

Super Energy Power Plant Infrastructure Fund
Report and financial statements
31 December 2023

Independent Auditor's Report

To the Unitholders of Super Energy Power Plant Infrastructure Fund

Opinion

I have audited the accompanying financial statements of Super Energy Power Plant Infrastructure Fund (the Fund), which comprise the statement of financial position, including the details of investments, as at 31 December 2023, the related statements of comprehensive income, changes in net assets and cash flows 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 Super Energy Power Plant Infrastructure Fund as at 31 December 2023, and its financial performance, changes in net assets and cash flows for the year then ended in accordance with the Accounting Guidance for Property Funds, Real Estate Investment Trusts, Infrastructure Funds and Infrastructure Trusts issued by the Association of Investment Management Companies and approved by the Securities and Exchange Commission of Thailand.

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 Fund in accordance with the Code of Ethics for Professional Accountants including Independence Standards issued by the Federation of Accounting Professions (Code of Ethics for Professional Accountants) that are relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code of Ethics for Professional Accountants. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Key Audit Matters

Key audit matters are those matters that, in my professional judgement, were of most significance in my audit of the financial statements of the current period. These matters were addressed in the context of my audit of the financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

I have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report, including in relation to these matters. Accordingly, my audit included the performance of procedures designed to respond to my assessment of the risks of material misstatement of the financial statements. The results of my audit procedures, including the procedures performed to address the matters below, provide the basis for my audit opinion on the accompanying financial statements as a whole.

Key audit matters and how audit procedures respond to each matter are described below.

Measurement of Investment in the Net Revenue Transfer Agreement

As described in Note 6 to the financial statements, the Fund presented the investment in the Net Revenue Transfer Agreement in the statement of financial position as at 31 December 2023 at its fair value of Baht 6,738 million, representing 95% of total assets. Since the investment is not traded in an active market and a quoted price is not available for the same or similar investments, the Fund's management determined its fair value based on the appraisal value calculated by an independent appraiser using an income approach. The Fund's management had to exercise judgement with respect to the projection of future cashflows that the Fund will receive from the investment, including the determination of an appropriate discount rate by the independent appraiser. Therefore, I addressed the importance of the audit of the measurement of the investment's value.

I have gained an understanding of the calculation of the fair value of investment in the Net Revenue Transfer Agreement by making inquiries of the management and reading the appraisal report, considered the scope and objectives of the fair value measuring performed by an independent appraiser, and evaluated the techniques and models applied by the independent appraiser to measure the fair value, as specified in the appraisal report prepared by the independent appraiser. Moreover, I evaluated the competence and the independence of the independent appraiser using publicly available information, reviewed the key information and the reasonableness of key assumptions by comparing the actual net income from investment in the Net Revenue Transfer Agreement with the forecasted net income to evaluate the reliability of the management's forecast, reading the technical consultant's report which is related to the key assumptions, assessing the appropriateness of the discount rate used in the measurement and also testing the fair value calculation in accordance with the above models and assumptions. In addition, I reviewed the information disclosure relating to the fair value measurement of the investment in the Net Revenue Transfer Agreement in the notes to the financial statements.

Income from the investment in the Net Revenue Transfer Agreement

The income from the investment in the Net Revenue Transfer Agreement is significant to the statement of comprehensive income and is also a key indicator of business performance of the Fund, on which the users of financial statements focus. Therefore, I addressed the importance of the audit of such income.

In auditing of the income from the investment, I gained an understanding of the key provisions of the Net Revenue Transfer Agreement, which the Fund entered into. I assessed the appropriateness of the accounting policy on the recognition of the investment income, which was set by the management, tested the calculation of the income recognised in accordance with the conditions stipulated in the agreement, tested, on a sampling basis, the income earned and received by examining supporting documents, such as the net revenue statement prepared in accordance with the Net Revenue Transfer Agreement, summary of the transactions and the amounts that were transferred into the bank account and bank statements. I also tested the outstanding balance of the accounts receivable arising from the investment in the Net Revenue Transfer Agreement as at the year-end date.

Other Information

The Fund's management is responsible for the other information. The other information comprise the information included in annual report of the Fund, but does not include the financial statements and my auditor's report thereon. The annual report of the Fund is expected to be made available to me after the date of this auditor's report.

My opinion on the financial statements does not cover the other information and I do not express any form of assurance conclusion thereon.

In connection with my audit of the financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit or otherwise appears to be materially misstated.

When I read the annual report of the Fund, if I conclude that there is a material misstatement therein, I am required to communicate the matter to the Fund's management for correction of the misstatement.

