1. **GENERAL INFORMATION**
   1. Registration TPCS Public Company Limited (“The Company”) is a juristic person incorporated in Thailand and listed on the Stock Exchange of Thailand on 22 July 1987 under the name of Textile Prestige Public Company Limited. Subsequently, the name was changed to TPCS Public Company Limited on 28 April 2021.
   2. Office locations The registered office and its factory is located at 489 Rama 3 Road, Kwaeng Bang Khlo, Khet Bang Kho Laem, Bangkok, Thailand. The Company has 4 branches located as follows:-

* 600 Moo 11, Sukhapiban 8 Road, Nongkham, Sriracha, Chonburi, Thailand.
* 624/5-8 Moo 11, Sukhapiban 8 Road, Nongkham, Sriracha, Chonburi, Thailand.
* 600/3 Moo 11, Sukhapiban 8 Road, Nongkham, Sriracha, Chonburi, Thailand.
* 600/49 Moo 11, Sukhapiban 8 Road, Nongkham, Sriracha, Chonburi, Thailand.
  1. Main activities - Manufacturing of non - woven fabric products and sanitation and household products.

- Trading of all kinds of goods and hire of works.

- Investing in associated and subsidiary companies.

* 1. The first two major shareholders ranged by their shareholding as of 31 December 2024 and 2023 are as follows:-

|  |  |  |
| --- | --- | --- |
|  | % of issued and paid - up share capital | |
|  | 2024 | 2023 |
| Saha Pathana Inter-Holding Public Company Limited | 21.91 | 21.00 |
| Thai Wacoal Public Company Limited | 11.34 | 17.04 |

1. **BASIS FOR PRESENTATION OF THE FINANCIAL STATEMENTS**
   1. The financial statements are prepared in accordance with Thai Accounting Standards (“TAS”) and Thai Financial Reporting Standards (“TFRS”) including related interpretations and guidelines promulgated by the Federation of Accounting Professions (“FAP”) and the presentation of the financial statements has been made in compliance with the stipulations of the Notification of the Department of Business Development under the Accounting Act B.E. 2543 and the financial reporting requirements of the Securities and Exchange Commission (SEC).
   2. The financial statements have been prepared on the historical cost basis except where otherwise disclosed in the accounting policies.
   3. 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.
   4. Basis of the consolidation of financial statements

These consolidated financial statements include the financial statements of TPCS Public Company Limited and two subsidiaries (“The Group”).

As of 31 December 2024 and 2023, the structure of shareholding in subsidiaries are as follows:-

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Percentage of Shareholding (%) | | Incorporated in | Type of businesses |
|  | 2024 | 2023 |
| TPCNIC Co., Ltd. | 50.9940 | 50.9940 | Thailand | Manufacturing and sales of industrial spare parts |
| TPCX Co., Ltd. | 70.0000 | 70.0000 | Thailand | Marketing services, advertising, advertising agencies and investing in digital assets |
| Horizon Scuba   Diving Club Co.,   Ltd. (the subsidiary   of TPCX) | 62.2230 | 56.0000 | Thailand | Operate a business providing scuba diving and complete travel services (incorporated as a juristic person on 31 August 2023 (Note 14)) |

* Subsidiaries are entities controlled by the Company. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities.
* Subsidiaries’ financial statements are fully consolidated as from the date of acquisition, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.
* The subsidiaries’ financial statements are prepared on the same reporting period as the Company’s, using consistent significant accounting policies.
* Material balances and transactions between the Company and its subsidiaries have been eliminated from the consolidated financial statements. Book value of investments and shareholder’s equity of its subsidiaries have also been eliminated from the consolidated financial statements.
* Non-controlling interest represents the portion of net income or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated statements of comprehensive income and in the shareholders’ equity in the consolidated statements of financial position.

**2.5** The separate financial statements present investments in subsidiaries and associate presented under the cost method.

**2.6** Using of accounting estimates

The preparation of financial statements in conformity with TAS and TFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. Actual results may differ from estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

1. **NEW ACCOUNTING STANDARDS**

Below is a summary of financial reporting standards that became effective in the current accounting year and those that will become effective in the future.

* 1. New financial reporting standards that became effective in the current year

New and amended Thai Financial Reporting Standards issued by the Federation of Accounting Professions which become effective for fiscal periods beginning on or after 1 January 2024 do not have any significant impact on the Group’s financial statements.

**3.2** New Financial Reporting Standards issued and not yet effective

In addition to financial reporting standards issued and revised as mentioned above, the TFAC has also issued and revised the other number of financial reporting standards which will become effective for annual financial periods beginning on or after 1 January 2025. The Group’s management has assessed the effect of the above financial reporting standards and believes that these standards will not have significant impact on the financial statements for the year in which they are effective.

1. **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**4.1 Revenue and expenses recognition**

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, after deducting allowance for returns of goods supplied and discounts excluding value added tax.

Revenue from service and revenue from hire of works are recognised when service is rendered.

Rental income is recognized on the straight - line basis over the period specified in the lease agreement.

Dividend income is recognized when the right to receive the dividend is established.

Other income and other expenses are recognized by accrual basis.

During the year 2023, the Group has invested in cryptocurrency mining equipments, electrical system and other related systems. Cryptocurrency mining, as a mining pool, is referred to as the method of verifying transactions on the blockchain and get cryptocurrency as a reward. Revenue from cryptocurrency mining is recognized as revenue from services when the service is rendered and cryptocurrency is received from a mining pool service provider. Revenue from those services are recognized with the closing price of digital currencies on the received date. The closing price comes from the active exchange market that the Group has determined as its principal market for the digital assets.

The Group recognizes revenue from the sale of digital currency coins as revenue from sales when the Group delivers digital currency coins to customers.

**4.2 Cash and cash equivalents**

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

**4.3 Inventories**

Inventories are valued at the lower of cost (moving average) or net realizable value.

Cost of inventories are comprised of all costs of purchases, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. In case of finished goods and work in progress, cost includes an appropriate share of overheads based on normal operating capacity.

Net realizable value is estimated selling price in the ordinary course of business less estimated costs to complete and to make the sale.

The Company provides for an allowance for obsolete and slow moving stocks by referring to inventories aging.

**4.4 Investment - digital assets**

Digital assets from purchases are valued at the lower of cost (under weighted-average method) and net realisable value. The cost of digital assets comprised the cost of digital assets and purchasing expenses.

Digital currency coins obtained from mining are valued at cost (calculated using the weighted average method), which is determined based on the closing price of digital currency coins on the date of receipt, or the net realizable value, whichever is lower.

The net realisable value of digital assets is calculated from closing prices in the active exchange market the Group has determined as its principal market for the digital assets exchange.

The Group recognizes the revenue from the reward from as being node validator as revenue from services. The revenue from services will be recognized when the Group has completed the service and received coin in digital currency.

**4.5 Non current assets classified as held for sale**

Non current assets are classified as held for sale when it is highly probable that the majority of their recoverable value will be derived from sale rather than continued use. These assets must be available for immediate sale in their present condition and are measured at the lower of their carrying amount and fair value less costs to sell.

Non current assets classified as held for sale are no longer depreciated, amortized and any equity - accounted investee is no longer equity accounted.

**4.6 Investments in subsidiaries and associate**

* Investment in associate in the consolidated financial statements is accounted for using the equity method.
* Investments in subsidiary and associate in the separate financial statements of the Company are accounted for using the cost method less allowance for impairment loss (if any).

**4.7 Investment properties**

Investment properties are stated at cost less accumulated depreciation and accumulated impairment losses, (if any).

Cost includes expenditure that is directly attributable to the acquisition of the investment property. The cost of self-constructed investment property includes the cost of materials and direct labour, and other costs directly attributable to bringing the investment property to a working condition for its intended use and capitalized borrowing costs.

Depreciation is charged to the statement of comprehensive income on the straight-line basis over the estimated useful life of each asset. The estimated useful lives of the assets are as follows :-

Land Not depreciated

Building and structures 20 years

**4.8 Property, plant and equipment and depreciation**

Properties are stated at cost, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment loss, (if any).

Cost of property, plant and equipment include purchase price and other direct costs relating to the acquisition of such asset item.

Subsequent expenditure is capitalised to the asset’s carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and its subsidiaries and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred.

Depreciation is charged to the statement of comprehensive income on the straight-line basis over the estimated useful life of each asset. The estimated useful lives of the assets are as follows :-

Building and structures 5, 10, 20 years

Machineries 5-10 years

Other fixed assets 3-5 years

The Group does not provide depreciation on land and assets under construction and installation.

Finance cost which related to construction or machinery under installation are recorded as cost of assets.

The Group has reviewed useful lives and residual values at least at each financial year-end. In case that the residual value or estimated useful lives differs from those originally estimated, such changes are considered changes in accounting estimates.

**4.9 Intangible assets and amortization**

* Computer software

Intangible assets are computer software amortized by using the straight-line method of 5 years (acquired before 2009) and 10 years (acquired since 2009).

Intangible assets with finite lives are amortised on a systematic basis over the economic useful life. The amortisation expense is charged to the comprehensive income statements.

* Digital asset

The Group considers holding the cryptocurrency Bitkub Coin (KUB) for trading channel of the Group's products in the future, thus recording it as intangible assets. Digital assets are stated initially at cost and subsequently measured using the revaluation method, which is their fair value at the revaluation date less accumulated impairment losses incurred (if any), without accumulated amortization due to indefinite useful lives.

The Group recognizes an intangible asset’s carrying amount which is increased as a result of a revaluation, the increase shall be recognised in other comprehensive income and accumulated in equity under the heading of revaluation surplus of digital assets. However, the increase shall be recognised in profit or loss to the extent that it reverses a revaluation decrease of the same asset previously recognised in profit or loss. If an intangible asset’s carrying amount is decreased as a result of a revaluation, the decrease shall be recognised in profit or loss. However, the decrease shall be recognised in other comprehensive income to the extent of any credit balance in the revaluation surplus of digital assets in respect of that asset.

The Group recognizes the rewards from as being node validator as an additional cost of digital assets, and the credit balance is recognized as other income in the statement of comprehensive income.

The fair value of digital assets is based on closing prices on the active exchange market that the Group has determined as its principal market for the digital assets.

**4.10 Impairment of non - financial assets**

At each reporting date, the Group assesses whether there is an indication that an asset may be impaired. If any such indication exists, the Group makes an estimate of the asset’s recoverable amount. Where the carrying amount of the asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. Impairment loss is recognized in the statements of comprehensive income. (An asset’s recoverable amount is the higher of fair value less costs to sell and value in use).

**4.11 Provision**

A provision is recognised in the statement of financial position when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Group expects a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain.

Presentation for a provision in statement of comprehensive income is the net amount which can be reimbursed.

**4.12 Related party transactions**

Related parties and related companies with the Group means the parties or the companies that have the controlling power to the Group, controlled by the Group either directly or indirectly, or under the same control with the Group. Furthermore, the related parties and related companies also mean the associated companies and the parties who have holding interest with voting rights, either directly or indirectly, and have significant influence to the Group, important management, being directors or employees of the Group who have the power to manage and control the Company’s operations and subsidiary companies including the family members close to the said persons which could persuade or to act in compliance with the said persons and businesses that the said persons have controlling power or significant influence, either directly or indirectly.

