

CLIENT INFORMATION

A. Gulf Renewable Energy Company Limited (Borrower)

1. Gulf Renewable Energy Company Limited (GRE), the borrower, is a wholly owned subsidiary of Gulf Energy Development Public Company Limited (GED) that focuses on investing in renewable energy and is a key part of GED's growth strategy. It was established in 2018 and registered under the laws of Thailand. As of December 2023, GRE had 5,136 megawatts (MW) of committed renewable energy capacity, of which 1,030 MW is operational and 4,106 MW is under construction or in development. In Thailand, GRE has a committed capacity of 2,924 MW from solar, onshore wind, waste-to-energy and biomass resources. Overseas, it has a committed capacity of 2,212 MW consisting of 119 MW of solar energy and a 128 MW near-shore wind project in Viet Nam, a 465 MW offshore wind project in Germany, and a 1,500 MW offshore wind project in the United Kingdom.
2. The historical financial performance of GRE is summarized in Table 1.

Table 1: Historical Consolidated Financial Performance of GRE

Key Financial Data	2020	2021	2022	Average
Total assets	8,650	12,441	26,704	15,932
Total equity	4,309	6,230	11,938	7,493
Revenues	115	184	783	361
EBITDA	90	167	737	331
Net income	(146)	562	601	339
Debt–equity ratio	0.98x	0.94x	1.19x	1.04x
Total debt/ EBITDA	47.17x	35.03x	19.35x	33.85x
EBITDA/ interest	0.98x	1.10x	2.37x	1.48x

() = negative; EBITDA = earnings before interest, taxes, depreciation, and amortization; x = times.

Source: Gulf Renewable Energy Company Limited, financial statements.

3. The Asian Development Bank (ADB) review of the entity does not give ADB cause to believe that such entity has been established or is being used for cross-border tax evasion, money laundering, or terrorism financing in the jurisdictions involved in the project.¹

B. Gulf Energy Development (Guarantor)

4. GED, established in 2011, is a leading private sector power generation company in Thailand. Its core businesses are energy (gas and renewable energy), infrastructure and utilities, and digital. The energy business, with a total installed generation capacity of 12,426 MW as of November 2023, is its main revenue source (93% of total revenue in 2022). GED aims to achieve net-zero greenhouse gas emissions by 2050.
5. GED's business has historically centered on the development of gas-fired cogeneration plants under the independent power producer (IPP) and small power producer (SPP) programs, underpinned by offtake arrangements with Electricity Generating Authority of Thailand (EGAT) and large industrial users. Revenues from EGAT are contracted under 25-year power purchase agreements (PPAs) and revenues from industrial users are contracted under energy and services agreements for up to 15 years. In addition to supplying electricity, GED also supplies steam and chilled water to industrial users near its power plants. As of November 2023, GED had 6

¹ ADB. 2016. *Anticorruption Policy: Enhancing the Role of the Asian Development Bank in Relation to Tax Integrity*. Manila. Further information is provided in the Tax Integrity Due Diligence.

operational IPP projects with a total installed capacity of 7,395 MW and 3,465 MW under construction or development; and 19 operational gas-fired SPP projects with a total capacity of 2,474 MW. Outside of Thailand, GED owns gas-fired power plants in Oman and the United States, as well as renewable energy assets (para 6). Table 2 presents the detailed list of the projects. As part of the gas business, GED also has 3 natural gas distribution projects serving industrial users in industrial estates, and it is developing a liquefied natural gas (LNG) terminal in Map Ta Phut Industrial Estate, Thailand. GED also holds an LNG shipping license to import LNG, largely to supply power plants under the GED group.

