

Agile Assets Company Limited
Report and Financial Statements
31 December 2023

EY Office Limited

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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Agile Assets Company Limited

Opinion

I have audited the accompanying financial statements of Agile Assets Company Limited (the Company), which comprise the statement of financial position as at 31 December 2023, and the related statement of profit or loss and statement of changes in shareholders' equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Agile Assets Company Limited as at 31 December 2023, and its financial performance for the year then ended in accordance with Thai Financial Reporting Standards for Non-Publicly Accountable Entities.

Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of my report. I am independent of the Company in accordance with the Code of Ethics for Professional Accountants issued by the Federation of Accounting Professions as relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Thai Financial Reporting Standards for Non-Publicly Accountable Entities, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Thai Standards on Auditing will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate,

they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Thai Standards on Auditing, I exercise professional judgement and maintain professional scepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

I communicate with management regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I am responsible for the audit resulting in this independent auditor's report.

Chutiwan Chansawangphuvana

Certified Public Accountant (Thailand) No. 8265

EY Office Limited

Bangkok: 30 April 2024

Agile Assets Company Limited
Statement of Financial Position
As at 31 December 2023

		(Unit: Baht)	
	Note	2023	2022
Assets			
Current assets			
Cash and cash equivalents	6	27,762,699	5,959,347
Trade receivables	7	180,102	409,675
Net hire-purchase receivables - due within one year	8	61,423,104	39,771,514
Loan receivables	9	14,497,026	-
Other receivables	10	399,591	639,458
Inventories	11	841,320	868,320
Other current assets	12	2,838,200	3,068,587
Total current assets		107,942,042	50,716,901
Non-current assets			
Net hire-purchase receivables - due over one year	8	57,638,129	63,113,103
Net furniture and equipment	13	892,522	1,130,640
Intangible assets - work in progress		2,114,000	-
Other non-current assets		146,691	92,825
Total non-current assets		60,791,342	64,336,568
Total assets		168,733,384	115,053,469

The accompanying notes are an integral part of the financial statements.

Agile Assets Company Limited
Statement of Financial Position (continued)
As at 31 December 2023

		(Unit: Baht)	
	Note	2023	2022
Liabilities and shareholders' equity			
Current liabilities			
Trade and other payables	14	7,971,771	3,362,532
Long-term borrowings from financial institutions - due within one year	15	6,347,459	-
Other long-term borrowings - due within one year	16	27,058,972	40,388,136
Other current liabilities	17	8,820,431	8,272,538
Total current liabilities		50,198,633	52,023,206
Non-current liabilities			
Long-term borrowings from financial institutions - due over one year	15	53,202,010	-
Other long-term borrowings - due over one year	16	-	7,547,741
Provision for long-term employee benefits	18	621,124	770,222
Other non-current liabilities	19	5,343,533	5,925,728
Total non-current liabilities		59,166,667	14,243,691
Total liabilities		109,365,300	66,266,897

The accompanying notes are an integral part of the financial statements.

Agile Assets Company Limited
Statement of Financial Position (continued)
As at 31 December 2023

		(Unit: Baht)	
	Note	2023	2022
Shareholders' equity			
Share capital	20		
Registered			
6,400,000 ordinary shares of Baht 10 each			
(2022: 5,400,000 ordinary shares of Baht 10 each)		64,000,000	54,000,000
Issued and fully paid up			
6,400,000 ordinary shares of Baht 10 each			
(2022: 5,400,000 ordinary shares of Baht 10 each)		64,000,000	54,000,000
Retained earnings (deficit)			
Unappropriated		(4,631,916)	(5,213,428)
Total shareholders' equity		59,368,084	48,786,572
Total liabilities and shareholders' equity		168,733,384	115,053,469

The accompanying notes are an integral part of the financial statements.

Directors

These financial statements were approved by the Shareholders' Meeting No. 1/2024 held on 30 April 2024.

