.2 to the 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 year ended 31 December 2024 of Baht 1,239 million (the Company only: Baht 1,481 million). As at 31 December 2024, the Group's total current liabilities exceeded its total current assets by Baht 4,669 million (the Company only: Baht 5,051 million). The Group had deficit of Baht 5,453 million (the Company only: Baht 5,360 million) and capital deficit of Baht 1,584 million (the Company only: Baht 2,026 million). The major current liabilities of the Group consisted of the followings:

- Bank overdraft and short-term loans from financial institutions amounting to Baht 3,548 million (the Company only: Baht 2,148 million),
- Trade and other current payables amounting to Baht 899 million (the Company only: Baht 1,349 million), and
- Current portion of long-term loans from financial institutions amounting to Baht 1,062 million (the Company only: Baht 1,052 million), which mainly 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 17 to the 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 a major shareholder. 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.

In January 2025, the Company filed a petition for business rehabilitation and proposed itself as the planner to the Central Bankruptcy Court under the Bankruptcy Act B.E. 2483 (as amended). And on 10 January 2025, the Central Bankruptcy Court accepted the petition for consideration and has scheduled the hearing on the rehabilitation petition on 2 April 2025, as described in Note 37.1 to the financial statements.

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, improve business operations of the Group, including the Central Bankruptcy Court's approval of the Company's rehabilitation plan and appointment of the proposed planner, creditor approval of the rehabilitation plan, and the successful implementation of the rehabilitation plan and ability to continue the operations of the Company.

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of my report. I am independent of the Group in accordance with the Code of Ethics for Professional Accountants including Independence Standards issued by the Federation of Accounting Professions (Code of Ethics for Professional Accountants) that are relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code of Ethics for Professional Accountants. However, because of the matter described in the Basis for Disclaimer of Opinion section of my report involves multiple uncertainties, notwithstanding having obtained sufficient appropriate audit evidence regarding each of the individual uncertainties, it is not possible to form an opinion on the financial statements due to the potential interaction of the uncertainties and their possible cumulative effect on the financial statements.

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to report on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my report.

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

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

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

Natteera Pongpinitpinyo

Certified Public Accountant (Thailand) No. 7362

EY Office Limited

Bangkok: 28 March 2025

Kulthorn Kirby Public Company Limited and its subsidiaries

Statements of financial position

As at 31 December 2024

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2024	2023	2024	2023
Assets					
Current assets					
Cash and cash equivalents	7	46,947,815	17,347,720	921,636	3,605,365
Trade and other current receivables	8	261,581,099	304,490,566	31,163,128	51,073,620
Inventories	9	642,880,470	812,588,238	390,484,664	471,781,507
Current tax assets		4,308,726	4,165,965	1,404,381	665,903
VAT receivable		32,852,769	31,264,674	22,722,745	23,267,078
Other current assets	10	54,813,625	63,336,605	18,687,860	29,752,912
Total current assets		1,043,384,504	1,233,193,768	465,384,414	580,146,385
Non-current assets					
Investments in subsidiaries	11	-	-	776,674,640	1,392,168,519
Property, plant and equipment	12	3,665,523,794	3,800,207,862	2,613,513,237	2,417,486,753
Right-of-use assets	18	9,655,150	47,642,784	1,905,100	3,377,891
Goodwill on business combination	13	-	-	-	-
Other intangible assets	14	24,341,223	33,049,268	17,633,705	23,598,969
Other non-current assets		11,931,634	2,252,918	803,241	803,228
Total non-current assets		3,711,451,801	3,883,152,832	3,410,529,923	3,837,435,360
Total assets		4,754,836,305	5,116,346,600	3,875,914,337	4,417,581,745

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

Kulthorn Kirby Public Company Limited and its subsidiaries

Statements of financial position (continued)

As at 31 December 2024

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2024	2023	2024	2023
Liabilities and shareholders' equity					
Current liabilities					
Bank overdrafts and short-term loans from					
financial institutions	15	3,547,872,481	3,453,165,883	2,148,237,320	2,165,983,075
Trade and other current payables	16	898,522,026	623,313,349	1,349,426,185	1,034,074,936
Short-term loans from related parties	6	-	-	777,237,053	770,000,000
Short-term loans from major shareholder	6	182,000,000	-	182,000,000	-
Current portion of long-term loans	17	1,061,558,917	1,065,569,837	1,051,717,149	1,054,602,519
Current portion of lease liabilities	18	3,393,579	14,384,066	1,330,839	1,472,791
Dividend payable		888,209	888,209	884,167	884,167
Other current liabilities	19	18,023,324	17,615,620	5,641,976	9,986,489
Total current liabilities		5,712,258,536	5,174,936,964	5,516,474,689	5,037,003,977
Non-current liabilities					
Long-term loans, net of current portion	17	35,475,758	43,255,231	-	-
Lease liabilities, net of current portion	18	1,008,262	4,401,840	602,422	1,933,261
Deferred tax liabilities	27	371,473,024	353,777,590	283,629,029	219,004,280
Non-current provision for employee benefits	20	218,955,165	216,112,331	101,023,485	93,501,948
Total non-current liabilities		626,912,209	617,546,992	385,254,936	314,439,489
Total liabilities		6,339,170,745	5,792,483,956	5,901,729,625	5,351,443,466

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

Kulthorn Kirby Public Company Limited and its subsidiaries

Statements of financial position (continued)

As at 31 December 2024

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2024	2023	2024	2023
Shareholders' equity					
Share capital					
Registered					
1,500,000,000 ordinary shares of Baht 1 each		<u>1,500,000,000</u>	<u>1,500,000,000</u>	<u>1,500,000,000</u>	<u>1,500,000,000</u>
Issued and fully paid up					
1,500,000,000 ordinary shares of Baht 1 each		1,500,000,000	1,500,000,000	1,500,000,000	1,500,000,000
Share premium		700,000,000	700,000,000	700,000,000	700,000,000
Surplus from business combination					
under common control		207,897,949	207,897,949	-	-
Retained earnings (deficits)					
Appropriated - statutory reserve	22	120,000,000	120,000,000	120,000,000	120,000,000
Unappropriated		(5,572,597,855)	(4,562,116,349)	(5,479,635,231)	(4,128,004,484)
Other components of shareholders' equity		<u>1,460,365,466</u>	<u>1,358,081,044</u>	<u>1,133,819,943</u>	<u>874,142,763</u>
Total shareholders' equity (capital deficit)		<u>(1,584,334,440)</u>	<u>(676,137,356)</u>	<u>(2,025,815,288)</u>	<u>(933,861,721)</u>
Total liabilities and shareholders' equity		<u>4,754,836,305</u>	<u>5,116,346,600</u>	<u>3,875,914,337</u>	<u>4,417,581,745</u>

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

Directors

Kulthorn Kirby Public Company Limited and its subsidiaries

Statements of comprehensive income

For the year ended 31 December 2024

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2024	2023	2024	2023
Profit or loss:					
Revenues					
Revenue from contracts with customers	6, 23, 28, 30	2,633,240,000	3,176,090,939	959,377,226	1,253,975,815
Rental income		16,612,733	5,800,850	25,253,620	15,694,270
Gain on exchange		812,140	-	1,102,408	-
Gain on disposal of investment in indirect subsidiary	11	-	106,687,345	-	-
Other income		20,157,373	8,889,536	22,597,489	17,513,918
Total revenues		2,670,822,246	3,297,468,670	1,008,330,743	1,287,184,003
Expenses					
Cost of sales and services	6	2,507,936,343	3,116,544,246	958,474,588	1,336,780,009
Selling and distribution expenses		49,331,385	52,013,435	23,359,162	21,539,038
Administrative expenses		371,287,478	447,042,945	205,147,526	227,068,554
Other expenses	24	501,638,931	563,412,685	298,068,594	311,914,030
Loss on exchange		-	442,537	-	2,894,196
Impairment loss on assets		71,718,641	38,437,651	-	32,328,483
Impairment loss on investments in subsidiaries	11	-	-	615,493,879	625,064,837
Total expenses		3,501,912,778	4,217,893,499	2,100,543,749	2,557,589,147
Operating loss		(831,090,532)	(920,424,829)	(1,092,213,006)	(1,270,405,144)
Finance income		73,552	27,596	394	2,400
Finance cost	25	(472,622,295)	(284,759,541)	(421,187,329)	(252,689,698)
Loss before income tax		(1,303,639,275)	(1,205,156,774)	(1,513,399,941)	(1,523,092,442)
Income tax	27	64,932,091	(75,837,985)	32,589,476	(66,346,877)
Loss for the year		(1,238,707,184)	(1,280,994,759)	(1,480,810,465)	(1,589,439,319)

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

Kulthorn Kirby Public Company Limited and its subsidiaries

Statements of comprehensive income (continued)

As at 31 December 2024

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2024	2023	2024	2023
Other comprehensive income:					
<i>Other comprehensive income to be reclassified</i>					
<i>to profit or loss in subsequent periods:</i>					
Exchange differences on translation of					
financial statements in foreign currency					
recycled to profit or loss due to loss of control		-	3,687,044	-	-
Other comprehensive income to be reclassified to profit					
or loss in subsequent periods - net of income tax		-	3,687,044	-	-
<i>Other comprehensive income not to be reclassified</i>					
<i>to profit or loss in subsequent periods:</i>					
Remeasurement gain on defined benefit plan	20	-	5,474,995	-	14,702,111
		-	5,474,995	-	14,702,111
Revaluation surplus on assets	12	816,167,432	-	486,071,122	-
Less: Income tax effect	27	(163,233,486)	-	(97,214,224)	-
		652,933,946	-	388,856,898	-
Changes in revaluation surplus on assets					
arising from impairment loss on assets	12	(403,029,808)	(394,531,528)	-	(169,826,412)
Less: Income tax effect	27	80,605,962	78,906,306	-	33,965,282
		(322,423,846)	(315,625,222)	-	(135,861,130)
Other comprehensive income not to be reclassified to profit					
or loss in subsequent periods - net of income tax		330,510,100	(310,150,227)	388,856,898	(121,159,019)
Other comprehensive income for the year		330,510,100	(306,463,183)	388,856,898	(121,159,019)
Total comprehensive income for the year		(908,197,084)	(1,587,457,942)	(1,091,953,567)	(1,710,598,338)
Basic loss per share	29				
Loss attributable to equity holders of the Company		(0.83)	(0.85)	(0.99)	(1.06)

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

Kulthorn Kirby Public Company Limited and its subsidiaries

Statements of changes in shareholders' equity

For the year ended 31 December 2024

(Unit: Baht)

	Consolidated financial statements									
			Surplus from business combination under common control	Retained earnings (deficits)		Other components of shareholders' equity			Total shareholders' equity (capital deficit)	
	Issued and fully paid-up share capital	Share premium		Appropriated	Unappropriated	Exchange differences on translation of financial statements in foreign currency	Revaluation surplus on assets	Total other components of shareholders' equity		
			Total							
Balance as at 1 January 2023	1,500,000,000	700,000,000	207,897,949	120,000,000	(3,638,575,108)	(3,687,044)	2,025,684,789	2,021,997,745	911,320,586	
Loss for the year	-	-	-	-	(1,280,994,759)	-	-	-	(1,280,994,759)	
Other comprehensive income for the year	-	-	-	-	5,474,995	3,687,044	(315,625,222)	(311,938,178)	(306,463,183)	
Total comprehensive income for the year	-	-	-	-	(1,275,519,764)	3,687,044	(315,625,222)	(311,938,178)	(1,587,457,942)	
Transfer revaluation surplus on assets to retained earnings (Note 21)	-	-	-	-	351,978,523	-	(351,978,523)	(351,978,523)	-	
Balance as at 31 December 2023	<u>1,500,000,000</u>	<u>700,000,000</u>	<u>207,897,949</u>	<u>120,000,000</u>	<u>(4,562,116,349)</u>	<u>-</u>	<u>1,358,081,044</u>	<u>1,358,081,044</u>	<u>(676,137,356)</u>	
Balance as at 1 January 2024	1,500,000,000	700,000,000	207,897,949	120,000,000	(4,562,116,349)	-	1,358,081,044	1,358,081,044	(676,137,356)	
Loss for the year	-	-	-	-	(1,238,707,184)	-	-	-	(1,238,707,184)	
Other comprehensive income for the year	-	-	-	-	-	-	330,510,100	330,510,100	330,510,100	
Total comprehensive income for the year	-	-	-	-	(1,238,707,184)	-	330,510,100	330,510,100	(908,197,084)	
Transfer revaluation surplus on assets to retained earnings (Note 21)	-	-	-	-	228,225,678	-	(228,225,678)	(228,225,678)	-	
Balance as at 31 December 2024	<u>1,500,000,000</u>	<u>700,000,000</u>	<u>207,897,949</u>	<u>120,000,000</u>	<u>(5,572,597,855)</u>	<u>-</u>	<u>1,460,365,466</u>	<u>1,460,365,466</u>	<u>(1,584,334,440)</u>	