6. **Renewable energy.** GRE currently has an operating capacity of 1,030 MW, comprising five solar projects of 115.4 MW in Thailand, and two solar farms with an installed capacity of 118.8 MW in Viet Nam, one of which was financed by ADB.² GRE also has 3 onshore wind farms with an installed capacity of 177.5 MW in Thailand, a 128.0 MW nearshore wind farm in Viet Nam and a 464.8 MW offshore wind farm in Germany. It also has a 25.0 MW biomass SPP project, which was financed by ADB.³ GRE has a further 4,106 MW of renewable energy projects (wind, solar, solar with integrated battery energy storage system [BESS], and waste-to-energy) under construction or in development, while GED has 3,142 MW of hydropower projects in development. All renewable energy projects are detailed in Table 3. GED aims to reduce its Scope 1 carbon intensity by 25% by 2030 compared with the base year of 2019, by focusing on investments in renewable energy, and exploring new technologies that can support the energy transition. It plans to increase the portion of renewable energy in its portfolio from 8% of its total installed capacity in 2023 to 40% by 2035.

7. Apart from the energy business, GED is developing four large-scale infrastructure projects in Thailand: (i) Intercity Motorway projects (M6 and M81); (ii) electricity distribution and district cooling systems for One Bangkok, a mixed-use development of about \$4 billion under construction in Bangkok; (iii) Laem Chabang Port Development Phase 3, which entails design, construction, and operations and maintenance services for the new Terminal F container berths; and (iv) management, operation and maintenance of terminals and liquid tank farms via a 28% equity stake in Thai Tank Terminal.

8. GED is also developing a digital infrastructure business and already holds 47% of Intouch Holdings Private Company Limited, a Thai telecom and broadband business and parent company of Advanced Info Services Private Company Limited (AIS), the largest mobile phone operator in Thailand. GED also owns 41% of satellite operator Thaicom. It aims to expand this business line and is developing a data center and digital asset exchange business.

9. The major shareholders of GED are founder Sarath Ratanavadi and his family, jointly holding 74%. Other shareholders are institutional and public investors (26%). GED is listed on the Stock Exchange of Thailand with a market capitalization of about \$14.7 billion.⁴

Table 2: Portfolio of Gas-Fired Power Generation Projects (November 2023)

Project	Program	Fuel Type	Total Capacity (MW)	Equity Participation	SCOD
Operating					
GNS	IPP	Natural gas	1,668	40%	2014
GUT	IPP	Natural gas	1,752	40%	2015

² ADB. [Viet Nam: Gulf Solar Power Project](#).

³ ADB. [Thailand: Southern Thailand Waste-to-Energy Project](#).

⁴ Bloomberg. 9 January 2024. <https://www.bloomberg.com/quote/GULF:TB>

Project	Program	Fuel Type	Total Capacity (MW)	Equity Participation	SCOD
GKP1	SPP	Natural gas	124	40%	2013
GKP2	SPP	Natural gas	124	40%	2013
GTLG	SPP	Natural gas	126	40%	2013
GNNK	SPP	Natural gas	130	40%	2013
GNLL	SPP	Natural gas	125	30%	2013
GCRN	SPP	Natural gas	126	40%	2013
GNK2	SPP	Natural gas	132	40%	2013
GVTP	SPP	Natural gas	141	52%	2017
GTS1	SPP	Natural gas	138	52%	2017
GTS2	SPP	Natural gas	138	52%	2017
GTS3	SPP	Natural gas	130	52%	2017
GTS4	SPP	Natural gas	130	52%	2018
GNC	SPP	Natural gas	127	70%	2018
GBL	SPP	Natural gas	130	53%	2018
GBP	SPP	Natural gas	130	53%	2018
GNLL2	SPP	Natural gas	130	53%	2019
GNPM	SPP	Natural gas	138	70%	2019
GNRV1	SPP	Natural gas	128	70%	2019
GNRV2	SPP	Natural gas	128	70%	2019
GSRC	IPP	Natural gas	2,650	70%	2021–2022
Jackson	Merchant	Natural gas	1,200	49%	2022
DIPWP	Captive	Natural gas	326	49%	2023
GPD	IPP	Natural gas	1,325	70%	2023 (Partial)
Total Operating			11,396 MW	6,165 MW	
Under Construction					
HKP	IPP	Natural gas	1,540	49%	2024–2025
GPD	IPP	Natural gas	1,325	70%	2024
Total Under Construction			2,865 MW	1,682 MW	
Under Development					
BPG	IPP	Natural gas	600	35%	2027
Total Under Development			600 MW	210 MW	
Total			14,861 MW	8,057 MW	

IPP = independent power producer, MW = megawatt, SCOD = scheduled commercial operations date, SPP = small power producer.

