Condensed interim financial statements for the three-month period ended 31 March 2024 and Independent auditor's review report

Independent Auditor's Report on Review of Interim Financial Information

To the Board of Directors of Autocorp Holding Public Company Limited

I have reviewed the accompanying consolidated and separate statements of financial position of Autocorp Holding Public Company Limited, respectively, as at 31 March 2024; the consolidated and separate statements of income, comprehensive income, changes in equity and cash flows for the three-month period ended 31 March 2024; and condensed notes ("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".

(Aree Gorpinpaitoon) Certified Public Accountant Registration No. 10882

KPMG Phoomchai Audit Ltd. Bangkok 14 May 2024

Autocorp Holding Public Company Limited and its Subsidiaries Statement of financial position

		Consolidated		Separate		
		financial statements		financial statements		
		31 March	31 December	31 March	31 December	
Assets	Note	2024	2023	2024	2023	
		(Unaudited)		(Unaudited)		
			(in Bah	nt)		
Current assets						
Cash and cash equivalents		219,653,138	173,138,640	12,213,119	12,966,093	
Trade accounts receivable		39,561,752	49,602,135	-	-	
Other current receivables	2	17,176,695	15,631,178	14,969,590	13,993,066	
Inventories	3	132,113,519	155,638,704	-	-	
Other current assets		5,370,496	5,727,639	64,004	39,243	
Total current assets		413,875,600	399,738,296	27,246,713	26,998,402	
Non-current assets						
Investments in subsidiaries	2	-	-	598,590,000	598,590,000	
Investment properties		146,714,740	147,075,226	-	-	
Property, plant and equipment	4	616,946,440	623,714,503	-	-	
Right-of-use assets		169,263,534	173,009,456	-	-	
Intangible assets		5,990,767	6,047,320	5,406,234	5,353,231	
Deferred tax assets		10,816,926	10,091,295	1,163,910	1,129,618	
Other non-current assets		9,466,596	9,656,596			
Total non-current assets		959,199,003	969,594,396	605,160,144	605,072,849	
Total assets		1,373,074,603	1,369,332,692	632,406,857	632,071,251	

Statement of financial position

		Consolidated		Separate		
		financial s	financial statements		tatements	
		31 March	31 December	31 March	31 December	
Liabilities and equity	Note	2024	2023	2024	2023	
		(Unaudited)		(Unaudited)		
			(in Ba	ht)		
Current liabilities						
Short-term loans from a financial institution		300,000,000	320,000,000	-	-	
Trade accounts payable		106,850,476	89,249,344	-	-	
Other current payables	2	27,344,002	28,384,860	2,096,796	2,267,780	
Current portion of long-term loans from						
a financial institution		16,200,000	16,200,000	-	-	
Current portion of lease liabilities		8,539,017	8,278,832	-	-	
Current income tax payable		9,957,391	5,833,715	-	-	
Other current liabilities		3,694,041	3,718,405	385,511	578,251	
Total current liabilities		472,584,927	471,665,156	2,482,307	2,846,031	
Non-current liabilities						
Long-term loans from a financial institution		7,100,000	11,150,000	-	-	
Lease liabilities		176,100,762	177,884,491	-	-	
Non-current provisions for employee benefits		7,997,783	7,704,016	5,819,549	5,648,092	
Other non-current provisions		5,696,464	5,626,267			
Total non-current liabilities		196,895,009	202,364,774	5,819,549	5,648,092	
				0.404.0	0.404.4	
Total liabilities	•	669,479,936	674,029,930	8,301,856	8,494,123	