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

Kulthorn Kirby Public Company Limited and its subsidiaries

Statements of changes in shareholders' equity (continued)

For the year ended 31 December 2024

(Unit: Baht)

	Separate financial statements					
	Issued and fully paid-up share capital	Share premium	Retained earnings (deficits)		Other components of shareholders' equity	Total shareholders' equity (capital deficit)
			Appropriated	Unappropriated	Other comprehensive income	
					Revaluation surplus on assets	
Balance as at 1 January 2023	1,500,000,000	700,000,000	120,000,000	(2,723,065,604)	1,179,802,221	776,736,617
Loss for the year	-	-	-	(1,589,439,319)	-	(1,589,439,319)
Other comprehensive income for the year	-	-	-	14,702,111	(135,861,130)	(121,159,019)
Total comprehensive income for the year	-	-	-	(1,574,737,208)	(135,861,130)	(1,710,598,338)
Transfer revaluation surplus on assets to retained earnings (Note 21)	-	-	-	169,798,328	(169,798,328)	-
Balance as at 31 December 2023	<u>1,500,000,000</u>	<u>700,000,000</u>	<u>120,000,000</u>	<u>(4,128,004,484)</u>	<u>874,142,763</u>	<u>(933,861,721)</u>
Balance as at 1 January 2024	1,500,000,000	700,000,000	120,000,000	(4,128,004,484)	874,142,763	(933,861,721)
Loss for the year	-	-	-	(1,480,810,465)	-	(1,480,810,465)
Other comprehensive income for the year	-	-	-	-	388,856,898	388,856,898
Total comprehensive income for the year	-	-	-	(1,480,810,465)	388,856,898	(1,091,953,567)
Transfer revaluation surplus on assets to retained earnings (Note 21)	-	-	-	129,179,718	(129,179,718)	-
Balance as at 31 December 2024	<u>1,500,000,000</u>	<u>700,000,000</u>	<u>120,000,000</u>	<u>(5,479,635,231)</u>	<u>1,133,819,943</u>	<u>(2,025,815,288)</u>

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

Kulthorn Kirby Public Company Limited and its subsidiaries

Cash flow statements

For the year ended 31 December 2024

(Unit: Baht)

	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Cash flows from operating activities				
Loss before tax	(1,303,639,275)	(1,205,156,774)	(1,513,399,941)	(1,523,092,442)
Adjustments to reconcile loss before tax to net cash provided by (paid from) operating activities:				
Depreciation and amortisation	512,398,731	600,473,136	291,469,018	325,419,596
Amortise right-of-use assets	12,516,964	14,028,063	1,362,716	1,619,951
Allowance for expected credit losses	918,191	2,351,602	9,241,254	3,215,820
The reduction of inventory to net realisable value (reversal)	(16,344,046)	5,337,212	792,517	20,545,282
Allowance for impairment loss on assets	(1,292,938)	-	(421,995)	-
Allowance for impairment loss on investments in subsidiaries	-	-	615,493,879	625,064,837
Allowance for impairment loss on assets	71,718,641	38,437,651	-	32,328,483
Loss on asset revaluation	2,397,015	-	2,397,015	-
Write-off of doubtful accounts	-	11,897,888	-	-
Loss on sales of property, plant and equipment	651,039	1,735,521	717,509	-
Loss on write-off property, plant and equipment	396,481	412,301	117	-
Loss (gain) on write-off of lease liabilities	(2)	374,260	(2)	-
Gain on disposal of investment in indirect subsidiary	-	(106,687,232)	-	-
Write-off withholding tax	1,280,931	1,003,626	-	-
Provision for employee benefits	10,651,445	21,095,926	7,881,537	8,448,208
Subsidies income from government grants	(1,833,565)	(1,833,565)	(1,833,565)	(1,833,565)
Unrealised loss (gain) on exchange	(3,238,619)	4,278,915	(3,115,815)	5,161,160
Gain on fair value adjustments of financial instruments	-	(78,832)	-	-
Dividend income	(6,215)	(4,680)	(6,214)	(4,680)
Finance income	(73,552)	(27,596)	(394)	(2,400)
Finance cost	472,622,295	284,759,541	421,187,329	252,689,698
Loss from operating activities before changes in operating assets and liabilities	(240,876,479)	(327,603,037)	(168,235,035)	(250,440,052)

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

Kulthorn Kirby Public Company Limited and its subsidiaries

Cash flow statements (continued)

For the year ended 31 December 2024

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Operating assets (increase) decrease				
Trade and other current receivables	41,301,740	288,100,796	10,956,794	138,450,702
Inventories	186,051,814	330,594,892	80,504,326	180,928,057
Other current assets	9,676,724	49,446,749	11,244,835	38,490,155
Other non-current assets	(9,678,716)	(1,155,996)	(13)	67,000
Operating liabilities increase (decrease)				
Trade and other current payables	(146,998,477)	(37,135,798)	(82,353,701)	107,654,662
Other current liabilities	2,241,379	(2,402,577)	(2,510,948)	(872,645)
Cash flows from (used in) operating activities	(158,282,015)	299,845,029	(150,393,742)	214,277,879
Cash paid for employee benefits	(7,808,612)	(20,916,641)	(360,000)	(8,240,759)
Interest received	73,552	575,097	394	2,400
Tax refund received	1,424,125	17,406,003	1,030,454	16,088,185
Interest paid	(47,768,026)	(242,328,553)	(20,654,119)	(191,613,258)
Corporate income tax paid	(4,308,727)	(4,165,965)	(1,404,381)	(665,903)
Net cash flows from (used in) operating activities	(216,669,703)	50,414,970	(171,781,394)	29,848,544
Cash flows from investing activities				
Acquisition of property, plant and equipment and intangible assets	(5,398,373)	(20,459,099)	(1,263,437)	(17,249,653)
Proceeds from sales of property, plant and equipment and intangible assets	1,019,741	282,257	3,111,675	-
Dividend income	6,215	4,680	6,215	4,680
Decrease in short-term loans to related parties	-	-	-	43,347,278
Decrease in short-term loans to unrelated parties	-	43,347,278	-	-
Decrease in cash from disposal of investment in indirect subsidiary	-	(266,767,232)	-	-
Net cash flows from (used in) investing activities	(4,372,417)	(243,592,116)	1,854,453	26,102,305
Cash flows from financing activities				
Increase in bank overdrafts and short-term loans from financial institutions	984,641,750	6,563,626,472	55,400,178	1,772,804,182
Decrease in bank overdrafts and short-term loans from financial institutions	(889,935,151)	(6,344,459,942)	(73,145,933)	(1,803,688,770)
Increase in short-term loans from related parties	182,000,000	-	182,000,000	21,000,000
Decrease in short-term loans from related parties	-	-	(12,000,000)	(17,000,000)
Cash received from short-term loan from related parties	-	-	19,237,053	-
Cash received from long-term loan (sales and leaseback)	-	35,803,010	-	-
Repayment of long-term loans	(11,790,394)	(36,702,402)	(2,885,371)	(28,200,456)
Payment of principal portion of lease liabilities	(14,273,990)	(18,866,352)	(1,362,715)	(1,619,951)
Net cash flows from (used in) financing activities	250,642,215	199,400,786	167,243,212	(56,704,995)
Decrease in translation adjustments	-	(10,312,183)	-	-
Net increase (decrease) in cash and cash equivalents	29,600,095	(4,088,543)	(2,683,729)	(754,146)
Cash and cash equivalents at beginning of year	17,347,720	21,436,263	3,605,365	4,359,511
Cash and cash equivalents at end of year	46,947,815	17,347,720	921,636	3,605,365

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

Kulthorn Kirby Public Company Limited and its subsidiaries**Cash flow statements (continued)****For the year ended 31 December 2024**

(Unit: Baht)

	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Supplement cash flows information				
1) Non-cash related transaction for investing activities				
Other payable from acquisitions of fixed assets	-	481,329	-	183,182
Revaluation surplus on assets	816,167	-	486,071	-
Decrease in revaluation assets due to impairment loss	(403,029,808)	(394,531,528)	-	(169,826,412)
Transfer fixed assets to inventories	-	5,170,293	-	5,170,293
Transfer fixed assets to intangible assets	702,009	-	-	-
Transfer right-of-use assets to fixed assets	25,360,594	2,469,575	-	-
Increase in right-of-use assets	-	559,813	-	-
Offset short-term loans to unrelated party with trade and other current payables	-	9,128,158	-	9,128,158
Offset other receivable from sales of fixed assets with trade payable	-	5,140	-	13,800,000
2) Non-cash related transaction for financing activities				
Dividend payable	888,209	888,209	884,167	884,167

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

Kulthorn Kirby Public Company Limited and its subsidiaries

Notes to financial statements

For the year ended 31 December 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 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 year ended 31 December 2024 of Baht 1,239 million (the Company only: Baht 1,481 million). As at 31 December 2024, the Group’s total current liabilities exceeded its total current assets by Baht 4,669 million (the Company only: Baht 5,051 million). The Group had deficit of Baht 5,453 million (the Company only: Baht 5,360 million) and capital deficit of Baht 1,584 million (the Company only: Baht 2,026 million). The major current liabilities of the Group consisted of the bank overdraft and short-term loans from financial institutions amounting to Baht 3,548 million (the Company only: Baht 2,148 million), trade and other current payables amounting to Baht 899 million (the Company only: Baht 1,349 million), and current portion of long-term loans from financial institutions amounting to Baht 1,062 million (the Company only: Baht 1,052 million), which mainly 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 17.

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 a major shareholder. 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.

In January 2025, the Company filed a petition for business rehabilitation and proposed itself as the planner to the Central Bankruptcy Court under the Bankruptcy Act B.E. 2483 (as amended). And on 10 January 2025, the Central Bankruptcy Court accepted the petition for consideration and has scheduled the hearing on the rehabilitation petition on 2 April 2025.

The Group's ability to continue as a going concern depends on the success of the plans including the Central Bankruptcy Court's approval of the Company's rehabilitation plan and appointment of the proposed planner, creditor approval of the rehabilitation plan, and the successful implementation of the rehabilitation plan, and ability to continue the operations of the Company.

Nonetheless, the Company's management believes that preparing the financial statements under the going concern assumption remains appropriate, as the Company is in the process of compiling information and negotiating a draft rehabilitation plan with its two principal financial institution creditors, which collectively account for more than 90% of the Company's total financial institutional debt. Meanwhile, the Company can continue to operate its normal business activities to ensure that it remains a going concern for at least 12 months from the date of the statement of financial position. 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.

2. Basis of preparation

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

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

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

2.2 Basis of consolidation

- a) The consolidated financial statements include the financial statements of Kulthorn Kirby Public Company Limited (“the Company”) and the following subsidiary companies (“the subsidiaries”) (collectively as “the Group”):

Subsidiary companies	Nature of business	Country of incorporation	Percentage of shareholding	
			2024	2023
			Percent	Percent
<u>Subsidiaries held by the Company</u>				
Kulthorn Kirby Foundry Company Limited	Manufacturing and sales of iron castings for compressor parts and automotives parts	Thailand	100	100
Kulthorn Premier Company Limited	Manufacturing and sales of hermetic compressors for compressor parts	Thailand	100	100
Kulthorn Steel Company Limited	Slitting of electrical steel for compressor	Thailand	100	100
Kulthorn Materials and Controls Company Limited	Manufacturing and sales of enameled copper wires and thermostat used in air conditioners and refrigerators	Thailand	100	100
Kulthorn Research and Development Company Limited	Provision of services with respect to technology research and development for products and manufacturing	Thailand	100	100
<u>Subsidiaries held by Kulthorn Materials and Controls Company Limited</u>				
Kulthorn Metal Products Company Limited	Generating and distribution of electricity by solar rooftop including spare parts and electrical generating equipment	Thailand	100	100

- b) The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.
- c) Subsidiaries are fully consolidated, from the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.
- d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
- e) The assets and liabilities in the financial statements of overseas subsidiary companies are translated into Baht using the exchange rate prevailing at the end of reporting period, and revenues and expenses are translated using monthly average exchange rates. The resulting differences are shown under the caption of “Exchange differences on translation of financial statements in foreign currency” in the statements of changes in shareholders’ equity.
- f) Material balances and transactions between the Group have been eliminated from the consolidated financial statements.

2.3 The separate financial statements present investments in subsidiaries under the cost method.

3. New financial reporting standards

3.1 Financial reporting standards that became effective in the current year

During the year, the Group has adopted the revised financial reporting standards which are effective for fiscal years beginning on or after 1 January 2024. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The adoption of these financial reporting standards does not have any significant impact on the Group's financial statements.

3.2 Financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2025

The Federation of Accounting Professions issued a number of revised financial reporting standards, which are effective for fiscal years beginning on or after 1 January 2025. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The management of the Group believes that adoption of these amendments will not have any significant impact on the Group's financial statements.