Notes:

1. Captive plants are private power producers who sells electricity to only one customer or a single group of customers.
2. Under merchant program in United States electricity is sold in competitive market where the Pennsylvania-Jersey-Maryland Interconnection (PJM) provides a clearing price mechanism where electricity from the power plants with the lowest costs will be dispatched first.

Source: Gulf Energy Development Public Company Limited.

Table 3: Portfolio of Renewable Projects (December 2023)

Project	Location	Type	Total Capacity (MW)	Equity Participation	SCOD
Operating					
Gulf Solar BV	Thailand	Solar rooftop	0.13	75%	2014
Gulf Solar TS1	Thailand	Solar rooftop	0.13	75%	2014
Gulf Solar KKS	Thailand	Solar rooftop	0.25	75%	2014
Gulf Solar TS2	Thailand	Solar rooftop	0.09	75%	2015
WED	Thailand	Onshore wind	60	50%	2016
GNP	Thailand	Onshore wind	67.5	50%	2018
KWE	Thailand	Onshore wind	50	50%	2018
GTN1	Viet Nam	Solar farm	68.8	90%	2019
GTN2 ^a	Viet Nam	Solar farm	50	90%	2019
BKR2	Germany	Offshore wind	464.8	25%	2019

Project	Location	Type	Total Capacity (MW)	Equity Participation	SCOD
GCG ^a	Thailand	Biomass	25	100%	2020
GULF 1	Thailand	Solar rooftop	114.8	various	2021–2022
MKW	Viet Nam	Offshore wind	128	95%	2021/2023
Total Operating			1,030 MW	561 MW	
Under Development or Construction (GRE)					
GULF1	Thailand	Solar rooftop	171.2	various	2024
Solar ^b	Thailand	Solar farm	879	100%	2024–2030
Solar+BESS ^b	Thailand	Solar+BESS	1,526	100%	2024–2030
Industrial WTE	Thailand	Waste to energy	20	51%	2026
CM WTE	Thailand	Waste to energy	9.5	100%	2026
Outer Dowsing	England	Offshore wind	1,500	25%	2031
Sub-total			4106 MW		
Under Development or Construction (GED)					
Luang Prabang	Lao PDR	Hydropower	1,460	20%	2030
Pak Lay	Lao PDR	Hydropower	770	40%	2032
Pak Beng	Lao PDR	Hydropower	912	49%	2033
Total Under Development or Construction			7,248 MW	3,979 MW	
Total			8,277 MW	4,540 MW	

BESS = battery energy storage system, GED = Gulf Energy Development Public Company Limited, GRE = Gulf Renewable Energy Company Limited, Lao PDR = Lao People's Democratic Republic, MW = megawatt, SCOD = scheduled operations date.

^a Projects financed by the Asian Development Bank (ADB)—[Viet Nam: Gulf Solar Power Project \(53106-001\)](#); and [Thailand: Southern Thailand Waste-to-Energy Project \(49067-001\)](#).

^b The proposed ADB financing is supporting projects included in this capacity.

Source: Gulf Energy Development Public Company Limited.