Agile Assets Company Limited
Statement of Profit or Loss
For the year ended 31 December 2023

		(Unit: Baht)	
	Note	2023	2022
Revenues			
Revenues from sale of goods and rendering of services		920,968	5,336,509
Interest income from hire-purchase contracts		14,151,127	11,218,836
Interest income from loan receivables		485,923	-
Other income		907,780	373,325
Total revenues		16,465,798	16,928,670
Expenses			
Cost of sales and services		501,138	9,081,092
Selling and administrative expenses		10,340,004	10,587,696
Bad debts and doubtful debts		2,576,958	407,073
Total expenses		13,418,100	20,075,861
Profit (loss) before finance costs and income tax expenses		3,047,698	(3,147,191)
Finance costs		(2,466,186)	(1,273,140)
Profit (loss) before income tax expenses		581,512	(4,420,331)
Income tax expenses	21	-	-
Profit (loss) for the year		581,512	(4,420,331)

The accompanying notes are an integral part of the financial statements.

Agile Assets Company Limited
Statement of Changes in Shareholders' Equity
For the year ended 31 December 2023

(Unit: Baht)

	Note	Issued and paid-up capital	Retained earnings - unappropriated	Total
Balance as at 1 January 2022		54,000,000	(793,097)	53,206,903
Loss for the year		-	(4,420,331)	(4,420,331)
Balance as at 31 December 2022		54,000,000	(5,213,428)	48,786,572
Balance as at 1 January 2023		54,000,000	(5,213,428)	48,786,572
Increase in ordinary share capital (Note 20)		10,000,000	-	10,000,000
Profit for the year		-	581,512	581,512
Balance as at 31 December 2023		64,000,000	(4,631,916)	59,368,084

The accompanying notes are an integral part of the financial statements.

Agile Assets Company Limited
Notes to the Financial Statements
For the year ended 31 December 2023

1. General information

Agile Assets Company Limited ("the Company") was registered under the Civil and Commercial Code as a limited company on 15 June 2015, with registration number 0115558012195. Its registered office is located at 20 Moo 1, Sukhumvit Road, Bang Muang Mai Subdistrict, Mueang Samut Prakan District, Samut Prakan Province.

The Company operates in Thailand, with its principal business being the provision of financial services in the form of hire-purchase financing of assets and secured lending.

2. Basis for the preparation of financial statements

These financial statements have been prepared in accordance with the Thai Financial Reporting Standards for Non-Publicly Accountable Entities issued by the Federation of Accounting Professions, with the presentation of items in the financial statements complying with the requirements set out in the notification of the Department of Business Development issued under the Accounting Act B.E. 2543.

These financial statements have been prepared under the historical cost convention except where otherwise disclosed in the accounting policies.

3. New financial reporting standards

During the year, the Company adopted the revised Financial Reporting Standards for Non-Publicly Accountable Entities, which are effective for financial statements for accounting periods beginning on or after 1 January 2023. The revised financial reporting standards have been amended to enhance their completeness and to add options for accounting practices, while maintaining ease of application.

The adoption of these revised financial reporting standards does not have any significant impact on the Company's financial statements.

4. Significant accounting policies

4.1 Revenue and expense recognition

Revenues from sale of goods and rendering of services

Revenue from sale of goods is recognised when the Company has transferred the significant risks and rewards of ownership of the goods to the buyer. Revenue from sale of goods is presented at the invoice value, excluding value added tax, for goods delivered after deducting discounts.

Revenue from rendering of services is recognised upon completion of the services, taking into consideration the stage of completion of the work.

Interest income

The Company recognises interest income from hire-purchase contracts and from loan receivables on an accrual basis using the effective interest rate method over the term of the contracts. Interest income is recognised on the due date of each installment, whether or not payment is received. The Company ceases to recognise interest income when receivables are overdue by more than 6 installments.

Finance costs

Interest expenses and other expenses incurred in obtaining financing are recognised on an accrual basis using the effective interest rate method, except in cases where they are recorded as part of the cost of

assets due to such assets requiring a substantial period of time to acquire, construct, or produce before being available for use or sale.

Upfront fees and direct costs from hire-purchase transactions

The Company recognises upfront fees and direct costs incurred at the inception of hire-purchase transactions by allocation and recognition using the effective interest rate method, presented as a deduction from hire-purchase interest income over the term of the contracts.

