

28 February 2025

Subject : Management Discussion and Analysis for the operating results of 2024

Attention : The President

The Stock Exchange of Thailand

PP Prime Public Company Limited would like to deliver the explanation and analysis of the management for the operating results of 2024 as follows:

Performance overview

PP Prime Public Company Limited and its subsidiary Statement of comprehensive income (Unit: Million Baht)	2024		2023		Change increase (decrease)	Percentage
Revenue from sales	725.39	100%	1,304.38	100%	(578.99)	(44%)
Cost of sales	(708.59)	(98%)	(1,255.41)	(96%)	(546.82)	(44%)
Gross profit	16.80	2%	48.97	4%	(32.17)	(66%)
Other incomes	26.16	4%	19.49	1%	6.67	34%
Selling expenses	(16.74)	(2%)	(68.66)	(5%)	(51.92)	(76%)
Administrative expenses	(126.62)	(17%)	(142.04)	(11%)	(15.42)	(11%)
Expected credit loss	(3.06)	(0.4%)	(14.97)	(1%)	(11.91)	(80%)
Gain on disposals of assets	47.45	7%	1.17	0.1%	46.28	3,956%
Loss on impairment of assets	(78.61)	(11%)	-	-	78.61	100%
Other gain (loss), net	(77.62)	(11%)	(55.46)	(4%)	22.16	40%
Finance costs	(6.67)	(1%)	(12.90)	(1%)	(6.23)	(48%)
Loss before income tax	(218.91)	(30%)	(224.40)	(17%)	(5.49)	(2%)
Income tax	(5.68)	(1%)	(27.09)	(2%)	(21.41)	(79%)
Loss for the year	(224.59)	(31%)	(251.49)	(19%)	(26.90)	(11%)

In 2024, PP Prime Public Company Limited (“the Company”) and its subsidiaries had revenue structure in 2024 changed due to a higher proportion of pet food production, which has a lower gross profit than aquatic feed. As a result, total sales of Baht 752.39 million, comprising of aquatic feed business and pet food business was Baht 149.39 million and Baht 576 million, respectively, which accounted for 21% and 79% of total revenue from sales, respectively. Revenue from sales was decreased by 44 % compared to the previous year.

In 2024, the Company and its subsidiaries had a total net loss of Baht 224.59 million, decrease of Baht 27 million and gross profit is about 16.80 million baht, with a gross profit margin of 2% of revenue, decreased from the last year, which had a gross profit margin of 4%.

Based on the above statement, the primary cause was the loss from the exchange rate of the subsidiary, which emerged mostly from the Yen depreciated and loss on modification of loan agreement for 81 million baht. If deducting the loss from the exchange rate and non-cash items, such as depreciation, allowance of debt, allowance of inventory, impairment on assets, expenses in the subsidiary company in Japan and legal severance pay, totaling 232 million baht, the Company would have a net profit of 7 million baht.

Explanation and analysis of financial status and operating results for 2024

1. Operating results

1.1 Revenue

Aquatic business selling

In 2024, the firm earned revenue from the aquatic animal food business of 149.39 million baht, a decrease of 81.13 percent compared to the previous year since shrimp farming in Thailand is still facing problems with shrimp diseases, climate change, production costs, and farmers' lack of working capital, causing many shrimp farmers to revoke shrimp farming. This led to a decrease in sales revenue compared to the previous year.

Pet Food Business

The company earned revenue from the pet food business of 576.00 million baht, an increase of approximately 63.30 percent compared to the previous year since pet food continues to be popular due to the increasing demand of pet owners. According to the National Food Institute in 2024, pet food expanded by 30.5% and is still expanding, leading to more purchase orders and increased sales revenue compared to the previous year.

1.2 Other incomes

Other incomes in 2024 was Baht 26.16 million with an increase of Baht 6.67 million, compared to the previous year, accounting for 34%. Most of it came from interest income from loans to external parties and the debts in subsidiaries that have no forthcoming obligations to be paid

1.3 Cost of Sales

In 2024, the Company had a total cost of sales of Baht 708.59 million with the decrease of 44% , compared to the previous year. This is in accordance with the decreased revenue from sales (the cost of aquaculture feed of Baht 160.39 million with the decrease of 78%, compared to the previous year and the cost of pet food of Baht 547.40 million with the increase of 11%, compared to the previous year.)

