

**Takuni Group Public Company Limited  
and its Subsidiaries**

Condensed interim financial statements  
for the three-month and nine-month periods ended  
30 September 2023  
and  
Independent auditor's review report



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

### **To the Board of Directors of Takuni Group Public Company Limited**

I have reviewed the accompanying consolidated and separate statements of financial position of Takuni Group Public Company Limited and its subsidiaries, and of Takuni Group Public Company Limited, respectively, as at 30 September 2023; the consolidated and separate statements of comprehensive income for the three-month and nine-month periods ended 30 September 2023, the consolidated and separate statements of changes in equity and cash flows for the nine-month period ended 30 September 2023; and condensed notes ("interim financial information"). Management is responsible for the preparation and presentation of this interim financial information in accordance with Thai Accounting Standard 34, "Interim Financial Reporting". My responsibility is to express a conclusion on this interim financial information based on my review.

#### *Scope of Review*

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

#### *Conclusion*

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



*Emphasis of Matter*

I draw attention to note 2 to the interim financial information. During 2022, the Group has acquired the business of a company in Thailand and engaged an independent appraiser to determine the fair value of identifiable assets acquired and liabilities assumed from the business acquisitions. As at the reporting date, the management is in the process of taking actions in order to obtain the fair value, including the measurement of goodwill. The reviews have not yet been completed therefore the determination of the fair value and the allocation of the purchase price was determined provisionally and is subject to potential amendment. My conclusion is not modified in respect of this matter.

A handwritten signature in blue ink, reading 'Vipavan Pattavanvivek', is written over a horizontal line.

(Vipavan Pattavanvivek)  
Certified Public Accountant  
Registration No. 4795

KPMG Phoomchai Audit Ltd.  
Bangkok  
13 November 2023

# Takuni Group Public Company Limited and its Subsidiaries

## Statement of financial position

Assets	Note	Consolidated financial statements		Separate financial statements	
		30 September 2023 (Unaudited)	31 December 2022	30 September 2023 (Unaudited)	31 December 2022
<i>(in thousand Baht)</i>					
<b>Current assets</b>					
Cash and cash equivalents		86,408	180,324	1,273	15,265
Trade and other current receivables	4, 12	758,319	585,886	11,529	124,574
Contract assets	5, 12	921,987	633,808	-	-
Short-term loans to related parties	3	84,150	81,934	84,934	93,384
Short-term loans to other party		-	42,284	-	-
Inventories	6	39,648	80,812	8,129	23,971
Refundable withholding tax deducted at source		1,228	36,443	-	-
Indemnification asset		-	14,078	-	-
Other current assets		12,280	8,412	642	102
<b>Total current assets</b>		<b>1,904,020</b>	<b>1,663,981</b>	<b>106,507</b>	<b>257,296</b>
<b>Non-current assets</b>					
Cash pledged as collateral		20,722	20,030	7,945	2,801
Investments in subsidiaries		-	-	316,298	316,249
Investments in associates	8	46,288	54,574	62,242	62,242
Long-term loans to related parties	3	260,092	222,694	308,947	261,067
Property, plant and equipment	9	632,443	666,962	13,087	48,118
Goodwill		19,384	19,384	-	-
An excess of purchase consideration transferred over the fair values of identifiable net assets received	2	172,684	172,684	-	-
Intangible assets		13,684	14,278	1,070	879
Retention receivables	5	72,060	220,510	-	-
Withholding tax deducted at source		103,702	73,868	9,710	9,058
Deferred tax assets		6,851	7,776	164	214
Other non-current assets		46,228	42,623	18,666	5,694
<b>Total non-current assets</b>		<b>1,394,138</b>	<b>1,515,383</b>	<b>738,129</b>	<b>706,322</b>
<b>Total assets</b>		<b>3,298,158</b>	<b>3,179,364</b>	<b>844,636</b>	<b>963,618</b>

The accompanying notes form an integral part of the interim financial statements.

# Takuni Group Public Company Limited and its Subsidiaries

## Statement of financial position

	Note	Consolidated financial statements		Separate financial statements	
		30 September 2023 (Unaudited)	31 December 2022	30 September 2023 (Unaudited)	31 December 2022
<i>(in thousand Baht)</i>					
<b>Liabilities and equity</b>					
<b>Current liabilities</b>					
Bank overdrafts		8,921	4,964	715	-
Short-term borrowings from financial institutions		273,719	175,300	-	-
Trade and other current payables		371,557	433,818	10,006	24,441
Payable for acquisition of subsidiaries	2	65,000	89,000	65,510	89,510
Contract liabilities	5	656,169	529,410	-	-
Short-term borrowings from related parties	3	1,993	-	-	55,000
Short-term borrowings from other parties		7,000	73,139	-	-
Current portion of long-term borrowings					
from financial institutions	12	18,305	79,843	-	-
Current portion of lease liabilities		28,463	28,216	233	497
Income tax payable		184	15,703	-	-
Other current liabilities		74,926	63,125	6,179	732
<b>Total current liabilities</b>		<b>1,506,237</b>	<b>1,492,518</b>	<b>82,643</b>	<b>170,180</b>
<b>Non-current liabilities</b>					
Long-term borrowings from financial institutions	12	57,082	23,098	-	-
Lease liabilities		32,029	22,240	3,168	3,404
Deferred income		5,591	12,540	-	-
Non-current provisions for employee benefits		10,211	8,191	258	234
Other non-current liabilities		16,253	28,700	325	594
<b>Total non-current liabilities</b>		<b>121,166</b>	<b>94,769</b>	<b>3,751</b>	<b>4,232</b>
<b>Total liabilities</b>		<b>1,627,403</b>	<b>1,587,287</b>	<b>86,394</b>	<b>174,412</b>

The accompanying notes form an integral part of the interim financial statements.

