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February 25, 2026

Subject: Management discussion and analysis the operating results for the year 2025.

To: The President
The Stock Exchange of Thailand

Overview of Business Operations, Economic Climate, and Industry Conditions Affecting Performance

The recent economic slowdown has impacted consumer purchasing power, while buying behaviors continue to evolve with a greater emphasis on value, speed, and accessibility. Consequently, industry competition has intensified. Under these circumstances, the Company has consistently refined its strategies and restructured its operations. Our focus remains on optimizing distribution channels, reducing or terminating non-profitable segments, and streamlining internal management processes to enhance agility, reduce costs, and strengthen competitiveness. Simultaneously, the Company prioritizes the systematic development of online channels alongside boosting sales in existing ones. This involves improving sales and marketing operations, inventory management, and customer service to elevate operational efficiency and generate higher-quality revenue. Furthermore, we focus on building strategic business alliances to expand commercial opportunities, broaden our customer base, and enhance our ability to reach target audiences effectively, ensuring long-term growth. The Company also places great importance on risk management and maintaining adequate liquidity to navigate economic volatility and support future sustainable growth.

Furthermore, the Company is committed to establishing strategic business alliances to broaden commercial opportunities, expand our customer base, and enhance our capacity to deliver products and services to a wider target audience, ultimately fostering long-term business growth. In addition, the Company prioritizes risk management and maintaining optimal liquidity levels to mitigate economic volatility and ensure sustainable growth in the future.

Summary of key events and developments

The Company established Edutransformer Group Co., Ltd., a wholly-owned subsidiary (100% ownership) with a registered capital of Baht 1.00 million, to operate in the education business, educational media, and training services.

The Group invested Baht 31.25 million to acquire a 100% stake in the paid-up capital of Capital Group Asset Management Co., Ltd. This investment aims to operate a distressed asset management business for financial institutions, thereby creating new revenue opportunities and diversifying the Group's income streams.

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The Company established Wichaya Osot Co., Ltd., a wholly-owned subsidiary (100% ownership) with a registered capital of Baht 1.00 million, to distribute dietary supplements and herbal products. This initiative enhances product diversity and supports future revenue expansion.

The Company divested its entire 100% investment in TVD Broadcast Co., Ltd. and Master Channel Co., Ltd. for a combined total value of Baht 91.50 million.

The Company divested its 100% stake in TV Direct Co., Ltd. for a total consideration of Baht 1.00 million. This transaction included the sale of X-Presso (Thai) Co., Ltd., which was an indirect subsidiary 100% owned by TV Direct Co., Ltd.

Following the aforementioned restructuring, the Group transitioned its "Core Company" (main revenue base) from TV Direct Co., Ltd. to TVD Broker Co., Ltd. This shift focuses on high-profitability revenue channels, while streamlining the organization by downsizing or eliminating non-profitable segments to improve operational efficiency and strengthen long-term business potential.

TVD Holdings Public Company Limited ("the Company") and its subsidiaries ("the Group") would like to clarify the operating results and financial position for the year 2025 ended at December 31, 2025 as per the consolidated financial statement reviewed by the Certified Auditor as follows.

Analysis of operating results

(Unit: Million Baht)	FOR THE YEAR ENDED DECEMBER 31,				Change	
	2025	%	2024	%	Amount	%
Revenues from sales and services	912.11	100.00	1,353.88	100.00	(441.77)	(32.63)
Cost of goods sold and services	(442.54)	(48.52)	(636.01)	(46.98)	193.46	(30.42)
Gross profit	**469.56**	**51.48**	**717.87**	**53.02**	**(248.31)**	**(34.59)**
Other income	4.78	0.52	20.10	1.48	(15.32)	(76.23)
Profit before expenses	**474.34**	**52.00**	**737.97**	**54.51**	**(263.63)**	**(35.72)**
Media cost	(235.96)	(25.87)	(314.99)	(23.27)	79.03	(25.09)
Distribution costs	(178.93)	(19.62)	(288.06)	(21.28)	109.13	(37.89)
Administrative expenses	(119.55)	(13.11)	(105.46)	(7.79)	(14.08)	13.35
Reversal of Expected Credit Loss	(162.26)	(17.79)	6.33	0.47	(168.59)	(2,661.51)
Impairment Loss on Assets	(6.89)	(0.76)	-	-	(6.89)	-
Profit (loss) from sales of investments	221.19	24.25	18.90	1.40	202.29	1,070.04
Gain on fair value adjustment of investment property	59.52	6.53	-	-	59.52	-
Finance costs	(21.97)	(2.41)	(20.98)	(1.55)	(0.99)	4.72
Income tax income (expense)	(11.75)	(1.29)	(11.46)	(0.85)	(0.28)	2.47
Profit (loss) for the year	**17.77**	**1.95**	**22.25**	**1.64**	**(4.49)**	**(20.17)**
Shareholders of the parent company	17.77	1.95	22.13	1.63	(4.36)	(19.71)
Non-controlling interests	-	-	0.13	0.01	(0.13)	(100.00)