**4.13 Foreign currency transactions**

Foreign currency transactions are converted into Baht at the rates ruling on the occurrence dates. Assets and liabilities in foreign currency outstanding on the statement of financial position date are converted into Baht at the reference exchange rates as determined by the Bank of Thailand on the statement of financial position date, except the transactions of forward exchange contracted with the banks will be recognised at fair value.

Exchange gains or losses are included as incomes or expenses in the statements of comprehensive income.

**4.14 Employee benefits**

The Group have post-employment benefits both under defined contribution and defined benefit plans. A defined contribution plan is a pension plan under which the company and its subsidiaries pay fixed contributions into a provident fund. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. However, a defined benefit plan is a pension plan that is not a defined contribution plan. Typically defined benefit plans define an amount of pension benefit that an employee will receive on retirement, usually depend on one or more factors such as employees’ age, years of service and compensation.

* **Defined contribution plans**

Provident fund

The Group operates a provident fund, being a defined contribution plan, the assets for which are held in a separate trust fund and managed by a fund manager. The provident fund is contributed by payments from employees and by the Group. The Group contributions to the provident fund are charged to the statement of comprehensive income in the years to which they relate.

* **Defined benefit plans**
* Termination and retirement benefits

Under the Labor Laws applicable in Thailand and the Group’s employment policy, all employees completing 120 days of service are entitled to severance pay on termination or retrenchment without cause or upon retirement age of 55 and 58. The severance pay will be at the rate according to number of years of service as stipulated in the Labor Law which is currently at a maximum rate of 400 days of final salary. And employees who have provided the services to the Group more than 27 years, the special severance pay on termination or retrenchment without cause will be compensated at the rate specified.

* Other long-term benefits

The Company also has a policy to provide compensation to retired directors by reference to service years as the Company’s director multiplied by a specified rate.

The Group provides provision regarding the non current provision for employee benefits under defined benefits plan by using the actuarial technique. The present value of the defined benefits obligation is determined by discounting estimated future cash flows using yields on the government bonds which have terms to maturity approximating the terms of related liability. The estimated future cash flows shall reflect employee salaries, turnover rate, length of service and other. The costs associated with providing these benefits are charged to the statements of comprehensive income so as to spread the cost over the employment period during which the entitlement to benefits is earned.

Actuarial gains and losses arising from post-employment benefits are recognised in the statement of other comprehensive income.

**4.15 CORPORATE INCOME TAX**

**Income tax expenses**

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 tax authorities, based on taxable profit 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 recognizes deferred tax liabilities for all taxable temporary differences while they recognize 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 such deductible temporary differences and tax losses carried forward that can be utilized.

At each reporting date, the Group reviewed and reduced 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 utilized.

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

**4.16 Fundamental earnings per share**

Fundamental earnings per share are calculated by dividing net income by the number of ordinary shares outstanding at the end of the year.

**4.17 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 maximises 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 categorise 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.

**4.18 Financial instruments**

The Group initially measures financial assets at its fair value plus, in the case of financial assets that are not measured at fair value through profit or loss, transaction costs. However, trade receivables, that do not contain a significant financing component 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, fair value through other comprehensive income (“FVTOCI”), 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 fair value through profit or loss (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 FVTOCI 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.

**Financial assets designated at FVTOCI (equity instruments)**

Upon initial recognition, the Group can elect to irrevocably classify its equity investments which are not held for trading as equity instruments designated at FVTOCI. The classification is determined on an instrument-by-instrument basis.

Gains and losses recognised in other comprehensive income on these financial assets are never recycled to profit or loss.

Dividends are recognised as other income in profit or loss, except when the dividends clearly represent a recovery of part of the cost of the financial asset, in which case, the gains are recognised in other comprehensive income.

Equity instruments designated at FVTOCI are not subject to impairment assessment.

**Classification and measurement of financial liabilities**

Except for derivative liabilities, at initial recognition of 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 effective interest rate (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 fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in profit or loss.

The Group may elect to measure financial liabilities at FVTPL if doing so eliminates, or significantly reduces a recognition inconsistency (sometimes referred to as an accounting mismatch).

**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 neither transferred nor retained substantially all the risks and rewards of the asset, but 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 the statement of profit or loss.

**Impairment of financial assets**

For trade receivables and contract assets, the Group applies a simplified approach in calculating expected credit losses. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime expected credit losses at each reporting date. It is 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 consolidated 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.

1. **RELATED PARTY TRANSACTIONS**

The Company had transactions with its subsidiaries and related parties, given that those companies having the same group of shareholders or mutual directors. Significant inter-company transactions and outstanding balances are summarized below :-

|  |  |
| --- | --- |
| Related companies | Type of business relationship |
| 1. Associated companies | See Notes 13 |
| 2. Subsidiary companies | See Notes 2.4 and 14 |
| 3. Related companies | See Notes 12 |

The details of related companies, type of businesses, and relationships are as follows :-

| Related companies | Type of business | Relationship |
| --- | --- | --- |
| 1. Thai Wacoal Plc. | Ladies’ lingerie manufacturer | Co-shareholders |
| 2. Wacoal Lampoon Co., Ltd. | Ladies’ lingerie manufacturer | Co-directors, Co-shareholders |
| 3. Wacoal Kabinburi Co., Ltd. | Ladies’ lingerie manufacturer | Co-directors, Co-shareholders |
| 4. Thanulux Plc. | Garment manufacturer | Co-shareholders |
| 5. Pattaya Manufacturing Co., Ltd. | Ladies’ lingerie manufacturer | Co-directors, Co-shareholders |
| 6. Pattaya Kabinburi Co., Ltd. | Ladies’ lingerie manufacturer | Co-directors, Co-shareholders |
| 7. Wacoal Sriracha Co., Ltd. | Garment manufacturer | Co-directors, Co-shareholders |
| 8. Racha Uchino Co., Ltd. | Household textile | Co-shareholders |
| 9. Pitakkij Security Guard Co., Ltd. | Personal security system | Co-shareholders |
| 10. Pitakkij Co., Ltd. | Services | Co-shareholders |
| 11. Thai Secom Security Guard Co., Ltd. | Security system | Co-shareholders |
| 12. Thai Itokin Co., Ltd. | Garment manufacturer | Co-shareholders |
| 13. Eastern Thai Consulting 1992 Co., Ltd. | Environmental consultation | Co-shareholders |
| 14. MBTS Broking Services Co., Ltd. | Agency | Co-shareholders |
| 15. Best Factory Outlet Co., Ltd | Distributor of consumable goods | Co-shareholders |
| 16. PTK Multi Service Co., Ltd | Security and gardening management | Co-shareholders |
| 17. Sariraporn Co., Ltd | Investment | Co-directors, Co-shareholders |
| 18. Thai Staflex Co., Ltd.  (Liquidation completed in July 2024) | Manufacturing/ distributing  paste lining | Co-directors, Co-shareholders |
| 19. SRP Nanasai Co., Ltd. | Designer and decorator | Co-directors, Co-shareholders |
| 20. International Leather Fashion Co., Ltd. | Manufacturing of genuine/synthetic leather | Co-directors, Co-shareholders |
| 21. Saha Seiren Co., Ltd. | Manufacturing/ distributing Auto cushion cover | Co-directors, Co-shareholders |
| 22. I.C.C. International Plc. | Distributor of consumable goods | Co-directors, Co-shareholders |
| 23. Saha Pathana Inter Holding Plc. | Holding company | Co-directors, Co-shareholders |
| 24. Thai Gunze Co., Ltd. | Manufacturing and distributing clothes sheet and garments | Co-shareholders |
| 25. SSDC (Tigertex) Co., Ltd. | Dyeing service | Co-shareholders |
| 26. Erawan Textile Co., Ltd. | Weave cotton and spin thread | Co-shareholders |
| 27. A Tech Textile Co., Ltd. | Manufacturing and distributing raw material for ladies’ lingerie | Co-shareholders |
| 28. People’s Garment Plc. | Garment manufacturer | Co-shareholders |
| 29. Kai I.T. Service Co., Ltd. | Sales, maintenance and rental of computers and computer pheripherals | Co-shareholders |
| 30. Champ Ace Co., Ltd. | Sales of garments and provide service for hire of garment production | Co-shareholders |
| 31. Thai Monster Co., Ltd. | Manufacturing and distributing garments | Co-shareholders |
| 32. ThaiSport Garment Co., Ltd. | Manufacturing and distributing garments | Co-shareholders |
| 33. Molten (Thailand) Co., Ltd. | Manufacturing and distributing balls | Co-shareholders |
| 34. Morgan De Toi (Thailand) Co., Ltd. | Distributing apparel | Co-shareholders |
| 35. Thai Samsung Life Insurance Plc. | Insurance | Co-shareholders |
| 36. Thai Naxis Co., Ltd. | Weaving and printing of label | Co-directors, Co-shareholders |
| 37. Saha Asia Pacific Co., Ltd. | Real estate development | Co-directors, Co-shareholders |
| 38. G Tech Material Co., Ltd. | Manufacturing and distributing raw material for ladies’ lingerie | Co-shareholders |
| 39. H & B Intertext Co., Ltd | Fabric doll manufacturing | Co-shareholders |
| 40. Ratch Pathana Energy Plc. | Generating and distributing electricity | Co-shareholders |
| 41. Sahapat Properties Co., Ltd. | Investment | Co-shareholders |
| 42. K. Commercial and Construction Co., Ltd. | Construction | Co-shareholders |
| 43. Janome (Thailand) Co., Ltd. | Manufacturing sewing machine | Co-shareholders |
| 44. Treasure Hill Co., Ltd. | Golf course | Co-shareholders |
| 45. Thanara Co., Ltd. | Real estate | Co-shareholders |
| 46. Bangkok Tokyo Socks Co., Ltd. | Sock manufacturer and exporter | Co-shareholders |
| 47. Asahi Kasei Spunbond (Thailand) Co., Ltd. | Manufacturing fiber spunbond non woven | Co-shareholders |
| 48. Waseda Education (Thailand) Co., Ltd. | Language institute | Co-directors, Co-shareholders |
| 49. Thai Asahi Kasei Spandex Co., Ltd. | Manufacturing flexible fiber | Co-directors, Co-shareholders |
| 50. Thai Bunka Fashion Co., Ltd. | Fashion institute | Co-directors, Co-shareholders |
| 51. Thai Sakae Lace Co., Ltd. | Manufacturing lace fabric | Co-directors, Co-shareholders |
| 52. Saha Pathanapibul Plc. | Distributor of consumable goods | Co-shareholders |
| 53. O C C Plc. | Distributor of cosmetics | Co-shareholders |
| 54. Sahachol Food Supplies Co., Ltd. | Manufacturing and distributing food products | Co-shareholders |
| 55. Boutique New City Plc. | Distributor garments | Co-shareholders |
| 56. Sriracha Transport Co., Ltd. | Land transport services | Co-shareholders |
| 57. Tora 1010 Co., Ltd. | Distributor garments | Co-shareholders |
| 58. Newcity (Bangkok) Plc. | Distributor of apparel products, stockings and socks | Co-shareholders |
| 59. Shop Global (Thailand) Co., Ltd. | E-Marketplace | Co-shareholders |
| 60. Tsuruha (Thailand) Co., Ltd. | Distributor of medicine, medical supplies and consumable goods. | Co-shareholders |
| 61. Lion (Thailand) Co., Ltd. | Manufacture of soap and detergents, cleaning and polishing preparations | Co-shareholders |
| 62. Pan Rajdhevee Group Plc. | Manufacturing and distributing cosmeceutical products and cosmetics | Co-directors |
| 63. SIX Network PTE.LTD. | Develop softwares and applications | Co-manager |

