



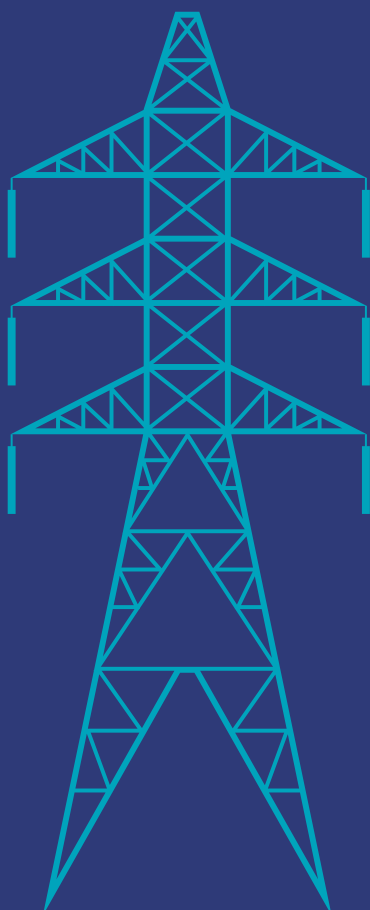
NEW IDENTITY SAME OPERATIONAL EXCELLENCE

Annual Report 2015
Glow Energy Public Company Limited



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Vision

We are a leading power generation company providing sustainable and reliable energy solutions based on innovative use of diversified energy sources.



Mission



Create value for our shareholders and customers in a sustainable manner through reliable products, profitable growth and knowledgeable employees with network of expertise.

Perform this business by developing and implementing environmentally and socially responsible projects while improving the quality of life of communities in areas where we do business.

Business Fundamentals

Operational Excellence

- No compromises in environment, health and safety
- Maintain high customer satisfaction
- Continuously improve supply reliability
- Continuously improve project execution processes
- Continuously improve reporting and management tools and processes
- Reduce production costs and increase productivity
- Reduce cost of capital



Profitable Growth

- Expand Cogeneration businesses in Thailand with high-load industrial customers who value reliability
- Expand IPP business in Thailand
- Expand and seek business in neighboring countries



BECOMES

1,206

tons per hour of steam

5,482

cubic meters per hour
of processed water

3,400

refrigerated tons of
chilled water

38

*Electricity
Generators*

14

Power Plants

19

*Steam
Generators*

Over **800**
employees

3,207

megawatts of
electricity

99.8–100% Network Reliability

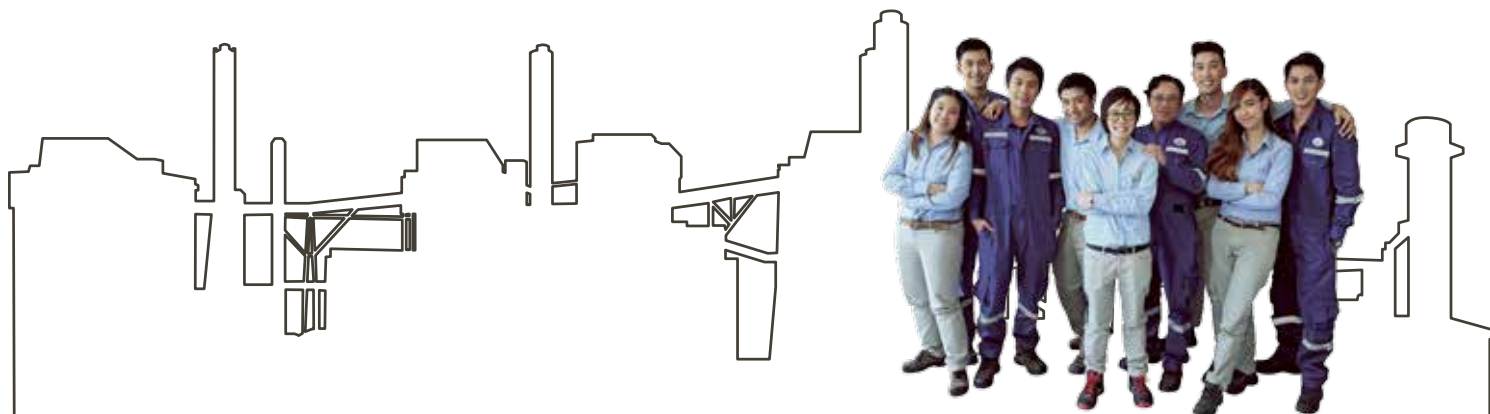


ENGIE

Glow

The world is changing and with it our energies landscape, this is why today GDF SUEZ become ENGIE. ENGIE transition is a global movement that is accelerating: growth of renewable energies, decarbonation, reduction in energy consumption, the digital revolution. Client expectations and our collective responsibility vis-à-vis future generations are of increasing importance.

More than ever, it is time to act, to be positive and search together for the solutions that will change the daily lives of everyone for energy efficiency. Now is the time to call on all resources, to innovate, to round up and help grow all our ideas. ENGIE is committed to inventing tomorrow's energies.



No compromises in environment, health and safety

Glow takes compliance seriously, from the planning stage onwards. We aim to maintain a relationship of trust and open communication with all stakeholders concerning the environmental impact of our business and facilities. We are also committed to achieving the best possible health and safety performance and to develop correct safety behavior throughout our organization. Every effort is made to sustain an excellent safety culture.



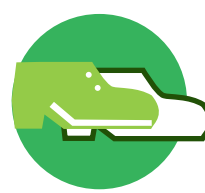
A five-year Safety Culture Roadmap to reduce the number of occupational accidents at work

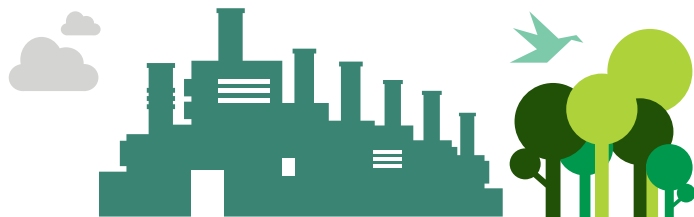
2018

- Focus on Safety Leadership
- Focus on Employee Involvement
- Define Clear Roles & Responsibilities
- Improve Safety Practice Enhancement Program
- Define KPI for Individual Safety
- Communicate on Safety Performance
- Recognition & Incentive Program
- Diagnostic Glow Safety Culture
- Plant Risk Assessment
- Contractor Safety Management

2014

- Improve EH&S Procedures
- Conduct On - site Survey and Improve Job Safety Analysis (JSA) Quality





Glow Energy Phase 2 certified by FTI as Eco-Factory

Glow Energy Phase 2 is the first power plant of Glow Group which has been certified by The Federation of Thai Industries (FTI) as Eco-Factory. An Eco-Factory is a factory that commits to an environmental-friendly operation with an aim for sustainable development. It focuses on continuous and sustainable improvement of production process and environmental management based on social responsibility principle both inside and outside the organization. GLOW Group, as one of the founding members of the Community Partnership Association (CPA), has committed itself and outlined the action plan to participate the Eco-Factory Project. The Group aims at having all power plants to be certified of the Eco-Factory within 2019.



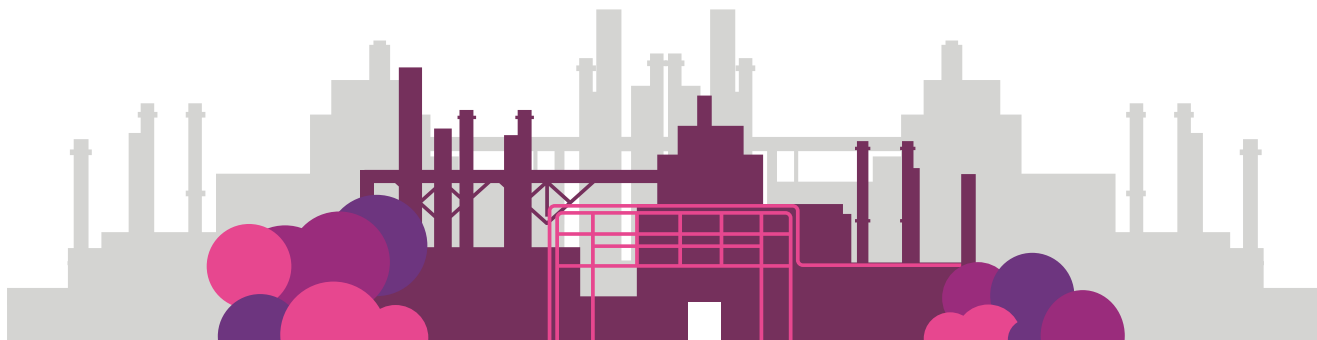
Carbon Footprint for Organization

Glow Energy Phase 2 has received an award for Carbon Footprint for Organization by Thailand Greenhouse Gas Management (Public Organization). The Carbon Footprint being reported by the organization is generally one of several methods in management and control scheme to the corporate greenhouse gas emission, and it is officially defined as a "Carbon Footprint for Organization" (CFO). And nowadays, CFO is the significant tool in controlling various kinds of industrial greenhouse gas emission both nationwide and worldwide.

Continuously improve supply reliability and maintain high customer satisfaction

Continuous focus on Availability and Reliability is fundamental in our aim to satisfy and retain our existing customers, and to attract new customers. It is our commitment to provide reliable energy to our customers by the continual supervision and maintenance of our facilities, including our transmission and distribution system, in accordance with the best engineering practices, aiming to avoid unplanned incidents and to eliminate unsafe conditions at our plants.

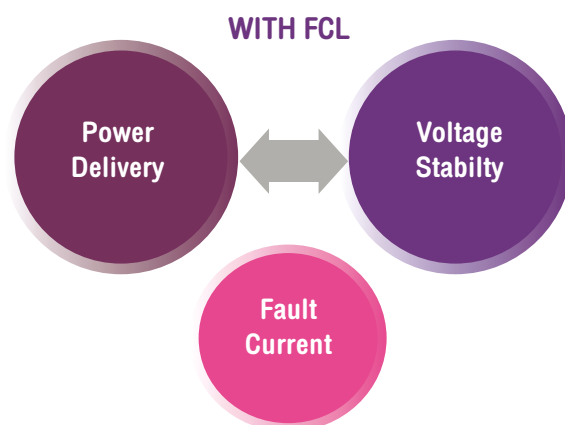
Fault Current Limiter



The Fault Current Limiter (FCL) gives the flexibility in design of new systems and operation of the existing systems. The utilization of FCL can relieve constraint with regard to the fault current levels by allowing utilities to design and control the level of fault. This enables utilities to expand or improve power quality and voltage stability by utilizing new innovation systems to reduce fault currents.

The benefits for utilities adopting FCL,

- Protect the existing equipment damage by reduction of fault currents (Limiting Fault Levels) will allow for the deferment of substation or component upgrades allowing more efficient use of capital.
- FCL allow utilities to add power and/or improve reliability faster than build or expand new substations.

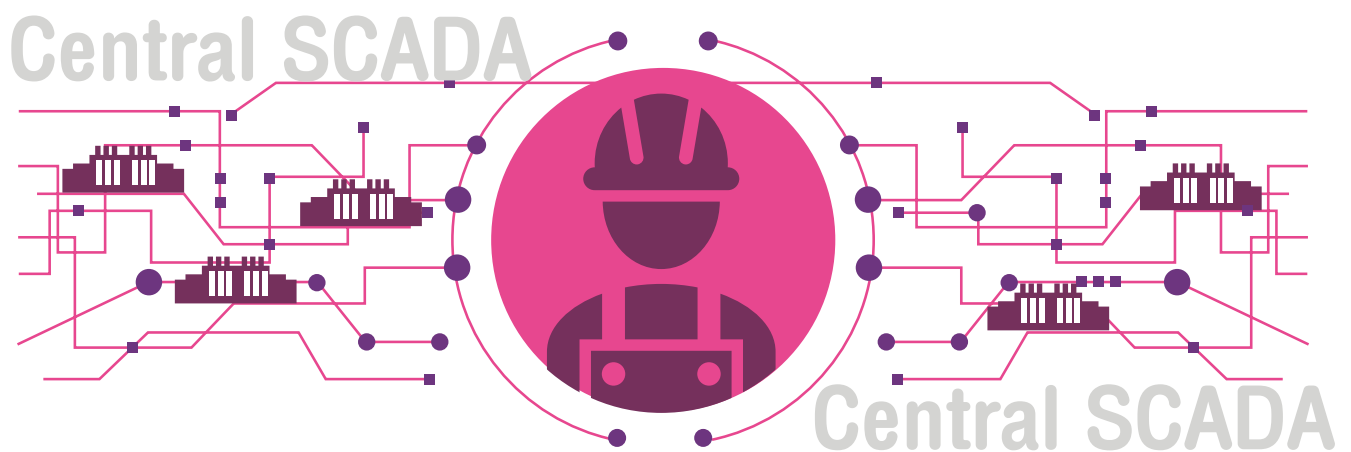




Central Supervisory Control and Data Acquisition

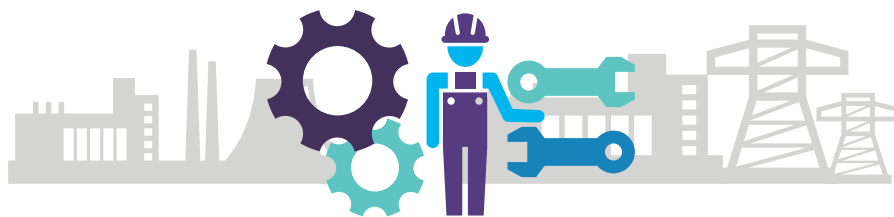
Glow Power Network Distribution applied 115kV which Main Substation has connected together in 5 locations: Glow GSPP 2/Glow GSPP 3 Substation, Glow Energy Substation, Glow SPP1 Substation, MTP 1 Substation, and MTP 2 Substation

Glow Group did a project to connect the Supervisory Control And Data Acquisition (SCADA) of each substation together which call "Central SCADA". The connection has applied Fiber Optic Cable in order to make operation team monitor and make decision more efficiency in case of some circuit tripped; they can prepare switching to recovery the system immediately.



Continuously improve reporting, management tools and project execution processes

Glow Group is, on an ongoing basis, either constructing new power plants to serve new customers' demand, implementing projects to enhance performance, and/or constructing new distribution lines to our customers. A dedicated team of employees handles these projects in an organized and prudent manner to avoid delay, poor performance and the financial consequences thereof.



The Creation of a Central Maintenance Department

The Central Maintenance Department (CMT), when fully operational, shall be responsible for the planning and management of planned outages, the response to forced outages, and preventive maintenance covering the equipment of all of the power plants of Glow in Thailand. The objective of establishment of CMT includes empowering and capable operation and maintenance workforce, leverage available resources more effectively across all plants, promoting the utilization of standardized maintenance practices, centrally managing materials and service contracts. The company can negotiate more effectively with suppliers and to source equipment and parts on competitive terms.



Sustainability Reporting

Glow Group has tried to monitor and improve our sustainability performance on an ongoing basis. As the Global Reporting Initiative (GRI), a leading organization in the sustainability field, promotes the use of sustainability reporting as a way for organizations to become more sustainable and to contribute to sustainable development. Sustainability reporting is a vital tool to monitor and communicate our economic, environmental, social and governance performance. By having this report, data can be provided regularly to shape the organization's strategy and policies and to improve performance.



Sustainability Roadmap Year 2015-2020

Corporate Vision : To become a leading power generation company providing sustainable and reliable energy solutions based on innovative use of diversified energy sources

Sustainability Assessment & Improvement Programs

ISO26000

Eco-Factory :

- Glow Energy Phase 2
- Glow SPP1 (Demin)
- Glow Energy (Solar)

Eco-Factory :

- Remaining plants in Map Ta Phut

Private Sector Collective Action Coalition Against Corruption



Carbon Footprint for Organization (CFO) project

CSR Awards

To report according to GRI G4 guidelines (Sustainable Development Report)

Sustainability Report Awards

2015

2016

2017

2018

2019

2020



Capital management

Our focus on excellence also includes financial management. We actively evaluate opportunities to minimize the weighted average cost of capital by optimizing our capital structure while reducing our exposure to financial risks. In the meantime, reducing the operational costs is also our aim to minimize operational and maintenance costs without compromising plant reliability or contractual obligations to supply customers. We do this by ensuring the manner and timing at which costs are incurred is transparent and exercising good judgment with respect to the need for those expenses.

Refinancing Success

In January 2015, Houay Ho Power (subsidiary of Glow Group) successfully completed a 80 MUSD refinancing of its credit facility with two international banks. An interest expense saving in 2015 is approximately 4 MUSD.

The success of these transactions, notwithstanding the recent volatility in financial markets, clearly reflects the confidence investors have in the business fundamentals and the financial standing of our company. Moreover, it is also in line with our commitment to optimize our capital structure on an ongoing basis.



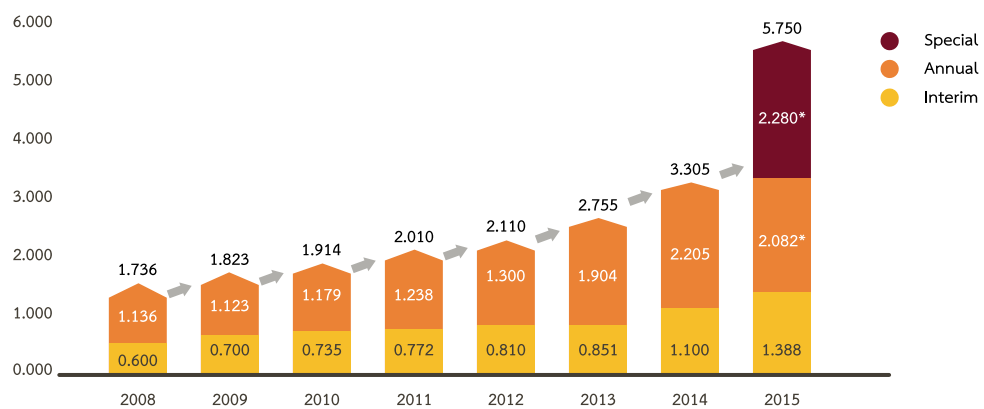
Success in Issuing a Debenture

In September 2015, Glow Energy successfully issued a 10-year debenture for THB 4,000 million at very competitive pricing, amid volatile market environment. It was overwhelmingly subscribed from Institutional and High Net Worth Investors. The funds raised were used primarily to refinance debt maturing in 2015, also helping to increase average maturity of our debt.



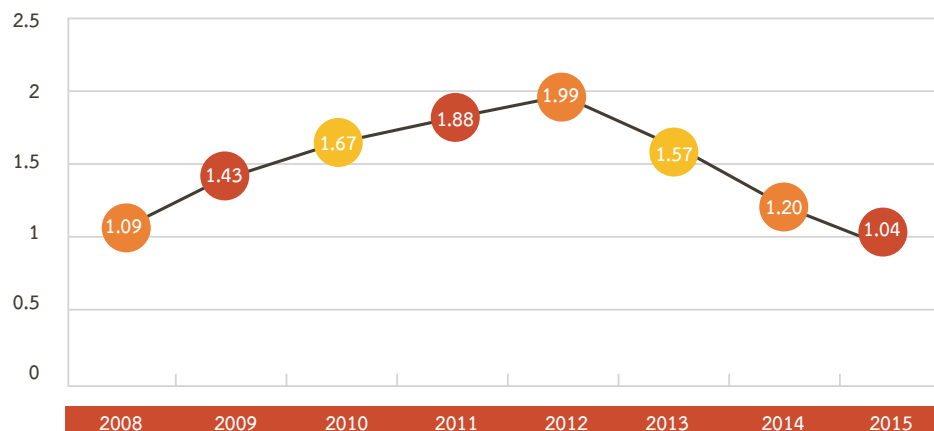
Creating value through proactive capital management

Dividend Payment (THB/share)



* Subject to shareholder's approval at 2016 Annual General Meeting

Debt to Equity Ratio (D/E)



Financial Highlights

(Unit : Million Baht)

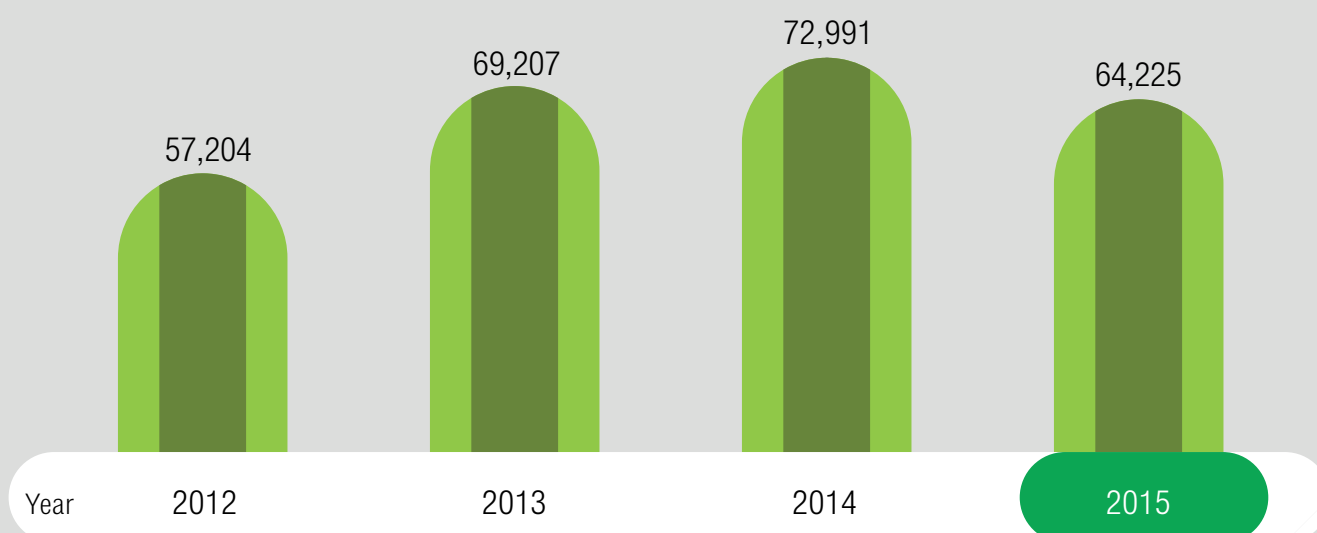
Financial Position (Consolidated)	2012	2013	2014	2015
Total Revenue	59,073	69,772	73,324 ⁽⁶⁾	65,369 ⁽⁶⁾
Operating Revenue	57,204	69,207	72,991	64,225
EBITDA ⁽¹⁾	13,070	18,259	20,898	20,379
Net Profit	5,418	7,214	9,139	8,355
Normalized Net Profit ⁽⁷⁾	5,078	8,061	9,668	9,797
Total Assets	130,039	125,006	120,322	117,169
Total Liabilities	87,496	77,746	67,751	61,210
Shareholders' Equity	42,543	47,260	52,571	55,958
Dividend Per Share (Baht)	2,048 ⁽²⁾	2,152 ⁽³⁾	3,004 ⁽⁴⁾	3,593 ⁽⁵⁾

Note :

- (1) To reclassify some non cash item to be below EBITDA level.
- (2) 1.238 Baht/ share paid from 2011 results, 0.810 Baht/ share paid from 2012 results (interim)
- (3) 1.301 Baht/ share paid from 2012 results, 0.851 Baht/ share paid from 2013 results (interim)
- (4) 1.904 Baht/ share paid from 2013 results, 1.100 Baht/ share paid from 2014 results (interim)
- (5) 2.205 Baht/ share paid from 2014 results, 1.388 Baht/ share paid from 2015 results (interim)
- (6) Including the adjustment of financial lease accounting of Glow IPP.
- (7) Net profit excluding net exchange gain or loss and net change in deferred tax asset (revenues) or liability (expenses)

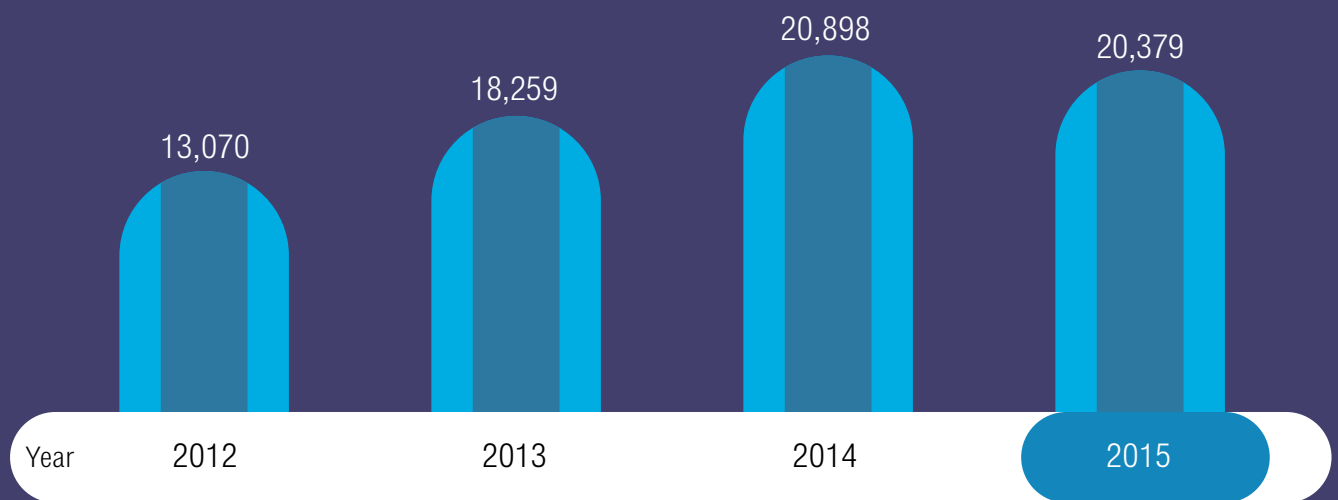
Operating Revenue

(Unit : Million Baht)



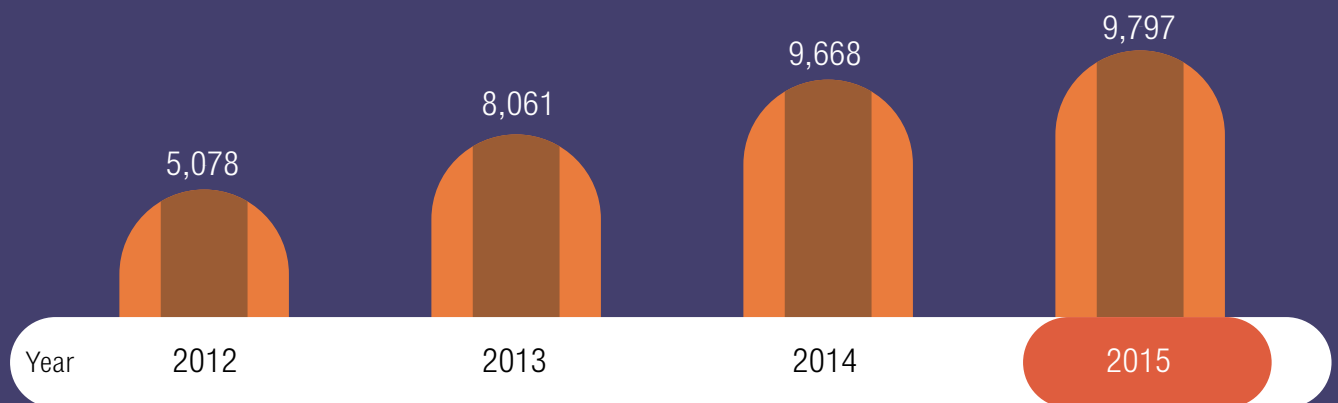
EBITDA

(Unit : Million Baht)



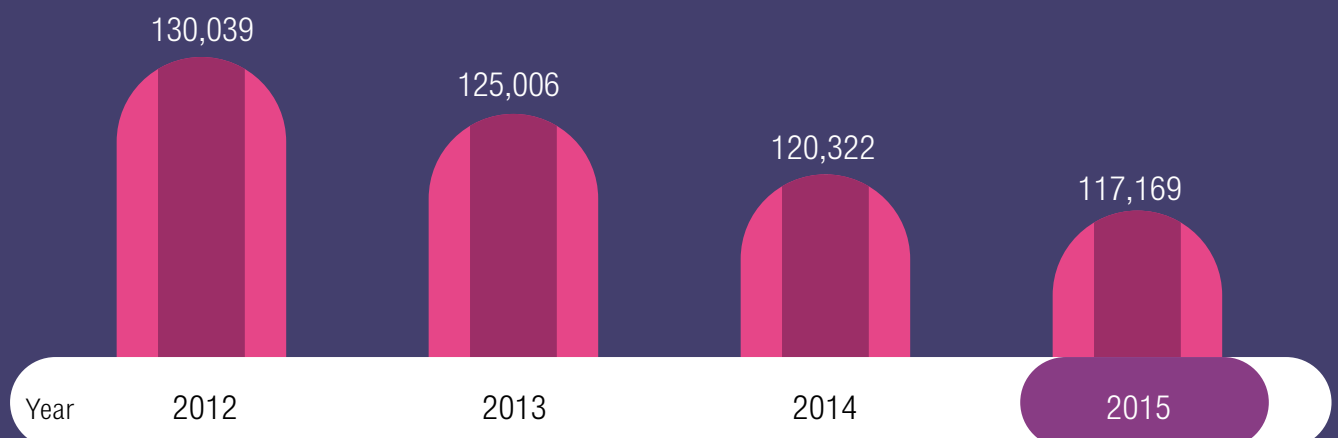
Normalized Net Profit

(Unit : Million Baht)



Total Assets

(Unit : Million Baht)





Message from the Chairman

“Our power generation solutions will use carbon-light technologies, such as gas-fired power plants, hydro power and renewable energy. With these prospects, I am confident in Glow Group’s capacity to further deliver profitable and sustainable growth.”

The financial results of fiscal year 2015 are clear evidence of Glow Group’s solid business fundamentals. The philosophy that guides us since more than 20 years, is based on Operational Excellence and Profitable Growth.

Our Operational Excellence principle encompasses maintaining our excellent track-record in managing and operating existing assets, as well as our project execution processes. In the interest of our staff and our surrounding communities, we make no compromise in environmental, health or safety issues. Customer satisfaction, supply reliability and efficiency are embedded elements of our business operation.

In terms of Profitable Growth, Glow Group continues to develop investment opportunities within our target market. Today, we operate in Thailand and Laos and are prospecting development prospects in Thailand, Laos, Myanmar, Cambodia and since the Board of Directors’ approval in February 2016, also in Vietnam and Malaysia. As such, our geographical perimeter now covers more than 260 million people, for whom we can contribute to safer and more reliable energy conditions, through power generation capacity expansion. Our power generation solutions will use carbon-light technologies, such as gas-fired power plants, hydro power and renewable energy. With these prospects, I am confident in Glow Group’s capacity to further deliver profitable and sustainable growth.

With continued capital structure improvement, a credit rating of A+ (from TRIS credit rating agency), a favorable cost of capital, and no near-term significant growth capital investment, the Board of Directors decided to propose a Special Dividend for shareholders’ approval during the 2016 Annual General Meeting. This demonstrates our commitment to managing our capital structure effectively, while also maintaining our ability to fund future expansion when the opportunity arises.

On behalf of the Company’s Board of Directors, I would like express my gratitude and thank Glow Group’s shareholders, customers, financial institutions, bond investors, authorities, local communities, and our executives and staffs, for their continued support of our business.



Mr. Jan Flachet
Chairman of the Board

Message from the CEO

“Our Normalized Net Profit (NNP), the metric which is also the key determinant of our dividend pay-out, reached a new record high at THB 9.8 billion, up 1.3% compared to 2014.”

2015 has been a year in which Glow has, once again, posted excellent financial results. Our Normalized Net Profit (NNP), the metric which is also the key determinant of our dividend pay-out, reached a new record high at THB 9.8 billion, up 1.3% compared to 2014.

Our full year results confirm the trends we have seen throughout the year, including sustained strong demand from our industrial customer base, a price environment which progressively reflects significantly lower oil and coal prices, and the favorable impact of the strengthening of the USD against the THB. A number of one-off items, including a material settlement concluded in March 2015 with the EPC contractor of GHECO-One, have also contributed to our 2015 results.

In the area of safety we incurred 5 lost-time accidents (“LTA’s”) in the course of 2015, which corresponds to a Frequency Rate of 1.1. We made progress in the implementation of our Safety Roadmap, and clearly this program will remain a priority going into 2016.

In early 2015 we successfully completed the construction, and started commercial operations, of 2 new gas engines which added some 19 MW of capacity at our Glow SPP 11 plant.

In 2015 we also achieved a first certification of one of our facilities as an “Eco Factory”. We will continue to roll out this initiative towards more of our plants in 2016.

An important decision which our Board made in late 2015 is that going forward we will not invest in any additional coal-fired units to be added to our generation fleet. We will therefore focus on business development efforts exclusively on “carbon-light” solutions, including gas-fired units, hydro plants and (non-hydro) renewable projects. Following a decision from our Board in February 2016, we will be pursuing this carbon-light development effort not only in Thailand, Laos, Cambodia and Myanmar (which until recently constituted our “geographic perimeter”), but also in Vietnam and Malaysia (additional markets which have been added to this perimeter).

Glow’s balance sheet has strengthened further. As of end 2015 Net Debt to Equity stands at 0.85 times, while Net Debt to EBITDA stands at 2.06 times. This puts us in a strong position to fund future expansion opportunities. At the same time, and taking into account our ongoing commitment to the active management of our capital structure, we have proposed to our Board, and our Board has agreed to submit to the 2016 Annual General Meeting, the payment of a special dividend (in addition to the ordinary dividend) with respect to our 2015 results.

On behalf of the Executive Management Committee I would like to thank all our employees for their contribution, their professionalism, and their dedication, which constitute the foundation of Glow’s success.



Mr. Brendan Wauters
Chief Executive Officer



Board of Directors



1

2

3

1. Mr. Jan Flachet

Chairman of the Board of Directors

2. Mr. Brendan Wauters

Director, Vice Chairman of the Board of Directors and Chief Executive Officer

3. Mr. Kovit Poshyananda

Independent Director and Chairman of Audit Committee

4. Mr. Vitthaya Vejajiva

Independent Director and Audit Committee Member

5. Em. Prof. Supapun Ruttanaporn

Independent Director and Audit Committee Member

6. Prof. Dr. Borwornsak Uwanno

Independent Director



4

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7. Mr. Guy Richelle
Director

10. Mr. Marc J.Z.M.G. Verstraete
Director

8. Mr. Anut Chatikavanij
Director

11. Mr. Pierre Jean Bernard Guiollot
Director

9. Mr. Esa Heiskanen
Director

12. Mrs. Csilla Kohalmi-Monfils
Director



10

11

12

Management Team

1. Mr. Brendan Wauters
Chief Executive Officer

2. Mr. Heikki Pudas⁽¹⁾
Chief Operating Officer and
Executive Vice President

3. Mrs. Sriprapha Sumruatruamphol⁽²⁾
Chief Commercial Officer and
Executive Vice President -
Human Resources

4. Mr. Pajongwit Pongsivapai⁽³⁾
Executive Vice President -
Business Development

5. Mr. Suthiwong Kongsiri⁽¹⁾
Chief Financial Officer and
Executive Vice President

6. Mr. Arjan van den Broek⁽⁴⁾
Chief Operating Officer and
Executive Vice President

7. Mr. Kanit Thangpetchr
Senior Vice President -
Rayong Facilities Management

8. Mr. Louis Stephen Holub
Plant Manager - GHECO-One

9. Mr. Wisit Srinuntawong
Senior Vice President - Engineering
and Maintenance Management



Note: Management Team as of March 2016

⁽¹⁾ Mr. Heikki Pudas and Mr. Suthiwong Kongsiri resigned from member of Management Team since 31 December 2015

⁽²⁾ Mrs. Sriprapha Sumruatruamphol was appointed to be Chief Commercial Officer and Executive Vice President - Human Resources since 1 January 2016

⁽³⁾ Mr. Pajongwit Pongsivapai was appointed to be Chief Financial Officer since 1 January 2016

⁽⁴⁾ Mr. Arjan van den Broek was appointed to be Chief Operating Officer since 1 March 2016



10. **Mr. Michael W. Reiff**
Chief Financial Controller and
Senior Vice President

11. **Mrs. Mantana Kunakorn**
Senior Vice President - Human
Resources and Administration

12. **Mr. Narongchai Visutrachai**
Senior Vice President -
Government & Public Affairs

13. **Mr. Janne Olavi Lujala**
Senior Vice President - Technical
Development and New Build

14. **Mr. Suratchai Bangluang**
Plant Manager-GIPP and
Cogenerations Pluak Daeng

15. **Dr. Somgiat Dekrajangpetch**
Senior Vice President -
Asset Optimization

16. **Mr. Gert Meersman⁽¹⁾**
Managing Director and
Country Manager (Laos)

17. **Mr. Akarin Prathuangsit⁽²⁾**
Senior Vice President -
Cogeneration Marketing and Fuel

18. **Mr. Natthapatt Tanboon-ek**
Senior Vice President - Treasurer

19. **Mrs. Chamaiporn Soonthorntasanapong**
Vice President - Legal and Insurance

Note: ⁽¹⁾ Mr. Gert Meersman was appointed to be Head of Business Development and Senior Vice President since 1 January 2016

⁽²⁾ Mr. Akarin Prathuangsit was appointed to be Chief Procurement Officer and Senior Vice President since 1 January 2016



20. Mr. Anutarachai Nathalang
Vice President - EH&S

23. Mr. Prateep Puthamrugsa
Vice President -
Supply Chain Management

26. Mr. Renaud Pilleul
Vice President -
Industrial Customer Relations

21. Mr. Sakda Lacharochana
Vice President - Reliability
and Integrity

24. Mr. Somchai Klinsuwanmalee
Vice President -
CSR and Public Affairs

27. Mr. Sutthi Chuesook
Vice President - Engineering

22. Ms. Sirichan Chotchaisathit
Vice President -
Industrial Customer Sales

25. Mr. Apichart Jamjuntr
Plant Manager -
Gas Fired Units Complex

28. Ms. Suttasinee Pengsupaya
Vice President - Accounting

29. Mr. Chaiwut Rattanapornsinchai
Vice President - Internal Audit

30. Mr. Eralp Gullep
Vice President -
Business Quality

31. Mr. Kitiphong Thunnom
Vice President -
Business Development

32. Mr. Banthom Krasang
Plant Manager -
Glow SPP 1/Glow Demin Water

33. Mr. Rujirote Kasirerk
Plant Manager -
Coal Fired Units Complex

34. Mr. Apidech Siriphornoppakhun
Plant Manager - Glow Energy Site
(Phase1&2)

35. Mr. Pisut Boonvongsobhon
Project Manager -
Central Maintenance

36. Mr. Sichanh Gnabanhthith
Plant Manager - HHPC

37. Mrs. Unchana Kittipiyakul
Vice President - Budgeting and
Business Controlling

38. Mr. Aungsuthon Puboonterm
Vice President -
System Optimization

39. Mr. Robin Georges Lieven Merlier
Head of Legal -
Business Development



Executive Summary of Sustainable Development Report 2014-2015



Sustainability Reporting

Since we launched our first Sustainable Development Report in 2013, we have tried to monitor and improve our sustainability performance on an ongoing basis. Our sustainability reporting is a vital tool to monitor and communicate our economic, environmental, social and governance performance in accordance with GRI G4 guidelines at the Core level on an ongoing basis. GRI or Global Reporting Initiative is a leading organization in the sustainability field. It promotes the use of sustainability reporting as a way for organizations to become more sustainable and to contribute to sustainable development.

By having this report, data can be provided regularly to senior decision-makers to shape the organization's strategy and policies and to improve performance. We include in our report boundary all entities, both in Thailand and in Laos, and have structured our report around the most significant material issues for our business:

- Reliable and Sustainable Energy Supply
- Fight Against Corruption
- Climate Change
- Occupational Health and Safety (OHS)
- Human Capital Development
- Environmental Compliance
- Livelihood of Local Communities

Going Green with eReports

As part of its green initiatives, Glow also chooses to provide sustainability reporting in a web-based format which will significantly reduce paper usage, printing and processing costs and environmental impact. This section is just a summary of the 3rd SD Report. If you want to view the full version, please go to www.glow.co.th

What Sustainability Means to Glow

Sustainability is our approach to managing current and future economic, environmental and social opportunities and risks in order to achieve profitable growth and to provide sustainable and reliable energy solutions to our customers.

Our Focus

We focus on

- Operational excellence and profitable growth
- Providing reliable energy solutions
- Occupational health and safety
- Having knowledgeable employees who are part of a network of expertise
- Strong corporate governance, ethics and compliance
- Environmental sustainability
- Improving the quality of life for communities in areas where we do business

Sustainability Strategy



Approach to Managing Sustainability

(1) Governance

Glow acknowledges that our decisions and activities can impact society and the environment. We recognize the importance of our stakeholders and their roles in our sustainable development.

The Board of Directors and Executive Management Committee (EMC) are Glow's highest governing bodies. They are responsible for the strategic direction of the organization and the effective monitoring of the performance. The EMC, which as of the end of 2015 was comprised of four men and two women, meets monthly to discuss performance and future plans. The Board of Directors, which as of the end of 2015 was comprised of ten men and two women from five different countries, being Thailand, Belgium, France, Finland and Hungary, meets quarterly, as well as on other occasions, to approve the quarterly financial statements and to provide guidance on strategic matters, including in the area of sustainable development. Details of EMC and BoD members are available in our [Annual Report 2015](#) (pages 89 and 96).

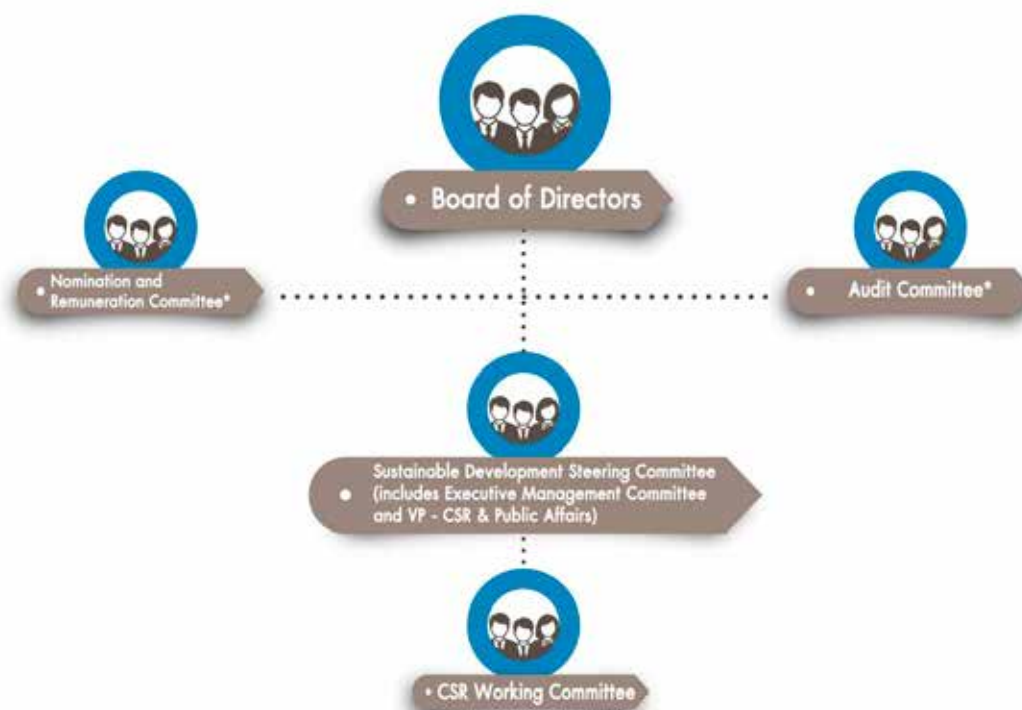
In an effort to go beyond our CSR program and to strive further towards sustainability, we have decided to reorganize our sustainability management structure by putting in place a "Sustainable Development Steering Committee" in December 2015. This committee is to define our strategies and targets in the area of sustainability and will report to and seek advice and support from the Board of Directors on sustainability-related issues. The new committee will work closely with the existing CSR Working Committee.



"It has been two decades since I first joined Glow. To me, working here doesn't signify only doing our business. We, the company, the staff, as well as the communities around us, continuously learn and grow together. I witnessed and took part in many changes that Glow had initiated in the sector with the spirit of meeting the challenges. I'm truly grateful to become part of the Management Team. It addresses our strong commitment to sustainable development as the top priority embedded in company policy. I'm eagerly looking forward to our journey ahead towards sustainable growth."

Mr. Narongchai Visutrachai, SVP-Government & Public Affairs

GOVERNANCE Sustainability Management Structure



note: * The Nomination and Remuneration Committee and Audit Committee are existing committees under the Board of Directors.

(2) Compliance

Glow's activities and operations are carried out in full compliance with all applicable laws and relevant rules and regulations of the countries in which we operate which are in line with the **Ethics Charter of ENGIE**, our parent company.

ENGIE regards compliance with anti-bribery laws as crucially important and everyone who works for ENGIE is expected to apply the highest standards of integrity to all their activities and to comply fully with the ENGIE ethical principles, policies, procedures and processes.

Glow established its first **Code of Conduct** in 2005; in 2014 we revised the code to include new clauses addressing the anti-bribery issue. Our Code of Conduct (and related policies) sets out ethical principles that guide the work we undertake and our interactions with stakeholders, including government agencies, customers and suppliers and communities. The principles cover accountability, transparency, integrity, ethical behavior, respect for stakeholder interest, respect for the rule of law and human rights.

Glow's Ethics Officer ensures implementation of ethical principles in Glow's development strategies and activities; answers employees' questions and gives advice on ethics and compliance; runs awareness-raising, training and communication initiatives and identifies the entity's ethical risks.

To fight against corruption and fraud in all forms, Glow also has anti-corruption and ethics clauses in every business agreement to ensure that our suppliers comply with Glow's business practices.

To view the Code of Conduct and all related policies mentioned above, please visit our website at <http://www.glow.co.th/index.php?op=policies-index>.



"We define ourselves not only through our leading position in our sector but also through our ethical standards, firm commitment towards "zero tolerance" on bribery, or any other form of corrupt business behavior."