The company's main cost of sales comes from raw materials for the production of about 78% and 74% of aquatic animal food and pet food, respectively. The raw material price per unit of aquatic animal food increase of 1% from the previous year, and the raw material price per unit of pet food decrease of 16% from the previous year.

1.4 Selling expenses

Selling expenses in 2024 was Baht 16.74 million with decrease of Baht 51.92 million or 76%, compared to the previous year. The company has a policy to control excessive costs and reduce the employees, Therefore, sales expenses decreased as described earlier.

1.5 Administrative expenses

Management expenses in 2024 was Baht 126.62 million with decrease of Baht 15.42 million or 11%, compared to the previous year. The company has a policy to control excessive costs. , In the first half of the year, the company had average administrative expenses of 40 million baht per quarter, but in the second half of the year, the company had average administrative expense of 23 million Baht per quarter.

1.6 Expected credit loss

Expected credit loss in 2024 were Baht 3.06 million, decrease of Baht 11.91 million or 80% compared to the previous year. In 2024, the company has a policy to accelerate the collection of long-standing debts for a large amount of debt, resulting in a decrease in expected credit losses from the previous year.

1.7 Gain on disposals of property, plant and equipment

Profit on disposals of property, plant and equipment in 2024 was Baht 47.45 million, an increase of Baht 46.28 million or 3,956% compared to the previous year. Due to disposal on power plant in subsidiary's company

1.8 Loss on impairment of assets

Loss on impairment in 2024 was Baht 78.61 million, an increase in total amount compared to the previous year. Assets that have an indefinite useful life are tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired. Assets that are subject to amortization are reviewed for impairment whenever there is an indication of impairment in significant decrease in the expected profits generating from the underlying assets, these affect to the recoverable amounts of the property, plant and equipment lower than the carry amount.

1.7 Finance costs

Financial cost in 2024 was Baht 6.67 million with decrease of Baht 6.23 million or 48%, compared to the previous year. The reason for the decreased in finance costs was mainly from repayment of loans from financial institutions and payment of debentures due in year 2024.

1.8 Net loss

In 2024, the Company and its subsidiaries experienced a net loss of Baht 224.59 million or a net loss of Baht 0.328 per share.

2. Financial status

2.1 Asset

As of 31 December 2024, the Company and its subsidiaries owned total assets of Baht 796.77 million with a decrease from 31 December 2023, of Baht 337.65 million or 30%, mainly due to decrease in trade and other current receivables of Baht 157.55 million since the company has a policy to accelerate the payment of finished goods and decrease in property, plant and equipment of Baht 91.83 million from disposal on power plant in subsidiary company and depreciation.

2.2 Liabilities

As of 31 December 2024, the Company and its subsidiaries owned total liabilities of Baht 339.87 million with a decrease from 31 December 2023, of Baht 256.19 million, or 43%, Due to the sale of the power plant, the deposit received from the power plant sales agreement decreased from the previous year in the amount of Baht 95.87 million. This includes the payment of long-term loans from financial institutions by 81.72 million baht and the debentures due on 8 May 2024, by 33.99 million baht.

The ratio of debt to equity as of 31 December 2024, and 31 December 2023, was 0.74 times and 1.11 times, respectively.

2.3 Equity

As of 31 December 2024, the Company and its subsidiaries held shareholders' equity of Baht 456.90 million with decrease from 31 December 2023, of Baht 81.46 million or 15%. It is mostly due to the operation performance for the nine-month period, which had a net loss of 224.59 million baht, but during the year, ordinary shares issuance by 43.07 million baht and currency translation differences of Baht 97.61 million, leading to a net decrease in shareholders' equity as described earlier.

Liquidity

In 2024, the Company and its subsidiaries owned a net cash flow used in operating activities of Baht 44.75 million, cash flows generated from investing activities of Baht 11.77 million, cash flows used in financing activities of Baht 55.39 million, and the impact from exchange rates increased by Baht 80.37 million. Therefore, the Company's cash and cash equivalents increased by Baht 8.10 million. As of 31 December 2024, the Company and its subsidiaries held cash and cash equivalents at the end of Baht 5.03 million.