# Takuni Group Public Company Limited and its Subsidiaries

## Statement of financial position

	Consolidated financial statements		Separate financial statements	
	30 September 2023 (Unaudited)	31 December 2022	30 September 2023 (Unaudited)	31 December 2022
<b>Liabilities and equity</b>				
<i>Equity</i>				
Share capital:				
Authorised share capital				
- 800,000,236 ordinary shares, par value at Baht 0.5 per share	400,000	400,000	400,000	400,000
Issued and paid-up share capital				
- 800,000,236 ordinary shares, par value at Baht 0.5 per share	400,000	400,000	400,000	400,000
Share premium on ordinary shares	305,528	305,528	305,528	305,528
Share surplus from business combination				
under common control	20,636	20,636	-	-
Retained earnings				
Appropriated				
Legal reserve	16,252	16,252	16,252	16,252
Unappropriated	228,763	213,190	36,462	67,426
Other components of equity	81,853	81,853	-	-
<b>Equity attributable to owners of the parent</b>	<b>1,053,032</b>	<b>1,037,459</b>	<b>758,242</b>	<b>789,206</b>
Non-controlling interests	617,723	554,618	-	-
<b>Total equity</b>	<b>1,670,755</b>	<b>1,592,077</b>	<b>758,242</b>	<b>789,206</b>
<b>Total liabilities and equity</b>	<b>3,298,158</b>	<b>3,179,364</b>	<b>844,636</b>	<b>963,618</b>

The accompanying notes form an integral part of the interim financial statements.

# Takuni Group Public Company Limited and its Subsidiaries

## Statement of comprehensive income (Unaudited)

	Consolidated financial statements		Separate financial statements	
	Three-month period ended		Three-month period ended	
	30 September		30 September	
	2023	2022	2023	2022
	<i>(in thousand Baht)</i>			
<b>Revenues</b>				
Revenue from sales of goods	3,419	151,567	-	150,731
Revenue from construction contracts and rendering of services	869,704	791,031	-	-
	<b>873,123</b>	<b>942,598</b>	<b>-</b>	<b>150,731</b>
Costs of sales of goods	(154)	(143,304)	-	(144,568)
Costs of construction contracts and rendering of services	(745,692)	(686,702)	-	-
<b>Gross profit</b>	<b>127,277</b>	<b>112,592</b>	<b>-</b>	<b>6,163</b>
Other income	11,572	6,277	12,423	4,108
Distribution costs	(1,094)	(1,088)	(471)	(488)
Administrative expenses	(55,835)	(43,904)	(14,185)	(9,839)
<b>Profit (loss) from operating activities</b>	<b>81,920</b>	<b>73,877</b>	<b>(2,233)</b>	<b>(56)</b>
Finance costs	(6,545)	(3,165)	(84)	(125)
Share of profit (loss) of associates				
accounted for using equity method	3,289	(3,142)	-	-
<b>Profit (loss) before income tax expense</b>	<b>78,664</b>	<b>67,570</b>	<b>(2,317)</b>	<b>(181)</b>
Income tax benefit (expense)	(17,545)	(14,259)	(42)	59
<b>Profit (loss) for the period</b>	<b>61,119</b>	<b>53,311</b>	<b>(2,359)</b>	<b>(122)</b>

The accompanying notes form an integral part of the interim financial statements.

# Takuni Group Public Company Limited and its Subsidiaries

## Statement of comprehensive income (Unaudited)

	Consolidated financial		Separate financial	
	statements		statements	
	Three-month period ended		Three-month period ended	
	30 September		30 September	
	2023	2022	2023	2022
	<i>(in thousand Baht)</i>			
<b>Profit (loss) for the period</b>	<b>61,119</b>	<b>53,311</b>	<b>(2,359)</b>	<b>(122)</b>
Other comprehensive income for the period	-	-	-	-
<b>Total comprehensive income for the period</b>	<b>61,119</b>	<b>53,311</b>	<b>(2,359)</b>	<b>(122)</b>
<b>Profit (loss) attributable to:</b>				
Owners of the parent	26,022	20,007	(2,359)	(122)
Non-controlling interests	35,097	33,304	-	-
	<b>61,119</b>	<b>53,311</b>	<b>(2,359)</b>	<b>(122)</b>
<b>Total comprehensive income attributable to:</b>				
Owners of the parent	26,022	20,007	(2,359)	(122)
Non-controlling interests	35,097	33,304	-	-
	<b>61,119</b>	<b>53,311</b>	<b>(2,359)</b>	<b>(122)</b>
<b>Basic earnings (loss) per share (in Baht)</b>	<b>0.033</b>	<b>0.025</b>	<b>(0.003)</b>	<b>(0.0002)</b>

The accompanying notes form an integral part of the interim financial statements.

## Takuni Group Public Company Limited and its Subsidiaries

### Statement of comprehensive income (Unaudited)

	Consolidated financial statements		Separate financial statements		
	Nine-month period ended 30 September		Nine-month period ended 30 September		
	Note	2023	2022	2023	2022
<i>(in thousand Baht)</i>					
<b>Revenues</b>					
Revenue from sales of goods		163,979	384,027	170,491	382,320
Revenue from construction contracts and rendering of services		2,679,637	2,406,591	-	-
	10	<b>2,843,616</b>	<b>2,790,618</b>	<b>170,491</b>	<b>382,320</b>
Costs of sales of goods	6	(152,746)	(364,232)	(167,382)	(366,388)
Costs of construction contracts and rendering of services		(2,351,821)	(2,079,593)	-	-
<b>Gross profit</b>		<b>339,049</b>	<b>346,793</b>	<b>3,109</b>	<b>15,932</b>
Other income		34,442	17,937	29,930	12,506
Distribution costs		(3,268)	(3,501)	(1,316)	(1,448)
Administrative expenses		(168,510)	(124,962)	(37,775)	(27,487)
<b>Profit (loss) from operating activities</b>		<b>201,713</b>	<b>236,267</b>	<b>(6,052)</b>	<b>(497)</b>
Finance costs		(17,145)	(11,385)	(861)	(286)
Share of profit (loss) of associates accounted for using equity method		2,212	(5,173)	-	-
<b>Profit (loss) before income tax expense</b>	10	<b>186,780</b>	<b>219,709</b>	<b>(6,913)</b>	<b>(783)</b>
Income tax expense		(46,848)	(45,272)	(51)	(237)
<b>Profit (loss) for the period</b>		<b>139,932</b>	<b>174,437</b>	<b>(6,964)</b>	<b>(1,020)</b>

The accompanying notes form an integral part of the interim financial statements.