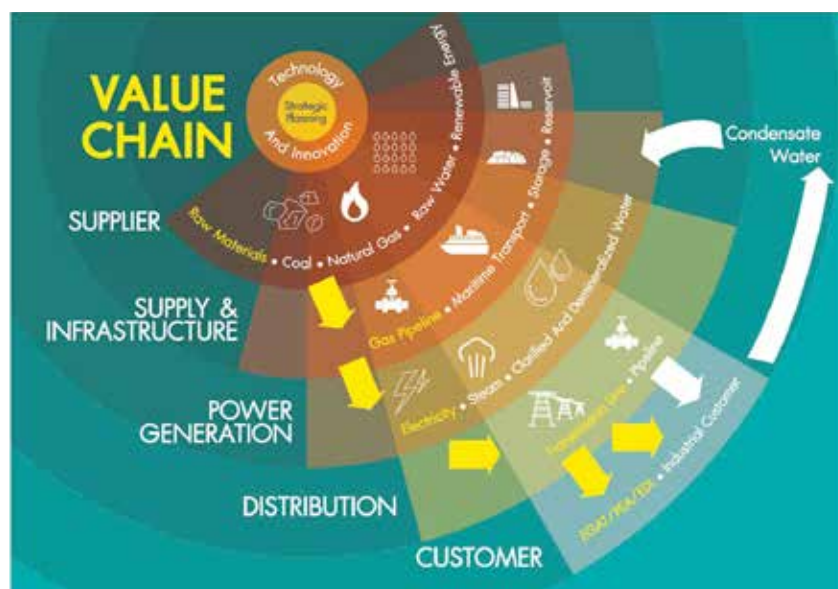
Mr. Brendan Wauters, Chief Executive Officer

What Matters

(1) Value Chain

Our vision is to optimize profitability through operational excellence and value-creative growth in Thailand and neighboring countries. We have crafted a business strategy that takes into account four perspectives: commercial, operational, financial and human resources. We balance short-term and long-term objectives to create a well-defined set of priorities and action plans.

To provide sustainable and reliable energy solutions, we use diversified energy sources, including, hydropower, solar, natural gas and high quality bituminous coal with a sulfur content of less than 1%. Transportation, coal handling and ash management systems are efficient and in line with our Environmental Management Systems (EMS).



Glow provides electricity to the Electricity Generating Authority of Thailand (EGAT) as well as electricity, steam, clarified and demineralized water to industrial customers in Map Ta Phut Industrial Estate (MIE) and Siam Eastern Industrial Park (SEIP). To ensure a continuous utility supply, many of our cogeneration facilities are interconnected to each other by high voltage underground transmission lines and this is further enhanced by a back-up supply from EGAT and the Provincial Electricity Authority (PEA) for power and package boilers for steam. We are a highly-reliable energy source for our customers due to dedicated (and, in the case of our facilities in Map Ta Phut, underground) transmission lines and a steam piping network covering the entire service area. This network reduces the risk of supply interruption and pressure loss.

Knowing our value chain helps us to improve our sustainability by increasing opportunities to reduce environmental impact and increasing resource efficiency across the entire value chain. By working closely with value chain partners and other key stakeholders we can discover optimal solutions and drive impactful action.




(2) Stakeholder Engagement

Stakeholder management is considered to be of the most importance within the ENGIE group. Solving conflicts before they happen is good for business and a good knowledge of stakeholders' needs helps companies to develop new products and services. We have a range of internal and external stakeholders with whom we engage through a variety of mechanisms. The frequency of engagement is designed to enable regular communication with stakeholders on key issues and is adapted as needed. By finding out what stakeholders' needs are, we identify valuable information that will help us to make choices in terms of our future business strategy.

Glow has applied stakeholder mapping using a management tool developed by ENGIE to map stakeholders in relation to issues that matter to Glow. In this process, we have reviewed the 2014 stakeholder list and have drawn up a more comprehensive revised list, comprising of 18 main groups of stakeholders.

1. Employees
2. Customers
3. Local Communities
4. NGOs and Non-profit Organizations (NPOs)
5. Analysts
6. Financial Institutions
7. Shareholders/Partners
8. Professional Consultants
9. Contractors
10. Fuel Suppliers
11. Technology Suppliers
12. Private Industrial Estates
13. Media
14. Competitors
15. Government Authorities (Energy)
16. Government Authorities (Others)
17. Independent Organizations
18. Embassies

We show below, and for illustration only, engagement channels and the target frequency for selected stakeholder categories: employees, customers and local communities.

STAKEHOLDERS	ENGAGEMENT CHANNELS	FREQUENCY
Employees 	<ul style="list-style-type: none"> • Internal Activity Committee (IAC) meetings • Welfare Committee meetings • Quarterly Briefings • Suggestion box • Ethics Officer • Intranet • E-mail/Telephone • G-Power Magazines • Glow website 	<ul style="list-style-type: none"> • At least 4 times/year • Quarterly • Quarterly • Regularly • Regularly • Regularly • Regularly • Quarterly • Regularly
Customers 	<ul style="list-style-type: none"> • Meetings • E-mail/Telephone • Annual Report • Glow website • Seminar 	<ul style="list-style-type: none"> • Monthly • Occasionally • Once a year • Regularly • Occasionally
Local Communities 	<ul style="list-style-type: none"> • Tri-partite Committee meetings • Green Star Committee meetings • EIA Monitoring Committee meetings • Environmental Monitoring Committee meetings • Knock-door visits • Open-house • Plant visits • Public hearings • Jai Diaw Kan (One Heart) newsletters • Local media, such as newspapers, radio, billboards, etc. • Glow website • E-mail/Telephone 	<ul style="list-style-type: none"> • Quarterly • Annually/ bi-annually • Annually • Monthly (during construction phase) • Monthly • At least once a year • Upon request; historically 20 times/year on average • Every time there is a new project • Quarterly • Occasionally • Regularly • Occasionally

Glow communicates with these stakeholders through multiple channels and always takes into consideration transparency and openness. Our CSR Working Committee, for instance, conducts dialogues with relevant stakeholders at regular intervals to identify and respond to their needs and expectations. These regular dialogues allow us to better meet the needs and expectations of our stakeholders.

The company has procedures in place to enable internal and external stakeholders to file complaints or make recommendations at all times. The channels or steps to file complaints are as follows:

1) The procedure for employees to file a complaint is included in the employees' manual to inform them of their rights, with complaint and settlement procedures, investigation and verification procedures and protection for informers and relevant parties.

2) The Ethics Reporting Process is available for all employees and outside stakeholders to file their complaints in the case that a discriminatory or unethical practice is found. The company has a designated ethical officer to be directly responsible for the code of conduct governance to ensure fair treatment to all parties. In addition, we have put in place a whistleblower inbox which is a new channel allowing "whistle blowing" with respect to any ethical issues and which all employees and external parties can access. Glow employees can access this inbox on Glownet while external parties can access this inbox at the following link: <http://www.glow.co.th/index.php?op=ethics-index>

3) Suggestion Boxes are available for employees to submit complaints and recommendations to the company. The suggestion boxes are placed in different spots which are easily visible. This box is also available on intranet.

4) Complaints or recommendations may be made by telephoning the Bangkok office 0 2670 1500 or the Rayong (Map Ta Phut) office 0 3869 8400-10 or by sending an Email to pr@glow.co.th

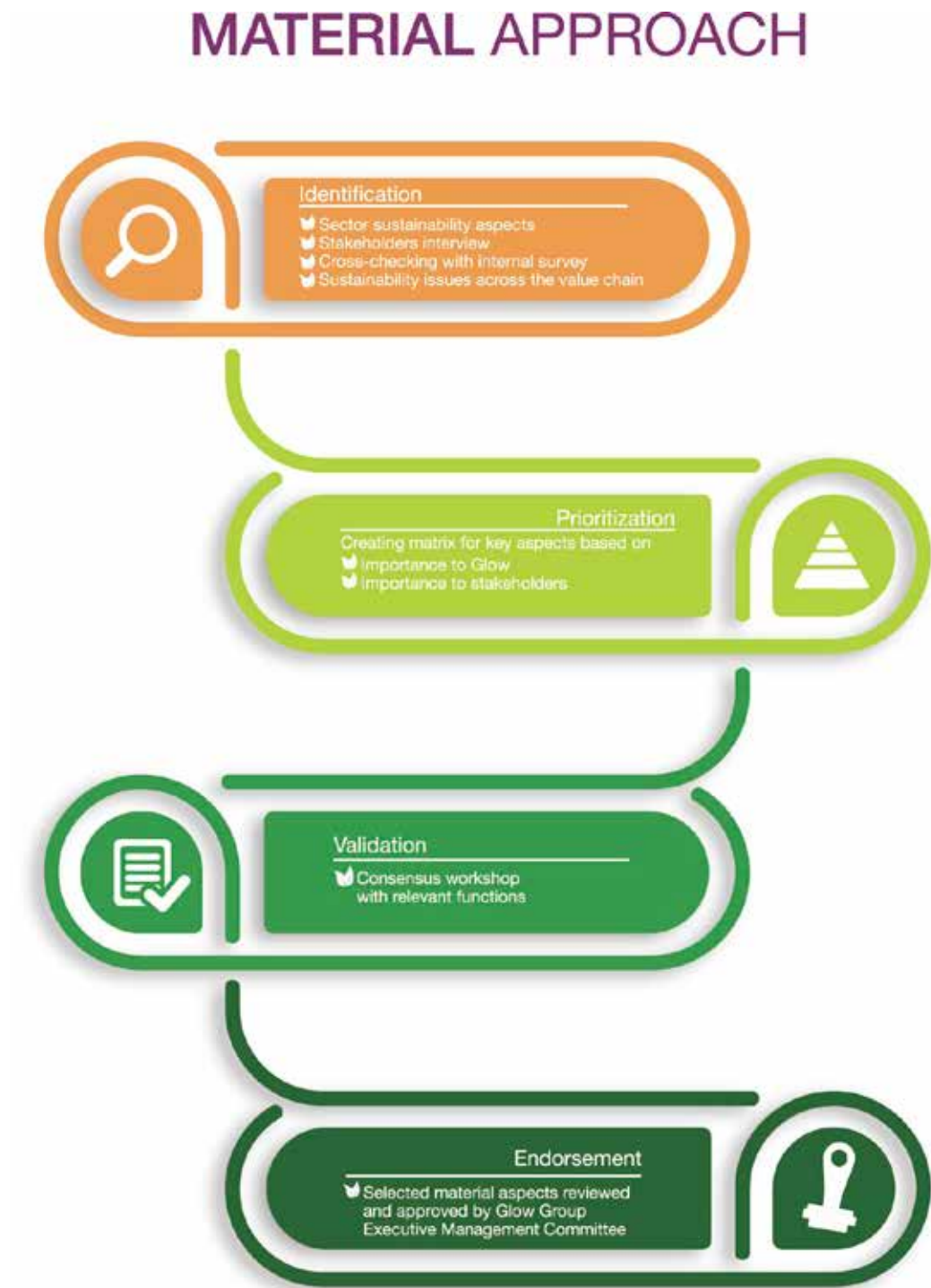
Apart from providing channels to receive complaints, the company has also set a deadline to address an issue. If a complaint is verified and proven to be valid, the company will assign a responsible person to resolve the issue within 7 days, or within 24 hours for an emergency case.

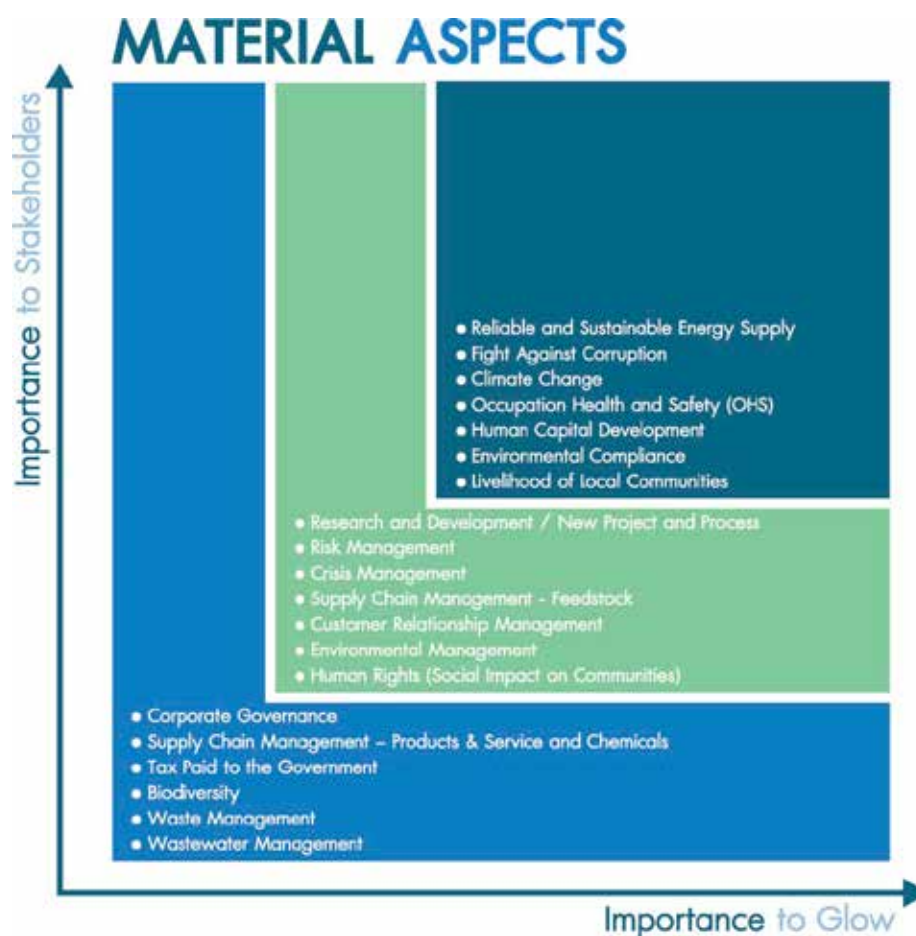
“we have put in place a whistleblower inbox which is a new channel allowing ‘whistle blowing’ with respect to any ethical issues”



(3) Material Aspects

We have reviewed our list of material aspects that we identified last year and conducted a stakeholder mapping to select issues that are most material to us. The newly revised list comprises of 20 material aspects, seven of which are considered our most material aspects.





Our most materiality matrix highlights the seven “highest priority” aspects for Glow and its stakeholders as follows:

- 1) Reliable and Sustainable Energy Supply
- 2) Fight Against Corruption
- 3) Climate Change
- 4) Occupational Health and Safety (OHS)
- 5) Human Capital Development
- 6) Environmental Compliance
- 7) Livelihood of Local Communities

As the largest producer and supplier of electricity for industrial customers in Thailand, the above aspects are considered important factors for Glow to obtain a “social license to operate” from our stakeholders. We have also identified another 13 aspects which are important for Glow to meet different levels of stakeholders’ expectations in three areas: economic, environmental and social.

ECONOMIC ENVIRONMENTAL SOCIAL



We recognize the need to engage regularly with our stakeholders to understand, prioritize and manage our sustainability impacts. As part of our commitment to be a highly responsible business we have continued to engage with our key stakeholders and improve our processes.

By mapping our value chain and engaging our stakeholders at all levels, we can identify the aspects that are most important to our business. These “most material aspects” are the elements of our business requiring our greatest focus.



1. Reliable and Sustainable Energy Supply

Supplying reliable and sustainable energy is central to our vision. It is one of our aims to provide reliable energy to both the Electricity Generating Authority of Thailand (EGAT) and our industrial customers. We believe that the operational efficiency and reliability of our power plants not only reduces our costs and improves our financial performance but also contributes by conserving resources, protecting the environment and minimizing our impact on the global ecosystem.

As part of our aim to continuously improve our customer service, Glow is continuously maintaining and improving the efficiency and reliability of the power plants. To measure the performance of the cogeneration plants under SPP contracts, Glow's optimization team annually reports both electrical and thermal cogeneration efficiency to EGAT. EGAT expects an electrical efficiency that is greater than 45%, a thermal process that has an efficiency greater than 10% and Primary Energy Saving (PES) capacity that is in line with the SPP contract. If our efficiency is lower than accepted then our prices will be impacted.

Glow's Operation and Maintenance Team monitors, maintains and improves the operational excellence and effective maintenance in order to supply quality products with high power plant efficiency. Over the past three years, Glow has continued to reach EGAT's efficiency acceptance level.

Continuous focus on reliability is fundamental in our aim to satisfy and retain our existing customers and to attract new customers. It is our commitment to provide reliable products to our customers by the continual supervision and maintenance of our facilities, including our transmission and distribution system, in accordance with the best engineering practices, aiming to avoid unplanned incidents and to eliminate unsafe conditions at our plants.

Customer satisfaction is fundamental as we strive to maintain business excellence and increase and solidify Glow's good reputation to retain customers and to attract new customers.

We offer our customers a highly reliable supply of energy with our dedicated transmission lines and a steam piping network covering the entire service area that substantially reduces the risk of supply disruption or pressure drop.

To ensure a continuous utility supply, all cogeneration facilities at Map Ta Phut are interconnected and further enhanced by a back-up supply from the Electricity Generating Authority of Thailand (EGAT) for power and by package boilers to support our steam supplies. In Siam Eastern Industrial Park (SEIP) our two cogeneration plants are connected and supported by fast-start gas engine units for peak supply. As in Map Ta Phut a back-up power agreement with the Provincial Electricity Authority (PEA) provides the final element of security.

One key challenge with respect to the availability and reliability of transmission lines is to prevent unplanned supply disturbances. Glow's Operation & Maintenance Team therefore constantly monitors our transmission and distribution system, and engages in maintenance activities on an ongoing basis. We use the System Average Interruption Frequency Index (SAIFI), an indicator for reliability widely used in the power industry, which is embedded as one of Glow's core KPIs (with respect to both electricity and steam supply).

In 2015 we have further enhanced our real-time monitoring system and outage management capabilities by adding a "gas engine control system" for our Glow SPP 11 plants which enhances our ability to respond to changes in demand from our customers.

An important decision which our Board made in late 2015 is that going forward we will not invest in any additional coal-fired units to be added to our generation fleet. We will therefore focus our business development efforts exclusively on "carbon-light" solutions, including gas-fired units, hydro plants and (non-hydro) renewable projects. Our CSR effort is well aligned with our decision to focus our business development efforts exclusively on "carbon-light" solutions, and with our ongoing focus on energy efficiency. Initiatives such as the "Energy Conservation for the New Generation" and "Solar for Schools" are good examples in this respect.

"...going forward we will not invest in any additional coal-fired units to be added to our generation fleet. We will therefore focus our business development efforts exclusively on 'carbon-light' solutions, including gas-fired units, hydro plants and (non-hydro) renewable projects."



Energy Conservation for New Gen

Our ambition towards clean energy sources resonates with our CSR activities. In 2015, Glow kick-started the "Energy Conservation for the New Generation" project which encourages university students to identify innovative ways of enhancing their field of study in feasible alternative fuel projects that contribute to the society they live in. One of the teams that won the research fund from Glow proposed developing the gasification units for a local pottery in Khon Kaen province.



Solar for Schools

Glow's corporate social responsibility team inaugurated during 2014 and 2015 the "Solar for Schools" project with an ambition to make electricity accessible and affordable to people in remote areas that are not covered by PEA's distribution network. The team had cooperated in installing solar electric systems for 31 schools and childcare centers in the area around the Thailand-Myanmar border.

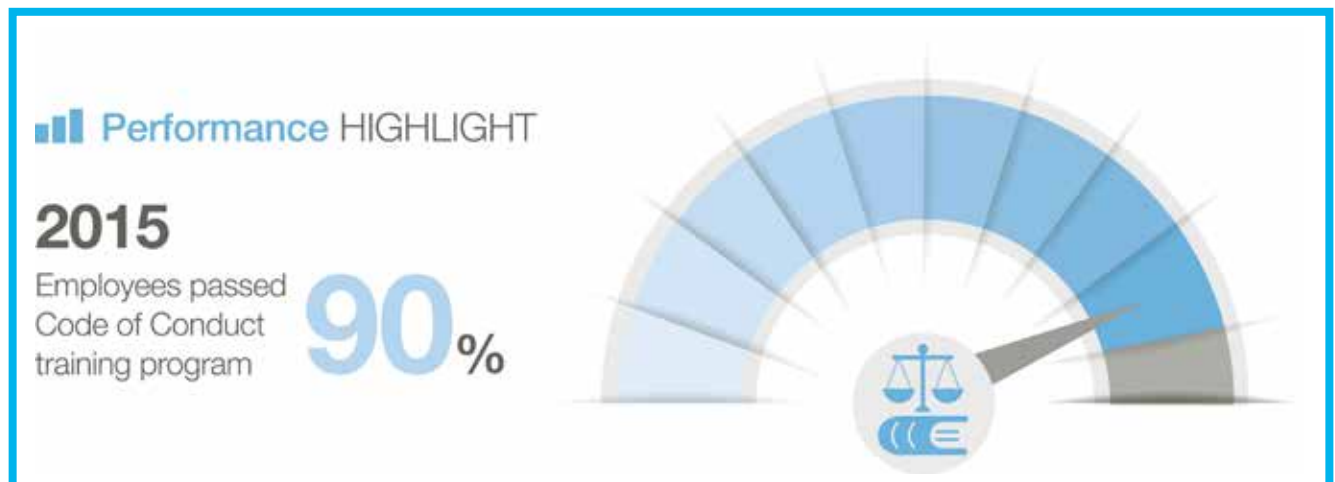


2. Fight Against Corruption

Glow is committed to conducting all its activities and operations in strict compliance with all applicable laws, relevant rules and regulations of the countries in which we operate.

We take into account the strong focus on ethics at the level of, among others, our parent company (ENGIE), the Federation of Thai Industries (FTI), the Institute of Directors (IOD), the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC).

We promote ethics and compliance awareness among all Glow employees, our executive management, and our Board members. Our target is to provide training to all employees on ethics and compliance practices. By the end of 2016 100% of our employees will have completed the mandatory compliance training.



On March 21, 2014, we signed a declaration of intent to join the Private Sector Collective Action Coalition Against Corruption (CAC). We are currently in the process of further reinforcing our procedures in order to comply with the certification requirements. We aimed to submit completed application to CAC by the middle of March 2016 and expected that it could be certified by CAC within the end of June 2016.

From 2016 onwards, we will conduct an anti-corruption risk assessment on an annual basis, and ensure with all business process owners that there is "zero" corruption in all activities.

To view our Anti-Bribery Policy and related policies, please visit our website at <http://www.glow.co.th/index.php?op=policies-index/>



3. Climate Change

ENGIE, Glow's parent company, participated in the 2015 United Nations' Climate Change Conference, known as the 21st Conference of the Parties (COP21), held between November 30 and December 11, 2015 in Paris.

At Glow we obtained in 2015 a certification for our Carbon Footprint for Organization (CFO) initiative from the Thailand Greenhouse Gas Management (Public Organization) for our Glow Energy Phase 2 plant. The organization's Carbon Footprint or Corporate Carbon Footprint (CCF) is an indicator which quantifies the greenhouse gases emitted in equivalent tons of carbon dioxide from all activities of an organization such as fuel combustion, electricity use, waste management and transportation.

Glow places a strong emphasis on optimizing our use of resources, not only at our operating sites, but also in our headquarters. All our team members are encouraged to reuse, recycle, and minimize the usage of resources.

"Glow places a strong emphasis on optimizing our use of resources, not only at our operating sites, but also in our headquarters."

Glow's voice at COP21

Glow employees, both at the executive and operational levels, actively participated in a round table discussion with Thai ENGIE affiliates prior to the event. Individual opinions and concerns as well as insights gained from group discussions regarding global climate and energy situations were gathered and, after having been consolidated with results from similar exercises in other parts of the world, were conveyed through to COP21. At the conference an agreement was reached aiming to keep the planet from getting more than two degrees Celsius warmer by the end of this century.



4. Occupational Health and Safety (OHS)

We are committed to achieving the best possible health and safety performance and to developing correct safety behavior throughout our organization. Every effort is made to sustain an excellent safety culture.

We aim to take all necessary precautions to limit accidents. We are utilizing international best practices available through the extensive network of our parent company ENGIE. The target of such best practices is to reduce and ultimately eliminate the occurrence of accidents by focusing on structural protection, eliminating the possible causes of accidents, by training employees and enhancing vigorous job safety analysis. Glow is extending the same principles beyond its own organization and aims to apply the same standards to its contractors.

If, despite all our efforts, an incident occurs, we have defined procedures with respect to investigation and reporting. Through an in-depth analysis of possible causes we aim to identify corrective and preventive actions and to communicate such actions to all relevant parties.



Glow has defined the following fundamental principles that direct our efforts toward reducing occupational accidents at work:

- Making the initial commitment that health and safety is a primary responsibility of all Glow employees.

- Maintaining compliance with the applicable health and safety legislation and Glow's safety rules.
- Involving employees at all levels to promote effective working relationships with appropriate health and/or safety agencies and to avoid working situations that may have an unfavorable effect on an employee's health.
- Integrating health and safety in our management systems to drive a proactive and shared safety culture throughout the organization.

It is our goal to reduce the number of occupational accidents at work by implementing a Five-Year Safety Culture Roadmap (2014-2018).

We are measuring our safety performance on an on-going basis as Company KPIs, including the Frequency Rate of Occupational Accidents (FR) and Major Incidents.

In 2015 Glow IPP received, for the seventh time, and Glow SPP11 received, for the third time, national-level Plant Safety Awards for outstanding performance in the area of occupational safety, health and environment. We continually measure our safety performance through core KPIs including the Frequency Rate of Occupational Accidents (FR) and (the absence of) Major Incidents.

In 2015, we have continued to make progress on our safety roadmap, including by conducting safety culture assessment workshops. The workshops have aimed to understand the existing maturity level of the safety culture at power plant sites in the Group with the following objectives:

- To obtain baseline data and look for the directions to improve the safe behavior of employees.
- To know the level of our safety culture and the strengths and weaknesses of the existing management systems.
- To select and implement the right tools and to set priorities for improvements.
- To understand the employees' thoughts and attitude on managing the health and safety system.
- To promote safety awareness and the involvement of employees and contractors.

Results and feedback from the workshops and our employees will help us to develop and prioritize specific actions needed for safety culture improvements.

5. Human Capital Development

The energy business requires skills from a diverse field to meet the growing demands of our business. At Glow, we encourage and motivate our employees to show their capabilities and to share their different ideas with one another to increase their capacity and to prepare them for the changing business environment. Employee development begins with attracting and hiring talented individuals and students.

We ensure that our employees receive adequate training and support to thrive in the company. In addition to other activities, in 2015 we have made progress by implementing an "Employee Passport" which is intended to accompany and guide employees in each step of their continuous development which should contribute to self-actualization and, ultimately, a high degree of job satisfaction.

6. Environmental Compliance

Government regulations set the minimum level for our environmental compliance. In our operations and in the development of new business we take into consideration international best practices and standards.

Glow takes compliance seriously beginning with the planning stage and onwards. We aim to maintain a relationship of trust by practicing open communication with the community, authorities, policy-makers, customers and other stakeholders who have concerns regarding the environmental impact of our business and facilities.

Our operational and environmental performance meets Thailand's environmental regulations and any other applicable regulation. Glow strictly follows the environmental impact mitigation and the monitoring measures presented in the Environmental Impact Assessment (EIA) action plan. Glow's EH&S Team reports on a bi-annual basis the results of the implementation of our action plan to the Office of Natural Resources and Environmental Policy and Planning (ONEP). We conform to all of ONEP's reporting processes and meet all standards established in the environmental regulations, site permits and corporate objectives. We respond promptly and effectively to any incident resulting from our operations and in so doing we co-operate with industry organizations and authorized government agencies.

It is our goal to be in full compliance with all applicable environmental regulations at all times. We therefore maintain a "zero environmental non-compliance target" on the "fines or non-monetary sanctions for non-compliance with environmental laws and regulations" KPI.

In October 2015, Glow Energy Phase 2 was certified by the Federation of Thai Industries (FTI) as an "Eco-Factory", demonstrating a clear focus on continuous and sustainable improvement of the production process and environmental management, based on social responsibility principles both inside and outside the organization, and including its supply chain.

In November 2015, Glow SPP 1 (Demin) and Glow Energy Solar received the environmental management system (ISO14001:2004) certification from AJA Registrars.

Glow is committed to control emission levels to meet, and where possible to be below, all applicable standards as well as to fully comply with the EIA's and EHIA's requirements at all times. We have installed the online measurement systems for continuous measurement and control at the source of emissions.

To ensure the quality and reliability of our data, third parties assess the environmental performance of our power plants on a regular basis, measuring progress and conducting periodic audits of environmental performance.



Glow has invested significantly in technologies to reduce NO_x, SO₂, and TSP pollution. We list hereunder some examples in this respect. We purchase low sulfur bituminous coal with less than 1% sulfur content and use limestone injection techniques in the combustion of coal in our circulating fluidized bed (CFB) boilers. GHECO-One, our newest coal-fired power plant, incorporates a sea water flue gas desulfurization system to significantly reduce SO₂ emissions. NO_x reduction is achieved in the CFBs by ammonia injection into the flue gas and in GHECO-One by using Low NO_x burners and a Selective Catalytic Reduction (SCR) unit.

In the Map Ta Phut area, the government has put in place an 80:20 measure in accordance with a resolution from the National Environmental Board (NEB), which requires reducing NO_x and SO₂ emissions from existing facilities in order to enable the expansion of existing facilities or the construction of a new plant. In compliance with this rule, Glow has for instance successfully implemented an air emission reduction program at the GSPP3 power plant located in Map Ta Phut Industrial Estate which has enabled the construction of GHECO-One.



Environmental Reporting

Results of Stack Emissions Monitoring at Glow Group Power Plant Sites in 2015

Power Plant	Type of Fuel	Power Generation Business	NOx (ppm) ⁽¹⁾		SO ₂ (ppm)		TSP (mg/Nm ³) ⁽²⁾	
			Emission (% better than standard)	EIA ⁽³⁾ Standard	Emission (% better than standard)	EIA ⁽³⁾ Standard	Emission (% better than standard)	EIA ⁽³⁾ Standard
Glow IPP	Natural Gas	Gas - fired combined cycle unit 1 - 2		100		20 ⁽⁴⁾		20
Glow Energy Phase 1	Natural Gas	Natural gas - fired boiler unit A/S		96		5		5
Glow Energy Phase 2	Natural Gas	Gas - fired combined cycle unit 1 - 6		120		20		20
Glow Energy Phase 4	Natural Gas	Gas - fired cogeneration unit 1 - 2		103 - 105		0.05		5
Glow Energy Phase 5	Natural Gas	Gas - fired combined cycle		55		0.05		5
Glow Energy CFB 3	Bituminous Coal	Coal - fired thermal cogeneration		100		170		55
Glow SPP 1	Natural Gas	Gas - fired combined cycle unit 1 - 2		106		-		-
Glow SPP 2	Natural Gas	Gas - fired cogeneration unit 1 - 6		101 - 118		0.05		5
Glow SPP 3	Bituminous Coal	Coal - fired cogeneration CFB1/CFB 2		100		150		55
Glow SPP 11 ⁽⁵⁾ (Project 1)	Natural Gas	Gas - fired combined cycle unit 1 - 2		108		-		-
Glow SPP 11 ⁽⁵⁾ (Project 2)	Natural Gas	Gas - fired combined cycle unit 1 - 2		35		10		27
GHECO - One	Bituminous Coal	Coal - fired supercritical boiler		55		53		55



<0%



0 - 30%



30 - 60%



>60%

Note : (1) ppm means part per million
 (2) mg/Nm³ means milligram per normal cubic meter
 (3) EIA Standard means Control values as required by Environmental Impact Assessment (EIA) and/or Environmental Health Impact Assessment (EHIA) for GHECO - One
 (4) Reserve shutdown
 (5) Glow SPP 11 (Project 1) included gas engine unit 1 - 6 in operation
 *Stack sampling in August (Twice a year)
 (6) Controlled standards as announced in the Notification of Ministry of Industry B.E. 2557 (2004)

7. Livelihood of Local Communities

Community relations and development is an activity that Glow is actively involved in, not only to obtain a license to operate but also to coexist with communities and to maximize the benefits for society. Building relationships and maintaining trust with communities requires open communication and engagement. Our Community Relations team proactively communicates with the community through regular visits and meetings.

We have carried out many community development activities, either by ourselves or in collaboration with other business partners and alliances, such as the Community Partnership Association (CPA), Microsoft Thailand and the First Naval Area Command, to demonstrate our responsibility towards the community, society and the environment in parallel with the company's business operations.

Glow organizes activities aimed at creating benefits to society in three main areas, including education, the improvement of the quality of life and environmental conservation at both local and national levels. Our CSR flagship projects in 2015 include:

Education

- Teach the Kids:

As experts in the energy business, Glow's employees have volunteered to share their knowledge and experience in energy and energy conservation with students in nearby schools. To motivate the students to consider working with us in the future, we have also invited them to visit our power plant. 100 students from a school in Pluak Daeng joined the activity in 2015. This project will benefit society by creating awareness about energy efficiency among children who in turn can become advocates for this issue and who may become interested to work in the energy sector. We plan to continue this program and involve more schools in the area.

- Energy Conservation for the New Gen

To attract promising young research talent in the engineering field as part of a CSR activity which is closely related to our core business, Glow has invited students of target universities, including King Mongkut's University of Technology Thonburi (KMUTT), King Mongkut's Institute of Technology Ladkrabang (KMITL), King Mongkut's University of Technology North Bangkok (KMUTNB) and Khon Kaen University, to team up and submit energy-related project ideas to the company. The team which comes up with the most creative energy-saving innovation idea that can be applied in practice can win up to 300,000 baht to implement the proposed project.

In 2015, which was the first year we launched this project, there were two winning projects. The first one was the "Wang Tua Gasifier" from Khon Kaen University; the second was the "Electrical generator system by enzyme ionic solution" from King Mongkut's Institute of Technology Ladkrabang. The project provides students with the opportunity to gain experience outside the classroom by applying their knowledge of engineering to help with community development. We intend to continue this program. Project applications will be open in August-September of every year.



Environmental Conservation

- Reforestation and Check Dam Project:

Glow started a reforestation project in 2013 by planting 2,500 trees in the degraded forest of Houay Mahad hill. Since the beginning of the project we have planted 2,500 trees every two years. We have monitored the growth of the planted trees and the availability of wildlife in the forest. The results of the monitoring have been provided by the Community Forest Committee on a yearly basis.

We also started a check dam project in 2015 by building the initial 12 check dams of the “89 Check Dams Project for His Majesty the King's 89th Birthday Anniversary Celebration” on Phudorn-Houy Mahad hill, in collaboration with the Ban Chang Municipality and local communities. Apart from the environmental advantages of the dams, i.e. to control water velocity, conserve soil and to improve the land, they also cultivate a forest conscience in the community.



Improvement of the Quality of Life

- Solar for Schools:

Glow, together with its parent company ENGIE and GDF SUEZ Energy Asia, has installed 46 solar electric systems at 31 off-grid schools and childcare centers along the Thailand/Myanmar border in Mae Sot, with support from the Border Green Energy Team (BGET), an NGO based in Mae Sot. BGET also hosted short-term and long-term training on sustainable living and other employable and income generating skills for orphaned refugee children and other marginalized people. Some 1,800 people benefited from this project, which started in April 2014 and which was completed in September 2015.

- * An award given by the Industrial Estate Authority of Thailand (IEAT) to a company with good environmental governance
- ** An award presented to those who have joined the IEAT program and received green - star flags for six consecutive years for excellent environmental performance
- *** A certification given by Thailand Greenhouse Gas Management Organization (Public Organization)
- **** A certification granted by the Federation of Thai Industries

General Information



Glow Energy Public Company Limited

Initial	GLOW
Registered Number	0107538000461
Type of Business	Generate and supply of electricity, steam and water for industrial use and electricity to Electricity Generating Authority of Thailand (EGAT)
Registered Capital	14,828,650,350 Baht (as of 31 December 2015)
Paid up Capital	14,628,650,350 Baht (as of 31 December 2015)
Head Office Location	1 Empire Tower, 38 th Floor-Park Wing, South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 Tel: +66 2670 1500-33 Fax: +66 2670 1548-9
Website	http://www.glow.co.th
Plant Location	5, I-4 Road, Map Ta Phut Industrial Estate, Map Ta Phut, Muang District, Rayong 21150 Tel: +66 3868 4078-80 Fax: +66 3868 4789

Other References

Registrar	Siam Commercial Bank Public Company Limited Tower 2, 3 rd Floor, 1060 New Petchaburi Road, Makkasan, Rajatevee Bangkok 10400 Tel: +66 2256 2323-27
Auditor	Deloitte Touche Tohmatsu Jaiyos Audit Company Limited 183 Rajanakarn Building 25 th , 26 th , 28 th Floor, South Sathorn Road, Yannawa, Sathorn, Bangkok 10120

Other Subsidiary Companies that the Company holds shares of more than 50 percent

1. Glow Company Limited

Head Office Location	1 Empire Tower, 38 th Floor-Park Wing, South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 Tel: +66 2670 1500-33 Fax: +66 2670 1548-9
Type of Business	Provide management services, consultant services and management advisory for related companies

2. Glow IPP Company Limited

Head Office Location	1 Empire Tower, 38 th Floor-Park Wing, South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 Tel: +66 2670 1500-33 Fax: +66 2670 1548-9
Plant Location	42 Moo 8, CIE - 8 Road, Hemaraj Chonburi Industrial Estate Bowin, Sriracha District, Chonburi 20230 Tel: +66 3834 5900-5 Fax: +66 3834 5906
Type of Business	Generate and supply electricity to EGAT



3. Glow SPP 1 Company Limited

Head Office Location	1 Empire Tower, 38 th Floor-Park Wing, South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 Tel: +66 2670 1500-33 Fax: +66 2670 1548-9
Plant Location	10, Soi G-2, Pakornsongkrawhrat Road, Hemaraj Eastern Industrial Estate (Map Ta Phut), Huaypong, Muang District, Rayong 21150 Tel: +66 3868 5589 Fax: +66 3868 5104
Type of Business	Generate and supply electricity, steam and water for industrial use and electricity to EGAT

4. Glow SPP 2 Company Limited

Head Office Location	1 Empire Tower, 38 th Floor-Park Wing, South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 Tel: +66 2670 1500-33 Fax: +66 2670 1548-9
Plant Location	11, I - 5 Road, Map Ta Phut Industrial Estate, Map Ta Phut, Muang District, Rayong 21150 Tel: +66 3869 8400-10 Fax: +66 3868 4789
Type of Business	Generate and supply electricity and steam for industrial use and electricity to EGAT

5. Glow SPP 3 Company Limited

Head Office Location	1 Empire Tower, 38 th Floor-Park Wing, South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 Tel: +66 2670 1500-33 Fax: +66 2670 1548-9
Plant Location	11, I - 5 Road, Map Ta Phut Industrial Estate, Map Ta Phut, Muang District, Rayong 21150 Tel: +66 3869 8400-10 Fax: +66 3868 4789
Type of Business	Generate and supply electricity, steam, water for industrial use and electricity to EGAT

6. Glow IPP 3 Company Limited

Head Office Location	1 Empire Tower, 38 th Floor-Park Wing, South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 Tel: +66 2670 1500-33 Fax: +66 2670 1548-9
Type of Business	Develop power generation projects

7. Glow IPP 2 Holding Company Limited

Head Office Location	1 Empire Tower, 38 th Floor-Park Wing, South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 Tel: +66 2670 1500-33 Fax: +66 2670 1548-9
Type of Business	Invest in other companies

8. GHECO-One Company Limited

Head Office Location	11, I - 5 Road, Map Ta Phut Industrial Estate, Map Ta Phut, Muang District, Rayong 21150 Tel: +66 3869 8400-10 Fax: +66 3868 4789
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Branch	1 Empire Tower, 38 th Floor-Park Wing, South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 Tel: +66 2670 1500-33 Fax: +66 2670 1548-9
Plant Location	11, I - 5 Road, Map Ta Phut Industrial Estate, Map Ta Phut, Muang District, Rayong 21150 Tel: +66 3869 8400-10 Fax: +66 3868 4789
Type of Business	Generate and supply electricity to EGAT
9. Houay Ho Power Company Limited	
Head Office Location	Viang Vang Tower (Unit 15), 5 th Floor, No. 502A, Boulichan Road, Dongpalan Thong Village, Sittasanak District, Vientiane Capital, Lao PDR. Tel: +856 21 414932-3 Fax: +856 21 414934
Plant Location	P.O. Box 661 Pakse, Lao PDR. Tel: +856 36 211720-1 Fax: +856 36 211719
Type of Business	Generate and supply electricity to EGAT and the Electricite Du Laos ("EDL")
10. Glow SPP 11 Company Limited	
Head Office Location	60/19 Moo 3, Siam Eastern Industrial Park, Mabyangporn, Pluak Daeng, Rayong 21140 Tel: +66 3889 1324-8 Fax: +66 3889 1330
Plant Location	60/19 Moo 3, Siam Eastern Industrial Park, Mabyangporn, Pluak Daeng, Rayong 21140 Tel: +66 3889 1324-8 Fax: +66 3889 1330
Type of Business	Generate and supply electricity and water for industrial use and electricity to EGAT

Other Affiliate Companies that the company holds shares of less than 50 percent

1. Houay Ho Thai Company Limited	
Head Office Location	1 Empire Tower, 38 th Floor-Park Wing, South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 Tel: +66 2670 1500-33 Fax: +66 2670 1548-9
Type of Business	Invest in other companies
2. Glow Hemaraj Wind Company Limited	
Head Office Location	1 Empire Tower, 38 th Floor-Park Wing, South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 Tel: +66 2670 1500-33 Fax: +66 2670 1548-9
Type of Business	Develop a wind farm project

Risk Factors



We are exposed to fluctuations in fuel prices

Fuel is our most significant operating cost, accounting for 76.4 percent of our total expenses in 2015. Whether and to what extent we can pass fuel price fluctuations through to our electricity and steam customers depends on the specific terms of our sales agreements.

- Under the terms of Glow IPP's and GHECO-One's power purchase agreement with Electricity Generating Authority of Thailand (or "EGAT"), which accounted for 11.4 percent and 20.5 percent respectively of our total revenues in 2015, our fuel costs are fully passed through to EGAT at contracted heat rates.
- Under the terms of our SPP power purchase agreements with EGAT relating to our gas-fired facilities, which together accounted for 23.2 percent of our total revenues in 2015, our fuel costs are passed through to EGAT at contracted heat rates.
- Under the terms of our SPP power purchase agreements with EGAT relating to two of our coal-fired facilities (90 MW contracted capacity each), which together accounted for 3.5 percent of our total revenues in 2015, our fuel costs are only partially passed through to EGAT at contracted heat rates and at a certain coal price benchmark, as relating to our purchase of coal. The freight charges, which are an important component of fuel costs, are not passed through to EGAT. Increase in overall coal costs, including freight costs, may have an adverse effect on our profit margins.
- Under the terms of our power supply agreements with industrial customers, which together accounted for 25.7 percent of our total revenues in 2015, we mainly sell electricity at prices that are based on the retail electricity tariff charged by the Provincial Electricity Authority of Thailand (or the "PEA"), the state-owned electricity distribution authority for the areas of Thailand in which we operate. Although the PEA tariff is designed to reflect fluctuations in fuel prices through a fuel transfer charge (or the "Ft"), it does so by reference to a fuel index, which is not designed to and may not necessarily reflect our actual fuel costs and only factors in the costs of coal (which we also use to generate up to 186 MW of electricity that we supply to our industrial customers) to a very limited extent. In addition, the Ft does not always function as designed. See "We price a portion of our electricity sales by reference to the PEA tariff, which does not reflect our actual costs and may not be adjusted as designed to reflect fluctuations in, among other things, fuel costs and inflation".
- Under the terms of our steam supply agreements with industrial customers, which together accounted for 12.1 percent of our total revenues in 2015, we sell steam based on prices that are indexed to fluctuations in the price of natural gas, but not coal (which we also use to produce the steam that we sell).

Because we cannot pass through all of the changes in our fuel costs to our customers, we are exposed to fluctuation in the prices of fuel (and in particular coal). If there are material increases in our cost of fuel and we are unable to pass these increases through to our customers, this will directly reduce our profit margins and could have a material adverse effect on our business, results of operations, financial condition and prospects.

We price a portion of our electricity sales by reference to the PEA tariff, which does not reflect our actual costs and may not be adjusted as designed to reflect fluctuations in, among other things, fuel costs and inflation

Under the terms of our electricity supply agreements with our industrial customers, which together accounted for 25.7 percent of our total revenues in 2015, we mostly sell electricity at prices that are based on the retail tariff charged by the PEA. The PEA's tariffs are regulated by the Energy Regulatory Commission (or the "ERC") and take into account the electricity generation, purchase, transmission and distribution costs of the PEA, the Metropolitan Electricity Authority of Thailand (or the "MEA") and EGAT, the major electricity utilities in Thailand. Since our cost structure is different, the PEA tariff rates, and consequently the prices at which we sell electricity to our industrial customers, do not necessarily reflect our actual costs of producing and supplying this electricity.

The PEA tariff is designed to reflect fluctuations in fuel prices, inflation, foreign exchange rates and other factors by application of the Ft. However, the most significant component of the Ft, the fuel cost component, refers to a general fuel index that does not necessarily reflect our actual fuel costs and only factors in the cost of coal, which we also use to generate electricity that we supply to our industrial customers, to a limited extent. In addition, the Ft, which is normally adjusted only every 4 months, does not always function as designed. When the Ft adjustment is not applied or not fully applied to the PEA tariff in a rising fuel cost environment, the prices at which we sell electricity to our customers are not increased to reflect higher prevailing fuel prices, and consequently, our profit margins are reduced, and vice versa. For the foregoing reasons, our reliance on the PEA tariff could have a material adverse effect on our business, results of operations, financial condition and prospects.

We are highly dependent on EGAT

EGAT is our largest and most important customer and is committed to purchasing electricity from us under our EGAT power purchase agreements, which are long-term contracts with durations from 21 to 25 years. The EGAT power purchase agreements are material to our business, accounting for 59.7 percent of our revenues in 2015. EGAT is the dominant participant in the Thai electricity market. In addition to being the single wholesale buyer and controlling all of the wholesale transmission of electricity in Thailand, EGAT is also Thailand's largest electricity generator. A number of our important contracts contain unclear terms which have led to disagreements with EGAT regarding the operation of our business, as discussed below in "We have had a number of significant disputes with EGAT in the past" and which could result in further disputes in the future. Any material disputes or disagreements that we have with EGAT could have a material adverse effect on our business, results of operations, financial condition and prospects.

We are highly dependent on a small number of industrial customers concentrated in the petrochemicals sector

In addition to EGAT, we are also highly dependent on a small number of industrial customers. Our ten largest industrial customers (which, for the avoidance of doubt, exclude EGAT) accounted for 27.3 percent of our total revenues in 2015 or 70.7 percent of total sales to industrial customers, whereas total sales to industrial customers accounted for 38.6 percent of our total revenue in 2015. A disruption of our relationship with one or more of our industrial customers could have a material adverse effect on our business, results of operations, financial condition and prospects. Further, our industrial customers are highly concentrated both geographically and in terms of industrial classification. Most of our industrial customers are located in the Map Ta Phut Industrial Estate (or "MIE") or elsewhere within the MIE Area, accounting for 94.5 percent of our total sales to industrial customers. This exposes us to increased risk of regulatory changes in respect of operation in MIE, an accident, natural disaster, infrastructure or other failure or breakdown disrupting the facilities of the MIE, the other industrial estates in which our industrial customers are located or the MIE Area generally.