Responsibilities of Management for the Financial Statements

The Fund's management is responsible for the preparation and fair presentation of the financial statements in accordance with the Accounting Guidance for Property Funds, Real Estate Investment Trusts, Infrastructure Funds and Infrastructure Trusts issued by the Association of Investment Management Companies and approved by the Securities and Exchange Commission of Thailand, and for such internal control as the Fund's 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, the Fund's management is responsible for assessing the Fund'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 the Fund's management either intends to liquidate the Fund 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 skepticism 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 Fund's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Fund's management.
- Conclude on the appropriateness of the Fund's management 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 Fund'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 Fund 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 the Fund's 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 also provide the Fund's management with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with the Fund's management, I determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

Suchada Tantioran

Certified Public Accountant (Thailand) No. 7138

EY Office Limited

Bangkok: 21 February 2024

Super Energy Power Plant Infrastructure Fund**Statement of financial position****As at 31 December 2023**

(Unit: Baht)

	<u>Note</u>	<u>2023</u>	<u>2022</u>
Assets			
Investment in the Net Revenue Transfer Agreement at fair value			
(at cost: Baht 7,928.0 million)	6	6,738,000,000	7,106,000,000
Investment in securities at fair value			
(at cost: Baht 134.3 million)	7	134,532,717	-
Cash at banks	8	5,790,879	50,268,231
Accounts receivable from the Net Revenue Transfer Agreement	10	124,153,041	116,075,997
Accrued interest receivables		12,246	9,415
Restricted bank deposit	9	91,265,828	86,240,163
Prepaid expenses		80,198	79,784
Deferred expenses	11	15,646,444	41,723,851
Total assets		7,109,481,353	7,400,397,441
Liabilities			
Accrued expenses		5,325,911	7,162,461
Long-term loan from financial institution	12	2,021,919,364	2,268,501,013
Total liabilities		2,027,245,275	2,275,663,474
Net assets		5,082,236,078	5,124,733,967
Net assets			
Capital from unitholders	13	5,036,700,000	5,057,300,000
Retained earnings	14	45,536,078	67,433,967
Net assets		5,082,236,078	5,124,733,967
		-	-
Net asset value per unit		9.8684	9.9509
Number of units issued at the end of period (units)		515,000,000	515,000,000

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

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(Mr. Winai Hirunpinyopard)

Managing Director

Super Energy Power Plant Infrastructure Fund

Details of investments

As at 31 December 2023

Details of investments classified by investment category

			2023			2022		
			Cost	Fair value	Percentage of investment	Cost	Fair value	Percentage of investment
			(Baht)	(Baht)	(%)	(Baht)	(Baht)	(%)
Investment in power plant infrastructure business (Note 6)								
Investment in the Net Revenue Transfer Agreement with respect to								
19 projects of ground-mounted solar power plant business operations.								
The Net Revenue Transfer Agreement covers the net revenue from								
14 August 2019 to the expiry date of power purchase agreement of each project.								
			7,928,000,000	6,738,000,000	98.04	7,928,000,000	7,106,000,000	100.00
Total investment in power plant infrastructure business			<u>7,928,000,000</u>	<u>6,738,000,000</u>	<u>98.04</u>	<u>7,928,000,000</u>	<u>7,106,000,000</u>	<u>100.00</u>
			2023			2022		
Maturity date	Face value	Fair value	Percentage of investment	Face value	Fair value	Percentage of investment	Face value	Fair value
	(Baht)	(Baht)	(%)	(Baht)	(Baht)	(%)	(Baht)	(Baht)
Investments in debt securities (Note 7)								
Bonds								
Bank of Thailand Bond	CB24229A	29 February 2024	100,000,000	99,682,573	1.45	-	-	-
Bank of Thailand Bond	CB24314A	14 March 2024	35,000,000	34,850,144	0.51	-	-	-
Total investments in debt securities			<u>135,000,000</u>	<u>134,532,717</u>	<u>1.96</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total investments				<u>6,872,532,717</u>	<u>100.00</u>		<u>7,106,000,000</u>	<u>100.00</u>
				-			-	

The accompanying notes are an integral part of the financial statements

(Mr. Winai Hirunpinyopard)

Managing Director

Super Energy Power Plant Infrastructure Fund**Statement of comprehensive income****For the year ended 31 December 2023**

		(Unit: Baht)	
	<u>Note</u>	<u>2023</u>	<u>2022</u>
Investment income			
Income from investment in the Net Revenue Transfer Agreement	16	802,492,876	798,741,727
Interest income		1,462,755	382,036
Other income		14,833,347	347,841
Total income		<u>818,788,978</u>	<u>799,471,604</u>
Expenses			
Management fee	17	19,533,134	20,505,647
Fund supervisor fee	17	2,812,771	2,952,813
Registrar fee	17	1,670,084	1,626,400
Professional fees		4,205,050	4,112,681
Amortisation of deferred unit issuance costs	11	26,077,407	26,077,407
Finance costs		110,515,976	89,523,202
Other expenses		21,529,080	23,235,487
Total expenses		<u>186,343,502</u>	<u>168,033,637</u>
Net investment income		<u>632,445,476</u>	<u>631,437,967</u>
Net loss on investments			
Net loss on valuation of investments	6, 7	(367,998,204)	(558,000,000)
Total net loss on investments		<u>(367,998,204)</u>	<u>(558,000,000)</u>
Increase in net assets from operations		<u>264,447,272</u>	<u>73,437,967</u>

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

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(Mr. Winai Hirunpinyopard)

