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Management Discussion and Analysis

For the year ended December 31, 2025

No. TPL-004/2026

February 27, 2026

Subject: Management Discussion and Analysis of Financial Performance for the year ended December 31, 2025

To: The Board of Directors and Manager, The Stock Exchange of Thailand

Thai Parcels Public Company Limited (the “Company”) would like to provide an explanation regarding the Company’s operating results for the year ended December 31, 2025, which were approved by the Board of Directors on February 27, 2026. The details are as follows:

1. Business Overview

Fiscal year 2025 is considered a year of Strategic Transformation for the Company, transitioning from a parcel delivery service provider toward becoming an Integrated Logistics & Passenger Transport Platform. This was achieved through investments in the First Transport (FT) Group and Chalermapat Corporation (CPC) Group, which resulted in significant changes to the revenue, asset, and cost structures of the Group. Short-term operating results were impacted by:

- The recognition of fixed costs and depreciation from the new entities.
- One-off transaction costs arising from the investments.
- The partial recognition of operating results from the acquired businesses.

However, such changes have established a long-term asset and revenue base, which is expected to begin reflecting full-year efficiency from 2026 onwards.

The Company operates its core business as an expert in comprehensive logistics management and domestic freight transportation. A key highlight is acting as a central link to receive parcels from service points nationwide or directly from customers, then consolidating them for sorting at distribution centers for delivery to destinations, including warehouses, factories, shops, or residential homes. Furthermore, convenience is enhanced by a Cash on Delivery (COD) system and a precise parcel tracking system, which has consistently earned trust from both business clients (B2B) and retail customers (B2C and C2C). With a flexible service structure and systematic management, the Company is able to respond to challenges in the parcel delivery industry and serves as a strong foundation for expanding into other forms of transportation to create stable growth in the future.

In 2025, the Company implemented an aggressive strategy to elevate the organization toward becoming a leader as an Integrated Logistics & Passenger Transport Hub through the acquisition of two significant business groups. The first transaction involved a 100% investment in the First Transport Group (“FT Group”), following the resolution of the Extraordinary General Meeting of Shareholders on September 4, 2025, with a total cash value not exceeding 779.78 million Baht. This investment aimed to diversify risk into the van and bus rental business with drivers, which possesses a strong customer base and robust profit margins. The FT Group achieved an EBITDA Margin as high as 24% in 2024 and features a comprehensive business structure through subsidiaries that enhance all-around travel service capabilities. These include First Tourism Service Company Limited and P&C Travel Company Limited, providing tourism and leisure services; First Transport Auto Service Company Limited, which handles auto parts sales and vehicle maintenance; and SIT Consultant Company Limited, which provides information technology services and Global Positioning Systems (GPS) for vehicle tracking, all of which will help strengthen revenue.

Beyond establishing a strong foundation in the tourism sector, the Company has expanded its capabilities into the industrial sector by acquiring 100% of the ordinary shares of Chalermrat Corporation Group (“CPC Group”), completed on December 3, 2025. This transaction involved consideration paid through the issuance of 584.50 million newly issued ordinary shares (Payment in Kind) at a fair value of 0.62 Baht per share (total value approximately 362.39 million Baht). The investment in the CPC Group is a key strategy for full-scale entry into the passenger transport business within industrial estates, operating through core subsidiaries specializing in employee and general public transport. These include Chalermrat Transport Company Limited, Pattaramongkol Company Limited, and Chalermrat Company Limited, with a focus on strategic synergy in both route management and the use of Shared Services. This will significantly increase resource efficiency and reduce redundant costs. The Group anticipates that if the operating results of both groups were consolidated as if they had occurred since the beginning of the year, it would result in an increase in total revenue for the Company of approximately 936 million Baht.

Regarding the operational outlook for 2026, the Company focuses on increasing efficiency in Fleet Management across the entire Group to achieve maximum benefit. A key plan involves integrating the capabilities of First Transport Auto Service Company Limited, a subsidiary with expertise in technical work and spare parts, to oversee the inspection and maintenance of all vehicles within the network. This covers the Company's parcel delivery trucks as well as the buses and vans of the CPC and FT Groups. This Internal Synergy will allow the Company to comprehensively control operating costs, reduce expenses paid to external service centers, and maintain vehicle readiness at the highest standard. This serves to support the first full year of revenue recognition from both new business groups, which will help create cash flow stability and sustainable value for shareholders.

