

Primo Service Solutions Public Company Limited  
and its subsidiaries  
Review report and consolidated and separate financial  
information  
For the three-month and nine-month periods ended  
30 September 2024

## **Independent Auditor's Report on Review of Interim Financial Information**

To the Shareholders of Primo Service Solutions Public Company Limited

I have reviewed the accompanying consolidated financial information of Primo Service Solutions Public Company Limited and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 September 2024, the related consolidated statements of comprehensive income for the three-month and nine-month periods then ended, and the related consolidated statements of changes in shareholders' equity and cash flows for the nine-month period then ended, as well as the condensed notes to the interim consolidated financial statements. I have also reviewed the separate financial information of Primo Service Solutions Public Company Limited for the same periods (collectively "the interim financial information"). Management is responsible for the preparation and presentation of this interim financial information in accordance with Thai Accounting Standard 34 Interim Financial Reporting. My responsibility is to express a conclusion on this interim financial information based on my review.

### **Scope of review**

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

### **Conclusion**

Based on my review, nothing has come to my attention that causes me to believe that the accompanying interim financial information is not prepared, in all material respects, in accordance with Thai Accounting Standard 34 Interim Financial Reporting.

Sumesa Tangyoosuk

Certified Public Accountant (Thailand) No. 7627

EY Office Limited

Bangkok: 13 November 2024

**Primo Service Solutions Public Company Limited and its subsidiaries**

**Statement of financial position**

**As at 30 September 2024**

(Unit: Thousand Baht)

	Note	Consolidated financial statements		Separate financial statements	
		30 September 2024	31 December 2023	30 September 2024	31 December 2023
		(Unaudited but reviewed)	(Audited)	(Unaudited but reviewed)	(Audited)
<b>Assets</b>					
<b>Current assets</b>					
Cash and cash equivalents		674,621	486,366	562,667	357,095
Trade and other receivables	3	795,422	796,916	28,872	316,443
Short-term loans to related parties	2	-	-	524,250	335,000
Inventories		170,145	90,250	-	-
Other current financial assets	4	109,178	479,953	100,124	470,000
Other current assets		61,168	33,836	6,592	5,997
<b>Total current assets</b>		<b>1,810,534</b>	<b>1,887,321</b>	<b>1,222,505</b>	<b>1,484,535</b>
<b>Non-current assets</b>					
Other non-current financial assets	4	99,631	97,077	96,777	96,777
Investments in subsidiaries	5	-	-	81,883	54,013
Investment properties		7,695	8,191	7,695	8,191
Property, plant and equipment		96,928	87,630	1,132	1,515
Advance payment for purchase of land		-	115,707	-	-
Right-of-use assets		16,428	24,081	5,074	8,182
Goodwill	5.3, 5.4	201,572	-	-	-
Intangible assets		49,447	32,467	-	44
Unallocated costs of business acquisition and combination		-	224,355	-	-
Deferred tax assets		8,112	9,689	160	366
Other non-current assets		6,797	4,006	1,490	1,595
<b>Total non-current assets</b>		<b>486,610</b>	<b>603,203</b>	<b>194,211</b>	<b>170,683</b>
<b>Total assets</b>		<b>2,297,144</b>	<b>2,490,524</b>	<b>1,416,716</b>	<b>1,655,218</b>

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

**Primo Service Solutions Public Company Limited and its subsidiaries**

**Statement of financial position (continued)**

**As at 30 September 2024**

(Unit: Thousand Baht)

	Note	Consolidated financial statements		Separate financial statements	
		30 September 2024 (Unaudited but reviewed)	31 December 2023 (Audited)	30 September 2024 (Unaudited but reviewed)	31 December 2023 (Audited)
<b>Liabilities and shareholders' equity</b>					
<b>Current liabilities</b>					
Trade and other payables	6	432,689	422,840	23,601	3,352
Short-term loans from related parties	2	-	-	48,000	-
Current portion of long-term loans from banks	7	13,790	4,574	-	-
Current portion of lease liabilities		10,882	11,583	4,157	4,500
Income tax payable		18,940	33,828	-	-
Other current liabilities		91,249	139,751	1,515	1,990
<b>Total current liabilities</b>		<b>567,550</b>	<b>612,576</b>	<b>77,273</b>	<b>9,842</b>
<b>Non-current liabilities</b>					
Long-term loans from banks, net of current portion	7	26,551	37,353	-	-
Lease liabilities, net of current portion		8,213	15,257	1,799	4,794
Provision for long-term employee benefits		34,505	35,636	1,027	897
Deferred tax liabilities		9,624	6,221	355	355
Other non-current liabilities		12,055	37,142	338	338
<b>Total non-current liabilities</b>		<b>90,948</b>	<b>131,609</b>	<b>3,519</b>	<b>6,384</b>
<b>Total liabilities</b>		<b>658,498</b>	<b>744,185</b>	<b>80,792</b>	<b>16,226</b>
<b>Shareholders' equity</b>					
Share capital					
Registered					
320,000,000 ordinary shares of Baht 0.50 each		160,000	160,000	160,000	160,000
Issued and fully paid-up					
320,000,000 ordinary shares of Baht 0.50 each		160,000	160,000	160,000	160,000
Share premium		1,123,087	1,123,087	1,123,087	1,123,087
Capital reserve for share-based payments		9,350	9,350	5,703	5,703
Retained earnings					
Appropriated - statutory reserve					
- The Company		16,000	16,000	16,000	16,000
- Subsidiaries		6,100	6,100	-	-
Unappropriated		300,717	410,686	31,134	334,202
Other components of shareholders' equity		(2,727)	(2,727)	-	-
Equity attributable to owners of the Company		1,612,527	1,722,496	1,335,924	1,638,992
Non-controlling interests of the subsidiaries		26,119	23,843	-	-
<b>Total shareholders' equity</b>		<b>1,638,646</b>	<b>1,746,339</b>	<b>1,335,924</b>	<b>1,638,992</b>
<b>Total liabilities and shareholders' equity</b>		<b>2,297,144</b>	<b>2,490,524</b>	<b>1,416,716</b>	<b>1,655,218</b>
		-	-	-	-