Revenues from sales and services

The Group's revenue from sales and services in 2025 amounted to Baht 912.11 million, a decrease of Baht 441.77 million or 32.63% from the previous year. This decline was primarily driven by the restructuring of non-profitable distribution channels, which led to a reduction in overall product sales, coupled with intensified market competition. Consequently, gross profit decreased to Baht 469.56 million, compared to Baht 717.87 million in the previous year.

1. Cost of goods sold and services and Gross profit

   The Group's cost of sales and services for 2025 was Baht 442.54 million, a decrease of Baht 193.46 million or 30.42% from the previous year. The gross profit margin (GPM) was 51.48%, compared to 53.02% in the prior year. This slight decline in the gross profit margin was primarily due to a lower sales mix of high-margin products.

2. Media cost

   The Group's advertising media costs for 2025 amounted to Baht 235.96 million, a decrease of Baht 79.03 million or 25.09% from the previous year. This reduction was primarily attributed to the restructuring of distribution channels and the decommissioning of non-profitable broadcasting channels.

3. Distribution costs

   The Group's distribution costs for 2025 amounted to Baht 178.93 million, a decrease of Baht 109.13 million or 37.89% from the previous year. This significant reduction was primarily driven by the restructuring of distribution channels, focusing on more efficient and lower-cost platforms. Key initiatives included increasing the proportion of online channels and optimizing resource management and logistics costs.

4. Administrative and Other Expenses

   The Group's administrative expenses for 2025 amounted to Baht 119.55 million, an increase of Baht 14.08 million or 13.35% compared to the same period last year. This increase was primarily due to several one-time gains recognized in 2024, which resulted in a lower expense base for that year. These included: a gain from the reversal of long-outstanding accounts payable of Baht 10.45 million, a reversal of provisions for early retirement benefits of Baht 5.87 million, a reversal of investment reserves of Baht 4.00 million, a reversal of allowance for inventory obsolescence of Baht 14.42 million.

In 2025, the Group recognized an allowance for expected credit losses (ECL) totaling Baht 162.26 million and an impairment loss on assets of Baht 6.89 million. These were offset by a gain on disposal of investments amounting to Baht 221.19 million and a gain from the fair value adjustment of investment properties totaling Baht 59.52 million.

In 2024, the Group recorded several one-time expenses resulting from its operational restructuring. These included an allowance for expected credit losses of Baht 5.66 million, stemming from unpaid Cash on Delivery (COD) balances from a logistics service provider and other receivables deemed uncollectible.

5. Finance costs

The Group's finance costs for 2025 amounted to Baht 21.97 million, an increase of Baht 0.99 million or 4.72% compared to the same period last year.

6. Net Profit (loss)

The Group reported a net profit attributable to owners of the parent for 2025 of Baht 17.77 million, a decrease of Baht 4.36 million or 20.17% year-on-year.

Analysis of financial position

The significant movements in assets, liabilities and shareholders' equity as at December 31, 2025 when compared with the balance as at December 31, 2024 were as follows:

(Unit: Million Baht)	AS AT DECEMBER 31,		AS AT DECEMBER 31,		Change	
	2025	%	2024	%	Amount	%
Current assets	419.99	38.90	221.94	14.70	198.05	89.24
Non-current assets	659.60	61.10	1,287.34	85.30	(627.74)	(48.76)
Total assets	**1,079.59**	**100.00**	**1,509.27**	**100.00**	**(429.69)**	**(28.47)**
Current liabilities	362.18	33.55	648.74	42.98	(286.56)	(44.17)
Non-current liabilities	35.92	3.33	183.31	12.15	(147.39)	(80.40)
Total liabilities	**398.10**	**36.87**	**832.05**	**55.13**	**(433.95)**	**(52.15)**
Total attributable to company's shareholders	681.49	63.13	660.51	43.76	20.98	3.18
Non-controlling interests	-	-	16.71	1.11	(16.71)	(100.00)
Total shareholders' equity	681.49	63.13	677.22	44.87	4.27	0.63
Total liabilities and shareholders' equity	**1,079.59**	**100.00**	**1,509.27**	**100.00**	**(412.97)**	**(27.67)**

Current assets

- **Cash and cash equivalents**: As at December 31, 2025, the balance was Baht 26.11 million, a decrease of Baht 1.68 million, resulting from the Group's capital management, as follows:

