



Date 14 August 2024

Subject : Management's Discussion and Analysis of the Financial Statements for
the six-month period ended June 30, 2024

To : Managing Director of The Stock Exchange of Thailand

Enclosure

: Management's Discussion and Analysis of the Financial Statements for the six-month period ended
June 30, 2024, both Thai and English, 1 set for each

Clover Power Public Company Limited ("the company") would like to submit the company's reviewed
financial statements for the six-month period ended June 30, 2024 to the Stock Exchange of Thailand.

The operating result of the company for the six-month period ended June 30, 2024 had a net loss
totaling 439.96 million Baht. Please see further details in the Management's Discussion and Analysis of the
financial statements for the six-month period ended June 30, 2024 as attached.

Yours faithfully,

(Mr. Saithsiri Saksitthisereekul)

Chief Executive Officer

Clover Power Public Company Limited

Management's Discussion and Analysis for the six-month period ended 30 June 2024 Results**Clover Power Public Company Limited ("The Company" or "CV")****1. Company Overview**

Clover Power Public Company Limited ("the Company" or "CV") was established in August 8, 2013 for the purpose of investments in Renewable energy power plants by a group of experienced engineers with a long track record in the EPC turnkey business.

Nature of Business Operations

The company's business operations consist of 3 groups as follows:

(1) Generation and Distribution of Electricity

The company operates in the business of generating electricity from renewable energy. It focuses on developing and diversifying investments in power plants using various types of renewable energy technologies, including biomass, waste and biogas. As of June 30, 2024, the company has 4 renewable energy power plants that have been in commercial operation with an installed capacity totaling 23.66 megawatts. Consisting of 2 biomass powerplants operating under CV and CPL and 1 waste to energy power plant operating under CPX, and 1 Cogeneration power plant under SPP respectively.

(2) Engineering Procurement and Construction

The company has been engaged in the power plant engineering business for more than 15 years, focusing on constructing power plants in the energy sector ranging from biomass, waste and biofuels, and general building and infrastructure construction, including operating and designing service to supply machinery and equipment for construction (Engineering Procurement and Construction: EPC) to powerplants of the company and customers which is operating under SBC SBE and LBM, a directly hold 100% and indirectly hold 100% and 70%,respectively.

(3) Fuel Supply

The company operates in the business of trading Biomass Fuel to power customer both domestic and oversea, operating under CVR, a wholly-owned subsidiary holding 100% shares and DKC which produce a wood pallet in Vietnam with shares holding portion at 60% .

2. Business performance

The company's business operations consist of 3 groups which are (1) Generation and Distribution of Electricity (2) Engineering Procurement and Construction (3) Fuel supply Business.

2.1 Revenues

For the six-month period ended June 30, 2024, the company and its subsidiaries reported revenue in an amount of 336.00 million Baht decreased by 213.31 million Baht or 38.83% when compare the six-month period end June 31, 2023, which had total revenue in amount of 549.31 million Baht as follows.

Revenue from the sale of electricity for the six-month period ended June 31, 2024, and 2023, were 264.94 million Baht and 278.67 million Baht respectively, decreased by 13.70 million Baht representing a 4.92% mainly due to a biomass power plant had annual shutdown in June.

Revenue from engineering procurement and construction for the six-month period ended 30 June 2024, and 2023 were 55.70 million Baht and 263.96 million Baht respectively, decreased by 208.26 million Baht representing a 78.90% mainly from the general building and infrastructure construction an unable delivery project according to plan scheduled.

Revenue from fuel supply for the six-month period end June 30, 2024 and 2023 were 2.13 million Baht and 1.91 million Baht respectively, increased by 0.22 million Baht representing a 11.32% from sale of RDF to outsider.

Other Revenues for the six-month period end June 30, 2024, and 2023, were 13.07 million Baht and 4.76 million Baht respectively, increased by 8.16 million Baht representing a 185.49% was mainly because increased in unrealized gain from exchange rate 7.92 million Baht.