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

Directors

(Unaudited but reviewed)

**Primo Service Solutions Public Company Limited and its subsidiaries****Statement of comprehensive income****For the three-month period ended 30 September 2024**

(Unit: Thousand Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2024	2023	2024	2023
<b>Profit or loss:</b>					
<b>Revenues</b>					
Service income		322,673	382,971	7,327	7,278
Sales		87,012	120,491	-	-
Dividend income	2	-	-	-	13,000
Gain on fair value adjustments of financial assets		1,330	56	124	-
Other income		7,714	365	2,649	111
<b>Total revenues</b>		<b>418,729</b>	<b>503,883</b>	<b>10,100</b>	<b>20,389</b>
<b>Expenses</b>					
Cost of services		212,362	242,962	3,286	3,566
Cost of sales		66,306	88,762	-	-
Administrative expenses		45,810	45,751	8,254	11,315
<b>Total expenses</b>		<b>324,478</b>	<b>377,475</b>	<b>11,540</b>	<b>14,881</b>
<b>Operating profit (loss)</b>		<b>94,251</b>	<b>126,408</b>	<b>(1,440)</b>	<b>5,508</b>
Finance income		153	2,064	3,028	3,284
Finance cost		(1,783)	(773)	(370)	(185)
<b>Profit before income tax benefits (expenses)</b>		<b>92,621</b>	<b>127,699</b>	<b>1,218</b>	<b>8,607</b>
Income tax benefits (expenses)	8	(21,528)	(26,469)	(11)	8
<b>Profit for the period</b>		<b>71,093</b>	<b>101,230</b>	<b>1,207</b>	<b>8,615</b>
<b>Other comprehensive income:</b>					
<b>Other comprehensive income for the period</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total comprehensive income for the period</b>		<b>71,093</b>	<b>101,230</b>	<b>1,207</b>	<b>8,615</b>
<b>Profit attributable to:</b>					
Equity holders of the Company		70,771	101,140	1,207	8,615
Non-controlling interests of the subsidiaries		322	90	-	-
		<b>71,093</b>	<b>101,230</b>		
<b>Total comprehensive income attributable to:</b>					
Equity holders of the Company		70,771	101,140	1,207	8,615
Non-controlling interests of the subsidiaries		322	90	-	-
		<b>71,093</b>	<b>101,230</b>		

(Unit: Baht)

**Earnings per share**

Basic earnings per share

Profit attributable to equity holders of the Company	0.221	0.316	0.004	0.027
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The accompanying notes are an integral part of the financial statements.

(Unaudited but reviewed)

**Primo Service Solutions Public Company Limited and its subsidiaries****Statement of comprehensive income****For the nine-month period ended 30 September 2024**

(Unit: Thousand Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2024	2023	2024	2023
<b>Profit or loss:</b>					
<b>Revenues</b>					
Service income		917,515	926,819	23,375	22,726
Sales		278,007	418,045	-	-
Dividend income	2, 5	-	-	23,000	133,999
Gain on fair value adjustments of financial assets		96	56	124	-
Other income		8,902	887	3,314	329
<b>Total revenues</b>		<u>1,204,520</u>	<u>1,345,807</u>	<u>49,813</u>	<u>157,054</u>
<b>Expenses</b>					
Cost of services		570,908	585,334	10,674	11,504
Cost of sales		213,074	320,815	-	-
Administrative expenses		132,079	92,268	25,167	36,956
<b>Total expenses</b>		<u>916,061</u>	<u>998,417</u>	<u>35,841</u>	<u>48,460</u>
<b>Operating profit</b>		<u>288,459</u>	<u>347,390</u>	<u>13,972</u>	<u>108,594</u>
Finance income		4,828	6,875	13,826	8,984
Finance cost		(6,783)	(1,259)	(660)	(411)
<b>Profit before income tax benefits (expenses)</b>		<u>286,504</u>	<u>353,006</u>	<u>27,138</u>	<u>117,167</u>
Income tax benefits (expenses)	8	(62,682)	(72,267)	(206)	206
<b>Profit for the period</b>		<u>223,822</u>	<u>280,739</u>	<u>26,932</u>	<u>117,373</u>
<b>Other comprehensive income:</b>					
<b>Other comprehensive income for the period</b>		-	-	-	-
<b>Total comprehensive income for the period</b>		<u>223,822</u>	<u>280,739</u>	<u>26,932</u>	<u>117,373</u>
<b>Profit attributable to:</b>					
Equity holders of the Company		220,031	280,667	<u>26,932</u>	<u>117,373</u>
Non-controlling interests of the subsidiaries		3,791	72		
		<u>223,822</u>	<u>280,739</u>		
<b>Total comprehensive income attributable to:</b>					
Equity holders of the Company		220,031	280,667	<u>26,932</u>	<u>117,373</u>
Non-controlling interests of the subsidiaries		3,791	72		
		<u>223,822</u>	<u>280,739</u>		

(Unit: Baht)

**Earnings per share**

## Basic earnings per share

Profit attributable to equity holders of the Company	<u>0.688</u>	<u>0.877</u>	<u>0.084</u>	<u>0.367</u>
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The accompanying notes are an integral part of the financial statements.