4. Accounting policies

4.1 Revenue and expense recognition

Sales of goods

Revenue from sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods. Revenue is measured at the amount of the consideration received or receivable, excluding value added tax, of goods supplied after deducting returns, discounts, allowances and price promotions to customers.

Rendering of services

Service revenue is recognised at a point in time upon completion of the service.

Interest income

Interest income is calculated using the effective interest method and recognised on an accrual basis. The effective interest rate is applied to the gross carrying amount of a financial asset, unless the financial assets subsequently become credit-impaired when it is applied to the net carrying amount of the financial asset (net of the expected credit loss allowance).

Finance cost

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

Dividends

Dividends are recognised when the right to receive the dividends is established.

4.2 Cash and cash equivalents

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

4.3 Inventories

Finished goods, work in process and raw materials are valued at the lower of cost (under the first-in, first-out method) and net realisable value. Cost of finished goods and work in process includes cost of materials, labour and overheads.

4.4 Investments in subsidiaries

Investments in the subsidiaries are accounted for in the separate financial statements using the cost method.

4.5 Property, plant and equipment and depreciation

Land is stated at revalued amount. Buildings and equipment are stated at cost or revalued amount less accumulated depreciation and allowance for loss on impairment of assets (if any).

Land, buildings and machineries are initially recorded at cost on the acquisition date, and subsequently revalued by an independent professional appraiser to their fair values. Revaluations are made with sufficient regularity to ensure that the carrying amount does not differ materially from fair value at the end of reporting period.

Differences arising from the revaluation are dealt with in the financial statements as follows:

- When an asset's carrying amount is increased as a result of a revaluation of the Group's assets, the increase is credited directly to the other comprehensive income and the cumulative increase is recognised in equity under the heading of "Revaluation surplus". However, a revaluation increase is recognised as income to the extent that it reverses a revaluation decrease in respect of the same asset previously recognised as an expense.
- When an asset's carrying amount is decreased as a result of a revaluation of the Group's assets, the decrease is recognised in profit or loss. However, the revaluation decrease is charged to the other comprehensive income to the extent that it does not exceed an amount already held in "Revaluation surplus" in respect of the same asset.

Depreciation of plant and equipment is calculated by reference to their costs or the revalued amount, on the straight-line basis over the following estimated useful lives:

Land improvement and plant	-	10, 20, 30, 35, 40, 45	years
Machineries	-	5 - 10, 13 - 15, 18 - 20, 25	years
Plant equipment	-	5	years
Furniture, fixtures and office equipment	-	3, 5, 10	years
Motor vehicles	-	2, 3, 5, 6, 9, 10	years

Depreciation is included in determining income.

No depreciation is provided for land and construction in progress and machine under installation.

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

4.6 Borrowing costs

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

4.7 Intangible assets

Intangible assets acquired through business combination are initially recognised at their fair value on the date of business acquisition while intangible assets acquired in other cases are recognised at cost. Following the initial recognition, the intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses (if any).

Intangible assets with finite lives are amortised on the straight-line basis over the economic useful life and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method of such intangible assets are reviewed at least at each financial year end. The amortisation expense is charged to profit or loss.

A summary of the intangible assets with finite useful lives is as follows:

	<u>Useful lives</u>
Computer software	3 and 10 years

4.8 Goodwill

Goodwill is initially recorded at cost, which equals to the excess of cost of business combination over the fair value of the net assets acquired. If the fair value of the net assets acquired exceeds the cost of business combination, the excess is immediately recognised as gain in profit or loss.

Goodwill is carried at cost less any accumulated impairment losses. Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the Company's cash generating units (or group of cash-generating units) that are expected to benefit from the synergies of the combination. The Company estimates the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised in profit or loss. Impairment losses relating to goodwill cannot be reversed in future periods.

4.9 Warranty reserve

Warranty reserve is estimated by reference to actual warranty expenses incurred and calculated at a percentage of cost of sales and quantities of products under warranty.

4.10 Leases

At inception of contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group as a lessee

The Group applied a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. At the commencement date of the lease (i.e. the date the underlying asset is available for use), the Group recognises right-of-use assets representing the right to use underlying assets and lease liabilities based on lease payments.

Right-of-use assets

Right-of-use assets are measured at cost, less accumulated depreciation, any accumulated impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities initially recognised, initial direct costs incurred, and lease payments made at or before the commencement date of the lease, and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located less any lease incentives received.

Depreciation of right-of-use assets are calculated by reference to their costs, on the straight-line basis over the shorter of their estimated useful lives and the lease term.

Land and land improvement	3, 20 years
Machinery and equipment	2 - 5 years
Office equipment	3 - 5 years
Motor vehicles	4 years

If ownership of the leased asset is transferred to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

Lease liabilities

Lease liabilities are measured at the present value of the lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be payable under residual value guarantees. Moreover, the lease payments include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

The Group discounted the present value of the lease payments by the interest rate implicit in the lease or the Group's incremental borrowing rate. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

A lease that has a lease term less than or equal to 12 months from commencement date or a lease of low-value assets is recognised as expenses on a straight-line basis over the lease term.

The Group as a lessor

A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership of an underlying asset to a lessee. Lease receivables from operating leases is recognised as income in profit or loss on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying assets and recognised as an expense over the lease term on the same basis as the lease income.

4.11 Related party transactions

Related parties comprise individuals or enterprises that control, or are controlled by, the Company, whether directly or indirectly, or which are under common control with the Company.

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

4.12 Foreign currencies

The consolidated and separate financial statements are presented in Baht, which is also the Company's functional currency. Items of each entity included in the consolidated financial statements are measured using the functional currency of that entity.

Transactions in foreign currencies are translated into Baht at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling at the end of reporting period.

Gains and losses on exchange are included in determining income.

4.13 Impairment of non-financial assets

At the end of each reporting period, the Group performs impairment reviews in respect of the property, plant and equipment, right-of-use assets, and other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. The Group also carries out annual impairment reviews in respect of goodwill and intangible assets with indefinite useful lives. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount. In determining value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by a valuation model that, based on information available, reflects the amount that the Group could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

An impairment loss is recognised in profit or loss. However, in cases where property, plant and equipment were previously revalued and the revaluation was taken to equity, a part of such impairment is recognised in equity up to the amount of the previous revaluation.

In the assessment of asset impairment (except for goodwill), if there is any indication that previously recognised impairment losses may no longer exist or may have decreased, the Group estimates the asset's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The increased carrying amount of the asset attributable to a reversal of an impairment loss shall not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at a revalued amount, in which case the reversal, which exceeds the carrying amount that would have been determined, is treated as a revaluation increase.

4.14 Employee benefits

Short-term employee benefits

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

Post-employment benefits and other long-term employee benefits

Defined contribution plans

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

Defined benefit plans and other long-term employee benefits

The Group has obligations in respect of the severance payments they must make to employees upon retirement under labor law and other employee benefit plan. The Group treats these severance payment obligations as a defined benefit plan. In addition, the Group provides other long-term employee benefit plan, namely long service awards.

The obligation under the defined benefit plan and other long-term employee benefit plans is determined by a professionally qualified independent actuary based on actuarial techniques, using the Projected Unit Credit Method.

Actuarial gain and loss arising from defined benefit plans are recognised immediately in other comprehensive income.

Actuarial gain and loss arising from other long-term benefits are recognised immediately in profit and loss.

Past service costs are recognised in profit or loss on the earlier of the date of the plan amendment or curtailment and the date that the Group recognises restructuring-related costs.

4.15 Government grants

Government grants are recognised when there is reasonable assurance that the grants will be received and that the Company will comply with the conditions attaching to them. Government grants related to assets are presented as deferred income and are recognised in profit or loss on a systematic basis over the useful life of the assets. Government grants related to income are recognised in profit or loss in the period which the Company is eligible to the grants, presented with the net amount of related expenses.

4.16 Provisions

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

4.17 Income tax

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

Current tax

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

Deferred tax

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

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

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

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

4.18 Financial instruments

The Group initially measures financial assets at its fair value plus, in the case of financial assets that are not measured at fair value through profit or loss, transaction costs. However, trade receivables, that do not contain a significant financing component or for which at contract inception the Group expected payment by the customer less than one year and the Group has applied the practical expedient regarding not to adjust the effects of a significant financing component, are measured at the transaction price as disclosed in the accounting policy relating to revenue recognition.

Classification and measurement of financial assets

Financial assets are classified, at initial recognition, as to be subsequently measured at amortised cost or fair value through profit or loss (“FVTPL”). The classification of financial assets at initial recognition is driven by the Group’s business model for managing the financial assets and the contractual cash flows characteristics of the financial assets.

Financial assets at amortised cost

The Group measures financial assets at amortised cost if the financial asset is held in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest rate (“EIR”) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Financial assets at FVTPL

Financial assets measured at FVTPL are carried in the statement of financial position at fair value with net changes in fair value recognised in profit or loss.

These financial assets include derivatives, security investments held for trading, equity investments which the Group has not irrevocably elected to classify at FVOCI and financial assets with cash flows that are not solely payments of principal and interest.

Dividends on listed equity investments are recognised as other income in profit or loss.

Classification and measurement of financial liabilities

Except for derivative liabilities, at initial recognition the Group’s financial liabilities are recognised at fair value net of transaction costs and classified as liabilities to be subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. In determining amortised cost, the Group takes into account any discounts or premiums on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in profit or loss.

Derecognition of financial instruments

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or have been transferred and either the Group has transferred substantially all the risks and rewards of the asset, or the Group has transferred control of the asset.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss.

Impairment of financial assets

The Group recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure (a lifetime ECL).

The Group considers a significant increase in credit risk to have occurred when contractual payments are more than 30 days past due and considers a financial asset as credit impaired or default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to have a significant increase in credit risk and to be in default using other internal or external information, such as credit rating of issuers.

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

ECLs are calculated based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Offsetting of financial instruments

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

4.19 Derivatives

The Group uses derivatives, such as forward currency contracts to hedge its foreign currency risks.

Derivatives are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. The subsequent changes are recognised in profit or loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Derivatives are presented as non-current assets or non-current liabilities if the remaining maturity of the instrument is more than 12 months and it is not due to be realised or settled within 12 months. Other derivatives are presented as current assets or current liabilities.

4.20 Fair value measurement

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

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

Level 1 - Use of quoted market prices in an observable active market for such assets or liabilities

Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly

Level 3 - Use of unobservable inputs such as estimates of future cash flows

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

5. Significant accounting judgements and estimates

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

Leases

Determining the lease term with extension and termination options - The Group as a lessee

In determining the lease term, the management is required to exercise judgement in assessing whether the Group is reasonably certain to exercise the option to extend or terminate the lease considering all relevant facts and circumstances that create an economic incentive for the Group to exercise either the extension or termination option.

Estimating the incremental borrowing rate - The Group as a lessee

The Group cannot readily determine the interest rate implicit in the lease, therefore, the management is required to exercise judgement in estimating its incremental borrowing rate to discount lease liabilities. The incremental borrowing rate is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

Allowance for expected credit losses of trade receivables

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

Allowance for diminution in inventory value

In determining allowance for diminution in inventory value, the management needs to exercise judgement and make estimates based upon, among other things, market conditions and the condition of the inventory.

Property, plant and equipment/Depreciation

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

The Group measures land, buildings and machineries at revalued amounts. Such amounts are determined by the independent valuer using the market approach for land and machineries and the depreciated replacement cost approach for buildings. The valuation involves certain assumptions and estimates.

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

Deferred tax assets

Deferred tax assets are recognised for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the temporary differences and losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of estimate future taxable profits.

Warranty reserve

In determining warranty reserve, the management needs to exercise judgement to make estimate, based upon historical warranty expense data and the quantities of products under warranty.

Allowance for impairment of non-financial assets

In determining allowance for impairment of a non-financial asset, the management is required to exercise judgements regarding determination of the recoverable amount of the asset, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs of disposing of the asset. The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the budget for the next 5 years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the performance of the assets of the cash-generating unit being tested. The recoverable amount is sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to investment in subsidiaries and property, plant and equipment recognised by the Group.

Post-employment benefits under defined benefit plans and other long-term employee benefits

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

6. Related party transactions

During the years, the Group had significant business transactions with related parties mainly in respect of purchases and sales of goods. Such transactions, which have been concluded on commercial terms and bases agreed upon in the ordinary course of business between the Group and those related parties, are summarised below.