Statement of financial position

	Consoli	dated	Separate		
	financial s	tatements	financial s	tatements	
	31 March	31 December	31 March	31 December	
Liabilities and equity (Continued)	2024	2023	2024	2023	
	(Unaudited)		(Unaudited)		
		(in Bah	nt)		
Equity					
Share capital:					
Authorised share capital					
(624,000,000 ordinary shares,					
par value at Baht 0.5 per share)	312,000,000	312,000,000	312,000,000	312,000,000	
Issued and paid-up share capital					
(600,000,000 ordinary shares,					
par value at Baht 0.5 per share)	300,000,000	300,000,000	300,000,000	300,000,000	
Share premium	137,109,509	137,109,509	137,109,509	137,109,509	
Surplus on business combination under					
common control	130,891,299	130,891,299	-	-	
Warrants	13,254,589	12,066,566	13,254,589	12,066,566	
Retained earnings					
Appropriated					
Legal reserve	7,148,303	7,148,303	7,148,303	7,148,303	
Unappropriated	113,326,010	106,272,644	166,592,600	167,252,750	
Equity attributable to owners of the parent	701,729,710	693,488,321	624,105,001	623,577,128	
Non-controlling interests	1,864,957	1,814,441			
Total equity	703,594,667	695,302,762	624,105,001	623,577,128	
Total liabilities and equity	1,373,074,603	1,369,332,692	632,406,857	632,071,251	

Statement of income (Unaudited)

		Consolidated		Separate		
		financial statements		financial sta	tements	
		Three-month period ended		Three-month pe	riod ended	
		31 Ma	arch	31 Mar	rch	
	Note	2024	2023	2024	2023	
			(in Bal	ht)		
Income						
Revenue from sales and rendering of services	2, 6	423,434,013	473,103,797	15,474,380	14,551,289	
Commission income		9,491,392	12,178,168	-	-	
Other income	2	2,983,841	1,539,779	87,953	191,926	
Total income		435,909,246	486,821,744	15,562,333	14,743,215	
Expenses						
Cost of sales and rendering of services		361,939,950	416,230,973	-	-	
Distribution costs		15,995,725	14,663,012	-	-	
Administrative expenses	2	40,220,169	39,518,413	16,100,442	16,291,252	
Total expenses		418,155,844	470,412,398	16,100,442	16,291,252	
Profit (loss) from operating activities		17,753,402	16,409,346	(538,109)	(1,548,037)	
Finance costs		5,723,053	4,527,736	-	-	
Profit (loss) before income tax expense		12,030,349	11,881,610	(538,109)	(1,548,037)	
Income tax expense		4,926,467	5,053,151	122,041	194,826	
Profit (loss) for the period		7,103,882	6,828,459	(660,150)	(1,742,863)	
Profit (loss) attributable to:						
Owners of the parent		7,053,366	6,903,344	(660,150)	(1,742,863)	
Non-controlling interests		50,516	(74,885)			
Profit (loss) for the period		7,103,882	6,828,459	(660,150)	(1,742,863)	
Basic earnings (loss) per share		0.01	0.01	(0.001)	(0.003)	

Statement of comprehensive income (Unaudited)

	Consolidated		Separate		
	financial sta	tements	financial statements		
	Three-month pe	riod ended	Three-month period ended		
	31 Mar	ch	31 March		
	2024	2023	2024	2023	
		(in Bah	nt)		
Profit (loss) for the period	7,103,882	6,828,459	(660,150)	(1,742,863)	
Other comprehensive income for the					
period, net of tax		<u> </u>		-	
Total comprehensive income (expense) for the period	7,103,882	6,828,459	(660,150)	(1,742,863)	
Total comprehensive income (expense)					
attributable to:					
Owners of the parent	7,053,366	6,903,344	(660,150)	(1,742,863)	
Non-controlling interests	50,516	(74,885)			
Total comprehensive income (expense) for the period	7,103,882	6,828,459	(660,150)	(1,742,863)	

Statement of changes in equity (Unaudited)