Managing Director

Super Energy Power Plant Infrastructure Fund
Statement of changes in net assets
For the year ended 31 December 2023

		(Unit: Baht)
	<u>Note</u>	<u>2023</u> <u>2022</u>
Increase in net assets from operations during the year		
Net investment income		632,445,476 631,437,967
Net loss on valuation of investments	6, 7	(367,998,204) (558,000,000)
Increase in net assets from operations		<u>264,447,272</u> <u>73,437,967</u>
Cash paid for distributions of net income during the year	15	(286,345,161) (343,710,999)
Cash paid for capital reduction during the year	13	(20,600,000) (72,100,000)
Decrease in net assets during year		<u>(42,497,889)</u> <u>(342,373,032)</u>
Net assets at the beginning of year		<u>5,124,733,967</u> <u>5,467,106,999</u>
Net assets at the end of year		<u><u>5,082,236,078</u></u> <u><u>5,124,733,967</u></u>
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The accompanying notes are an integral part of the financial statements.

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(Mr. Winai Hirunpinyopard)

Managing Director

Super Energy Power Plant Infrastructure Fund
Statement of cash flows
For the year ended 31 December 2023

		(Unit: Baht)
	<u>Note</u>	<u>2023</u> <u>2022</u>
Cash flows from operating activities		
Increase in net assets from operations		264,447,272 73,437,967
Adjustments to reconcile increase (decrease) in net assets from operations to net cash from operating activities:		
Purchases of investments in securities		(543,689,939) (349,842,973)
Disposals of investments in securities		410,000,000 350,000,000
Decrease (increase) in accounts receivable from the Net Revenue Transfer Agreement		(8,077,044) 7,168,333
Increase in accrued interest receivable		(2,831) (5,302)
Decrease (increase) in prepaid expenses		(414) 576,332
Amortisation of deferred unit issuance costs		26,077,407 26,077,407
Decrease in accrued expenses		(2,515,588) (608,501)
Amortisation of discount on investments in securities		(840,982) (157,027)
Net loss on valuation of investments	6, 7	367,998,204 558,000,000
Amortisation of deferred borrowing transaction cost	12	2,218,351 2,476,166
Interest expenses		108,297,625 87,047,036
Net cash flows from operating activities		<u>623,912,061</u> <u>754,169,438</u>
Cash flows from financing activities		
Cash paid for distributions of net income	15	(286,345,161) (343,710,999)
Cash paid for capital reduction	13	(20,600,000) (72,100,000)
Repayments of long-term loan	12	(248,800,000) (243,200,000)
Cash paid for interest		(107,618,587) (87,018,685)
Increase in restricted bank deposit		(5,025,665) (3,258,834)
Net cash used in financing activities		<u>(668,389,413)</u> <u>(749,288,518)</u>
Net increase (decrease) in cash at banks		<u>(44,477,352)</u> <u>4,880,920</u>
Cash at banks at the beginning of year		<u>50,268,231</u> <u>45,387,311</u>
Cash at banks at the end of year		<u><u>5,790,879</u></u> <u><u>50,268,231</u></u>
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The accompanying notes are an integral part of the financial statements.

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(Mr. Winai Hirunpinyopard)
Managing Director

Super Energy Power Plant Infrastructure Fund

Notes to financial statements

For the year ended 31 December 2023

1. Description of Super Energy Power Plant Infrastructure Fund

Super Energy Power Plant Infrastructure Fund (“the Fund”) is a closed-end infrastructure fund, offering the units to the public investors. The Fund was established and registered as a fund on 7 August 2019 with no project life stipulated. The Fund’s key objective is to seek funds from investors and to invest in infrastructure businesses related to electricity and/or alternative energy. Furthermore, the Fund may also engage in activities within the scope allowed under Securities and Exchange Commission Thailand (“SEC”) regulations and other relevant regulations, with a view to generate income and returns for the Fund and unitholders. This may include investment in other securities and/or deriving benefits from other means as prescribe by securities laws and/or other relevant laws.

On 7 August 2019, the Fund entered into the Net Revenue Transfer Agreement with 17 Aunyawee Holding Company Limited (“17AYH”) and Health Planet Management (Thailand) Company Limited (“HPM”) to receive the transfer of net revenue generated from 19 projects of VSPP-typed ground-mounted solar power plant businesses of the two companies. The period of the Net Revenue Transfer Agreement commences on the investment closing date, which is 14 August 2019, and expires on the expiry date of power purchase agreement of each project. The power purchase agreement expiry date of the last project is 26 December 2041.

On 20 August 2019, the Stock Exchange of Thailand approved the listing of the Fund’s units and permitted their trading from 21 August 2019 onwards.

The Fund is managed by BBL Asset Management Company Limited (“the Management Company”). Kasikorn Bank Public Company Limited has been appointed as the fund supervisor.

As at 31 December 2023, Super Energy Corporation Public Company Limited, a major unitholder, held 20% in the Fund’s units issued and paid-up.

2. Basis of preparation

The financial statements have been prepared in accordance with the Accounting Guidance for Property Funds, Real Estate Investment Trusts, Infrastructure Funds and Infrastructure Trusts issued by the Association of Investment Management Companies and approved by the Securities and Exchange Commission of Thailand (the “Accounting Guidance”).

