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February 13, 2024

Subject: Management Discussion and Analysis on Financial Statements for the three-month period ended 31 December, 2023  
Univentures Public Company Limited ("the Company")

Dear: The SET Board of Governors  
The Stock Exchange of Thailand

Copy to: Secretary-General, Office of the Securities and Exchange Commission

On 26 January 2023, Univentures Public Company Limited ("the Company") obtained control over Stonehenge Inter Public Company Limited ("STI"), a listed company on the Stock Exchange of Thailand and an associate company of the Company which resulted in STI to changing its status from an associate company to a subsidiary of the Company thereby consolidating the profit since 1 February 2023.

The Company's financial statements for the three-month period ended 31 December, 2023, can be summarized as follows:

Transactions	3 Month / 2024 (Million Baht)	3 Month / 2023 (Million Baht)
<b>Core Revenue</b>	<b>3,952.1</b>	<b>4,413.8</b>
Investment business	2,779.0	2,987.7
Real estate business and related business	902.3	1,065.5
Industrial business	270.8	360.6
Other income	172.6	264.6
<b>Total Revenue</b>	<b>4,124.7</b>	<b>4,678.4</b>
Cost of sale of goods, rendering of services and rental	(3,385.8)	(3,833.5)
<b>Gross Profit</b>	<b>566.3</b>	<b>580.3</b>
<b>Distribution costs and administrative expenses</b>	<b>(365.8)</b>	<b>(298.3)</b>
Distribution costs	(69.5)	(96.8)
Administrative expenses	(296.3)	(201.5)
<b>Profit from operating (EBIT)</b>	<b>373.1</b>	<b>546.6</b>
Depreciation and amortization expense	289.2	282.2
<b>Profit before finance costs, income tax, depreciation and amortization expense (EBITDA)</b>	<b>662.3</b>	<b>828.8</b>
Finance costs	(239.7)	(224.2)
Share of profit of associated companies	-	12.1
Income tax expense	(1.6)	(15.2)
<b>Net profit (loss)</b>	<b>131.8</b>	<b>319.3</b>
<b>Owners of the Company</b>	<b>46.8</b>	<b>195.8</b>
Non-controlling interests	85.0	123.5
<b>Adjusted to normalized profit from operating and net profit</b>		
<b>Add</b> Net amortization rights in power purchase agreements from allocating purchase price of acquisition of subsidiaries (Included in cost of sale of goods and rendering of services)	53.5	55.1
Net amortization rights in construction management agreements from allocating purchase price of acquisition of subsidiaries (Included in administrative expenses)	5.5	-
The estimated cost of repair of machinery * (Included in cost of sale of goods and rendering of services)	24.5	-
<b>Less</b> Unrealized gain on foreign exchange	149.2	288.6
<b>Normalized profit from operating</b>	<b>307.4</b>	<b>313.1</b>
<b>Normalized net profit</b>	<b>66.1</b>	<b>85.8</b>

**Remark\*** In late April 2023, the machinery of the subsidiary company power plant was damaged but can still generate electricity normally. The subsidiary rented replacement equipment to use during the equipment. The cost of repairs is in the process of being considered for claim reimbursement from the insurance company.

### **Revenue from sale of goods, rendering of services and rental**

The Company reported revenue from sale of goods, rendering of services and rental (“core revenue”) for the three-month period ended 31 December, 2023 of THB 3,952.1 million, a decrease of THB 461.7 million, or 10% from the previous year as per details below:

- Revenue from the cogeneration power plants decreased by THB 555.0 million due to a decrease in Fuel Adjustment Charge and FT Surcharge.
- Revenue from sale of real estate projects decreased by THB 199.8 million, or 20% from the previous year, resulting from a reduction in project transfers.
- Revenue from Zinc Oxide decreased by THB 89.8 million, or 25% compared to the previous year due to a decrease in the LME price. (LME: London Metal Exchange).
- Revenue from project construction management and rendering of consulting service for a three-month period compared to the previous year when the Company had not obtained control over STI.

### **Cost of sale of goods, rendering of services and rental**

The Company reported the cost of sale of goods, rendering of services and rental (“core cost”) for the three-month period ended 31 December, 2023 at THB 3,385.8 million, derived from cost of sale of goods and rendering of services, THB 2,760.1 million, the cost of sale of real estate, THB 617.7 million, the cost of rental and rendering of services, THB 7.6 million and the cost of management fee THB 0.4 million. The core cost decreased by THB 447.7 million or 12% from the previous year, per details below:

- Cost of sale of goods and rendering of services decreased by THB 385.9 million, or 12% from the previous year mainly due to cost of cogeneration power plants which decreased from a decrease in average gas price and the cost of sales of Zinc Oxide decreased from the LME price, consistent with the decreased revenue from both businesses.
- Cost of sale of real estate decreased by THB 65.3 million, or 10% from the previous year consistent with the decreased revenue. Gross profit last year decreased from 30% to 21%.

Change in revenue and cost of sale of goods and rendering of services as described above, resulting in gross profit increasing from 13% to 14% from the previous year.