(Unaudited but reviewed)

## Primo Service Solutions Public Company Limited and its subsidiaries

## Statement of changes in shareholders' equity

For the nine-month period ended 30 September 2024

(Unit: Thousand Baht)

Consolidated financial statements											
Equity attributable to owners of the Company											
	Note	Equity attributable to owners of the Company						Other components of shareholders' equity	Equity		
		Issued and paid-up share capital	Share premium	Capital reserve for share-based payments	Retained earnings			Difference resulting from change in interest in subsidiaries without loss of control	Total equity attributable to owners of the Company	Equity attributable to non-controlling interests of the subsidiaries	Total shareholders' equity
					Appropriated - statutory reserve	The Company	Subsidiaries				
<b>Balance as at 1 January 2023</b>		160,000	1,123,087	9,350	16,000	4,300	173,325	(2,727)	1,483,335	-	1,483,335
Profit for the period		-	-	-	-	-	280,667	-	280,667	72	280,739
Other comprehensive income for the period		-	-	-	-	-	-	-	-	-	-
Total comprehensive income for the period		-	-	-	-	-	280,667	-	280,667	72	280,739
Dividend paid	10	-	-	-	-	-	(126,080)	-	(126,080)	-	(126,080)
Subsidiary called up ordinary shares		-	-	-	-	-	-	-	-	6,425	6,425
Increase in non-controlling interests of the subsidiary from business acquisition		-	-	-	-	-	-	-	-	5,417	5,417
<b>Balance as at 30 September 2023</b>		<u>160,000</u>	<u>1,123,087</u>	<u>9,350</u>	<u>16,000</u>	<u>4,300</u>	<u>327,912</u>	<u>(2,727)</u>	<u>1,637,922</u>	<u>11,914</u>	<u>1,649,836</u>
<b>Balance as at 1 January 2024</b>		160,000	1,123,087	9,350	16,000	6,100	410,686	(2,727)	1,722,496	23,843	1,746,339
Profit for the period		-	-	-	-	-	220,031	-	220,031	3,791	223,822
Other comprehensive income for the period		-	-	-	-	-	-	-	-	-	-
Total comprehensive income for the period		-	-	-	-	-	220,031	-	220,031	3,791	223,822
Dividend paid	10	-	-	-	-	-	(330,000)	-	(330,000)	-	(330,000)
Subsidiary called up ordinary shares		-	-	-	-	-	-	-	-	270	270
Decrease in non-controlling interests of the subsidiary from business acquisition	5.4	-	-	-	-	-	-	-	-	(1,785)	(1,785)
<b>Balance as at 30 September 2024</b>		<u>160,000</u>	<u>1,123,087</u>	<u>9,350</u>	<u>16,000</u>	<u>6,100</u>	<u>300,717</u>	<u>(2,727)</u>	<u>1,612,527</u>	<u>26,119</u>	<u>1,638,646</u>
		-	-	-	-	-	-	-	-	-	-

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

(Unaudited but reviewed)

**Primo Service Solutions Public Company Limited and its subsidiaries**

**Statement of changes in shareholders' equity (continued)**

**For the nine-month period ended 30 September 2024**

(Unit: Thousand Baht)

		Separate financial statements					
		Issued and		Capital reserve	Retained earnings		Total
		paid-up		for share-based	Appropriated -		shareholders'
Note		share capital	Share premium	payments	statutory reserve	Unappropriated	equity
		160,000	1,123,087	5,703	16,000	58,481	1,363,271
<b>Balance as at 1 January 2023</b>							
Profit for the period		-	-	-	-	117,373	117,373
Other comprehensive income for the period		-	-	-	-	-	-
Total comprehensive income for the period		-	-	-	-	117,373	117,373
Dividend paid	10	-	-	-	-	(126,080)	(126,080)
<b>Balance as at 30 September 2023</b>		<u>160,000</u>	<u>1,123,087</u>	<u>5,703</u>	<u>16,000</u>	<u>49,774</u>	<u>1,354,564</u>
<b>Balance as at 1 January 2024</b>		160,000	1,123,087	5,703	16,000	334,202	1,638,992
Profit for the period		-	-	-	-	26,932	26,932
Other comprehensive income for the period		-	-	-	-	-	-
Total comprehensive income for the period		-	-	-	-	26,932	26,932
Dividend paid	10	-	-	-	-	(330,000)	(330,000)
<b>Balance as at 30 September 2024</b>		<u>160,000</u>	<u>1,123,087</u>	<u>5,703</u>	<u>16,000</u>	<u>31,134</u>	<u>1,335,924</u>
		-	-	-	-	-	-

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

(Unaudited but reviewed)

**Primo Service Solutions Public Company Limited and its subsidiaries**

**Cash flow statement**

**For the nine-month period ended 30 September 2024**

(Unit: Thousand Baht)