2. Performance Results

Statement of Comprehensive Income

for the year ended December 31, 2025 and 2024

List	Consolidated		Equity		Separate		Separate		Separate	
	Dec 31, 2025		Dec 31, 2024		Dec 31, 2025		Dec 31, 2024		Increase/(Decrease)	
	Thousand	%	Thousand	%	Thousand	%	Thousand	%	Thousand	%
Income from rendering of services	648,259	100.0%	507,463	100.0%	471,793	100.0%	507,463	100.0%	-35,670	-7.0%
<i>B2B Revenue</i>	100,657	15.5%	154,739	30.5%	100,657	21.3%	154,739	30.5%	-54,082	-35.0%
<i>B2C Revenue</i>	243,767	37.6%	224,518	44.2%	243,767	51.7%	224,518	44.2%	19,249	8.6%
<i>C2C Revenue</i>	109,585	16.9%	109,267	21.5%	109,585	23.2%	109,267	21.5%	318	0.3%
<i>COD Revenue</i>	10,537	1.6%	13,276	2.6%	10,537	2.2%	13,276	2.6%	-2,739	-20.6%
<i>SME Revenue</i>	5,290	0.8%	4,484	0.9%	5,290	1.1%	4,484	0.9%	806	18.0%
<i>Service Revenue</i>	1,967	0.3%	1,179	0.2%	1,967	0.4%	1,179	0.2%	788	66.8%
<i>FT Group Revenue</i>	139,477	21.5%	-	-	-	-	-	-	-	-
<i>Chalermapat Group Revenue</i>	36,990	5.7%	-	-	-	-	-	-	-	-
Cost of services rendered	589,133	90.9%	429,991	84.7%	391,914	83.1%	429,991	84.7%	(38,077)	-8.9%
Gross profit	59,126	9.1%	77,471	15.3%	79,878	16.9%	77,471	15.3%	2,407	3.1%
Other income	9,545	1.5%	4,156	0.8%	3,103	0.7%	4,156	0.8%	(1,053)	-25.3%
Selling expense	5,433	0.8%	3,805	0.7%	3,528	0.7%	3,805	0.7%	(277)	-7.3%
Administrative expenses	118,968	18.4%	65,373	12.9%	81,877	17.4%	65,373	12.9%	16,504	25.2%
Profit (loss) from operating activities	(55,730)	-8.6%	12,449	2.5%	(2,424)	-0.5%	12,449	2.5%	(14,873)	-119.5%
Finance costs	(17,746)	-2.7%	(6,003)	-1.2%	(6,666)	-1.4%	(6,003)	-1.2%	(663)	11.0%
Share of loss of from associates accounted	(4,183)	-0.6%	(1,790)	-0.4%	-	-	-	-	-	-
Profit (loss) before income tax	(77,658)	-12.0%	4,656	1.3%	(9,090)	-1.9%	6,446	1.3%	(15,536)	-241.0%
Income tax expenses	(1,703)	-0.3%	(1,634)	-0.3%	(1,927)	-0.4%	(1,634)	-0.3%	(293)	18.0%
Profit (loss) for the year	(79,361)	-12.2%	3,022	0.9%	(11,017)	-2.3%	4,813	0.9%	(15,829)	-328.9%

Summary of Business Performance

Income from rendering of services

In 2025, the Company's service revenue totaled 471.8 million Baht, representing a decrease of 35.7 million Baht from 507.5 million Baht in the previous year. This was the result of a strategic customer portfolio adjustment, in which the Company rebalanced its revenue structure to enhance service quality, revenue quality, and long-term profitability. In particular, the strategy for the B2B business segment shifted to focus on elevating service quality to create stable and sustainable growth rather than engaging in price competition alone. Consequently, the Company restructured its customer base by terminating services for low-yield customer groups to maintain pricing that truly reflects the benefits received by clients. This approach creates a competitive advantage that is difficult for other operators focusing solely on price strategies to penetrate. Additionally, the decrease in revenue was partly impacted by public sector clients currently awaiting new bidding processes, as well as a reduction in work volume from certain customers who switched to competitors with geographic advantages, specifically those with factories located closer to the service areas. Nevertheless, the Company still experienced positive factors from the performance of the B2C business segment, which grew higher than estimated. This was primarily driven by freight revenue from new customer groups that began using services in the current year, which helped offset the revenue slowdown in some areas and reflects the confidence that partners have in the Company's service standards.

In 2025, the Group reported total revenue of 648.3 million Baht and a net loss of 79.2 million Baht. The primary cause was the operating results of the parent company and the recognition of performance from the new business groups acquired during the year. Notably, First Transport Company Limited Group (FT Group) began contributing revenue to the Group during the final four months of the year (September - December), with over 90 percent of its revenue derived from van and bus rentals with drivers, primarily serving tourists and private organizations. However, FT Group's revenue in 2025 was directly impacted by the economic climate and shifting consumer behaviors, which influenced service selection decisions. This was compounded by a change in tourist travel patterns from traditional tour groups to more independent travel (FIT), as well as the economic slowdown which caused tourists to be more cautious with spending and more rigorous in their service provider selection process. As a result, revenue from the tourist segment decreased by 40 percent compared to the previous year. The Company is currently adjusting its strategy to diversify the customer base and align with these new behaviors through its subsidiaries.

Furthermore, the acquisition of FT Group occurred during the Low Season, resulting in short-term operating performance that was below its normal potential. However, the Company views this investment during an industry downcycle as an opportunity to acquire assets at an appropriate valuation and gain the chance to benefit from the industry's recovery in the subsequent period.

For Chalernpat Corporation Group (CPC Group), the Company gained control effective December 3, 2025, meaning that the operating results for the month of December did not yet have a significant impact on the overall consolidated financial statements for this year. Nevertheless, the integration of the employee shuttle network within industrial estates with the Company's original business base will be a key factor in creating stable revenue and increasing cost management efficiency in the future.

Although the overall picture for this year shows the Group was impacted by fixed expenses and finance costs from business expansion, the Group remains committed to creating internal synergy. Specifically, the shared use of maintenance centers and fleet management operations will be utilized to increase competitiveness and continue creating sustainable added value for shareholders.

Cost of Services rendered

In 2025, the Company's cost of services totaled 391.9 million Baht, a decrease of 38.1 million Baht or 8.9% from the previous year, which stood at 430.0 million Baht. The primary factor contributing to this significant cost reduction was the efficiency in cost management and the systematic control of unnecessary expenses. Specifically, the Company improved its service network by consolidating branches with performance that did not meet targets and utilizing nearby branches to provide alternative service coverage. This approach not only reduced the burden of fixed expenses but also maximized the resource efficiency of existing branches. Furthermore, the Company increased the proportion of using its own fleet for distribution instead of relying on external outsourced transportation providers. This allowed the Company to manage unit costs more effectively while continuously maintaining service quality standards, resulting in an overall strengthening of cost management this year and reflecting a more stable profitability capability.