Consolidated financial statements

Surplus on business Equity Issued and combination Retained earnings attributable to Non-Legal paid-up Share under common owners of controlling Total share capital premium control Warrants reserve Unappropriated the parent interests equity (in Baht) Three-month period ended 31 March 2023 **Balance at 1 January 2023** 300,000,000 137,109,509 130,891,299 4,202,720 98,742,481 677,184,312 1,821,584 679,005,896 6,238,303 Transactions with owners, recorded directly in equity Contributions by and distributions to owners Share-based payment transactions 2,521,631 2,521,631 2,521,631 Total transactions with owners, recorded directly in equity 2,521,631 2,521,631 2,521,631 Comprehensive income for the period Profit (loss) 6,903,344 6,903,344 (74,885)6,828,459 Other comprehensive income 6,903,344 6,903,344 (74,885)6,828,459 Total comprehensive income (expense) for the period Balance at 31 March 2023 300,000,000 137,109,509 130,891,299 6,724,351 6,238,303 105,645,825 686,609,287 1,746,699 688,355,986

Statement of changes in equity (Unaudited)

Consolidated financial statements

				Surplus on						
				business				Equity		
		Issued and		combination		Retaine	ed earnings	attributable to	Non-	
		paid-up	Share	under common		Legal		owners of	controlling	Total
	Note	share capital	premium	control	Warrant	reserve	Unappropriated	the parent	interests	equity
						(in Baht)				
Three-month period ended 31 March 2024										
Balance at 1 January 2024		300,000,000	137,109,509	130,891,299	12,066,566	7,148,303	106,272,644	693,488,321	1,814,441	695,302,762
Transactions with owners, recorded directly in equity										
Contributions by and distributions to owners										
Share-based payment transactions	5				1,188,023			1,188,023		1,188,023
Total transactions with owners, recorded directly in equity					1,188,023			1,188,023		1,188,023
Comprehensive income for the period							T 050 066	T 052 266	50.51c	7 102 002
Profit		-	-	-	-	-	7,053,366	7,053,366	50,516	7,103,882
Other comprehensive income			-	-						
Total comprehensive income for the period				-		-	7,053,366	7,053,366	50,516	7,103,882
Balance at 31 March 2024		300,000,000	137,109,509	130,891,299	13,254,589	7,148,303	113,326,010	701,729,710	1,864,957	703,594,667

Statement of changes in equity (Unaudited)

Seperated financial statements

	Issued and			Retaine	ed earnings	
	paid-up	Share		Legal		Total
	share capital	premium	Warrants	reserve	Unappropriated	equity
			(in B	aht)		
Three-month period ended 31 March 2023						
Balance at 1 January 2023	300,000,000	137,109,509	4,202,720	6,238,303	158,682,559	606,233,091
Transactions with owners, recorded directly in equity						
Contributions by and distributions to owners						
Share-based payment transactions			2,521,631			2,521,631
Total transactions with owners, recorded directly in equity	<u> </u>		2,521,631			2,521,631
Comprehensive income for the period						
Loss	-	-	-	-	(1,742,863)	(1,742,863)
Other comprehensive income			<u> </u>			
Total comprehensive expense for the period	<u> </u>			<u>-</u> _	(1,742,863)	(1,742,863)
Balance at 31 March 2023	300,000,000	137,109,509	6,724,351	6,238,303	156,939,696	607,011,859

Statement of changes in equity (Unaudited)

Seperated financial statements

		Issued and		<u>-</u>	Retaine	d earnings	
		paid-up	Share		Legal		Total
	Note	share capital	premium	Warrants	reserve	Unappropriated	equity
				(in B	aht)		
Three-month period ended 31 March 2024							
Balance at 1 January 2024		300,000,000	137,109,509	12,066,566	7,148,303	167,252,750	623,577,128
Transactions with owners, recorded directly in equity							
Contributions by and distributions to owners							
Share-based payment transactions	5			1,188,023	_		1,188,023
Total transactions with owners, recorded directly in equity	-	<u>-</u>	<u> </u>	1,188,023	<u>-</u>		1,188,023
Comprehensive income for the period							
Loss		-	-	-	-	(660,150)	(660,150)
Other comprehensive income	-				_		
Total comprehensive expense for the period	-	<u> </u>	<u> </u>	<u> </u>		(660,150)	(660,150)
Balance at 31 March 2024	_	300,000,000	137,109,509	13,254,589	7,148,303	166,592,600	624,105,001