Unearned hire-purchase interest is presented net of upfront fees and direct costs at the inception of the hire-purchase.

4.2 Cash and cash equivalents

Cash and cash equivalents consist of cash on hand and bank deposits on call, which are not subject to withdrawal restrictions.

4.3 Receivables and allowance for doubtful accounts

a) Trade receivables and other receivables

Trade receivables and other receivables are stated at the net realisable value, comprising the invoice value net of allowance for doubtful accounts (if any).

b) Loan receivables

Loan receivables are stated at the outstanding balance net of allowance for doubtful accounts (if any).

c) Hire-purchase receivables

Hire-purchase receivables are stated at the amount of the receivable, less unearned hire-purchase interest and allowance for doubtful accounts. Unearned hire-purchase interest is presented net of upfront fees and direct costs. The portion of hire-purchase receivables due within one year is presented under "Current assets" in the statement of financial position.

The Company records an allowance for doubtful accounts based on an estimate of losses that may arise from the collection of receivables. The Company generally makes this determination based on historical collection experience and analysis of debtor aging and/or debt maturity in the past. Additions to (reductions in) the allowance for doubtful accounts are recorded as expenses during the year.

Receivables are written off from the accounts as bad debts upon completion of the procedures set out in the Revenue Code.

4.4 Inventories

Inventories are valued at the lower of cost or net realisable value. The cost of inventories is calculated using the weighted average method.

4.5 Furniture and equipment and depreciation

Furniture and equipment are stated at cost less accumulated depreciation and impairment (if any).

Depreciation of furniture and equipment is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

Tools and factory equipment	5 years
Office equipment and appliances	3 - 5 years
Office furniture	5 years

The Company records depreciation as part of the calculation of operating results.

4.6 Intangible assets

Intangible assets are stated at cost less accumulated amortisation and allowance for impairment (if any). No amortisation is charged for intangible assets which are under development and installation.

4.7 Provisions

The Company recognises provisions in the accounts when there is a present obligation as a result of past events, when it is probable that an outflow of economic resources will be required to settle the obligation, and when a reliable estimate can be made of the amount of the obligation.

For the long-term employee benefits programme, the Company has an obligation for termination benefits payable to employees upon retirement under labour law. The Company records long-term employee benefits based on the estimation of liabilities using the best estimate of the payments required to settle the obligation as at the end of the reporting period.

4.8 Income tax

The Company records income tax at the amount expected to be paid to the taxation authorities of the government, based on taxable profit determined in accordance with the criteria set out in the tax legislation.

4.9 Foreign currencies

Transactions in foreign currencies during the year are translated into Baht at the exchange rate ruling on the date of the transactions.

Assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling on the reporting date.

Gains and losses on exchange rate translation are included in determining operating results.

5. Use of accounting estimates

In preparing financial statements in conformity with financial reporting standards, in certain situations management may be required to use estimates and assumptions, which affect the amounts reported in the financial statements and the notes thereto. Actual results could differ from these estimates.

6. Cash and cash equivalents

	<i>(Unit: Baht)</i>	
	2023	2022
Cash on hand	-	1,000
Bank deposits		
- Savings deposits	468,731	158,505
- Current deposits	27,293,968	5,799,842
Total	27,762,699	5,959,347

As at 31 December 2023, savings deposits carried interest at rates between 0.15% and 0.60% per annum (2022: 0.15% to 0.35% per annum).

7. Trade receivables

As at 31 December 2023 and 2022, the balances of trade receivables classified by aging are as follows:

	(Unit: Baht)	
	2023	2022
Aging of overdue receivables		
Not yet due	121,801	96,389
Overdue:		
1 - 3 months	33,077	225,332
4 - 6 months	15,768	26,964
6 - 12 months	9,456	60,990
Total trade receivables, net	180,102	409,675

8. Net hire-purchase receivables

	(Unit: Baht)		
	2023		
	Portion due	Portion due	
	within one	over one year	Total
	year(1)		
Hire-purchase receivables(1)	72,477,038	76,310,282	148,787,320
Less: Unearned hire-purchase interest	(8,069,903)	(18,672,153)	(26,742,056)
Present value of minimum contract payments receivable	64,407,135	57,638,129	122,045,264
Less: Allowance for doubtful accounts	(2,984,031)	-	(2,984,031)
Total hire-purchase receivables, net	61,423,104	57,638,129	119,061,233

(1) Hire-purchase receivables — portion due within one year include receivables that are overdue over 6 months and under legal proceedings.