(Unit: Million Baht)

	For the years ended 31 December				Pricing policy
	Consolidated financial statements		Separate financial statements		
	2024	2023	2024	2023	
<u>Transactions with subsidiaries</u>					
<i>(eliminated from the consolidated financial statements)</i>					
Purchases of goods	-	-	187	255	Market price
Sales and service income and scraps sales	-	-	55	52	Approximate market price
Interest expenses	-	-	60	56	Interest rate at 7.55 - 7.80 percent per annum
Other income	-	-	9	11	Mutually agreed price as stipulated in the contract
Rental income	-	-	11	12	Mutually agreed price as stipulated in the contract
Other expenses	-	-	53	66	Mutually agreed price as stipulated in the contract
<u>Transactions with related companies</u>					
Sales and service income and scraps sales	394	291	148	102	Approximate market price
Purchases of goods	4	12	4	11	Market price
Rental expenses	3	3	-	-	Mutually agreed price as stipulated in the contract
Interest expenses	1	-	1	-	Interest rate at 1.5 percent per annum
Other expenses	7	7	1	3	Mutually agreed price as stipulated in the contract

The balances of the accounts as at 31 December 2024 and 2023 between the Group and those related parties are as follows:

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2024	2023	2024	2023
<u>Trade and other current receivables - related parties</u>				
(Note 8)				
Subsidiaries	-	-	28,156	25,287
Related companies (related by common director/shareholder)	43,187	51,572	1,995	1,435
Total trade and other current receivables - related parties	43,187	51,572	30,151	26,722
<u>Trade and other current payables - related parties</u>				
(Note 16)				
Subsidiaries	-	-	711,375	658,282
Related companies (related by common director/ shareholder)	26,656	22,925	15,971	20,738
Total trade and other current payables - related parties	26,656	22,925	727,346	679,020

Short-term loans from related parties

As at 31 December 2024 and 2023, the balance of short-term loans between the Company and its subsidiaries, and the movement are as follows:

(Unit: Thousand Baht)

	Separate financial statements			
	Balance as at 31 December 2023	Increase during the year	Decrease during the year	Balance as at 31 December 2024
<u>Short-term loans from subsidiaries</u>				
Kulthorn Premier Co., Ltd.	461,000	-	-	461,000
Kulthorn Kirby Foundry Co., Ltd.	155,000	2,000	-	157,000
Kulthorn Materials and Controls Co., Ltd.	30,000	3,237	-	33,237
Kulthorn Steel Co., Ltd.	124,000	14,000	(12,000)	126,000
Total	770,000	19,237	(12,000)	777,237

(Unit: Thousand Baht)

	Separate financial statements			
	Balance as at 31 December 2023	Increase during the year	Decrease during the year	Balance as at 31 December 2024
<u>Short-term loans from related party</u>				
Major shareholder	-	182,000	-	182,000
Total	-	182,000	-	182,000

During the year, the Company entered into a loan agreement with a major shareholder to obtain credit facilities totaling Baht 200 million. The Company drew down Baht 98 million of this loan in the first quarter of 2024, Baht 58 million in the third quarter of 2024 and Baht 26 million in the fourth quarter of 2024. The remaining balance is available for withdrawal upon the borrower's request. These loans mature one year from the date of each withdrawal. The loan carries an interest rate of THOR + 2.5% per annum, with interest accruing from 19 July 2024. Interest payments are scheduled annually. Subsequently, in November 2024, the major shareholder amended interest rate to 1.5% per annum which effective from the start date of this agreement.

Directors and management's remuneration

During the years ended 31 December 2024 and 2023, the Group had employee benefit expenses payable to their directors and management as below:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Short-term employee benefits	31,603	36,975	13,953	18,804
Post-employment benefits	1,816	7,463	500	2,341
Total	33,419	44,438	14,453	21,145

7. Cash and cash equivalents

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2024	2023	2024	2023
Cash	2,907	1,091	403	336
Bank deposits	44,041	16,257	519	3,269
Total	46,948	17,348	922	3,605

As at 31 December 2024, bank deposits in savings accounts carried interests at the rate between 0.4 and 0.5 percent per annum (2023: between 0.05 and 0.60 percent per annum).

8. Trade and other current receivables

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2024	2023	2024	2023
<u>Trade receivables - related parties</u>				
Not yet due	37,377	42,590	8,580	2,124
Overdue				
Less than 3 months	5,578	8,451	8,108	3,060
3 - 6 months	334	207	2,519	220
6 - 12 months	1,147	324	1,200	327
Over 12 months	-	-	64	-
Total	44,436	51,572	20,471	5,731
Less: Allowance for expected credit losses	(1,249)	-	(8,971)	(425)
Total trade receivables - related parties	43,187	51,572	11,500	5,306
<u>Trade receivables - unrelated parties</u>				
Not yet due	166,334	200,210	36	19,484
Overdue				
Less than 3 months	49,727	51,991	501	4,002
3 - 6 months	1,246	990	166	617
6 - 12 months	583	-	125	-
Over 12 months	12,593	12,647	2,533	2,550
Total	230,483	265,838	3,361	26,653
Less: Allowance for expected credit losses	(13,434)	(13,765)	(2,697)	(2,634)
Total trade receivables - unrelated parties	217,049	252,073	664	24,019
Total trade receivables - net	260,236	303,645	12,164	29,325
<u>Other current receivables</u>				
Other current receivables - related parties	-	-	19,284	21,416
Other current receivables - unrelated parties	1,345	846	348	333
Total	1,345	846	19,632	21,749
Less: Allowance for expected credit losses	-	-	(633)	-
Total other current receivables - net	1,345	846	18,999	21,749
Total trade and other current receivables - net	261,581	304,491	31,163	51,074

The normal credit term is 7 to 90 days.

Set out below is the movements in the allowance for expected credit losses of trade and other current receivables.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Beginning balance	13,765	14,649	3,059	3,079
Reversal of allowance for expected credit losses	-	(884)	-	(20)
Allowance for expected credit losses	<u>918</u>	<u>-</u>	<u>9,242</u>	<u>-</u>
Ending balance	<u>14,683</u>	<u>13,765</u>	<u>12,301</u>	<u>3,059</u>

9. Inventories

	(Unit: Thousand Baht)					
	Consolidated financial statements					
	Cost		Reduce cost to net realisable value		Inventories - net	
	2024	2023	2024	2023	2024	2023
Finished goods	116,152	206,106	(21,130)	(40,706)	95,022	165,400
Work in process	209,888	247,401	(37,888)	(48,680)	172,000	198,721
Raw materials	470,409	521,774	(99,720)	(85,696)	370,689	436,078
Goods in transit	5,169	12,389	-	-	5,169	12,389
Total	<u>801,618</u>	<u>987,670</u>	<u>(158,738)</u>	<u>(175,082)</u>	<u>642,880</u>	<u>812,588</u>

	(Unit: Thousand Baht)					
	Separate financial statements					
	Cost		Reduce cost to net realisable value		Inventories - net	
	2024	2023	2024	2023	2024	2023
Finished goods	41,799	57,250	(4,664)	(6,855)	37,135	50,395
Work in process	139,560	155,942	(29,550)	(40,471)	110,010	115,471
Raw materials	325,424	365,355	(84,537)	(70,632)	240,887	294,723
Goods in transit	2,453	11,193	-	-	2,453	11,193
Total	<u>509,236</u>	<u>589,740</u>	<u>(118,751)</u>	<u>(117,958)</u>	<u>390,485</u>	<u>471,782</u>

During the current year, the Group reversed the write-down of cost of inventories by Baht 16.3 million, and reduced the amount at inventories recognised as expenses during the year (2023: recorded the write-down of cost of inventories by Baht 5.3 million) (The Company only: recorded the write-down of cost of inventories by Baht 0.8 million (2023: Baht 20.5 million), this was included in cost of sales).

10. Other current assets

	(Unit: Thousand Baht)			
	Consolidated financial		Separate financial	
	statements		statements	
	2024	2023	2024	2023
Advance payment	6,958	12,394	5,789	13,026
Income tax refundable	15,320	10,624	4,668	5,032
Others	32,536	40,319	8,231	11,695
Total	54,814	63,337	18,688	29,753

11. Investments in subsidiaries

Details of investments in subsidiaries as presented in separate financial statements are as follows:

Company's name	(Unit: Thousand Baht)					
	Paid-up capital		Shareholding percentage		Cost	
	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 subsidiaries					(2,853,205)	(2,237,711)
Investments in subsidiaries - net					776,674	1,392,168

The company did not received dividend during the year ended 31 December 2024 and 2023.

Disposal of investment in indirect subsidiary

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

1. 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.
2. 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)
<u>Asset</u>	
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	<u>452,749</u>
<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	<u>567,434</u>
Net asset value	(114,685)
Add: Exchange differences on translation of financial statements in foreign currency recycled to profit or loss due to loss of control	<u>7,998</u>
The Company's interest in the subsidiary in the consolidated financial statements	<u>(106,687)</u>
Selling price	-
Less: The Company's interest in the subsidiary in the consolidated financial statements	<u>(106,687)</u>
Gain on disposal of investment in indirect subsidiary in consolidated financial statements	<u>106,687</u>

12. Property, plant and equipment

(Unit: Thousand Baht)

	Consolidated financial statements							Total
	Revaluation basis			Cost basis				
	Land	Land improvement and plant	Machineries	Plant equipment	Furniture, fixtures and office equipment	Motor vehicles	Construction in progress and machine under installation	
Cost/ Revalued amount								
As at 1 January 2023	952,142	2,775,139	10,315,048	1,296,877	211,012	118,794	259,141	15,928,153
Additions	-	-	92	277	44	-	19,265	19,678
Transfer in (out)	-	3,257	9,099	10,722	1,353	-	(24,431)	-
Transfer to inventory	-	-	-	-	-	-	(5,170)	(5,170)
Transfer from right-of-use assets (Note 18)	-	-	2,470	-	-	-	-	2,470
Disposals/write-off	-	-	(17,856)	(191)	(638)	-	(340)	(19,025)
Translation adjustment	-	3,467	3,018	-	100	62	-	6,647
Decreased from the sale of investments in subsidiaries	-	(297,560)	(259,031)	-	(8,591)	(5,255)	-	(570,437)
As at 31 December 2023	952,142	2,484,303	10,052,840	1,307,685	203,280	113,601	248,465	15,362,316
Additions	-	-	-	-	15	-	5,383	5,398
Revaluation assets	414,052	399,719	-	-	-	-	-	813,771
Transfer in (out)	-	-	32,527	23	-	-	(32,550)	-
Transfer to intangible assets	-	-	-	-	-	-	(702)	(702)
Transfer from right-of-use assets (Note 18)	-	-	25,361	-	-	-	-	25,361
Disposals/write-off	-	-	(17,346)	(2,136)	(3,697)	-	(396)	(23,575)
As at 31 December 2024	1,366,194	2,884,022	10,093,382	1,305,572	199,598	113,601	220,200	16,182,569
Accumulated depreciation								
As at 1 January 2023	-	1,719,060	7,599,285	1,259,259	198,648	116,471	-	10,892,723
Depreciation for the year	-	99,334	467,953	12,403	6,515	546	-	586,751
Disposals/ write-off	-	-	(15,773)	(191)	(636)	-	-	(16,600)
Translation adjustment	-	1,943	2,642	-	92	55	-	4,732
Decreased from the sale of investments in subsidiaries	-	(167,708)	(227,151)	-	(7,867)	(4,748)	-	(407,474)
As at 31 December 2023	-	1,652,629	7,826,956	1,271,471	196,752	112,324	-	11,060,132
Depreciation for the year	-	82,599	407,849	10,387	2,304	283	-	503,422
Disposals/ write-off	-	-	(15,675)	(2,136)	(3,697)	-	-	(21,508)
As at 31 December 2024	-	1,735,228	8,219,130	1,279,722	195,359	112,607	-	11,542,046
Allowance for impairment loss								
As at 1 January 2023	-	62,948	11,391	-	703	506	-	75,548
Translation adjustment	-	-	24	-	9	6	-	39
Increased	-	132,690	261,841	1,830	309	80	32,970	429,720
Decreased from the sale of investments in subsidiaries	-	-	(2,107)	-	(712)	(512)	-	(3,331)
As at 31 December 2023	-	195,638	271,149	1,830	309	80	32,970	501,976
Increased	-	159,564	310,359	862	733	7	2,791	474,316
Reversal	-	(946)	(176)	-	-	-	(171)	(1,293)
As at 31 December 2024	-	354,256	581,332	2,692	1,042	87	35,590	974,999
Net book value								
As at 31 December 2023	952,142	636,036	1,954,735	34,384	6,219	1,197	215,495	3,800,208
As at 31 December 2024	1,366,194	794,538	1,292,920	23,158	3,197	907	184,610	3,665,524
Depreciation for the year								
2023 (Baht 280 million included in manufacturing cost, and the balance in administrative expenses)								586,751
2024 (Baht 178 million included in manufacturing cost, and the balance in administrative expenses)								503,422

(Unit: Thousand Baht)

