



The Pakistan Credit Rating Agency Limited

Rating Report

Hub Power Holdings Limited

Report Contents

1. Rating Analysis
2. Financial Information
3. Rating Scale
4. Regulatory and Supplementary Disclosure

Rating History

Dissemination Date	Long Term Rating	Short Term Rating	Outlook	Action	Rating Watch
20-May-2022	AA	A1+	Stable	Maintain	-
21-May-2021	AA	A1+	Stable	Maintain	-
29-May-2020	AA	A1+	Stable	Initial	-

Rating Rationale and Key Rating Drivers

The rating reflects Hub Power Holdings Limited's ('Hub Power Holdings' or 'the Company') holdco structure with focus on expanding energy generation capacity through indigenous resources. The Company is a wholly owned subsidiary of The Hub Power Company Limited (HUBCO), a very strong player in Pakistan's energy sector with a generation capacity of 1,292MWs. Hub Power Holdings has invested in China Power Hub Generation Co. (Pvt.) Ltd. (47.5%) and ThalNova Power Thar (Pvt.) Ltd (38.3%). The Company has also entered in a JV agreement to form Prime International Oil & Gas Company Ltd (a 50:50 joint venture company of Hub Power Holdings and ENI's local employees), has executed definitive agreements to acquire all the upstream operations and renewable energy assets owned by ENI in Pakistan. The investments are funded through a combination of equity and debt, as per sector's norm. However, the debt was raised at the group level and the Company's capital structure remains predominantly equity financed. Business risk profile of the Company consists solely of profit share from associate, China Power, only; which is constantly receiving generation payments. However, the projected dividend declaration from China Power relies on tariff true-up, which is not yet achieved. Secondly, ThalNova Power has achieved financial close and is expected to become commercially operational in Sep-22. While, Prime International is at the initial gestation phase. The Company has a strong financial profile with the majority of its commitments, as a holding company, have already been met for its existing portfolio. The Company issued a Sukuk of PKR 6bln on Nov-20 mainly to settle debt at group level and is fully guaranteed by HUBCO. Profit and principle repayments are aligned with dividend inflows with sufficient cushion in initial years. Timely materialization of the same remains crucial. These can be impacted by surging receivables due to circular debt and delay in payments by the government during the peak summer needs. The ratings draw comfort from investment decisions and performance evaluations undertaken at the parent (HUBCO) level, where robust mechanism and governance framework is already in place. The same is still evolving at the Company level. Moreover, demonstrated support of sponsors and their strong acumen of power sector dynamics in Pakistan benefits the ratings.

The ratings depend on timely materialization of projected cashflows and meeting project timelines. Consolidation of investments at holding company level and formalizing a strong and effective mechanism for making investment and monitoring performance will be critical, going forward. Maintaining strong financial profile and creating liquidity cushion remains important. Change in the government policy for payment mechanism of power projects, along with any significant delay in envisaged cashflows due to the current power sector dynamics/constraints would impact ratings.

Disclosure

Name of Rated Entity	Hub Power Holdings Limited
Type of Relationship	Solicited
Purpose of the Rating	Entity Rating
Applicable Criteria	Methodology Holding Company Rating(Jun-21),Criteria Correlation Between Long-term & Short-term Rating Scales(Jun-21),Criteria Rating Modifiers(Jun-21)
Related Research	Sector Study Holding Company(Aug-21)
Rating Analysts	Shayan Farooq shayan.farooq@pacra.com +92-42-35869504



Profile

Background Hub Power Holding Limited (“Hub Power Holding” or “the Company”), is incorporated as a public unlisted Company under the repealed Companies ordinance of 1984. The Company is a wholly owned subsidiary of The Hub Power Company Limited (“HUBCO”), an established name in the energy sector. The Company operates under a holdco structure with sizeable holding in two coal-fired power generation plants: China Power Hub Generation Company Limited (“China Power Hub”) ~ 47.5% and ThalNova Power Thar (Pvt.) Limited (“ThalNova Power”) ~38.3%. The Company also is a 50% JV partner in Prime International Oil & Gas Company Limited, for exploration of gas and oil.

