



บริษัท ทีพีซี เพาเวอร์ โฮลดิ้ง จำกัด (มหาชน)
TPC POWER HOLDING PUBLIC COMPANY LIMITED



Management's Discussion and Analysis (MD&A)
For a Year Ended September 30, 2023

No. TPCH-SC-001-11/2566

9 November 2023

Subject: Management's Discussion and Analysis of a Quarterly ended September 30, 2023

**To: Managing Director and Manager
Stock Exchange of Thailand**

TPC Power Holding Public Company Limited would like to clarify the operating results from the Company's financial statements. and its subsidiaries for the period ended September 30, 2023, with the following details:

TPC Power Holding Public Company Limited is a company investing in other companies which focusing on renewable energy power plant business domestically and internationally. Categorized in Solar and Wind energy for international project, Biomass and Waste to energy for domestic projects (Thailand)

■ **Announcement regarding the PTG project's interim dividend payment**

The PTG project has a total operational capacity of 23 megawatts, a sales capacity of 21 megawatts, an adder rate and additional rate for the three southern border provinces. In the 3rd quarter of 2023, an average of 87% of power generation was running at the pace. The average wholesale automatic power cost (Ft) from July to September is 0.5755 baht per kilowatt-hour. Profits increased by 50.39 million baht from the 2nd quarter of 2023. As accordingly, the interim dividends were approved by the Company's Board of Directors. The legal reserve has been removed in the sum of 25.08 million baht, which is due on November 15, 2023. remain the company credit rating at "BBB-" with a Tris Rating "Negative" rating outlook.

■ **Remain the company credit rating at "BBB-" with a Tris Rating "Negative" rating outlook**

The company's Stand-alone Credit Profile (SACP) continues at level. "bbb," reflecting the company's excellent credit position and the stability of the company's cash flow, which has satisfactory performance results and from having a long-term power purchase agreement.

■ **Transferring the entirety of the holdings in the groupings representing TPCH1, TPCH2, TPCH5, and ECO power plants.**

On September 19, 2023, the Board of Directors' Meeting No. 5/2023 resolved to authorize the Company to sell shares held in subsidiaries, namely TPCH1 Project, amount 25,799,996 shares, proportion 99.23 percent, and TPCH2 Project, amount 25,799,996 shares, proportion 99.23 percent. TPCH5 in the amount of 19,799,996 shares, 99.00 percent, and ECO Project in the amount of 63,375,434 shares, 99.90 percent (PBB Project, PBM Project) and determined the date of the Extraordinary General Meeting of Shareholders No. 1/2023.

On October 27, 2023, the Extraordinary General Meeting of Shareholders No. 1/2023 resolved to approve the sale of common shares including the total value of the subsidiary's loan debt with the company of not less than 1,200,000,000 baht and entered into a share purchase agreement. Such subsidiary has classified related items to be sold into asset and liability groups. preserved for sale

On October 27, 2023, the shareholders' extraordinary meeting No. 1/2023, passed the resolution to approve the disposal of investments of four subsidiaries and required the buyer to receive the transfer of subsidiaries' debts from borrowings from the Company in the amount not less than 1,200.00 million by entering into disposal agreement of those investments, comprises 1)TPCH Power 1 Co., Ltd., 2)TPCH Power 2 Co., Ltd., 3)TPCH Power 5 Co., Ltd. and 4) Eco Energy Group Corporation Co., Ltd., for total approximately Baht 752.68 million and subsidiaries' debts from borrowings from the Company total amount of Baht 698 million, totally Baht 1,450.88 million of which is received the investment portion of Baht 452.64 million and debt borrowings in full amount of Baht 1,150.87 million. In the first quarter of 2024, the Company will received the remaining and It has classified related items to be sold into groups of assets and liabilities as held for sale

■ **Progress of Siam Power Co., Ltd.**

Nonthaburi Power Plant Project In this quarter, the average operating rate was 38%, It is currently in the stopping phase for maintenance on the machinery. according to the maintenance plan and replace major machine parts based on their service life Checking the condition of various minor equipment to ensure that it is in perfect working order. To be able to run the electricity generator continuously. Full production efficiency This will reduce the rate of fuel consumption in electricity production per megawatt.

The development of the waste power plant project is progressing. The project will manage solid waste by converting it into electrical energy. The Nong Sarai Subdistrict Administrative Organization in Nakhon Ratchasima Province is preparing to sign a waste management contract. Another project is in the process of submitting bid proposals. This is when the committee considers the bidding results and proposals from the private sector that participated in the bidding.

■ **Development of international projects**

Mekong Power Company Limited ("MKP"), of which the Company owns 40%, produces and distributes solar-powered electricity in Lao PDR. MKP signed a power purchase agreement for 100 megawatts with Lao Electricity State Enterprise ("EDL") in May 2020 for a period of 25 years from the date of commercial operation (Commercial Operation Date: "COD"). It is currently in the process of preparing the area for construction. The project is expected to begin construction in the fourth quarter of 2023 – first quarter of 2024.

Overview of Financial Performance of the Company

Unit : Million THB

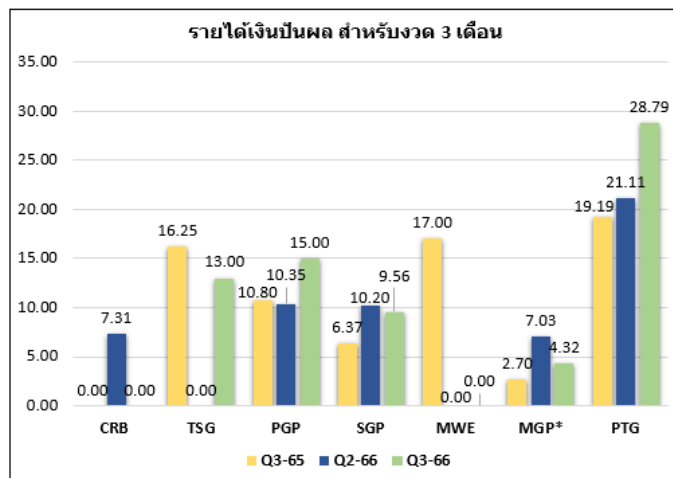
| Separated Financial Statement | 9M-2023 | 9M-2022 | YoY | Q3-2023 | Q2-22023 | QoQ | Q3-2565 | YoY |
|------------------------------------|-----------------|-----------------|-----------------|-----------------|----------------|-------------------|----------------|-------------------|
| Revenue | | | | | | | | |
| Dividend revenue | 534.36 | 176.73 | >100% | 70.68 | 56.00 | 26.2% | 72.32 | (2.3%) |
| Other revenue | 11.39 | 2.22 | >100% | 1.19 | 8.49 | (86.0%) | 0.91 | 30.4% |
| Financial revenue | 51.22 | 43.58 | 17.5% | 17.74 | 16.80 | 5.6% | 15.63 | 13.5% |
| Total revenue | 596.97 | 222.53 | >100% | 89.60 | 81.29 | 10.2% | 88.86 | 0.8% |
| Expense | | | | | | | | |
| Impairment loss | (275.13) | 0.00 | - | (275.13) | 0.00 | - | 0.00 | - |
| Administrative expense | (100.46) | (62.06) | 61.9% | (33.22) | (35.45) | (6.3%) | (21.46) | 54.8% |
| Financial cost | (55.72) | (56.44) | (1.3%) | (18.82) | (18.57) | 1.3% | (18.71) | 0.5% |
| Total expense | (431.31) | (118.51) | >100% | (327.17) | (54.02) | >100% | (40.17) | >100% |
| Quarterly Net profit (loss) | 165.67 | 104.03 | 59.3% | (237.57) | 27.26 | (>100%) | 48.69 | (>100%) |
| Earnings (loss) per share | 0.41 | 0.26 | | (0.59) | 0.07 | | 0.12 | |