Revenue Structure	For the six-month period ended			
	30 June 2023		30 June 2024	
	Million Baht	%	Million Baht	%
Revenue from sale of electricity	278.67	50.73	264.97	78.86
Biomass power plant	227.73	41.46	216.27	64.36
RDF power plant	45.58	8.30	48.70	14.50
Cogeneration power plant	5.36	0.97	-	-
Revenue from sale of machinery and rendering construction engineering services	263.96	48.06	55.70	16.58
Sale on machinery and equipment	177.73	32.36	26.73	7.96
Rendering construction engineering service	86.23	15.70	28.97	8.62
Revenue from sales	1.91	0.34	2.13	0.63
Sale fuel	1.91	0.34	2.13	0.63
Revenue from Operation	544.54	99.13	322.80	96.07
Other Revenue ¹	4.77	0.87	13.20	3.93
Total Revenue	549.31	100.00	336.00	100.00

Note: ¹Other Revenue such as revenue from rental/service, interest income, gain/loss on exchange rate, etc

2.2 In handover Contract

As at 30 June 2024, the Company's has in handover contract, that is expected to be recognized in the total amount 1,496.52 million Baht are as follow:

Project	In handover contract (million Baht)
1. Project General Construction	1,479.97
2. Project Modular	16.55
Total	1,496.52

2.3 Cost of Sales and Services, and Gross Profit

Cost of sales and services mainly consists of the cost of sale of electricity, cost of sale of machinery and rendering construction engineering services, and cost of rendering services. For the six-month period ended June 30, 2024, and 2023, the company's cost of sales and services were 266.47 million Baht and 456.63 million Baht, respectively, which were equivalent to the gross profit margin 17.48% and 16.14%.

Gross profit from the sale of electricity for the six-month period ended June 30, 2024, and 2023 was 59.56 million Baht (Gross profit margin representing 24.48%) and 56.09 million Baht (Gross profit margin representing 20.13%), respectively, increased in gross profit by 3.47 million Baht representing a 6.19% mainly due to efficient operation.

Gross profit from engineering procurement and construction for the six-month period ended June 30, 2024, and 2023, were 10.96 million Baht (Gross profit margin representing 19.68%) and 34.47 million Baht (Gross profit margin representing 13.06%), respectively, decreased gross profit by 23.52 million Baht representing a 68.21% mainly from the revenue from engineering procurement and construction decreased representing 78.90% from unable delivery project according to plan scheduled.

For the six-month period ended June 30, 2024 and 2023, the company's cost of sales and services are as follows:

Cost of Sales and Services	For the six-month period ended June 30, 2023		For the six-month period ended June 30, 2024	
	Million Baht	Gross Profit (%)	Million Baht	Gross Profit (%)
Cost of sale of electricity	222.58	20.13	205.41	22.48
Cost of sale of machinery and rendering construction engineering services	229.48	13.06	44.74	19.68
Cost of sale	4.57	(138.53)	16.24	(663.71)
Total Cost of Sales and Services	456.63	16.14	266.39	17.48

2.4 Selling and Administrative Expenses

For the six-month period ended June 30, 2024, and 2023, the company had selling and administrative expenses of 415.81 million Baht and 137.93 million Baht, respectively, or equivalent to 123.75% and 25.11% of the total revenues, respectively. The increase in Impairment loss and Expected credit losses 243.67 and 80.14 million Baht . Employee-relate expenses were decreased by 17.31 million Baht and Other expenses decreased 24.28 million Baht mainly from in Q1'23 has NRV 17.10 million Baht, as shown in the table below.

Selling and Administrative Expenses	For the six-month period ended June 30, 2023		For the six-month period ended June 30, 2024	
	Million Baht	(%)	Million Baht	(%)
Employee-related expenses	52.38	37.97	35.07	8.43
Fee and other charges ¹	5.24	3.80	5.42	1.30
Advisor fee ²	16.23	11.77	12.45	2.99
Depreciation and Amortization	5.40	3.92	4.66	1.12
Impairment loss	-	-	243.67	58.60
Expected credit losses	-	-	80.14	19.27
Other expenses ³	58.68	42.54	34.40	8.27
Total	137.93	100.00	415.81	100.00

note:

¹. Fee and other charges mainly consist of a local enterprise's fund subsidy, financial institutions' fee, tax fee, etc.