Structural Analysis The principal activity of the Company is to invest in new business opportunities. Strategic investments in two associated companies stood at PKR 69bln (as at Dec-21). China Power Hub became commercially operational in Aug-19 and has a combined generation capacity of 1320MW with an ancillary jetty at Hub, Baluchistan. ThalNova Power’s mine-mouth coal fired power plant, having a generation capacity of 330MW, is under construction at Thar Block II, Sindh. The Company has also entered into a JV agreement with EBO Group (Employees of ENI Pakistan) and acquired 50% stake in Prime International Oil & Gas Company Ltd.

Ownership

Ownership Structure The Company is a wholly owned subsidiary of HUBCO. Major shareholding of HUBCO resides with Mega Conglomerate (19.5%), while the remaining shareholding of HUBCO resides with Modarabas and Mutual Funds (12.5%), Allied Bank (4.4%), Fauji Foundation (8.5%) and Insurance companies (10.7%). It has a free float of 19% in FY21.

Stability Being a wholly owned subsidiary of HUBCO, ownership of the Company is stable. Moreover, parent company’s association with very strong Conglomerates of Pakistan (Mega Group and Fauji Foundation) provides comfort.

Business Acumen Sponsors have significant experience in developing and operating power projects including thermal, coal-fired, hydro, natural gas, and renewable energy projects. Sponsors intend to focus on expanding power generation capacity by utilizing indigenous resources especially mine-mouth coal projects in Thar.

Financial Strength Hub Power Holdings parent company, HUBCO has proven track record of raising capital (debt and equity) in Pakistan. As at FY21, HUBCO had a consolidated asset base of over ~ PKR 278bln, supported by an equity of ~ PKR 110bln. HUBCO generated a consolidated top-line of over PKR 55bln and posted a profit of PKR 35bln during FY21.

Governance

Board Structure The Company’s Board comprises five members, including the CEO. All four Non-Executive Directors are nominated by HUBCO. The Company’s governance structure lacks independent oversight and gender diversity.

Members’ Profile During Jun-21, the Board’s Chairman, Mr. Khalid Mansoor resigned from his position. He was replaced by Mr. Kamran Kamal, who is also the CEO of Laraib Energy Ltd. All Board members have strong professional profile along with diversified experience.

Board Effectiveness During FY21, the Board met five times. It lacks presence of sub-committees. However, new investment decisions and performance review of existing investments are made by HUBCO’s Board. Key challenges are identified and way forward is proposed. Outcome of each onshore and offshore projects pursued/considered are discussed and proposed road map is identified.

Transparency The Company’s external auditors, A.F. Ferguson Chartered Accountants, expressed an unqualified opinion on the annual financial statements of FY21.

Management

Organizational Structure Hub Power Holdings is headed by the CEO. The Company operates through three functions: HR, New Ventures and Finance. Each function is monitored by the respective director or head of department, who reports to the CEO.

Management Team Hub Power Holdings CFO, Mr. Abdul Nasir, has an overall experience of 28 years and has been associated with the group for 26 years.

Management Effectiveness Strategic decisions are made and monitored by HUBCO. There, detailed processes are in place for investment decision making and monitoring performance of underlying investments.

Control Environment Internal audit function is placed at HUBCO and plays a significant role in empowering the organization. Certain functions are centralized to ensure effectiveness and leverage synergies.

Investment Strategy

Investment Decision-Making Hub Power Holding is an investment vehicle of HUBCO. Investment opportunities are evaluated by HUBCO’s Board that aims to expand generation capacity to boost the country’s power generation by utilizing indigenous natural resources.

Investment Policy Hub Power Holdings has a policy to invest in business opportunities to maximize shareholders wealth. The current investments are mainly in the power sector for which guaranteed returns are received in the form of capacity payments. Furthermore, during the life of project operations, adjustments/indexations for local inflation, foreign inflation, exchange rate variations, and interest rate variations are made on quarterly basis.

Investment Committee Effectiveness Strategic decisions are made and monitored by HUBCO. HUBCO has in place an efficient MIS reporting system for its operations. The system generates real-time plant production data, enabling efficient monitoring and timely decision making.

