2025

One Report

Compressor Solutions
that exceed expectations

Annual Registration Statement / Annual Report 2025

Form 56-1 One Report

(e-One Report)

KULTHORN KIRBY PUBLIC COMPANY LIMITED

Fiscal Year End 31 December 2025

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Message from the chairman

Message from Chairman

The year 2025 was another challenging year for the Company, as we faced significant pressures arising from both internal and external factors affecting our business operations. The global economy remained uncertain, while geopolitical conflicts in several regions continued to disrupt supply chains, international trade, and industrial confidence. At the same time, rising operating costs and foreign exchange volatility placed further pressure on the manufacturing sector.

Given the Company's financial liquidity constraints and debt obligations, the Board of Directors determined that entering into a business rehabilitation process was the most appropriate course of action, providing the Company with an opportunity to restructure debt and continue operate in an orderly manner. Throughout the rehabilitation process, the Company worked closely with the plan preparer, creditors, and all relevant stakeholders to seek mutually acceptable solutions for debt restructuring and to establish a sustainable foundation for the business. However, as the Company was ultimately unable to reach an agreement with certain major creditors, the Central Bankruptcy Court issued an order terminating the business rehabilitation process.

Although the rehabilitation process has come to an end, the Board of Directors and the management team remain fully committed to restoring the Company's business. We continue to implement organizational restructuring initiatives, enhance operational efficiency, manage costs and liquidity with prudence, and pursue new business opportunities that will strengthen the Company's long-term competitiveness. These efforts are carried out under the principles of good corporate governance, sound risk management, and responsible business practices.

The Company remains confident that its extensive industry experience, the expertise and dedication of its employees, strong manufacturing capabilities, and long-standing relationships with customers and business partners will continue to serve as key strengths in supporting the Company's recovery. As economic conditions and the overall business environment improve, we believe these solid fundamentals will enable the Company to gradually restore its operating performance and create sustainable value for all stakeholders.

On behalf of the Board of Directors, I would like to express my sincere appreciation to our shareholders, financial institution creditors, customers, business partners, government agencies, private sector organizations, and all stakeholders for their continued trust and support. I also wish to extend my heartfelt gratitude to our management team and employees for their unwavering dedication, perseverance, and commitment throughout this challenging period.

The Board of Directors will continue to uphold the highest standards of corporate governance with transparency, accountability, and prudence, while safeguarding the best interests of our shareholders and all stakeholders. Together, we remain committed to overcoming the challenges before us and building a stronger and more sustainable future for the Company.

Sutee Simakulthorn

Chairman

Vision

To be the leader in the reciprocating motor compressor and related business in response to World demand.

Objectives

The company is committed to being a leader in the manufacturing of motor compressors and related industries. The company has developed a business plan that emphasizes market expansion to generate revenue and increase profitability by controlling production costs to meet targets, making products competitively priced, and continuously developing products for better performance, energy saving, and the use of various environmentally friendly refrigerants.

Goals

To meet the demands of the global market in the electrical appliance, refrigerator, commercial refrigerator and air conditioner groups, we also focus on developing, improving and seeking out modern machinery, including the use of related innovations in the production process to reduce costs and develop products with the highest efficiency.

Business strategies

1. Reduce cost to maintain competitive ability.
2. Develop products conforming to market demands.
3. Focus on innovation with environmentally friendly solutions.
4. Reinforce the knowledge and ability of the staff.
5. Expand existing markets and penetrate new markets.
6. Invest and acquire the business through M&A.
7. Increase the advantage networks of Backward Vertical Integration.
8. Support activities that fortify responsibility in society and the environment.
9. Increase competitive advantages by increasing production capacities.
10. Apply information technology for operating data to increase efficient business management.
11. Develop a management system to be Quality Management System by TQM.

1.1.2 Material changes and developments

Details regarding material changes and developments

years	Material changes and developments
2020	: KKC Officially commenced the production of Bristol Compressors on 10 September 2020
2018	: Thailand Kaizen Silver awards from Technology Promotion Association (TPA) -Thai Japan : KKC signed an asset purchase agreement with BRISTOL COMPRESSORS INTERNATIONAL, LLC
2017	: Kulthorn Research and Development Co., Ltd. was established as Research and development center on 13 January 2017. : Thailand Kaizen Golden awards from Technology Promotion Association (TPA) -Thai Japan : 48th million compressors were produced.
2016	: Thailand Kaizen Silver awards from Technology Promotion Association (TPA) - Thai Japan
2015	: Thaipat Institute granted a Certificate of ESG 100 COMPANY to certify KKC as one of the 100 Public Company Limited of Environmental, Social, and Governance Carefulness on 27 May 2015. : Thailand Kaizen Silver awards and Golden awards from Technology Promotion Association (TPA) - Thai Japan
2014	: Thailand Kaizen awards (Bronze awards - Office) from Technology Promotion Association (TPA) - Thai Japan : 40th million compressors were produced.

years	Material changes and developments
2013	: Non-CFC awards of Thailand from the Government Department of Industrial Works : Thailand Kaizen awards (Golden awards - Automation) from Technology Promotion Association (TPA) - Thai Japan : ISO/IEC 17025:2005 Certificate from Thai Industrial standard institute ministry of industry : Our Skills Our Future awards of Thailand from the Department of Skill Development : Hearing Conservation in the Establishment awards (Level 2) from the Ministry of public health
2012	: KKC celebrated its 30th anniversary on January 13
2011	: ISO/IEC 26000 Certificate
2010	: 30th million compressor and 5th million AW compressor were produced. : Golden Award (Thailand 5S Award) from the Technology Promotion Association (TPA) - Thai Japan : Thailand Kaizen awards (Excellence Technique - Automation) from Technology Promotion Association (TPA) - Thai Japan : Hold the share 100% of Kulthorn Materials and Controls Co., Ltd. and its subsidiaries (Kulthorn Metal Products Co., Ltd. and Suzhou Kulthorn Magnet Wire Co., Ltd.)
2009	: Starting the production of CA compressors for large refrigerators : Thailand Kaizen awards (Excellence Technique - Automation) from Technology Promotion Association (TPA) - Thai Japan
2008	: Starting the production of KA and LA compressors for large air conditioners
2007	: Kulthorn Steels Co., Ltd. was established for steels coil center
2006	: 20th million compressors were produced. : Hold the share 100% of Kulthorn Premier Co., Ltd. (KPC) on 29 September 2006.
2005	: ISO 17025:1999 and ISO 14001:2004 certified
2004	: Hold the share of 80% of Kulthorn Premier Co., Ltd. (KPC). Producing and selling small hermetic compressors under the license of Sanyo Universal Electric Co., Ltd. Japan
2002	: OHSAS 18001:1999 certified
2001	: Starting the production of WJ compressor, the company’s proud invention : ISO 9001:2000 certified and UL approved
2000	: ISO 14001:1996 certified
1998	: CE mark, CB, and ISO 9002: 1994 certified
1993	: Starting the production of non-CFC and AW (12.5 HP) compressors
1991	: Registered on the Stock Exchange of Thailand’s list on February 22
1990	: Kulthorn Controls Co., Ltd. was established on August 31

years	Material changes and developments
1989	: Starting the production of AZ small refrigerator compressors : Kulthorn Kirby Foundry Co., Ltd. (KKF) was established on November 24
1982	: Grand opening on January 13 and starting the production
1981	: Production of AE compressors commenced on August 8
1980	: Kulthorn Kirby Co., Ltd. (KKC) was established on March 24

1.1.3 Spending of the raised fund to serve the objectives declared in the registration statement for securities offering

Is there an issuance of equity securities or debt securities? : No

1.1.4 The obligations to which the company has committed in the registration statement, including the compliance with such obligations or conditions in the following years

Are there any issued securities with obligations or conditions? : No

1.1.5 Company information

Company name :	KULTHORN KIRBY PUBLIC COMPANY LIMITED
Symbol :	KKC
Address :	126 Soi Chalong Krung 31, Chalong Krung Road, Khwaeng Lam Pla Thie, Khet Lat Krabang
Province :	Bangkok
Postcode :	10520
Business :	The Company is the manufacturer and seller of motor compressor, reciprocating type for refrigeration products i.e. refrigerators, freezers, water coolers, commercial refrigerators, and air conditioners by the advancement of the company's operation under the international management system.
Registration number :	0107537002150
Telephone :	0-2326-0831, 0-2739-4893
Facsimile number :	0-2326-0837, 0-2739-4892
Website :	www.kulthorn.com
Email :	kkc@kulthorn.com

Total shares sold

Common stock : 1,500,000,000

Preferred stock : 0

1.2 Nature of business

1.2.1 Revenue structure

Revenue structure by product line or business group

	2023	2024	2025
Total revenue from operations (thousand baht)	3,176,091.00	2,633,240.00	2,109,403.00
Scroll compressors and equipment (thousand baht)	1,480,722.00	1,153,641.00	956,733.00
Flux-cored wire (thousand baht)	703,455.00	612,797.00	483,197.00
Sheet and Strip (thousand baht)	514,835.00	382,492.00	312,885.00
Cast iron parts (thousand baht)	476,547.00	484,310.00	401,569.00
Others (thousand baht)	N/A	0.00	19.00
Total revenue from operations (%)	100.00%	100.00%	100.00%
Scroll compressors and equipment (%)	46.62%	43.81%	45.36%
Flux-cored wire (%)	22.15%	23.27%	22.91%
Sheet and Strip (%)	16.21%	14.53%	14.83%
Cast iron parts (%)	15.00%	18.39%	19.04%
Others (%)	N/A	0.00%	0.00%

By geographical area or market

	2023	2024	2025
Total revenue (thousand baht)	3,176,091.00	2,633,240.00	2,109,403.00
Domestic (thousand baht)	2,213,506.00	1,799,032.00	1,348,716.00
International (thousand baht)	962,585.00	834,208.00	760,687.00
Hong Kong (thousand baht)	526,298.00	530,322.00	478,117.00
China (thousand baht)	5,840.00	6,478.00	71.00
Indonesia (thousand baht)	1,848.00	788.00	1,329.00
Saudi Arabia (thousand baht)	15,421.00	20,478.00	12,338.00
Others (thousand baht)	413,178.00	276,142.00	268,832.00
Total revenue (%)	100.00%	100.00%	100.00%
Domestic (%)	69.69%	68.32%	63.94%
International (%)	30.31%	31.68%	36.06%
Hong Kong (%)	54.68%	63.57%	62.85%
China (%)	0.61%	0.78%	0.01%
Indonesia (%)	0.19%	0.09%	0.17%
Saudi Arabia (%)	1.60%	2.45%	1.62%
Others (%)	42.92%	33.10%	35.34%

Other income as specified in the financial statements

	2023	2024	2025
Total other income (thousand baht)	121,376.00	37,581.00	33,043.00
Other income from operations (thousand baht)	5,800.00	16,612.00	6,653.00
Other income not from operations (thousand baht)	115,576.00	20,969.00	26,390.00

1.2.2 Information on products and services

1.2.2.1 Product/service information and business innovation development

Compressor motor

Compressor motors are the main equipment that functions to compress and suck refrigerant in various types of refrigeration systems and air conditioners. They are divided into various types that are used and sold worldwide as follows:

• Reciprocating Compressor • Rotary Compressor • Scroll Compressor • Screw Compressor • Centrifugal Compressor

There are 3 types of compressor motors that are popularly used in households, divided by cooling capacity (horsepower), product characteristics, and applications as attached equipment to various types of refrigeration products or equipment, and air conditioners, as follows:

1. Reciprocating/Hermetic type compressor motors, size 1/20-25 horsepower, are used in home refrigerators, freezers, commercial refrigerators, ice makers, water coolers, air conditioners, and heat pumps. They are characterized by good cooling efficiency and consistent quality, durable for continuous use in hot weather. However, they have the disadvantages of noise and higher price than the rotary type.
2. Rotary compressor motors, size 1–7 horsepower, are used in small air conditioners (Room Air Conditioners), package air conditioners, and heat pumps. They are characterized by energy savings, affordability, and have been developed into Twin Rotary types with efficiency close to Scroll types. However, they have the disadvantages of moderate cooling efficiency and inconsistent quality.
3. Scroll compressor motors, size 1.5–30 horsepower, are used in air conditioners and heat pumps. They are characterized by good energy savings and high efficiency. However, they have the disadvantage of being more expensive than rotary and reciprocating types. Of these three types of compressor motors, reciprocating hermetic compressor motors are the most widely used for home refrigerators, freezers, commercial refrigerators, ice makers, and water coolers, which account for more than 90% of the total usage. Some are used in air conditioners. Rotary compressor motors are used in household air conditioners.

Of these three types of compressor motors, reciprocating hermetic compressor motors are the most widely used for home refrigerators, freezers, commercial refrigerators, ice makers, and water coolers, which account for more than 90% of the total usage. Some are used in air conditioners. Rotary compressor motors are used in household air conditioners.

Diagram ofCompressor motor

Research and development policy in various areas, and details regarding innovation development in processes, products and/or services, or business models.

Research and development (R&D) policy : No

R&D expenses in the past 3 years

	2023	2024	2025
Research and development (R&D) expenses over the past 3 years (Million Baht)	33,452.00	31,753.00	31,257.00

Additional explanation about R&D expenses in the past 3 years

Design and develop compressors of both current and new models to increase efficiency in order to compete with competitors, including development to be in line with the market direction that uses new environmentally friendly refrigerants and reduce production costs by using engineering computer programs to help design and calculate prototypes for development. Prototypes were made to test efficiency according to development requirements. The project details are as follows:

1. Develop the AZS compressor model with a cylinder volume of 6.00 cubic centimeters.
2. Develop the AZL compressor model with a cylinder volume of 6.73 – 10.00 cubic centimeters.
3. Develop the AE compressor model with a cylinder volume of 12.04 – 16.08 cubic centimeters.
4. Develop the CA compressor model with a cylinder volume of 18.00 – 24.20 cubic centimeters.
5. Develop the WJ compressor model with a cylinder volume of 15.20 – 34.00 cubic centimeters.
6. Develop the AW compressor model with a cylinder volume of 23.5 – 32.70 cubic centimeters.
7. Development of Bristol compressor
8. Design and development of Condensing Unit

1.2.2.2 Marketing policies of the major products or services during the preceding year

Hermetic Reciprocating Compressor Market

Hermetic reciprocating compressors remain the primary product used in the refrigeration industry, particularly in household refrigerators, freezers, commercial refrigerators, ice makers, and water dispensers, accounting for over 90% of the total volume. They are also used in air conditioners, representing 5% of the total volume.

Due to the properties of hermetic reciprocating compressors that provide excellent cooling efficiency and consistent quality, they are suitable for use in air conditioners in regions with high temperatures and prolonged heat. This has led to their widespread acceptance and popularity in the Middle Eastern market. However, because hermetic reciprocating compressors have numerous components, they have high production costs and expenses. As a result, markets in other regions that require affordable products prefer to use rotary compressors for air conditioners.

With the increasing severity of global warming each year, populations in affected areas and those with purchasing power in countries experiencing economic growth in various parts of the world are seeking a healthier and more comfortable life. This has led to various household refrigerators, commercial refrigerators, and home air conditioners becoming essential goods used for preserving food freshness, reducing temperatures in homes and workplaces, as well as for cold storage and various cooling processes in the industrial sector. Consequently, the consumption of these appliances is continuously increasing, resulting in higher sales of hermetic reciprocating compressors. Therefore, this presents an attractive market opportunity, compelling businesses to compete in offering high-quality, efficient, energy-saving products that utilize environmentally friendly refrigerants and are priced to meet customer needs. This drives businesses to accelerate product development, reduce operational costs in various areas, and consolidate operations to maintain competitiveness and market advantage.

The company's current hermetic reciprocating compressor products continue to effectively meet the market demands for household refrigerators and air conditioners.

The industry competition during the preceding year

The key success factors of the Kulthorn Kirby Group in the reciprocating compressor motor market are "offering quality compressor motors that meet market demands at competitive prices." Therefore, the company has defined the following product development guidelines:

– Develop compressor motors suitable for market needs in terms of quality, efficiency, and energy saving.
– Manufacture compressor motors that use environmentally friendly refrigerants.
– Develop lower-cost compressor motors.

In recent years, the business competition of hermetic reciprocating compressor motor manufacturers has been intense both domestically and internationally. This is due to the economic conditions in Thailand and globally, which are still recovering in some areas. Moreover, manufacturers in China, a major global player, and other large manufacturers are focusing on competitive advantage by setting lower selling prices. This forces all manufacturers to continuously adapt in all aspects, such as responding to customer needs in terms of price, building good relationships with customers in a mutually supportive manner, improving production process productivity, finding cheaper alternative raw materials to reduce costs, and developing a variety of product models that customers can choose to use as needed. The company has adopted these approaches as strategies to create advantages or maintain competitiveness.

1.2.2.3 Procurement of products or services

Characteristics of Product Procurement

The Company has one factory located in Ladkrabang Industrial Estate, Bangkok, and five subsidiaries: Kulthorn Premier Co., Ltd., Kulthorn Kirby Foundry Co., Ltd., Kulthorn Steel Co., Ltd., Kulthorn Materials and Controls Co., Ltd., and Kulthorn Research and Development Co., Ltd. These subsidiaries manufacture and supply raw materials and key components for compressor motors, as well as conduct research and development of products for the Company.

The Company's business approach mandates that the management team forecast sales for the following year, taking into account various environmental factors related to the compressor motor manufacturing business, such as customer demand, current and future market competition, and the impact of changing economic conditions on customer demand. This information is then compiled and analyzed to formulate business strategies and operational plans, including short-term and long-term procurement plans for raw materials, parts, and services, to ensure competitiveness.

The Company and Kulthorn Premier Co., Ltd., a subsidiary in the compressor motor production line, procure essential raw materials and parts, including motor parts, cast iron parts, sintered products, steel sheets, enameled copper wires, aluminum, compressor oil, compressor coating, and electrical components from both domestic and international sources.

Kulthorn Kirby Foundry Co., Ltd. manufactures cast iron parts, sourcing scrap metal from its parent company and external suppliers. Chemicals are purchased from importers and distributors within the country.

Kulthorn Steel Co., Ltd. engages in metal sheet cutting and processing (Coil Center) and forged steel products for compressor motors, electric motors, and others. Steel coils are sourced from manufacturers in Japan, China, Taiwan, Korea, Vietnam, as well as domestic manufacturers.

Kulthorn Material and Controls Co., Ltd. manufactures enameled copper wires. Copper raw materials are procured from manufacturers in Laos, Indonesia, and Japan.

The company's production capacity

	Production capacity	Total utilization (Percent)
Krungthai Card Public Company Limited (Machine)	840,000.00	70.00

Kulthorn Kirby's business direction in 2025: Kulthorn Kirby has relocated the production of AE Series compressors to the Kulthorn Premier factory. Kulthorn Kirby will focus on manufacturing larger compressors, such as the AW Series, and aims to improve product quality and production processes. In addition, the company is investing in the production of BRISTOL compressors, which have been relocated from the United States and have currently begun production. It is expected that in 2026, the production capacity will reach 10,000 units per month.

Acquisition of raw materials or provision of service

Procurement primarily focuses on sourcing raw materials domestically. A subsidiary company is responsible for delivering main raw materials such as cast iron, hot-rolled steel, cold-rolled steel, copper wire, and steel pipes. For raw materials that cannot be sourced domestically, we purchase from tested and approved foreign sources, most of which are reliable, long-term partners.

Proportion of domestic and overseas procurement

Countries	Name of raw material	Value (Baht)
China	Si steel, round bar, motor	75,000,000.00
United States of America	Lubricant oil	31,560,000.00
India	Bush, IPRV	4,670,000.00
Malaysia	Bolt and Screw	5,870,000.00
Germany	Music spring	1,500,000.00
Thailand	Casting, Enameled wire	90,000,000.00

Major raw material distributors

Number of major raw material distributors (persons) : 126

Most distributors are existing partners and have not changed significantly.

1.2.2.4 Assets used in business undertaking

Core permanent assets

The main fixed assets that the company uses in its business operations are land, factory/office buildings, machinery and factory equipment, and factory equipment and vehicles.

The appraisal price of core permanent assets

List of assets	Book value / Appraised value	Ownership	Obligations	Additional details
Land	190,520,000.00	To own	Mortgage	-
Land	30,500,000.00	To own	null	-
Office Building	994,360,000.00	To own	Mortgage	-
Machinery and factory equipment	5,038,310,000.00	To own	null	-
Office Equipment and Vehicles	157,070,000.00	To own	null	-

Core intangible assets

Intangible assets that the company uses in its business include software

The appraisal price of core intangible assets

List of assets	Types	Book value / Appraised value	Additional details
Software	Software	17,844,866.00	-

Investment policy in the subsidiaries and associated companies

Investment policy in the subsidiaries and associated companies : Yes

The company's policy focuses on investing in businesses directly related to motor compressor manufacturing. These investments will be in subsidiaries where the company holds a majority stake, allowing for overall management control. This approach aims to maximize management efficiency.

1.2.2.5 Under-construction projects

Under-construction projects : No

Details of under-construction projects

Total projects : N/A

Values of total ongoing projects : N/A

Realized value : N/A

Unrealized value of remaining projects : N/A

Additional details : -

1.3 Shareholding structure

1.3.1 Shareholding structure of the group of companies

Policy on operational organization within the group of companies

Kulthorn Kirby Company Limited ("the Company") was established on 24 March 1980 by the cooperation between Simakulthorn Group, Kirby Group Australia, refrigerator producers in Thailand, and the Industrial Finance Corporation of Thailand to operate as a manufacturer and seller of the motor compressor, reciprocating type for refrigeration products i.e., refrigerators, freezers, water coolers, and commercial refrigerators. The Company is the first motor compressor manufacturer in Thailand. The Company was listed on the Stock Exchange of Thailand on 22 February 1991 and later expanded its production to the motor compressor for air conditioning products. Furthermore, the Company and other investors invested and established new companies to produce major parts of compressors to replace imported parts in order to reduce production costs and improve product quality. The company has continuously grown its business and reached its 42th anniversary on 13 January 2023.

To become the leader in motor compressor manufacturing, the company sets up a business to operate the process as follows.

At present, the company has 6 subsidiary companies

(1) Kulthorn Premier Company Limited (KPC) is the manufacturer of the motor compressors.

(2) Kulthorn Kirby Foundry Company Limited (KKF) is the manufacturer of the quality iron casting for motor compressor and automotive parts.

(3) Kulthorn Steel Company Limited (KSC) is the Steel Coil Center for the manufacturer of motor compressor, electrical motor, and other parts and the manufacturer of the forging, Heat Treatment metal parts.

(4) Kulthorn Materials and Controls Company Limited (KMC) is the manufacturer of the enameled copper wire.

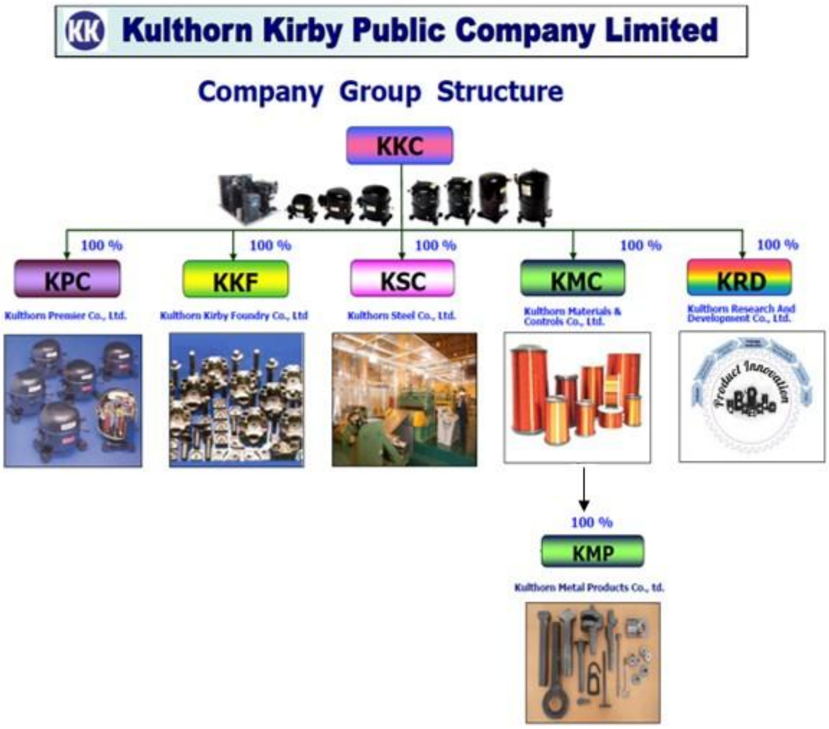
(5) Kulthorn Metal Products Company Limited (KMP) is the Generating and distribution of electricity by solar rooftop including spare parts and electrical generating equipment

(6) Kulthorn Research and Development Company Limited (KRD) is the research and development provider for motor compressor and related parts.

Shareholding diagram of the group of companies

Does your company have any shareholdings in other companies? : Yes

Shareholding diagram



Company Group Structure

Subsidiaries

Company name	Juristic person who holds shares of the company	Shareholding proportion (%)	Voting right proportion (%)
Kulthorn Premier Company Limited	KULTHORN KIRBY PUBLIC COMPANY LIMITED	100.00%	100.00%
Kulthorn Kirby Foundry Company Limited	KULTHORN KIRBY PUBLIC COMPANY LIMITED	100.00%	100.00%
Kulthorn Steel Company Limited	KULTHORN KIRBY PUBLIC COMPANY LIMITED	100.00%	100.00%
Kulthorn Materials and Controls Company Limited	KULTHORN KIRBY PUBLIC COMPANY LIMITED	100.00%	100.00%
Kulthorn Metal Products Company Limited	KULTHORN KIRBY PUBLIC COMPANY LIMITED	0.00%	0.00%
	Kulthorn Materials and Controls Company Limited	100.00%	100.00%
Kulthorn Research and development Company Limited	KULTHORN KIRBY PUBLIC COMPANY LIMITED	100.00%	100.00%

Company that holds 10% or more of the total shares sold

Name and the location of the head office	Type of business	Type of shares	The number of shares	The number of shares sold
Kulthorn Premier Company Limited 446/3 Moo 9, Nong Kee, Kabin Buri Prachinburi 25110 Telephone : 037204835-41 Facsimile number : 037204844	Manufacturer of Reciprocating Compressor	Common shares	12,600,000	12,600,000
Kulthorn Kirby Foundry Company Limited 1 Moo 22 Suwintawong Road, Saladaeng, Bang Nam Priao Chacherngsao 24000 Telephone : 038593016-9 Facsimile number : 038593015	Manufacturer of Quality Iron Casting	Common shares	5,750,000	5,750,000
Kulthorn Steel Company Limited 124 Soi Chalong Krung 31, Chalong Krung Road, Khwaeng Lam Pla Thio, Khet Lat Krabang Bangkok 10520 Telephone : 023260851 Facsimile number : 023260766	Steel Coil Center	Common shares	4,000,000	4,000,000
Kulthorn Materials and Controls Company Limited 1/2 Moo 22 Suwintawong Road. Saladang, Bangnumpreaw Chacherngsao 24000 Telephone : 038593030-3 Facsimile number : 038593028	Manufacturer of Enameled Copper Wire	Common shares	6,500,000	6,500,000
Kulthorn Metal Products Company Limited 60 Moo 6 Lam Pakchee, Nongchok Bangkok 10530 Telephone : 027396638-9 Facsimile number : 027396643	Generating and distribution of electricity by solar rooftop including spare parts and electrical generating equipment	Common shares	1,500,000	1,500,000
Kulthorn Research and development Company Limited 126 Soi Chalong Krung 31, Chalong Krung Road, Khwaeng Lam Pla Thio, Khet Lat Krabang Bangkok 10520 Telephone : 023260831 Facsimile number : 023260837	Research & Development for motor compressors and related products	Common shares	500,000	125,000

1.3.2 Shareholding by a person with a potential conflict of interest holding exceeding 10 percent of the voting shares in a subsidiary or associated company

Does the company have a person with potential conflicts of interest holding shares in a subsidiary or associated company? : No

1.3.3 Relationship with major shareholders' business

Does the company have a relationship with a business group of a major shareholder? : No

1.3.4 Shareholders

List of major shareholders

Group/List of major shareholders	Number of shares (shares)	% of shares
1. SIMAKULTHORN COMPANY	540,753,065	36.05
2. HEATCRAFT SUBCO PTY LTD	65,255,000	4.35
3. STATE STREET EUROPE LIMITED	52,800,000	3.52
4. MR.SUMETH SIMAKULTHORN	51,880,306	3.46
5. MS. U-RAI KHEMUMNAJ	50,104,332	3.34
6. FLG.OFF. SUPAKORN CHANTASASAWAT	43,349,618	2.89
7. MR. SUTAS SIMAKULTHORN	42,295,530	2.82
8. MR. SURAPORN SIMAKULTHORN	37,868,910	2.52
9. MR. ANON SIMAKULTHORN	35,771,048	2.38
10. MS. SUTTINEE SIMAKULTHORN	35,509,372	2.37
11. MR. SUTEE SIMAKULTHORN	32,124,655	2.14
12. UBS AG SINGAPORE BRANCH	26,523,929	1.77
13. MS. ATCHAREE SIMAKULTHORN	23,783,952	1.59
14. MS. NONNAPAT SIMAKULTHORN	19,652,649	1.31
15. MR. PROMMARAT SIMAKULTHORN	19,458,362	1.30

Group/List of major shareholders	Number of shares (shares)	% of shares
16. MS. POJANEE KHEMUMNAJ	18,539,241	1.24
17. MS. ARISA SIMAKULTHORN	16,862,925	1.12
18. MR. PHAWIS SIMAKULTHORN	16,459,984	1.10
19. MS. SAICHOL SIMAKULTHORN	16,009,986	1.07
20. MS. SUNISA SIMAKULTHORN	16,009,982	1.07
21. MR.THAWEECHAT JURANGKUL	13,231,600	0.88
22. MR. DANAISAK SOMPRASONG	9,430,100	0.63
23. MS. SIRIMA KLADKAEW	7,910,100	0.53
24. MR. WIBOOL SEREEYOTHIN	7,540,000	0.50

Major shareholders' agreement

Does the company have major shareholders' agreements? : No

1.4 Amounts of registered capital and paid-up capital

1.4.1 Registered capital and paid-up capital

Registered capital and paid-up capital

Registered capital (Million Baht) :	1,500.00
Paid-up capital (Million Baht) :	1,500.00
Common shares (number of shares) :	1,500,000,000
Value of common shares (per share) (baht) :	1.00

Has the company listed in other stock exchange?