	(Unit: Baht)		
	2022		
	Portion due	Portion due	
	within one	over one year	Total
	year(1)		
Hire-purchase receivables(1)	52,205,420	76,587,059	128,792,479
Less: Unearned hire-purchase interest	(12,026,833)	(13,473,956)	(25,500,789)
Present value of minimum contract payments receivable	40,178,587	63,113,103	103,291,690
Less: Allowance for doubtful accounts	(407,073)	-	(407,073)
Total hire-purchase receivables, net	39,771,514	63,113,103	102,884,617

(1) Hire-purchase receivables — portion due within one year include receivables that are overdue over 6 months and under legal proceedings.

As at 31 December 2023 and 2022, hire-purchase receivables (net of unearned hire-purchase interest) classified by aging, counted from the date the contract payments become due, are as follows:

(Unit: Baht)

	2023	2022
Aging of overdue receivables		
Not yet due	108,408,317	98,227,706
Overdue:		
1 - 3 months	5,148,956	2,006,291
4 - 6 months	3,950,723	2,407,429
6 - 12 months	1,553,237	243,191
Receivables under legal proceedings	2,984,031	407,073
Total	122,045,264	103,291,690
Less: Allowance for doubtful accounts	(2,984,031)	(407,073)
Total hire-purchase receivables, net	119,061,233	102,884,617

9. Loan receivables

As at 31 December 2023 and 2022, all loan receivables are denominated in Thai Baht and have contract terms within 1 year, classified by aging counted from the date the contract payments become due, as follows:

	2023	(Unit: Baht) 2022
Aging of overdue receivables		
Not yet due	7,700,000	-
Overdue:		
1 - 3 months	6,500,000	-
Total	14,200,000	-
Add: Accrued interest	512,910	-
Less: Deferred income	(215,884)	-
Total loan receivables	14,497,026	-

10. Other receivables

	2023	(Unit: Baht) 2022
Other receivables	5,819	5,819
Advances for goods	393,772	633,639
Total other receivables	399,591	639,458

11. Inventories

	2023	(Unit: Baht) 2022
Finished goods	841,320	868,320
Total	841,320	868,320

12. Other current assets

(Unit: Baht)

	2023	2022
Deferred input tax	387,173	7,551
Revenue Department receivables	2,451,027	3,061,036
Total	2,838,200	3,068,587

13. Net furniture and equipment

(Unit: Baht)

	Tools and factory equipment	Office equipment and appliances	Office furniture	Total
Cost				
1 January 2022	296,384	392,012	149,701	838,097
Additions	-	524,228	445,722	969,950
Disposals	-	(3,177)	-	(3,177)
31 December 2022	296,384	913,063	595,423	1,804,870
Additions	-	35,443	29,592	65,035
Disposals	(245,799)	-	(64,967)	(310,766)
31 December 2023	50,585	948,506	560,048	1,559,139
Accumulated depreciation				
1 January 2022	282,553	129,157	138,077	549,787
Depreciation for the year	6,364	99,883	18,388	124,635
Depreciation on disposals	-	(192)	-	(192)
31 December 2022	288,917	228,848	156,465	674,230
Depreciation for the year	3,396	205,438	94,304	303,138
Depreciation on disposals	(245,789)	-	(64,962)	(310,751)
31 December 2023	46,524	434,286	185,807	666,617
Net book value				
31 December 2022	7,467	684,215	438,958	1,130,640
31 December 2023	4,061	514,220	374,241	892,522

14. Trade and other payables

(Unit: Baht)

	2023	2022
Trade payables	4,713,056	52,035
Accrued expenses	821,893	944,572
Advance receipts	2,436,822	2,365,925
Total	7,971,771	3,362,532

