

February 28, 2025

Subject: Management Discussion and Analysis of operating Results for the Year Ended December 31, 2024

Attention: Directors and Manager of the Stock Exchange of Thailand

Begistics Public Company Limited ("the Company") would like to inform the explanation and analysis of the operating results of the management team for the year ending December 31, 2024 and would like to submit the financial statements of the Company and its subsidiaries for the year ending December 31, 2024, which show the operating results of the Company when compared to the financial statements of the same period of the previous year, along with a summary of the main points of the operating results, with details as follows:

1. Overview of business operations, economy and industry conditions affecting operations.

The Company is engaged in providing full-service logistics services, including cargo handling, road transportation, international freight forwarding, customs formalities, investment in alternative energy businesses, and distribution of carbon credit certificates.

The Company is currently engaged in logistics services using business partners with a large fleet of trucks and has invested in companies engaged in alternative energy businesses, which is the main direction of investment in Thailand and around the world. In addition, the company is studying and preparing to invest in other alternative energy businesses, such as wind power plants and battery management systems for the electric vehicle business in Thailand, which is growing rapidly, as well as distribution of carbon credit certificates, all of which are environmentally friendly energy businesses.

2. Summary of important events and developments.

The Company has significant events within the year ending December 31, 2024 as follows:

2.1 Sale of assets of Solar Igen Co., Ltd. to Singapore Power Energy (Thailand) Co., Ltd.

The Board of Directors' Meeting No. 3/2024, held on March 15, 2024, resolved to approve the sale of the solar cell system installed at Millcon Burapa Co., Ltd., which is an asset of Solar Igen Co., Ltd., to Singapore Power Energy (Thailand) Co., Ltd.

2.2 Sale of assets of Energy Innovation Power Co., Ltd. to Singapore Power Energy (Thailand) Co., Ltd.

The Board of Directors' Meeting No. 4/2024, held on 26 March 2024, resolved to sell the assets of Energy Innovation Power Co., Ltd., which are assets of Energy Innovation Power Co., Ltd., to Singapore Power Energy (Thailand) Co., Ltd.

2.3 Investing in ordinary shares of Westtech Exponential Co., Ltd. in an amount not exceeding 51,600,900 shares

The Board of Directors' Meeting No. 5/2024, held on April 26, 2024, resolved to invest in ordinary shares of Westtech Exponential Co., Ltd. ("WTX") in an amount not exceeding 51,600,900 shares, representing 27.995787 percent of the total number of WTX shares of 185,043,730 shares at a price of 27.56 baht/share, for a total value not exceeding 1,422,120,804.00 baht from the original WTX shareholders or transferees of the rights of the original shareholders, 3 persons, namely, Molin Energy Co., Ltd., not exceeding 10,574,000 shares, Functional Investment Pte. Ltd., not exceeding 34,365,300 shares, and Mr. Thanachat Kitpipit, not exceeding 6,661,600 shares.

2.4 Sale of common shares of CPS Shipping and Logistics Co., Ltd.

The Board of Directors' Meeting No. 5/2024, held on April 26, 2024, resolved that CPS Shipping and Logistics Co., Ltd. ("CPS"), in the amount of 148,200 shares (representing 19.76 percent of CPS's paid-up shares) at book value (BV) at a price of 240.00 baht per share, totaling 35,568,000.00 baht. To Mr. Worapot Amnuayphon, the original shareholder of CPS, by having Mr. Worapot Amnuayphon pay additional capital shares of 11,115,000.00 baht and pay for ordinary shares of CPS to the Company of 24,453,000.00 baht.

2.5 Independent Director Resignation

Mr. Smith Liammanee has notified his intention to resign from being the Company's director, independent director, audit committee member, risk management committee member, and nomination and remuneration committee member, effective from April 30, 2024.

2.6 Consider appointing a director to replace the resigned director.

The Board of Directors' Meeting No. 6/2024, held on May 15, 2024, resolved to appoint Mr. Wiraya Chinwiriya to the position of independent director of the Company, replacing Mr. Smith Liammanee, who resigned from being an independent director, audit committee member, risk management committee member, and nomination and remuneration committee member on April 30, 2024, with a term of office equal to the remaining term of Mr. Smith Liammanee.

2.7 Sale of the Company's tow trucks and semi-trailers.

The Board of Directors' Meeting No. 6/2024, held on June 21, 2024, resolved to approve the sale of the Company's towing vehicles and semi-trailers, namely 66 towing vehicles, 74 semi-trailers, and 7 four-wheel trucks (Lazada) at a selling price of not less than 55,205,000.00 baht.

