**CHARN ISSARA DEVELOPMENT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES**

**NOTES TO CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED DECEMBER 31, 2025**

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**CHARN ISSARA DEVELOPMENT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES**

**NOTES TO CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED DECEMBER 31, 2025**

**1. OPERATION AND GENERAL INFORMATION OF THE COMPANY**

Charn Issara Development Public Company Limited (the “Company”) is a public company incorporated under Thai law on June 27, 2002. The registered office of the Company is located at 2922/200, 10th floor, Charn Isssara Tower 2, New Petchburi Road, Bangkapi Sub-district, Huaykwang District, Bangkok.

The Company is principally engaged in sale or lease of office condominiums and property development in Thailand. The subsidiaries of the Company are principally engaged in businesses as disclosed in Note 2.7.1 (collectively, the “Group”) to the notes to financial statements.

The Group and the Company have extensive transactions and relationships with their related parties. Accordingly, the accompanying financial statements may not necessarily be indicative of the conditions that would have existed or the results of operations that would have occurred had the Group and the Company operated without such affiliations.

**2. BASIS OF THE PREPARATION AND PRESENTATION OF THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS**

2.1 The Group and the Company maintain their accounting records in Thai Baht and prepare their statutory financial statements in Thai language in conformity with Thai Financial Reporting Standards (“TFRSs”) and accounting practices generally accepted in Thailand.

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

* 1. The Group’s and the Company’s financial statements have been prepared in accordance with the Thai Accounting Standard No. 1 “Presentation of Financial Statements” and the Regulation of The Stock Exchange of Thailand (SET) dated October 2, 2017, regarding the preparation and submission of financial statements and reports for the financial position and results of operations of the listed companies B.E. 2560 and the Notification of the Department of Business Development regarding “The Brief Particulars in the Financial Statement B.E. 2566” dated November 17, 2023.
  2. The financial statements have been prepared under the historical cost basis except as disclosed in the material accounting policies (see Note 3).
  3. The consolidated and separate statements of financial position for the year ended December 31, 2024, presented herein for comparison, have been derived from the consolidated and separate financial statements of the Group and the Company for the year then ended which were audited.
  4. TFRSs impacting the reporting and disclosures in the current period financial statements

During the year, the Group and the Company has adopted the revised financial reporting standards issued by the Federation of Accounting Professions which are effective for fiscal years beginning on or after January 1, 2025. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards, which the changes are to amend the accounting requirements, as follows:

- Thai Accounting Standard No.1 “Presentation of Financial Statements”, amends to clarify the classification of liabilities as current or non-current, and to address non-current liabilities with covenants.

- Thai Accounting Standard No. 7 “Statement of Cash Flows” and Thai Financial Reporting Standard No. 7 “Financial Instruments: Disclosures”, require entities to disclose information about supplier financing arrangements and its related liquidity risk.

- Thai Financial Reporting Standard No. 16 “Leases”, introduces additional requirements for subsequent measurement of sale and leaseback transactions.

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

* 1. TFRSs announced in the Royal Gazette but not yet effective.

The revised TFRSs were announced in the Royal Gazette which will be effective for the financial statements for the period beginning on or after January 1, 2026 onwards. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards, which the changes are to amend the accounting requirements, as follows:

**Amendments to TAS 21 The Effects of Changes in Foreign Exchange Rates - Lack of Exchangeability**

These amendments are intended to require entities to apply a consistent approach in assessing whether one currency is exchangeable into another currency, by specifying how to assess whether a currency is exchangeable and how to determine the exchange rate in circumstances in which exchangeability is lacking. These amendments are effective for annual reporting periods beginning on or after 1 January 2026. Early application is permitted. In applying the requirements relating to the lack of exchangeability, an entity shall not restate comparative information retrospectively but shall apply the transition requirements specified in Thai Accounting Standard No. 21.

The Group’s and the Company’s management will adopt such TFRSs in the preparation of the Group’s and the Company’s financial statements when it becomes effective. The Group’s and the Company’s management has assessed the impact of these TFRSs and considered that the adoption of these financial reporting standards does not have any significant impact on the financial statements of the Group and the Company in the period of initial application.

* 1. Preparation of consolidated financial statements

2.7.1 The consolidated financial statements comprise the Company’s and its subsidiaries’ financial statements and the Group’s interest in associates.

Material intercompany balances and transactions have been eliminated from these consolidated financial statements. The consolidated financial statements for the years ended December 31, 2025 and 2024, have included the financial information of the Company’s subsidiaries for the years then ended as follows:

| **Company’s name** | **Nature of business** | **Country of** | **Percentage of** | |
| --- | --- | --- | --- | --- |
|  |  | **incorporation** | **shareholding** | |
|  |  |  | **2025** | **2024** |
| Subsidiaries in which their shares are  held by the Company |  |  |  |  |
| Charn Issara Residence Co., Ltd. | Real estate developmentand |  |  |  |
|  | and hotel operations | Thailand | 85.36 | 85.36 |
| Charn Issara Viphapol Co., Ltd. | Real estate development | Thailand | 49.99 | 49.99 |
| C.I.N. Estate Co., Ltd. | Real estate development | Thailand | 59.99 | 59.99 |
| Issara United Co., Ltd. | Real estate development | Thailand | 49.99 | 49.99 |
| Issara Junfa Co., Ltd. | Real estate developmentand |  |  |  |
|  | and hotel operations | Thailand | 86.30 | 86.30 |
| Issara United Development Co., Ltd. | Real estate development |  |  |  |
|  | and hotel operations | Thailand | 49.99 | 49.99 |
| Charn Issara Reit Management Co., Ltd. | REIT Management | Thailand | 99.99 | 99.99 |
| Issara Development Co., Ltd. | Real estate development | Thailand | 99.99 | 99.99 |
| Issara Viphapol Co., Ltd. | Real estate development | Thailand | 49.99 | 49.99 |
|  |  |  |  |  |
| Subsidiary in which its shares is held by |  |  |  |  |
| Charn Issara Residence Co., Ltd. |  |  |  |  |
| Sri panwa Management Co., Ltd. | Hotel operations | Thailand | 99.99 | 99.99 |

2.7.2 The Company prepared separate financial statements presenting investments in subsidiaries using cost method.

2.7.3 The Company is able to assume the controlling upon invested entities or subsidiaries only if the Company possesses a right to share profit or possesses interests in the future of the invested entities and the Company can exert influence over the entities’ activities which cause material effect upon the operating return.

2.7.4 The subsidiaries’ financial statements are prepared in accordance with significant accounting policies implemented by the Company.

2.7.5 Non-controlling interest in subsidiaries is defined as profit or loss and net assets of the subsidiaries which do not belong to the Company. It is presented as a separate section in the consolidated profit or loss and shareholders’ equity in the consolidated statement of financial position.

**3. SIGNIFICANT ACCOUNTING POLICIES**

The English version of the consolidated and separate financial statements have been prepared from the Thai version of the consolidated and separate financial statements prepared by law. In the event of any conflict or different interpretation of the two different languages, the Thai version consolidated and separate financial statements in accordance with the Thai law is superseded.

The significant accounting policies are summarized as follows:

3.1 Revenue recognition

The Group and the Company recognize revenues from the following major sources:

- Revenue from real estate sales

- Revenue from hotel operations

- Revenue from rental and services

- Revenue from sales of goods

- Interest income and other income

- Dividend income

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The Group and the Company recognize revenue when they transfer control of a product or service to a customer.

3.1.1 Revenue from real estate sales

The Group and the Company directly sell real estate projects consisting of villa, detached houses and condominium units to the customer through financial institutions, through real estate agent and directly sell to the customer through sales office of each project.

The Group and the Company recognize deposit received from customer for reserving real estate unit as contract liability until control is transferred to customer.

The Group and the Company recognize transfer deposit and trade receivable when a property unit is transferred to the customer. The revenue is recognized when the Group and the Company release control upon the real estate unit to the customer on the statement of profit of loss and other comprehensive income.

In case that the construction of common area has not been completed on a day the control over the real estate unit is transferred to the customer, portion of the sales price will be allocated to such common area. The Group and the Company will recognize revenue from portion of the common area under construction as unearned revenue presented as a liability in the statement of financial position which will be reversed to revenue from real estate sales in the statement of profit or loss and other comprehensive income when the construction of such common area is completed in line with the cost of the common area incurred according to the contract with the customer.

Mortgage fee, transfer registration fee of real estate projects, sinking fund and common area fee paid to juristic person which are paid on behalf of the customer when the property is registered and transferred to the customer. The Group and the Company, therefore, are considered to be awarded or amount paid on behalf of customer. Such transactions which should be deducted from revenue from real estate sales on the statement of profit and loss and other comprehensive income instead of presenting as selling expense as previously recognized.

Cost to obtain a contract is a commission necessarily paid in order to obtain a contract with customers. The Group and the Company considered the commission paid to obtain contract with customers should be recognized as an asset and is recognized as expense in the statement of profit or loss and other comprehensive income to be in line with associated revenue recognition instead of recognizing selling expense when the transaction occurred as previously recorded (see Note 3.2).

3.1.2 Revenue from hotel operations

Revenue from hotel operations is recognized at a point in time based on a room occupancy while revenue from restaurant operations and other related services are recognized at a point in time when goods are delivered or the services are rendered to the customers.

3.1.3 Revenue from rental

Revenue from rental of units in office buildings and plazas are recognized on the straight-line basis over the lease terms.

3.1.4 Revenue from rendering services

Management fee and other fees earned from rendering services are recognized when a customer obtains control of the services in an amount that reflects the consideration to which the Group and the Company expect to be entitled, excluding those amounts collected on behalf of third parties. Revenue is recognized by excluding value added taxes, net of deduction of discounts, if any. Revenue from rendering services is recognized at point in time and over time when services are rendered to customer, depending on conditions of agreements.

3.1.5 Revenue from sales of goods

Revenue from sales of goods is recognized in the statement of profit or loss and other comprehensive income when the control over the goods is passed to the buyer.

3.1.6 Interest income and other income

Interest income and other income are recognized on the statement of profit or loss and other comprehensive income on an accrual basis.

3.1.7 Dividend income

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

3.2 Cost of real estate sales, cost of rental and services

In determining the costs of sales of land and houses and cost of residential condominium units, the anticipated total development costs (after recognizing the costs incurred to date) are attributed to units already sold on the basis of the salable area by the Group and the Company and then recognized as costs in profit or loss in accordance with revenue recognition.

The cost of construction actually incurred but not yet allocated to cost of sales in profit or loss is presented as “Costs of property development projects for sales” in the statements of financial position.

In determining cost of rental and services, expenses directly attributable to the office building such as household taxes and facilities expenses are attributed to cost of rental and services on the basis of used area.

*Cost to obtain a contract*

The Group and the Company recognize commission paid to obtain a customer contract as an asset and amortized to expenses on a systematic basis that is consistent with the pattern of revenue recognition and will be amortized when cost of properties development project for sales is transferred to the customer or when the agreement to buy and to sell real estate unit is terminated (see Note 3.1.1).

3.3 Cash and cash equivalents

Cash and cash equivalents consist of cash on hand, all types of deposits with financial institutions with original maturities of three months or less from the date of acquisition and excluding deposit at financial institutions used as collateral or with restriction of use.

3.4 Trade and other current receivables

Trade and other current receivables are stated at their invoice value less allowance for expected credit losses.

The allowance for expected credit losses is disclosed in Note 3.7.

3.5 Costs of properties development projects for sale

Costs of property development projects for sales are stated at cost less allowance for loss on diminution in value of projects, if any. The details of cost calculation are as follows:

|  |  |
| --- | --- |
| Land | - Cost of land is recorded separately for each project. |
| Construction in progress | - Construction in progress consists of the cost of design, cost of construction, public utility costs and interest capitalized to cost of projects. |

The Group and the Company will recognize loss on diminution in value of project in the statement of profit or loss and other comprehensive income, if any.

3.6 Inventories

Inventories are measured at the lower of cost and net realizable value.

Cost of inventories is calculated using the weighted average cost method.

Net realizable value is calculated as the expected proceed received from sales in a normal cause of business less estimated expenditures which make the items ready to be sold.

Operation equipment (utensils and linen) are stated at cost using weighted average cost method. The asset value is derived from annual physical count at the end of reporting period.

Allowance for diminution in value of inventories is provided for the decline of net realizable value of inventories.

3.7 Financial instruments

Financial assets and financial liabilities are recognized in the Group’s and   
the Company’s consolidated and separate statement of financial position, respectively, when the Group and the Company become the parties to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value, except for trade receivables that do not have a significant financing component which are measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

**Financial assets**

All regular way purchases or sales of financial assets are recognized and derecognized on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognized financial assets are measured subsequently in their entirely at either amortized cost or fair value, depending on the classification of the financial assets.

*Classification of financial assets*

Debt instruments that meet the following conditions are measured subsequently at amortized cost;

* The financial asset is held within a business model whose objective is to hold financial assets 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.

Debt instruments that meet the following conditions are measured subsequently at fair value through other comprehensive income (FVTOCI);

* The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets.
* 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.

By default, all other financial assets are measured subsequently at fair value through profit or loss (FVTPL)

Despite the foregoing, the Group and the Company may make the following irrevocable election/designation at initial recognition of a financial asset;

* The Group and the Company may irrevocable elect to present subsequent changes in fair value of an equity investment in other comprehensive income if certain criteria are met (see (2) below); and
* The Group and the Company may irrevocable designate a debt investment that meets the amortized cost or FVTOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch (see (3) below).

1. Amortized cost and effective interest method

The effective interest method is a method of calculating the amortized cost of a debt instrument and of allocating interest income over the relevant period.

For financial assets other than purchased or originated credit-impaired financial assets (i.e. assets that are credit-impaired on initial recognition), the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortized cost of the debt instrument on initial recognition.

The amortized cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus   
the cumulative amortization using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortized cost of a financial asset before adjusting for any loss allowance.

Interest income is recognized using the effective interest method for debt instruments measured subsequently at amortized cost and at FVTOCI. For financial assets other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognized by applying the effective interest rate to the amortized cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognized by applying the effective interest rate to the gross carrying amount of the financial asset.

For purchased or originated credit-impaired financial assets, The Group and   
the Company recognize interest income by applying the credit-adjusted effective interest rate to the amortized cost of the financial asset from initial recognition. The calculation does not revert to the gross basis even if the credit risk of the financial asset subsequently improves so that the financial asset is no longer credit-impaired.

Interest income is recognized in profit or loss and is included in the “finance income” line item.

1. Equity instruments designated as at FVTOCI

On initial recognition, the Group and the Company may make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments as at FVTOCI. Designation at FVTOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognized by an acquirer in a business combination.

Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognized in other comprehensive income and accumulated in the investments revaluation reserve. The cumulative gain or loss is not reclassified to profit or loss on disposal of the equity investments, instead, it is transferred to retained earnings.

Dividends on these investments in equity instruments are recognized in profit or loss in accordance with TFRS 9, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the “finance income” line item in profit or loss.

The Group and the Company designated all investments in equity instruments that are not held for trading as at FVTOCI on initial application of TFRS 9.

A financial asset is held for trading if either:

* It has been acquired principally for the purpose of selling it in the near term.
* On initial recognition it is part of a portfolio of identified financial instruments that the Group and the Company manages together and has evidence of a recent actual pattern of short-term profit-taking.
* It is a derivative (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument).

1. Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortized cost or FVTOCI (see (1) to (2) above) are measured at FVTPL. Specifically;

* Investments in equity instruments are classified as at FVTPL, unless the Group and the Company designates an equity investment that is neither held for trading nor a contingent consideration arising from a business combination as at FVTOCI on initial recognition (see (2) above).
* Debt instruments that do not meet the amortized cost criteria or the FVTOCI criteria (see (1) and (2) above) are classified as at FVTPL. In addition, debt instruments that meet either the amortized cost criteria or the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency (so called “accounting mismatch”) that would arise from measuring assets or liabilities or recognizing the gains and losses on them on different bases. The Group and the Company has not designated any debt instruments as at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognized in profit or loss to the extent they are not part of a designated hedging relationship. The net gain or loss recognized in profit or loss includes any dividend or interest earned on the financial asset and is included in the “other gains and losses” line item. Fair value is determined in the manner described in Note 25.2.

*Impairment of financial assets*

The Group and the Company recognize a loss allowance for expected credit losses on investments in debt instruments that are measured at amortized cost or at FVTOCI, lease receivables, trade receivables and other receivables and contract assets. The amount of expected credit losses is updated at each reporting period date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group and the Company always recognizes lifetime allowance for expected credit loss (ECL) for lease receivables, trade receivables and other current receivables, contract assets. The ECL on these financial assets are estimated using a provision matrix based on the Group’s and the Company’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group and the Company recognizes lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group and the Company measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

1. Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group and the Company compare the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group and the Company considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the aspects of the industries in which the Group’s and the Company’s debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, and other similar organizations, as well as consideration of various external sources of actual and forecast economic information that relate to The Group’s and the Company’s core operations.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

* An actual or expected significant deterioration in the financial instrument’s external (if available) or internal credit rating
* Significant deterioration in external market indicators of credit risk for a particular financial instrument, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor, or the length of time or the extent to which the fair value of a financial asset has been less than its amortized cost
* Existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor’s ability to meet its debt obligations
* An actual or expected significant deterioration in the operating results of the debtor
* Significant increases in credit risk on other financial instruments of the same debtor
* An actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor’s ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group and the Company presume that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group and the Company have reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group and the Company assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

* The financial instrument has a low risk of default.
* The debtor has a strong capacity to meet its contractual cash flow obligations in the near term.
* Adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group and the Company consider a financial asset to have low credit risk when the asset has external credit rating of “investment grade” in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of “performing”. Performing means that the counterparty has a strong financial position and there are no past due amounts.

The Group and the Company regularly monitor the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

1. Definition of default

The Group and the Company consider the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that financial assets that meet either of the following criteria are generally not recoverable:

* When there is a breach of financial covenants by the debtor.
* Information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group and the Company, in full (without taking into account any collateral held by the Group and the Company).

Irrespective of the above analysis, the Group and the Company considers that default has occurred when a financial asset is more than 90 days past due unless the Group and the Company have reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

1. Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

* Significant financial difficulty of the issuer or the borrower
* A breach of contract, such as a default or past due event (see (2) above)
* It is becoming probable that the borrower will enter bankruptcy or other financial reorganization
* The disappearance of an active market for that financial asset because of financial difficulties.

1. Write-off policy

The Group and the Company writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group’s and the Company’s recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognized in profit or loss.

1. Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. As for the exposure at default, for financial assets, this is represented by the asset’s gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount of guarantee debt that has been drawn down as at the reporting date, together with any additional guarantee amounts expected to be drawn down by the borrower in the future by default date determined based on historical trend, the Group’s and the Company’s understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

For financial assets, the ECL is estimated as the difference between all contractual cash flows that are due to the Group and the Company in accordance with the contract and all the cash flows that the Group and the Company expect to receive, discounted at the original effective interest rate. For a lease receivable, the cash flows used for determining ECL is consistent with the cash flows used in measuring the lease receivables in accordance with TFRS 16 “Leases”.

If the Group and the Company have measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group and the Company measure the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

The Group and the Company recognize an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at FVTOCI, for which the loss allowance is recognized in other comprehensive income and accumulated in the investment revaluation reserve, and does not reduce the carrying amount of the financial asset in the statement of financial position.

*Derecognition of financial assets*

The Group and the Company derecognize a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group and the Company neither transfer nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group and the Company recognize its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group and the Company retain substantially all the risks and rewards of ownership of a transferred financial asset, the Group and the Company continue to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

On derecognition of a financial asset measured at amortized cost, the difference between the asset’s carrying amount and the sum of the consideration received and receivable is recognized in profit or loss. In addition, on derecognition of an investment in a debt instrument classified as at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss. In contrast, on derecognition of an investment in equity instrument which the Group and the Company have elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss, but is transferred to retained earnings.

**Financial liabilities and equity**

*Classification as debt or equity*

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

*Equity instruments*

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group and the Company are recognized at the proceeds received, net of direct issue costs.

Repurchase of the Group’s and the Company’s own equity instruments is recognized and deducted directly in equity. No gain or loss is recognized in profit or loss on   
the purchase, sale, issue or cancellation of the Group’s and the Company’s own equity instruments.

**Financial liabilities**

All financial liabilities are measured subsequently at amortized cost using the effective interest method or at FVTPL.

However, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, and financial guarantee contracts issued by the Group and the Company, are measured in accordance with the specific accounting policies set out below.

*Financial liabilities at FVTPL*

Financial liabilities are classified as at FVTPL when the financial liability is (1) contingent consideration of an acquirer in a business combination (2) held for trading or (3) it is designated as at FVTPL.

A financial liability is classified as held for trading if either:

* It has been acquired principally for the purpose of repurchasing it in the near term.
* On initial recognition it is part of a portfolio of identified financial instruments that the Group and the Company manages together and has a recent actual pattern of short-term profit-taking.
* It is a derivative, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

A financial liability other than a financial liability held for trading or contingent consideration of an acquirer in a business combination may be designated as at FVTPL upon initial recognition if either:

* Such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise.
* The financial liability forms part of a group of financial assets or financial liabilities or both, which is managed, and its performance is evaluated on a fair value basis, in accordance with the Group’s and the Company’s documented risk management or investment strategy, and information about the grouping is provided internally on that basis
* It forms part of a contract containing one or more embedded derivatives, and TFRS 9 permits the entire combined contract to be designated as at FVTPL

Financial liabilities at FVTPL are measured at fair value, with any gains or losses arising on changes in fair value recognized in profit or loss to the extent that they are not part of a designated hedging relationship (see hedge accounting policy). The net gain or loss recognized in profit or loss incorporates any interest paid on the financial liability and is included in the “other gains or losses” line item in profit or loss.

However, for financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in   
the credit risk of that liability is recognized in other comprehensive income, unless   
the recognition of the effects of changes in the liability’s credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. The remaining amount of change in the fair value of liability is recognized in profit or loss. Changes in fair value attributable to a financial liability’s credit risk that are recognized in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to retained earnings upon derecognition of the financial liability.

*Financial liabilities measured subsequently at amortized cost*

Financial liabilities that are not (1) contingent consideration of an acquirer in a business combination, (2) held-for-trading, or (3) designated as at FVTPL, are measured subsequently at amortized cost using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period.   
The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortized cost of a financial liability.

*Derecognition of financial liabilities*

The Group and the Company derecognize financial liabilities when, and only when, the Group’s and the Company’s obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

When the Group and the Company exchange with the existing lender one debt instrument into another one with the substantially different terms, such exchange is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, the Group and the Company account for substantial modification of terms of an existing liability or part of it as an extinguishment of the original financial liability and the recognition of a new liability. It is assumed that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective date is at least 10 percent different from the discounted present value of the remaining cash flows of the original financial liability. If the modification is not substantial, the difference between; (1) the carrying amount of the liability before the modification; and (2) the present value of cash flows after modification should be recognized in profit or loss as the modification gain or loss within other gains and losses.

3.8 Investment properties

Investment properties are properties which are held to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes.

Investment properties are measured by the Group and the Company initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value. Any gains or losses arising from changes in the value of investment properties are recognized in profit or loss when incurred.

The Group and the Company recognize the difference between the net disposal proceeds and the carrying amount of the asset in profit or loss in the year when investment property is derecognized.

3.9 Land held for development

Land held for development are stated at specific cost or net realizable value whichever is lower. Cost includes land, construction and design costs, other expenses directly related to the project and related borrowing costs, which will stop recording borrowing costs as project costs when project development is completed or stopped.

3.10 Property, plant and equipment

3.10.1 Property

Property is measured at cost on the acquisition date, and subsequently revalued by an independent professional appraiser to their fair values less allowance for impairment loss, (if any). Revaluations will be made with sufficient regularity to ensure that the carrying amount does not differ materially from fair value at the end of reporting period.

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

- When an asset’s carrying amount is increased as a result of a revaluation of the Group’s and the Company’s assets, the increase is recognized in other comprehensive income and accumulated in equity under the heading “revaluation surplus”, which is presented in other components of shareholders’ equity

- When an asset’s carrying amount is decreased as a result of a revaluation of the Group’s and the Company’s assets, the decrease is recognized in statement of profit or loss.

3.10.2 Plant and equipment

Plant and equipment are measured at cost less accumulated depreciation and allowance for impairment losses, if any.

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labor, any other costs directly attributable to bringing the assets to   
a working condition for their intended use. The cost also includes the costs of dismantling and removing the items and restoring the site on which they are located and capitalized borrowing costs. Purchased software that is integral to the functionality of the related equipment is capitalized as part of that equipment.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for separately by major components.

Gains and losses on disposal of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized net as profit or loss in the statement of comprehensive income.

*Subsequent costs*

The cost of replacing a part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of property, plant and equipment are recognized as an expense in statement of comprehensive income as incurred.

*Depreciation*

Depreciation is calculated based on the depreciable amount of plant and equipment, which is the cost of an asset, or other amount substituted for cost, less its residual value.

Depreciation is charged as an expense to the statement of profit or loss and other comprehensive income on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment. The estimated useful lives are as follows:

|  |  |  |
| --- | --- | --- |
| Land improvements | 5 and 10 | years |
| Buildings | 5, 15, 20 and 30 | years |
| Building improvements | 5, 10, 20 and 30 | years |
| Furniture and office equipment | 2, 3 and 5 | years |
| Vehicles | 3 and 5 | years |

No depreciation is provided on construction in progress.

In case of impairment of property, plant and equipment, the resultant loss on impairment is recognized as expense in the statements of profit or loss and other comprehensive income.

Construction in progress includes construction cost, borrowing costs that are directly attributable to loans for construction and other related costs directly to constructing the asset or bringing it to working condition.

3.11 Intangible asset

Intangible asset is computer software stated at cost less accumulated amortization and allowance for impairment, if any.

Amortization is calculated over the cost of the asset, or other amount substituted for cost, less its residual value.

Amortization is recognized as an expense in the statement of profit or loss and other comprehensive income on a straight-line basis over the estimated useful lives of intangible asset, other than goodwill, from the date that they are available for use.

The estimated useful lives are as the following estimated useful lives for 3, 5 and 10 years.

3.12 Borrowing costs

Borrowing costs directly attributable to the acquisitions construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the respective costs of property development projects for sales and property, plant and equipment.

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds are expense in the period when incurred.

3.13 Impairment

The carrying amounts of the Group’s and the Company’s assets are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, the Group and the Company will estimate the asset’s recoverable amounts.

The Group and the Company recognize impairment loss when the recoverable amount of an asset is lower than its carrying amount. The recoverable amount is the higher of the asset’s fair value less cost to sell and its value in use. In determining asset’s value in use, the Group and the Company estimate the future cash flows generated by the asset and discounts to be present value using a pre-tax discount rate which reflects current market risk assessments of the time value of money and the risk specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used reflect the amount that the Group and the Company could obtain from the disposal of the asset after deducting the costs of disposal in an arm’s length transaction between knowledgeable, willing parties.

The Group and the Company recognize an impairment loss as expense in the statement of profit or loss and other comprehensive income.