Business Risk

Diversification The Company has three long term investments - China Power, ThalNova Power and Prime International Oil & Gas – on its balance sheet. As at Dec-21, out of the investment portfolio value, China Power accounts for 92%, followed by ThalNova’s book value of 8%. Prime only has a nominal share in terms of size.

Portfolio Assessment The Company has invested in three associate companies. China Power’s principal business is to construct, finance, own and operate two (2) coal-fired power generation units of 660 MW each with ancillary jetty in the province of Balochistan. It achieved Commercial Operation Date (COD) on 17-Aug-19. The electricity generated is sold to Central Power Purchasing Agency (Guarantee) Limited (“CPPA-G”) under a 30-year Power Purchase Agreement (PPA). During CY21, China Power’s turnover stood at PKR 100bln, resulting in PKR 19bln as net profit. ThalNova Power’s principal activities are to develop, own, operate and maintain a 1 x 330 MW mine-mouth coal fired power plant (the Project) which is under construction at Thar Block II, Thar Coal Mine, Sindh. It achieved financial closing on Sept-20. The expected Commercial Operations Date (COD) is Sept-22. Hub Power Holdings entered into a JV agreement (50:50) during Mar-21 with EBO Group (owned by ENI’s local employees), named Prime International Oil & Gas Company Limited. Prime International signed a Sale and Purchase Agreement to acquire all the upstream operations and renewable energy assets owned by ENI in Pakistan.

Income Assessment The Company’s top-line comprises dividends/interest income received from strategic investments in power sector. It’s supported by share of profits from associates, mainly from China Power. On standalone basis, the Company did not receive any dividends in 2QFY22. China Power shared only ~PKR 864mln as profits during 2QFY22 (2QFY21: PKR 7.9bln), due to damage caused to one of its transformers from tripping. ThalNova Power’s main contractor, CMEC, declared force majeure in Jan-20, due to COVID-19 outbreak, and is expected to become commercially operational in Sep-22. Whereas, Prime International is still in gestation phase.

Financial Risk

Coverages The Company is experiencing stressed coverage (2QFY22: 0.01x, 2QFY21: -0.7x) as it has yet to receive dividends. The Company obtained a long-term loan to fulfill its equity requirement for ThalNova Power, and a sukuk to settle debt at group level. These funds are placed with financial institutions. Liquid nature and accompanying interest income supplement coverages. As projected repayments are aligned with dividends, coverages are expected to remain robust. Materialization of planned dividends remain critical.

Capital Structure The Company has a low leveraged capital structure (2QFY22: 13%, 2QFY21: 13%) supported by equity base of PKR 54bln as at 2QFY22 (2QFY21: PKR 48bln). Currently, the Company has total long-term debt of PKR 7.7bln (2QFY21: PKR 7.4bln).

Consolidated Position The Company derives financial strength from its main holding company, HUBCO and associated companies.