	Separate financial statements							
	Revaluation basis			Cost basis				
	Land	Land improvement and plant	Machineries	Plant equipment	Furniture, fixtures and office equipment	Motor vehicles	Construction in progress and machine under installation	Total
Cost/ Revalued amount								
As at 1 January 2023	740,746	1,174,402	5,001,814	814,862	105,954	48,934	268,530	8,155,242
Additions	-	-	92	277	8	-	16,876	17,253
Transfer in (out)	-	3,257	9,099	9,067	1,339	-	(22,762)	-
Transfer to inventory	-	-	-	-	-	-	(5,170)	(5,170)
As at 31 December 2023	740,746	1,177,659	5,011,005	824,206	107,301	48,934	257,474	8,167,325
Additions	-	-	-	-	-	-	1,263	1,263
Revaluations	344,894	138,780	-	-	-	-	-	483,674
Transfer in (out)	-	-	32,277	23	-	-	(32,300)	-
Disposal/write-off	-	-	(16,723)	(2,136)	(3,475)	-	(2,315)	(24,649)
As at 31 December 2024	1,085,640	1,316,439	5,026,559	822,093	103,826	48,934	224,122	8,627,613
Accumulated depreciation								
As at 1 January 2023	-	609,584	3,618,499	801,025	99,344	48,475	-	5,176,927
Depreciation for the year	-	48,568	258,461	5,960	5,069	200	-	318,258
As at 31 December 2023	-	658,152	3,876,960	806,985	104,413	48,675	-	5,495,185
Depreciation for the year	-	41,897	236,017	6,113	1,308	169	-	285,504
Disposal/write-off	-	-	(15,209)	(2,136)	(3,475)	-	-	(20,820)
As at 31 December 2024	-	700,049	4,097,768	810,962	102,246	48,844	-	5,759,869
Allowance for impairment loss								
As at 1 January 2023	-	55,304	-	-	-	-	-	55,304
Increased	-	49,325	120,501	1,830	307	28	27,358	199,349
As at 31 December 2023	-	104,629	120,501	1,830	307	28	27,358	254,653
Reversal	-	-	(176)	-	-	-	(246)	(422)
As at 31 December 2024	-	104,629	120,325	1,830	307	28	27,112	254,231
Net book value								
As at 31 December 2023	740,746	414,878	1,013,544	15,391	2,581	231	230,116	2,417,487
As at 31 December 2024	1,085,640	511,761	808,466	9,301	1,273	62	197,010	2,613,513
Depreciation for the year								
2023 (Baht 84 million included in manufacturing cost, and the balance in administrative expenses)								318,258
2024 (Baht 59 million included in manufacturing cost, and the balance in administrative expenses)								285,504

The Group arranged for an independent professional valuer to appraise the value of its land and buildings in 2024, and machineries in 2022 on an asset-by-asset basis. The basis of the revaluation was as follows:

- Land was revalued using the market approach.
- Land improvement and buildings were revalued using the depreciated replacement cost approach.
- Machineries were revalued using depreciated replacement cost approach.

The result of the revaluations in 2022 showed increases of Baht 1,547 million (the Company only: Baht 818 million) in the net book value of the Group's machineries.

The result of the revaluation in 2024, land, land improvement and buildings' values increased from the net book value amounting to Baht 814 million (the Company only: Baht 484 million).

The Company recorded the revaluation increase in other comprehensive income in the year of revaluation and the cumulative increase is recognised as the "Revaluation surplus on assets" in the shareholders' equity.

Had the land and land improvement, building and machineries been carried in the financial statements on a historical cost basis, their net book value as of 31 December 2024 and 2023 would have been as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Land	359,547	359,547	223,544	223,544
Land improvement and building	444,208	504,430	312,170	352,336
Machineries	752,921	892,222	427,532	477,372

As at 31 December 2024, certain items of plant and equipment of the Group were fully depreciated but are still in use. The gross carrying amount, before deducting accumulated depreciation and allowance for impairment loss of those assets amounted to Baht 8,450 million (2023: Baht 7,679 million) (The Company only: Baht 4,705 million, 2023: Baht 4,597 million).

The Group pledged their land and buildings thereon, of which net book value amounted to approximately Baht 1,235 million (2023: Baht 1,110 million) (The Company's: Baht 685 million 2023: Baht 985 million) and machineries amount to approximately Baht 633 million (2023: Baht 856 million) (The Company only: Baht 202 million, 2023: Baht 300 million), with financial institutions as collateral to secure loans as discussed in Note 17.

In addition, the Group has entered into negative pledge memorandums, which are part of the short-term credit facility agreements with 3 financial institutions. Under these memorandums, the Group is 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 discussed in Note 15.

13. Goodwill on business combination

(Unit: Thousand Baht)

	Consolidated financial statements	
	<u>2024</u>	<u>2023</u>
Goodwill on business combination	37,620	37,620
Less: Accumulated impairment loss	<u>(37,620)</u>	<u>(37,620)</u>
Net book value	<u><u>-</u></u>	<u><u>-</u></u>

14. Other intangible assets

The net book value of other intangible assets i.e. computer software, as at 31 December 2024 and 2023 is presented below.

(Unit: Thousand Baht)

	Consolidated	Separate
	<u>financial statements</u>	<u>financial statements</u>
As at 31 December 2024		
Cost	178,898	106,367
Transfer in from fixed assets	702	-
Less: Accumulated amortisation	(151,577)	(85,927)
Less: Allowance for impairment loss	<u>(3,682)</u>	<u>(2,806)</u>
Net book value	<u><u>24,341</u></u>	<u><u>17,634</u></u>
As at 31 December 2023		
Cost	178,898	106,367
Less: Accumulated amortisation	(142,600)	(79,962)
Less: Allowance for impairment loss	<u>(3,249)</u>	<u>(2,806)</u>
Net book value	<u><u>33,049</u></u>	<u><u>23,599</u></u>

A reconciliation of the net book value of intangible assets for the years 2024 and 2023 is presented below.

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		Financial statements	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Net book value at beginning of year	33,049	53,240	23,599	33,566
Transfer in from fixed assets	702	-	-	-
Amortisation	(8,977)	(13,722)	(5,965)	(7,161)
Decrease from the sale of investment in subsidiaries	-	(3,258)	-	-
Impairment loss recognised	(433)	(3,249)	-	(2,806)
Translation adjustment	-	38	-	-
Net book value at end of year	<u><u>24,341</u></u>	<u><u>33,049</u></u>	<u><u>17,634</u></u>	<u><u>23,599</u></u>

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

	Interest rate (percent per annum)	(Unit: Thousand Baht)			
		Consolidated financial statements		Separate financial statements	
		2024	2023	2024	2023
Bank overdrafts	7.00 - 7.35	201,309	173,197	40,922	54,762
Short-term loans	5.90 - 18.00	1,109,714	1,110,000	834,714	835,000
Trust receipts	5.90 - 15.00	1,348,147	1,338,147	561,099	561,099
Packing credit	5.65 - 15.00	888,702	831,822	711,502	715,122
Total		3,547,872	3,453,166	2,148,237	2,165,983

The Group has 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 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 credit facilities with two financial institutions.

During the year 2023, 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 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. In August 2024, the Company executed the Fifth amendment to the debt restructuring agreements to defer the first installment to be paid on or before 25 August 2024, while maintaining the terms and interest rate. However, the Company was unable to repay such loans when they became due on 25 January 2025.

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 March 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.

16. Trade and other current payables

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2024	2023	2024	2023
Trade payables - related parties	8,898	8,654	614,149	622,782
Trade payables - unrelated parties	193,598	279,930	82,180	104,264
Other current payables - related parties	16,694	14,271	32,372	25,596
Other current payables - unrelated parties	128,049	204,576	94,842	165,682
Accrued interest expenses to related parties	1,064	-	80,825	30,642
Accrued interest expenses to unrelated parties	461,384	37,593	385,822	35,472
Accrued expenses - unrelated parties	88,835	78,289	59,236	49,637
Total trade and other current payables	<u>898,522</u>	<u>623,313</u>	<u>1,349,426</u>	<u>1,034,075</u>

17. Long-term loans

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Long-term loans	1,097,035	1,108,825	1,051,717	1,054,603
Less: current portion	<u>(1,061,559)</u>	<u>(1,065,570)</u>	<u>(1,051,717)</u>	<u>(1,054,603)</u>
Long-term loans, net of current portion	<u>35,476</u>	<u>43,255</u>	<u>-</u>	<u>-</u>

Movements of the long-term loan account during the years ended 31 December 2024 and 2023 are summarised below:

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Beginning balance	1,108,825	1,109,724	1,054,603	1,082,803
Addition during the year	-	35,803	-	-
Repayments	<u>(11,790)</u>	<u>(36,702)</u>	<u>(2,886)</u>	<u>(28,200)</u>
Ending balance	<u>1,097,035</u>	<u>1,108,825</u>	<u>1,051,717</u>	<u>1,054,603</u>

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 2024 and 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, Moreover, since 31 December 2023, 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 Reporting Standards.

During the first quarter of 2024, the Company received dunning letters from two financial institutions urging the Company to repay the debts and contact the bank due to the Company's failure to adhere to the terms of the loan agreement. However, the Company had filed a petition for business rehabilitation, as described in Note 37.1, granting the Company temporary protection under the automatic stay provisions.

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

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.

18. Leases

18.1 The Group as a lessee

The Group has lease contracts for various items of property, plant, and equipment used in its operations. Leases generally have lease terms between 2 - 6 years and 20 years.

a) Right-of-use assets

Movements of right-of-use assets for the years ended 31 December 2024 and 2023 are summarised below:

	(Unit: Thousand Baht)			
	Consolidated financial statements			
	Land and land improvement	Machinery and equipment	Motor vehicles	Total
1 January 2023	23,571	41,097	1,331	65,999
Additions	-	-	560	560
Transfer to fixed assets (Note 12)	-	(2,470)	-	(2,470)
Depreciation for the year	(7,003)	(6,775)	(250)	(14,028)
Decrease from sales of investment in subsidiary	(2,071)	-	-	(2,071)
Decrease from contract termination	-	(374)	-	(374)
Translation adjustment	27	-	-	27
31 December 2023	14,524	31,478	1,641	47,643
Transfer to fixed assets (Note 12)	-	(25,361)	-	(25,361)
Depreciation for the year	(6,952)	(5,261)	(304)	(12,517)
Decrease from contract termination	-	(110)	-	(110)
31 December 2024	<u>7,572</u>	<u>746</u>	<u>1,337</u>	<u>9,655</u>

	(Unit: Thousand Baht)
	Separate financial statements
	Machinery and equipment
1 January 2023	4,998
Depreciation for the year	(1,620)
31 December 2023	3,378
Depreciation for the year	(1,363)
Decrease from contract termination	(110)
31 December 2024	<u>1,905</u>

b) Lease liabilities

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Lease payments	4,583	19,684	2,039	3,695
Less: Deferred interest expenses	(181)	(898)	(106)	(289)
Total	4,402	18,786	1,933	3,406
Less: Portion due within one year	(3,394)	(14,384)	(1,331)	(1,473)
Lease liabilities - net of current portion	<u>1,008</u>	<u>4,402</u>	<u>602</u>	<u>1,933</u>

Movements of the lease liability account during the years ended 31 December 2024 and 2023 are summarised below:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Balance at beginning of year	18,786	37,093	3,406	5,026
Additions	-	392	-	-
Lease modification and termination	(110)	(374)	(110)	-
Accretion of interest	716	1,816	182	294
Repayments	(14,990)	(20,141)	(1,545)	(1,914)
Balance at end of year	<u>4,402</u>	<u>18,786</u>	<u>1,933</u>	<u>3,406</u>

A maturity analysis of lease payments is disclosed in Note 34.1 under the liquidity risk.

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

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Depreciation expense of right-of-use assets	12,517	14,028	1,363	1,620
Interest expense on lease liabilities	716	1,816	182	294
Expense relating to short-term leases	3,862	3,073	1,071	1,121
Expense relating to leases of low-value assets	356	561	-	-

d) Others

The Group had total cash outflows for leases for the year ended 31 December 2024 of Baht 19.2 million, (2023: Baht 23.8 million) (the Company only: Baht 2.6 million, 2023: Baht 3.0 million), including the cash outflow related to short-term lease, leases of low-value assets and variable lease payments that do not depend on an index or a rate.