3.14 Related party transactions

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

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

3.15 Leases

*The Group and the Company as lessee*

The Group and the Company assess whether a contract is or contains a lease, at inception of the contract. The Group and the Company recognize a right-of-use asset and corresponding lease liability with respect to all lease arrangements in which it is the lease, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets (i.e. copied machine and office equipment etc.). For these leases, the Group and the Company recognize the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leases assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group and the Company use their incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

* Fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
* Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
* The amount expected to be payable by the lease under residual value guarantees;
* The exercise price of purchase options, if the lease is reasonably certain to exercise the options; and
* Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the consolidated and separate statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Group and the Company remeasure the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

* The lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
* The lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using an unchanged discount rate (unless the lease payments change is due to a change in a yield interest rate, in which case a revised discount rate is used).
* A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the Group and the Company incur an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognized and measured under TAS 37 “Provisions Contingent Liabilities and Contingent Assets” (TAS 37). To the extent that the costs relate to a right-of-use asset, the costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group and the Company expect to exercise a purchase option, the related right-of-use is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

Depreciation of right-of-use assets is calculated based on cost of assets on a straight-line basis over the estimated useful lives of the duration of each agreement as follows:

|  |  |  |
| --- | --- | --- |
| Land | 1 - 13 | years |
| Building | 1 - 14 | years |
| Equipment | 4 | years |
| Vehicles | 1 - 5 | years |

The right-of-use assets are presented as a separate line in the consolidated and separate statements of financial position.

The Group and the Company apply TAS 36 “Impairment of Assets” (TAS 36) to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the “Property, Plant and Equipment” policy.

Variable rents that do not depend on an index or rate are not included in the measurement the lease liability and the right-of-use asset. The related payments are recognized as an expense in the period in which the event or condition that triggers those payments occurs and are included in the line “Other expenses” in profit or loss.

*The Group and the Company as lessor*

The Group and the Company enter into lease agreements as a lessor with respect to some of its investment properties. The Group and the Company also rent office space to customer.

Leases for which the Group and the Company are a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognized on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized on a straight-line basis over the lease term.

Amounts due from lessees under finance leases are recognized as receivables at the amount of net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group and the Company are net investment outstanding in respect of the leases.

When a contract includes both lease and non-lease components, the Group and the Company apply TFRS 15 to allocate the consideration under the contract to each component.

3.16 Provisions

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

3.17 Employee benefits

3.17.1 Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted cash flow basis and are expensed as the related service is provided.

A liability is recognized for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group and the Company have a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

3.17.2 Post-employment benefits

*Defined contribution plans*

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity (provident fund) and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution plans are recognized as an employee benefit expense in the statement of profit or loss and other comprehensive income in the periods during which services are rendered by employees.

*Defined benefit plans*

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group’s and the Company’s net obligation in respect of defined benefit pension plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value based on salary, mortality rate, service period and other factors. The discount rate used in determining post-employment benefit obligation is the yield of the government bond.

When the benefits of a plan are improved, the portion of the increased benefit relating to past service by employees is recognized as an expense in the statement of profit or loss and other comprehensive income on a straight-line basis until the benefits become vested. To the extent that the benefits is vested, the expense is recognized immediately in the statement of profit or loss and other comprehensive income.

The Group and the Company recognize all actuarial gains and losses arising from defined benefit plans in other comprehensive income and all expenses related to defined benefit plans in the statement of profit or loss and other comprehensive income.

Past service cost related to the plan amendment is recognized as an expense in the income statement when the plan amendment is effective.

Actuarial gains and losses arising from defined benefit plan are recognized in other comprehensive income.

3.18 Finance costs

Finance costs consist of interest expense and the same category of expenditures which are recorded in statement of profit or loss and other comprehensive income in the period they incurred except for that borrowing costs that are capitalized to be included in the asset’s cost resulting from long duration in providing, construction or productivity asset before utilize or sell the assets.

3.19 Income tax expenses

Income tax expense for the year comprises current and deferred tax. Current and deferred tax are recognized as income or expenses in the statement of profit or loss and other comprehensive income except to the extent that they relate to a business combination, or items recognized directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable derived from a computation of profit or loss using tax rates enacted and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of goodwill; the initial recognition of assets or liabilities in a transaction in the consolidated financial statement that is not a business combination and that affects neither accounting nor taxable profit or loss; and differences relating to investments in subsidiaries and jointly-controlled entities to the extent that it is probable that they will not reverse in the foreseeable future.

Deferred tax is measured at the tax rates that are enacted at the reporting date.

In determining the amount of current and deferred tax, the Group and the Company take into account the impact of uncertain tax positions and whether additional taxes and interest may be due. The Group and the Company believe that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretations of tax law and prior experience. This assessment relies on estimates and assumptions and may involve a series of judgments about future events. New information may become available that causes the Group and the Company to change its judgment regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period when such a determination is made.

Deferred tax assets and liabilities are offset when they relate to income tax levied by the same taxation authority and the Group and the Company intend to settle its current tax assets and liabilities on a net basis.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilized. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realized. The Group and the Company recognize deferred tax liabilities for all taxable temporary differences in the consolidated and separate financial statements.

3.20 Basic earnings (loss) per share

The calculations of basic earnings (loss) per share is based on the profit (loss) for the year attributable to equity holders divided by the weighted average number of ordinary shares held by outsiders outstanding during the year net of treasury stocks, if any. The calculations of diluted earnings (loss) per share, if any, were based on the weighted average number of ordinary shares on the assumption that all dilutive potential ordinary shares have been converted to ordinary shares.

3.21 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 decision about the allocation of resources to the segment and assess its performance.

3.22 Fair value measurement

Fair value is the price that would be received from selling an asset or paid to transfer a liability in an ordinary transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using valuation technique. In estimating the fair value of an asset or a liability, the Group and the Company take into account the characteristics of the asset or liability as market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis.

In addition, fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

- Level 2 inputs are inputs, other than quoted prices included within Level 1, which are observable for the asset or liability, either directly or indirectly.

- Level 3 inputs are unobservable inputs for the asset or liability.

3.23 Critical accounting judgements and key source of estimation uncertainty

3.23.1 Use of management’s judgements

The preparation of financial statements in conformity with Thai Financial Reporting Standards (TFRSs) requires the Group’s and the Company’s management to exercise various judgments in order to determine the accounting policies, estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the end of reporting period and the reported amounts of revenues and expenses during the year. Although these estimates are based on management’s reasonable consideration of current events, actual results may differ from these estimates.

Critical judgments in applying the Group’s and the Company’s accounting policies are as follows:

*Recognition of deferred tax assets associated with tax losses carried forward*

A deferred tax asset is recognized to the extent that it is probable that it will be utilized in the future and the Group and the Company have assessed them to be probable that the Group and the Company will generate taxable income sufficient to fully utilize the tax losses that exist.

*Significant increase in credit risk*

As explained in Note 3.7, expected credit losses are measured as an allowance equal to 12-month ECL for stage 1 assets, or lifetime ECL for stage 2 or stage 3 assets. An asset moves to stage 2 when its credit risk has increased significantly since initial recognition. TFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased the Group and the Company take into account qualitative and quantitative reasonable and supportable forward looking information.

*Impairment*

The Group’s and the Company’s balance assets with definite useful lives are tested for impairment when there is an indicator that the asset may be impaired. The asset balances with indefinite useful lives are tested for impairment annually or when there is an indicator that the asset may be impaired by estimating realizable value of the asset.

*Classification of the lessor’s lease*

In determining whether the lessor’s lease should be classified as an operating lease or finance lease, the Group’s and the Company’s management has to use judgement to determine whether significant risks and rewards of ownership of the leased asset have been transferred, taking into consideration terms and conditions of the arrangement.

*Employee benefit obligations*

The present value of the employee benefit obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions, including the discount rate. Any changes in these assumptions will have an impact on the carrying amount of such obligations.

The Group and the Company determine the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the employee benefit obligations. In determining the appropriate discount rate, the Group and the Company consider the market yield of government bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating the terms of the related obligations. Additional information is disclosed in Note 21.

Past service cost related to the plan amendment is recognized as an expense in the statement of comprehensive income when the plan amendment is effective.

3.23.2 Key sources of estimation uncertainty

The Group and the Company have estimates with the assumptions concerning future. Although these estimates are based on management’s reasonable consideration of current events, actual results may differ from these estimates. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are outlined below.

*Fair value measurements and valuation processes*

Some of the Group’s and the Company’s assets and liabilities are measured at fair value for financial reporting purposes. The Board of Directors of   
the Company has set up a valuation committee, which is headed by the Assistant Managing Director of Accounting and Finance, to determine the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value of an asset or liability, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group uses other observable information either directly or indirectly.

Information about valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed in Note 25.2.

*Fair value of investment properties*

The fair value of the investment properties of the Group and the Company are appraised by the independent appraisers using value analysis of the Income Approach or Market Approach or Cost Approach. The key assumptions used in the income approach valuation included yield rate, inflation rate, projected rental increases and vacancy rates, as well as other forecast parameters such as the duration of the leases. The appraisal relies on the theoretical hypothesis where the investment properties will be valued as they were fully independent.

*Fair value of properties*

The fair value of properties of the Group and the Company are appraised by the independent appraisers using the Market Approach method with similar characteristics considering location, physical size, and legal limitations as underlying assumptions for the valuation.

*Calculation of loss allowance*

When measuring expected credit losses, the Group and the Company use reasonable and supportable forward looking information, which is based on assumptions for the future movement of different economic drivers and how these drivers will affect each other.

Loss given default is an estimate of the loss arising on default. It is based on   
the difference between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from collateral and integral credit enhancements.

Probability of default constitutes a key input in measuring ECL. Probability of defaults is an estimate of the likelihood of default over a given time horizon, the calculation of which includes historical data, assumptions and expectations of future conditions.

**4. RELATED PARTY TRANSACTIONS**

Related persons or parties of the Company are defined as persons or entities that control the Company or are controlled by the Company, whether directly or indirectly or are under the same control as the Company including holding companies. In addition, related person or parties also include individuals owning, directly or indirectly, and interest in the voting shares of the Company, and have significant influence over the Company, key management personnel, directors or officers of the Company. This also applies to the close members of the family of such individuals and companies associated with these individuals.

In considering each possible related person or party relationship, attention is directed to the substance of the relationship, not merely the legal form.

Transactions with related person or parties are conducted at market prices or, where no market price exists, at contractually agreed prices.

Relationships with related persons or parties other than subsidiaries, associates and joint ventures for the years ended December 31, 2025 and 2024 were as follows:

| **Company’s name** | **Nature of business** | **Country of** | **Relationship** |
| --- | --- | --- | --- |
|  |  | **incorporation** |  |
|  |  |  |  |
| International Resource Development Co., Ltd. | Real estate development | Thailand | Related company |
| Viphapol Holdings Co., Ltd. | Rental and service | Thailand | Shareholder of subsidiary |
| I.C.C. International Public Company Limited | Business distribution of consumer products | Thailand | Shareholder of subsidiary |
| Saha Pathanapibul Public Company Limited | Business distribution of consumer products | Thailand | Shareholder of subsidiary |
| Nawarat Patanakarn Public Company Limited | Engineering and construction | Thailand | Shareholder of subsidiary |
| Sumolnart Co., Ltd. | Restaurant | Thailand | Subsidiary’s investee |
| Mana Development Co., Ltd. | Real estate development | Thailand | Shareholder of subsidiary |
| Junfa Group Co., Ltd. | Real estate development and hotel operation | China | Shareholder of subsidiary |
| YMC Holdings LLC | Real estate development | China | Shareholder of subsidiary |
| Bangkok Commercial Property Fund | Property Fund | Thailand | Common director |
| Banraow Development Company Limited | Real estate development | Thailand | Common director |
| Siam Premier Internationl Law |  |  |  |
| Office Company Limited | Legal advisor | Thailand | Common director |
| Sri panwa Hospitality Real Estate |  |  |  |
| Investment Trust | Invest in real estate or leasehold real estate | Thailand | Common director |
| Issara Real Estate Investment Trust | Invest in ownership of office buildings |  |  |
|  | and commercial condominiums | Thailand | Common director |
| C.I.Property Company Limited | Real estate development | Thailand | Common director |
| Chalong Krung Karn Kaset |  |  |  |
| CompanyLimited | Real estate development | Thailand | Common director |
| S&J International Enterprise | Manufacture cosmetic for product owners | Thailand | Common director |
| Public Company Limited | or for internally developed and researched products |  |  |
| United Utility Co., Ltd. | Real estate Investment | Thailand | Common director |
| Arista Capital Co., Ltd. | Renting and managing property that is either owned by oneself or leased from others for residential purposes | Thailand | Common director |
| Star Extreme Co., Ltd. | Real estate for rent | Thailand | Common director |
| Related persons | - | Thailand | Directors of the Company |

4.1 During the years, the Group and the Company had significant business transactions with related persons or related parties. Such transactions, which are summarized below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Company and those related persons or companies.

**Unit : Million Baht**

|  | **Consolidated** | | |  | **Separate** | | |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **financial statements** | | |  | **financial statements** | | |  | **Pricing policy** |
|  | **2025** |  | **2024** |  | **2025** |  | **2024** |  |  |
|  |  |  |  |  |  |  |  |  |  |
| **Transactions with subsidiaries** |  |  |  |  |  |  |  |  |  |
| **(Eliminated from the consolidated** |  |  |  |  |  |  |  |  |  |
| **financial statements)** |  |  |  |  |  |  |  |  |  |
| Management fee income | **-** |  | **-** |  | 26 |  | 31 |  | Contract price |
| Dividend income | **-** |  | **-** |  | 6 |  | **-** |  | As declared |
| Rental and service income | **-** |  | **-** |  | 1 |  | 1 |  | Contract price |
| Finance income | **-** |  | **-** |  | 32 |  | 36 |  | Contract price |
| Other income | **-** |  | **-** |  | 29 |  | 10 |  | As agreed |
| Depreciation for the right-of-use assets | **-** |  | **-** |  | **-** |  | 1 |  | Contract price |
| Finance costs | **-** |  | **-** |  | 1 |  | 1 | - | Contract price |
| Service expense | **-** |  | **-** |  | 1 | 3 | 2 |  | Contract price |
|  |  |  |  |  |  |  |  |  |  |
| **Transactions with associates** |  |  |  |  |  |  |  |  |  |
| Management fee income | 6 |  | 4 |  | 4 |  | 3 |  | Contract price |
| Rental and service income | **-** |  | 1 |  | **-** |  | **-** |  | Contract price |
| Other income | 1 |  | 1 |  | 1 |  | 1 |  | Contract price |
|  |  |  |  |  |  |  |  |  |  |
| **Transactions with related companies,** |  |  |  |  |  |  |  |  |  |
| **directors and shareholders** |  |  |  |  |  |  |  |  |  |
| Management fee income | 22 |  | 19 |  | 6 |  | 8 |  | Contract price |
| Dividend income | 30 |  | 33 |  | 8 |  | 11 |  | As declared |
| Other income | 3 |  | **-** |  | 3 |  | **-** |  | Contract price |
| Gain from change in repayment term of past |  |  |  |  |  |  |  |  |  |
| Outstanding rentals | **-** |  | 25 |  | **-** |  | **-** |  | As agreed |
| Profit sharing from contract for use of property | **-** |  | 20 |  | **-** |  | **-** |  | Contract price |
| Depreciation for the right-of-use assets | 199 |  | 168 |  | 4 |  | 5 |  | Contract price |
| Interest expenses related to lease liabilities | 96 |  | 109 |  | **-** |  | 1 |  | Contract price |
| Finance costs | 16 |  | 14 | - | **-** |  | **-** |  | Contract price |
| Professional fees | 2 |  | 3 |  | 1 |  | 2 |  | As agreed |

4.2 The outstanding balances between the Company and the related companies as at December 31, are as follows:

|  | **Unit : Thousand Baht** | | | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated** | | |  | **Separate** | | |
|  | **financial statements** | | |  | **financial statements** | | |
|  | **2025** |  | **2024** |  | **2025** |  | **2024** |
| **Trade and other current receivables** |  |  |  |  |  |  |  |
| **- related companies (see Note 7)** |  |  |  |  |  |  |  |
| Subsidiaries | - |  | - |  | 65,770 |  | 43,774 |
| Associates | 12,913 |  | 7,133 |  | 8,319 |  | 4,666 |
| Related companies | 1,793 |  | 3,877 |  | 1,791 |  | 3,877 |
|  | 14,706 |  | 11,010 |  | 75,880 |  | 52,317 |
| Less Allowance for expected credit loss | - |  | (467) |  | - |  | (467) |
| Total | 14,706 |  | 10,543 |  | 75,880 |  | 51,850 |
|  |  |  |  |  |  |  |  |
| **Trade and other current payables** |  |  |  |  |  |  |  |
| **- related companies (see Note 16)** |  |  |  |  |  |  |  |
| Subsidiaries | - |  | - |  | 1,049 |  | 8,286 |
| Related companies | 60,806 |  | 27,116 |  | 410 |  | 285 |
| Total | 60,806 |  | 27,116 |  | 1,459 |  | 8,571 |
|  |  |  |  |  |  |  |  |
| **Trade and other non-current payables**  **- related companies** |  |  |  |  |  |  |  |
| Subsidiaries | - |  | - |  | - |  | 802 |
| Related companies (see Note 16) | 152,097 |  | 203,976 |  | - |  | - |
| Total | 152,097 |  | 203,976 |  | - |  | 802 |
|  |  |  |  |  |  |  |  |
| **Other non-current liabilities** |  |  |  |  |  |  |  |
| Subsidiaries | - |  | - |  | 10 |  | 10 |
| Total | - |  | - |  | 10 |  | 10 |

4.3 Balances and movements of loans to related companies are as follows:

4.3.1 Short-term loans to subsidiaries

**Unit : Thousand Baht**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  | | **Separate financial statements** | | | | | | | | | | |
|  | **Relationship** | | **Interest rate** | | **Due date** | **Balance** |  | **Increase** |  | **Repaid** |  | **(Transfer out)** |  | **Balance** |
|  |  | | **(% p.a.)** | |  | **as at** |  | **during the** |  | **during** |  | **change type** |  | **as at** |
|  |  | |  | |  | **December 31,** |  | **year** |  | **the year** |  | **during the** |  | **December 31,** |
|  |  | |  | |  | **2024** |  |  |  |  |  | **year** |  | **2025** |
| **Short-term loans to subsidiaries** |  | |  | |  |  |  |  |  |  |  |  |  |  |
| Issara Junfa Co., Ltd. | Subsidiary | | 7.20 | | At call | 2,000 |  | 15,000 |  | - |  | - |  | 17,000 |
| Issara Development Co., Ltd. | Subsidiary | | 7.20 | | At call | 13,500 |  | 126,000 |  | (136,500) |  | - |  | 3,000 |
| Charn Issara Residence Co., Ltd. | Subsidiary | | 7.20 | | At call | - |  | 10,000 |  | (10,000) |  | - |  | - |
| Total |  | |  | |  | 15,500 |  | 151,000 |  | (146,500) |  | - |  | 20,000 |

**Unit : Thousand Baht**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  | | **Separate financial statements** | | | | | | | | | | |
|  | **Relationship** | | **Interest rate** | | **Due date** | **Balance** |  | **Increase** |  | **Repaid** |  | **(Transfer out)** |  | **Balance** |
|  |  | | **(% p.a.)** | |  | **as at** |  | **during the** |  | **during** |  | **change type** |  | **as at** |
|  |  | |  | |  | **December 31,** |  | **year** |  | **the year** |  | **during the** |  | **December 31,** |
|  |  | |  | |  | **2023** |  |  |  |  |  | **year** |  | **2024** |
| **Short-term loans to subsidiaries** |  | |  | |  |  |  |  |  |  |  |  |  |  |
| Charn Issara Viphapol Co., Ltd. | Subsidiary | | MLR | | At call | 91,500 |  | - |  | (9,000) |  | (82,500) |  | - |
| Issara Junfa Co., Ltd. | Subsidiary | | 7.20 | | At call | 418,000 |  | 2,000 |  | (44,400) |  | (373,600) |  | 2,000 |
| Sri panwa Management Co., Ltd. | Subsidiary | | MLR | | At call | 40,000 |  | - |  | (15,000) |  | (25,000) |  | - |
| C.I.N. Estate Co., Ltd. | Subsidiary | | MOR | | At call | 45,000 |  | 14,500 |  | (14,500) |  | (45,000) |  | - |
| Issara Development Co., Ltd. | Subsidiary | | 7.20 | | At call | - |  | 13,500 |  | - |  | - |  | 13,500 |
| Total |  | |  | |  | 594,500 |  | 30,000 |  | (82,900) |  | (526,100) |  | 15,500 |

4.3.2 Long-term loans to subsidiaries

**Unit : Thousand Baht**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  | | **Separate financial statements** | | | | | | | | | | |
|  | **Relationship** | | **Interest rate** | | **Due date** | **Balance** |  | **Transfer in** |  | **Increase** |  | **Repaid** |  | **Balance** |
|  |  | | **(% p.a.)** | |  | **as at** |  | **change type** |  | **during the** |  | **during** |  | **as at** |
|  |  | |  | |  | **December 31,** |  | **during the** |  | **year** |  | **the year** |  | **December 31,** |
|  |  | |  | |  | **2024** |  | **year** |  |  |  |  |  | **2025** |
| **Long-term loans to subsidiaries** |  | |  | |  |  |  |  |  |  |  |  |  |  |
| Charn Issara Viphapol Co., Ltd. | Subsidiary | | 7.20 | | March 14, 2026 | 76,250 |  | - |  | - |  | (30,000) |  | 46,250 |
| Issara Junfa Co., Ltd. | Subsidiary | | 7.20 | | February 28, 2026 | 188,940 |  | - |  | - |  | (22,400) |  | 166,540 |
| Sri panwa Management Co., Ltd. | Subsidiary | | 7.20 | | February 28, 2026 | 25,000 |  | - |  | - |  | - |  | 25,000 |
| C.I.N. Estate Co., Ltd. | Subsidiary | | MOR | | March 7, 2026 | 45,000 |  | - |  | 3,000 |  | (3,000) |  | 45,000 |
| Issara Development Co., Ltd. | Subsidiary | | 7.20 | | April 29, 2026 | 123,500 |  | - |  | - |  | (123,500) |  | - |
| Total |  | |  | |  | 458,690 |  | - |  | 3,000 |  | (178,900) |  | 282,790 |
| Less Current portion |  | |  | |  | - |  |  |  |  |  |  |  | (282,790) |
| Long-term loans to subsidiaries |  | |  | |  | 458,690 |  |  |  |  |  |  |  | - |

**Unit : Thousand Baht**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  | | **Separate financial statements** | | | | | | | | | | |
|  | **Relationship** | | **Interest rate** | | **Due date** | **Balance** |  | **Transfer in** |  | **Increase** |  | **Repaid** |  | **Balance** |
|  |  | | **(% p.a.)** | |  | **as at** |  | **change type** |  | **during the** |  | **during** |  | **as at** |
|  |  | |  | |  | **December 31,** |  | **during the** |  | **year** |  | **the year** |  | **December 31,** |
|  |  | |  | |  | **2023** |  | **year** |  |  |  |  |  | **2024** |
| **Long-term loans to subsidiaries** |  | |  | |  |  |  |  |  |  |  |  |  |  |
| Charn Issara Viphapol Co., Ltd. | Subsidiary | | 7.20 | | March 14, 2026 | - |  | 82,500 |  | - |  | (6,250) |  | 76,250 |
| Issara Junfa Co., Ltd. | Subsidiary | | 7.20 | | February 28, 2026 | - |  | 373,600 |  | - |  | (184,660) |  | 188,940 |
| Sri panwa Management Co., Ltd. | Subsidiary | | 7.20 | | February 28, 2026 | - |  | 25,000 |  | - |  | - |  | 25,000 |
| C.I.N. Estate Co., Ltd. | Subsidiary | | MOR | | March 7, 2026 | - |  | 45,000 |  | - |  | - |  | 45,000 |
| Issara Development Co., Ltd. | Subsidiary | | 7.20 | | April 29, 2026 | - |  | - |  | 123,500 |  | - |  | 123,500 |
| Total |  | |  | |  | - |  | 526,100 |  | 123,500 |  | (190,910) |  | 458,690 |

4.3.3 Long-term loan to a related company

**Unit : Thousand Baht**

|  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated financial statements** | | | | | | | | | |
|  | **Relationship** | **Interest rate** | **Due date** | **Balance** |  | **Increase** |  | **Repaid** |  | **Balance** |
|  |  | **(% p.a.)** |  | **as at** |  | **during the** |  | **during** |  | **as at** |
|  |  |  |  | **December 31,** |  | **year** |  | **the year** |  | **December 31,** |
|  |  |  |  | **2024** |  |  |  |  |  | **2025** |
| **Long-term loan to a related company** |  |  |  |  |  |  |  |  |  |  |
| Sumolnart Co., Ltd. | Subsidiary of |  |  |  |  |  |  |  |  |  |
|  | shareholder | 0.1 | Jul 11, 2027 | 1,286 |  | - |  | - |  | 1,286 |
| Less Allowance for expected credit losses |  |  |  | (1,286) |  | - |  | - |  | (1,286) |
| Total |  |  |  | - |  |  |  |  |  | - |

**Unit : Thousand Baht**

|  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated financial statements** | | | | | | | | | |
|  | **Relationship** | **Interest rate** | **Due date** | **Balance** |  | **Increase** |  | **Repaid** |  | **Balance** |
|  |  | **(% p.a.)** |  | **as at** |  | **during the** |  | **during** |  | **as at** |
|  |  |  |  | **December 31,** |  | **year** |  | **the year** |  | **December 31,** |
|  |  |  |  | **2023** |  |  |  |  |  | **2024** |
| **Long-term loan to a related company** |  |  |  |  |  |  |  |  |  |  |
| Sumolnart Co., Ltd. | Subsidiary of |  |  |  |  |  |  |  |  |  |
|  | shareholder | 0.1 | Jul 11, 2027 | 1,286 |  | - |  | - |  | 1,286 |
| Less Allowance for expected credit losses |  |  |  | (1,286) |  | - |  | - |  | (1,286) |
| Total |  |  |  | - |  |  |  |  |  | - |

On July 12, 2024, Sumolnart Co., Ltd. renewed five unsecured promissory notes with total amounts of Baht 1.28 million to borrow from Charn Issara Residence Co., Ltd. (“CIR”) with the fixed interest rate of 0.1% per annum. The interest shall be repaid on a monthly basis and the last interest shall be repaid together with the repayment of principals on July 11, 2027.