Other

Advance payment for construction of geothermal power plants

The advanced payment is a deposit for land to build geothermal power plants. Sumo Power Company Limited, a subsidiary of the Company, paid a deposit of JPY 103 million for land to construct two power plants to two private companies.

Then, Sumo Power Company Limited entered a land transfer agreement for a plot of land located in Beppu, Oita, Japan with the first private company. The first private company transferred the plot of land to the second private company. However, the first private company was obligated to transfer this plot of land to Sumo Power Company Limited. The total asset transfer price was JPY 300 million. Sumo Power Company Limited has already paid the private company JPY 50 million.

On 26 May 2020, Sumo Power Company Limited took legal action against the second company regarding the transfer of ownership of the land and a claim for JPY 1 million in damages from the first company.

On 5 September 2022, the Company assigned the lawyer to withdraw the case and on 14 September 2022, the court judged that the Company's claims were dismissed. Therefore, the case is finalised and completed.

Advanced payment for hot spring rights

The advanced payment is a deposit for the royalties from four units of hot spring from the construction of geothermal power plants project, worth JPY 120 million. S-Power Company Limited and Otomeyama Energy Co., Ltd., the subsidiaries, paid the deposit in June 2016.

Advance payment for Riverside Project

The advanced payment is a deposit of JPY 210 million, for a joint venture in a mixed-use real estate project under the Riverside Tower Project ("Riverside Project") in Da Nang, Vietnam. The Company will invest in the amount not exceeding JPY 3,100 million, as part of a joint investment in the project. The Company would have the right to sell and receive all returns from the sale of the project's condominium units, which accounted for at least 50% of the project's total residential area. The Company would be guaranteed a minimum investment return of 6% per year of unsold condominium units. The Company would pay the rest of the investment when the conditions specified in the investment contract were met. However, if the conditions weren't completely fulfilled within the specified period, the Company would have the right to request the deposit be paid back in full.

On 2 July 2018, the Company entered a memorandum of understanding with the joint investment company's shareholders. The shareholders agreed to transfer all their shares to the Company at its par value (JPY 10 million) as collateral for the Company's JPY 210 million deposit payment. The Company has already paid JPY 10 million for the shares used as collateral.

On 30 July 2019, the Company issued a letter to cancel the investment and requested for the deposit to be refunded in full. This is due to the delay in the development of the project and the higher cost of developing such a project.

In November 2019 and May 2020, the Company received JPY 171 million and JPY 5 million of the deposit, respectively, as a refund with JPY 44 million remaining. The Company was in the process of collecting the rest of the money and consider would continue to take legal action.

Advanced payment for wind power plant

The advanced payment is for investment in the construction of seven units of wind power plants in Japan, with a total value of JPY 247 million. In 2017, the Group's subsidiary paid the advance payment of JPY 232 million to Aura Green Energy Co., Ltd. (a Japanese juristic person joint venture with PPSN Co., Ltd.). The seven wind power plants were in operation and have made sales revenue since 2017.

In December 2019, the Company assigned its legal advisor to send a notice to Aura Green Energy Co., Ltd. regarding the transfer of ownership in the wind power plants but Aura Green Energy Co., Ltd. opposed that the power plants had been handed over to the subsidiary, which doesn't match the facts. As at 30 May 2022, the Company filed Aura Green Energy Co., Ltd., the contracting party, to hand over the power plants and any electricity charges received earlier to the Group's subsidiary.

Subsequently, on 24 October 2022, Aura Green Energy Co., Ltd. filed a counter argument by referring to a memorandum of understanding dated 25 June 2022 which specified that PPSN Co., Ltd. does not have any claims against Aura Green Energy Co., Ltd. and will withdraw the lawsuit. However, the Company's legal advisor gave the opinion to file a counter argument for the validity of the memorandum of understanding. Currently, it is in the process of examination of evidence relating to the memorandum of understanding. Currently, it is in the process of examination of evidence relating to the memorandum of understanding.

On 12 May 2023, the court considered the evidence of PPSN Co., Ltd. relating to the payments for the construction of wind power plants to Aura Green Energy Co., Ltd. Currently, it is in the process of examination of evidence relating to the payments. The court scheduled for the next hearing on 21 December 2023.