19. Other current liabilities

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Warranty reserve	2,249	5,462	2,028	5,257
Deferred income	2,896	4,729	2,896	4,729
Others	12,878	7,425	718	-
Total	<u>18,023</u>	<u>17,616</u>	<u>5,642</u>	<u>9,986</u>

20. Non-current provision for employee benefits

Provision for employee benefits, which represents compensations payable to employees' retirement and long service awards, was as follows:

(Unit: Thousand Baht)

	Consolidated financial statements					
	Retirement benefits plan		Long service awards plan		Total	
	2024	2023	2024	2023	2024	2023
Provision for employee benefits at beginning of year	212,133	217,696	3,979	3,712	216,112	221,408
Included in profit or loss:						
Current service cost	5,309	16,405	349	308	5,658	16,713
Interest cost	4,900	3,508	94	1,417	4,994	4,925
Actuarial loss (gain) arising from						
Financial assumptions changes	-	-	-	(118)	-	(118)
Demographic assumptions changes	-	-	-	(6)	-	(6)
Experience adjustments	-	-	-	(418)	-	(418)
Included in other comprehensive income:						
Remeasurement loss (gain) arising from						
Financial assumptions changes	-	(16,997)	-	-	-	(16,997)
Demographic assumptions changes	-	(83)	-	-	-	(83)
Experience adjustments	-	11,605	-	-	-	11,605
Benefits paid during the year	(7,238)	(20,162)	(571)	(755)	(7,809)	(20,917)
Reclassify long service awards plan to retirement benefits plan	-	161	-	(161)	-	-
Provision for employee benefits at end of year	<u>215,104</u>	<u>212,133</u>	<u>3,851</u>	<u>3,979</u>	<u>218,955</u>	<u>216,112</u>

(Unit: Thousand Baht)

	Separate financial statements					
	Retirement benefits plan		Long service awards plan		Total	
	2024	2023	2024	2023	2024	2023
Provision for employee benefits at beginning of year	91,213	104,965	2,289	3,032	93,502	107,997
Included in profit or loss:						
Current service cost	5,514	7,121	185	261	5,699	7,382
Interest cost	2,129	1,652	53	42	2,182	1,694
Actuarial loss (gain) arising from						
Financial assumptions changes	-	-	-	(96)	-	(96)
Demographic assumptions changes	-	-	-	(6)	-	(6)
Experience adjustments	-	-	-	(526)	-	(526)
Included in other comprehensive income:						
Actuarial loss (gain) arising from						
Financial assumptions changes	-	(7,645)	-	-	-	(7,645)
Demographic assumptions changes	-	(43)	-	-	-	(43)
Experience adjustments	-	(7,014)	-	-	-	(7,014)
Benefits paid during the year	-	(7,823)	(360)	(418)	(360)	(8,241)
Provision for employee benefits at end of year	98,856	91,213	2,167	2,289	101,023	93,502

The Group expects to pay Baht 19.7 million of employee benefits during the next year (Separate financial statements: Baht 24.4 million) (2023: Baht 24.4 million, separate financial statements: Baht 9.8 million).

As at 31 December 2024, the weighted average duration of the liabilities for long-term employee benefit is 7 years (Separate financial statements: 7 years) (2023: 7 years, separate financial statements: 7 years).

Significant actuarial assumptions used for the valuation are as follows:

	(Unit: percent per annum)			
	Consolidated financial statements		Separate financial statements	
	2024	2023	2024	2023
Discount rate	2.6	2.6	2.6	2.6
Future salary increase rate (depending on age)	4.5 - 6.0	4.5 - 6.0	4.5 - 6.0	4.5 - 6.0

The result of sensitivity analysis for significant assumptions that affect the present value of the employee benefit obligation as at 31 December 2024 and 2023 are summarised below:

	(Unit: Million Baht)			
	As at 31 December 2024			
	Consolidated financial statements		Separate financial statements	
	Increase 1%	Decrease 1%	Increase 1%	Decrease 1%
Discount rate	(13.2)	14.9	(5.8)	6.6
Future salary increase rate	14.2	(12.9)	6.3	(5.7)

	(Unit: Million Baht)			
	As at 31 December 2023			
	Consolidated financial statements		Separate financial statements	
	Increase 1%	Decrease 1%	Increase 1%	Decrease 1%
Discount rate	(13.5)	15.1	(5.9)	6.6
Future salary increase rate	14.5	(13.1)	6.4	(5.8)

21. Revaluation surplus

This represents surplus arising from revaluation of land and land improvement and building. The surplus arising from revaluation of land improvement and building is amortised to retained earnings on a straight-line basis over the remaining life of the related assets.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2024	2023	2024	2023
Balance - beginning of year	1,358,081	2,025,685	874,143	1,179,802
Add: Revaluation	652,934	-	388,857	-
Less: Amortisation	(228,226)	(351,979)	(129,180)	(169,798)
Less: Allowance for impairment loss	(322,424)	(315,625)	-	(135,861)
Balance - end of year	<u>1,460,365</u>	<u>1,358,081</u>	<u>1,133,820</u>	<u>874,143</u>

The revaluation surplus can neither be offset against deficit nor used for dividend payment.

22. Statutory reserve

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

23. Revenue from contracts with customers

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Type of goods or service:				
Sales of goods	2,585,166	3,085,984	955,536	1,249,234
Service income	41,061	52,203	2,918	3,546
Income from scrap sales	7,013	37,904	923	1,196
Total revenue from contracts with customers - recognised at a point in time	<u>2,633,240</u>	<u>3,176,091</u>	<u>959,377</u>	<u>1,253,976</u>

24. Other expenses

During the year, 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 production cost accurately and reasonably, the Group has allocated the idle fixed overheads cost for the year ended 31 December 2024 of Baht 502 million (2023: Baht 563 million), the Company only: Baht 298 million (2023: Baht 312 million from production cost and recognised such idle conversion as other expenses in the statement of comprehensive income.

25. Finance cost

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Interest expenses on borrowings	471,906	282,944	421,005	252,396
Interest expenses on lease liabilities	716	1,816	182	294
Total	<u>472,622</u>	<u>284,760</u>	<u>421,187</u>	<u>252,690</u>

26. Expenses by nature

Significant expenses classified by nature are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Raw materials and consumables used	1,643,802	2,223,785	637,256	852,433
Decrease in inventories of finished goods and work in progress	127,467	129,353	31,833	65,038
Salaries, wages and other employee benefits	527,194	589,558	229,460	253,010
Depreciation and amortisation expenses	524,916	614,501	292,832	327,040
Rental expenses	4,673	3,645	1,071	1,121

27. Income tax

Income tax for the years ended 31 December 2024 and 2023 are made up as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Current income tax:				
Current income tax charge	-	-	-	-
Deferred tax:				
Relating to origination and reversal of temporary differences	<u>(64,932)</u>	<u>75,838</u>	<u>(32,589)</u>	<u>66,347</u>
Income tax expenses reported in profit or loss	<u><u>(64,932)</u></u>	<u><u>75,838</u></u>	<u><u>(32,589)</u></u>	<u><u>66,347</u></u>

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2024 and 2023 are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Deferred tax on revaluation surplus of machineries	163,233	-	97,214	-
Deferred tax on change in revaluation surplus of assets	(80,606)	(78,906)	-	(33,965)
	<u>82,627</u>	<u>(78,906)</u>	<u>97,214</u>	<u>(33,965)</u>

The reconciliation between accounting loss and income tax expenses (revenue) is shown below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Accounting loss before tax	(1,303,639)	(1,205,157)	(1,513,400)	(1,523,092)
Applicable tax rate	20%	20%	20%	20%
Accounting loss before tax multiplied by income tax rate	(260,728)	(241,031)	(302,680)	(304,618)
Effects of:				
Promotional privileges (Note 28)	(288)	(614)	-	-
Non-deductible expenses	50,213	34,505	31,983	37,678
Additional expense deductions allowed	(2,588)	(3,316)	(359)	(254)
Others	(1,493)	2,436	(46)	(831)
Total	45,844	33,011	31,578	36,593
Unrecognised tax loss	149,952	124,329	238,513	225,252
Reversal of deferred tax assets	-	159,529	-	109,120
Income tax expenses reported in profit or loss	<u>(64,932)</u>	<u>75,838</u>	<u>(32,589)</u>	<u>66,347</u>

The components of deferred tax assets and liabilities are as follows:

(Unit: Thousand Baht)

	Statements of financial position			
	Consolidated		Separate	
	financial statements		financial statements	
	2024	2023	2024	2023
Deferred tax liabilities				
Revaluation surplus of land, building and machineries	365,726	338,354	283,248	218,328
Lease liabilities	5,747	15,424	381	676
Total	371,473	353,778	283,629	219,004
Deferred tax liabilities - net	<u>(371,473)</u>	<u>(353,778)</u>	<u>(283,629)</u>	<u>(219,004)</u>

(Unit: Thousand Baht)

	Statements of financial position			
	Consolidated		Separate	
	financial statements		financial statements	
	2024	2023	2024	2023
Statement of financial position				
Deferred tax assets	-	-	-	-
Deferred tax liabilities	(371,473)	(353,778)	(283,629)	(219,004)
Deferred tax liabilities - net	<u>(371,473)</u>	<u>(353,778)</u>	<u>(283,629)</u>	<u>(219,004)</u>

As at 31 December 2024, the Group has unused tax losses totaling Baht 4,112 million (2023: Baht 3,580 million), on which deferred tax assets have not been recognised on these amounts as the Group believes future taxable profits may not be sufficient to allow utilisation of the unused tax losses.

The unused tax losses amounting to Baht 4,112 million will expire by the year 2029.

28. Promotional privileges

28.1 The Company has been granted certain promotional privileges according to the Investment Promotion Act B.E. 2520 as approved by the Board of Investment with significant privileges as follows:

	Certificate No. 58-2173-0-00-1-0	Certificate No. 60-1261-1-05-1-0
1. Promotional privileges for	Manufacturing of compressors for electrical appliances	Manufacturing of compressors and/or motors for electrical appliances
2. The significant privileges are		
2.1 Exemption of corporate income tax on net profit from promotional operation which does not exceed 100 percent of investment, excluding land and working capital for a period of 5 years, commencing as from the date of earning operating income. In case that the Company has loss during the exemption of corporate income tax on net income, it can carry forward loss from operations to offset against income after exemption period, for a period of 5 years commencing as from the expiration of exemption period.	From 31 January 2020 until 30 January 2025	-
2.2 Exemption of corporate income tax on net profit from promotional operation which does not exceed 50 percent of investment for productivity improvement, excluding land and working capital for a period of 3 years, commencing as from the date of earning operating income. In case that the Company has loss during the exemption of corporate income tax on net income, it can carry forward loss from operations to offset against income after exemption period, for a period of 5 years commencing as from the expiration of exemption period.	-	Not yet commenced
2.3 Exemption from import duty on raw materials and essential materials imported for use specifically in producing for export for a period of 1 year as from the date of first import.	Granted	Granted
2.4 Exemption from import duty on imported machinery as approved by the Board.	Granted	Granted
2.5 Dividend paid from those investment promoted operations which are exempted from corporate income tax are in turn exempted from inclusion in the determination of income tax.	Granted	Granted
3. Date of first earning operating income.	31 January 2020	Not yet commenced

The Company has to comply with certain conditions and restrictions specified under the promotion certificates.

Sales of the Company amounting to approximately Baht 958 million for the year ended 31 December 2024 (2023: Baht 1,254 million) included revenue from manufacturing and sales derived from promoted operations of approximately Baht 362 million (2023: Baht 406 million).

28.2 Kulthorn Kirby Foundry Co., Ltd., a subsidiary company, has been granted the privileges for certain specified category of products under the Investments Promotion Act B.E. 2520 as approved by the Board of Investment with significant privileges as follows:

	Certificate No. 2127(2)/2548	Certificate No. 60-0092-1-00-1-0
1. Promotional privileges for	Manufacturing of casting iron parts	Manufacturing of casting iron parts
2. The significant privileges are		
2.1 Exemption of corporate income tax on net earnings for the period of 8 years commencing as from the date of earning operating income. In case that the Company has loss during the exemption of corporate income tax on net income, it can carry forward loss from operations to offset against income after exemption period, for a period of 5 years commencing as from the expiration of exemption period.	From 8 July 2012 until 7 July 2020	-
2.2 Exemption of corporate income tax on net profit from promotional operation which does not exceed 100 percent of investment, excluding land and working capital for a period of 5 years. In case that the Company has loss during the exemption of corporate income tax on net income, it can carry forward loss from operations to offset against income after exemption period, for a period of 5 years commencing as from the expiration of exemption period.	-	From 5 March 2021 until 4 March 2026
2.3 Dividend paid from those investment promoted operations which are exempted from corporate income tax are in turn exempted from inclusion in the determination of income tax.	Granted	Granted
2.4 Exemption from import duty on imported machinery as approved by the Board.	Granted	Granted
3. Date of first earning operating income	8 July 2012	5 March 2021

The subsidiary company has to comply with certain conditions and restrictions specified under the promotion certificates.

28.3 Kulthorn Premier Co., Ltd., a subsidiary company, has been granted promotional privileges under the Investment Promotion Act B.E. 2520, as approved by the Board of Investment for certificate with outstanding significant privileges as follow:

	Certificate No. 2167(2)/2550
1. Promotional privileges for	Manufacturing of compressors for refrigerator
2. The significant privileges are	
2.1 Exemption from import duty on raw materials and essential materials imported for use specifically in producing for export for a period of 5 years commencing as from the date of first importation.	Granted an extension until 13 January 2025
2.2 Exemption from import duty on items imported for re-export, for a period of 5 years commencing from the date of first importation.	Granted
3. Date of first earning operating income	14 January 2008

The subsidiary company has to comply with certain conditions and restrictions specified under the promotion certificates.