**Outstanding balances of assets and liabilities with related companies can be summarized as follows**:

|  |  | | **UNIT : BAHT** | |
| --- | --- | --- | --- | --- |
|  | Consolidated financial statements | | Separate financial statements | |
|  | 2024 | 2023 | 2024 | 2023 |
| **1. Trade receivables** |  |  |  |  |
| * Subsidiary company | - | - | 1,737 | 110,483 |
| * Associated company | - | 3,071,698 | - | 3,071,698 |
| * Related companies | 2,736,616 | 3,420,852 | 2,609,500 | 3,420,852 |
| Total | 2,736,616 | 6,492,550 | 2,611,237 | 6,603,033 |
| **2. Other current receivable** |  |  |  |  |
| * Subsidiary companies | - | - | 344,855 | 344,855 |
| **3. Accrued income** |  |  |  |  |
| * Associated company | - | 961,434 | - | 961,434 |
| **4. Advance payment** |  |  |  |  |
| * Subsidiary company | - | - | - | 11,685 |
| * Associated company | 15,000 | - | 15,000 | - |
| Total | 15,000 | - | 15,000 | 11,685 |
| **5. Prepaid expenses** |  |  |  |  |
| - Subsidiary company | - | - | - | 210,730 |
| - Related companies | 150,686 | 167,448 | 150,686 | 167,448 |
| Total | 150,686 | 167,448 | 150,686 | 378,178 |
| **6. Inventories - digital assets - net** |  |  |  |  |
| - Related company | 280,933 | 4,854,702 | - | - |
| **7. Trade payables** |  |  |  |  |
| * Subsidiary company | - | - | 776,207 | 900,413 |
| * Related companies | 5,563,045 | 7,002,394 | 5,563,045 | 7,002,394 |
| Total | 5,563,045 | 7,002,394 | 6,339,252 | 7,902,807 |
| **8. Accrued expenses** |  |  |  |  |
| * Related companies | 8,379,794 | 7,632,472 | 8,379,794 | 7,632,472 |
|  |  |  |  |  |
| **9. Deposit rental income** |  |  |  |  |
| * Subsidiary company | - | - | 50,000 | - |
| **10. Short-term loans** |  |  |  |  |
| * Associated company | - | 47,827,648 | - | 47,827,648 |

**Income and expenses with related companies are as follows :-**

|  |  | | **UNIT : BAHT** | |
| --- | --- | --- | --- | --- |
|  | Consolidated financial statements | | Separate financial statements | |
|  | For the years ended 31 December | | | |
|  | 2024 | 2023 | 2024 | 2023 |
| 1. **Sales** |  |  |  |  |
| * Subsidiary company | - | - | 12,231 | 291,029 |
| * Associated company | 20,565,868 | 22,296,263 | 20,565,868 | 22,296,263 |
| * Related companies | 9,997,140 | 14,469,472 | 9,376,740 | 14,469,472 |
| Total | 30,563,008 | 36,765,735 | 29,954,839 | 37,056,764 |
| 1. **Service Income** |  |  |  |  |
| * Associated companies | 217,850 | - | - | - |
| * Related company | 14,309,378 | 7,175,885 | - | 25,885 |
| Total | 14,527,228 | 7,175,885 | - | 25,885 |
| 1. **Rental income** |  |  |  |  |
| * Subsidiary companies | - | - | 1,420,750 | 1,317,800 |
| 1. **Dividend income** |  |  |  |  |
| * Related companies | 17,818,954 | 9,963,611 | 17,818,954 | 9,963,611 |
| 1. **Other income** |  |  |  |  |
| * Subsidiary companies | - | - | 5,748,698 | 6,188,429 |
| * Associated companies | 3,593,608 | 2,973,357 | 3,580,380 | 2,973,357 |
| * Related company | 335,156 | 142,716 | - | - |
| Total | 3,928,764 | 3,116,073 | 9,329,078 | 9,161,786 |
|  |  |  |  |  |
|  |  |  |  |  |
| 1. **Purchase of goods and raw materials** | |  |  |  |
| * Subsidiary company | - | - | 6,920,602 | 6,589,359 |
| * Related companies | 40,289,405 | 75,437,232 | 40,289,405 | 75,423,665 |
| Total | 40,289,405 | 75,437,232 | 47,210,007 | 82,013,024 |
| 1. **Purchase of assets** |  |  |  |  |
| * Subsidiary company | - | - | 6,076 | - |
| * Related companies | 2,725,888 | 203,751 | 2,725,888 | 203,751 |
| Total | 2,725,888 | 203,751 | 2,731,964 | 203,751 |
| 1. **Subcontract expenses** |  |  |  |  |
| * Related company | - | 48,665 | - | 48,665 |
| 1. **Rental expenses** |  |  |  |  |
| * Related company | 108,132 | 37,344 | 108,132 | 37,344 |
| 1. **Other expenses** |  |  |  |  |
| * Subsidiary companies | - | - | 267,015 | 15,146,906 |
| * Associated company | - | 30,990 | - | 30,990 |
| * Related companies | 76,586,669 | 78,941,243 | 76,586,669 | 78,939,942 |
| Total | 76,586,669 | 78,972,233 | 76,853,684 | 94,117,838 |
| 1. **Purchase of fixed assets** |  |  |  |  |
| * Related company | 1,013,600 | 2,803,230 | 1,013,600 | 2,707,730 |
| 1. **Disposal of assets** |  |  |  |  |
| * Subsidiary companies | - | - | 5,050 | 12,608 |

**Management benefit expenses**

Management benefit expenses represent benefits paid to the Company’s management such as salaries and related benefits including benefits paid by other means. The Company’s management is the persons defined under the Securities and Exchange Act.

Management benefit expenses for the years ended 31 December 2024 and 2023 are as follows :-

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  |  | | | | **UNIT : BAHT** | |
|  | Consolidated financial statements | | | | Separate financial statements | |
|  | 2024 | 2023 | | | 2024 | 2023 |
| Short - term employee benefits | 56,680,429 | | 56,994,276 | 50,862,048 | | 51,298,353 |
| Post - employment benefits | 2,616,491 | | 742,008 | 2,501,282 | | 622,263 |
| Total | 59,296,920 | | 57,736,284 | 53,363,330 | | 51,920,616 |

Pricing policies of related party transactions are as follows:-

|  |  |
| --- | --- |
| Transactions | Pricing policies |
| Sale of goods | Agreed - upon price by referring to market price |
| Revenue from service | Agreed-upon price |
| Rental income | Agreed-upon price/ Contract price |
| Purchase of goods raw materials and rendering of service | Agreed-upon price/ market price |
| Selling and administrative expenses | Agreed-upon price/ Contract price |
| Interest income | Rate 5.00 - 6.85 per cent per annum / Contract rate |
| Purchase of marketable equity securities | Market price |
| Purchase of investment | Agreed - upon price |
| Purchase/disposal of fixed and other assets | Agreed - upon price |
| Dividend income | According to the announced rate |

1. **CASH AND CASH EQUIVALENTS**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | **UNIT : BAHT** | | | | |
|  | Consolidated financial statements | | Separate financial statements | |
|  | 2024 | 2023 | 2024 | 2023 |
| Cash on hand | 345,572 | 376,826 | 287,852 | 308,377 |
| Call deposits | 42,916,567 | 44,676,309 | 34,678,709 | 38,010,573 |
| Highly liquid short-term investments | 188,000,000 | 240,000,000 | 176,000,000 | 228,000,000 |
| Highly liquid deposits in digital asset wallet | 4,466,407 | 2,350,125 | 2,166 | 2,166 |
| **Total** | **235,728,546** | **287,403,260** | **210,968,727** | **266,321,116** |

1. **TRADE AND OTHER CURRENT RECEIVABLES - NET**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | **UNIT : BAHT** | | | |
|  | Consolidated financial statements | | Separate financial statements | |
|  | 2024 | 2023 | 2024 | 2023 |
| **Trade receivables** |  |  |  |  |
| Current | 100,808,689 | 110,958,839 | 97,255,318 | 107,717,437 |
| Overdue within 3 months | 36,324,652 | 39,401,272 | 33,200,680 | 35,553,485 |
| Over 12 months | 150,469 | 200,625 | 150,469 | 200,625 |
| Total | 137,283,810 | 150,560,736 | 130,606,467 | 143,471,547 |
| Less allowance for expected credit losses | (1,519,556) | (1,788,373) | (1,519,556) | (1,788,373) |
| Trade receivables - net | 135,764,254 | 148,772,363 | 129,086,911 | 141,683,174 |
| **Other current receivables** |  |  |  |  |
| Prepaid expenses | 2,119,587 | 6,069,947 | 1,996,680 | 5,970,765 |
| Receivable from related companies | - | - | 344,855 | 362,834 |
| Revenue Department receivable | 17,508,654 | 16,967,163 | 14,397,628 | 14,854,815 |
| Others | 11,112,002 | 10,389,092 | 11,027,768 | 10,346,180 |
| Total | 30,740,243 | 33,426,202 | 27,766,931 | 31,534,594 |
| Less allowance for expected credit losses | (4,120,526) | (3,584,416) | (4,120,526) | (3,584,416) |
| Other current receivables - net | 26,619,717 | 29,841,786 | 23,646,405 | 27,950,178 |
| **Total trade and other current receivables - net** | **162,383,971** | **178,614,149** | **152,733,316** | **169,633,352** |

1. **SHORT - TERM LOANS TO RELATED COMPANY**

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  | | | | **UNIT : BAHT** | | |
|  | Consolidated financial statements | | | Separate financial statements | | |
|  | 2024 | 2023 | | 2024 | 2023 | |
| PT. Dynic Textile Prestige | - | 47,827,648 | | - | 47,827,648 | |
| Yondaime Kikukawa (Thailand)   Co., Ltd. | - | - | | - | - | |
| **Total** | - | **47,827,648** | | - | **47,827,648** | |
| Interest rate per annum | - | 6.85% | | - | 6.85% | |

There loans are repayable within one year as stipulated in the agreements.