The Pakistan Credit Rating Agency Limited

PKR mln

Hub Power Holdings Limited Holding Company	Dec-21 6M Management	Sep-21 3M Management	Jun-21 12M Audited	Jun-20 12M Audited	Jun-19 12M Audited
A BALANCE SHEET					
1 Investments	3	3	3	3	3
2 Related Party Investments	68,708	70,137	67,770	51,482	34,258
3 Non-Current Assets	32	36	41	56	30
4 Current Assets	2,705	2,762	2,702	2,447	76
5 Total Assets	71,449	72,939	70,516	53,989	34,367
6 Current Liabilities	2,408	2,257	2,069	1,587	114
7 Borrowings	7,712	7,703	7,575	2,478	3,500
8 Related Party Exposure	-	-	-	-	-
9 Non-Current Liabilities	7,262	7,626	7,053	3,171	-
10 Net Assets	54,068	55,353	53,820	46,753	30,753
11 Shareholders' Equity	54,068	55,353	53,820	46,753	30,753
B INCOME STATEMENT					
1 Total Investment Income	926	2,337	15,671	13,862	(407)
a Cost of Investments	(392)	(193)	(589)	(263)	(75)
2 Net Investment Income	535	2,143	15,082	13,599	(483)
a Other Income	-	-	-	(1,009)	-
b Operating Expenses	(62)	(30)	(206)	(212)	(127)
4 Profit or (Loss) before Interest and Tax	472	2,113	14,875	12,377	(610)
a Taxation	(224)	(580)	(3,909)	(3,195)	(8)
6 Net Income Or (Loss)	249	1,533	10,967	9,182	(618)
C CASH FLOW STATEMENT					
a Total Cash Flow	17	(23)	(216)	(224)	(133)
b Net Cash from Operating Activities before Working Capital C	(90)	(86)	(315)	(360)	(107)
c Changes in Working Capital	306	110	(21)	58	37
1 Net Cash (Used in) or Available From Investing Activities	217	24	(336)	(302)	(69)
2 Net increase (decrease) in long term borrowings	(81)	1	(281)	(3,137)	(26,883)
3 Check	(137)	(6)	864	9,309	27,013
4 Net Cash generated or (Used) during the period	(1)	19	246	5,870	61
D RATIO ANALYSIS					
1 Performance					
a Asset Concentration (Market Value of Largest Investment / Market Value of Total Investments)	91.9%	92.1%	91.9%	89.8%	84.6%
b Core Investments / Market Value of Equity Investments	0.0%	0.0%	0.0%	0.0%	0.0%
c Marketable Investments / Total Investments at Market Value	0.0%	0.0%	0.0%	0.0%	0.0%
2 Coverages					
a TCF / Finance Cost	0.0	-0.1	-0.4	-1.0	-1.8
b TCF / Finance Cost + CMLTB	0.0	-0.1	-0.2	-0.6	-1.8
c Loan to Value (Funding / Market Value of Equity Investments)	0.1	0.1	0.1	0.0	0.1
3 Capital Structure (Total Debt/Total Debt+Equity)					
a Leveraging [Funding / (Funding + Shareholders' Equity)]	12.5%	12.2%	12.3%	5.0%	10.2%
b (Funding + Off Balance Sheet Exposure) / Shareholders' Equity	14.3%	13.9%	14.1%	5.3%	11.4%

Credit Rating

Credit rating reflects forward-looking opinion on credit worthiness of underlying entity or instrument; more specifically it covers relative ability to honor financial obligations. The primary factor being captured on the rating scale is relative likelihood of default.

Scale	Long-term Rating Definition
AAA	Highest credit quality. Lowest expectation of credit risk. Indicate exceptionally strong capacity for timely payment of financial commitments
AA+	
AA	Very high credit quality. Very low expectation of credit risk. Indicate very strong capacity for timely payment of financial commitments. This capacity is not significantly vulnerable to foreseeable events.
AA-	
A+	
A	High credit quality. Low expectation of credit risk. The capacity for timely payment of financial commitments is considered strong. This capacity may, nevertheless, be vulnerable to changes in circumstances or in economic conditions.
A-	
BBB+	
BBB	Good credit quality. Currently a low expectation of credit risk. The capacity for timely payment of financial commitments is considered adequate, but adverse changes in circumstances and in economic conditions are more likely to impair this capacity.
BBB-	
BB+	Moderate risk. Possibility of credit risk developing. There is a possibility of credit risk developing, particularly as a result of adverse economic or business changes over time; however, business or financial alternatives may be available to allow financial commitments to be met.
BB	
BB-	
B+	
B	High credit risk. A limited margin of safety remains against credit risk. Financial commitments are currently being met; however, capacity for continued payment is contingent upon a sustained, favorable business and economic environment.
B-	
CCC	Very high credit risk. Substantial credit risk “CCC” Default is a real possibility. Capacity for meeting financial commitments is solely reliant upon sustained, favorable business or economic developments. “CC” Rating indicates that default of some kind appears probable. “C” Ratings signal imminent default.
CC	
C	
D	Obligations are currently in default.

Scale	Short-term Rating Definition
A1+	The highest capacity for timely repayment.
A1	A strong capacity for timely repayment.
A2	A satisfactory capacity for timely repayment. This may be susceptible to adverse changes in business, economic, or financial conditions.
A3	An adequate capacity for timely repayment. Such capacity is susceptible to adverse changes in business, economic, or financial conditions.
A4	The capacity for timely repayment is more susceptible to adverse changes in business, economic, or financial conditions. Liquidity may not be sufficient.