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
<b>Cash flows from operating activities</b>				
Profit before tax	286,504	353,006	27,138	117,167
Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities:				
Depreciation and amortisation	26,760	10,116	4,031	3,311
Allowance for expected credit losses (reversal)	13,243	(6,168)	-	-
Provision for long-term employee benefits	3,586	1,760	130	116
Gain on fair value adjustments of financial assets	(96)	(56)	(124)	-
Dividend income	-	-	(23,000)	(133,999)
Finance income	(4,828)	(6,875)	(13,826)	(8,984)
Finance cost	6,783	1,259	660	411
Profit (loss) from operating activities before changes in operating assets and liabilities	331,952	353,042	(4,991)	(21,978)
Operating assets decrease (increase)				
Trade and other receivables	103,036	(309,939)	11,798	(7,121)
Inventories	(79,895)	(9,669)	-	-
Other current assets	(23,422)	(24,477)	(595)	(459)
Other non-current assets	(2,591)	(2,482)	105	(1,528)
Operating liabilities increase (decrease)				
Trade and other payables	(1,535)	197,325	(2,884)	(1,268)
Other current liabilities	20,860	16,039	(475)	2,273
Cash paid for long-term employee benefits	(5,537)	(1,274)	-	-
Other non-current liabilities	(25,087)	(30)	-	(30)
Cash flows from (used in) operating activities	317,781	218,535	2,958	(30,111)
Interest paid	(3,004)	(1,259)	(397)	(411)
Corporate income tax paid	(82,862)	(90,017)	-	-
<b>Net cash flows from (used in) operating activities</b>	<b>231,915</b>	<b>127,259</b>	<b>2,561</b>	<b>(30,522)</b>

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

**Primo Service Solutions Public Company Limited and its subsidiaries****Cash flow statement (continued)****For the nine-month period ended 30 September 2024**

(Unit: Thousand Baht)

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
<b>Cash flows from investing activities</b>				
Cash paid for short-term loans to related parties	-	-	(876,900)	(425,000)
Cash receipt from repayment of short-term loans to related parties	-	-	687,650	201,000
Cash paid for acquisitions of other financial assets	(200,000)	(565,304)	(200,000)	(565,004)
Cash receipt from the maturity of debt instruments	470,000	-	470,000	-
Cash receipt from sales of other financial assets	100,868	-	100,000	-
Cash paid for acquisitions of investment in subsidiaries	-	-	(5,000)	(8,000)
Cash paid for the business acquisition and combination	(63,156)	(148,685)	-	-
Acquisitions of property, plant and equipment	(17,628)	(77,794)	-	(1,062)
Acquisitions of intangible assets	(458)	(281)	-	-
Cash paid for advance payment for purchase of land	-	(85,088)	-	-
Interest received	9,289	3,090	9,600	3,725
Dividend received	-	-	302,999	36,999
<b>Net cash flows from (used in) investing activities</b>	<b>298,915</b>	<b>(874,062)</b>	<b>488,349</b>	<b>(757,342)</b>
<b>Cash flows from financing activities</b>				
Cash receipt from short-term loans from related parties	-	-	63,000	-
Repayment of short-term loans from related parties	(3,151)	-	(15,000)	-
Cash receipt from long-term loans from banks	-	40,700	-	-
Repayment of long-term loans from banks	(1,586)	-	-	-
Payment of principal portion of lease liabilities	(8,108)	(3,449)	(3,338)	(1,401)
Cash receipt from non-controlling interests of the subsidiaries	270	6,425	-	-
Dividend paid	(330,000)	(126,080)	(330,000)	(126,080)
<b>Net cash flows used in financing activities</b>	<b>(342,575)</b>	<b>(82,404)</b>	<b>(285,338)</b>	<b>(127,481)</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>188,255</b>	<b>(829,207)</b>	<b>205,572</b>	<b>(915,345)</b>
Cash and cash equivalents at beginning of period	486,366	1,262,862	357,095	1,225,309
<b>Cash and cash equivalents at end of period</b>	<b>674,621</b>	<b>433,655</b>	<b>562,667</b>	<b>309,964</b>
	-	-	-	-

**Supplemental cash flows information:**

Non-cash items consist of:

Increase (decrease) in payables for acquisitions of assets	(23)	2,264	-	(55)
Increase in payables for acquisition of investment in subsidiary	-	-	22,870	-
Increase (decrease) in dividend receivable	-	-	(279,999)	97,000
Increase in right-of-use assets from new lease contracts	363	17,424	-	9,304
The discounted estimation of the fair value of contingent consideration	-	130,431	-	-
Transfer advance payment for purchase of land to contract assets	115,707	-	-	-
Write-off bad debt from trade receivables	1,712	-	-	-

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

**Primo Service Solutions Public Company Limited and its subsidiaries**  
**Condensed notes to interim financial statements**  
**For the three-month and nine-month periods ended 30 September 2024**

**1. General information**

**1.1 Basis for the preparation of interim financial statements**

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

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

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

**1.2 Basis of consolidation**

The interim consolidated financial statements include the financial statements of Primo Service Solutions Public Company Limited (“the Company”) and its subsidiary companies (“the subsidiaries”) (collectively as “the Group”) and have been prepared on the same basis as that applied for the consolidated financial statements for the year ended 31 December 2023.

During the current period, there was change in the composition of the Group as follows.

Newly established subsidiary

Investor	Subsidiary	Nature of business	Percentage of shareholding	Description	Amount
			(%)		(Thousand Baht)
Passion Realtor Company Limited	Nomadic Butler Company Limited	Real estate agency	55	10,000 ordinary shares which called up shares of Baht 60.00 per share	330

New subsidiary from acquisition of ordinary shares from parent company

Investor	Subsidiary	Nature of business	Percentage of shareholding	Description	Amount
			(%)		(Thousand Baht)
Primo Service Solutions Public Company Limited	Prim Insurance Broker Company Limited	Life and non-life insurance broker services	100	0.5 million ordinary shares of Baht 10.65 each	5,327

**1.3 Accounting policies**

The interim financial statements are prepared using the same accounting policies and methods of computation as were used for the financial statements for the year ended 31 December 2023, and there were additional accounting policies as follows.

***Goodwill and intangible assets***

Goodwill is initially recorded at cost, which equals to the excess of cost of business combination over the fair value of the net assets acquired and intangible assets acquired through business combination are initially recognised at their fair value on the date of business combination.