Movements of short - term loans to related companies are as follows:-

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | **UNIT : BAHT** | | | |
|  | Consolidated financial statements | | Separate financial statements | |
|  | 2024 | 2023 | 2024 | 2023 |
| Beginning balance | 47,827,648 | 48,286,797 | 47,827,648 | 48,286,797 |
| Increase during the year | 1,788,235 | - | - | - |
| Repayment received during the year | (49,615,883) | - | (47,827,648) | - |
| Decrease from exchange rate   adjustment | - | (459,149) | - | (459,149) |
| **Ending balance** | - | **47,827,648** | - | **47,827,648** |

1. **INVENTORIES - NET**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | **UNIT : BAHT** | | | |
|  | Consolidated financial statements | | Separate financial statements | |
|  | 2024 | 2023 | 2024 | 2023 |
| Finished goods | 73,751,065 | 88,524,724 | 73,127,882 | 87,968,038 |
| Work in process | 25,018,310 | 30,868,840 | 25,018,310 | 30,868,840 |
| Raw materials | 60,671,733 | 74,222,928 | 60,064,308 | 73,452,716 |
| Supplies and spare parts | 34,136,618 | 43,097,559 | 33,916,984 | 42,998,391 |
| Goods in transit | 7,942,974 | 7,238,172 | 6,995,012 | 7,238,173 |
| Total | 201,520,700 | 243,952,223 | 199,122,496 | 242,526,158 |
| Less allowance for slow - moving stock | (26,333,689) | (20,456,570) | (26,053,945) | (20,209,009) |
| **Net** | **175,187,011** | **223,495,653** | **173,068,551** | **222,317,149** |

1. **INVENTORIES - DIGITAL ASSETS - NET**

As of 31 December 2024 and 2023, digital assets are cryptocurrencies in several digital currencies which are summarized as follows:-

|  | **UNIT : BAHT** | | |
| --- | --- | --- | --- |
|  | | Consolidated financial statements | |
|  | | 2024 | 2023 |
| Beginning balance - cost | | 17,430,607 | 10,710,076 |
| Increase during the year | | 39,934,288 | 11,324,395 |
| Disposal during the year | | (38,595,082) | (4,603,864) |
| Ending balance - cost | | 18,769,813 | 17,430,607 |
| Less loss on reduced value of inventories - digital assets | | (1,923,591) | (1,546,695) |
| **Net** | | **16,846,222** | **15,883,912** |

1. **OTHER CURRENT FINANCIAL ASSETS**

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  | **UNIT : BAHT** | |
|  | Consolidated financial statements | | Separate financial statements | | Dividend for the year ended | |
| 2024 | 2023 | 2024 | 2023 | 2024 | 2023 |
| 1. Investments in debt and equity instruments measured at fair value through profit or loss |  |  |  |  |  |  |
| - Investments in open-ended fund-moneymarket | 164,975,609 | 129,236,569 | 154,325,766 | 114,630,158 | - | - |
| - Investments in open-ended fund- debt securities | 50,000,000 | - | 50,000,000 | - | - | - |
| - Investments in listed-equity securities | 555,749,917 | 569,731,666 | 555,749,917 | 569,731,666 | 17,186,098 | 22,303,281 |
| Add allowance for revaluation of the investments - open-ended fund- money market and Debt securities | 3,444,900 | 2,773,170 | 3,176,200 | 2,549,700 |  |  |
| Less allowance for revaluation of the investments - listed-equity securities | (204,911,981) | (197,411,111) | (204,911,981) | (197,411,111) |  |  |
| Net | 569,258,445 | 504,330,294 | 558,339,902 | 489,500,413 | 17,186,098 | 22,303,281 |
| 1. Financial assets measured at amortisation cost |  |  |  |  |  |  |
| * Fixed deposit for 4 - 6 months (interest rate 2.15 - 2.40% per annum) | 101,519,895 | 50,654,267 | 101,519,895 | 50,654,267 |  |  |
| **Total** | **670,778,340** | **554,984,561** | **659,859,797** | **540,154,680** |  |  |

**Level of fair value and valuation techniques**

The fair value measurement of investments in open-end fund has been categorised as a Level 2, the fair value determined from their net asset value (NAV) at the measurement date of investment.

The fair value measurement of investment in listed - equity securities has been categorized as a Level 1.

1. **OTHER NON - CURRENT FINANCIAL ASSETS - NET**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | | | | **UNIT : BAHT** |
|  | Consolidated and separate financial statements | | | |
|  | Investment as of | | Dividend for the year ended | |
|  | 2024 | 2023 | 2024 | 2023 |
| **Investments in debt and equity instruments**  **measured at fair value through other comprehensive income** | | | | |
| **Non-listed equity investments :** |  |  |  |  |
| Related companies | 293,999,065 | 303,485,394 | 16,209,844 | 8,253,158 |
| Other companies | 583,475 | 583,475 | 15,606 | 15,606 |
| Total | 294,582,540 | 304,068,869 | 16,225,450 | 8,268,764 |
| Add unrealized gain on revaluation of investment | 268,123,596 | 207,610,001 |  |  |
| **Total** | **562,706,136** | **511,678,870** |  |  |
|  |  |  |  |  |
| **Listed equity investments :** |  |  |  |  |
| Related companies | 5,629,280 | 5,629,280 | 412,627 | 412,627 |
| Other companies | 7,541,000 | 7,541,000 | 278,100 | 352,300 |
| Add unrealized gain on revaluation of investment | 26,905,828 | 29,527,708 | - | - |
| **Total** | **40,076,108** | **42,697,988** | 690,727 | 764,927 |
|  |  |  |  |  |
| **Financial assets measured at amortisation costs - debt securities held to maturity - net :** |  |  |  |  |
| Debentures | 9,930,657 | 10,000,000 |  |  |
| Less \*allowance for expected credit loss | (9,930,657) | (10,000,000) |  |  |
| Net | - | - |  |  |
| Fair value - ending balance | - | - |  |  |
| **Other non-current financial assets - net** | **602,782,244** | **554,376,858** | **16,916,177** | **9,033,691** |

**Level of fair value and valuation techniques**

The fair value measurement of non-listed equity investments has been categorized as a Level 3 the fair value is determined by discounted cash flow and book value approach by the Group’s management.

The fair value measurement of investments in listed equity investments has been categorized as a Level 1.

The fair value measurement of investments in debt securities has been categorized as a Level 2, the fair value is determined by using the yield curve as announced by the Thai Bond Market Association at the measurement date of investment.

\* As of 31 December 2024 and 2023, the Company has provided allowance for expected credit loss in value of investment in debt security of Inter Far East Energy Corporation Public Company Limited (“IFEC”) in full due to IFEC has made defaults of bill of exchanges from many creditors since January 2017. The company’s management has considered that this event could affect the ability of IFEC to repay its debt security to the Company which was be due on 5 November 2017. On 22 April 2019, the Company and 8 other creditors filed a lawsuit againt the Civil Court. The Court fixed the hearing on 21 May 2019, the court passed the judgment that the defendant has to pay the principal and accrued interest at the rate of 7.50 percent per annum from the date of the lawsuit until the payment is completed.

On 29 January 2024, the Central Bankruptcy Court has ordered to business rehabilitation of IFEC and appointed IFEC as the planner. Creditors of the company can submit applications for debt repayment in business organization to Business Reorganization, The Legal Execution Department of the Ministry of Justice within the period specified by law. On 21 October 2024, the Central Bankruptcy Court issued an order approving IFEC’s business rehabilitation plan and the Company has submitted applications for debt repayment. On 2 December 2024, the Company received a debt repayment of Baht 69,342.96 and on 26 December 2024, the Company received interest of Baht 5,369.58.

1. **INVESTMENTS IN ASSOCIATED COMPANIES - NET**

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  |  |  | | **UNIT : BAHT** | |
|  |  |  |  | Consolidated financial statements | | | | Separate financial statements | |
|  | Country of incorporation | Percentage of holding | | Cost Method | | Equity method | | Cost method | |
| Associated companies | 2024 | 2023 | 2024 | 2023 | 2024 | 2023 | 2024 | 2023 |
| PT. Dynic Textile   Prestige | Indonesia | 44.00 | 44.00 | 164,387,414 | 164,387,414 | 63,203,357 | 66,487,046 | 164,387,414 | 164,387,414 |
| \*Yondaime Kikukawa   (Thailand) Co., Ltd. | Thailand | 19.00 | 19.00 | 4,560,000 | 4,560,000 | 5,818,093 | 4,380,635 | - | - |
| \*Kaneko Hannosuke  (Thailand) Co.,Ltd. | Thailand | 19.00 | - | 3,800,000 | - | 3,498,789 | - | - | - |
| Total |  |  |  | 172,747,414 | 168,947,414 | 72,520,239 | 70,867,681 | 164,387,414 | 164,387,414 |
| Less allowance for impairment loss of investment | | |  | - | (110,147,607) | - | - | - | (110,147,607) |
| Less allowance for impairment loss of non current assets   classified as held for sale as of the reclassification date | | | | (118,562,791) | - | (17,378,734) | - | (118,562,791) | - |
| Classified to non current assets classified as held for sale | | | | (45,824,623) | - | (45,824,623) | - | (45,824,623) | - |
| **Net** | | | | **8,360,000** | **58,799,807** | **9,316,882** | **70,867,681** | - | **54,239,807** |

Details of the associated companies are as follows :-

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  |  |  | | **UNIT : BAHT** | |
| Associated companies |  | Paid-up capital | | Share of gain (loss) from investments for years ended | |
| Type of business | 2024 | 2023 | 2024 | 2023 |
| PT. Dynic Textile Prestige | Manufacturing and distributing Non-woven fabric | USD 12,890,000 | USD 12,890,000 | (3,283,689) | (6,716,854) |
| Yondaime Kikukawa   (Thailand) Co., Ltd. | Restaurant | 24,000,000 | 24,000,000 | 1,437,458 | (179,365) |
| \*\*Kaneko Hannosuke  (Thailand) Co.,Ltd. | Restaurant | 20,000,000 | - | (301,211) | - |
|  |  |  | Total | (2,147,442) | (6,896,219) |

**Summary of financial information of associated companies**

As of 31 December 2023, investment in associated company, PT. Dynic Textile Prestige, stated at equity method based on the financial information which audited by a foreign component auditor.

Reclassify to non current assets classified as held for sale

According to the resolution of the Company's Board of Directors meeting No. 4/2024 held on 12 November 2024, it was approved to divest the entire investment in the associated company DTP at a selling price of Baht 45.82 million to two companies in Japan. The share purchase agreements were signed on 14 November 2024, and the transaction was completed in January 2025. Consequently, the Group has classified this investment as non current assets classified as held for sale from the share purchase agreements date, onwards.

\*Associated of TPCX :-

As of 31 December 2024 and 2023, investment in associated company, Yondaime Kikukawa (Thailand) Co., Ltd., stated at equity method by using the financial information of the company’s management.

As of 31 December 2024, investment in associated company, Kaneko Hannosuke (Thailand) Co., Ltd., stated at equity method by using the financial information of the company’s management   
(31 December 2023 : Nil).

\*\*According to the resolution of the Executive Committee Meeting No. 6/2024 on 19 June 2024, the Board passed a resolution to approve TPCX to invest in associated company, Kaneko Hannosuke (Thailand) Co., Ltd., holding in proportion 19 percent share with the registered capital of Baht 20 million. Kaneko Hannosuke (Thailand) Co., Ltd. has been completely registered the establishment of the company with the Ministry of Commerce on 26 June 2024.

|  |  |  |  | |  | **UNIT : BAHT** |
| --- | --- | --- | --- | --- | --- | --- |
| PT. Dynic Textile Prestige | | Yondaime Kikukawa  (Thailand) Co., Ltd. | | Kaneko Hannosuke  (Thailand) Co., Ltd. | |
| 2024 | 2023 | 2024 | 2023 | 2024 | 2023 |
| Current assets | 93,346,829 | 102,173,713 | 28,086,235 | 15,542,104 | 6,812,160 | - |
| Non current assets | 188,332,226 | 204,478,441 | 33,720,082 | 16,128,379 | 15,735,678 | - |
|  |  |  |  |  |  |  |
| Current liabilities | 107,378,010 | 117,061,915 | 5,589,445 | 2,014,511 | 4,133,156 | - |
| Non current liabilities | 62,673,922 | 66,301,628 | 19,000,000 | - | - | - |
|  |  |  |  |  |  |  |
| Total revenues for the   year/period | 56,887,636 | 114,711,535 | 60,597,362 | 28,627 | 7,084,347 | - |
| Net gain (loss) for the   year/period | (7,462,166) | (15,262,516) | 7,565,569 | (944,029) | (1,554,546) | - |

DTP presented the remaining balance and information for the period up to the reclassification date.