Has the company listed in other stock exchange? :	No

1.4.2 Other types of share whose rights or terms differ from those of ordinary share

Other types of share whose rights or terms differ from those of ordinary share :	No

1.4.3 Shareholding by Thai NVDR Company Limited (NVDR)

Are shares held by Thai NVDR Company Limited (NVDR)? :	No

1.5 Issuance of other securities

1.5.1 Convertible securities

Convertible securities : No

1.5.2 Debt securities

Debt securities : No

1.6 Dividend policy

The dividend policy of the company

By the dividend policy of the company, in the normal case, the Board of Directors may propose the shareholder meeting to consider the dividend payment of the year at the rate of approximately 60 percent of the net profits after tax of the company statements.

The dividend policy of subsidiaries

For subsidiary companies, Board of Directors of each company may propose the shareholder meeting to consider the dividend payment of the year of the net profits after tax of the company statements.

Historical dividend payment information

	2021	2022	2023	2024	2025
Net profit per share (**baht : share**)	-0.3480	-0.5380	-0.8540	-0.8260	-0.7800
Dividend per share (**baht : share**)	0.0000	0.0000	0.0000	0.0000	0.0000
Ratio of stock dividend payment (**existing share : stock dividend**)	0.0000 : 0.0000	0.0000 : 0.0000	0.0000 : 0.0000	0.0000 : 0.0000	0.0000 : 0.0000
Value of stock dividend per share (**baht : share**)	0.0000	0.0000	0.0000	0.0000	0.0000
Total dividend payment (**baht : share**)	0.0000	0.0000	0.0000	0.0000	0.0000
Dividend payout ratio compared to net profit (**%**)	0.00	0.00	0.00	0.00	0.00

2. Risk management

2.1 Risk management policy and plan

Risk management policy and plan

The Company has taken action to support risks by closely monitoring the economic and political changes, including the impact of the financial crisis both domestically and internationally. Senior executives will call a meeting to inform the methods for preventing and resolving risks, while the responsible executives will oversee and proceed according to the explanation and determination from the senior executives with cooperation and coordination from various departments as follows:

1. Determine the operational methods for supporting risks of each department within the Company according to the Company's main plan and risks in various business operations that may occur so that the operating results for supporting risks are consistent with the business plan and goals.
2. Each responsible department will prioritize risks from assessing the impact that such risks will have on the organization and then determine the appropriate methods for action.
3. The results of the operating results for supporting the above risks will be monitored and reviewed. Senior executives will call a meeting to summarize the results with the executives from all related departments according to the urgency and importance to follow up and review the results.

In addition to the operations for supporting risks as mentioned above, the Company also organizes training and seminars at both the operational and management levels to instill awareness. Such training will focus on concepts and practices that will lead to the achievement of the organization's goals and returns to shareholders in the future.

2.2 Risk factors

2.2.1 Risk that might affect the company's business, including environmental, social and corporate governance issues

Risk 1 Risk from key raw materials with prices fluctuating according to global market prices.

Related risk topics : Operational Risk

• Shortage or fluctuation in pricing of raw materials or productive resources

Risk characteristics

The company manufactures compressor motors, which require copper and steel as the main raw materials for producing various components. Copper and steel prices fluctuate according to global market trading prices.

Risk-related consequences

Fluctuations in the market prices of copper and steel directly impact the cost of goods and the maintenance of the company's gross profit margin.

Risk management measures

A policy has been established for procuring raw materials from multiple suppliers with comparable production capabilities and interchangeable raw materials of equivalent quality. Close monitoring of global market price fluctuations is conducted to ensure appropriate inventory management. Furthermore, customers can utilize aluminum wire as a substitute for copper wire in small compressor motors, which have experienced consistent annual growth in usage.

Risk 2 Market Risk

Related risk topics : Financial Risk

• Fluctuation in exchange rates, interest rates, or the inflation rate

Risk characteristics

Foreign exchange risk, interest rate risk, and commodity price risk

Risk-related consequences

Exchange rate risk, interest rate fluctuation risk following market rates, directly impacting the Group's business operations, and the risk of price volatility in electronic component commodities, with the risk of copper price changes from the projected copper purchase volume.

Risk management measures

Utilize foreign exchange forward contracts to hedge against exchange rate risks arising from import or export activities, and closely monitor global market price fluctuations.

Risk 3 The risk of the group of companies incurring consecutive years of operating losses.

Related risk topics : Financial Risk

• Liquidity risk

Risk characteristics

The group of companies has experienced consecutive losses for several periods due to declining sales.

Risk-related consequences

Resulting in current liabilities exceeding current assets, accumulated losses, and capital deficits, making it impossible to maintain financial ratios according to the conditions of financial institutions.

Risk management measures

The group of companies focuses on research and development of compressors to obtain compressor models that can meet market demands and comply with changing legal requirements and environmental regulations related to refrigerants, as well as increasing efficiency in energy saving to make the company's products competitive in the market. There are also short-term measures to reduce production costs by reducing raw material costs, waste, consumables used in the factory, and other production expenses to improve operating results.

Risk 4 Liquidity Risk

Related risk topics : Financial Risk

- Liquidity risk

Risk characteristics

The group of companies is at risk from a lack of liquidity and insufficient working capital.

Risk-related consequences

Resulting in higher current liabilities than current assets, accumulated losses, and capital deficits, making it impossible to maintain financial ratios according to the conditions of financial institutions.

Risk management measures

The group of companies monitors the risk of illiquidity and seeks additional funding sources.

Risk 5 Supply chain risks

Related risk topics : Operational Risk

- Shortage or fluctuation in pricing of raw materials or productive resources

Risk characteristics

1. The supplier ceased operations due to economic conditions.
2. Certain raw materials are affected by the regulations of some countries.
3. The supplier ceased production and delivery due to decreased order volume.

Risk-related consequences

No raw materials are fed into the production line or there is a lack of production continuity.

Risk management measures

Find 2-3 or more alternative manufacturers, distributed across nearby continents as much as possible, or find ways to manufacture in-house and have affiliated companies deliver as secondary suppliers.

Risk 6 Personnel Risk

Related risk topics : Operational Risk

• Shortage or reliance on skilled workers

Risk characteristics

1. Shortage of personnel in production support departments (Support, Admin)
2. Employees with specific skills in each department

Risk-related consequences

1. Impacts production output and project duration.
2. Resulting in errors in data processing for each task and causing work delays.

Risk management measures

1. Adjust the starting wage rate to be closer to the labor market price, or hire employees who are experts, or hire employees with more than 5 years of experience.

2. Encourage employees with specific skills to take the expert examination, and upon passing and becoming an expert, they will be able to utilize the expert career path, including salary. Details are as follows:

2.1. In the case where the salary is less than the minimum for an expert, adjust the base salary to the minimum for that expert level.

2.2. In the case where the salary is higher than the minimum for that employee, adjust the base salary upwards by 20 percent of the current base salary.

2.3. Salary increases will follow the expert career path.

Risk 7 Risks of Accidents Arising from Work

Related risk topics : Operational Risk

• Safety, occupational health, and working environment

Risk characteristics

The company's operations utilize machinery and chemicals, which may cause occupational accidents such as being crushed, struck, cut, or wounded by machinery during operation, or chemical splashes to the eyes during operation, etc.

Risk-related consequences

Occupational accident risks, if not properly managed or if procedures, legal requirements, and operational steps are not followed, can impact workers and may lead to the company being ordered to cease operations. For example, impacts on individuals include injuries, loss of limbs, or fatalities. Economic impacts include medical expenses, property repair costs, or loss of income. Social impacts include the loss of human resources, and stress and anxiety within the community.

Risk management measures

The company operates under occupational safety, health, and environmental laws and has adopted the Safety Management System Standard (ISO 45001: 2018) to manage the organization's safety. An Executive Management Representative (EMR) oversees this, with the Management System Committee (MSC) reviewing the system's performance and continuously improving it. The Safety Department is the unit that supervises compliance with relevant safety laws and regulations. Key operations include:

- Prepare and review the annual safety operational plan.
- Preparing compliance assessment plans and reports on compliance with safety laws.

- Conduct risk assessments for the organization and external organizations.
- Surveying and inspecting safety issues within the company, with meetings held to find preventive and corrective measures by the Occupational Safety, Health, and Environment Committee.
- Analyzing impacts and defining safety measures before starting construction projects, additions, building modifications, and machinery relocation.
- Inspect the operational safety of machinery systems before operation.
- Monitor, measure, and track the working environment resulting from the company's operations, such as measuring lighting, noise, heat, and chemicals, etc.
- Preparing reports on the results of work environment monitoring and submitting them to government agencies.
- Organize safety promotion activities, such as providing safety knowledge to existing and new employees, morning talks, work accident reduction projects, safety inspections, occupational health and environment inspections to promote work accident reduction, etc.

Risk 8 Environmental Risks

Related risk topics : Operational Risk

• Impact on the environment

Risk characteristics

The company's operations utilize natural resources, machinery, and chemicals, which have the potential to cause environmental problems such as water pollution, air pollution, solid waste, and waste from the production process.

Risk-related consequences

Environmental risks, if not managed properly or if operations do not comply with legal requirements, may impact the environment, community, and society surrounding the company, leading to complaints demanding solutions or the cessation of operations. Examples include discharging untreated wastewater into water sources, causing fish deaths; illegally dumping waste in unauthorized areas, resulting in soil and water contamination; and emitting air pollutants exceeding permitted levels, affecting the health of residents in the area.

Risk management measures

The company operates under environmental law and has adopted the Environmental Management System Standard (ISO 14001: 2015) for environmental management within the organization. An Executive Management Representative (EMR) provides oversight, and a Management System Committee (MSC) reviews system performance and implements continuous improvements. The Environmental Department oversees compliance with relevant environmental laws and regulations. Key operations include:
- Preparing and reviewing the annual environmental action plan.
- Preparing compliance assessment plans and environmental legal compliance reports.
- Conducting environmental impact assessments both within and outside the organization.
- Surveying and inspecting the company's environmental issues, including meetings to find preventative and corrective measures by the Occupational Safety, Health, and Working Environment Committee.
- Analyzing impacts and defining environmental measures before commencing construction projects, additions, building modifications, and machinery relocation.
- Inspecting the operation of pollution control systems and machinery before operation.
- Monitoring, measuring, and tracking the environmental quality resulting from the company's operations, such as measuring the quality of wastewater and air emissions from the factory, and monitoring waste transportation and disposal.
- Preparing and submitting environmental quality monitoring reports to government agencies.

- Organizing environmental promotion campaigns, such as providing environmental knowledge to existing and new employees, and organizing waste separation and industrial waste exchange activities.

2.2.2 Risk to securities holders

Are there any risk factors affecting securities holders? : Yes

Risk 1 Investment risks

Related risk topics : Risk to Securities Holder

• Risk from shareholders' equity potentially falling below zero (negative), resulting in the securities being unable to trade on The Stock Exchange of Thailand

Risk characteristics

Liquidity risk, the risk that shareholders' equity may fall below zero (negative), and the uncertainty or likelihood that the return on investment will not be as expected.

Risk-related consequences

Resulting in the securities being unable to be traded on the stock exchange and the return on investment not being as expected.

Risk management measures

Follow up and coordinate with the person in charge of management.

2.2.3 Risk to securities holders from investing in foreign securities (applicable to only foreign companies)

Are there any risk factors affecting securities holders from investing in foreign securities? : No

3. Business sustainability development

3.1 Policy and goals of sustainable management

Sustainability Policy

Sustainability Policy : Yes

Kulthorn Kirby Public Company Limited (Kulthorn Kirby) is determined to operate, enhance our performance, and develop our products for sustainability along with underlining to improve our personnel, and also maintain the best relationship with our suppliers under good corporate governance while taking into consideration the impact on stakeholders, environment, and society.

Sustainability management goals

Does the company set sustainability management goals : Yes

Kulthorn Kirby has adopted the sustainable development strategy to achieve the company's sustainable business goal that extends to the economy, environment, and society by focusing on developing the products and bringing innovation to respond to customers' needs. In addition, Kulthorn Kirby is seeking to use alternative power sources and dispose of waste and recycle when possible to lessen the impact on communities and improve the quality of life of personnel and surrounding communities.

• Environmental Reducing GHG emission from solar cell
• Governance No operations that go against good corporate Governance
• Social No case on human rights. No fatal accidents.

United Nations SDGs that align with the organization's sustainability management goals : Goal 3 Good Health and Well-being, Goal 3 Good Health and Well-being, Goal 5 Gender Equality, Goal 5 Gender Equality, Goal 6 Clean Water and Sanitation, Goal 6 Clean Water and Sanitation, Goal 7 Affordable and Clean Energy, Goal 7 Affordable and Clean Energy, Goal 8 Decent Work and Economic Growth, Goal 8 Decent Work and Economic Growth, Goal 10 Reduce Inequalities, Goal 10 Reduce Inequalities, Goal 12 Responsible Consumption and Production, Goal 12 Responsible Consumption and Production, Goal 13 Climate Action, Goal 13 Climate Action, Goal 16 Peace, Justice and Strong Institutions, Goal 16 Peace, Justice and Strong Institutions, Goal 17 Partnerships for the Goals, Goal 17 Partnerships for the Goals

Review of policy and/or goals of sustainable management over the past year

Has the company reviewed the policy and/or goals of sustainable management over the past year : No

Has the company changed and developed the policy and/ : No
or goals of sustainable management over the past year

3.2 Management of impacts on stakeholders in the business value chain

3.2.1 Business value chain

The company realizes the importance of developing the value chain, therefore, it pays attention to every step of the chain, including giving importance to stakeholders and emphasizing on building relationships for development towards the goal of mutual sustainability.

3.2.2 Analysis of stakeholders in the business value chain

Details of stakeholder analysis in the business value chain

Group of stakeholders	Stakeholders' expectations	Responses to stakeholder expectations	Channels for engagement and communication
Internal stakeholders			
• Employees	• Good welfare and compensation • Career advancement • Opportunity to train, learn, and improve skills • Good quality of work life • Good and safe working environment	• Pay appropriate compensation and benefits • Provide training for employees to develop their knowledge and skills to keep up with current changes • Promote career growth according to employees' knowledge and skills • Give employees the opportunity to participate in managing welfare and quality of work life	• Social Event • Online Communication • Internal Meeting • Employee Engagement Survey • Training / Seminar
External stakeholders			
• Customers	• Quality products • On-time delivery • Reasonable price • Customer data protection • Good after-sales service	• Develop products and services to meet the needs for safety and energy saving • Fast response to information	• Visit • Satisfaction Survey
External stakeholders			
• Suppliers	• Comply with the terms and conditions of the contract fairly.	• Promote fair competition policies • Exchange knowledge and experiences	• Online Communication • External Meeting

Group of stakeholders	Stakeholders' expectations	Responses to stakeholder expectations	Channels for engagement and communication
External stakeholders			
• Shareholders	• Good business performance and stable growth • Good and continuous return on investment • Good corporate governance • Sufficient disclosure of information for investment decision making	• Conduct business based on the principles of good governance and corporate governance • Comply with the law, disclose information transparently and fairly • Pay dividends to shareholders appropriately according to the company's dividend policy	• Annual General Meeting (AGM)
External stakeholders			
• Society	• Complaints are resolved • Not causing a nuisance to the community	• Focus on legal compliance • Paying taxes correctly	• Complaint Reception
External stakeholders			
• Government agencies and Regulators	• Compliance with government regulations and laws • Social and environmental responsibility	• Strictly comply with laws and regulations • Cooperate in various government activities	• Online Communication • External Meeting • Training / Seminar

3.3 Management of environmental sustainability

3.3.1 Environmental policy and guidelines

Environmental policy and guidelines

Environmental policy and guidelines : Yes

Environmental guidelines : Electricity management,
Renewable/clean energy management,
Water resources and water quality management,
Waste management,
Air quality management,
Noise pollution management,

KKC is committed to preventing and mitigating the environmental impacts of its business operations as a guiding principle in its work. An occupational health and environmental policy has been announced, and environmental guidelines have been established, such as: energy management, water quality management, waste and refuse management, air quality management, noise pollution management, etc. With a focus on environmental protection, pollution control, and waste management generated from various activities. This systematic approach leads to the achievement of sustainable management goals.

Review of environmental policies, guidelines, and/or goals over the past year

Review of environmental policies, guidelines, and/or goals over the past year : Yes

Changes in environmental policies, guidelines, and/or goals : Waste management,

KKC has updated its waste and waste management practices to be modern and in compliance with changing laws.

3.3.2 Environmental operating results

Information on energy management

Energy management plan

The company's energy management plan : Yes

KKC recognizes the benefits of energy management for the organization, aiming for tangible and continuous efficient energy use. Therefore, it has established an Energy Management Working Group, defining its structure, authority, and responsibilities. This includes setting annual energy conservation goals and plans to achieve the organization's energy management objectives.

Setting goals for managing electricity and/or oil and fuel

Does the company set goals for electricity and/or fuel management : No

Performance and outcomes of energy management

Performance and outcomes of energy management : Yes

KKC has the following electricity conservation projects:

1. Measures to improve efficiency in the air handling units (AHU) of large air conditioning systems. (Reduce electrical energy AHU/OAU Bristol Building)
2. Proper Maintenance [Reduce chiller power consumption]

Energy management: Fuel consumption

	2023	2024	2025
Diesel (Litres)	73,859.08	53,450.15	23,545.39
Gasoline (Litres)	31,614.81	31,801.33	20,044.57
Natural gas (Standard cubic feet)	57,129.24	46,424.21	29,653.47
LPG (Kilograms)	405.00	180.00	120.00
Steam (Metric tonnes)	4,622.14	3,865.34	2,850.13

Energy management: Electricity consumption

	2023	2024	2025
Total electricity consumption within the organization (Kilowatt-Hours)	13,447,782.00	11,280,621.00	8,226,547.00
Electricity purchased for consumption from non-renewable energy sources (Kilowatt-Hours)	11,879,720.00	9,679,958.84	6,429,564.89
Electricity purchased or generated for consumption from renewable energy sources (Kilowatt-Hours)	1,568,062.00	1,600,662.16	1,796,982.11

Information on water management

Water management plan

The Company's water management plan : No

Setting goals for water management

Does the company set goals for water management : No

Performance and outcomes of water management

Performance and outcomes of water management : No

Water management: Water withdrawal by source

	2023	2024	2025
Total water withdrawal (Cubic meters)	174,496.00	144,542.00	65,899.00
Water withdrawal by third-party water (cubic meters)	24,371.00	144,542.00	65,899.00
Water withdrawal by produced water (cubic meters)	150,125.00	N/A	N/A

Water management: Water discharge by destinations

	2023	2024	2025
Total wastewater discharge (cubic meters)	152,087.00	84,995.00	82,440.00

Water management: Water consumption

	2023	2024	2025
Total water consumption (Cubic meters)	174,496.00	144,542.00	148,339.00

Information on waste management

Waste management plan

The company's waste management plan : No

Setting goals for waste management

Does the company set goals for waste management : No

Performance and outcomes of waste management

Performance and outcomes of waste management : No

Waste management: Waste Generation

	2023	2024	2025
Total waste generated (Kilograms)	2,561,222.00	1,645,008.00	1,274,907.00
Total non-hazardous waste (kilograms)	2,334,468.00	1,556,266.00	1,141,181.00
Non-hazardous waste - Landfilling (Kilograms)	N/A	25,874.00	N/A
Non-hazardous waste – Others (kilograms)	N/A	1,530,392.00	1,141,181.00
Total hazardous waste (kilograms)	226,754.00	88,742.00	133,726.00
Hazardous waste - Incineration with energy recovery (Kilograms)	N/A	63,320.00	4,750.00
Hazardous waste – Others (kilograms)	N/A	25,422.00	128,976.00

Waste management: Waste reuse and recycling

	2023	2024	2025
Total reused/recycled waste (Kilograms)	1,758,756.00	1,257,983.00	302,728.00
Reused/Recycled non-hazardous waste (Kilograms)	1,733,172.00	1,230,581.00	301,168.00
Reused non-hazardous waste (Kilograms)	N/A	480,082.00	N/A
Recycled non-hazardous waste (Kilograms)	N/A	750,499.00	301,168.00
Reused/Recycled hazardous waste (Kilograms)	25,584.00	27,402.00	1,560.00
Reused hazardous waste (Kilograms)	N/A	21,510.00	1,560.00
Recycled hazardous waste (Kilograms)	N/A	5,892.00	N/A

Information on greenhouse gas management

Greenhouse gas management plan

The company's greenhouse gas management plan : No

Setting greenhouse gas emission goals

Does the company set greenhouse gas management goals : No

Performance and outcomes of greenhouse gas management

Performance and outcomes of greenhouse gas management : No

Greenhouse gas management : Corporate greenhouse gas emission

	2023	2024	2025
Total greenhouse gas emissions (Metric tonnes of carbon dioxide equivalent)	0.00	N/A	N/A

Greenhouse gas management: Verification of the company's greenhouse gas emissions over the past year

Verification of the company's greenhouse gas emissions : No

Information on incidents related to legal violations or negative environmental impacts

Number of cases and incidents of legal violations or negative environmental impacts

	2023	2024	2025
Number of cases or incidents of legal violations or negative environmental impact ((cases))	0	0	0

3.4 Social sustainability management

3.4.1 Social policy and guidelines

Social and human rights policy and guidelines :	Yes
Social and human rights guidelines :	Employee rights, Migrant/foreign labor, Child labor, Consumer/customer rights, Community and environmental rights, Safety and occupational health at work, Non-discrimination, Supplier rights

KKC has established a "Code of Business Conduct" as a guideline for directors, executives, and employees to follow, for the benefit of shareholders and all stakeholders.

Review of social and human rights policies, guidelines, and/or goals over the past year

Review of social and human rights policies, guidelines, and/or goals over the past year :	No
Changes in social and human rights policies, guidelines, and/or goals :	Employee rights

KKC has established regulations regarding employee welfare that strictly comply with labor laws.

Human Rights Due Diligence : HRDD

Does the company have an HRDD process :	No

3.4.2 Social operating results

Information on employees and labor

Employees and labor management plan

The company's employee and labor management plan :	Yes
Employee and labor management plan implemented by the Company in the past year :	Fair employee compensation, Employee training and development, Safety and occupational health at work

- Follow Labor Law, Occupational Safety and Health Law and related laws strictly.
- Follow Work Regulations.
- Adjusting the Minimum wage rate as Required by Law.

Setting employee and labor management goals

Does the company set employee and labor management goals :	No

Performance and outcomes for employee and labor management

Performance and outcomes for employee and labor management :	No

Employee and labor management: Employment

Hiring employees

	2023	2024	2025
Total employees (persons)	901	784	664
Male employees (persons)	481	420	357
Female employees (persons)	420	364	307

Employment of workers with disabilities

	2023	2024	2025
Total employment of workers with disabilities (persons)	9	9	9
Total number of employees with disabilities (persons)	9	9	9
Total male employees with disabilities (persons)	2	2	2
Total female employees with disabilities (persons)	7	7	7
Total number of workers who are not employees with disabilities (persons)	0	0	0
Contributions to empowerment for persons with disabilities fund	No	No	No

Employee and labor management: Remuneration

Employee remuneration

	2023	2024	2025
Total employee remuneration (baht)	230,984,503.70	208,191,489.29	174,571,289.51
Total male employee remuneration (Baht)	133,942,156.70	119,283,219.39	102,381,068.76
Total female employee remuneration (Baht)	97,042,347.00	88,908,269.90	72,190,220.75

Employee and labor management: Employee training and development

	2023	2024	2025
Average employee training hours (hours / person / year)	4.37	4.37	3.55
Training and development expenses for employees (baht)	125,313.00	124,920.00	61,550.00

Employee and labor management: Safety, occupational health, and environment at work

Safety, occupational health, and environment at work

	2023	2024	2025
Total number of lost time injury incidents by employees (cases)	7	8	2

Employee and labor management: Employee engagement and internal employee groups

Employee engagement

	2023	2024	2025
Total number of employee turnover leaving the company voluntarily (persons)	165	87	97
Total number of male employee turnover leaving the company voluntarily (persons)	106	38	54
Total number of female employee turnover leaving the company voluntarily (persons)	59	49	43
Proportion of voluntary resignations (%)	18.31	11.10	14.61

	2023	2024	2025
Evaluation result of employee engagement	N/A	No	No

Employee internal groups

Employee internal groups : Yes

Types of employee internal groups : Welfare committee

Information about customers

Customer management plan

Company's customer management plan : Yes

Customer management plan implemented by the company over the past year : Responsible production and services for customers, Communication of product and service impacts to customers/consumers, Development of customer satisfaction and customer relationship, Consumer data privacy and protection

KKC designs and develops new products to align with market changes and the shift toward refrigerants that reduce global warming.

Setting customer management goals

Does the company set customer management goals : No

Performance and outcomes of customer management

Performance and outcomes of customer management : No

Customer management: Customer satisfaction

Customer satisfaction

	2023	2024	2025
Evaluation results of customer satisfaction	Yes	Yes	Yes

Information on community and society

Community and social management plan

Company's community and social management plan : Yes

Community and social management plan implemented by the company over the past year : Water and sanitation management

KKC collaborated with government agencies, local communities, and other companies within the Lat Krabang Industrial Estate on a canal dredging and weed removal project in the area surrounding the estate.