4.4 Balances and movements of borrowings from related companies and related persons are as follows:

4.4.1 Short-term borrowings from related persons and related companies

**Unit : Thousand Baht**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  | | **Consolidated financial statements** | | | | | | | | | | |
|  | **Relationship** | | **Interest rate** | | **Due date** | **Balance** |  | **Increase** |  | **Repaid** |  | **Transfer Out** |  | **Balance** |
|  |  | | **(% p.a.)** | |  | **as at** |  | **during** |  | **during** |  | **change type** |  | **as at** |
|  |  | |  | |  | **December 31,** |  | **the year** |  | **the year** |  | **during the** |  | **December 31,** |
|  |  | |  | |  | **2024** |  |  |  |  |  | **year** |  | **2025** |
| **Short-term borrowings from** |  | |  | |  |  |  |  |  |  |  |  |  |  |
| **related person and related companies** |  | |  | |  |  |  |  |  |  |  |  |  |  |
| Director | Subsidiary’s | |  | |  |  |  |  |  |  |  |  |  |  |
|  | director | | 6.70 | | At call | - |  | 20,000 |  | - |  | - |  | 20,000 |
| United Utility Co., Ltd. | Joint directors | |  | |  |  |  |  |  |  |  |  |  |  |
|  | with the Company | | 4.00 | | October 17, 2026 | 30,000 |  | - |  | - |  | - |  | 30,000 |
|  | Joint directors | |  | |  |  |  |  |  |  |  |  |  |  |
|  | with the Company | | 4.00 | | May 14, 2026 | 10,000 |  | - |  | - |  | - |  | 10,000 |
|  | Joint directors | |  | |  |  |  |  |  |  |  |  |  |  |
|  | with the Company | | 4.00 | | February 24, 2026 | - |  | 35,000 |  | - |  | - |  | 35,000 |
| Total |  | |  | |  | 40,000 |  | 55,000 |  | - |  | - |  | 95,000 |

**Unit : Thousand Baht**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  | | **Consolidated financial statements** | | | | | | | | | | |
|  | **Relationship** | | **Interest rate** | | **Due date** | **Balance** |  | **Increase** |  | **Repaid** |  | **Transfer Out** |  | **Balance** |
|  |  | | **(% p.a.)** | |  | **as at** |  | **during** |  | **during** |  | **change type** |  | **as at** |
|  |  | |  | |  | **December 31,** |  | **the year** |  | **the year** |  | **during the** |  | **December 31,** |
|  |  | |  | |  | **2023** |  |  |  |  |  | **year** |  | **2024** |
| **Short-term borrowings from** |  | |  | |  |  |  |  |  |  |  |  |  |  |
| **related person and related companies** |  | |  | |  |  |  |  |  |  |  |  |  |  |
| Viphapol Holdings Co., Ltd. | Subsidiary’s | |  | |  |  |  |  |  |  |  |  |  |  |
|  | shareholder | | MLR | | At call | 9,000 |  | - |  | (9,000) |  | - |  | - |
| Director | Subsidiary’s | |  | |  |  |  |  |  |  |  |  |  |  |
|  | director | | MLR | | At call | 138,500 |  | - |  | - |  | (138,500) |  | - |
|  | The company’s | |  | |  |  |  |  |  |  |  |  |  |  |
|  | director | | 7.00 | | At call | - |  | 42,000 |  | (42,000) |  | - |  | - |
| Mana Development Co, Ltd | Subsidiary’s | |  | |  |  |  |  |  |  |  |  |  |  |
|  | shareholder | | MOR | | At call | 20,000 |  | - |  | - |  | (20,000) |  | - |
| United Utility Co., Ltd. | Joint directors | |  | |  |  |  |  |  |  |  |  |  |  |
|  | with the Company | | 4.00 | | October 17, 2025 | 30,000 |  | - |  | - |  | - |  | 30,000 |
|  | Joint directors | |  | |  |  |  |  |  |  |  |  |  |  |
|  | with the Company | | 4.00 | | May 14, 2025 | - |  | 10,000 |  | - |  | - |  | 10,000 |
|  | Joint directors | |  | |  |  |  |  |  |  |  |  |  |  |
|  | with the Company | | 3.00 | | May 9, 2024 | 10,000 |  | - |  | (10,000) |  | - |  | - |
|  | Joint directors | |  | |  |  |  |  |  |  |  |  |  |  |
|  | with the Company | | 3.00 | | June 21, 2024 | 15,000 |  | - |  | (15,000) |  | - |  | - |
| Arista Capital Co.,Ltd. | Joint directors | |  | |  |  |  |  |  |  |  |  |  |  |
|  | with the Company | | 7.00 | | At call | - |  | 18,000 |  | (18,000) |  | - |  | - |
| Total |  | |  | |  | 222,500 |  | 70,000 |  | (94,000) |  | (158,500) |  | 40,000 |

Short-term borrowings from related person and related companies are unsecured borrowings in Thai Baht currency.

4.4.2 Long-term borrowings from related person and related companies

**Unit : Thousand Baht**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  | | **Consolidated financial statements** | | | | | | | | | | |
|  | **Relationship** | | **Interest rate** | | **Due date** | **Balance** |  | **Transfer in** |  | **Increase** |  | **Repaid** |  | **Balance** |
|  |  | | **(% p.a.)** | |  | **as at** |  | **change type** |  | **during** |  | **during** |  | **as at** |
|  |  | |  | |  | **December 31,** |  | **during the** |  | **the year** |  | **the year** |  | **December 31,** |
|  |  | |  | |  | **2024** |  |  |  |  |  |  |  | **2025** |
| **Long-term borrowings from** |  | |  | |  |  |  |  |  |  |  |  |  |  |
| **related person and related companies** |  | |  | |  |  |  |  |  |  |  |  |  |  |
| Director | Subsidiary’s | | 6.50 | | February 12, 2026 | 200,000 |  | - |  | - |  | - |  | 200,000 |
|  | director | | 7.20 | | March 14, 2026 | 132,250 |  | - |  | - |  | (30,000) |  | 102,250 |
|  |  | | 6.00 | | December 19,2027 | - |  | - |  | 30,000 |  | - |  | 30,000 |
| Mana Development Co, Ltd. | Subsidiary’s | |  | |  |  |  |  |  |  |  |  |  |  |
|  | shareholder | | MOR | | March 8, 2026 | 20,000 |  | - |  | - |  | - |  | 20,000 |
| S&J International Enterprise | Joint directors | |  | |  |  |  |  |  |  |  |  |  |  |
| Public Company Limited | with the Company | | 5.68 | | December 18, 2026 | 70,000 |  | - |  | - |  | (35,000) |  | 35,000 |
|  |  | |  | |  | 422,250 |  | - |  | 30,000 |  | (65,000) |  | 387,250 |
| Less Current portion |  | |  | |  | (35,000) |  |  |  |  |  |  |  | (357,250) |
| Long-term borrowings from |  | |  | |  |  |  |  |  |  |  |  |  |  |
| related person and related |  | |  | |  |  |  |  |  |  |  |  |  |  |
| companies |  | |  | |  | 387,250 |  |  |  |  |  |  |  | 30,000 |

**Unit : Thousand Baht**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  | | **Consolidated financial statements** | | | | | | | | | | |
|  | **Relationship** | | **Interest rate** | | **Due date** | **Balance** |  | **Transfer in** |  | **Increase** |  | **Repaid** |  | **Balance** |
|  |  | | **(% p.a.)** | |  | **as at** |  | **change type** |  | **during** |  | **during** |  | **as at** |
|  |  | |  | |  | **December 31,** |  | **during the** |  | **the year** |  | **the year** |  | **December 31,** |
|  |  | |  | |  | **2023** |  |  |  |  |  |  |  | **2024** |
| **Long-term borrowings from** |  | |  | |  |  |  |  |  |  |  |  |  |  |
| **related person and related companies** |  | |  | |  |  |  |  |  |  |  |  |  |  |
| Director | Subsidiary’s | | 6.50 | | February 12, 2026 | - |  | - |  | 200,000 |  | - |  | 200,000 |
|  | director | | 7.20 | | March 14, 2026 | - |  | 138,500 |  | - |  | (6,250) |  | 132,250 |
| Mana Development Co, Ltd. | Subsidiary’s | |  | |  |  |  |  |  |  |  |  |  |  |
|  | shareholder | | MOR | | March 8, 2026 | - |  | 20,000 |  | - |  | - |  | 20,000 |
| S&J International Enterprise | Joint directors | |  | |  |  |  |  |  |  |  |  |  |  |
| Public Company Limited | with the Company | | 5.68 | | December 18, 2026 | - |  | - |  | 70,000 |  | - |  | 70,000 |
|  |  | |  | |  | - |  | 158,500 |  | 270,000 |  | (6,250) |  | 422,250 |
| Less Current portion |  | |  | |  | - |  |  |  |  |  |  |  | (35,000) |
| Long-term borrowings from |  | |  | |  |  |  |  |  |  |  |  |  |  |
| related person and related |  | |  | |  |  |  |  |  |  |  |  |  |  |
| companies |  | |  | |  | - |  |  |  |  |  |  |  | 387,250 |

**Unit : Thousand Baht**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  | | **Separate financial statements** | | | | | | | | | | |
|  | **Relationship** | | **Interest rate** | | **Due date** | **Balance** |  | **Transfer in** |  | **Increase** |  | **Repaid** |  | **Balance** |
|  |  | | **(% p.a.)** | |  | **as at** |  | **change type** |  | **during** |  | **during** |  | **as at** |
|  |  | |  | |  | **December 31,** |  | **during the** |  | **the year** |  | **the year** |  | **December 31,** |
|  |  | |  | |  | **2024** |  |  |  |  |  |  |  | **2025** |
| **Long-term borrowings from** |  | |  | |  |  |  |  |  |  |  |  |  |  |
| **related person and related companies** |  | |  | |  |  |  |  |  |  |  |  |  |  |
| Director | Subsidiary’s | |  | |  |  |  |  |  |  |  |  |  |  |
|  | director | | 6.00 | | December 19,2027 | - |  | - |  | 30,000 |  | - |  | 30,000 |
| Total |  | |  | |  | - |  | - |  | 30,000 |  | - |  | 30,000 |

As at December 31, 2025 and 2024, certain part of the subsidiaries’ long-term borrowings from related parties as described above is secured by the subsidiary’s investment in trust units of the Sri panwa Hospitality Real Estate Investment Trust which are presented as parts of other financial assets (see Note 10).

The director of the subsidiary issued a letter dated February 11, 2026 to the subsidiary confirming that the director will not demand repayment of the loan amounting to Baht 200 million within the 12‑month period starting from February 23, 2026.

4.5 Directors’ and management’s benefits for the years ended December 31, are as below:

**Unit : Million Baht**

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated** | | |  | **Separate** | | |
|  | **financial statements** | | |  | **financial statements** | | |
|  | **2025** |  | **2024** |  | **2025** |  | **2024** |
|  |  |  |  |  |  |  |  |
| Short-term employee benefits | 70 |  | 79 |  | 55 |  | 63 |
| Post-employment benefits | 1 |  | 1 |  | 1 |  | 1 |
| Total | 71 |  | 80 |  | 56 |  | 64 |

**5. SUPPLEMENTARY DISCLOSURES OF CASH FLOWS INFORMATION**

Supplementary disclosure of cash flows information for the years ended December 31, are as follows:

5.1 Non-cash transactions for the years ended December 31, are as follows:

**Unit : Thousand Baht**

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | | |  | **Consolidated** | | |
|  |  | | |  | **financial statements** | | |
|  |  |  |  |  | **2025** |  | **2024** |
| Transfer of land to costs of property development |  |  |  |  |  |  |  |
| projects for sale (see Notes 8 and 14) |  |  |  |  | 339 |  | 33,183 |
| Transfer of current deposit for land |  |  |  |  |  |  |  |
| to costs of property development projects for sale |  |  |  |  | 7,000 |  | - |
| Transfer of current deposit for land |  |  |  |  |  |  |  |
| to trade and other current receivables |  |  |  |  | 4,930 |  | - |
| Transfer of costs of property development |  |  |  |  |  |  |  |
| projects for sale to land held for development |  |  |  |  |  |  |  |
| (see Note 8) |  |  |  |  | 35,033 |  | 106,622 |

5.2 Changes in liabilities from financing activities for the years ended December 31, are as follows:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Unit : Thousand Baht** | | | | | | |
|  | **Consolidated financial statements** | | | | | | |
|  | **As at** |  | **Cash flows** |  | **Non-cash** |  | **As at** |
|  | **January 1,** |  |  |  | **items** |  | **December 31,** |
|  | **2025** |  |  |  |  |  | **2025** |
|  |  |  |  |  |  |  |  |
| Bank overdrafts from financial institutions | 42,950 |  | 50,471 |  | - |  | 93,421 |
| Short-term borrowings from financial institutions | 153,850 |  | (103,850) |  | - |  | 50,000 |
| Short-term borrowings from related persons |  |  |  |  |  |  |  |
| or related companies | 40,000 |  | 55,000 |  | - |  | 95,000 |
| Long-term borrowings from financial institutions | 2,539,976 |  | (336,445) |  | (7,268) |  | 2,196,263 |
| Long-term borrowings from related persons |  |  |  |  |  |  |  |
| or related companies | 422,250 |  | (35,000) |  | - |  | 387,250 |
| Long-term borrowings from other companies | 638,182 |  | (75,033) |  | 46 |  | 563,195 |
| Bonds | 2,246,031 |  | 519,651 |  | 13,226 |  | 2,778,908 |
| Lease liabilities (see Note 19) | 1,115,504 |  | (289,188) |  | 109,003 |  | 935,319 |
| Accrued finance costs | 9,920 |  | (362,346) |  | 368,048 |  | 15,622 |

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Unit : Thousand Baht** | | | | | | |
|  | **Consolidated financial statements** | | | | | | |
|  | **As at** |  | **Cash flows** |  | **Non-cash** |  | **As at** |
|  | **January 1,** |  |  |  | **items** |  | **December 31,** |
|  | **2024** |  |  |  |  |  | **2024** |
|  |  |  |  |  |  |  |  |
| Bank overdrafts from financial institutions | 32,850 |  | 10,100 |  | - |  | 42,950 |
| Short-term borrowings from financial institutions | 100,000 |  | 53,850 |  | - |  | 153,850 |
| Short-term borrowings from related persons |  |  |  |  |  |  |  |
| or related companies | 222,500 |  | (24,000) |  | (158,500) |  | 40,000 |
| Long-term borrowings from financial institutions | 2,257,459 |  | 291,963 |  | (9,446) |  | 2,539,976 |
| Long-term borrowings from related persons |  |  |  |  |  |  |  |
| or related companies | - |  | 263,750 |  | 158,500 |  | 422,250 |
| Long-term borrowings from other companies | 998,530 |  | (362,430) |  | 2,082 |  | 638,182 |
| Bonds | 3,093,132 |  | (859,647) |  | 12,546 |  | 2,246,031 |
| Lease liabilities (see Note 19) | 1,063,469 |  | (281,268) |  | 333,303 |  | 1,115,504 |
| Accrued finance costs | 30,515 |  | (375,883) |  | 355,288 |  | 9,920 |

**Unit : Thousand Baht**

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Separate financial statements** | | | | | | |
|  | **As at** |  | **Cash flows** |  | **Non-cash** |  | **As at** |
|  | **January 1,** |  |  |  | **items** |  | **December 31,** |
|  | **2025** |  |  |  |  |  | **2025** |
|  |  |  |  |  |  |  |  |
| Short-term borrowings from financial institutions | 50,000 |  | (50,000) |  | - |  | - |
| Long-term borrowings from financial institutions | 451,311 |  | (306,254) |  | 573 |  | 145,630 |
| Long-term borrowings from related persons |  |  |  |  |  |  |  |
| or related companies | - |  | 30,000 |  | - |  | 30,000 |
| Long-term borrowings from other companies | - |  | 20,000 |  | - |  | 20,000 |
| Bonds | 2,246,031 |  | 519,651 |  | 13,226 |  | 2,778,908 |
| Lease liabilities (see Note 19) | 16,758 |  | (8,613) |  | 2,470 |  | 10,615 |
| Accrued finance costs | 7,640 |  | (186,743) |  | 189,398 |  | 10,295 |

**Unit : Thousand Baht**

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Separate financial statements** | | | | | | |
|  | **As at** |  | **Cash flows** |  | **Non-cash** |  | **As at** |
|  | **January 1,** |  |  |  | **items** |  | **December 31,** |
|  | **2024** |  |  |  |  |  | **2024** |
|  |  |  |  |  |  |  |  |
| Short-term borrowings from financial institutions | 50,000 |  | - |  | - |  | 50,000 |
| Long-term borrowings from financial institutions | 762,877 |  | (310,507) |  | (1,059) |  | 451,311 |
| Bonds | 3,093,132 |  | (859,647) |  | 12,546 |  | 2,246,031 |
| Lease liabilities (see Note 19) | 14,940 |  | (10,799) |  | 12,617 |  | 16,758 |
| Accrued finance costs | 28,069 |  | (200,841) |  | 180,412 |  | 7,640 |

**6. CASH AND CASH EQUIVALENTS AND RESTRICTED DEPOSIT AT FINANCIAL INSTITUTION**

Cash and cash equivalents as at December 31, consist of the following:

**Unit : Thousand Baht**

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated** | | |  | **Separate** | | |
|  | **financial statements** | | |  | **financial statements** | | |
|  | **2025** |  | **2024** |  | **2025** |  | **2024** |
|  |  |  |  |  |  |  |  |
| Cash on hand | 8,905 |  | 2,861 |  | 16 |  | 16 |
| Deposit at financial institutions - savings accounts | 111,496 |  | 218,587 |  | 13,987 |  | 42,698 |
| Deposit at financial institutions - fixed accounts |  |  |  |  |  |  |  |
| not exceeding of 3 months | 39 |  | 39 |  | - |  | - |
| Total | 120,440 |  | 221,487 |  | 14,003 |  | 42,714 |

As at December 31, 2025 and 2024, the Group and the Company have deposits at financial institutions in savings and fixed accounts with original maturities of not exceeding 3 months in Thai Baht currency have interest rates of 0.125% - 1.40% per annum.

As at December 31, 2025, the Group’s consolidated statement of financial position and the Company’s separate statement of financial position presented restricted deposit at financial institution of Baht 529.50 million used for the purpose of repayment of matured bonds that will be due in February and March 2026 as described in Note 18.4 (As at December 31, 2024 : nil).

**7. TRADE AND OTHER CURRENT RECEIVABLES**

Trade and other current receivables as at December 31, are as follows:

|  |  | | |  | **Unit : Thousand Baht** | | |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated** | | |  | **Separate** | | |
|  | **financial statements** | | |  | **financial statements** | | |
|  | **2025** |  | **2024** |  | **2025** |  | **2024** |
| **Trade receivables** |  |  |  |  |  |  |  |
| Trade receivables - related companies | 36 |  | 6 |  | 122 |  | 166 |
| Trade receivables - other companies | 34,788 |  | 45,149 |  | 6,711 |  | 7,166 |
| Less Allowance for expected credit losses | (3,030) |  | (4,577) |  | (2,872) |  | (2,865) |
| **Total trade receivables - net** | 31,794 |  | 40,578 |  | 3,961 |  | 4,467 |
|  |  |  |  |  |  |  |  |
| **Other current receivables** |  |  |  |  |  |  |  |
| Other current receivables - related companies | 13,787 |  | 10,599 |  | 74,437 |  | 39,247 |
| Other current receivables - other companies | 12,525 |  | 11,853 |  | 7,616 |  | 10,845 |
|  | 26,312 |  | 22,452 |  | 82,053 |  | 50,092 |
| Less Allowance for expected credit losses | (18,433) |  | (467) |  | - |  | (467) |
| Total other receivables - net | 7,879 |  | 21,985 |  | 82,053 |  | 49,625 |
| Accrued income - related companies | 883 |  | 405 |  | 1,321 |  | 405 |
| Accrued income - other companies | 1,617 |  | 279 |  | 172 |  | 272 |
| Prepaid expenses | 14,347 |  | 11,517 |  | 1,249 |  | 1,727 |
| Cost to obtain contracts with customers | 19,656 |  | 15,191 |  | 584 |  | 584 |
| Advanced payments for constructions |  |  |  |  |  |  |  |
| - related companies | - |  | - |  | - |  | 12,465 |
| Advanced payments for constructions | 13,598 |  | 19,507 |  | - |  | - |
| Advanced payments - related companies | - |  | - |  | - |  | 34 |
| Advanced payments | 28,906 |  | 33,334 |  | - |  | 38 |
| Receivables from the Revenue Department | 1,592 |  | 7,282 |  | 1,592 |  | 7,282 |
| **Total other current receivables - net** | 88,478 |  | 109,500 |  | 86,971 |  | 72,432 |
| **Total** | 120,272 |  | 150,078 |  | 90,932 |  | 76,899 |

Aging analysis of trade receivables as at December 31, are as follows:

|  |  | | |  | **Unit : Thousand Baht** | | |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated** | | |  | **Separate** | | |
|  | **financial statements** | | |  | **financial statements** | | |
|  | **2025** |  | **2024** |  | **2025** |  | **2024** |
| **Trade receivables - related companies** |  |  |  |  |  |  |  |
| Aged on the basis of due dates: |  |  |  |  |  |  |  |
| Not yet due | 5 |  | 6 |  | 20 |  | 68 |
| Past due: |  |  |  |  |  |  |  |
| Less than 3 months | 31 |  | - |  | 87 |  | 38 |
| Over 3 months to 6 months | - |  | - |  | 8 |  | 49 |
| Over 6 months to 12 months | - |  | - |  | 7 |  | 11 |
| Total trade receivables - related companies | 36 |  | 6 |  | 122 |  | 166 |
|  |  |  |  |  |  |  |  |
| **Trade receivables - other companies** |  |  |  |  |  |  |  |
| Aged on the basis of due dates: |  |  |  |  |  |  |  |
| Not yet due | 28,474 |  | 33,291 |  | 1,058 |  | 3,776 |
| Past due: |  |  |  |  |  |  |  |
| Less than 3 months | 2,162 |  | 5,232 |  | 1,806 |  | 358 |
| Over 3 months to 6 months | 1,129 |  | 1,190 |  | 926 |  | 164 |
| Over 6 months to 12 months | 159 |  | 2,191 |  | 57 |  | 4 |
| Over 12 months | 2,864 |  | 3,245 |  | 2,864 |  | 2,864 |
|  | 34,788 |  | 45,149 |  | 6,711 |  | 7,166 |
| Less Allowance for expected credit losses | (3,030) |  | (4,577) |  | (2,872) |  | (2,865) |
| Total trade receivables - other companies - net | 31,758 |  | 40,572 |  | 3,839 |  | 4,301 |
| **Total trade receivables - net** | 31,794 |  | 40,578 |  | 3,961 |  | 4,467 |

For the years ended December 31, 2025 and 2024, the average credit terms for services is between 30 to 90 days without interest charged for past due receivables.

The Group and the Company measures the loss allowance for trade and other current receivables at an amount equal to lifetime expected credit loss (“ECL”). The ECL on trade and other current receivables are estimated using a provision matrix by reference to past default experience of the debtor and an analysis of the debtor’s current financial position.

The Group and the Company have recognized a loss allowance of 100% against all debtors over 365 days past due because historical experience has indicated that these debtors are generally not recoverable.

The following table details the risk profile of trade and other current receivables based on the Group’s and the Company’s provision matrix. As the Group’s and the Company’s historical credit loss experience does not show significantly different loss patterns for different customer segments, the provision for loss allowance based on past due status is not further distinguished between the Group’s and the Company’s different customer segments.

**Unit : Thousand Baht**

| **Consolidated financial statements:** | **Trade and other current receivables - days past due** | | | | | | | | | | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **As at December 31, 2025** |  | **1 - 90 days** |  | **91 - 120 days** |  | **121 - 150 days** |  | **151 - 180 days** |  | **181 - 365 days** |  | **> 365 days** |  | **Total** | |
| Expected credit loss rate |  | 1.76% |  | 18.55% |  | 9.19% |  | 43.81% |  | 80.19% |  | 100% |  |  | |
| Loss for expected credit loss throughout the |  |  |  |  |  |  |  |  |  |  |  |  |  |  | |
| contract period |  | 490 |  | 33 |  | 90 |  | 42 |  | 199 |  | 20,609 |  | 21,463 | |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | 21,463 | |

**Unit : Thousand Baht**

| **Consolidated financial statements:** | **Trade and other current receivables - days past due** | | | | | | | | | | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **As at December 31, 2024** |  | **1 - 90 days** |  | **91 - 120 days** |  | **121 - 150 days** |  | **151 - 180 days** |  | **181 - 365 days** |  | **> 365 days** |  | **Total** | |
| Expected credit loss rate |  | 1.01% |  | 31.05% |  | 4.75% |  | 21.31% |  | 25.97% |  | 100% |  |  | |
| Loss for expected credit loss throughout the |  |  |  |  |  |  |  |  |  |  |  |  |  |  | |
| contract period |  | 390 |  | 167 |  | 18 |  | 59 |  | 1,176 |  | 3,234 |  | 5,044 | |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | 5,044 | |

**Unit : Thousand Baht**

| **Separate financial statements:** | **Trade and other current receivables - days past due** | | | | | | | | | | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **As at December 31, 2025** |  | **1 - 90 days** |  | **91 - 120 days** |  | **121 - 150 days** |  | **151 - 180 days** |  | **181 - 365 days** |  | **> 365 days** |  | **Total** |
| Expected credit loss rate |  | 0% |  | 0% |  | 0% |  | 0% |  | 13.99% |  | 100% |  |  |
| Loss for expected credit loss throughout the |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| contract period |  | - |  | - |  | - |  | - |  | 8 |  | 2,864 |  | 2,872 |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | 2,872 |

**Unit : Thousand Baht**

| **Separate financial statements:** | **Trade and other current receivables - days past due** | | | | | | | | | | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **As at December 31, 2024** |  | **1 - 90 days** |  | **91 - 120 days** |  | **121 - 150 days** |  | **151 - 180 days** |  | **181 - 365 days** |  | **> 365 days** |  | **Total** |
| Expected credit loss rate |  | 0% |  | 0% |  | 0% |  | 0% |  | 20.00% |  | 100% |  |  |
| Loss for expected credit loss throughout the |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| contract period |  | - |  | - |  | - |  | - |  | 468 |  | 2,864 |  | 3,332 |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | 3,332 |

The following table shows the reconciliation in lifetime ECL that has been recognized for trade and other current receivables in accordance with the simplified approach set out in TFRS 9.

**Unit : Thousand Baht**

|  |  |  |  |
| --- | --- | --- | --- |
|  | **Consolidated** |  | **Separate** |
|  | **financial statements** |  | **financial statements** |
|  | **Collectively assessed** |  | **Separate assessed** |
|  |  |  |  |
| **Balance as at January 1, 2025** | 5,044 |  | 3,332 |
| Net remeasurement of (Reversal of) loss allowance | 16,803 |  | (445) |
| Amounts written off | (384) |  | (15) |
| **Balance as at December 31, 2025** | 21,463 |  | 2,872 |

**Unit : Thousand Baht**

|  |  |  |  |
| --- | --- | --- | --- |
|  | **Consolidated** |  | **Separate** |
|  | **financial statements** |  | **financial statements** |
|  | **Collectively assessed** |  | **Separate assessed** |
|  |  |  |  |
| **Balance as at January 1, 2024** | 5,675 |  | 3,874 |
| Reversal of net remeasurement of loss allowance | (631) |  | (542) |
| **Balance as at December 31, 2024** | 5,044 |  | 3,332 |

**8. COSTS OF PROPERTY DEVELOPMENT PROJECTS FOR SALES**

Costs of property development projects for sales as at December 31, consist of the following:

**Unit: Thousand Baht**

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated** | | |  | **Separate** | | |
|  | **financial statements** | | |  | **financial statements** | | |
|  | **2025** |  | **2024** |  | **2025** |  | **2024** |
|  |  |  |  |  |  |  |  |
| Land and construction development | 2,868,948 |  | 3,167,346 |  | 992,609 |  | 1,231,750 |
| Land and construction under development | 2,010,060 |  | 1,909,966 |  | - |  | - |
| Total | 4,879,008 |  | 5,077,312 |  | 992,609 |  | 1,231,750 |

Movements of costs of property development projects for sales for the years ended December 31, are as follows:

**Unit: Thousand Baht**

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated** | | |  | **Separate** | | |
|  | **financial statements** | | |  | **financial statements** | | |
|  | **2025** |  | **2024** |  | **2025** |  | **2024** |
|  |  |  |  |  |  |  |  |
| Brought forward balance as at January 1, | 5,077,312 |  | 5,893,880 |  | 1,231,750 |  | 1,650,190 |
| Increase in cost of constructions | 322,119 |  | 365,319 |  | 11,315 |  | 53,443 |
| Transfer from deposits for land |  |  |  |  |  |  |  |
| (see Note 5.1) | 7,000 |  | - |  | - |  | - |
| Transfer from land (see Notes 5.1 and 14) | 339 |  | 33,183 |  | - |  | - |
| Transfer to land held for development |  |  |  |  |  |  |  |
| (see Note 5.1) | (35,033) |  | (106,622) |  | - |  | - |
| Capitalized borrowing cost for the years | 44,507 |  | 63,559 |  | - |  | - |
| Cost of real estate sales for the years | (537,236) |  | (1,172,007) |  | (250,456) |  | (471,883) |
| Carried forward balance as at December 31, | 4,879,008 |  | 5,077,312 |  | 992,609 |  | 1,231,750 |

During the years, the Group and the Company included borrowing costs in the costs property development. These were determined by applying capitalization rates which are the weighted average of the financial charges on total borrowings as follows:

|  |  |  |
| --- | --- | --- |
|  | **2025** | **2024** |
| Borrowing costs included in costs of property development projects |  |  |
| for sales (Million Baht) | 1 | 7 |
| Capitalization rates (Percent) | 1 | 6 |

As at December 31, 2025 and 2024, the Group and the Company have mortgaged their land and buildings thereon in the property development projects of Baht 4,876 million and Baht 5,019 million, respectively, (The Company only as at December 31, 2025 and 2024: Baht 890 million and Baht 1,117 million, respectively), to secure the credit facilities of bank overdrafts from financial institutions, long-term borrowings from financial institutions, long-term borrowings from other companies, bonds and bank guarantees issued by the financial institutions of the Group and the Company (see Notes 18.1, 18.2, 18.3, 18.4 and 32.4).