In 2025, the Group’s consolidated cost of services totaled 589.1 million Baht, reflecting the integration of new business cost structures during the year. A key factor impacting the total cost originated from the acquired companies, particularly the fixed cost burden related to the depreciation of operational vehicles. This refers to the bus fleet invested in during 2019 with a total investment value of approximately 1,300 million Baht. Although the Company has a policy to depreciate these assets over a 10-year period in accordance with accounting standards, the high historical investment value and the fact that they have not yet been fully amortized result in a high proportion of depreciation as a primary component of service costs. However, this fleet will gradually decrease in the medium term, which will lead to a significant reduction in the Group’s fixed cost base in the future. The Group continues to focus on its internal synergy strategy to increase resource efficiency and manage total costs for maximum efficiency moving forward.

To achieve the maximum benefit from the business combination, the Group commenced the integration of infrastructure and joint management since the fourth quarter of 2025. Management has initiated these actions and expects continuous efficiency improvements in 2026 through the following key activities:

Strategic Initiative	Expected Impact
Centralized Maintenance	Increase the efficiency of internal resource management and improve spare parts management through the network’s service centers.
Fleet Utilization Optimization	Elevate the vehicle utilization rate to its maximum at all times to reduce fixed costs per trip.
Shared Services	Reduce selling and administrative expense redundancy (SG&A Duplication) by utilizing centralized support systems.
Cross-selling Opportunities	Expand the recurring income base by offering integrated logistics and passenger transport solutions to the existing customer groups of both businesses.

Gross Profit and Gross Profit Margin

In 2025, the Company's gross profit from services totaled 79.9 million Baht, an increase from 77.5 million Baht in the previous year, representing an increase of 2.4 million Baht or 3 percent. This growth occurred even as total revenue adjusted downward following the strategic customer selection strategy. The primary factor driving the growth in gross profit was the success in expanding the B2C customer base, which offers attractive profit margins, coupled with the reduction in service proportions for the B2B segment that yielded lower profit margins. Furthermore, the Company was able to elevate cost management efficiency through a strategy to increase its vehicle utilization rate. This focused on short-distance route planning to maximize daily operational cycles. Such an approach generated increased efficiency from managing high work volumes, allowing the Company to better control overall expenses. As existing vehicles and resources were utilized more effectively, it directly resulted in a significant reduction in the proportion of outsourcing to external joint-transportation providers. The integration of both target group selection and operational efficiency enhancement serves as a key mechanism in driving the Company's profitability to become stronger and more stable.

In 2025, the Group reported a total gross profit of 59.1 million Baht, which decreased when compared to the separate financial statements. The primary cause was the operating results of the business groups acquired during the year, particularly the First Transport Company Limited Group (FT), which recorded a gross loss of 22 million Baht during the four-month period of initial revenue recognition (September - December). A key factor was the high fixed cost burden related to depreciation of vehicles invested at high levels, which have not yet been fully amortized according to the accounting periods. This was compounded by the slowdown in revenue from the tourism sector, which was impacted by economic factors and shifting consumer behaviors. Nevertheless, applying the Company's efficient cost management model in conjunction with the asset base and transportation networks of the new business groups will be a positive factor in continuously improving the Group's gross profit capability in the future.

Other Income

The Company's other income in the separate financial statements for 2025 and 2024 amounted to 3.1 million Baht and 4.5 million Baht, respectively. The primary cause was the decrease in interest income, following the downward trend of deposit interest rates in the money market, which is an uncontrollable external factor. Nevertheless, such changes had only a minor impact on the overall operating results, as the Company continues to prioritize the management of liquidity and excess cash to achieve maximum benefit under an economic environment characterized by interest rate volatility.

In 2025, the Group reported total other income of 9.5 million Baht. Key components included interest income of 1.2 million Baht and, most significantly, the recognition of a gain from the sale of investments in an associate amounting to 5.9 million Baht. This reflects the efficiency of the Group's investment portfolio management in generating favorable returns and enhancing financial liquidity for the Group amidst the current challenges of the money market conditions.

Selling Expenses

The Company's selling expenses in the separate financial statements for 2025 and 2024 amounted to 3.5 million Baht and 3.8 million Baht, respectively. The primary factor was the efficient management of the employee benefit structure within the sales department to better align with actual work volumes. Meanwhile, commission expenses increased in line with sales growth in the B2C business segment, which offers attractive profit margins. This adjustment in expense proportions reflects the success in converting a portion of fixed costs into variable costs to create incentives for driving sales toward strategic targets and maintaining overall profitability.

In 2025, the Group reported total selling expenses of 5.4 million Baht. In addition to including the Company's selling expenses as mentioned above, this figure was also impacted by the recognition of administrative expenses from the new business groups that were consolidated during the year.

Administrative Expenses

In 2025, the Company's administrative expenses in the separate financial statements amounted to 81.8 million Baht, an increase of 16.5 million Baht or 25.2 percent compared to the previous year. The increase in administrative expenses in 2025 was due to one-off transaction expenses related to the acquisition of the FT Group and CPC Group, totaling 19 million Baht. Excluding these items, preliminary data shows that administrative expenses from normal operations have improved.

In 2025, the Group reported total administrative expenses of 118.9 million Baht. In addition to including the Company's administrative expenses as mentioned above, this figure was also impacted by the recognition of administrative expenses from the new business groups that were recently consolidated during the year. Nevertheless, the Group continues to focus on integrating resources within the Group to reduce redundant expenses and elevate cost management efficiency to be even stronger in the future.

Finance Costs

The Company's finance costs in the separate financial statements for 2025 and 2024 amounted to 6.7 million Baht and 6.0 million Baht, respectively. This represents an increase of 0.7 million Baht or 11 percent compared to the same accounting period of the previous year. The increase was primarily due to interest expenses on promissory notes that the Company borrowed for use as working capital in its operations.