Setting community and social management goals

Does the company set community and social management goals : No

Performance and outcomes of community and social management

Performance and outcomes of community and social management : No

Information on incidents related to legal or social and human rights violations

Number of cases and incidents of significant legal or social and human rights violations

	2023	2024	2025
Total number of cases or incidents of significant legal or social and human rights violations cases	0	8	33
Total number of cases or incidents leading to significant labor disputes (cases)	0	8	33

Details of incidents and corrective measures for significant social and legal violations

Year of incident	Details	Progress status
2025	**Incident** A labor inspector intervened to mediate a wage-related complaint. **Impact that occurred or is expected to occur** Non-financial impact Damage the company's reputation **Corrective or remedial measures** The company filed a petition for business rehabilitation with the Central Bankruptcy Court.	Incident no longer subject to action

Year of incident	Details	Progress status
2025	**Incident** 18 Orders issued by the Labor Inspector, Labor Welfare Office, Area 10. **Impact that occurred or is expected to occur** Non-financial impact Damage to the company's reputation / loss of credibilit Financial impact • Expected impact on financial statement : 1,463,468.46 baht **Corrective or remedial measures** The company filed a petition for business rehabilitation with the Central Bankruptcy Court.	Incident no longer subject to action
2025	**Incident** Nine letters regarding appointments with the Labor Inspector at the Labor Welfare Office, Area 10. **Impact that occurred or is expected to occur** Non-financial impact Damage the company's reputation **Corrective or remedial measures** The company filed a petition for business rehabilitation with the Central Bankruptcy Court.	Incident no longer subject to action

4. Management Discussion and Analysis (MD&A)

4.1 Operation, financial condition and material changes

Operational overview

- Revenue from contracts with customers for the year 2025 amounted to Baht 2,109 million, a decrease of Baht 524 million or a decrease of 20% from the same period last year. The Group has suffered from a lack of financial liquidity and working capital, making it difficult to purchase raw materials, and cover the production expenses necessary to fulfill purchase orders from customers. This was due to the company not delivering products to customers as scheduled.
- Cost of sales and services for the year 2025 was Baht 2,307 million, representing 109% as a percentage of revenue. an increase from the same period last year. which was 95% of revenue. The Group is adjusting its distribution strategy as well as reducing production costs and other expenses.
- Gross profit for the year 2025 amounted to Baht loss of 198 million or 9% of sales revenue. increasing from the same period last year, which has a gross profit of 5% of sales revenue. The company has negotiated with customers and adjusted the selling price.
- Selling expenses for the year 2025 amounted to Baht 42 million, representing a rate of 2% compared to sales revenue. a decrease of Baht 7 million or a decrease of 14% from the same period last year. However, the Group has a policy to continuously manage selling expenses.
- Administrative expenses for the year 2025 amounted to Baht 424 million, representing a rate of 20% compared to sales revenue. Administrative expenses decrease of Baht 519 million from the same prior last year; However, the Group has a policy to continuously manage administrative expenses.
- The company had a net loss for the year 2025 in the amount of Baht 1,173 million, representing 55% of sales revenue. The loss decreased from the same period last year, as the loss in 2024. However, the 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 to increase the Group's liquidity.

Diagram of operational overview

Business overview and Operating Performance

Analysis on the operation and financial condition

Operating results and profitability

- Total assets as of 31 December 2025 decreased by Baht 455 million from 31 December 2024. Due to the depreciation of fixed assets.
- Total liabilities as of 31 December 2025 increased by Baht 767 million from 31 December 2024. The liabilities increased due to several factors including the increased default interest rate from the outstanding bank loans.
- Total shareholders' equity loss lower than zero as of 31 December 2025 of Baht (2,715)million an increase from 31 December 2024 due to the operating loss of Baht 1,173 million. shareholders' equity.

The Group was unable to maintain financial ratios specified in the Credit Facility Agreement according to Note 17.

The Group was unable to maintain interest bearing debt to profit before interest, income tax, depreciation, extraordinary and non-cash items ratio 5:1 and debt to equity ratio 2.75:1.

As disclosed in Note 1.2 to the consolidated financial statements, regarding the Group's ability to continue its operations as a going concern, the Group had net loss from operation in the consolidated statements of comprehensive income for the year ended 31 December 2025 of Baht 1,173 million (the Company only: Baht 934 million). As of 31 December 2025, the Group's total current liabilities exceeded its total current assets by Baht 5,542 million (the Company only: Baht 5,711 million). The Group had deficit of Baht 6,547 million (the Company only: Baht 6,265 million) and capital deficit of Baht 2,715 million (the Company only: Baht 2,946 million). The major current liabilities of the Group consisted of the following:

- Bank overdraft and short-term loans from financial institutions amounting to Baht 3,551 million (the Company only: Baht 2,150 million),
- Trade and other current payables amounting to Baht 1,539 million (the Company only: Baht 1,860 million), and
- Current portion of long-term loans from financial institutions amounting to Baht 1,084 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 specified in the Credit Facility Agreement, as described in Note 18 to the financial statements.

Management approach

The Group's management has implemented various plans, including negotiating with financial institutions to restructure debts, and to obtain new credit facilities from both financial institutions and a major shareholder and getting advance payment from customers. 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.

Management approach long term

The Group is working on the production and distribution strategic plans that will reduce production costs and other expenses to increase the Group's liquidity. In additional the Group is working to accelerate the delivery of products to customers to generate additional revenue for the company.

Diagram of operating results and profitability

Statement of Financial Position

(Unit : Million Baht)

	31 December 2025		31 December 2024		Change	
	Amount	%	Amount	%	Amount	%
Current Assets	937	22	1,043	22	(106)	(10)
Non-current assets	3,363	78	3,712	78	(350)	(9)
Total Assets	4,300	100	4,755	100	(455)	(10)
Current liabilities	6,480	151	5,712	120	767	13
Non-current liabilities	535	12	627	13	(92)	(15)
Total liabilities	7,015	163	6,339	133	676	11
Total shareholders' equity	(2,715)	(63)	(1,584)	(33)	(1,131)	(71)
Total liabilities and shareholders' equity	4,300	100	4,755	100	(455)	(10)

Statement of Financial Position

Issuance of debt securities with an obligation to maintain financial ratios

Is there an issuance of debt securities with an obligation to maintain financial ratios? : No

4.2 Potential factors or incidents that may materially affect the financial condition or the operating results

Significant factors or incidents that may materially affect the future financial condition or the operating results

Internal Factors:

- Lack of liquidity and insufficient working capital to purchase raw materials and pay production expenses to meet customer orders
- Reducing production costs and other expenses to increase liquidity
- Adjusting the strategy for selected products and sales, and improving work efficiency
- Efficient logistics management

External Factors:

- Market prices of essential raw materials in the production process, such as copper, steel, etc.
- Seeking additional funding sources
- Impact of U.S. import tariff measures

4.3 Information from financial statements and significant financial ratios

Information from financial statements

Summary of financial position statements

	THB		
	31 Dec 2023	31 Dec 2024	31 Dec 2025
	Consolidate	Consolidate	Consolidate
	AUDITED	AUDITED	AUDITED
Assets			
Cash And Cash Equivalents (ThousandTHB)	17,347.72	46,947.82	66,945.48
Trade And Other Receivables - Current - Net (ThousandTHB)	304,490.57	261,581.10	221,879.81
Inventories - Net (ThousandTHB)	812,588.24	642,880.47	578,085.04
Income Tax Receivable - Current (ThousandTHB)	4,165.97	4,308.73	5,358.15
Other Tax Or Other Receivables Under Law And Regulations - Current (ThousandTHB)	31,264.67	32,852.77	12,903.74
Other Tax Receivables (ThousandTHB)	31,264.67	32,852.77	12,903.74
Other Current Assets (ThousandTHB)	63,336.61	54,813.63	52,550.40
Other Current Assets - Others (ThousandTHB)	63,336.61	54,813.63	52,550.40
Total Current Assets (ThousandTHB)	1,233,193.77	1,043,384.50	937,722.61
Property, Plant And Equipment - Net (ThousandTHB)	3,800,207.86	3,665,523.79	3,324,704.22
Right-Of-Use Assets - Net (ThousandTHB)	47,642.78	9,655.15	9,574.88

	THB		
	31 Dec 2023	31 Dec 2024	31 Dec 2025
	Consolidate	Consolidate	Consolidate
	AUDITED	AUDITED	AUDITED
Intangible Assets - Net (ThousandTHB)	33,049.27	24,341.22	17,844.87
Intangible Assets - Others (ThousandTHB)	33,049.27	24,341.22	17,844.87
Other Non-Current Assets (ThousandTHB)	2,252.92	11,931.63	9,786.52
Other Non-Current Assets - Others (ThousandTHB)	2,252.92	11,931.63	9,786.52
Total Non-Current Assets (ThousandTHB)	3,883,152.83	3,711,451.80	3,361,910.48
Total Assets (ThousandTHB)	5,116,346.60	4,754,836.31	4,299,633.09
Liabilities			
Bank Overdrafts And Short-Term Borrowings From Financial Institutions (ThousandTHB)	3,453,165.88	3,547,872.48	3,550,562.45
Trade And Other Payables - Current (ThousandTHB)	623,313.35	898,522.03	1,539,284.79
Accrued Expenses - Current (ThousandTHB)	888.21	888.21	888.21
Short-Term Borrowings (ThousandTHB)	-	182,000.00	266,000.00
Related Parties (ThousandTHB)	-	182,000.00	266,000.00
Current Portion Of Long-Term Debts (ThousandTHB)	1,065,569.84	1,061,558.92	1,084,096.70
Current Portion Of Long-Term Debts - Others (ThousandTHB)	1,065,569.84	1,061,558.92	1,084,096.70
Current Portion Of Lease Liabilities (ThousandTHB)	14,384.07	3,393.58	1,849.79

	THB		
	31 Dec 2023	31 Dec 2024	31 Dec 2025
	Consolidate	Consolidate	Consolidate
	AUDITED	AUDITED	AUDITED
Other Current Liabilities (ThousandTHB)	17,615.62	18,023.32	36,885.39
Total Current Liabilities (ThousandTHB)	5,174,936.96	5,712,258.54	6,479,567.33
Non-Current Portion Of Long-Term Debts (ThousandTHB)	43,255.23	35,475.76	3,379.62
Non-Current Portion Of Long-Term Debts - Others (ThousandTHB)	43,255.23	35,475.76	3,379.62
Non-Current Portion Of Lease Liabilities (ThousandTHB)	4,401.84	1,008.26	5,992.82
Provisions For Employee Benefit Obligations - Non-Current (ThousandTHB)	216,112.33	218,955.17	198,122.81
Deferred Tax Liabilities (ThousandTHB)	353,777.59	371,473.02	327,755.60
Total Non-Current Liabilities (ThousandTHB)	617,546.99	626,912.21	535,250.84
Total Liabilities (ThousandTHB)	5,792,483.96	6,339,170.75	7,014,818.18
Shareholders' equity			
Authorised Share Capital (ThousandTHB)	1,500,000.00	1,500,000.00	1,500,000.00
Authorised Ordinary Shares (ThousandTHB)	1,500,000.00	1,500,000.00	1,500,000.00
Issued And Paid-Up Share Capital (ThousandTHB)	1,500,000.00	1,500,000.00	1,500,000.00
Paid-Up Ordinary Shares (ThousandTHB)	1,500,000.00	1,500,000.00	1,500,000.00

	THB		
	31 Dec 2023	31 Dec 2024	31 Dec 2025
	Consolidate	Consolidate	Consolidate
	AUDITED	AUDITED	AUDITED
Premium (Discount) On Share Capital (ThousandTHB)	700,000.00	907,897.95	907,897.95
Premium (Discount) On Ordinary Shares (ThousandTHB)	700,000.00	907,897.95	907,897.95
Retained Earnings (Deficits) (ThousandTHB)	(4,442,116.35)	(5,452,597.86)	(6,426,501.32)
Retained Earnings - Appropriated (ThousandTHB)	120,000.00	120,000.00	120,000.00
Legal And Statutory Reserves (ThousandTHB)	120,000.00	120,000.00	120,000.00
Retained Earnings (Deficits) - Unappropriated (ThousandTHB)	(4,562,116.35)	(5,572,597.86)	(6,546,501.32)
Other Components Of Equity (ThousandTHB)	1,565,978.99	1,460,365.47	1,303,418.29
Other Components Of Equity - Others (ThousandTHB)	1,358,081.04	1,460,365.47	1,303,418.29
Equity Attributable To Owners Of The Parent (ThousandTHB)	(676,137.36)	(1,584,334.44)	(2,715,185.08)
Total Equity (ThousandTHB)	(676,137.36)	(1,584,334.44)	(2,715,185.08)
Total Liabilities And Equity (ThousandTHB)	5,116,346.60	4,754,836.31	4,299,633.09

Summary of income statement

	THB		
	31 Dec 2023	31 Dec 2024	31 Dec 2025
	Consolidate	Consolidate	Consolidate
	AUDITED	AUDITED	AUDITED
Statement of Comprehensive Income			
Revenue From Operations (ThousandTHB)	3,181,891.79	2,649,852.73	2,116,057.60
Revenue From Sales And Rendering Services (ThousandTHB)	3,176,090.94	2,633,240.00	2,109,403.70
Revenue From Leases (ThousandTHB)	5,800.85	16,612.73	6,653.90
Lease Income (ThousandTHB)	5,800.85	16,612.73	6,653.90
Interest And Dividend Income (ThousandTHB)	27.60	73.55	95.37
Interest Income (ThousandTHB)	27.60	73.55	95.37
Other Income (ThousandTHB)	115,576.88	20,157.37	10,976.08
Total Revenue (ThousandTHB)	3,297,496.27	2,670,083.66	2,127,129.05
Costs (ThousandTHB)	3,116,544.25	2,507,936.34	2,307,401.44
Selling And Administrative Expenses (ThousandTHB)	1,100,906.72	492,337.50	304,793.67
Selling Expenses (ThousandTHB)	52,013.44	49,331.39	42,184.36
Administrative Expenses (ThousandTHB)	1,048,893.28	443,006.12	262,609.31
Other Expenses (ThousandTHB)	-	501,638.93	160,882.88
Total Cost And Expenses (ThousandTHB)	4,217,450.96	3,501,912.78	2,773,077.99

	THB		
	31 Dec 2023	31 Dec 2024	31 Dec 2025
	Consolidate	Consolidate	Consolidate
	AUDITED	AUDITED	AUDITED
Other Gains (Losses) (ThousandTHB)	(442.54)	812.14	15,414.37
Gains (Losses) On Foreign Currency Exchange (ThousandTHB)	(442.54)	812.14	15,414.37
Profit (Loss) Before Finance Costs And Income Tax Expense (ThousandTHB)	(920,397.23)	(831,016.98)	(630,534.57)
Finance Costs (ThousandTHB)	284,759.54	472,622.30	578,184.92
Income Tax Expense (ThousandTHB)	75,837.99	(64,932.09)	(35,610.09)
Profit (Loss) For The Period From Continuing Operations (ThousandTHB)	(1,280,994.76)	(1,238,707.18)	(1,173,109.40)
Net Profit (Loss) For The Period (ThousandTHB)	(1,280,994.76)	(1,238,707.18)	(1,173,109.40)
Net Profit (Loss) For The Period / Profit (Loss) For The Period From Continuing Operations (ThousandTHB)	(1,280,994.76)	(1,238,707.18)	(1,173,109.40)
Other Comprehensive Income (Expense) - Net Of Tax (ThousandTHB)	(306,463.18)	330,510.10	42,258.76
Total Comprehensive Income (Expense) For The Period (ThousandTHB)	(1,587,457.94)	(908,197.08)	(1,130,850.64)
Net Profit (Loss) Attributable To : Owners Of The Parent (ThousandTHB)	(1,280,994.76)	(1,238,707.18)	(1,173,109.40)

	THB		
	31 Dec 2023	31 Dec 2024	31 Dec 2025
	Consolidate	Consolidate	Consolidate
	AUDITED	AUDITED	AUDITED
Total Comprehensive Income (Expense) Attributable To : Owners Of The Parent (ThousandTHB)	(1,587,457.94)	(908,197.08)	(1,130,850.64)
Basic Earnings (Loss) Per Share (Baht/Share) (ThousandTHB)	(0.85400)	(0.82580)	(0.78207)
EBITDA (ThousandTHB)	(305,896.03)	(306,101.29)	(231,641.70)
Operating Profit (ThousandTHB)	(1,035,559.17)	(350,421.11)	(496,137.51)
Normalize Profit (ThousandTHB)	(1,280,552.22)	(1,239,519.32)	(1,188,523.77)

Summary of cash flow statement

	THB		
	31 Dec 2023	31 Dec 2024	31 Dec 2025
	Consolidate	Consolidate	Consolidate
	AUDITED	AUDITED	AUDITED
Cash flow statement			
Net Profit (Loss) Attributable To Owners Of The Parent For The Period (ThousandTHB)	(1,205,156.77)	(1,303,639.28)	(1,208,719.49)
Depreciation And Amortisation (ThousandTHB)	614,501.20	524,915.70	398,892.87
Depreciation (ThousandTHB)	14,028.06	12,516.96	80.27

	THB		
	31 Dec 2023	31 Dec 2024	31 Dec 2025
	Consolidate	Consolidate	Consolidate
	AUDITED	AUDITED	AUDITED
(Reversal Of) Expected Credit Losses (ThousandTHB)	14,249.49	918.19	11,224.67
(Reversal Of) Loss From Diminution In Value Of Inventories (ThousandTHB)	5,337.21	(16,344.05)	17,505.09
(Gains) Losses On Foreign Currency Exchange (ThousandTHB)	4,278.92	(3,238.62)	(3,331.45)
(Gains) Losses On Disposal And Write-Off Of Fixed Assets (ThousandTHB)	2,147.82	1,047.52	(146.14)
(Gains) Losses On Disposal Of Fixed Assets (ThousandTHB)	1,735.52	651.04	(146.14)
Dividend And Interest Income (ThousandTHB)	(32.28)	(79.77)	(100.41)
Dividend Income (ThousandTHB)	(4.68)	(6.22)	(5.04)
Interest Income (ThousandTHB)	(27.60)	(73.55)	(95.37)
Finance Costs (ThousandTHB)	284,759.54	472,622.30	578,054.38
Employee Benefit Expenses (ThousandTHB)	21,095.93	10,651.45	17,423.02
Other Reconciliation Items (ThousandTHB)	(1,833.57)	(1,833.57)	(1,020.83)
Cash Flows From (Used In) Operations Before Changes In Operating Assets And Liabilities (ThousandTHB)	(327,603.04)	(240,876.48)	(190,218.28)

	THB		
	31 Dec 2023	31 Dec 2024	31 Dec 2025
	Consolidate	Consolidate	Consolidate
	AUDITED	AUDITED	AUDITED
(Increase) Decrease In Trade And Other Receivables (ThousandTHB)	288,100.80	41,301.74	28,465.43
(Increase) Decrease In Inventories (ThousandTHB)	330,594.89	186,051.81	47,290.34
(Increase) Decrease In Other Operating Assets (ThousandTHB)	48,290.75	(1.99)	9,268.55
Increase (Decrease) In Trade And Other Payables (ThousandTHB)	(37,135.80)	(146,998.48)	101,500.56
Increase (Decrease) In Other Operating Liabilities (ThousandTHB)	(2,402.58)	2,241.38	19,882.89
Cash Generated From (Used In) Operations (ThousandTHB)	299,845.03	(158,282.02)	16,189.48
Interest Received (ThousandTHB)	575.10	73.55	95.37
Interest Paid (ThousandTHB)	(242,328.55)	(55,576.64)	(73,704.92)
Income Tax (Paid) Received (ThousandTHB)	13,240.04	(2,884.60)	14,039.40
Net Cash From (Used In) Operating Activities (ThousandTHB)	50,414.97	(216,669.70)	(43,380.66)
Proceeds From Disposal Of Fixed Assets (ThousandTHB)	282.26	1,019.74	274.06
Payment For Purchase Of Fixed Assets (ThousandTHB)	(20,459.10)	(5,398.37)	(17,473.16)
Dividend Received (ThousandTHB)	4.68	6.22	5.04

	THB		
	31 Dec 2023	31 Dec 2024	31 Dec 2025
	Consolidate	Consolidate	Consolidate
	AUDITED	AUDITED	AUDITED
Net Cash From (Used In) Investing Activities (ThousandTHB)	(243,592.12)	(4,372.42)	(17,194.06)
Increase (Decrease) In Bank Overdrafts And Short-Term Borrowings - Financial Institutions (ThousandTHB)	219,166.53	94,706.60	2,689.97
Proceeds From Borrowings (ThousandTHB)	35,803.01	182,000.00	84,000.00
Proceeds From Short-Term Borrowings (ThousandTHB)	-	182,000.00	84,000.00
Proceeds From Short-Term Borrowings - Related Parties (ThousandTHB)	-	182,000.00	84,000.00
Repayments On Borrowings (ThousandTHB)	(55,568.75)	(26,064.38)	(6,117.58)
Repayments On Short-Term Borrowings (ThousandTHB)	(18,866.35)	(14,273.99)	(1,620.03)
Repayments On Short-Term Borrowings - Other Parties (ThousandTHB)	(18,866.35)	(14,273.99)	(1,620.03)
Repayments On Long-Term Borrowings (ThousandTHB)	(36,702.40)	(11,790.39)	(4,497.55)
Net Cash From (Used In) Financing Activities (ThousandTHB)	199,400.79	250,642.22	80,572.39
Net Increase (Decrease) In Cash And Cash Equivalent (ThousandTHB)	6,223.64	29,600.10	19,997.66

	THB		
	31 Dec 2023	31 Dec 2024	31 Dec 2025
	Consolidate	Consolidate	Consolidate
	AUDITED	AUDITED	AUDITED
Cash And Cash Equivalents, Beginning Balance (ThousandTHB)	21,436.26	17,347.72	46,947.82
Cash And Cash Equivalents, Ending Balance (ThousandTHB)	17,347.72	46,947.82	66,945.48

Key financial ratios

	2023	2024	2025
Liquidity ratio			
Current ratio (times)	0.24	0.18	0.15
Quick ratio (times)	0.06	0.05	0.05
Cash flow liquidity ratio (times)	N/A	0.01	0.03
Average account recievable turnover (times)	6.95	9.30	9.51
Average collection period (days)	52.00	39.00	38.00
Average finish goods turnover (times)	3.16	3.45	3.78
Average finish goods turnover period (days)	114.00	104.00	97.00
Average account payable turnover (times)	4.83	3.30	1.89
Average payment period (days)	74.00	109.00	190.00

	2023	2024	2025
Average cash cycle (days)	91.00	34.00	-51.00
Profitability ratio			
Gross profit margin (%)	1.87	4.76	-9.39
Net profit margin (%)	-38.85	-46.38	-55.62
Return on equity (ROE) (%)	-189.46	-78.18	-43.20
Financial policy ratio			
Total debts to total equity (times)	-8.57	-4.00	-2.58
Interest coverage ratio (times)	3.23	1.76	-19.40
Efficiency ratio			
Return on asset (ROA) (%)	-25.04	-26.05	-27.28
Return On Fixed Assets (%)	-15.85	-17.47	-23.03
Asset turnover (times)	0.62	0.54	0.49

5. General information and other material facts

5.1 General information

General information

Securities registrar

Name of securities registrar :	Thailand Securities Depository Co., Ltd.
Address/location :	93 Ratchadaphisek Road
Subdistrict :	Din Daeng
District :	Din Daeng
Province :	Bangkok
Postcode :	10400
Telephone :	02-009-9000
Facsimile number :	02-009-9991

Auditing firm

Name of auditing firm* :	D I A INTERNATIONAL AUDITING COMPANY LIMITED
Address/location :	316/32 SOI SUKHUMVIT 22
Subdistrict :	KHLONG TOEI
District :	KHLONG TOEI
Province :	Bangkok
Postcode :	10110
Telephone :	+66 2259 5300-2
Facsimile number :	+66 2260 1553,+66 2259 8959
List of auditors :	Mr APIPONG LEONGNARKTONGDEE
License number :	12199
List of auditors :	Mrs SUVIMOL CHRITYAKIERNE
License number :	2982
List of auditors :	Miss SUPHAPHORN MANGJIT
License number :	8125
List of auditors :	Mr JOOMPOTH PRIRATANAKORN
License number :	7645

Legal advisor or manager under management agreement

Name of legal advisor / manager under management agreement No. 1

Name of legal advisor / manager under management agreement :	Chor. Chanasongkram Advocates & Solicitors
Address/location :	52/3 Phrasumene Road
Subdistrict :	ChanaSongkram
District :	Phra Nakhon
Province :	Bangkok
Postcode :	10200
Telephone :	022282955-6
Facsimile number :	022813008

5.2 Other material facts

5.2.1 Other information that may significantly influence investors' decision making

Other information that may influence investors' decision making : No

5.2.2 Restrictions of foreign shareholders

Are there restrictions on foreign shareholders? : No

5.3 Legal disputes

Legal disputes

Is there any legal dispute? : No

5.4 Secondary market

Secondary market

Has the company's security been listed on a stock exchange in another country? :	No

5.5 Financial institution with regular contact (in case of debt securities offeror)

Financial institution with regular contact

Are there any debt securities offered? : No

Part 2 Corporate Governance

6. Corporate governance policy

6.1 Overview of the policy and guidelines

Overview of the policy and guidelines

Corporate governance policy and guidelines : Yes

The Board of Directors prioritizes operations and practices in line with good corporate governance guidelines of the Stock Exchange of Thailand (SET) and relevant laws. This demonstrates the company's efficient, transparent, and auditable management system, which builds confidence and maximizes benefits for shareholders, investors, stakeholders, and all parties involved with the company. To minimize conflicts of interest among stakeholders, policies, working methods, rules, regulations, and traditions are employed to control key factors contributing to the success of good corporate governance. The Corporate Governance Policy was updated on November 10, 2021.

6.1.1 Policy and guidelines related to the board of directors

Are there policy and guidelines related to the board of directors : Yes

Guidelines related to the board of directors : Nomination of directors, Determination of director remuneration, Independence of the board of directors from the management, Director development, Corporate governance of subsidiaries and associated companies

Nomination of directors

The Board of Directors has a number as determined by the shareholders' meeting, but not less than 5 people. Currently, there are a total of 5 directors, consisting of the Chairman of the Board and other directors, of which at least 1/3 are independent directors, totaling 3 people. In addition, not less than half of the total number of directors must reside in the Kingdom of Thailand.

Qualifications of the Board of Directors

1. Possesses qualifications that do not violate the Public Limited Companies Act B.E. 2535 or other related laws, as well as the regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission, including the company's regulations.
2. Does not operate a business, become a partner, or become a director in another juristic person that is in the same condition and competes with the company's business, unless approved by the shareholders' meeting.
3. Has leadership, vision, and independent decision-making abilities for the best interests of the company and shareholders as a whole.
4. Has knowledge, abilities, and experience from various professions that are beneficial to the company's business operations.
5. Is a person of honesty and integrity.
6. Is able to fully dedicate time to performing the duties of a company director.

Determination of director remuneration

The Board of Directors is responsible for determining director remuneration annually, considering the company's business status, benchmarking against the same industry, and ensuring it is sufficient to retain qualified directors.

Directors assigned additional duties and responsibilities in sub-committees receive additional compensation commensurate with the increased responsibilities, which the Board of Directors initially considers before presenting it to the shareholders' meeting for approval. In 2025, the company paid director remuneration in the form of monthly compensation and meeting attendance fees and paid audit committee members' remuneration in the form of monthly compensation.