## Takuni Group Public Company Limited and its Subsidiaries

### Statement of comprehensive income (Unaudited)

	Consolidated financial statements		Separate financial statements	
	Nine-month period ended 30 September		Nine-month period ended 30 September	
	2023	2022	2023	2022
	<i>(in thousand Baht)</i>			
<b>Profit (loss) for the period</b>	<b>139,932</b>	<b>174,437</b>	<b>(6,964)</b>	<b>(1,020)</b>
Other comprehensive income for the period	-	-	-	-
<b>Total comprehensive income for the period</b>	<b>139,932</b>	<b>174,437</b>	<b>(6,964)</b>	<b>(1,020)</b>
<b>Profit (loss) attributable to:</b>				
Owners of the parent	39,573	64,846	(6,964)	(1,020)
Non-controlling interests	100,359	109,591	-	-
	<b>139,932</b>	<b>174,437</b>	<b>(6,964)</b>	<b>(1,020)</b>
<b>Total comprehensive income attributable to:</b>				
Owners of the parent	39,573	64,846	(6,964)	(1,020)
Non-controlling interests	100,359	109,591	-	-
	<b>139,932</b>	<b>174,437</b>	<b>(6,964)</b>	<b>(1,020)</b>
<b>Basic earnings (loss) per share <i>(in Baht)</i></b>	<b>0.049</b>	<b>0.081</b>	<b>(0.009)</b>	<b>(0.001)</b>

The accompanying notes form an integral part of the interim financial statements.

**Takuni Group Public Company Limited and its Subsidiaries**  
**Statement of changes in equity (Unaudited)**

<b>Consolidated financial statements</b>									
	Issued and paid-up share capital	Share premium on ordinary shares	Share surplus from business combination under common control	Retained earnings		Other components of equity			Total equity
				Legal reserve	Unappropriated reserve	Changes in parent's ownership interest in subsidiary	Equity attributable to owner of the parent	Non-controlling interests	
<b>Nine-month period ended 30 September 2022</b>									
<b>Balance at 1 January 2022</b>	400,000	305,528	20,636	12,597	105,919	81,853	926,533	421,651	1,348,184
<b>Transactions with owners, recorded directly in equity</b>									
<i>Distributions to owners</i>									
Dividends to owners of the Company	-	-	-	-	(20,000)	-	(20,000)	(29,787)	(49,787)
<i>Total distributions to owners</i>	-	-	-	-	(20,000)	-	(20,000)	(29,787)	(49,787)
<b>Comprehensive income for the period</b>									
Profit	-	-	-	-	64,846	-	64,846	109,591	174,437
<b>Total comprehensive income for the period</b>	-	-	-	-	64,846	-	64,846	109,591	174,437
<b>Balance at 30 September 2022</b>	400,000	305,528	20,636	12,597	150,765	81,853	971,379	501,455	1,472,834

(in thousand Baht)

The accompanying notes form an integral part of the interim financial statements.

**Takuni Group Public Company Limited and its Subsidiaries**  
**Statement of changes in equity (Unaudited)**

<b>Consolidated financial statements</b>										
Note	Issued and paid-up share capital	Share premium on ordinary shares	Share surplus from business combination under common control	Retained earnings			Other components of equity			Total equity
				Legal reserve	Unappropriated	in subsidiary ownership interest	Changes in parent's	Equity attributable to owner of the parent	Non-controlling interests	
<i>(in thousand Baht)</i>										
<b>Nine-month period ended 30 September 2023</b>										
	400,000	305,528	20,636	16,252	213,190	81,853	1,037,459	554,618	1,592,077	
<b>Balance at 1 January 2023</b>										
<b>Transactions with owners, recorded directly in equity</b>										
<i>Distributions to owners</i>										
Dividends to owners of the Company	-	-	-	-	(24,000)	-	(24,000)	(37,254)	(61,254)	
<b>Total distributions to owners</b>	-	-	-	-	(24,000)	-	(24,000)	(37,254)	(61,254)	
<b>Comprehensive income for the period</b>										
Profit	-	-	-	-	39,573	-	39,573	100,359	139,932	
<b>Total comprehensive income for the period</b>	-	-	-	-	39,573	-	39,573	100,359	139,932	
<b>Balance at 30 September 2023</b>	<b>400,000</b>	<b>305,528</b>	<b>20,636</b>	<b>16,252</b>	<b>228,763</b>	<b>81,853</b>	<b>1,053,032</b>	<b>617,723</b>	<b>1,670,755</b>	

The accompanying notes form an integral part of the interim financial statements.

**Takuni Group Public Company Limited and its Subsidiaries**  
**Statement of changes in equity (Unaudited)**

	Separate financial statements					Total equity
	Issued and paid-up share capital	Share premium on ordinary shares	Legal reserve	Retained earnings	Unappropriated	
<i>(in thousand Baht)</i>						
<b>Nine-month period ended 30 September 2022</b>						
<b>Balance at 1 January 2022</b>	<b>400,000</b>	<b>305,528</b>	<b>12,597</b>	<b>20,329</b>	<b>738,454</b>	
<b>Transactions with owners, recorded directly in equity</b>						
<i>Distributions to owners</i>						
Dividends to owners of the Company	-	-	-	(20,000)	(20,000)	(20,000)
<i>Total distributions to owners</i>	-	-	-	(20,000)	(20,000)	(20,000)
<b>Comprehensive income for the period</b>						
(Loss)	-	-	-	(1,020)	(1,020)	(1,020)
<b>Total comprehensive income for the period</b>	-	-	-	(1,020)	(1,020)	(1,020)
<b>Balance at 30 September 2022</b>	<b>400,000</b>	<b>305,528</b>	<b>12,597</b>	<b>(691)</b>	<b>717,434</b>	

The accompanying notes form an integral part of the interim financial statements.