In 2025, the Group reported total finance costs of 17.7 million Baht. The significant increase compared to the separate financial statements was a result of consolidating the operating results of the acquired business groups. Specifically, the First Transport Company Limited Group (FT Group) carries loans from financial institutions for its business operations amounting to approximately 546 million Baht, which contributed an additional 10 million Baht in finance costs to the consolidated financial statements. Nevertheless, the Group continues to prioritize managing its financial structure and interest costs at an appropriate level to maintain a balance between business expansion and the preservation of the Group's strong financial liquidity in the long term.

Share of Losses from Associate Accounted for using the Equity Method

The Group reported a share of loss from an associate accounted for using the equity method for 2025 and 2024 in the amount of 4.2 million Baht and 1.8 million Baht, respectively. This was due to the Company's investment in an associate, Walton Electronic Technology (Thailand) Co., Ltd. ("Walton"), toward the end of 2024, as per the investment details previously disclosed to shareholders on March 24, 2025. Subsequently, in December 2025, the Company sold its investment in Walton and recognized a gain on sale of investment in the consolidated financial statements amounting to 5.9 million Baht.

Income Tax Expenses

In 2025, the Group and the Company reported income tax expenses of 1.7 million Baht and 1.9 million Baht, respectively. For the current year, the Company has no current income tax liability to be paid due to the continued utilization of tax benefits from tax loss carryforwards not exceeding 5 years. However, the income tax expenses of 1.6 million Baht shown in the consolidated financial statements and 1.9 million Baht in the separate financial statements are deferred tax expense items. These arise from changes in temporary differences between the carrying amounts and the tax bases of assets and liabilities. The Group and the Company remain committed to a tax benefit management approach that maximizes efficiency in accordance with the provisions of the law.

EBITDA

EBITDA	Consolidated	Equity	Separate	Separate	Separate	
	Dec 31, 2025	Dec 31, 2024	Dec 31, 2025	Dec 31, 2024	Increase/(Decrease)	
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	%
Cash flows information						
Depreciation of property, plant and equipment	81,143	25,077	24,178	25,077	(899)	-3.6%
Depreciation of right-of-use assets	38,119	17,982	17,781	17,982	(201)	-1.1%
Amortisation of intangible assets	252	583	289	583	(294)	-50.4%
(Reversal of) expected credit losses	3,020	799	(1,276)	799	(2,075)	-259.7%
Profit (loss) from operating activities	(55,730)	12,449	(2,424)	12,449	(14,873)	-119.5%
EBITDA (TFRS9)	66,804	56,890	38,548	35,745	2,803	7.8%
EBITDA (CASH)	28,685	38,908	20,767	17,763	3,004	16.9%

In 2025, the Company reported EBITDA (TFRS 9) in its separate financial statements of 38.55 million Baht, an increase of 2.80 million Baht or 7.8 percent from 35.75 million Baht in the previous year. The primary positive factor originated from improved operating profits following the cost management strategies and high-margin customer selection as analyzed above, even as the Company recognized a lower expected credit loss compared to the previous year. Furthermore, when considering EBITDA (CASH) for the separate financial statements, the amount stood at 20.77 million Baht, representing an increase of 16.9 percent compared to the prior year, reflecting a more efficient capability in generating operating cash flow.

In 2025, the Group reported a consolidated EBITDA (TFRS 9) of 66.80 million Baht. The increase compared to the separate financial statements resulted from the consolidation of operating results from the new business groups during the year. However, the overall consolidated financial picture remains pressured by a high level of fixed expenses, particularly depreciation of property, plant, and equipment totaling 81.14 million Baht, and depreciation of right-of-use assets amounting to 38.12 million Baht. Most of these items represent the fixed cost burden of the First Transport Company Limited Group (FT Group) from the vehicle fleet invested in during 2019 with a total value of approximately 1,300 million Baht, which has not yet been fully depreciated. Combined with finance costs from business expansion of approximately 10 million Baht, this resulted in a loss from operating activities in the consolidated financial statements of 55.73 million Baht.

In 2025, although the overall Group performance showed an accounting net loss, an examination from a cash flow perspective reveals that the Group maintains a strong financial position and possesses genuine operating profitability, as shown in the following comparison table:

FY2025 Financial Items	Amount (Million Baht)	Category
Earnings Before Interest, Tax, Depreciation and Amortization (EBITDA)	66.8	Cash (Cash Flow Item)
Depreciation & Amortization	(119.3)	Accounting (Non-cash Item)
Finance Cost	(17.7)	Cash/Accounting
Net Loss	(79.4)	
Operating Cash Flow	+53.9	Actual Net Cash Received

Nevertheless, the Group remains confident in its potential, viewing the high level of depreciation as an accounting factor that will gradually decrease until fully amortized in 2029. This will become a key factor in exponentially increasing profitability and cash flow generation for the Group in the future, alongside strategic synergy to share centralized resources for maximum cost-effectiveness moving forward.

Net Loss for the Year

In 2025, the Company reported a net loss in its separate financial statements of 11.0 million Baht, a decrease compared to the previous year which reported a net profit of 4.8 million Baht. The primary cause was the slowdown of revenue in the B2B segment, following the strategic customer base restructuring to focus on service quality and sustainable profitability instead of price competition alone. This was compounded by the recognition of one-off transaction expenses, specifically advisory fees for the investment in new business groups during the year. However, when considering the overall operating performance, it is found that the Company has continuously improved its efficiency in managing normal operating costs.