In addition to their geographic concentration, many of our industrial customers are companies operating in petrochemical or petrochemical-related industries. This exposes them, and indirectly us, to the performance of the petrochemical sector. Many petrochemical products are commodities and the petrochemical industry is highly competitive. In addition, significant price fluctuations and business cyclicality are common in many petrochemical-related industries. These factors may affect our ability to conclude new agreements with these customers or negatively affect our demand and load factor, customer creditworthiness, the timing of our customers' expansions and thereby the terms on which we are able to reach any such new agreements and may, for these reasons or otherwise, have a material adverse effect on our business, results of operations, financial position and prospects.

Although we have successfully extended many of the long term contracts with industrial customers for which the initial term has expired or is due to expire, we cannot assure that we will be able to retain all contracts which are expiring in the medium term, or to find new customers to replace them on commercially reasonable terms. In addition, it is important to our business to maintain minimum levels of steam sales in order to meet applicable generating efficiency requirements (and failure to do so could result in termination of certain of our SPP power purchase agreements with EGAT). If we are unable to retain our customers or to find new customers to replace them on commercially reasonable terms and along the product lines that we require, this could have a material adverse effect on our business, results of operations, financial position and prospects.

Under our power supply and steam supply agreements with industrial customers, our companies may be subject to liquidated damages liability in an event of interruption in the supply of power and/or steam and/or a failure to meet an annual guarantee of availability of power or steam, subject to the conditions indicated in each agreement, which may vary from one to another. We cannot predict whether liabilities will be incurred or not, and what the materiality of the potential liabilities, if any, would be.

We face significant competition

We face significant competition, particularly in respect to our supply of electricity and steam from our cogeneration facilities to industrial customers in the MIE Area and in the Siam Eastern Industrial Park (or "SEIP"). In the MIE Area, although our customers are party to long-term agreements with us, we compete with PEA and the utility business units of Global Power Synergy Company Limited (or "GPSC"). GPSC and PEA have certain competitive advantages over us. GPSC is affiliated with PTT, the principal natural gas supplier in Thailand and, through this relationship, with a number of companies in the MIE Area (including many of our important customers). PTT also has an equity interest in a number of our industrial customers (most significantly PTTGC). Sales to PTTGC accounted for 8.1 percent of our total revenue from electricity sold to industrial customers, 23.0 percent of our total revenue from sales of steam and 5.1 percent of our total revenues in 2015. PEA, on the other hand, does not typically require its customers to enter into long-term contracts. In SEIP, we compete with only PEA.

We believe the level of competition that we face for industrial customers in the future will be maintained, particularly in the following respects: (i) certain of our important customers are PTT affiliates, (ii) certain of our existing customers already do business with PTT and its affiliates, and (iii) some potential projects in the MIE area are joint ventures involving PTT. See "Business Competition" for more discussion of the competition risks that we believe GPSC poses to our business.

We are subject to significant contractual risks under our SPP power purchase agreements

EGAT is our largest and most important customer, and sales to EGAT from our SPPs accounted for 26.7 percent of our total revenues in 2015 (see “We are highly dependent on EGAT”). EGAT is the sole purchaser of wholesale electricity in Thailand. Due in part to the foregoing, our SPP power purchase agreements with EGAT are standard form contracts that we were not given an opportunity to negotiate. This means that these contracts are not tailored to our specific operating circumstances and contain a number of ambiguous provisions. Certain of the terms of our SPP power purchase agreements from the first round of SPP contracts (COD before 2012) that we believe present risks to our business are as follows:

- A power purchase agreement may be terminated before the end of its term due to the default of either party and our only remedy may be to bring a claim in arbitration and prove damages;
- Although the power purchase agreements do not include liquidated damages provisions, penalties are imposed in the form of reduced capacity or energy payments from EGAT or refunds by us where (i) we supply less than the contracted capacity, (ii) we provide electricity for less than 7,008 hours in a year, (iii) the cogeneration efficiency is less than 45 percent or (iv) thermal energy accounts for less than 10 percent of our total energy sold;
- If a force majeure event affecting EGAT or a governmental force majeure event (as defined in the power purchase agreement) prevents us from supplying electricity to EGAT, EGAT will continue to make its capacity payment (the payment that is designed to allow us to recover our fixed costs for constructing and operating the power generating facility over the life of the contract) to us for only up to six months. In addition, failure by PTT to deliver gas to us is not considered to be a governmental force majeure event for these purposes, so in the event of a PTT supply failure EGAT will only pay us for capacity actually made available and energy actually delivered; and
- Our SPP power purchase agreements with EGAT contain only a general commitment for both parties to negotiate in good faith to amend to our contractual arrangement in response to any adverse change in law, including changes in environmental standards, which provide us with only limited change-in-law protection. This is particularly relevant if new laws were to impose more stringent environmental conditions on our existing facilities, which could require significant operational and capital expenditure.

We also have operational SPP power purchase agreements with EGAT from the second round of SPPs. In 2009 we have entered into a 74 MW power purchase agreement (for Glow Energy), which became operational in June 2012 and a 90 MW agreement (for Glow SPP 11 Phase 2), which became operational in December 2012. These agreements have some different terms, in addition to the general provisions described above, and certain new provisions, such as:

- The SPP requirement for thermal energy production and efficiency will be tested and reviewed once a year by a third party
- In case we do not meet the thermal energy production and/or efficiency requirement mentioned above, there is no penalty but we will not receive the Primary Energy Savings component, which was introduced in the tariff.

These contractual risks could have a material adverse effect on our business, results of operations, financial condition and prospects.

We are subject to certain risks with respect to the expiry of our SPP power purchase agreements

We sell to EGAT under 12 SPP power purchase agreements. The total capacity so contracted currently amounts to 846 MW. These power purchase agreements will expire in the period up to 2037 (latest expiry). At or before the relevant expiry dates we may or may not enter into extension and/or replacement power purchase agreements with EGAT. If we do not enter into extension and/or a replacement power purchase agreements, or if the capacity contracted under such extension and/or a replacement power purchase agreements is significantly different from the capacity currently contracted, then this may result (in addition to the direct effect i.e. the reduction in revenues from sales under SPP power purchase agreements) in a less efficient running regime (and hence higher fuel costs) for one or more units in our Cogeneration fleet and, potentially, in an inability to balance our electricity and steam load, which could have a material effect on our business, results of operations, financial conditions and prospects.

We operate in a highly regulated industry that is subject to change

The regulatory framework applicable to electricity generating companies in Thailand has undergone significant structural changes in the past and may undergo significant changes in the future. In addition, there have been a variety of proposals for reform of the Thai electricity industry in the past which, once made, have subsequently been delayed, cancelled, or significantly modified prior to their implementation.

Thailand has been considering deregulation of the electricity industry for a number of years. The EGAT power purchase agreements for our SPPs do not contain any provisions dealing with the potential future privatization of EGAT or the restructuring of the electricity sector. We are unable to predict what impact deregulation or privatization would have on our contractual arrangements and on the electricity sector in Thailand in general. If such deregulation were to for example have the impact of abolishing the PEA tariff which is the reference price that we use to price our electricity sales to most of our industrial customers, we would likely have to attempt to renegotiate the pricing structure with our industrial customers, which we may not be able to do on reasonable commercial terms or at all.

Because we operate a number of SPPs (and our companies account for a material portion of all SPP electricity sold to EGAT), which are higher-cost wholesale electricity generators compared to IPPs and many of EGAT's generating facilities, we are exposed to regulatory changes that seek to increase generating efficiency or to penalize high-cost generating facilities. This could take the form of changes in law and many of our key sales contracts do not contain specific mechanisms for compensating us in the event of adverse changes in law.

These or other regulatory or structural changes affecting the Thai electricity industry could require us to significantly change the way that we operate our business and could have a material adverse effect on our business, results of operations, financial condition and prospects.

We have had significant disputes with EGAT in the past

In the past, we have been involved in discussions with EGAT regarding important aspects of our business. Although we do not characterize these as material disputes, we believe that, because of the structure of the Thai electricity supply industry and the nature of our power purchase agreements, we will likely continue to maintain an ongoing dialogue with EGAT to resolve these and similar types of issues in order to continue to clarify certain aspects of our contractual relationship. There is the potential for disputes to arise in connection with any such issues or points of discussion. Because EGAT is our most important customer and disputes with EGAT may involve some of our most important contracts, any disputes that we may have with EGAT in the future may require us to materially change the way in which we operate our business and could have a material adverse effect on our business, results of operations, financial condition and prospects.

Our business operations are dependent on the availability of fuel

Our business is dependent on the availability of fuel, in particular natural gas and coal. In 2015, purchases of natural gas accounted for 62.6 percent of our cost of sales and purchases of coal accounted for 16.8 percent of our total cost of sales. Shortages in natural gas or coal, or an inability of our suppliers to provide these fuels to us, could prevent some or all of our facilities from being able to generate electricity and steam, which could prevent us from fulfilling our contractual obligations.

We have entered into long-term natural gas supply agreements with PTT. Because of the structure of the Thai fuel supply industry (and notwithstanding the fact that some progress has been made towards the implementation of third party access for gas pipelines and LNG terminal infrastructure) PTT is currently still the only entity that is able to supply us with natural gas to allow us to operate our business. In the event that PTT fails to supply us with adequate quantities of natural gas under our gas supply agreements, we could face significant disruptions to our business. Although there is a compensation provision in the gas supply agreements between our SPPs and PTT which requires PTT to compensate us for its inability to deliver contracted quantities of natural gas to us, this compensation only extends to natural gas that we use to produce electricity to sell to EGAT and not to our industrial customers. Most of our gas-fired facilities are designed to be able to run on diesel fuel as an alternative fuel source, but we could incur significant costs and operating inefficiencies in switching to and operating by using diesel fuel. Moreover, our cogeneration facilities may not be able to operate on diesel fuel for sustained periods of time, as, when operating on diesel fuel, we consume diesel fuel faster than we are able to re-fill our diesel fuel storage tanks.

There is a risk of natural gas supply disruption resulting from defects in or the requirement for maintenance of the pipeline including the change in the quality of natural gas supply, over which we have no control. The current limitations on the supply of natural gas to the areas in which we operate, or any disruption in the supply of natural gas, or change in the quality of natural gas supply could have a material adverse effect on our business, results of operations, financial condition and prospects.

We have entered into medium term coal supply agreements with a number of international and Thai coal suppliers/traders to satisfy our coal requirements for our three CFBs and GHECO-One. Our coal risk management policy for our CFBs is to diversify our procurement to at least 3 contracts with different expiry years, subject to market condition.

There is a risk of coal supply disruption resulting from various circumstances, including a situation where our medium-term coal supplier could not fulfill its obligations and we could not arrange substitute supply from our other suppliers or from the spot market. In such situation, we also cannot assure that the cost of substitute supply would be commercially competitive.

We are highly dependent on PTT

As discussed under “Our business operations are dependent on the availability of fuel”, we rely heavily on PTT for the supply of natural gas to our operating facilities. Purchases of fuel gas, which were almost all purchased from PTT, accounted for approximately 62.6 percent of our total cost of sales in 2015. In addition to being a key supplier, PTT has an equity interest in GPSC, our principal competitor in our Cogeneration business line in Map Ta Phut (as discussed above under “We face significant competition”). PTT also has an equity interest in a number of our industrial customers (most significantly PTTGC). Sales to PTTGC accounted for 8.1 percent of our total revenue from electricity sold to industrial customers (in MWh), 23.0 percent of our total revenue from sales of steam and 5.1 percent of our total revenues in 2015. See “We face significant competition”.

If the fact that we compete with a subsidiary of PTT in our Cogeneration business line, or any other reason, were to adversely effect PTT’s willingness to, or the terms on which it will, enter into new agreements to supply natural gas to us (including at the time of expiry and potential extension and/or replacement of our SPP power purchase agreements), or if our relationship with PTT deteriorates for any other reason, this could have a material adverse effect on our business, results of operations, financial condition and prospects.

We are subject to significant contractual risks under our SPP gas supply agreements with PTT

PTT is our largest and most important fuel supplier (see “We are highly dependent on PTT”). PTT is majority-owned by the government and currently has an effective monopoly with respect to supply of natural gas in Thailand. Due in part to the foregoing, our gas supply agreements with PTT are standard form contracts that we were not given an opportunity to negotiate. This means that, among other things, our gas supply agreements with PTT are not tailored to our specific operating circumstances and contain a number of ambiguous provisions. Although the terms of our PTT gas supply agreements vary from each other, certain of the terms contained in at least some of our PTT gas supply agreements that we believe present risks to our business are as follows:

- A gas supply agreement may be terminated before the end of its term due to the default of either party and our only remedy may be to bring a claim in arbitration and prove damages (rather than allowing us to require PTT to continue to supply gas to us pending resolution of the dispute);
- PTT only undertakes to use its “best efforts” to deliver the specified daily quantity and is not under an absolute obligation to deliver gas to us;
- The terms relating to PTT’s requirement to compensate us if PTT fails to deliver gas meeting contractually-designated specifications are unclear and in any case the amount of any compensation that it would pay to us is capped;
- Non-compliance with any term in a gas supply agreement by either party that is not remedied within 60 days of a notice of default thereof constitutes an event of default and enables the non-defaulting party to terminate the gas supply agreement;
- Even though we design our units to be able to operate throughout the (wide) range of acceptable gas specifications, we cannot ensure that we would be able to operate if there were to be a change in the range of acceptable specifications, or that we would be fully compensated for modifications required in such a case.

These contractual risks could have a material adverse effect on our business, results of operations, financial condition and prospects.

We face risks with respect to opposition to further expansions in Map Ta Phut, the declaration of Map Ta Phut as a Pollution Control Zone, and the Administrative Court ruling in this respect

In March 2009 the Rayong Administrative Court declared Map Ta Phut a “Pollution Control Zone”. This was later confirmed also by National Environmental Board. In June 2009 certain individuals together with some NGOs filed a petition to Central Administrative Court (“CAC”), claiming that certain permits issued after revision of the Thai constitution in 2007 were issued illegally, and requested of revoking such permits. In addition the claimants requested the CAC to provide temporary protection by suspending 76 projects in MIE Area. CAC’s ruling to order injunction was enforced by the Supreme Administrative Court while reducing the number of suspended projects to 65. Although our operations have all necessary permits and are not included in the suspended projects, some of our existing new and/or potential customers may have been affected by the court orders.

In June 2010, we learned from the Industrial Estate Authority of Thailand (“IEAT”) that The Stop Global Warming Association had filed a complaint with the CAC, and that GHECO-One’s and Glow SPP 3’s Project names are in the list attached to the complaint (the “Second NGO Complaint”). Even though we are not named as defendant, the complaint involved, among other things, a motion to suspend the projects named in the complaint.

In addition to the above cases, Stop Global Warming Association (Plaintiff) has filed a statement of claim to the Rayong Administrative Court against the competent authorities, namely Energy Regulatory Commission (ERC), Industrial Estate Authority of Thailand (IEAT), National Environment Board (NEB), Secretary of Office of Natural Resources and Environmental Policy and Planning (ONEP), alleging that such authorities unlawfully approved and granted permits to GHECO-One for operating a thermal plant in a pollution control area. The statement of claim also requests the court to order the relevant authorities to revoke any permits granted to GHECO-One and suspend any activities of GHECO-One. The court eventually ordered to include GHECO-One as co-defendant of the case, since it is the owner of the power plant and could be affected by any court order and on verdict. All defendants of the cases prepared their statement of defenses and separately submitted the same to the court in October 2013. As of today, the Rayong Administrative Court is in the process of reviewing relevant documents. We are confident that GHECO-One has applied and obtained all permits in accordance with relevant laws and regulations, and has operated the plant in-line with the requirements in approved Environmental and Health Impact Assessment reports and relevant permits.

We are exposed to foreign exchange risk

We are exposed to foreign exchange risk in a number of aspects. Many of our operating costs are denominated in US dollars and other currencies. Most of our US dollar-denominated operating costs can be serviced by US dollar-linked income. However, we also purchase parts and equipment for our plants in US dollars, and Glow IPP incurs a significant amount of Euro-denominated costs relating to maintenance. Moreover, our coal and coal freight costs are US dollar-based and we cannot fully pass the fluctuations in these costs (including as a result of currency fluctuations) through to our customers. Further, while our revenues are partially linked to the US dollar, a significant amount of our indebtedness is Baht-denominated. We have in the past targeted a substantial degree of US dollar content or linkage in cash flows (and thus normalized net earnings) available to distribute to shareholders and, if we continue to do so, any appreciation of the Baht compared to the US dollar would reduce the Baht amount of dividend payments to our shareholders. For these reasons, significant fluctuations in exchange rates could have a material adverse effect on our business, results of operations, financial condition and prospects.

Our insurance coverage may not adequately protect us against possible risk of loss

Our operations are subject to operating and other risks typically associated with electricity generation. Insurance markets are cyclical. As a result, we may at times be unable to obtain appropriate insurance on commercially reasonable terms or at all, which may subject us to potentially significant financial loss upon the occurrence of a large uninsurable event.

We have all-risk and business interruption, third party liability, terrorism and other insurance coverage. Our principal insurance covers loss arising out of physical loss or damage to our plants and generating machinery as well as financial loss resulting there from, but contains certain customary exclusions and deductibles. If we suffer a large uninsured or excluded loss or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations may be materially adversely affected.

The operation of one of our subsidiaries is exposed to hydrology risk

Houay Ho Power Company Limited (or "HHPC") is operator of a 152 MW hydro power plant in Attapeu province, Lao PDR., while Houay Ho Thai Company Limited (or "HHTC") is a holding company holding 25 percent stake of HHPC. Currently, we effectively hold 67.25 percent stake in HHPC, through both direct holding in HHPC and indirect holding through HHTC.

As for any hydro plant, HHPC's operations are highly dependent on the amount of rainfall in any given year. In addition, the power purchase agreement with EGAT requires HHPC to sell a minimum amount of electricity per annum (although it does

foresee the calling of a limited number of “drought years”), and not meeting this requirement may lead, among others, to a requirement to pay liquidated damages. For these and other reasons adverse rainfall conditions could materially affect the operations and results of HHPC.

We are exposed to (fresh water) drought risks in the Eastern Seaboard Areas (Chonburi and Rayong)

Power generation requires large volumes of fresh water for cooling of equipment and production of clarified water and demineralized water for internal usage and industrial consumptions. Lack of fresh water supply could lead to shutdown of our power generation units. In recent years, low rainfall has been observed in a number of cases (2004, 2012 and, to a lesser extent, 2014 and 2015). Especially in 2005, reservoirs had dropped to very low levels before major rainfall arrived. Over the years, several meetings have taken place with all parties and multiple initiatives have been rolled out. Notwithstanding this, there is a residual risk of drought and reservoir levels need to be monitored on an ongoing basis.



Development of the Company

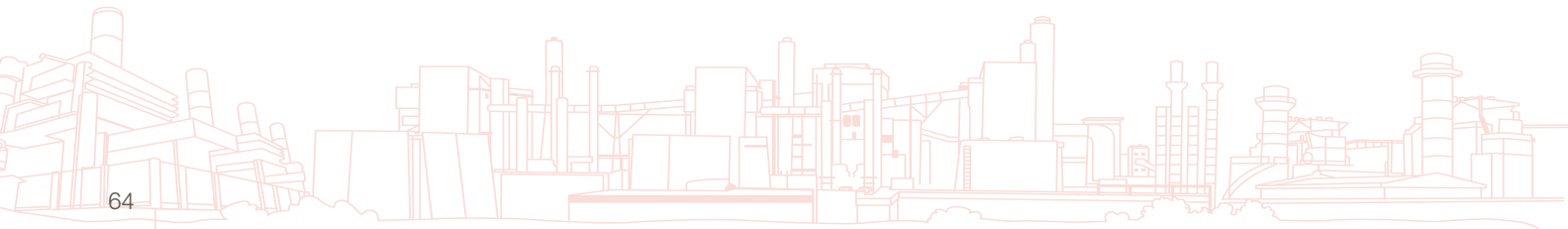
Glow Energy Plc. was incorporated as “The Cogeneration Public Company Limited” (or “The Cogeneration Plc.”) in October 1993. SUEZ Tractebel S.A., currently subsidiary of ENGIE S.A. (formerly known as GDF SUEZ S.A. and its subsidiary collectively referred to as “ENGIE”), acquired its initial interest in Glow Company Limited. (or “Glow Co., Ltd.”) in September 1997 and in Glow Energy Plc. in November 2000, after which the latter was de-listed. In December 2004, the Company’s majority shareholders adjusted their internal shareholding structure by acquiring shares of Glow Co., Ltd. Under the new structure, Glow IPP Company Limited (or “Glow IPP”), Glow SPP 1 Company Limited (or “Glow SPP 1”) and Glow Demin Water Company Limited (or “Glow Demin”) became the Company’s subsidiaries.

In 2007, we formed two holding companies and one operating company: Glow IPP 2 Holding Company Limited (or “Glow IPP 2 Holding”), Glow IPP 3 Company Limited (or “Glow IPP 3”), and GHECO-One Company Limited (or “GHECO-One”). Glow IPP 2 Holding is holding company. Glow IPP and GHECO-One are operating companies. The principal business of these companies is the development and operation of power generation projects in Thailand.

In September 2008, GHECO-One signed a long-term power purchase agreement with EGAT and started construction of a 660 MW coal fired project located in Map Ta Phut Industrial Estate (“MIE”). Glow Group owns a 65 percent stake in this project; Hemaraj Land and Development Public Company Limited (or “Hemaraj”) owns the remaining 35 percent stake.

In May 2009, Glow Company Limited acquired a 49 percent stake in Houay Ho Thai Company Limited (or “HHTC”) and a 55 percent stake in Houay Ho Power Company Limited (or “HHPC”) from ENGIE. HHTC is a holding company with a 25 percent stake in HHPC. Therefore, we effectively hold a 67.25 percent stake in HHPC. HHPC owns and operates a 152 MW hydro power plant in Attapeu province, Lao PDR.

In July 2011, the Company acquired 100 percent stake in Thai National Power Company Limited (or “TNP”) from International Power Plc. (or “IPR”), our major shareholder at that time, which later became 100 percent owned by ENGIE. TNP holds 100 percent stake in 2 subsidiaries; Thai National Power 2 Company Limited (or “TNP 2”) and Rayong National Power Company Limited (or “RNP”). TNP, TNP 2, and RNP changed their names to Glow SPP 11 Company Limited (“Glow SPP 11” or “Glow SPP 11 Phase 1”), Glow SPP 12 Company Limited (“Glow SPP 12” or “Glow SPP 11 Phase 2”), and Glow SPP 13 Company Limited (“Glow SPP 13” or “Glow SPP 11 Phase 3”) respectively in December 2011. In 2013, Glow SPP 12 and 13 were merged with Glow SPP 11, in which today operates gas-fired cogeneration facilities generating and supplying electricity to EGAT under SPP scheme and electricity and chilled water to industrial customers in Siam Eastern Industrial Park (“SEIP”) (located in Pluak Daeng, Rayong).



The following timeline is of key events in Glow Energy's history and development

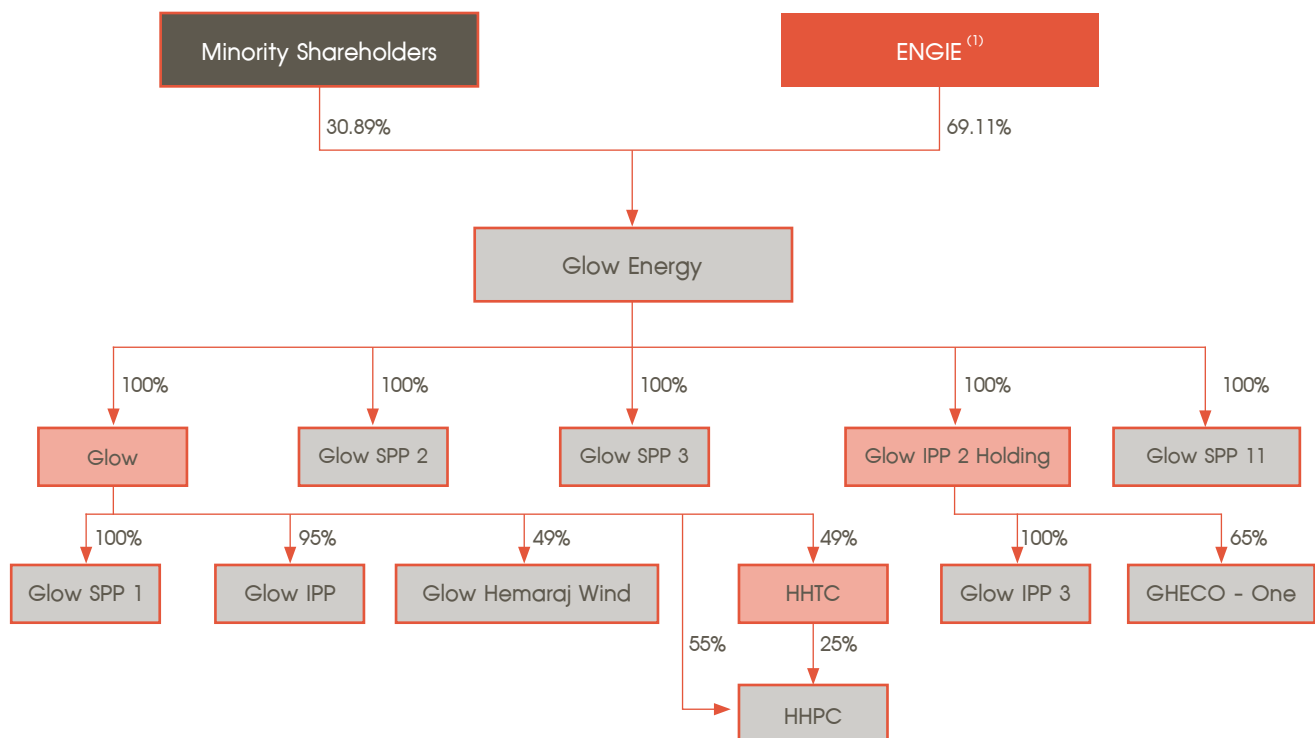
October 1993	Glow Energy incorporated under the name "The Cogeneration Public Company Limited".
February 1996	The Cogeneration Plc. listed on the Stock Exchange of Thailand (or "SET").
April 1996	The Cogeneration Plc.'s cogeneration plant began initial commercial operation.
September 1997	ENGIE formed a joint venture with Hemaraj, in which each party shared a 50 percent stake in Glow Co., Ltd. (formerly known as H-Power Company Limited). At the time, H-Power owned 100 percent of Glow SPP 1 (formerly known as Industrial Power Company Limited) and 51 percent of Glow IPP (formerly known as Bowin Power Company Limited).
February 1998	Glow SPP 1's 124 MW (Megawatts) cogeneration plant began commercial operation.
March 1999	The Glow SPP 2 / Glow SPP 3 hybrid plant began commercial operation.
May 1999	Glow Co., Ltd. acquired the remaining 49 percent stake in Glow IPP from International Generating Company Limited., increasing its interest to 100 percent.
June 2000	ENGIE increased interest in Glow Co., Ltd. to 75 percent.
2000 - 2004	ENGIE progressively increased its interest in Glow Co., Ltd. to 100 percent in a series of transactions involving the indirect sale of a 5 percent stake in Glow IPP to Hemaraj.
November 2000	ENGIE acquired a 62 percent stake in The Cogeneration from Sithe Pacific Holdings Limited.
February/ March 2001	ENGIE increased its shareholding in The Cogeneration to 99 percent by purchasing Banpu's shares and conducting a tender offer for the remaining outstanding shares.
August 2002	The Cogeneration's shares delisted from the SET.
January 2003	Glow IPP's 713 MW plant in Hemaraj Chonburi Industrial Estate (or "CIE"), Bowin began commercial operation.
May 2003	Company name changed from The Cogeneration Public Company Limited to Glow SPP Public Company Limited.
December 2004	Glow SPP Public Company Limited (or "Glow SPP Plc.") acquired 100 percent of Glow Co., Ltd. from ENGIE.
February 2005	Company name changed from Glow SPP Plc. to Glow Energy Plc.
April 2005	Glow Energy Plc. listed shares on the SET.
September 2008	Signed Power Purchase Agreement with EGAT and started construction of GHECO-One project in October 2008.
May 2009	Glow Co., Ltd. acquired 49 percent stake in HHTC and 55 percent stake in HHPC from ENGIE S.A. subsidiaries.
November 2010	Glow Energy's 115 MWeq (Megawatt Equivalent) coal-fired plant (CFB 3) started commercial operation.
December 2010	SUEZ-Tractebel Energy Holding Cooperative U.A. was merged with GDF SUEZ Energy Asia, Turkey and Southern Africa B.V. holding 25 percent in Glow Energy.

February 2011	ENGIE merged its Energy International Business with International Power Plc. (or “IPR”). Stake of Glow Energy held by ENGIE is part of the merger. After the combination, GDF SUEZ holds 70 percent of enlarged IPR
July 2011	Glow Energy Plc. acquired 100 percent stake in TNP, which holds 100 percent stake in TNP 2 and RNP.
July 2011	Glow Energy Plc. entered into Joint Development Agreement with Hemaraj, and established Glow Hemaraj Wind Company Limited (or “Glow Hemaraj Wind Project”), which the Company holds 49 percent stake, in order to develop a wind farm project in Chaiyaphum province.
September 2011	Glow Energy’s 382 MWeq gas-fired cogeneration plant (Phase 5) started commercial operation.
October 2011	Glow Energy Plc. started construction of 1.55 MW PV solar plant in Asia Industrial Estate (or “AIE”), Banchang, Rayong, with expected start of commercial operation in 1 August 2012.
November 2011	Glow Energy Plc. entered into Joint Development Agreement with Global Green Energy Company Limited (or “Global Green”), in order to develop a wind farm project in Nakorn Ratchasima province.
December 2011	TNP, TNP 2, and RNP changed names to Glow SPP 11, Glow SPP 12, and Glow SPP 13 respectively.
June 2012	ENGIE completed buyout of the minority shareholders of IPR.
August 2012	GHECO-One’s 660 MW coal-fired IPP plant started commercial operation.
August 2012	Glow’s 1.55 MW PV-Solar plant started commercial operation.
December 2012	Glow SPP 12’s 110 MW gas-fired cogeneration plant started commercial operation.
June 2013	Glow SPP 12 and Glow SPP 13 transferred their entire business to Glow SPP 11.
August 2014	The liquidation process for Glow SPP 12 and Glow SPP 13 was completed.
April 2015	Glow SPP 11’s 19 MW new gas engine units (expansion of Glow SPP 11 Phase 3 plant) started commercial operation

Shareholding Structure of the Group

Glow Energy Public Company Limited (or “Glow Energy Plc.” or “the Company”), together with its subsidiaries, is one of the largest private electricity generators and provider of industrial utilities in Thailand, with operations in Thailand and The Lao People’s Democratic Republic (or “Lao PDR”). We operate Independent Power Producers (or “IPP”) and cogeneration facilities, most of which operate as Small Power Producers (or “SPP”) under Thailand’s SPP program. Our core business is to produce and supply electricity to the Electricity Generating Authority of Thailand (or “EGAT”), and to produce and supply electricity, steam, processed water and chilled water to industrial customers in the Map Ta Phut Industrial Estate (or the “MIE”), other industrial estates in the immediate vicinity of the MIE (together, the “MIE Area”), and Siam Eastern Industrial Park (or “SEIP”) in Pluak Daeng, Rayong.

The following diagram displays our current organizational and ownership structure as of 31 December 2015:



Note: ⁽¹⁾ ENGIE, formerly known as GDF SUEZ, holds its interest in Glow Energy Plc. through its two wholly-owned subsidiaries, GDF SUEZ Energy (Thailand) Co., Ltd., which holds a 45.19 percent in Glow Energy Plc. and GDF SUEZ Energy International Global Developments B.V. which holds a 23.92 percent in Glow Energy Plc.

Although separate companies within our corporate group own our key operating assets, we maintain a single, centralized management structure for all of our group's companies and assets. This allows us to effectively monitor and coordinate our production facilities' operations.

Relationships with Major Shareholders

Glow Energy Plc. is 69.11% held by and considered as part of ENGIE.

ENGIE develops its businesses (power, natural gas, energy services) around a model based on responsible growth to take on the major challenges of energy's transition to a low-carbon economy: access to sustainable energy, climate-change mitigation and adaptation and the rational use of resources. The Group provides individuals, cities and businesses with highly efficient and innovative solutions largely based on its expertise in four key sectors: renewable energy, energy efficiency, liquefied natural gas and digital technology. ENGIE employs 154,950 people worldwide and achieved revenues of €69.9 billion in 2015. The Group is listed on the Paris and Brussels stock exchanges (ENGI) and is represented in the main international indices: CAC 40, BEL 20, DJ Euro Stoxx 50, Euronext 100, FTSE Eurotop 100, MSCI Europe, DJSI World, DJSI Europe and Euronext Vigeo (Eurozone 120, Europe 120 and France 20).

The Company is the sole entity of ENGIE for investment and operation of electricity generation business in Thailand, Laos, Myanmar, Malaysia, Vietnam and Cambodia.

Business

Glow Energy Plc. and its subsidiaries are one of the largest private electricity generators and providers of industrial utilities in Thailand. We operate Independent Power Producers ("IPP") and cogeneration facilities, most of which also operate as Small Power Producers ("SPP") under Thailand's SPP program. Our core business is to produce and supply electricity to EGAT, and to produce and supply electricity, steam, processed water and chilled water to industrial customers in the MIE Area and SEIP.

We have operated in Thailand since 1993. Our six principal production facilities are located in the industrial eastern seaboard of Thailand in Rayong and Chonburi Provinces. We also own hydroelectric plant in Lao PDR's Attapeu Province. As of 31 December 2015, we had a total generating capacity of 3,207 MW of electricity (increased by 19 MW, from 3,188 MW in 2014, as a result of the installation of new gas engine in Glow SPP 11), 1,206 tons per hour of steam, 5,482 cubic meters per hour of processed water and 3,400 refrigerated tons of chilled water.

Electricity generation and sales are the most important components of our business, accounting for 85.4 percent of total revenues in 2015. The generation and sale of steam is also a significant part of our business, accounting for 12.1 percent of total revenues in 2015. We currently own and operate eight principal production facilities. Their operating characteristics as of 31 December 2015, are:

- Glow IPP plant: Located in the Hemaraj Chonburi Industrial Estate (CIE), 713 MW of electrical generating capacity;
- Houay Ho hydroelectric IPP plant: Located in Attapeu Province, Lao PDR., 152 MW of electrical generating capacity;
- GHECO-One plant: Located in the Map Ta Phut Industrial Estate (MIE), 660 MW of electrical generating capacity.
- Glow Energy cogeneration plants (Phase 1&2): Located in the Map Ta Phut Industrial Estate (MIE), 281 MW of electrical generating capacity; 550 tons per hour of steam; and 2,520 cubic meters per hour of processed water;
- Glow SPP 1 cogeneration plant: Located in the Hemaraj Eastern Industrial Estate (EIE) 124 MW of electrical generating capacity; 90 tons per hour of steam; and 190 cubic meters per hour of processed water;
- Phase 3 cogeneration plants: Located in the Map Ta Phut Industrial Estate (MIE). The complex consists of:
 - Glow SPP 2/ Glow SPP 3 plant: 513 MW of electrical generating capacity; 190 tons per hour of steam; and 150 cubic meters per hour of processed water;
 - Glow Energy Phase 4 plant: 77 MW of electrical generating capacity; 137 tons per hour of steam and 2,050 cubic meters per hour of processed water;
 - Glow Energy CFB 3 plant: 85 MW of electrical generating capacity; 79 tons per hour of steam;
 - Glow Energy Phase 5 plant: 328 MW of electrical generating capacity; 160 tons per hour of steam
- Pluak Daeng cogeneration plants: Located in the Siam Eastern Industrial Park (SEIP), consisting of:
 - Glow SPP 11 Phase 1 plant (formerly known as Glow SPP 11 plant): 120 MW of electrical generating capacity; 2,200 refrigerated tons of chilled water;
 - Glow SPP 11 Phase 2 plant (formerly known as Glow SPP 12 plant): 110 MW of electrical generating capacity; 1,200 refrigerated tons of chilled water;

- Glow SPP 11 Phase 3 plant (formerly known as Glow SPP 13 plant): 23 MW of electrical generating capacity;
- Glow SPP 11 Phase 3 plant expansion: 19 MW of electrical generating capacity
- Glow Energy Solar plant: Located in Asia Industrial Estate (AIE), 1.55 MW electrical generating capacity by Photovoltaic technology (solar cells).

In 2015, we had total consolidated revenues of Baht 65,369 million and a net profit of Baht 8,355 million. As of 31 December 2015 we had total assets of Baht 117,169 million.

Revenue Structure

We derive revenue primarily from sales of electricity to EGAT and sales of electricity, steam, clarified water, demineralized water and chilled water to industrial users in the MIE Area and SEIP. The following table breaks down our revenues by source for the periods indicated:

	Revenues					
	Year Ended December 31,					
	2013		2014		2015	
	(Baht millions)	%	(Baht millions)	%	(Baht millions)	%
Revenues from Sales of Goods and Rendering of Service						
Electricity						
Sales to EGAT by IPP	26,930.9	38.6	27,049.6	36.9	20,768.1	31.8
Sales to EGAT by SPPs	18,262.9	26.2	18,251.9	24.9	17,451.5	26.7
Sales to Industrial Customers	15,730.2	22.5	17,591.5	24.0	16,827.6	25.7
Total	60,924.1	87.3	64,168.1	87.5	55,840.7	85.4
Steam	7,856.9	11.3	8,359.5	11.4	7,921.1	12.1
Processed Water	426.0	0.6	463.3	0.6	463.1	0.7
Total	69,207.0	99.2	72,990.9	99.5	64,224.9	98.2
Other Income	564.6	0.8	332.8	0.5	1,144.4	1.8
Total Revenue	69,771.5	100.0	73,323.7	100.0	65,369.3	100.0

Business Strategy

Our aim is to optimize profitability through operational excellence and value-creating growth in Thailand and neighboring countries. We have crafted a business strategy that takes into account four perspectives: commercial, operational, financial and human resources.

We have balanced our short- and long-term objectives to create a well-defined set of priorities and action plans. For our existing operations, this involves enhancements in utilization, efficiency and reliability of existing generation units and distribution networks. This will assist us in reducing overall costs and improving profit margins. We also place strong emphasis

on the timely completion of new facilities within their respective budgetary frameworks, optimizing capital costs, and strengthening internal reporting systems and procedures. We are also focusing additional resources on sustainable growth in the areas of renewable energy. With the assistance of ENGIE, we will continue developing a highly motivated and competent team of Thai managers and workers to support these efforts.

1. Commercial Perspective

From a commercial perspective, we are focused on:

1.1 Pursue growth of our core business

We intend to grow our core business by simultaneously increasing our capacity to meet growing industrial demand for electricity and steam, and by positioning ourselves to compete successfully for opportunities to install new generating capacity in Thailand and in neighboring markets.

We are considering opportunities to expand our IPP Business in Thailand, Laos, Myanmar and Cambodia. It is also our intention to continue to grow our cogeneration business both in Thailand and other parts of South East Asia. In particular, with continuing growth in utility demand of industrial customers in Pluak Daeng, we successfully expanded our generation capacity in SEIP with additional gas engine units with a net capacity of 19 MW, which came into operation in April 2015. This expansion facilitates growing our sales and also increases the reliability and improve optimization of our generation fleet in SEIP.

To achieve this, we will focus on maintaining and enhancing our operations, providing reliable and high-quality services to existing customers and new customers, meeting all obligations under the EGAT power purchase agreements, and strengthening our institutional relationships within Thailand (including regulators and policy makers). It is our belief that this will put us in a favorable position to bid for new electricity generation projects in Thailand and neighboring countries in the future.

1.2 Proactively manage industrial customer relationships

Our industrial customer base is a key component of our business. The majority of our industrial customers in MIE Area are in the petrochemical industry, which relies upon a stable supply of electricity and steam to avoid start-up costs associated with interruptions that occur during production. Our service reliability sets us apart from our competitors, and has made us the electricity and industrial utility supplier of choice in our markets. In particular, we target steam and high-load electricity customers who value reliability of supply. The majority of our industrial customers in SEIP are producers of automotive and motorcycle parts. With our reliability of supply and services, all factories in SEIP are our customers.

We place a high-degree of importance on strengthening relationships with existing customers, not only by providing them with a reliable supply of electricity and industrial utilities, but also by working closely with them to better understand their needs and enhance the provision of services. To do this, we use a variety of customer service based action plans designed to improve customer satisfaction. These action plans help us to understand each customer's respective needs, and improve supply reliability, communication, incident handling and problem solving.

We firmly believe that customer satisfaction is the key to retaining and expanding contracts with existing customers and also acquiring new customers.

1.3 Optimize our fuel management by reducing fuel cost and ensuring supply availability

Our business is constantly exposed to fluctuations in the price and availability of fuel (and in particular coal). The nature of our business also requires that we have fuel supply arrangements that ensure a sufficient supply of fuel at all times. We also seek to maintain prudent levels of back-up fuel supplies. Both these factors are critical to our ability to operate.

As such, we commit significant resources to fuel management. We are perpetually seeking opportunities to enhance our coal procurement arrangements to reduce coal and freight costs, which for certain parts of our business have a direct impact on our profitability. To do this, we will continue to examine our open positions on fuel costs. In line with our ongoing efforts to protect against fuel price fluctuations, we entered into a hedging agreement with coal suppliers in 2014 for part of the coal to be delivered in 2015, a hedging agreement with coal suppliers in 2015 for part of the coal to be delivered in 2016 and we may enter into similar hedging arrangements in the future. In addition, for certain of our coal supply agreements a “natural hedge” is in place through the indexation of the Energy Charge under the PPAs with EGAT.

1.4 Maintain and enhance local knowledge and relationships

Our core business is to generate and supply electricity and steam to customers in Thailand, and our business strategies reflect our long-term commitment to the country. In this light, we focus substantial resources on identifying and training key individuals to lead our company into the future. We also place a high priority on strengthening our institutional relationships with EGAT, the government, related government authorities, and regulators.

2. Operational Perspective

From an operational perspective, our focus is on:

2.1 Maintaining and improving reliability, availability and capacity utilization

Our plant capacity utilization can be improved through capacity enhancement measures as well as by reducing the number of unplanned outages and days required for scheduled maintenance. We continually seek to improve our performance in all these areas through various measures, such as condition and performance monitoring, preventive and effective maintenance, and the reduction of forced outages through root cause analysis and enhanced operating procedures.

2.2 Improving fuel consumption efficiency

As fuel is a major cost item, fuel efficiency is an important driver of our profitability. Our aim is to continually improve operational efficiency by optimizing dispatch, monitoring the performance of critical equipment and work processes, optimizing the coal mixing prior to feeding to the boilers as well as energy loss monitoring and mitigation.

2.3 Reduce operational costs

It is our aim to minimize operational and maintenance costs without compromising plant reliability or contractual obligations to supply customers. We do this by ensuring the manner and timing at which costs are incurred is transparent and by exercising good judgment with respect to the need for those expenses. We use reliable systems and cost management procedures to ensure prudent cost management.

Since 2010 we have entered into long-term parts agreements with the original equipment manufacturers for the supply of gas turbine parts and reconditioning services to Glow IPP and Glow SPP 1 for the next three major inspection of each generating unit (approximately 8-9 years), which helps to reduce costs. In addition we have also obtained commitment from the original equipment manufacturer of the gas turbine of Glow Energy Phase 5 to supply both gas turbine parts and inspection services for approximately next nine years. Our relationship with, and technical support from, ENGIE and the increase in the number of gas turbine units owned within the group enables us to negotiate more effectively with suppliers and to source equipment and parts on competitive terms.

In 2012, we have entered into another long-term parts and services agreement with IHI to cover the procurement of parts and inspection services scope for the three new gas turbines of Glow SPP 11 Phase 2 plant.

2.4 Execute projects effectively

We are, on an ongoing basis, either constructing new power plants to serve new customers' demand, implementing projects to enhance performance, and/or constructing new distribution lines to our customers. A dedicated team of employees handles these projects in an organized and prudent manner to avoid delay, poor performance and the financial consequences thereof.

3. Financial Perspective

Maintain and improve our financial position

Our focus on excellence also includes financial management. We actively evaluate opportunities to minimize the weighted average cost of capital by optimizing our capital structure while reducing our exposure to financial risks. We seek to mitigate foreign exchange risks by matching the currency costs and debt service payments with the currency, direct or indirect linkage, of free cash flow. We have a prudent but flexible interest rate risk management system that is supported by the expertise of the ENGIE finance departments, which assists us in determining the amount and timing of fixing interest rates. In addition, we also seek to maximize long term shareholder value by actively monitoring our cash balance in conjunction with our capital expenditure plans.

We also seek to improve our management reporting systems and procedures by enhancing the reliability of these systems, and continually perpetually reviewing and documenting the processes involved therein. To do this, we use ENGIE's proven methodology of Internal Controls referred to as the Internal Control Management & Efficiency (INCOME) Program.

The appropriate implementation of the methodology developed for the INCOME Program ensures our Group's compliance with ENGIE's, as well as with the laws and regulations of the jurisdictions that ENGIE operates (such as France's "Loi de Sécurité Financière" ("LSF"), United Kingdom's Turnbull Report, European Union's directives on internal control).

The aforementioned laws and regulations seek to promote corporate responsibility, increase public disclosure, and improve the quality and transparency of financial reporting and auditing. They also make company executives explicitly responsible for establishing, evaluating, and monitoring the effectiveness of the company's internal control structure.

Competitive Strengths

We believe that our principal competitive strengths are:

1. Critical Scale and Reliability of Operations

We believe that we have achieved a critical scale of operations in Thailand. Glow IPP has 2 electrical generators, GHECO-One has 1 electrical generator, our cogeneration facilities in MIE Area and EIE Area have an aggregate of 23 electrical generators and 19 steam generators, and our cogeneration facilities in SEIP have an aggregate of 12 electrical generators. Our size is critical to our competitiveness in MIE Area, as our cogeneration facilities in MIE Area are interconnected to provide a reliable supply of electricity and steam to our industrial customers. Our steam network is of a size that ensures a substantial reduction in the risk of supply interruption and pressure loss in the event that any one or more units fail.