**Takuni Group Public Company Limited and its Subsidiaries**  
**Statement of changes in equity (Unaudited)**

	Separate financial statements					Total equity
	Issued and paid-up share capital	Share premium on ordinary shares	Legal reserve	Unappropriated	Retained earnings	
	<i>(in thousand Baht)</i>					
<b>Nine-month period ended 30 September 2023</b>						
<b>Balance at 1 January 2023</b>	<b>400,000</b>	<b>305,528</b>	<b>16,252</b>	<b>67,426</b>	<b>789,206</b>	
<b>Transactions with owners, recorded directly in equity</b>						
<i>Distributions to owners</i>						
Dividends to owners of the Company	-	-	-	(24,000)	(24,000)	
<i>Total distributions to owners</i>	-	-	-	(24,000)	(24,000)	
<b>Comprehensive income for the period</b>						
(Loss)	-	-	-	(6,964)	(6,964)	
<b>Total comprehensive income for the period</b>	-	-	-	(6,964)	(6,964)	
<b>Balance at 30 September 2023</b>	<b>400,000</b>	<b>305,528</b>	<b>16,252</b>	<b>36,462</b>	<b>758,242</b>	

The accompanying notes form an integral part of the interim financial statements.

## Takuni Group Public Company Limited and its Subsidiaries

### Statement of cash flows (Unaudited)

	Consolidated financial statements		Separate financial statements	
	Nine-month period ended		Nine-month period ended	
	30 September		30 September	
Note	2023	2022	2023	2022
<i>(in thousand Baht)</i>				
<b><i>Cash flows from operating activities</i></b>				
Profit (loss) for the period	139,932	174,437	(6,964)	(1,020)
<i>Adjustments to reconcile profit (loss) to cash receipts (payments)</i>				
Income tax expense	46,848	45,272	51	237
Finance costs	17,145	11,385	861	286
Depreciation and amortisation	76,452	74,500	3,627	4,565
Non-current provisions for employee benefits	2,131	1,253	24	127
(Reversal of) expected credit loss on receivables and bad debts	4	(2,087)	1,167	276
Gain on inventories devaluation	6	(7,171)	(158)	-
Gain on disposal of non-current assets classified as held for sale	7	(2,127)	-	(2,127)
Gain on disposal of investments in associates		(784)	-	-
(Gain) loss on disposal and written off property, plant and equipment		(150)	188	3
Unrealised (gain) loss on foreign exchange		(1,540)	(2,240)	201
Share of (profit) loss of associates accounted for using equity method		(2,212)	5,173	-
Written off withholding tax deducted at source		880	123	-
Dividends income		-	-	(360)
Interest income		(15,126)	(4,599)	(18,192)
		252,191	306,501	(22,600)
				(2,403)
<b><i>Changes in operating assets and liabilities</i></b>				
Trade and other current receivables		(157,828)	(178,959)	40,469
Contract assets		(288,179)	106,259	-
Inventories		48,335	(24,992)	15,842
Indemnification asset		14,078	-	-
Other current assets		(3,868)	1,655	(540)
Retention receivables		148,450	(81,170)	-
Receivable from sale of land		-	4,346	-
Other non-current assets		7,745	(261)	66
Trade and other current payables		(67,691)	(30,572)	(14,635)
Contract liabilities		126,759	188,010	-
Other current liabilities		11,801	4,265	5,447
Payment of non-current provisions for employee benefits		(111)	(240)	-
Other non-current liabilities		(12,447)	12,964	(268)
Net cash generated from (used in) operations		79,235	307,806	23,781
				(11,157)

The accompanying notes form an integral part of the interim financial statements.

# Takuni Group Public Company Limited and its Subsidiaries

## Statement of cash flows (Unaudited)

	Consolidated financial		Separate financial	
	statements		statements	
	Nine-month period ended		Nine-month period ended	
	30 September		30 September	
Note	2023	2022	2023	2022
	<i>(in thousand Baht)</i>			
Interest paid	(16,475)	(11,035)	(693)	(84)
Income tax paid - net	(56,942)	(86,210)	(652)	(267)
<b>Net cash from (used in) operating activities</b>	<b>5,818</b>	<b>210,561</b>	<b>22,436</b>	<b>(11,508)</b>
<b><i>Cash flows from investing activities</i></b>				
Increase in cash pledged as collateral	(692)	(19)	(5,144)	-
Proceeds from loans to related parties	3 15,500	15,000	116,850	174,380
Payment for loans to related parties	3 (53,363)	(197,400)	(156,280)	(352,097)
Proceeds from short-term loans to other party	42,284	-	-	-
Proceeds from disposal of investments in associates	1,080	-	-	-
Acquisition of associates	-	(43,064)	-	(43,064)
Payment for payables for acquisition of subsidiary	(24,049)	-	(24,049)	-
Proceeds from disposal of non-current assets classified as held for sale	7 35,000	-	35,000	-
Proceeds from disposal of property, plant and equipment	1,387	-	-	-
Acquisition of property, plant and equipment	(39,453)	(33,028)	(1,164)	(575)
Acquisition of intangible assets	(1,445)	(1,503)	(500)	(43)
Dividend received	713	-	75,360	29,950
Interest received	2,610	2,841	2,452	4,670
<b>Net cash from (used in) investing activities</b>	<b>(20,428)</b>	<b>(257,173)</b>	<b>42,525</b>	<b>(186,779)</b>
<b><i>Cash flows from financing activities</i></b>				
Proceeds from short-term borrowings from financial institutions	968,478	390,641	90,000	-
Repayment of short-term borrowings from financial institutions	(870,059)	(629,143)	(90,000)	-
Proceeds from long-term borrowings from financial institutions	42,000	-	-	-
Repayment of long-term borrowings from financial institutions	(69,554)	(29,700)	-	-
Proceeds from short-term borrowings from other party	6,070	-	-	-
Repayment of short-term borrowings from other parties	(72,209)	-	-	-
Proceeds from short-term borrowings from related parties	3 10,752	15,000	14,000	15,000
Repayment of short-term borrowings from related parties	3 (8,759)	(15,000)	(69,000)	(15,000)
Repayment of lease liabilities	(28,728)	(31,504)	(668)	(1,075)
Dividends paid to owners of the Company	(24,000)	(20,000)	(24,000)	(20,000)
Dividends paid to non-controlling interests	(37,254)	(29,787)	-	-
<b>Net cash used in financing activities</b>	<b>(83,263)</b>	<b>(349,493)</b>	<b>(79,668)</b>	<b>(21,075)</b>

The accompanying notes form an integral part of the interim financial statements.