**The correlation shown is indicative and, in certain cases, may not hold.*

Outlook (Stable, Positive, Negative, Developing) Indicates the potential and direction of a rating over the intermediate term in response to trends in economic and/or fundamental business/financial conditions. It is not necessarily a precursor to a rating change. ‘Stable’ outlook means a rating is not likely to change. ‘Positive’ means it may be raised. ‘Negative’ means it may be lowered. Where the trends have conflicting elements, the outlook may be described as ‘Developing’.

Rating Watch Alerts to the possibility of a rating change subsequent to, or, in anticipation of some material identifiable event with indeterminable rating implications. But it does not mean that a rating change is inevitable. A watch should be resolved within foreseeable future, but may continue if underlying circumstances are not settled. Rating watch may accompany rating outlook of the respective opinion.

Suspension It is not possible to update an opinion due to lack of requisite information. Opinion should be resumed in foreseeable future. However, if this does not happen within six (6) months, the rating should be considered withdrawn.

Withdrawn A rating is withdrawn on a) termination of rating mandate, b) the debt instrument is redeemed, c) the rating remains suspended for six months, d) the entity/issuer defaults., or/and e) PACRA finds it impractical to surveil the opinion due to lack of requisite information.

Harmonization A change in rating due to revision in applicable methodology or underlying scale.

Surveillance. Surveillance on a publicly disseminated rating opinion is carried out on an ongoing basis till it is formally suspended or withdrawn. A comprehensive surveillance of rating opinion is carried out at least once every six months. However, a rating opinion may be reviewed in the intervening period if it is necessitated by any material happening.

Note. This scale is applicable to the following methodology(s):

<p>Entities</p> <ul style="list-style-type: none"> a) Broker Entity Rating b) Corporate Rating c) Financial Institution Rating d) Holding Company Rating e) Independent Power Producer Rating f) Microfinance Institution Rating g) Non-Banking Finance Companies (NBFCs) Rating 	<p>Instruments</p> <ul style="list-style-type: none"> a) Basel III Compliant Debt Instrument Rating b) Debt Instrument Rating c) Sukuk Rating
--	---

Disclaimer: PACRA has used due care in preparation of this document. Our information has been obtained from sources we consider to be reliable but its accuracy or completeness is not guaranteed. PACRA shall owe no liability whatsoever to any loss or damage caused by or resulting from any error in such information. Contents of PACRA documents may be used, with due care and in the right context, with credit to PACRA. Our reports and ratings constitute opinions, not recommendations to buy or to sell.

Rating Team Statements

(1) Rating is just an opinion about the creditworthiness of the entity and does not constitute recommendation to buy, hold or sell any security of the entity rated or to buy, hold or sell the security rated, as the case may be | Chapter III; 14-3-(x)

2) Conflict of Interest

- i. The Rating Team or any of their family members have no interest in this rating | Chapter III; 12-2-(j)
- ii. PACRA, the analysts involved in the rating process and members of its rating committee, and their family members, do not have any conflict of interest relating to the rating done by them | Chapter III; 12-2-(e) & (k)
- iii. The analyst is not a substantial shareholder of the customer being rated by PACRA [Annexure F; d-(ii)] Explanation: for the purpose of above clause, the term "family members" shall include only those family members who are dependent on the analyst and members of the rating committee

Restrictions

- (3) No director, officer or employee of PACRA communicates the information, acquired by him for use for rating purposes, to any other person except where required under law to do so. | Chapter III; 10-(5)
- (4) PACRA does not disclose or discuss with outside parties or make improper use of the non-public information which has come to its knowledge during business relationship with the customer | Chapter III; 10-7-(d)
- (5) PACRA does not make proposals or recommendations regarding the activities of rated entities that could impact a credit rating of entity subject to rating | Chapter III; 10-7-(k)