On 30 April 2024, the court considered the evidence of PPSN Co., Ltd. relating to the payments for the construction of wind power plants to Aura Green Energy Co., Ltd. again. Currently, it is in the process of examination of evidence relating to the payments. The court scheduled for the next hearing on 3 June 2024.

On 17 June 2024, the court requested PPSN Co., Ltd. and Aura Green Energy Co., Ltd. to submit additional documents relating to the payments and delivering of the power plant.

On 7 August 2024, the court considered the additional submitted documents and Aura Green Energy Co., Ltd. withdrew the argument relating to the memorandum of understanding. Also, the court designated the hearing for witness examination on 10 October 2024. The court scheduled for the next final hearing on 6 March 2025.

Short-term loan from and loan to Aulux Power Co., Ltd.

Loan from Aulux Power Co., Ltd. amount of THB 0.22 million, which related company bear interest at the rate of 3 percent p.a. and has maturity on January 2020. The company will not make a new contract and in the future this will be offset with loan to related company.

Loan to Aulux Power Co., Ltd. amount of THB 55.07 million, which related company bear interest at the rate of 3 percent p.a. and has maturity in 2020 - 2021. When the company has better liquidity, the company will continue to follow up by using legal counsel.

The Group's management has assessed the expected credit loss of short-term borrowings by considering the ability to pay the debt of those related parties. As a result, the Company has a risk for uncollectible borrowings in the total amount. Therefore, the loss allowance for short-term borrowings were recognized in the financial statements.

Advance received from sales contract of geothermal power plants

On 21 June 2018, the Company entered a preliminary agreement on the sale of 15 geothermal power plants, which are commercially operated. The total purchase price was approximately JPY 4,800 million and was paid to Relocation House Corporation (Relocation Group), a company established under Japanese law (the buyer). The Company considered disposing the power plant projects by either selling shares in the Company's subsidiary who owned the power plant projects or disposing of the assets of the power plant projects. The Company received a deposit of JPY 200 million. According to a preliminary agreement (Memorandum of Understanding), the buyer (Relocation Group), was required to pay the remaining amount of JPY 4,600 million by February 2019.

Subsequently, in February 2019, Relocation Group transferred its rights and obligations under the preliminary agreement to Beppu Forest Power Co., Ltd. (BF Power), who shared directors with the asset seller subsidiary until 30 June 2019, and PPSN Co., Ltd. (PPSN), a subsidiary. BF Power entered a contract to purchase 15 power plant projects ("Power Plant Project") (Contract No. 1) on 25 February 2019. It was agreed that BF Power would pay a deposit of JPY 400 million and transfer 25% of BF Power's shares to PPSN on 15 March 2019. PPSN would transfer ownership of four power plants (part of the 15 plants above) to BF Power within 15 days of completing the payment.

On 5 April 2019, PPSN entered a contract to sell four power plants (Contract No. 2) to BF Power at a total price of JPY 800 million. This involved JPY 400 million to be paid within two weeks of the contract date and another JPY 400 million to be paid within one year of the contract date. PPSN has already received the deposit of JPY 400 million. The Group received a total deposit of JPY 600 million, represented as deposit received, and the transfer must be approved by the Board of Directors. The memorandum stated that BF Power has the right to terminate the contract if the transfer wasn't approved by the Board of Directors. The contract was created for four parties: BF Power, PPSN, Lena Power Station No.1 LLC (LENA) and the Company. BF Power and PPSN were the only party to sign the contract. The Company's legal advisor gave the following opinions on the second contract as follows .:

1. If LENA could prove that it didn't authorise PPSN to sign the contract on its behalf, LENA wouldn't be bound to the contract.
2. If the Company could prove that it didn't authorise PPSN to sign the contract on its behalf, the Company wouldn't be bound to the contract.

The second former director at that time confirmed he didn't sign the contract, but the first former director signed it on his behalf. The legal advisor in Japan advised that this is a matter of true intention of entering a contract, according to Japanese law. If it conflicted with the intention of a signatory, this contract would be void. If it could be proven that the second former director didn't sign this contract, but the first former director signed it, this contract wouldn't be binding for PPSN.