The financial statements in Thai language are the official statutory financial statements of the Fund. The financial statements in English language have been translated from the Thai language financial statements.

3. Significant accounting policies

3.1 Revenues and expenses recognition

Income from the Net Revenue Transfer Agreement

Income from the Net Revenue Transfer Agreement is recognised as income in the statement of income at the amount determined in accordance with the agreement on an accrual basis.

Interest income and finance costs

Interest income and finance costs are recognised on an accrual basis based on the effective interest rate.

Expenses

Expenses are recognised on an accrual basis.

3.2 Measurement of investments

Investments in financial assets are recognised at fair value on the date which the Fund has rights on investments. Subsequently, the investments are measured at fair value and gain or loss on measurement of such investments (if any) are presented as gain or loss in the statement of income when incurred.

Investment in the Net Revenue Transfer Agreement

The Fund measured the initial value of investment in Net Revenue Transfer Agreement at the transaction price on the date that the Fund has the right on the investment, as it is considered the best estimation of the fair value. This is because it was the latest exchange transaction that the price of which was determined by market mechanism. Subsequently, the investment is measured at fair value, referring to the value as appraised by an independent appraiser, with no depreciation or amortisation charge.

Investments in securities

Investments in marketable debt securities which can be freely traded on an open market are presented at fair value, based on the latest yield rate quoted by the Thai Bond Market Association as of the date on which the investments are valued. The fair value of investments which cannot be freely traded on an open market is based on the yield rate as quoted by a market maker which the Management Companies consider to be the nearest equivalent to fair value. Gains or losses from the valuation of investments are recorded as net unrealised gains or losses in the statement of income. To determine the cost of investments which are disposed of, the average method is used.

Investments in cash at banks are presented using the sum of principal and accrued interest as of the date on which the investment is valued to determine fair value. Accrued interest is separately presented in the statement of financial position under the caption of “Accrued interest receivable”.

3.3 Cash and cash equivalents

Cash and cash equivalents consist of cash in hand and at banks, and all highly liquid investments with an original maturity of three months or less and not subject to withdrawal restrictions.

3.4 Accounts receivable from the Net Revenue Transfer Agreement

Accounts receivable from the Net Revenue Transfer Agreement are stated at the net realisable value (approximately the fair value).

3.5 Deferred expenses

Deferred expenses comprise various expenses that are directly related with the issuance of capital units. Deferred expenses are recorded as an asset and amortised as an expense over a period of 5 years on a straight line basis for the transactions occurring before 1 January 2020. However, any incremental costs which are directly related to issuing of equity for transactions occurring after 1 January 2020 are to be presented as deductions from the capital from unitholders.

3.6 Capital distribution

A decrease in retained earnings is recognised on the date a declaration of a dividend.

3.7 Income tax

The Fund has no corporate income tax liability since it is exempted from corporate income tax in Thailand.

3.8 Related party transactions

Related parties of the Fund comprise individuals or enterprises that own voting interest of at least 10% in the Fund, control, or are controlled by, the Fund, whether directly or indirectly, or which are under common control with the Fund.

They also include the fund manager and their related parties and included associated companies and individuals or enterprises which directly or indirectly own voting interests in the Fund that gives them significant influence over the Fund, key management personnel and directors of the Fund manager with authority in planning and directing the Fund's operations.

3.9 Provisions

Provisions are recognised when the Fund has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

3.10 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Fund applies a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant accounting guidance. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Fund measures fair value using valuation technique that are appropriate in the circumstances and maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categories of input to be used in fair value measurement as follows:

Level 1 - Use of quoted market prices in an active market for such assets or liabilities.

Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly.

Level 3 - Use of unobservable inputs for such assets or liabilities such as estimates of future cash flows.

At the end of each reporting period, the Fund determines whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

4. Significant accounting judgments and estimates

The preparation of financial statements in accordance with the Accounting Guidance at times requires the fund management to make subjective judgments and estimates regarding matters that are inherently uncertain. These judgments and estimates affect reported amounts and disclosures, and actual results could differ. Significant judgements and estimates are as follows.

Fair value of investment in the Net Revenue Transfer Agreement

The fair value of the investment in the Net Revenue Transfer Agreement is the value per the appraisal report by an independent appraiser, determined using the income approach. The determination of the fair value of the investment requires the use of estimates of the future cash inflows of the Fund under the agreement, made based on projections of the revenue to be generated from 19 VSPP-type ground-mounted solar power plant projects, from the date after the measurement date until the expiry date of each project's power purchase agreement. The power purchase agreement expiry date of the last project is 26 December 2041. Operating expenses according to the conditions specified in the agreement and related income taxes are deducted from this amount, and an appropriate discount rate is applied to discount the net cash flows to present value. Assumptions used in the valuation include estimated revenue from electricity sales, estimates of electricity generated from solar power, estimated operating expenses, estimated income tax, and the discount rate etc.