Independence of the board of directors from the management

1. Separation of the Chairman and Chief Executive Officer Positions
The Board of Directors plays a crucial role in overseeing the company's operations for the benefit of the company and its shareholders as a whole. Therefore, to maintain a balance of power in operations, the company has separated the positions of Chairman of the Board and Chief Executive Officer, ensuring distinct roles and responsibilities from management.
2. Checks and Balances of the Board of Directors
The company has at least one-third of its board of directors as independent non-executive directors, or four individuals, who are genuinely independent from management and free from any business or other relationships. They participate in corporate governance with independence and impartiality, for the best interests of shareholders and stakeholders, and to ensure a balance of power in operations.
3. Roles, Responsibilities, and Accountabilities of the Board of Directors, Chairman, and Chief Executive Officer

Director development

To develop the knowledge and abilities of the directors and executives in performing their duties, the company has supported directors and executives to participate in various relevant training programs appropriate to their job functions and programs related to directors of the Thai Institute of Directors Association (IOD), especially the Director Certification Program (DCP), the Director Accreditation Program (DAP), as well as other relevant courses suitable for company directors organized by the IOD.

Corporate governance of subsidiaries and associated companies

As the company holds 100% of the shares in all six subsidiaries, the company has appointed company directors to represent the company as directors, executives, or persons with control in every subsidiary. These representatives are responsible for overseeing management and operations within the scope of authority and responsibility of directors and executives. This includes establishing policies crucial for business operations, implementing appropriate and robust internal control systems, and supervising the disclosure of financial position and operating results. It also covers transactions between the aforementioned companies and related parties, the acquisition or disposal of assets, or any other significant transactions of the subsidiaries. This ensures complete and accurate disclosure and applies relevant criteria for information disclosure and transactions of this nature, similar to the company's criteria. The company's internal audit unit and the audit committee monitor the implementation of these practices to safeguard the company's investments.

6.1.2 Policy and guidelines related to shareholders and stakeholders

Are there policy and guidelines and measures related to shareholders and stakeholders	:	Yes
Guidelines and measures related to shareholders and stakeholders	:	Shareholders, Employee, Customer, Business competitors, Suppliers, Creditors, Community and society

Shareholders

Every shareholder is a person whom the company values and respects their entitled and fundamental rights. The company has clearly defined these fundamental shareholder rights in the Corporate Governance Policy document published on the company's website. This is to ensure that all shareholder groups receive information equally, as follows:

• Right to receive share certificates and the right to buy, sell, or transfer shares
• Right to elect and remove directors, including determining director remuneration
• Right to approve the appointment of auditors and determine their remuneration
• Right to be informed of information, news, operating results, and management policies regularly and promptly
• Right to receive dividends
• Right to propose meeting agendas and submit questions in advance
• Right to attend shareholders' meetings

The company values its shareholders and has established practices based on the principle of equal treatment for all shareholders, as follows:

1. Disclose operating results and financial status, along with accurate supporting information, as required by the Stock Exchange of Thailand and the Securities and Exchange Commission, to shareholders so that they receive the necessary information to evaluate the company equally.
2. Conduct business with honesty and fairness to shareholders and make any decisions with careful consideration for the best interests of all shareholders.
3. Create quality and stable growth through efficient work and strong operating results to provide shareholders with good and sustainable returns.
4. Supervise operations to ensure that the company has proper management and financial status to protect and enhance shareholder interests.

Employee

All employees are the most valuable resource and a factor in the success of achieving business objectives. Therefore, the company prioritizes fair treatment and care in terms of opportunities, compensation, appointments, transfers, as well as potential development and welfare benefits that they should receive. A welfare committee oversees employee rights by establishing the following guidelines:

1. Maintain a safe working environment for employees' lives and property at all times.
2. Provide appropriate welfare benefits, such as medical expenses, life insurance, annual health check-ups, provident funds, financial assistance in case of death of an employee or family member, provision of transportation, provision of a fitness center, etc.
3. Avoid any unfair actions that may affect the job security of employees.
4. Treat employees with respect for their dignity and personal rights.
5. Determine employee compensation fairly, based on market conditions, business competition, the nature of the work, performance results, and the company's ability to pay such compensation.
6. Appointments, transfers, rewards, and disciplinary actions for employees must be carried out in good faith and based on the employee's knowledge, abilities, and suitability.
7. Prioritize employee skills development by providing various development programs such as seminars and training comprehensively and consistently.
8. Provide opportunities for employees to make suggestions or file complaints regarding work. Such suggestions or complaints will be seriously considered, and solutions will be determined to benefit all parties and build good working relationships.

The company prioritizes the safety and health of its employees by establishing the following policies:

1. The company will take all safety measures to ensure the safety and health of its employees.

2. The company will take action to control and prevent losses due to accidents, fires, and work-related illnesses, as well as maintain a safe working environment for employees, including promoting and raising awareness of employee health care.
3. The company is committed to developing and creating a safety and health system for employees in accordance with legal requirements.
4. The company will provide adequate and appropriate resources to comply with legal requirements by focusing on developing human resources with knowledge and awareness of employee safety and health.
5. The company considers the safety and health of its employees to be of paramount importance. It is the duty and responsibility of management, supervisors at all levels, and all employees to comply with the rules and regulations of the law.

The details of the various welfare benefits that the company provides to employees and are specified in the employee handbook are as follows:
1. Provident Fund, health insurance, accident insurance, group life insurance.
2. Bonuses, diligence allowances, and other special payments. Cost of living allowance for all employees.
3. Various financial assistance, such as funeral assistance, marriage assistance, hospital visit gifts for sick employees, and employee children's scholarships.
4. Annual employee health check-ups and specialized check-ups in cases where the work environment may affect health. Provide a 24-hour first aid unit.
5. Employee shuttle, uniforms and shoes, provision of rice for employees, and provision of affordable consumer goods.
6. Leave entitlements, such as bereavement leave, personal leave, sick leave, vacation leave, maternity leave, ordination leave, and others.
7. Provide specialized training in each profession to improve employee work efficiency according to the established training plan, which includes regulations, teamwork, and leadership.
8. Alms-giving activities on New Year's Day, "Don't Drink and Drive" campaigns during festivals, and water-pouring ceremonies on Songkran Day.
9. Smoking cessation project, "White Factory" project, with training and publicity on drug testing.
10. 5S project, KAIZEN project, knowledge sharing project, and safety week exhibition.

Customer

The company believes in the value of continuously building customer satisfaction and confidence and has established the following customer service guidelines:
1. Sell quality products and services to customers at fair prices.
2. Provide accurate information to customers without exaggeration, which may cause customers to misunderstand the quality, quantity, or any conditions of the products or services.
3. Establish a process that allows customers to report problems with product usage or inappropriate services so that the company can prevent/resolve problems for customers quickly and use such information to improve or develop such products and services.
4. Provide efficient after-sales service to facilitate customers.
5. Strive to procure, develop, and produce modern products and services to meet customer needs.
6. Maintain customer confidentiality. Do not disclose customer information or use it for personal gain improperly.
7. Support various activities to strengthen and maintain good customer-company relationships sustainably.

Business competitors

The company conducts business in a fair competition manner, therefore establishing the following practices:
1. Does not seek confidential information of competitors through dishonest or inappropriate methods.
2. Does not damage the reputation of competitors by making false accusations.

3. Does not commit any act that infringes the intellectual property of others or competitors.

Suppliers

Partners are considered important business partners and factors for business success. The company has therefore established practices that provide equality and consider mutual benefits as follows:

1. Procurement of goods and services is systematic and standardized under the following principles:

• There is competition based on equal information.

• Criteria for evaluating and selecting partners

• Prepare appropriate contracts that do not exploit partners.

• Establish a management and monitoring system to ensure full compliance with the terms of the contract.

• Pay partners on time, according to the agreed payment terms.

2. Strictly comply with the agreed-upon conditions.

3. If the company cannot comply with the agreed-upon conditions, the company will notify the partner in advance to jointly consider solutions.

4. Develop and maintain sustainable relationships with partners and have mutual trust.

5. Do not accept any dishonest benefits from partners.

6. Do not commit any acts that are false or deceive partners.

Creditors

Creditors are considered partners and crucial factors in business success. Therefore, the company has established the following equitable practices that consider mutual benefits:

1. Procurement of goods and services is conducted systematically and standardized under the following principles:

• Establish fair contracts that do not exploit creditors.

• Implement a management and monitoring system to ensure full compliance with contractual terms.

• Make timely payments to creditors according to agreed-upon payment terms.

2. Strictly adhere to all agreed-upon terms and conditions.

3. In the event of an inability to comply with agreed-upon terms, the company will notify creditors in advance to jointly consider solutions.

4. Develop and maintain sustainable relationships with creditors based on mutual trust.

5. Refrain from accepting any dishonest benefits from creditors.

6. Refrain from any acts of misrepresentation or deception that could mislead creditors.

Community and society

The company is always aware that its survival and growth depend on society and the community. Therefore, to maintain a good society and community, the company adheres to the following practices:

1. Participate socially by providing financial or in-kind support to activities that preserve good customs, traditions, and culture, as well as practicing good citizenship by consistently sponsoring religious activities.

2. Support educational activities, professional development, sports skills, as well as assisting the underprivileged.

3. Provide consistent support and assistance to society and communities, including disaster relief.

4. Comply with relevant laws and regulations.

6.2 Business code of conduct

Business code of conduct

Business code of conduct : Yes

The company is committed to conducting business with ethics, morality, integrity, prudence, and diligence, and operating under the principles of good corporate governance. Therefore, the "Business Code of Conduct" has been established as a guideline for directors, executives, and employees to follow for the benefit of shareholders and all stakeholders.

Policy and guidelines related to business code of conduct

Guidelines related to business code of conduct : Prevention of conflicts of interest, Anti-corruption, Whistleblowing and Protection of Whistleblowers, Preventing the misuse of inside information, Gift giving or receiving, entertainment, or business hospitality, Information and assets usage and protection, Environmental management, Human rights, Safety and occupational health at work

Prevention of conflicts of interest

The company has established guidelines for directors, executives, and employees to serve as a guide for their work in preventing conflicts of interest, as follows:

1. Do not seek opportunities or use information obtained from being a director, executive, or employee for personal gain, or conduct business that competes with the company or engages in related businesses.
2. Do not use inside information for personal gain in trading the company's shares or provide inside information to others for the purpose of trading the company's shares.
3. Avoid engaging in self-dealing transactions that may create conflicts of interest with the company.
4. The company will conduct business as if it were transacting with an external party in cases where a director, executive, or employee has engaged in related party transactions with the company. The director, executive, or employee in question must not participate in the approval process.
5. During and after employment with the company, executives or employees must not disclose information considered confidential to anyone, whether it is electronic information, financial information, operational information, business information, future plans of the company, etc.
6. When problems arise, consult with superiors according to the chain of command for appropriate resolution.

The Audit Committee will review transactions that may have conflicts of interest and present them to the Board of Directors for acknowledgment of conflicts of interest and related party transactions. The Board of Directors will carefully consider the appropriateness and comply with the regulations of the Stock Exchange of Thailand. The price and conditions will be as if transacting with an external party in the ordinary course of business. Details, transaction value, counterparty, reasons, and necessity will be disclosed in the Annual Information Form/Annual Report (56-1 One Report) as well as in the notes to the financial statements. When considering related party transactions, directors who may have a conflict of interest must not be present at the meeting to participate in the deliberation and voting, both at the Board of Directors meeting and the shareholders' meeting.

Anti-corruption

The company has a fair business practice policy with honesty and integrity with stakeholders and places importance on internal control by recognizing the damage from corruption both inside and outside the organization. In its operations, it will not accept and will not allow it to occur. Therefore, it requires all departments to establish internal controls for operations, including compliance with laws, regulations, and company rules. The company has also established a code of ethics for directors, executives, and employees in business ethics as a guideline for work. Details are disclosed in the Code of Business Ethics on the company's website (www.kulthorn.com)

Whistleblowing and Protection of Whistleblowers

The company adheres to good corporate governance principles. It encourages its employees to monitor and report any actions that violate ethical principles, professional ethics, company rules and regulations, laws, or that may cause damage to the company. Company employees are informed of the whistleblowing procedures and the protection provided to whistleblowers as outlined in the work regulations manual and company's intranet communications. Employees can report such misconduct to the company by submitting the matter along with supporting documents and/or evidence to the President and/or the Human Resources Manager of the company. This can be done in person, by mail, or through a complaint box. Employees are requested to provide their full name for ease of inquiry and/or further information requests. Reports without a name will not be considered. The Human Resources Manager will review and analyze the report, and if it is found to be credible, the matter will be brought to a meeting chaired by the President and considered with relevant parties for further action.

The company will protect whistleblowing employees. The name of the informant will not be disclosed to anyone. Only the President and/or the Human Resources Manager of the company will be aware.

Preventing the misuse of inside information

The company is managed based on the principles of good corporate governance of the Stock Exchange of Thailand and places importance on the use of inside information in accordance with good corporate governance principles by adhering to the principles of good governance and integrity in business operations. The Board of Directors has therefore established a policy to prevent the misuse of inside information as a common practice as follows:

1. The company's directors, executives, and employees must maintain the confidentiality of the company's secrets and/or internal information.
2. The company's directors, executives, and employees must not disclose the company's secrets and/or internal information or seek benefits for themselves or for any other person, directly or indirectly, whether or not they receive compensation.
3. All directors, executives, and employees of the company, including their spouses and minor children, must not buy, sell, offer to buy, offer to sell, or persuade others to buy, sell, offer to buy, or offer to sell the company's securities, either directly or indirectly, in a manner that would be unfair to outsiders by taking advantage of material facts concerning changes in the price of securities that have not yet been disclosed to the public and which they have learned in their position or capacity. This applies regardless of whether such actions benefit themselves or others, or whether they disclose such facts to enable others to act in such a manner for their own benefit.
4. Directors, executives, and employees of the company, including their spouses and minor children who have access to inside information, are prohibited from buying or selling the company's securities during the 30-day period before the disclosure of quarterly and annual financial statements.
5. Directors, executives, and those holding managerial positions at the division manager level or higher, or equivalent, in accounting or finance (as defined by the Securities and Exchange Commission) are required to submit reports on their shareholdings in the company, including those of their spouses and minor children, to the Securities and Exchange Commission within 30 days of their appointment as directors or executives of the company. They must also submit reports every time there is a change in shareholdings to the Securities and Exchange Commission within 3 business days of buying, selling, transferring, or receiving a transfer of such securities.

Gift giving or receiving, entertainment, or business hospitality

Accepting or giving according to tradition and ethics to express gratitude or maintain normal business relationships is appropriate. However, giving inappropriate gifts, assets, presents, or other benefits will create an image of favoritism or obligation, which may affect decision-making in performing duties and may ultimately harm the company. The company does not support such actions and has established the following guidelines:

1. Accepting or giving assets or other benefits that may create an incentive for improper decision-making.

• Employees must not accept or give money, assets, items, or any other benefits to anyone with the intention of inducing or omitting improper actions.

• Accepting gifts or assets should be done ethically, not illegally, and the gifts or assets must not be illegal.

• Expenses for business entertainment and other expenses directly related to compliance with business contracts are acceptable, but must be reasonable.

• Giving gifts, assets, or other benefits to government officials, both in Thailand and abroad, must ensure that such giving does not violate the law and local customs.

2. Giving or receiving gifts and souvenirs.

• Before accepting or giving gifts or souvenirs, ensure compliance with the law and company regulations. Gifts exchanged in a professional capacity should be reasonably priced and appropriate for the occasion.

• Do not accept or give gifts or souvenirs that may unduly influence decision-making in performing duties. If it is necessary to accept unusually valuable gifts or souvenirs from business associates, report it to the supervisor according to the chain of command.

• Keep payment evidence showing the value of gifts and souvenirs for later verification.

• In cases where assigned or authorized by a supervisor to assist external agencies, money, items, or gifts may be accepted according to the rules or standards set by those external agencies.

3. Transactions with the government sector.

• When contacting government officials or agencies, conduct business correctly and straightforwardly.

• Comply with laws, regulations, or customs and traditions in each locality, which may have different conditions, procedures, or practices.

• Comply with the laws of each country or locality related to the employment of government officials, both in the case of hiring as consultants or as company employees. The terms of employment must be transparent and appropriate.

Information and assets usage and protection

The company recognizes the importance of intellectual property as a product of individual knowledge and ability. The company conducts checks to ensure that any information or work used within the company does not infringe upon the intellectual property rights of others.

1. The company does not permit or support the use of pirated or illegal software by employees in any company work.
2. Employees working on company computers must comply with copyright regulations and use software only as permitted by the company.
3. Employees must not use any work or inventions created during their employment for personal or other gain without the company's consent. Employees must return all intellectual property to the company, regardless of the format in which it is stored, upon termination of employment.
4. Before utilizing any inventions or information in company operations, employees must ensure that the inventions or information are legally compliant and do not infringe on the intellectual property rights of others.

Environmental management

Environmental responsibility is a crucial mission in the company's business operations. Therefore, the following guidelines have been established:

1. Conduct business with consideration for environmental conservation, safety management standards, and compliance with relevant laws and regulations.
2. Use various resources such as raw materials, capital, personnel, and energy, etc., efficiently and appropriately.

3. Continuously promote nature conservation activities and environmental protection campaigns, including supporting environmental conservation for society and various organizations, and disseminating environmental information to create a positive image and understanding of the company's environmental management.
4. Promote environmental knowledge and training for employees within the organization to instill environmental responsibility in all employees' duties.

Human rights

The company adheres to the principles of human rights. All employees must strictly refrain from any actions that violate or promote the violation of human rights, as follows:
1. Personal Rights and Freedoms
• The company protects the privacy of employee personal data, treating it as confidential and not transmitting or distributing it to unrelated individuals.
• Disclosure or transfer of personal data will only occur with the consent of the data owner.
• Individuals may claim human dignity or exercise their rights and freedoms only insofar as they do not violate the rights and freedoms of others.
2. Equal Treatment of Employees
• The company treats all employees equally, without discrimination based on race, nationality, language, religion, gender, age, or education.
• Employees must treat each other with respect, conduct themselves appropriately according to their job responsibilities, company regulations, and customs, and avoid damaging the company's image.
• The company provides opportunities for employees to demonstrate their full potential, offering appropriate compensation according to company regulations and opportunities for further education, including higher education and short-term and long-term training.
• Performance evaluations must be conducted fairly and impartially.
• When performing duties, avoid expressing opinions related to differences in physical and mental abilities, race, nationality, language, religion, gender, age, education, or any other matter that may lead to conflict.
• Help monitor and ensure a work environment free from oppression, intimidation, or unfair treatment.
• Respect and value each other's opinions.

Safety and occupational health at work

The company establishes a code of conduct for safety, occupational health, and the environment for all personnel and departments at all levels of the organization to adhere to as follows:
1. The company prioritizes continuous compliance with laws and regulations regarding safety, occupational health, and the working environment.
2. Continuously promote and support activities, cultivate awareness, and provide training on safety, occupational health, and the working environment for personnel at all levels.
3. The company prioritizes systematic planning, control, prevention, and correction of accidents, incidents, and occupational diseases to prevent loss of life and property for company personnel, as well as external individuals.
4. The company emphasizes the responsibilities of personnel according to the law regarding safety, occupational health, and the working environment.

Promotion of compliance with the business code of conduct

Promotion for the board of directors, executives, and employees to comply with the business code of conduct : Yes

Code of Conduct for Directors and Executives

The company expects directors and executives to demonstrate their intention to conduct the company's business with transparency and ethics, perform their duties according to ethical standards with honesty, prudence, and diligence for

the benefit of shareholders and all stakeholders. The company has therefore established a code of conduct to serve as a guideline for directors and executives as follows:
1. Conduct the company's business with honesty, fairness, transparency, and ethics.
2. Perform their duties to the best of their ability for the maximum benefit of the company.
3. Perform duties in accordance with laws, rules, and regulations related to business operations.
4. Have independence in decision-making and actions based on correctness.
5. Perform duties by avoiding conflicts of personal interest with the company's interests for efficient management.
6. Have no interest or stake in businesses conducted with the company or in businesses that compete with the company, either directly or indirectly.
7. Maintain the confidentiality of the company and stakeholders, preventing leaks to unrelated parties, which may cause damage to the company or stakeholders.
8. Do not use inside information for personal gain in trading the company's shares or provide inside information to others for the benefit of trading the company's shares.

Employee Code of Conduct

The company has trained and informed employees about the guidelines for good conduct and ethics through new employee orientation. This code of conduct has been recorded in the company's work regulations to be observed as follows:
1. Must be dedicated and perform duties to the best of their knowledge and ability in assigned tasks.
2. Must respect and comply with the rules and regulations set by the company.
3. Must respect and comply with lawful orders and proper instructions from superiors, as well as persons assigned by the company.
4. Must protect the company's assets and interests.
5. Must maintain working hours and attend work regularly.
6. Must perform duties with honesty and integrity.
7. Must conduct themselves with good discipline and morals.
8. Maintain the confidentiality of the company and stakeholders, preventing leaks to unrelated parties, which may cause damage to the company or stakeholders.
9. Do not use inside information for personal gain in trading the company's shares or provide inside information to others for the benefit of trading the company's shares.

Participation in anti-corruption networks

Participation or declaration of intent to join anti-corruption networks	:	No

6.3 Material changes and developments in policy and corporate governance system over the past year

6.3.1 Material changes and developments related to the review of policy and guidelines in corporate governance system or board of directors' charter

In the past year, did the company review the corporate governance policy and guidelines, or board of directors' charter :	No
Material changes and developments in policy and guidelines over the past year :	No

The Board of Directors has established a corporate governance policy for all directors, executives, and employees to adhere to as a guideline for operations and business conduct. In 2021, the Board of Directors reviewed and approved the company's corporate governance policy and code of business conduct for current relevance on November 10, 2021, which has been published on the company's website (www.kulthorn.com).
In 2025, the company had no changes or amendments.

6.3.2 Implementation of the CG Code for listed companies

Implementation of the CG Code as prescribed by the SEC :	Fully implement

Corporate Governance Report of Listed Companies (CGR) project, which the company has complied with the assessment criteria, which are divided into 5 categories, namely:
1. Shareholders' Rights
2. Equal Treatment of Shareholders
3. Role of Stakeholders
4. Disclosure and Transparency
5. Board Responsibilities

In 2025, the company was not audited.

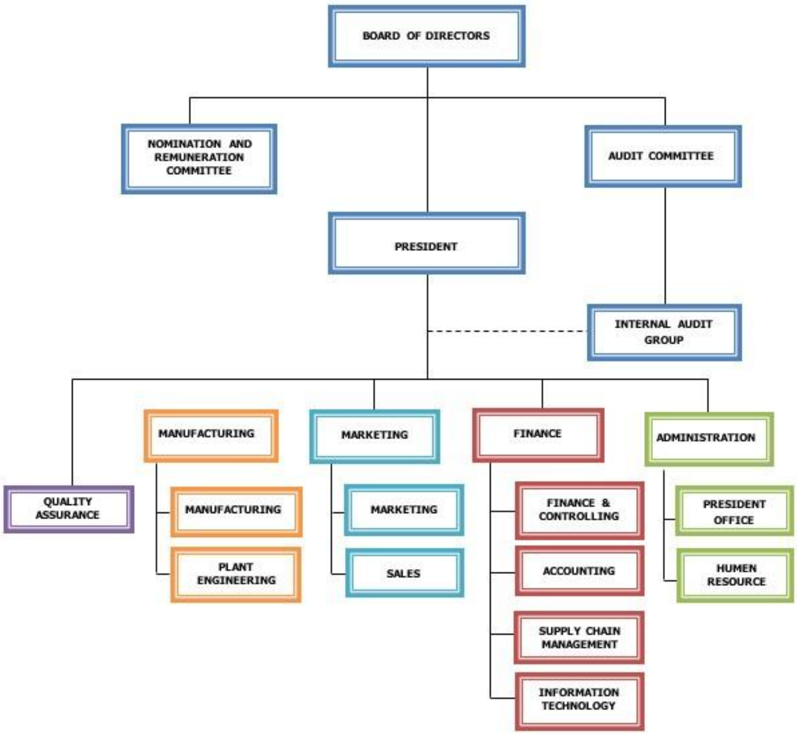
7. Corporate governance structure and significant information related to the board of directors, subcommittees, executives, employees, and others

7.1 Corporate governance structure

Corporate governance structure diagram

Corporate governance structure as of date : 31 December 2025

Corporate governance structure diagram



Company Organization Chart

7.2 Information on the board of directors

7.2.1 Composition of the board of directors

	Number (persons)	Percent (%)
Total directors	**5**	**100.00**
Male directors	4	80.00
Female directors	1	20.00
Executive directors	2	40.00
Non-executive directors	3	60.00
Independent directors	0	0.00
Non-executive directors who have no position in independent directors	3	60.00

7.2.2 The information on each director and controlling person

List of the board of directors

List of directors	Position	First appointment date of director	Skills and expertise
1. Mr. SUTEE SIMAKULTHORN Gender: Male Age : 56 years Highest level of education : Master's degree Study field of the highest level of education : Business Administration Thai nationality : Yes Residence in Thailand : Yes Family relationship between directors and executives : Have Legal offenses in the past 5 years (*) : Doesn't Have DAP course : No DCP course : Yes **Shareholding in a company** • Direct shareholding : 32,124,655 Shares (2.141640 %)	Chairman of the board of directors (Executive Directors) Authorized directors as per the company's certificate of registration : Yes Type of director : Existing director	12 May 2021	Engineering

List of directors	Position	First appointment date of director	Skills and expertise
2. Mr. TAWACHAI JALANAKARAN Gender: Male Age : 71 years Highest level of education : Barrister Study field of the highest level of education : Law Thai nationality : Yes Residence in Thailand : Yes Family relationship between directors and executives : Doesn't Have Legal offenses in the past 5 years (*) : Doesn't Have DAP course : Yes DCP course : No **Shareholding in a company** • Shareholding by persons related to directors, executives according to Section 59 (**) : 1,430 Shares Indirect shareholding details holding by spouse	Director (Non-executive directors) Authorized directors as per the company's certificate of registration : Yes Type of director : Continuing director (Full term of directorship and being re-appointed as a director)	16 Dec 1998	Law, Audit
3. Mr. SOMLAK JIAMTIRANAT Gender: Male Age : 76 years Highest level of education : Bachelor's degree Study field of the highest level of education : Engineering Thai nationality : Yes Residence in Thailand : Yes Family relationship between directors and executives : Doesn't Have Legal offenses in the past 5 years (*) : Doesn't Have DAP course : No DCP course : Yes	Director (Non-executive directors) Authorized directors as per the company's certificate of registration : Yes Type of director : Existing director	28 Apr 2010	Engineering

List of directors	Position	First appointment date of director	Skills and expertise
4. Mr. SUTAS SIMAKULTHORN Gender: Male Age : 53 years Highest level of education : Master's degree Study field of the highest level of education : Business Administration Thai nationality : Yes Residence in Thailand : Yes Family relationship between directors and executives : Have Legal offenses in the past 5 years (*) : Doesn't Have DAP course : No DCP course : No **Shareholding in a company** • Direct shareholding : 42,295,530 Shares (2.819700 %)	Director (Non-executive directors) Authorized directors as per the company's certificate of registration : Yes Type of director : Existing director	12 May 2021	Engineering
5. Mrs. SUPANEE CHANTASASAWAT Gender: Female Age : 57 years Highest level of education : Master's degree Study field of the highest level of education : Business Administration Thai nationality : Yes Residence in Thailand : Yes Family relationship between directors and executives : Have Legal offenses in the past 5 years (*) : Doesn't Have DAP course : No DCP course : No **Shareholding in a company** • Direct shareholding : 7,251,122 Shares (0.483410 %)	Director (Executive Directors) Authorized directors as per the company's certificate of registration : Yes Type of director : Newly appointed director to replace the ex-director	10 Jul 2024	Business Administration, Marketing, Accounting

Additional explanation :

(*) Any offense under the Securities and Exchange Act B.E. 2535 (1992) or the Derivatives Act B.E. 2546 (2003),only in the following cases:

(1) Dishonest act or gross negligence

(2) Disclosure or dissemination of false information or statements that may be misleading or conceal material facts that should be notified, which may

affect decision making of shareholders, investors or other parties involved
(3) Unfair acts or exploitation of investors in trading securities or derivatives, or participation in, or support to, such acts.
(**) Shareholdings by persons related to directors or executives as prescribed in Section 59 of the Securities and Exchange Act B.E. 2535 (1992), such as spouses or cohabiting couple (unmarried couples living together openly), minor children, etc.