1. **INVESTMENTS IN SUBSIDIARY COMPANIES - NET**

|  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | Paid-up capital  (Unit: Thousand Baht) | | | |  |  | **UNIT : BAHT** | | | |
|  | Percentage of shareholding (%) | | Separate financial statements | | | |
|  | Cost method | | Dividend for year | |
| Subsidiary companies | 2024 | 2023 | 2024 | | | 2023 | 2024 | 2023 | 2024 | 2023 |
| TPCNIC Co., Ltd. | 50,000 | 50,000 | 50.99 | | | 50.99 | 25,497,000 | 25,497,000 | - | - |
| TPCX Co., Ltd. | 50,000 | 50,000 | | 70.00 | | 70.00 | 35,000,000 | 35,000,000 | - | - |
| Less allowance for impairment loss | | | | | |  | (11,065,973) | (14,118,872) |  |  |
| **Net** |  |  |  | | |  | **49,431,027** | **46,378,128** |  |  |

Subsidiary of TPCX :-

On 27 February 2024, Horizon Scuba Diving Club Company Limited has increased its registered capital with the Ministry of Commerce from Baht 1 million to Baht 1.80 million. TPCX has increased its investment by Baht 0.80 million, which increased its holding proportion from 80.00 percent share with the registered capital of Baht 1 million to 88.89 percent share with the registered capital of Baht 1.80 million. TPCX has already paid for the additional share.

On 8 August 2023, the Board of Directors Meeting No. 4/2023 passed a resolution to approve TPCX Company Limited (TPCX) to establish a new subsidiary (Horizon Scuba Diving Club Company Limited), engaging in full service of scuba diving and traveling. TPCX holds in proportion 80 percent with the registered share capital of Baht 1 million. The company has been completely registered the establishment of the company with the Ministry of Commerce on 31 August 2023.

1. **INVESTMENT PROPERTIES - NET**

Movements of investment properties for the year ended 31 December 2024 are as follows:-

|  |  | | |  |  | **UNIT : BAHT** |
| --- | --- | --- | --- | --- | --- | --- |
|  | Consolidated financial statements | | | Separate financial statements | | |
|  | Land | Building and structures | Total | Land | Building and structures | Total |
| **Cost** |  |  |  |  |  |  |
| 31 December 2023 | 67,687,570 | 2,100,000 | 69,787,570 | 67,687,570 | 2,100,000 | 69,787,570 |
| Acquisition | - | - | - | - | 175,000 | 175,000 |
| Transferred in | - | - | - | - | 2,359,439 | 2,359,439 |
| 31 December 2024 | 67,687,570 | 2,100,000 | 69,787,570 | 67,687,570 | 4,634,439 | 72,322,009 |
| **Accumulated depreciation** |  |  |  |  |  |  |
| 31 December 2023 | - | 2,099,997 | 2,099,997 | - | 2,099,997 | 2,099,997 |
| Depreciation for the year | - | - | - | - | 38,714 | 38,714 |
| 31 December 2024 | - | 2,099,997 | 2,099,997 | - | 2,138,711 | 2,138,711 |
| **Net book value** |  |  |  |  |  |  |
| 31 December 2024 | 67,687,570 | 3 | 67,687,573 | 67,687,570 | 2,495,728 | 70,183,298 |
| 31 December 2023 | 67,687,570 | 3 | 67,687,573 | 67,687,570 | 3 | 67,687,573 |
| Appraised value (million Baht) | 192.50 | 21 | 213.50 | 192.50 | 21 | 213.50 |

The fair value measurement of land and building has been categorized as a Level 2, the fair value is based on the market approach and market comparison approach to the valuation technique used, respectively by hiring the independent appraisers who have been approved by the SEC to appraise such properties which have a fair value of Baht 213.50 million.

1. **PROPERTY, PLANT AND EQUIPMENT - NET**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **UNIT : BAHT** | | | | | | | | | | | | | | | | | | | | | | |
| Consolidated financial statements | | | | | | | | | | | | | | | | | | | | | | |
|  | | | Land | | Land development | | Building | | Furniture and fixtures | | Office equipment | | Machineries | | Vehicles | | Equipment | | Assets under construction and installation | | Total | |
| **Cost** | | |  | |  | |  | |  | |  | |  | |  | |  | |  | |  | |
| 1 January 2023 | | | 270,921,709 | | 3,976,379 | | 279,057,649 | | 54,942,953 | | 79,772,917 | | 1,004,939,669 | | 41,993,385 | | 133,602,107 | | 13,008,159 | | 1,882,214,927 | |
| Acquisition | | | - | | - | | - | | 113,000 | | 3,904,556 | | 1,798,733 | | 14,168,656 | | 3,011,139 | | 231,642,412 | | 254,638,496 | |
| Disposal/written - off | | | - | | - | | - | | - | | (4,233,099) | | (388,168) | | (12,761,526) | | (1,004,329) | | - | | (18,387,122) | |
| Transferred in/(out) | | | - | | - | | 118,830,559 | | 8,188,811 | | 18,194,880 | | 59,916,489 | | - | | 35,542,555 | | (240,673,294) | | - | |
| 31 December 2023 | | | 270,921,709 | | 3,976,379 | | 397,888,208 | | 63,244,764 | | 97,639,254 | | 1,066,266,723 | | 43,400,515 | | 171,151,472 | | 3,977,277 | | 2,118,466,301 | |
| Acquisition | | | - | | - | | 350,000 | | 1,054,000 | | 2,822,300 | | 2,521,097 | | - | | 2,919,038 | | 41,717,053 | | 51,383,488 | |
| Disposal/written - off | | | - | | - | | - | | - | | (7,734,689) | | (6,207,890) | | (60,109) | | (1,815,673) | | - | | (15,818,361) | |
| Transferred in/(out) | | | - | | - | | 4,718,878 | | 4,556,403 | | 1,523,748 | | 30,296,096 | | - | | 3,835,049 | | (44,930,174) | | - | |
| 31 December 2024 | | | 270,921,709 | | 3,976,379 | | 402,957,086 | | 68,855,167 | | 94,250,613 | | 1,092,876,026 | | 43,340,406 | | 176,089,886 | | 764,156 | | 2,154,031,428 | |
| **Accumulated depreciation** | | |  | |  | |  | |  | |  | |  | |  | |  | |  | |  | |
| 1 January 2023 | | | - | | 3,953,592 | | 157,316,305 | | 44,282,956 | | 66,306,669 | | 815,134,523 | | 27,341,914 | | 115,974,304 | | - | | 1,230,310,263 | |
| Depreciation for the year | | | - | | 8,504 | | 9,757,377 | | 4,108,447 | | 5,526,302 | | 38,180,496 | | 4,092,342 | | 7,752,538 | | - | | 69,426,006 | |
| Depreciation on disposal | | | - | | - | | - | | - | | (4,225,675) | | (376,343) | | (8,252,217) | | (999,069) | | - | | (13,853,304) | |
| 31 December 2023 | | | - | | 3,962,096 | | 167,073,682 | | 48,391,403 | | 67,607,296 | | 852,938,676 | | 23,182,039 | | 122,727,773 | | - | | 1,285,882,965 | |
| Depreciation for the year | | | - | | 8,504 | | 14,932,948 | | 5,568,061 | | 9,327,920 | | 36,708,276 | | 4,985,124 | | 12,553,426 | | - | | 84,084,259 | |
| Depreciation on disposal | | | - | | - | | - | | - | | (7,734,076) | | (6,189,095) | | (60,108) | | (1,591,056) | | - | | (15,574,335) | |
| 31 December 2024 | | | - | | 3,970,600 | | 182,006,630 | | 53,959,464 | | 69,201,140 | | 883,457,857 | | 28,107,055 | | 133,690,143 | | - | | 1,354,392,889 | |
| **Accumulated impairment loss** | | |  | |  | |  | |  | |  | |  | |  | |  | |  | |  | |
| 31 December 2023 | | | - | | - | | - | | - | | - | | - | | - | | - | | - | | - | |
| Impairment loss for the year | | | - | | - | | - | | - | | - | | 668,997 | | - | | 1 | | - | | 668,998 | |
| 31 December 2024 | | | - | | - | | - | | - | | - | | 668,997 | | - | | 1 | | - | | 668,998 | |
| **Net book value** | | |  | |  | |  | |  | |  | |  | |  | |  | |  | |  | |
| 31 December 2024 | | | 270,921,709 | | 5,779 | | 220,950,456 | | 14,895,703 | | 25,049,473 | | 208,749,172 | | 15,233,351 | | 42,399,742 | | 764,156 | | 798,969,541 | |
| 31 December 2023 | | | 270,921,709 | | 14,283 | | 230,814,526 | | 14,853,361 | | 30,031,958 | | 213,328,047 | | 20,218,476 | | 48,423,699 | | 3,977,277 | | 832,583,336 | |
| **UNIT : BAHT** | | | | | | | | | | | | | | | | | | | | |
| Separate financial statements | | | | | | | | | | | | | | | | | | | | |
|  | Land | | Land development | | Building | | Furniture and fixtures | | Office equipment | | Machineries | | Vehicles | | Equipment | | Assets under construction and installation | | Total | |
| **Cost** |  | |  | |  | |  | |  | |  | |  | |  | |  | |  | |
| 1 January 2023 | 270,921,709 | | 3,976,379 | | 279,057,649 | | 54,931,953 | | 79,334,395 | | 980,787,025 | | 40,779,404 | | 132,936,444 | | 13,008,159 | | 1,855,733,117 | |
| Acquisition | - | | - | | - | | 96,000 | | 3,796,055 | | 1,766,733 | | 14,168,656 | | 2,670,620 | | 220,753,953 | | 243,252,017 | |
| Disposal/written - off | - | | - | | - | | - | | (4,233,099) | | (362,168) | | (11,547,545) | | (1,004,329) | | - | | (17,147,141) | |
| Transferred in/(out) | - | | - | | 118,830,559 | | 8,188,812 | | 18,076,994 | | 49,489,437 | | - | | 35,199,033 | | (229,784,835) | | - | |
| 31 December 2023 | 270,921,709 | | 3,976,379 | | 397,888,208 | | 63,216,765 | | 96,974,345 | | 1,031,681,027 | | 43,400,515 | | 169,801,768 | | 3,977,277 | | 2,081,837,993 | |
| Acquisition | - | | - | | 175,000 | | 1,054,000 | | 2,605,842 | | 2,402,797 | | - | | 2,593,958 | | 38,619,553 | | 47,451,150 | |
| Disposal/written - off | - | | - | | - | | - | | (7,734,689) | | (6,207,890) | | (60,109) | | (1,543,035) | | - | | (15,545,723) | |
| Transferred in/(out) | - | | - | | 2,359,439 | | 2,424,345 | | 1,329,253 | | 29,743,106 | | - | | 3,617,092 | | (41,832,674) | | (2,359,439) | |
| 31 December 2024 | 270,921,709 | | 3,976,379 | | 400,422,647 | | 66,695,110 | | 93,174,751 | | 1,057,619,040 | | 43,340,406 | | 174,469,783 | | 764,156 | | 2,111,383,981 | |
| **Accumulated depreciation** |  | |  | |  | |  | |  | |  | |  | |  | |  | |  | |
| 1 January 2023 | - | | 3,953,592 | | 157,316,305 | | 44,281,941 | | 66,047,352 | | 795,991,786 | | 26,127,958 | | 115,730,302 | | - | | 1,209,449,236 | |
| Depreciation for the year | - | | 8,504 | | 9,757,377 | | 4,104,268 | | 5,445,575 | | 34,333,588 | | 4,092,342 | | 7,584,816 | | - | | 65,326,470 | |
| Depreciation on disposal | - | | - | | - | | - | | (4,225,674) | | (360,619) | | (7,038,261) | | (999,070) | | - | | (12,623,624) | |
| 31 December 2023 | - | | 3,962,096 | | 167,073,682 | | 48,386,209 | | 67,267,253 | | 829,964,755 | | 23,182,039 | | 122,316,048 | | - | | 1,262,152,082 | |
| Depreciation for the year | - | | 8,504 | | 14,894,234 | | 5,456,403 | | 9,219,580 | | 32,607,683 | | 4,985,124 | | 12,308,500 | | - | | 79,480,028 | |
| Depreciation on disposal | - | | - | | - | | - | | (7,734,076) | | (6,189,095) | | (60,108) | | (1,533,774) | | - | | (15,517,053) | |
| 31 December 2024 | - | | 3,970,600 | | 181,967,916 | | 53,842,612 | | 68,752,757 | | 856,383,343 | | 28,107,055 | | 133,090,774 | | - | | 1,326,115,057 | |
| **Net book value** |  | |  | |  | |  | |  | |  | |  | |  | |  | |  | |
| 31 December 2024 | 270,921,709 | | 5,779 | | 218,454,731 | | 12,852,498 | | 24,421,994 | | 201,235,697 | | 15,233,351 | | 41,379,009 | | 764,156 | | 785,268,924 | |
| 31 December 2023 | 270,921,709 | | 14,283 | | 230,814,526 | | 14,830,556 | | 29,707,092 | | 201,716,272 | | 20,218,476 | | 47,485,720 | | 3,977,277 | | 819,685,911 | |