5. Dividend policy

The Fund has a policy to pay dividends to the unitholders not less than twice a year in the case that the Fund has a sufficient amount of accumulative profit (save for the first calendar year period and the last calendar year period of the investment, each of which may not last a full cycle of one calendar year, in light of which the Management Company will consider how many times per annum the dividend payment may be made during that calendar year as deemed appropriate).

- 1) Subject to the Securities Law, any proposed payment of dividend will be made to all unitholders from the adjusted net profit, in aggregate for each financial year, at a rate of no less than 90% of the adjusted net profit (or other rates permitted by the law upon a case-by-case basis).
- 2) In case that the Fund has retained earnings, the Management Company may make a dividend payment to the unitholders from such retained earnings.
- 3) In case that the Fund has accumulated losses, the Management Company shall not pay dividend neither out of the adjusted net profit as mentioned 1) nor the retained earnings as mentioned in 2).

In considering the payment of dividends, if the value of interim dividends per unit to be paid is less than or equal to Baht 0.10, the Management Company reserves its right not to pay dividends at that time and to bring such dividends forward for payment together with the next dividend payment. However, the payment of dividends will be made to all unitholders in aggregate for each financial year, at a rate of no less than 90% of the adjusted net profit.

6. Investment in the Net Revenue Transfer Agreement

On 7 August 2019, the Fund entered into the Net Revenue Transfer Agreement with 17 Aunyawee Holding Company Limited (“17AYH”) and Health Planet Management (Thailand) Company Limited (“HPM”) to receive the transfer of net revenue generated from 19 projects of VSPP-typed ground-mounted solar power plants which operate the business of production and distribution of electricity to Provincial Electricity Authority or Metropolitan Electricity Authority. General information of the projects is as follows:

Project name	Location	Contractual capacity (MWs)	Commercial operation date	Expiry date of power purchase agreement
17 Aunyawee Holding Company Limited				
Hua Wa 1	Prachinburi Province	6	25 Dec 2015	24 Dec 2040
Hua Wa 2	Prachinburi Province	6	25 Dec 2015	24 Dec 2040
Non Hom	Prachinburi Province	6	27 Apr 2016	30 Dec 2040
Bang Pluang 1	Prachinburi Province	6	27 Apr 2016	30 Dec 2040
Bang Pluang 2	Prachinburi Province	6	27 Apr 2016	30 Dec 2040
Nong Waeng	Sakaeo Province	6	27 Apr 2016	30 Dec 2040
Kalong 1	Samutsakorn Province	6	27 Apr 2016	30 Dec 2040
Baan Lum 1	Saraburi Province	6	27 Apr 2016	30 Dec 2040
Baan Lum 2	Saraburi Province	6	27 Apr 2016	30 Dec 2040
Pho Ngarm	Prachinburi Province	6	29 Apr 2016	30 Dec 2040
Sam Kok Agricultural Cooperatives	Patumthani Province	5	23 Dec 2016	22 Dec 2041
Bang Phli Agricultural Cooperatives	Samutprakarn Province	3	26 Dec 2016	25 Dec 2041
Baan Paew Agricultural Cooperatives	Samutsakorn Province	5	27 Dec 2016	26 Dec 2041
Prasarnkasikij Agricultural Cooperatives	Samutsakorn Province	5	27 Dec 2016	26 Dec 2041
Health Planet Management (Thailand) Company Limited				
Nong Payorm	Pichit Province	8	25 Aug 2015	24 Aug 2040
Huay Sakae	Petchaboon Province	8	31 Aug 2015	30 Aug 2040
Khao Sai	Pichit Province	8	3 Dec 2015	2 Dec 2040

Project name	Location	Contractual capacity (MWs)	Commercial operation date	Expiry date of power purchase agreement
Han Sai	Sakaeo Province	8	23 Apr 2016	30 Dec 2040
Kalong 2	Samutsakorn Province	8	27 Apr 2016	30 Dec 2040
	Total	118		

Under the Net Revenue Transfer Agreement, the net revenue comprises electricity sales and other revenues generated from power plant businesses such as claims under insurance policies, including other rights and claims under the Net Revenue Transfer Agreement or related to the project assets, the actual operating expenses related to the projects, including corporate income tax, relating to solar power business, and administrative expenses at the rates specified in the Net Revenue Transfer Agreement. However, the net revenue and rights and claims under the Net Revenue Transfer Agreement will not include revenues and expenses from other businesses of 17AYH and HPM. The Fund paid consideration for the Net Revenue Transfer Agreement totaling Baht 7,928 million to 17AYH and HPM on 14 August 2019.

The securities and collaterals provided under the Net Revenue Transfer agreement include, but not limited to, the mortgage of 17AYH and HPM's land, building and machinery associated with every power plants under the agreement and the Fund is specified in the insurance policies as the sole beneficiary throughout the period of the Net Revenue Transfer Agreement.

The Fund entered into the business collateral agreement to pledge the right to receive payment under the Net Revenue Transfer Agreement as collateral against the loan agreement as described in Note 12 to the financial statements.