During the year 2024, the Group’s management has a plan to develop the residential villas project for sales of on land of a subsidiary located in Phuket Province, which is the revision to the Group’s business plan for such lands previously held with intention to use in developing hotel project and generate revenues from hotel operations in the future. The lands were previously presented under property, plant and equipment category and measured at the fair value. As a result of change in intended purpose to hold the land, the Group subsequently presented such land as part of cost of property development projects for sales at historical cost of Baht 33.18 million and reversed the carrying amount of respective land that increased from revaluation in the past and recognized in other components of the shareholders’ equity of Baht 116.01 million (see Note 14).

**9. INVENTORIES**

Inventories as at December 31, consist of the following:

**Unit : Thousand Baht**

|  |  |  |  |
| --- | --- | --- | --- |
|  | **Consolidated** | | |
|  | **financial statements** | | |
|  | **2025** |  | **2024** |
|  |  |  |  |
| Food and beverages | 7,411 |  | 8,579 |
| Operating equipment | 18,595 |  | 17,164 |
| Other operating supplies | 4,817 |  | 4,995 |
| Finished goods | 3,931 |  | 4,735 |
| Total inventories | 34,754 |  | 35,473 |
| Less Allowance for diminution in value of inventories | - |  | (3,226) |
| Total | 34,754 |  | 32,247 |

**Unit : Thousand Baht**

|  |  |  |  |
| --- | --- | --- | --- |
|  | **Separate** | | |
|  | **financial statements** | | |
|  | **2025** |  | **2024** |
|  |  |  |  |
| Finished goods | 2,228 |  | 3,359 |
| Less Allowance for diminution in value of inventories | - |  | (3,226) |
| Total | 2,228 |  | 133 |

**10. OTHER FINANCIAL ASSETS**

Other financial assets consist of the following:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | **Unit : Thousand Baht** | | | | | | |
|  |  | **Consolidated financial statements** | | | | | | |
|  |  | **Balances as at**  **December 31, 2025** | | |  | **Balances as at**  **December 31, 2024** | | |
|  |  | **Financial assets measured at amortized cost** |  | **Investments measured at FVTOCI** |  | **Financial assets measured at amortized cost** |  | **Investments measured at FVTOCI** |
|  |  |  |  |  |  |  |  |  |
| Other current financial assets |  | - |  | - |  | 3,307 |  | - |
| Other non-current financial assets |  | - |  | 415,665 |  | - |  | 684,841 |
| Total |  | - |  | 415,665 |  | 3,307 |  | 684,841 |

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | **Unit : Thousand Baht** | | | | | | |
|  |  | **Separate financial statements** | | | | | | |
|  |  | **Balances as at**  **December 31, 2025** | | |  | **Balances as at**  **December 31, 2024** | | |
|  |  | **Financial assets measured at amortized cost** |  | **Investments measured at FVTOCI** |  | **Financial assets measured at amortized cost** |  | **Investments measured at FVTOCI** |
|  |  |  |  |  |  |  |  |  |
| Other current financial assets |  | - |  | - |  | 3,307 |  | - |
| Other non-current financial assets |  | - |  | 144,802 |  | - |  | 391,134 |
| Total |  | - |  | 144,802 |  | 3,307 |  | 391,134 |

10.1 Other current financial assets

As at December 31, 2024, the Group’s and the Company’s other current financial assets represent the investments in fixed deposit at financial institutions with original maturity terms over 3 months up to 12 months with no obligations and have interest rates at 1.30% p.a. to 1.95% p.a., which are measured at amortized cost. (as at December 31, 2025: nil).

The fair value of the investments carried at amortized cost is disclosed in Note 25.

10.2 Other non-current financial assets

As at December 31, 2025 and 2024, the Group’s and the Company’s other non-current financial assets consist of the investments in investment units of property fund as well as equity instruments in non-listed companies measured at FVTOCI.

Movements of other non-current financial assets measured at FVTOCI for the years ended December 31, 2025 and 2024 are as follows:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Unit : Thousand Baht** | | | | | | |
|  | **Consolidated financial statements** | | | | | | |
|  | **Balance** |  | **(Decrease)** |  | **Unrealized** |  | **Balance** | |
|  | **as at** |  | **Additions** |  | **(loss) profit** |  | **as at** | |
|  | **January 1,** |  | **during** |  | **from change** |  | **December 31,** | |
|  | **2025** |  | **the year** |  | **in fair value** |  | **2025** | |
|  |  |  |  |  | **during the year** |  |  | |
|  |  |  |  |  | **(Before tax effect)** |  |  | |
|  |  |  |  |  |  |  |  | |
| Issara Real Estate Investment Trust | 157,179 |  | - |  | (42,149) |  | 115,030 | |
| Sri panwa Hospitality Real Estate |  |  |  |  |  |  |  | |
| Investment Trust | 296,290 |  | 40,040 |  | (35,695) |  | 300,635 | |
| International Resource Development |  |  |  |  |  |  |  | |
| Limited | 231,372 |  | (231,372) |  | - |  | - | |
| Sumolnart Co., Ltd. | - |  | - |  | - |  | - | |
| Total | 684,841 |  | (191,332) |  | (77,844) |  | 415,665 | |

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Unit : Thousand Baht** | | | | | | |
|  | **Separate financial statements** | | | | | | |
|  | **Balance** |  | **(Decrease)** |  | **Unrealized** |  | **Balance** | |
|  | **as at** |  | **Additions** |  | **(loss) profit** |  | **as at** | |
|  | **January 1,** |  | **during** |  | **from change** |  | **December 31,** | |
|  | **2025** |  | **the year** |  | **in fair value** |  | **2025** | |
|  |  |  |  |  | **during the year** |  |  | |
|  |  |  |  |  | **(Before tax effect)** |  |  | |
|  |  |  |  |  |  |  |  | |
| Issara Real Estate Investment Trust | 157,179 |  | - |  | (42,149) |  | 115,030 | |
| Sri panwa Hospitality Real Estate |  |  |  |  |  |  |  | |
| Investment Trust | 2,583 |  | 40,040 |  | (12,851) |  | 29,772 | |
| International Resource Development |  |  |  |  |  |  |  | |
| Limited | 231,372 |  | (231,372) |  | - |  | - | |
| Total | 391,134 |  | (191,332) |  | (55,000) |  | 144,802 | |
|  |

For the year ended December 31, 2025, the Group and the Company had unrealized loss from change in fair value during the period of other non-current financial assets recognized in other comprehensive loss net of tax of Baht 62.27 million and Baht 44.00 million, respectively.

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Unit : Thousand Baht** | | | | | | |
|  | **Consolidated financial statements** | | | | | | |
|  | **Balance** |  | **(Decrease)** |  | **Unrealized** |  | **Balance** | |
|  | **as at** |  | **Additions** |  | **(loss) profit** |  | **as at** | |
|  | **January 1,** |  | **during** |  | **from change** |  | **December 31,** | |
|  | **2024** |  | **the year** |  | **in fair value** |  | **2024** | |
|  |  |  |  |  | **during the year** |  |  | |
|  |  |  |  |  | **(Before tax effect)** |  |  | |
|  |  |  |  |  |  |  |  | |
| Bangkok Commercial Property Fund | 166,838 |  | (166,838) |  | - |  | - | |
| Issara Real Estate Investment Trust | - |  | 166,838 |  | (9,659) |  | 157,179 | |
| Sri panwa Hospitality Real Estate |  |  |  |  |  |  |  | |
| Investment Trust | 268,856 |  | - |  | 27,434 |  | 296,290 | |
| International Resource Development |  |  |  |  |  |  |  | |
| Limited | 231,372 |  | - |  | - |  | 231,372 | |
| Sumolnart Co., Ltd. | - |  | - |  | - |  | - | |
| Total | 667,066 |  | - |  | 17,775 |  | 684,841 | |

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Unit : Thousand Baht** | | | | | | |
|  | **Separate financial statements** | | | | | | |
|  | **Balance** |  | **(Decrease)** |  | **Unrealized** |  | **Balance** | |
|  | **as at** |  | **Additions** |  | **(loss) profit** |  | **as at** | |
|  | **January 1,** |  | **during** |  | **from change** |  | **December 31,** | |
|  | **2024** |  | **the year** |  | **in fair value** |  | **2024** | |
|  |  |  |  |  | **during the year** |  |  | |
|  |  |  |  |  | **(Before tax effect)** |  |  | |
|  |  |  |  |  |  |  |  | |
| Bangkok Commercial Property Fund | 166,838 |  | (166,838) |  | - |  | - | |
| Issara Real Estate Investment Trust | - |  | 166,838 |  | (9,659) |  | 157,179 | |
| Sri panwa Hospitality Real Estate |  |  |  |  |  |  |  | |
| Investment Trust | 2,344 |  | - |  | 239 |  | 2,583 | |
| International Resource Development |  |  |  |  |  |  |  | |
| Limited | 231,372 |  | - |  | - |  | 231,372 | |
| Total | 400,554 |  | - |  | (9,420) |  | 391,134 | |

For the year ended December 31, 2024, the Group and the Company had unrealized profit (loss) from change in fair value during the period of other non-current financial assets recognized in other comprehensive income (loss) net of tax of Baht 14.22 million and Baht (7.54) million, respectively.

As at December 31, 2025 and 2024, the Group has pledged 54,390,157 trust units of the Sri panwa Hospitality Real Estate Investment Trust’s investment as collateral for borrowings from a director of a subsidiary (see Note 4.4).

As at December 31, 2025 and 2024, the Company has pledged 16,650,000 trust units of the Issara Real Estate Investment Trust held by the Company with a financial institution as a collateral for borrowing from a financial institution and letter of guarantee of the Company (see Notes 18.2 and 32.4).

On January 15, 2025, the Company signed a share sale agreement with a company for 2.81 million shares of International Resources Development Limited (“IRD”) at a price of Baht 105 per share. The Company has received the full payment for the shares and reclassified the other comprehensive income of Baht 65.92 million arose from fair value of such investment previously recognized to retained earnings.

**11. INVESTMENTS IN SUBSIDIARIES**

11.1 Investments in subsidiaries as at December 31, are as follows:

|  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Company’s name** | **Paid-up** | | |  | **Percentage of** | | |  | **Balance at cost method** | | |
|  | **share capital** | | |  | **Shareholding** | | |  |  |  |  |
|  | **(Thousand Baht)** | | |  | **(%)** | | |  | **(Thousand Baht)** | | |
|  | **2025** |  | **2024** |  | **2025** |  | **2024** |  | **2025** |  | **2024** |
| Subsidiaries held by the Company |  |  |  |  |  |  |  |  |  |  |  |
| Charn Issara Residence Co., Ltd. | 140,000 |  | 140,000 |  | 85.36 |  | 85.36 |  | 151,652 |  | 151,652 |
| Charn Issara Viphapol Co., Ltd. | 100,000 |  | 100,000 |  | 49.99 |  | 49.99 |  | 50,000 |  | 50,000 |
| C.I.N. Estate Co., Ltd. | 250,000 |  | 250,000 |  | 59.99 |  | 59.99 |  | 150,000 |  | 150,000 |
| Issara United Co., Ltd. | 420,000 |  | 420,000 |  | 49.99 |  | 49.99 |  | 210,000 |  | 210,000 |
| Issara Junfa Co., Ltd. | 920,000 |  | 920,000 |  | 86.30 |  | 86.30 |  | 793,999 |  | 793,999 |
| Issara United Development Co., Ltd. | 560,000 |  | 560,000 |  | 49.99 |  | 49.99 |  | 280,000 |  | 280,000 |
| Charn Issara Reit Management Co., Ltd. | 20,000 |  | 20,000 |  | 99.99 |  | 99.99 |  | 20,000 |  | 20,000 |
| Issara Development Co., Ltd. | 420,000 |  | 100,000 |  | 99.99 |  | 99.99 |  | 420,000 |  | 100,000 |
| Issara Viphapol Co., Ltd. | 12,500 |  | 12,500 |  | 49.99 |  | 49.99 |  | 6,250 |  | 6,250 |
| Total | 2,842,500 |  | 2,522,500 |  |  |  |  |  | 2,081,901 |  | 1,761,901 |
|  |  |  |  |  |  |  |  |  |  |  |  |
| Subsidiary held by |  |  |  |  |  |  |  |  |  |  |  |
| Charn Issara Residence Co., Ltd. |  |  |  |  |  |  |  |  |  |  |  |
| Sri panwa Management Co., Ltd. | 100,000 |  | 100,000 |  | 99.99 |  | 99.99 |  | 100,000 |  | 100,000 |

**Issara United Co., Ltd.**

On April 25, 2025, the Annual General Meeting of Shareholders No. 1/2025 of Issara United Co., Ltd. (“IU”) passed a resolution to approve the declaration of dividends profit for the year ended December 31, 2024 totaling Baht 12.60 million in which Baht 6.30 million of the total amount belongs to the Company. The dividends were paid on May 23, 2025.

**Issara Development Co., Ltd.**

On July 7, 2025, the Extraordinary General Meeting of Shareholders No. 1/2025 of Issara Development Co., Ltd. (“ISD”) had a special resolution to approve increase of the authorized share capital in the amount of Baht 320 million by issuing 3,200,000 new ordinary shares at par value of Baht 100 each and allocate to the existing shareholders in proportion to the numbers of shares held by each shareholder. Total authorized share capital of ISD has increased from 999,998 shares to 4,199,998 shares at par value of Baht 100 each, totaling Baht 420 million accordingly. In July 2025, ISD fully received for the increased share capital from the Company and registered the increase of such authorized share capital with Department of Business Development, Ministry of Commerce, on July 30, 2025.

11.2 Details of subsidiaries that have material non-controlling interests

**Unit : Million Baht**

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Company’s name** | **Proportion of equity interest held by**  **non-controlling interests (%)** | |  | **Accumulated balance**  **of non-controlling interests** | |  | **(Loss) profit allocated to non-controlling interests during the years** | |
|  |  |  |
|  |  |  |
|  |  |  |
|  | **2025** | **2024** |  | **2025** | **2024** |  | **2025** | **2024** |
|  |  |  |  |  |  |  |  |  |
| C.I.N. Estate Co., Ltd. | 39.99 | 39.99 |  | 242 | 245 |  | (3) | 9 |
| Issara United Co., Ltd. | 49.99 | 49.99 |  | 407 | 419 |  | (12) | 35 |
| Issara United Development Co., Ltd. | 49.99 | 49.99 |  | 41 | 80 |  | (39) | (40) |
| Charn Issara Viphapol Co., Ltd. | 49.99 | 49.99 |  | 27 | 40 |  | (13) | (11) |
| Issara Viphapol Co., Ltd. | 49.99 | 49.99 |  | - | (1) |  | - | (1) |

11.3 Summarized financial information of subsidiaries with material non-controlling that are based on amounts before inter-company elimination about subsidiaries

**Summarized financial positions**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | | |  |  | | |  |  | | |  |  | | |  | **Unit: Thousand Baht** | | |
|  | **C.I.N. Estate** | | |  | **Issara United** | | |  | **Issara United** | | |  | **Charn Issara** | | |  | **Issara Viphapol** | | |
|  | **Co., Ltd.** | | |  | **Co., Ltd.** | | |  | **Development Co., Ltd.** | | |  | **Viphapol Co., Ltd.** | | |  | **Co., Ltd.** | | |
|  | **As at December 31,** | | |  | **As at December 31,** | | |  | **As at December 31,** | | |  | **As at December 31,** | | |  | **As at December 31,** | | |
|  | **2025** |  | **2024** |  | **2025** |  | **2024** |  | **2025** |  | **2024** |  | **2025** |  | **2024** |  | **2025** |  | **2024** |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Current assets | 967,096 |  | 953,369 |  | 1,167,360 |  | 1,365,936 |  | 33,989 |  | 36,609 |  | 262,865 |  | 283,816 |  | 12,759 |  | 13,233 |
| Non-current assets | 93,940 |  | 88,149 |  | 620,460 |  | 608,154 |  | 959,308 |  | 996,728 |  | 121,025 |  | 112,571 |  | 88 |  | 115 |
| Current liabilities | 183,864 |  | 114,007 |  | 264,838 |  | 390,363 |  | 131,600 |  | 101,777 |  | 236,626 |  | 99,766 |  | 3,011 |  | 3,537 |
| Non-current liabilities | 286,247 |  | 314,439 |  | 576,521 |  | 616,707 |  | 563,811 |  | 572,383 |  | 93,985 |  | 216,621 |  | - |  | - |

**Summarized comprehensive income**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | | |  |  | | |  |  | | |  |  | | |  | **Unit: Thousand Baht** | | |
|  | **C.I.N. Estate** | | |  | **Issara United** | | |  | **Issara United** | | |  | **Charn Issara** | | |  | **Issara Viphapol** | | |
|  | **Co., Ltd.** | | |  | **Co., Ltd.** | | |  | **Development Co., Ltd.** | | |  | **Viphapol Co., Ltd.** | | |  | **Co., Ltd.** | | |
|  | **For the years ended** | | |  | **For the years ended** | | |  | **For the years ended** | | |  | **For the years ended** | | |  | **For the years ended** | | |
|  | **December 31,** | | |  | **December 31,** | | |  | **December 31,** | | |  | **December 31,** | | |  | **December 31,** | | |
|  | **2025** |  | **2024** |  | **2025** |  | **2024** |  | **2025** |  | **2024** |  | **2025** |  | **2024** |  | **2025** |  | **2024** |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Revenue | 8,719 |  | 208,756 |  | 422,423 |  | 801,073 |  | 71,117 |  | 73,279 |  | 66,119 |  | 85,977 |  | 499 |  | 20 |
| Total comprehensive |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| income (loss) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| for the year | (22,096) |  | 22,771 |  | (23,949) |  | 77,857 |  | (78,340) |  | (79,244) |  | (26,689) |  | (22,086) |  | 25 |  | (2,689) |

**Summarized cash flows**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | | |  |  | | |  |  | | |  |  | | |  | **Unit: Thousand Baht** | | |
|  | **C.I.N. Estate** | | |  | **Issara United** | | |  | **Issara United** | | |  | **Charn Issara** | | |  | **Issara Viphapol** | | |
|  | **Co., Ltd.** | | |  | **Co., Ltd.** | | |  | **Development Co., Ltd.** | | |  | **Viphapol Co., Ltd.** | | |  | **Co., Ltd.** | | |
|  | **For the years ended** | | |  | **For the years ended** | | |  | **For the years ended** | | |  | **For the years ended** | | |  | **For the years ended** | | |
|  | **December 31,** | | |  | **December 31,** | | |  | **December 31,** | | |  | **December 31,** | | |  | **December 31,** | | |
|  | **2025** |  | **2024** |  | **2025** |  | **2024** |  | **2025** |  | **2024** |  | **2025** |  | **2024** |  | **2025** |  | **2024** |
| Cash flows provided by (used in) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| the following activities: |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Operating activities | (81,396) |  | 25,108 |  | 157,719 |  | 326,187 |  | (90,454) |  | (140,861) |  | (46,287) |  | 3,108 |  | 639 |  | (7,394) |
| Investing activities | 273 |  | 383 |  | (6,155) |  | 6,317 |  | 70,258 |  | 112,985 |  | 24,722 |  | (1,333) |  | - |  | (121) |
| Financing activities | 69,672 |  | (14,217) |  | (192,117) |  | (310,913) |  | 22,162 |  | 10,355 |  | 20,514 |  | (28,775) |  | - |  | - |
| Net increase (decrease) in |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| cash and cash equivalents | (11,451) |  | 11,274 |  | (40,553) |  | 21,591 |  | 1,966 |  | (17,521) |  | (1,051) |  | (27,000) |  | 639 |  | (7,515) |
| Cash and cash equivalents |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| as at January 1, | 11,495 |  | 221 |  | 60,300 |  | 38,709 |  | 3,817 |  | 21,338 |  | 18,333 |  | 45,333 |  | 4,985 |  | 12,500 |
| Cash and cash equivalents |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| as at December 31, | 44 |  | 11,495 |  | 19,747 |  | 60,300 |  | 5,783 |  | 3,817 |  | 17,282 |  | 18,333 |  | 5,624 |  | 4,985 |

**12. INVESTMENTS IN ASSOCIATES**

12.1 Details of associates

Investments in associates as at December 31, which are accounted for using the equity method for consolidated financial statements are as follows:

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  | | **Consolidated/Separate financial statements** | | | | | | | | | | | |
|  |  |  | | **As at December 31, 2025** | | | | | | | | | | | |
| **Associates** | **Types of business** | **Country of incorporation** | | **Percentage of shareholding**  **(%)** | | | **Paid-up share capital**  **(Thousand Baht)** | | | **Cost**  **(Thousand Baht)** | | | **Carrying amounts by equity method (Thousand Baht)** | | |
| Good Neighbors Biotechnology Co., Ltd. | Experimental research and |  |  |  |  |  | |  |  | |  |  | |  |  |
|  | development in |  |  |  |  |  | |  |  | |  | |  |  |
|  | biotechnology |  | Thailand |  | 22.39 |  | |  | 100,500 | | 30,375 | |  | 20,947 |
| Issara Naporn Co., Ltd. | Real estate development |  | Thailand |  | 59.99 |  | |  | 100,000 | | 60,000 | |  | 48,726 |
| **Total** |  |  |  |  |  |  | |  |  | | 90,375 | |  | 69,673 |

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  | | **Consolidated/Separate financial statements** | | | | | | | | | | | |
|  |  |  | | **As at December 31, 2024** | | | | | | | | | | | |
| **Associates** | **Types of business** | **Country of incorporation** | | **Percentage of shareholding**  **(%)** | | | **Paid-up share capital**  **(Thousand Baht)** | | | **Cost**  **(Thousand Baht)** | | | **Carrying amounts by equity method (Thousand Baht)** | | |
| Good Neighbors Biotechnology Co., Ltd. | Experimental research and |  |  |  |  |  | |  |  | |  |  | |  |  |
|  | development in |  |  |  |  |  | |  |  | |  | |  |  |
|  | biotechnology |  | Thailand |  | 22.39 |  | |  | 100,500 | | 22,781 | |  | 17,090 |
| Issara Naporn Co., Ltd. | Real estate development |  | Thailand |  | 59.99 |  | |  | 100,000 | | 42,000 | |  | 37,280 |
| **Total** |  |  |  |  |  |  | |  |  | | 64,781 | |  | 54,370 |  |

On January 20, 2025, the Board of Directors’ Meeting of Issara Naporn Co., Ltd. (“ISN”) approved and called for the second shares payment of Baht 30 each totaling portion accounted for the Company of Baht 17.99 million in which ISN received the payment in full and registered with the Department of Business Development, Ministry of Commerce on February 27, 2025.

On February 11, 2025, the Board of Directors’ Meeting of Good Neighbors Biotechnology Co., Ltd. (“GNB”) approved and called for the third shares payment of Baht 3.375 each, totaling portion accounted for the Company of Baht 7.59 million in which GNB received the payment in full and registered with the Department of Business Development, Ministry of Commerce on February 27, 2025.

12.2 Share of comprehensive income (loss)

For the years ended December 31, 2025 and 2024, the Company has recognized its share of loss from investments in associates in the consolidated financial statements as follows:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Unit : Thousand Baht** | | | | | | |
|  | **Consolidated financial statement** | | | | | | |
|  | **2025** | | | **2024** | | | |
| **Associates** |  |  |  |  |  |  |  |  |
| Good Neighbors Biotechnology Co., Ltd. |  | (3,737) |  |  |  | (5,691) |  |  |
| Issara Naporn Co., Ltd. |  | (6,554) |  |  |  | (4,720) |  |  |
| **Total** |  | (10,291) |  |  |  | (10,411) |  |  |

**13. Investment properties**

Movements of investment properties for the years ended December 31, are as follows:

**Unit : Thousand Baht**

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated**  **financial statements** | | |  | **Separate**  **financial statements** | | |
|  | **2025** |  | **2024** |  | **2025** |  | **2024** |
| **Fair value** |  |  |  |  |  |  |  |
| Balance as at January 1, | 379,681 |  | 385,330 |  | 270,330 |  | 279,640 |
| Sold during the years | (178,819) |  | (600) |  | (152,448) |  | (600) |
| Net gain (loss) from a fair value remeasurement of |  |  |  |  |  |  |  |
| investment properties | 2,108 |  | (5,049) |  | (792) |  | (8,710) |
| Balance as at December 31, | 202,970 |  | 379,681 |  | 117,090 |  | 270,330 |

For the years ended December 31, 2025 and 2024, the Group and the Company had rental income from investment properties recognized in the consolidated statement of profit or loss and other comprehensive income of Baht 8.96 million and Baht 21.78 million, respectively. (The Company only for the years ended December 31, 2025 and 2024: Baht 5.28 million and Baht 16.69 million, respectively).

During the year ended December 31, 2025, the Group and the Company have disposed certain investment properties with carrying amount of Baht 178.82 million and Baht 152.45 million, respectively, to Issara Real Estate Investment Trust with loss on sales of such investment properties of Baht 1.82 million and Baht 4.18 million, respectively which is recognized as expense in the statement of profit or loss and other comprehensive income.

Represented fair value of investment property which was determined by the independent appraisers who have been approved by the Office of the Securities and Exchange Commission (Thailand) using Income Approach and Market Approach.