Separated Financial Statement

In Q3-2023 Net profit (loss) was 237.57 million baht, a decrease of 264.83.71 million baht or more than 100 percent as for 9M-2023 the company has net profit(loss) of 165.67 million baht, increased of 61.64 million baht or 59.3 percent from the previous year due to the following reasons:

Dividend Revenue

The company's income from dividend was 70.68 million baht, decreased by 14.67 million baht or 86.3% from the previous quarter due to increase of dividend payment from previous quarter for TSG of 13 million THB. PGP project in the amount of 4.65 million baht, PTG project in the amount of 7.68 million baht. As for 9M-2023 the company had 534.36 of dividend revenue, increased by 357.63 million THB or more than 100 percent due to the year 2022 annual dividend payment from MWE and TSG which is shown in the picture below.



As for The allowance for impairment from investment

The company recorded an account in the cost price which is 275.14 million THB for the group of assets held for sales.

Consolidated Company Performance

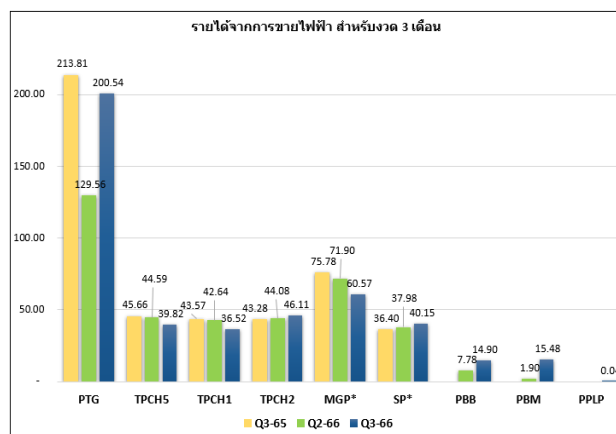
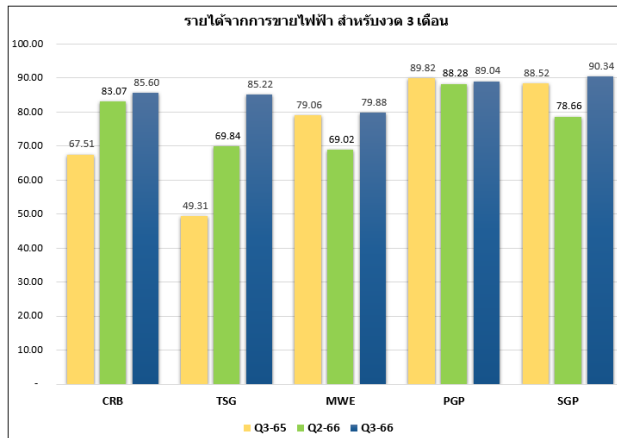
| Consolidated financial statement | 9M-2566 | 9M-2565 | YoY | Q3-2566 | Q2-2566 | QoQ | Q3-2665 | YoY |
|--|------------|------------|---------|----------|----------|---------|----------|---------|
| Revenue from electricity sale | 2,229.40 | 1,959.66 | 13.8% | 783.49 | 659.39 | 18.8% | 720.54 | 8.7% |
| Cost of electricity sales | (1,546.52) | (1,547.47) | (0.1%) | (528.97) | (494.94) | 6.9% | (548.57) | (3.6%) |
| Gross profit | 682.87 | 412.19 | 65.7% | 254.52 | 164.46 | 54.8% | 171.97 | 48.0% |
| Other revenue | 11.56 | 89.70 | (87.1%) | 1.66 | 8.76 | (81.1%) | 56.47 | (97.1%) |
| Profit before expense | 694.43 | 501.89 | 38.4% | 256.18 | 173.21 | 47.9% | 228.43 | 12.1% |
| Administrative expense | (188.08) | (100.61) | 86.9% | (89.69) | (46.52) | 92.8% | (37.83) | >100.0% |
| Profit (loss) from operation | 506.35 | 401.28 | 26.2% | 166.49 | 126.69 | 31.4% | 190.60 | (12.6%) |
| Financial revenue | 18.02 | 12.90 | 39.6% | 6.24 | 6.05 | 3.1% | 4.59 | 36.1% |
| Financial cost | (185.07) | (148.30) | 24.8% | (67.34) | (63.19) | 6.6% | (48.79) | 38.0% |
| Profit (loss) from investment in association | (27.21) | (26.92) | 1.1% | (16.50) | (4.32) | >100.0% | (0.55) | >100.0% |
| รวม | (194.27) | (162.32) | 19.7% | (77.60) | (61.47) | 26.2% | (44.76) | 73.4% |
| Profit (loss) before tax | 312.09 | 238.96 | 30.6% | 88.90 | 65.22 | 36.3% | 145.84 | (39.0%) |
| Income tax expense | (8.73) | (8.20) | 6.5% | (3.17) | (2.92) | 8.4% | (2.08) | 52.5% |
| Net profit (loss) | 303.35 | 230.76 | 31.5% | 85.73 | 62.30 | 37.6% | 143.76 | (40.4%) |
| การแบ่งปันกำไรรวม | | | | | | | | |
| Owner of the company | 182.87 | 139.52 | 31.1% | 42.78 | 29.32 | 45.9% | 140.16 | (58.9%) |
| Non-controlling interests | 120.48 | 91.24 | 32.0% | 42.95 | 32.98 | 30.2% | 39.60 | 8.5% |
| Total net profit (loss) | 303.35 | 230.76 | 31.5% | 85.73 | 62.30 | 37.6% | 143.76 | (40.4%) |
| Profit (loss) per standard share | 0.46 | 0.35 | | 0.11 | 0.073 | | 0.26 | |

Consolidated Financial Statement

- Revenue from Electricity Sale

For Q3/2023, the company had electricity sales of 783.49 million baht, increased by 124.10 million baht or 18.8% from the previous quarter due to MGP, SGP and PTG had maintenance shutdown in previous quarter, as for Q3/2023 these projects got back to the performance which has made more revenue. As for 9M-2023 the company had the revenue from electricity sales of 2,229.40 million THB, increased by 269.74 million THB or 13.8% due to the better performance from the

project throughout the year and PBB, PBM has started Commercial operation excepting annual maintenance shutdown.