In 2025, the Group reported a consolidated net loss of 79.4 million Baht. In addition to the factors concerning the Company mentioned above, a major cause was the initial recognition of operating results from the new business groups acquired in September 2025, which coincided with the off-peak travel season (Low Season) for the passenger transport business. This directly impacted the revenue of the said business groups, which declined in line with market conditions, while the cost structure remained predominantly fixed—particularly the accounting depreciation burden of vehicles, which cannot be reduced in proportion to the revenue decline during such periods. This was further impacted by finance costs arising from business expansion. Nevertheless, as the peak travel season approaches and the accounting depreciation burden gradually decreases in the future, coupled with the business synergy within the Group, these factors will drive the overall operating performance back toward robust growth in accordance with the established targets.

3. Financial Position

3.1 Assets

Assets	Consolidated	Equity	Separate	Separate	Separate	
	Dec 31, 2025	Dec 31, 2024	Dec 31, 2025	Dec 31, 2024	Increase/(Decrease)	
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	%
Current assets						
Cash and cash equivalents	102,791	243,275	69,256	243,275	(174,019)	-71.5%
Trade and other current receivables	200,107	45,536	32,736	45,536	(12,800)	-28.1%
Current contract assets	46,941	31,728	27,579	31,728	(4,149)	-13.1%
Short-term loans to related parties	2,550	-	120,000	-	120,000	100.0%
Inventories	20,829	-	-	-	-	-
Other current assets	1,737	109	202	109	93	85.3%
Total current assets	374,955	320,648	249,773	320,648	(70,875)	-22.1%
Non-current assets						
Bank deposits – pledged as collateral	5,242	1,879	1,902	1,879	23	1.2%
Investments in Associates	-	43,210	-	45,000	(45,000)	-100.0%
Investments in Subsidiaries	-	-	1,144,685	-	1,144,685	100.0%
Property, plant and equipment	1,084,575	478,616	461,820	478,616	(16,796)	-3.5%
Right-of-use assets	157,073	48,026	50,809	48,026	2,783	5.8%
Intangible assets	5,279	3,668	3,400	3,668	(268)	-7.3%
Deferred tax assets	1,133,476	-	-	-	-	0.0%
Goodwill	2,894	4,561	2,609	4,561	(1,952)	-42.8%
Deposits and guarantees	24,498	82,521	1,984	82,521	(80,537)	-97.6%
Other non-current receivables	25,203	12,798	8,247	12,798	(4,551)	-35.6%
Other non-current assets	-	1,100	-	1,100	(1,100)	-100.0%
Total non-current assets	2,438,240	676,379	1,675,456	678,169	997,287	147.1%
Total assets	2,813,195	997,027	1,925,229	998,817	926,412	92.8%

As of December 31, 2025, the Group reported total assets of 2,813.2 million Baht, while the Company reported total assets of 1,925.2 million Baht, an increase of 926.4 million Baht or 92.8 percent from the previous year.

Significant changes occurred in the following items:

- **Cash and Cash Equivalents:** As of the end of 2025, the consolidated financial statements reported 102.79 million Baht, and the separate financial statements reported 69.3 million Baht, representing a decrease from 2024. The primary factor was cash flow used in investing activities for the payment of investments in the FT Group and CPC Group (net of cash acquired) totaling 748.5 million Baht. However, the Group received net cash proceeds from total capital increases of 591.7 million Baht and from the sale of investments in an associate totaling approximately 45.0 million Baht to maintain sufficient excess liquidity for operations.
- **Trade and Other Current Receivables:** The consolidated financial statements reported 200.1 million Baht, a significant increase from the new business groups. Most receivables originated from the FT Group (accounting for 68 percent), which primarily consists of travel agents, and the CPC Group, which has credit terms under long-term service contracts.
- **Investment in Subsidiaries:** In the separate financial statements, this amounted to 1,144.7 million Baht, an increase of 100 percent from the investment in FT Group totaling 779.8 million Baht and CPC Group totaling 362.4 million Baht, in order to expand the scope of transportation services to be more comprehensive.
- **Property, Plant, and Equipment:** As of December 31, 2025, the Group had total property, plant, and equipment of 1,084.6 million Baht, an increase from the inclusion of the subsidiaries' vehicle values (FT Group and CPC Group). A preliminary valuation adjustment of 97.2 million Baht was recorded based on the best estimate. As the fair value assessment process is not yet complete, the Group has complied with Thai Financial Reporting Standard No. 3 (TFRS 3) by recognizing "Provisional Amounts" and will complete the valuation within the "Measurement Period," not exceeding one year from the acquisition date, to accurately adjust the items to reflect facts at the acquisition date.
- **Cost of Unallocated Asset Groups:** The consolidated financial statements reported 1,133.5 million Baht, representing the difference between the fair value of the consideration transferred and the best estimate of the identifiable assets acquired and liabilities assumed (FT Group: 740.9 million Baht and CPC Group: 392.6 million Baht). Currently, the fair value measurement process is being finalized to ensure correct accounting records in accordance with TFRS 3: Business Combinations within a period not exceeding one year from the acquisition date.

- Right-of-Use Assets (ROU):** The consolidated financial statements reported 157.07 million Baht, an increase from the FT Group and CPC Group, which primarily consists of lease agreements for areas and vehicles used in operations to reduce costs and increase efficiency in accessing customer service areas, such as the Lat Krabang zone and various strategic shuttle bus parking points. Procuring parking spaces in close proximity to customer service areas is a key strategy to reduce fuel costs from "dead miles" between the company and service points, which directly contributes to the maximum efficiency of the Group's total cost management.