6.1 Movements of the Investment in the Net Revenue Transfer Agreement at fair value

	(Unit: Thousand Baht)	
	2023	2022
Beginning of the year	7,106,000	7,664,000
Loss on valuation of investment	(368,000)	(558,000)
Ending of the year	6,738,000	7,106,000

6.2 Fair value measurement

The Fund engaged an independent appraiser to appraise the fair value of the investment in the Net Revenue Transfer Agreement as at 31 December 2023 and 2022, using the income approach. The key assumption used in the valuation of investment is discount rate which is 6.9% per annum. An decrease in the discount rate would cause the fair value of the investment to increase.

7. Movements of the investment in securities at fair value

(Unit: Thousand Baht)		
	2023	2022
Beginning of the year	-	-
Additions	543,690	349,843
Disposals	(410,000)	(350,000)
Amortisation of discount on investments in securities	841	157
Gain on valuation of investment	2	-
Ending of the year	134,533	-

8. Cash at banks

Bank	2023		2022	
	Principal (Million Baht)	Interest rate (% per annum)	Principal (Million Baht)	Interest rate (% per annum)
Kasikornbank Public Company Limited				
Saving account	6	0.875	50	0.475

9. Restricted bank deposit

As at 31 December 2023 and 2022, the Fund had cash at bank which is used as debt service reserve and accrual account under the terms of long-term loan from financial institution as described in Note 12.

10. Accounts receivable from the Net Revenue Transfer Agreement

The balance of accounts receivable from the Net Revenue Transfer Agreement as at 31 December 2023 and 2022 are not due yet.

11. Deferred expenses

(Unit: Thousand Baht)		
	2023	2022
Beginning of the year	41,724	67,801
Amortisations during the year	(26,077)	(26,077)
Ending of the year	15,647	41,724

As at 31 December 2023, the Fund has deferred expenses of Baht 16 million that are directly related to the issuance of the units. If such costs were recognised as a deduction from the capital from unitholders, the balance of net assets of the Fund would be Baht 5,067 million and the net asset value per unit would be Baht 9.8380 per unit.

12. Long-term loan from financial institution

	(Unit: Thousand Baht)	
	2023	2022
Long-term loan from financial institution	2,032,200	2,281,000
Less: Deferred transaction cost	(10,281)	(12,499)
Net balance	<u>2,021,919</u>	<u>2,268,501</u>

As at 31 December 2023 and 2022, the principal of the loan that will become due within 12 months are Baht 242.0 million and Baht 248.8 million, respectively.

Movements of the long-term loan during 2023 are summarised below.

	(Unit: Thousand Baht)			
	Balance as at 31 December 2022	Amortisation	Repayment	Balance as at 31 December 2023
Long-term loan from financial institution	2,281,000	-	(248,800)	2,032,200
Less: Deferred transaction cost	(12,499)	2,218	-	(10,281)
Net	<u>2,268,501</u>	<u>2,218</u>	<u>(248,800)</u>	<u>2,021,919</u>

On 7 August 2019, the Fund entered into a loan agreement with a financial institution for a long-term credit facility of Baht 3,000 million to use for the acquisition of investment in the Net Revenue Transfer Agreement. The loan carries interest at the rate of 4.5% per annum for the first year and MLR - 1.75% per annum from the second year to twelfth year. The interest is payable on a monthly basis from the loan's drawdown date and the loan is repayable, as stipulated in the agreement, in monthly installments of Baht 14 to 21 million each from the end of the fourth month, totaling 141 installments, and the remaining principal of Baht 449 million is payable in the final installment.

The loan is secured by the business collateral of the right to receive payment under the Net Revenue Transfer Agreement, debt service reserve and accrual account, cash at banks ("Net Revenue account") and the right to receive benefits as stated in the insurance policy of the 19 solar-power plant projects as described in the Net Revenue Transfer Agreement.

Under the long-term loan agreement, the Fund is required to comply with certain conditions stipulated therein, such as the maintenance of debt-to-net revenue ratio, debt service coverage ratio and maintenance of minimum cash on debt service reserve account.

13. Capital from unitholders

Movements of units are summarised below.

	Number of units	Amount per unit	Registered capital
	(Million units)	(Baht)	(Million Baht)
Balance as at 1 January 2022	515.0	9.9600	5,129.4
Reduction of investment unit value	-	(0.1400)	(72.1)
Balance as at 31 December 2022	515.0	9.8200	5,057.3
Reduction of investment unit value	-	(0.0400)	(20.6)
Balance as at 31 December 2023	515.0	9.7800	5,036.7

During the year 2023 and 2022, the Fund declared capital reductions by reducing the value of the investment units without changing the number of units in order to reduce excess liquidity from its operating results remaining after dividend payment, in accordance with the Fund's capital reduction policy. The details are as follows:

Declaration date	Amount per unit	Amount
	(Baht)	(Million Baht)
15 August 2022	0.1400	72.1
22 February 2023	0.0400	20.6