The interconnection of our facilities provides us with a number of advantages: it enables us to dispatch our lowest-cost generating units and improve the reliability of our electricity and steam supply to customers; it allows us greater flexibility to coordinate and rotate maintenance schedules; and ensures our customers greater flexibility when scheduling maintenance outages and in supplying peak start-up demand. Overall, these factors have together allowed our cogeneration facilities to maintain high reliability rates and reduce operating costs.

The acquisition of Glow SPP 11 (formerly known as Thai National Power) has its upside by creating synergy with existing cogeneration facilities. Both locations are in a prime industrial zone of Thailand and less than an hour travel between the locations. Having a critical scale of operations and advantage of locations there are various synergies which can be created, such as parts sharing to reduce size of inventory, plant operations and maintenance management sharing and advantage of combined purchasing volume to gain economy of scale.

It is our assertion that our competitors cannot replicate the scale of our cogeneration operations in the near term, giving us a distinct competitive advantage. The scale of our operations also allows us to capitalize on synergies between our various businesses, including but not limited to: the presence of system redundancies that limit the risk of system of failure; the presence of economies of scale that improve profitability; more efficient spare parts management; improved operational expertise; large-scale system automation; highly qualified, trained, and experienced personnel able to carry out tasks and procedures more effectively; and leverage with regard to suppliers.

Our size and long-term presence in the marketplace also allows us to attract a highly motivated and competent workforce that gives us key market know-how and credibility as a serious player in the Thai energy industry. We operate IPP and cogeneration facilities — most of which operate as SPPs under Thailand's SPP program —, giving us a major presence in two distinct sectors of the Thai electricity supply market.

Our business "footprint" in Thailand is diverse, which allows us to attract high-value commercial customers while simultaneously sustaining and increasing cooperation with public sector customers in Thailand. Additionally, our full or near-full ownership and sole operational control of our key assets enables us to control strategic business decisions and react quickly and in a coordinated manner to market developments. We are confident that these factors place us firmly in a position to acquire new business in the future.

2. Strategic Location and Assets

2.1 The MIE Area

In addition to a critical scale of operations, the location and concentration of our assets also provides us with a key competitive advantage. We are the principal private electricity supplier in the MIE area which is the largest and most important industrial estate for petrochemical companies operating in Thailand, and one of the largest industrial utilities suppliers in the MIE area.

We operate a centralized utility park that enables us to apply strategic resources in a focused manner reflected in operational strengths. Our presence in the MIE Area provides us with an established business presence in a key commercial area of Thailand. This has generated a number of significant opportunities to develop important business relationships with some of Thailand's largest companies.

Our facilities are located centrally within the MIE and are surrounded by several key petrochemical producers. We have a supply infrastructure that connects our facilities to clients via an underground electrical network as well as an above-ground steam pipe network.

Our assets are also diversified. We operate both gas- and coal-fired generating units; sell to industrial customers as well as to EGAT; sell material amounts of both electricity and steam; and operate IPP, SPP and non-SPP cogeneration facilities. Together, this diversified portfolio of products, customers and plants ensures our long-term competitiveness as a major player in the Thai energy supply market.

2.2 The SEIP Area

The SEIP Area is located in industrial estate with high concentration on automobile and motorcycle parts manufacturing. Our advantage is that we are the only private utilities supplier in SEIP Area. We own generating units, power transmission lines and chilled water distribution pipeline. Any expansion of existing industrial users and/ or new clients will likely choose our reliable utility supply.

3. Established Track Record as a Reliable Supplier Focusing on Customer Satisfaction

Having operated in Thailand since 1993, we have an established reputation as a reliable provider of electricity and steam. Reliability of supply is particularly important to our industrial customers, especially in the petrochemical industry. As such, we focus on developing and constantly improving our supply reliability to differentiate ourselves from our competitors. For example, our generating park in the MIE Area is centralized and interconnected. We also have a dedicated transmission network. Our reliability of supply to industrial customers is further enhanced through the implementation of critical redundancies and underground cabling for electricity customers.

We also pride ourselves on providing a high level of customer service to clients, as we see customer satisfaction as a key driver to retaining and increasing business with existing clients, as well as acquiring new clients. We believe our track record of solid performance, particularly with industrial customer in the MIE Area and SEIP, has strengthened our reputation.

That our core business is the generation and supply of electricity and steam helps differentiate us from our competitors, many of whom have a broader scale of operations and lack our specialization. This allows us to focus management resources on business development and operational excellence in a manner that our competitors cannot, while simultaneously capitalizing on support from ENGIE, which is also principally engaged in the supply and production of electricity and industrial utilities.

4. Relationship with ENGIE

As a subsidiary of ENGIE, a worldwide group whose expertise spans most major areas of the global electricity and gas industries, we have access to their critical experience and technical know-how. This allows us to capitalize on, and benefit from, group-wide relationships.

We have formalized certain aspects of this relationship in a Support Service Agreement that Glow Group signed with a wholly-owned subsidiary of ENGIE which, among other benefits, provides us with access to control, operational and project consulting support from ENGIE. We have also signed a separate agreement with ENGIE in which it has agreed not to compete directly with us in Thailand's electricity generation sector for a period of 15 years from the date of this agreement.

As ENGIE's sole vehicle for investment in the electricity generation business in Thailand, we believe that we will continue to benefit from this relationship going forward, under the terms of these agreements and otherwise.

5 Stability of Revenues and Cash Flows

For MIE Area, most of our electricity and steam sales are made under long-term sales contracts with durations of approximately 15 years for industrial customers, and between 21 to 25 years for sales to EGAT. Although we had some contracts with industrial customers with original term having already expired or due to expire over the next few years, we have been able to extend majority of those agreements for additional 10-15 years term. Thus, only about 0.5 percent of our current MWeq sold to industrial customers in MIE Area will expire between 2016 and 2017 and we are currently negotiating to extend those contracts. For the electricity and chilled water supply contracts with industrial customers in SEIP, approximately two third of our contracted capacity has a term that will end in December 2016. We are currently negotiating the extension of these contracts. The rest of the contracted capacity in SEIP has a term that will be ended in 2023.

The EGAT power purchase agreements expire gradually through 2037 for SPPs and in 2028 for Glow IPP. The EGAT power purchase agreement with GHECO-One will be expired in 2037. This provides our business, as a whole, an element of stability and predictability that affords us some level of insulation from competition.

In addition and as previously noted, most of our industrial customers are in the petrochemical industry and, due to the nature of petrochemical production processes, have relatively high load factors and stable levels of demand.

Products and Production Facilities



Products and Production Facilities

Our core business is the generation and supply of electricity to EGAT and PEA and the generation and supply of electricity and steam, with clarified, demineralized water and chilled water as secondary products, to industrial customers within the MIE Area and nearby industrial estates and SEIP.

Products

(a) Electricity

We produce electricity for sale to EGAT, PEA (for our solar plant under the VSPP program) and to industrial customers. Electricity sold to EGAT, Thailand's single wholesale buyer of electricity, is routed into EGAT's national transmission system. EGAT sells this electricity to both the Provincial Electricity Authority and Metropolitan Electricity Authority (or the "PEA" and "MEA"), which distribute it through their respective distribution networks to end users throughout Thailand.

We also own and operate an interconnected system of supply sources and transmission lines. The various companies within our legal group have entered into contracts to sell electricity to industrial customers in the MIE Area and SEIP. Although the contracts of Glow Energy, Glow SPP 2 and Glow SPP 3 are principally with industrial customers in the MIE, each company also has additional industrial customers in the MIE Area. Glow SPP 1 sells to industrial customers in Thailand's Eastern Industrial Estate while Glow SPP 11 sells to industrial customer in the SEIP area. All electricity in MIE Area is supplied to customers through dedicated transmission lines. Our industrial customers use this electricity for a variety of industrial purposes, the majority of which relate to petrochemical, petrochemical-related and automobile/motorcycle manufacturing and production processes.

(b) Steam

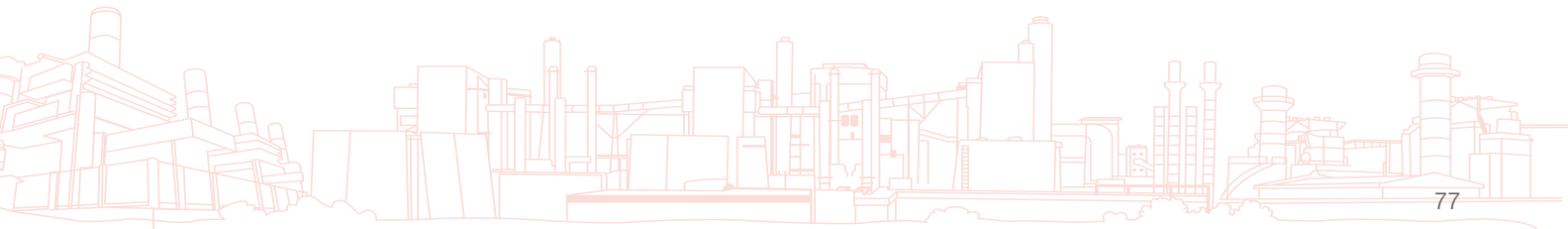
We also supply steam to industrial customers in the MIE Area. Glow Energy, Glow SPP 2 and Glow SPP 3 sell primarily to industrial customers in the MIE and AIE, whereas Glow SPP 1 sells to industrial customers in the EIE. Steam is sold to our customers at varying pressure levels and used for a multitude of industrial purposes. Due to the inherent limitations of transporting steam over long distances, most of our steam customers are located within four kilometres of steam generating facilities.

(c) Processed water

We also sell clarified and demineralized water to industrial users in the MIE Area. Although this is not one of our group's core businesses, it is complementary to our electricity and steam generation businesses. As such, we initially entered into the business to generate water for our own production purposes. We do, however, sell excess processed water to industrial customers.

(d) Chilled water

At the SEIP, we supply chilled water to two industrial clients for cooling in their manufacturing processes. Unlike in the MIE Area the industries at the SEIP Area do not require steam in their manufacturing processes.



Production facilities

The following table lists our production facilities key capacity statistics as of 31 December 2015:

Plant Name	Location	Production Capacity					Power Plant Commercial Operation Date
		Electricity (MW)	Steam (tons/hr)	Chilled water (RT)	Processed Water (cu.m./hr)		
					Clarified	Demin	
Production Facilities							
Glow IPP	CIE	713	-	-	-	-	Jan. 2003
GHECO-One	MIE	660	-	-	-	-	Aug. 2012
Houay Ho Power Plant	Laos	152	-	-	-	-	Sep. 1999
Glow Energy Phase 1	MIE	-	250	-	1,110	230	Jul. 1994
Glow Energy Phase 2	MIE	281	300	-	900	280	Apr. 1996
Glow Energy Phase 4	MIE	77	137	-	1,500	550	Jan. 2005
Glow Energy Phase 5	MIE	328	160	-	-	-	Sep. 2011
Glow Energy CFB 3	MIE	85	79	-	-	-	Nov. 2010
Glow Energy Solar Plant	AIE	1.55	-	-	-	-	Aug. 2012
Glow SPP 1	EIE	124	90	-	-	190 ⁽¹⁾	Feb. 1998
Glow SPP 2/ Glow SPP 3 (Phase 3)	MIE	513	190	-	-	150	Mar. 1999
Glow SPP 11 Phase 1	SEIP	120	-	2,200	300 ⁽²⁾	60 ⁽²⁾	Oct. 2000
Glow SPP 11 Phase 2	SEIP	110	-	1,200	200 ⁽²⁾	12 ⁽²⁾	Dec. 2012
Glow SPP 11 Phase 3	SEIP	23	-	-	-	-	Oct. 2006
Glow SPP 11 Phase 3 expansion	SEIP	19	-	-	-	-	Apr. 2015
Total		3,207	1,206	3,400	4,010	1,472	

Source: Glow Energy.

Note: ⁽¹⁾ The COD of the aforementioned processed water treatment plants may not be the same as power plant COD.

⁽²⁾ Raw material for chilled water

Although separate legal entities within our corporate group own these plants, they are centrally managed through a single, coordinated management structure. This allows us to more effectively monitor and coordinate operation of our facilities and implement policies on a group-wide basis.

(a) Glow IPP plant

The Glow IPP plant is a natural gas-fired combined cycle plant that began commercial operation in January 2003. The plant, which generates and sells electricity to EGAT, operates as an independent power producer under Thailand's IPP program. The plant had an electrical generating capacity of 713 MW.

(b) GHECO-One plant

GHECO-One plant located at MIE Area is a supercritical coal-fired thermal plant that began commercial operation in August 2012. The plant, which generates and sells electricity to EGAT, operates as an independent power producer under Thailand's IPP program. The plant has a net electrical generating capacity of 660 MW.

(c) Houay Ho Power plant

The Houay Ho Power plant is a hydro-power plant that began commercial operation in September 1999. The plant is located in Attapeu province, southern part of the Lao People's Democratic Republic. It has a net electrical generating capacity of 152 MW. The plant, which generates and sells electricity of 126 MW to EGAT and 2 MW to EDL, operates as an independent power producer under Thailand's IPP program.

(d) Glow Energy Phase 1 plant

The Glow Energy Phase 1 plant, which began commercial operation in July 1994 and is located in the MIE, consists of a natural gas-fired "D" type boiler for steam generation and a water production plant. The plant is capable of generating 250 tons per hour of steam, 1,110 cubic meters per hour of clarified water, and 230 cubic meters per hour of demineralized water. Because this facility uses relatively inefficient boilers for steam generation, we do not enter into long-term steam supply contracts with respect to this facility. Instead, it is used primarily to satisfy short-term and start-up demand, provide excess capacity, and to strengthen our overall system reliability. The processed water generated by this facility is sold to industrial customers in the MIE.

(e) Glow Energy Phase 2 plant

The Glow Energy Phase 2 plant located in the MIE is a combined cycle natural gas-fired cogeneration plant that began commercial operation in April 1996. As of 31 December 2011, the plant had an electrical generating capacity of 281 MW and a steam generating capacity of 300 tons per hour. Electricity generated by this plant is sold both to EGAT and to industrial customers in the MIE. Steam is sold to industrial customers in the MIE. The Glow Energy Phase 2 plant is also equipped with water treatment facilities capable of producing 900 cubic meters per hour of clarified water and 280 cubic meters per hour of demineralized water, which are either consumed by the Glow Energy Phase 1 plant and/or sold to industrial customers in the MIE and nearby industrial estates.

(f) Glow Energy Phase 4 plant

The Glow Energy Phase 4 plant is a natural gas-fired cogeneration plant located in the MIE that began commercial operation in January 2005. The Glow Energy Phase 4 Plant has increased its clarified and demineralized water plant capacities since 2010 to serve additional demand in the area of MIE. Plant had an electrical generating capacity of 77 MW, steam generating capacity of 137 tons per hour, clarified water generating capacity of 1,500 cubic meters per hour, and demineralized water generating capacity of 550 cubic meters per hour. Electricity generated by this plant is wholly sold to EGAT, steam and processed water from the plant are sold to industrial customers in the MIE and nearby industrial estates.

(g) Glow Energy Phase 5 plant

The Glow Energy Phase 5 plant is located adjacent to the Glow SPP 3 plant in the MIE. The plant consists of gas turbine, heat recovery steam generator and steam turbine. It can generate electricity maximum of up to 382 MW, designed to have 328 MW of electricity and maximum of 160 tons per hour of steam. Electricity and steam produced from this unit are supplied to the existing Glow distribute networks. This unit is relatively a large cogeneration unit compared to the other cogeneration units we have in our fleet. Due to the size and its efficiency the Phase 5 power plant is operated as a base load unit while other small cogeneration units are utilized to fulfill EGAT PPAs and balancing industrial load. The plant has been in commercial operations since September 2011.

(h) Glow Energy CFB 3 plant

The Glow Energy CFB 3 plant, which began commercial operation in November 2010, is located adjacent to the Glow SPP 3 plant in the MIE. The plant consists of coal-fired circulating fluidized bed boiler and steam turbine. The plant was designed for an electrical generating capacity of 85 MW at a steam generating capacity of 79 tons per hour or an 115 MWeq electrical generating capacity without steam extraction. Electricity and/ or steam generated by the Glow Energy CFB 3 plant are distributed to the current electricity and steam networks for our industrial customers in the MIE Area.

(i) Glow Energy Solar plant

The Glow Energy Solar plant is a photovoltaic solar power plant located at Asia Industrial Estate that began

commercial operation in August 2012. The plant generates and sells electricity to PEA. The plant has a net electrical generating capacity of 1.55 MW.

(j) Glow SPP 1 plant

The Glow SPP 1 plant is a natural gas-fired combined cycle cogeneration facility. The plant is located in the EIE and began commercial operation in February 1998. The plant has an electrical generating capacity of 124 MW, a steam generating capacity of 90 tons per hour and a demineralized water production capacity of 70 cubic meters per hour. Electricity generated by the Glow SPP 1 plant is sold to EGAT, as well as industrial customers in the EIE. Steam produced at the plant is sold to industrial customers in the EIE. The Glow Demineralized Water plant is owned by Glow SPP 1 Company Limited and is located within the vicinity of the Glow SPP 1 plant in the EIE. It began commercial operation in November 1999 and is capable of producing a total of 120 cubic meters per hour of demineralized water. We sell processed water produced by the Glow Demineralized Water plant and Glow SPP 1 plant to industrial users in the EIE.

(k) Glow SPP 2/ Glow SPP 3 Phase 3 plant

The Glow SPP 2/ Glow SPP 3 plant is a hybrid natural gas- and coal-fired cogeneration facility located in the MIE that began commercial operation in March 1999. Although we manage the plant as a single generation facility, Glow SPP 2 owns the gas-fired generation portion of the facility and Glow SPP 3 owns the coal-fired portion.

The plant is divided in two parts: (i) two 35 MW gas-fired gas turbines and two heat recovery units; and (ii), two 222 MW hybrid cogeneration units, each comprising a steam turbine and coal-fired circulating fluidized bed boiler. The Glow SPP 2/ Glow SPP 3 plant had an electrical generating capacity of 513 MW, a steam generating capacity of 190 tons per hour and a demineralized water production capacity of 150 cubic meters per hour. Electricity generated by the Glow SPP 2/ Glow SPP 3 plant is sold to EGAT and industrial customers in the MIE Area. The plant's steam and processed water are sold to industrial customers in the MIE and nearby industrial estates.

(l) Glow SPP 11 Phase 1 plant

The Glow SPP 11 Phase 1 plant is a natural gas-fired cogeneration plant located in the SEIP that began commercial operation in October 2000. The plant consists of two gas turbines, one steam turbine and an absorption chiller and electric chiller for a backup unit. The plant has electrical generating capacity of 120 MW and chilled water generating capacity of 2,200 refrigerated tons. Electricity from the plant is sold to EGAT and electricity and chilled water sold to industrial customers in the SEIP via our own transmission network and chilled water pipelines, respectively.

(m) Glow SPP 11 Phase 2 plant

The Glow SPP 11 Phase 2 plant is a natural gas-fired cogeneration plant located in the SEIP that began commercial operation in December 2012. The plant consists of two gas turbines, one steam turbine, an absorption chiller and electric chiller for augmenting the gas turbines output. The plant has electrical generating capacity of 110 MW and chilled water generating capacity of 1,200 refrigerated tons. Electricity from the plant is sold to EGAT and electricity and chilled water sold to industrial customer in the SEIP via our own transmission network and chilled water pipelines, respectively.

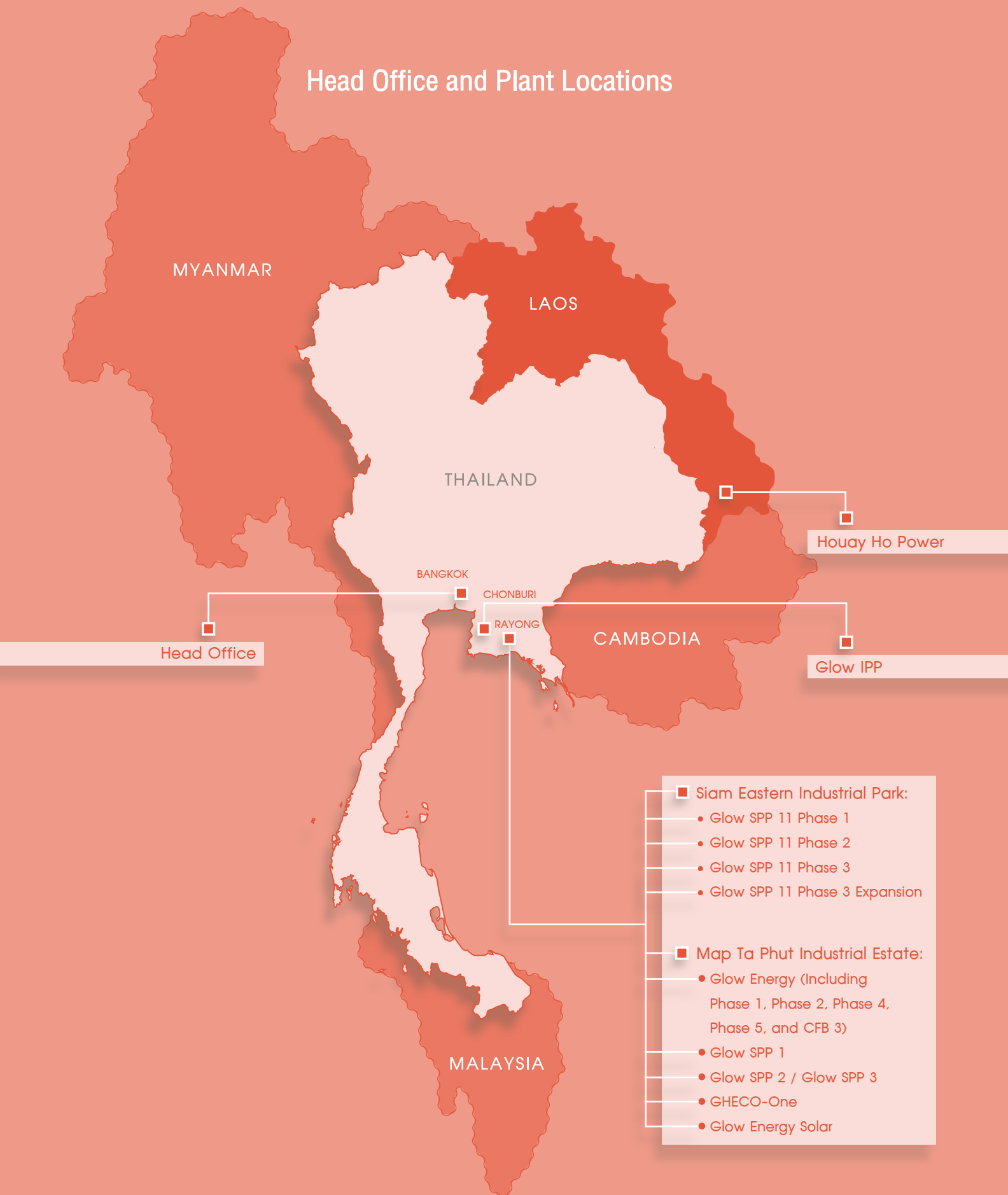
(n) Glow SPP 11 Phase 3 plant

The Glow SPP 11 Phase 3 plant consists of four electricity generating reciprocating gas-fired engines located in the vicinity of Glow SPP 11 plant, at the SEIP. The plant can generate a total output of 23 MW into the common network. All four engines were installed and commenced commercial operation in October 2006.

(o) Glow SPP 11 Phase 3 plant expansion

The Glow SPP 11 Phase 3 plant expansion consists of two electricity generating reciprocating gas-fired engines located in the vicinity of Glow SPP 11 plant, in SEIP. The plant can generate a total output of 19 MW into the common network. The two engines were installed and commenced commercial operation in April 2015.

Head Office and Plant Locations



Shareholding and Management Structure



Shareholders

The following table sets out our major shareholders as of 31 December 2015.

Major shareholders	# Shares	Percent
1. GDF SUEZ Energy (Thailand) Co., Ltd. ⁽¹⁾	615,059,773	43.71
2. GDF SUEZ Energy International Global Developments B.V. ⁽²⁾	359,916,260	25.39
3. Littledown Nominees Limited	71,675,200	4.90
4. Thai NVDR Co., Ltd.	47,926,647	3.28
5. HSBC (Singapore) Nominees Pte Ltd	45,270,759	3.10
6. Social Security Office (2 KorRaNee)	40,645,200	2.78
7. State Street Bank Europe Limited	19,098,470	1.31
8. Chase Nominees Limited 28	14,120,665	0.96
9. BNY Mellon Nominees Limited	13,666,043	0.93
10. Krungsri Dividend Stock LTF.	12,828,400	0.88
11. Norbax Inc., 179	9,716,200	0.66
12. Boon Rawd Brewery Co., Ltd.	8,000,000	0.55
13. Others	168,941,418	11.54
	1,462,865,035	100.00

Note: ⁽¹⁾ GDF SUEZ Energy (Thailand) Co., Ltd. and

⁽²⁾ GDF SUEZ Energy International Global Developments B.V. are wholly owned subsidiaries of ENGIE S.A. (formerly known as "GDF SUEZ S.A.")

Dividend policy

Glow Energy's board of directors' decisions to declare dividends are, (in the case of annual dividends being available), subject to the approval of shareholders at each year's annual general meeting. Declarations of interim dividends, however, do not require shareholder approval.

Our board of directors' current policy with regard to annual dividends is to recommend to shareholders that dividends be distributed in an amount not less than 50 percent of our net income for each year. This amount is normalized by excluding net foreign exchange gains/losses, deferred tax revenues or expenses, and deducting all specified reserves, and is subject to our investment plans and other considerations deemed appropriate by the board.

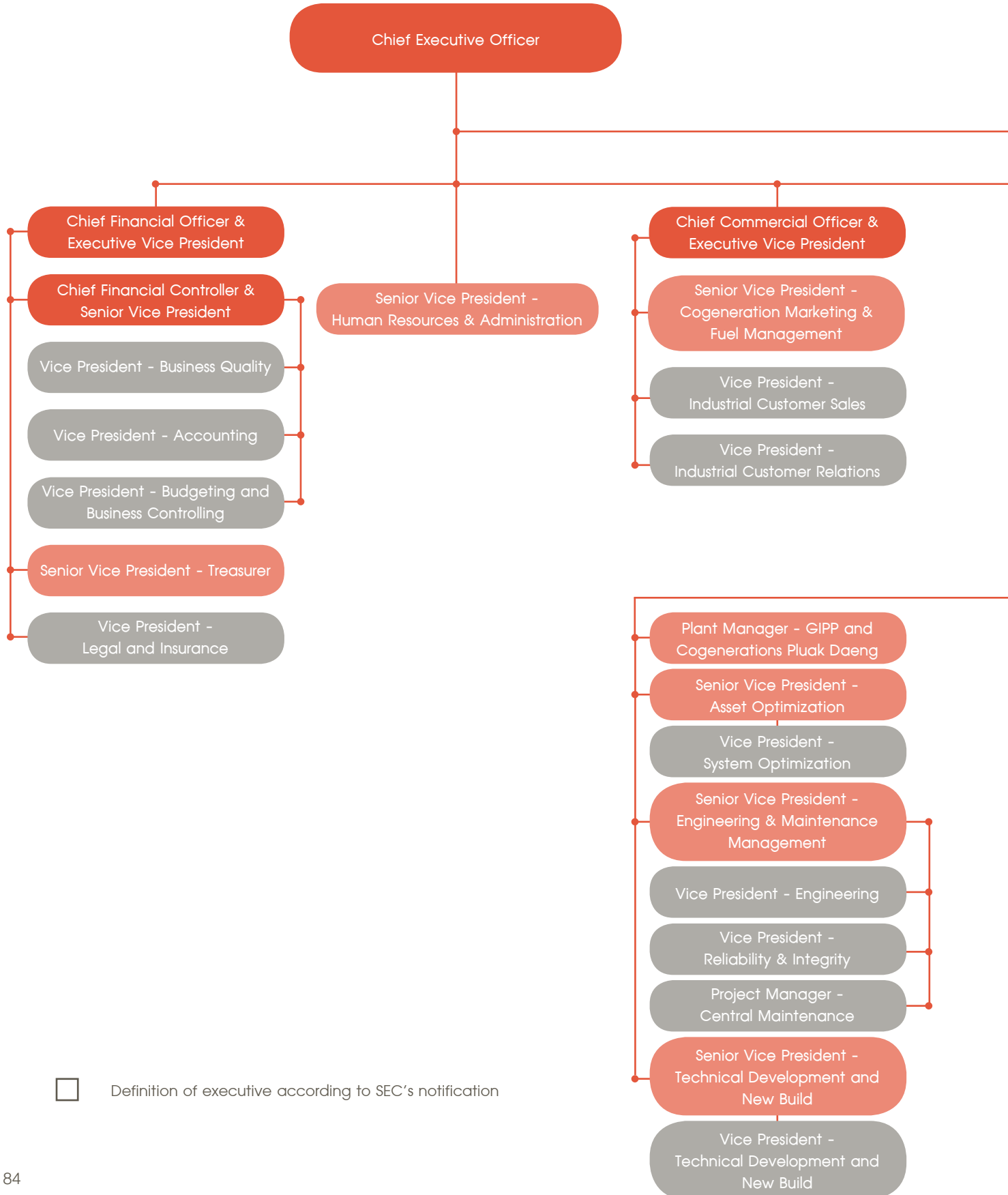
The Public Company Limited Act ("PLCA"), requires dividends to be distributed from our net income. It prohibits dividend payments if our retained earnings are negative, even when a positive annual net income is recorded. The PLCA also requires that we set aside a legal reserve equal to 5 percent of our annual net income until our total legal reserve is equal to at least 10 percent of our total registered capital. This can reduce the amount of net income available for dividend payments.

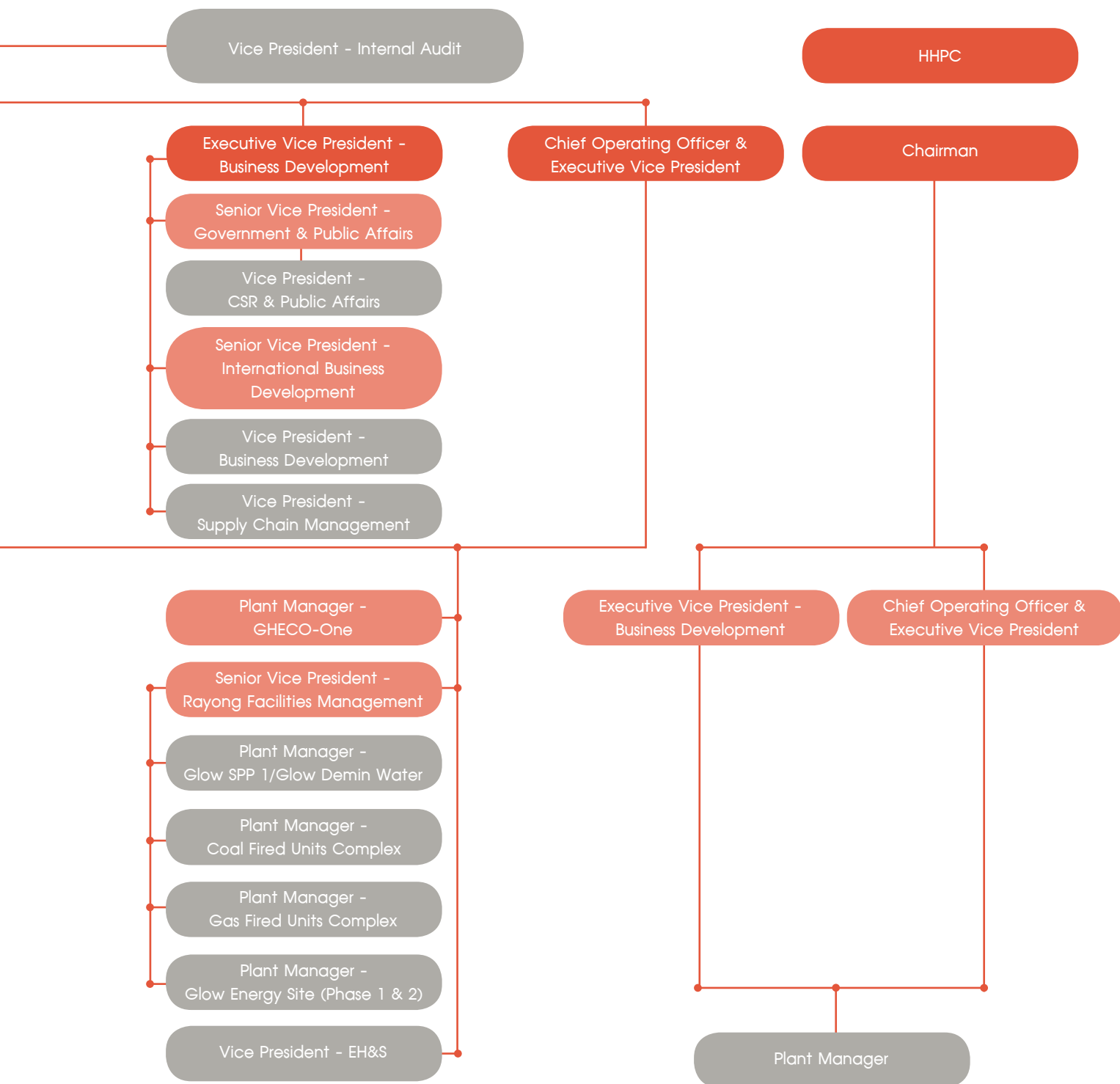
As of December 31, 2015, our registered capital was Baht 14,828.7 million, our paid-up capital was Baht 14,628.7 million, and our legal reserve was Baht 1,598.3 million. Our total unappropriated retained earnings (company only) as of December 31, 2015 were Baht 11,533.6 million.

The Board of Directors of our other Subsidiaries can declare interim dividend payout, but must submit dividend proposals to shareholders for approval for distributing annual dividends.

Management Structure

(as of 31 December 2015)





Board of Directors

	Name	Appointed as member of the Board since	Position
1.	Mr. Jan Franciscus Maria Flachet	24 February 2014	Chairman of the Board of Directors
2.	Mr. Brendan G.H. Wauters ⁽¹⁾	14 August 2014	Director, Vice Chairman of the Board of Directors and Chief Executive Officer
3.	Mr. Kovit Poshyananda	12 November 2001	Independent Director and Chairman of Audit Committee
4.	Mr. Vitthaya Vejajiva	8 August 1995	Independent Director and Audit Committee member
5.	Em. Prof. Supapun Ruttanaporn	28 October 1999	Independent Director and Audit Committee member
6.	Prof. Dr. Borwornsak Uwanno	25 March 2013	Independent Director
7.	Mr. Anut Chatikavanij	9 November 2000	Director
8.	Mr. Guy Richelle	28 February 2007	Director
9.	Mr. Esa Heiskanen ⁽²⁾	29 October 2008	Director
10.	Mr. Marc J.Z.M.G. Verstraete	11 November 2013	Director
11.	Mr. Pierre Jean Bernard Guiollot	9 May 2014	Director
12.	Mrs. Csilla Kohalmi-Monfils	9 May 2014	Director

Note: ⁽¹⁾ Appointed to be member of the Board of Directors as a replacement of Mr. Daniel Pellegrini since 14 August 2014, Chief Executive Officer and Vice Chairman of the Board of Directors as a replacement of Mr. Esa Heiskanen since 1 October 2014 and 20 February 2015 respectively.

⁽²⁾ Resigned from Chief Executive Officer Position and Vice Chairman of the Board of Directors since 30 September 2014 and 20 February 2015 respectively.

Authorized Directors

Any two of the eight directors listed below are authorized to jointly sign company documents, which must also be affixed with the Company's seal.

Mr. Jan Franciscus Maria Flachet, Mr. Anut Chatikavanij, Mr. Esa Heiskanen, Mr. Brendan G.H. Wauters, Mrs. Csilla Kohalmi-Monfils, Mr. Guy Richelle, Mr. Marc J.Z.M.G. Verstraete, and Mr. Pierre Jean Bernard Guiollot.

1) Scope of Authority and Responsibilities of the Board of Directors

- The Company's Board of Directors performs its duties in accordance with laws, objectives and articles of association of the Company, regulations of the SET as well as in accordance with the resolutions of Shareholders' Meeting. The Board of Directors may authorize one or more Directors or any person to act on its behalf.
- The Board of Directors has the power to make decisions and oversee the operations of the Company, except in the following cases, for which an approval from the Shareholders' Meeting has to be obtained first:
 - any activity that laws and/or articles of association of the Company, has specified that it must have approval from the Shareholders' meeting first;
 - any undertaking of any related transaction which needs to comply with relevant regulations of the Stock Exchange of Thailand ("SET") and the Securities and Exchange Commission ("SEC");
 - any acquisition or disposal of the assets which needs to comply with relevant regulations of the Stock Exchange of Thailand ("SET") and the Securities and Exchange Commission ("SEC").

- The Board of Directors has the power to declare payment of interim dividends from time to time if it deems that the Company has enough profit and available cash flow to do so.

2) Board meeting

The Board has at least four (4) fixed and confirmed meetings each year respectively scheduled for February, May, August and November, during which the quarterly financial statements are considered. Extraordinary meetings may be arranged if and when necessary. For each meeting, a clear agenda that includes supporting documents for the matters to be considered during the meeting is submitted to each board member at least seven (7) days in advance. This is designed to provide each board member with sufficient time to study important information before attending the meeting. Each board member can openly discuss and express his/her opinion during board meetings. The Chairman is responsible for collecting and summarizing information addressed during the meeting.

The Company's secretariat is responsible for recording the meeting's minutes in writing. Minutes from previous meetings are made available for the board members and concerned parties to inspect at any time once they have received Board approval.

In 2015, the Board organized four 4 ordinary meetings and 1 extraordinary meeting. The participation of each director is summarized below:

The attendance of the Directors in 2015

Name	Position Holding Since	Participation/Total Meeting				Total Attendance vs Total no. of 2015 BoD meeting
		Ordinary Meeting (4 meetings)		Extraordinary Meeting (1 meeting)		
		Present at the meeting	Present via VDO or Call Conference	Present at the meeting	Present via VDO or Call Conference	
1. Mr. Jan Franciscus Maria Flachet	24 February 2014	4	-	1	-	5/5
2. Mr. Brendan G.H. Wauters	14 August 2014	4	-	1	-	5/5
3. Mr. Esa Heiskanen	29 October 2008	4	-	-	1	5/5
4. Mr. Anut Chatikavanij	9 November 2000	4	-	1	-	5/5
5. Mr. Marc J.Z.M.G. Verstraete	11 November 2013	3	-	1	-	4/5
6. Mr. Kovit Poshyananda	12 November 2001	4	-	1	-	5/5
7. Em. Prof. Supapun Ruttanaporn	28 October 1999	4	-	1	-	5/5
8. Mr. Vitthaya Vejajiva	8 August 1995	4	-	1	-	5/5
9. Prof. Dr. Borwornsak Uwanno	25 March 2013	3	-	-	-	3/5
10. Mr. Guy Richelle	28 February 2007	1	1	-	-	2/5
11. Mrs. Csilla Kohalmi-Monfils	9 May 2014	3	-	1	-	4/5
12. Mr. Pierre Jean Bernard Guiollot	9 May 2014	1	2	-	1	4/5

The attendance of the Audit Committee in 2015

Name	Position	Position Holding Since	Participation / Total Meeting		Total Attendance vs Total no. of 2015 BoD meeting
			Ordinary Meeting (4 meetings)	Extraordinary Meeting (1 meeting)	
			Present at the meeting	Present at the meeting	
1. Mr. Kovit Poshyananda	Independent Director	12 November 2001	4	1	5/5
2. Em. Prof. Supapun Ruttanaporn	Independent Director	28 October 1999	4	1	5/5
3. Mr. Vitthaya Vejajiva	Independent Director	8 August 1995	4	1	5/5

The attendance of the Nomination and Remuneration Committee in 2015

			Participation / Total Meeting		
			Ordinary Meeting (3 meetings)		Total Attendance vs Total no. of 2015 BoD meeting
			Present at the meeting	Present via VDO or Call Conference	
Name	Position	Position Holding Since			
1. Mr. Jan Franciscus Maria Flachet	Non-executive Director	24 February 2014	3	-	3/3
2. Mr. Vitthaya Vejajiva	Independent Director	8 August 1995	3	-	3/3
3. Mr. Guy Richelle	Non-executive Director	28 February 2007	-	2	2/3

Training Program of the Director in 2015

Director	Training Program
1. Mr. Brendan G.H. Wauters	Director Accreditation Program, Class 115/2015
2. Mr. Jan Franciscus Maria Flachet	Director Accreditation Program, Class 115/2015
3. Mr. Marc J.Z.M.G. Verstraete	Director Accreditation Program, Class 115/2015

Details of the Board of Directors

1. Mr. Jan Franciscus Maria Flachet

Age 59 years

Education

- Diploma in Management
UCL Institute of Management and Administration
- Electro Mechanical Engineer
the University of Leuven (KU Leuven)

Working experiences

Present

- Chairman of the Board of Directors
Glow Energy Public Co., Ltd.
- Chairman of the Board of Directors
Glow Group (Except Houay Ho Thai Co., Ltd.,
Houay Ho Power Co., Ltd. and Glow Hemaraj Wind Co., Ltd.)
- President and CEO
GDF SUEZ Energy Asia Company Limited
- Board of Directors
GDF SUEZ Energy (Thailand) Company Limited
- Board of Directors
GDF SUEZ Energy Philippines Inc. (on process)
- Board of Directors
PTT Natural Gas Distribution Company Limited (on process)
- Board of Commissioners
PT Supreme Energy Raja Basa
- Board of Commissioners
PT Supreme Energy Muara Laboh
- Board of Commissioners
PT Supreme Energy Rantau Dedap
- Board of Commissioners
PT IPM Operation & Maintenance Indonesia (IPMOMI)
- President & Board of Commissioners and
Executive Committee Members
PT. Paiton Energy
- Board of Directors
Fifth Combine Heat & Power Plant LLC
- Board of Directors
Senoko Power Limited
- Board of Directors
Senoko Service Pte. Ltd.

- Board of Directors
Senoko Gas Supply Pte. Ltd.
- Board of Directors
Senoko Energy Supply Pte. Ltd.
- Board of Directors
Senoko Energy Pte.Ltd.
- Chairman and Director
International Power (Australia) Holdings Pty Ltd

Shareholding Proportion (Percent) None

Family Relation with Management None

2. Mr. Brendan G.H. Wauters

Age 46 years

Education

- Master Degree in Business Administration
University of Brussels
- Commercial Engineering Degree
University of Brussels (VUB)
- Certificate in Director Accreditation Program (DAP),
Class 115/2015, Thai Institute of Directors Association (IOD)

Working experiences

Present

- Director, Vice Chairman of the Board of Directors and
Chief Executive Officer
Glow Energy Public Co., Ltd.
- Director and Chief Executive Officer
Glow Group
- Chairman of the Board of Directors
Houay Ho Power Co., Ltd.
- Vice Chairman of the Board of Directors
Houay Ho Thai Co., Ltd. and Glow Hemaraj Wind Co., Ltd.

November 2009 - October 2014

- President & Chief Executive Officer
Senoko Energy (Singapore)

2004 - May 2011

- Director
Glow Energy Public Co., Ltd.
- Director
Glow Group (Except Glow IPP 3 Co., Ltd., GHECO-One Co.,
Ltd., Houay Ho Thai Co., Ltd. and Houay Ho Power Co., Ltd.)

Shareholding Proportion (Percent)	None
Family Relation with Management	None

3. Mr. Esa Heiskanen

Age 49 years

Education

- Master Degree in Science (Mechanical Engineering)
Helsinki University of Technology, Finland
- Certificate in Director Accreditation Program (DAP)
Class 83/2010, Thai Institute of Directors Association (IOD)

Working experiences

Present

- Chief Project Officer and Deputy CEO
NuGeneration Ltd
- Director
Glow Energy Public Co., Ltd.
- Director
Glow Group (Except Glow IPP 3 Co., Ltd.)

2008 - September 2014

- Director, Vice Chairman of the Board of Directors and
Chief Executive Officer
Glow Energy Public Co., Ltd.
- Director and Chief Executive Officer
Glow Group
- Chairman of the Board of Directors
Houay Ho Power Co., Ltd.
- Vice Chairman of the Board of Directors
Houay Ho Thai Co., Ltd. and Glow Hemaraj Wind Co., Ltd.

Shareholding Proportion (Percent) None

Family Relation with Management None

4. Mr. Kovit Poshyananda

Age 80 years

Education

- Honorary Doctorate (Economics)
Chulalongkorn University
- National Defense College
- M.A., Ph.D. (Economics)
Cornell University
- B.A. (Honors)
Cambridge University

- Certificate in Director Accreditation Program (DAP)
Thai Institute of Directors Association (IOD)

Working experiences

Present

- Independent Director and Chairman of Audit Committee
Glow Energy Public Co., Ltd.
- Independent Director
Glow Group (Except Glow IPP 3 Co., Ltd., GHECO-One
Co., Ltd., Houay Ho Thai Co., Ltd., Houay Ho Power Co., Ltd.
and Glow Hemaraj Wind Co., Ltd.)
- Chairman of the Board of Director
Sansiri Public Co., Ltd.
- Director and Chairman of the Audit Committee
Furukawa Metal (Thailand) Co., Ltd.
- Director and Chairman of the Audit Committee
Shangri-La Hotel Public Co., Ltd.
- Independent Director and Chairman of Nomination
Remuneration Committee
Bangkok Bank Public Co., Ltd.
- Director
Office of the Council of State

Shareholding Proportion (Percent) None

Family Relation with Management None

5. Mr. Vitthaya Vejajiva

Age 79 years

Education

- Master Degree of Laws
Harvard University, USA
- Bachelor Degree of Laws
Gray's-Inn, England
- Role of Chairman Program Class 2/2001
Thai Institute of Directors Association (IOD)

Working experiences

Present

- Independent Director and Audit Committee
Glow Energy Public Co., Ltd.
- Independent Director
Glow Group (Except Glow IPP 3 Co., Ltd., GHECO - One
Co., Ltd., Houay Ho Thai Co., Ltd., Houay Ho Power Co., Ltd.
and Glow Hemaraj Wind Co., Ltd.)
- President
K-Line (Thailand) Co., Ltd.

- President
Kawasaki-Dowa Co., Ltd.
- Independent Director, Chairman of the Audit Committee
and Member of the Corporate Governance Committee
True Corporation Public Co., Ltd.