15. Long-term borrowings from financial institutions

(Unit: Baht)

	2023	2022
Long-term borrowings from financial institutions	60,000,000	-

Less: Deferred loan financing costs	(450,531)	-
Long-term borrowings	59,549,469	-
Less: Portion due within one year	(6,347,459)	-
Long-term borrowings from financial institutions - due over one year	53,202,010	-

Movements in the long-term borrowings account for the years ended 31 December 2023 and 2022 are summarised below:

	<i>(Unit: Baht)</i>	
	2023	2022
Balance at beginning of year	-	4,712,421
Add: Additional borrowings during the year	60,000,000	-
Less: Loan repayments during the year	-	(4,712,421)
Balance at end of year	60,000,000	-

The Company has entered into a loan agreement with a commercial bank in the amount of Baht 60 million, with monthly principal repayments after a principal repayment grace period of 13 months from the drawdown date, and monthly interest payments at MLR per annum. The loan is secured by land held under the ownership of a shareholder and buildings held under the ownership of a related party, and is guaranteed by a director of the Company.

16. Other long-term borrowings

	<i>(Unit: Baht)</i>	
	2023	2022
Long-term borrowings from a related party(1)	22,333,333	37,333,333
Long-term borrowings from other persons	4,725,639	10,602,544
Total	27,058,972	47,935,877
Less: Portion due within one year	(27,058,972)	(40,388,136)
Other long-term borrowings - due over one year	-	7,547,741

(1) Long-term borrowings from a related party comprise a loan from a director in the amount of Baht 19 million, which is a policy loan that bears no interest and has no fixed repayment date but is repayable on demand.

Movements in the other long-term borrowings account for the years ended 31 December 2023 and 2022 are summarised below:

	<i>(Unit: Baht)</i>	
	2023	2022
Balance at beginning of year	47,935,877	-
Add: Additional borrowings during the year	-	51,000,000
Less: Loan repayments during the year	(20,876,905)	(3,064,123)
Balance at end of year	27,058,972	47,935,877

17. Other current liabilities

	<i>(Unit: Baht)</i>	
	2023	2022
Deferred output tax	8,743,217	8,146,930
Withholding tax payable	22,184	43,225

Accrued interest payable	31,504	70,683
Others	23,526	11,700
Total	8,820,431	8,272,538

18. Provision for long-term employee benefits

	(Unit: Baht)	
	2023	2022
Balance at beginning of year	770,222	434,531
Increase (decrease)	(149,098)	335,691
Balance at end of year	621,124	770,222

The Company recognises provisions for employee benefit obligations for benefits payable to employees upon retirement, based on the present obligations that are considered probable to arise and which the Company will need to pay in the future. The estimation is based on data of compensation, employee turnover rates and reasonable assumptions applied by the Company in settling the present obligation.

19. Other non-current liabilities

	(Unit: Baht)	
	2023	2022
Deposits	5,343,533	5,925,728
Total	5,343,533	5,925,728

20. Share capital

On 8 August 2023, the Annual General Meeting of Shareholders of the Company passed a resolution to increase the Company's registered share capital by Baht 10,000,000, from the previous registered capital of Baht 54,000,000 to a new registered capital of Baht 64,000,000. The Company registered the increase in its share capital with the Ministry of Commerce on 8 August 2023.

21. Income tax expenses

The Company had no corporate income tax liability for the year 2023 as the Company had tax losses carried forward from prior years.

22. Commitments and contingent liabilities

22.1 Commitments under lease and service agreements

The Company has minimum future payments required to be made under non-cancellable operating lease agreements as follows:

	(Unit: Baht)	
	2023	2022
Payable		
Within 1 year	-	22,957

22.2 Guarantees

As at 31 December 2023, the Company had outstanding bank guarantees issued by a bank on the Company's behalf, to guarantee the performance of contracts, in the amount of Baht 308,385 (2022: Baht 308,385).

23. Approval of financial statements

These financial statements were authorised for issue by the Company's authorised director on 30 April 2024.