List of board of directors who resigned / vacated their position during the year

List of directors	Position	Date of resignation / termination	Replacement director
1. Mr. TITISAK SIMAKULTHORN Gender: Male Age : 47 years Highest level of education : Bachelor's degree Study field of the highest level of education : Engineering Thai nationality : Yes Residence in Thailand : Yes Family relationship between directors and executives : Doesn't Have Legal offenses in the past 5 years (*) : Doesn't Have DAP course : No DCP course : No **Shareholding in a company** • Direct shareholding : 7,251,125 Shares (0.483410 %)	Director (Executive Directors) Authorized directors as per the company’s certificate of registration : Yes	6 Jan 2025	-

<table>
<tr><th>List of directors</th><th>Position</th><th>Date of resignation / termination</th><th>Replacement director</th></tr>
<tr><td>2. Mr. ABHIJIT SIMAKULTHORN
Gender: Male
Age : 47 years
Highest level of education : Master's degree
Study field of the highest level of education : Business Administration
Thai nationality : Yes
Residence in Thailand : Yes
Family relationship between directors and executives : Doesn't Have
Legal offenses in the past 5 years (*) : Doesn't Have
DAP course : No
DCP course : Yes

Shareholding in a company
• Direct shareholding : 7,251,125 Shares (0.438408 %)</td><td>Director
(Non-executive directors)

Authorized directors as per the company’s certificate of registration : Yes</td><td>6 Jan 2025</td><td>-</td></tr>
<tr><td>3. Rear Admiral NARUEDOM SA-ARDYEN
Gender: Male
Age : 84 years
Highest level of education : Bachelor's degree
Study field of the highest level of education : Accounting
Thai nationality : Yes
Residence in Thailand : Yes
Family relationship between directors and executives : Doesn't Have
Legal offenses in the past 5 years (*) : Doesn't Have
DAP course : No
DCP course : No</td><td>Director
(Non-executive directors, Independent director)

Authorized directors as per the company’s certificate of registration : No</td><td>6 Jan 2025</td><td>-</td></tr>
</table>

Additional explanation :

(*) Any offense under the Securities and Exchange Act B.E. 2535 (1992) or the Derivatives Act B.E. 2546 (2003),only in the following cases:

(1) Dishonest act or gross negligence

(2) Disclosure or dissemination of false information or statements that may be misleading or conceal material facts that should be notified, which may affect decision making of shareholders, investors or other parties involved

(3) Unfair acts or exploitation of investors in trading securities or derivatives, or participation in, or support to, such acts.

(**) Shareholdings by persons related to directors or executives as prescribed in Section 59 of the Securities and Exchange Act B.E. 2535 (1992), such as spouses or cohabiting couple (unmarried couples living together openly), minor children, etc.

List of the board of directors by position

List of the board of directors	Position	Executive directors	Non-executive directors	Independent directors	Non-executive directors who have no position in independent directors	Authorized directors as per the company's certificate of registration
1. Mr. SUTEE SIMAKULTHORN	Chairman of the board of directors	✓				✓
2. Mr. TAWACHAI JALANAKARAN	Director		✓		✓	✓
3. Mr. SOMLAK JIAMTIRANAT	Director		✓		✓	✓
4. Mr. SUTAS SIMAKULTHORN	Director		✓		✓	✓
5. Mrs. SUPANEE CHANTASASAWAT	Director	✓				✓
Total (persons)		2	3	0	3	5

Overview of director skills and expertise

Skills and expertise	Number (persons)	Percent (%)
1. Law	1	20.00
2. Marketing	1	20.00
3. Accounting	1	20.00
4. Engineering	3	60.00
5. Audit	1	20.00
6. Business Administration	1	20.00

Information about the other directors

The chairman of the board and the highest-ranking executive are from the same person : Yes

The chairman of the board is an independent director :	No
The chairman of the board and the highest-ranking executive are from the same family :	Yes
Chairman is a member of the executive board or taskforce :	Yes
The company appoints at least one independent director to determine the agenda of the board of directors' meeting :	Yes

The measures for balancing the power between the board of directors and the Management

The measures for balancing the power between the board of directors and the Management :	Yes
Methods of balancing power between the board of directors and Management :	Increasing the proportion of independent directors to more than half

The company has at least one-third of its board of directors as independent non-executive directors, or four individuals, who are genuinely independent from management and free from any business or other relationships. They participate in corporate governance with independence and impartiality, for the best interests of shareholders and stakeholders, and to ensure a balance of power in operations.

7.2.3 Information on the roles and duties of the board of directors

Board charter :	Yes

The Board of Directors, as representatives of the shareholders, plays a role in overseeing management to ensure it aligns with the goals and guidelines that will maximize shareholder benefits. This is done while considering the interests of all stakeholders and adhering to the company's objectives, articles of association, Board resolutions, shareholder meeting resolutions, as well as laws, regulations, rules of the Stock Exchange of Thailand, and the Securities and Exchange Commission.

7.3 Information on subcommittees

7.3.1 Information on roles of subcommittees

Roles of subcommittees

Board of Directors

Role

• Audit of financial statements and internal controls
• Director and executive nomination
• Remuneration
• Sustainability development

Scope of authorities, role, and duties

1. Perform duties with responsibility, diligence, and integrity, in accordance with the company's objectives, articles of association, board resolutions, shareholder meeting resolutions, laws, regulations, rules of the Stock Exchange of Thailand, and the Securities and Exchange Commission, including accurate and complete disclosure of information to shareholders.
2. Establish policies and operational directions for the company, and oversee management to ensure effective and efficient implementation of these policies.
3. Consider and approve the annual budget and investments of the company.
4. Consider and select directors to replace those whose terms expire, as well as consider the remuneration of the company's directors, audit committee, nomination and remuneration committee, and other sub-committees (if any), for presentation to the shareholders' meeting for approval.
5. Consider and appoint the audit committee to oversee the management and internal control systems to ensure compliance with established policies.
6. Consider and appoint the nomination and remuneration committee, other sub-committees (if any), the president, and the company secretary.
7. Ensure the preparation of the statement of financial position and statement of comprehensive income as of the end of the company's fiscal year, and sign to certify these financial statements for presentation to the shareholders' meeting at the annual general meeting for approval.
8. Consider, select, and appoint an auditor, and consider appropriate remuneration proposed by the audit committee before presenting it to the shareholders' meeting at the annual general meeting for approval.
9. Establish written corporate governance and business ethics policies, and oversee the prevention of conflicts of interest, as well as internal control and risk management systems.
10. Oversee management in accordance with good corporate governance policies to ensure that the company acts responsibly and fairly towards all stakeholders.
11. Notify the company without delay of any direct or indirect interests of themselves or related persons in any contracts or transactions related to the company or its subsidiaries.
12. Notify the company, at the board of directors meeting, of any shareholdings or changes in shareholdings in the company.

Reference link for the charter

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Audit Committee

Role

• Corporate governance

Scope of authorities, role, and duties

1. Review the company's financial reports for accuracy and adequate disclosure.
2. Review the company's internal control and internal audit systems for adequacy and effectiveness, consider the independence of the internal audit unit, and approve the appointment, transfer, and termination of the head of internal audit or any other unit responsible for internal audit.
3. Review the company's compliance with securities and exchange laws, regulations of the Stock Exchange of Thailand, and other laws relevant to the company's business.
4. Consider, select, and propose the appointment of independent individuals to serve as the company's auditors, including proposing their remuneration to the Board of Directors for consideration by the shareholders' meeting.
5. Hold meetings of the Audit Committee with the auditors without the presence of management at least once a year.
6. Review related party transactions or transactions that may involve conflicts of interest to ensure compliance with laws and regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission, ensuring that such transactions are reasonable and in the best interests of the company.
7. Prepare the Audit Committee report for inclusion in the company's annual report, containing at least the information required by the Stock Exchange of Thailand's regulations.
8. In performing its duties, if the Audit Committee discovers or suspects any of the following events or actions that may have a significant impact on the company's financial position and operating results, it shall report to the Board of Directors for corrective action within a timeframe deemed appropriate by the Audit Committee:
(a) Transactions involving conflicts of interest.
(b) Fraud, irregularities, or significant deficiencies in the internal control system.
(c) Violations of securities and exchange laws, regulations of the Stock Exchange of Thailand, or laws related to the company's business. If the Board of Directors or management fails to take corrective action within the specified timeframe, any member of the Audit Committee may report such events or actions to the Securities and Exchange Commission or the Stock Exchange of Thailand.
9. Support and monitor the company's implementation of an effective risk management system.
10. Report the Audit Committee's performance to the Board of Directors at Board meetings.
11. Perform other duties as assigned by the Board of Directors.

Reference link for the charter

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7.3.2 Information on each subcommittee

List of audit committee

List of directors	Position	Appointment date of audit committee member	Skills and expertise
1. Mr. TAWACHAI JALANAKARAN(*) Gender: Male Age : 71 years Highest level of education : Barrister Study field of the highest level of education : Law Thai nationality : Yes Residence in Thailand : Yes Expertise in accounting information review : Yes	Chairman of the audit committee (Non-executive directors, Independent director) Director type : Existing director	7 May 2018	Law, Audit
2. Mr. SOMLAK JIAMTIRANAT(*) Gender: Male Age : 76 years Highest level of education : Bachelor's degree Study field of the highest level of education : Engineering Thai nationality : Yes Residence in Thailand : Yes Expertise in accounting information review : Yes	Member of the audit committee (Non-executive directors, Independent director) Director type : Existing director	8 Nov 2023	Engineering

Additional explanation :

(*) Directors with expertise in accounting information review

List of audit committee members who resigned / vacated their position during the year

List of directors	Position	Date of resignation / termination	Replacement committee member
1. Rear Admiral NARUEDOM SA-ARDYEN(*) Gender: Male Age : 84 years Highest level of education : Bachelor's degree Study field of the highest level of education : Accounting Thai nationality : Yes Residence in Thailand : Yes Expertise in accounting information review : Yes	Member of the audit committee (Non-executive directors, Independent director)	6 Jan 2025	-

Additional explanation :

(*) Directors with expertise in accounting information review

7.4 Information on the executives

7.4.1 List and positions of the executive

List of the highest-ranking executive and the next four executives

List of executives	Position	First appointment date	Skills and expertise
1. Mr. SUTEE SIMAKULTHORN(**) Gender: Male Age : 56 years Highest level of education : Master's degree Study field of the highest level of education : Business Administration Thai nationality : Yes Residing in Thailand : Yes Highest responsibility in corporate accounting and finance : No Accounting supervisor : Yes	Acting President (The highest-ranking executive)	15 Jul 2024	Engineering
2. Mrs. SUPANEE CHANTASASAWAT Gender: Female Age : 57 years Highest level of education : Master's degree Study field of the highest level of education : Business Administration Thai nationality : Yes Residing in Thailand : Yes Highest responsibility in corporate accounting and finance : No Accounting supervisor : No	Executive Vice President (Marketing)	1 Aug 2019	Business Administration, Marketing, Accounting

List of executives	Position	First appointment date	Skills and expertise
3. Pol. Gen Pateep Tanprasert Gender: Male Age : 76 years Highest level of education : Master's degree Study field of the highest level of education : Political Science Thai nationality : Yes Residing in Thailand : Yes Highest responsibility in corporate accounting and finance : No Accounting supervisor : No	Acting Executive Vice President (Administration)	1 Aug 2024	Law, Business Administration
4. Mr. Kamkerng Neampha Gender: Male Age : 61 years Highest level of education : Bachelor's degree Study field of the highest level of education : Engineering Thai nationality : Yes Residing in Thailand : Yes Highest responsibility in corporate accounting and finance : No Accounting supervisor : No	Acting Executive Vice President (Manufacturing)	15 Jul 2024	Engineering
5. Ms. Rewadee Likhitsupin(*) Gender: Female Age : 62 years Highest level of education : Bachelor's degree Study field of the highest level of education : Accounting Thai nationality : Yes Residing in Thailand : Yes Highest responsibility in corporate accounting and finance : Yes Accounting supervisor : No	Acting Executive Vice President (Finance)	15 Jul 2024	Accounting

Additional Explanation :

(*) Highest responsibility in corporate accounting and finance

(**) Accounting supervisor

(***) Appointed after the fiscal year end of the reporting year

7.4.2 Remuneration policy for executive directors and executives

The Board of Directors has determined the compensation of executives by considering their knowledge, ability, authority and responsibility appropriately. The compensation is paid in the form of salary and bonus. In addition, the Company has established a provident fund, to which the Company pays contributions at a rate of 3 to 7 percent of salary.

7.4.3 Remuneration of executive directors and executives

Monetary remuneration of executive directors and executives

	2023	2024	2025
Total remuneration of executive directors and executives (baht)	14,185,000.00	9,445,000.00	7,045,000.00
Total remuneration of executives (baht)	N/A	9,445,000.00	7,045,000.00

Other remunerations of executive directors and executives

	2023	2024	2025
Company's contribution to provident fund for executive directors and executives (Baht)	658,466.67	425,013.13	126,000.00
Employee Stock Ownership Plan (ESOP)	No	No	No
Employee Joint Investment Program (EJIP)	No	No	No

Outstanding remuneration or benefits of executive directors and executives

Outstanding remuneration or benefits of executive directors and executives in the past year	:	4,239,446.00
Estimated remuneration of executive directors and executives in the current year	:	7,845,000.00

7.5 Information on employees

Information on the company's employees

Employees

	2023	2024	2025
Total employees (persons)	901	784	664
Male employees (persons)	481	420	357
Female employees (persons)	420	364	307

Number of employees by position and department

Number of male employees by position

	2023	2024	2025
Total number of male employees in operational level (Persons)	459	401	338
Total number of male employees in management level (Persons)	20	18	18
Total number of male employees in executive level (Persons)	2	1	1

Number of female employees by position

	2023	2024	2025
Total number of female employees in operational level (Persons)	407	355	299
Total number of female employees in management level (Persons)	11	9	8
Total number of female employees in executive level (Persons)	2	0	0

Number of employees categorized by department over the past year

Department / Line of work / Unit / Business group	Number of employees (persons)
Manufacturing	504
Administration	55
Finance	66
Marketing	12
Quality Assurance	27
Total number of employees	**664**

Significant changes in the number of employees

Significant changes in number of employees over the past 3 Years : No

Information on employee remuneration

Employee remuneration

	2023	2024	2025
Total employee remuneration (baht)	230,984,503.70	208,191,489.29	174,571,289.51
Total male employee remuneration (Baht)	133,942,156.70	119,283,219.39	102,381,068.76
Total female employee remuneration (Baht)	97,042,347.00	88,908,269.90	72,190,220.75

Employee remuneration categorized by department over the past year

Department / Line of work / Unit / Business group	Employee remuneration (baht)
Manufacturing	105,776,010.36
Administration	28,337,415.50
Finance	27,230,958.74
Marketing	5,620,098.73
Quality Assurance	7,606,806.18
Total employee remuneration	**174,571,289.51**

Information on provident fund management

Provident fund management policy

Provident fund management policy : Yes

The Company has adopted the TISCO Master Joint Venture Provident Fund Management Policy by selecting the MRT-ME investment policy (mixed policy, shares not exceeding 20%).

Overview of methods for determining employee and employer contribution Rates

Participation in provident fund membership (PVD)

Details of provident fund participation (PVD)

Number of employees eligible to participate in PVD

	2023	**2024**	**2025**
Number of employees eligible to participate in PVD (persons)	0	0	0
Number of employees joining in PVD (persons)	476	354	274
Total amount of provident fund contributed by the company (%)	52.83	45.15	33.70
Number of PVD members / Total eligible employees (%)	0.00	0.00	0.00

Amount of provident fund

	2023	**2024**	**2025**
Total amount of provident fund contributed by employer (baht)	4,431,087.62	3,528,608.44	2,691,833.22

Summary of employee PVD participation over the past year

Company name	Employees participating in PVD (Yes/ No)	Total number of employees (persons)	Number of employees eligible to participate in PVD (persons)	Number of employees joining in PVD (persons)	Number of PVD members / Total employees (%)	Number of PVD members / Total eligible employees (%)
KULTHORN KIRBY PUBLIC COMPANY LIMITED	No	664		274	33.70%	0.00%

Policy and guidelines on promoting savings through the provident fund for non-participating employees

7.6 Other significant information

7.6.1 Assigned person

List of persons assigned for accounting oversight

General information	Email	Telephone number
1. Mr. Sutee Simakulthorn	sutee@kulthorn.com	023260831-6

List of the company secretary

General information	Email	Telephone number
1. Mrs. Nichapa Khemakullanant	nichapa.k_kkc@kulthorn.com	023260831-6

List of the head of internal audit or outsourced internal auditor

General information	Email	Telephone number
1. Pol. Gen Pateep Tanprasert	pateep.t@kulthorn.com	023260831-6

List of the head of the compliance unit

General information	Email	Telephone number
1. Pol. Gen Pateep Tanprasert	pateep.t@kulthorn.com	023260831-6

7.6.2 Head of investor relations

Does the Company have an appointed head of investor relations : No

List of the head of investor relations

7.6.3 Company's auditor

Details of the company's auditor

Audit firms	Audit fee (Baht)	Other service fees	Names and general information of auditors
D I A INTERNATIONAL AUDITING COMPANY LIMITED 316/32 SOI SUKHUMVIT 22 KHLONG TOEI KHLONG TOEI Bangkok 10110 Telephone +66 2259 5300-2	1,600,000.00	-	1. Mr. APIPONG LEONGNARKTONGDEE Email: apipong@diaaudit.com License number: 12199

Audit firms	Audit fee (Baht)	Other service fees	Names and general information of auditors
			2. Mrs. SUVIMOL CHRITYAKIERNE Email: suvimol@diaaudit.com License number: 2982 3. Ms. SUPHAPHORN MANGJIT Email: suphaphorn@diaaudit.com License number: 8125 4. Mr. JOOMPOTH PRIRATANAKORN Email: Joompoth@diaaudit.com License number: 7645

7.6.4 Assigned personnel in case of a foreign company

Does the company have any individual assigned to be representatives in Thailand : No

8. Report on key operating results on corporate governance

8.1 Summary of duty performance of the board of directors over the past year

8.1.1 Selection, development and evaluation of duty performance of the board of directors

Information about the selection of the board of directors

List of directors whose terms have ended and have been reappointed

List of directors	Position	First appointment date of director	Skills and expertise
1. Mr. TAWACHAI JALANAKARAN	Director (Non-executive directors)	16 Dec 1998	Law, Audit

List of newly appointed director to replace the ex-director

List of directors	Position	First appointment date of director	Skills and expertise
1. Mrs. SUPANEE CHANTASASAWAT	Director (Executive Directors)	10 Jul 2024	Business Administration, Marketing, Accounting

Selection of independent directors

Criteria for selecting independent directors

Qualifications of Independent Directors (which are more stringent than the minimum requirements of the Stock Exchange of Thailand)
1. Holds no more than 0.5 percent of the total voting shares of the company, its parent company, subsidiaries, associated companies, major shareholders, or persons who control the company. This includes the shareholdings of persons related to such independent directors.
2. Is not or has never been an executive director, employee, staff member, consultant receiving a regular salary, or controlling person of the company, its parent company, subsidiaries, associated companies, subsidiaries of the same level, major shareholders, or persons who control the company, unless such status has ceased for at least 2 years before the date of appointment as an independent director.
3. Is not a person who is related by blood or by registration under the law as a father, mother, spouse, sibling, and child, including the spouse of a child, of an executive, major shareholder, controlling person, or a person who will be proposed as an executive or controlling person of the company or its subsidiaries.
4. Does not have or has never had a business relationship with the company, its parent company, subsidiaries, associated companies, major shareholders, or persons who control the company in a manner that may impede their

independent judgment, and is not or has never been a significant shareholder or controlling person of a person who has a business relationship with the company, its parent company, subsidiaries, associated companies, major shareholders, or persons who control the company, unless such status has ceased for at least 2 years before the date of appointment as an independent director. The business relationship as mentioned in the first paragraph includes normal commercial transactions for business operations, leasing or renting of real estate, transactions relating to assets or services, or providing or receiving financial assistance by borrowing or lending, guaranteeing, providing assets as collateral for debts, including other similar acts that result in the company or the counterparty having a debt obligation payable to the other party, starting from 3 percent of the company's net tangible assets or from 20 million baht, whichever is lower.

5. Is not or has never been an auditor of the company, its parent company, subsidiaries, associated companies, major shareholders, or persons who control the company, and is not a significant shareholder, controlling person, or partner of an audit firm to which the auditor of the company, its parent company, subsidiaries, associated companies, major shareholders, or persons who control the company belongs, unless such status has ceased for at least 2 years before the date of appointment as an independent director.

6. Is not or has never been a provider of any professional services, including legal or financial advisory services, receiving fees exceeding 2 million baht per year from the company, its parent company, subsidiaries, associated companies, major shareholders, or persons who control the company, and is not a significant shareholder, controlling person, or partner of such professional service provider, unless such status has ceased for at least 2 years before the date of appointment as an independent director.

7. Is not a director appointed to represent a director of the company, a major shareholder, or a shareholder who is related to a major shareholder.

8. Does not operate a business that is substantially similar and materially competes with the business of the company or its subsidiaries, or is not a significant partner in a partnership, or is not an executive director, employee, staff member, consultant receiving a regular salary, or holds more than 1 percent of the total voting shares of another company that operates a business that is substantially similar and materially competes with the business of the company or its subsidiaries.

9. Has no other characteristics that would prevent them from providing independent opinions on the company's operations. After being appointed as an independent director in accordance with items 1 to 9, an independent director may be assigned by the Board of Directors to make decisions in the operations of the company, its parent company, subsidiaries, associated companies, major shareholders, or persons who control the company, by making decisions in the form of a collective decision, without being considered an executive director. In addition, in the event that the Capital Market Supervisory Board or the Securities and Exchange Commission has issued an announcement to improve or relax the criteria for independent directors, such criteria shall be followed thereafter.

Business or professional relationships of independent directors over the past year

Business or professional relationships of independent directors over the past year :	No

Selection of directors and the highest-ranking executive

Method for selecting directors and the highest-ranking executive

Method for selecting persons to be appointed as directors through the nomination committee	:	No
Method for selecting persons to be appointed as the highest-ranking executive through the nomination committee	:	No

Rights of minority shareholders on director appointment

The company has provided an opportunity for shareholders to nominate individuals for consideration for election as company directors in advance, with the main criteria and procedures as disclosed on the company's website at www.kulthorn.com and has been published on the website of the Stock Exchange of Thailand.

Method of director appointment	:	Method whereby each director requires approval votes more than half of the votes of attending shareholders and casting votes

Information on the development of directors

Development of directors over the past year

Details of the development of directors over the past year

List of directors	Participation in training in the past financial year	History of training participation
1. Mr. SUTEE SIMAKULTHORN (Chairman of the board of directors)	Non-participating	Thai Institute of Directors (IOD) • 2003: Director Certification Program (DCP)
2. Mr. TAWACHAI JALANAKARAN (Director)	Non-participating	Thai Institute of Directors (IOD) • 2019: Advanced Audit Committee Program (AACP) • 2004: Director Accreditation Program (DAP)
3. Mr. SOMLAK JIAMTIRANAT (Director)	Non-participating	Thai Institute of Directors (IOD) • 2003: Director Certification Program (DCP)
4. Mr. SUTAS SIMAKULTHORN (Director)	Non-participating	-
5. Mrs. SUPANEE CHANTASASAWAT (Director)	Non-participating	-

Information on the evaluation of duty performance of directors

Criteria for evaluating the duty performance of the board of directors

The company has the following criteria for evaluating the performance of the Board of Directors:

1. Board Structure and Qualifications
2. Roles, Responsibilities, and Liabilities of the Board of Directors
3. Board Meetings
4. Duties of the Directors
5. Relationship with Management
6. Director Development and Management Development

Evaluation of the duty performance of the board of directors over the past year

In 2025, the company did not conduct a performance evaluation of the board of directors.

8.1.2 Meeting attendance and remuneration payment to each board member

Meeting attendance of the board of directors

The Annual General Meeting of Shareholders scheduled for April 30, 2025, has been cancelled. That on 25 April 2025, the Central Bankruptcy Court issued an order for the Company to enter into the rehabilitation process and appoint the Company as the planner resulting in all legal rights of the Company’s shareholders (except the right to receive dividends) being vested in the planner instead pursuant to Section 90/25 of the Bankruptcy Act B.E. 2483 (1940) (as amended). Therefore, the 2025 Annual General Meeting of Shareholders, previously scheduled for 30 April 2025, shall no longer be necessary to take place by virtue of the law.

Meeting attendance of the board of directors

Number of the board of directors meeting over the past year (times) :	7
Date of AGM meeting :	30 Apr 2025
EGM meeting :	No

Details of the board of directors' meeting attendance

List of directors	Number of Board Meeting			AGM meetings			EGM meetings		
	Meeting attendance (times)	/	Meeting attendance rights (times)	Meeting attendance (times)	/	Meeting attendance rights (times)	Meeting attendance (times)	/	Meeting attendance rights (times)
1. Mr. SUTEE SIMAKULTHORN (Chairman of the board of directors)	7	/	7	0	/	0	N/A	/	N/A
2. Mr. TAWACHAI JALANAKARAN (Director)	7	/	7	0	/	0	N/A	/	N/A
3. Mr. SOMLAK JIAMTIRANAT (Director)	7	/	7	0	/	0	N/A	/	N/A
4. Mr. SUTAS SIMAKULTHORN (Director)	7	/	7	0	/	0	N/A	/	N/A
5. Mrs. SUPANEE CHANTASASAWAT (Director)	7	/	7	0	/	0	N/A	/	N/A
6. Mr. TITISAK SIMAKULTHORN (Director)	0	/	0	0	/	0	N/A	/	N/A
7. Mr. ABHIJIT SIMAKULTHORN (Director)	0	/	0	0	/	0	N/A	/	N/A
8. Rear Admiral NARUEDOM SA-ARDYEN (Director, Independent director)	0	/	0	0	/	0	N/A	/	N/A

Summary of the board of directors' meeting attendance rate

List of directors	Board of directors' meeting attendance rate	AGM meeting attendance rate	EGM meeting attendance rate
1. Mr. SUTEE SIMAKULTHORN (Chairman of the board of directors)	7/7 (100.00%)	N/A	N/A
2. Mr. TAWACHAI JALANAKARAN (Director)	7/7 (100.00%)	N/A	N/A
3. Mr. SOMLAK JIAMTIRANAT (Director)	7/7 (100.00%)	N/A	N/A
4. Mr. SUTAS SIMAKULTHORN (Director)	7/7 (100.00%)	N/A	N/A
5. Mrs. SUPANEE CHANTASASAWAT (Director)	7/7 (100.00%)	N/A	N/A
6. Mr. TITISAK SIMAKULTHORN (Director)	N/A	N/A	N/A
7. Mr. ABHIJIT SIMAKULTHORN (Director)	N/A	N/A	N/A
8. Rear Admiral NARUEDOM SA-ARDYEN (Director, Independent director)	N/A	N/A	N/A
Average meeting attendance rate	**(100.00%)**	**N/A**	**N/A**

Remuneration of the board of directors

Types of remuneration of the board of directors

Types of Directors' Remuneration (in the year 2025)

Directors' remuneration is divided into

• Monthly remuneration Chairman of the Board 30,000 Baht/month
Director (per person) 15,000 Baht/month

• Meeting allowance (per person) 3,000 Baht/meeting

• Bonus/Reward – None –

• Other benefits – None –

Audit Committee remuneration is divided into

• Monthly remuneration Chairman of the Board 15,000 Baht/month
Director (per person) 10,000 Baht/month

• Meeting allowance (per person) – None –

• Bonus/Reward – None –
• Other benefits – None –

Remuneration of the board of directors [1]

Details of the remuneration of each director over the past year

Names of directors / Board of directors	Company				Total monetary remuneration from subsidiaries (Baht)
	Meeting allowance	Other monetary remuneration	Total (Baht)	Non-monetary remuneration	
1. Mr. SUTEE SIMAKULTHORN (Chairman of the board of directors)			**0.00**		**N/A**
Board of Directors (Chairman of the board of directors)	0.00	0.00	0.00	No	
2. Mr. TAWACHAI JALANAKARAN (Director)			**201,000.00**		**N/A**
Board of Directors (Director)	21,000.00	180,000.00	201,000.00	No	
Audit Committee (Chairman of the audit committee)	0.00	0.00	0.00	No	
3. Mr. SOMLAK JIAMTIRANAT (Director)			**201,000.00**		**N/A**
Board of Directors (Director)	21,000.00	180,000.00	201,000.00	No	
Audit Committee (Member of the audit committee)	0.00	0.00	0.00	No	
4. Mr. SUTAS SIMAKULTHORN (Director)			**0.00**		**N/A**

Names of directors / Board of directors	Company				Total monetary remuneration from subsidiaries (Baht)
	Meeting allowance	Other monetary remuneration	Total (Baht)	Non-monetary remuneration	
Board of Directors (Director)	0.00	0.00	0.00	No	
5. Mrs. SUPANEE CHANTASASAWAT (Director)			**0.00**		**N/A**
Board of Directors (Director)	0.00	0.00	0.00	No	
6. Mr. TITISAK SIMAKULTHORN (Director)			**0.00**		**N/A**
Board of Directors (Director)	0.00	0.00	0.00	No	
7. Mr. ABHIJIT SIMAKULTHORN (Director)			**0.00**		**N/A**
Board of Directors (Director)	0.00	0.00	0.00	No	
8. Rear Admiral NARUEDOM SA-ARDYEN (Director, Independent director)			**0.00**		**N/A**
Board of Directors (Director)	0.00	0.00	0.00	No	
Audit Committee (Member of the audit committee)	0.00	0.00	0.00	No	

Summary of the remuneration of each committee over the past year

Names of board members	Meeting allowance	Other monetary remuneration	Total (Baht)
1. Board of Directors	42,000.00	360,000.00	402,000.00
2. Audit Committee	0.00	0.00	0.00

Remark : (1) Board members number 1, 4, and 5 waive their rights to remuneration.