## Takuni Group Public Company Limited and its Subsidiaries

### Statement of cash flows (Unaudited)

	Consolidated financial statements		Separate financial statements	
	Nine-month period ended 30 September		Nine-month period ended 30 September	
	2023	2022	2023	2022
	<i>(in thousand Baht)</i>			
<b>Net decrease in cash and cash equivalents</b>	<b>(97,873)</b>	<b>(396,105)</b>	<b>(14,707)</b>	<b>(219,362)</b>
Cash and cash equivalents at 1 January	175,360	525,827	15,265	257,813
<b>Cash and cash equivalents at 30 September</b>	<b>77,487</b>	<b>129,722</b>	<b>558</b>	<b>38,451</b>
<b>Cash and cash equivalents at 30 September</b>				
Cash and cash equivalents	86,408	129,722	1,273	38,451
Bank overdrafts	(8,921)	-	(715)	-
	<b>77,487</b>	<b>129,722</b>	<b>558</b>	<b>38,451</b>
<b>Non-cash transactions</b>				
Payable from purchase of property, plant and equipment	5,828	9,232	4	1,165
Acquisitions of right-of-use assets under leases	38,707	3,111	72	-

The accompanying notes form an integral part of the interim financial statements.

**Takuni Group Public Company Limited and its Subsidiaries**  
**Notes to the condensed interim financial statements**  
**For the three-month and nine-month periods ended 30 September 2023 (Unaudited)**

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3	Related parties
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**Takuni Group Public Company Limited and its Subsidiaries**  
**Notes to the condensed interim financial statements**  
**For the three-month and nine-month periods ended 30 September 2023 (Unaudited)**

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

The interim financial statements issued for Thai regulatory reporting purposes are prepared in the Thai language. These English language financial statements have been prepared from the Thai language statutory financial statements and were approved and authorised for issue by the Board of Directors on 13 November 2023.

**1 Basis of preparation of the interim financial statements**

The condensed interim financial statements are presented in the same format as the annual financial statements together with notes to the interim financial statements on a condensed basis (“interim financial statements”) in accordance with Thai Accounting Standard (TAS) No. 34 *Interim Financial Reporting*, guidelines promulgated by the Federation of Accounting Professions and applicable rules and regulations of the Thai Securities and Exchange Commission. The interim financial statements focus on new activities, events and circumstances to avoid repetition of information previously reported in annual financial statements. Accordingly, these interim financial statements should be read in conjunction with the financial statements of the Company and its subsidiaries for the year ended 31 December 2022.

In preparing these interim financial statements, judgements and estimates are made by management in applying the Group’s accounting policies. Actual results may differ from these estimates. The accounting policies, methods of computation and the key sources of estimation uncertainty were the same as those that described in the financial statements for the year ended 31 December 2022.

**2 Acquisition of subsidiary**

*Acquisition of Guardian Global Security Guard Co., Ltd. (formerly KPN and Service Guard Co., Ltd.)*

On 13 December 2022, the Group obtained control of Guardian Global Security Guard Co., Ltd. (formerly KPN and Service Guard Co., Ltd.) (“the subsidiary”), a service provider of security, housekeeping and other services by acquiring 51% shareholdings and voting interests. The consideration consisted of a cash payment of Baht 204 million which was paid of Baht 115 million in 2022.

Subsequently on 22 February 2023, the Group entered into the memorandum of the share purchase agreement with the former shareholder that the former shareholder responsible for all taxes, fines, penalties or surcharges to relevant government agencies for liabilities arising from acts or omissions of any acts that are against the law, which occurred or existed as at the acquisition date. The Group will pay the remaining amount of shares when the former shareholder reached the agreement in the memorandum of the share purchase agreement. The Group expected to pay the remaining amount of shares of Baht 89 million within June 2023.

However, on 8 May 2023, the former shareholder sent a letter requesting payment for the remaining amount of shares whereas the agreement in the memorandum of the share purchase agreement has not been reached. On 12 May 2023, the Company has made a partial payment of Baht 20 million to the subsidiary acting as an attorney of the former shareholder to pay the taxes amounting to Baht 17 million. The subsidiary has made a payment of the remaining amount of shares of Baht 3 million to the former shareholder.

Subsequently on 23 June 2023, the Company has made the additional payment of Baht 4 million, resulting in the remaining amount of shares amounted to Baht 65 million as at 30 September 2023.

# Takuni Group Public Company Limited and its Subsidiaries

## Notes to the condensed interim financial statements

For the three-month and nine-month periods ended 30 September 2023 (Unaudited)

The following summarises the consideration transferred, and the recognised amounts of assets acquired and liabilities assumed as follows:

	<b>Estimated fair value</b> <i>(in thousand Baht)</i>
<b>Total identifiable net assets</b>	<b>61,403</b>
<i>Less Non-controlling interests (49%)</i>	<i>(30,087)</i>
<b>Total identifiable net assets received</b>	<b>31,316</b>
An excess of purchase consideration transferred over the fair values of identifiable net assets received	172,684
<b>Purchase consideration transferred</b>	<b>204,000</b>

The fair value of net assets acquired and the allocation of the purchase price have been provisionally determined by the management of the Group and is subject to potential amendment. The group engaged independent appraiser and is in the process of preparing a Purchase Price Allocation Report to determine the fair values of identifiable assets acquired and liabilities assumed from the business acquisitions. However, as at 30 September 2023, the reviews has not been completed. The Group is in the process of examining the business in terms of financial, legal, tax and others due diligence including related documents as at the acquisition date.