10. The historical financial performance of GED is summarized in Table 4.

Table 4: Gulf Energy Development Public Company Limited - Historical Consolidated Financial Performance
(B million)

Key Financial Data	2020	2021	2022	Average
Total assets	245,581	362,674	418,172	342,142
Total equity	72,080	107,509	135,802	105,130
Revenues	32,863	47,467	94,151	58,160
EBITDA	10,510	15,784	21,595	15,963
Adjusted EBITDA	13,613	20,253	28,201	20,689
Net income	6,144	9,167	14,109	9,807
Debt–equity ratio	1.97x	2.08x	1.85x	1.97x
Total debt/ EBITDA	13.50x	14.16x	11.61x	13.09x
Total debt/ adjusted EBITDA ^a	10.41x	11.03x	8.89x	10.11x
EBITDA/ interest	2.24x	2.31x	2.47x	2.34x

EBITDA = earnings before interest, taxes, depreciation, and amortization; x = times.

^a Adjusted EBITDA includes cash dividends received from associates and joint ventures.

Source: Gulf Energy Development Public Company Limited, financial statements.

11. GED is one of ADB's largest private sector clients with a longstanding relationship since 2007, when ADB supported the company in its first IPP bidding process. ADB has provided long-term debt for four of GED's IPP projects, the Nong Saeng Natural Gas Power Project (1,600 MW), the Ayudhaya Natural Gas Power Project (1,600 MW), the Chonburi Natural Gas Power Project (2,500 MW), and the Eastern Economic Corridor IPP Project (2,500 MW) — the first project financing arrangements in Thailand with loan tenures of 23 years. ADB also provided long-term project financing for GED's biomass project, the Southern Thailand Waste-to-Energy Project, in 2017 and GED's Vietnam Solar Power Project, in 2019. In addition to providing debt financing, ADB invested in GED as a cornerstone investor in the Cornerstone Investment in Leading

Independent Power Producer Project in 2017; it exited the stake in 2021.

C. Tax Integrity Due Diligence

12. **Tax integrity due diligence.** ADB conducted tax integrity due diligence.⁵ GRE, the borrower, is 100% owned by GED, the sponsor. Sarath Ratanavadi, a resident of Thailand, is the largest single ultimate beneficial owner and owns 73.64% of GED through holding companies and private trusts in the Bahamas, the British Virgin Islands (BVI), Hong Kong and Singapore. There are direct and widespread public references to Sarath Ratanavadi's interest in these trusts, including disclosures in GED's annual reports and audited financial statements, as well as submissions to the Thai stock exchange.

13. All relevant jurisdictions, namely, Bahamas, the BVI, Hong Kong, Singapore, and Thailand, are signatories to the Convention on Mutual Administrative Assistance in Tax Matters, which allows these jurisdictions to exchange information on beneficial ownership and other tax information. In addition, the BVI since 2017; the Bahamas, Hong Kong and Singapore since 2018; and Thailand, since 2023, have committed to implementing automatic exchange of financial account information under the Common Reporting Standard and have activated automatic exchange relationships through the Multilateral Competent Authority Agreement on Automatic Exchange of Financial Account Information. This provides additional comfort that beneficial ownership information is maintained and made available in all relevant jurisdictions.

14. Singapore was rated *compliant*, and the Bahamas, Hong Kong, and Thailand as *largely compliant* by the Global Forum on Transparency and Exchange of Information for Tax Purposes (Global Forum) during the second round of reviews against the 2016 Terms of Reference that assess the availability of beneficial ownership information. However, the Bahamas, Hong Kong, and Thailand obtained a *partially compliant* rating on the availability of beneficial ownership information due to legal and practical shortcomings identified by the Global Forum. The BVI was rated as *partially compliant* due to legal and practical shortcomings identified by the Global Forum. Any potential tax secrecy risk is mitigated by the fact that Thai tax authorities can access the required tax information, being simultaneously Sarath Ratanavadi's tax residence and the project host country.

15. ADB's review of the entity does not give ADB cause to believe that such entity has been established or is being used for cross-border tax evasion, money laundering, or terrorism financing in the jurisdictions involved in the project. The tax integrity and transparency risks are not significant and are acceptable to ADB.

⁵ ADB. 2016. Anticorruption Policy: Enhancing the Role of the Asian Development Bank in Relation to Tax Integrity. Manila.