3.2 Liabilities

Liability	Consolidated	Equity	Separate	Separate	Separate	
	Dec 31, 2025	Dec 31, 2024	Dec 31, 2025	Dec 31, 2024	Increase/(Decrease)	
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	%
Current liabilities						
Bank overdrafts and short-term loans from financial institution	51,797	31,694	31,739	31,694	45	0.1%
Trade and other current payables	181,420	47,653	40,436	47,653	(7,217)	-15.1%
Current Contract Liabilities	9,056	-	-	-	-	-
Short-term loan from related parties	53,160	-	-	-	-	-
Current portion of long-term loans	158,055	17,102	15,020	17,102	(2,082)	-12.2%
Current portion of lease liabilities	107,118	18,390	17,292	18,390	(1,098)	-6.0%
Income tax payable	482	-	-	-	-	-
Provisions	1,643	-	143	-	143	100.0%
Other current liabilities	-	-	-	-	-	0.0%
Total current liabilities	562,731	114,839	104,630	114,839	(10,209)	-15.1%
Non-current liabilities						
Long-term loans from financial institution	425,168	33,442	19,840	33,442	(13,602)	-40.7%
Lease liabilities	63,492	18,192	25,834	18,192	7,642	42.0%
Non-current provision for employee benefits obligation	32,376	2,758	3,477	2,758	719	26.1%
Deferred tax liabilities	19,134	-	-	-	-	-
Other non-current liabilities	11,721	9,664	8,400	9,664	(1,264)	
Total non-current liabilities	551,891	64,056	57,551	64,056	(6,505)	-10.2%
Total liabilities	1,114,622	178,895	162,181	178,895	(16,714)	-9.3%

As of December 31, 2025, the Group reported total liabilities of 1,114.6 million Baht, primarily due to the consolidation of liabilities from the new business groups acquired during the year. Meanwhile, the Company reported total liabilities of 162.2 million Baht, a decrease of 16.7 million Baht or 9.3 percent from the previous year. Significant changes occurred as follows:

- **Trade and Other Payables:** The consolidated financial statements reported 181.4 million Baht. The primary factor was the consolidation of liabilities from the CPC Group, which consists mostly of trade payables for which the Group received appropriate repayment terms from suppliers. Such management helps increase the efficiency of Cash Cycle management and maintains appropriate excess liquidity for the Group in accordance with the operational plan. Additionally, at the end of 2025, the CPC Group recorded a temporary increase in short-term vehicle rental expenses of 20.0 million Baht to support the operation of a new project while awaiting the delivery of new vehicles according to the procurement plan. This reflects the flexibility in fleet management to promptly respond to customer needs and allows the Group to begin recognizing revenue from the new project on schedule.
- **Long-term Loans from Financial Institutions:** The consolidated financial statements reported a total balance of 583.2 million Baht (including the portion due within one year), a significant increase resulting from the consolidation of a subsidiary's debt. Most of this debt stems from specific debt restructuring during the COVID-19 pandemic, where the subsidiary negotiated with financial institutions to defer or extend the principal repayment period while paying only interest. Consequently, when consolidating the financial statements, long-term loans from financial institutions increased significantly compared to the end of 2024 (pre-acquisition).
- **Lease Liabilities:** The consolidated financial statements reported 170.6 million Baht (including the portion due within one year), which increased in line with the recognition of Right-of-Use Assets (ROU) from the FT Group and CPC Group related to vehicle and operational area lease agreements.
- **Deferred Tax Liabilities (DTL):** The consolidated financial statements reported a balance of 19.13 million Baht, an item arising from the recognition of temporary differences between the tax base and the carrying amount of identifiable assets at the acquisition date. This is strictly an accounting entry recognized in accordance with Financial Reporting Standards and has no impact on the net cash flow or the current financial liquidity of the Group.

3.3 Shareholders' Equity

Shareholders' equity	Consolidated	Equity	Separate	Separate	Separate	
	Dec 31, 2025	Dec 31, 2024	Dec 31, 2025	Dec 31, 2024	Increase/(Decrease)	
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	%
Issued and paid-up share capital	984,230	262,000	984,230	262,000	722,230	275.7%
Warrants	125,211	-	125,211	-	125,211	100.0%
Premium on share capital	601,318	494,718	601,318	494,718	106,600	21.5%
Legal reserve	15,750	15,500	15,750	15,500	250	1.6%
Unappropriated	(30,758)	45,915	36,538	47,705	(11,167)	-23.4%
Equity attributable to owners						
of the parent	1,695,751	818,133	1,763,047	819,923	943,124	115.0%
Non-controlling interests	2,822	-	-	-	-	0.0%
Total shareholders' equity	1,698,573	818,133	1,763,047	819,923	943,124	115.0%

As of December 31, 2025, the Group reported total shareholders' equity of 1,698.6 million Baht, while the Company reported total shareholders' equity of 1,763.1 million Baht, an increase of 943.1 million Baht or 115.3 percent from the previous year. Significant changes occurred as follows:

- **Increase in Registered Capital and Share Premium:** The Company experienced an increase in equity from the issuance and offering of new ordinary shares during the year. This included a Rights Offering (RO) to existing shareholders, a Private Placement (PP), and the exercise of warrants (Warrants), totaling net proceeds from the capital increase of approximately 591.7 million Baht. Furthermore, the Company recorded a share premium, which arose from the difference between the exercise price of the capital increase being higher than the par value of the Company's shares.
- **Warrants:** The Company proceeded with the issuance of warrants to purchase the Company's ordinary shares for both the TPL-W1 and TPL-W2 series. These items were measured and recognized at fair value in accordance with the relevant Financial Reporting Standards.