The revised financial reporting standards which are effective for fiscal years beginning on or after 1 January 2024, do not have any significant impact on the Group's financial statements.

**1.4 New financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2025**

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

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

## 2. Related party transactions

During the periods, the Group had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and basis agreed upon between the Group and those related parties.

Summaries significant business transactions with related parties as follows.

(Unit: Million Baht)

	For the three-month periods ended 30 September				Transfer pricing policy
	Consolidated		Separate		
	financial statements		financial statements		
	2024	2023	2024	2023	
<u>Transactions with the parent company</u>					
Service and project management income	-	2	-	-	Contract price
Real estate agency income	3	-	-	-	Contract price
Land and buildings rental expenses	1	1	1	-	Contract price
Dividend paid	-	95	-	95	As declared
Acquisition of investment	5	-	5	-	Contract price
<u>Transactions with subsidiaries</u>					
(eliminated from the consolidated financial statements)					
Service income	-	-	8	8	Contract price
Dividend income	-	-	-	13	As declared
Interest income	-	-	3	1	Contract price
<u>Transactions with related parties</u>					
Service and project management income	130	153	-	-	Contract price
Real estate agency income	11	19	-	-	Contract price
Sales	63	104	-	-	Market price
Land and buildings rental expenses	1	-	-	-	Contract price
Administrative expenses	-	1	-	-	Contract price
Acquisition of investment	-	8	-	-	Contract price

(Unaudited but reviewed)

(Unit: Million Baht)

	For the nine-month				Transfer pricing policy
	periods ended 30 September				
	Consolidated		Separate		
	financial statements		financial statements		
	2024	2023	2024	2023	
<u>Transactions with the parent company</u>					
Service and project management income	1	11	-	-	Contract price
Real estate agency income	4	-	-	-	Contract price
Sales	-	1	-	-	Market price
Land and buildings rental expenses	2	2	1	1	Contract price
Management fee	1	1	-	-	Contract price
Dividend paid	248	95	248	95	As declared
Acquisition of investment	5	-	5	-	Contract price
<u>Transactions with subsidiaries</u>					
(eliminated from the consolidated financial statements)					
Service income	-	-	23	23	Contract price
Dividend income	-	-	23	134	As declared
Interest income	-	-	9	2	Contract price
Administrative expenses	-	-	-	1	Contract price
Acquisition of investment	-	-	17	-	Contract price
<u>Transactions with related parties</u>					
Service and project management income	330	426	1	-	Contract price
Real estate agency income	90	76	-	-	Contract price
Sales	220	367	-	-	Market price
Land and buildings rental expenses	2	-	-	-	Contract price
Administrative expenses	1	2	-	-	Contract price
Acquisition of investment	-	8	-	-	Contract price

(Unaudited but reviewed)

The balances of the accounts between the Group and those related parties are as follows.

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	30 September	31 December	30 September	31 December
	2024	2023	2024	2023
		(Audited)		(Audited)
<b><u>Trade and other receivables - related parties (Note 3)</u></b>				
<b>Trade receivables</b>				
Parent company	4,379	403	-	-
Subsidiaries	-	-	12,670	27,358
Related parties	218,457	301,955	-	289
Total trade receivables - related parties	222,836	302,358	12,670	27,647
<b>Other receivables</b>				
Parent company	399	3,400	-	-
Subsidiaries	-	-	12,012	283,244
Related parties	304,301	278,528	963	1
Total other receivables - related parties	304,700	281,928	12,975	283,245
Total trade and other receivables - related parties	527,536	584,286	25,645	310,892
<b><u>Trade and other payables - related parties (Note 6)</u></b>				
<b>Trade payables</b>				
Related parties	743	1,200	-	-
Total trade payables - related parties	743	1,200	-	-
<b>Other payables</b>				
Parent company	7,612	5,724	2,882	1,570
Subsidiaries	-	-	17,862	41
Related parties	62,923	64,937	797	217
Total other payables - related parties	70,535	70,661	21,541	1,828
Total trade and other payables - related parties	71,278	71,861	21,541	1,828

(Unaudited but reviewed)

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	30 September	31 December	30 September	31 December
	2024	2023	2024	2023
		(Audited)		(Audited)
<b><u>Other current liabilities and other non-current liabilities</u></b>				
Related parties	-	1,831	-	-
Related person	14,513	31,416	-	-
Total other current liabilities and other non-current liabilities	14,513	33,247	-	-
<b><u>Lease liabilities</u></b>				
Parent company	1,628	3,554	492	1,349
Related parties	3,838	5,372	-	-
Total lease liabilities	5,466	8,926	492	1,349

**Short-term loans to related parties**

(Unit: Thousand Baht)

	Separate financial statements			
	Balance as at			Balance as at
	1 January	Increase during	Decrease during	30 September
	2024	the period	the period	2024
<b><u>Short-term loans to related parties</u></b>				
Subsidiaries	335,000	876,900	(687,650)	524,250
Total	335,000	876,900	(687,650)	524,250

**Short-term loans from related parties**

(Unit: Thousand Baht)

	Consolidated financial statements			
	Balance as at			Balance as at
	1 January	Increase during	Decrease during	30 September
	2024	the period	the period	2024
<b><u>Short-term loans from related parties</u></b>				
Parent company	-	3,151	(3,151)	-
Total	-	3,151	(3,151)	-

(Unaudited but reviewed)

(Unit: Thousand Baht)

	Separate financial statements			
	Balance as at		Balance as at	
	1 January	Increase during	Decrease during	30 September
	2024	the period	the period	2024
<b>Short-terms loans from related parties</b>				
Subsidiaries	-	63,000	(15,000)	48,000
Total	-	63,000	(15,000)	48,000

The short-term loans from related parties carried interest at rates of 2.0% - 5.0% per annum and due within one year.