². Advisor fee mainly expenses for the implementation of the power plant construction project and professional fee for the projects etc.

³. Other expenses mainly include insurance fees, loss from exchange rate fluctuation, traveling expenses, office maintenance expenses, etc.

2.5 Net Profit

The company's net profit(loss) for the six-month period end June 30, 2024, and 2023, were (439.04) million Baht and (106.18) million Baht, respectively, with net loss margins of (130.67)% and (19.33%), respectively.

For the six-month period ended June 30, 2024, the company's net profit were declined by 328.65 million Baht, representing a 297.72% decrease compared with the same period in 2023

Loss attributable to owners of the parent for the six-month period ended June 30, 2024, and 2023 were (429.25) million Baht and (128.09) million Baht respectively, Decreased by 339.91 million Baht representing a 379.62%.

3. Financial Position

3.1 Assets

As of 30 June 2024, the company's total assets were 4,038.42 million Baht. The main assets consist of contract assets 1,427.14 million Baht ,property, plant, and equipment of 1,514.77 million Baht, trade and other receivables of 361.70 million Baht, Advanced payment for investments 417.54 million Baht, which were equivalent to 35.34%, 37.51%, 8.96% and 10.34% as a percentage of total assets, respectively. The decrease in the total assets by 403.83 million Baht representing 9.07% mainly due provision of trade receivables and contract assets from engineering procurement.

3.2 Liabilities

As of 30 June 2024, the company's total liabilities were Baht 2,897.18 million. The main liabilities consist of trade and other payables, Debenture and loan from financial institutions, which were equivalent to 22.06%, 30.27 and 34.47% as a percentage of total liability, respectively.

3.3 Shareholders' equity

As of 30 June 2024, the shareholders' equity of the company was 1,141.24 million Baht, which decreasing by 286.64 million Baht, representing 20.07% from the end of 2023, mainly from right offering 63.18 million Baht, the conversion of convertible debentures 103.93 million Baht, and from annual performance in quarterly 2/2024.

3.4 Statement of cash flow

For the six-month period ended 30 June 2024, the company had cash and cash equivalents at the beginning of the period of 5.37 million Baht. Net cash used in operating activities was 34.26 million Baht, mainly resulted from profit before tax and loss on changes in working capital of 44.58 million Baht and the decrease in changes in working capital of (10.32) million Baht, which was mainly from contract assets increases (45.26) million Baht from engineering procurement and construction that have recognized revenue and has unbilled receivables. In addition, net cash from investing activities was 28.17 million Baht and net cash from financing activities was (66.57) million Baht. As a result, the company had cash and cash equivalents at the end of the period was 12.19 million Baht.

Details of cash flow by activities are as follows :

Items	Consolidated financial statements For the six-month period ended	
	30 June 2023	30 June 2024
Net cash from (used in) operating activities	26.11	34.26
Net cash from (used in) investing activities	(309.68)	28.17
Net cash from (used in) financing activities	254.47	(66.57)
An effect from the foreign exchange rate in cash and cash equivalents and effects from translation differences on financial statements	(5.87)	10.96
Cash and cash equivalent as at January 1,	55.08	5.37
Cash and cash equivalent as at June 30,	20.11	12.19

4. Key Financial Ratios

Items	Consolidated Financial Statement	
	As at December 31, 2023	As at June 30, 2024
Current Ratio (times)	1.22	0.98
Gross Profit Margin (%)	0.26	17.48
Net Profit Margin (%)	(56.44)	(130.67)
Return on Equity (ROE) (%)	N/A	N/A
Debt to Equity ratio (times)	2.11	2.54