The main assumptions used in the valuation are summarized as below:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated** | | |  | **Separate** | | |
|  | **financial statements** | | |  | **financial statements** | | |
|  | **2025** |  | **2024** |  | **2025** |  | **2024** |
|  |  |  |  |  |  |  |  |
| Occupancy rate (%) | 80 - 90 |  | 80 - 90 |  | 80 - 90 |  | 80 - 90 |
| Discount rate (%) | 6 - 8 |  | 7 - 8 |  | 8 |  | 8 |
| Rental rate (Baht/Square meter/Month) | 289 - 720 |  | 267 - 760 |  | 380 - 720 |  | 370 - 760 |
| Long-term growth rate of rental (%) | 0 - 5 |  | 0 - 5 |  | 0 - 5 |  | 0 - 5 |

As at December 31, 2025 and 2024, the Group has mortgaged part of their Investment properties at cost of Baht 14.15 million, to secure the credit facilities short-term borrowings from financial institutions of the Group (see Note 18.2)

**14. PROPERTY, PLANT AND EQUIPMENT**

Property, plant and equipment as at December 31, consist of the following:

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Unit : Thousand Baht** | | | | | | | | | | | | | |
|  | **Consolidated financial statements** | | | | | | | | | | | | | |
|  | **Balance** |  | **Increase** |  | **(Decrease)** | |  | **Transfer** |  | **(Transfer to)** |  |  | **Balance** |
|  | **as at** |  |  |  |  |  | **between** | |  | **costs of** |  |  | **as at** |
|  | **January 1,** |  |  |  |  |  | **accounts** | |  | **property** |  |  | **December 31,** |
|  | **2025** |  |  |  |  |  |  | |  | **development** |  |  | **2025** |
|  |  |  |  |  |  |  |  | |  | **projects** |  |  |  |
|  |  |  |  |  |  |  |  | |  | **for sales** |  |  |  |
| **Cost/Revalued amount** |  |  |  |  |  |  |  | |  |  |  |  |  |
| Lands at cost | 567,301 |  | - |  | - |  | - | |  | (339) |  |  | 566,962 |
| Appraised portion of land | 940,478 |  | 227,567 |  | - |  | - | |  | - |  |  | 1,168,045 |
| Land improvement | 30,690 |  | - |  | - |  | - | |  | - |  |  | 30,690 |
| Buildings | 1,706,672 |  | 12,685 |  | - |  |  | |  | - |  |  | 1,719,357 |
| Building improvements | 170,096 |  | 3,941 |  | (21) |  | 3,086 | |  | - |  |  | 177,102 |
| Furniture and office equipment | 402,530 |  | 9,575 |  | (7,373) |  | 1,785 | |  | - |  |  | 406,517 |
| Vehicles | 55,256 |  | 407 |  | (4,686) |  | - | |  | - |  |  | 50,977 |
| Total costs | 3,873,023 |  | 254,175 |  | (12,080) |  | 4,871 | |  | (339) |  |  | 4,119,650 |
|  |  |  |  |  |  |  |  | |  |  |  |  |  |
| **Accumulated depreciation** |  |  |  |  |  |  |  | |  |  |  |  |  |
| Land improvement | (7,704) |  | (828) |  | - |  | - | |  | - |  |  | (8,532) |
| Buildings | (289,266) |  | (79,878) |  | - |  | - | |  | - |  |  | (369,144) |
| Building improvements | (96,426) |  | (16,978) |  | 18 |  | - | |  | - |  |  | (113,386) |
| Furniture and office equipment | (274,398) |  | (55,197) |  | 7,031 |  | - | |  | - |  |  | (322,564) |
| Vehicles | (54,753) |  | (364) |  | 4,650 |  | - | |  | - |  |  | (50,467) |
| Total accumulated depreciation | (722,547) |  | (153,245) |  | 11,699 |  | - | |  | - |  |  | (864,093) |
| Construction in progress | 4,645 |  | 3,457 |  | - |  | (4,871) | |  | - |  |  | 3,231 |
| **Property, plant and equipment** | 3,155,121 |  |  |  |  |  |  | |  |  |  |  | 3,258,788 |

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Unit : Thousand Baht** | | | | | | | | | | | | | |
|  | **Consolidated financial statements** | | | | | | | | | | | | | |
|  | **Balance** |  | **Increase** |  | **(Decrease)** | |  | **Transfer** |  | **(Transfer to)** |  |  | **Balance** |
|  | **as at** |  |  |  |  |  | **between** | |  | **costs of** |  |  | **as at** |
|  | **January 1,** |  |  |  |  |  | **accounts** | |  | **property** |  |  | **December 31,** |
|  | **2024** |  |  |  |  |  |  | |  | **development** |  |  | **2024** |
|  |  |  |  |  |  |  |  | |  | **projects** |  |  |  |
|  |  |  |  |  |  |  |  | |  | **for sales** |  |  |  |
| **Cost/Revalued amount** |  |  |  |  |  |  |  | |  |  |  |  |  |
| Lands at cost | 600,484 |  | - |  | - |  | - | |  | (33,183) |  |  | 567,301 |
| Appraised portion of land | 1,056,485 |  | - |  | - |  | - | |  | (116,007) |  |  | 940,478 |
| Land improvement | 30,690 |  | - |  | - |  | - | |  | - |  |  | 30,690 |
| Buildings | 1,697,550 |  | 7,159 |  | - |  | 1,963 | |  | - |  |  | 1,706,672 |
| Building improvements | 161,467 |  | 4,468 |  | (1,100) |  | 5,261 | |  | - |  |  | 170,096 |
| Furniture and office equipment | 391,568 |  | 13,618 |  | (2,656) |  | - | |  | - |  |  | 402,530 |
| Vehicles | 54,951 |  | 312 |  | (7) |  | - | |  | - |  |  | 55,256 |
| Total costs | 3,993,195 |  | 25,557 |  | (3,763) |  | 7,224 | |  | (149,190) |  |  | 3,873,023 |
|  |  |  |  |  |  |  |  | |  |  |  |  |  |
| **Accumulated depreciation** |  |  |  |  |  |  |  | |  |  |  |  |  |
| Land improvement | (4,214) |  | (3,490) |  | - |  | - | |  | - |  |  | (7,704) |
| Buildings | (219,475) |  | (69,791) |  | - |  | - | |  | - |  |  | (289,266) |
| Building improvements | (81,475) |  | (15,300) |  | 349 |  | - | |  | - |  |  | (96,426) |
| Furniture and office equipment | (219,162) |  | (57,221) |  | 1,985 |  | - | |  | - |  |  | (274,398) |
| Vehicles | (54,415) |  | (345) |  | 7 |  | - | |  | - |  |  | (54,753) |
| Total accumulated depreciation | (578,741) |  | (146,147) |  | 2,341 |  | - | |  | - |  |  | (722,547) |
| Construction in progress | 3,172 |  | 8,697 |  | - |  | (7,224) | |  | - |  |  | 4,645 |
| **Property, plant and equipment** | 3,417,626 |  |  |  |  |  |  | |  |  |  |  | 3,155,121 |
|  |  |  |  |  |  |  |  | |  |  |  |  |  |
| **Depreciation in the consolidated financial statements for the years ended December 31,** | | | | | | | | |  |  |  |  |  |
| 2025 |  |  |  |  | **Thousand Baht** | | | | | | |  | 153,245 |
| 2024 |  |  |  |  | **Thousand Baht** | | | | | | |  | 146,147 |

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Unit : Thousand Baht** | | | | | | | | |
|  | **Separate financial statements** | | | | | | | | |
|  | **Balance** |  | **Increase** |  | **(Decrease)** |  | **Transfer** |  | **Balance** |
|  | **as at** |  |  |  |  |  | **between** |  | **as at** |
|  | **January 1,** |  |  |  |  |  | **accounts** |  | **December 31,** |
|  | **2025** |  |  |  |  |  |  |  | **2025** |
| **Cost** |  |  |  |  |  |  |  |  |  |
| Building improvements | 50,862 |  | - |  | (21) |  | - |  | 50,841 |
| Furniture and office equipment | 25,029 |  | 618 |  | (4,320) |  | - |  | 21,327 |
| Vehicles | 21,516 |  | - |  | (3,261) |  | - |  | 18,255 |
| Total costs | 97,407 |  | 618 |  | (7,602) |  | - |  | 90,423 |
|  |  |  |  |  |  |  |  |  |  |
| **Accumulated depreciation** |  |  |  |  |  |  |  |  |  |
| Building improvements | (45,234) |  | (1,309) |  | 18 |  | - |  | (46,525) |
| Furniture and office equipment | (23,484) |  | (754) |  | 4,277 |  | - |  | (19,961) |
| Vehicles | (21,454) |  | (26) |  | 3,225 |  | - |  | (18,255) |
| Total accumulated depreciation | (90,172) |  | (2,089) |  | 7,520 |  | - |  | (84,741) |
| Construction in progress | - |  | - |  | - |  | - |  | - |
| **Property, plant and equipment** | 7,235 |  |  |  |  |  |  |  | 5,682 |

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Unit : Thousand Baht** | | | | | | | | |
|  | **Separate financial statements** | | | | | | | | |
|  | **Balance** |  | **Increase** |  | **(Decrease)** |  | **Transfer** |  | **Balance** |
|  | **as at** |  |  |  |  |  | **between** |  | **as at** |
|  | **January 1,** |  |  |  |  |  | **accounts** |  | **December 31,** |
|  | **2024** |  |  |  |  |  |  |  | **2024** |
| **Cost** |  |  |  |  |  |  |  |  |  |
| Building improvements | 51,127 |  | 835 |  | (1,100) |  | - |  | 50,862 |
| Furniture and office equipment | 25,152 |  | 808 |  | (931) |  | - |  | 25,029 |
| Vehicles | 21,516 |  | - |  | - |  | - |  | 21,516 |
| Total costs | 97,795 |  | 1,643 |  | (2,031) |  | - |  | 97,407 |
|  |  |  |  |  |  |  |  |  |  |
| **Accumulated depreciation** |  |  |  |  |  |  |  |  |  |
| Building improvements | (44,059) |  | (1,524) |  | 349 |  | - |  | (45,234) |
| Furniture and office equipment | (22,886) |  | (865) |  | 267 |  | - |  | (23,484) |
| Vehicles | (21,427) |  | (27) |  | - |  | - |  | (21,454) |
| Total accumulated depreciation | (88,372) |  | (2,416) |  | 616 |  | - |  | (90,172) |
| Construction in progress | - |  | - |  | - |  | - |  | - |
| **Property, plant and equipment** | 9,423 |  |  |  |  |  |  |  | 7,235 |
|  |  |  |  |  |  |  |  |  |  |
| **Depreciation in the separate financial statements for the years ended December 31,** | | | | | | | |  |  |
| 2025 |  |  |  |  | **Thousand Baht** | | |  | 2,089 |
| 2024 |  |  |  |  | **Thousand Baht** | | |  | 2,416 |

As at December 31, 2025 and 2024, certain items of the Group’s and the Company’s equipment have been fully depreciated but are still in use. The gross carrying amounts before deducting accumulated depreciation of those equipment amounting to Baht 227 million and Baht 221 million, respectively (The Company only as at December 31, 2025 and 2024: Baht 75 million and Baht 79 million, respectively).

As at December 31, 2025 and 2024, the Company’s subsidiaries have mortgaged part of their property, plant and equipment with carrying amounts of Baht 3,286 million and Baht 3,162 million, respectively, as collateral against credit facilities received from the financial institutions which is long-term borrowings from other companies of the Group, bonds of the Group and the Company and bank guarantee issued by the financial institutions of the Group and the Company (see Notes 18.2, 18.3, 18.4 and 32.4).

In 2025, the Group revalued all items of its lands by an independent appraiser using the Market Approach to their fair value as at December 31, 2025. Carrying amounts of lands of the Group increased from the revaluation by Baht 227.57 million and recognized in other comprehensive income of Baht 182.05 million (net of tax).

In 2024, the Group transferred certain part of land previously presented under property, plant and equipment category of a subsidiary to be the cost of property development projects for sales at cost of Baht 33.18 million and reversed the carrying amount of respective lands that increased from revaluation in the past of Baht 116.01 million and reversed the effect from such revaluation, net of tax, of Baht 92.81 million previously recognized in other component of shareholders equity (see Note 8).

**15. RIGHT-OF-USE ASSETS**

Movements of right-of-use assets for the years ended December 31, 2025 and 2024 are as follows:

|  | **Unit : Thousand Baht** | | | | | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated financial statements** | | | | | | | | |
|  | **Balance** |  | **Increase** |  | **(Decrease)** |  | **Effects from** |  | **Balance** |
|  | **as at** |  |  |  |  |  | **canceling the** |  | **as at** |
|  | **January 1,** |  |  |  |  |  | **lease** |  | **December 31,** |
|  | **2025** |  |  |  |  |  | **agreement** |  | **2025** |
| **Cost** |  |  |  |  |  |  |  |  |  |
| Land | 19,855 |  | - |  | - |  | - |  | 19,855 |
| Buildings | 1,379,206 |  | 10,568 |  | (22,316) |  | - |  | 1,367,458 |
| Equipment | 1,366 |  | - |  | (71) |  | - |  | 1,295 |
| Vehicles | 32,383 |  | 1,331 |  | (1,627) |  | - |  | 32,087 |
| Total costs | 1,432,810 |  | 11,899 |  | (24,014) |  | - |  | 1,420,695 |
|  |  |  |  |  |  |  |  |  |  |
| **Accumulated depreciation** |  |  |  |  |  |  |  |  |  |
| Land | (2,420) |  | (2,234) |  |  |  | - |  | (4,654) |
| Buildings | (672,415) |  | (205,450) |  | 22,316 |  | - |  | (855,549) |
| Equipment | (524) |  | (338) |  | 71 |  | - |  | (791) |
| Vehicles | (24,149) |  | (4,574) |  | 1,627 |  | - |  | (27,096) |
| Total accumulated depreciation | (699,508) |  | (212,596) |  | 24,014 |  | - |  | (888,090) |
| **Right-of-use assets - net** | 733,302 |  |  |  |  |  |  |  | 532,605 |

|  | **Unit : Thousand Baht** | | | | | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated financial statements** | | | | | | | | |
|  | **Balance** |  | **Increase** |  | **(Decrease)** |  | **Effects from** |  | **Balance** |
|  | **as at** |  |  |  |  |  | **canceling the** |  | **as at** |
|  | **January 1,** |  |  |  |  |  | **lease** |  | **December 31,** |
|  | **2024** |  |  |  |  |  | **agreement** |  | **2024** |
| **Cost** |  |  |  |  |  |  |  |  |  |
| Land | 19,855 |  | - |  | - |  | - |  | 19,855 |
| Buildings | 1,180,308 |  | 219,012 |  | (13,472) |  | (6,642) |  | 1,379,206 |
| Equipment | 1,207 |  | 159 |  | - |  | - |  | 1,366 |
| Vehicles | 32,654 |  | 7,218 |  | (7,489) |  | - |  | 32,383 |
| Total costs | 1,234,024 |  | 226,389 |  | (20,961) |  | (6,642) |  | 1,432,810 |
|  |  |  |  |  |  |  |  |  |  |
| **Accumulated depreciation** |  |  |  |  |  |  |  |  |  |
| Land | (1,297) |  | (1,123) |  | - |  | - |  | (2,420) |
| Buildings | (507,140) |  | (181,456) |  | 13,472 |  | 2,709 |  | (672,415) |
| Equipment | (190) |  | (334) |  | - |  | - |  | (524) |
| Vehicles | (24,852) |  | (6,786) |  | 7,489 |  | - |  | (24,149) |
| Total accumulated depreciation | (533,479) |  | (189,699) |  | 20,961 |  | 2,709 |  | (699,508) |
| **Right-of-use assets - net** | 700,545 |  |  |  |  |  |  |  | 733,302 |
|  |  |  |  |  |  |  |  |  |  |
| **Depreciation in the consolidated financial statements for the years ended December 31,** | | | | | | | |  |  |
| 2025 |  |  |  |  |  | **Thousand Baht** | |  | 212,596 |
| 2024 |  |  |  |  |  | **Thousand Baht** | |  | 189,699 |

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Unit : Thousand Baht** | | | | | | | | |
|  | **Separate financial statements** | | | | | | | | |
|  | **Balance** |  | **Increase** |  | **(Decrease)** |  | **Effects from** |  | **Balance** |
|  | **as at** |  |  |  |  |  | **canceling the** |  | **as at** |
|  | **January 1,** |  |  |  |  |  | **lease** |  | **December 31,** |
|  | **2025** |  |  |  |  |  | **agreement** |  | **2025** |
|  |  |  |  |  |  |  |  |  |  |
| **Cost** |  |  |  |  |  |  |  |  |  |
| Buildings | 27,958 |  | 2,242 |  | (9,066) |  | (711) |  | 20,423 |
| Vehicles | 8,348 |  | - |  | - |  | - |  | 8,348 |
| Total costs | 36,306 |  | 2,242 |  | (9,066) |  | (711) |  | 28,771 |
| **Accumulated depreciation** |  |  |  |  |  |  |  |  |  |
| Buildings | (15,533) |  | (6,834) |  | 9,066 |  | 235 |  | (13,066) |
| Vehicles | (3,739) |  | (1,903) |  | - |  | - |  | (5,642) |
| Total accumulated depreciation | (19,272) |  | (8,737) |  | 9,066 |  | 235 |  | (18,708) |
| **Right-of-use assets - net** | 17,034 |  |  |  |  |  |  |  | 10,063 |

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Unit : Thousand Baht** | | | | | | | | |
|  | **Separate financial statements** | | | | | | | | |
|  | **Balance** |  | **Increase** |  | **(Decrease)** |  | **Effects from** |  | **Balance** |
|  | **as at** |  |  |  |  |  | **canceling the** |  | **as at** |
|  | **January 1,** |  |  |  |  |  | **lease** |  | **December 31,** |
|  | **2024** |  |  |  |  |  | **agreement** |  | **2024** |
|  |  |  |  |  |  |  |  |  |  |
| **Cost** |  |  |  |  |  |  |  |  |  |
| Buildings | 30,051 |  | 9,718 |  | (9,521) |  | (2,290) |  | 27,958 |
| Vehicles | 7,622 |  | 3,872 |  | (3,146) |  | - |  | 8,348 |
| Total costs | 37,673 |  | 13,590 |  | (12,667) |  | (2,290) |  | 36,306 |
| **Accumulated depreciation** |  |  |  |  |  |  |  |  |  |
| Buildings | (17,391) |  | (8,171) |  | 9,521 |  | 508 |  | (15,533) |
| Vehicles | (5,046) |  | (1,839) |  | 3,146 |  | - |  | (3,739) |
| Total accumulated depreciation | (22,437) |  | (10,010) |  | 12,667 |  | 508 |  | (19,272) |
| **Right-of-use assets - net** | 15,236 |  |  |  |  |  |  |  | 17,034 |
|  |  |  |  |  |  |  |  |  |  |
| **Depreciation in the separate financial statements for the years ended December 31,** | | | | | |  |  |  |  |
| 2025 |  |  |  |  |  | **Thousand Baht** | |  | 8,737 |
| 2024 |  |  |  |  |  | **Thousand Baht** | |  | 10,010 |

The Group and the Company have leased various types of assets consisting of property, plant and equipment with the average lease periods of 1 - 14 years.

The Group and the Company have a choice to buy some assets in determined amount as specified in lease agreements upon the expiration of agreements. The Group’s and Company’s commitments have been guaranteed by the ownership of the lessor over the leased assets for such lease agreements.

Approximately 7% and 9% of building and equipment leases of the Group and the Company have expired in 2025 and 2024, respectively. The expired lease agreements will be replaced by the new lease agreements for the same underlying assets, which resulted to an increase of the right-of-use assets in 2025 and 2024 amounting to 9.10 million and Baht 10.71 million, respectively (The Company only as at December 31, 2024: Baht 7.20 million (as at December 31, 2025: Nil).

Analysis of the maturity of lease liabilities is presented in Note 19.

**Unit : Thousand Baht**

|  |  |  |  |
| --- | --- | --- | --- |
|  | **As at December 31, 2025** | | |
|  | **Consolidated** |  | **Separate** |
|  | **financial statement** |  | **financial statement** |
| **Amounts recognized in profit or loss:** |  |  |  |
| Depreciation for the right-of-use assets | 212,596 |  | 8,737 |
| Interest expenses related to lease liabilities (see Note 19) | 97,104 |  | 707 |
| Expenses related to short-term leases | 629 |  | 132 |
| Expenses related to low-value leases | 1,970 |  | 296 |
| Revenue from subleasing of the right-of-use assets | 2,003 |  | 2,003 |

**Unit : Thousand Baht**

|  |  |  |  |
| --- | --- | --- | --- |
|  | **As at December 31, 2024** | | |
|  | **Consolidated** |  | **Separate** |
|  | **financial statement** |  | **financial statement** |
| **Amounts recognized in profit or loss:** |  |  |  |
| Depreciation for the right-of-use assets | 189,699 |  | 10,010 |
| Interest expenses related to lease liabilities (see Note 19) | 110,961 |  | 839 |
| Expenses related to short-term leases | 994 |  | 372 |
| Expenses related to low-value leases | 1,757 |  | 368 |
| Revenue from subleasing of the right-of-use assets | 2,140 |  | 2,140 |

For the years ended December 31, 2025 and 2024, the Group have total cash paid for lease liabilities of Baht 289.19 million and Baht 281.27 million, respectively, (The Company only for the years ended December 31, 2025 and 2024: Baht 8.61 million and Baht 10.80 million, respectively).

**16. TRADE AND OTHER CURRENT PAYABLES**

Trade and other current payables as at December 31, consist of the following:

**Unit : Thousand Baht**

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated**  **financial statements** | | |  | **Separate**  **financial statements** | | |
|  | **2025** |  | **2024** |  | **2025** |  | **2024** |
|  |  |  |  |  |  |  |  |
| Trade payables - other companies | 138,267 |  | 159,876 |  | 14,601 |  | 15,121 |
| Trade payable - a related party | 55,959 |  | 26,800 |  | - |  | - |
| Other payables - other companies | 27,393 |  | 30,498 |  | 2,736 |  | 5,059 |
| Other payables - related companies | 4,630 |  | 316 |  | 1,293 |  | 8,571 |
| Accrued expenses - other companies | 109,998 |  | 143,196 |  | 43,552 |  | 72,056 |
| Accrued expenses - related companies | 217 |  | - |  | 166 |  | - |
| Advances received | 66,129 |  | 51,514 |  | 34,658 |  | 30,857 |
| Withholding tax payable | 9,817 |  | 7,935 |  | 4,908 |  | 4,807 |
| Value-added tax payable | 9,278 |  | 5,503 |  | 901 |  | 676 |
| Total | 421,688 |  | 425,638 |  | 102,815 |  | 137,147 |

The Group has an outstanding rentals for the period from August 2020 until August 2023 totaling Baht 292.15 million (the “outstanding rentals”) from lease contract for properties of Sri panwa Hospitality Real Estate Investment Trust (the “Trust”) used in hotel operation of hotel project SPM 2 of Sri panwa Management Co., Ltd. (“SPM”). The said outstanding rentals will be settled according to the installment plans approved by the Trust until July 2028 and December 2028. As a result of lease termination in August 2023, lease liabilities for the hotel project SPM 2 under the management’s former plan to use asset, which was expected to end in 2028, decreased and the Group reclassified such outstanding rentals from lease liabilities to trade payable - a related party.

As at December 31, 2025, the Group has outstanding rentals under the installment plan amounting to Bath 55.96 million due within 1 year (presented as trade payable - a related party in trade and other current payables) and Bath 152.10 million due over 1 year (presented as trade payable - a related party in non - current trade and other payables) (see Note 4.2).

**17. CONTRACT LIABILITIES**

As at December 31, 2025 and 2024, the Group and the Company have contract liabilities that represent the amounts of payments received in advance from customers according to agreements to buy and to sell real estates, rental and services agreements and deposits received from hotel operation services which the revenues will be recognized at point in time. Such contract liabilities will decrease and revenues will be recognized when the Group and the Company pass control over real estate to the customers or when services are rendered.

Contract liabilities will be recognized as income from breach of agreements when it is probable that customers will not comply with conditions stipulated in the agreements. Such revenue from breach from agreements will be presented as other income.

Contract liabilities as at December 31, consist of the following:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  | **Unit : Thousand Baht** | | |
|  | **Consolidated** | | |  | **Separate** | | |
|  | **financial statements** | | |  | **financial statements** | | |
|  | **2025** |  | **2024** |  | **2025** |  | **2024** |
| **Current:** |  |  |  |  |  |  |  |
| Advances received from customers |  |  |  |  |  |  |  |
| according to agreements to buy and  to sell real estates | 83,142 |  | 182,181 |  | 44,439 |  | 36,555 |
| Advances received from rental and service agreements | 123,755 |  | 108,097 |  | 605 |  | 2,140 |
|  | 206,897 |  | 290,278 |  | 45,044 |  | 38,695 |
|  |  |  |  |  |  |  |  |
| **Non-current:** |  |  |  |  |  |  |  |
| Advance received from customers  according to agreements to buy and  to sell real estates | 241,856 |  | 17,017 |  | - |  | - |
| Total | 448,753 |  | 307,295 |  | 45,044 |  | 38,695 |

Recognition of the beginning of advances received from agreements as revenues during the years ended December 31, were as follows:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  | **Unit : Thousand Baht** | | |
|  | **Consolidated** | | |  | **Separate** | | |
|  | **financial statements** | | |  | **financial statements** | | |
|  | **2025** |  | **2024** |  | **2025** |  | **2024** |
|  |  |  |  |  |  |  |  |
| Recognized as revenues from sales during the years | 129,597 |  | 285,217 |  | 9,064 |  | 82,988 |
| Recognized as revenue from breach of |  |  |  |  |  |  |  |
| agreement during the years | 4,637 |  | - |  | 700 |  | - |

**18. INTEREST-BEARING LIABILITIES**

Interest-bearing liabilities as at December 31, were as follows:

|  |  |  | | |  | **Unit : Thousand Baht** | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | **Consolidated** | | |  | **Separate** | | |
|  |  | **financial statements** | | |  | **financial statements** | | |
|  | **Notes** | **2025** |  | **2024** |  | **2025** |  | **2024** |
| ***Current*** |  |  |  |  |  |  |  |  |
| Bank overdrafts from financial |  |  |  |  |  |  |  |  |
| institutions | 18.1 | 93,421 |  | 42,951 |  | - |  | - |
| Short-term borrowings from |  |  |  |  |  |  |  |  |
| financial institutions | 18.2 | 50,000 |  | 153,850 |  | - |  | 50,000 |
| Short-term borrowings from |  |  |  |  |  |  |  |  |
| related parties | 4.4 | 95,000 |  | 40,000 |  | - |  | - |
| Current portion of long-term borrowings |  |  |  |  |  |  |  |  |
| from financial institutions | 18.2 | 229,928 |  | 552,109 |  | 145,630 |  | 451,311 |
| Current portion of long-term borrowings |  |  |  |  |  |  |  |  |
| from other companies | 18.3 | 142,997 |  | 286,538 |  | - |  | - |
| Current portion of bonds | 18.4 | 1,136,765 |  | 718,058 |  | 1,136,765 |  | 718,058 |
| Current portion of lease liabilities | 19 | 397,654 |  | 325,140 |  | 7,337 |  | 8,171 |
| Current portion of long-term borrowings |  |  |  |  |  |  |  |  |
| from related parties | 4.4 | 357,250 |  | 35,000 |  | - |  | - |
| **Total current** |  | **2,503,015** |  | **2,153,646** |  | **1,289,732** |  | **1,227,540** |
| ***Non-current*** |  |  |  |  |  |  |  |  |
| Long-term borrowings from |  |  |  |  |  |  |  |  |
| financial institutions | 18.2 | 1,966,335 |  | 1,987,867 |  | - |  | - |
| Long-term borrowings from related parties | 4.4 | 30,000 |  | 387,250 |  | 30,000 |  | - |
| Long-term borrowings from other |  |  |  |  |  |  |  |  |
| companies | 18.3 | 420,198 |  | 351,644 |  | 20,000 |  | - |
| Bonds | 18.4 | 1,642,143 |  | 1,527,973 |  | 1,642,143 |  | 1,527,973 |
| Lease liabilities | 19 | 537,665 |  | 790,364 |  | 3,278 |  | 8,587 |
| **Total non-current** |  | **4,596,341** |  | **5,045,098** |  | **1,695,421** |  | **1,536,560** |
| **Total** |  | **7,099,356** |  | **7,198,744** |  | **2,985,153** |  | **2,764,100** |

The periods to maturity of interest-bearing liabilities as at December 31, are as follows:

**Unit : Thousand Baht**

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | **Consolidated** | | |  | **Separate** | | |
|  |  | **financial statements** | | |  | **financial statements** | | |
|  |  | **2025** |  | **2024** |  | **2025** |  | **2024** |
|  |  |  |  |  |  |  |  |  |
| Within one year |  | 2,503,015 |  | 2,153,646 |  | 1,289,732 |  | 1,227,540 |
| Over one year |  | 4,596,341 |  | 5,045,098 |  | 1,695,421 |  | 1,536,560 |
| **Total** |  | **7,099,356** |  | **7,198,744** |  | **2,985,153** |  | **2,764,100** |

18.1 Bank overdrafts from financial institutions

Bank overdrafts from financial institutions in the consolidated financial statements as at   
December 31, 2025 and 2024 of Baht 93.42 million and Baht 42.95 million, respectively, are bank overdrafts from financial institutions of the Company’s subsidiaries consisting of credit facilities from agreements totaling Baht 153 million and Baht 121 million, respectively, bearing interest rates of 6.43% - 6.44% per annum and 7.33% - 7.34% per annum, respectively. The lands with buildings located in the subsidiaries’ projects have been mortgaged for credit facilities of such bank overdrafts (see Note 8).