1. **INTANGIBLE ASSETS - NET**

As of 31 December 2024 and 2023, intangible assets are computer software which consist of :-

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  |  | **UNIT : BAHT** | |
|  | Consolidated financial statements | | Separate financial statements | |
| 2024 | 2023 | 2024 | 2023 |
| **Cost** |  |  |  |  |
| 1 January | 27,279,421 | 24,737,452 | 27,158,793 | 24,722,052 |
| Acquisition | 4,027,209 | 2,541,969 | 4,027,209 | 2,436,741 |
| 31 December | 31,306,630 | 27,279,421 | 31,186,002 | 27,158,793 |
| **Accumulated amortization** |  |  |  |  |
| 1 January | 23,147,953 | 22,371,561 | 23,141,431 | 22,371,241 |
| Amortization expenses for the year | 1,206,362 | 776,392 | 1,194,266 | 770,190 |
| 31 December | 24,354,315 | 23,147,953 | 24,335,697 | 23,141,431 |
| **Net book value** | **6,952,315** | **4,131,468** | **6,850,305** | **4,017,362** |

1. **INTANGIBLE ASSETS - DIGITAL ASSETS - NET**

|  |  |  |
| --- | --- | --- |
|  | **UNIT : BAHT** | |
|  | Consolidated and separate financial statements | |
|  | 2024 | 2023 |
| Beginning balance - cost | 41,026,060 | 40,955,181 |
| Revenue from the rewards from as being Node validator | - | 70,880 |
| Ending balance - cost | 41,026,060 | 41,026,060 |
| Less unrealized loss from revaluation of intangible asset on digital assets | (22,072,935) | (21,191,004) |
| **Net** | 18,953,125 | 19,835,057 |

As of 31 December 2024 and 2023, the Company has the outstanding of digital assets (KUB coin) of 280,870 coins.

The fair value of digital assets is based on closing prices on the active exchange market that the Group has determined as its principal market for the digital assets. The fair value measurement of digital assets has been categorized as a Level 2.

1. **TRADE AND OTHER CURRENT PAYABLES**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | | **UNIT : BAHT** | |
|  | Consolidated financial statements | | Separate financial statements | |
| 2024 | 2023 | 2024 | 2023 |
| **Trade payables** |  |  |  |  |
| Related companies (Notes 5) | 5,563,045 | 7,002,394 | 6,339,252 | 7,902,807 |
| Others | 84,675,105 | 89,193,693 | 81,336,911 | 86,121,231 |
| Total trade payables | 90,238,150 | 96,196,087 | 87,676,163 | 94,024,038 |
| **Other current payables** |  |  |  |  |
| Accrued bonus | 1,150,240 | 2,283,766 | 988,940 | 1,912,426 |
| Accrued royalties | 1,583,733 | 1,891,218 | 1,583,733 | 1,891,218 |
| Accrued dividend | 396,244 | 989,648 | 396,244 | 989,648 |
| Others | 41,852,330 | 44,958,291 | 40,304,336 | 44,313,597 |
| Total other current payables | 44,982,547 | 50,122,923 | 43,273,253 | 49,106,889 |
| **Total trade and other current payables** | **135,220,697** | **146,319,010** | **130,949,416** | **143,130,927** |

1. **NON CURRENT PROVISION FOR EMPLOYEE BENEFITS**

Movements of non current provision for employee benefits for the years ended 31 December 2024 and 2023 are as follows:-

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | **UNIT : BAHT** | | | |
|  | Consolidated financial statements | | Separate financial statements | |
| 2024 | 2023 | 2024 | 2023 |
| Non current provision for employee benefits |  |  |  |  |
| - beginning balance | 57,508,167 | 57,254,767 | 54,546,002 | 54,503,201 |
| Employee benefit expenses for the year | 11,048,093 | 8,061,553 | 10,800,531 | 7,850,954 |
| Employee benefit paid during the year | (8,649,155) | (7,808,153) | (8,257,155) | (7,808,153) |
| Non current provision for employee benefits |  |  |  |  |
| - ending balance | 59,907,105 | 57,508,167 | 57,089,378 | 54,546,002 |

Employee benefit expenses were recognized in statements of comprehensive income for the years ended 31 December 2024 and 2023 as follows:-

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Consolidated financial statements | | Separate financial statements | |
|  | 2024 | 2023 | 2024 | 2023 |
| Current service costs | 9,851,265 | 7,093,361 | 9,621,495 | 6,906,602 |
| Interest costs | 1,196,828 | 968,192 | 1,179,036 | 944,352 |
| Total | 11,048,093 | 8,061,553 | 10,800,531 | 7,850,954 |

The principle of actuarial assumptions used to calculate the defined benefit obligations are as follows:-

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Consolidated financial statements | | Separate financial statements | |
| 2024 | 2023 | 2024 | 2023 |
| Discount rate | 2.05 % - 2.29% | 2.05 % - 2.29% | 2.22% | 2.22% |
| Disability rate | 5.00% (TMO 2017) | 5.00% (TMO 2017) | 5.00% (TMO 2017) | 5.00% (TMO 2017) |
| Salary increase rate | 0% - 3.00% | 0% - 3.00% | 0% - 3.00% | 0% - 3.00% |
| Turnover rate | Age-related scale | Age-related scale | Age-related scale | Age-related scale |

The sensitivity analysis for significant assumptions used in actuarial valuation can be analyzed as follows :-

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | Change in assumptions | Effect to non current provision for employee  benefits increase (decrease) | | | |
|  | Consolidated financial statements | | Separate financial statements | |
|  | 2024 | 2023 | 2024 | 2023 |
| Discount rate | Increase 1 % | (2,210,150) | (2,207,214) | (2,181,711) | (2,181,004) |
| Discount rate | Decrease 1 % | 2,454,382 | 2,437,074 | 2,421,791 | 2,407,856 |
| Salary increase rate | Increase 1 % | 3,636,749 | 2,951,977 | 3,551,485 | 2,895,398 |
| Salary increase rate | Decrease 1 % | (3,015,773) | (2,588,854) | (2,973,515) | (2,554,260) |

1. **LEGAL RESERVE**

The legal reserve is set aside under the Public Companies Act B.E. 2535 which requires a public company to set aside as a legal reserve at least 5 per cent of its net income after accumulated deficit brought forward (if any) until the reserve reaches 10 per cent of the authorized capital. This reserve is not available for dividend distribution.

1. **GENERAL RESERVE**

The Company has appropriated part of its net profit for general reserve with no specific objective.

1. **DIVIDEND PAYMENT, DIRECTORS’ REMUNERATION AND GENERAL RESERVE**

On 23 April 2024, the Ordinary General Shareholders’ Meeting resolved as follows:-

* Authorized to pay dividend at Baht 0.65 per share for 108 million shares, in the totaling Baht 70.20 million, being Baht 0.40 per share from the BOI - promoted business and Baht 0.25 per share from operations subjected to corporate income tax at the rate of 20 percent. Such dividend was paid to the shareholders on 20 May 2024.
* Authorized to pay directors’ remuneration at the maximum of Baht 15.00 million
* Authorized to set aside as general reserve amounting to Baht 4.21 million

On 25 April 2023, the Ordinary General Shareholders’ Meeting resolved as follows:-

* Authorized to pay dividend at Baht 1.00 per share for 108 million shares, totaling Baht 108.00 million, being Baht 1.00 per share from the BOI - promoted business. Such dividend was paid to the shareholders on 24 May 2023.
* Authorized to pay directors’ remuneration at the maximum of Baht 15.00 million
* Authorized to set aside as general reserve amounting to Baht 14.12 million

1. **PROVIDENT FUND**

The Group has set up a provident fund for their employees under the Provident Fund Act B.E. 2530, for the staff’s welfare as well as security upon their resignation or retirement as defined by the Company’s regulations, which is contributed by its employees and by the Company at the rate of 3 - 4 percent of salary. The Group has also appointed a finance company to act as the fund manager.