Shareholding Proportion (Percent) None

Family Relation with Management None

6. Em. Prof. Supapun Ruttanaporn

Age 71 years

Education

- MBA (Accounting)
Michigan State University, USA
- Bachelor of Accounting (Second Honors)
Chulalongkorn University
- Certificate in Director Certification Program (DCP)
Class 15/2002, Thai Institute of Directors Association (IOD)

Working experiences

Present

- Independent Director and Audit Committee
Glow Energy Public Co., Ltd.
- Independent Director
Glow Group (Except Glow IPP 3 Co., Ltd., GHECO-One
Co., Ltd., Houay Ho Thai Co., Ltd., Houay Ho Power Co., Ltd.
and Glow Hemaraj Wind Co., Ltd.)
- Independent Director and Chairperson of the
Audit Committee
Delta Electronics (Thailand) Public Co., Ltd.
- Independent Director and Audit Committee
Charoen Phokpand Foods PCL.

Past

- Independent Director and Audit Committee
Thai Poly Acrylic PCL.
- Member of Department of Accountancy Committee
Faculty of Commerce and Accountancy, Chulalongkorn
University
- Independent Director & Audit Committee
Chiang Mai Frozen Food Public Co., Ltd.
- Member of the subcommittee on the Automatic
Adjustment Mechanism Monitoring
National Energy Policy Office of Thailand

- Member of the Accounting and
Finance Specialist Committee
Office of Civil Service Commission

Shareholding Proportion (Percent) None

Family Relation with Management None

7. Prof. Dr. Borwornsak Uwanno

Age 60 years

Education

- Doctorate Degree in Public Law
Universite de Paris X (Nanterre) (mention tres bien)
- D.E.A. Public Law
Universite de Paris X (Nanterre) (mention bien)
- D.S.U. Administrative Law
Universite de Paris II
- Barrister At Law
The Thai Bar Under The Royal Patronage
- Bachelor of Law
Chulalongkorn University (First Class Honor)
- DAP Thai Air/ 2004,
Thai Institute of Directors Association (IOD)

Working experiences

Present

- Independent Director
Glow Energy Public Co., Ltd.
- Independent Director
Glow Group (Except Glow IPP 3 Co., Ltd., GHECO-One
Co., Ltd., Houay Ho Thai Co., Ltd., Houay Ho Power Co., Ltd.
and Glow Hemaraj Wind Co., Ltd.)
- Chairman of the Board of Director and
Independent Director
Eternal Energy PLC.
- Chairman of the Board of Director
General Engineering PLC.
- Member of the Board
King Prajadhipok's Institute
- Fellow
Royal Institute of Thailand
- Chairman of the 13th commission
Office of the Council of State
- Member of the Board
Office of the Council of State

• Advisor	
Constitutional Court and National Human Right Commission	
Shareholding Proportion (Percent)	None
Family Relation with Management	None

8. Mr. Guy Richelle

Age 60 years

Education

- Master Degree in Nuclear Engineering
University Liege in Belgium
- Master Degree in Business Administration
University of Louvain-la-Neuve in Belgium

Working experiences

Present

- Director
Glow Energy Public Co., Ltd.
- Director
Glow Group (Except Glow IPP 3 Co., Ltd., GHECO - One Co., Ltd., Houay Ho Thai Co., Ltd., Houay Ho Power Co., Ltd. and Glow Hemaraj Wind Co., Ltd.)

2007 - May 2011

- Chairman of the Board and Director
Glow Energy Public Co., Ltd.
- Chairman of the Board and Director
Glow Group (Except Houay Ho Thai Co., Ltd., Houay Ho Power Co., Ltd., Glow SPP 11 Co., Ltd., Glow SPP 12 Co., Ltd., Glow SPP 13 Co., Ltd. and Glow Hemaraj Wind Co., Ltd.)

September 2011 - Present

- Director
IPM (UK) Power Holdings Limited (Gibraltar)

April 2011 - Present

- Director
E.CI S.A. (Chile)

February 2011 - Present

- Director
International Power plc (United Kingdom)

2011 - Present

- Administrateur, Executive Director and Chief Operating Officer
SUEZ-Tractebel (Belgium)

December 2006 - March 2011

- Director
SGA Marafiq Holdings W.L.L. (Bahrain)

April 2007 - March 2011

- Director
Jubail Water and Power Company (Saudi Arabia)

2007 - April 2011

- Chairman
Baymina Enerji A.S. (Turkey)
- Director
GDF SUEZ (Thailand) Co., Ltd. (Thailand)
- President, Chief Executive Officer and Director
GDF SUEZ Asia Co., Ltd. (Thailand)

2007 - June 2011

- Director
GDF SUEZ Energy India Private Limited (India)

May 2007 - July 2011

- Director
PTT NGD Co., Ltd. (Thailand)

May 2008 - March 2011

- Director
Ras Girtas Power Company (Qatar)

2008 - June 2011

- Director
Senoko Power Limited (Singapore)
- Director
Senoko Services Pte. Ltd. (Singapore)
- Director
Senoko Gas Supply Pte. Ltd. (Singapore)
- Director
Senoko Energy Pte. Ltd. (Singapore)

2009 - May 2011

- Director
Avon Peaking Power (Pty) Limited (South Africa)
- Director
Dedisa Peaking Power (Proprietary) Limited (South Africa)
- Director and Chairman
Moyeng Energy (Proprietary) Limited (South Africa)

Shareholding Proportion (Percent) None

Family Relation with Management None

9. Mr. Anut Chatikavanij

Age 50 years

Education

- Bachelor Degree
Lehigh University, Pennsylvania, USA
- Certificate in Director Accreditation Program (DAP)
Class 38/2005, Thai Institute of Directors Association (IOD)

Working experiences

Present

- Director
Glow Energy Public Co., Ltd.
- Director
Glow Group (Except GHECO - One Co., Ltd.,
Houay Ho Thai Co., Ltd., Houay Ho Power Co., Ltd. and
Glow Hemaraj Wind Co., Ltd.)
- Director
Flowrider (Thailand) Co., Ltd.

Shareholding Proportion (Percent) None

Family Relation with Management

Relative of Mrs. Sriprapha Sumruatruamphol (Management)

10. Mr. Marc J. Z. M. G. Verstraete

Age 46 years

Education

- Master of Business Administration
International University of America, San Francisco, USA
- Military Service in the Infantry
Arlon, Belgium
- Special License in Finance
Vlerick School for Management, Ghent, Belgium
- Commercial Engineer
Katholieke Universiteit, Leuven, Belgium
- Certificate in Director Accreditation Program (DAP)
Class 115/2015, Thai Institute of Directors Association (IOD)

Working experiences

Present

- Director
Glow Energy Public Co., Ltd.
- Director
Glow Group (Except Houay Ho Thai Co., Ltd. and
Houay Ho Power Co., Ltd.)

- Director
PTT Natural Gas Distribution Co., Ltd.
- Director
Amata Natural Gas Distribution Co., Ltd.
- Director
GDF SUEZ Energy (Thailand) Co., Ltd.
- Director and CFO
GDF SUEZ Energy Asia Co., Ltd.
- Commissioner
PT. Paiton Energy
- Alternate director
Senoko Energy Pte. Ltd.

Shareholding Proportion (Percent) None

Family Relation with Management None

11. Mr. Pierre Jean Bernard Guiollot

Age 47 years

Education

- Sciences Po Paris (Public Service Section)

Working experiences

Present

- Director
Glow Energy Public Co., Ltd.
- Director
Glow Group (Except Glow IPP 3 Co., Ltd., GHECO-One
Co., Ltd., Houay Ho Thai Co., Ltd., Houay Ho Power Co., Ltd.
and Glow Hemaraj Wind Co., Ltd.)

May 2013

- Chief Financial Officer
GDF SUEZ Energy International

September 2006 - April 2013

- VP-Group Accounting & Consolidation
GDF SUEZ

Shareholding Proportion (Percent) None

Family Relation with Management None

12. Mrs. Csilla Kohalmi-Monfils

Age 47 years

Education

- INSEAD, Fontainebleau
France-Master of Business Administration, 1997 (SASAKAWA scholarship recipient)
- CNRS - INSTITUT JACQUES MONOD, Paris
France - Master Thesis in Molecular Biology, 1992
- Technical University of Budapest, Budapest
Hungary-MSc in Bioengineering, 1991
- Technical University of Budapest BSc
Chemical Engineering, 1989

Working experiences

Present

- Director
Glow Energy Public Co., Ltd.

- Director
Glow Group (Except Glow IPP 3 Co., Ltd., GHECO-One Co., Ltd., Houay Ho Thai Co., Ltd., Houay Ho Power Co., Ltd. and Glow Hemaraj Wind Co., Ltd.)

- Head of Strategy, New Business & Communication
GDF SUEZ Energy Asia Pacific

2011 - Mid 2014

- Strategic Projects Director
GDF SUEZ Energy (Budaors, Hungary)

2010 - 2011

- Director of Business Development
E-STAR Alternative Plc (Budapest, Hungary)

Note: "Glow Group" mentioned in this attachment including

⁽¹⁾ Glow Co., Ltd.

⁽⁴⁾ Glow SPP 3 Co., Ltd.

⁽⁷⁾ Glow IPP 3 Co., Ltd.

⁽¹⁰⁾ Houay Ho Power Co., Ltd.

⁽²⁾ Glow SPP 1 Co., Ltd.

⁽⁵⁾ Glow IPP Co., Ltd.

⁽⁸⁾ GHECO-One Co., Ltd.

⁽¹¹⁾ Glow SPP 11 Co., Ltd.

⁽³⁾ Glow SPP 2 Co., Ltd.

⁽⁶⁾ Glow IPP 2 Holding Co., Ltd.

⁽⁹⁾ Houay Ho Thai Co., Ltd.

⁽¹²⁾ Glow Hemaraj Wind Co., Ltd.

Management Team

The Management Team is comprised of 33 individuals:

Name	Position
1. Mr. Brendan G.H. Wauters	Chief Executive Officer, and Executive Management Committee Member
2. Mr. Heikki Pudas	Chief Operating Officer and Executive Vice President, and Executive Management Committee Member
3. Mrs. Sriprapha Sumruatruamphol	Chief Commercial Officer and Executive Vice President, and Executive Management Committee Member
4. Mr. Pajongwit Pongsivapai	Executive Vice President - Business Development, and Executive Management Committee Member
5. Mr. Suthiwong Kongsiri	Chief Financial Officer and Executive Vice President, and Executive Management Committee Member
6. Mr. Kanit Thangpetchr	Senior Vice President - Rayong Facilities Management
7. Mr. Louis Stephen Holub	Plant Manager - GHECO-One
8. Mr. Wisit Srinuntawong ⁽¹⁾	Senior Vice President - Engineering and Maintenance Management
9. Mr. Michael W. Reiff	Chief Financial Controller and Senior Vice President
10. Mrs. Mantana Kunakorn	Senior Vice President - Human Resources and Administration, and Executive Management Committee Member
11. Mr. Narongchai Visutrachai	Senior Vice President - Government & Public Affairs
12. Mr. Janne Olavi Lujala ⁽²⁾	Senior Vice President - Technical Development and New Build
13. Mr. Suratchai Bangluang	Plant Manager - GIPP and Cogenerations Pluak Daeng
14. Dr. Somgiat Dekrajangpetch	Senior Vice President - Asset Optimization
15. Mr. Gert Meersman ⁽³⁾	Senior Vice President - International Business Development
16. Mr. Akarin Prathuangsit	Senior Vice President - Cogeneration Marketing and Fuel Management
17. Mr. Natthapatt Tanboon-ek ⁽⁴⁾	Senior Vice President - Treasurer
18. Mrs. Chamaiporn Soonthorntasanapong	Vice President - Legal and Insurance
19. Mr. Anutarachai Nathalang ⁽⁵⁾	Vice President - EH&S
20. Mr. Sakda Lacharochana ⁽⁶⁾	Vice President - Reliability and Integrity
21. Ms. Sirichan Chotchaisathit	Vice President - Industrial Customer Sales
22. Mr. Prateep Puthamrugsa	Vice President - Supply Chain Management
23. Mr. Somchai Klinuwanmalee	Vice President - CSR and Public Affairs
24. Mr. Apichart Jamjuntr	Plant Manager - Gas Fired Units Complex
25. Mr. Renaud Pilleul	Vice President - Industrial Customer Relations
26. Mr. Sutthi Chuesook	Vice President - Engineering
27. Ms. Suttasinee Pengsupaya	Vice President - Accounting
28. Mr. Chaiwut Rattanapornsinchai	Vice President - Internal Audit
29. Mr. Eralp Gullep	Vice President - Business Quality
30. Mr. Kitiphong Thunnom ⁽⁷⁾	Vice President - Business Development
31. Mr. Banthom Krasang ⁽⁸⁾	Plant Manager - Glow SPP 1/Glow Demin Water
32. Mr. Rujirote Kasirerk	Plant Manager - Coal Fired Units Complex

Name	Position
33. Mr. Apidech Siriphornoppakhun ⁽⁹⁾	Plant Manager - Glow Energy Site (Phase1&2)
34. Mr. Pisut Boonvongsobhon ⁽¹⁰⁾	Plant Manager - Central Maintenance
35. Mr. Sichanh Gnabanhdith	Plant Manager - HHPC
36. Mrs. Unchana Kittipiyakul	Vice President - Budgeting and Business Controlling
37. Mr. Aungsuthon Puboonterm	Vice President - System Optimization

Note: ⁽¹⁾ Became Senior Vice President - Engineering and Maintenance Management since 1 September 2015

⁽²⁾ Became Senior Vice President - Technical Development and New Build since 1 March 2015

⁽³⁾ Became Senior Vice President - International Business Development since 1 April 2015

⁽⁴⁾ Became Senior Vice President - Treasurer since 1 August 2015

⁽⁵⁾ Became Vice President - EH&S since 1 September 2015

⁽⁶⁾ Became Vice President - Reliability and Integrity since 1 September 2015

⁽⁷⁾ Joined the company as Vice President - Business Development since 2 November 2015

⁽⁸⁾ Became Plant Manager - Glow SPP1/Glow Demin Water since 1 September 2015

⁽⁹⁾ Became Plant Manager - Glow Energy Site (Phase1&2) since 1 September 2015

⁽¹⁰⁾ Became Project Manager - Central Maintenance since 1 September 2015

Details of Management Team

1. Mr. Brendan G.H. Wauters

Education

(See description at the Board of director profile no. 2)

2. Mr. Heikki Pudas

Age 53 years

Education

- M.Sc. Engineering (Energy Economic)
Technical University of Lappeenranta, Finland

Working experiences

Present

- Chief Operating Officer and Executive Vice President
Glow Energy Public Co., Ltd.
- Chief Operating Officer and Executive Vice President
Glow Group
- Chief Operating Officer and Executive Vice President
Houay Ho Power Co., Ltd.

2008 - 2013

- Executive Vice President - Project Development and
Business
Glow Energy Public Co., Ltd.
- Executive Vice President - Project Development and
Business
Glow Group

Shareholding Proportion (Percent)

None

Family Relation with Management

None

3. Mrs. Sriprapha Sumruatruamphol

Age 52 years

Education

- Master of Business Administration
Syracuse University, New York, USA
- Bachelor Degree in Science (Chemical Engineering)
Michigan Technological University, Michigan, USA

Working experiences

Present

- Chief Commercial Officer and Executive Vice President
Glow Energy Public Co., Ltd.
- Chief Commercial Officer and Executive Vice President
Glow Group

October 2002 - September 2013

- Director
Eastern Fluid Transport Co., Ltd.

February 2012 - September 2013

- Chairman
Association of Private Power Producers
- Chairman
Power Generation Club
The Federation of Thai Industries

Shareholding Proportion (Percent)

30,000 Shares (0.00%)

Family Relation with Management

Relative of Mr. Anut Chatikavanij (Director)

4. Mr. Pajongwit Pongsivapai

Age 47 years

Education

- Master Degree of Science in Chemical Engineering
Oregon State University, USA
- Bachelor Degree in Chemical Engineering
Chulalongkorn University
- General Management Course by Center Européen
d'éducation Permanente European Center for Executive
Development)
INSEAD Business School, Fontainebleau, France
- Finance for Executives Program
The University of Chicago Graduate School of Business,
Illinois, USA
- Certificate in Executive Development Program (EDP)
Class 9/2012, Thai Institute of Directors Association (IOD)

Working experiences

Present

- Executive Vice President - Business Development
Glow Energy Public Co., Ltd.
- Executive Vice President - Business Development
Glow Group

2007 - 2013

- Executive Vice President and Chief Operating Officer
Glow Energy Public Co., Ltd.
- Executive Vice President and Chief Operating Officer
Glow Group
- Executive Vice President and Chief Operating Officer
Houay Ho Power Co., Ltd.

Shareholding Proportion (Percent) None

Family Relation with Management None

5. Mr. Suthiwong Kongsiri

Age 45 years

Education

- Master Degree in Business Administration
University of North Carolina, Chapel Hill
- Bachelor Degree in Finance & Banking
Assumption University, Bangkok
- Certificate in Director Accreditation Program (DAP)
Class 96/2012, Thai Institute of Directors Association (IOD)

Working experiences

Present

- Chief Financial Officer and Executive Vice President
Glow Energy Public Co., Ltd.
- Chief Financial Officer and Executive Vice President
Glow Group
- Chief Financial Officer and Executive Vice President
Houay Ho Power Co., Ltd.

Shareholding Proportion (Percent) None

Family Relation with Management None

6. Mr. Kanit Thangpetchr

Age 58 years

Education

- Master Degree in Business Administration
Pathumthani University
- Vuthi Engineer, Electrical
- Bachelor Degree in Engineering (Electrical)
King Mongkut's Institute of Technology (Ladkrabang)

Working experiences

Present

- Senior Vice President - Rayong Facilities Management
Glow Energy Public Co., Ltd.
- Senior Vice President - Rayong Facilities Management
Glow Group (Except Glow IPP Co., Ltd. and Glow SPP 11
Co., Ltd.)

Family Relation with Management None

7. Mr. Louis Stephen Holub

Age 54 years

Education

- United States Navy Education Programs
City College of Chicago, Dundalk Community College
- American University (Tulane & Arizona State)

Working experiences

Present

- Plant Manager
GHECO-One Co., Ltd.

2007 - June 2011

- Senior Vice President - Operations Support Services
Glow Energy Public Co., Ltd.
- Senior Vice President - Operations Support Services
Glow Group

Family Relation with Management None

8. Mr. Wisit Srinuntawong

Age 54 years

Education

- Master Degree in Business Administration
Bangkok University
- Bachelor Degree in Industrial Electrical Technology
King Mongkut's University of Technology North Bangkok

Working experiences

Present

- Senior Vice President - Engineering & Maintenance
Management
Glow Energy Public Co., Ltd.
- Senior Vice President - Engineering & Maintenance
Management
Glow Group

Family Relation with Management None

9. Mr. Michael W. Reiff

Age 53 years

Education

- Diploma of Industrial Management and Accounting,
(Master Degree)
Industrial Academy Stuttgart, Germany

Working experiences

Present

- Senior Vice President and Chief Financial Controller
Glow Energy Public Co., Ltd.
- Senior Vice President and Chief Financial Controller
Glow Group

Family Relation with Management None

10. Mrs. Mantana Kunakorn

Age 50 years

Education

- Master Degree in Business Administration
Chulalongkorn University
- Bachelor Degree in Liberal Arts (Industrial Psychology)
Thammasat University

Working experiences

Present

- Senior Vice President - Human Resources and
Administration
Glow Energy Public Co., Ltd.
- Senior Vice President - Human Resources and
Administration
Glow Group

2007 - June 2011

- Vice President - Human Resources and Administration
Glow Energy Public Co., Ltd.
- Vice President - Human Resources and Administration
Glow Group

Family Relation with Management None

11. Mr. Narongchai Visutrachai

Age 49 years

Education

- Master Degree in Science (Economics)
University of North Texas, USA
- Master Degree in Business Administration
Kasetsart University
- Bachelor Degree in Political Science (Public Administration)
Chulalongkorn University

Working experiences

Present

- Senior Vice President - Government & Public Affairs
Glow Energy Public Co., Ltd.

- Senior Vice President - Government & Public Affairs
Glow Group

Family Relation with Management None

12. Mr. Janne Olavi Lujala

Age 48 years

Education

- Master Degree in Science
Mechanical Engineering

Working experiences

Present

- Senior Vice President - Technical Development and
New Build
Glow Energy Public Co., Ltd.

2008 - 2015

- Project Manager
Glow Group

Family Relation with Management None

13. Dr. Somgiat Dekrajangpetch

Age 42 years

Education

- Doctorate Degree in Electrical Engineering (Electrical Power)
Iowa State University
- Master Degree in Economics
Iowa State University
- Master Degree in Electrical Engineering
Iowa State University
- Bachelor Degree in Science - Electrical Engineering
Chulalongkorn University

Working experiences

Present

- Senior Vice President - Asset Optimization
Glow Energy Public Co., Ltd.
- Senior Vice President - Asset Optimization
Glow Group

2011

- Vice President - Asset Optimization
Glow Energy Public Co., Ltd.
- Vice President - Asset Optimization
Glow Group

Family Relation with Management None

14. Mr. Gert Meersman

Age 42 years

Education

- Master Degree in Law
King's College London, University of London
- Master Degree in Law
Pantheon - Assas, Paris
- Master Degree in Law
KU Leuven, Belgium

Working experiences

Present

- Managing Director and Country Manager (Laos)
Houay Ho Power Co., Ltd.

2013

- Senior Vice President - Business Development
Glow Energy Public Co., Ltd.

2011

- Vice President - Project Development
Glow Energy Public Co., Ltd.
- Vice President - Project Development
Glow Group

2007 - 2009

- Senior Project Advisor
GDF SUEZ Energy Asia Co., Ltd.

Family Relation with Management None

15. Mr. Akarin Prathuangsit

Age 40 years

Education

- Master Degree in Business Administration
Assumption University
- Bachelor Degree in Engineering (Industrial Engineering)
Sirindhorn International Institute of Technology,
Thammasat University

Working experiences

Present

- Senior Vice President - Cogeneration Marketing & Fuel
Management
Glow Energy Public Co., Ltd.
- Senior Vice President - Cogeneration Marketing & Fuel
Management
Glow Group

2011

- Senior Vice President - Cogeneration Marketing & Fuel Management
Glow Group

Family Relation with Management None

16. Mr. Natthapatt Tanboon-ek

Age 40 years

Education

- Master Degree in Finance (Business Administration)
University of Baltimore, USA
- Bachelor Degree in Engineering
Chulalongkorn University

Working experiences

Present

- Senior Vice President - Treasurer
Glow Energy Public Co., Ltd.
- Senior Vice President - Treasurer
Glow Group

2008 - 2015

- Vice President - Finance & Investor Relations and Company Secretary
Glow Energy Public Co., Ltd.
- Vice President - Finance & Investor Relations and Company Secretary
Glow Group

Family Relation with Management None

17. Mrs. Chamaiporn Soonthorntasanapong

Age 55 years

Education

- Master Degree in Liberal Art (Thai - English Translation)
Ramkhamhang University
- Bachelor Degree in Liberal Arts (English)
Thammasart University (Second Class Honor)

Working experiences

Present

- Vice President - Legal and Insurance
Glow Energy Public Co., Ltd.
- Vice President - Legal and Insurance
Glow Group

Family Relation with Management None

18. Mr. Anutarachai Nathalang

Age 52 years

Education

- Master of Engineering (Electrical)
King Mongkut Institute of Technology (Ladkrabang)
- Bachelor of Science (Physics)
Chiangmai University

Working experiences

Present

- Vice President - EH&S and Operations Quality
Glow Energy Public Co., Ltd.
- Vice President - EH&S and Operations Quality
Glow Group

2006 - 2010

- Plant Manager
Glow Energy Site (Phase 1 & 2)

Family Relation with Management None

19. Ms. Sirichan Chotchaisathit

Age 51 years

Education

- Master Degree in Business Administration
Chulalongkorn University
- Bachelor Degree in Liberal Arts
Thammasart University

Working experiences

Present

- Vice President - Industrial Customer Sales
Glow Energy Public Co., Ltd.
- Vice President - Industrial Customer Sales
Glow Group (Except Glow IPP Co., Ltd., Glow IPP 2 Holding Co., Ltd., Glow IPP 3 Co., Ltd. and GHECO-One Co., Ltd.)

Family Relation with Management None

20. Mr. Sakda Lacharochana

Age 51 years

Education

- Master Degree in Business Administration
- Bachelor Degree in Electrical Engineering
- Bachelor Degree in Mechanical Engineering

Working experiences

Present

- Vice President - Reliability & Integrity
Glow Energy Public Co., Ltd.

2008 - 2014

- Assistant Vice President - Reliability & Integrity
Glow Group

Family Relation with Management None

21. Mr. Prateep Puthamrugs

Age 51 years

Education

- Master Degree in Public Administration
Pathumthani University
- Bachelor Degree in Electrical Engineer
Srinakarinwirot University

Working experiences

Present

- Vice President - Supply Chain Management
Glow Energy Public Co., Ltd.
- Vice President - Supply Chain Management
Glow Group (Except Glow IPP 2 Holding Co., Ltd.)

Family Relation with Management None

22. Mr. Somchai Klinsuwanmalee

Age 50 years

Education

- Bachelor Degree in Accounting
Chulalongkorn University

Working experiences

Present

- Vice President - CSR & Public Affairs
Glow Energy Public Co., Ltd.
- Vice President - CSR & Public Affairs
Glow Group

2008 - 2013

- Vice President - Public Relations
Glow Energy Public Co., Ltd.
- Vice President - Public Relations
Glow Group

Family Relation with Management None

23. Mr. Apichart Jamjuntr

Age 50 years

Education

- Master of Business Administration (MBA)
Ramkhamhaeng University
- Bachelor Degree in Electronic Engineering
Rajamangala University of Technology

Working experiences

Present

- Plant Manager
Gas Fired Units Complex

2006 - 2013

- Plant Manager
Glow SPP 2/ Glow SPP 3 & Glow Energy Site (Phase 3,4 & 5)

Family Relation with Management None

24. Mr. Renaud Pilleul

Age 49 years

Education

- Master's Degree in Chemical Engineering (M. Eng.)
Grenoble Institute of Technology, France

Working experiences

Present

- Vice President - Industrial Customer Relations
Glow Energy Public Co., Ltd.
- Vice President - Industrial Customer Relations
Glow Group

Family Relation with Management None

25. Mr. Sichanh Gnabandhith

Age 49 years

Education

- Bachelor Degree in Hydro-Electrical Engineering
Polytechnic Institute of Tashkent (USSR)

Working experiences

Present

- Plant Manager and Business Development Manager
Houay Ho Power Co., Ltd.

June 2012 - January 2014

- Business Development Manager
Glow Energy Public Co., Ltd.

2005 - June 2012

- Operation Manager
Houay Ho Power Co., Ltd.

Family Relation with Management None

26. Mr. Sutthi Chuesook

Age 49 years

Education

- MBA , General Management, 2008
Ramkhamhaeng University Thailand
- B.E. Electrical (Power-Electronics)
King Mongkut's Institute of Technology North Bangkok

Working experiences

Present

- Vice President - Engineering
Glow Energy Public Co., Ltd.
- Vice President - Engineering
Glow Group

2011

- Engineering Manager
Glow Energy Public Co., Ltd.
- Engineering Manager
Glow Group

Family Relation with Management None

27. Ms. Suttasinee Pengsupaya

Age 48 years

Education

- Master Degree in Science (Accounting)
Thammasat University
- Bachelor Degree in Accounting
Thammasat University
- Certified Public Accountant (CPA)

Working experiences

Present

- Vice President - Accounting
Glow Energy Public Co., Ltd.
- Vice President - Accounting
Glow Group

Family Relation with Management None

28. Mr. Chaiwut Rattanapornsinchai

Age 48 years

Education

- Master Degree in Computer Science
Rangsit University
- Bachelor Degree in Computer Science
Chandrakasem Teacher College

Working experiences

Present

- Vice President - Internal Audit
Glow Energy Public Co., Ltd.
- Vice President - Internal Audit
Glow Group

January 2014 - July 2014

- Vice President - Strategic Initiatives
Glow Energy Public Co., Ltd.
- Vice President - Strategic Initiatives
Glow Group

2003 - 2013

- Vice President - Information Technology
Glow Energy Public Co., Ltd.
- Vice President - Information Technology
Glow Group

Family Relation with Management None

29. Mr. Eralp Gullep

Age 48 years

Education

- Bachelor Degree of Science in Mechanical Engineering
University of Southwestern Louisiana, USA

Working experiences

Present

- Vice President - Business Quality
Glow Energy Public Co., Ltd.
- Vice President - Business Quality
Glow Group

Family Relation with Management None

30. Mr. Suratchai Bangluang

Age 47 years

Education

- MBA General Management
Ramkhamhaeng University
- Bachelor Degree in Electrical Engineering
Mahanakorn University of Technology

Working experiences

Present

- Plant Manager
Glow IPP Co., Ltd. and Cogenerations Pluak Daeng

2011

- Facility Manager
Glow IPP Co., Ltd. and Glow SPP 11 Co., Ltd.

Family Relation with Management None

31. Mr. Kitiphong Thunnom

Age 47 years

Education

- Master Degree in Business Administration
- Bachelor Degree in Electrical Engineering

Working experiences

Present

- Vice President - Business Development
Glow Energy Public Co., Ltd
- Vice President - Business Development
Glow Group

Family Relation with Management None

32. Mr. Banthom Krasang

Age 47 years

Education

- Master Degree in General Management
- Bachelor Degree in Industrial Technology

Working experiences

Present

- Plant Manager
Glow SPP 1 Co., Ltd./Glow Demin Water

2000 - 2015

- Operation Manager
Glow SPP 1 Co.,Ltd./Glow Demin Water

Family Relation with Management None

33. Mr. Rujirote Kasirerk

Age 47 years

Education

- Master Degree in Industrial Management Engineering
King Mongkut's University of Technology North Bangkok
- Bachelor Degree in Electrical Engineering
Rajamangala University of Technology Lanna (ChiangMai)

Working experiences

Present

- Plant Manager
Coal Fired Units Complex

March 2011 - 2013

- Plant Manager
Glow Energy Site (Phase 1 & 2)

1998 - February 2011

- Operation Manager
Glow SPP 2/ Glow SPP 3

Family Relation with Management None

34. Mr. Apidech Siriphornoppakhun

Age 45 years

Education

- Master of Business Administration
Ramkhamhaeng University
- Bachelor Degree in Science (Industrial Technology)
Rahaphat Institute Chachoengsao, Chachoengsao

Working experiences

Present

- Plant Manager
Glow Energy Site (Phase 1 & 2)

Family Relation with Management None

35. Mr. Pisut Boonvongsobhon

Age 45 years

Education

- Bachelor Degree in Mechanical Engineering
Rajamangala Institute of Technology (Central Campus)
Second Class Hounours

Working experiences

Present

- Project Manager - Central Maintenance
Glow Energy Public Co., Ltd.
- Project Manager - Central Maintenance
Glow Group

2014 - 2015

- Plant Manager
Glow Energy Site (Phase 1 & 2)

2006 - 2013

- Maintenance Manager
Glow Energy Site (Phase 1 & 2)

Family Relation with Management None

36. Mrs. Unchana Kittipiyakul

Age 44 years

Education

- Master Degree in Business Administration
Kasetsart University
- Bachelor Degree in Accounting
Thammasart University
- Certified Public Accountant (CPA)

Working experiences

Present

- Vice President - Budgeting and Business Controlling
Glow Energy Public Co., Ltd.
- Vice President - Budgeting and Business Controlling
Glow Group

Family Relation with Management None

37. Mr. Aungsuthon Puboonterm

Age 40 years

Education

- Bachelor of Engineering in Electrical Engineering
Khon Kaen University (Second Class Honours)

Working experiences

Present

- Vice President - System Optimization
Glow Energy Public Co., Ltd.

- Vice President - System Optimization
Glow Group

2008 - 2012

- Optimization Manager
Glow Energy Public Co., Ltd.

Family Relation with Management None

38. Ms. Duangporn Kijlertbunjong

Age 39 years

Education

- Master of Computer & Engineering Management
Assumption University
- Bachelor of Arts, Majoring in Business English
Assumption University
- Company Secretary Program, Class 30/2009
- Effective Minutes Taking, Class 14/2009
- Board Reporting Program, Class 1/2009
- Company Reporting Program, Class 12/2015

Working experiences

Present

- Company Secretary and Corporate Affair Manager
Glow Energy Public Co., Ltd.
- Company Secretary and Corporate Affair Manager
Glow Group

2008 - Present

- Corporate Affair Manager
Glow Energy Public Co., Ltd.
- Corporate Affair Manager
Glow Group

Family Relation with Management None

Note: "Glow Group" mentioned in this attachment including

⁽¹⁾ Glow Co., Ltd.

⁽⁴⁾ Glow SPP 3 Co., Ltd.

⁽⁷⁾ Glow IPP3 Co., Ltd.

⁽¹⁰⁾ Glow Hemaraj Wind Co., Ltd.

⁽²⁾ Glow SPP 1 Co., Ltd.

⁽⁵⁾ Glow IPP Co., Ltd.

⁽⁸⁾ GHECO-One Co., Ltd.

⁽³⁾ Glow SPP 2 Co., Ltd.

⁽⁶⁾ Glow IPP 2 Holding Co., Ltd.

⁽⁹⁾ Glow SPP 11 Co., Ltd.

Information of management position of company, its subsidiary and associate company as of 31 December 2015

Company name			Subsidiaries											
Company Management			Glow Energy PCL.	Glow SPP 2 Co., Ltd.	Glow SPP 3 Co., Ltd.	Glow Co., Ltd.	Glow SPP 1 Co., Ltd.	Glow IPP Co., Ltd.	Glow IPP 2 Holding Co., Ltd.	Glow IPP 3 Co., Ltd.	Glow SPP 11 Co., Ltd.	Houay Ho Power Co., Ltd.	Houay Ho Thai Co., Ltd.	GHECO-One Co., Ltd.
1.	Mr. Jan Franciscus Maria Flachet	x	x	x	x	x	x	x	x	x			x	
2.	Mr. Brendan G. H. Wauters ⁽¹⁾	/./././	/./	/./	/./	/./	/./	/./	/./	/./	x	/././	/./	/././
3.	Mr. Esa Heiskanen ⁽²⁾	/	/	/	/	/	/	/		/				
4.	Mr. Kovit Poshyananda	/	/	/	/	/	/	/		/				
5.	Mr. Vitthaya Vejijiva	/	/	/	/	/	/	/		/				
6.	Em. Prof. Supapun Ruttanaporn	/	/	/	/	/	/	/		/				
7.	Prof. Dr. Borwornsak Uwanno	/	/	/	/	/	/	/		/				
8.	Mr. Guy Richelle	/	/	/	/	/	/	/		/				
9.	Mr. Anut Chatikavanij	/	/	/	/	/	/	/	/	/				
10.	Mrs. Csilla Kohalmi-Monfils	/	/	/	/	/	/	/	/	/				
11.	Mr. Pierre Jean Bernard Guiollot	/	/	/	/	/	/	/	/	/				
12.	Mr. Marc J. Z. M. G. Verstraete	/	/	/	/	/	/	/		/			/	/
13.	Mr. Daniel Pellegrini ⁽³⁾	/	/	/	/	/	/	/		/	/		/	
14.	Mr. Heikki Pudas													
15.	Mrs. Sriprapha Sumruatruamphol													
16.	Mr. Pajongwit Pongsivapai ⁽⁴⁾												/	
17.	Mr. Suthiwong Kongsiri										/	/	/	
18.	Mr. Kanit Thangpetchr													
19.	Mr. Louis Stephen Holub													
20.	Mr. Wisit Srinuntawong													
21.	Mr. Michael W. Reiff													
22.	Mrs. Mantana Kunakorn													
23.	Mr. Narongchai Visutrachai													
24.	Mrs. Chamaiporn Soonthornthasanapong													
25.	Mr. Anutarachai Natalang													
26.	Ms. Sirichan Chotchaisathit													
27.	Mr. Prateep Puthamarugsa													
28.	Mr. Somchai Klinsuwanmalee													
29.	Mr. Apichart Jamjuntr													
30.	Mr. Renaud Louis Albert Pilleul													
31.	Mr. Sutthi Chuesook													

Company name			Subsidiaries												
Company Management			Glow Energy PCL.	Glow SPP 2 Co., Ltd.	Glow SPP 3 Co., Ltd.	Glow Co., Ltd.	Glow SPP 1 Co., Ltd.	Glow IPP Co., Ltd.	Glow IPP 2 Holding Co., Ltd.	Glow IPP 3 Co., Ltd.	Glow SPP 11 Co., Ltd.	Houay Ho Power Co., Ltd.	Houay Ho Thai Co., Ltd.	GHECO-One Co., Ltd.	Glow Hemaraj Wind Co., Ltd.
32.	Ms. Suttasinee Pengsupaya														
33.	Mr. Chaiwut Rattanapornsinchai														
34.	Mr. Eralp Gullep														
35.	Mr. Suratchai Bangluang														
36.	Mr. Rujirote Kasirerk														
37.	Mr. Apidech Siriphornoppakhun														
38.	Mr. Pisut Boonvongsobhon														
39.	Mrs. Unchana Kittipiyakul														
40.	Dr. Somgiat Dekrajangpetch														
41.	Mr. Gert Meersman														
42.	Mr. Sichanh Gnabandhith ⁽⁶⁾										/				
43.	Mr. Akarin Prathuangsit														
44.	Mr. Natthapatt Tanboon-Ek														
45.	Mr. Aungsuthon Puboonterm														
46.	Mr. David Richard Nardone										/	x	/, ///	x	
47.	Mr. Vivat Jiratikarnsakul ⁽⁵⁾										/	/	/	/	
48.	Ms. Pattama Horrunguang											/	/	/	
49.	Mr. Paopitaya Samutrakalin											/			
50.	Mr. Sunthorn Kongsunthornkitkul														/
51.	Mr. Tanin Subboonrueng														/
52.	Mr. Mario P.A. Savastano														/
53.	Mr. Sirasak Kijraksa														/
54.	Mr. Bounma Manivong										/				
55.	Mr. Viraphanh Nandavong										/				
56.	Mr. Bualiane Chanthabuali ⁽⁷⁾														
57.	Mr. Ackhavone Luangsouvannavong ⁽⁸⁾										/				

Remark: / = Director x = Chairman of the Board // = Chief Executive Officer /// = Vice Chairman of the Board of Director

Notes: Glow Group (except GHECO-One Co., Ltd., Glow Hemaraj Wind Co., Ltd., Houay Ho Thai Co., Ltd. and Houay Ho Power Co., Ltd.)

⁽¹⁾ Mr. Brendan G.H. Wauters was appointed to be member of the Board of Directors as a replacement of Mr. Daniel Pellegrini since 14 August 2014, Chief Executive Officer and Vice Chairman of the Board of Directors as a replacement of Mr. Esa Heiskanen since 1 October 2014 and 20 February 2015 respectively.

⁽²⁾ Mr. Esa Heiskanen resigned from Chief Executive Officer Position and Vice Chairman of the Board of Directors since 30 September 2014 and 20 February 2015 respectively.

⁽³⁾ Mr. Daniel Pellegrini resigned from member of the Board of Directors of GHECO-One Co., Ltd. and Houay Ho Power Co., Ltd. since 10 August 2015.

⁽⁴⁾ Mr. Pajongwit Pongsivapai was appointed to be member of the Board of Directors of GHECO-One Co., Ltd. as a replacement of Mr. Daniel Pellegrini since 10 August 2015.

- ⁽⁵⁾ Mr. Vivat Jiratikarnsakul became authorized director (from non-authorized director) of GHECO-One Co., Ltd., and Houay Ho Power Co., Ltd. since 3 April 2015 and 20 April 2015 respectively.
- ⁽⁶⁾ Mr. Sichanh Gnabandith was appointed to be member of the Board of Directors of Houay Ho Power Co., Ltd. as a replacement of Mr. Daniel Pellegrini since 10 August 2015.
- ⁽⁷⁾ Mr. Bualiane Chanthabuali resigned from member of the Board of Directors of Houay Ho Power Co., Ltd. since 11 May 2015.
- ⁽⁸⁾ Mr. Ackhavone Luangsouvannavong was appointed to be member of the Board of Directors of Houay Ho Power Co., Ltd. as a replacement of Mr. Bualiane Chanthabuali since 11 May 2015.

Scope of Authority and Responsibilities of the CEO

The Company's Chief Executive Officer (the "CEO") has the authority to supervise, manage, and perform all normal business operations excluding the following matters, which require the approval of either the Board or Shareholders:

- Authorization of internal power of attorneys;
- Amendment of the Company's Articles of Association;
- Any merger, separation or general modification to the Company' structure;
- Dissolution of the Company;
- Increase, decrease or transfer of the Company's registered capital;
- Taking a lien or any other security on the Company's assets;
- Any material change to the Company's main agreements, (i.e. Power Purchase Agreement with EGAT, Gas Supply Agreement, Coal Supply Agreement, and EPC Contracts);
- Negotiation and execution of documents related to the opening of credit lines with banks for any amount exceeding the amount allotted in the daily management powers as granted by the Board to the CEO;
- Commencement or discontinuance of any business;
- Removal and appointment of CEO;
- Approval of long-term strategic plans; and
- Approval of annual budget.

Company Secretary

The Board of Directors has appointed Ms. Duangporn Kijlertbunjong as the Company Secretary in February 2015.

Remuneration

Remunerations of the Board of Directors

A resolution was passed concerning the remuneration of the chairman and other non-executive members of the Board during the 24 April 2015 Annual General Shareholders' Meeting. The resolution was based on taking into account the profit of the Company, number of factors compared within the same industry together with the business expansion. The remuneration of Directors for the year 2014 as below:

Unit: Baht

	Fixed Remuneration (Per Year)	Meeting Allowance (Per Meeting)	Other Remuneration
Chairman	445,000	102,000	None
Non-Executive members	445,000	102,000	None

Remunerations for Committees

The Annual General Meeting of Shareholders dated 24 April 2015 approved the Meeting Allowances for the Audit Committee and Nomination and Remuneration Committee, taking into account the profit of the Company, number of factors compared within the same industry together with the business expansion, as listed in the table below:

	Unit: Baht		
	Fixed Remuneration (Per Year)	Meeting Allowance (Per Meeting)	Other Privilege
<u>The Audit Committee</u>			
Chairman	150,000	40,000	None
Members	100,000	34,000	None
<u>The Nomination and Remuneration Committee</u>			
Chairman	50,000	28,000	None
Members	50,000	20,000	None

Remuneration of the Management Team

The total remuneration paid by the Company to the 37 individuals of the management team during fiscal year 2015, including salary and provident fund payments as well as other types of remuneration such as bonuses, totaled 254,298,845 Baht.

Human Resource Management

As of 31 December 2015, there were a total number of 804 people employed by the Company, as indicated below:

Company	Employee		
	Head Office	Plants	Total
Glow Energy Plc.	-	103	103
Glow Co., Ltd.	148	195	343
Glow IPP Co., Ltd.	-	39	39
Glow SPP 1 Co. Ltd.	-	32	32
Glow SPP 2 Co., Ltd.	-	60	60
Glow SPP 3 Co., Ltd.	-	28	28
Glow SPP 11 Co., Ltd.	-	37	37
GHECO-One Co., Ltd.	-	85	85
Houay Ho Power Co., Ltd.	3	74	77
Total	151	653	804

Employees Remuneration

As of December 31, 2015, the total remuneration paid to employees amounted to 1,045,479,222 Baht including salaries, overtimes, bonuses, provident funds and other types of income.

The Company and its Subsidiaries' Policy for Employees

At Glow, our people are the foundation of our success. We have 804 employees in Thailand at a variety of locations including our Head Office in Bangkok, Power plants in Rayong and Chonburi Provinces as well as Houay Ho Power in Laos.

Our employees enjoy a safe and satisfying work environment that encourages teamwork and creativity and seeks to cultivate a sense of belonging and commitment. This is supported by our leadership, high technical standards, and a passion for safety.

We are committed to being a world class operator of power generation and co-generation facilities. This commitment requires that we pay close attention to relevant Environmental, Health and Safety standards in order to protect our employees, clients and the communities within which we operate.

Both collectively and individually, our employees' depth of knowledge and experience creates value for our shareholders and customers. Our human resources department has the crucial role of facilitating our employees' professional development. We devote substantial resources to training our employees, which enhances our organization's competitiveness. Our major shareholder plays an important support and guiding role in these processes.

We also seek to attract and retain qualified professionals capable of working well within Glow's corporate values, which is based on Communication, Commitment, Adaptability, Ambition, and Sustainable Business Relations.

We encourage and support employees to realize their full professional potential by offering challenging work, on-the-job development, formal training and external educational opportunities. Management Training courses provided to the employees include, Problem Solving and Decision Making, Developing English Conversation, Change Management, etc. In terms of Technical training, we cover all major technical skills and comprehensive range of environment, health and safety courses. The average training time for our employees in 2015 was 55 hours per person. We also offer our employees highly competitive remuneration packages including basic salary, a bonus scheme, a long - term incentive scheme, and a numbers of allowances and other benefits.

Glow employees treat each other with trust and respect, and seek to maintain a healthy balance between work and family life. Our operational excellence, our ability to consistently deliver high quality products as well as the reliability and availability of our generating units are our most valued strengths.

Good Corporate Governance

Principle of Good Corporate Governance

The Board of Directors is committed to the principles of good corporate governance in compliance with the recommended best practices for listed company and relevant rules, regulations and guidelines of the Stock Exchange of Thailand ("SET"), the Office of the Securities and Exchange Commission ("SEC"), the OECD Principles of Corporate Governance and ENGIE best practices. The Company therefore has put in place a compliance unit, comprises of VP - Legal & Insurance Department (also acting as Glow Group's Ethics Officer), and the Company Secretary to oversee corporate and compliance matters of the Company.

Rights of Shareholders and Shareholders Meeting

The Company's Shareholders shall have the following basic rights:

- Rights to buy, sell, or transfer shares;
- Rights to share in the profit of the Company;
- Rights to have access to the Company's information in a timely fashion and on a regular basis;
- Rights to participate and vote in the Shareholders Meeting, including the rights to:
 - Elect or remove members of the Board of Directors;
 - Propose and approve the appointment of the external auditor;
 - Participate in the decision making of any transactions that affect the Company and/or the shareholders in a material manner.

The Board of Directors provides the Shareholders, in advance of the meeting, information regarding the time, venue (sufficiently convenient for the Shareholders to attend the Shareholders Meeting) and all agenda items to be discussed during the meeting, including adequate supporting documents. Shareholders are also informed of the criteria and procedures governing the Shareholders Meeting, including the voting procedure and use of proxy. At the shareholders Meeting, the Company arranged to have the lawyer appointed to witness and review the voting process throughout the meeting.

Equitable Treatment of Shareholders, and Responsibilities of Stakeholders

The Board of Directors recognizes the rights of Stakeholders, and therefore encourages cooperation between the Company and the Stakeholders, as well as other concerned parties including staff, customers, trading partners, creditors, government agencies, communities where the Company operates and the society at large. Directors and employees are required to comply with the "Code of Conduct" that is established to ensure fair and balance dealings with Stakeholders.