Autocorp Holding Public Company Limited and its Subsidiaries Statement of cash flows (Unaudited)

		Consol	idated	Separ	ate	
		financial s	tatements	financial sta	atements	
		Three-month 1	period ended	Three-month p	eriod ended	
		31 M	arch	31 Ma	rch	
	Note	2024	2023	2024	2023	
			(in Bo	aht)		
Cash flows from operating activities						
Profit (loss) for the period		7,103,882	6,828,459	(660,150)	(1,742,863)	
Adjustments to reconcile profit (loss) to cash receipts						
Income tax expense		4,926,467	5,053,151	122,041	194,826	
Finance costs		5,723,053	4,527,736	-	-	
Depreciation of investment properties		360,486	356,524	-	-	
Depreciation of property, plant and equipment		10,326,809	9,486,217	-	-	
Depreciation of right-of-use assets		3,745,922	3,157,925	-	-	
Amortisation of intangible assets		367,999	430,242	197,798	185,552	
Non-current provisions for employee benefits		293,767	242,131	171,457	146,853	
Loss on decline in value of inventories	3	180,961	442,667	-	-	
(Gain) loss on disposal of plant and equipment		(609,610)	368,400	-	-	
Share-based payment	5	1,188,023	2,521,631	1,188,023	2,521,631	
Interest income	_				(129,452)	
		33,607,759	33,415,083	1,019,169	1,176,547	
Changes in operating assets and liabilities						
Trade accounts receivable		10,040,383	(7,792,132)	-	-	
Other current receivables		(1,849,172)	(4,793,957)	(1,565,173)	(5,484,139)	
Inventories		23,344,224	(63,409,498)	-	-	
Other current assets		357,143	(1,629,937)	(24,761)	(31,682)	
Other non-current assets		190,000	(75,500)	-	-	
Trade accounts payable		17,601,132	56,923,739	-	-	
Other current payables		(891,005)	2,842,906	(170,984)	649,984	
Other current liabilities	_	(24,364)	(3,069,290)	(192,740)	(14,099)	
Net cash generated from (used in) operations		82,376,100	12,411,414	(934,489)	(3,703,389)	
Taxes (paid) received	_	(1,202,249)	(1,050,279)	432,316	616,517	
Net cash from (used in) operating activities	_	81,173,851	11,361,135	(502,173)	(3,086,872)	

Statement of cash flows (Unaudited)

	Consolidated		Separate		
	financial statements		financial statements		
	Three-month 1	period ended	Three-month period ended		
	31 M	arch	31 March		
	2024	2023	2024	2023	
		(in Bo	aht)		
Cash flows from investing activities					
Acquisition of equipment	(4,915,630)	(14,657,900)	-	-	
Proceeds from disposal of plant and equipment	1,814,506	9,742	-	-	
Acquisition of intangible assets	(311,446)	(193,636)	(250,801)	(175,966)	
Interest received			<u> </u>	129,452	
Net cash used in investing activities	(3,412,570)	(14,841,794)	(250,801)	(46,514)	
Cash flows from financing activities					
Proceeds from short-term loans from a financial institution	600,000,000	260,000,000	-	-	
Repayment of short-term loans from a financial institution	##########	##########	-	-	
Repayment of long-term loans from a financial institution	(4,050,000)	(4,050,000)	-	-	
Payment of lease liabilities	(3,596,459)	(3,130,401)	-	-	
Interest paid	(3,600,324)	(2,596,583)	-		
Net cash used in financing activities	(31,246,783)	(29,776,984)	<u> </u>		
Net increase (decrease) in cash and cash equivalents	46,514,498	(33,257,643)	(752,974)	(3,133,386)	
Cash and cash equivalents at 1 January	173,138,640	146,120,787	12,966,093	9,286,456	
Cash and cash equivalents at 31 March	219,653,138	112,863,144	12,213,119	6,153,070	
Non-cash transaction					
Payable for purchase of equipment	35,161	220,135	-	-	

Autocorp Holding Public Company Limited and its Subsidiaries Notes to the condensed interim financial statements For the three-month period ended 31 March 2024 (Unaudited)

Note	Contents
1	Basis of preparation of the interim financial statements
2	Related parties
3	Inventories
4	Property, plant and equipment
5	Warrants
6	Segment information and disaggregation of revenue
7	Commitments with non-related parties
8	Events after the reporting period

Notes to the condensed interim financial statements

For the three-month period ended 31 March 2024 (Unaudited)

These notes form an integral part of the interim financial statements.