14. Retained earnings

	(Unit: Thousand Baht)	
	2023	2022
Accumulated net investment income	2,154,392	1,522,954
Accumulated net loss on valuation of investments	(822,000)	(264,000)
Accumulated cash paid for distributions of net income	(1,264,958)	(921,247)
Retained earnings as at beginning of the year	67,434	337,707
Add: Net investment income	632,445	631,438
Less: Net loss on valuation of investments	(367,998)	(558,000)
Cash paid for distributions of net income		
during the year (Note 15)	(286,345)	(343,711)
Retained earnings at ending of the year	45,536	67,434

15. Distributions of net income to unitholders

Distributions of net income during the year 2023 and 2022 are as the followings:

Announcement date	Period	Per unit (Baht)	Total (Thousand Baht)
12 February 2023	1 October 2022 - 31 December 2022	0.13093	67,429
15 May 2023	1 January 2023 - 31 March 2023	0.23760	122,364
10 August 2023	1 April 2023 - 30 June 2023	0.15798	81,360
10 November 2023	1 July 2023 - 30 September 2023	0.02950	15,192
Total for 2023		0.55601	286,345
18 February 2022	1 October 2021 - 31 December 2021	0.18876	97,211
12 May 2022	1 January 2022 - 31 March 2022	0.25272	130,151
15 August 2022	1 April 2022 - 30 June 2022	0.09094	46,834
14 November 2022	1 July 2022 - 30 September 2022	0.13498	69,515
Total for 2022		0.66740	343,711

16. Income from investment in the Net Revenue Transfer Agreement

(Unit: Thousand Baht)

	2023			2022		
	17AYH	HPM	Total	17AYH	HPM	Total
Income from electricity sales	679,680	346,267	1,025,947	683,408	342,166	1,025,574
Less: Operating expenses of the power plants	(147,500)	(75,954)	(223,454)	(141,628)	(85,204)	(226,832)
Income from investment in the Net Revenue Transfer Agreement	532,180	270,313	802,493	541,780	256,962	798,742

17. Expenses

Management fee

The charge of the management fee is not over 0.25% of total asset value of the Fund per year and payable on a monthly basis. The fee is however not less than Baht 400,000 per month (excluding value added tax or related tax expenses).

Fund supervisor fee

The charge of the fund supervisor fee is not over 0.036% of total asset value of the Fund per year and payable on a monthly basis. The fee is however not less than Baht 30,000 per month (excluding value added tax or related tax expenses) and exclusive of other expenses as actually incurred such as transfer fee, bank charge, property inspection expenses etc.

Registrar fee

The charge of the registrar fee is not over 0.032% of registered capital of the Fund per year (excluding value added tax or related tax expenses), with the minimum fee of not less than Baht 1.9 million per year before applicable discounts (if any). However, the fee will not be over Baht 5 million per year.

18. Related party transactions

The relationship between the Fund and individuals or enterprises that are related parties are summarised below.

Name of entities	Nature of relationships
BBL Asset Management Company Limited	The Management Company
Super Energy Corporation Public Company Limited	A major unitholder
Bangkok Bank Public Company Limited	The parent company of the Management Company
17 Aunyawee Holding Company Limited	Subsidiary of a major unitholder
Health Planet Management (Thailand) Company Limited	Subsidiary of a major unitholder

During the year, the Fund had significant business transactions with related parties, which have been concluded on the commercial terms and bases agreed upon in the ordinary course of business between the Fund and related parties. Below is a summary of those transactions.

	2023	2022	(Unit: Million Baht) Transfer pricing policy
<u>Subsidiaries of a major unitholder</u>			
Income from investment in the Net Revenue Transfer Agreement	802	799	As determined in the agreement
<u>Parent company of the Management Company</u>			
Interest expenses	108	87	As described in Note 12
<u>The Management Company</u>			
Management fee	20	21	As described in Note 17
<u>A major unitholder</u>			
Distributions of net income	57	69	As declared
Returns from capital reduction	4	14	As declared

As at 31 December 2023 and 2022, the Fund has the following significant outstanding balances with its related parties.

	(Unit: Million Baht)	
	2023	2022
<u>Subsidiaries of a major unitholder</u>		
Investment in the Net Revenue Transfer Agreement	6,738	7,106
Accounts receivable from the Net Revenue Transfer Agreement		
17 Aunyawee Holding Company Limited	84	88
Health Planet Management (Thailand) Company Limited	40	28
<u>Parent company of the Management Company</u>		
Restricted bank deposit	91	86
Accrued interest expenses	1	1
Long-term loan	2,022	2,269
<u>Management Company</u>		
Accrued management fee	2	2

19. Investment trading information

The Fund's investment trading transactions for the year ended 31 December 2023, excluding cash at banks, amounted to Baht 954 million. This is 18.55% of average net assets during the year (2022: Baht 700 million, 13.33%).

20. Commitments

The Fund is committed to pay fees to the Management Company, fund supervisor, registrar under the terms and conditions as described in respective service agreements as described in Note 17.