In accordance with TFRS 3, management is required to make a preliminary assessment of the fair values of net assets acquired as at the acquisition date. During the measurement period, which must not exceed one year from the acquisition date, the acquirer shall retrospectively adjust the provisional amounts recognised at the acquisition date to reflect new information obtained about facts and circumstances that existed as of the acquisition date. Finalisation of the fair values of business acquisition is dependent on completion of the purchase price allocation exercise.

Property, plant and equipment from the acquisition of subsidiary of Baht 16.32 million was pledged as collateral for credit facilities for bank overdrafts and long-term borrowings from financial institutions.

### 3 Related parties

<i>Significant transactions with related parties</i> <i>Nine-month period ended 30 September</i>	<b>Consolidated</b> <b>financial statements</b>		<b>Separate</b> <b>financial statements</b>	
	2023	2022	2023	2022
	<i>(in thousand Baht)</i>			
<b>Subsidiaries</b>				
Revenue from sales of goods	-	-	14,075	-
Purchases of goods and receiving of services	-	-	274	153
Other income	-	-	8,337	5,527
Dividend income	-	-	360	-
Rental expense	-	-	-	909
Transportation expense	-	-	5,849	17,168
Interest income	-	-	3,274	3,070
Other expenses	-	-	83	194
Interest expense	-	-	114	-
<b>Associates</b>				
Revenue from sales of goods	-	280	-	-
Purchases of goods	7,392	-	-	-
Other income	-	646	-	-
Interest income	14,892	4,370	14,892	1,773

**Takuni Group Public Company Limited and its Subsidiaries**  
**Notes to the condensed interim financial statements**  
**For the three-month and nine-month periods ended 30 September 2023 (Unaudited)**

<i>Significant transactions with related parties</i> <i>Nine-month period ended 30 September</i>	<b>Consolidated</b> <b>financial statements</b>		<b>Separate</b> <b>financial statements</b>	
	2023	2022	2023	2022
	<i>(in thousand Baht)</i>			
<b>Key management personnel</b>				
Key management personnel compensation				
Short-term employee benefits <i>(including director's remuneration)</i>	23,834	29,633	6,525	7,843
Post-employment benefits	363	118	27	44
<b>Total key management personnel compensation</b>	<b>24,197</b>	<b>29,751</b>	<b>6,552</b>	<b>7,887</b>
<b>Other related parties</b>				
Rental expense	-	45	-	-
Interest expense	-	83	-	83
	<b>Consolidated</b> <b>financial statements</b>		<b>Separate</b> <b>financial statements</b>	
<i>Balances with related parties as at</i>	30	31	30	31
	September	December	September	December
	2023	2022	2023	2022
	<i>(in thousand Baht)</i>			
<b>Other receivables</b> <i>(included in other current receivables)</i>				
Subsidiaries	-	-	1,527	1,060
Associate	-	1,769	-	1,769
<b>Total</b>	<b>-</b>	<b>1,769</b>	<b>1,527</b>	<b>2,829</b>
<b>Other accrued income</b> <i>(included in other current receivables)</i>				
Subsidiaries	-	-	573	-
<b>Interest receivables</b> <i>(included in other current receivables)</i>				
Subsidiaries	-	-	-	446
Associate	3,146	-	3,146	-
<b>Total</b>	<b>3,146</b>	<b>-</b>	<b>3,146</b>	<b>446</b>
<b>Dividend receivables</b> <i>(included in other current receivables)</i>				
Subsidiary	-	-	-	75,000
<b>Interest receivables</b> <i>(included in other non-current assets)</i>				
Subsidiaries	-	-	3,224	1,545
Associates	14,650	3,289	14,650	3,289
<b>Total</b>	<b>14,650</b>	<b>3,289</b>	<b>17,874</b>	<b>4,834</b>
<b>Trade and other current payables</b>				
Subsidiaries	-	-	-	2,863
Associate	7,605	11,986	6,953	-
<b>Total</b>	<b>7,605</b>	<b>11,986</b>	<b>6,953</b>	<b>2,863</b>

# Takuni Group Public Company Limited and its Subsidiaries

## Notes to the condensed interim financial statements

For the three-month and nine-month periods ended 30 September 2023 (Unaudited)

	Interest rate		31 December 2022	Consolidated financial statements		Gain on exchange rate	30 September 2023
	31 December 2022	30 September 2023		Increase	Decrease		
<i>Loans to</i>	<i>(% per annum)</i>			<i>(in thousand Baht)</i>			
Associates	0 - 8	0 - 8	<b>304,628</b>	<b>53,363</b>	<b>(15,500)</b>	<b>1,751</b>	<b>344,242</b>

	Interest rate		31 December 2022	Separate financial statements		Gain on exchange rate	30 September 2023
	31 December 2022	30 September 2023		Increase	Decrease		
<i>Loans to</i>	<i>(% per annum)</i>			<i>(in thousand Baht)</i>			
Subsidiaries	3	3 - 8.5	75,018	110,700	(101,350)	-	84,368
Associates	-	0 - 8	279,433	45,580	(15,500)	-	309,513
<b>Total</b>			<b>354,451</b>	<b>156,280</b>	<b>(116,850)</b>	<b>-</b>	<b>393,881</b>

	Interest rate		31 December 2022	Consolidated financial statements		Gain on exchange rate	30 September 2023
	31 December 2022	30 September 2023		Increase	Decrease		
<i>Loans from</i>	<i>(% per annum)</i>			<i>(in thousand Baht)</i>			
Other related party	-	-	-	<b>10,752</b>	<b>(8,759)</b>	-	<b>1,993</b>

	Interest rate		31 December 2022	Separate financial statements		Gain on exchange rate	30 September 2023
	31 December 2022	30 September 2023		Increase	Decrease		
<i>Loans from</i>	<i>(% per annum)</i>			<i>(in thousand Baht)</i>			
Subsidiary	3	8	<b>55,000</b>	<b>14,000</b>	<b>(69,000)</b>	-	-

# Takuni Group Public Company Limited and its Subsidiaries

## Notes to the condensed interim financial statements

For the three-month and nine-month periods ended 30 September 2023 (Unaudited)

