



**Management Discussion and Analysis (“MD&A”) for operating performance
for year ended 31 December 2025
of TRC Construction Public Company Limited and Its Subsidiaries**

Operating Results of the Company and its subsidiaries (Unit: Million Baht)	Q4	Q4	Change YoY		Q3	12M	12M	Change YoY	
	2025	2024	Inc. / (Dec.)	%	2025	2025	2024	Inc. / (Dec.)	%
Construction services income and other service income	310.85	292.42	18.43	6.30%	261.63	1,027.12	1,324.78	(297.66)	(22.47%)
Cost of construction services	(323.75)	(486.56)	162.81	(33.46%)	(306.48)	(1,040.99)	(1,647.32)	606.33	(36.81%)
Gross profit (loss) for construction services income and other service income	(12.90)	(194.14)	181.24	(93.36%)	(44.85)	(13.87)	(322.54)	308.67	(95.70%)
Interest and other income	7.73	16.79	(9.06)	(53.96%)	7.51	50.05	42.65	7.40	17.35%
Administrative expenses	(59.02)	(55.48)	(3.54)	6.38%	(56.06)	(212.72)	(239.25)	26.53	(11.09%)
Expected Credit Loss	(2.07)	(92.82)	90.75	(97.77%)	3.07	(37.52)	(92.82)	55.30	100.00%
Finance cost	(18.83)	(18.07)	(0.76)	4.21%	(19.08)	(73.48)	(70.47)	(3.01)	4.27%
Share of profit (loss) from investment in joint ventures	(0.46)	(0.70)	0.24	(34.29%)	0.15	0.41	2.09	(1.68)	(80.38%)
Share of profit (loss) from investment in associate	3.52	0.65	2.87	441.54%	1.76	6.97	(3.33)	10.30	(309.31%)
Income tax income (expenses)	(0.02)	0.94	(0.96)	(102.13%)	0.53	(0.25)	0.63	(0.88)	(139.68%)
Profit (loss) attributable to equity holders of the Company	(82.05)	(342.83)	260.78	(76.07%)	(106.97)	(280.41)	(683.04)	402.63	(58.95%)
Earnings (loss) per Share (Baht)	(0.2216)	(0.3492)			(0.1567)	(0.2216)	(0.5810)		
Total revenues	318.58	309.21	9.37	3.03%	269.14	1,077.17	1,367.43	290.26	21.23%
Total expenses	(382.77)	(542.04)	159.27	(29.38%)	(362.54)	(1,253.71)	(1,886.57)	(632.86)	33.55%
Gross profit from construction services and other service	(64.19)	(232.83)	168.64	(72.43%)	(93.40)	(176.54)	(519.14)	(342.60)	65.99%
Gross profit	310.85	292.42	18.43	6.30%	261.63	1,027.12	1,324.78	(297.66)	(22.47%)
Gross profit (%)	(20.15)	(75.30)	1,799.79	(2,390.21)	(34.70)	(16.39)	(23.59)	(7.20)	30.52

The 2025 Operating Performance Summary

1. **Construction services income and other services income** was 1,027.12 million Baht, consisted of the construction services income of 1,023.62 million Baht and other services income of 3.50 million Baht, representing a decrease of 297.66 million Baht or 22.47% from last year since there were less construction projects in 2025

The construction services income and other services income contributed from the civil works of 993.15 million Baht, the piping works of 30.07 million Baht and sales and other services of 3.50 million Baht. Main income in the civil works were from the Highway No.4140 (Tha Sala – Nopphitam) Project in Nakhon Si Thammarat of 418.15 million Baht, the Conversion of the Overhead Transmission Lines to Underground (Rama 4) Project of 92.33 million Baht, the Highway No.4 (Ban Tam Nang - Khok Khian Junction Section 1) Project of



61.63 million Baht, the Development of the Specific Area Ko Tao Stage 4, Surat Thani Province Project of 60.29 million Baht, and the Compensation under the Price Adjustment Construction Contract (K Factor) from the government road construction projects of 58.00 million Baht. Furthermore, the Company recognized the revenues from the engineering system installation and factory construction projects i.e. the Removal and Installation of Tank Roof Plate Project of 31.63 million Baht, the Fabrication of Power Generator Enclosure Project of 35.21 million Baht and the Installation of the Bio-mass Steam Generator Project for 31.95 million Baht.

2. **Gross Loss for construction services and other services** was 13.87 million Baht equaled to 16.39%, representing a decrease of 308.67 million Baht or 97.70% from last year due to the construction costs were higher than the estimated costs.

3. **Administrative expenses** were 212.72 million Baht, representing a decrease of 26.53 million Baht or 11.09% from last year due to the decrease of employee and the depreciation.

4. **Expected Credit Loss** was 37.52 million Baht due to the record of the doubtful debt for the contract assets which the Company was the main contractor.