21. Fair value hierarchy

As at 31 December 2023 and 2022, the Fund had the investments that were measured at fair value using different levels of inputs as follows:

	(Unit: Million Baht)			
	2023			
	Level 1	Level 2	Level 3	Total
Investment in the				
Net Revenue Transfer Agreement	-	-	6,738	6,738
Investment in securities	-	135	-	135

(Unit: Million Baht)

	2022			
	Level 1	Level 2	Level 3	Total
Investment in the Net Revenue Transfer Agreement	-	-	7,106	7,106

During the years, there were no transfers within the fair value hierarchy.

22. Financial instruments

22.1 Financial risk management

The Fund's financial instruments comprise investment in the Net Revenue Transfer Agreement, investments in securities, cash at bank, accounts receivable from the Net Revenue Transfer Agreement, accrued interest receivables, restricted bank deposit, accounts payable, accrued expenses and long-term loan from financial institution. The financial risks associated with these financial instruments and how they are managed is described below.

Credit risk

The Fund has major investment in and revenues from the Net Revenue Transfer Agreement with two contracting parties. The Fund is exposed to credit risk primarily with respect to its investments in and receivables from the Net Revenue Transfer Agreement. The Fund has taken into account that the main customers of both contracting parties are financially stable state-owned enterprises and, under the Net Revenue Transfer agreement, both parties are restricted from creating additional debt obligations and Net Revenue Transfer agreement provides the Fund with various collaterals. Also, the Net Revenue Transfer Agreement stipulates the Fund's involvement with the bank accounts used by the contracting parties for receipts of revenue from electricity sales. In addition, the Fund is exposed to credit risk with respect to cash at banks, accrued interest receivables from cash at bank and investments in debt instruments. The Fund focuses on investment in debt instruments of which the counterparties or issuers are financially stable. The Fund therefore does not expect to incur material financial losses from the provision of credit in the short or long term. The maximum exposure to credit risk is the carrying amounts of the assets as stated in the balance sheet less the recovery from collaterals (if any).

Interest rate risk

The Fund's exposure to interest rate risk relates primarily to its cash at banks, investments in securities and long-term loans. The investments under the Net Revenue Transfer Agreement are not exposed to interest rate risk because cash flows from the investments are not affected by changes in interest rates. However, most of the Fund's other financial assets bear floating interest rates or fixed interest rates which are close to the market rate.

Significant financial assets and liabilities classified by type of interest rate are summarised in the table below.

(Unit: Million Baht)

As at 31 December 2023					
	Fixed interest rate within 1 year	Floating interest rate	Non- interest bearing	Total	Effective interest rate (% per annum)
<u>Financial Assets</u>					
Investment in the Net Revenue Transfer					
Agreement at fair value	-	-	6,738	6,738	-
investment in securities	-	-	135	135	-
Cash at banks	-	6	-	6	0.875
Accounts receivable from the Net Revenue Transfer Agreement	-	-	124	124	-
Restricted bank deposit	-	91	-	91	0.600
<u>Financial liabilities</u>					
Accrued expenses	-	-	5	5	-
Long-term loan from financial institution	-	2,022	-	2,022	Note 12

(Unit: Million Baht)

As at 31 December 2022					
	Fixed interest rate within 1 year	Floating interest rate	Non- interest bearing	Total	Effective interest rate (% per annum)
<u>Financial Assets</u>					
Investment in the Net Revenue Transfer					
Agreement at fair value	-	-	7,106	7,106	-
Cash at banks	-	50	-	50	0.475
Accounts receivable from the Net Revenue Transfer Agreement	-	-	116	116	-
Restricted bank deposit	-	86	-	86	0.350
<u>Financial liabilities</u>					
Accrued expenses	-	-	7	7	-
Long-term loan from financial institution	-	2,269	-	2,269	Note 12

Increase or decrease of 0.25% per annum in the interest rate of floating rate long-term loan from financial institution which is outstanding as of 31 December 2023, with all other variables held constant, would result in an decrease or increase of approximately Baht 7.3 million in the increase in net operating assets for the year 2024.

Liquidity risk

The Fund has highly liquid assets such as cash at bank, short-term investments in securities and restricted bank deposits that are reserved to make interest and principal payments that fall due during the next three or more months. In addition, the Fund's estimated cash flows are sufficient to make scheduled payments as specified in the loan agreement and the Fund has sufficient highly liquid assets to make distributions of net income to the unitholders. Therefore, the liquidity risk of the Fund has been determined as low.

22.2 Fair values of financial instruments

The Fund measures its investments in the Net Revenue Transfer Agreement and the securities at fair value. Other major financial instruments held by the Fund are short-term in nature or carrying interest at rates close to market interest rate, the Fund therefore believe that fair value of financial instruments is not to be materially different from the amounts presented in the balance sheet.

23. Segment information

Currently, the Fund only operates in one business segment which is the investment in infrastructure business related to solar power plant business and the business is only operated in Thailand. As a result, all of the revenues, operating profits and assets as reflected in these financial statements pertain to the aforementioned reportable operating segment and geographical area.

The Fund has major revenues from the Net Revenue Transfer Agreement with two contracting parties, namely 17AYH and HPM.

24. Approval of financial statements

These financial statements were authorised for issue by an authorised person of the Management Company on 21 February 2024.