In December 2019, the Company sent a notice requesting BF Power to pay the remaining amount of JPY 4,200 million to the Company by 31 January 2020. If BF Power failed to pay the rest of the money, the Company would exercise their right to terminate the contract and confiscate the deposit of JPY 600 million. The Company confirmed that they would sell the power plants at JPY 320 million each and didn't accept the contract that BF Power made later to buy the four power plants at JPY 200 million each.

During January 2020, PPSN and LENA were notified by the electricity buyers of subsidiaries in the electricity generating group totaling four power plants that the electricity charges paid to the subsidiaries for the period of January 2020 onwards has been placed at the Oita Legal Affairs Bureau, which currently has money deposited in the amount of JPY 11,383,944 and JPY 16,599,528.

On 18 June 2020, PPSN received a letter from BF Power referring to the second contract dated 5 April 2019 by BF Power to cancel the purchase of two power plants owned by LENA, a subsidiary of the Company. On 17 July 2020, PPSN received "a summons to report on the date of the first verbal statement and a request letter for a response letter" from BF Power. It demanded that PPSN should pay BF Power JPY 40,540,542 plus 3% of accrued interest per year, starting from 2 May 2020 until the payment was completed, and the cost of litigation. However, "the summons to report on the date of the first verbal statement and a request letter for a response letter" required PPSN to submit the testimony on 27 August 2020.

On 6 August 2020, PPSN received two copies of an order for a temporary seizure of assets from the Tokyo District Court in Japan. The orders are summarised below.

1. According to order no. 1 for the temporary seizure of assets, the court ordered the temporary seizure of two of PPSN's plots of land where one power plant is located (power plant unit B). BF Power was required to place a guarantee of JPY 300,000. If PPSN could pay a security deposit of JPY 1,404,131, PPSN could request to suspend or withdraw the order.
2. According to order No. 2 on the temporary seizure of assets, the court ordered the temporary suspension of revenue from the sale of electricity generated by power plant unit B from 17 July 2020 to 16 July 2021. It also required BF Power to pay a guarantee of JPY 7.90 million. If PPSN could pay a security deposit of JPY 39,433,306, PPSN could request to suspend or withdraw the order.

In response, the Company assigned a lawyer to the case to file a petition to counter the two orders.

On 8 June 2021, an offset of debt and expenses of JPY 40.5 million was added with the next hearing date scheduled on 26 July 2021, which BF Power didn't file a counter argument as it was in the process of settlement negotiations. The next hearing date was scheduled on 20 January 2022.

During 2023 and 2024, the Company is still in the process of settlement negotiation with BF Power for the sale of a power plant of PPSN. However, the conditions and obligation of the mentioned purchase have been continuously presented in the next court hearings and still could not be finalised.

On 10 January 2024, The Company presented the conditions and obligation of the mentioned sale agreement to BF Power for consideration. BF Power proposed to change some conditions. The settlement agreement was signed by both parties on 29 February 2024. The subsidiary has transferred power plants to BF Power in the exchange of deposit amounting to JPY 400 million, equivalent to Baht 95.88 million, that received from BF Power on 11 April 2019. According to conditions in the agreement, the Company transferred power plant at total selling price of JPY 363.64 million, equivalent to Baht 87.16 million and net book value of JPY 185.11 million, equivalent to Baht 44.37 million. As a result, the Group recognised gain on disposals of the assets of JPY 178.53 million, equivalent to Baht 42.79 million in the consolidated statements of comprehensive income during the period. The electricity charges which the electricity buyers of subsidiaries placed at the Oita Legal Affairs Bureau belong to BF Power and LENA in the amount of JPY 11,383,944 and JPY 16,599,528, respectively. The subsidiary also complied with other conditions specified in the agreement already. Consequently, BF Power has withdrawn the lawsuit relating to the power plant sale contract with the subsidiary. As a result, the dispute between the subsidiary and the buyer in the geothermal power plant sale contract in Japan finalised.

Yours sincerely,

PP Prime Public Company Limited

(Mr. Romsai Tandakoseya)

Director / Chief Executive Officer

Corporate Secretary Office

Tel. 093-810-0361