5. **Finance cost** was 73.48 million Baht, representing an increase of 3.01 million Baht or 4.27% from last year, caused from the usage of bank overdrafts and short-term loans as working capital.

6. **Loss attribute to equity holders of the Company** was 280.41 million Baht, representing 0.2216 Baht loss per share whereas loss attribute to equity holders of the Company for last year was 683.04 million Baht, representing 0.5810 Baht loss per share.

Financial Position

Finance Position (Unit: MB)	31 Dec 25	31 Dec 24	Inc. / (Dec.)	%
Current assets	2,135.75	2,707.80	(572.05)	(21.13%)
Non-current assets	1,185.43	1,003.80	181.63	18.09%
Total assets	3,321.18	3,711.60	(390.42)	(10.52%)
Current liabilities	3,218.57	3,686.39	(467.82)	(12.69%)
Non-current liabilities	164.80	269.19	(104.39)	(38.78%)
Total liabilities	3,383.37	3,955.58	(572.21)	(14.47%)
Equity of the company	(63.74)	(245.93)	182.19	(74.08%)
Non-controlling interests of the subsidiaries	1.55	1.95	(0.40)	(20.51%)
Total Equity	(62.19)	(243.98)	181.79	(74.51%)
Total Liabilities and Shareholders' Equity	3,321.18	3,711.60	(390.42)	(10.52%)
50% of Paid-up capital	1,048.29	749.00		
Paid-up capital	2,096.58	1,497.99		
Liquidity ratio (time)	0.66	0.73		
Debt to Assets Ratio (time)	1.02	1.07		
Debt to Equity ratio (time)	(54.40)	(16.21)		



- Total assets** were 3,321.18 million Baht, representing a decrease of 390.42 million Baht or 10.52% from the end of last year.

Significant changes of assets were as follow;

- The current assets decreased 572.05 million Baht or 21.13% due to the decrease of account receivable, assets contract and the advances paid to subcontractors under construction contracts and the withholding taxes.
- The non-current assets increased 181.63 million Baht or 18.09% due to the investment in PS Engineering Consultants Co., Ltd. (PSEC)

- Total Liabilities** were 3,383.37 million Baht, representing a decrease of 572.21 million Baht or 14.47% from the end of last year.

Significant changes of liabilities were as follow;

- The current liabilities decreased 467.82 million Baht or 12.69% due to the repayment of short-term loans from both financial institutions and related person or parties, the decrease of unbilled payable and the advances received from customers under construction project.
- The non-current liabilities decreased 104.39 million Baht or 38.78% due to the reclassification of the long-term borrowings from financial institutions, lease liabilities and non-current provisions for employee benefits.

- Total shareholders' equity** was the capital deficiency loss of 62.19 million Baht, representing a decrease of 181.79 million Baht or 74.51% from the end of last year.

Key Financial Ratios

Financial ratios	Statement of Comprehensive Income		Statement of Financial Position	
	2025	2024	2025	2024
Net Gross profit (loss) margin (%)	(16.39)	(23.59)		
Net profit (loss) margin (%)	(26.03)	(49.95)		
Liquidity ratio (time)			0.66	0.73
Debt to Equity ratio (time)			(54.41)	(16.21)

Backlog on Hand

As of 31 December 2025, the Company and its subsidiaries had projects on hand with the remaining uncompleted works as follows.

Company	No. of Projects	Uncompleted Work Value (MB)
TRC Construction Public Company Limited	8	403.73
Sahakarn Wisavakorn Company Limited	8	1,523.55
Total	16	1,927.28