Net cash provided by operating activities	17.42	Million Baht
Net cash used in investing activities	9.02	Million Baht
Net cash provided by financing activities	(35.90)	Million Baht
Net increase in cash and cash equivalents	(9.46)	Million Baht
Net cash transter from sale of subsidiaries.	7.78	Million Baht
Net increase in cash during the period	(1.68)	Million Baht

- **Trade receivables and other current receivables:** As of December 31, 2025, the balance stood at Baht 77.08 million, representing a decrease of Baht 16.64 million. The details are as follows:
  1. Trade Receivables: Baht 9.22 million. The majority of these are customers under Cash on Delivery (COD) terms.
  2. Receivables from Disposal of Investments: Baht 62.64 million.
  3. Other Current Receivables: Baht 5.22 million, consisting of accrued interest income, accrued income, receivables from the Revenue Department, and prepaid expenses.

- **Other Current Financial Assets:** As of December 31, 2025, the balance stood at Baht 278.62 million. The Group invested in financial assets that offer consistent returns and high liquidity to effectively manage its cash position.

- **Inventories:** As of December 31, 2025, the balance stood at Baht 6.57 million, representing a decrease of Baht 8.01 million. This decline was due to the Group’s strategy to shorten the inventory holding period in order to achieve a higher inventory turnover rate and reduce warehousing and carrying costs.

Non-current assets

- **Long-term Loans:** As of December 31, 2025, the balance stood at Baht 159.68 million, a decrease of Baht 274.92 million. This was due to repayments received during the period and the reclassification of certain portions to other current financial assets.
- **Investment Properties:** As of December 31, 2025, the balance stood at Baht 197.93 million. This increase was driven by a reclassification from Property, Plant, and Equipment amounting to Baht 138.41 million, and a gain from fair value appraisal totaling Baht 59.52 million.

- **Property, Plant, and Equipment (PPE):** As of December 31, 2025, the balance stood at Baht 148.22 million, representing a net decrease of Baht 158.35 million. The changes during the period included: an increase of Baht 4.70 million from additional investments, a decrease from the disposal of unused assets (net) of Baht 4.55 million, depreciation of Baht 12.45 million, an impairment loss on assets of Baht 4.32 million, a decrease of Baht 3.32 million due to the divestment of subsidiaries, a reclassification to investment properties of Baht 138.41 million.
- **Intangible Assets:** As of December 31, 2025, the balance stood at Baht 27.88 million, a decrease of Baht 33.91 million. The movement during the period consisted of: additional purchases of Baht 2.75 million, acquisitions through business combinations of Baht 33.36 million, a decrease from the disposal of subsidiaries of (Baht 62.38 million), amortization of (Baht 3.87 million), an allowance for impairment during the period of (Baht 3.77 million).

Current liabilities

- **Bank Overdrafts and Short-term Borrowings from Financial Institutions:** As of December 31, 2025, the balance stood at Baht 134.82 million, a decrease of Baht 34.69 million due to loan repayments.
- **Trade and Other Current Payables:** As of December 31, 2025, the balance stood at Baht 141.93 million, representing a decrease of Baht 236.08 million. This decline was primarily due to the divestment of subsidiaries.
- **Lease Liabilities:** As of December 31, 2025, total lease liabilities amounted to Baht 22.18 million (consisting of a current portion of Baht 6.77 million and a non-current portion of Baht 15.41 million). The overall balance decreased by Baht 232.52 million, with key movements during the period as follows: an increase of Baht 44.27 million from new airtime lease agreements, an increase of Baht 7.32 million from interest expenses, a decrease of Baht 66.05 million from lease payments, a decrease of Baht 155.14 million from contract cancellations, a decrease of Baht 62.93 million from the derecognition of liabilities following the divestment of subsidiaries.
- **Provisions for Employee Benefits:** As of December 31, 2025, the balance was Baht 13.67 million, a decrease of Baht 6.48 million compared to the previous year. This reduction resulted from workforce downsizing to align with current business conditions and market competition.

Shareholder's equity

As of December 31, 2025, the equity attributable to owners of the parent amounted to Baht 681.49 million, representing an increase of Baht 4.27 million. The movements were as follows:

- Total Comprehensive Income (Loss): Baht 14.61 million for the year 2025.

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- Non-controlling Interests of Subsidiaries: A decrease of Baht 16.71 million resulting from the disposal of investment in TVD Broadcast Co., Ltd.
- Advance Receipts for Share Warrants: Baht 6.37 million.

Please be informed accordingly.

Yours faithfully,

(Ms. Jiraporn Pinijnorachai)

Acting of Chief Financial Officer