MGP,SP* is a joint venture business. It shows only the income from current shareholding.

- **Cost of Electricity Sales**

The Company's cost of selling electricity amounted to 528.97 million baht, an increase of 34.03 million baht or 6.9 percent from the previous quarter and for 9M-2023 the company had the cost of electricity sales of 1,546.52 million THB, increased by 0.94 million THB. Which the main cost is operation management fee, fuel cost, electricity cost in the project, Insurance premium, ash transportation, depreciation and cost of equipment to strengthen the main assets of the machine to increase efficiency with own fuel management in every project (except CRB and TSG projects)

- **Administrative expenses**

The Company had administrative expenses of 89.69 million baht, an increase of 43.16 million baht or 92.8% from the previous quarter the cost consists of TPCH1, TPCH2, TPCH5 adjusting consultancy fee after share sold. As for 9M-2023 the Company had administrative expenses of 188.08 million THB, increased by 89.69 million THB or 86.9% due to the employment, international project development including consultant fee and share sales consultant fee.

- **Profit (loss) from investments in joint ventures**

The Company had profit (loss) from investments in joint ventures, a loss of 16.50 million baht, an increase of 12.18 million baht or more than 100 percent from the previous quarter and for 9M-2023 the company has loss of 27.21 million THB an increase of 0.29 million baht from the previous year, as detailed below.

- MGP Power Plant, with a stake of 46 percent, had a share of profit of 0.01 million baht, a decrease of 10.40 million due to annual maintenance shutdown for 20 days and 17 hours.
- PA West and Energy Co., Ltd. (PA), holding 33 percent, shared profits of 0.01 million baht, unchanged from the previous quarter.
- Siam Power Co., Ltd. (SP), holding 50% of its share and has loss amounted to 16.33 million baht due to maintenance shutdown. In addition, there are financial costs from loans used for project development.

- **Net profit (loss) for the period**

The Company had a net profit (loss) of 85.73 million baht, increased by 23.43 million baht or 37.6 percent from the previous quarter, as for 9M-2023 the company has net profit (loss) of 303.5 million THB increased by 72.59 million THB from previous year by split into Q3-2023 company's profit of 42.78 million THB increased by 13.46 million THB or 45.9% from the previous year. As for the 9M-2023 the company has net profit of 182.87 million THB increased by 43.35 million THB or more than 31.1% due to:

- Group of 5 projects (CRB, TSG, MWE, PGP, SGP) has high performance which has made more income with the capacity factor of 99%,93%,99%,97%,98% accordingly.

- Group of 3 southern provinces (PTG, TPCH5, TPCH1, TPCH2)

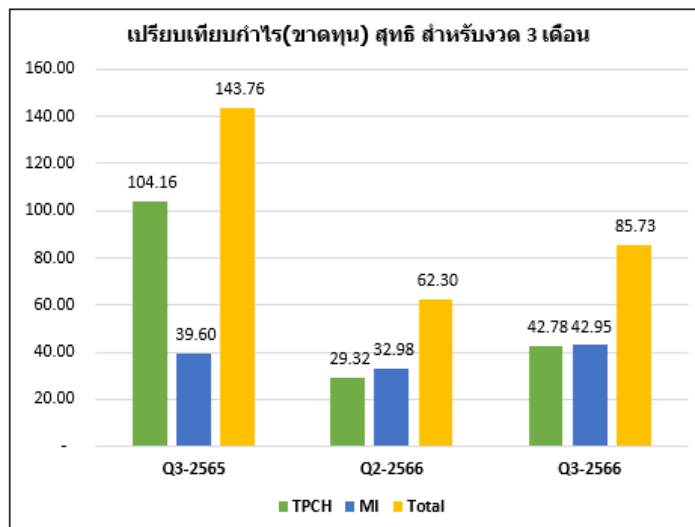
In Q3/2023, the PTG project produced more electricity than the previous quarter. Which has made profit and pay dividends in the amount of 25.08 million baht with November 15, 2023 is the due date.

The TPCH1, TPCH2, TPCH5, projects were able to produce less electricity than the previous quarter. due to maintenance and repair of machinery, with the TPCH1 project generating an average of 67% of electricity, the TPCH2 project 77% of the electricity generating on average, and the TPCH5 project 90% of the electricity generating on average.

The PBB project has an average electricity generation of 52% and the PBM project has an average of 53% of electricity generation during tuning and fixing the machine so that it can operate efficiently to generate electricity.

- Joint Venture Group (MGP, SP, PA, MKP)

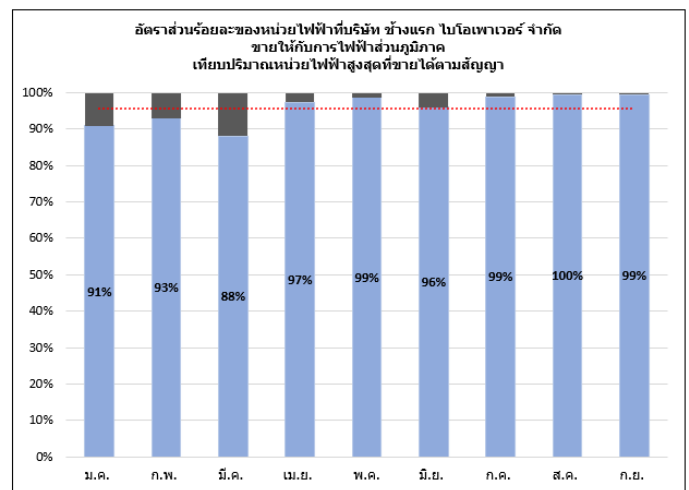
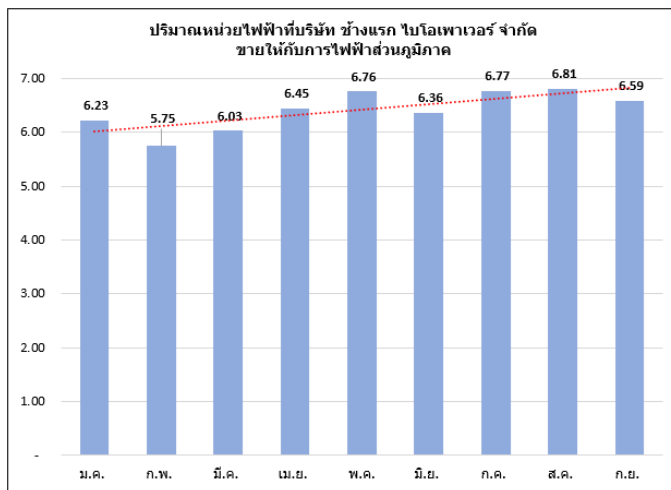
MGP project started to generate less electricity than the previous quarter. Due to a shutdown for annually maintenance of the machines for 20 days and 17 hours, the profit was slightly lower than the previous quarter. In Q3/2023, the average electricity generation capacity was 72%. The SP project is undergoing process improvements. in producing RDF fuel to obtain quantity and quality, and stop operating, maintenance and fixing problematic machines. MKP project is currently under site clearing process and preparing for the construction.