Remunerations or benefits pending payment to the board of directors

Remunerations or benefits pending payment to the board of directors over the past year (Baht) : 0.00

8.1.3 Supervision of subsidiaries and associated companies

Mechanism for overseeing subsidiaries and associated companies

Does the Company have subsidiaries and associated companies : Yes

Mechanism for overseeing subsidiaries and associated companies : Yes

Mechanism for overseeing management and taking responsibility for operations in subsidiaries and associated companies approved by the board of directors : The appointment of representatives as directors, executives, or controlling persons in proportion to shareholding, The determination of the scope of duties and responsibilities of directors and executives as company representatives in establishing important policies, Disclosure of financial condition and operating results, Transactions between the company and related parties, Other significant transactions, Acquisition or disposal of assets, Internal control system of the subsidiary operating the core business is appropriate and sufficient in the subsidiary operating the core business

As the company holds 100% of the shares in all six subsidiaries, the company has appointed company directors to represent the company as directors, executives, or persons with control in every subsidiary. These representatives are responsible for overseeing management and operations within the scope of authority and responsibility of directors and executives. This includes establishing policies crucial for business operations, implementing appropriate and robust internal control systems, and supervising the disclosure of financial position and operating results. It also covers transactions between the aforementioned companies and related parties, the acquisition or disposal of assets, or any other significant transactions of the subsidiaries. This ensures complete and accurate disclosure and applies the same principles regarding information disclosure and such transactions as those used by the company. The company's internal audit unit and the audit committee monitor the implementation of these practices to safeguard the company's investments.

8.1.4 The monitoring of compliance with corporate governance policy and guidelines

Prevention of conflicts of interest

Operations for conflict of interest prevention over the past year

Has the company operated in preventing conflicts of interest over the past year : Yes

The Board of Directors will consider transactions that may involve conflicts of interest, acknowledging any conflicts of interest and related party transactions. The Board will carefully consider the appropriateness of these transactions and comply with the regulations of the Stock Exchange of Thailand. The pricing and terms will be treated as if the transaction were with an external party in the normal course of business, and details, transaction value, counterparty, reasons, and necessity will be disclosed in the Annual Information Disclosure/Annual Report (56-1 One Report) and in the notes to the financial statements. When considering related party transactions, directors who may have a conflict of interest must not be present to participate in or vote on the matter, either at Board meetings or shareholder meetings.

Number of cases or issues related to conflict of interest

	2023	2024	2025
Total number of cases or issues related to conflict of interest (cases)	0	0	0

Prevention of the use of inside information to seek benefits

Operations for prevention of the use of inside information to seek benefits over the past year

Has the company operated in preventing the use of inside information to seek benefits over the past year : Yes

The company has established measures to prevent the use of internal information for personal gain by limiting the number of individuals who have access to the information and implementing an encryption system to prevent access by external parties. The company also defines access levels to company information for employees at different levels, appropriate to their responsibilities. In accordance with the code of ethics, directors, executives, and employees of the company are prohibited from using internal information for their own benefit or for the improper benefit of others.

Number of cases or issues related to the use of inside information to seek benefits

	2023	2024	2025
Total number of cases or issues related to the use of inside information to seek benefits (cases)	0	0	0

Anti-corruption action

Operations in anti-corruption in the past year

Has the company operated in anti-corruption over the past year : No / In Progress

Number of cases or issues related to corruption

	2023	2024	2025
Total number of cases or issues related to corruption (cases)	0	0	0

Whistleblowing

Operations related to whistleblowing over the past year

Has the company implemented whistleblowing procedures over the past year : Yes

The company adheres to good corporate governance principles and encourages its employees to monitor and report any actions that violate ethical principles, the company's code of conduct, rules and regulations, laws, or potentially cause damage to the company. Employees are informed of the whistleblowing procedures and the protection provided to whistleblowers as outlined in the company's work regulations manual and internal communications on the Intranet. Employees can report such violations to the company by submitting a report along with supporting documents and/or evidence to the President and/or the Human Resources Manager, either in person, by mail, or through a complaint box. Employees are requested to provide their full name for ease of inquiry and/or further information requests. Reports submitted anonymously will not be considered. The Human Resources Manager will review and analyze the report, and if deemed credible, will present the matter to a meeting chaired by the President and attended by relevant parties for further action.

The company will protect whistleblowers by ensuring complete confidentiality. The identity of the whistleblower will not be disclosed to anyone except the President and/or the Human Resources Manager.

Number of cases or issues related to whistleblowing

	2023	2024	2025
Total number of cases or issues received through whistleblowing channels (cases)	0	0	0

8.2 Report on the results of duty performance of the audit committee in the past year

8.2.1 Meeting attendance of audit committee

Meeting attendance of audit committee (times) : 0

List of Directors	Meeting attendance of audit committee			Average percentage meeting attendance
	Meeting attendance (times)	/	Meeting attendance right (times)	
1. Mr. TAWACHAI JALANAKARAN (Chairman of the audit committee)	0	/	0	N/A
2. Mr. SOMLAK JIAMTIRANAT (Member of the audit committee)	0	/	0	N/A
3. Rear Admiral NARUEDOM SA-ARDYEN (Member of the audit committee)	0	/	0	N/A
Average Attendance Rate				**N/A**

8.2.2 The results of duty performance of the audit committee

There was no audit committee meeting due to the company's business rehabilitation process.

8.3 Summary of the results of duty performance of subcommittees

8.3.1 - 8.3.2 Meeting attendance and the results of duty performance of subcommittees

9. Internal control and related party transactions

9.1 Internal control

9.1.1 Adequacy and appropriateness of the company's internal control system

Company's internal control system : The Committee of Sponsoring Organizations of the Treadway Commission (COSO)

The Committee of Sponsoring Organizations of the Treadway Commission (COSO)

The company has an internal control system in place, which operates within the framework of COSO (Committee of Sponsoring Organizations of the Treadway Commission) on corporate management by considering 5 important elements according to the proposal or concept of the elements of control, namely: Control Environment, Risk Assessment, Control Activities, Information and Commnication and monitoring activities

9.1.2 Deficiencies related to the internal control system

	2023	2024	2025
Total number of deficiencies related to the internal control system (cases)	0	0	0

9.1.3 Opinions of the audit committee and auditor's observations on internal control

Does the audit committee have opinions on internal control different from the board of directors' opinions? : No

Does the auditor have any observations on the company's internal control? : No

9.1.4 Opinions of the audit committee on the position of the head of the internal audit unit

Head of the internal audit unit : Internal personnel

The audit committee reviewed the company's internal audit report and the auditor's report.Concerning the evaluation of the internal control system of the company and its subsidiaries. No significant issues were found. In addition, the management has continuously improved and been open to suggestions and recommendations from the audit committee, auditors, and internal auditors. This demonstrates the emphasis on internal controls of the company and therefore proves that the company has sufficient internal controls.

9.1.5 Appointment, discharge, and transfer of the head of the internal audit unit

Does the appointment, discharge, and transfer of the head of the internal audit unit require the audit committee approval? : Yes

The consideration and approval to appoint, remove and transfer the Head of the Company's internal audit must be approved by the Audit Committee.

9.2 Related party transactions

Related party transactions

Does the company have any related party transactions? : Yes

9.2.1 - 9.2.2 Names of the group of persons who may have a conflict of interest, nature of relationship, and information on related party transactions

Persons/entities with potential conflicts

Name of person or entity/type of business	Nature of relationship	Information as of date
Kulthorn Premier Company Limited Compressor and parts	Kulthorn Kirby Public Company Limited is a 100% shareholder.	31 Dec 2024
Kulthorn Kirby Foundry Co., Ltd. Casting parts	Kulthorn Kirby Public Company Limited is a 100% shareholder.	31 Dec 2024
Kulthorn Steel Co., Ltd. Steels sheets and forming	Kulthorn Kirby Public Company Limited is a 100% shareholder.	31 Dec 2024
Kulthorn Materials and Control Co., Ltd. Enameled wires	Kulthorn Kirby Public Company Limited is a 100% shareholder.	31 Dec 2024
Kulthorn Research and Development Co., Ltd. Research and Development	Kulthorn Kirby Public Company Limited is a 100% shareholder.	31 Dec 2024

Name of person or entity/type of business	Nature of relationship	Information as of date
Kulthorn Co., Ltd. Dealer of Compressor	Simakulthon Group is a 100% shareholder.	31 Dec 2024
Kulthorn Electric Co., Ltd. Electric Motor Production	Simakulthon Group is a 100% shareholder.	31 Dec 2024
Kulthorn Engineer Co., Ltd. Sell equipment Chiller	Simakulthon Group is a 100% shareholder.	31 Dec 2024
Super Alloy Technologies Co., Ltd. Assembly production wires and other parts	Simakulthon Group is a 100% shareholder.	31 Dec 2024
Thai Compressor Manufacturing Co., Ltd. Rotary Compressor	Simakulthon Group holds 33.32% of the shares.	31 Dec 2024

Details of related party transactions

Related party transactions	Transaction value at the end of the fiscal year (million baht)		
	2023	2024	2025
Kulthorn Premier Company Limited			
Transaction 1	36.94	41.05	63.86

Related party transactions	Transaction value at the end of the fiscal year (million baht)		
	2023	2024	2025
Nature of transaction The company buys parts for compressor production Details Buy and sell parts for compressor production Necessity/reasonableness Parts for compressor production Audit committee's opinion Normal business operation for general public			
Kulthorn Kirby Foundry Co., Ltd.			
Transaction 1 Nature of transaction The company buys parts for production. compressor and sell scraps to them Details Buy and sell parts for compressor production and sell scrap metal for casting into parts. Necessity/reasonableness Parts for compressor production Audit committee's opinion Normal business operation for general public	73.39	67.51	58.44
Kulthorn Steel Co., Ltd.			
Transaction 1 Nature of transaction The company buys steel coils and steel. Processing and selling steel coils Details Steel parts used in compressor production Necessity/reasonableness	154.04	106.69	72.54

Related party transactions	Transaction value at the end of the fiscal year (million baht)		
	2023	2024	2025
Parts for compressor production Audit committee's opinion Normal business operation for general public			
Kulthorn Materials and Control Co., Ltd.			
Transaction 1 Nature of transaction The company buys enameled copper wire. for use in the manufacture of compressors Details Buys enameled copper wire. for use in the manufacture of compressors Necessity/reasonableness Parts for compressor production Audit committee's opinion Normal business operation for general public	19.41	21.21	14.84
Kulthorn Research and Development Co., Ltd.			
Transaction 1 Nature of transaction Research and Develop the compressor Details Research and develop compressors to develop the company's products. Necessity/reasonableness To develop the company's compressors Audit committee's opinion Normal business operation for general public	32.51	31.26	31.26
Kulthorn Co., Ltd.			

Related party transactions	Transaction value at the end of the fiscal year (million baht)		
	2023	2024	2025
Transaction 1 Nature of transaction Distribution company of compressor Details Dealer of Compressor Necessity/reasonableness Dealer of Compressor Audit committee's opinion Normal business operation for general public	77.97	137.57	7.90
Kulthorn Electric Co., Ltd.			
Transaction 1 Nature of transaction Parts manufacturing company for electric motor Details Parts manufacturing for electric motor Necessity/reasonableness Parts manufacturing for electric motor Audit committee's opinion Normal business operation for general public	5.16	1.08	1.53
Kulthorn Engineer Co., Ltd.			
Transaction 1 Nature of transaction The company sells the compressor. Details Dealer of Compressor Necessity/reasonableness Dealer of Compressor	0.00	0.05	0.03

Related party transactions	Transaction value at the end of the fiscal year (million baht)		
	2023	2024	2025
Audit committee's opinion Normal business operation for general public			
Super Alloy Technologies Co., Ltd.			
Transaction 1 Nature of transaction Buy wire assembly for compressor motor Details Wire assembly for compressor motor Necessity/reasonableness parts for compressor production Audit committee's opinion Normal business operation for general public	6.85	2.74	1.33

9.2.3 Policy and future trends of related party transactions and the compliance with the obligations specified in the prospectus of the company

Measures and procedures for approving related party transactions or connected transactions

Related party transactions or related party transactions

The Group has significant business transactions with related persons or businesses. Related party transactions or related party transactions for the fiscal year 2025 ending on December 31, 2024 are mostly related to purchases and sales of goods. Such transactions are in accordance with commercial terms and conditions agreed upon between the Company and those related persons or businesses, which are in accordance with the normal course of business.

Such related party transactions can create maximum benefits for the Company from competitive advantages with lower operating costs resulting from related business operations for similar product groups.

Approval process for related party transactions or related party transactions

In conducting related party transactions, if the Company has a purchase/sale transaction of goods and services, it specifies that the price is comparable to the market price charged to external parties. In the absence of such price, the Company will consider comparing the price of the goods or services with external prices under the same or similar conditions to ensure that such price is reasonable and for the maximum benefit of the Company. In addition, the Audit Committee acts as a reviewer of significant related party transactions and disclosure of related party transactions every quarter at the Board of Directors' meeting to ensure that there are no conflicts of interest between each other.

Future trends in related party transactions

The Audit Committee and the Company jointly oversee that such related party transactions that may occur in the future will be reasonable and have a fair return. However, since most of the related party transactions are normal business transactions and the Company has a policy to conduct transactions in businesses that complement each other, the related party transactions with related companies are likely to occur continuously in the future. The Company still adheres to the reasonableness and takes into account the appropriateness of the conditions and fair prices as the main principles.

9.2.4 Information on appraised assets and appraisal price in conjunction with the execution of related party transactions

Can be referred in attachment 4: assets for business undertaking and details of asset appraisal

Part 3 Financial Statement

Board of Directors' Responsibility Statement for the Financial Report

Declaration of the Directors' Responsibility for the Financial Statements

The Board of Directors of the Kulthorn Kirby Public Company Limited (KKC) has prepared the Company's financial statements to show its financial status and performance for 2025 under the Public Company Limited Act of 1992, the Accounting Act of 2000, the Securities and Exchange Act of 1992 and the announcement of the Capital Market Supervisory Board concerning the criteria, conditions and reporting method for the disclosure of information on financial status and performance of companies that issue securities.

The Board recognizes its duties and responsibility for directing a listed company, particularly the responsibility for financial statements of the Company and its subsidiaries including financial information that appears in the annual report of 2025. Such statements have been prepared under generally accepted accounting principles, with a suitable accounting policy chosen and due discretion exercised for sensible estimation. Adequate significant information has been disclosed in the notes to these financial statements for transparent use by shareholders and general investors.

The Board has instituted and maintained effective practices for the risk of company business and internal control systems to become reasonably confident of accurate, complete and adequate accounting information to retain Company assets and prevent frauds or significant anomalies in operation.

It is our view that KKC's internal control system is, on the whole, satisfactory and can reasonably assure us that the financial statements of KKC and its subsidiaries ended December 31, 2025 are reliable in accordance with Thai Financial Reporting Standards, legally sound and acceptable to relevant regulations.

Mr. Sutee Simakulthorn
Chairman

Auditor's Report

Kulthorn Kirby Public Public Company Limited And Subsidiary

Auditor's Report And Financial Statement

For the year ended December 31, 2025

INDEPENDENT AUDITOR'S REPORT

To the Board of Director and shareholders of Kulthorn Kirby Public Company Limited

Disclaimer of Opinion

I was engaged to audit 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 December 31, 2025, and the related consolidated statements of comprehensive income, consolidated changes in shareholders' equity and consolidated 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 December 31, 2025.

Basis for Disclaimer of Opinion

I considered multiple uncertainties collectively and unable to obtain sufficient appropriate audit evidence in issuing this independent auditor's report, as follows:

1 Use of Going Concern Assumption

1.1 Lack of Financial Liquidity and Debt Default

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 December 31, 2025 of Baht 1,173 million (the Company only: Baht 934 million). As at December 31, 2025, the Group's total current liabilities exceeded its total current assets by Baht 5,542 million (the Company only: Baht 5,711 million). The Group had deficit of Baht 6,547 million (the Company only: Baht 6,265 million) and capital deficit of Baht 2,715 million (the Company only: Baht 2,946 million).The major current liabilities of the Group consisted of the followings:

- Bank overdraft and short-term loans from financial institutions amounting to Baht 3,551 million (the Company only: Baht 2,150 million),
- Trade and other current payables amounting to Baht 1,539 million (the Company only: Baht 1,860million), and
- Current portion of long-term loans from financial institutions amounting to Baht 1,084 million (the Company only: Baht 1,052 million), most of which became payable on demand because the Group was unable to maintain financial ratios under the credit facility agreements and defaulted on debt repayments as described in Note 18.

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. 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 its product strategy by selecting products with higher margins, reducing production costs and other expenses to improve liquidity, requesting advance payments from customers, and obtaining financial support from the Company's major shareholder.

1.2 Filing for Business Rehabilitation and the Progress

On January 9, 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). Subsequently, on April 25, 2025, the Central Bankruptcy Court ordered the Company to undergo business rehabilitation and appointed the Company as the planner. However, on March 17, 2026, the creditors' meeting, by votes of a majority of creditors representing not less than two-thirds of the total debts of creditors attending and voting at the meeting, resolved not to accept the Company's rehabilitation plan. The Central Bankruptcy Court ordered the cancellation of the business rehabilitation order on April 1, 2026. As a result, the authority of the planner to manage the Company's business and assets ceased, and the Company's board of directors resumed its authority and duties to manage the Company's business and assets, while shareholders resumed their legal rights. Consequently, the automatic stay is no longer available, and creditors may proceed with civil actions, seizure of assets, or bankruptcy actions in the ordinary course. The Company may file a new rehabilitation petition in accordance with legal procedures and processes.

2. Items that I have not been able to obtain sufficient appropriate audit evidence caused by the limitation on situations

2.1 Properties, plant and equipment and investment in subsidiaries

As mentioned in the Note no. 13 and no. 11 to the Financial Statements, The Group has properties, plant and equipment in the Statement of Financial Position having book value as at December 3 1 , 2025 of Baht 3,325 million (Company only, Baht 2,309 million) and investment in subsidiaries in the separate financial statements of Baht 777 million). The allowance for impairment of both assets is calculated by the expected recoverable value of the asset based on the value in use which based on future cash flows in accordance with the Group's draft business rehabilitation plan (the original rehabilitation plan). However, the creditors' meeting subsequently resolved not to accept such business rehabilitation plan. The Board of Directors considers that it is appropriate to hire business advisors and financial advisors with specialized expertise in the industries in which the Company operates to advise and improve business management practices and propose debt restructuring with the Group's creditors, especially creditors of financial institutions. The company may consider the necessity of filing another petition for business rehabilitation, in accordance with the time frame and procedures of the relevant laws. The Management has not yet reviewed the allowance for impairment of properties, plant and equipment and investment in subsidiary as the Company is currently in the stage of negotiations and discussions with creditors regarding the revision of certain condition. Accordingly, I was unable to obtain sufficient and appropriate audit evidence to determine the effect, if any, on the amount of adjustment to Properties, plant and equipment and investments in the subsidiary due to the uncertainty of the future outcome incurred from the negotiations and actions of the Company and creditors.

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 including; negotiate debt repayment term, debt restructuring, reduce interest burdens, and obtain additional working capital facilities from financial institution creditors. In terms of operations, the Company plans to restructure its organization in order to reduce various expenses and align its cost structure with the current global trade and economic conditions. The Company must also effectively manage its sales operations by expediting the procurement of additional customer orders and seeking investors or strategic business partners to jointly invest in the production and distribution of the Company’s products.

Emphasis of the matter

I draw your attention to note no. 36.1 to the financial statements which describes the progress of the circumstances in which a creditor has filed requisition electricity bill payment under the process of the Business Rehabilitation Plan. My opinion remains unchanged in this matter.

Other Matters

The consolidated financial Statements of Kulthorn Kirby Public Company Limited and its subsidiaries and the separate financial statements of Kulthorn Kirby Public Company Limited as at December 31, 2024, which are presented as comparative information audited by other auditors whose report express disclaimer of opinion on the consolidated financial statements and separate financial statements for the year ended December 31, 2024, due to various material uncertainties that may be related to each other and the possibility of accumulating an impact on the financial statements that cause substantial doubt about the Group's ability to continue its operation in the report dated on March 28, 2025.

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

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

In preparing the consolidated and separate financial statements, management is responsible for assessing the Group’s and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group 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 Consolidated and Separate Financial Statements

My objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. However, because of the matter described in the Basis of Disclaimer of Opinion paragraph, I was unable to obtain the sufficient audit evidences for expressing my opinion on such financial statements.

I am independent from the Group in accordance with the Code of Ethics defined by Federation of Accounting Professions Professional Accountants relating to auditing consolidated and separate financial statements and I have complied with responsibilities of other Ethics in conformity with these requirements.

D I A International Audit Co., Ltd.

(Mr. Apipong Leongnarktongdee)
C.P.A. (Thailand)
Registration No. 12199

May 26, 2026

Financial Statements

Kulthorn Kirby Public Company Limited and its subsidiaries

Statements of financial position

As at December, 31 2025

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2025	2024	2025	2024
Assets					
Current assets					
Cash and cash equivalents	*7*	66,945,476	46,947,815	1,980,788	921,636
Trade and other current receivables	*8*	221,879,814	261,581,099	8,415,247	31,163,128
Inventories	*9*	578,085,039	642,880,470	368,442,043	390,484,664
Current tax assets		5,358,146	4,308,726	1,984,819	1,404,381
VAT receivable		12,903,743	32,852,769	11,861,683	22,722,745
Other current assets	*10*	52,550,395	54,813,625	28,218,909	18,687,860
Total current assets		937,722,613	1,043,384,504	420,903,489	465,384,414
Non-current assets					
Investments in subsidiaries	*11*	-	-	776,674,640	776,674,640
Investment in a joint venture	*12*	-	-	-	-
Property, plant and equipment	*13*	3,324,704,215	3,665,523,794	2,308,850,227	2,613,513,237
Right-of-use assets		9,574,876	9,655,150	574,261	1,905,100
Goodwill on business combination	*14*	-	-	-	-
Other intangible assets	*15*	17,844,866	24,341,223	13,126,369	17,633,705
Other non-current assets		9,786,524	11,931,634	803,241	803,241
Total non-current assets		3,361,910,481	3,711,451,801	3,100,028,738	3,410,529,923
Total assets		4,299,633,094	4,754,836,305	3,520,932,227	3,875,914,337

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 December, 31 2025

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2025	2024	2025	2024
Liabilities and shareholders' equity					
Current liabilities					
Bank overdrafts and short-term loans from					
financial institutions	*16*	3,550,562,449	3,547,872,481	2,150,078,901	2,148,237,320
Trade and other current payables	*17*	1,539,284,793	898,522,026	1,860,241,301	1,349,426,185
Short-term loans from related parties	*6*	-	-	779,237,053	777,237,053
Short-term loans from major shareholder	*6*	266,000,000	182,000,000	266,000,000	182,000,000
Current portion of long-term loans	*18*	1,084,096,704	1,061,558,917	1,051,717,149	1,051,717,149
Current portion of lease liabilities		1,849,789	3,393,579	1,894,702	1,330,839
Dividend payable		888,209	888,209	884,167	884,167
Other current liabilities	*19*	36,885,388	18,023,324	22,221,109	5,641,976
Total current liabilities		6,479,567,332	5,712,258,536	6,132,274,382	5,516,474,689
Non-current liabilities					
Long-term loans, net of current portion	*18*	3,379,618	35,475,758	-	-
Lease liabilities, net of current portion		5,992,824	1,008,262	38,559	602,422
Deferred tax liabilities	*28*	327,755,596	371,473,024	249,802,912	283,629,029
Non-current provision for employee benefits	*20*	198,122,806	218,955,165	84,760,607	101,023,485
Total non-current liabilities		535,250,844	626,912,209	334,602,078	385,254,936
Total liabilities		7,014,818,176	6,339,170,745	6,466,876,460	5,901,729,625

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 December, 31 2025

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2025	2024	2025	2024
Shareholders' equity					
Share capital					
Registered					
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
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		(6,546,501,317)	(5,572,597,855)	(6,264,696,473)	(5,479,635,231)
Other components of shareholders' equity		1,303,418,286	1,460,365,466	998,752,240	1,133,819,943
Total shareholders' equity (capital deficit)		(2,715,185,082)	(1,584,334,440)	(2,945,944,233)	(2,025,815,288)
Total liabilities and shareholders' equity		4,299,633,094	4,754,836,305	3,520,932,227	3,875,914,337

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 December, 31 2025

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2025	2024	2025	2024
Profit or loss:					
Revenues					
Revenue from contracts with customers	*6, 23, 28, 30*	2,109,403,703	2,633,240,000	759,920,629	959,377,226
Rental income		6,653,900	16,612,733	14,761,228	25,253,620
Gain on exchange		15,414,371	812,140	15,164,323	1,102,408
Other income		10,976,077	20,157,373	9,241,912	22,597,489
Total revenues		2,142,448,051	2,670,822,246	799,088,092	1,008,330,743
Expenses					
Cost of sales and services	*6*	2,307,401,441	2,507,936,343	1,025,537,777	958,474,588
Selling and distribution expenses		42,184,361	49,331,385	18,544,561	23,359,162
Administrative expenses		262,609,308	371,287,478	201,340,063	205,147,526
Other expenses	*24*	160,760,380	501,638,931	74,651,110	298,068,594
Loss from a joint venture		122,500	-	-	-
Impairment loss on assets		-	71,718,641	-	-
Impairment loss on investments					
in subsidiaries	*11*	-	-	-	615,493,879
Total expenses		2,773,077,990	3,501,912,778	1,320,073,511	2,100,543,749
Operating loss		(630,629,939)	(831,090,532)	(520,985,419)	(1,092,213,006)
Finance income		95,371	73,552	194	394
Finance cost	*25*	(578,184,923)	(472,622,295)	(447,018,294)	(421,187,329)
Loss before income tax		(1,208,719,491)	(1,303,639,275)	(968,003,519)	(1,513,399,941)
Income tax	*27*	35,610,093	64,932,091	33,826,117	32,589,476
Loss for the year		(1,173,109,398)	(1,238,707,184)	(934,177,402)	(1,480,810,465)