In addition, the Board of Directors requires that operational information be reported to Stakeholders and related parties through Form 56-1, the annual report, the Company's website, and other relevant channels. Two-way communication channels are established to ensure Stakeholders and other parties to express their views or file grievances. An Ethics Whistleblower Inbox has been made available for employees (internally on Glow Intranet) and external parties (on Glow website) to register concerns on non-ethical incidents.

The Board of Directors represents all Shareholders and, in every case, must act in the Company's corporate interests. Each Director verifies that decisions do not favor the interest of a infrastructure portion or a category of Shareholder over those of any other.

The Board of Directors facilitates the minority Shareholders to propose, in advance of Shareholder Meetings, any issues for consideration in the Shareholders Meeting. The Board of Directors has established procedures to allow the Shareholders to make proposals, including a procedure to nominate nominees. The Company has posted on the Company website, as well as announced via the website of the Stock Exchange of Thailand, the procedures and timeline set forth for the minority Shareholders to propose the agenda items, and to nominate their nominee to be include in the agenda of the Shareholders Meeting.

The Company arranges to have an Investor Relations contact and mailbox (IR contact and mailbox) on the Company website (www.glow.co.th) where Stakeholders can voice their concerns and/or complaints with respect to possible violation of their rights directly to the Company.

The Board has established the following policies, among other policies, and authorizes the Management to internally announce them:

- Anti-Bribery Policy in order to ensure employees do not engage in corrupt acts. The Ethics Officer provides training on the Anti-Bribery Policy to all employees including management. In addition, this policy, as part of Corporate Governance Policy, is communicated to all Directors for acknowledgement and awareness.
- Ethics Reporting (“Whistleblowing”) Policy in order to express the commitment to operating our business ethically in accordance with laws/regulations and ENGIE Group principles and policies.
- Gifts and Hospitality Policy in order to enhance a culture of integrity and to be in line with ENGIE’s Rules on Gifts and Hospitality.
- Insider Trading Policy in order to prevent the abusive use of inside information.
- Related Party Transaction Policy in order to ensure transparency and equitable treatment of shareholders and in compliance with Clause 89/1 of the Securities and Exchange Act (No. 4) B.E. 2551 (2008) regarding transactions to be entered into between the Company or its subsidiaries and a Director or an Executive or a Related Person (hereinafter called “Related Party Transaction”), and to the Notification of the Capital Market Supervisory Board No. Tor Chor 21/2551: “Rules on Related Party Transactions” (dated 31 August 2008). The types of transaction and transaction value requiring approval of the Board of Directors and/or Shareholders Meeting, in accordance with requirements of the Stock Exchange of Thailand, are stipulated in the Policy.
- Risk management policies, including. Cash Surplus Investment Policy, Counterparty Risk Management Policy, Foreign Exchange Risk Management Policy, Interest Rate Risk Management Policy, Funding Policy, Coal Risk Management Policy, in order to ensure that risks relating the Company’s operations are properly considered and mitigated where possible.
- Environmental Policy in order to ensure continuous and sustainable development of the business, without compromising the ability of the current and the future generations to enjoy the environment.
- Health and Safety Policy in order to pay full attention to the health and safety, concerns that affect our employees, contractors, customers and the community. Implementation of this policy, includes. mandatory safety training program as well as having safety statistics includes as part of the company – wide key performance indicators.

- Non-Discrimination Policy in order to ensure the Company does not discriminate directors, employees, interns, volunteers, customers, suppliers, contractors and consultants on the basis of race, creed, color, ethnicity, national or social origin, religion, gender, gender expression, sexual orientation, political opinion, age, height, weight, physical disability, health status, marital status, veteran status and military obligations. This policy applies to all activities and operations of the Company.
- Software License Compliance Policy in order to provide the rules and guidelines for the use of licensed software applications.
- Sustainability Policy in order to ensure the commitment to conducting all business operations responsibly with due regard to achieving the economic, ecological and social responsibility objectives of sustainable development.

Disclosure and Transparency

The Board of Directors discloses accurate, relevant, complete, adequate, and timely corporate information related to the Company's business and performance on a regular basis.

The Board of Directors ensures strict adherence to all relevant laws and regulations relating to the disclosure of information and transparency. The Finance & Investor Relations Department is designated to disseminate financial information to Shareholders and other Stakeholders, and to equitably and appropriately assist investors and securities analysts to understand the Company and its business. Information posted in the Company's website is in both Thai and English. In addition, the Corporate Communication Department is assigned to publicize corporate business performance information via various media on a timely basis.

Responsibilities of the Board of Directors

1. Roles and Responsibilities

The Board of Directors performs its duties in accordance with laws and regulations, guidelines of the SET and the SEC, the Company's Articles of Association and corporate objectives, as well as in accordance with the resolutions of Shareholders Meetings. The Board of Directors is authorized to appoint one or more Directors or any person to act on its behalf.

The Board of Directors has the power to make decisions and oversee the activities and operations of the Company, except in the following cases for which an approval from the Shareholders Meeting is required to be obtained first:

- Any activity that laws and regulations and/or the Company's articles of association specifies that it must have approval from the Shareholders Meeting beforehand;
- Any undertaking of any related transaction which must comply with relevant laws/regulations and guidelines of the SET and the SEC;
- Any acquisition or disposal of the assets which must comply with relevant laws/regulations and guidelines of the SET and the SEC.

Moreover, the Company's Board of Directors has considered the followings key matters:

- The Board of Directors has the power to declare payment of interim dividends from time to time if it deems that the Company has enough profit and available cash flow to do so.
- The Board of Directors approves the vision, mission, key strategies and policies of the Company each year, and has followed up and monitored progress of strategy implementation periodically.

- The Board of Directors has the policy to encourage to attend ongoing professional education programs, and assures the Board members participate in accredited directors training programs.
- The Board of Directors ensures that any new director appointed receives relevant corporate document, manual, guideline to introduce the Company, and the roles and responsibilities of being a director of a listed company.

2. Role and Responsibilities of the Chairman

The chairman's primary role is to ensure that the board is effective in its tasks of setting and implementing the company's direction and strategy.

The main roles of chairman are as follows:

- as well as being chairman of the board, he/she is expected to act as the company's leading representative which will involve the presentation of the company's aims and policies to the outside world;
- to take the chair at general meetings and at board meetings. With regard to the latter this will involve: the determination of the order of the agenda; ensuring that the board receives accurate, timely and clear information; keeping track of the contribution of individual directors and ensuring that they are all involved in discussions and decision making. At all meetings the chairman should direct discussions towards the emergence of a consensus view and sum up discussions so that everyone understands what has been agreed;
- to take a leading role in determining the composition and structure of the board. This will involve regular reviews of the overall size of the board, the balance between executive and non-executive directors and the balance of age, experience and personality of the directors.
- to ensure effective communication with shareholders.

3. Meetings

The Board of Directors holds at least four (4) meetings a year to consider and approve the quarterly financial statements during the months of February, May, August and November and if it is necessary, an additional meeting is arranged. At the end of each year, the Board of Directors agrees to the Board of Directors' next year meeting plan.

For each Board Meeting, a clear agenda is specified with accurate, complete and adequate supporting documents submitted to each Director at least 7 days in advance of the meeting, so that the Directors have adequate time to study the information before attending the meeting. Each Director is encouraged to openly discuss and express his/her opinion. The Chairman collects all comments, and summarizes information gathered from the meeting. The Company's secretariat records the minutes of the meeting in writing. All approved minutes of meeting of the Board Meetings are kept, and are available for the Directors and relevant parties to inspect any time.

4. Qualification, Composition and Structure

4.1 Qualification and Composition

The Company's Board of Directors is the key to good corporate governance. Each Director has knowledge, expertise and experience considered beneficial to the Company and its operational strategy. They endeavour and devote their time to perform their duties.

As such, the Company stipulates details in respect of the composition, primary credentials and election of the Board of Directors as follows:

- The Board of Directors is comprised of a minimum of five (5) members, but not exceeding fifteen (15) members.
- At least one-third ($\frac{1}{3}$) of the Board of Directors is comprised Independent Directors or as required by relevant laws/regulations and guidelines of the SET and the SEC.
- The Company values the diversity as well as equality in the composition of the Board of Directors. The Board of Directors is comprised of a good mixture of professional backgrounds and genders, including at least three (3) Directors who have knowledge of the energy and power industry, at least one (1) with knowledge of law, and at least (1) with knowledge of finance and accounting. The Company currently has 2 female directors.
- Directors shall be qualified and shall have no restricted qualifications as stipulated in the Public Company Act.
- The election of Directors to the Board of Directors is transparent.
- Adequate information on the candidates is provided through the Nomination and Remuneration Committee, before the Board of Directors considers presenting them to the Shareholders Meeting for approval.
- Details of the background and experience of each Director is disclosed and updated, if there are any changes.
- One of the Company's key considerations in assessing the qualification of a director is that the number of the companies listed on the SET in which each director holds a directorship shall not exceed 5 companies.

4.2 Structure and Independence

- The Company ensures clear segregation between the roles and responsibilities of the Chairman and the CEO, so that the Board of Directors, under the guidance of the Chairman, has the authority and is able to control the Company's activities and operations effectively and efficiently. The Chairman of the Board is not an Independent Director.
- The Board of Directors includes professional external Independent Directors, who attend meetings regularly, and have adequate access to financial and other business information, so that they are able to demonstrate independent judgment, in order to protect Shareholders' interests.
- Regarding the qualifications and scope of work of the Audit Committee, Directors shall be independent according to the SEC's notification and other qualifications as required by the Company. This is to enable the Directors to work for the best interest of all Shareholders on an equitable basis, and to prevent conflicts of interest between the Company and management of major Shareholder(s) or other companies that have management or major Shareholders in common. In addition, Directors are able to express their opinion independently.

4.3 Terms of Directorship

- Directors are elected for a period of three (3) years, after which, the Director is required to resign.
- It is permitted to re-nominate the Directors who retired or resigned.

5 Committees

In order to ensure that the Company implements good corporate governance, the Board of Directors has two (2) specific Committees, as follows:

5.1 **Audit Committee** is comprised of at least three (3) Independent Directors, with at least one (1) member having finance and/or accounting knowledge, as required by the SEC. The Audit Committee is independent in accordance with the notification of the SEC regarding qualifications and scope of work. The Audit Committee's duties shall involve

reviewing the Company's activities and operations, financial reports and internal control systems, the selection of auditors (internal and external), and the consideration of conflicts of interest, including related party transaction and risk management. The Audit Committee's scope and responsibilities are further described in the Audit Committee Charter.

Among all Audit Committee members, Em.Prof. Supapun Ruttanaporn has strong accounting expertise, and is reviewing the Company's financial reports (including related party transaction). The Audit committee is the key body reviewing the Company's activities and operations, financial status and internal control systems, the selection of auditors (internal and external), any consideration of conflicts of interest, and risk management and other relevant key attributes impacting the Company's operational activities.

The Audit Committee is acting as the Corporate Governance Committee to ensure the Company complies with good corporate governance to protect the reputation of the Company and the interest of all Stakeholders.

5.2 Nomination and Remuneration Committee is comprised of three (3) directors from the Board of Directors, at least one (1) of whom is an Independent Director. The Nomination and Remuneration Committee selects appropriate candidates, for the positions of Director, CEO, and top executives of the Company. The nomination process for Director is set up in accordance with defined transparent criteria to ensure a good mixture of professional backgrounds and to ensure that the Board comprises of Directors who have knowledge of the energy and power industry, knowledge of law, and knowledge of finance and/or accounting. The Nomination and Remuneration Committee also considers the policy and guidelines for the remuneration of the Board of Directors, the subcommittees of the Board, the CEO and the Executive Vice Presidents in order to ensure that the basis is fair and reasonable for submission to the Board of Directors and/or the Shareholders Meeting for approval. The Nomination and Remuneration Committee's scope and responsibilities are further described in the Nomination and Remuneration Committee Charter.

5.3 A Risk Committee is not formally and separately established; but risk assessment falls under the general responsibility of the Board and Executive Management Committee/Management

6 Self-Assessment

The Chairman of the Board of Directors ensures that, at least every year, the Directors assess the performance of the Board of Directors and its Committees as a whole or on specific issues.

The Chairman acts on the results of the performance evaluation by recognizing the strengths and addressing the weaknesses of the Board of Directors, and, where appropriate, proposing new Directors to be appointed to the Board of Directors, or seeking the resignation of Directors.

The Board of Directors has conducted a self-assessment for its 2014 performance (in 2015). The assessment criteria are in line with the guidelines of the Stock Exchange of Thailand and the appraisal has been performed by each individual director by evaluating the previous year's performance of the Board as a whole. The complete evaluation form was then returned to the Company Secretary to collect and analyse the assessment results and to debrief the Chairman of the Board. The Chairman then announced the assessment results during the following Board of Directors meeting for acknowledgement.

Subcommittees of the Board of Directors

Audit Committee

In accordance with the SET Notification Bor.Jor./Ror. 01-07, dated 22 January 2001 ("Re: Maintaining the Status of Listed Companies in the Exchange, 2001"), listed companies are required to have a good corporate governance system by forming an Audit Committee to govern activities and operations, in order to ensure effective internal controls, compliance with laws/regulations, adherence to relevant standards, and efficient operations.

Hence, the Company's Board Meeting prescribes this Audit Committee Charter, as follows.

1 Appointment

The Board of Directors of the Company shall appoint the members of the Audit Committee.

2 Composition and Qualifications

The Audit Committee shall consist of at least three (3) Independent Directors who are members of the Board of Directors of the Company, one (1) of whom shall act as the Chairman.

The Audit Committee qualifications shall comply with the relevant laws/regulations of the SET, and at least one (1) member should have finance or accounting management expertise.

Appointment of a secretary shall be at the discretion of the Audit Committee.

The Audit Committee is currently comprised of the following three (3) committee members:

Name	Position
1. Mr. Kovit Poshyananda	Independent Director and Chairman of the Audit Committee
2. Mr. Vitthaya Vejajiva	Independent Director and Audit Committee Member
3. Em.Prof. Supapun Ruttanaporn	Independent Director and Audit Committee Member

Meetings of the Audit Committee shall be held at least four (4) times a year. In 2015, there were four (4) ordinary meetings and one (1) extraordinary meeting without management.

3 Duties

Duties of the Audit committee according with the SET requirements shall be as below:

- To review the sufficiency, reliability and objectivity of the financial reporting by coordinating with the external auditors and management who are responsible for preparing the quarterly and yearly financial reports.
- To review the adequacy and effectiveness of internal control systems and internal audit functions by coordinating with the external auditors and internal auditors.
- To review compliance with the Securities and Exchange Act, relevant laws/regulations and guidelines of the, and any other relevant laws/regulations of Thailand.
- To consider and advise the appointment of the external auditors including the audit fee by considering the credibility, the adequacy of its resources, the volume of engagements, the experience and the independence of the external auditors.

- To review the non-audit services of the external auditor, in order to maintain the independence of the auditors (internal or external) in conducting the audits.
- To consider the connected transactions, or the transactions that are likely to lead to conflicts of interests, to ensure that they are in compliance with relevant laws /regulations of the SEC and the SET, and are reasonable, and for the highest benefit of the Company, including having appropriate disclosure of these transactions.
- To report the activities of the Audit Committee in the Company's annual report, as signed by the Chairman of the Audit Committee.
- To act as the Corporate Governance Committee to ensure that the Company has effectively complies with good corporate governance framework to protect the reputation of the Company and the interest of all Stakeholders.
- To perform other matters assigned to it by the Board of Directors and agreed to by the Audit Committee.
- The Chairman of the Audit Committee and its members shall attend the Company's Annual General Meeting of the Shareholders.

The Nomination and Remuneration Committee

1. Purpose and Objectives

The role of the Nomination and Remuneration Committee is to propose to the Board of Directors, in the first instance, any new appointments, whether of executive or of non-executive directors, and recommend a successor to the CEO and top executives when considered necessary, as well as make recommendation for development of a succession plan for the CEO and top executives of the Company. The Nomination and Remuneration Committee reviews Board membership on a regular basis, considering *inter alia* (i.e., among other things), the length of service of members, their contribution to the work of the Board of Directors and the breadth of expertise of the Board of Directors as a whole in order to formulate and oversee the implementation of the Company's business strategies.

The Nomination and Remuneration Committee is also responsible for recommending to the Board of Directors the remuneration arrangement for non-executive and independent directors of the Board of Directors.

In performing its duties, the Nomination and Remuneration Committee maintains effective working relationships with the Board of Directors, and each Committee member obtains an understanding of the detailed responsibilities of Nomination and Remuneration Committee membership as specified in this Charter.

The Nomination and Remuneration Committee defines, on behalf of the Board of Directors and the Shareholders, the Company's remuneration policy for the CEO and Executive Vice Presidents, and determines their specific remuneration, benefits and terms of employment, including pension rights and any compensation payments, and monitors implementation of the Company's human resources vision and strategy. On an annual basis, the Nomination and Remuneration Committee, on behalf of the Board of Directors, conducts an annual performance assessment of the CEO and the top management.

2. Authority

The Board authorizes the Nomination and Remuneration Committee, within the scope of its responsibilities, to propose candidates with proper qualifications to the Board of Directors, and make all decisions relevant to this Charter (other than where the approval of Board of Directors is specifically required), and to have access to professional advice inside and outside the Company at the Company's expense, subject to the prior approval of the Board of Directors.

3. Organization

3.1 Membership

- The Nomination and Remuneration Committee shall be appointed by the Board of Directors.
- The Nomination and Remuneration Committee shall be comprised of Non-Executive Directors.
- The Nomination and Remuneration Committee shall be comprised of three (3) members from the Board of Directors, one (1) of which shall be an Independent Director.
- The quorum for the Nomination and Remuneration Committee meetings shall be at least two thirds ($\frac{2}{3}$) of all of its members.
- Each member shall be capable of making a valuable contribution to the Nomination and Remuneration Committee.
- The Chairman of the Nomination and Remuneration Committee shall be the Chairman of the Board of Directors, or a Non-executive Director appointed by the Board of Directors.
- The term of office for Nomination and Remuneration Committee members shall be three (3) years to ensure continuity. Members shall be permitted to be re-elected for another term, if the Board of Directors or the Shareholders Meeting deems it necessary.
- The secretary of the Nomination and Remuneration Committee shall be nominated by the Board of Directors.
- All members shall be totally independent with no financial interest, other than as Shareholders, in the matters to be decided, no potential conflicts of interest in the decisions made arising from cross-relationships, and no involvement in the day-to-day management of the Company.

The Nomination and Remuneration Committee is currently comprised of the following three (3) members:

Name	Position
1. Mr. Guy Richelle	Non-executive Director and Chairman of the Nomination and Remuneration Committee
2. Mr. Vitthaya Vejajiva	Independent Director and Nomination and Remuneration Committee Member
3. Mr. Jan Franciscus Maria Flachet	Non-executive Director and Nomination and Remuneration Committee Member

3.2 Attendance

- The Nomination and Remuneration Committee shall be authorized to invite such other persons (e.g., Management representatives, external advisors) to its meeting as it deems necessary.
- Meetings shall be held at least one (1) time per year. Additional meetings shall be convened as deemed necessary.
- All members of the Nomination and Remuneration Committee shall be expected to attend meetings in person or via telephone/video conference.
- Meeting agendas shall be the responsibility of the Chairman of the Nomination and Remuneration Committee, with input from members of the Nomination and Remuneration Committee. Meeting agendas, along with appropriate briefing materials, shall be provided to the Nomination and Remuneration Committee members in advance of meetings.
- Minutes of Meetings shall be prepared by the secretary and distributed to all members within 48 hours of each meeting. Minutes of the meetings shall be confirmed at the next meeting of either the Board of Directors or the Nomination and Remuneration Committee.

4 Roles and Responsibilities

4.1 Nomination

Nomination responsibilities include:

- Review and recommend the criteria for Board of Directors membership and required qualifications.
- Review the composition, size and experience of the Board of Directors on a regular basis, including current and future requirements, having regard in part to regulatory constraints.
- Make recommendations to the Board of Directors of candidates with proper qualifications for the Board of Directors to submit for appointment to the Annual General Meeting of Shareholders.
- Seek proposals of individuals for appointment as independent members of the Board of Directors.
- Ensure that new members to the Board participate in the orientation program for new Directors.
- Review and recommend to the Board of Directors the remuneration arrangements for non-executive and independent directors of the Board of Directors, including their responsibilities for Nomination and Remuneration Committee activities, for subsequent approval by Shareholders.
- Make recommendations to the Board of Directors for the successor to the CEO, when considered necessary.
- Develop a succession plan for the CEO that considers both potential internal and external candidates.

4.2 Remuneration

Remuneration responsibilities include:

- Review the Company's annual remuneration strategy, and recommend strategy to the Board of Directors for endorsement.
- Establish guidelines for remuneration on the initial appointment of the CEO and the Executive Vice Presidents of the Company.
- Ensure that a proper system of long-term and short-term compensation is in place to provide performance-oriented incentives to management.
- Monitor implementation of the company's human resources vision and strategy, including management development programs for Executive Vice Presidents.
- Evaluate the CEO's performance based on a personal development plan, which incorporates short-term and long-term objectives, together with performance targets linked to the Company's strategy. Determine the salary and benefits annually at the end of each financial year.
- Ensure that the Company's remuneration packages are competitive in view of industry practices, and judge where to position the Company relative to other similar companies with respect to salaries and relevant performance of comparable peers.
- Establish a remuneration policy and package designed to attract, retain and motivate staff of outstanding ability and of the quality required; however, the Nomination and Remuneration Committee shall avoid, where possible, paying more than is necessary for this purpose.
- With respect to early retirements for the and Executive Vice Presidents, the Nomination and Remuneration Committee should avoid rewarding poor performance, while dealing fairly with cases where departure is not due to poor performance.
- Ensure that succession plans for CEO and Executive Vice Presidents are reviewed periodically through assessment of specific Executive Vice Presidents positions and qualified potential replacements.

4.2.1 Salary and Benefits of CEO and Executive Vice President

- Review the salary and benefits of the CEO, and on the recommendation of the CEO, review the salaries and benefits of individual Executive Vice Presidents, at the end of each financial year, based on performance assessment and operational performance of the Company.

4.2.2 Bonus of CEO and Executive Vice Presidents

- Implement an annual performance related bonus scheme for the CEO and Executive Vice Presidents.
- Approve the objectives and the compensation (which, for Executive Vice Presidents, is proposed by the CEO).
- Annual performance bonus should be a percentage of base salary, and depend upon the achievement of individual performance targets, which reflect the Company's strategic objectives and the individual's contribution to such objectives.
- Bonuses shall be aligned to give the CEO and Executive Vice Presidents incentives to perform at the highest levels.

4.2.3 Long Term Incentive Plan

- Review and approve employee long term incentive plans for the Company.

4.2.4 Pensions and Life Assurance Benefits

- Assess reasonableness of pensions and life assurance benefits of employees. In principle, pensionable salary shall not include annual bonuses or the value of other contingent benefits.

4.2.5 Aggregate Salary and Bonuses

- Review the aggregate salary, benefit and bonus package of employees, with a review of each individual package that exceeds the maximum level under the applicable Company grading system.

4.2.6 Notice Period for Resignation of CEO and Executive Vice Presidents

- Establish notice periods for the CEO and Executive Vice Presidents at initial appointment. Notice periods shall not be less than 3 months.
- Approve the terms and conditions of early retirement for the CEO and Executive Vice Presidents.

Code of Conduct

The Company is committed to conducting its activities and operations in full compliance with laws/regulations of the countries in which we operate, as well as complying with ENGIE Ethics Charter. This includes conforming to locally accepted standards of good corporate citizenship, complying with ethical principles as occasionally announced by ENGIE, and ensuring that interests of its Shareholders are best served.

1. The Company's activities and operations shall be carried out in strict compliance with all applicable laws, and relevant rules and regulations of the countries in which the Company operates, and in line with ENGIE Ethics Charter and the Company's Anti-Bribery Policy.

2. In each of its decisions regarding its activities and operations, the Company shall respect the environment (both our natural and human environment), and take into account the direct and indirect impact of its activities and operations on the environment in order for the Company to conduct itself as a business leader responsible for the sustainable development of its business. Under this environmental and social responsibility, the Company shall be committed to its **Environmental Policy** in order to encourage concern and respect for the natural and human environment.
3. Employees shall ensure that the Company deals in all fairness with its customers, suppliers, competitors and any stakeholders in order to conduct its activities and operations. In its relations with government authorities, customers and suppliers, the Company shall not, directly or indirectly, engage in bribery, kickbacks, payoffs, or other activities which may be construed as corrupt business practices.
4. The use, directly or indirectly, of the Company funds for political contributions to any organization or to any candidate for public office shall be strictly prohibited, where such contributions are forbidden by applicable laws/regulations. Where such contributions are lawful and organized within a legal framework, they shall be kept at a minimum, shall be made in a fair and prudent way avoiding any partisan or one-sided attitudes, shall not be made to organizations or candidates holding extremist views, and shall be approved by CEO.
5. Sales and marketing agents, representatives and consultants shall be retained and paid only if they operate independently from the Company, and in conformity with applicable laws/regulations. All contracts and agreements shall be in writing. Compensation shall be comparable to that paid to similar agents for similar work, and shall be in accordance with the applicable detailed policy.
6. The Company funds and assets shall be utilized solely for lawful and proper corporate purposes. Transfer or expenditure of such funds or assets shall be undertaken only if the stated purpose is in fact the actual purpose. The transfer or expenditure of such funds and assets shall be authorized in writing in accordance with established policies/procedures. No false or artificial entries shall be made in the Company books and records for any reason, and all financial transactions shall be accurately and properly accounted for in those books and records.
7. Employees shall not take advantage of, commercialize, or exploit any of the Company's information or property, or their position with the Company for the purpose of inappropriate personal gains or opportunities.
8. In principle, employees shall not offer/accept gifts or hospitality in connection with, or because of, the Company's activities and operations. Nevertheless, in accordance with **Gifts and Hospitality Policy**, courtesy considerations may lead to their acceptance, and such gifts or hospitality must be limited in number and associated local occasions which justify them in according to local custom. Employee shall not offer/accept cash from any the Company customer, supplier or business associate, and only offering/accepting gifts or hospitality of a reasonable amount shall be permitted. Employees shall be permitted to offer/accept gifts or hospitality, only if such gifts or hospitality have no influence on their decision making, and are not illegal under applicable laws/regulations (Please refer to **Gifts and Hospitality Policy** for detailed guidance on this topic).
9. Employees shall avoid conflict of interest situations between their direct or indirect personal interests (including their immediate family members) and the interests of the Company. Typical conflict situations include providing services to (whether as an employee or otherwise), or owning shares or stock options, in business entities which are competitors, customers or suppliers of the Company (exception: minor shareholdings of less than 1% in listed companies are not considered to result in conflict of interest situations).

10. The Company employees shall not accept shares or stock options of any related companies, other than the Company.
11. Employees shall notify their Direct Superior of any actual or potential conflict of interest situation, and obtain a written ruling as to their individual case (which, in the case of Directors or EVPs can only be given by the Board of Directors or one of its committees, and shall also be disclosed to Shareholders).
12. Employees shall not buy or sell shares or other securities of a business undertaking, or give advice on the same, if he/she has access by reason of his/her professional activities with the Company, to any non-public information about that business undertaking (whether a part of the Company or not). Trading by employees of the Company shares or stock options shall be permitted only in accordance with **Insider Trading Policy**.
13. All employees shall be treated fairly and equally in terms of accountability, rights, remuneration and labor practices, and in compliance with the labor laws/regulations. All benefits provided to the Company employees in addition to their standard remuneration (salary and bonus) shall be awarded in full compliance with corporate guidelines and laws/regulations (including tax regulations), and shall remain in line with local practice.
14. The Company shall respect the privacy of data relating to individual persons (whether employees or third parties) that it holds or handles as part of its information processing activities or otherwise, and shall support and respect, within its sphere of influence, the protection of international human rights set out in the United Nations Universal Declaration of Human Rights.
15. Employees shall maintain the confidentiality of the Company's all corporate non-public information that is made available to them. The Company shall recognize Intellectual Property Rights and other proprietary information as a central Shareholder value. The Company shall take every appropriate action to preserve and enhance its Intellectual Property, and shall respect the Intellectual Property Rights of others.
16. All Directors and employees in the Company shall strictly comply with this Code of Conduct accordingly, and shall be responsible for the continued enforcement of, and compliance with, this Code of Conduct, including necessary communication and training, in order to ensure their knowledge and compliance. Non-compliance with this Code of Conduct shall result in disciplinary measures.
17. Any employee facing difficulties in understanding or application of this Code of Conduct shall consult with their Direct Superior. Any reports of violations of this Code of Conduct by an employee to his/her Direct Superior, or directly to the Company's Ethics Officer, shall be treated seriously and confidentially, provided that they are made in good faith and properly documented. The Company shall not take any retaliatory action against employees or Directors who make such reporting in aiming to comply with this Code of Conduct.

This Code of Conduct shall be treated as a part of the Company's rules and regulations, and all Directors and employees shall strictly comply with it accordingly.

Anti-Bribery Policy

The Company does not tolerate bribery or any other form of corrupt business behaviour.

1. This policy applies to all the Company activities and operations with the public and private sectors.

2. Bribery is against the laws of many countries, and it is the very opposite of everything the Company stands for. The Company requires compliance with the highest ethical standards and all laws/regulations that apply to our business. The Company values integrity and transparency, and prohibits corrupt activities of any kind, whether committed by the Company employees or by third parties acting for or on behalf of the Company.
3. This anti-bribery policy fully reflects the values and ethical principles set out in the ENGIE Ethics Charter and Code of Conduct.
4. Violations of this anti-bribery policy have serious, including criminal, consequences for individuals, as well as for the Company. Hence, the Company employees and third parties acting for, or on behalf of, the Company will be held accountable, if they do not comply with this anti-bribery policy.
5. The Board of Directors closely oversees the Company's bribery prevention policies, procedures and processes. It is the firm intention of the Company Executive Management team to ensure that anti-bribery policies, procedures and processes are embedded in the Company organization, and the conduct of our business, under the responsibility of the Company line managers and business process owners. To support this policy, a dedicated ethics and compliance responsibility is included in the mission of the Company Ethics Officer.
6. The Company is committed to conducting business in full compliance with anti-bribery laws/regulations and ENGIE Ethics Charter. The Company regards compliance with anti-bribery laws/regulations as crucially important, and everyone who acts for the Company is expected to apply the highest standards of integrity to all their activities, and to comply fully with the Company ethical principles, policies, procedures and processes. This will ensure that the Company's activities and operations are aligned with ethical responsibilities, and maximize the long term sustainability of our business and of the communities in which we operate.
7. No one acting for the Company is allowed to offer or to give any form of advantage, whether monetary or otherwise, to any individual or company, in order to influence their behaviour contrary to honesty or integrity, or with the aim of gaining a commercial advantage. Further, no one is allowed to request, to agree to receive, or to accept such an advantage.

This Anti-Bribery Policy shall be treated as a part of the Company's rules and regulations, and all Directors and employees shall strictly comply with it accordingly.

Insider Trading Policy

The Company is a listed company on the SET since 21 April 2005.

In order to comply with the insider trading guidelines as published by the SET Notification in "RE: Guidelines on Disclosure of Information of Listed Companies", Management notifies all employees of the Company's Insider Trading Policy as follows

1. All Directors and employees with the position at equal or higher than SVP shall report to VP Finance & IR all purchases and sales of their Company's securities within 3 working days after completion of such transaction.
2. All Directors and employees shall strictly take all reasonable precaution of information which has not been publicly released or which is intended to be used solely for the Company purposes or which the Company temporarily withholds, and shall not use such information to obtain personal benefit or disclose or exchange any of such information with or to any person for any personal use.

3. All Management, including but not limited to, Directors, Executive Management Committee (the “EMC”), employees in Finance, Accounting, and Budgeting functions, who are exposed to the Company’s relevant financial information, shall be prohibited from carrying out any transaction involving the shares of the Company over a period of 30 calendar days leading up to the publication of the annual and quarterly consolidated financial statements and financial information.

This Insider Trading Policy shall be treated as a part of the Company’s rules and regulations, and all Directors and employees shall strictly comply with it accordingly.

Ethics Reporting (Whistleblowing) Procedure

The Company provides a channel through which an informant, be it an employee or somebody from third party, can report unethical business practices, any non-compliance of the Company’s Corporate Governance Policy (especially the anti-bribery policy and the insider trading policy), any violation of rights, or any other ethical concerns. The Company’s Ethics Officer is responsible for receiving such reports from the informant, and then proceeds with the investigation if the Ethics Officer considers that such report has valid grounds. The report, as well as the information relating to the informant, is kept strictly confidential, shall not be publicly disclosed, and shall be used only for the purpose of the investigation.

The Company also provides protection measures, as well as non-retaliation measures, to the whistleblower, as well as all relevant witnesses, during and after the investigation, provided that the complaint is made in good faith.

The Company’s Ethics Officer prepares a summary and progress of the investigation in accordance with the process under the Ethics Compliance Management Procedure on an annual basis.

Resources

The Company has issued a policy regarding the efficient utilization of resources. Especially given the fact that the Company is in the energy business, it recognizes the value of all resources, including water, electricity and other supplies. The Company for instance encourages its employees to reuse paper for internal matters, as well as to switch off the computers and other electricity before they leave the office.

Management Control of subsidiaries/affiliates

The Company appoints and nominates its member of the Board of Directors and/or managements to be members of the Board of Directors of subsidiaries and affiliates. For existing subsidiaries in which we hold more than 90% stake, including Glow IPP, Glow SPP 1, Glow SPP 2, Glow SPP3, Glow SPP 11, Glow Company, Glow IPP 2 Holding, and Glow IPP 3, all board members are appointed by the Company. For other subsidiaries and affiliates, the number of Board members who are nominated by, and represent the Company are:

- GHECO-One (65% stake): 5 out of 8 board members
- Houay Ho Power (67.25% stake; direct and indirect holding): 4 out of 9 board members
- Houay Ho Thai (49% stake): 2 out of 5 board members
- Glow Hemaraj Wind (49% stake): 4 out of 8 board members

Although separate companies within our corporate group own our key operating assets, we maintain a single centralized management structure for all of our companies and assets. This allows us to effectively monitor and coordinate our operation and management of all key operating assets.

Auditor's Fee

Auditor's remuneration for the period of 1 January 2015 to 31 December 2015 consists of

Unit: Baht

	The Company	Subsidiaries
Audit fee	1,719,763.00	7,958,329.00
Non - audit fee		
- Review of Financial ratios	400,000.00	-
- Agree-upon procedure	500,000.00	480,000.00
- Others		221,205.00

Internal Control and Risk Management

Internal Control

The Audit Committee consists of three (3) members who are also members of the Company's Board of Directors. The Company's Internal Auditor reports to the Audit Committee and the CEO. Some of the internal audits are performed in cooperation with ENGIE Internal Audit.

In 2015, the Audit Committee assessed the adequacy of the Company's existing internal control systems to ensure the effectiveness of all operational and financial controls. Taking into account the current business environment and organizational characteristics, the Audit Committee concluded that the internal control systems in place are adequate and appropriate. Additionally, the Company's Statutory Auditor commented that there were no material deficiencies in the Company's internal control systems in accordance with Thai Standards on auditing.

The Organization and The Environment

- The Company's current organizational structure allows the Company's management team to operate objectively and efficiently by clearly specifying the roles and responsibilities of each person.
- During the past years, the Company has dedicated substantial time and effort on continuing to improve the internal control framework.
- Comprehensive policies and procedures have been developed and thereafter implemented for every significant business processes. Employees are required to comply with these policies and procedures within the context of their respective functional responsibilities.
- A Code of Conduct has been implemented, and, along with the ENGIE Ethics Charter, has been communicated to all employees.
- Internal Audit formally reports its activities and its findings to Company's CEO and to the Audit Committee at least four (4) times each year.
- The Company is also subject to audits performed by ENGIE Internal Audit, which works closely with the Company's Internal Audit function, the latter of which is responsible for coordinating and following-up on the implementation of all audit recommendations.

- The Company's COO, CFO and CEO commit to, by signing an annual internal control attestation letter, formulating internal control systems within the scope of their respective responsibilities. This is based on existing monitoring programs, and must take into consideration the conditions and constraints relevant to the internal control function. This process includes evaluations that are carried out using self-assessment questionnaires on the general control environment.

Risk Management

- Business risks, present and future, deemed as having a potential impact on the business's ability to achieve its objectives are formally assessed and managed within the context of the strategic, financial, operational and compliance environment. The impact and likelihood of each risk and associated risk factors are identified and assessed, as well as development of risk responses and measure to reduce such risks.
- Identified risks are monitored continuously.
- Risks are discussed during the Board Meetings and monthly management meetings.

Operation Controls of The Management

- Internal and General Power Of Attorney ("POA") have been established and communicated to all Company employees. Both documents are updated as required and approved by the Board of Directors. The POA clearly specifies authorization limits for capital and operational expenditures on a functional basis.
- For other transactions with major shareholders, directors, management, staff or other persons related to those parties, the Company has established strict rules in Related Party Transactions Policy in order to prevent any conflicts of interest, which take into consideration the optimization of the Company's value on behalf of shareholders and other stakeholders. In addition, all related-party transactions must be completed on an "arms-length" basis - the same basis applicable to all third party transactions.

Information and Communication Systems

- Important and reliable business and financial information is made available to the Board of Directors to assist them in all decision making processes.
- The Company strives continuously to improve information and communication systems.
- Before the Board Meeting, and within the minimum period of time prescribed by law, the members of the Board of Directors receive an invitation, meeting agenda, and all related supporting documentation for consideration during official Board Meetings. Moreover, the minutes of the Board Meetings are available for shareholders to inspect, and to ensure the appropriateness of the actions of the Board of Directors.
- The Company maintains and retains all documentation used in the recording of accounting transactions, as well as all other relevant supporting documentation, in an organized manner and in compliance with laws regulating the documentation retention period.
- The Company applies generally accepted accounting principles and policies in accordance with Thai Accounting Standards ("TAS") and other applicable International Financial Reporting Standards ("IFRS"), as aligned with the characteristics of the Company's business.

Monitoring Systems

- Internal Audit promptly reports all material internal control deficiencies to the management and to the Audit Committee. The Audit Committee evaluates these deficiencies, assesses the adequacy of the remediation plans in place, and reports these findings to the Board of Directors for their consideration within a reasonable period of time.
- The Board of Directors monitors and compares the operational performance of the organization and management using agreed upon objectives, key performance indicators and budgets.
- The Company's internal control systems are audited continuously.
- Each year, the Company agrees on an Internal Audit Plan based for identified high-risk business processes to be included in the Internal Audit's planning.

Regulations on Internal Control

- The Company's corporate governance principles and internal control requirements have been undergoing reforms for several years.
- In September 2003, ENGIE launched the Control Disclosure Program ("CODIS") in response to increasing regulatory pressures regarding internal control and disclosure requirements, such as the French Law on Internal Control ("LSF"). Beyond the importance of ensuring compliance, the Program was seen as an opportunity to add value by reinforcing the Company's existing financial reporting processes, as well as our group of companies' internal control systems.
- The CODIS program was renamed to the INCOME (Internal Control Management and Efficiency) program in 2009 for the purpose of focusing on management of internal controls and their efficiency benefits.
- The INCOME Internal Control program required a significant effort. All processes and relevant internal control procedures related to operational processes and financial statements have been documented and assessed by the Business Process Owners ("BPOs") for design effectiveness (completeness of documentation of the internal controls) and operating effectiveness (effective execution of the internal controls). This self-assessment process reinforces ownership and responsibility. It also guarantees the sustained operational effectiveness of the internal control system, and ensures its ability to adapt to organizational, procedural, or regulatory changes. Accounting management, asset management, sales management, procurement management, inventory management, operations management, corporate governance, and IT management are among the processes that are documented.
- BPOs are assisted by an Internal Control Coordinator ("ICC"). The ICC ensures the Internal Control program's proper implementation within the company, and prepares information in support of the COO, CFO and CEO's signing of the annual internal control attestation letter.
- Internal Audit and Statutory Auditor conduct extensive tests on the Company's most critical internal controls in business processes. These tests, which include assessments of design and operating effectiveness, help improve internal control systems by recommending action plans designed to remedy identified deficiencies and opportunities for improvement.
- The management develops the necessary remediation plans for all deficiencies identified during these tests. The implementation of remediation actions is closely monitored and subject to ongoing tests to ensure effective implementation.

- On 28 September 2015, the Company's COO, CFO and CEO signed the Internal Control Attestation Letter for the 2015 Financial Year, which was subsequently submitted to CEO and CFO of ENGIE Asia-Pacific Business Area.
- The Company will continue to embed the above noted internal control systems into the corporate culture and business processes of its organization.

Internal Audit

- Management appoints, removes and replaces the Internal Auditor with the consent of the Audit Committee.
- Mr. Chaiwut Rattapornsinchai has been appointed to serve as Internal Auditor of the Company.

Related Party Transactions



Details of Related Party Transactions

The Company has business transactions with its subsidiaries, associated companies and related companies as details disclosed in the note to the financial statements No. 25.

In addition, the Company and its six subsidiaries, comprising of Glow Co., Ltd., Glow SPP 1 Co., Ltd., Glow SPP 2 Co., Ltd., Glow SPP 3 Co., Ltd., Glow SPP 11 Co., Ltd., Glow IPP Co., Ltd. and GHECO-One Co., Ltd. jointly entered into Support Services Agreement and Engineering Services Agreement dated 9 February 2009 and Novation Agreement dated 25 November 2014 with GDF SUEZ Energy Asia Co., Ltd., whereby, GDF SUEZ Energy Asia Co., Ltd. shall provide consulting services in respect of engineering, operational, financial and auditing system, investment, project finance, insurance, etc. The service fee is based on reference market rate and will be determined in the agreed hourly rate depending on the type of services. The term of the agreements is 2 years from 11 July 2008, automatically renewed for successive one- year term unless termination is notified by either party. Nevertheless, the agreements shall be automatically terminated on the date that ENGIE S.A. (the ultimate shareholder) holds directly or indirectly less than 25 percent of the shares of Glow Group.

Necessity and Reasonableness of the Related Transactions

The related transactions of the Company and the person who might have conflict of interest for the past year have been done by taking into consideration the maximum benefit of the Company, and the Audit Committee has considered and agreed that such transactions were normal course of the business and there was no benefit transfer between the Company and the person who might have the conflict of interest. In addition, price fixing, fee rate and interest rate of the transactions all were in accordance with general trade conditions. Price fixing was comparable to market price and competitive mechanism or was the reasonable price and did not have condition that differed from making transactions with other third parties.

Approval Procedures of Related Transactions

For related transactions with the normal course of business operations, the approval procedures are in accordance with the regulations of the company, the subsidiaries, and the associated companies, just like the transactions provided to other unrelated business. For other related transactions, the Company has control measures in compliance with related regulations of Securities Exchange Commission (SEC) and Stock Exchange of Thailand (SET). In addition, for the consideration of the related transactions between the Company and the persons who might have conflict of interest and are a shareholder or the management of such company, such shareholder or such management shall not take part in the approval process.

Policy and Trend of Related Transaction in the Future

The Company anticipates that there will be related transactions incurred in the future because the related transactions of the Company have been done in accordance with the normal business of the Company and the Company has the policy to operate such related transactions for the maximize benefit of the Company. For the related transactions in the future, the Company shall comply with the laws concerning securities and stock exchange and the regulations, announcements, orders or requirements of the Stock Exchange of Thailand as well as to comply with the requirements concerning the disclosure of the related transactions and the acquisition and disposal of the material assets of the Company including compliance with the accounting standard specified by the Accountants and the Certified Public Auditors Association of Thailand and Federation of Accounting Professional.

However, if there is a related transaction of the Company with a person who might have conflict of interest or the stakeholders or who might have conflict of interest in the future, the Company shall appoint the Audit Committee to give opinion on necessity and reasonableness of such transaction and the appropriateness of price fixing of other items so as to be in accordance with the general market price and with the conditions that is not different from other third parties or at prime cost. In addition, the Company shall disclose the related transactions in the note to the financial statements, which has been audited by the auditors of the Company.