Performance of Power plants under operations (13 plants in total)

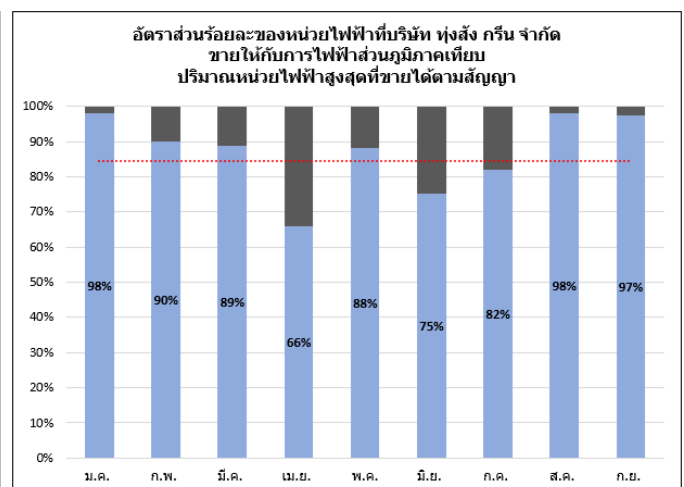
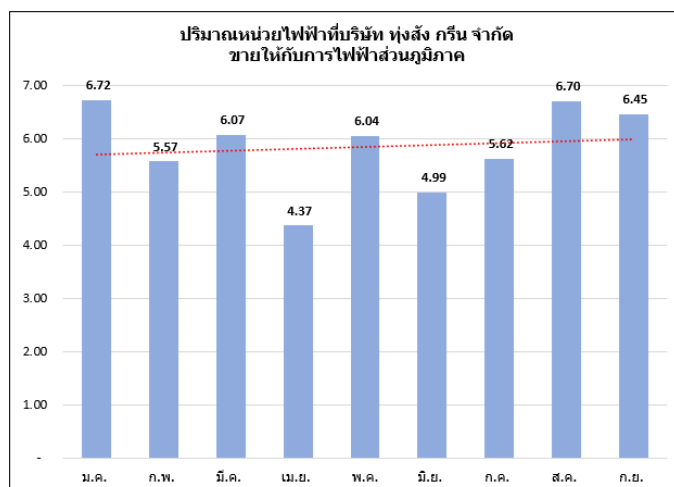
CRB project has the amount of electricity sold according to the power purchase agreement of 9.2 megawatts. Revenue from electricity sales in the Feed-in Tariff (FiT) system, the net purchase price of electricity is 4.24 baht per unit sold.

In the third quarter of 2023, electricity generation for sale in the amount of 20,169,600 units. In this quarter, the average electricity generating capacity was 96%.



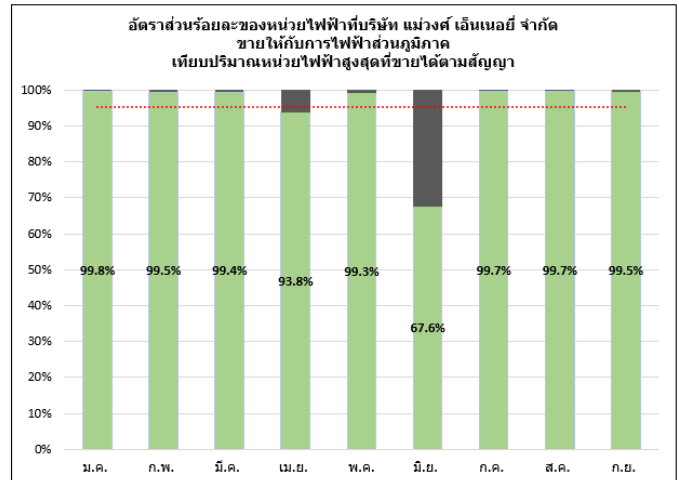
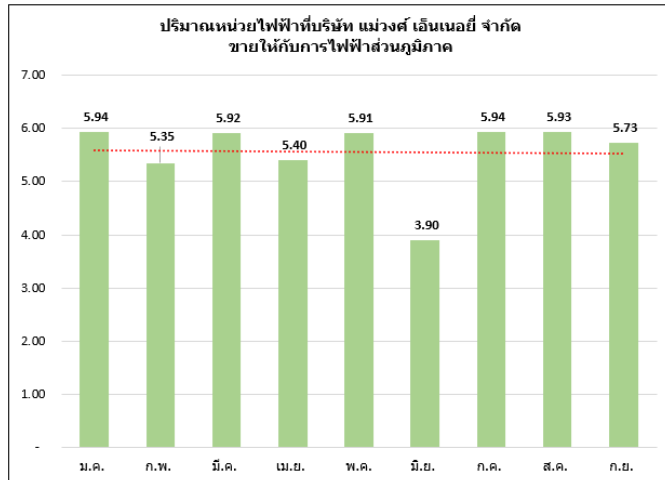
TSG project has electricity sales according to the power purchase agreement of 9.2 megawatts, revenue from electricity sales in the Feed-in Tariff (FiT) system, net purchase price of 4.54 baht per unit sold.

In Q3 of 2023, electricity generation for sale in the amount of 18,779,259 units. In this quarter, the average electricity generating capacity was 84%.



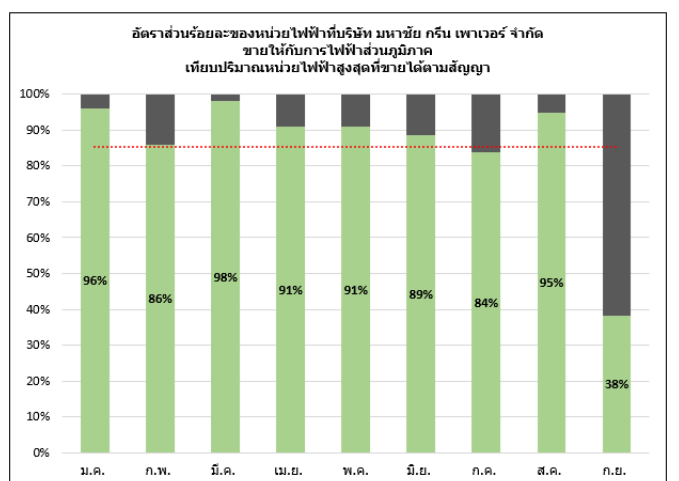
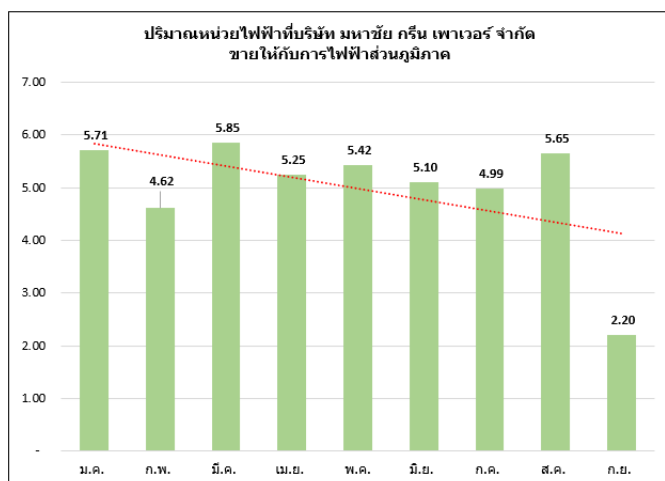
MWE project have electricity sales according to the power purchase agreement of 8.0 megawatts, revenue from electricity sales in the Feed-in Tariff (FIT) system, net electricity purchase price of 4.54 baht per unit sold.