### 4 Trade and other current receivables

	Note	Consolidated financial statements		Separate financial statements	
		30 September 2023	31 December 2022	30 September 2023	31 December 2022
<i>(in thousand Baht)</i>					
<b>Trade receivables</b>					
Other parties		720,677	561,397	2,264	45,827
Less allowance for expected credit loss	12	(1,131)	(3,248)	(585)	(309)
<b>Net</b>		<b>719,546</b>	<b>558,149</b>	<b>1,679</b>	<b>45,518</b>
<b>Other current receivables</b>					
Related parties	3	-	1,769	1,527	2,829
Other parties		2,554	1,260	14	4
Prepaid expense		22,308	13,699	4,590	777
Advance payments to subcontractors		8,158	10,878	-	-
Other accrued income	3	65	131	573	-
Interest receivables	3	3,146	-	3,146	446
Dividend receivables	3	-	-	-	75,000
Share receivables	8	2,542	-	-	-
<b>Total</b>		<b>38,773</b>	<b>27,737</b>	<b>9,850</b>	<b>79,056</b>
<b>Total trade and other current receivables</b>		<b>758,319</b>	<b>585,886</b>	<b>11,529</b>	<b>124,574</b>
		Consolidated financial statements		Separate financial statements	
<b>For the nine-month period ended 30 September</b>		2023	2022	2023	2022
<i>(in thousand Baht)</i>					
Expected credit loss					
- Additions		1,143	2,550	619	38
- Reversal		(3,260)	(2,131)	(343)	(1,607)
Bad debts		30	748	-	-

As at 30 September 2023, a subsidiary had pledged of Baht 39.86 million of trade receivables as collateral for short-term borrowings from financial institutions - factoring loan (31 December 2022: Nil).

**Takuni Group Public Company Limited and its Subsidiaries**  
**Notes to the condensed interim financial statements**  
**For the three-month and nine-month periods ended 30 September 2023 (Unaudited)**

**5 Contract assets and contract liabilities**

The Group has outstanding contract assets and contract liabilities with customers as follows:

	<b>Consolidated financial statements</b>	
	30 September 2023	31 December 2022
	<i>(in thousand Baht)</i>	
<b><i>Contract assets</i></b>		
Total project value	6,756,671	5,110,300
Accumulated amount recognised as revenue on percentage of completion basis	3,192,477	3,186,493
Less value of total billed	<u>(2,270,490)</u>	<u>(2,552,685)</u>
<b>Total contract assets</b>	<b><u>921,987</u></b>	<b><u>633,808</u></b>
Retention receivables	<u>72,060</u>	<u>220,510</u>
<b><i>Contract liabilities</i></b>		
Total project value	3,916,043	4,014,769
Value of total billed	3,475,293	3,631,011
Less accumulated amount recognised as revenue on percentage of completion basis	<u>(3,111,024)</u>	<u>(3,146,355)</u>
	364,269	484,656
Advance received from construction contracts	<u>291,900</u>	<u>44,754</u>
<b>Total contract liabilities</b>	<b><u>656,169</u></b>	<b><u>529,410</u></b>



**Takuni Group Public Company Limited and its Subsidiaries**  
**Notes to the condensed interim financial statements**  
**For the three-month and nine-month periods ended 30 September 2023 (Unaudited)**

**7 Non-current assets classified as held for sale**

On 10 February 2023, the Company entered into an agreement to sell the gas depot and related assets to a company with the selling price of Baht 35 million. On 13 February 2023, the Company has received the deposit amounting to Baht 3.50 million.

Subsequently on 19 May 2023, the Company has received the remaining amount from selling gas depot and related assets of Baht 31.50 million. The sale transaction of gas depot and related assets has been completed in the second quarter of 2023. Then, the Company recognised gain on disposal of gas depot and related assets amounting to Baht 2.13 million as other income in the separate and consolidated statements of comprehensive income.

**8 Investments in associates**

<i>Material movements</i>	<b>Consolidated financial statements</b>
<i>Nine-month period ended 30 September 2023</i>	<i>(in thousand Baht)</i>
<i>Associates</i>	
Dispose of investment in Sermasch Co., Ltd.	138
Dispose of investment in Sorb Engineering Co., Ltd.	2,698

In the third quarter of 2023, the subsidiary sold all its authorized share capital amounted to Baht 0.46 million which consisted of 9,500 ordinary shares in Sermarsh Co., Ltd. to other party and received all the payment for the shares.

In the third quarter of 2023, the subsidiary sold all its authorized share capital amounted to Baht 3.16 million which consisted of 9,500 ordinary shares in Sorb Engineering Co., Ltd. to other party. The payment will be paid by installments within 11 months until June 2024 with interest rate at 3% per month. The post-dated cheques of the buyer have been pledges as collateral for the installments.

**9 Property, plant and equipment**

The movement of property, plant and equipment for the nine-month period ended 30 September 2023 was as follows:

	<i>Note</i>	<b>Consolidated financial statements</b>	<b>Separate financial statements</b>
		<i>(in thousand Baht)</i>	
<i>Net book value</i>			
At 1 January		666,962	48,118
Additions		74,897	1,163
Disposals / written off		(1,154)	(3)
Depreciation charge for the period		(75,389)	(3,318)
Transfer to non-current assets classified as held for sale	7	(32,873)	(32,873)
<b>At 30 September</b>		<b>632,443</b>	<b>13,087</b>

During the nine-month period ended 30 September 2023, the Group has leased land, building and building improvements, machinery, tools and equipment, vehicles and vehicle for construction projects for 2 - 5 years and made fixed payments during the lease term. The Group recognised right-of-use assets amounting to Baht 38.7 million.

# **Takuni Group Public Company Limited and its Subsidiaries**

## **Notes to the condensed interim financial statements**

### **For the three-month and nine-month periods ended 30 September 2023 (Unaudited)**

As at 30 September 2023, the Group had pledged property, plant and equipment with net book value of Baht 417.86 million (*31 December 2022: the Group and the Company had pledged property, plant and equipment with net book value of Baht 475.73 million and Baht 32.06 million, respectively*) as collateral for credit facilities for bank overdrafts, letters of credits or trust receipt, letters of guarantees, forward contracts and long-term borrowings from financial institutions.