#### Directors and management's benefits

The Group had employee benefit expenses payable to its directors and management as below.

(Unit: Thousand Baht)

	For the three-month periods ended 30 September			
	Consolidated		Separate	
	financial statements		financial statements	
	2024	2023	2024	2023
Short-term employee benefits	7,488	6,859	3,339	4,978
Post-employment benefits	428	361	219	355
Total	7,916	7,220	3,558	5,333

(Unit: Thousand Baht)

	For the nine-month periods ended 30 September			
	Consolidated		Separate	
	financial statements		financial statements	
	2024	2023	2024	2023
Short-term employee benefits	24,466	20,430	10,838	16,782
Post-employment benefits	1,329	904	689	758
Total	25,795	21,334	11,527	17,540

**3. Trade and other receivables**

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	30 September	31 December	30 September	31 December
	2024	2023	2024	2023
		(Audited)		(Audited)
<u>Trade receivables - related parties</u>				
Aged on the basis of due dates				
Not yet due	58,793	100,008	1,370	2,234
Past due				
Up to 3 months	127,388	172,409	5,521	10,314
3 - 6 months	18,921	29,340	4,029	3,200
6 - 12 months	16,658	1,669	1,539	9,060
Over 12 months	3,750	-	211	2,839
Total	225,510	303,426	12,670	27,647
Less: Allowance for expected credit losses	(2,674)	(1,068)	-	-
Total trade receivables - related parties, net	222,836	302,358	12,670	27,647
<u>Trade receivables - unrelated parties</u>				
Aged on the basis of due dates				
Not yet due	54,272	35,175	-	-
Past due				
Up to 3 months	79,693	67,464	-	-
3 - 6 months	19,518	58,515	-	-
6 - 12 months	18,584	12,055	-	-
Over 12 months	56,209	9,222	-	-
Total	228,276	182,431	-	-
Less: Allowance for expected credit losses	(22,455)	(12,626)	-	-
Total trade receivables - unrelated parties, net	205,821	169,805	-	-
Total trade receivables - net	428,657	472,163	12,670	27,647
<u>Other receivables</u>				
Other receivables - related parties	991	-	1,545	280,424
Other receivables - unrelated parties	451	605	15	15
Interest receivables - related parties	-	-	11,153	2,469
Interest receivables - unrelated parties	15	4,476	2	4,460
Contract assets - related parties	303,709	281,928	277	352
Contract assets - unrelated parties	46,982	24,982	-	-
Advances payment	1,515	5,060	2	134
Prepaid expenses	14,278	8,878	3,208	942
Total other receivables	367,941	325,929	16,202	288,796
Less: Allowance for expected credit losses	(1,176)	(1,176)	-	-
Total other receivables - net	366,765	324,753	16,202	288,796
Total trade and other receivables - net	795,422	796,916	28,872	316,443

**4. Other financial assets**

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	30 September 2024	31 December 2023	30 September 2024	31 December 2023
	(Audited)		(Audited)	
<u>Debt instruments at amortised cost</u>				
Investments in certificate of deposit	-	300,000	-	300,000
Others	2,554	-	-	-
<u>Financial assets at FVTPL</u>				
Investment units in mutual fund	100,124	-	100,124	-
Investment in equity instrument	9,054	9,953	-	-
Investment in short-term debenture	-	170,000	-	170,000
Investment in RealX investment token	96,777	96,777	96,777	96,777
Others	300	300	-	-
Total other financial assets	<u>208,809</u>	<u>577,030</u>	<u>196,901</u>	<u>566,777</u>
Current	109,178	479,953	100,124	470,000
Non-current	99,631	97,077	96,777	96,777
Total other financial assets	<u>208,809</u>	<u>577,030</u>	<u>196,901</u>	<u>566,777</u>

**5. Investments in subsidiaries**

- 5.1 The investments in subsidiaries that were accounted for in separate financial statements were no changes from the latest annual financial statements, except for the companies as follows.

Wyde Interior Company Limited

On 28 February 2024, the Board of Directors' Meeting of the Company passed a resolution to increase the subsidiary registered share capital from Baht 5 million (0.5 million ordinary shares with a par value of Baht 10 each) to Baht 10 million (1.0 million ordinary shares with a par value of Baht 10 each), through the issuance of 0.5 million ordinary shares with a par value of Baht 10 each. On 21 April 2024, the Annual General Meeting of the subsidiary's shareholders passed a resolution to called up the additional share capital. The subsidiary' paid in capital of Baht 5.0 million as proportionate shareholding in the subsidiary in May 2024. The subsidiary registered the increase of its share capital with the Ministry of Commerce on 7 May 2024.

UPM Design Studio Company Limited

On 28 February 2024, the Board of Directors' Meeting of the Company passed a resolution to acquire 1 million ordinary shares of UPM Design Studio Company Limited from United Project Management Company Limited, a subsidiary of the Company by Baht 17.5 million. The Company had a 100 percent shareholding and this acquisition was a business combination under common control. As at 30 September 2024, the Company had not yet paid the shares so the Company recorded share payables as other payables account.

Prim Insurance Broker Company Limited

On 13 August 2024, the Board of Directors' Meeting of the Company passed a resolution to acquire 0.5 million ordinary shares of Prim Insurance Broker Company Limited from the parent company by Baht 5.3 million. The Company had a 100 percent shareholding. This acquisition was considered to be business combination under common control as the subsidiary is still under the control of the same ultimate parent company prior to and after business combination. However, the subsidiary's assets, liabilities and financial performance were not material to the consolidated financial statements. The subsidiary is principally engaged in life and non-life insurance broker services. As at 30 September 2024, the Company had not yet paid the shares so the Company recorded share payables as other payables account.