28.4 Kulthorn Steel Company Limited, a subsidiary company, has been granted certain promotional privileges according to the Investment Promotion Act B.E. 2520 as approved by the Board of Investment with significant privileges as follow:

	Certificate No. 60-0708-1-00-1-0	Certificate No. 3003/ว./2554	Certificate No. 1953/2551
1. Promotional privileges for	Generate electricity from solar rooftop	Manufacturing of formed metal parts for electrical appliances.	Cutting and pasting sheet metal.
2. The significant privileges are			
2.1 Exemption of corporate income tax on net profit from promotional operation which does not exceed 100 percent of investment, excluding land and working capital for a period of 8 years from the date the promoted operations commenced generating revenues. In case that the Company has loss during the exemption of corporate income tax on net income, it can carry forward loss from operations to offset against income after exemption period, for a period of 5 years commencing as from the expiration of exemption period.	From 24 December 2019 until 23 December 2027	-	-
2.2 Dividend paid from those investment promoted operations which are exempted from corporate income tax are in turn exempted from inclusion in the determination of income tax.	Granted	-	-
2.3 Exemption from import duty on imported machinery as approved by the Board, which must be imported within 27 December 2019.	Granted	-	-
2.4 Exemption from import duty on raw materials and essential materials imported for use specifically in producing for export, for a period of 1 year commencing from the date of first importation	-	Granted an extension until 27 December 2025	Granted an extension until 11 September 2025
2.5 Exemption from import duty on items imported for re-export, for a period of 1 year commencing from the date of first importation.	-	Granted an extension until 27 December 2025	Granted an extension until 11 September 2025
3. Date of first earning operating income	24 December 2019	Not yet commenced	Not yet commenced

The subsidiary company has to comply with certain conditions and restrictions specified under the promotion certificates.

28.5 Kulthorn Research And Development Company Limited, a subsidiary company, has been granted certain promotional privileges according to the Investment Promotion Act B.E. 2520 as approved by the Board of Investment with significant privileges as follow:

	Certificate No. 61-1362-1-00-2-0
1. Promotional privileges for	Research and development of compressors
2. The significant privileges are	
2.1 Exemption of corporate income tax on net profit from the promoted operation for a period of 8 years commencing as from the date of earning first operating income. In case that the Company has loss during the exemption of corporate income tax on net profit, it can carry forward loss from operations to offset against income after exemption period, for a period of 5 years commencing as from the expiration of exemption period.	From 31 January 2021 until 30 January 2029
2.2 Permission to bring the skilled workers or experts, spouse and a person who is a dependent of the two types of people, into the Kingdom regarding the number and the duration of stay in the Kingdom as considered as appropriate by the Board.	Granted
2.3 Permission the skilled workers or experts to work in specific position as considered as appropriate by the Board, throughout the permission period by the Board.	Granted
2.4 Exemption from import duty on imported machinery as approved by the Board.	Granted
2.5 Exemption from import duty on essential materials imported for use specifically in research and development, for a period of 1 year commencing from the date of first importation.	Granted
2.6 Dividend paid from those investment promoted operations which are exempted from corporate income tax are in turn exempted from inclusion in the determination of income tax.	Granted
3. Date of first earning operating income	31 January 2021

The subsidiary company has to comply with certain conditions and restrictions specified under the promotion certificates.

29. Loss per share

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

The following table sets forth the computation of basic loss per share:

	Loss for the year		Weighted average number of ordinary shares		Loss per share	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
	(Thousand Baht)	(Thousand Baht)	(Thousand shares)	(Thousand shares)	(Baht)	(Baht)
<u>Consolidated financial statements</u>						
Basic loss per share						
Loss attributable to equity holders of the Company	(1,238,707)	(1,280,995)	1,500,000	1,500,000	(0.83)	(0.85)
<u>Separate financial statements</u>						
Basic loss per share						
Loss attributable to equity holders of the Company	(1,480,810)	(1,589,439)	1,500,000	1,500,000	(0.99)	(1.06)

30. Segment information

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance.

For management purposes, the Group is organised into business units based on their products and services and have four reportable segments as follows:

1. Compressors and parts
2. Enameled wire
3. Steel sheet
4. Steel coil center

No operating segments have been aggregated to form the above reportable operating segments.

The chief operating decision maker monitors the operating results of the business units separately for the purpose of making decisions about resource allocation and assessing performance. Segment performance is measured based on operating profit or loss and total assets on a basis consistent with that used to measure operating profit or loss and total assets in the financial statements.

The basis of accounting for any transactions between reportable segments is consistent with that for third party transactions.

The following tables present revenue, profit (loss) and total assets information regarding the Group's operating segments for the years ended 31 December 2024 and 2023:

(Unit: Thousand Baht)

	Compressors and parts	Enameled wire	Steel sheet	Steel coil center	Others	Total reportable segments	Adjustments and eliminations	Consolidated
For the year ended 31 December 2024								
Revenue from external customers	1,153,641	612,797	382,492	484,310	-	2,633,240	-	2,633,240
Inter-segment revenue	95,460	44,119	146,572	65,256	239	351,646	(351,646)	-
Interest income	35,582	2,431	9,598	12,019	-	59,630	(59,556)	74
Interest expense	(429,329)	(24,021)	(75,851)	(4,611)	-	(533,812)	61,190	(472,622)
Depreciation and amortisation	378,867	35,753	56,271	65,820	201	536,912	(11,996)	524,916
Income tax expenses	46,932	1,350	9,569	7,081	-	64,932	-	64,932
Gain (loss) on exchange	1,677	157	(1,037)	15	-	812	-	812
Segment profit (loss)	(970,525)	(93,641)	(197,246)	(116,761)	(3)	(1,378,176)	139,469	(1,238,707)
Segment total assets								
Additions (decrease) to non-current assets other than financial instruments and deferred tax assets	(806,109)	(27,878)	(91,167)	(320,936)	(201)	(1,246,291)	1,074,590	(171,701)
Segment total liabilities	6,356,667	742,572	806,776	178,319	59	8,084,393	(1,745,222)	6,339,171

(Unit: Thousand Baht)

	Compressors and parts	Enameled wire	Steel sheet	Steel coil center	Others	Total reportable segments	Adjustments and eliminations	Consolidated
For the year ended 31 December 2023								
Revenue from external customers	1,480,722	703,455	514,835	476,547	532	3,176,091	-	3,176,091
Inter-segment revenue	112,136	55,055	218,301	82,264	-	467,756	(467,756)	-
Interest income	33,774	2,228	8,835	11,345	-	56,182	(56,154)	28
Interest expense	(258,837)	(40,906)	(38,812)	(4,140)	-	(342,695)	57,935	(284,760)
Depreciation and amortisation	471,125	38,627	58,688	67,504	201	636,145	(21,644)	614,501
Income tax expenses	(64,852)	(130)	(2,658)	(36)	(8)	(67,684)	(8,154)	(75,838)
Gain (loss) on exchange	(1,452)	117	883	9	-	(443)	-	(443)
Segment profit (loss)	(1,984,771)	(137,868)	(383,107)	(196,716)	271	(2,702,191)	1,421,196	(1,280,995)
Segment total assets								
Additions (decrease) to non-current assets other than financial instruments and deferred tax assets	(2,449,326)	(201,624)	(59,315)	(75,782)	(201)	(2,786,248)	1,589,183	(1,197,065)
Segment total liabilities	5,773,465	712,377	751,071	242,026	69	7,479,008	(1,686,524)	5,792,484

Geographic information

Revenue from external customers is based on locations of the customers.

	(Unit: Thousand Baht)	
	<u>2024</u>	<u>2023</u>
Revenue from external customers		
Thailand	1,799,032	2,213,506
Hong Kong	530,322	526,298
China	6,478	5,840
Indonesia	788	1,848
Saudi Arabia	20,478	15,421
Others	276,142	413,178
Total	<u>2,633,240</u>	<u>3,176,091</u>
Non-current assets (other than financial instruments and deferred tax assets)		
Thailand	<u>3,711,452</u>	<u>3,883,153</u>
Total	<u>3,711,452</u>	<u>3,883,153</u>

Major customers

For the year 2024, the Group has revenue from two major customers in amount of Baht 528 million and Baht 166 million, arising from sales by the compressors and parts segment, enameled wire segment and steel coil center segment (2023: Baht 518 million and Baht 273 million, arising from sales by the compressors and parts segment, enameled wire segment and steel coil center segment).

31. Provident fund

The Group and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. Both employees and the Group contribute to the fund monthly at the rate of 3 - 7 percent of basic salary. The fund, which is managed by Local Asset Management Company, will be paid to employees upon termination in accordance with the fund rules. The contributions for the year 2024 of the Group amounting to approximately Baht 10.1 million (2023: Baht 9.8 million) the Company only: Baht 3.5 million (2023: Baht 4.4 million) were recognised as expenses.

32. Commitment and contingent liabilities

32.1 Capital commitments

As at 31 December 2024, the Group has capital commitments of approximately Baht 4.6 million (2023: Baht 10.8 million) (the Company only: Baht 4.1 million, 2023: Baht 10.3 million), relating to the construction of factory building and installation of machinery.

32.2 Long-term service commitments

a) As at 31 December 2024 and 2023, the Group has commitments relating to service agreements payable in the future as follows:

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
<u>Payable:</u>				
In up to 1 year	9.5	9.1	-	2.7
In over 1 and up to 2 years	-	1.7	-	-

b) The Group has commitments related to sales commissions payable to sale agents at the rate stipulated in the agreements or rate agreed between parties.

32.3 Guarantees

As at 31 December 2024, there were outstanding bank guarantees of approximately Baht 43 million (2023: Baht 50 million) (the Company only: Baht 17 million (2023: Baht 17 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 included letters of guarantee to guarantee electricity usage amounting to Baht 33 million (2023: Baht 40 million) (the Company only: Baht 7 million (2023: Baht 7 million)), and to guarantee import duty, natural gas agreements and others amounting to Baht 9.9 million (2023: Baht 9.9 million) (the Company only: Baht 9.7 million (2023: Baht 9.7 million)).

33. Fair values hierarchy

As at 31 December 2024 and 2023, the Group had the assets that were measured at fair value or for which fair value was disclosed using different levels of inputs as follows:

(Unit: Million Baht)

	As at 31 December 2024	
	Consolidated financial statements	Separated financial statements
	Level 2	Level 2
Assets measured at fair value		
Land	1,366.2	1,085.6
Land improvement and buildings	794.5	511.8
Machineries	1,292.9	808.5

(Unit: Million Baht)

	As at 31 December 2023	
	Consolidated financial statements	Separated financial statements
	Level 2	Level 2
Assets measured at fair value		
Land	952.1	740.7
Land improvement and buildings	636.0	414.9
Machineries	1,954.7	1,013.5

34. Financial instruments

34.1 Financial risk management objectives and policies

The Group's financial instruments principally comprise cash and cash equivalents, trade and other current receivables, loans to related party, trade and other current payables, short-term loans and long-term loans. The financial risks associated with these financial instruments and how they are managed is described below.

Credit risk

The Group is exposed to credit risk primarily with respect to trade and other current receivables, loans to related party and deposits with banks. Except for derivatives, the maximum exposure to credit risk is limited to the carrying amounts as stated in the statement of financial position. The Group's maximum exposure relating to derivatives is noted in the liquidity risk topic.

Trade receivables

The Group manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. Outstanding trade receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit or other forms of credit insurance obtained from reputable banks and other financial institutions. In addition, the Group does not have high concentrations of credit risk since it has a large customer base.

An impairment analysis is performed at each reporting date to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar credit risks. The Group classifies customer segments by customer type and rating, and coverage by letters of credit and other forms of credit insurance. Letters of credit and other forms of credit insurance are considered an integral part of trade receivables and taken into account in the calculation of impairment. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written-off if past due for more than one year and not subject to enforcement activity.

Financial instruments and cash deposits

The Group manages the credit risk from balances with banks and financial institutions by making investments only with approved counterparties and within credit limits assigned to each counterparty. The credit risk on debt instruments and derivatives is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

Market risk

There are 3 types of market risk comprising interest rate risk, foreign currency risk and commodity price risk. The Group enters into a foreign exchange forward contracts to hedge the foreign currency risk arising on the export or import of goods.

Foreign currency risk

The Group's exposure to the foreign currency risk relates primarily to its trading transactions that are denominated in foreign currencies. The Group seeks to reduce this risk by entering into foreign exchange forward contracts when it considers appropriate. Generally, the forward contracts mature within one year.

As at 31 December 2024 and 2023, the balances of financial assets and liabilities denominated in foreign currencies are summarised below.

Foreign currency	As at 31 December 2024					
	Consolidated		Separate		Exchange rate	
	financial statements		financial statements			
	Financial assets	Financial liabilities	Financial assets	Financial liabilities	Buying	Selling
	(Million)	(Million)	(Million)	(Million)	(Baht per one foreign currency unit)	
US dollar	-	1	-	1	33.8296	34.1461
Japanese yen	-	8	-	4	0.2121	0.2188
CNY	-	0.5	-	0.5	35.0748	35.4284

Foreign currency	As at 31 December 2023					
	Consolidated		Separate		Exchange rate	
	financial statements		financial statements			
	Financial assets	Financial liabilities	Financial assets	Financial liabilities	Buying	Selling
	(Million)	(Million)	(Million)	(Million)	(Baht per one foreign currency unit)	
US dollar	0.5	2	0.4	1	34.0590	34.3876
Japanese yen	-	9	-	5	0.2388	0.2458
CNY	-	0.4	-	0.4	4.7395	4.8747

Foreign currency sensitivity

The following tables demonstrate the sensitivity of the Group's loss before tax to a reasonably possible change in US dollar exchange rates, with all other variables held constant. The impact on the Group's loss before tax is due to changes in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives as at 31 December 2024 and 2023. The Group's exposure to foreign currency changes for all other currencies is not material.