The interim financial statements issued for Thai regulatory reporting purposes are prepared in the Thai language. These English language financial statements have been prepared from the Thai language statutory financial statements and were approved and authorised for issue by the Board of Directors on 14 May 2024.

1 Basis of preparation of the interim financial statements

The condensed interim financial statements are presented in the same format as the annual financial statements together with notes to the interim financial statements on a condensed basis ("interim financial statements") in accordance with Thai Accounting Standard ("TAS") No. 34 *Interim Financial Reporting*, guidelines promulgated by the Federation of Accounting Professions and applicable rules and regulations of the Thai Securities and Exchange Commission. The interim financial statements focus on new activities, events and circumstances to avoid repetition of information previously reported in annual financial statements. Accordingly, these interim financial statements should be read in conjunction with the financial statements of the Company and its subsidiaries for the year ended 31 December 2023.

In preparing these interim financial statements, judgments and estimates are made by management in applying the Group's accounting policies. Actual results may differ from these estimates. The accounting policies, methods of computation and the key sources of estimation uncertainty were the same as those that described in the financial statements for the year ended 31 December 2023.

2 Related parties

	Consoli	dated	Separate financial statements		
Significant transactions with related parties	financial st	atements			
for the three-month period ended 31 March	2024	2023	2024	2023	
		(in thousan	d Baht)		
Subsidiaries					
Revenue from rendering of services	-	-	15,474	14,551	
Interest income	-	-	-	129	
Rental expense	-	-	492	492	
Key management personnel					
Key management personnel compensation					
Short-term employee benefit	1,716	1,974	1,716	1,974	
Post-employment benefits	77	65	77	65	
Total key management personnel					
compensation	1,793	2,039	1,793	2,039	

Balance as at 31 March 2024 and 31 December 2023 with related parties were as follow:

	Consolidated financial statements		Separate financial statements	
	31 March 2024	31 December 2023 (in thousa	31 March 2024	31 December 2023
Other current receivables Subsidiaries			11,067	11,362

Notes to the condensed interim financial statements

For the three-month period ended 31 March 2024 (Unaudited)

	Consolidated financial statements		Separate financial statements	
	31 March			31 December
	2024	2023	2024	2023
		(in thousand Baht)		
Investment in subsidiaries			598,590	598,590
Other current payables Subsidiary	-	_	-	169

Significant agreements with related parties

The Group has no new significant agreements with related parties during the three-month period ended 31 March 2024.

3 Inventories

	Consolidated financial statements		Separate	
			financial	statements
	31 March	31 March 31 December		31 December
	2024	2023	2024	2023
		(in thousa	nd Baht)	
Cars	89,096	113,716	-	-
Parts and others	50,274	48,998	-	-
Total	139,370	162,714	-	-
Less allowance for decline in value of				
inventories	(7,256)	(7,075)	-	-
Net	132,114	155,639	-	

Consolidated		idated	Separate financial statements	
Inventories recognised in 'cost of sales':	financial statements			
for the three-month period ended 31 March	2024 2023		2024	2023
-	(in thousand Baht)			
- Cost	323,990	384,688	_	_
- Write-down to net realisable value	181	443	-	-
Net	324,171	385,131		-

4 Property, plant and equipment

For the three-month period ended 31 March 2024	Consolidated financial statements (in thousa	Separate financial statements and Baht)
Acquisitions - at cost Disposals and write-off - net book value	4,766 1,207	-

Notes to the condensed interim financial statements

For the three-month period ended 31 March 2024 (Unaudited)

Security

As at 31 March 2024, the Group's assets with carrying amount of Baht 280.59 million are mortgaged as collateral with financial institutions for the bank overdrafts and other credit facilities.