4. Cash Flow Statement

Cash flow Statement	Consolidated	Equity	Separate	Separate	Separate	
	Dec 31, 2025	Dec 31, 2024	Dec 31, 2025	Dec 31, 2024	Increase/(Decrease)	
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	%
Cash flows from operating activities	53,900	43,943	49,640	43,943	5,697	13.0%
Cash flows from investing activities	(529,505)	(119,422)	(657,633)	(119,422)	(538,211)	450.7%
Cash flows from financing activities	335,120	(58,055)	433,974	(58,055)	492,029	-847.5%
Total cash flow - Net	(140,485)	(133,534)	(174,019)	(133,534)	(40,485)	30.3%

In 2025, the Group reported a net decrease in cash and cash equivalents of 140.5 million Baht in the consolidated financial statements and a decrease of 174.0 million Baht in the separate financial statements. Regarding cash flow from operating activities, the Group had net cash provided by operations of 53.9 million Baht in the consolidated financial statements and 49.6 million Baht in the separate financial statements. A key factor supporting the positive cash flow status was the refund of a land deposit amounting to 80.0 million Baht, coupled with the add-back of non-cash expense items, particularly depreciation and amortization totaling over 119.5 million Baht.

For cash flow from investing activities, the Group had net cash used in investing activities totaling 529.5 million Baht in the consolidated financial statements and 657.6 million Baht in the separate financial statements. The primary cause was the net cash outflow for the investment in subsidiaries within the FT Group and CPC Group, totaling 748.5 million Baht in the consolidated financial statements (net of cash acquired from subsidiaries) and 782.3 million Baht in the separate financial statements. Nevertheless, the Group received cash inflows from the disposal of investments in an associate amounting to 45.0 million Baht and the sale of non-current assets held for sale totaling 90.8 million Baht, in order to adjust the Group's investment portfolio for greater efficiency.

In terms of cash flow from financing activities, the Group had net cash provided by financing activities of 335.1 million Baht in the consolidated financial statements and 434.0 million Baht in the separate financial statements. The significant item serving as the primary mechanism for driving the capital base was the net proceeds from the issuance of ordinary shares through a Rights Offering (RO), a Private Placement (PP), and the exercise of warrants (Warrant), totaling 591.7 million Baht. These funds were utilized to support business expansion activities through mergers and acquisitions in accordance with the strategic plan set during the year.

From the aforementioned information, it is evident that although the Group reported an accounting net loss in 2025, the capability to generate cash flow from operating activities (Operating Cash Flow) remained robustly positive at 53.9 million Baht. This reflects that the majority of the loss consists of accounting items that do not impact cash flow, specifically the depreciation and amortization arising from the expansion of the vehicle fleet.

5. Working Capital

Working Capital	Consolidated	Equity	Separate	Separate	Separate	
	Dec 31, 2025	Dec 31, 2024	Dec 31, 2025	Dec 31, 2024	Increase/(Decrease)	
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	%
Current assets	374,955	320,648	249,773	320,648	(70,875)	-22.1%
Current liabilities	(562,731)	(114,839)	(104,630)	(114,839)	10,209	-8.9%
Working Capital	(187,776)	205,809	145,143	205,809	(60,666)	-29.5%

As of December 31, 2025, the Company had working capital according to the separate financial statements of 145.1 million Baht, representing a decrease from 205.8 million Baht at the end of 2024. The primary cause was the utilization of cash flow received from the Initial Public Offering (IPO) to pay for investments in subsidiaries to support the Group's strategic business expansion plan. Nevertheless, the Company has continuously maintained excess liquidity at a level that is sufficient and appropriate for its normal operations.

The Group reported total current assets of 374.9 million Baht and total current liabilities of 562.7 million Baht, resulting in a temporary negative working capital of 187.8 million Baht. A key issue arose from the consolidation of the current liability structures of the new subsidiaries (FT Group and CPC Group) into the consolidated financial statements, coupled with the reclassification of long-term loans from financial institutions that are due within one year, totaling 158.06 million Baht. This primarily originated from the FT Group, where most of the debt relates to investments in vehicle fleet assets to generate revenue in the new business segments.

In this regard, the Group has implemented proactive liquidity management through the increase of registered capital (Private Placement and Warrants), receiving total net proceeds of approximately 591.7 million Baht during the year. These funds have already been utilized to strengthen cash flow and settle liabilities arising from operations as well as liabilities incurred from business acquisitions. Consequently, the Group is well-prepared to drive the business forward and possesses sufficient circulating cash flow to support new projects and the expansion of the tourism industry in 2026 with stability.

6. Debt-to-Equity Ratio

Debt-to-Equity Ratio	Consolidated	Equity	Separate	Separate	Separate	
	Dec 31, 2025	Dec 31, 2024	Dec 31, 2025	Dec 31, 2024	Increase/(Decrease)	
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	%
Total liabilities	1,114,622	178,895	162,181	178,895	(16,714)	-9.3%
Total shareholders' equity	1,698,573	818,133	1,763,047	819,923	943,124	115.0%
Debt to Equity Ratio (times)	0.66	0.22	0.09	0.22	-0.13	-57.8%

As of December 31, 2025, the Company's Debt-to-Equity (D/E) ratio according to the separate financial statements stood at 0.09 times, a significant decrease compared to the end of 2024, which was at 0.22 times. The primary factor contributing to this decrease was the strengthening of the capital base through the issuance and offering of new ordinary shares in various forms, including the Rights Offering (RO) to existing shareholders, the Private Placement (PP), and the exercise of warrants (Warrants). These actions resulted in shareholders' equity growth of 115.3 percent, while the total liabilities in the separate financial statements adjusted downward due to consistent scheduled loan repayments.