Conduct of Business

- (6) PACRA fulfills its obligations in a fair, efficient, transparent and ethical manner and renders high standards of services in performing its functions and obligations; | Chapter III; 11-A-(a)
- (7) PACRA uses due care in preparation of this Rating Report. Our information has been obtained from sources we consider to be reliable but its accuracy or completeness is not guaranteed. PACRA does not, in every instance, independently verifies or validates information received in the rating process or in preparing this Rating Report.
- (8) PACRA prohibits its employees and analysts from soliciting money, gifts or favors from anyone with whom PACRA conducts business | Chapter III; 11-A-(q)
- (9) PACRA ensures before commencement of the rating process that an analyst or employee has not had a recent employment or other significant business or personal relationship with the rated entity that may cause or may be perceived as causing a conflict of interest; | Chapter III; 11-A-(r)
- (10) PACRA maintains principal of integrity in seeking rating business | Chapter III; 11-A-(u)
- (11) PACRA promptly investigates, in the event of a misconduct or a breach of the policies, procedures and controls, and takes appropriate steps to rectify any weaknesses to prevent any recurrence along with suitable punitive action against the responsible employee(s) | Chapter III; 11-B-(m)

Independence & Conflict of interest

- (12) PACRA receives compensation from the entity being rated or any third party for the rating services it offers. The receipt of this compensation has no influence on PACRA's opinions or other analytical processes. In all instances, PACRA is committed to preserving the objectivity, integrity and independence of its ratings. Our relationship is governed by two distinct mandates i) rating mandate - signed with the entity being rated or issuer of the debt instrument, and fee mandate - signed with the payer, which can be different from the entity
- (13) PACRA does not provide consultancy/advisory services or other services to any of its customers or to any of its customers' associated companies and associated undertakings that is being rated or has been rated by it during the preceding three years unless it has adequate mechanism in place ensuring that provision of such services does not lead to a conflict of interest situation with its rating activities; | Chapter III; 12-2-(d)
- (14) PACRA discloses that no shareholder directly or indirectly holding 10% or more of the share capital of PACRA also holds directly or indirectly 10% or more of the share capital of the entity which is subject to rating or the entity which issued the instrument subject to rating by PACRA; | Reference Chapter III; 12-2-(f)
- (15) PACRA ensures that the rating assigned to an entity or instrument is not be affected by the existence of a business relationship between PACRA and the entity or any other party, or the non-existence of such a relationship | Chapter III; 12-2-(i)
- (16) PACRA ensures that the analysts or any of their family members shall not buy or sell or engage in any transaction in any security which falls in the analyst's area of primary analytical responsibility. This clause shall, however, not be applicable on investment in securities through collective investment schemes. | Chapter III; 12-2-(l)
- (17) PACRA has established policies and procedure governing investments and trading in securities by its employees and for monitoring the same to prevent insider trading, market manipulation or any other market abuse | Chapter III; 11-B-(g)

Monitoring and review

- (18) PACRA monitors all the outstanding ratings continuously and any potential change therein due to any event associated with the issuer, the security arrangement, the industry etc., is disseminated to the market, immediately and in effective manner, after appropriate consultation with the entity/issuer; | Chapter III | 18-(a)
- (19) PACRA reviews all the outstanding ratings on semi-annual basis or as and when required by any creditor or upon the occurrence of such an event which requires to do so; | Chapter III | 18-(b)
- (20) PACRA initiates immediate review of the outstanding rating upon becoming aware of any information that may reasonably be expected to result in downgrading of the rating; | Chapter III | 18-(c)
- (21) PACRA engages with the issuer and the debt securities trustee, to remain updated on all information pertaining to the rating of the entity/instrument; | Chapter III | 18-(d)

Probability of Default

(22) PACRA's Rating Scale reflects the expectation of credit risk. The highest rating has the lowest relative likelihood of default (i.e, probability). PACRA's transition studies capture the historical performance behavior of a specific rating notch. Transition behavior of the assigned rating can be obtained from PACRA's Transition Study available at our website. (www.pacra.com). However, actual transition of rating may not follow the pattern observed in the past | Chapter III | 14-(F-VII)

Proprietary Information

(23) All information contained herein is considered proprietary by PACRA. Hence, none of the information in this document can be copied or, otherwise reproduced, stored or disseminated in whole or in part in any form or by any means whatsoever by any person without PACRA's prior written consent