#### *Gas depots and related assets*

On 2 August 2023, the Company entered into an agreement to sell the gas depots and related assets to a company with the selling price of Baht 26 million. However, as at 30 September 2023, the Company still has an obligation to complete the transfer of the right in related license, resulting in the gas depots and related assets are not available for immediate sale. Subsequently on 3 November 2023, the Company has transferred the right in related license to the buyer. The Company has received the deposit amounting to Baht 23 million and the buyer will pay the remaining amount within November 2023.

## **10 Segment information and disaggregation of revenue**

#### *Geographical segments*

The Group is managed and operated principally in Thailand. There are no material revenues derived from, or assets located in, foreign countries.



**Takuni Group Public Company Limited and its Subsidiaries**  
**Notes to the condensed interim financial statements**  
**For the three-month and nine-month periods ended 30 September 2023 (Unaudited)**

**11 Dividend**

Details of dividend during the period of 2023 are as follows:

	Approval date	Payment schedule	Dividend rate per share (in Baht)	Amount (in million Baht)
2023				
2022 Annual dividend	25 April 2023	24 May 2023	0.03	24.00

**12 Financial instruments**

*Carrying amounts and fair values*

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities measured at amortised cost if the carrying amount is a reasonable approximation of fair value.

	Consolidated financial statements				
	Carrying amount financial instruments measured at amortised cost	Fair value			Total
		Level 1 (in thousand Baht)	Level 2	Level 3	
<b><i>At 30 September 2023</i></b>					
Long-term borrowings from financial institutions	75,387	-	-	73,007	73,007
<b><i>At 31 December 2022</i></b>					
Long-term borrowings from financial institutions	102,941	-	-	102,177	102,177

*Loan from financial institution*

In May 2023, the subsidiary issued a new promissory note to replace existing promissory note to a local financial institution amounting to Baht 42 million according to the condition in the revolving loan agreement. Such promissory note had term of 2 years, maturing in May 2025 and bore interest rate at 4% - 6% per annum. The loan was secured by Thai Credit Guarantee Corporation.

***Credit risk***

The Group has no significant concentrations of credit risk. The Group has policies in place to ensure that contracts are made with customers who have an appropriate credit history, limiting customers' credit limit as well as obtaining appropriate guarantees from customers. Cash is limited to high credit quality financial institutions. The Group has policies that limit the amount of credit exposure to any one financial institution.





**Takuni Group Public Company Limited and its Subsidiaries**  
**Notes to the condensed interim financial statements**  
**For the three-month and nine-month periods ended 30 September 2023 (Unaudited)**

**13 Commitments with non-related parties**

<i>At 30 September 2023</i>	<b>Consolidated financial statements (in thousand Baht)</b>
<i>Other commitments</i>	
Purchase orders for construction materials	72,330
Bank guarantees	1,410,094
Debt guarantees to other party	1,622
<b>Total</b>	<b>1,484,046</b>

**14 Contingent liabilities**

- (a) The subsidiary has been sued for a damage case by a company (“plaintiff”) for breach of service contract in amount of Baht 18.31 million. The subsidiary received a subpoena from the Civil Court on 30 November 2019. In this regard, the subsidiary submitted a petition requesting and counterclaims on 27 January 2020. The subsidiary sued to plaintiff seeking compensation of Baht 17.1 million for losses resulting from breach of service contract. The Court of the First Instance’s judgement dated on 23 December 2020 considered that the termination from both parties have voluntarily terminated the contract since 27 September 2019. The subsidiary has liable for payment of service contract to the plaintiff plus interest rate at 7.5% per annum starting from 3 November 2019 and the plaintiff has to return advance payment to the subsidiary. The remaining liability that the subsidiary has to paid to plaintiff amounting to Baht 3.12 million. As a result, the subsidiary has recorded the provision followed by the Court of the First Instance’s judgement.

Subsequently, the Appeal Court announced the judgement dated on 30 November 2021 agreed with the Court of the First Instance and considered the plaintiff and the subsidiary have the voluntarily terminated the contract which either parties cannot claim damages from each other. Resulting to, the plaintiff has to return an advance payment after off-setting the contract value which the subsidiary has to pay to the plaintiff amounting to Baht 2.57 million including, interest at the rate of 7.5% per annum from 24 January 2020 to 10 April 2021 and at the rate of 5% per annum from 11 April 2021 until the payment is complete to the subsidiary. However, the interest rate may be adjusted, decreased or increased in accordance with the Royal Decree enacted under the revised Civil and Commercial Code, Section 7, plus a rate of 2% per annum but must not exceed the rate of 7.5% per annum.

On 26 May 2022 and 4 August 2022, the plaintiff submitted a request for appeal to the Supreme Court and a request for stay of execution. The Supreme Court has its order to suspend the execution according to the Appeal Court’s judgement during appeal on 24 August 2022 and the Supreme Court has an order to consider the plaintiff’s request for appeal to the Supreme Court on 28 March 2023. Currently, it is the process of consideration by the Supreme Court. Therefore, the subsidiary remained the provision followed by the Court of the First Instance’s judgement.

- (b) As at 30 September 2023, a subsidiary has contingent liabilities from being sued by other companies and persons in cases of breach of agreements, prosecution claims and other cases with total potential claim in amount of Baht 4.82 million. However, the subsidiary has recorded the liabilities from these cases of Baht 3.54 million in the consolidated statement of financial position. Presently, the cases are being considered by the court and recriminated in some cases. The Group has not recognised additional provision in the consolidated financial statements.

**Takuni Group Public Company Limited and its Subsidiaries**  
**Notes to the condensed interim financial statements**  
**For the three-month and nine-month periods ended 30 September 2023 (Unaudited)**

**15 Event after the reporting period**

At the Board of Directors' meeting of the Company held on 27 October 2023, the Board approved to dispose of all investment in Exact Real Estate Co., Ltd. (Exact), which is an associate. Subsequently, on 30 October 2023, the Company entered into an agreement to buy the land at the value of Baht 160 million in exchange with all investment in Exact, transferring of assets and right to claim in Exact and receiving debt transfer which is the borrowings related to the land.