In Q3 of 2023, electricity generation for sale in the amount of 17,601,538 units. In this quarter, the average electricity generating capacity was 95%.



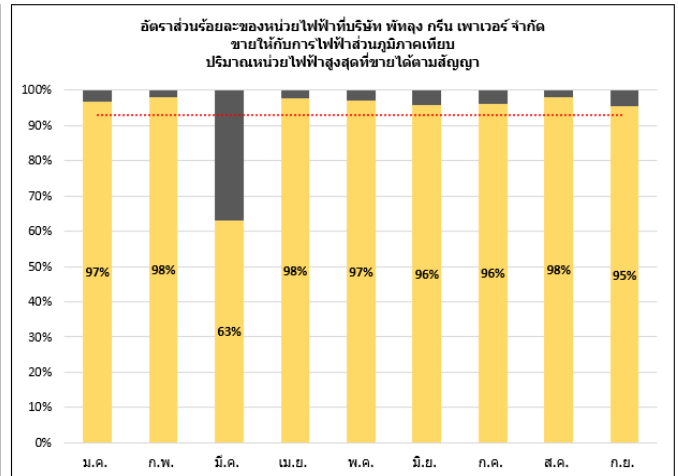
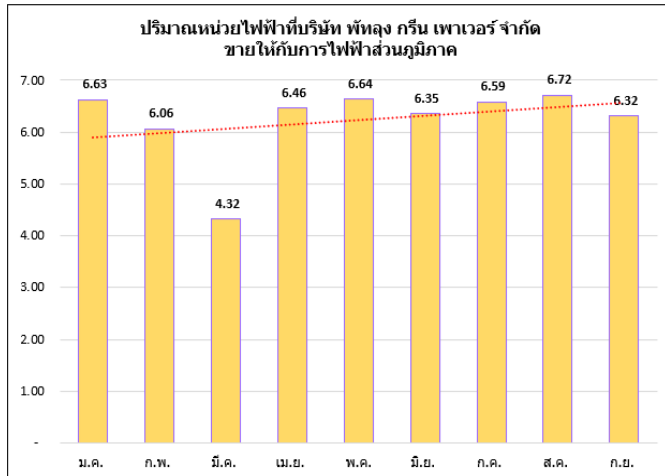
MGP power plant has electricity sales according to the power purchase agreement of 8.0 megawatts, revenue from electricity sales in the Feed-in Tariff (FIT) system, net electricity purchase price of 4.54 baht per unit sold.

In Q3/2023, electricity generation for sale in the amount of 12,846,147 units. In this quarter, the average electricity generating capacity was 85%.



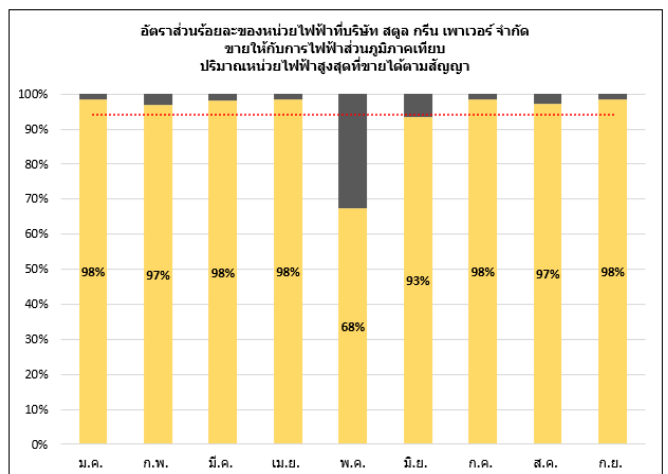
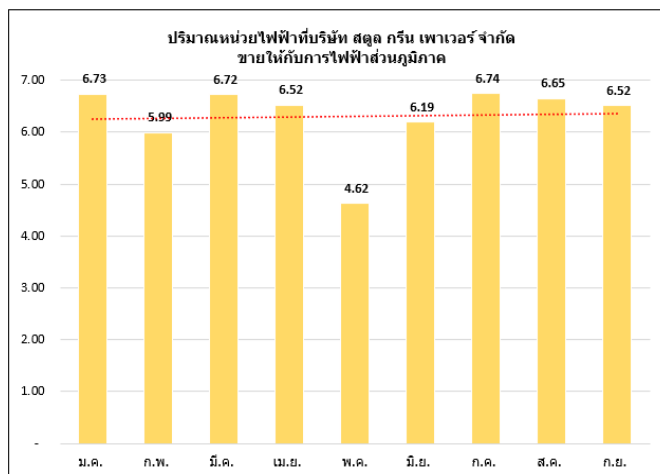
PGP project has the amount of electricity sold according to the power purchase agreement of 9.2 megawatts. Revenue from the sale of electricity in the Feed-in Tariff (FiT) system, the net purchase price of electricity is 4.54 baht per unit sold.

In the third quarter of 2023, electricity generation for sale in the amount of 19,619,839 units. In this quarter, the average electricity generating capacity was 93%.