Management's Discussion and Analysis of Financial Condition and Results of Operations



Key Financial Information

Glow Energy Public Company Limited and Subsidiaries						
Statements of Financial Position						
As At December 31, 2015						
Unit : MTHB						
	As at December 31, 2015	%	As at December 31, 2014	%	As at December 31, 2013	%
ASSETS						
CURRENT ASSETS						
Cash and cash equivalents	8,703	7.4%	4,364	3.6%	4,871	3.9%
Trade and other receivables	9,702	8.3%	13,501	11.2%	12,999	10.4%
Other current assets	6,220	5.3%	7,330	6.1%	7,576	6.1%
Total Current Assets	24,625	21.0%	25,196	20.9%	25,446	20.4%
NON-CURRENT ASSETS						
Property, plant and equipment	84,024	71.7%	87,193	72.5%	97,301	77.8%
Other non-current assets	8,520	7.3%	7,934	6.6%	2,259	1.8%
Total Non-Current Assets	92,544	79.0%	95,126	79.1%	99,560	79.6%
TOTAL ASSETS	117,169	100.0%	120,322	100.0%	125,006	100.0%
LIABILITIES AND SHAREHOLDERS' EQUITY						
CURRENT LIABILITIES						
Trade and other payables	5,501	4.7%	8,672	7.2%	9,858	7.9%
Current portion of long-term borrowings & Debentures	8,893	7.6%	8,967	7.5%	9,269	7.4%
Short-term borrowings	1,433	1.2%	1,433	1.2%	1,433	1.1%
Other current liabilities	995	0.8%	1,144	1.0%	988	0.8%
Total Current Liabilities	16,822	14.4%	20,216	16.8%	21,548	17.2%
NON-CURRENT LIABILITIES						
Long-term borrowings and Debentures	42,432	36.2%	44,184	36.7%	53,035	42.4%
Other non-current liabilities	1,956	1.7%	3,352	2.8%	3,162	2.5%
Total Non-Current Liabilities	44,388	37.9%	47,536	39.5%	56,198	45.0%
TOTAL LIABILITIES	61,210	52.2%	67,752	56.3%	77,746	62.2%
TOTAL SHAREHOLDERS' EQUITY	55,958	47.8%	52,571	43.7%	47,260	37.8%
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	117,169	100.0%	120,322	100.0%	125,006	100.0%

Glow Energy Public Company Limited and Subsidiaries Statements of Comprehensive Income As At December 31, 2015						
	Unit : MTHB					
	2015	%	2014	%	2013	%
Revenues from sales	63,431	100.0%	71,716	100.0%	69,207	100.0%
Cost of sales	(49,371)	-77.8%	(57,256)	-79.8%	(55,693)	-80.5%
Gross profit	14,854	23.4%	15,735	21.9%	13,514	19.5%
Other income	1,144	1.8%	333	0.5%	565	0.8%
Administrative expenses	(776)	-1.2%	(773)	-1.1%	(761)	-1.1%
Other Expense	(1,211)	-1.9%	(68)	-0.1%	(1,011)	-1.5%
Profit before Finance cost and Income Tax expense	14,012	22.1%	15,227	21.2%	12,307	17.8%
Finance costs	(3,244)	-5.1%	(3,386)	-4.7%	(3,389)	-4.9%
Income tax expense	(1,093)	-1.7%	(1,005)	-1.4%	(1,031)	-1.5%
Profit after tax	9,675	15.3%	10,836	15.1%	7,887	11.4%
Minority interest	(1,319)	-2.1%	(1,697)	-2.4%	(672)	-1.0%
Net profit	8,355	13.2%	9,139	12.7%	7,214	10.4%

Glow Energy Public Company Limited and Subsidiaries Statements of Cash Flows As At December 31, 2015			
	Unit : MTHB		
	2015	2014	2013
Net cash provided by operating activities	18,383	15,631	9,042
Net cash provided by (used in) investing activities	(2,599)	(1,835)	(1,402)
Net cash used in financing activities	(11,466)	(14,298)	(14,622)
Net increase (decrease) in cash and cash equivalents	4,339	(506)	(6,991)
Cash and cash equivalents as at January 1,	4,364	4,871	11,861
Cash and cash equivalents as at December 31,	8,703	4,364	4,871

Ratio of Financial Statement

Glow Energy Public Company Limited Financial Ratio Summary As of December 31,				
	Unit	2015	2014	2013
Liquidity Ratio				
• Current Ratio	Times	1.46	1.25	1.18
• Quick Ratio	Times	1.13	0.96	0.87
• Cash Ratio	Times	0.99	0.75	0.40

Glow Energy Public Company Limited Financial Ratio Summary As of December 31,				
	Unit	2015	2014	2013
Profitability Ratio				
• Gross Profit Margin	%	23.42	21.94	19.53
• Operating Profit Margin	%	22.09	21.23	17.78
• Net Profit Margin	%	13.17	12.74	10.42
• Return on Equity	%	17.80	21.28	16.07
Efficiency Ratio				
• Return on Asset	%	7.04	7.45	5.66
• Return on Fixed Asset	%	14.45	14.30	12.20
• Asset Turnover	Times	0.53	0.58	0.54
Financial Ratio				
• Debt to Equity	Times	1.09	1.29	1.62
• Interest Coverage	Times	7.00	5.91	3.98
• Dividend Payout	%	n/a ⁽¹⁾	52.90	55.86

Note: ⁽¹⁾ Annual Dividend of 2015 is to be approved in Annual General Meeting of Shareholders

Overview

Glow Energy Public Company Limited and its subsidiaries are one of the largest private electricity generators and providers of industrial utilities in Thailand and neighboring country. We operate IPP and cogeneration facilities (most of which operate as SPPs under Thailand's SPP program) and our core business is to produce and supply electricity to EGAT and to produce and supply electricity and steam to industrial customers in the MIE⁽¹⁾ Area and SEIP⁽²⁾ Area. As of 31 December 2015, we had a total generating capacity of 3,207 MW of electricity and 1,206 tons per hour of steam.

Starting 2014, Thai accounting standard has adopted international accounting standard related to Financial Lease. The only generating unit of Glow Group affected from this change in accounting standard is Glow IPP, 713 MW gas-fired IPP. Implication of Financial Lease accounting standard included, but not limited to, following key aspects:

- Recording Availability Payment received from EGAT as Financial Lease Income and amortization of Lease Receivables
- Recording of Lease Receivables, rather than Property Plant and Equipment as per old standard, and hence no recording of depreciation expense

However, Energy Payment, gas cost, and other operating costs are recorded essentially with the same method.

For 2015, adjustments to reflect Financial Lease accounting standard from old standard are:

- Net adjustment to exclude Availability Payment (Baht -1,749.6 million) and depreciation (Baht +335.7 million) of Baht -1,413.9 million

Note: ⁽¹⁾ Map Ta Phut Industrial Estate in Rayong Province

⁽²⁾ Siam Eastern Industrial Park in Pluak Daeng, Rayong Province

- Net adjustment to include Financial Lease income of Baht +793.5 million
- Net adjustment on Deferred Tax of Baht +118.5 million

As a result, consolidated net profit of 2015, under the new accounting standard, was Baht 8,355.4 million. However, our normalized net profit⁽³⁾, excluding the adjustment of financial lease accounting, which is the basis used to determine our dividend distribution, was Baht 9,797.1 million in 2015, a 1.3 percent increase from Baht 9,667.9 million in 2014.

Revenues

We derive our revenues primarily from sales of electricity to EGAT and sales of electricity, steam, clarified and demineralized water and chilled water to industrial users in the MIE Area and SEIP Area. The following table breaks down our revenues by sources for the periods indicated:

Revenues						
	Year to Date Ended December 31,					
	2015		2014		Difference	
	(Million Baht)	(%)	(Million Baht)	(%)	(Million Baht)	(%)
Revenues from Sales of Goods and Rendering of Services						
Electricity						
Sales to EGAT by IPPs	20,768.1	31.8	27,049.6	36.9	(6,281.5)	(23.2)
Sales to EGAT by SPPs	17,451.5	26.7	18,251.9	24.9	(800.4)	(4.4)
Sales to Industrial Customers	16,827.6	25.7	17,591.5	24.0	(763.8)	(4.3)
Financial Lease Income (Glow IPP)	793.5	1.2	1,275.1	1.7	(481.6)	(37.8)
Total	55,840.7	85.4	64,168.1	87.5	(8,327.4)	(13.0)
Steam	7,921.1	12.1	8,359.5	11.4	(438.5)	(5.2)
Other Products	463.1	0.7	463.3	0.6	(0.2)	(0.0)
Total	64,224.9	98.2	72,990.9	99.5	(8,766.0)	(12.0)
Other Incomes	1,144.4	1.8	332.8	0.5	811.6	>100
Total Revenue	65,369.3	100.0	73,323.7	100.0	(7,954.4)	(10.8)

Our revenues are in part driven by the volumes of electricity and industrial utilities that we produce and sell to our industrial customers in MIE Area and SEIP Area.

Note: ⁽³⁾ Definition of "Normalized Net Profit" is amended to "Net Profit excluding net exchange gain or loss and net change in deferred tax assets (revenues) or liabilities (expenses)"

The following table demonstrates our volumes of electricity and industrial utilities sold for the indicated periods:

	Volumes Sold			
	Year to Date Ended December 31,			
	2015	2014	Difference	%
Electricity dispatch (GWh)				
To EGAT by IPPs	7,868.9	10,428.7	(2,559.8)	(24.5)
To EGAT by SPPs ⁽¹⁾	5,539.8	5,502.2	37.6	0.7
To Industrial Customers	5,080.0	5,101.4	(21.4)	(0.4)
Total	18,488.7	21,032.3	(2,543.6)	(12.1)
Steam (thousands of tons)	7,462.0	7,384.8	77.3	1.0
Processed water (thousands of cubic meters)	12,742.7	12,811.6	(68.9)	(0.5)
Chilled water (thousands of refrigerated tons)	14,144.0	14,480.2	(336.3)	(2.3)

Note: ⁽¹⁾ Included electricity dispatch to PEA under VSPP scheme by Glow Energy Solar which accounted for 2.40 GWh and 2.38 GWh in 2014 and 2015, respectively.

Revenues from Sales of Goods

Electricity Sales to EGAT

We sell electricity to EGAT under our EGAT power purchase agreements⁽⁴⁾. We are currently party to 3 IPP power purchase agreements, in respect of 1,373 MW of electricity located in Thailand and 128 MW of electricity located in Lao PDR in which 126 MW sales to EGAT and 2 MW to Electricite Du Laos (EDL). We are also a party to 11 SPP power purchase agreements and 1 VSPP power purchase agreement (Glow Energy Solar), in respect of an aggregate of 844 MW and 1.55 MW of electricity respectively.

Electricity Sales to Industrial Customers

We sell electricity to our industrial customers under our power supply agreements. As of 31 December 2015, we were party to a total of 77 power supply agreements with 60 industrial customers in respect of an aggregate of 737 MW of electricity.

Steam Sales

We sell steam to our industrial customers under our steam supply agreements. As of 31 December 2015, we were party to a total of 31 steam supply agreements with 22 industrial customers in respect of an aggregate of 1,180 tons per hour of steam.

Processed Water Sales

We sell clarified water and demineralized water to our industrial customers under our water supply agreements. As of 31 December 2015, we were party to a total of 15 water supply agreements with 9 customers in respect of an aggregate of 1,668 cubic meters per hour of water.

Chilled Water Sales

We sell chilled water to our industrial customers under our water supply agreement. As of 31 December 2015, we were party to a total of 2 water supply agreements with 2 customers in respect of an aggregate of 2,050 refrigerated tons of chilled water.

Note: ⁽⁴⁾ Sales of electricity to EGAT, under IPP program, consist of Availability Payment and Energy Payment whereas sales of electricity to EGAT, under SPP program, consist of Capacity Payment and Energy Payment.

Expenses

Our expenses consist of cost of goods sold and selling and administrative expenses. The following table demonstrates the different components of our expenses by their amount and as a percentage of our total expenses for the periods indicated:

Expenses						
	Year to Date Ended December 31,					
	2015		2014		Difference	
	(Million Baht)	(%)	(Million Baht)	(%)	(Million Baht)	(%)
Cost Goods Sold						
Fuel						
Natural Gas	30,923.4	60.2	37,277.0	64.2	(6,353.6)	(17.0)
Coal	8,299.7	16.2	10,166.9	17.5	(1,867.2)	(18.4)
Diesel	77.9	0.2	46.2	0.1	31.7	68.5
Maintenance	2,489.6	4.8	1,852.3	3.2	637.2	34.4
Depreciation and Amortization	4,229.5	8.2	4,674.6	8.0	(445.0)	(9.5)
Other	3,350.9	6.5	3,238.9	5.6	112.0	3.5
Total Cost Goods Sold	49,370.9	96.1	57,255.9	98.6	(7,885.0)	(13.8)
Selling and Administrative Expenses						
Depreciation and Amortization	30.3	0.1	31.5	0.1	(1.2)	(3.8)
General	745.3	1.5	741.6	1.3	3.6	0.5
Total Selling and Administrative Expenses	775.6	1.5	773.1	1.3	2.5	0.3
Other Expenses	1,211.1	2.4	68.0	0.1	1,143.1	>100
Total Expenses	51,357.6	100.0	58,097.0	100.0	(6,739.4)	(11.6)

The following table shows a breakdown of our costs for our IPP facilities, on one hand, and for our cogeneration facilities, on the other:

IPP and Cogeneration Facilities Cost of Sales of Goods Breakdown ⁽¹⁾						
	Year to Date Ended December 31,					
	2015		2014		Difference	
	(Million Baht)	(%)	(Million Baht)	(%)	(Million Baht)	(%)
IPP Facilities						
Natural Gas	5,635.1	38.7	9,825.7	48.3	(4,190.6)	(42.6)
Coal	5,615.2	38.6	7,220.3	35.5	(1,605.1)	(22.2)
Diesel	74.3	0.5	41.2	0.2	33.1	80.4
Maintenance	904.8	6.2	424.1	2.1	480.7	>100
Depreciation and Amortization	1,419.2	9.7	1,838.8	9.0	(419.6)	(22.8)
Others	913.0	6.3	972.7	4.8	(59.7)	(6.1)
Total Cost of Goods Sold	14,561.6	100.0	20,322.8	100.0	(5,761.2)	(28.3)

IPP and Cogeneration Facilities Cost of Sales of Goods Breakdown ⁽¹⁾						
	Year to Date Ended December 31,					
	2015		2014		Difference	
	(Million Baht)	(%)	(Million Baht)	(%)	(Million Baht)	(%)
Cogeneration Facilities						
Natural Gas	25,288.3	72.6	27,451.3	74.3	(2,163.0)	(7.9)
Coal	2,684.5	7.7	2,946.6	8.0	(262.1)	(8.9)
Diesel	3.6	0.01	5.0	0.01	(1.4)	(28.8)
Maintenance	1,584.7	4.6	1,428.2	3.9	156.5	11.0
Depreciation and Amortization	2,810.3	8.1	2,835.8	7.7	(25.4)	(0.9)
Others	2,437.9	7.0	2,266.2	6.1	171.8	7.6
Total Cost of Goods Sold	34,809.3	100.0	36,933.0	100.0	(2,123.7)	(5.8)

Note: ⁽¹⁾ The data presented herein as the cost of sales of our cogeneration facilities is our consolidated financial results less the results of Glow IPP Co., Ltd., Houay Ho Power Co., Ltd. and GHECO-One Co., Ltd. In fact, certain of these amounts are attributable to portions of our business, which are not technically our cogeneration facilities, although these amounts represent only a small portion thereof.

Cost of Goods Sold

Fuel

The principal fuels that we use to generate electricity and steam are natural gas and coal. Purchases of natural gas constitute our single largest portion of operating expenses, accounted for 60.2 percent of our total expenses in 2015.

The following table demonstrates our average gas costs for the periods indicated:

Average Effective Cost of Natural Gas ⁽¹⁾				
	Year to Date Ended December 31,			
	2015	2014	Difference	
	(Bt/mmBTU)	(Bt/mmBTU)	(Bt/mmBTU)	(%)
Average cost				
To Glow IPP	319.1	326.0	(6.9)	2.1
To Cogeneration facilities ⁽²⁾	307.7	330.7	(23.0)	7.0

Note: ⁽¹⁾ These are not our actual gas prices, but are derived by taking our total natural gas expenses and dividing by total fuel consumption of the facilities for the periods presented.

⁽²⁾ This is a "blended" rate, reflecting principally prices paid to PTG (i) by our cogeneration facilities for gas used to supply electricity to EGAT and industrial customers, (ii) for gas used to fire boilers to generate steam for industrial customers. Each of the prices set out in (i) and (ii) are different. We also purchase small amounts of tail gas from another Thai supplier, which prices are separate and are also factored into the foregoing rates.

Purchases of coal accounted for 16.2 percent of our total expenses in 2015.

The following table demonstrates average coal costs for the periods indicated:

Average Cost of Coal				
	Year to Date Ended December 31,			
	2015	2014	Difference	
	(\$/ton)	(\$/ton)	(\$/ton)	(%)
IPP Facilities				
Equivalent coal price @ 6,322 kcal/kg ^{(1) (AR)}	79.9	96.8	(16.9)	(17.5)
Freight costs ⁽²⁾	9.6	12.8	(3.2)	(24.8)
Cogeneration Facilities				
Equivalent coal price @ 6,700 kcal/kg ^{(1) (AD)}	68.2	81.0	(12.9)	(15.9)
Freight costs ⁽²⁾	7.9	8.6	(0.7)	(7.7)

Note ⁽¹⁾ This equivalent coal price is not actual reference coal price of each facility. It is derived from our actual average coal price (accounted also for inventory) converted into equivalent price at stated calorific value.

⁽²⁾ These reflect our actual freight and insurance costs.

The key determinants of our fuel expenses are the amounts of electricity and steam produced by our facilities and the efficiency with which we are able to generate such products.

The following table demonstrates the energy production levels and heat rates of our facilities for the periods indicated:

Production and Heat Rates		
	Year to Date Ended December 31,	
	2015	2014
Glow IPP		
Equivalent energy production (GWh)	2,506	4,322
Fuel consumption (mmBTU, HHV)	17,674,369	30,168,079
Heat rate (BTU/kWhe, HHV)	7,054	6,980
GHECO-One		
Equivalent energy production (GWh)	4,996	5,509
Fuel consumption (mmBTU, HHV)	44,441,376	49,249,922
Heat rate (BTU/kWhe, HHV)	8,895	8,940
Cogeneration facilities (MIE)⁽¹⁾		
Allocated energy production (GWh equivalent) ⁽²⁾		
Gas-fired cogeneration facilities	8,516	8,505
Coal-fired cogeneration facilities	2,544	2,515

Production and Heat Rates		
	Year to Date Ended December 31,	
	2015	2014
Fuel consumption (mmBTU, HHV)		
Gas-fired cogeneration facilities	68,769,741	69,231,100
Coal-fired cogeneration facilities	26,427,826	26,248,489
Allocated heat rates (BTU/kWhe, HHV)		
Gas-fired cogeneration facilities	8,076	8,140
Coal-fired cogeneration facilities ⁽³⁾	10,389	10,437
Cogeneration facilities (SEIP)		
Equivalent energy production (GWh) ⁽²⁾	1,584	1,662
Fuel consumption (mmBTU, HHV)	13,016,724	13,631,749
Heat rate (BTU/kWhe, HHV)	8,220	8,204

Notes: ⁽¹⁾ We present an "allocated" heat rate, which is a deemed heat rate for our cogeneration facilities that we derive by dividing the total fuel energy consumption of such facilities over a specified period of time by the energy produced during such period. This is not a straightforward exercise, particularly with respect of our Glow SPP 2/ Glow SPP 3 hybrid facility, where, for purposes of such calculation, we are required to "allocate" the amount of energy produced using steam and the amount of energy used producing gas. We make this allocation on the basis of the contribution of each energy source to total energy input, which involves subjective judgments and the use of simplifying assumptions.

⁽²⁾ Includes production of electricity and steam and chilled water (if applicable). For these purposes, steam and chilled water (if applicable) has been converted into MW at a deemed equivalent electrical energy value.

⁽³⁾ CFB start-up gas is charged to the coal heat rates for purposes of the figures presented in this table.

Results of Operations

Fiscal Year 2015 compared to Fiscal Year 2014

Revenues

Revenues from sales of goods and the rendering of services and other incomes that ended 31 December 2015, were Baht 65,369.3 million, a 10.8 percent decrease from Baht 73,323.7 million in 2014. The decreases were attributable to the following factors:

- Revenue received from EGAT by Glow IPP, under IPP scheme, accounted for Baht 8,381.1 million in 2015, a 36.5 percent decrease from Baht 13,193.1 million in 2014. The important drivers of decreasing were lower availability payment and lower energy payment. The decrease in availability payment of Baht 464.1 million from Baht 2,763.0 million to 2,298.9 million resulted from lower availability payment rate, and planned outage for major maintenance during 7 November until 23 December 2015, even though Thai Baht had depreciated which had positive effect on USD-linked revenue, while energy payment decreased by Baht 4,347.8 million from Baht 10,430.1 million to Baht 6,082.2 million due to lower power dispatch to EGAT which decreased by 42.3 percent from 4,316 GWh to 2,492 GWh for 2014 and 2015, respectively and lower gas price.

However, with the adoption of Financial Lease, sales of electricity to EGAT recorded in financial statement consisting of financial lease income accounted for Baht 793.5 million and revenue from sales accounted for Baht 6,631.5 million.

- Sales of electricity to EGAT by GHECO-One, under IPP scheme, accounted for Baht 13,422.5 million in 2015, a decline of 10.6 percent from Baht 15,021.9 million in 2014. These declines were largely due to planned major maintenance

performed during the first quarter (during 1 January until early February 2015), resulting in both lower availability payment and lower power dispatch to EGAT which decreased by 9.4 percent to 4,985 GWh from 5,500 GWh.

- Sales of electricity to EGAT and EDL by Houay Ho Power (HHPC), under IPP scheme, accounted for Baht 714.0 million in 2015, a 32.4 percent decrease from Baht 1,056.4 million in 2014. These decreases were mainly due to a 36.3 percent decrease in volume dispatch to EGAT from 609 GWh to 388 GWh resulting from low rainfall and volume of water in the reservoir.
- Sales of electricity to EGAT by our cogeneration facilities, under SPP scheme, accounted for Baht 17,451.5 million in 2015, a decline of 4.4 percent from Baht 18,251.9 million, when compared to the same period in the prior year. These declines were mostly due to a 7.3 percent decrease in energy payment as a result of 7.0 percent lower in gas price, whereas power dispatch to EGAT was higher by 0.7 percent.
- Sales of electricity to industrial customers by our cogeneration facilities accounted for Baht 16,827.6 million in 2015, a 4.3 percent decrease from Baht 17,591.5 million in 2014. These decreases were mainly due to lower electricity tariff by 4.0 percent relative to a decrease in PEA Ft (0.10 Baht/kWh in Jan., 0.10 Baht/kWh in May and 0.03 Baht/kWh in Sep.) and the Base Tariff (0.01 Baht/kWh after rebasing in Nov.). Additionally, the slight lower electricity sale volume to industrial customers by 0.4 percent from 5,101 GWh to 5,080 GWh.
- Sales of steam to industrial customers by our cogeneration facilities accounted for Baht 7,921.1 million in 2015, a decrease of 5.2 percent from Baht 8,359.5 million compared to the same period in the prior year. These decreases were mainly due to a 6.2 percent lower in selling price as a result of lower gas price, while sale volume increased slightly by 1 percent to 7,462 ktons from 7,385 ktons.
- Sales of other products and services accounted for Baht 463.1 million in 2015 while accounted for 463.3 million as compared to the year before.

Our other incomes consist mainly of revenue from interest income and other items.

We recognized interest income of Baht 44.1 million in 2015, a decline of Baht 8.2 million from Baht 52.3 million in 2014. The interest income was principally attributable to interest earned on cash held in the form of deposits, financial instruments and in reserve accounts under our project financing agreements.

Other items totaled Baht 1,100.3 million, increased by Baht 819.9 million from Baht 280.4 million in 2014. There was a business interruption claim of GHECO-One of Baht 98.9 million booked as other incomes in second quarter of 2014, while there were a booking of compensation of GHECO-One delayed completion of Baht 729.8 million in 2015 and a booking of business interruption claim of CFB3 of Baht 316.6 million which was booked of Baht 250.0 million and Baht 66.6 million in the first quarter and the second quarter of 2015, respectively.

As a result of the foregoing, total revenue accounted for Baht 65,369.3 million in 2015, a 10.8 percent decrease from Baht 73,323.7 million in 2014.

Expenses

Cost of goods sold was Baht 49,370.9 million in 2015, a decrease of 13.8 percent from Baht 57,255.9 million in 2014. This decrease was attributable to the following factors:

IPP facilities

- IPP facilities' cost of natural gas from Glow IPP was Baht 5,635.1 million in 2015, a decrease of 42.6 percent from Baht 9,825.7 million in 2014. The majority of decrease in gas cost of GIPP was attributable to lower gas consumption by 41.4 percent as a result of lower power dispatch to EGAT and planned outage performed in during 7 November until 23 December 2015.

- IPP facilities' cost of coal from GHECO-One was Baht 5,615.2 million in 2015, a 22.2 percent decline from Baht 7,220.3 million in 2014. This decrease was primarily due to lower coal price and lower coal consumption as a result of planned major maintenance performed during the first quarter of 2015.
- IPP facilities' cost of diesel was Baht 74.3 million in 2015, an increase of Baht 33.1 million from Baht 41.2 million compared to the same period in the prior year.
- IPP facilities' maintenance costs were Baht 904.8 million in 2015, an increase of Baht 480.7 million from Baht 424.1 million in 2014. These increases were mostly due to major maintenance of GIPP and GHECO-One.
- IPP facilities' depreciation and amortization costs were Baht 1,419.2 million in 2015, a 22.8 percent decrease from Baht 1,838.8 million in 2014.
- IPP facilities' other costs of goods sold were Baht 913.0 million in 2015, a 6.1 percent decrease from Baht 972.7 million compared to the same period of previous year. IPP facilities' other costs of sales of goods consist mainly of water, chemicals and general overhead costs as well as contribution to Power Development Fund.

Cogeneration facilities

- Our cogeneration facilities' cost of natural gas was Baht 25,288.3 million in 2015, a 7.9 percent decrease from Baht 27,451.3 million, when compared to the same period in the prior year. This decrease was mainly due to lower gas price by 7.0 percent.
- Our cogeneration facilities' cost of coal was Baht 2,684.5 million in 2015, a decrease of 8.9 percent from Baht 2,946.6 million compared to the same period of previous year. The decrease was mainly due to lower average coal price at FOB by 15.9 percent from 81.0 USD/ton to 68.1 USD/ton while coal index also decreased by 15.6 percent from 84.3 USD/ton to 71.1 USD/ton.
- Our cogeneration facilities' cost of diesel was Baht 3.6 million in 2015, a decline of 28.8 percent from Baht 5.0 million compared to the same period in the prior year.
- Our cogeneration facilities' maintenance costs were Baht 1,584.7 million in 2015, an increase of 11.0 or equivalent to Baht 156.5 million from Baht 1,428.2 million in 2014. The increase in these maintenance costs was attributable to schedule major maintenance of some cogeneration facilities.
- Our cogeneration facilities' depreciation and amortization costs were Baht 2,810.3 million in 2015, a slight decrease of 0.9 percent from Baht 2,835.8 million as compared to the same period of previous year.
- Our cogeneration facilities' other costs of goods sold were Baht 2,437.9 million in 2015, an increase of 7.6 percent from Baht 2,266.2 million in 2014. Cogeneration facilities' other costs of sales of goods sold consist mainly of water, chemicals, and general overhead costs as well as contribution to Power Development Fund.

Selling and administrative expenses accounted for Baht 775.6 million in 2015, a slight increase of 0.3 percent or equivalent to Baht 2.5 million from Baht 773.1 million in 2014. These were attributable to the following factors:

- Depreciation and amortization accounted for Baht 30.3 million in 2015, a 3.8 percent decrease from Baht 31.5 million in 2014.
- Other selling and administrative expenses accounted for Baht 745.3 million in 2015, an increase of 0.5 percent from Baht 741.6 million in 2014.

Furthermore, there were net exchange loss of Baht 61.7 million and Baht 1,202.4 million due to unfavorable foreign currency translation booked as other expenses in 2014 and 2015, respectively. The Foreign Exchange exposure is derived from the US dollar-denominated debt in Glow IPP, GHECO-One and Houay Ho Power⁽⁵⁾ which are being served by the US dollar-linked and US dollar revenue from sales of electricity to EGAT.

Note: ⁽⁵⁾ Financial Statement of HHPC is presented in US Dollar and be consolidated into our financial statement presented in Thai Baht

As a result of the foregoing, our total expenses were Baht 51,357.6 million in 2015, a 11.6 percent decrease from Baht 58,097.0 million in 2014.

Profit Before Finance Cost and Income Tax

As a result of the foregoing, our profit before finance costs and income tax Baht 14,011.7 million in 2015, a decrease of 8.0 percent from Baht 15,226.7 million 2014

Finance costs

Our finance costs were Baht 3,243.6 million in 2015, a decrease of 4.2 percent from Baht 3,385.7 million in 2014. The finance costs consist of interest expenses and financial fees.

Our interest expenses were Baht 2,925.0 million in 2015, a decline of 10.6 percent from Baht 3,271.6 million in 2014. The decline in interest expenses was mainly due to the reduction in outstanding interest-bearing debt.

Our financial fees increased Baht 204.5 million to Baht 318.6 million from Baht 114.1 million in 2014. The increase in financial fees were mainly due to restructuring of interest rate.

Income Tax Expenses

Income Tax Expenses are comprised of 2 parts: (a) Current Income Tax Expenses and (b) Net Change in Deferred Tax Asset/Liability (or Net Deferred Tax Revenues/Expenses).

(a) Current Income Tax Expenses

Current income tax expenses were Baht 1,075.1 million in 2015, a decrease of 3.7 percent or equivalent to Baht 41.5 million from Baht 1,116.6 million as compared to the year before. The majority of the decreases in current income tax expenses was mainly due to lower taxable income.

(b) Net Change in Deferred Tax Asset/Liability (or Deferred Tax Revenues/Expenses)

There were bookings of net change in Deferred Tax Asset (Deferred Tax Revenue) of Baht 111.3 million in 2014 and net change in Deferred Tax Liability (Deferred Tax Expenses) of Baht 18.4 million in 2015. Furthermore, net change in Deferred Tax Asset/Liability (Deferred Tax Revenues/Expenses) including the adjustment of deferred tax revenue booked under financial lease of GIPP accounted for Baht 187.6 million and Baht 118.5 million in 2014 and 2015, respectively.

Profit After Tax

As a result of the foregoing, our profit after tax accounted for Baht 9,674.6 million in 2015, a decrease of 10.7 percent from Baht 10,835.8 million in 2014.

Minority Interest

There was a net profit attributed to minority interest of Baht 1,319.2 million in 2015, while the attribution to minority interest was Baht 1,696.9 million in 2014. The minority interest is mainly net profit of GHECO-One attributed to 35% minority shareholders. In 2015, GHECO-One had net profit of Baht 3,415.2 million, including net exchange loss of Baht 956.2 million, while the net profit from GHECO-One in 2014 was Baht 4,209.4 million, including net exchange loss of Baht 4.6 million.

Net Profit

As a result of the foregoing, our net profit was Baht 8,355.4 million in 2015, a decrease of 8.6 percent from Baht 9,138.9 million in the same period of previous year, whereas net profit excluding the adjustment of financial lease accounting of GIPP was Baht 9,539.5 million and Baht 8,832.2 million in 2014 and 2015, respectively.

Normalized Net Profit⁽⁶⁾

Our normalized net profit, which was net income excluding Baht 835.3⁽⁷⁾ millions of net foreign exchange loss and deferred tax expenses of Baht 134.4⁽⁸⁾ million, and excluding the adjustment of financial lease accounting of GIPP, was Baht 9,797.1 million in 2015, an increase of 1.3 percent from Baht 9,667.9 million in the 2014. This normalized net profit is the basis used to determine our dividend distribution.

Consolidated Financial Statements Position Analysis

The following table breaks down our balance sheet statement which is comprised of assets, liabilities and equity for the periods indicated:

Consolidated Financial Statements						
	Year to Date Ended December 31,					
	2015		2014		Difference	
	(Million Baht)	(%)	(Million Baht)	(%)	(Million Baht)	(%)
Current assets	24,624.8	21.0	25,195.7	20.9	(570.88)	(2.3)
Non-current assets	92,543.8	79.0	95,126.5	79.1	(2,582.63)	(2.7)
Total assets	117,168.7	100.0	120,322.2	100.0	(3,153.5)	(2.6)
Current liabilities	16,822.3	14.4	20,216.0	16.8	(3,393.7)	(16.8)
Non-current liabilities	44,388.0	37.9	47,535.5	39.5	(3,147.5)	(6.6)
Total liabilities	61,210.3	52.2	67,751.5	56.3	(6,541.2)	(9.7)
Total equity	55,958.3	47.8	52,570.7	43.7	3,387.7	6.4
Total liabilities and equity	117,168.7	100.0	120,322.2	100.0	(3,153.5)	(2.6)

As of 31 December 2015 Glow Energy Public Company Limited and its subsidiaries had total assets in the amount of Baht 117,168.7 million, a decrease of 2.6 percent or equivalent to Baht 3,153.5 million from Baht 120,322.2 million in 2014. The changes in total assets were mainly attributable to the following factors:

- Cash and cash equivalents, which comprised of cash, bank deposits in current accounts and bank deposits in saving accounts, increased by 99.4 percent or Baht 4,338.5 million from Baht 4,364.2 million to Baht 8,702.7 million. These increases were mainly due to the issue of Baht 4,000 million new debentures to partially rollover debt maturing in 2015 and higher cash generated from operation.
- Trade and other receivables significantly dropped by 28.1 percent or Baht 3,799.2 million from Baht 13,501.0 million to Baht 9,701.9 million. These decreases were mainly due to a decrease in total trade receivables from Baht 10,164.2 million in 2014 to Baht 8,277.6 million in 2015 and a settlement of compensation of GHECO-One delayed completion which was booked as a receivable in 2014.
- Property, plant and equipment declined by 3.6 percent or Baht 3,168.3 million from Baht 87,192.6 million to Baht 84,024.3 million due to an increase in accumulated depreciation.

Notes: ⁽⁶⁾ Definition of "Normalized Net Profit" is amended to "Net Profit excluding net exchange gain or loss and net change in deferred tax assets (revenues) or liabilities (expenses)"

⁽⁷⁾ Excluded net foreign exchange gain/loss attributed to minority shareholders in subsidiaries.

⁽⁸⁾ Excluded deferred tax revenues or expenses attributed to minority shareholders in subsidiaries.

Total liabilities accounted for Baht 61,210.3 million in 2015, a decrease of 9.7 percent or equivalent to Baht 6,541.2 million from Baht 67,751.5 million in 2014. The decreases in total liabilities were mainly due to:

- Trade and other payables dropped to Baht 5,501.4 million in 2015, a decrease of 36.6 percent or equivalent to Baht 3,170.8 million from Baht 8,672.2 million in 2014 due to lower trade payables of Baht 1,788.3 million (resulted also from decrease in gas and coal price) and lower account payables related to acquisition of fixed assets of Baht 1,624.2 million.
- Long-term borrowings from financial institutions dropped to Baht 29,794.4 million in 2015, a decrease of 12.7 percent or Baht 4,323.4 million from Baht 34,117.8 million in 2014, resulting from scheduled debt repayments of both Cogeneration and IPP business.
- Debentures were up to Baht 21,530.6 million in 2015, an increase of 13.1 percent or equivalent Baht 2,497.8 million from Baht 19,032.8 million in 2014 due to the new debenture issuance. Total equity totaled Baht 55,958.3 million in 2015, an increase of 6.4 percent or equivalent to Baht 3,387.7 million from Baht 52,570.7 million in 2014. The increase was mainly due to:
- The profit of the year 2015 in the amount of Baht 8,355.4 million
- The dividend payment during the year 2015 in the amount of Baht 5,256.1 million (consisted of full year dividend from results of year 2014 of Baht 3,225.6 million (paid in May 2015) and interim dividend of year 2015 of Baht 2,030.5 million (paid in Sep 2015))

Consolidated Financial Statements of Cash Flow Analysis

The following table summarizes our cash in and out of the business by activities for the periods indicated:

Consolidated Financial Statements				
	Year to Date Ended December 31,			
	2015	2014	Difference	
	(Million Baht)	(Million Baht)	(Million Baht)	%
Net cash flow from operating activities	18,383.2	15,630.8	2,752.4	17.6
Net cash flow from investing activities	(2,598.9)	(1,835.2)	(763.7)	(41.6)
Net cash flow from financing activities	(11,466.0)	(14,298.3)	2,832.3	19.8
Unrealized exchange gain (loss) of cash and cash equivalents	20.2	(3.7)	23.9	648.7
Net increase (decrease) in cash and cash equivalents	4,338.5	(506.5)	4,821.1	956.6

As of 31 December, 2015 Glow Energy Public Company Limited and its subsidiaries recorded cash and cash equivalents of Baht 8,702.7 million, an increase of Baht 4,338.5 million from Baht 4,364.2 million in 2014. The increases in cash and cash equivalents were driven by net cash flow from operating, investing and financing activities as follows:

- Net positive cash flow provided from operating activities was Baht 18,383.2 million in 2015 as a result of decreases in working capital and interest payment, despite relatively stable profit from operation.
- Net cash flow used in investing activities was Baht 2,598.9 million in 2015 which mainly came from cash paid for maintenance of both cogeneration and IPP facilities. Key units having maintenance in 2015 are GHECO-One, Glow IPP (for 1 unit (out of 2 units)), CFB1, and CFB3.

- Net cash flow used in financing activities was Baht 11,466.0 million in 2015 primarily due to net repayments of loans and debentures of Baht 4,944.6 million and dividends paid during 2015 of Baht 5,256.1 million.

Capital Management

Glow Group has actively planned and managed its capital with considerations on interests of all capital providers, i.e. lenders, bond holders, and shareholders.

Funding structure of our business is divided as per 2 areas of business as follow:

A. IPP business: we utilized Project Finance loan facilities for all of our IPP project companies, including Glow IPP, GHECO-ONE, and HHPC. Each of the Project Finance facilities has different lender group, separate and different terms and conditions, and non-recourse to Glow Energy.

B. Cogeneration business: we utilized Corporate Finance facilities, including bond and bank loan, for all projects under Cogeneration business. The financing, including utilization of working capital, is currently centralized at Glow Energy. All financing of Cogeneration business is on uncollateralized and pari passu basis.

As of 31 December 2015, our key capital ratio are as follow:

1. Consolidated debt to equity ratio is 1.04 times.
2. Net Debt to EBITDA (earning before interest, tax, depreciation, and amortization expense) is 2.06 times.
3. Cogeneration debt to equity ratio is 0.58 times.

In each loan documents and bond covenants, extensive and clear financial and non-financial covenants are contained, including rights of lenders and/or bondholders and remedies in case of default.

Audit Committee Report



To: The Shareholders

Glow Energy Public Company Limited (“the Company”)

The Audit Committee is composing of three independent directors:

- Mr. Kovit Poshyananda, Chairman;
- Mr. Vitthaya Vejajiva, Member; and
- Em. Prof. Supapun Ruttanaporn, Member

VP - Internal Audit acts as the Audit Committee’s secretary.

During 1 January to 31 December 2015, the Audit Committee held five (5) meetings and performed the duties under the Audit Committee Charter as follows:

1. Reviewed quarterly and annual financial statements based on the external audit’s report, and after suggesting some adjustments, agreed with the external auditor that the Company’s financial statements presented the Company’s financial position and results of operations fairly, in all material respects, with adequate disclosure in accordance with generally accepted accounting principle, and proposed them for the Board of Director’s approval.

2. Reviewed the adequacy and effectiveness of the internal control systems as reported by VP - Internal Audit, and found no material weaknesses in internal controls impacting the Company’s operation and the financial statements.

3. Reviewed compliance to the Securities and Exchange Act, Stock Exchange of Thailand’s regulations, and other relevant laws and regulations of Thailand. The Audit Committee deemed that the Company complied with all related laws and regulations.

4. Considered qualification and independence of the external auditor and proposed the appointment of the external auditors including the audit fee to the Board of Directors.

5. Reviewed and approved the annual internal audit plan, and reviewed and acknowledged quarterly internal audit reports: HHP Technical Follow-Up Review, INCOME 2015 - Business Review, Emergency Purchasing Process Review, Emission Reporting Process Follow-Up Review, Asset Optimization Process Review and Management of Change Process Review as per audit plan 2015, in which no significant issues found, and evaluated the performance of the internal audit function.

6. Reviewed potential risks anticipated or identified by the VP - Internal Audit and management, and that appropriate risk management approaches were implemented.

7. Reviewed related party transactions including the disclosure on these transactions on the financial statements. The Audit Committee deemed that the transactions complied with the Stock Exchange of Thailand regulations, and were reasonable and beneficial to the Company.

8. Acknowledged the new Thai Accounting Standards as reported by the External Auditor

9. Acknowledged the progress of the Private Sector Collective Action Coalition Against Corruption (CAC) Program Implementation reports.

10. Acknowledged the Industrial Control System Security Follow-Up Review Report which was performed and prepared by ENGIE Internal Auditor, and no significant issues were found.

The Audit Committee did not find any material weaknesses in the Company internal control system. Moreover, the Company is required to comply with the ENGIE's internal control requirements, as a subsidiary of ENGIE, a company listed overseas.

The Audit Committee agreed to propose Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., by appointing Dr. Suphamit Techamontrikul, CPA registration no. 3356 or Mr. Manoon Manusook, CPA registration no. 4292 or Mr. Choopong Surachutikarn, CPA registration no. 4325 as the external auditors of the Company for the year ending 31 December 2015, together with the audit fee to the Board of Directors to consider and to further propose to the Annual General Meeting of Shareholders for approval.



Mr. Kovit Poshyananda

Chairman of the Audit Committee
Glow Energy Public Company Limited

Report on the Board of Directors' Responsibilities for Financial Statements

The Board of Directors of Glow Energy Public Company Limited (the "Company") is responsible for the financial statements of the Company and its subsidiaries, which have been prepared in accordance with the financial reporting standards under the Accounting Act B.E. 2543, the financial reporting requirements of the Securities and Exchange Commission under the Securities and Exchange Act B.E. 2535, and the Public Limited Companies Act B.E. 2535. The Board considers the accounting policies pursued to be appropriate, and that they have been applied consistently with adequate disclosure of important information in the notes to the financial statements. The Audit Committee is entrusted to ensure that the Company's financial statements are prepared in justified and prudent manner in compliance with standards, laws and regulations and that the appropriate accounting policies are consistently applied. The Company's external auditor has reviewed and audited the financial statements and expressed an unqualified opinion in the auditor's report.

The Board and the Audit Committee oversees and reviews corporate governance, the risk management system and the internal control system to ensure that accounting records are accurate and timely. The Board has appointed an Audit Committee consisting of independent directors to provide effective and efficient oversight of the financial statements, the internal control system and the internal audit function.

The Board is confident that the internal control system and the internal audit of Glow Energy Public Company Limited and its subsidiaries represent the financial position, results of operations, and cash flows that gives a true and fair view in all material respects and reliable manner and in compliance with the Generally Accepted Accounting Standards, financial reporting standards, and all governing laws and regulations.



Mr. Jan Flachet

Chairman



Mr. Brendan Wauters

Chief Executive Officer

REPORT OF THE INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

TO THE SHAREHOLDERS AND THE BOARD OF DIRECTORS
GLOW ENERGY PUBLIC COMPANY LIMITED

We have audited the consolidated financial statements of Glow Energy Public Company Limited and its subsidiaries and the separate financial statements of Glow Energy Public Company Limited, which comprise the consolidated and separate statements of financial position as at December 31, 2015, and the related consolidated and separate statements of profit or loss and other comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Thai Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the aforementioned consolidated and separate financial statements present fairly, in all material respects, the financial position of Glow Energy Public Company Limited and its subsidiaries and of Glow Energy Public Company Limited as at December 31, 2015, and financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.



Dr. Suphamit Techamontrikul
Certified Public Accountant (Thailand)
Registration No. 3356
DELOITTE TOUCHE TOHMATSU JAIYOS AUDIT CO., LTD.