18.2 Borrowings from financial institutions

Short-term borrowings from financial institutions as at December 31, consist of the following:

**Unit : Thousand Baht**

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | **Consolidated** | | |  | **Separate** | | |
|  |  | **financial statements** | | |  | **financial statements** | | |
|  |  | **2025** |  | **2024** |  | **2025** |  | **2024** |
| Short-term borrowings from |  |  |  |  |  |  |  |  |
| financial institutions |  | 50,000 |  | 153,850 |  | - |  | 50,000 |

As at December 31, 2025 and 2024, short term borrowings from financial institutions of the Group and the Company are Baht 50.00 million and Baht 153.85 million, respectively, the Company only as at December 31, 2024 is Baht 50.00 million (as at December 31, 2025: Nil), with the main purpose for managing internal operation of the Group and the Company. The borrowings carry fixed interest rate at 4.00% per annum and 4.00% to 7.28% per annum, respectively. Certain borrowings carry interest at Minimum Loan Rate (“MLR”) minus certain rates as stipulated in the promissory notes and loan agreement. The interest is to be paid on a monthly basis.

Long-term borrowings from financial institutions as at December 31, consist of the following:

**Unit : Thousand Baht**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Company’s name** |  | **Maturities** |  | **Interest rate**  **(% p.a.)** | | |  | **Consolidated**  **financial statements** | | |  | **Separate**  **financial statements** | | |
|  |  |  |  | **2025** |  | **2024** |  | **2025** |  | **2024** |  | **2025** |  | **2024** |
| **The Company:** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Charn Issara Development Public |  | Release mortgage |  |  |  |  |  |  |  |  |  |  |  |  |
| Company Limited |  | December 2026 |  | MLR-1.50 |  | MLR-1.50, |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  | MLR-1.75,MLR |  | 145,630 |  | 451,311 |  | 145,630 |  | 451,311 |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **Subsidiaries:** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| C.I.N. Estate Co., Ltd. |  | August 2027 |  | MLR-1.25 |  | MLR-1.25 |  | 262,806 |  | 223,507 |  | - |  | - |
| Issara United Co., Ltd. |  | May 2027 |  | MLR-1.25 |  | MLR-1.25 |  | 147,626 |  | 147,720 |  | - |  | - |
| Issara United Development Co., Ltd. |  | March 2026 |  | MLR |  | MLR |  |  |  |  |  |  |  |  |
|  |  | December 2028 |  | MLR-1.50 |  | MLR-1.50 |  | 538,735 |  | 554,446 |  | - |  | - |
| Charn Issara Residence Co., Ltd. |  | December 2026, |  | MLR-1.25 |  | MLR-1.25 |  |  |  |  |  |  |  |  |
|  |  | July 2027 |  | MLR-0.75 |  | MLR-0.75 |  |  |  |  |  |  |  |  |
|  |  | February 2032 |  | MLR-1.00 |  | MLR-1.00 |  | 545,046 |  | 626,023 |  | - |  | - |
| Issara Development Co., Ltd. |  | October 2028 |  | MLR-1.25 |  | MLR-1.25 |  | 556,420 |  | 536,969 |  | - |  | - |
|  |  |  |  |  |  |  |  | 2,196,263 |  | 2,539,976 |  | 145,630 |  | 451,311 |
| Less Current portion | | |  |  |  |  |  | (229,928) |  | (552,109) |  | (145,630) |  | (451,311) |
| Long-term borrowings from financial institutions, net of current portion | | | | | | |  | 1,966,335 |  | 1,987,867 |  | - |  | - |

**The Company**

As at December 31, 2024, the Company’s short-term borrowings from financial institutions of Baht 50.00 million, represent the borrowings in form of promissory notes under the credit facilities from a local financial institution of Baht 50.00 million, with the main purpose for use in managing internal operation of the Company. The borrowings carry fixed interest rate as stipulated in the promissory notes. The interest shall be paid on a monthly basis (as at December 31, 2025: Nil).

As at December 31, 2025 and 2024, the Company’s long-term borrowings from financial institutions of Baht 145.63 million and Baht 451.31 million, respectively, are borrowings under many credit facilities agreements from local financial institutions totaling Baht 1,074.06 million and Baht 1,094.06 million, respectively, with the main purpose for use in constructions of the Company’s property development projects for sales, and support the liquidity of the Company. Most of these borrowings carry interest at Minimum Loan Rate (“MLR”) minus certain rates as stipulated in the agreements. The principals of borrowings and interest shall be repaid on a monthly basis.

However, the principals can be also repaid when the Company releases the mortgaged lands and structures after the Company collects the payments from customers, who buy lands and structures from the Company’s projects, at amounts based on percentage of selling prices of lands and structures in the Company’s projects as stipulated in loan agreements with financial institutions and the Company has to comply with the covenants as stipulated in the loan agreements such as maintenance of interest bearing debt to shareholders’ equity.

As at December 31, 2025, the Company has not been able to comply with the financial ratio for long-term borrowings stipulated in loan agreements. However, the Company received the waive letter regarding debt covenant compliance from the financial institution dated February 9, 2026. Therefore, the Company presented the balances of long-term borrowings from those loan agreements of Baht 145.63 million as current portion of long-term borrowings from financial institution in the consolidated statement of financial position.

As at December 31, 2024, the Company has not been able to comply with the financial ratio for long-term borrowings stipulated in loan agreements. However, the Company received the waive letter regarding debt covenant compliance from the financial institution dated February 19, 2025, assuming that the Company has not breached the agreement. Therefore, the Company presented the balances of long-term borrowings from those loan agreements of Baht 451.31 million as current portion of long-term borrowings from financial institution in the consolidated statement of financial position.

As at December 31, 2025 and 2024, the Company’s short-term and long-term borrowings from financial institutions are secured by the lands and structures of the Company’s property development projects as described above which are presented as parts of costs of property development projects for sales (see Note 8), are also secured by the Company’s investment units of Issara Real Estate Investment Trust (see Note 10) and related companies land.

**Subsidiaries**

As at December 31, 2025 and 2024, a subsidiary’s short-term borrowings from financial institutions of Baht 50.00 million and Baht 103.85 million, respectively, represent the borrowing in form of a promissory note under the credit facilities from a local financial institution with total amounts of Baht 50.00 million and Baht 113.85 million, respectively, with the main purpose for managing internal operation of the subsidiary. The borrowings carry fixed interest rate as stipulated in the promissory note. Most of these borrowings carry interest at Minimum Loan Rate (“MLR”) minus certain rate as stipulated in the agreements. Interest shall be repaid on a monthly basis.

As at December 31, 2025 and 2024, the subsidiaries’ long-term borrowings from financial institutions of Baht 2,050.63 million and Baht 2,088.67 million, respectively, are borrowings under many credit facilities agreements from local financial institutions totaling Baht 4,981.53 million, with the main purpose for use in constructions of the subsidiaries’ property development projects for sale and managing internal operation of the subsidiaries. Most of these borrowings carry interest at Minimum Loan Rate (“MLR”) minus certain rate as stipulated in the agreements. The principals of borrowings and interest shall be repaid on a monthly and a quarterly basis.

However, the principals can be also repaid upon release of mortgage after the subsidiaries collect the payments from customers, who buy land and structures or condominium units from the subsidiaries’ projects, at amounts based on percentage of selling prices of lands and structures or condominium units of the subsidiaries’ projects as stipulated in loan agreements with the financial institutions. The subsidiaries have to comply with certain covenants as stipulated in the loan agreements such as maintenance of certain financial ratios.

As at December 31, 2025, a subsidiary of the Company has not been able to comply with the financial ratios requirements as stipulated in the loan agreements for a long-term borrowing facility. However, the subsidiary received the waive letter regarding debt covenant compliance from the financial institution dated December 30, 2025, assuming that the subsidiary has not breached the agreement.

As at December 31, 2024, a subsidiary of the Company has not been able to comply with the financial ratios requirements as stipulated in the loan agreements for a long-term borrowing facility. However, the subsidiary received the waive letter regarding debt covenant compliance from the financial institution dated December 30, 2024, assuming that the subsidiary has not breached the agreement.

As at December 31, 2025 and 2024, the subsidiaries’ short-term and long-term borrowings from financial institutions are secured by certain lands and structures of the subsidiaries’ property development projects as described above which are presented as parts of costs of property development projects for sales (see Note 8), certain items of property, plant and equipment (see Note 14) and investment properties (see Note 13).

As at 31 December 2025, the Group and the Company had borrowings from financial institutions amounting to Baht 279.93 million and Baht 145.63 million, respectively, which are due for repayment within 1 year. The Group and the Company intend to settle these borrowings using cash flows from operations and proceeds from additional financing.

In February 2026, the Group and the Company received preliminary approval from a financial institution, with details as follows:

* The Company was granted approval for an additional short‑term credit facility of Baht 50 million, secured by a related company’s land and the Company’s costs of property development projects for sale.
* A subsidiary was granted approval for an additional long‑term loan facility of Baht 100 million, secured by the subsidiary’s land, property, plant and equipment, and costs of property development projects for sale, with the Company acting as guarantor.
* A subsidiary received a reduction in the repayment rate relating to the release of mortgage on costs of property development projects for sale under an existing borrowing amounting to Baht 261.99 million.
* A subsidiary received an extension of its project loan facility for an additional one year, together with relaxed drawdown conditions and the release of mortgage on certain condominium units under an existing borrowing amounting to Baht 149.00 million.

18.3 Borrowings from other companies

The Group and the Company has long-term borrowings from other companies denominated in Thai Baht currency as at December 31, 2025 and 2024 by Baht 563.20 million and Baht 638.18 million, respectively, which are borrowings between the Group and the Company and other five companies as follows:

**Unit : Thousand Baht**

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Company’s name** | **Maturities** |  | **Interest rate** | | |  | **Consolidated** | | |
|  |  |  | **(% p.a.)** | | |  | **financial statements** | | |
|  |  |  |  |  |  |  | **as at December 31,** | | |
|  |  |  | **2025** |  | **2024** |  | **2025** |  | **2024** |
|  |  |  |  |  |  |  |  |  |  |
| Issara United Co., Ltd. | December 31, 2026 |  | 4.50 |  | 4.50 |  | 75,000 |  | 117,000 |
|  | June 30, 2029 |  | 4.50 |  | 4.25 |  | 200,732 |  | 200,000 |
|  | December 31, 2029 |  | 4.50 |  | 4.25 |  | 100,515 |  | 100,000 |
|  | June 24, 2025 |  | - |  | 3.00 |  | - |  | 35,000 |
|  | July 30, 2025 |  | - |  | 5.25 |  | - |  | 119,785 |
|  | February 20, 2027 |  | 6.50 |  | - |  | 36,812 |  | - |
| Charn Issara Viphapol Co., Ltd. | Contract conditions |  |  |  |  |  |  |  |  |
|  | are met |  | 4.00 |  | 4.00 |  | 47,997 |  | 66,397 |
|  | November 17, 2029 |  | MLR |  | - |  | 82,139 |  | - |
| Charn Issara Development |  |  |  |  |  |  |  |  |  |
| Public Company Limited | December 22, 2027 |  | 6.50 |  | - |  | 20,000 |  | - |
|  |  |  |  |  |  |  | 563,195 |  | 638,182 |
| Less Current portion |  |  |  |  |  |  | (142,997) |  | (286,538) |
| Long-term borrowings from other |  |  |  |  |  |  |  |  |  |
| companies, net of current portion |  |  |  |  |  |  | 420,198 |  | 351,644 |

As at December 31, 2025 and 2024, subsidiaries’ long-term borrowings from other companies are secured by the certain lands of a subsidiary (see Note 14) and cost of property development projects for sales of a subsidiary (see Note 8). The principals of borrowings are to be paid on a yearly basis or when the Group is able to comply with the conditions stipulated in agreement or the maturity date as specified in the borrowing agreement has been met and interest is to be paid on a monthly basis. However, such term of repayment can be mutually agreed among the parties.

On April 1, 2025, a subsidiary entered into a loan repayment agreement with a lender, whereby the subsidiary agreed to repay the loan on a quarterly basis in amounts equivalent to the proportion of the value of condominium unit transferred during the same period from the related project, net of selling expenses, based on the percentage specified in the agreement.

In February 2026, a subsidiary received approval from a company under a loan agreement for additional credit facility totaling Baht 100 million, which is secured by the subsidiary’s costs of property development projects for sale.

**Unit : Thousand Baht**

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Company’s name** | **Maturities** |  | **Interest rate** | | |  | **Consolidated** | | |
|  |  |  | **(% p.a.)** | | |  | **financial statements** | | |
|  |  |  |  |  |  |  | **as at December 31,** | | |
|  |  |  | **2025** |  | **2024** |  | **2025** |  | **2024** |
|  |  |  |  |  |  |  |  |  |  |
| Charn Issara Development |  |  |  |  |  |  |  |  |  |
| Public Company Limited | December 22, 2027 |  | 6.50 |  | - |  | 20,000 |  | - |
| Long-term borrowings from other |  |  |  |  |  |  |  |  |  |
| companies, net of current portion |  |  |  |  |  |  | 20,000 |  | - |

As at December 31, 2025, the Company has investments in investment units of Issara real estate investment trust measuredas collateral for borrowings the maturity date as specified in the borrowing agreement has been met and interest is to be paid on a quarterly basis.

As at December 31, 2025, the Group has long‑term borrowings from other companies amounting to Baht 143.00 million, which are due for repayment within 1 year. The Group intend to settle these borrowings using cash flows from operations.

18.4 Bonds

Bonds as at December 31, consist of:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  | **Consolidated/Separate** | | |
|  |  |  |  |  | **financial statements** | | |
| **Date of issuance** | **Maturity date** | **Units issued** | **Value per unit** | **Interest rate** | **2025** |  | **2024** |
|  |  |  | **(Thousand Baht)** | **(% p.a.)\*** | **(Thousand Baht)** |  | **(Thousand Baht)** |
|  |  |  |  |  |  |  |  |
| March 30, 2023 | March 30, 2025 | 280,000 | 1.00 | 6.90 | - |  | 280,000 |
| March 30, 2023 | March 30, 2026 | 420,000 | 1.00 | 7.10 | 420,000 |  | 420,000 |
| December 28, 2023 | June 28, 2025 | 440,100 | 1.00 | 6.70 | - |  | 440,100 |
| December 28, 2023 | September 28, 2026 | 509,900 | 1.00 | 7.10 | 509,900 |  | 509,900 |
| August 09, 2024 | February 09, 2026 | 209,100 | 1.00 | 7.10 | 209,100 |  | 209,100 |
| August 09, 2024 | February 09, 2027 | 400,500 | 1.00 | 7.50 | 400,500 |  | 400,500 |
| March 20, 2025 | March 20, 2027 | 184,800 | 1.00 | 7.40 | 184,800 |  | - |
| March 20, 2025 | September 20, 2027 | 535,000 | 1.00 | 7.25 | 535,000 |  | - |
| December 19, 2025 | June 19, 2027 | 223,500 | 1.00 | 7.15 | 223,500 |  | - |
| December 19, 2025 | March 19, 2028 | 306,000 | 1.00 | 7.35 | 306,000 |  | - |
| Total |  |  |  |  | 2,788,800 |  | 2,259,600 |
| Less Deferred bonds issuing costs | | | | | (9,892) |  | (13,569) |
|  | | | | | 2,778,908 |  | 2,246,031 |
| Less Current portion | | | | | (1,136,765) |  | (718,058) |
| Bonds, net of current portion | | | | | 1,642,143 |  | 1,527,973 |

\*Term of interest payment is every 3 months.

On March 28, 2025, the Company repaid the matured bonds issued on March 30, 2023 and December 28, 2023 for 280,000 units and 440,100 units, respectively, totaling Baht 720.10 million.

In December 2025, the Company received additional bonds of Baht 529.50 million which are 2 series of secured bonds issued for the purpose for repayment of bonds that will be due in February 2026 and March 2026 and for the use in property development projects and working capital of the Company. Cash received from such bonds are presented as restricted deposit at financial institution in the statement of financial position as at December 31, 2025 (see Note 6). Subsequently, the Company obtained a credit facility of Baht 100 million under the credit facility of Charn Issara Residence Co., Ltd. (CIR), a subsidiary of the Company, from a financial institution. The purpose of this facility is to refinance the bonds maturing in March 2026. The financial institution issued a letter confirming the approval of this credit facility on January 19, 2026.

Subsequently on February 6, 2026, the Company paid for bonds of Baht 209.10 million that matured on February 9, 2026 with interest of Baht 3.74 million.

As at December 31, 2025 and 2024, the Company’s secured bonds are Baht 1,574.40 million and Baht 950.00 million, respectively, which have been mortgaged by property, plant and equipment (see Note 14), cost of property development project for sales and land held for development of a subsidiary (see Note 8).

The Company has to comply with terms and conditions stipulated in agreements such as maintaining debt to equity ratio and assess the collateral value annually in order to maintain Collateral Value to Loan ratio. As at December 31, 2025 and 2024, the Company is able to maintain such ratio.

**19. LEASE LIABILITIES**

Movements of lease liabilities for years ended December 31, 2025 and 2024 were presented below:

|  |  |  |  |
| --- | --- | --- | --- |
|  | **Unit : Thousand Baht** | | |
|  | **Consolidated** |  | **Separate** |
|  | **financial** |  | **financial** |
|  | **statements** |  | **statements** |
|  |  |  |  |
| **Net book value as at January 1, 2025** | 1,115,504 |  | 16,758 |
| Add Lease liabilities during the period | 11,899 |  | 2,242 |
| Amortized interest during the period | 97,104 |  | 707 |
| Effect from lease cancellation | - |  | (479) |
|  | 1,224,507 |  | 19,228 |
| Less Paid during the period | (289,188) |  | (8,613) |
| Balance as at December 31, 2025 | 935,319 |  | 10,615 |
| Less Current portion | (397,654) |  | (7,337) |
| Lease liabilities, net of current portion | 537,665 |  | 3,278 |

|  |  |  |  |
| --- | --- | --- | --- |
|  | **Unit : Thousand Baht** | | |
|  | **Consolidated** |  | **Separate** |
|  | **financial** |  | **financial** |
|  | **statements** |  | **statements** |
|  |  |  |  |
| **Net book value as at January 1, 2024** | 1,063,469 |  | 14,940 |
| Add Lease liabilities during the period | 226,389 |  | 13,590 |
| Amortized interest during the period | 110,961 |  | 839 |
| Effect from lease cancellation | (4,047) |  | (1,813) |
|  | 1,396,772 |  | 27,556 |
| Less Paid during the period | (281,268) |  | (10,798) |
| Balance as at December 31, 2024 | 1,115,504 |  | 16,758 |
| Less Current portion | (325,140) |  | (8,171) |
| Lease liabilities, net of current portion | 790,364 |  | 8,587 |

Lease liabilities as at December 31, consist of:

**Unit : Thousand Baht**

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated** | | |  | **Separate** | | |
|  | **financial statements** | | |  | **financial statements** | | |
|  | **2025** |  | **2024** |  | **2025** |  | **2024** |
| **Maturity analysis:** |  |  |  |  |  |  |  |
| Year 1 | 470,576 |  | 422,021 |  | 7,697 |  | 8,856 |
| Year 2 | 291,945 |  | 330,330 |  | 2,628 |  | 5,753 |
| Year 3 | 158,103 |  | 288,558 |  | 584 |  | 2,493 |
| Year 4 | 42,436 |  | 156,085 |  | 195 |  | 584 |
| Year 5 | 43,580 |  | 42,437 |  | - |  | 195 |
| After year 5 onwards | 113,635 |  | 157,215 |  | - |  | - |
|  | 1,120,275 |  | 1,396,646 |  | 11,104 |  | 17,881 |
| Less Deferred interest | (184,956) |  | (281,142) |  | (489) |  | (1,123) |
| **Total** | 935,319 |  | 1,115,504 |  | 10,615 |  | 16,758 |
|  |  |  |  |  |  |  |  |
| **Presentation in the statements of financial position:** |  |  |  |  |  |  |  |
| Current | 397,654 |  | 325,140 |  | 7,337 |  | 8,171 |
| Non-current | 537,665 |  | 790,364 |  | 3,278 |  | 8,587 |
| **Total** | 935,319 |  | 1,115,504 |  | 10,615 |  | 16,758 |

The Group does not face a significant liquidity risk with regard to its lease liabilities. Lease liabilities are monitored within the Group’s Finance Department.

20. DEFERRED TAX AND INCOME TAX (INCOME) EXPENSE

Deferred tax assets and liabilities as at December 31, are as follows:

**Unit : Thousand Baht**

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated**  **financial statements** | | |  | **Separate**  **financial statements** | | |
|  |  |
|  | **2025** |  | **2024** |  | **2025** |  | **2024** |
|  |  |  |  |  |  |  |  |
| Deferred tax assets | 104,611 |  | 102,345 |  | 6,819 |  | - |
| Deferred tax liabilities | (221,421) |  | (231,642) |  | - |  | (46,397) |
| Total | (116,810) |  | (129,297) |  | 6,819 |  | (46,397) |

The movements of deferred tax assets and deferred tax liabilities during the years ended   
December 31, are as follows:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Unit : Thousand Baht** | | | | | | |
|  | **Consolidated financial statements** | | | | | | |
|  | **Balance** |  | **Items** |  | **Items** |  | **Balance** |
|  | **as at** |  | **recognized in** |  | **recognized** |  | **as at** |
|  | **January 1,** |  | **profit or loss** |  | **in other** |  | **December 31,** |
|  | **2025** |  |  |  | **comprehensive** |  | **2025** |
|  |  |  |  |  | **income** |  |  |
| **Deferred tax assets** |  |  |  |  |  |  |  |
| Allowance for expected credit loss | 1,409 |  | 3,284 |  | - |  | 4,693 |
| Recognitions of revenue and expense of real estate business | 10,686 |  | 2,292 |  | - |  | 12,978 |
| Unused tax losses | 11,253 |  | 1,638 |  | - |  | 12,891 |
| Non-current provisions for employee benefits | 17,211 |  | (391) |  | 59 |  | 16,879 |
| Recognition of deferred interest under long-term loan contracts | 2,635 |  | (1,382) |  | - |  | 1,253 |
| Recognition of rental from long-term leases | 331 |  | 2 |  | - |  | 333 |
| Adjustment of the profit from intercompany sale transactions | 80,013 |  | 2,036 |  | - |  | 82,049 |
| Lease liabilities | 162,758 |  | (68,606) |  | - |  | 94,152 |
| Share of loss of associates accounted for using equity method | 2,082 |  | 2,058 |  | - |  | 4,140 |
| Provision for onerous contract | 6,016 |  | (3,256) |  | - |  | 2,760 |
| Gain from the change in value of other non-current |  |  |  |  |  |  |  |
| financial assets | 51,527 |  | 16,481 |  | 15,569 |  | 83,577 |
| Total | 345,921 |  | (45,844) |  | 15,628 |  | 315,705 |
|  |  |  |  |  |  |  |  |
| **Deferred tax liabilities** |  |  |  |  |  |  |  |
| Recognition of rental revenue in accordance with long-term |  |  |  |  |  |  |  |
| lease of land | (62,975) |  | 21,888 |  | - |  | (41,087) |
| Fair value measurement of investment properties | (68,629) |  | 23,738 |  | - |  | (44,891) |
| Fair value measurement of assets | (188,096) |  | - |  | (45,513) |  | (233,609) |
| Gain from changing lease conditions | (8,804) |  | 2,336 |  | - |  | (6,468) |
| Adjustment of intercompany lease transactions | (1) |  | 1 |  | - |  | - |
| Recognition of right-of-use of assets | (146,713) |  | 40,253 |  | - |  | (106,460) |
| Total | (475,218) |  | 88,216 |  | (45,513) |  | (432,515) |
| **Deferred tax liabilities** | (129,297) |  |  |  |  |  | (116,810) |

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Unit : Thousand Baht** | | | | | | |
|  | **Consolidated financial statements** | | | | | | |
|  | **Balance** |  | **Items** |  | **Items** |  | **Balance** |
|  | **as at** |  | **recognized in** |  | **recognized** |  | **as at** |
|  | **January 1,** |  | **profit or loss** |  | **in other** |  | **December 31,** |
|  | **2024** |  |  |  | **comprehensive** |  | **2024** |
|  |  |  |  |  | **income** |  |  |
| **Deferred tax assets** |  |  |  |  |  |  |  |
| Allowance for expected credit loss | 1,535 |  | (126) |  | - |  | 1,409 |
| Recognitions of revenue and expense of real estate business | 17,252 |  | (6,566) |  | - |  | 10,686 |
| Unused tax losses | 7,018 |  | 4,235 |  | - |  | 11,253 |
| Non-current provisions for employee benefits | 15,833 |  | 73 |  | 1,305 |  | 17,211 |
| Recognition of deferred interest under long-term loan contracts | 4,246 |  | (1,611) |  | - |  | 2,635 |
| Recognition of rental from long-term leases | 329 |  | 2 |  | - |  | 331 |
| Adjustment of the profit from intercompany sale transactions | 78,179 |  | 1,834 |  | - |  | 80,013 |
| Lease liabilities | 212,724 |  | (49,966) |  | - |  | 162,758 |
| Share of loss of associates accounted for using equity method | - |  | 2,082 |  | - |  | 2,082 |
| Provision for onerous contract | - |  | 6,016 |  | - |  | 6,016 |
| Total | 337,116 |  | (44,027) |  | 1,305 |  | 294,394 |
|  |  |  |  |  |  |  |  |
| **Deferred tax liabilities** |  |  |  |  |  |  |  |
| Recognition of rental revenue in accordance with long-term |  |  |  |  |  |  |  |
| lease of land | (66,714) |  | 3,739 |  | - |  | (62,975) |
| Fair value measurement of investment properties | (68,068) |  | (561) |  | - |  | (68,629) |
| Fair value measurement of assets | (211,297) |  | - |  | 23,201 |  | (188,096) |
| Gain from the change in value of other non-current |  |  |  |  |  |  |  |
| financial assets | 55,082 |  | - |  | (3,555) |  | 51,527 |
| Gain from changing lease conditions | (5,936) |  | (2,868) |  | - |  | (8,804) |
| Adjustment of intercompany lease transactions | (3) |  | 2 |  | - |  | (1) |
| Recognition of right-of-use of assets | (140,139) |  | (6,574) |  | - |  | (146,713) |
| Total | (437,075) |  | (6,262) |  | 19,646 |  | (423,691) |
| **Deferred tax liabilities** | (99,959) |  |  |  |  |  | (129,297) |