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 December, 31 2025

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2025	2024	2025	2024
Other comprehensive income:					
Other comprehensive income not to be reclassified					
to profit or loss in subsequent periods:					
Remeasurement gain on defined benefit plar	*20*	42,258,756	-	14,048,457	-
		42,258,756	-	14,048,457	-
Revaluation surplus on assets	*13*	-	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	*13*	-	(403,029,808)	-	-
Less: Income tax effect	*27*	-	80,605,962	-	-
		-	(322,423,846)	-	-
Other comprehensive income not to be reclassified to profit					
or loss in subsequent periods - net of income tax		42,258,756	330,510,100	14,048,457	388,856,898
Other comprehensive income for the year		42,258,756	330,510,100	14,048,457	388,856,898
Total comprehensive income for the year		(1,130,850,642)	(908,197,084)	(920,128,945)	(1,091,953,567)
Basic loss per share	*29*				
Loss attributable to equity holders of the Company		(0.78)	(0.83)	(0.62)	(0.99)

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 2025

(Unit: Baht)

	Consolidated financial statements							
						Other components of shareholders' equity		
						Other comprehensive income		
	Issued and fully paid-up share capital	Share premium	Surplus from business combination under common control	Retained earnings (deficits)		Revaluation surplus on assets	Total other components of shareholders' equity	Total shareholders' equity (capital deficit)
				Appropriated	Unappropriated			
Balance as at January, 1 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 December, 31 2024	1,500,000,000	700,000,000	207,897,949	120,000,000	(5,572,597,855)	1,460,365,466	1,460,365,466	(1,584,334,440)
Balance as at January, 1 2025	1,500,000,000	700,000,000	207,897,949	120,000,000	(5,572,597,855)	1,460,365,466	1,460,365,466	(1,584,334,440)
Loss for the year	-	-	-	-	(1,173,109,398)	-	-	(1,173,109,398)
Other comprehensive income for the year	-	-	-	-	42,258,756	-	-	42,258,756
Total comprehensive income for the year	-	-	-	-	(1,130,850,642)	-	-	(1,130,850,642)
Adjustment to beginning retained earnings								
Transfer revaluation surplus on assets to retained earnings (Note 21)	-	-	-		156,947,180	(156,947,180)	(156,947,180)	-
Balance as at December, 31 2025	1,500,000,000	700,000,000	207,897,949	120,000,000	(6,546,501,317)	1,303,418,286	1,303,418,286	(2,715,185,082)

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 December, 31 2025

(Unit: Baht)

	Separate financial statements					
					Other components of shareholders' equity	
					Other comprehensive income	Total
	Issued and fully paid-up		Retained earnings (deficits)		Revaluation	shareholders' equity
	share capital	Share premium	Appropriated	Unappropriated	surplus on assets	(capital deficit)
Balance as at January, 1 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 December, 31 2024	1,500,000,000	700,000,000	120,000,000	(5,479,635,231)	1,133,819,943	(2,025,815,288)
Balance as at January, 1 2025	1,500,000,000	700,000,000	120,000,000	(5,479,635,231)	1,133,819,943	(2,025,815,288)
Loss for the year	-	-	-	(934,177,402)	-	(934,177,402)
Other comprehensive income for the year	-	-	-	14,048,457	-	14,048,457
Total comprehensive income for the year	-	-	-	(920,128,945)	-	(920,128,945)
Transfer revaluation surplus on assets to retained earnings (Note 21)	-	-	-	135,067,703	(135,067,703)	-
Balance as at December, 31 2025	1,500,000,000	700,000,000	120,000,000	(6,264,696,473)	998,752,240	(2,945,944,233)

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 December, 31 2025

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2025	2024	2025	2024
Cash flows from operating activities				
Loss before tax	(1,208,719,491)	(1,303,639,275)	(968,003,519)	(1,513,399,941)
Adjustments to reconcile loss before tax to				
net cash provided by (paid from) operating activities:				
Depreciation and amortisation	398,812,600	512,398,731	310,460,883	291,469,018
Amortise right-of-use assets	80,273	12,516,964	1,330,839	1,362,716
Allowance for expected credit losses	11,224,671	918,191	21,892,095	9,241,254
The reduction of inventory to net realisable value (reversal)	17,505,093	(16,344,046)	29,024,848	792,517
Allowance for impairment loss on assets	-	(1,292,938)	-	(421,995)
Allowance for impairment loss				
on investments in subsidiaries	-	-	-	615,493,879
Allowance for impairment loss on assets	-	71,718,641	-	-
Loss on asset revaluation	-	2,397,015	-	2,397,015
Loss on sales of property, plant and equipment	(146,142)	651,039	(194,392)	717,509
Loss on write-off property, plant and equipment	-	396,481	-	117
Loss (gain) on write-off of lease liabilities	-	(2)	-	(2)
Write-off withholding tax	-	1,280,931	-	-
Provision for employee benefits	17,423,021	10,651,445	7,700,264	7,881,537
Subsidies income from government grants	(1,020,827)	(1,833,565)	(1,020,827)	(1,833,565)
Unrealised loss (gain) on exchange	(3,331,452)	(3,238,619)	(3,216,560)	(3,115,815)
Dividend income	(5,037)	(6,215)	(5,037)	(6,214)
Finance income	(95,372)	(73,552)	(194)	(394)
Finance cost	578,054,380	472,622,295	446,927,133	421,187,329
Loss from operating activities before changes in				
operating assets and liabilities	(190,218,283)	(240,876,479)	(155,104,467)	(168,235,035)

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 December, 31 2025

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2025	2024	2025	2024
Operating assets (increase) decrease				
Trade and other current receivables	28,465,430	41,301,740	821,331	10,956,794
Inventories	47,290,338	186,051,814	(6,982,228)	80,504,326
Other current assets	19,308,985	9,676,724	(2,261,097)	11,244,835
Other non-current assets	(10,040,435)	(9,678,716)	-	(13)
Operating liabilities increase (decrease)				
Trade and other current payables	101,500,558	(146,998,477)	80,882,342	(82,353,701)
Other current liabilities	19,882,890	2,241,379	24,157,008	(2,510,948)
Cash flows from (used in) operating activities	16,189,483	(158,282,015)	(58,487,111)	(150,393,742)
Cash paid for employee benefits	(11,401,000)	(7,808,612)	(5,577,000)	(360,000)
Interest received	95,371	73,552	194	394
Tax refund received	18,968,141	1,424,125	5,263,952	1,030,454
Interest paid	(62,303,917)	(47,768,026)	(25,572,438)	(20,654,119)
Corporate income tax paid	(4,928,741)	(4,308,727)	(1,318,917)	(1,404,381)
Net cash flows from (used in) operating activities	(43,380,663)	(216,669,703)	(85,691,320)	(171,781,394)
Cash flows from investing activities				
Acquisition of property, plant and equipment				
and intangible assets	(17,473,163)	(5,398,373)	(1,290,537)	(1,263,437)
Proceeds from sales of property, plant and equipment				
and intangible assets	274,063	1,019,741	194,392	3,111,675
Dividend income	5,037	6,215	5,037	6,215
Net cash flows from (used in) investing activities	(17,194,063)	(4,372,417)	(1,091,108)	1,854,453
Cash flows from financing activities				
Increase in bank overdrafts and short-term loans				
from financial institutions	88,861,269	984,641,750	27,151,025	55,400,178
Decrease in bank overdrafts and short-term loans				
from financial institutions	(86,171,301)	(889,935,151)	(25,309,445)	(73,145,933)
Increase in short-term loans from related parties	84,000,000	182,000,000	84,000,000	182,000,000
Decrease in short-term loans from related parties	-	-	-	(12,000,000)
Cash received from short-term loan from related parties	-	-	2,000,000	19,237,053
Repayment of long-term loans	(4,497,550)	(11,790,394)	-	(2,885,371)
Payment of principal portion of lease liabilities	(1,620,031)	(14,273,990)	-	(1,362,715)
Net cash flows from (used in) financing activities	80,572,387	250,642,215	87,841,580	167,243,212
Net increase (decrease) in cash and cash equivalents	19,997,661	29,600,095	1,059,152	(2,683,729)
Cash and cash equivalents at beginning of year	46,947,815	17,347,720	921,636	3,605,365
Cash and cash equivalents at end of year	66,945,476	46,947,815	1,980,788	921,636
	-	-	-	-

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 December, 31 2025

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2025	2024	2025	2024
Supplement cash flows information				
1) Non-cash related transaction for investing activities				
Revaluation surplus on assets	-	816,167	-	486,071
Decrease in revaluation assets due to				
impairment loss	-	(403,029,808)	-	-
Transfer fixed assets to intangible assets	-	702,009		-
Transfer right-of-use assets to fixed assets	-	25,360,594	-	-
Transfer to other liabilities - accrued employee benefits	12,223,000	-	4,523,794	-
2) Non-cash related transaction for financing activities				
Dividend payable	884,167	884,167	884,167	884,167

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

Notes to the Financial Statements

Kulthorn Kirby Public Company Limited and its subsidiaries

Notes to financial statements

For the year ended December, 31 2025

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 Basis 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 December, 31 2025 presented net loss from operations of Baht 1,173 million (the Company only: Baht 934 million). As at December, 31 2025, the Group's total current liabilities exceeded its total current assets by Baht 5,542 million (the Company only: Baht 5,711 million), the Group had accumulated deficit of Baht 6,547 million (the Company only: Baht 6,265 million), and capital deficit of Baht 2,715 million (the Company only: Baht 2,946 million). The Group's major current liabilities comprised bank overdrafts and short-term loans from financial institutions of Baht 3,551 million (the Company only: Baht 2,150 million), trade and other current payables of Baht 1,539 million (the Company only: Baht 1,860 million), and current portion of long-term loans from financial institutions of Baht 1,084 million (the Company only: Baht 1,052 million), most of which became payable on demand because the Group was unable to maintain financial ratios under the credit facility agreements and defaulted on debt repayments as described in Note 18.

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. 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 its product strategy by selecting products with higher margins, reducing production costs and other expenses to improve liquidity, requesting advance payments from customers, and obtaining financial support from the Company's major shareholder.

On January, 9 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)

On April, 25 2025, the Central Bankruptcy Court ordered the Company to undergo business rehabilitation and appointed the Company as the planner. Subsequently, on June, 4 2025, the Central Bankruptcy Court permitted the Company to enter into borrowing transactions with Simakulthorn Holding Co.,Ltd. (the major shareholder) in a credit line not exceeding Baht 100 million, under the supervision of the official receiver.

On November, 4 2025, the Company submitted the rehabilitation plan to the official receiver for a creditors' meeting and for approval by the creditors' meeting and the Central Bankruptcy Court.

Subsequently, on March, 17 2026, the creditors' meeting, by votes of a majority of creditors representing not less than two-thirds of the total debts of creditors attending and voting at the meeting, resolved not to accept the Company's rehabilitation plan. The Central Bankruptcy Court ordered the cancellation of the business rehabilitation order on April, 1 2026. As a result, the authority of the planner to manage the Company's business and assets ceased, and the Company's board of directors resumed its authority and duties to manage the Company's business and assets, while shareholders resumed their legal rights. Consequently, the automatic stay is no longer available, and creditors may proceed with civil actions, seizure of assets, or bankruptcy actions in the ordinary course. The Company may file a new rehabilitation petition in accordance with legal procedures and processes.

The Company's board of directors will consider plans and appoint specialist advisors to identify appropriate approaches to negotiations with each creditor and proceed with the Company's filing of a new rehabilitation petition in accordance with applicable legal procedures and processes.

The Group's ability to continue as a going concern depends on the success of all measures, including accelerating customer orders, obtaining working capital funding, finding business partners or alliances to jointly manufacture and sell products, restructuring the organisation to reduce expenses in various areas to suit current circumstances, and negotiating with creditors and filing a new rehabilitation petition.

Management believes that the preparation of the financial statements on a going concern basis remains appropriate because the Company can continue operations for at least 12 months from the date of the statement of financial position. Accordingly, the financial statements do not include adjustments to asset values at expected selling price, liabilities at the amounts expected to be repaid, or reclassifications that may be necessary should the Group be unable to continue as a going concern.

If the going concern basis is not appropriate and the consolidated and separate financial statements are required to be prepared on a liquidation basis, the carrying amounts of assets and liabilities may differ significantly from the amounts currently recorded. In such circumstances, accounting adjustments may be necessary to reflect the fact that assets may have to be disposed of other than in the normal course of business and at values that may differ significantly from those currently presented.

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	
			2025	2024
			Percent	Percent
Subsidiaries held by the Company				
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
Subsidiaries held by Kulthorn Materials and Controls Company Limited				
Kulthorn Metal Products Company Limited	Generating and distribution of electricity by solar rooftop and sale of electricity	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 January, 1 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 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 January, 1 2026

The Federation of Accounting Professions issued a number of revised financial reporting standards, which are effective for fiscal years beginning on or after January, 1 2026. 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 asset subsequently becomes credit-impaired, in which case 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 Investments in associates

Associates are entities over which the Group has significant influence but not control or joint control. Investments in associates are presented in the separate financial statements using the cost method less allowance for impairment (if any).

4.8 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:

	Useful lives
Computer software	3 and 10 years

4.9 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.

4.10 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.

4.11 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.

4.12 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.

4.13 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.

4.14 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.

4.15 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.

4.16 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.

4.17 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.

4.18 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.

4.19 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.

4.20 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.

4.21 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				
	Consolidated financial statements		Separate financial statements		Pricing policy
	2025	2024	2025	2024	
Transactions with subsidiaries (eliminated from the consolidated financial statements)					
Purchases of goods	-	-	183	187	Market price
Sales and service income and scraps sales	-	-	31	55	Approximate market price
Interest expenses	-	-	61	60	Interest rate at 7.55 - 7.80 percent per annum
Other income	-	-	7	9	Mutually agreed price as stipulated in the contract
Rental income	-	-	11	11	Mutually agreed price as stipulated in the contract
Other expenses	-	-	37	53	Mutually agreed price as stipulated in the contract
Transactions with related companies					
Sales and service income and scraps sales	226	394	18	148	Approximate market price
Purchases of goods	4	4	3	4	Market price
Rental expenses	3	3	-	-	Mutually agreed price as stipulated in the contract
Interest expenses	4	1	4	1	Interest rate at 1.5 percent per annum
Other expenses	3	7	-	1	Mutually agreed price as stipulated in the contract

The balances of the accounts as at December, 31 2025 and 2024 between the Group and those related parties are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2025	2024	2025	2024
Trade and other current receivables - related parties (Note 8) - Net				
Subsidiaries	-	-	-	28,156
Related companies (related by common director/shareholder)	31,479	43,187	-	1,995
Total trade and other current receivables - related parties	31,479	43,187	-	30,151
Trade and other current payables - related parties (Note 16) - Net				
Subsidiaries	-	-	720,470	711,375
Related companies (related by common director/ shareholder)	39,711	26,656	34,060	15,971
Total trade and other current payables - related parties	39,711	26,656	754,530	727,346

Short-term loans from related parties

As at December, 31 2025 and 2024, 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 December, 31 2024	Increase during the year	Decrease during the year	Balance as at December, 31 2025
Short-term loans from subsidiaries				
Kulthorn Premier Co., Ltd.	461,000	-	-	461,000
Kulthorn Kirby Foundry Co., Ltd.	157,000	-	-	157,000
Kulthorn Materials and Controls Co., Ltd.	33,237	-	-	33,237
Kulthorn Steel Co., Ltd.	126,000	7,000	5,000	128,000
Total	777,237	7,000	5,000	779,237

(Unit: Thousand Baht)

	Separate financial statements			
	Balance as at December, 31 2024	Increase during the year	Decrease during the year	Balance as at December, 31 2025
Short-term loans from related party				
Major shareholder	182,000	84,000	-	266,000
Total	182,000	84,000	-	266,000

In 2024, the Company entered into a loan agreement with a major shareholder for a credit facility of THB 200 million. During 2024, the Company gradually drew down loans totaling THB 182 million, and during the first quarter of 2025, the Company drew down an additional THB 18 million, resulting in the full utilization of the total credit facility amounting to THB 200 million.

These loans are repayable within one year from the date of each draw down. The loans initially carried an interest rate of THOR + 2.50% per annum, with interest accruing from July, 19 2024 onwards, and interest payments due annually. Subsequently, in November 2024, the major shareholder revised the interest rate to 1.50% per annum, effective retroactively from the commencement date of the loan agreement.

Subsequently, on June, 4 2025, the Central Bankruptcy Court approved the Company's borrowing transaction from a major shareholder under a loan facility of not exceeding THB 100 million. During the third quarter of 2025, the Company drew down THB 66 million from such facility to be used as working capital for the Company's operations. The loan bears interest at the rate of THOR + 2.5% per annum and is repayable within one year from the date of each drawdown.

Directors and management's remuneration

During the years ended December, 31 2025 and 2024, the Group had employee benefit expenses payable to their directors and management as below:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2025	2024	2025	2024
Short-term employee benefits	27,166	31,603	10,541	13,953
Post-employment benefits	1,363	1,816	126	500
Total	28,529	33,419	10,667	14,453

7. Cash and cash equivalents

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2025	2024	2025	2024
Cash	1,077	2,907	593	403
Bank deposits	65,869	44,041	1,388	519
Total	66,946	46,948	1,981	922

As at December, 31 2025, bank deposits in savings accounts carried interests at the rate between 0.30 and 0.50 percent per annum (2024: between 0.40 and 0.50 percent per annum).

8. Trade and other current receivables

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2025	2024	2025	2024
Trade receivables - related parties				
Not yet due	36,159	37,377	2,846	8,580
Overdue				
Less than 3 months	7,014	5,578	4,820	8,108
3 - 6 months	-	334	4,043	2,519
6 - 12 months	-	1,147	7,860	1,200
Over 12 months	672	-	601	64
Total	43,845	44,436	20,170	20,471
Less: Allowance for expected credit losses	(12,366)	(1,249)	(20,170)	(8,971)
Total trade receivables - related parties	31,479	43,187	-	11,500
Trade receivables - unrelated parties				
Not yet due	136,421	166,334	1,853	36
Overdue				
Less than 3 months	51,180	49,727	6,673	501
3 - 6 months	133	1,246	133	166
6 - 12 months	22	583	21	125
Over 12 months	12,727	12,593	2,726	2,533
Total	200,483	230,483	11,406	3,361
Less: Allowance for expected credit losses	(13,542)	(13,434)	(3,178)	(2,697)
Total trade receivables - unrelated parties	186,941	217,049	8,228	664
Total trade receivables - net	218,420	260,236	8,228	12,164
Other current receivables				
Other current receivables - related parties	-	-	10,845	19,284
Other current receivables - unrelated parties	3,459	1,345	187	348
Total	3,459	1,345	11,032	19,632
Less: Allowance for expected credit losses	-	-	(10,845)	(633)
Total other current receivables - net	3,459	1,345	187	18,999
Total trade and other current receivables – net	221,879	261,581	8,415	31,163

The normal credit term is 7 to 90 days.

8. Trade and other current receivables (Continue)

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

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2025	2024	2025	2024
Beginning balance	14,683	13,765	12,301	3,059
Reversal of allowance for expected credit losses	-	-	-	-
Allowance for expected credit losses	11,225	918	21,891	9,242
Ending balance	25,908	14,683	34,192	12,301

9. Inventories

(Unit: Thousand Baht)

	Consolidated financial statements					
	Cost		Reduce cost to net realisable value		Inventories - net	
	2025	2024	2025	2024	2025	2024
Finished goods	109,757	116,152	(14,566)	(21,130)	95,191	95,022
Work in process	198,682	209,888	(52,418)	(37,888)	146,264	172,000
Raw materials	436,191	470,409	(109,260)	(99,720)	326,931	370,689
Goods in transit	9,699	5,169	-	-	9,699	5,169
Total	754,329	801,618	(176,244)	(158,738)	578,085	642,880

(Unit: Thousand Baht)

	Separate financial statements					
	Cost		Reduce cost to net realisable value		Inventories - net	
	2025	2024	2025	2024	2025	2024
Finished goods	57,988	41,799	(8,986)	(4,664)	49,002	37,135
Work in process	134,892	139,560	(44,821)	(29,550)	90,071	110,010
Raw materials	314,695	325,424	(93,969)	(84,537)	220,726	240,887
Goods in transit	8,643	2,453	-	-	8,643	2,453
Total	516,218	509,236	(147,776)	(118,751)	368,442	390,485

9. Inventories (continue)

During the current year, the Group reversed the write-down of cost of inventories by Baht 17.5 million, and reduced the amount at inventories reconised as expenses during the year (2024: recorded the write-down of cost of inventories by Baht 16.3 million) (The Company only: recorded the write-down of cost of inventories by Baht 29 million (2024: Baht 0.8 million), this was included in cost of sales).

10. Other current assets

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2025	2024	2025	2024
Advance payment	16,188	6,958	14,821	5,789
Income tax refundable	11,309	15,320	4,525	4,668
Others	25,053	32,536	8,873	8,231
Total	52,550	54,814	28,219	18,688

11. Investments in subsidiaries

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

follows:

(Unit: Thousand Baht)

Company's name	Paid-up capital		Shareholding percentage		Cost	
	2025	2024	2025	2024	2025	2024
			(%)	(%)		
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)	(2,853,205)
Investments in subsidiaries - net					776,674	776,674

The Company did not receive dividends during the years ended 31 December 2025 and 2024.

12. Investments in Associate

12.1 Investments in associates are as follows:

					(Unit:Baht)	
			Unit: Baht	Unit: Percent	Consolidated financial statements	Separate financial statements
Company Name	Business Type	Established	Registered capital	Investment proportion	Equity Method	Cost Method
		Domestic	2568	2568	2568	2568
Kulthorn Bingfeng Company Limited	Importing compressor components for assembly and distribution of compressor product to ice maker manufacturer in Thailand.	Thailand	1,000,000	49	-	127,500
Total					-	127,500

On January, 22 2025, the subsidiary (Kulthorn Premier Company Limited) 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) to jointly establish and invest in a joint venture company named Kulthorn Bingfeng Company Limited ("KBF") under the laws of Thailand. KBF was established with the objective of importing compressor parts for assembly and distribution of compressor products to ice maker manufacturers in Thailand.

Kulthorn Bingfeng Company Limited was incorporated on February, 13 2025 with a registered capital of THB 1,000,000, divided into 10,000 ordinary shares with a par value of THB 100 per share. The Subsidiary holds 4,900 ordinary shares, representing 49% of the total issued shares, and BF holds 4,900 ordinary shares, representing 49% of the total issued shares.

For the year 2025, the aforementioned subsidiary invested THB 0.12 million in the shares of Kulthorn Bingfeng Company Limited (4,900 ordinary shares, with paid-up value of THB 25 per share and par value of THB 100 per share), representing a 49% shareholding interest.

13. Property, plant and equipment

(Unit: Thousand Baht)

	Consolidated 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 January, 1 2024	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 December, 31 2024	1,366,194	2,884,022	10,093,382	1,305,572	199,598	113,601	220,200	16,182,569
Additions	-	-	15,323	-	4	-	2,131	17,458
Revaluation assets	-	-	-	-	-	-	-	-
Transfer in (out)	-	3,261	1,547	1,798	101	-	(7,094)	(387)
Transfer to intangible assets	-	-	-	-	-	-	-	-
Transfer from right-of-use assets (Note 18)	-	-	-	-	-	-	-	-
Disposals/write-off	-	-	-	-	-	(589)	(4,632)	(5,221)
As at December, 31 2025	1,366,194	2,887,283	10,110,252	1,307,370	199,703	113,012	210,605	16,194,419
Accumulated depreciation								
As at January, 1 2024	-	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 December, 31 2024	-	1,735,228	8,219,130	1,279,722	195,359	112,607	-	11,542,046
Depreciation for the year	-	93,700	237,476	17,921	3,267	710	-	353,074
Disposals/ write-off	-	-	-	-	-	(439)	-	(439)
As at December, 31 2025	-	1,828,928	8,456,606	1,297,643	198,626	112,878	-	11,894,681
Allowance for impairment loss								
As at January, 1 2024	-	195,638	271,149	1,830	309	80	32,970	501,976
Increased	-	159,564	310,359	862	733	7	2,791	474,351
Reversal	-	(946)	(176)	-	-	-	(171)	(1,293)
As at December, 31 2024	-	354,256	581,332	2,692	1,042	87	35,590	975,034
Increased	-	-	-	-	-	-	-	-
Reversal	-	-	-	-	-	-	-	-
As at December, 31 2025	-	354,256	581,332	2,692	1,042	87	35,590	975,034
Net book value								
As at December, 31 2024	1,366,194	794,538	1,292,920	23,158	3,197	907	184,610	3,665,524
As at December, 31 2025	1,366,194	704,099	1,072,314	7,035	-	47	175,015	3,324,704

Depreciation for the year	
2024 (Baht 46 million included in administrative expenses, and the remaining balance in manufacturing cost)	503,422
2025 (Baht 54 million included in administrative expenses, and the remaining balance in manufacturing cost)	353,074

(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 January, 1 2024	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 December, 31 2024	1,085,640	1,316,439	5,026,559	822,093	103,826	48,934	224,122	8,627,613
Additions	-	-	-	-	-	-	2,117	2,117
Revaluations	-	-	-	-	-	-	-	-
Transfer in (out)	-	3,261	-	1,798	101	-	(5,160)	-
Disposal/write-off	-	-	-	-	-	(439)	(389)	(828)
As at December, 31 2025	1,085,640	1,319,700	5,026,559	823,891	103,927	48,495	220,690	8,628,902
Accumulated depreciation								
As at January, 1 2024	-	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 December, 31 2024	-	700,049	4,097,768	810,962	102,246	48,844	-	5,759,869
Depreciation for the year	-	63,851	237,734	3,962	785	59	-	306,391
Disposal/write-off	-	-	-	-	-	(439)	-	(439)
As at December, 31 2025	-	763,900	4,355,502	814,924	103,031	48,464	-	6,065,821
Allowance for impairment loss								
As at January, 1 2024	-	104,629	120,501	1,830	307	28	27,358	254,653
Reversal	-	-	(176)	-	-	-	(246)	(422)
As at December, 31 2024	-	104,629	120,325	1,830	307	28	27,112	254,231
Reversal	-	-	-	-	-	-	-	-
As at December, 31 2025	-	104,629	120,325	1,830	307	28	27,112	254,231
Net book value								
As at December, 31 2024	1,085,640	511,761	808,466	9,301	1,273	62	197,010	2,613,513
As at December, 31 2025	1,085,640	451,171	507,731	7,137	589	3	193,578	2,308,850

Depreciation for the year

2024 (Baht 20 million included in administrative expenses, and the remaining balance in manufacturing cost)	285,504
2025 (Baht 24 million included in administrative expenses, and the remaining balance in manufacturing cost)	306,392

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 revaluations in 2024 showed increases of Baht 814 million (the Company only: Baht 484 million) in the net book value of the Group's land, land improvement and buildings.

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 December, 31 2025 and 2024 would have been as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2025	2024	2025	2024
Land	359,547	359,547	223,544	223,544
Land improvement and building	438,593	444,208	276,388	312,170
Machineries	626,414	752,921	347,250	427,532

As at December, 31 2025, 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 8,581 million (2024: Baht 8,450 million) (The Company only: Baht 4,689 million, 2024: Baht 4,705 million).