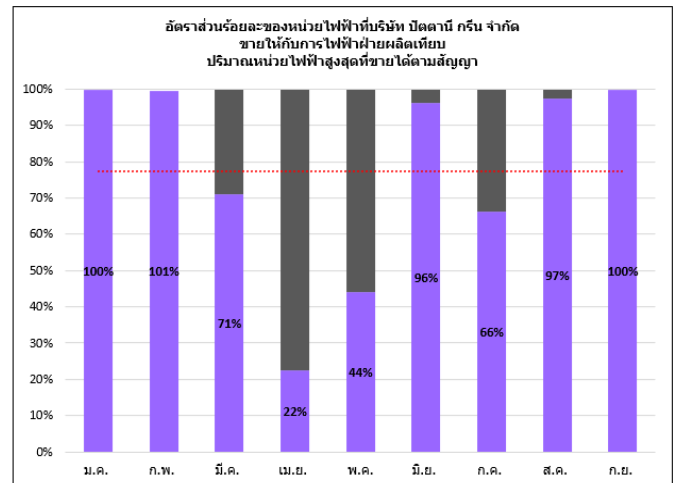
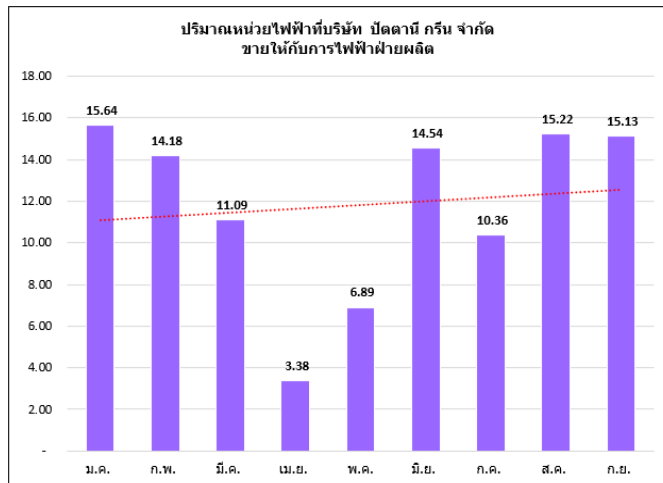
SGP project has a sales volume of electricity according to the power purchase agreement of 9.2 megawatts. Revenue from electricity sales in the Feed-in Tariff (FiT) system, net purchase price of electricity is 4.54 baht per unit sold.

In the third quarter of 2023, electricity generation for sale in the amount of 19,907,912 units. In this quarter, the average electricity generating capacity was 94%.



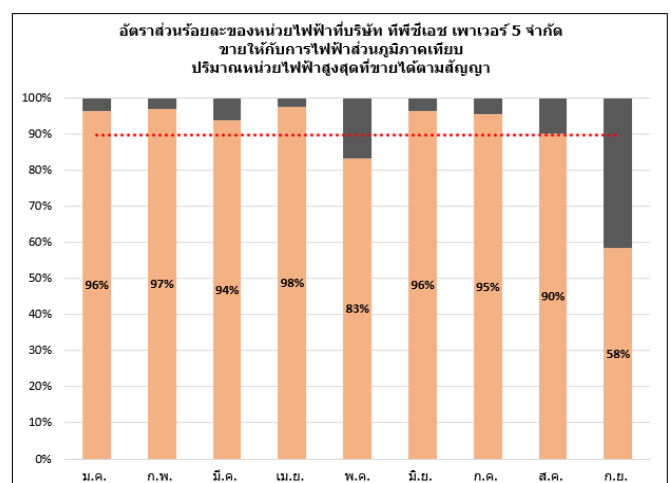
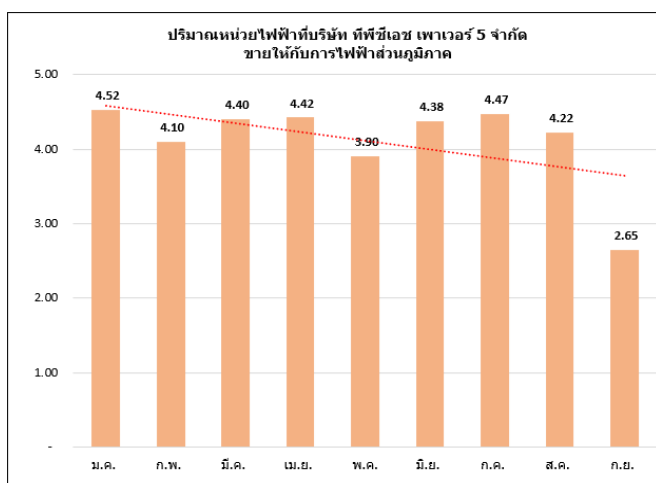
PTG Project have electricity sales according to the power purchase agreement of 21 megawatts, revenue from electricity sales in the Adder system, the average net purchase price of electricity is 5.22 baht per unit sold.

In the third quarter of 2023, electricity generation for sale in the amount of 40,706,465 units. In this quarter, the average electricity generating capacity was 77%.



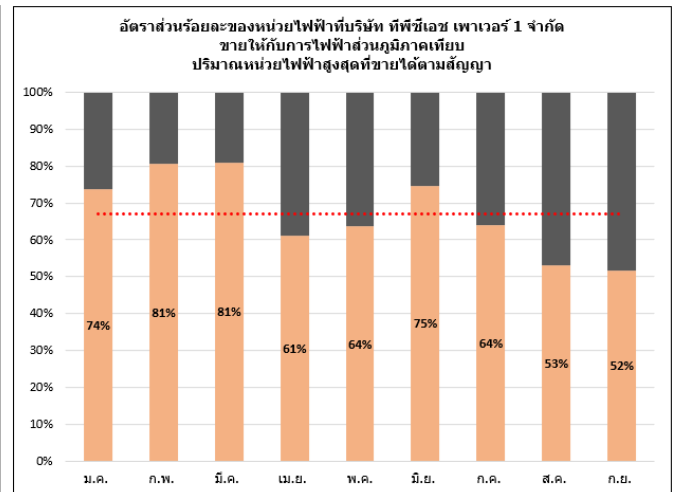
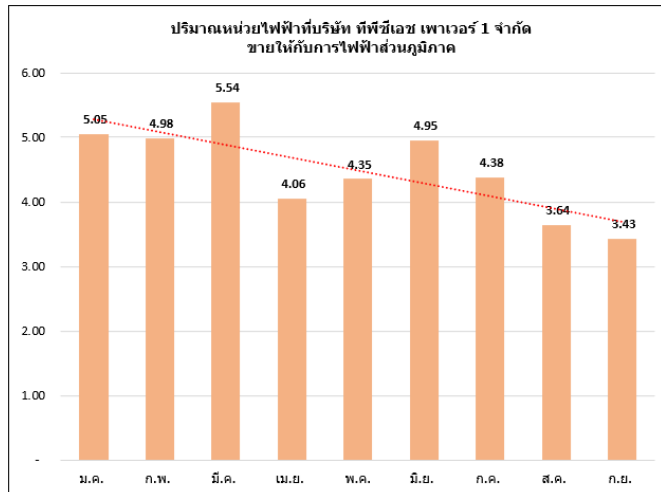
The TPCH5 project has a sales volume of electricity according to the power purchase agreement of 6.3 megawatts, which is a project derived from bidding revenue from electricity sales in the Feed-in Tariff (FiT) system. The net purchase price of electricity is 3.51 baht per unit sold.

In the third quarter of 2023, electricity generation for sale in the amount of 11,343,439 units. In this quarter, the average electricity generating capacity was 90%.