## **Distribution costs and administrative expenses**

The Company reported distribution costs and administrative expenses for the three-month period ended 31 December, 2023 of THB 365.8 million, increasing by THB 67.5 million, or 23% from the previous year, per details below:

- Distribution costs decreased by THB 27.3 million, or 28% from the previous year mainly due to real estate for sale business consisting of transfer fees, special business tax, marketing expenses and commission fees. The decreased distribution cost is consistent with the decreased revenue from real estate.
- Administrative expenses increased by THB 94.8 million, or 47% from the previous year mainly due to the Company recognizing the three-month period from the project management business, compared to last year for which the Company had not yet consolidated the financial statements of STI.

## **Profit before finance costs, income tax, depreciation and amortization expenses**

The Company reported profit before finance costs, income tax, depreciation and amortization expenses for the three-month period ended 31 December, 2023 of THB 662.3 million (including the estimated cost of repair of machinery at THB 24.5 million and unrealized gain on foreign exchange at THB 149.2 million) a decrease of THB 166.5 million, or 20% from THB 828.8 million in the same period of the previous year.

The Company reported operating profits for the three-month period ended 31 December, 2023 of THB 373.1 million compared to the operating gain of THB 546.6 million in the same period of the previous year, a decrease of THB 173.5 million, or 32% which, if amortized power purchase agreements of THB 53.5 million, amortized right in construction management agreements at THB 5.5 million from allocating purchase price of acquisition both subsidiaries and items as mentioned in the previous paragraph were excluded, the normal operating profits would be THB 307.4 million compared to the same period of previous year normalized operating profits of THB 313.1 million, decreasing by THB 5.7 million, or 2%.

## **Finance costs**

The Company reported finance costs for the three-month period ended 31 December, 2023 of THB 239.7 million, increasing by THB 15.5 million. Increased financing cost mainly was from the cogeneration power plant business.

## Net profit

The Company reported a net profit for the three-month period ended 31 December, 2023 at THB 131.8 million compared to a net profit of THB 319.3 million in the same period of the previous year, a decrease of THB 187.5 million. In addition, the profit attributable to the owners of the Company was at THB 46.8 million, compared to a net profit of THB 195.8 million in the same period of the previous year, a decrease of THB 149.0 million, mainly derived from decreasing profit from operating. After excluding items as described in the paragraph on profit before finance cost, income tax, depreciation and amortization, the Company had a normal net profit of THB 66.1 million compared to a normal net profit of THB 85.8 million in the same period of the previous year, a decrease of THB 19.7 million.

## Statement of financial position

Transactions	As at 31 December 2023 (Million Baht)	As at 30 September 2023 (Million Baht)
Current assets	16,630.7	16,846.6
Non-current assets	24,060.4	24,171.9
<b>Total assets</b>	<b>40,691.1</b>	<b>41,018.5</b>
Current liabilities	11,279.7	11,463.4
Non-current liabilities	14,411.4	14,649.2
<b>Total liabilities</b>	<b>25,691.1</b>	<b>26,112.6</b>
Equity attributable to owners of the Company	11,215.7	11,187.5
Non-controlling interests	3,784.3	3,718.4
<b>Total equity</b>	<b>15,000.0</b>	<b>14,905.9</b>
<b>Total liabilities and equity</b>	<b>40,691.1</b>	<b>41,018.5</b>

## Assets

As at 31 December, 2023, the Company had total assets of THB 40,691.1 million, decreasing by THB 327.4 million, or 1% compared to the year ending 30 September, 2023 as per the details below:

- Current assets were at THB 16,630.7 million, decreasing by THB 215.9 million mainly from trade accounts receivable and real estate development for sale netted with increased in short-term deposits at financial institutions used as collateral and contract assets.
- Non-current assets were at THB 24,060.4 million, decreasing by 111.5 million mainly from depreciation of building and equipment.

## **Liabilities**

As at 31 December, 2023, the Company had total liabilities of THB 25,691.1 million, decreasing by THB 421.5 million, or 2% compared to the year ending 30 September, 2023 as per the details below:

- Current liabilities were at THB 11,279.7 million, decreasing by THB 183.7 million mainly from the repayment of short-term loans from financial institutions netted with increased in trade accounts payable and other current payables including current portion of long-term loans from financial institutions and advance received from customers.
- Non-current liabilities were at THB 14,411.4 million, decreasing by THB 237.8 million mainly from repayment of long-term loans from financial institutions.

## **Equity**

As at 31 December, 2023, the Company had a total equity of THB 15,000.0 THB, an increase of THB 94.1 million or 1% compared to the year ending 30 September, 2023 from the three-month period operation netted with loss on cash flow hedges which recognized in other comprehensive income.

## **Debt to equity ratio**

As at 31 December, 2023, the Company's debt to equity ratio was 1.71 times, decreasing by 1.75 times as at 30 September, 2023, and interest-bearing debt to equity ratio was at 1.30 times, decreasing by 1.35 times from 30 September, 2023.

Please be informed accordingly.

Yours sincerely,

(Mr. Khumpol Poonsonee)

President

Univentures Public Company Limited