## 5.2 Dividend received from subsidiaries consisted of the follows.

Companies	(Unit: Thousand Baht)	
	For the nine-month	
	periods ended 30 September	
	2024	2023
Passion Realtor Company Limited	-	24,999
Uno Service Company Limited	-	6,000
Wyde Interior Company Limited	-	60,000
PMM Property Management Company Limited (formerly known as "Primo Management Company Limited")	-	8,000
Crown Residence Company Limited	-	10,000
Hampton Hotel and Residence Management Company Limited	-	12,000
United Project Management Company Limited	23,000	13,000
Total	23,000	133,999

- 5.3 The fair value measurement of the identifiable assets acquired and liabilities assumed including the contingent consideration from the business combination by entire business transfer of ProjectsAsia Limited.

During the current period, United Project Management Company Limited (subsidiary) has completed the process of measuring the fair value of the identifiable assets acquired and liabilities assumed including the contingent consideration as at the date of the business combination of ProjectsAsia Limited (22 June 2023). The details were as follows.

	(Unit: Thousand Baht)
Cash and cash equivalents	12,451
Trade and other receivables	46,748
Other current assets	10,627
Equipment	1,995
Right-of-use assets	4,920
Intangible assets	72,145
Other non-current assets	9,733
Trade and other payables	(21,094)
Other current liabilities	(4,174)
Lease liabilities	(5,725)
Provision for long-term employee benefits	(31,513)
Deferred tax liabilities	(14,085)
Net assets from the business combination	<u>82,028</u>
Add: Goodwill	<u>195,073</u>
Cost of the business combination	277,101
Less: Cash and cash equivalents of ProjectsAsia Limited	(12,451)
The fair value of contingent consideration	(132,168)
Add: Deferred interest expenses	<u>9,067</u>
Cash paid as at the date of the business combination	<u>141,549</u>

In June 2024, the subsidiary made a payment in terms of the entire business transfer agreement by Baht 71.4 million. As at 30 September 2024, the subsidiary had the outstanding balance of the estimation of the fair value of contingent consideration by Baht 58.1 million and has been presented as liabilities in the consolidated statement of financial position.

- 5.4 The fair value measurement of the identifiable assets acquired and liabilities assumed from the business acquisition of Prop2morrow Company Limited.

During the current period, Passion Realtor Company Limited (subsidiary) has completed the process of measuring the fair value of the identifiable assets acquired and liabilities assumed as at the date of the business acquisition of Prop2morrow Company Limited (28 September 2023). The details were as follows.

	(Unit: Thousand Baht)
Cash and cash equivalents	2,133
Trade and other receivables	4,378
Other current assets	1,514
Other non-current assets	2,363
Other current liabilities	(1,234)
Lease liabilities	(1,550)
Loan from bank	(1,373)
Provision for long-term employee benefits	(642)
Net assets from the business acquisition	5,589
Non-controlling interests of subsidiary (65%)	(3,633)
Net assets from the business acquisition of subsidiary as proportionate shareholding (35%)	1,956
Add: Goodwill	6,499
Cost of the business acquisition	8,455
Less: Cash and cash equivalents of Prop2morrow Company Limited	(2,133)
Cash paid as at the date of the business acquisition - net	6,322

## 6. Trade and other payables

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	30 September	31 December	30 September	31 December
	2024	2023	2024	2023
		(Audited)		(Audited)
Trade payables - related parties	743	1,200	-	-
Trade payables - unrelated parties	68,388	83,796	-	-
Other payables - related parties	12,624	7,896	20,825	1,828
Other payables - unrelated parties	9,116	14,093	956	938
Contract liabilities - related parties	55,994	62,763	-	-
Contract liabilities - unrelated parties	48,138	35,985	-	-
Interest payables - related parties	-	-	263	-
Interest payables - unrelated parties	194	-	-	-
Accrued expenses - related parties	1,917	2	453	-
Accrued expenses - unrelated parties	235,575	217,105	1,104	586
Total trade and other payables	432,689	422,840	23,601	3,352

**7. Long-term loans from banks**

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	30 September 2024	31 December 2023
		(Audited)
Long-term loans from banks	40,341	41,927
Less: Current portion	(13,790)	(4,574)
Long-term loans from banks, net of current portion	26,551	37,353

Movements of the long-term loans from banks for the nine-month period ended 30 September 2024 are summaries below.

	(Unit: Thousand Baht)
	Consolidated financial statements
Balance as at 1 January 2024	41,927
Repayment	(1,586)
Balance as at 30 September 2024	40,341

The loans were secured by the mortgages of the subsidiary's property, plant and equipment and guaranteed by the parent company of the Group, related party and subsidiary's directors. The loan agreements contain several covenants which the Group required to maintain as described in the agreements.

**8. Income tax**

Interim corporate income tax was calculated on profit before income tax for the period, using the estimated effective tax rate for the year.

Income tax expenses (benefits) are made up as follows.

	(Unit: Thousand Baht)			
	For the three-month periods ended 30 September			
	Consolidated		Separate	
	financial statements		financial statements	
	2024	2023	2024	2023
<b>Current income tax:</b>				
Interim corporate income tax charge	21,804	25,739	-	-
<b>Deferred tax:</b>				
Relating to origination and reversal of temporary differences	(276)	730	11	(8)
<b>Income tax expenses (benefits) reported in profit or loss</b>	21,528	26,469	11	(8)

(Unaudited but reviewed)

(Unit: Thousand Baht)

For the nine-month periods ended 30 September

	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	2024	2023	2024	2023
<b>Current income tax:</b>				
Interim corporate income tax charge	63,284	71,593	-	-
<b>Deferred tax:</b>				
Relating to origination and reversal of temporary differences	(602)	674	206	(206)
<b>Income tax expenses (benefits) reported in profit or loss</b>	<b>62,682</b>	<b>72,267</b>	<b>206</b>	<b>(206)</b>

## 9. Segment information

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

The following tables present revenue and profit information regarding the Group's operating segments.