The Group’s contributions to the employee provident fund were recorded as expenses in the statements of comprehensive income for the years ended 31 December 2024 and 2023 as follows :-

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | | **UNIT : BAHT** | |
| Companies | Consolidated financial statements | | Separate financial statements | |
| 2024 | 2023 | 2024 | 2023 |
| TPCS Plc. | 2,413,144 | 2,363,182 | 2,413,144 | 2,363,182 |
| TPCNIC Co., Ltd. | 55,765 | 65,695 | - | - |
| TPCX Co., Ltd. | 45,329 | 39,847 | - | - |
| Total | 2,514,238 | 2,468,724 | 2,413,144 | 2,363,182 |

1. **DERIVATIVES IN FOREIGN CURRENCY TRANSACTIONS**

The Company has entered into selling and buying forward exchange contracts with local commercial banks for hedging against risk in exchange rate fluctuation which may affect to Baht receivable or Baht payable which can be summarized as follows:-

* 1. **Selling forward exchange contracts**

**UNIT : THOUSAND BAHT**

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  | Consolidated and Separate financial statements | | | | | |
|  | 2024 | | | 2023 | | |
| Currencies | Foreign  currency | Converted  to Baht | Estimated exchange  rate (Baht) | Foreign  currency | Converted  to Baht | Estimated exchange  rate (Baht) |
| USD | 29.17 | 1,003.89 | 34.41 | 152.90 | 5,425.60 | 35.43 - 35.59 |
| JPY | - | - | - | 6,219.00 | 1,504.38 | 0.2419 |

As of 31 December 2024 and 2023, the Company has entered into selling forward exchange contracts which deliveries are to be made during January 2025 and January 2024, respectively.

* 1. **Buying forward exchange contracts**

**UNIT : THOUSAND BAHT**

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  | Consolidated financial statements | | | | | |
|  | 2024 | | | 2023 | | |
| Currencies | Foreign  currency | Converted  to Baht | Estimated exchange  rate (Baht) | Foreign  currency | Converted  to Baht | Estimated exchange  rate (Baht) |
| JPY | - | - | - | 1,580.08 | 390.85 | 0.2473 - 0.2480 |

As of 31 December 2023, the Company has entered into buying forward exchange contracts which deliveries are to be made during February 2024 (31 December 2024 : Nil).

* 1. **Uncovered assets and liabilities**

The Group has outstanding assets and liabilities denominated in foreign currencies not covered by any hedging against exchange risks as follows:-

**UNIT : THOUSAND BAHT**

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | Consolidated financial statements | | | | Separate financial statements | | | |
|  | 2024 | | 2023 | | 2024 | | 2023 | |
| Currencies | Foreign  currency | Converted  to Baht | Foreign  currency | Converted  to Baht | Foreign  currency | Converted  to Baht | Foreign  currency | Converted  to Baht |
| **Assets** |  |  |  |  |  |  |  |  |
| USD | 444.46 | 15,007.14 | 1,865.10 | 63,354.75 | 444.46 | 15,007.14 | 1,865.10 | 63,354.75 |
| IDR | 6,301.90 | 12.26 | 3,963.50 | 8.18 | 6,301.90 | 12.26 | 3,963.50 | 8.18 |
| CNY | 3.06 | 14.00 | 0.35 | 1.62 | 3.06 | 14.00 | 0.35 | 1.62 |
| JPY | 6,669.00 | 1,409.33 | 29.00 | 6.90 | 6,669.00 | 1,409.33 | 29.00 | 6.90 |
| MYR | 2.20 | 16.40 | 0.95 | 6.93 | 2.20 | 16.40 | 0.95 | 6.93 |
| VND | 3,280.00 | 4.36 | 3,280.00 | 4.59 | 3,280.00 | 4.36 | 3,280.00 | 4.59 |
| INR | 54.25 | 19.65 | 45.75 | 17.59 | 54.25 | 19.65 | 45.75 | 17.59 |
| PHP | 54.73 | 30.46 | - | - | 54.73 | 30.46 | - | - |
| **Total assets** |  | 16,513.60 |  | 63,400.56 |  | 16,513.60 |  | 63,400.56 |
| **Liabilities** |  |  |  |  |  |  |  |  |
| USD | 3.67 | 125.42 | 8.70 | 299.30 | 3.67 | 125.42 | 8.70 | 299.30 |
| JPY | 5,163.26 | 1,130.12 | - | - | 496.00 | 108.56 | - | - |
| CNY | (1.28) | (6.04) | - | - | (1.28) | (6.04) | - | - |
| **Total liabilities** |  | 1,249.50 |  | 299.30 |  | 227.94 |  | 299.30 |

1. **COMMITMENTS AND CONTINGENT LIABILITIES**

**26.1** As of 31 December 2024 and 2023, the Group has commitments and contingent liabilities as follows:-

**UNIT : BAHT**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Particulars | Consolidated financial statements | | Separate financial statements | |
| 2024 | 2023 | 2024 | 2023 |
| Bank guarantees | 8,686,900 | 8,686,900 | 8,686,900 | 8,686,900 |
| Letter of credit | 150,238 | 318,825 | 150,238 | 318,825 |

* 1. As of 31 December 2024 and 2023, the Company has entered into licence agreements for technical assistance from a foreign company regarding production and sales of certain products. The company agreed to share the profit to the counterparty at the rate of 2 per cent of sales of some group of products.
  2. As of 31 December 2024, the Company has total outstanding guarantees amounting to Baht 6.12 million for its subsidiary company for ordinary course of businesses for the amount not exceeding Baht 550 million. (31 December 2023 : the Company has total outstanding guarantees for its subsidiary and associated company totaling to Baht 173 million.)
  3. As of 31 December 2023, the Company has commitment relating to fixed assets construction and renovation and installation agreements of Baht 5.74 million (31 December 2024 : Nil).

1. **PROMOTIONAL PRIVILEGES**

The Group has been granted promotional certificates under Investment Promotion Act B.E. 2520 which promotional privileges of existing BOI certificates as of 31 December 2024 can be summarized below:-

|  |  |  |  | Privileges granted | |
| --- | --- | --- | --- | --- | --- |
| Company | Promotional certificate No. | Effective dates | Promotional businesses | Exemption periods of corporate income tax | Maximum of exempted corporate income tax (Million Baht) |
| TPCS Plc. | 1598(2)/2553 | 1 Jul 2010 | Textiles and related parts | 7 years | 136.70 |
|  | 2667(2)/2555 | 1 Mar 2013 | Textiles and related parts | 7 years | 189.87 |
|  | 63-0554-1-00-1-0 | 3 Jul 2020 | Manufacturing sanitary face masks, disposable hair cap | 4 years | 10.06 |
|  | 64-0395-1-00-1-0 | 7 May 2021 | Manufacturing medical sanitary face masks and medical respirator mask | 4 years | 38.00 |
|  | 65-0099-1-00-1-0 | 9 March 2022 | Manufacturing medical sanitary face masks | 4 years | 32.39 |
|  | 65-0655-1-00-1-0 | 15 June 2022 | Manufacturing medical sanitary face masks | 4 years | 44.16 |

**Other privileges and benefits granted are as below:-**

* 1. Exemption of income tax for dividend income from promoted businesses throughout the promoted periods of every promotional certificate.
  2. The offset losses from operation incurred during the exemption periods are entiled to against profits derived after the expiration promoted periods for another 5 years. The carried losses can be utilized by offsetting against profits derived in one or several years for all promoted certificates.
  3. As a promoted industry, the company must strictly comply with certain terms and conditions stipulated in the promotional certificates.

1. **EXPENSES BY NATURE**

Significant expenses by nature are as follows:-

**UNIT : BAHT**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Particulars | Consolidated financial statements | | Separate financial statements | |
| For the years ended 31 December | | | |
| 2024 | 2023 | 2024 | 2023 |
| (Increase) decrease in finished goods and work in process | 23,748,676 | (9,950,552) | 20,690,686 | (12,967,465) |
| Net purchase of finished goods | 113,743,527 | 104,009,416 | 50,835,730 | 65,211,569 |
| Raw materials and supplies used | 519,873,149 | 623,004,966 | 501,741,100 | 599,417,249 |
| Salaries and wages and other employee benefits | 273,007,837 | 274,732,678 | 260,515,496 | 259,557,334 |
| Depreciation and amortization expenses | 85,290,621 | 70,202,398 | 80,713,008 | 66,096,660 |
| Other expenses | 278,238,957 | 330,502,453 | 260,549,297 | 350,818,654 |

1. **OPERATING 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.

The Group’s business operation involves 2 principal segments: (1) Products for industries and (2) Products for sanitation and household and others with geographical segments of both local and export sales.

Revenue and gross profit of operating segments of the Group for the years ended 31 December 2024 and 2023 are as follows :-

|  |  |  |  |
| --- | --- | --- | --- |
|  | **UNIT : BAHT** | | |
|  | For the year ended 31 December 2024 | | |
|  | Products for industries | Products for sanitation and household and others | Consolidated financial statements |
| **Revenues from operation** |  |  |  |
| Revenue from sales | 789,701,325 | 416,485,033 | 1,206,186,358 |
| Revenue from services | 2,980,091 | 24,206,649 | 27,186,740 |
| **Gross profit by segment** | **129,560,016** | **119,933,287** | **249,493,303** |
| Interest income |  |  | 9,757,254 |
| Rental income |  |  | 1,965,000 |
| Dividend income |  |  | 34,102,275 |
| Gain on disposal of fixed assets |  |  | 76,289 |
| Other incomes |  |  | 7,674,744 |
| Selling and distribution expenses |  |  | (149,875,342) |
| Administrative expenses |  |  | (125,910,825) |
| Impairment loss of assets | |  | (18,047,732) |
| Unrealized loss from revaluation of intangible assets - digital assets | |  | (881,933) |
| Unrealized loss from revaluation of financial assets |  |  | (6,829,140) |
| Directors' remuneration |  |  | (8,478,000) |
| Share of loss from investment in associated companies |  |  | (2,147,442) |
| **Loss before income tax expenses** |  |  | **(9,101,549)** |
| Income tax |  |  | 5,058,477 |
| **Net loss for the year** |  |  | **(4,043,072)** |
| **Additional information :-** |  |  |  |
| Depreciation and amortization expenses |  |  | 85,290,621 |

|  |  |  |  |
| --- | --- | --- | --- |
|  | **UNIT : BAHT** | | |
|  | For the year ended 31 December 2023 | | |
|  | Products for industries | Products for sanitation and household and others | Consolidated financial statements |
| **Revenues from operation** |  |  |  |
| Revenue from sales | 798,143,624 | 619,209,667 | 1,417,353,291 |
| Revenue from services | 4,317,601 | 15,446,528 | 19,764,129 |
| **Gross profit by segment** | **139,258,538** | **237,014,831** | **376,273,369** |
| Interest income |  |  | 7,444,778 |
| Rental income |  |  | 1,920,000 |
| Dividend income |  |  | 31,336,972 |
| Gain on disposal of fixed assets |  |  | 1,838,248 |
| Revenue from as being node validator of intangible assets - digital assets | |  | 70,880 |
| Reversal of unrealized losses from revaluation of intangible assets - digital assets | |  | 3,489,832 |
| Other incomes |  |  | 14,509,049 |
| Selling and distribution expenses |  |  | (139,523,544) |
| Administrative expenses |  |  | (111,937,106) |
| Unrealized loss from revaluation of financial assets |  |  | (69,494,658) |
| Directors' remuneration |  |  | (10,702,000) |
| Share of loss from investment in associated companies |  |  | (6,896,219) |
| Finance cost |  |  | (700) |
| **Profit before income tax expenses** |  |  | **98,328,901** |
| Income tax expenses |  |  | (14,242,275) |
| **Net profit for the year** |  |  | **84,086,626** |
| **Additional information :-** |  |  |  |
| Depreciation and amortization expenses |  |  | 70,202,398 |