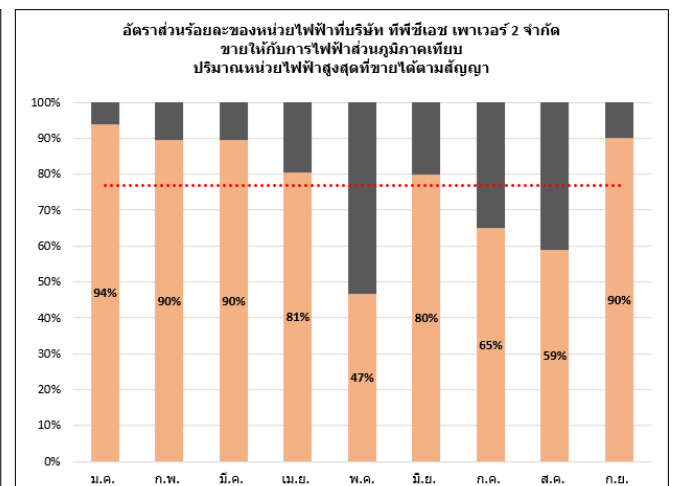
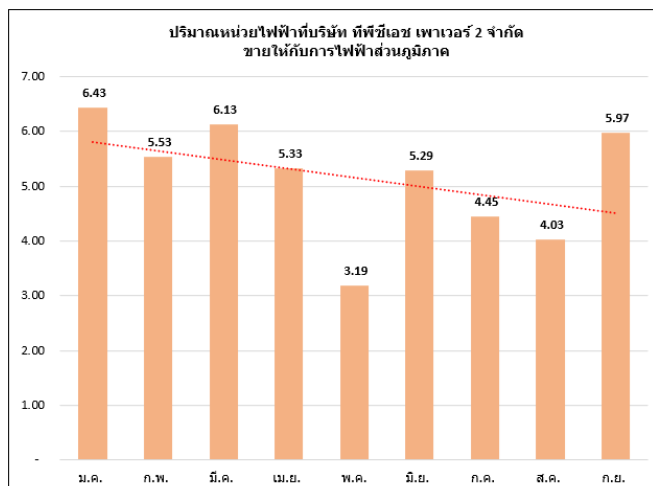
The TPC1 project has an electricity sales volume of 9.2 megawatts according to the power purchase agreement obtained from bidding, income from selling electricity in the Feed-in Tariff (FiT) system, net purchase price of electricity 3.19 baht per unit sold.

In the third quarter of 2023, electricity generation for sale in the amount of 11,446,753 units. In this quarter, the average electricity generating capacity was 67%.



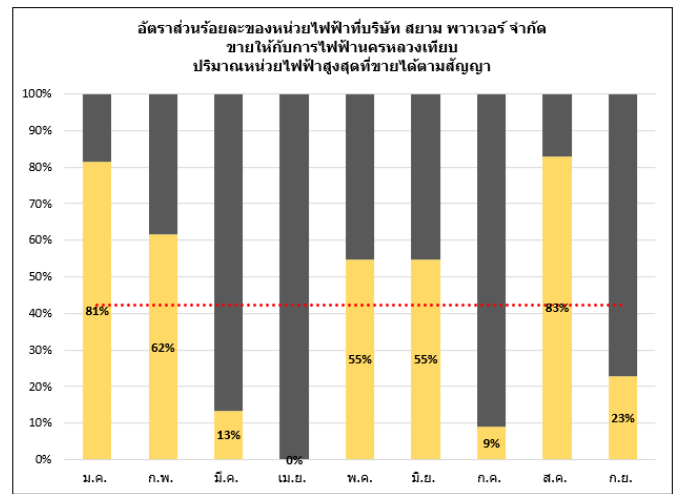
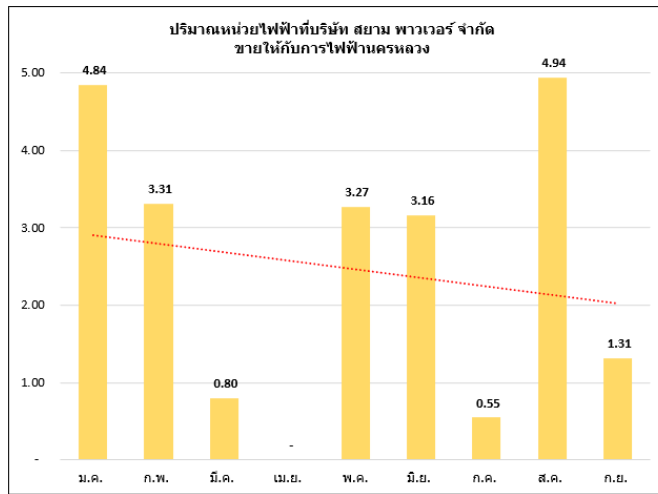
TPCH2 project has a sales volume of electricity according to the power purchase agreement of 9.2 megawatts, which is a project derived from the bidding of electricity sales in the Feed-in Tariff (FiT) system. The net purchase price of electricity is 3.19 baht per unit sold.

In the third quarter of 2023, electricity generation for sale in the amount of 14,452,283 units. In this quarter, the average electricity generating capacity was 77%.



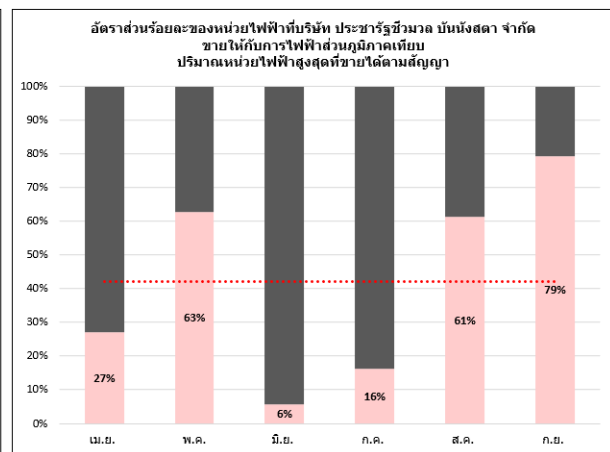
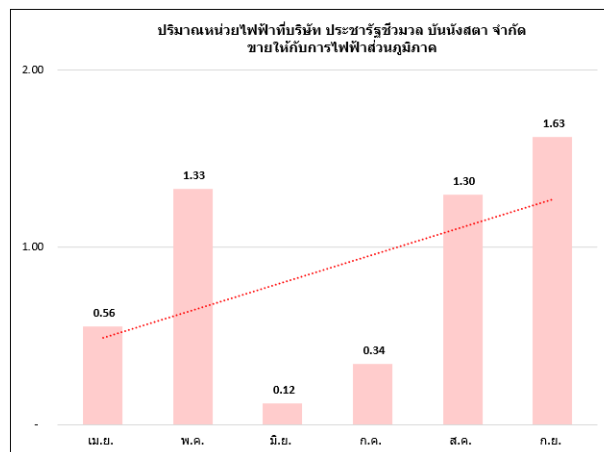
SP project commenced commercial operation on December 30, 2021 with the sales volume according to the power purchase agreement of 8.0 megawatts, income from electricity sales in the Feed-in Tariff (FIT) system, net purchase price of 5.91 baht per sales unit.

In the third quarter of 2023, electricity generation for sale in the amount of 6,796,000 units. In this quarter, the average electricity generation was 42%.