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Unit : Thousand Baht** | | | | | | |
|  | **Seperate financial statements** | | | | | | |
|  | **Balance** |  | **Items** |  | **Items** |  | **Balance** |
|  | **as at** |  | **recognized in** |  | **recognized** |  | **as at** |
|  | **January 1,** |  | **profit or loss** |  | **in other** |  | **December 31,** |
|  | **2025** |  |  |  | **comprehensive** |  | **2025** |
|  |  |  |  |  | **income** |  |  |
| **Deferred tax assets** |  |  |  |  |  |  |  |
| Allowance for expected credit loss | 666 |  | (92) |  | - |  | 574 |
| Non-current provision for employee benefits | 11,336 |  | (763) |  | 115 |  | 10,688 |
| Lease liabilities | 3,352 |  | (1,229) |  | - |  | 2,123 |
| Provision for onerous contract | 6,016 |  | (3,256) |  | - |  | 2,760 |
| Total | 21,370 |  | (5,340) |  | 115 |  | 16,145 |
|  |  |  |  |  |  |  |  |
| **Deferred tax liabilities** |  |  |  |  |  |  |  |
| Fair value measurement of investment properties | (51,545) |  | 29,525 |  | - |  | (22,020) |
| Gain from the change in value of other non-current |  |  |  |  |  |  |  |
| financial assets | (12,654) |  | 16,481 |  | 11,000 |  | 14,827 |
| Recognition of deferred interest under long-term loan contracts | (161) |  | 40 |  | - |  | (121) |
| Right-of-use of assets | (3,407) |  | 1,395 |  | - |  | (2,012) |
| Total | (67,767) |  | 47,441 |  | 11,000 |  | (9,326) |
| **Deferred tax liabilities** | (46,397) |  |  |  |  |  | 6,819 |

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Unit : Thousand Baht** | | | | | | |
|  | **Seperate financial statements** | | | | | | |
|  | **Balance** |  | **Items** |  | **Items** |  | **Balance** |
|  | **as at** |  | **recognized in** |  | **recognized** |  | **as at** |
|  | **January 1,** |  | **profit or loss** |  | **in other** |  | **December 31,** |
|  | **2024** |  |  |  | **comprehensive** |  | **2024** |
|  |  |  |  |  | **income** |  |  |
| **Deferred tax assets** |  |  |  |  |  |  |  |
| Allowance for expected credit loss | 775 |  | (109) |  | - |  | 666 |
| Non-current provision for employee benefits | 10,830 |  | (188) |  | 694 |  | 11,336 |
| Recognition of deferred interest under long-term loan contracts | 82 |  | (82) |  | - |  | - |
| Lease liabilities | 2,988 |  | 364 |  | - |  | 3,352 |
| Provision for onerous contract | - |  | 6,016 |  | - |  | 6,016 |
| Total | 14,675 |  | 6,001 |  | 694 |  | 21,370 |
|  |  |  |  |  |  |  |  |
| **Deferred tax liabilities** |  |  |  |  |  |  |  |
| Fair value measurement of investment properties | (52,313) |  | 768 |  | - |  | (51,545) |
| Gain from the change in value of other non-current |  |  |  |  |  |  |  |
| financial assets | (14,538) |  | - |  | 1,884 |  | (12,654) |
| Recognition of deferred interest under long-term loan contracts | - |  | (161) |  | - |  | (161) |
| Right-of-use of assets | (3,047) |  | (360) |  | - |  | (3,407) |
| Total | (69,898) |  | 247 |  | 1,884 |  | (67,767) |
| **Deferred tax liabilities** | (55,223) |  |  |  |  |  | (46,397) |

Reconciliations of income tax expense for the years ended December 31, are as follows:

**Unit : Thousand Baht**

|  |  |  |  |
| --- | --- | --- | --- |
|  | **Consolidated financial statements** | | |
|  | **2025** |  | **2024** |
|  |  |  |  |
| Accounting loss before income tax | (367,466) |  | (232,006) |
| Tax losses on which deferred tax assets have not been recognized | 409,172 |  | 325,423 |
| Temporary differences associated with investments in associates | (10,291) |  | (2,082) |
| Temporary differences | 222,160 |  | (249,361) |
| Permanent differences | 61,541 |  | 291,239 |
| Income exempted from taxation | (25,218) |  | (22,222) |
| Accumulated tax loss utilized during the year | (157,694) |  | (74,518) |
| Taxable gain | 132,204 |  | 36,473 |
| Tax rate (%) | 20 |  | 20 |
| Current income tax expense | 26,441 |  | 7,294 |
| Tax effects of temporary differences | (42,374) |  | 50,289 |
| Income tax expense | (15,933) |  | 57,583 |
| Effective tax rate (%) | - |  | - |

**Unit : Thousand Baht**

|  |  |  |  |
| --- | --- | --- | --- |
|  | **Seperate financial statements** | | |
|  | **2025** |  | **2024** |
|  |  |  |  |
| Accounting loss before income tax | (57,392) |  | (121,299) |
| Tax losses on which deferred tax assets have not been recognized | - |  | 87,713 |
| Temporary differences | 210,504 |  | 31,239 |
| Permanent differences | 16,687 |  | 11,015 |
| Income exempted from taxation | (14,340) |  | (8,668) |
| Accumulated tax loss utilized during the year | (155,459) |  | - |
| Taxable loss | - |  | - |
| Tax rate (%) | 20 |  | 20 |
| Current income tax expense | - |  | - |
| Tax effects of temporary differences | (42,101) |  | (6,248) |
| Income tax expense (income) | (42,101) |  | (6,248) |
| Effective tax rate (%) | - |  | - |

Details of expiry date of unused tax losses which have been recognized as deferred tax assets as at December 31, are summarized as follows:

**Unit : Thousand Baht**

|  |  | **Consolidated**  **financial statements** | | |  | **Seperate**  **financial statements** | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | 2025 |  | 2024 |  | 2025 |  | 2024 |
| As at |  |  |  |  |  |  |  |  |
| December 31, 2025 (taxable loss of 2020) |  | - |  | 10,878 |  | - |  | - |
| December 31, 2026 (taxable loss of 2021) |  | 22,147 |  | 35,091 |  | - |  | - |
| December 31, 2027 (taxable loss of 2022) |  | - |  | - |  | - |  | - |
| December 31, 2028 (taxable loss of 2023) |  | 10,297 |  | 10,297 |  | - |  | - |
| December 31, 2029 (taxable loss of 2024) |  | - |  | - |  | - |  | - |
| December 31, 2030 (taxable loss of 2025) |  | 13,933 |  | - |  | - |  | - |
| Total |  | 46,377 |  | 56,266 |  | - |  | - |

The Emergency Decree on Top-up Tax, B.E. 2567 (2024) has been announced in the Government Gazette on December 26, 2024, which relates to the International Taxation (Pillar Two) and will be effective from January 1, 2025, onwards.

The Group’s management has assessed the requirements in accordance with the rules of the Decree and found that the Group does not meet the Top-up Tax criteria because the Group is not Multinational Enterprises (MNEs).

**21. NON-CURRENT PROVISION FOR EMPLOYEE BENEFITS**

Non-current provision for employee benefits, which represents the obligations under defined benefit plan in accordance with Thai Labor Protection Act B.E. 2541 for post-employment benefit upon retirement granted to employees who have entitlement and years of services as defined.

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

**Unit : Thousand Baht**

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated** | | |  | **Separate** | | |
|  | **financial statements** | | |  | **financial statements** | | |
|  | **2025** |  | **2024** |  | **2025** |  | **2024** |
|  |  |  |  |  |  |  |  |
| Brought forward balance as at January 1, | 86,055 |  | 79,163 |  | 56,680 |  | 54,152 |
| Recognized in profit or loss: |  |  |  |  |  |  |  |
| Current service cost | 4,340 |  | 3,807 |  | 1,822 |  | 1,588 |
| Interest cost | 982 |  | 1,075 |  | 366 |  | 431 |
| Paid during the years | (7,213) |  | (4,510) |  | (6,005) |  | (2,958) |
| Reclassified to accrued expenses - other company | (61) |  | - |  | - |  | - |
| Recognized in other comprehensive income: |  |  |  |  |  |  |  |
| Actuarial loss - before tax effect | 294 |  | 6,520 |  | 577 |  | 3,467 |
| Carried forward balance as at December 31, | 84,397 |  | 86,055 |  | 53,440 |  | 56,680 |

The total expenses of long-term employee benefits for the years ended December 31, 2025 and 2024 are recognized as expenses in profit or loss and other comprehensive income.

As at December 31, 2025 and 2024, the Group and the Company expect to pay Baht 44.02 million and Baht 46.96 million, respectively, of long-term employee benefits during the next year (the Company only as at December 31, 2025 and 2024: Baht 34.98 million and Baht 40.03 million, respectively).

As at December 31, 2025 and 2024, the Group and the Company’s weighted average duration of the liabilities for long-term employee benefit is 14 years (the Company only as at December 31, 2025 and 2024: 8 years and 7 years, respectively).

Principal actuarial assumptions at the reporting date (expressed as weighted averages):

**Unit : Percentage per annum**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | **Consolidated** | |  | **Separate** | |
|  | **financial statements** | |  | **financial statements** | |
|  | **2025** | **2024** |  | **2025** | **2024** |
|  |  |  |  |  |  |
| Discount rate | 1.35 - 2.47 | 2.20 - 2.93 |  | 1.51 | 2.20 |
| Salary increase rate | 2.00 - 5.00 | 3.00 - 5.00 |  | 5.00 | 5.00 |
| Turnover rate | 1.43 - 40.11 | 1.91 - 40.11 |  | 2.87 - 34.38 | 2.87 - 34.38 |

Significant actuarial assumptions for the determination of the provision for long-term employee benefit are discount rate, expected salary increase rate and turnover rate of employees. The sensitivity analysis below has been determined based on reasonably possible changes of the respective assumption occurring at the end of the reporting period, while holding all other assumptions constant.

The impact on the employee benefit obligations increased/(decreased) as at December 31, are as follows:

**Unit : Million Baht**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | **As at December 31, 2025** | | | | |
|  | **Consolidated** | |  | **Separate** | |
|  | **financial statements** | |  | **financial statements** | |
|  | **Increase** | **Decrease** |  | **Increase** | **Decrease** |
|  | **1.0%** | **1.0%** |  | **1.0%** | **1.0%** |
|  |  |  |  |  |  |
| Discount rate | (4) | 5 |  | (2) | 3 |
| Salary increase rate | 5 | (4) |  | 2 | (2) |
| Turnover rate | (5) | 6 |  | (2) | 2 |

**Unit: Million Baht**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | **As at December 31, 2024** | | | | |
|  | **Consolidated** | |  | **Separate** | |
|  | **financial statements** | |  | **financial statements** | |
|  | **Increase** | **Decrease** |  | **Increase** | **Decrease** |
|  | **1.0%** | **1.0%** |  | **1.0%** | **1.0%** |
|  |  |  |  |  |  |
| Discount rate | (4) | 5 |  | (2) | 2 |
| Salary increase rate | 5 | (4) |  | 2 | (2) |
| Turnover rate | (5) | 6 |  | (2) | 2 |

**22. SHARE CAPITAL**

As at December 31, 2024, the Company’s authorized share capital represents 1,653,223,590 ordinary shares of Baht 1.00 each, totaling Baht 1,653.22 million and 1,066,856,744 shares have been issued and paid-up of Baht 1.00 each, totaling Baht 1,066.86 million.

For the year ended December 31, 2025, changes in the Company’s share capital are summarized as follows:

1. The Company decreased the authorized share capital of the Company in amounts of Baht 586.37 million from the existing Company’s authorized share capital at Baht 1,653.22 million to the new Company’s authorized share capital of Baht 1,066.86 million by deducting 586,366,846 shares which were not paid at par value of Baht 1.00 per share. The decrease in authorized share capital has been approved by the Company’s Annual General Meeting of Shareholders No.1/2025 held on April 24, 2025. Subsequently, the Company registered the decrease in authorized share capital with the Department of Business Development, Ministry of Commerce, on May 20, 2025.
2. The Company increased the authorized share capital of the Company in the amounts of Baht 320.06 million via general mandate from the existing Company’s authorized capital at Baht 1,066.86 million to the new Company’s authorized share capital of Baht 1,386.91 million by issuing 320,057,022 new ordinary shares at par value of Baht 1.00 per share to be reserved the exercise of convertible bond holders in the future. The increase in authorized share capital has been approved by the Company’s Annual General Meeting of Shareholders No.1/2025 held on April 24, 2025. Subsequently, the Company registered the increase in authorized share capital with the Department of Business Development, Ministry of Commerce, on May 21, 2025.

As at December 31, 2025, the Company’s authorized share capital represents 1,386,913,766 ordinary shares of Baht 1.00 each, totaling Baht 1,386.91 million and 1,066,856,744 shares have been issued and paid-up of Baht 1.00 each, totaling Baht 1,066.86 million accordingly.

**23. WARRANTS**

The Company issued and offered the warrants No.2 to purchase the ordinary shares of   
the Company (CI-W2) in accordance with the approval of the Annual General Meeting of   
the Company’s Shareholders No.1/2022 held on April 27, 2022 in the amount of 266,635,904 units to existing shareholders at the ratio of 4 existing shares per 1 unit of CI-W2 (fractions will be discarded) without charge with effective term of warrants for 2 years from the issuing and offering date (June 1, 2022). The warrants to purchase the ordinary shares of the Company (CI-W2) will be traded on July 12, 2022 with the exercise price at Baht 1.00 per 1 ordinary share. The first and last exercise dates are November 30, 2022 and May 31, 2024, respectively.

In May 2024, 260,879 units of the warrants have been exercised to purchase ordinary shares of the Company (see Note 30) in which they are the last execution of the warrants before expiration.

**24. LEGAL RESERVE**

In accordance with the Public Limited Company Act B.E. 2535, the Company is required to set aside a legal reserve of at least 5 percent of net earnings after deducting accumulated deficit brought forward (if any) until reserve reaches ten percent of the authorized share capital and this reserve is not available for distribution as dividends.

**25. FINANCIAL INSTRUMENTS**

25.1Financial risk management

The Group exposes to a variety of financial risks which are market risk (including fair value risk, interest rate risk and foreign currency risk), credit risk. The Group’s overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Group’s financial performance.

25.1.1 Market risk

**Interest rate risk**

The Group and the Company exposure to interest rate risk relates primarily to their cash and cash equivalents, loans to, restricted deposit at financial institution, bank overdrafts from financial institutions, lease liabilities, short-term borrowings, long-term borrowings and bonds. However, most of the Group’s and the Company’s financial assets and liabilities bear floating market rates.

Significant financial assets and liabilities bearing interest as at December 31, 2025 and 2024 classified by type of interest rates as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | **As at December 31, 2025** | | | |
|  | **Consolidated financial statements** | | | |
|  | **Fixed** | **Floating** | **Total** | **Interest rate** |
|  | **interest rates** | **interest rate** |  |  |
|  | **(Million Baht)** | **(Million Baht)** | **(Million Baht)** | **(% p.a.)** |
| **Financial assets** |  |  |  |  |
| Deposits at financial institutions | - | 111 | 111 | 0.13 - 1.40 |
| Restricted deposit at financial institution | - | 530 | 530 | - |
| Loans to associates | - | 18 | 18 | MLR |
|  |  |  |  |  |
| **Financial liabilities** |  |  |  |  |
| Bank overdrafts from financial institutions | - | 93 | 93 | 6.43, 6.44 |
| Lease liabilities | 935 | - | 935 | 2.20 - 7.83 |
| Borrowings from financial institutions | 20 | 2,226 | 2,246 | 4.00, |
|  |  |  |  | MLR-0.25 to |
|  |  |  |  | MLR-3.02, MLR |
| Borrowings from relation persons and |  |  |  |  |
| companies | 462 | 20 | 482 | 6.00 - 7.20, MOR, 5.68, 4.00 |
| Borrowings from other companies | 563 | - | 563 | 4.00 - 5.25 |
| Bonds | 2,779 | - | 2,779 | 7.10 - 7.50 |
|  |  |  |  |  |
|  |  |  |  |  |
|  | **As at December 31, 2024** | | | |
|  | **Consolidated financial statements** | | | |
|  | **Fixed** | **Floating** | **Total** | **Interest rate** |
|  | **interest rates** | **interest rate** |  |  |
|  | **(Million Baht)** | **(Million Baht)** | **(Million Baht)** | **(% p.a.)** |
| **Financial assets** |  |  |  |  |
| Deposits at financial institutions | - | 219 | 219 | 0.13 - 1.40 |
| Investments in fixed deposits at financial institutions | 3 | - | 3 | 1.30 - 1.95 |
|  |  |  |  |  |
| **Financial liabilities** |  |  |  |  |
| Bank overdrafts from financial institutions | - | 43 | 43 | 7.33, 7.34 |
| Lease liabilities | 1,116 | - | 1,116 | 2.20 - 7.15 |
| Borrowings from financial institutions | 70 | 2,624 | 2,694 | 4.00, 7.28 |
|  |  |  |  | MLR - 0.25 to |
|  |  |  |  | MLR - 3.02, MLR |
| Borrowings from relation persons and |  |  |  |  |
| companies | 442 | 20 | 462 | 7.20, MOR, 5.68, |
|  |  |  |  | 4.00 |
| Borrowings from other companies | 638 | - | 638 | 4.00 - 5.25 |
| Bonds | 2,246 | - | 2,246 | 6.70 - 7.50 |

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | **As at December 31, 2025** | | | |
|  | **Separate financial statements** | | | |
|  | **Fixed** | **Floating** | **Total** | **Interest rate** |
|  | **interest rates** | **interest rate** |  |  |
|  | **(Million Baht)** | **(Million Baht)** | **(Million Baht)** | **(% p.a.)** |
| **Financial assets** |  |  |  |  |
| Deposits at financial institutions | - | 13 | 13 | 0.13 - 0.30 |
| Restricted deposit at financial institution | - | 530 | 530 | - |
| Loans to subsidiaries | 258 | 45 | 303 | 7.20, MOR |
| Loans to associates | - | 18 | 18 | MLR |
|  |  |  |  |  |
| **Financial liabilities** |  |  |  |  |
| Lease liabilities | 11 | - | 11 | 2.20 - 5.52 |
| Borrowings from financial institutions | - | 146 | 146 | MLR - 1.50 |
| Borrowings from relation persons and |  |  |  |  |
| companies | 30 | - | 30 | 6.00 |
| Borrowings from other companies | 20 | - | 20 | 6.50 |
| Bonds | 2,779 | - | 2,779 | 7.10 - 7.50 |

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | **As at December 31, 2024** | | | |
|  | **Separate financial statements** | | | |
|  | **Fixed** | **Floating** | **Total** | **Interest rate** |
|  | **interest rates** | **interest rate** |  |  |
|  | **(Million Baht)** | **(Million Baht)** | **(Million Baht)** | **(% p.a.)** |
| **Financial assets** |  |  |  |  |
| Deposits at financial institutions | - | 43 | 43 | 0.13 - 0.30 |
| Investments in fixed deposits at financial institutions | 3 | - | 3 | 1.30 - 1.95 |
| Loans to subsidiaries | 429 | 45 | 474 | 7.20, MOR |
|  |  |  |  |  |
| **Financial liabilities** |  |  |  |  |
| Lease liabilities | 17 | - | 17 | 2.20 - 5.52 |
| Borrowings from financial institutions | 50 | 451 | 501 | 7.28 |
|  |  |  |  | MLR - 1.50 to |
|  |  |  |  | MLR - 1.75, MLR |
| Bonds | 2,246 | - | 2,246 | 6.70 - 7.50 |

**Interest rate sensitivity analysis**

The sensitivity analyses below have been determined based on the exposure to interest rates for both derivatives and non-derivative instruments at the reporting date. For floating rate liabilities, the analysis is prepared assuming the amount of liability outstanding at the reporting date was outstanding for the whole year. The Group and the Company elect to use 1.0% increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management’s assessment of the reasonably possible change in interest rates.

If interest rates had been 1.0% higher or lower and all other variables were held constant, the Group’s and the Company’s:

* Profit (loss) for the year ended December 31, 2025 of the Group would increase or decrease by Baht 23.39 million (For the year ended December 31, 2024: increase or decrease by Baht 26.87 million). This is mainly attributable to the Group’s exposure to interest rates on its variable rate borrowings.
* Profit (loss) for the year ended December 31, 2025 of the Company would increase or decrease by Baht 1.46 million (For the year ended December 31, 2024: increase or decrease by Baht 4.51million). This is mainly attributable to the Company’s exposure to interest rates on its variable rate borrowings.

**Foreign currency risk**

The Group and the Company consider themselves not to be exposed to foreign currency risk because the majority of financial transactions of the Group and   
the Company are in Baht currency.

25.1.2 Credit risk

The Group and the Company are exposed to credit risk primarily with respect to trade and other current receivable and loans to. The Group and the Company manage the risk by adopting appropriate credit control policies and procedures therefore the Group and the Company do not expect to incur material financial losses. In addition, The Group and the Company do not have high concentration of credit risk since they have a large customer base. The maximum exposure to credit risk is limited to the carrying amounts of trade and other current receivable, and loans to as stated in the statement of financial position.

25.1.3 Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for management of the Group’s short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

**Unit : Million Baht**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | **Consolidated financial statements** | | | | | | | | | | | | |
| **As at December 31, 2025** | | |  | **Weighted** |  | **Less than** |  | **1 - 5 years** |  | **More than** |  | **Total** |  | **Carrying** |
|  | | |  | **average effective** |  | **1 year** |  |  |  | **5 years** |  |  |  | **amount** |
|  | | |  | **interest rate** |  |  |  |  |  |  |  |  |  |  |
| Bank overdrafts from financial | | |  |  |  |  |  |  |  |  |  |  |  |  |
| institutions | | |  | - |  | 93 |  | - |  | - |  | 93 |  | 93 |
| Short-term borrowings from | | |  |  |  |  |  |  |  |  |  |  |  |  |
| financial institutions | | |  | - |  | 50 |  | - |  | - |  | 50 |  | 50 |
| Short-term borrowings from | | |  |  |  |  |  |  |  |  |  |  |  |  |
| related parties | | |  | - |  | 95 |  | - |  | - |  | 95 |  | 95 |
| Trade and other current payables | | |  | - |  | 422 |  | - |  | - |  | 422 |  | 422 |
| Current contract liabilities | | |  | - |  | 207 |  | 242 |  |  |  | 449 |  | 449 |
| Provision for onerous contract | | |  | - |  | 14 |  | - |  | - |  | 14 |  | 14 |
| Long-term borrowings from | | |  |  |  |  |  |  |  |  |  |  |  |  |
| financial institutions | | |  | 4.15 - 6.04 |  | 230 |  | 1,888 |  | 78 |  | 2,196 |  | 2,196 |
| Long-term borrowings from | | |  |  |  |  |  |  |  |  |  |  |  |  |
| other companies | | |  | 4.25 - 6.50 |  | 143 |  | 420 |  | - |  | 563 |  | 563 |
| Bonds | | |  | 7.51 - 7.83 |  | 1,139 |  | 1,650 |  | - |  | 2,789 |  | 2,789 |
| Long -term borrowings from | | |  |  |  |  |  |  |  |  |  |  |  |  |
| related parties | | |  | - |  | 357 |  | 30 |  | - |  | 387 |  | 387 |
| Retention payables | | |  | - |  | 40 |  | 14 |  | - |  | 54 |  | 54 |
| Lease liabilities | | |  | 2.49 - 7.83 |  | 398 |  | 537 |  | - |  | 935 |  | 935 |
| Non-current trade and other | | |  |  |  |  |  |  |  |  |  |  |  |  |
| payables | | |  | - |  | - |  | 152 |  | - |  | 152 |  | 152 |

**Unit : Million Baht**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | **Consolidated financial statements** | | | | | | | | | | | | |
| **As at December 31, 2024** | | |  | **Weighted** |  | **Less than** |  | **1 - 5 years** |  | **More than** |  | **Total** |  | **Carrying** |
|  | | |  | **average effective** |  | **1 year** |  |  |  | **5 years** |  |  |  | **amount** |
|  | | |  | **interest rate** |  |  |  |  |  |  |  |  |  |  |
| Bank overdrafts from financial | | |  |  |  |  |  |  |  |  |  |  |  |  |
| institutions | | |  | - |  | 43 |  | - |  | - |  | 43 |  | 43 |
| Short-term borrowings from | | |  |  |  |  |  |  |  |  |  |  |  |  |
| financial institutions | | |  | - |  | 154 |  | - |  | - |  | 154 |  | 154 |
| Short-term borrowings from | | |  |  |  |  |  |  |  |  |  |  |  |  |
| related parties | | |  | - |  | 40 |  | - |  | - |  | 40 |  | 40 |
| Trade and other current payables | | |  | - |  | 426 |  | - |  | - |  | 426 |  | 426 |
| Current contract liabilities | | |  | - |  | 290 |  | 17 |  | - |  | 307 |  | 307 |
| Provision for onerous contract | | |  | - |  | 30 |  | - |  | - |  | 30 |  | 30 |
| Long-term borrowings from | | |  |  |  |  |  |  |  |  |  |  |  |  |
| financial institutions | | |  | 3.86 - 6.27 |  | 552 |  | 1,850 |  | 138 |  | 2,540 |  | 2,540 |
| Long-term borrowings from | | |  |  |  |  |  |  |  |  |  |  |  |  |
| other companies | | |  | 3.00 - 5.25 |  | 286 |  | 352 |  | - |  | 638 |  | 638 |
| Bonds | | |  | 7.51 - 7.83 |  | 720 |  | 1,540 |  | - |  | 2,260 |  | 2,260 |
| Long -term borrowings from | | |  |  |  |  |  |  |  |  |  |  |  |  |
| related parties | | |  | - |  | 35 |  | 387 |  | - |  | 422 |  | 422 |
| Retention payables | | |  | - |  | 55 |  | 34 |  | - |  | 89 |  | 89 |
| Lease liabilities | | |  | 2.49 - 7.15 |  | 325 |  | 790 |  | - |  | 1,115 |  | 1,115 |
| Non-current trade and other payables | | |  | - |  | - |  | 204 |  | - |  | 204 |  | 204 |

**Unit : Million Baht**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | **Separate financial statements** | | | | | | | | | | | | |
| **As at December 31, 2025** | | |  | **Weighted** |  | **Less than** |  | **1 - 5 years** |  | **More than** |  | **Total** |  | **Carrying** |
|  | | |  | **average effective** |  | **1 year** |  |  |  | **5 years** |  |  |  | **amount** |
|  | | |  | **interest rate** |  |  |  |  |  |  |  |  |  |  |
| Trade and other current payables | | |  | - |  | 103 |  | - |  | - |  | 103 |  | 103 |
| Contract liabilities | | |  | - |  | 45 |  | - |  | - |  | 45 |  | 45 |
| Provision for onerous contract | | |  | - |  | 14 |  | - |  | - |  | 14 |  | 14 |
| Long-term borrowings from | | |  |  |  |  |  |  |  |  |  |  |  |  |
| financial institutions | | |  | 5.53 |  | 146 |  | - |  | - |  | 146 |  | 146 |
| Long-term borrowings from | | |  |  |  |  |  |  |  |  |  |  |  |  |
| other companies | | |  | - |  | - |  | 20 |  | - |  | 20 |  | 20 |
| Bonds | | |  | 7.51 – 7.83 |  | 1,139 |  | 1,650 |  | - |  | 2,789 |  | 2,789 |
| Long -term borrowings from | | |  |  |  |  |  |  |  |  |  |  |  |  |
| related parties | | |  | - |  | - |  | 30 |  | - |  | 30 |  | 30 |
| Retention payables | | |  | - |  | 5 |  | 4 |  | - |  | 9 |  | 9 |
| Lease liabilities | | |  | 3.72 – 5.52 |  | 8 |  | 3 |  | - |  | 11 |  | 11 |
|  | | |  |  |  |  |  |  |  |  |  |  |  |  |

**Unit : Million Baht**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | **Separate financial statements** | | | | | | | | | | | | |
| **As at December 31, 2024** | | |  | **Weighted** |  | **Less than** |  | **1 - 5 years** |  | **More than** |  | **Total** |  | **Carrying** |
|  | | |  | **average effective** |  | **1 year** |  |  |  | **5 years** |  |  |  | **amount** |
|  | | |  | **interest rate** |  |  |  |  |  |  |  |  |  |  |
| Short-term borrowings from | | |  |  |  |  |  |  |  |  |  |  |  |  |
| financial institutions | | |  | - |  | 50 |  | - |  | - |  | 50 |  | 50 |
| Trade and other current payables | | |  | - |  | 137 |  | - |  | - |  | 137 |  | 137 |
| Contract liabilities | | |  | - |  | 38 |  | - |  | - |  | 38 |  | 38 |
| Provision for onerous contract | | |  | - |  | 30 |  | - |  | - |  | 30 |  | 30 |
| Long-term borrowings from | | |  |  |  |  |  |  |  |  |  |  |  |  |
| financial institutions | | |  | 3.86 - 5.70 |  | 451 |  | - |  | - |  | 451 |  | 451 |
| Bonds | | |  | 7.51 - 7.83 |  | 720 |  | 1,540 |  | - |  | 2,260 |  | 2,260 |
| Retention payables | | |  | - |  | 17 |  | 5 |  | - |  | 22 |  | 22 |
| Lease liabilities | | |  | 3.72 - 5.52 |  | 8 |  | 9 |  | - |  | 17 |  | 17 |
| Non-current trade and other payables | | |  | - |  | - |  | 1 |  | - |  | 1 |  | 1 |

As at December 31, 2025, the Group and the Company had total current liabilities of Baht 3,214.82 million and Baht 1,461.12 million, respectively mainly consist of trade and other payables, current portion of lease liabilities, current portion of debentures, and current portion of long‑term borrowings from related parties and from financial institutions. The Group and the Company’s total current liabilities exceeded their total current assets, excluding cost of property development projects for sales amounting to Baht 2,352.83 million and Baht 492.04 million, respectively.