As of 31 December 2024 and 2023, segment assets and liabilities of the Group are as follows :-

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | **UNIT : BAHT** | | | | |
|  | As of 31 December 2024 | | | | |
|  | Products for industries | Products for sanitation and household and others | Total segments | Unallocated assets/liabilities | Consolidated financial statements |
| Segment assets | 576,178,776 | 447,018,628 | 1,023,197,404 | 1,881,297,874 | 2,904,495,278 |
| Segment liabilities | 80,825,850 | 19,562,041 | 100,387,891 | 155,635,840 | 256,023,731 |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | **UNIT : BAHT** | | | | |
|  | As of 31 December 2023 | | | | |
|  | Products for industries | Products for sanitation and household and others | Total segments | Unallocated assets/liabilities | Consolidated financial statements |
| Segment assets | 550,099,080 | 462,559,625 | 1,012,658,705 | 1,934,478,041 | 2,947,136,746 |
| Segment liabilities | 81,319,612 | 23,216,743 | 104,536,355 | 162,697,249 | 267,233,604 |

Geographical operating segment information of 2 principal segments of both local and export sales for the years ended 31 December 2024 and 2023 are as follows:-

**Geographical areas**

|  |  |  |
| --- | --- | --- |
|  | **UNIT : BAHT** | |
|  | For the years ended 31 December | |
| Consolidated financial statements | 2024 | 2023 |
| Domestic sales | 925,925,832 | 1,133,941,185 |
| Export sales |  |  |
| * ASIA | 261,954,342 | 264,959,636 |
| * AFRICA | 18,306,184 | 18,452,470 |

**Information of major customers**

The Company has two major customers from segment of products for industries and products for sanitation and household and others for the years ended 31 December 2024 and 2023 in the amount of Baht 239.72 million and Baht 217.59 million, respectively.

1. **INCOME TAX**

Income tax for the yesrs ended 31 December 2024 and 2023 comprised:-

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  |  | **UNIT : BAHT** | |
|  | Consolidated financial statements | | Separate financial statements | |
|  | 2024 | 2023 | 2024 | 2023 |
| **Current income tax:** |  |  |  |  |
| Corporate income tax for the year | - | (21,227,352) | - | (21,227,352) |
| **Deferred tax:** |  |  |  |  |
| Relating to origination and reversal of temporarydifferences | 5,058,477 | 6,985,077 | 4,678,322 | 7,916,595 |
| **Income (expenses) tax expenses reported** |  |  |  |  |
| **in - the statements of comprehensive income** | **5,058,477** | **(14,242,275)** | **4,678,322** | **(13,310,757)** |

Reconciliation between income tax expenses and the product of accounting profit multiplied by the applicable tax rates for the years ended 31 December 2024 and 2023 are as follows:-

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | Consolidated financial statements | | | Separate financial statements | |
|  | 2024 | 2023 | 2024 | | 2023 |
|  |  |  |  | |  |
| Accounting profit (loss) before corporate income tax | (9,101,549) | 98,328,901 | 896,895 | | 97,482,047 |
| Applicable tax rate | 20% | 20% | 20% | | 20% |
| Accounting profit (loss) before corporate income tax multiplied by applicable tax rate | (1,820,310) | 19,665,780 | 179,379 | | 19,496,409 |
| Effects of: |  |  |  | |  |
| Promotional privileges (Note 27) | 169,438 | (9,934,575) | 169,438 | | (9,934,575) |
| Non - deductible expenses | 1,149,584 | 737,306 | 1,056,801 | | 697,297 |
| Effect from un - recording of deferred tax assets | 1,419,389 | 337 | 2,519,593 | | - |
| Exemption of income | (7,690,700) | (6,498,024) | (7,659,870) | | (6,479,404) |
| Effect of adjustment of income tax | (943,663) | 9,531,030 | (943,663) | | 9,531,030 |
| Effect of elimination entry on the consolidated financial statements | 2,657,785 | 740,421 | - | | - |
| Total | (3,238,167) | (5,423,505) | (4,857,701) | | (6,185,652) |
| **(Income) expenses tax reported in the statements of comprehensive income** | **(5,058,477)** | **14,242,275** | **(4,678,322)** | | **13,310,757** |

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

|  |  |  | **UNIT : BAHT** | |
| --- | --- | --- | --- | --- |
|  | Consolidated financial statements | | Separate financial statements | |
|  | 2024 | 2023 | 2024 | 2023 |
| **Deferred tax assets:** |  |  |  |  |
| * Allowance for slow - moving stock | 5,210,789 | 4,041,802 | 5,210,789 | 4,041,802 |
| * Allowance for expected credit losses of accrued  interest | 824,105 | 716,883 | 824,105 | 716,883 |
| * Allowance for expected credit losses of trade  receivables | 303,911 | 357,674 | 303,911 | 357,674 |
| * Allowance for impairment loss of assets | 26,185,113 | 24,853,296 | 25,925,753 | 24,853,296 |
| * Allowance for expected credit loss of debenture | 1,986,132 | 2,000,000 | 1,986,132 | 2,000,000 |
| * Unrealized loss on revaluation of financial assets  measured at fair value through profit or   loss - listed equity securities | 37,740,968 | 35,903,441 | 37,740,968 | 35,903,441 |
| * Unrealized loss from revaluation of intangible  assets - digital assets | 4,414,587 | 4,238,201 | 4,414,587 | 4,238,201 |
| * Unrealized loss from revaluation of inventories -  digital assets | 384,718 | 309,339 | - | - |
| * Retirement benefit obligations | 11,465,827 | 10,933,521 | 11,417,875 | 10,909,200 |
| **Total deferred tax assets** | **88,516,150** | **83,354,157** | **87,824,120** | **83,020,497** |
| **Deferred tax liabilities:** |  |  |  |  |
| * Unrealized gain on revaluation of financial assets  measured at fair value through profit or   loss - debt securities fund | 635,240 | 531,725 | 635,240 | 509,940 |
| * Unrealized gain on revaluation of financial assets  measured at fair value through other   comprehensive income - non - listed equity  securities | 53,624,719 | 41,522,000 | 53,624,719 | 41,522,000 |
| * Unrealized gain on revaluation of financial assets  measured at fair value through other   comprehensive income - listed equity securities | 5,381,166 | 5,905,541 | 5,381,166 | 5,905,541 |
| **Total deferred tax liabilities** | **59,641,125** | **47,959,266** | **59,641,125** | **47,937,481** |

Corporate income taxes of the Group for the years ended 31 December 2024 and 2023 have been calculated on the net accounting profit adjusted with other revenues and some expenses which are exempted from income tax or being adjusted with disallowable expenses.

The income tax computations are as follows:-

* For the BOI promoted businesses, the corporate income tax was calculated according to the promoted privileges granted (Note 27).
* For non - BOI promoted businesses or promoted privileges granted had expiration, the Group calculated corporate income tax at the rate of 20 per cent of taxable profit.

1. **FINANCIAL INSTRUMENTS**

The Group is exposed to normal business risks from changes in market interest rates and currency exchange rates and from non - performance of contractual obligations by counterparties. The Group does not hold or issue derivative financial instruments for speculative or trading purposes.

**31.1 Accounting policies and procedure**

See Note 4.

**31.2 Credit risk**

Credit risk refers to the risk that accounts receivable will default on its contractual obligations resulting in a financial loss to the Company.

As of the statements of financial position date there was no other significant credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statements of financial position.

**31.3 Interest rate risk**

Interest rate risk arises from the potential of a change in interest rates to have an effect on the operation of the Group in the current reporting year and in future years. The Group is confident that the risk can be managed because the Group has maintained plans and monitor the market situation closely.

**31.4** **Risk from currency exchange**

The Group’s risk from the fluctuation of foreign exchange rates, due to some debtors and creditors arisen from the trading in foreign currencies. The Group will make the forward exchange contract, in case the Baht currency is highly fluctuated and it is considered appropriate (Note 25).

**31.5 Risk from intangible assets - digital assets**

Digital assets are predicted by various parties to be an important component of any business which is growing up in the future. The Group realizes to the importance of investing in such assets to promote learning, blockchain skills and investment in digital assets. The Group has joined with Bitkub Blockchain Technology Co., Ltd. to become one of the operators as a node validator in the Blockchain network. However, digital assets are highly volatile which the Group has been taking cautious in various actions including establishing a digital asset investment policy and digital asset investment practice guidelines. In addition, the Group provides personnel with knowledge, experience and expertise to be responsible for investment which perform various operations related and monitor to report to the Executive Committee to match asset volatility and to ensure that such investments are efficient and benefit to the Group as much as possible. Channels to invest in such digital assets, the Group will provide investments through channels that have been approved by the SEC only.

**31.6 Fair values of financial instruments**

The Group uses the market approach to measure its assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. However, if part of financial assets and financial liabilities are short - term or bearing interest rate closely to market rate, the Company’s management belives that the fair value of those financial assets and financial liabilities does not materially differ from their carrying value.

The following methods and assumptions were used by the Group in estimating fair value of financial instruments as disclosed herein:

* Investments in mutual funds have been categorized as a Level 2, the fair value is determined from their net asset value (NAV) at the measurement date of investment.
* Investments in listed equity securities have been categorized as a Level 1, the fair value is based on quoted market price.
* Investment in non-listed equity securities have been categorized as a Level 3, the fair value is determined from discounted cash flows and book value approach by the Group’s mangement.
* Investments in debt securities have been categorized as a Level 2, the fair value is determined by using the yield curve as announced by the Thai Bond Market Association at the measurement date of investment.

1. **CAPITAL MANAGEMENT**

The Group board’s policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the businesses. The Board monitors the return on capital, which the Group defines as result from operating activities divided by total equity, excluding non - controlling interests and also monitors the level of dividends paid to ordinary shareholders.

1. **EVEN AFTER THE REPORT PERIOD**

**33.1** On 24 February 2025, the Board of Directors Meeting No. 1/2025 passed a resolution to propose the dividend payment from retained earnings at Baht 0.25 per share for 108 million shares, totaling Baht 27.00 million, which will pay from retained earnings of operations subjected to corporate income tax at the rate of  20 per cent. This dividend payment is subject to the approval of the Annual General Meeting of the shareholders.

**33.2** On 24 February 2025, the Company’s Board of Directors Meeting No. 1/2025 resolved to approve the purchase of 245,000 ordinary shares in TPCNIC Co., Ltd. from Dynic Corporation Co., Ltd., representing 49 per cent of the registered share capital. Following the additional share acquisition, the Company’s interest will increase to 99.99 per cent of the registered share capital. The transaction is expected to be completed in March 2025.

**33.3** On 13 February 2025, the Board of Directors Meeting of Horizon Scuba Diving Club Co., Ltd. passed a resolution to proceed with the dissolution and liquidation by proposing to the Board of Directors of the company to include this matter as an agenda for the company’s 2025 Annual General Meeting of Shareholders to consider for approval and further proceed.

1. **APPROVAL OF FINANCIAL STATEMENTS**

The financial statements have been approved by the Board of Directors of the Company on   
24 February 2025.