The Group pledged their land and buildings and machineries thereon, of which net book value amounted to approximately Baht 1,460 million (2024: Baht 1,868 million) (the Company only: Baht 787 million, 2024: Baht 887 million), with financial institutions as collateral to secure loans as discussed in Note 18.

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 16.

14. Goodwill on business combination

(Unit: Thousand Baht)

	Consolidated financial statements	
	2025	2024
Goodwill on business combination	37,620	37,620
Less: Accumulated impairment loss	(37,620)	(37,620)
Net book value	-	-

15. Other intangible assets

The net book value of other intangible assets i.e. computer software, as at December, 31 2025 and 2024 is presented below.

(Unit: Thousand Baht)

	Consolidated financial statements	Separate financial statements
As at December, 31 2025		
Cost	179,600	106,367
Increase	15	-
Less: Accumulated amortisation	(158,089)	(90,435)
Less: Allowance for impairment loss	(3,682)	(2,806)
Net book value	17,844	13,126
As at December, 31 2024		
Cost	178,898	106,367
Transfer in from fixed assets	702	-
Less: Accumulated amortisation	(151,577)	(85,927)
Less: Allowance for impairment loss	(3,682)	(2,806)
Net book value	24,341	17,634

A reconciliation of the net book value of intangible assets for the years 2025 and 2024 is presented below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate Financial statements	
	2025	2024	2025	2024
Net book value at beginning of year	24,341	33,049	17,634	23,599
Transfer in from fixed assets	15	702	-	-
Amortisation	(6,512)	(8,977)	(4,508)	(5,965)
Impairment loss recognised	-	(433)	-	-
Net book value at end of year	17,844	24,341	13,126	17,634

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

(Unit: Thousand Baht)

	Interest rate (percent per annum)	Consolidated financial statements		Separate financial statements	
		2025	2024	2025	2024
Bank overdrafts	6.44 - 7.35	140,917	201,309	16,636	40,922
Short-term loans	6.35 - 15.00	1,172,803	1,109,714	860,842	834,714
Trust receipts	4.25 - 15.00	1,348,147	1,348,147	561,099	561,099
Packing credit	5.65 - 15.00	888,696	888,702	711,502	711,502
Total		3,550,563	3,547,872	2,150,079	2,148,237

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 November, 30 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 April, 25 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 August, 25 2024, while maintaining the terms and interest rate. However, the Company was unable to repay such loans when they became due on January, 25 2025.

On March, 1 2024, the Company was formally notified by a financial institution that the overdraft facility of Baht 25 million would be temporarily suspended, effective Mach, 8 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.

In September 2025, a bank filed civil lawsuits with the Central Intellectual Property and International Trade Court and the Minburi Civil Court against the Company's subsidiaries, totaling four companies, as defendants, for breach of agreements relating to letters of credit, trust receipts, current accounts, overdrafts, promissory notes, export financing, credit cards, and mortgages, with a total claim amount of Baht 728.62 million. The cases are currently under the stage of plaintiff and defendant witness examination. Subsequently, in April 2026, the bank issued a demand letter requesting the Company to repay the loan.

In January 2026, another bank issued a notice of mortgage enforcement and demand for repayment to the Group in connection with breaches of agreements relating to foreign currency promissory notes for import transactions, promissory note sale agreements, trust receipts, overdrafts, and letter of guarantee fees, with total outstanding debt of Baht 2,394.04 million. In March 2026, the bank filed civil lawsuits with the Kabin Buri Provincial Court, Chachoengsao Provincial Court, Minburi Civil Court, and the Central Intellectual Property and International Trade Court against the Company's subsidiaries, totaling five companies, as defendants, with a total claim amount of Baht 2,112.95 million. The bank claimed interest at rates ranging from 9.5% to 15% per annum on the principal amount of Baht 1,611.64 million (Company only: Baht 350 million), from the filing date onward. The cases are currently under court proceedings. Subsequently, on May, 21 2026, the bank issued a revised notice of mortgage enforcement and demand for repayment from the Company in relation to breaches of promissory note sale agreements, overdrafts, and export promissory notes (P/N Export), with outstanding debt of Baht 483.93 million. The Company's status was changed from debtor and mortgagor in its capacity as a plan preparer to debtor and mortgagor.

17. Trade and other current payables

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2025	2024	2025	2024
Trade payables – related parties	2,899	8,898	598,537	614,149
Trade payables – unrelated parties	153,578	193,598	74,868	82,180
Other current payables – related parties	31,448	16,694	34,060	32,372
Other current payables – unrelated parties	229,125	128,049	197,129	94,842
Accrued interest expenses to related parties	5,364	1,064	121,933	80,825
Accrued interest expenses to unrelated parties	1,021,954	461,384	766,068	385,822
Accrued expenses – unrelated parties	94,917	88,835	67,649	59,236
Total trade and other current payables	1,539,285	898,522	1,860,241	1,349,426

18. Long-term loans

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2025	2024	2025	2024
Long-term loans	1,087,476	1,097,035	1,051,717	1,051,717
Less: current portion	(1,084,096)	(1,061,559)	(1,051,717)	(1,051,717)
Long-term loans, net of current portion	3,380	35,476	-	-

Movements of the long-term loan account during the years ended December, 31 2025 and 2024 are summarised below:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2025	2024	2025	2024
Beginning balance	1,097,035	1,108,825	1,051,717	1,054,603
Addition during the year	-	-	-	-
Repayments	(9,559)	(11,790)	-	(2,886)
Ending balance	1,087,476	1,097,035	1,051,717	1,051,717

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 March, 31 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 March, 31 2021. The Group executed the Third Amendment Agreement to the Credit Facility Agreement for such loan repayment extension with the three financial institutions on April, 30 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 March, 31 2022. The Group executed the Fourth Amendment Agreement to the Credit Facility Agreement for such loan repayment extension with the three financial institutions on April, 29 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 March, 31 2023 for the principal amount from the two financial institutions. The Group is required to start the repayment on December, 31 2023 with total amount of Baht 360 million. After that, the Group has to repay Baht 90 million on a quarterly basis, starting from March, 31 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 June, 29 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 December, 31 2025 and 2024, the Group was unable to maintain interest bearing debt to EBITDA plus extraordinary item and non-cash items ratio and debt to equity ratio, as specified in the Credit Facility Agreement, Moreover, since December, 31 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 Reportion Standards. Subsequently, in April 2026, the company received a repayment notice from a bank.

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.

19. Other current liabilities

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2025	2024	2025	2024
Warranty reserve	3,198	2,249	3,084	2,028
Deferred income	6,099	2,896	1,875	2,896
Others	27,588	12,878	17,262	718
Total	36,885	18,023	22,221	5,642

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	
	2025	2024	2025	2024	2025	2024
Provision for employee benefits at						
beginning of year	215,127	212,133	2,830	3,979	217,957	216,112
Included in profit or loss:						
Current service cost	12,290	5,309	203	349	12,493	5,658
Interest cost	4,866	4,900	64	94	4,930	4,994
Actuarial loss (gain) arising from						
Financial assumptions changes	-	-	123	-	123	-
Demographic assumptions changes	-	-	1	-	1	-
Experience adjustments	-	-	165	-	165	-
Included in other comprehensive income:						
Actuarial loss (gain) arising from						
Financial assumptions changes	3,190	-	-	-	3,190	-
Demographic assumptions changes	(5,810)	-	-	-	(5,810)	-
Experience adjustments	(11,303)	-	-	-	(11,303)	-
Included in other comprehensive income:	(10,816)	(7,238)	(585)	(571)	(11,401)	(7,809)
Transferred to other liabilities – accrued						
employee benefits	(12,223)				(12,223)	
Provision for employee benefits at						
end of year	195,321	215,104	2,801	3,851	198,122	218,955

(Unit: Thousand Baht)

	Separate financial statements					
	Retirement benefits plan		Long service awards plan		Total	
	2025	2024	2025	2024	2025	2024
Provision for employee benefits at beginning of year	98,856	91,213	2,167	2,289	101,023	93,502
Included in profit or loss:						
Current service cost	5,320	5,514	167	185	5,487	5,699
Interest cost	2,163	2,129	50	53	2,213	2,182
Actuarial loss (gain) arising from						
Financial assumptions changes	-	-	96	-	96	-
Demographic assumptions changes	-	-	(22)	-	(22)	-
Experience adjustments	-	-	112	-	112	-
Included in other comprehensive income:						
Actuarial loss (gain) arising from						
Financial assumptions changes	1,342	-	-	-	1,342	-
Demographic assumptions changes	(5,126)	-	-	-	(5,126)	-
Experience adjustments	(10,264)	-	-	-	(10,264)	-
Benefits paid during the year	(5,139)	-	(438)	(360)	(5,577)	(360)
Transferred to other liabilities – accrued employee benefits	(4,523)	-	-	-	(4,523)	-
Provision for employee benefits at end of year	82,629	98,856	2,132	2,167	84,761	101,023

The Group expects to pay employee benefits within the next year of approximately Baht 21.7 million (the Company only: Baht 10.1 million) (2024: Baht 19.7 million, the Company only: Baht 6.6 million).

As at December, 31 2025, the weighted average duration of the liabilities for long-term employee benefit is 9 years (Separate financial statements: 9 years) (2024: 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	
	2025	2024	2025	2024
Discount rate	1.35 – 1.94	2.6	1.61	2.6
Future salary increase rate				
(depending on age)	4.0	4.5 - 6.0	4.0	4.5 - 6.0

The result of sensitivity analysis for significant assumptions that affect the present value of the employee benefit obligation as at December, 31 2025 and 2024 are summarized below:

(Unit: Million Baht)

	As at December, 31 2025			
	Consolidated financial statements		Separate financial statements	
	Increase 1%	Decrease 1%	Increase 1%	Decrease 1%
Discount rate	(12.73)	14.35	(5.16)	5.77
Future salary increase rate	13.16	(11.98)	5.45	(4.98)

(Unit: Million Baht)

	As at December, 31 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)

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 financial statements		Separate financial statements	
	2025	2024	2025	2024
Balance - beginning of year	1,460,365	1,358,081	1,133,820	874,143
Add: Revaluation	-	652,934	-	388,857
Less: Amortisation	(156,947)	(228,226)	(135,068)	(129,180)
Less: Allowance for impairment loss	-	(322,424)	-	-
Balance - end of year	1,303,418	1,460,365	998,752	1,133,820

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 financial statements		Separate financial statements	
	2025	2024	2025	2024
Type of goods or service:				
Sales of goods	2,067,431	2,585,166	755,036	955,536
Service income	35,801	41,061	4,602	2,918
Income from scrap sales	6,171	7,013	283	923
Total revenue from contracts with customers - recognised at a point in time	2,109,403	2,633,240	759,921	959,377

24. Other expenses

During the year, the Group has suffered from a lack of financial liquidity and working capital for purchasing raw materials for production as described in Note 1.2. As a result, the Group could not produce at normal capacity. Therefore, in order to present production costs accurately and reasonably, the Group allocated idle fixed overhead costs for the year ended December, 31 2025 of Baht 161 million (2024: Baht 502 million), the Company only: Baht 75 million (2024: Baht 298 million), from production costs and recognised such costs as other expenses in the statement of comprehensive income.

25. Finance cost

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2025	2024	2025	2024
Interest expenses on borrowings	578,291	471,906	446,927	421,005
Interest expenses on lease liabilities	(106)	716	91	182
Total	578,185	472,622	447,018	421,187

26. Expenses by nature

Significant expenses classified by nature are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2025	2024	2025	2024
Raw materials and consumables used	1,387,434	1,643,802	410,670	637,256
Decrease in inventories of finished goods and work in progress	17,601	127,467	11,521	31,833
Salaries, wages and other employee benefits	335,472	527,194	176,685	229,460
Depreciation and amortisation expenses	458,724	524,916	311,792	292,832

27. Income tax

Income tax for the years ended December, 31 2025 and 2024 are made up as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2025	2024	2025	2024
Current income tax:				
Current income tax charge	-	-	-	-
Deferred tax:	-	-	-	-
Relating to origination and reversal of temporary differences	(35,610)	(64,932)	(33,826)	(32,589)
Income tax expenses reported in profit or loss	(35,610)	(64,932)	(33,826)	(32,589)

The amounts of income tax relating to each component of other comprehensive income for the years ended December, 31 2025 and 2024 are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2025	2024	2025	2024
Deferred tax on revaluation surplus of machineries	-	163,233	-	97,214
Deferred tax on change in revaluation surplus of assets	-	(80,606)	-	-
	-	82,627	-	97,214

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

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2025	2024	2025	2024
Accounting loss before tax	(1,208,719)	(1,303,639)	(968,003)	(1,513,400)
Applicable tax rate	20%	20%	20%	20%
Accounting loss before tax multiplied by income tax rate	(241,744)	(260,728)	(193,600)	(302,680)
Effects of:				
Promotional privileges (Note 28)	(273)	(288)	-	-
Non-deductible expenses	69,881	50,213	48,535	31,983
Additional expense deductions allowed	(29)	(2,588)	-	(359)
Others	(6)	(1,493)	-	(46)
Total	69,573	45,844	41,912	31,578
Unrecognised tax loss	136,561	149,952	117,862	238,513
Income tax expenses reported in profit or loss	(35,610)	(64,932)	(33,826)	(32,589)

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

(Unit: Thousand Baht)

	Statements of financial position			
	Consolidated financial statements		Separate financial statements	
	2025	2024	2025	2024
Deferred tax liabilities				
Revaluation surplus of land, building and machineries	325,855	365,726	249,688	283,248
Lease liabilities	1,901	5,747	115	381
Total	327,756	371,473	249,803	283,629
Deferred tax liabilities - net	(327,756)	(371,473)	(249,803)	(283,629)

(Unit: Thousand Baht)

	Statements of financial position			
	Consolidated financial statements		Separate financial statements	
	2025	2024	2025	2024
Statement of financial position				
Deferred tax assets	-	-	-	-
Deferred tax liabilities	(327,755)	(371,473)	(276,356)	(283,629)
Deferred tax liabilities - net	(327,755)	(371,473)	(276,356)	(283,629)

As at December, 31 2025, the Group has unused tax losses totaling Baht 2,540 million (2024: Baht 4,112 million), for which deferred tax assets have not been recognised because 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 2,540 million will expire by the year 2030.

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 January, 31 2020 until January, 30 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.	January, 31 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 760 million for the year ended 31 December 2025 (2024: Baht 958 million) included revenue from manufacturing and sales derived from promoted operations of approximately Baht 7 million (2024: Baht 362 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 commending 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 July, 8 2012 until July, 7 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 March, 5 2021 until March, 4 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	July, 8 2012	March, 5 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 January, 13 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	January, 14 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 December, 24 2019 until December, 23 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 December 27, 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 December, 27 2025	Granted an extension until September, 11 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 December, 27 2025	Granted an extension until September, 11 2025
3. Date of first earning operating income	December, 24 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 January, 31 2021 until January, 30 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 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.	
3. Date of first earning operating income	January, 31 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	
	2025 (Thousand Baht)	2024 (Thousand Baht)	2025 (Thousand shares)	2024 (Thousand shares)	2025 (Baht)	2024 (Baht)
Consolidated financial statements						
Basic loss per share						
Loss attributable to equity holders of the Company	(1,173,109)	(1,238,707)	1,500,000	1,500,000	(0.78)	(0.83)
Separate financial statements						
Basic loss per share						
Loss attributable to equity holders of the Company	(934,177)	(1,480,810)	1,500,000	1,500,000	(0.62)	(0.99)

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 December, 31 2025 and 2024:

(Unit: Thousand Baht)

For the year ended December, 31 2025	Compressors and parts	Enameled wire	Steel sheet	Steel coil center	Others	Total reportable segments	Adjustments and eliminations	Consolidated
Revenue from external customers	956,733	438,197	312,885	401,569	19	2,109,403	-	2,109,404
Inter-segment revenue	106,946	36,946	97,729	65,951	195	307,767	(307,767)	-
Rental Income								6,653
Gain on exchange rate								15,414
Other income								10,976
Total income								2,142,448
Cost of sales and services								(2,307,401)
Selling and distribution expenses								(42,184)
Administrative expenses								(262,609)
Other expenses								(160,760)
Loss from a joint venture								(123)
Total expense								(2,773,078)
Loss from operations								(630,630)

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(Unit: Thousand Baht)

For the year ended 31 December 2024	Compressors and parts	Enameled wire	Steel sheet	Steel coil center	Others	Total reportable segments	Adjustments and eliminations	Consolidated
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)	-
Rental Income								16,613
Gain on exchange rate								812
Other income								20,157
Total income								2,670,882
Cost of sales and services								(2,507,936)
Selling and distribution expenses								(49,331)
Administrative expenses								(371,287)
Other expenses								(501,639)
Loss on impairment of Assets								(71,719)
Total expense								(3,501,913)
Loss from operations								(831,090)

Geographic information

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

(Unit: Thousand Baht)

	2025	2024
Revenue from external customers		
Thailand	1,348,716	1,799,032
Hong Kong	478,117	530,322
China	71	6,478
Indonesia	1,329	788
Saudi Arabia	12,338	20,478
Others	268,832	276,142
Total	2,109,403	2,633,240
Non-current assets (other than financial instruments and deferred tax assets)		
Thailand	3,361,910	3,711,452
Total	3,361,910	3,711,452

Major customers

For the year 2025, the Group has revenue from two major customers amounting to approximately Baht 468 million and Baht 126 million, arising from the compressors and parts segment, enameled wire segment and steel coil center segment (2024: Baht 528 million and Baht 166 million, arising from 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 2025 of the Group amounting to approximately Baht 6.29 million (2024: Baht 10.1 million) the Company only: Baht 1.63 million (2024: Baht 3.5 million) were recognised as expenses.

32. Commitment and contingent liabilities

32.1 Capital commitments

As at December, 31 2025, the Group has capital commitments of approximately Baht 4.8 million (2024: Baht 4.6 million) (the Company only: Baht 4.2 million, 2024: Baht 4.1 million), relating to the construction of factory building and installation of machinery.

33.2 Long-term service commitments

a) As at December, 31 2025 and 2024, the Group has commitments relating to service agreements payable in the future as follows:

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2025	2024	2025	2024
Payable:				
In up to 1 year	11.4	9.5	-	-
In over 1 and up to 2 years	5.4	-	4.2	-

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

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2568	2567	2568	2567
Electricity usage guarantee deposit	14	33	1.6	7
Guarantee for import duty on natural gas purchases and others	3.7	10	3.7	9.7

33. Fair values hierarchy

As at December, 31 2025 and 2024, 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 2025	
	Consolidated financial statements	Separated financial statements
	Level 2	Level 2
Assets measured at fair value		
Land	1,366	1,086
Land improvement and buildings	704	451
Machineries	981	507

(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	1,086
Land improvement and buildings	794	512
Machineries	1,293	809

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 December, 31 2025 and 2024, the balances of financial assets and liabilities denominated in foreign currencies are summarised below.

	As at December, 31 2025					
	Consolidated financial statements		Separate financial statements		Exchange rate	
Foreign currency	Financial assets	Financial liabilities	Financial assets	Financial liabilities	Buying	Selling
	(Million)	(Million)	(Million)	(Million)	(Baht per one foreign currency unit)	
US dollar	-	2.7	-	2.2	31.4215	31.7436
Japanese yen	-	5.9	-	4.2	0.1991	0.2052
CNY	-	0.3	-	0.3	4.4637	4.5610

	As at December, 31 2024					
	Consolidated financial statements		Separate financial statements		Exchange rate	
Foreign currency	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	4.5996	4.7130

Foreign currency sensitivity

The Group has no material impact on profit before income tax arising from fluctuations in foreign exchange rates in line with market movements.

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 December, 31 2025 and 2024, 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 December, 31 2025					
	Fixed interest rates		Floating			
	Within 1 year	1 - 5 years	Interest rate	Non-interest bearing	Total	Effective interest rate
						(% per annum)
Financial assets						
Cash and cash equivalents	-	-	54	13	67	0.3 – 0.5
Trade and other current receivables	-	-	-	222	222	-
	-	-	54	249	289	
Financial liabilities						
Bank overdrafts and short-term loans from financial institutions	3,384	-	141	-	3,525	6.44 – 15.00
Trade and other current payables	-	-	-	1,539	1,539	
Short-term loans from major shareholder	266	-	-	-	266	1.50 , MLR
Lease liabilities	2	-	-	-	8	6.85
Long-term loans	10	3	1,074	-	1,087	Average MLR-1.5%, MRR-3.45%, 6.27
	3,662	9	1,215	1,539	6,425	

(Unit: Million Baht)

	Consolidated financial statements as at December, 31 2024					
	Fixed interest rates		Floating			
	Within 1 year	1 - 5 years	Interest rate	Non-interest bearing	Total	Effective interest rate
						(% per annum)
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)

	Separate financial statements as at December 31, 2025					
	Fixed interest rates		Floating			
	Within 1 year	1 - 5 years	Interest rate	Non-interest bearing	Total	Effective interest rate
						(% per annum)
Financial assets						
Cash and cash equivalents	-	-	-	2	2	-
Trade and other current receivables	-	-	-	8	8	-
	-	-	-	10	10	
Financial liabilities						
Bank overdrafts and short-term loans from financial institutions	2,150	-	-	-	2,150	6.94 - 7.00
Trade and other current payables	-	-	-	1,860	1,860	-
Short-term loans from related parties	779	-	-	-	779	-
Short-term loans from major shareholder	200	-	66	-	266	1.50 , MLR
Lease liabilities	2	-	-	-	2	6.85
Long-term loans	-	-	1,052	-	1,052	Average MLR – 1.5%
	3,129	-	1,118	1,860	6,107	

(Unit: Million Baht)

	Separate financial statements as at December, 31 2024					
	Fixed interest rates		Floating			
	Within 1 year	1 - 5 years	Interest rate	Non-interest bearing	Total	Effective interest rate
						(% per annum)
Financial assets						
Cash and cash equivalents	-	-	-	1	1	-
Trade and other current receivables	-	-	-	31	31	-
	-	-	-	32	32	-
Financial liabilities						
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	

Interest rate sensitivity analysis

The Group has no material impact on profit before income tax arising from fluctuations in interest rates in line with market movements.

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 98.80 % of the Group's debt will mature in less than one year at December, 31 2025 (2024: 99.1%) (the Company only: 99.99% (2024: 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 December, 31 2025 and 2024 based on contractual undiscounted cash flows:

(Unit: Thousand Baht)

	Consolidated financial statements		
	As at December, 31 2025		
	Less than 1 year	1 to 5 years	Total
Non-derivatives			
Bank overdraft and short-term loans from financial institutions	3,550,562	-	3,550,562
Trade and other current payables	1,539,284	-	1,539,284
Short-term loans from major shareholder	266,000	-	266,000
Lease liabilities	1,850	5,992	7,842
Long-term loans	1,084,096	3,380	1,087,476
Total non-derivatives	6,441,792	9,372	6,451,164

(Unit: Thousand Baht)

	Consolidated financial statements		
	As at December, 31 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)

	Separate financial statements		
	As at December, 31 2025		
	Less than 1 year	1 to 5 years	Total
Non-derivatives			
Bank overdraft and short-term loans from financial institutions	2,150,078	-	2,150,078
Trade and other current payables	1,860,254	-	1,860,254
Short-term loans from related parties	779,237	-	779,237
Short-term loans from major shareholder	266,000	-	266,000
Lease liabilities	1,894	39	1,933
Long-term loans	1,051,717	-	1,051,717
Total non-derivatives	6,109,180	39	6,109,219

(Unit: Thousand Baht)

	Separate financial statements		
	As at December, 31 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

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 December, 31 2025 and 2024.

36. Litigations

36.1 On July, 3 2025, a company, as a creditor in the Company's business rehabilitation proceedings, filed a claim for utility expenses totaling THB 390.58 million with the Official Receiver (including a claim of THB 388.78 million relating to electricity consumption below the minimum quantity specified in the agreement), which had not been recognized as a liability by the Company. On July, 18 2025, the Company filed an objection against such claim and requested the Official Receiver to dismiss the claim specifically in relation to the electricity charges arising from consumption below the minimum quantity stipulated in the agreement. The matter is currently pending the order of the Official Receiver. The Company has not recorded such liability as management considered that the said company was not entitled to claim repayment for the shortfall in electricity usage below the minimum contracted quantity because the minimum electricity consumption condition stipulated in the power purchase agreement had already been cancelled and the claim had also become barred by prescription.

Subsequently, on January, 8 2026, the Official Receiver issued an order allowing the said company to receive repayment in the business rehabilitation proceedings in respect of utility expenses in the amount of THB 227.42 million, together with interest at the rate of 8% per annum on the principal amount of THB 217.37 million, calculated from the day following the date on which the Court issued the rehabilitation order until full settlement of the debt. Thereafter, on January, 30 2026, the Company filed an objection against the Official Receiver's order dated January, 8 2026 as a related case with the Central Bankruptcy Court.

On April, 28 2026, the Central Bankruptcy Court considered the order dated April, 1 2026 revoking the Company's business rehabilitation proceedings and held that, since the Company was no longer under the business rehabilitation process, there was no necessity to further consider the objection against the Official Receiver's order. Accordingly, the Court ordered the case to be struck out from the Court's docket.

36.2 On May, 20 2026, the Central Labor Court ordered the Company to attend a hearing to determine the disputed issues concerning severance pay liabilities of Baht 0.4 million.

37. Events after the reporting period

37.1 Termination of the Company's business rehabilitation proceedings

On April, 1 2026, the Central Bankruptcy Court considered the Company's business rehabilitation plan in accordance with the report of the creditors' meeting prepared by the Official Receiver and concluded that the creditors' meeting had resolved not to approve the business rehabilitation plan and the amended business rehabilitation plan. Accordingly, the Central Bankruptcy Court issued an order revoking the Company's business rehabilitation order. Subsequently, the Official Receiver published the revocation order in the Royal Gazette on 1 May 2026, as disclosed in Note 1.2 Basis of Accounting Assumption

37.2 Demands for Repayment and Mortgage Enforcement Notices

Following the Central Bankruptcy Court's order revoking the business rehabilitation order of the Company, such order resulted in the termination of the Automatic Stay. Consequently, both creditors who had filed claims and those who had not filed claims (during the period in which the Court had granted the Company's business rehabilitation) are entitled to pursue their original claims by initiating civil proceedings against the Company's assets, issuing mortgage enforcement notices, and/or filing petitions with the Court to declare the Company bankrupt in the normal course, as previously disclosed in Note 1.2 Basis of Accounting Assumptions.

As a result, the Company has gradually received demands for repayment and mortgage enforcement notices, as further described in Notes 16 and 18 to the financial statements.

38. Approval of financial statements

These financial statements were authorised for issue by the Company's authorised directors on May, 26 2026.

Attachment

Back up attachment

Attachment 1 : Details of directors, executives, controlling persons, the person assigned to take the highest responsibility in Accounting and Finance, the person assigned to take direct responsibility for accounting supervision, the Company's secretary, and the representative for contact and coordination in case of a foreign company

Link to attachment : https://eonemedia.setlink.set.or.th/report/0218/2025/1781681472238.pdf

Attachment 2 : Details of the directors of subsidiaries

Link to attachment : https://eonemedia.setlink.set.or.th/report/0218/2025/1783560737767.pdf

Attachment 3 : Details of the Heads of the Internal Audit and Compliance Units

Link to attachment : https://eonemedia.setlink.set.or.th/report/0218/2025/1783560737771.pdf

Attachment 4 : Assets for business undertaking and details of asset appraisal

Link to attachment : https://eonemedia.setlink.set.or.th/report/0218/2025/1783560737775.pdf

Attachment 5 : Unabridged policy and guidelines on corporate governance and unabridged code of business conduct prepared by the Company

Link to attachment : https://eonemedia.setlink.set.or.th/report/0218/2025/1774395064011.pdf

Attachment 6 : Report of the Audit Committee

Link to attachment : https://eonemedia.setlink.set.or.th/report/0218/2025/1784166465587.pdf

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