Nevertheless, the Group and the Company have implemented liquidity management measures to ensure their ability to continue as going concerns for at least 12 months from the auditor’s report date. The liquidity enhancement measures are as follows:

Operating Activities

* The Group plans to increase the marketing and promotional budget for its property development projects for sales to support cash inflows from real estate sales.
* A subsidiary has executed plans to secure business partners in organizing additional activities within its hotel operations, including hosting music events, to enhance cash inflows from revenue from hotel operation.
* The Group has implemented plans to reduce operating expenses, including reduction of management compensation, to strengthen operating liquidity.

Financing Activities

* The Group reviewed the key terms of its bonds and loan agreements and monitors compliance with covenants, including recalculating financial ratios as required under loan agreements and the terms and conditions of the debentures described in executive summary and fact sheet. The Group has entered into negotiations with financial institutions to extend repayment terms and has requested waivers for covenant breaches where necessary.
* The Group’s management has confirmed that they will not demand repayment of loans provided to the Group if additional cash is required to maintain the Group’s operations for at least 12 months from the auditor’s report date.
* Management has assessed that the value of assets pledged as collateral remains adequate relative to outstanding borrowings and has negotiated with financial institutions to release pledge over part of the collateral in which the value is in excess of required coverage regarding loan to value, enabling such assets to be used as collateral for obtaining additional financing.
* The Company has obtained financial support from a financial institution and a company. In February 2026, the Group and the Company received approval for additional loan facilities amounting to Baht 250 million and Baht 50 million, respectively. Additionally, two subsidiaries received approval for repayment deferral as well as ease up drawdown conditions to support project construction and maintain liquidity for ongoing operations.
* The Company has bonds maturing in February and March 2026 totaling to Baht 629.10 million. The Company intends to repay these debentures using restricted bank deposits of Baht 529.50 million as at December 31, 2025, which were obtained from the debenture issuance in December 2025, together with part of the cash received from additional borrowings amounting to Baht 100 million as mentioned above.

The Group continues to secure funding sources to maintain adequate liquidity for timely settlement of obligations. For short‑term operational liabilities, the Group has sufficient credit facilities available to support its liquidity management.

25.1.4 Financing facilities

The Group is using combination of the cash inflows from the financial assets and the available bank facilities to manage the liquidity.

As at December 31, 2025, and 2024, the Group accesses capital sources by having credit facilities with financial institutions totaling Baht 6,309 million and Baht 6,360 million, respectively, with the market interest rate in which the unused credit facilities with the financial institutions are Baht 2,166 million and Baht 2,225 million, respectively.

25.2 Fair values of financial instruments

Since the majority of the Group’s and the Company’s financial instruments are short-term in nature or bear floating interest rates, their fair value is not expected to be materially different from the amounts presented in statement of financial position.

The methods and assumptions used by the Group and the Company in estimating the measured at amortized cost fair value of financial instruments are as follows:

1. Cash and cash equivalents, restricted deposit at financial institution, receivables and short-term loans, other current financial assets, payables and short-term borrowings, their carrying amounts in the statement of financial position approximate their fair values due to the short maturity period.
2. For equity securities, their fair value is generally derived from quoted market prices, or based on net assets value of the Group’s and the Company’s investments when no market price is available.
3. For loans to, their fair value is estimated by discounting expected future cash flow by the current market interest rate of the loans with similar terms and conditions.
4. For investment properties and the land on property, plant and equipment their fair value is estimated by independent appraisers.
5. The fair values of debentures are calculated by applying the latest reference rate referred from the Thai Bond Market Association.
6. For long-term borrowings carrying interest approximated to the market rate, their carrying amounts in the statement of financial position approximates their fair value.

During the current year, there was no transfer within the fair value hierarchy.

As at December 31, 2025 and 2024, majority of financial assets and financial liabilities of the Group and the Company are measured at amortized cost by the Group and the Company have carrying values close to their fair values due to their short maturities. However, the Group and the Company have financial assets and financial liabilities measured at fair value or disclose the information of fair value using different levels of inputs as follows:

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Financial assets** | **Unit : Million Baht** | | | | | | | | | | | | |
|  | **Consolidated financial statements** | | | | | | | | | | | | |
|  | **Carrying amounts** | | | | |  | **Fair value levels** | | | | | | |
|  | **FVTPL -** |  | **FVTOCI - designated** |  | **Totals** |  | **1** |  | **2** |  | **3** |  | **Totals** |
|  | **mandatorily** |  |  |  |  |  |  |  |  |  |  |  |
|  | **measured** |  |  |  |  |  |  |  |  |  |  |  |
| **As at December 31, 2025** |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Other non-current financial assets | - |  | 416 |  | 416 |  | 416 |  | - |  | - |  | 416 |
| Investment properties | 203 |  | - |  | 203 |  | - |  | - |  | 203 |  | 203 |
| Land presented under property, |  |  |  |  |  |  |  |  |  |  |  |  |  |
| plant and equipment category | - |  | 1,735 |  | 1,735 |  | - |  | - |  | 1,735 |  | 1,735 |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **As at December 31, 2024** |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Other non-current financial assets | - |  | 685 |  | 685 |  | 454 |  | - |  | 231 |  | 685 |
| Investment properties | 380 |  | - |  | 380 |  | - |  | - |  | 380 |  | 380 |
| Land presented under property, |  |  |  |  |  |  |  |  |  |  |  |  |  |
| plant and equipment category | - |  | 1,508 |  | 1,508 |  | - |  | - |  | 1,508 |  | 1,508 |

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Unit : Million Baht** | | | | | | | | | | | | |
|  | **Separate financial statements** | | | | | | | | | | | | |
|  | **Carrying amounts** | | | | |  | **Fair value levels** | | | | | | |
|  | **FVTPL -** |  | **FVTOCI - designated** |  | **Totals** |  | **1** |  | **2** |  | **3** |  | **Totals** |
|  | **mandatorily** |  |  |  |  |  |  |  |  |  |  |  |
|  | **measured** |  |  |  |  |  |  |  |  |  |  |  |
| **As at December 31, 2025** |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Other non-current financial assets | - |  | 145 |  | 145 |  | 145 |  | - |  | - |  | 145 |
| Investment properties | 117 |  | - |  | 117 |  | - |  | - |  | 117 |  | 117 |
|  |  | | | | | | | | | | | | |
| **As at December 31, 2024** |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Other non-current financial assets | - |  | 391 |  | 391 |  | 160 |  | - |  | 231 |  | 391 |
| Investment properties | 270 |  | - |  | 270 |  | - |  | - |  | 270 |  | 270 |

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Financial liabilities** | **Unit : Million Baht** | | | | | | | | | | | | |
|  | **Consolidated/Separate financial statements** | | | | | | | | | | | | |
|  | **Carrying amounts** | | | | |  | **Fair value levels** | | | | | | |
|  | **FVTPL -** |  | **Amortized cost** |  | **Totals** |  | **1** |  | **2** |  | **3** |  | **Totals** |
|  | **mandatorily** |  |  |  |  |  |  |  |  |  |  |  |
|  | **measured** |  |  |  |  |  |  |  |  |  |  |  |
| **As at December 31, 2025** |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Bonds | - |  | 2,779 |  | 2,779 |  | - |  | 2,806 |  | - |  | 2,806 |
|  |  | | | | | | | | | | | | |
| **As at December 31, 2024** |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Bonds | - |  | 2,246 |  | 2,246 |  | - |  | 2,265 |  | - |  | 2,265 |

**26. CAPITAL MANAGEMENT**

The primary objective of the Company’s capital management is to ensure that it has appropriate capital structure in order to support its business and maximize shareholder value. As at   
December 31, 2025, the Group’s and the Company’s debt-to-equity ratio is 3.1:1 and 2.4:1, respectively (As at December 31, 2024, the Group’s and the Company’s debt-to-equity ratio is 2.7:1 and 2.1:1, respectively).

**27. DISAGGREGATION OF REVENUES**

The Group and the Company derive their revenues from sales of goods and services income over time and at a point in time in the following major source or revenues consistent with the revenue information that is disclosed for each reportable segment under Thai Financial Reporting Standard No. 8 “Operating Segments” (“TFRS 8”) (see Note 31) for the years ended December 31, as follows:

|  |  |  |  |  | **Unit: Million Baht** | | |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated** | | |  | **Separate** | | |
|  | **financial statements** | | |  | **financial statements** | | |
|  | **2025** |  | **2024** |  | **2025** |  | **2024** |
| **Type of revenue** |  |  |  |  |  |  |  |
| Revenue from real estate sales | 778 |  | 1,705 |  | 375 |  | 702 |
| Rental and service income | 74 |  | 83 |  | 67 |  | 80 |
| Revenue from hotel operations | 848 |  | 924 |  | **-** |  | **-** |
| Revenue from sale of goods | 61 |  | 67 |  | **-** |  | **-** |
| Management fee income and other fee income | 39 |  | 43 |  | 39 |  | 44 |
| Other income | 208 |  | 119 |  | 128 |  | 32 |
| **Total** | 2,008 |  | 2,941 |  | 609 |  | 858 |
|  |  |  |  |  |  |  |  |
| **Timing of revenue recognition** |  |  |  |  |  |  |  |
| At a point in time |  |  |  |  |  |  |  |
| Revenue from real estate sales | 778 |  | 1,705 |  | 375 |  | 702 |
| Revenue from hotel operations | 848 |  | 924 |  | **-** |  | **-** |
| Revenue from sale of goods | 61 |  | 67 |  | **-** |  | **-** |
| Other income | 154 |  | 79 |  | 96 |  | 22 |
|  |  |  |  |  |  |  |  |
| Overtime |  |  |  |  |  |  |  |
| Rental and services income | 74 |  | 83 |  | 67 |  | 80 |
| Management fee income and other fee income | 39 |  | 43 |  | 39 |  | 44 |
| Other income | 54 |  | 40 |  | 32 |  | 10 |
| **Total Revenues** | 2,008 |  | 2,941 |  | 609 |  | 858 |

**28. OTHER INCOME**

Other income for the years ended December 31 are as follows:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  | **Unit: Thousand Baht** | | |
|  | **Consolidated** | | |  | **Separate** | | |
|  | **financial statements** | | |  | **financial statements** | | |
|  | **2025** |  | **2024** |  | **2025** |  | **2024** |
|  |  |  |  |  |  |  |  |
| Dividend income | 29,796 |  | 38,586 |  | 14,340 |  | 11,478 |
| Revenue from services and utilities services | 37,710 |  | 33,022 |  | - |  | - |
| Revenue from breach of contracts | 8,849 |  | - |  | 700 |  | - |
| Revenue from transfer of ownership of land under |  |  |  |  |  |  |  |
| long-term lease agreement to the lessee | 24,306 |  | - |  | - |  | - |
| Revenue from commission | - |  | - |  | 21,440 |  | - |
| Gain on change in fair value of investment properties | 2,108 |  | - |  | - |  | - |
| Gain from lease cancellation | - |  | 114 |  | 3 |  | 31 |
| Gain from change in payment term of past outstanding rentals | - |  | 24,722 |  | - |  | - |
| Gain from sale of investment property | - |  | 7,500 |  | - |  | 7,500 |
| Gain for sale of financial assets | 63,751 |  | - |  | 63,751 |  | - |
| Others | 41,389 |  | 14,716 |  | 27,519 |  | 13,321 |
| **Total** | 207,909 |  | 118,660 |  | 127,753 |  | 32,330 |

**29. EXPENSES BY NATURE**

Significant expenses by nature for the years ended December 31, are as follows:

**Unit: Thousand Baht**

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated** | | |  | **Separate** | | |
|  | **financial statements** | | |  | **financial statements** | | |
|  | **2025** |  | **2024** |  | **2025** |  | **2024** |
| Costs of property development projects |  |  |  |  |  |  |  |
| for sales increased during the year | 338,932 |  | 335,439 |  | 11,315 |  | 53,443 |
| Salary and other employee benefits | 333,306 |  | 379,897 |  | 105,873 |  | 126,788 |
| Advertising and promotion expenses | 63,531 |  | 65,790 |  | 19,062 |  | 11,728 |
| Utilities expenses | 92,280 |  | 102,445 |  | 39,106 |  | 42,689 |
| Depreciation expenses and amortization | 366,805 |  | 336,879 |  | 10,884 |  | 12,473 |
| Consultant fee | 17,422 |  | 14,131 |  | 8,660 |  | 6,945 |
| Specific business tax | 29,020 |  | 59,157 |  | 12,781 |  | 23,714 |
| Office rental | 2,910 |  | 2,007 |  | 2,200 |  | 3,084 |
| Management expenses | 4,183 |  | 5,521 |  | - |  | - |
| Commission expenses | 59,944 |  | 95,774 |  | 15,879 |  | 30,344 |
| Finance costs | 438,329 |  | 418,682 |  | 203,904 |  | 193,168 |
| Changes in costs of property development |  |  |  |  |  |  |  |
| projects for sales | (537,236) |  | (1,172,007) |  | (250,456) |  | (471,883) |

**30. BASIC LOSS PER SHARE**

Basic loss per share is calculated by dividing loss for the year attributable to owners of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares held by outsiders during the years as follows:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated** | | |  | **Separate** | | | |
|  | **financial statements** | | |  | **financial statements** | | | |
|  | **2025** |  | **2024** |  | | **2025** |  | **2024** |
| **For the years ended December 31,** |  |  |  |  | |  |  |  |
| Loss for the years (Thousand Baht) | (262,639) |  | (264,358) |  | | (15,291) |  | (115,051) |
| Weighted average number of ordinary shares: |  |  |  |  | |  |  |  |
| Weighted average number of ordinary shares (Thousand shares) | 1,066,857 |  | 1,066,596 |  | | 1,066,857 |  | 1,066,596 |
| Add Weighted average numbers (Thousand shares) (1) | - |  | 156 |  | | - |  | 156 |
| Total | 1,066,857 |  | 1,066,752 |  | | 1,066,857 |  | 1,066,752 |
| Loss per share (Baht) | (0.2462) |  | (0.2478) |  | | (0.0143) |  | (0.1079) |

Weighted average number of ordinary shares that increased from 260,879 units of warrants exercised (see Note 23) for the years ended December 31, 2024 are calculated as follows:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | | | | | | | |
|  | **Consolidated/Separate financial statements** | | | | | | | |
|  | **For the years ended**  **December 31, 2024** | | | | | |  |
|  |  | **1st**  **Date of**  **warrant exercised** |  | **2nd**  **Date of**  **warrant exercised** |  | **Total (1)** |  |
| Number of increased shares from | |  |  |  |  |  |  |
| warrants exercised during the period | |  |  |  |  |  |  |
| (thousand shares) | | 0.03 |  | 261 |  |  |  |
| Time weighting: |  |  |  |  |  |  |  |
| Days with increased shares |  | 229 |  | 219 |  |  |  |
| Total days in the periods |  | 366 |  | 366 |  |  |  |
| **Weighted average numbers** |  |  |  |  |  |  |  |
| **(Thousand shares) (2)** |  | **0.02** |  | **156.08** |  | **156.10** |  |

(2) Due to immaterial decimals from calculation of weighted average numbers, therefore, the Group and the Company round the amount to an integer.

Loss earnings per share, if any, are calculated by dividing profit or loss for the period attributable to equity holders of the Company (excluding other comprehensive income) by the sum of the weighted average number of ordinary shares in issue during the period, after adjusting the number of ordinary shares as a result of the exercise of warrants, as if the warrants had been exercised at the beginning of the earliest period reported, and   
the weighted average number of ordinary shares which would need to be issued to convert all dilutive potential ordinary shares into ordinary shares. The calculation assumes that the conversion took place either at the beginning of the period or on the date the potential ordinary shares were issued (see Notes 22 and 23).

The Company does not calculate the dilutive effect of warrant No. 2 (CI-W2) (see Note 23) because the warrants were expired on May 31, 2024.

**31. 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. The chief operating decision maker has been identified as managing director. The basis that used to measure operating profit or loss of segment is same as the basis that used to measure operating profit or loss in the financial statements.

For management purposes, the Group and the Company have four reportable segments, which are real estate development, lease of office condominium units, hotel operations and sales of goods.

The revenue and profit (loss) of information by segment in the consolidated financial statements for the years ended December 31, 2025 and 2024 are as follows:

**Unit : Million Baht**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated financial statements** | | | | | | | | | | | | | | | | | | |  |  |  |  |
|  | **For the years ended December 31,** | | | | | | | | | | | | | | | | | | |  |  |  |  |
|  | **Real estate** | | |  | **Lease of** | | |  | **Hotel operations** | | |  | **Sales of goods** | | |  | **Elimination of** | | |  | **Total** | | |
|  | **development** | | |  | **condominium units** | | |  |  | | |  |  | | |  | **inter-segment transactions** | | |  |  |  |  |
| **For the years ended December 31,** | **2025** |  | **2024** |  | **2025** |  | **2024** |  | **2025** |  | **2024** |  | **2025** |  | **2024** |  | **2025** |  | **2024** |  | **2025** |  | **2024** |
| Revenue from external customers | 778 |  | 1,705 |  | 74 |  | 83 |  | 848 |  | 924 |  | 61 |  | 67 |  | - |  | - |  | 1,761 |  | 2,779 |
| Inter-segment revenues | - |  | - |  | 3 |  | 9 |  | 21 |  | 17 |  | - |  | - |  | (24) |  | (26) |  | - |  | - |
| Total revenues | 778 |  | 1,705 |  | 77 |  | 92 |  | 869 |  | 941 |  | 61 |  | 67 |  | (24) |  | (26) |  | 1,761 |  | 2,779 |
| Costs of sales and services | (537) |  | (1,172) |  | (40) |  | (46) |  | (688) |  | (697) |  | (58) |  | (64) |  | - |  | - |  | (1,323) |  | (1,979) |
| Inter-segment costs of sales and services | (5) |  | (11) |  | - |  | (1) |  | (42) |  | (57) |  | - |  | - |  | 47 |  | 69 |  | - |  | - |
| Total costs of sales and services | (542) |  | (1,183) |  | (40) |  | (47) |  | (730) |  | (754) |  | (58) |  | (64) |  | 47 |  | 69 |  | (1,323) |  | (1,979) |
| Segment operating profit | 236 |  | 522 |  | 37 |  | 45 |  | 139 |  | 187 |  | 3 |  | 3 |  | 23 |  | 43 |  | 438 |  | 800 |
| **Unallocated income and expenses** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Management fee income and other fee income |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | 39 |  | 43 |
| Other income |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | 208 |  | 118 |
| Distribution costs |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | (133) |  | (204) |
| Administrative expenses |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | (472) |  | (533) |
| (Profit) loss on onerous contract |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | 16 |  | (30) |
| Finance income |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | 1 |  | 2 |
| Finance costs |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | (438) |  | (419) |
| Loss (reversal of loss) on impairment determined |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| in accordance with TFRS 9 |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | (17) |  | 1 |
| Share of loss of associate accounted for using equity |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| method |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | (10) |  | (10) |
| Tax income (expense) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | 16 |  | (57) |
| Non-controlling interests of the subsidiaries |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | 89 |  | 25 |
| Loss for the years - equity attributable to owners of the Company | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | (263) |  | (264) |

Assets information by segment in the consolidated financial statements as at December 31, 2025 and 2024 are as follows:

**Unit : Million Baht**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated financial statements** | | | | | | | | | | | | | | | | | | | | | | |
|  | **As at December 31,** | | | | | | | | | | | | | | | | | | | | | | |
|  | **Real estate** | | |  | **Lease of office** | | |  | **Hotel operations** | | |  | **Sales of goods** | | |  | **Elimination of** | | |  | **Total** | | |
|  | **development** | | |  | **condominium units** | | |  |  | | |  |  | | |  | **inter-segment balances** | | |  |  |  |  |
|  | **2025** |  | **2024** |  | **2025** |  | **2024** |  | **2025** |  | **2024** |  | **2025** |  | **2024** |  | **2025** |  | **2024** |  | **2025** |  | **2024** |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Costs of property development projects for sales | 5,015 |  | 5,201 |  | - |  | - |  | - |  | - |  | - |  | - |  | (136) |  | (124) |  | 4,879 |  | 5,077 |
| Investment properties | - |  | - |  | 204 |  | 381 |  | - |  | - |  | - |  | - |  | (1) |  | (1) |  | 203 |  | 380 |
| Property, plant and equipment - net | 587 |  | 185 |  | 6 |  | 7 |  | 2,512 |  | 2,829 |  | 427 |  | 409 |  | (273) |  | (275) |  | 3,259 |  | 3,155 |
| Other assets |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | 2,209 |  | 2,238 |
| Total assets |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | 10,550 |  | 10,850 |

**Geographic information**

The Group and the Company operate in Thailand only. As a result, all the revenues and assets as reflected in these financial statements pertain exclusively to this geographical reportable segment.

**Major customers**

For the years 2025 and 2024, the Group and the Company have no major customer with revenue of 10 percent or more of the Group’s and the Company’s revenues.

**32. COMMITMENTS AND CONTINGENT LIABILITIES**

32.1 Capital commitments

a) As at December 31, 2025 and 2024, the Group and the Company had outstanding commitments in respect of survey, design and construction agreements to be paid in the future in relation of the Group’s and the Company’s projects as follows:

**Unit: Million Baht**

|  |  |  |  |
| --- | --- | --- | --- |
|  | **2025** |  | **2024** |
|  |  |  |  |
| The Group and the Company | 848 |  | 220 |
| The Company only | 1 |  | 5 |

32.2 Operating lease commitments

The Group and the Company have entered into low-value operating lease agreements in respect of the lease of office buildings and services. The terms of the agreements are generally between 1 and 5 years. Operating lease agreements are non-cancellable.

As at December 31, 2025 and 2024, the Group and the Company had commitments in respects of future minimum lease and related service payments under the above non-cancellable operating leases agreements as follows:

**Unit : Million Baht**

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated** | | |  | **Separate** | | |
|  | **financial statements** | | |  | **financial statements** | | |
|  | **2025** |  | **2024** |  | **2025** |  | **2024** |
|  |  |  |  |  |  |  |  |
| **Payable within** |  |  |  |  |  |  |  |
| Within 1 year | 1 |  | 2 |  | - |  | - |
| 1-5 years | 1 |  | 1 |  | - |  | - |

As at December 31, 2025 and 2024, the future minimum lease payments of the Group and the Company expected to be received under non-cancellable operating lease agreements were as follows:

**Unit : Million Baht**

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated** | | |  | **Separate** | | |
|  | **financial statements** | | |  | **financial statements** | | |
|  | **2025** |  | **2024** |  | **2025** |  | **2024** |
| **Receivable within** |  |  |  |  |  |  |  |
| Within 1 year | 4 |  | 12 |  | 3 |  | 10 |
| 1-5 years | 2 |  | 4 |  | 2 |  | 2 |

32.3 Service commitments

The Group and the Company have outstanding commitments in respect of service agreements related to commission, management fee, security services and advertising expenses. The terms of the agreements are generally between 1 and 2 years. Such agreements are non-cancellable.

As at December 31, 2025 and 2024, the Group and the Company have commitments in respects of future minimum lease and related service payments under the above non-cancellable service leases contracts as follows:

**Unit : Million Baht**

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated** | | |  | **Separate** | | |
|  | **financial statements** | | |  | **financial statements** | | |
|  | **2025** |  | **2024** |  | **2025** |  | **2024** |
| **Payable within** |  |  |  |  |  |  |  |
| Within 1 year | 7 |  | 11 |  | 2 |  | 4 |

32.4 Bank guarantees

As at December 31, 2025 and 2024 the Group and the Company had outstanding bank guarantees, which were issued by financial institutions on behalf of the Group and the Company, in respect of guarantees for use of electricity, other utilities and petrol station which have been pledged by cost of property development projects for sales, other non-current financial asset and property, plant and equipment (see Note 8, 10 and 14) as follows:

**Unit : Million Baht**

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated** | | |  | **Separate** | | |
|  | **financial statements** | | |  | **financial statements** | | |
|  | **2025** |  | **2024** |  | **2025** |  | **2024** |
|  |  |  |  |  |  |  |  |
| Guarantee for electricity use | 12 |  | 12 |  | 8 |  | 8 |
| Guarantee for utilities | 51 |  | 51 |  | 1 |  | 2 |
| Guarantee for petrol station | 15 |  | 15 |  | - |  | - |
|  | 78 |  | 78 |  | 9 |  | 10 |

**33. EVENTS AFTER THE REPORTING PERIOD**

33.1 On February 23, 2026, the Company’s board of directors’ meeting No. 2/2026 passed the resolutions to approve the following matters to propose to the next Annual General Meeting of the Company’s Shareholders for 2026:

(1) Approved to decrease the registered capital of the Company from Baht 1,386.91 million to Baht 1,066.86 million by canceling 320.06 million ordinary shares with a par value of Baht 1 each which is a share increase through General Mandate by 320.06 million ordinary shares.

(2) Approved to increase the registered capital of the Company from Baht 1,066.86 million to Baht 1,386.91 million by issuing 320.06 million new ordinary shares at a par value of Baht 1 each in order for the Company to increase the capital via general mandate.

(3) Approve the allotment of the registered capital of the Company via general mandate in amount of Baht 320.06 million new ordinary shares at a par value of Baht 1 each, divided into:

* Share increase by allocation to existing shareholders the proportion to their existing shareholding (Right Offering) by 213.37 million ordinary shares.
* Share increase via private placement from the existing Company’s authorized capital by 106.69 million ordinary shares.

(4) Approve a facility in additional issuance of bonds of Baht 1,249.30 million for the purpose of project expansion and repayment of bonds to be due in the future.

**34. APPROVAL OF THE FINANCIAL STATEMENTS**

These financial statements have been authorized for issuance by the Board of Directors of   
the Company on February 23, 2026.