2.8 Sale of common shares of Energy Innovation Power Company Limited

The Board of Directors' Meeting No. 9/2024, held on September 24, 2024, resolved to approve the sale of common shares of Energy Innovation Power Company Limited, a subsidiary of The Megawatt Company Limited (the "Subsidiary"), in the amount of 126,000 shares, with a par value of 174.60 baht per share, totaling 22,000,000.00 baht, representing 60 percent of all issued and paid-up shares. After the said transaction, Energy Innovation Power Co., Ltd. immediately ceased to be a subsidiary of The Megawatt Co., Ltd.

2.9 Sale of ordinary shares of Power M Engineering Co., Ltd.

The Board of Directors' Meeting No. 8/2567, which was held on December 25, 2567, resolved to sell ordinary shares of Power M Engineering Co., Ltd. to Mr. Prasit Khamklang, in the amount of 20,000 shares, with a par value of 360.00 baht per share, totaling 7,200,000.00 baht.

2.10 Signing the Phuket Land Development Project Contract

The Board of Directors' Meeting No. 11/2567, which was held on December 25, 2567, resolved to approve the signing of the contract for the development of the pool villa project, Phase 1, with a project size of approximately 34 units, with a total value of 750,000,000.00 baht at the land of B Asset Property Co., Ltd. (subsidiary) and B Pro Property Co., Ltd. (subsidiary) in Phuket Province, total land area of 27 rai 2 ngan 91.50 square wa, by hiring 444 Consultants Co., Ltd. as the developer of the Pool villa project.

3. Summary of operating results.

(Unit: Thousand baht)

Profit and loss statement	Compared to last year			
	2024	2023	Increase (decrease)	%
Service income	61,080.46	121,880.98	(60,800.52)	(49.89)
Construction income	41,147.17	54,340.35	(13,193.18)	(24.28)
Electricity sales income	236,779.72	189,800.33	46,979.39	24.75
Raw water sales income	13,124.86	24,569.80	(11,444.94)	(46.58)
Carbon credit certificate sales income		297,833.70	(297,833.70)	(100.00)
Other income	129,349.17	211,950.57	(8,2601.40)	(38.97)
Total income	481,481.38	900,375.73	(418,894.35)	(46.52)
Service expenses	232,398.57	460,600.59	(228,202.02)	(49.54)
Selling and administrative expenses	156,047.35	179,820.82	(23,773.47)	(13.22)
Loss from sale of assets	8,821.95	7,403.63	1,418.32	19.16
Exchange loss		1,274.50	(1,274.50)	(100.00)
Loss from impairment of intangible assets	81,686.64	5,456.40	76,230.24	1,397.08
Loss from impairment of other non-current financial assets	5,000.00	10,000.00	(5,000.00)	(50.00)
Doubtful accounts	995.95	-	995.95	100.00
Finance costs	54,760.30	62,355.38	(7,595.08)	(12.18)
Total expenses	539,710.76	726,911.32	(187,200.56)	(25.75)
Share of profit (loss) from investment in associates	(1,250.21)	45,830.14	(47,080.35)	(102.73)
Profit (loss) before income tax	(59,479.59)	219,294.55	(278,774.14)	(127.12)
(Expense) Income tax	19,082.51	(9,235.60)	28,318.11	306.62
Net profit (loss)	(40,397.08)	210,058.95	(250,456.03)	(119.23)

Income

The Company had total revenue for the years ending on December 31, 2024 and 2023 of 481.48 million baht and 900.37 million baht, respectively, which decreased by 418.89 million baht or 46.52 percent from 2023 because in 2023 ending on December 31, 2023, there was revenue from the sale of carbon credit certificates of 297.83 million baht, while in 2024 there was no such revenue. Including service income in 2024 ending on December 31, 2024, 61.08 million baht, a decrease of 60.80 million baht or 49.89 percent from the previous year.

Other income for the year ending on December 31, 2024 was 129.35 million baht, which was lower than other income for the year ending on December 31, 2023 by 82.60 million baht or 38.97 percent because in 2023, there was a profit from the sale of investments in affiliated companies and subsidiaries of 111.32 million baht, while in 2024, there was a profit from the sale of investments in affiliated companies and subsidiaries of only 31.85 million baht.

Expenses

The Company had total expenses for the years ending on December 31, 2024 and 2023 of 539.71 million baht and 726.91 million baht, respectively, which decreased by 181.20 million baht or 25.75 percent.

In 2024 ending on December 31, there were service expenses of 232.40 million baht, which decreased by 228.20 million baht or 49.54 percent. In 2024 ending on December 31, expenses decreased because in 2023, there was a cost of selling carbon credit certificates of 201.93 million baht, which in 2024 there was no such cost.

In 2024 ending on December 31, there was a loss from impairment of intangible assets of 81.68 million baht (due to the problem of not being able to deliver raw water as agreed to the contractual parties).