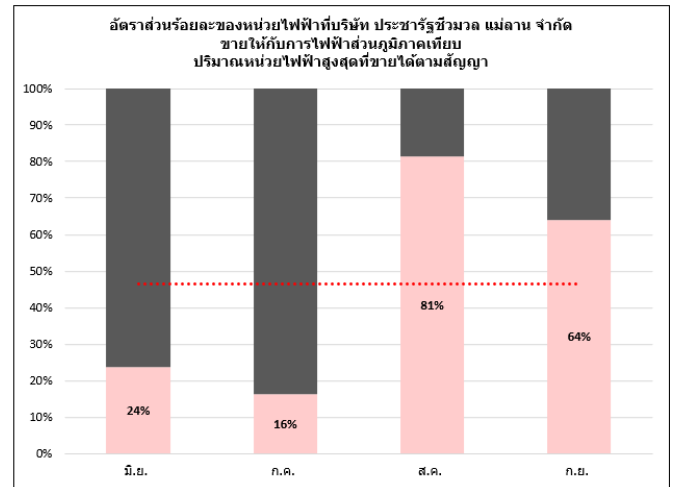
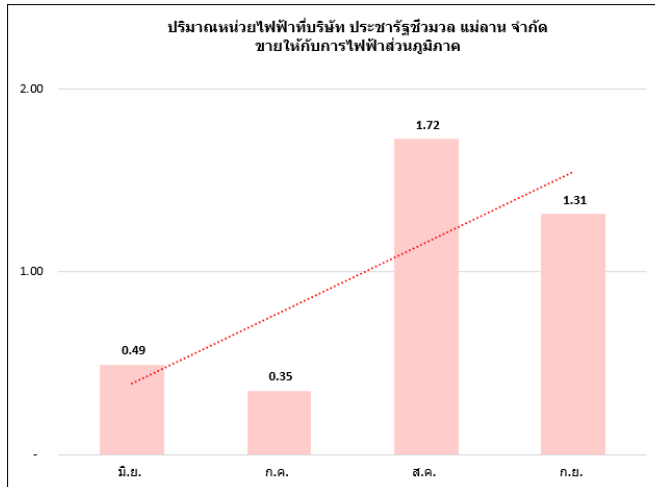
PBB Power Plant commenced commercial operation on March 30, 2023 with the amount of electricity sold according to the power purchase agreement of 2.85 megawatts, income from electricity sales in the Feed-in Tariff (FIT) system, net purchase price of 3.88 baht per sales unit.

In the third quarter of 2023, electricity generation for sale in the amount of 3,266,822 units. In this quarter, the average electricity generation was 42%.



PBM power plant commenced commercial operation on June 1, 2023 with the amount of electricity sold according to the power purchase agreement of 2.85 megawatts, income from electricity sales in the Feed-in Tariff (FIT) system, net purchase price of 3.88 baht per sales unit.

In the third quarter of 2023, electricity generation for sale in the amount of 3,382,667 units. In this quarter, the average electricity generating capacity was 46%.



Industry Overview in 2023

The company is continuing working hard. To concentrate on continually developing and regulating fuel management and electricity production costs in power plants that have announced commercial energy sales. In addition, enhancements and adjustments to strategy are made in response to current events. To be adaptable in issue solutions. including fuel sufficiency, administrative costs, machine efficiency in maintenance and pollution measurement within legal parameters.

Regarding to the projects under development, the company has invested and starting to develop projects in Laos, Cambodia and Vietnam which are the first group of countries for the company to go abroad. Project in Laos, a Solar power plant of 100-Megawatt Contract capacity, the company has invested 40% shareholding of 12.5 million USD. Project in Cambodia consists of Solar energy with 180-200 contract sales megawatt and Wind energy with 20-50 Contract sales megawatt. Solar Energy project in Laos has made the most progress which is under site clearing and preparing for the construction, expected COD on Q4/2023 – Q1/2024. As for Cambodia project current progress is License and PPA development.

Siam power Projects involving Waste to energy power plant which TPCH holds 50% in Siam power Company limited. SP2 project progress is now under preparing to sign a waste management contract. In addition, SP3-SP7 are VSPP projects under development as well.

Furthermore, the company's existing renewable energy power plant project has been evaluated for carbon footprint and registered for carbon credits. By calculating the number of carbon credits created per year, the corporation has already entered a purchasing deal to gain additional revenue. Carbon credit registration has been researched in multiple standards for the project that is now being developed. Since the beginning of the project's research, to identify project possibilities and benefits for maximum benefit. Due to platform and price fluctuations, the value of carbon credit income is not considered in investment decisions. However, the company believes that carbon credits will be able to add value to the company in the future because it is the direction of global businesses that are beginning to pay attention and want to solve the problem of global warming. Carbon credits will be registered in the form of international standards for international projects to build confidence with domestic and international investors interested in

investing in future projects. It is an example of a good project that benefits society while also earning money for the company to fund future projects.

TPC Power Holding Public Company Limited

A handwritten signature in blue ink, appearing to be 'Cherdsak Wattanavijitkul', written in a cursive style.

(Mr. Cherdsak Wattanavijitkul)

President

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|---------------|---|
| TPCH | : TPC Power Holding Public Company Limited |
| CRB | : Chang Rak Biopower Company Limited |
| MWE | : Maewong Energy Company Limited |
| MGP | : Mahachai Green Power Company Limited |
| TSG | : Thungsung Green Company Limited |
| PGP | : Phatthalung Green Power Company Limited |
| SGP | : Satun Green Power Company Limited |
| PTG | : Pattani Green Company Limited |
| TPCH1 | : TPCH Power 1 Company Limited |
| TPCH2 | : TPCH Power 2 Company Limited |
| TPCH5 | : TPCH Power 5 Company Limited |
| PA | : PA Waste and Energy Company Limited |
| SP | : Siam Power Company Limited |
| ECO | : ECO Energy Group Corporation Company Limited |
| PBM | : Pracharat Biomass Mae Lan Company Limited |
| PBB | : Pracharat Biomass Bannang Sata Company Limited |
| TPCH9 | : TPCH Power 9 Company Limited |
| TPCH10 | : TPCH Power 10 Company Limited |
| TPCH11 | : TPCH Power 11 Company Limited |
| TPCH14 | : TPCH Power 14 Company Limited |
| TPCH15 | : TPCH Power 15 Company Limited |
| TPCH17 | : TPCH Power 17 Company Limited |
| TPCH18 | : TPCH Power 18 Company Limited |
| TPCH19 | : TPCH Power 19 Company Limited |
| PEA | : Provincial Electricity Authority |
| MEA | : Metropolitan Electricity Authority |
| COD | : Commercial Operation Date |
| SCOD | : Scheduled Commercial Operation Date |
| RDF | : Refuse Derived Fuel which is the product of processing municipal solid waste to separate the noncombustible from the combustible portion, and preparing the combustible portion into a form that can be effectively fired in an existing or new boiler. |