(Unit: Thousand Baht)

	For the three-month periods ended 30 September											
	Engineering consultation and design segment		Real estate management segment		Real estate after sales service segment		Other segment		Eliminations		Consolidated	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Revenue												
Revenue from external customers	99,262	164,226	98,868	125,847	211,555	213,389	-	-	-	-	409,685	503,462
Inter-segment revenue	132	1,368	4,890	-	1,829	122	7,327	20,278	(14,178)	(21,768)	-	-
Total	<u>99,394</u>	<u>165,594</u>	<u>103,758</u>	<u>125,847</u>	<u>213,384</u>	<u>213,511</u>	<u>7,327</u>	<u>20,278</u>	<u>(14,178)</u>	<u>(21,768)</u>	<u>409,685</u>	<u>503,462</u>
Segment operating profit	29,370	54,198	40,046	59,321	67,942	58,897	7,146	20,081	(13,487)	(20,759)	131,017	171,738
Unallocated income and expenses:												
Other income											9,044	421
Administrative expenses											(45,810)	(45,751)
Finance income											153	2,064
Finance cost											(1,783)	(773)
Income tax expenses											(21,528)	(26,469)
Profit for the period											<u>71,093</u>	<u>101,230</u>

(Unaudited but reviewed)

(Unit: Thousand Baht)

For the nine-month periods ended 30 September												
	Engineering consultation and design segment		Real estate management segment		Real estate after sales service segment		Other segment		Eliminations		Consolidated	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Revenue												
Revenue from external customers	298,848	303,758	339,040	377,300	556,734	663,806	900	-	-	-	1,195,522	1,344,864
Inter-segment revenue	3,506	5,645	4,971	-	2,102	1,021	45,475	156,725	(56,054)	(163,391)	-	-
Total	<u>302,354</u>	<u>309,403</u>	<u>344,011</u>	<u>377,300</u>	<u>558,836</u>	<u>664,827</u>	<u>46,375</u>	<u>156,725</u>	<u>(56,054)</u>	<u>(163,391)</u>	<u>1,195,522</u>	<u>1,344,864</u>
Segment operating profit	84,301	89,369	160,870	191,792	172,495	160,131	45,839	156,125	(51,965)	(158,702)	411,540	438,715
Unallocated income and expenses:												
Other income											8,998	943
Administrative expenses											(132,079)	(92,268)
Finance income											4,828	6,875
Finance cost											(6,783)	(1,259)
Income tax expenses											(62,682)	(72,267)
Profit for the period											<u>223,822</u>	<u>280,739</u>

**10. Dividends**

Dividends	Approved by	Total dividends (Million Baht)	Dividend per share (Baht)
Interim dividends for 2023	Board of Directors' Meeting on 14 August 2023	126	0.394
Total for nine-month period ended 30 September 2023		126	0.394
Final dividends for 2023	Annual General Meeting of the Company's shareholders on 23 April 2024	330	1.031
Total for nine-month period ended 30 September 2024		330	1.031

**11. Commitments and contingent liabilities****11.1 Service commitments**

The Group has entered into service agreements. The terms of the agreements are generally between 1 - 4 years. As at 30 September 2024, future minimum lease payments required under these non-cancellable service contracts amounting to Baht 5.9 million (31 December 2023: Baht 11.2 million) (The Company only: Baht 0.5 million, 31 December 2023: Baht 1.7 million).

**11.2 Guarantees**

- 1) As at 30 September 2024, the subsidiary issued 1 - 3 years promissory notes in amount of Baht 33 million to guarantee the payment in accordance with the conditions of the entire business transfer agreement (31 December 2023: Baht 66 million).
- 2) As at 30 September 2024, there was outstanding bank guarantee of approximately Baht 14 million issued by banks on behalf of the Group in respect of certain performance bonds as required in the normal course of business (31 December 2023: Baht 2 million).

**12. Financial instruments****12.1 Fair values of financial instruments**

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

## 12.2 Fair value hierarchy

As at 30 September 2024, the Group had the financial assets that were measured at fair value using different levels of inputs as follows.

(Unit: Million Baht)

	Consolidated financial statements			
	Level 1	Level 2	Level 3	Total
<b>Assets measured at fair value</b>				
<u>Financial assets at FVTPL</u>				
Investment units in mutual fund	-	100	-	100
Investment in equity instrument	9	-	-	9
Investment in RealX investment token	-	-	97	97

(Unit: Million Baht)

	Separate financial statements			
	Level 1	Level 2	Level 3	Total
<b>Assets measured at fair value</b>				
<u>Financial assets at FVTPL</u>				
Investment units in mutual fund	-	100	-	100
Investment in RealX investment token	-	-	97	97

During the current period, there were no changes in the methods and the assumptions used to estimate the fair value of financial instruments and there were no transfers between the levels of the fair value hierarchy.

## 13. Events after the reporting period

On 13 November 2024, the Board of Directors' Meeting of the Company passed a resolution to declare a dividend payment at Baht 0.375 per share, amounting to Baht 120 million.

## 14. Approval of interim financial statements

These interim financial statements were authorised for issue by the Company's Board of Directors on 13 November 2024.