5 Warrant

Expenses for share-based payment transactions of ESOP Warrant-1 included in administrative expenses in the consolidated and separate financial statements for the three-month period ended 31 March 2024 amounted to Baht 1.19 million.

6 Segment information and disaggregation of revenue

Management determined that the Group has two reporting segments which are the Group's strategic divisions for different products and services and are managed separately. The strategic divisions have different transactions. The following summary describes the operations in each if the Group's reportable segments.

- Segment 1 Cars and accessories dealership
- Segment 2 Repair and maintenance services and spare parts dealership

	Consolidated financial statements					
	Repair and					
			maintenan	ice services		
	Cars and a	accessories	and spa	re parts		
For the three-month	deale	rship	_	ership	Total	
period ended 31 March	2024	2023	2024	2023	2024	2023
•			(in thouse	and Baht)		
Information about			•	,		
reportable segments						
External revenue	264,286	342,123	159,148	130,981	423,434	473,104
Total segment revenue	264,286	342,123	159,148	130,981	423,434	473,104
EBITDA segment	12,654	26,058	50,412	36,184	63,066	62,242
Depreciation and						
amortisation					(14,801)	(13,431)
Finance costs					(5,723)	(4,528)
Income tax expense					(4,926)	(5,053)
Administrative						
expenses unallocated					(30,512)	(32,402)
Profit for the period					7,104	6,828
Segment assets as at						
31 March/						
31 December	282,074	313,151	469,758	479,932	751,832	793,083
Segment liabilities as at						
31 March/						
31 December	372,479	384,008	150,340	143,085	522,819	527,093

The timing of revenue recognition from sales and rendering services are recognised at a point of time.

Notes to the condensed interim financial statements

For the three-month period ended 31 March 2024 (Unaudited)

Reconciliations of reportable segment assets and liabilities

	Consolidated financial statements			
	\mathbf{A}	Assets		oilities
	31 March	31 December	31 March	31 December
	2024	2023	2024	2023
		(in thousar	nd Baht)	
Reportable segments	751,832	793,083	522,819	527,093
Other unallocated amounts	621,243	576,250	146,661	146,937
Total	1,373,075	1,369,333	669,480	674,030

7 Commitments with non-related parties

As at 31 March 2024	Consolidated financial statements	Separate financial statements
	(in thousa	nd Baht)
Capital commitments		
Buildings and other constructions	4,056	-
Total	4,056	
Other commitments		
Purchase orders for goods and supplies	43,883	-
Bank guarantee for electricity usage	803	-
Bank guarantees for purchases of spare parts	4,000	-
Bank guarantees for purchases of cars, spare parts and accessories		
under "Honda" trademark	72,000	-
Bank guarantees for other	400	
Total	121,086	

Security

The secured interest-bearing liabilities as at 31 March 2024 are secured by mortgaged of the Group's land and buildings. Details of secured assets were as follows:

As at 31 March 2024	Note	Consolidated financial statements	Separate financial statements		
	(in thousand Baht)				
Investment properties		57,625	-		
Land, building and improvement	4	280,586	-		
Total		338,211	_		

As at 31 March 2024, the Group has unutilised credit facilities totaling Baht 441.00 million.

Notes to the condensed interim financial statements For the three-month period ended 31 March 2024 (Unaudited)

8 Events after the reporting period

- a) At the annual general meeting of the shareholders of the subsidiary (Honda Maliwan Co., Ltd.) held on 24 April 2024, the shareholders approved dividend payment for the fiscal year 2023 performance of Baht 1.45 per share, amounting to Baht 8.00 million. The dividend will be pay to shareholders in May 2024.
- b) At the annual general meeting of the shareholders of the Company held on 24 April 2024, the shareholders approved dividend payment for the fiscal year 2023 performance of Baht 0.0133 per share, amounting to Baht 8.00 million. The dividend will be pay to shareholders in May 2024.