Net profit

The Company had a net profit for 2024, ending on December 31. The company had a net loss of 40.39 million baht, a decrease from 2023, ending on December 31, by 250.45 million baht, or 119.23 percent, partly because in 2024, service revenue decreased by 60.80 million baht, or 49.88 percent, and there was no revenue from the sale of carbon credit certificates. Including 2024, there was other income, resulting in a loss from the impairment of intangible assets of 81.68 million baht.

4. Summary of financial status

(Unit: Thousand baht)

Financial Statement	Compared to last year			
	2024	2023	Increase (decrease)	%
Current assets	1,782,421.84	1,425,814.39	356,607.45	25.01
Non-current assets	4,592,800.68	5,377,987.74	(785,187.06)	(14.60)
Total assets	6,375,222.52	6,803,802.13	(428,579.61)	(6.30)
Current liabilities	509,454.82	720,838.96	(211,384.14)	(29.32)
Non-current liabilities	1,566,380.96	1,719,379.50	(152,998.54)	(8.90)
Total liabilities	2,075,835.78	2,440,218.46	(364,382.68)	(14.93)
Shareholders' equity	4,299,386.74	4,363,583.67	(64,196.94)	(1.47)
Total liabilities and shareholders' equity	6,375,222.52	6,803,802.13	(428,579.61)	(6.30)

Asset

The Company has total assets for the year ending December 31, 2024 of 6,375.22 million baht, a decrease of 428.59 million baht or 6.30 percent from the previous year.

Current assets increased by 356.60 million baht or 25.01 percent from the previous year, mainly from deposits for investments and short-term loans of 417.54 million baht.

Non-current assets decreased by 785.18 million baht or 14.60 percent from the previous year, mainly from advance payments for investments, which decreased by 398.96 million baht. Land, buildings and equipment - net decreased by 243.49 million baht (mostly from the sale of towing trucks and semi-trailers by B Logistics Public Company Limited, including the sale of solar cell systems by Solar I-Gen Company Limited and Energy Innovation Power Company Limited, both of which are indirect subsidiaries). In 2024, there was a sale of investments in associates of 37.42 million baht.

Debt

The Company has total liabilities for the year ending on December 31, 2024 of 2,075.83 million baht, a decrease of 364.38 million baht or 14.93 percent from the previous year, due to a decrease in short-term loans and accrued interest - other businesses of 97.34 million baht, including a decrease in long-term loans to financial institutions of 206.51 million baht.

Shareholders' equity

The Company has shareholders' equity for the year 2024 ending on December 31, amounting to 4,299.38 million baht, a decrease of 64.19 million baht or 1.47 percent from the year 2024 ending on December 31, 2024, mainly due to the Company's retained earnings decreasing by 64.42 million baht.

5. Factors that may affect future operations or growth.

The Company is aware of this impact by the service contract with its business partners which clearly states the change in service fee depending on the oil price, which helps reduce the impact from oil price fluctuation to some extent.

The weather change factor, the alternative energy power plant business of the Company in the business group uses solar cells as the equipment for generating electricity. If the weather in the area where the alternative energy power plant is located is cloudy or has prolonged rain, it may affect the alternative energy power distribution business.

The factor of exchange rate fluctuation is difficult to predict because there are various factors involved that affect the exchange rate, including the fundamental economic factors in the country, monetary and fiscal policies, the state of the world economy, forecasting and speculation, and political stability in the country and abroad. The exchange rate fluctuation that occurs causes risks to the business sector, especially businesses that import and export.

To reduce the risk of such exchange rate fluctuation, the Company uses a fixed exchange rate.

6. Sustainable development.

The Company operates its business under the guidelines of sustainable development under the principles of good corporate governance. The Company takes into account all stakeholders. The Company has a plan to reduce greenhouse gases and prioritizes the impact on the environment. The Company has an investment plan in alternative energy power plants and Green Utility businesses, such as the study project on water and electricity development to increase carbon credits, etc.

From April 1, 2023 to December 31, 2024, the Company was able to reduce greenhouse gas emissions by 331,545.35 KgCO₂e, equivalent to planting 36,838 10-year-old large trees (referring to the Care the Bare project in which the Company is a member) from the Company's activities, including organizing meetings of the Board of Directors, meetings of subcommittees, various meetings of the Company, and various trainings via electronic media channels. This includes allowing the Company's shareholders to download documents from the invitation letter to the 2024 Annual General Meeting of Shareholders, download documents from the 2023 Annual Information Form (Form 56-1 One Report) ending on December 31, 2023, download documents from the 2023 Annual Information Form/Annual Report (Structured Data Report), and download information documents regarding investments in Wastech Exponential Company Limited (Account 1 and Account 2).

Please be informed accordingly.

Sincerely Yours,



(Mr. Panya Boonyapiwat)
Chairman of the Executive Committee