Significant circumstances in 2025

1. On 13 January 2025, the Company registered the change of paid-up capital (Increase) of 71,585,995 shares, total value of 107,378,992.50 Baht with a par value of 1.50 Baht per share with the Department of Business Development, Ministry of Commerce as per the resolution of the 1/2024 Extraordinary General Meeting of Shareholders held on 28 October 2024, approved for the debt restructuring by implementing the debt-to equity conversion scheme for the trade payables by issuing not exceeding 125,000,000 shares for the value of not exceeding 300,000,000 Baht with a par value of 1.50 Baht per share with the offering price at 2.40 Baht per share which has been sold to 13 trade payables.
2. On 20 February 2025, the Company registered the change of paid-up capital (Increase) of 41,761,743 shares, total value of 100,228,183.20 Baht with the Department of Business Development, Ministry of Commerce as per the resolution of the 1/2024 Extraordinary General Meeting of Shareholders held on 28 October 2024, approved for the offering of the newly issued ordinary shares to the existing shareholders proportionate to their shareholding without allocation to shareholders that would subject the Company to legal obligations in foreign jurisdictions (Preferential Public Offering: PPO) for not exceeding 285,331,752 shares with a par value of 1.50 Baht per share at the offering price of 2.40 Baht per share.
3. On 30 April 2025, the 2025 Annual General Meeting of Shareholders had the special resolutions as follows:
 - 1) Approved for the cancellation of the allocation of the newly issued ordinary shares for the amount of 804,284,698 shares as per the resolution of the 1/2024 Extraordinary General Meeting of Shareholders, held on 28 October 2024.
 - 2) Approved the decrease of registered capital for the amount of 1,651,903,068.00 Baht from the current registered capital of 3,492,416,368.50 Baht to the new registered capital of 1,840,513,300.50 Baht which completed the registration with the Department of Business Development, Ministry of Commerce on 20 May 2025.
 - 3) Approved the increase of registered capital for the amount of 872,726,389.50 Baht from the current registered capital of 1,840,513,300.50 Baht to the new registered capital of 2,713,239,690.00 Baht by issuing 581,817,593 new ordinary shares with a par value of 1.50 Baht per share which completed the registration with the Department of Business Development, Ministry of Commerce on 21 May 2025.
 - 4) Approved for the issuance and allocation of newly issued ordinary shares for not exceeding 581,817,593 shares at a par value of 1.50 Baht per share for (1) offering to the specific persons by way of private placement (Private Placement) of 142,857,143 shares with a par value of 1.50 Baht per share at the offering price of 0.70 Baht per share for the payment of the 1st phase of investment in PS Engineering Consultants Co., Ltd. instead of cash payment (Payment in Kind) of the value of 100,000,000 Baht which completed the registration with the Department of Business Development, Ministry of Commerce on 29 May 2025 (2) offering to the specific persons by way of private placement (Private Placement) to 3 persons of 142,857,143 shares with a par value of 1.50 Baht per share at the offering price of 0.70 Baht per share which completed the registration with the Department of Business Development, Ministry of Commerce on 17 June 2025.
 - 5) Approved for the cancellation of the issuance of the warrants to purchase ordinary shares No. 1 (TRC W-1 Warrants) which shall offer to the existing shareholders proportionate to their shareholding without allocation to shareholders that would subject the Company to legal obligations in foreign jurisdictions (Preferential Public Offering: PPO) and the warrants to purchase ordinary shares of the Company No. 3 (TRC-W3 Warrants) which shall offer to the specific



persons by way of private placement (Private Placement) as per the resolution of the 1/2024 Extraordinary General Meeting of Shareholders, held on 28 October 2024.

- 6) Approved for the issuance and allocation of warrants to purchase ordinary shares No. 4 (TRC-W4 Warrants) to allocate to the existing shareholders proportionate to their shareholding, without allocation to shareholders that would subject the Company to legal obligations in foreign jurisdictions (Warrant-PPO).
4. Since in 2024, the Company restructured its organization to accommodate the business change into the “Recurring Green Income” to reduce the dependency on the revenue from construction business. The Company has focused on the expansion of the business opportunities into other businesses e.g. the Environmental and Waste Management business, the mining business, the energy and utilities business. In May – June 2025 the Company completed the 1st phase of investment in PS Engineering Consultants Co., Ltd. (“PSEC”) as per the resolution of 6/2024 Board of Directors Meeting held on 14 August 2024, approved the investment in the ordinary shares of PSEC which operates the waste elimination and distribution business for the private and public organizations and the local administrative organizations. The Company has received the PSEC ordinary share from the sellers for 800,000 shares, representing 40% of the total issued shares, with the value of 300,000,000 Baht which is another significant milestone for the business alteration to create the income stability to reduce the dependency on the revenue from construction business. In the meantime, in 2025, the Company restructured its organization to strengthen operational efficiency and cost reduction by the reduction of employee and management structure for some departments in parallel with cost control and operational expenses reduction, resulting from the restructuring as mentioned expects to significantly minimize operational cost of the group of company in future.
5. In October 2025, the Company received a construction payment of 60.90 million Baht from a construction project receivable which the Company is a main contractor, delayed payment since that construction project receivable has the financial liquidity difficulty. The Company recorded the Allowance for Bad Debt of the construction project receivable in 2nd quarter of 2025 in amount of 38.52 million Baht.
6. In 2025, the Company has been awarded total of 9 new projects with total value of Baht 352.70 million. These included the Fabrication of Power Generator Enclosure Project, Fabrication Workshop Service in the Data Center sector which is a new business segment for which the Company has been given opportunities and entrusted by its clients as well as aligning with the Company’s strategic adjustment to strengthen business performance, focusing on the business changing from the existing business of Turnkey Construction to be mainly Engineering Services, Project Management and Maintenance Services, and Fabrication Workshop Services.

(Mr. Pasit Leesakul)

Directors, Chairman of the Executive Committee, and Chief Executive Officer

2 March 2026