Currency	2024		2023	
	Change in FX rate	Effect on profit before tax	Change in FX rate	Effect on profit before tax
	(%)	(Thousand Baht)	(%)	(Thousand Baht)
US dollar	+5	(2,085)	+5	(2,790)
	-5	2,085	-5	2,790

Interest rate risk

The Group's exposure to interest rate risk relates primarily to its long-term loans from financial institutions. Most of the Group's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate. The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

As at 31 December 2024 and 2023, significant financial assets and liabilities classified by type of interest rate are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date if this occurs before the maturity date.

(Unit: Million Baht)

Consolidated financial statements as at 31 December 2024						
Fixed interest rates		Floating		Total	Effective interest rate (% per annum)	
Within 1 year	1 - 5 years	Interest rate	Non-interest bearing			
Financial assets						
Cash and cash equivalents	-	-	19	28	47	0.40
Trade and other current receivables	-	-	-	262	262	-
	-	-	19	290	309	
Financial liabilities						
Bank overdrafts and short-term loans from financial institutions	3,347	-	201	-	3,548	5.65 - 18.00
Trade and other current payables	-	-	-	899	899	
Short-term loans from major shareholder	182	-	-	-	182	1.50
Lease liabilities	3	1	-	-	4	3.36 - 6.85
Long-term loans	10	35	1,052	-	1,097	Average MLR-1.5%, MRR-3.45%, 6.27
	3,542	36	1,253	899	5,730	

(Unit: Million Baht)

Consolidated financial statements as at 31 December 2023

	Fixed interest rates		Floating		Total	Effective interest rate (% per annum)
	Within 1 year	1 - 5 years	Interest rate	Non-interest bearing		
<u>Financial assets</u>						
Cash and cash equivalents	-	-	7	10	17	0.15 - 0.60
Trade and other current receivables	-	-	-	305	305	-
	-	-	7	315	322	
<u>Financial liabilities</u>						
Bank overdrafts and short-term						
loans from financial institutions	3,280	-	173	-	3,453	4.20 - 7.59
Trade and other current payables	-	-	-	623	623	-
Lease liabilities	14	5	-	-	19	5.50 - 6.85
Long-term loans	5	43	1,061	-	1,109	Average MLR-1.5%, MRR-3.45%, 6.27
	3,299	48	1,234	623	5,204	

(Unit: Million Baht)

Separate financial statements as at 31 December 2024

	Fixed interest rates		Floating		Total	Effective interest rate (% per annum)
	Within 1 year	1 - 5 years	Interest rate	Non-interest bearing		
<u>Financial assets</u>						
Cash and cash equivalents	-	-	-	1	1	-
Trade and other current receivables	-	-	-	31	31	-
	-	-	-	32	32	-
<u>Financial liabilities</u>						
Bank overdrafts and short-term						
loans from financial institutions	2,107	-	41	-	2,148	5.65 - 18.00
Trade and other current payables	-	-	-	1,349	1,349	-
Short-term loans from related parties	777	-	-	-	777	7.59 - 7.80
Short-term loans from major shareholder	182	-	-	-	182	1.50
Lease liabilities	1	1	-	-	2	6.85
Long-term loans	-	-	1,052	-	1,052	Average MLR - 1.5%
	3,067	1	1,093	1,349	5,510	

(Unit: Million Baht)

Separate financial statements as at 31 December 2023

	Fixed interest rates		Floating		Total	Effective interest rate (% per annum)
	Within 1 year	1 - 5 years	Interest rate	Non-interest bearing		
<u>Financial assets</u>						
Cash and cash equivalents	-	-	-	4	4	-
Trade and other current receivables	-	-	-	51	51	-
	-	-	-	55	55	
<u>Financial liabilities</u>						
Bank overdrafts and short-term						
loans from financial institutions	2,111	-	55	-	2,166	4.20 - 7.59
Trade and other current payables	-	-	-	1,034	1,034	-
Short-term loans from related parties	770	-	-	-	770	6.50 - 7.80
Lease liabilities	1	2	-	-	3	6.85
Long-term loans	-	-	1,055	-	1,055	Average MLR - 1.5%
	2,882	2	1,110	1,034	5,028	

Interest rate sensitivity

The following table demonstrates the sensitivity of the Group's loss before tax to a reasonably possible change in interest rates on that portion of floating rate loans from financial institutions affected as at 31 December 2024 and 2023.

Currency	2024		2023	
	Change in FX rate	Effect on profit before tax	Change in FX rate	Effect on profit before tax
	(%)	(Thousand Baht)	(%)	(Thousand Baht)
Baht	+1	(21,911)	+1	(10,546)
	-1	21,911	- 1	10,546

The above analysis has been prepared assuming that the amounts of the floating rate loans from financial institutions and all other variables remain constant over one year. Moreover, the floating legs of these loans from are assumed to not yet have set interest rates. As a result, a change in interest rates affects interest payable for the full 12-month period of the sensitivity calculation.

Commodity price risk

The Group is affected by the price volatility of certain commodities. Its operating activities require the ongoing purchase and manufacture of electronic parts and therefore require a continuous supply of copper. The Group is exposed to changes in the price of copper on its forecast copper purchases.

Liquidity risk

The Group monitors the risk of a shortage of liquidity through the use of bank overdrafts, bank loans and lease contracts. Approximately 99.1% of the Group's debt will mature in less than one year at 31 December 2024 (2023: 99%) (the Company only: 99.9% (2023: 99.9%)) based on the carrying value of borrowings reflected in the financial statements.

The table below summarises the maturity profile of the Group's non-derivative financial liabilities and derivative financial instruments as at 31 December 2024 and 2023 based on contractual undiscounted cash flows:

(Unit: Thousand Baht)

	Consolidated financial statements		
	As at 31 December 2024		
	Less than 1 year	1 to 5 years	Total
Non-derivatives			
Bank overdraft and short-term loans from financial institutions	3,547,872	-	3,547,872
Trade and other current payables	898,522	-	898,522
Short-term loans from major shareholder	182,000	-	182,000
Lease liabilities	3,550	1,033	4,583
Long-term loans	1,061,559	35,476	1,097,035
Total non-derivatives	5,693,503	36,509	5,730,012

(Unit: Thousand Baht)

	Consolidated financial statements		
	As at 31 December 2023		
	Less than 1 year	1 to 5 years	Total
Non-derivatives			
Bank overdraft and short-term loans from financial institutions	3,453,166	-	3,453,166
Trade and other current payables	623,313	-	623,313
Lease liabilities	15,101	4,583	19,684
Long-term loans	1,065,570	43,255	1,108,825
Total non-derivatives	5,157,150	47,838	5,204,988

(Unit: Thousand Baht)

	Separate financial statements		
	As at 31 December 2024		
	Less than 1 year	1 to 5 years	Total
Non-derivatives			
Bank overdraft and short-term loans from financial institutions	2,148,237	-	2,148,237
Trade and other current payables	1,349,426	-	1,349,426
Short-term loans from related parties	777,237	-	777,237
Short-term loans from major shareholder	182,000	-	182,000
Lease liabilities	1,422	617	2,039
Long-term loans	1,051,717	-	1,051,717
Total non-derivatives	5,510,039	617	5,510,656

(Unit: Thousand Baht)

	Separate financial statements		
	As at 31 December 2023		
	Less than 1 year	1 to 5 years	Total
Non-derivatives			
Bank overdraft and short-term loans from financial institutions	2,165,983	-	2,165,983
Trade and other current payables	1,034,075	-	1,034,075
Short-term loans from related parties	770,000	-	770,000
Lease liabilities	1,656	2,039	3,695
Long-term loans	1,054,603	-	1,054,603
Total non-derivatives	5,026,317	2,039	5,028,356

34.2 Fair values of financial instruments

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

The methods and assumptions used by the Grouping estimating the fair value of financial instruments are as follows:

- a) For financial assets and liabilities which have short-term maturities, including cash and cash equivalents, accounts receivable and short-term loans to related parties, accounts payable and short-term loans from banks, the carrying amounts in the statement of financial position approximate their fair value.

- b) The carrying amounts of long-term loans carrying interest at rates approximating the market rate, in the statement of financial position approximates their fair value.
- c) The fair value of derivatives has been determined using a discounted future cash flow model and a valuation model technique. Most of the inputs used for the valuation are observable in the relevant market, such as spot rates of foreign currencies, yield curves of the respective currencies, interest rate yield curves and commodity price yield curves. The Group considers counterparty credit risk when determining the fair value of derivatives.

During the current year, there were no transfers within the fair value hierarchy.

35. Capital management

The primary objective of the Company's capital management is to ensure that it has appropriate financial structure and preserves the ability to continue its business as a going concern.

No changes were made in the objectives, policies or processes during the years ended 31 December 2024 and 2023.

36. Litigations

In September 2024, a financial institution filed a foreclosure lawsuit against the Company and its subsidiaries due to a default on long-term loans, covering both principal and interest payments since September 2023. The amount claimed in the lawsuit consists of the principal of Baht 86.8 million, the interest of Baht 6.3 million, and litigation costs of Baht 0.3 million, totaling Baht 93.4 million. Subsequently, in October 2024, the Group filed a testimony with the Civil Court within the timeline.

During 2025, the Civil Court conducted the plaintiff's witness examination in January 2025 and the defendant's witness examination in February 2025. The Civil Court has scheduled the judgment hearing for the subsidiaries (excluding the Company) on 10 March 2025 whereby the Civil Court ruled to dismiss the plaintiff's case, as it determined that the plaintiff lacked the legal standing to sue.

As for the Company, the Civil Court ordered the suspension of proceedings because the Company had filed a business rehabilitation petition with the Central Bankruptcy Court. The Central Bankruptcy Court accepted the petition on 10 January 2025, which resulted in a legal prohibition against filing civil lawsuits related to the Company's assets. Additionally, for any cases already filed, proceedings must be suspended in accordance with Section 90/12(4) of the Bankruptcy Act B.E. 2483.

37. Events after the reporting period

37.1 Filing a petition business rehabilitation

On 9 January 2025, the Company, as the debtor, filed a petition for business rehabilitation and proposed itself as the planner to the Central Bankruptcy Court under the Bankruptcy Act B.E. 2483 (as amended), following a resolution passes by the Company's Board of Directors Meeting No. 7/2024 which held on 20 December 2024. This action was taken because the Company lacked liquidity and was unable to settle loans and liabilities when they became due. On 10 January 2025, the Central Bankruptcy Court accepted the petition for consideration, granting the Company temporary protection under the automatic stay provisions pursuant to Section 90/12 of the Bankruptcy Act B.E. 2483 (as amended), effective from 10 January 2025. The Central Bankruptcy Court has scheduled the hearing on the rehabilitation petition on 2 April 2025.

The details of the Company's rehabilitation petition are summarised as follows:

- The Company, as the debtor, has submitted the rehabilitation petition to the Central Bankruptcy Court.
- The Company has nominated Kulthorn Kirby Public Company Limited as the planner, with the directors including Mr. Suthee Simakulthorn, Mr. Sutath Simakulthorn, Ms. Supanee Jantasawat, Mr. Thawatchai Jaranakarn, and Mr. Somlak Chiamthiranart
- Entering the business rehabilitation process will allow the Company to efficiently restructure its debt and address its liquidity issues with legal support and fair protection for all stakeholders. Additionally, the Company can continue its normal business operations during the rehabilitation process, aiming to resolve its financial problems and generate long-term sustainable profits in the future.

37.2 Joint Venture Agreement

On 22 January 2025, Kulthorn Premier Company Limited (“KPC”) (a subsidiary) entered into a Joint Venture Agreement with Zhejiang Bingfeng Compressor Co., Ltd. (“BF”) (a company incorporated under the laws of the People's Republic of China). The purpose of this agreement was to jointly establish and invest in a joint venture company, namely Kulthorn Bingfeng Co., Ltd. (“KBF”) under the laws of Thailand. KBF will engage in the importation of compressor components for the assembly and distribution of compressors to ice machine manufacturers in Thailand.

KBF was incorporated on 13 February 2025 with a total registered share capital of Baht 1,000,000, divided into 10,000 ordinary shares with a par value of Baht 100 per share. KPC will hold 5,100 ordinary shares, representing 51 percent of the total shares, while BF will hold 4,900 ordinary shares, representing 49 percent of the total shares.

38. Approval of financial statements

These financial statements were authorised for issue by the Company’s authorised directors on 28 March 2025.