For the consolidated financial statements, the Group reported a Debt-to-Equity ratio of 0.66 times. Although this figure is higher than the separate financial statements, due to the consolidation of liabilities from the new business groups (FT Group and CPC Group) acquired during the year, particularly loans from financial institutions used for vehicle procurement, the ratio remains at a low and safe level. This reflects a balanced financial structure and the capability to effectively secure funding sources to support the Group's future expansion.

7. Business Risks

The Group and the Company face several risks that may impact business operations and financial performance. The primary risks include:

7.1 Risk from Competition

Currently, the domestic economy is experiencing a continuous slowdown, coupled with the expansion of multinational logistics groups. This has resulted in high price competition to secure major customer groups with strong financial standing. The Company, therefore, focuses on a value-added service strategy by highlighting its strengths in quality and delivery precision, while expanding its service scope to include assembly and installation alongside transportation in a single transaction. This aims to create maximum satisfaction for end-customers and generate incremental revenue that is difficult to compete with through price alone.

7.2 Risk of Over-Reliance on Major Customers

The Company operates its transportation services with a small number of major customers who contribute a significant proportion of revenue. The Group recognizes this risk and has implemented a systematic management approach by requiring the sales department to analyze and determine appropriate price structures so that the Company maintains attractive profit margins while remaining competitive with other operators in the market. This approach enables the Company to present efficient operational plans to new customer groups to reduce the dependency on existing clients. Furthermore, the acquisition of the FT Group and CPC Group in late 2025 serves as a strategic milestone that helps diversify revenue structure risks into the tourism industry and various industrial estate factory groups. This is coupled with the expansion of "installation-plus-transport" services, which is a key factor in attracting new target segments. The integration of both business base expansion and service value enhancement not only mitigates the risk of depending on a few major customers but also strengthens the revenue base and sustainably increases the Group's profitability.

7.3 Risk from Fuel/Energy Costs

Diesel fuel costs are a significant variable affecting the Group's gross profit. From 2025 to early 2026, energy price conditions have been more volatile than in 2024 due to geopolitical pressures, including situations in the Red Sea, the Middle East, and tensions in Venezuela, which directly impact global crude oil and ex-refinery prices. Although the government has a policy to peg retail oil prices through the Oil Fuel Fund, the burden of excise taxes and adjustments in import costs continue to create uncertainty for delivery costs. The Company manages this risk through a Fuel Surcharge mechanism based on actual costs to maintain profitability, alongside an aggressive post-merger strategy (Synergy) by allocating subsidiary parking hubs as close to customer service areas as possible to reduce "Dead Miles" and effectively lower fuel consumption per operational cycle. This helps the Group maintain liquidity and financial stability amidst the global energy price crisis.

7.4 Risk from Government's Minimum Wage Increase

Minimum wage adjustment policies directly impact labor costs in the transportation sector. The Company manages this by utilizing outsourced units to handle high work volumes during festivals or e-commerce promotions temporarily, while developing the skills of daily-wage workers to become specialized permanent employees who receive compensation higher than the minimum wage. This increases operational efficiency and creates personnel stability for the organization. In terms of future business development, the Company focuses on training programs such as "Professional Handling" to enhance specialized skills in managing large-scale and sensitive goods. This approach not only improves operational efficiency and reduces damage rates but also builds personnel stability and prepares the Company to expand its customer base into segments requiring high service standards, thereby creating a competitive advantage and sustainably increasing organizational profitability.

8. Future Business Development Plan

In 2025, the Company successfully expanded its business base through the merger of non-scheduled passenger transport business groups (First Group and Chalernmpat Group), which is a key factor in significantly driving the growth of transportation revenue. This also creates opportunities for further growth through related businesses, such as maintenance services and Global Positioning Systems (GPS). Although the second half of the year was impacted by seasonal factors in the tourism industry—resulting in revenue being insufficient to cover high fixed costs, primarily depreciation of a large vehicle fleet—the Group has accelerated its strategic plan to increase profitability. This focuses on creating "Group Synergy" by bringing the fleet into the main maintenance center in the Lat Krabang zone to control quality and costs, while increasing asset utilization by expanding the customer base into industrial factory groups and preparing for the recovery of the tourism sector in the next season. This includes integrating GPS technology to elevate safety standards and service precision to expand market share in the long term.

8.1 Utilizing Inter-Group Companies

Currently, the Group has begun integrating infrastructure in a concrete manner by bringing the main operational vehicle fleet into the maintenance centers of the Group's subsidiaries. This approach yields significant benefits in controlling quality standards according to Group requirements and reduces repair downtime, allowing vehicles to return to service for customers more quickly. Furthermore, internal maintenance cost management enables the Company to control expenses appropriately compared to external providers while keeping net cash flow circulation within the Group. This serves as a vital strategy for creating added value and strengthening the financial position of the Group as a whole sustainably.

9. Business Direction and Outlook for 2026

For 2026, the Group is committed to elevating its performance toward sustainable growth by driving an aggressive strategy to create investment value through the first full-year recognition of revenue and profit from the FT and CPC Groups. A stable customer base in industrial estates and the tourism sector will significantly enhance revenue stability and gross profit margins. Concurrently, the Company focuses on increasing Asset Utilization, particularly for the passenger transport vehicle fleet, by expanding long-term contract bases to reduce seasonal impacts and offset accounting depreciation burdens. This is paired with Fleet Management Integration under a unified standard for maximum cost-effectiveness per trip and cost efficiency through a Shared Services Model to reduce administrative redundancy, specifically the Maintenance Hub to lower long-term operating costs sustainably.

The Company respectfully submits this information for acknowledgement.

Best regards.

Sincerely,

Thai Parcel Company Limited (Public)

(Ms. Nawaporn Songsri)

Vice President of Accounting and Finance Department