BANGKOK
February 19, 2016

STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2015

Unit : Baht

		Consolidated financial statements		The Separate financial statements	
	Notes	As at December 31, 2015	As at December 31, 2014	As at December 31, 2015	As at December 31, 2014
ASSETS					
CURRENT ASSETS					
Cash and cash equivalents	6	8,702,713,870	4,364,184,329	3,652,857,335	493,466,233
Temporary investments	7	683,943,363	1,443,253,928	-	-
Trade and other receivables	8	9,701,861,397	13,501,014,720	3,036,320,557	3,282,820,027
Short-term loans to related parties	25	-	-	934,000,000	1,682,724,400
Inventories	9	4,727,032,417	4,892,451,495	752,652,181	786,694,114
Other current assets		809,263,747	994,793,272	593,045,843	726,941,612
Total Current Assets		24,624,814,794	25,195,697,744	8,968,875,916	6,972,646,386
NON-CURRENT ASSETS					
Finance lease receivable	10	4,003,351,751	4,695,472,743	-	-
Investments in subsidiaries	11	-	-	29,155,196,263	29,155,196,263
Investment in joint venture	1.5	531,548	622,962	-	-
Other long-term investment		1,500,000	1,500,000	1,500,000	1,500,000
Long-term loan to a related party	25	-	-	2,772,600,000	3,522,600,000
Property, plant and equipment	12	84,024,268,442	87,192,557,919	26,684,058,381	28,018,786,144
Intangible assets	13	776,333,848	754,431,013	178,262,454	195,484,723
Deferred tax assets	21	510,124,940	421,355,454	21,711,050	17,502,998
Other non-current assets	14	3,227,731,289	2,060,527,940	146,456,485	158,940,986
Total Non-Current Assets		92,543,841,818	95,126,468,031	58,959,784,633	61,070,011,114
TOTAL ASSETS		117,168,656,612	120,322,165,775	67,928,660,549	68,042,657,500

Notes to the financial statements form an integral part of these statements

STATEMENTS OF FINANCIAL POSITION (CONTINUED)

AS AT DECEMBER 31, 2015

Unit : Baht

		Consolidated financial statements		The Separate financial statements	
	Notes	As at December 31, 2015	As at December 31, 2014	As at December 31, 2015	As at December 31, 2014
LIABILITIES AND SHAREHOLDERS' EQUITY					
CURRENT LIABILITIES					
Short-term borrowing from a financial institution	15	-	350,000,000	-	350,000,000
Trade and other payables	16	5,501,383,463	8,672,224,790	2,370,840,657	2,340,674,343
Current portion of finance lease payables	17	8,538,981	7,677,675	1,721,116	2,436,825
Current portion of long-term borrowings from financial institutions	19	8,892,907,064	7,467,033,964	5,989,341,427	4,384,419,472
Current portion of debentures	20	-	1,499,699,737	-	1,499,699,737
Short-term borrowings from related parties	25	-	-	3,334,372,535	2,622,770,880
Short-term borrowings	18	1,432,900,000	1,432,900,000	-	-
Current income tax payable		284,481,021	357,026,143	84,332,655	68,368,834
Value-added-tax payable		480,613,488	286,863,435	134,142,589	91,104,860
Other current liabilities		221,468,377	142,570,201	31,017,526	9,486,408
Total Current Liabilities		16,822,292,394	20,215,995,945	11,945,768,505	11,368,961,359
NON-CURRENT LIABILITIES					
Finance lease payables	17	4,489,521	13,028,502	672,645	2,393,761
Long-term borrowings from financial institutions	19	20,901,464,021	26,650,774,074	1,000,000,000	6,739,043,095
Debentures	20	21,530,562,367	17,533,102,733	21,530,562,367	17,533,102,733
Long-term borrowings from a related party	25	-	1,497,151,791	-	-
Deferred tax liabilities	21	1,152,018,545	1,044,629,242	361,144,924	342,020,350
Employee benefit obligations	22	154,229,584	135,713,032	18,860,519	16,879,820
Other non-current liabilities		645,255,648	661,111,101	523,088,146	541,320,109
Total Non-Current Liabilities		44,388,019,686	47,535,510,475	23,434,328,601	25,174,759,868
TOTAL LIABILITIES		61,210,312,080	67,751,506,420	35,380,097,106	36,543,721,227
SHAREHOLDERS' EQUITY					
SHARE CAPITAL					
Authorized share capital					
1,482,865,035 ordinary shares of Baht 10 each		14,828,650,350	14,828,650,350	14,828,650,350	14,828,650,350
Issued and paid-up share capital					
1,462,865,035 ordinary shares of Baht 10 each		14,628,650,350	14,628,650,350	14,628,650,350	14,628,650,350
PREMIUM ON ORDINARY SHARES		2,935,427,353	2,935,427,353	4,786,986,727	4,786,986,727
RETAINED EARNINGS					
Appropriated					
Legal reserve	23	1,598,287,193	1,598,287,193	1,598,287,193	1,598,287,193
Unappropriated		29,759,118,162	26,659,776,225	11,533,602,651	10,483,970,749
OTHER COMPONENTS OF SHAREHOLDERS' EQUITY		(383,801,499)	(492,621,005)	1,036,522	1,041,254
TOTAL ATTRIBUTIONS TO OWNERS OF THE PARENT		48,537,681,559	45,329,520,116	32,548,563,443	31,498,936,273
NON-CONTROLLING INTERESTS					
TOTAL SHAREHOLDERS' EQUITY		55,958,344,532	52,570,659,355	32,548,563,443	31,498,936,273
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		117,168,656,612	120,322,165,775	67,928,660,549	68,042,657,500

Notes to the financial statements form an integral part of these statements

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED DECEMBER 31, 2015

Unit : Baht

	Notes	Consolidated financial statements		The Separate financial statements	
		2015	2014	2015	2014
Revenues from sales		63,431,376,391	71,715,769,812	24,846,843,934	25,861,867,111
Interest earned from finance lease		793,514,640	1,275,148,180	-	-
Cost of sales		(49,370,901,498)	(57,255,860,609)	(19,636,675,466)	(20,690,409,712)
Gross profit		14,853,989,533	15,735,057,383	5,210,168,468	5,171,457,399
Exchange gain, net		-	-	-	10,977,116
Interest income		44,144,163	52,349,579	234,240,770	376,033,935
Dividend income		4,800,000	5,400,000	3,121,359,643	1,486,247,256
Compensation on construction postponement	8	729,837,928	-	-	-
Business interruption claims from insurers	27.2	316,610,745	97,996,580	316,610,745	-
Other income		49,041,405	177,039,263	69,841,524	107,855,248
Administrative expenses		(775,607,278)	(773,147,753)	(433,395,906)	(438,002,290)
Directors' remuneration		(8,650,947)	(6,156,584)	(8,650,947)	(6,156,584)
Exchange loss, net		(1,202,366,138)	(61,700,563)	(12,359,880)	-
Finance costs		3,243,590,287	(3,385,680,140)	(1,890,833,902)	(1,882,236,962)
Share of loss of investment in joint venture		(91,414)	(116,188)	-	-
Profit before income tax expense		10,768,117,710	11,841,041,577	6,606,980,515	4,826,175,118
Income tax expense	21	(1,093,472,935)	(1,005,241,212)	(301,274,540)	(258,083,275)
PROFIT FOR THE YEAR		9,674,644,775	10,835,800,365	6,305,705,975	4,568,091,843
OTHER COMPREHENSIVE INCOME (LOSS)					
Item that will be reclassified subsequently to profit or loss					
Exchange differences on translating financial statements		161,820,428	11,503,335	-	-
Item that will not be reclassified subsequently to profit or loss					
Actuarial gain (loss) on defined employee benefit plans		(4,732)	1,041,254	(4,732)	1,041,254
OTHER COMPREHENSIVE INCOME (LOSS)					
FOR THE YEAR, NET OF TAX		161,815,696	12,544,589	(4,732)	1,041,254
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		9,836,460,471	10,848,344,954	6,305,701,243	4,569,133,097
PROFIT ATTRIBUTABLE TO					
Owners of the parent		8,355,416,010	9,138,886,106	6,305,705,975	4,568,091,843
Non-controlling interests		1,319,228,765	1,696,914,259	-	-
		9,674,644,775	10,835,800,365	6,305,705,975	4,568,091,843
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO					
Owners of the parent		8,464,235,516	9,147,663,353	6,305,701,243	4,569,133,097
Non-controlling interests		1,372,224,955	1,700,681,601	-	-
		9,836,460,471	10,848,344,954	6,305,701,243	4,569,133,097
BASIC EARNINGS PER SHARE	BAHT	5.71	6.25	4.31	3.12
WEIGHTED AVERAGE NUMBER OF ORDINARY SHARES	SHARES	1,462,865,035	1,462,865,035	1,462,865,035	1,462,865,035

Notes to the financial statements form an integral part of these statements

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

FOR THE YEAR ENDED DECEMBER 31, 2015

Unit : Baht

	Consolidated financial statements										
	Other components of shareholders' equity										
	Other comprehensive income (loss)										
	Premium on business combination under common control	Exchange differences on translating financial statements	Actuarial gains (loss) on defined employee benefit plans	Total other components of shareholders' equity	Total attributions to owners of the parent	Non-controlling interests	Total shareholders' equity				
Issued and paid-up share capital	Premium on ordinary shares	Retained earnings	Unappropriated Legal reserve								
Notes											
BALANCE AS AT JANUARY 1, 2014	14,628,650,350	2,935,427,353	1,598,287,193	21,915,336,684	(369,521,136)	(131,877,116)	-	(501,398,252)	40,576,303,328	6,683,432,355	47,259,735,683
Dividends paid to non-controller of subsidiaries	-	-	-	-	-	-	-	-	-	(1,142,974,717)	(1,142,974,717)
Dividends paid	-	-	-	(4,394,446,565)	-	-	-	-	(4,394,446,565)	-	(4,394,446,565)
Total comprehensive income for the year ended December 31, 2014	-	-	-	9,138,886,106	-	7,735,993	1,041,254	8,777,247	9,147,663,353	1,700,681,601	10,848,344,954
BALANCE AS AT DECEMBER 31, 2014	14,628,650,350	2,935,427,353	1,598,287,193	26,659,776,225	(369,521,136)	(124,141,123)	1,041,254	(492,621,005)	45,329,520,116	7,241,139,239	52,570,659,355
BALANCE AS AT JANUARY 1, 2015	14,628,650,350	2,935,427,353	1,598,287,193	26,659,776,225	(369,521,136)	(124,141,123)	1,041,254	(492,621,005)	45,329,520,116	7,241,139,239	52,570,659,355
Dividends paid to non-controller of subsidiaries	-	-	-	-	-	-	-	-	-	(1,123,810,121)	(1,123,810,121)
Capital reduction of non-controller of a subsidiary	-	-	-	-	-	-	-	-	-	(68,891,100)	(68,891,100)
Dividends paid	-	-	-	(5,256,074,073)	-	-	-	-	(5,256,074,073)	-	(5,256,074,073)
Total comprehensive income (loss) for the year ended December 31, 2015	-	-	-	8,355,416,010	-	108,824,238	(4,732)	108,819,506	8,464,235,516	1,372,224,955	9,836,460,471
BALANCE AS AT DECEMBER 31, 2015	14,628,650,350	2,935,427,353	1,598,287,193	29,759,118,162	(369,521,136)	(15,316,885)	1,036,522	(383,801,499)	48,537,681,559	7,420,662,973	55,958,344,532

Notes to the financial statements form an integral part of these statements

GLOW ENERGY PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (CONTINUED)

FOR THE YEAR ENDED DECEMBER 31, 2015

Unit : Baht

The Separate financial statements									
	Notes	Issued and paid-up share capital	Premium on ordinary shares	Retained earnings		Other comprehensive income (loss)		Total other components of shareholders' equity	Total shareholders' equity
				Appropriated Legal reserve	Unappropriated	Actuarial gains (loss) on defined employee benefit plans	Total other components of shareholders' equity		
BALANCE AS AT JANUARY 1, 2014		14,628,650,350	4,786,986,727	1,598,287,193	10,310,325,471	-	-	-	31,324,249,741
Dividends paid		-	-	-	(4,394,446,565)	-	-	-	(4,394,446,565)
Total comprehensive income for the year ended December 31, 2014		-	-	-	4,568,091,843	1,041,254	1,041,254	1,041,254	4,569,133,097
BALANCE AS AT DECEMBER 31, 2014		14,628,650,350	4,786,986,727	1,598,287,193	10,483,970,749	1,041,254	1,041,254	1,041,254	31,498,936,273
BALANCE AS AT JANUARY 1, 2015		14,628,650,350	4,786,986,727	1,598,287,193	10,483,970,749	1,041,254	1,041,254	1,041,254	31,498,936,273
Dividends paid	24	-	-	-	(5,256,074,073)	-	-	-	(5,256,074,073)
Total comprehensive income (loss) for the year ended December 31, 2015		-	-	-	6,305,705,975	(4,732)	(4,732)	(4,732)	6,305,701,243
BALANCE AS AT DECEMBER 31, 2015		14,628,650,350	4,786,986,727	1,598,287,193	11,533,602,651	1,036,522	1,036,522	1,036,522	32,548,563,443

Notes to the financial statements form an integral part of these statements

STATEMENTS OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2015

Unit : Baht

	Consolidated financial statements		The Separate financial statements	
	2015	2014	2015	2014
CASH FLOWS FROM OPERATING ACTIVITIES				
Profit before income tax expense	10,768,117,710	11,841,041,577	6,606,980,515	4,826,175,118
Adjustments for:				
Dividends received	(4,800,000)	(5,400,000)	(3,121,359,643)	(1,486,247,256)
Share of loss of investment in joint venture	91,414	116,188	-	-
Depreciation	4,011,960,293	4,054,416,133	1,521,584,170	1,555,720,494
Amortization of intangible assets/ other non-current assets	299,431,770	711,276,101	46,723,898	55,707,920
Amortization of deferred bond issue expenses	5,753,833	5,893,579	5,753,833	5,893,579
Employee benefit obligations	12,589,608	21,050,383	1,270,155	1,229,188
Provision for obsolescence	30,000,000	-	7,000,000	-
Write-off assets	1,969,585	272,083	75,400	-
Write-off deferred financial service fee	38,116,465	-	-	-
Loss (gain) on disposals of fixed assets	(1,719,029)	13,444,073	(2,564,806)	14,266,677
Recognition of advance received for long-term right to grant of assets	(28,725,790)	(24,219,632)	(23,032,103)	(20,726,410)
Unrealized exchange loss (gain)	1,176,138,047	150,671,695	112,782	(770,018)
Realized exchange loss (gain) from long-term borrowings repayment	1,408,496	(33,493,190)	-	-
Amortization of premium on cross currency swap agreement	-	9,941,963	-	9,941,963
Interest income/ interest earned from finance lease	(837,658,803)	(1,026,605,127)	(234,240,770)	(376,033,935)
Interest expense	2,924,975,320	3,271,562,473	1,637,471,731	1,829,628,959
Profit from operations before changes in operating assets and liabilities	18,397,648,919	18,989,968,299	6,445,775,162	6,414,786,279
Operating assets (increase) decrease				
Trade and other receivables	4,367,715,223	1,398,633,684	262,302,266	(514,051,904)
Inventories	30,089,895	146,535,433	28,384,579	(45,044,216)
Other current assets	79,021,960	45,013,252	(209,901)	(21,999)
Other non-current assets	(2,887,635)	(5,033,729)	(248,997)	(11,137)
Operating liabilities increase (decrease)				
Trade and other payables	(1,490,643,209)	(1,515,664,702)	43,003,719	(594,433,063)
Value-added tax payable	193,750,053	(51,561,179)	43,037,729	(15,386,349)
Other current liabilities	728,290	(36,918,285)	16,550,034	(59,299,885)
Employee benefit obligations	-	(583,639)	-	-
Other non-current liabilities	53,960,961	60,107,065	3,692,255	5,821,013
Cash received from operations	21,629,384,457	19,030,496,199	6,842,286,846	5,192,358,739
Cash received from interest	889,985,852	1,027,260,837	218,313,657	400,881,824
Cash paid for interest	(2,959,210,621)	(3,370,346,563)	(1,638,129,153)	(1,794,261,837)
Cash paid for income tax	(1,176,937,545)	(1,056,626,822)	(270,398,929)	(253,387,438)
Net cash provided by operating activities	18,383,222,143	15,630,783,651	5,152,072,421	3,545,591,288

Notes to the financial statements form an integral part of these statements

STATEMENTS OF CASH FLOWS (CONTINUED)

FOR THE YEAR ENDED DECEMBER 31, 2015

Unit : Baht

	Notes	Consolidated financial statements		The Separate financial statements	
		2015	2014	2015	2014
CASH FLOWS FROM INVESTING ACTIVITIES					
Decrease (increase) in Debt Service/ Maintenance Accrual Accounts		638,837,345	(630,879,931)	-	-
Decrease (increase) in temporary investments		141,709,925	(1,842,308)	-	-
Cash paid for loans granted to subsidiaries		-	-	(188,200,000)	(665,000,000)
Cash received from subsidiaries for loans repayment		-	-	1,686,924,400	3,608,499,950
Cash paid for investments in a subsidiary		-	-	-	(520,000,000)
Dividends received from subsidiaries/ other company		4,800,000	5,400,000	3,121,359,643	1,486,247,256
Cash paid for purchase of property, plant and equipment		(1,975,131,519)	854,065,001	(194,195,788)	(186,565,327)
Proceeds from sale of fixed assets		8,449,362	4,258,372	3,010,781	104,185
Cash paid for purchase of computer software		(22,649,766)	(2,081,730)	-	(699,000)
Cash paid for maintenance cost of finance lease asset		(1,338,803,221)	(415,268,095)	-	-
Cash paid for advance payment of shares purchase		(15,000,000)	-	(15,000,000)	-
Cash paid for long-term right to use of assets		(52,856,531)	(809,866)	(1,843,531)	(809,866)
Proceeds from long-term right to grant of assets		11,722,397	60,053,605	141,200	34,675,000
Net cash provided by (used in) investing activities		(2,598,922,008)	(1,835,234,954)	4,412,196,705	3,756,452,198
CASH FLOWS FROM FINANCING ACTIVITIES					
Receipts of short-term debentures/borrowings from financial institutions		5,450,000,000	4,250,000,000	5,450,000,000	3,550,000,000
Repayment of short-term debentures/borrowings from financial institutions		(5,800,000,000)	(3,900,000,000)	(5,800,000,000)	(3,200,000,000)
Receipts of short-term borrowings from related parties		-	-	4,361,601,655	2,622,770,880
Repayment of short-term borrowings from related parties		-	-	(3,650,000,000)	(106,000,000)
Repayment of finance lease payables		(7,677,675)	(9,209,748)	(2,436,825)	(2,029,435)
Receipts of long-term borrowings from financial institutions		2,771,769,232	-	-	-
Payment of financial service fee		(70,720,085)	-	-	-
Repayment of long-term borrowings from financial institutions		(8,310,890,978)	(9,055,084,205)	(4,000,015,470)	(6,000,281,250)
Repayment of long-term borrowings from a related party		(1,555,501,787)	(46,608,513)	-	-
Cash received from the issue of new debentures		4,000,000,000	-	4,000,000,000	-
Payment of debentures issue expenses		(7,993,936)	-	(7,993,936)	-
Repayment of debentures		(1,500,000,000)	-	(1,500,000,000)	-
Capital reduction paid to non-controller of a subsidiary		(55,112,880)	-	-	-
Dividends paid		(5,256,074,073)	(4,394,446,565)	(5,256,074,073)	(4,394,446,565)
Dividends paid to non-controller of subsidiaries		(1,123,810,121)	(1,142,974,717)	-	-
Net cash used in financing activities		(11,466,012,303)	(14,298,323,748)	(6,404,918,649)	(7,529,986,370)
Unrealized exchange gain (loss) of cash and cash equivalents		20,241,709	(3,688,771)	40,625	1,873
Net increase (decrease) in cash and cash equivalents		4,338,529,541	(506,463,822)	3,159,391,102	(227,941,011)
Cash and cash equivalents as at January 1,		4,364,184,329	4,870,648,151	493,466,233	721,407,244
Cash and cash equivalents as at December 31,	6	8,702,713,870	4,364,184,329	3,652,857,335	493,466,233

Notes to the financial statements form an integral part of these statements

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2015

1. OPERATIONS OF THE COMPANY AND SUBSIDIARIES

1.1 The Company's general information

Glow Energy Public Company Limited ("the Company") registered as a public limited company under Thai laws on September 1, 1995, and was listed on the Stock Exchange of Thailand in February 1996 until August 2002 and listed again on April 21, 2005. The Company operates in Thailand and principally engages in the generation and supply of electricity, steam and water for industrial use. The Company's office is located at 1 Empire Tower, 38th Floor - Park Wing, South Sathorn Road, Yannawa, Sathorn, Bangkok.

As at December 31, 2015, the Company's major shareholders are GDF SUEZ Energy (Thailand) Company Limited, holding 45.2 percent (2014 : 44.1 percent) of the Company's share capital and GDF SUEZ Energy International Global Development B.V., holding 23.9 percent (2014 : 25 percent) of the Company's share capital. GDF SUEZ Energy International Global Development B.V. also wholly holds GDF SUEZ Energy (Thailand) Company Limited. The Company's ultimate shareholder is ENGIE S.A. (formerly "GDF SUEZ S.A."), which is incorporated in France.

1.2 Subsidiaries

The subsidiaries in No. 1) - 9) and 11) are companies registered in Thailand. The registered offices of the subsidiaries No. 1) - 7) and 9) are located at 1 Empire Tower, 38th Floor - Park Wing, South Sathorn Road, Yannawa, Sathorn, Bangkok. The registered office of the subsidiary No. 8) is located at 11 I - 5 Road, Maptaphut, Muang Rayong, Rayong. The registered office of the subsidiary No. 11) is located at 60/19 Moo 3, Siam Eastern Industrial Park, Mabyangporn, Pluakdaeng, Rayong.

The subsidiary in No. 10) represents Houay Ho Power Company Limited ("HHPC"), which is incorporated in the Lao People's Democratic Republic (the "Lao PDR"). Under the Build Operate and Transfer Agreement ("BOT") dated December 18, 2001, HHPC has developed, constructed and operated a 150 MW hydroelectric power plant for a non-renewable term of 30 years. Such agreement will be expired in December 2031.

The information of the Company's subsidiaries is as follows:

Company's name	Country of incorporation and principal place of business	Registered date	Main business objective
1) Glow Company Limited ("GCO")	Thailand	March 12, 1997	Provide management services, consultant services and management advisory for related companies
2) Glow SPP 1 Company Limited ("GSPP1")	Thailand	December 6, 1994	Generate and supply electricity, steam and water for industrial use
3) Glow SPP 2 Company Limited ("GSPP2")	Thailand	September 19, 1994	Generate and supply electricity and steam for industrial use
4) Glow SPP 3 Company Limited ("GSPP3")	Thailand	August 9, 1991	Generate and supply electricity, steam and water for industrial use
5) Glow IPP Company Limited ("GIPP")	Thailand	March 12, 1997	Generate and supply electricity to Electricity Generating Authority of Thailand ("EGAT")
6) Glow IPP 3 Company Limited ("GIPP3")	Thailand	June 14, 2005	Develop power generation projects
7) Glow IPP 2 Holding Company Limited ("GIPP2")	Thailand	October 16, 2007	Invest in other companies
8) GHECO-One Company Limited ("GHECO1")	Thailand	April 27, 2007	Generate and supply electricity to EGAT
9) Houay Ho Thai Company Limited ("HHTC")	Thailand	August 30, 2001	Invest in other companies
10) Houay Ho Power Company Limited ("HHPC")	Lao PDR	May 20, 1996	Generate and supply electricity to EGAT and Electricity du Lao ("EDL")
11) Glow SPP 11 Company Limited ("GSPP11")	Thailand	December 8, 1997	Generate and supply electricity and water for industrial use

1.3 Composition of the Group

Information about the composition of the Group as at December 31, is as follows:

Principal activities	Number of wholly owned subsidiaries	
	2015	2014
Generate and supply electricity, steam and water for industrial use	4	4
Develop power generation projects	1	1
Provide management services	1	1
Invest in other companies	1	1
	7	7

Principal activities	Number of non-wholly owned subsidiaries	
	2015	2014
Generate and supply electricity to EGAT	2	2
Generate and supply electricity to EGAT and EDL	1	1
Invest in other companies	1	1
	4	4

1.4 Information of non-wholly owned subsidiaries

Information of non-wholly owned subsidiaries as at December 31, are as follows:

Unit : Baht

Company's name	Proportion of ownership interests and voting rights held by non-controlling interests (%)		Total comprehensive income attributable to non-controlling interests		Accumulated non-controlling interests	
	2015	2014	2015	2014	2015	2014
GHECO-One Company Limited	35	35	1,195,312,640	1,473,284,861	6,224,722,091	6,048,136,811
Houay Ho Power Company Limited	32.75	32.75	104,266,701	159,538,696	501,696,229	530,496,860
Glow IPP Company Limited	5	5	29,631,967	50,257,028	462,403,119	432,771,152
Houay Ho Thai Company Limited ⁽¹⁾	51	51	43,013,647	17,601,016	231,841,534	229,734,416
			1,372,224,955	1,700,681,601	7,420,662,973	7,241,139,239

⁽¹⁾ The Group owned 49% of ordinary shares of HHTC, however, the Boards of Directors of the Group concludes that the Group has control over HHTC and HHTC is consolidated in these financial statements.

The summarised financial information before intragroup eliminations of each non-wholly owned subsidiary that has material non-controlling interests is as follow:

Unit : Baht

	GHECO1		HHPC	
	As at December 31,		As at December 31,	
	2015	2014	2015	2014
Current assets	7,327,130,089	8,153,474,413	373,093,655	874,941,263
Non-current assets	34,468,281,121	35,810,719,759	4,003,535,056	3,862,974,659
Current liabilities	7,301,807,269	8,969,163,473	387,970,192	364,947,858
Non-current liabilities	16,703,858,863	17,709,814,992	2,389,007,978	2,426,352,471
Total attributions to owners of the parent	11,565,022,987	11,237,078,896	1,097,954,312	1,416,118,733
Non-controlling interests	6,224,722,091	6,048,136,811	501,696,229	530,496,860

	For the years ended December 31,		For the years ended December 31,	
	2015	2014	2015	2014
Revenue	14,173,535,325	15,156,484,940	716,044,253	1,058,840,536
Expenses	(10,758,356,354)	(10,947,099,624)	(559,493,074)	(583,202,813)
Profit for the years	3,415,178,971	4,209,385,316	156,551,179	475,637,723
Profit attributable to				
Owners of the parent	2,219,866,331	2,736,100,455	105,280,668	319,866,369
Non-controlling interests	1,195,312,640	1,473,284,861	51,270,511	155,771,354
	3,415,178,971	4,209,385,316	156,551,179	475,637,723
Total comprehensive income attributable to				
Owners of the parent	2,219,866,331	2,736,100,455	214,104,906	327,602,362
Non-controlling interests	1,195,312,640	1,473,284,861	104,266,701	159,538,696
	3,415,178,971	4,209,385,316	318,371,607	487,141,058
Dividends paid to non-controller	1,018,727,360	1,037,442,000	64,176,232	27,778,172
Capital reduction of non-controller	-	-	68,891,100	-
Net cash inflow from operating activities	6,729,939,314	5,577,544,947	469,542,782	703,479,533
Net cash inflow (outflow) from investing activities	(1,116,122,595)	(73,795,331)	125,411,173	(12,639,969)
Net cash inflow (outflow) from financing activities	(4,985,129,737)	(5,098,896,861)	(893,604,859)	(395,830,705)
Net cash inflow (outflow)	628,686,982	404,852,755	(298,650,904)	295,008,859

1.5 Joint venture

Investment in joint venture represents the investment in Glow Hemaraj Wind Company Limited, 49% jointly controlled entity by Glow Company Limited, was registered as a limited company in Thailand on July 4, 2011 with Baht 10 million registered capital and Baht 2.5 million paid-up capital. Glow Hemaraj Wind Company Limited is under research in the business of generation and distribution of electricity.

2. BASIS FOR PREPARATION AND PRESENTATION OF THE FINANCIAL STATEMENTS

- 2.1 The consolidated and the separate financial statements have been prepared in Thai Baht currency and in accordance with Thai Financial Reporting Standards and accounting practices generally accepted in Thailand. The financial statement presentation is compliance with the Notification of the Department of Business Development dated September 28, 2011 regarding "The Brief Particulars in the Financial Statements B.E. 2554" and Thai Accounting Standard No. 1 (Revised 2014) "Presentation of Financial Statements", and the Regulation of the Stock Exchange of Thailand (SET) dated January 22, 2001, regarding the preparation and submission of financial statements and reports for the financial position and results of operations of the listed companies B.E. 2544.
- 2.2 The consolidated financial statements included the accounts of the Company and its subsidiaries, after elimination of intercompany transactions.
- 2.3 The Federation of Accounting Professions issued the Notification regarding the Conceptual Framework for Financial Reporting (Revised 2015), which was announced in the Royal Gazette and effective from November 6, 2015 onwards to replace the Conceptual Framework for Financial Reporting (Revised 2014). Such Conceptual Framework for Financial Reporting has no material impact on these financial statements.
- 2.4 The Federation of Accounting Professions has issued the Notifications regarding the new and revised Thai Accounting Standards ("TAS"), Thai Financial Reporting Standards ("TFRS"), Thai Accounting Standard Interpretations ("TSIC") and Thai Financial Reporting Interpretations ("TFRIC") applicable to the Company and its subsidiaries which are effective for the financial statements for the accounting period beginning on or after January 1, 2016 onwards as follows:

TAS

TAS 1 (Revised 2015)	Presentation of Financial Statements
TAS 2 (Revised 2015)	Inventories
TAS 7 (Revised 2015)	Statement of Cash Flows
TAS 8 (Revised 2015)	Accounting Policies, Changes in Accounting Estimates and Errors
TAS 10 (Revised 2015)	Events after the Reporting Period
TAS 12 (Revised 2015)	Income Taxes
TAS 16 (Revised 2015)	Property, Plant and Equipment
TAS 17 (Revised 2015)	Leases
TAS 18 (Revised 2015)	Revenue
TAS 19 (Revised 2015)	Employee Benefits
TAS 21 (Revised 2015)	The Effects of Changes in Foreign Exchange Rate
TAS 23 (Revised 2015)	Borrowing Costs
TAS 24 (Revised 2015)	Related Party Disclosures
TAS 26 (Revised 2015)	Accounting and Reporting by Retirement Benefit Plans
TAS 27 (Revised 2015)	Separate Financial Statements
TAS 28 (Revised 2015)	Investments in Associates and Joint Ventures
TAS 33 (Revised 2015)	Earnings per Share
TAS 34 (Revised 2015)	Interim Financial Reporting
TAS 36 (Revised 2015)	Impairment of Assets
TAS 37 (Revised 2015)	Provisions, Contingent Liabilities and Contingent Assets
TAS 38 (Revised 2015)	Intangible Assets

TFRS

TFRS 8 (Revised 2015)	Operating Segments
TFRS 10 (Revised 2015)	Consolidated Financial Statements
TFRS 11 (Revised 2015)	Joint Arrangements
TFRS 12 (Revised 2015)	Disclosure of Interests in Other Entities
TFRS 13 (Revised 2015)	Fair Value Measurement

TSIC

TSIC 15 (Revised 2015)	Operating Leases - Incentives
TSIC 25 (Revised 2015)	Income Taxes - Changes in the Tax Status of an Enterprise or its Shareholders
TSIC 27 (Revised 2015)	Evaluating the Substance of Transactions in the Legal Form of a Lease
TSIC 32 (Revised 2015)	Intangible Assets - Web Site Costs

TFRIC

TFRIC 1 (Revised 2015)	Changes in Existing Decommissioning, Restoration and Similar Liability
TFRIC 4 (Revised 2015)	Determining whether an Arrangement contains a Lease
TFRIC 10 (Revised 2015)	Interim Financial Reporting and Impairment

The Company and its subsidiaries' management will adopt the above relevant TAS, TFRS, TSIC and TFRIC in the preparation of the financial statements when they become effective. The management is currently assessing the full impact on the Company's and its subsidiaries' financial statements in the period of initial application.

3. ADOPTION OF NEW AND REVISED THAI FINANCIAL REPORTING STANDARDS

Since January 1, 2015, the Company and its subsidiaries have adopted the new and revised Thai Financial Reporting Standards issued by the Federation of Accounting Professions which are effective for the financial statements for the accounting periods beginning on or after January 1, 2015 onwards. This adoption does not have significant impact on the consolidated and separate financial statements, except the following Thai Accounting Standards and Thai Financial Reporting Standards:

3.1 Thai Accounting Standard No. 1 (Revised 2014) "Presentation of Financial Statements" ("TAS 1")

During the year ended December 31, 2015, the Company adopted the TAS 1 (Revised 2014) as there is a requirement for grouping the items presented in other comprehensive income on the basis of whether they are potentially reclassifiable to profit or loss subsequently whereby the information of 2014, presented herein, have been retroactively presented for comparative purpose.

3.2 Thai Accounting Standard No. 19 (Revised 2014) "Employee Benefits" ("TAS 19")

During the year ended December 31, 2015, the Company adopted the TAS 19 (Revised 2014) as there are requirements of additional disclosure about sensitivity analysis of actuarial assumptions and maturity analysis of the benefit payments. The disclosure requirements of this accounting standard need not be applied in comparative information provided for the accounting periods beginning on or after January 1, 2015 onwards (see Note 22).

3.3 Thai Financial Reporting Standard No. 12 "Disclosure of Interests in Other Entities" ("TFRS 12")

During the year ended December 31, 2015, the Company first-time adopted the TFRS 12 whereby the information of 2014, presented herein, have been retroactively disclosed for comparative purpose (see Note 1.4).

3.4 Thai Financial Reporting Standard No. 13 "Fair Value Measurement" ("TFRS 13")

TFRS 13 establishes a single source of guidance for fair value measurements and disclosures about fair value measurements. The scope of TFRS 13 is broad; the fair value measurement requirements of TFRS 13 apply to both financial instrument items and non-financial instrument items for which other TFRSs require or permit fair value measurements or disclosures about fair value measurements, except for share-based payment transactions that are within the scope of TFRS 2 (Revised 2014) "Share-based Payment", leasing transactions that are within the scope of TAS 17 (Revised 2014) "Leases", and measurements that have some similarities to fair value but are not fair value (e.g. net realizable value for the purposes of measuring inventories or value in use for impairment assessment purposes).

Fair value under TFRS 13 is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal market (or most advantageous) at the measurement date under current market conditions (i.e. an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. Also, TFRS 13 includes extensive disclosure requirements about fair value measurements.

During the year ended December 31, 2015, the Company first-time adopted the TFRS 13 whereby the information of 2014, presented herein, have been retroactively disclosed for comparative purpose (see Note 30.4).

4. SIGNIFICANT ACCOUNTING POLICIES

Significant accounting policies of the Company and subsidiaries are summarized below:

4.1 Cash and cash equivalents

Cash and cash equivalents are cash on hand, deposits at banks' savings accounts and current accounts, and short-term highly liquid investments with original maturities within three months from the date of acquisition.

4.2 Trade receivables and allowance for doubtful accounts

Trade receivables are carried at invoiced value less provision for contract discount and allowance for doubtful accounts.

Allowance for doubtful accounts are based on estimated uncollectible debts (if any) of each customer.

4.3 Inventories

Inventories consisting of raw materials, consumable spare parts, and supplies for machines are valued at the lower of cost and net realizable value. Cost is determined by weighted average method.

Provision is made for obsolete and slow-moving of consumable spare parts and supplies for machines based on the items that are expected not to be used.

4.4 Property, plant and equipment

Land is stated at cost net of provision of impairment (if any).

Plant and equipment are stated at cost net of accumulated depreciation and provision of impairment (if any). The costs of plant and equipment comprise both the purchase price and any costs directly attributable to bringing the assets to location and condition necessary for them to be capable of operating in the manner intended by management. Their costs also include the initial estimate of the costs of dismantling and removing the item and restoring the site on which they are located.

Depreciation is calculated by reference to cost of assets on a straight-line basis over the following estimated useful lives:

	Years
Power and water plants	3 - 40
Building and leasehold improvement	5 - 30
Machinery, tools and equipment	3 - 20
Furniture, fixtures and office equipment	3, 5, 10
Motor vehicles	5

Since January 1, 2015, the management of Houay Ho Power Company Limited changed the depreciation method for Power Plant from a straight-line method to a units-of-production method in order to be consistent with the electricity generation, which is based on the fluctuation of water level in the dam. This change is considered as a change in an accounting estimate which resulted in decrease of depreciation for the year ended December 31, 2015 of Baht 22.9 million. The prospective impact on the change of the depreciation method is unable to be calculated as depreciation under the units-of-production method calculated from the electricity generation, which is based on the fluctuation of water level in the dam.

In case impairment in value of property, plant and equipment has occurred, the resultant loss on impairment is recognized as expense in the statements of profit or loss and other comprehensive income.

Construction in progress includes construction, borrowing costs that are directly attributable to loans for construction and other related costs directly to constructing the asset or bringing it to working condition.

4.5 Intangible assets

Intangible assets are stated at cost less accumulated amortization and provision of impairment (if any).

Amortization is calculated on a straight-line basis over the term of the relevant agreements as follows:

	Years
Deferred right to use grid system	22 - 24
Deferred right to use transmission line	25
Deferred land leasehold right	16 - 30
Deferred right to use pipe rack	8 - 16
Deferred right of way	20 - 31
Deferred right of use gas pipeline	13 - 25
Computer software	3 - 10

4.6 Other non-current assets

Other non-current assets are stated at cost less accumulated amortization and provision of impairment (if any).

Amortization is calculated on a straight-line basis as follows:

	Years
Deferred repair and maintenance expense	3 - 6
Deferred financial service fee	3 - 23
Advance for long term service agreement	9

4.7 Long-term investments

Investments in subsidiaries are accounted for using the cost method in the separate financial statements.

Business combination under common control is accounted for using a method similar to the pooling of interest method and in accordance with the guideline on accounting regarding the business combination under common control. The difference amount between the acquisition cost of business combination under common control and the interests of acquirer per the acquiree's book value is presented as premium on business combination under common control.

Investment in joint venture is accounted for using the equity method in the consolidated financial statements.

Other long-term investment is a non-marketable equity security, which is recorded at cost.

The Company recognizes loss on impairment of investments in the statement of profit or loss and other comprehensive income in the period in which it incurs (if any).

4.8 Employee benefit obligations

The Company and its subsidiaries have accounted for post-employment benefit obligations under the Thai Labor Protection Act based on actuarial assumptions using Projected Unit Credit Method at the end of reporting period.

4.9 Recognition of revenues

Revenues from sales are recognized when products are delivered to the customers, which represent the invoiced value, excluding value added tax, of products supplied after deducting discounts, which is calculated based on annual purchase volumes of each customer by the percentage of net sales as specified in the agreement.

Revenues from rendering of services are recognized when services are rendered.

Dividend income is recognized as income when the dividend is declared.

Interest income is recognized on a time basis, based on the principle outstanding and the applicable interest rate.

Other income is recognized on an accrual basis.

4.10 Leases

A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership. A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership.

As lessor

The Power Purchase Agreement between Glow IPP Company Limited and Electricity Generating Authority of Thailand met the criteria of a lease contract under Thai Financial Reporting Standard Interpretation No. 4 and classified as a finance lease under TAS 17 and Glow IPP Company Limited acted as lessor.

- Finance lease receivable

Finance lease receivable is stated at the amount of the net investment in the lease.

- Recognition of revenues

Interest earned from finance lease is recognized by effective interest rate method over the term of Power Purchase Agreement.

Interest earned from finance lease recognized but not yet billed is presented as "Accrued interest from finance lease".

Interest earned from finance lease not yet recognized but billed is presented as "Unearned interest from finance lease".

As lessee

- Operating lease

Leases in which substantially all the risks and rewards of ownership of assets remain with the lessor are accounted for as operating leases. The Company and its subsidiaries recognizes rentals applicable to such operating leases in the statement of profit or loss and other comprehensive income. The operating leases that are attributable to construction are capitalized as part of construction in progress.

- Finance lease

Leases in which substantially all the risks and rewards of ownership, other than legal title, are transferred to the Company and its subsidiaries are accounted for as finance leases. At inception, the fair value of the leased assets is recorded together with the obligation. The leased assets are depreciated using the straight-line method over their estimated useful lives. Interest or financial charge and depreciation are recognized as expenses in the statement of profit or loss and other comprehensive income.

4.11 Foreign currency transactions

Transactions denominated in foreign currencies are converted into Baht at rates of exchange prevailing at the transaction dates. All balances of monetary assets and liabilities in foreign currencies and forward foreign exchange contracts at the end of the year are converted into Baht at the reference exchange rates established by the Bank of Thailand at the end of the year.

Both realized and unrealized foreign exchange gains or losses are recognized as revenues or expenses in the statements of profit or loss and other comprehensive income.

The Company translates assets and liabilities of foreign subsidiary into Baht using the closing rate at the date of the statement of financial position, whereas the statement of profit or loss and other comprehensive income is translated using the average rate during the year. Differences arising from currency translations have been shown as "Exchange differences on translating financial statements" in the statement of profit or loss and other comprehensive income and included under "Other components of shareholders' equity" in the statement of financial position.

4.12 Financial instruments

Income and expense from interest rate swap agreements used to manage interest rate exposures are recognized as adjustments to interest income or interest expense in the statement of profit or loss and other comprehensive income. Such adjustments that are attributable to construction are capitalized as part of construction in progress.

Gains and losses on forward foreign exchange contracts and currency swap agreements designated as hedges of existing assets and liabilities are recognized as income or expense in the statement of profit or loss and other comprehensive income.

Gains and losses on forward foreign exchange contracts designated as hedges that are attributable to construction are capitalized as part of construction in progress.

Amounts to be paid and received are offset in the statement of financial position.

Premiums or discounts on forward foreign exchange contracts are amortized to revenues or expenses over the contract period.

The Company and its subsidiaries have no policy to speculate in or engage in the trading of any derivative financial instruments.

4.13 Fair value measurement for disclosure purpose

The Company and its subsidiaries regularly review significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the Company and its subsidiaries assess the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of TFRS 13, including the level in the fair value hierarchy.

When measuring the fair value of an asset or a liability, the Company and its subsidiaries use market observable data as the first priority. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques for fair value measurement as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.
- Level 2 inputs are inputs, other than quoted prices included within Level 1, which are observable for the asset or liability, either directly or indirectly.
- Level 3 inputs are unobservable inputs for the asset or liability.

4.14 Provident fund

The Company, the subsidiaries and their employees jointly registered a provident fund scheme under Provident Fund Act B.E. 2530. The funds are contributed by the employees, the Company and its subsidiaries, and will be paid to the employees upon termination in accordance with the rules of the provident fund.

Contributions for employees by the Company, under the provident fund scheme, are recorded as expenses when incurred.

4.15 Income taxes

Income tax expense

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The current income tax payable is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period.

Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit (tax base). Deferred tax liabilities are generally recognized for all taxable temporary differences, and deferred tax assets are generally recognized for temporary differences to the extent that it is probable that taxable profits will be available against which those temporary differences can be utilized. The carrying amount of a deferred tax assets is reviewed at the end of each reporting period. Deferred tax assets shall be reduced to the extent that utilized taxable profits decreased. Any such reduction shall be reversed to the extent that it becomes probable that sufficient taxable profit will be available to allow total or part of the deferred tax assets to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted at the end of reporting period.

4.16 Basic earnings per share

Basic earnings per share are calculated by dividing profit attributable to owners of the parent for the year by the weighted average number of ordinary shares outstanding during the year.

4.17 Use of management judgments

The preparation of financial statements in accordance with Thai Financial Reporting Standards also requires the Company's management to exercise judgments in order to determine the accounting policies, estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the end of the reporting period and the reported amounts of revenue and expense during the accounting period. Although, these estimates are based on management's reasonable consideration of current events, actual results may differ from these estimates.

4.18 Operating segments

The Company and its subsidiaries ("Group Company") presented the operating segments on the basis of internal reports that are regularly reviewed by the chief operating decision maker for the purposes of making decisions about allocating resources to the segment and assessing the performance of the operating segments. The operating segments are presented by classifying based on Small Power Producer Business ("SPP") and Independent Power Producer Business ("IPP").

5. SUPPLEMENTARY CASH FLOWS INFORMATION

5.1 Accounts payable - acquisition of fixed assets for the years ended December 31, are as follows:

Unit : Baht

	Consolidated financial statements		The Separate financial statements	
	2015	2014	2015	2014
Accounts payable - acquisition of fixed assets brought forward	1,948,113,920	1,710,647,695	27,323,221	35,106,254
Add: Purchase of fixed assets	834,013,117	1,091,987,133	188,645,028	178,782,294
Unrealized exchange loss (gain)	860,202	(455,907)	-	-
Less: Cash payment	(1,975,131,519)	(854,065,001)	(194,195,788)	(186,565,327)
Contract price adjustment ⁽¹⁾	(483,952,900)	-	-	-
Accounts payable - acquisition of fixed assets carried forward	323,902,820	1,948,113,920	21,772,461	27,323,221

(1) On January 19, 2015, GHECO-One Company Limited ("GHECO1") entered into the Final Contract Price Adjustment Agreements with the power plant construction company in order to reduce the construction contract price by USD 7.0 million (equivalent to Baht 222.6 million) and Baht 261.4 million, totaling Baht 484 million. Therefore, GHECO1 reduced the amount of property, plant and equipment and accounts payable - acquisition of fixed assets of Baht 484 million in the consolidated statement of financial position as at December 31, 2015.

5.2 As at December 31, 2015, there was payable to a shareholder of Houay Ho Power Company Limited in the consolidated financial statements of Baht 14.4 million (see Note 11).

6. CASH AND CASH EQUIVALENTS

Cash and cash equivalents as at December 31, consist of:

Unit : Baht

	Consolidated financial statements		The Separate financial statements	
	2015	2014	2015	2014
Cash	1,231,076	1,114,617	55,000	46,082
Bank deposits in current accounts	7,407,011	268,619,677	907,827	466,421
Bank deposits in savings accounts	8,694,075,783	4,094,450,035	3,651,894,508	492,953,730
	8,702,713,870	4,364,184,329	3,652,857,335	493,466,233

As at December 31, 2015 and 2014, most of bank accounts of GHECO-One Company Limited, Glow IPP Company Limited and Houay Ho Power Company Limited totaling Baht 3,762.6 million and Baht 3,626.4 million, respectively, are pledged as collateral to secure credit facilities obtained from financial institutions. However, the pledged accounts can be withdrawn in accordance with the objective and conditions stipulated in the loan agreements for use as working capital required in the normal course of their business (see Note 19).

7. TEMPORARY INVESTMENTS

Temporary investments as at December 31, consist of:

	Unit : Baht			
	Consolidated financial statements		The Separate financial statements	
	2015	2014	2015	2014
Bank deposits in savings accounts	683,943,363	1,306,859,828	-	-
Fixed deposits	-	136,394,100	-	-
	683,943,363	1,443,253,928	-	-

As at December 31, 2015 and 2014, deposit in savings accounts of Glow IPP Company Limited of Baht 683.9 million and Baht 1,306.9 million, respectively, are pledged as collateral to secure credit facilities obtained from financial institutions and are restricted for repayment of current portion of long-term borrowings and payment of major maintenance (see Note 19).

As at December 31, 2014, fixed deposits of Houay Ho Power Company Limited of Baht 136.4 million are pledged as collateral to secure credit facilities obtained from financial institutions. However, the pledge was released on February 3, 2015 and the bank accounts were closed subsequent to the refinancing (see Note 19).

8. TRADE AND OTHER RECEIVABLES

Trade and other receivables as at December 31, consist of:

Notes	Unit : Baht			
	Consolidated financial statements		The Separate financial statements	
	2015	2014	2015	2014
Trade receivables, other companies	8,354,106,081	10,242,991,445	2,549,297,797	2,798,514,749
Less: Provision for contract discount	(76,488,224)	(78,761,694)	(76,488,224)	(78,761,694)
Net	8,277,617,857	10,164,229,751	2,472,809,573	2,719,753,055
Trade receivables from related parties	25 -	-	469,090,418	483,747,733
Total trade receivables	8,277,617,857	10,164,229,751	2,941,899,991	3,203,500,788
Current portion of finance lease receivable	10 692,120,992	904,353,392	-	-
Accrued (unearned) interest from finance lease	10 (23,801,034)	27,944,292	-	-
Other receivables	905,754	91,945,997	400,991	476,451
Advance to related parties	25 3,196,746	9,756,665	250,316	15,656,841
Interest receivables from related parties	25 -	-	24,219,838	8,417,550
Interest receivables	173,917	755,640	1,316	808
Prepaid expenses	112,796,212	227,122,592	21,730,132	50,267,139
Advance payment	638,850,953	388,960,759	47,817,973	4,500,450
Receivable of compensation on construction postponement	-	1,685,945,632 ⁽¹⁾	-	-
	9,701,861,397	13,501,014,720	3,036,320,557	3,282,820,027

⁽¹⁾ As at December 31, 2014, receivable of compensation on construction postponement of USD 51.52 million represents the compensation which GHECO-One Company Limited ("GHECO1") charged to the power plant construction company for liquidated damages as the power plant construction has been delayed according to the construction contract. On February 9, 2015, GHECO1 entered into the Settlement Agreements with the power plant construction company to receive the additional compensation on construction postponement of USD 22.48 million (equivalent to Baht 729.8 million). Such amount was recognized in the consolidated statement of profit or loss and other comprehensive income for the year ended December 31, 2015. GHECO1 received the whole amount of compensation on construction postponement totaling USD 74.0 million on April 2, 2015.

Trade receivables as at December 31, are classified by aging as follows:

Unit : Baht

	Consolidated financial statements		The Separate financial statements	
	2015	2014	2015	2014
Trade receivables, other companies				
Current	8,263,387,240	10,160,624,741	2,499,434,732	2,756,838,918
Past due				
Less than 3 months	42,249,492	41,675,831	42,084,589	41,675,831
3 - 6 months	4,759,541	-	4,759,541	-
6 - 12 months	3,018,935	-	3,018,935	-
More than 12 months	40,690,873 ⁽²⁾	40,690,873 ⁽²⁾	-	-
	8,354,106,081	10,242,991,445	2,549,297,797	2,798,514,749
Less Provision for contract discount	(76,488,224)	(78,761,694)	(76,488,224)	(78,761,694)
	8,277,617,857	10,164,229,751	2,472,809,573	2,719,753,055
Trade receivables from related parties				
Current	-	-	469,090,418	483,747,733
Total trade receivables	8,277,617,857	10,164,229,751	2,941,899,991	3,203,500,788

⁽²⁾ The above trade receivables outstanding more than 12 months, presented in the consolidated financial statements, is due from Electricity Generating Authority of Thailand ("EGAT") of Baht 40.6 million which Glow IPP Company Limited has received a letter from the Arbitral Tribunal for winning the arbitration case. However, up to the date of the financial statements, EGAT has not paid the amount and brought this case to the Central Administrative Court. At present, the case is being in consideration by the Central Administrative Court.

9. INVENTORIES

Inventories as at December 31, consist of:

Unit : Baht

	Consolidated financial statements		The Separate financial statements	
	2015	2014	2015	2014
Raw material - coal	1,024,255,822	1,158,592,249	-	-
Raw material - oil	211,986,615	214,258,945	-	-
Spare parts and supplies for machines	3,544,822,281	3,543,632,602	759,652,181	786,694,114
Total	4,781,064,718	4,916,483,796	759,652,181	786,694,114
Less Provision for obsolescence	(54,032,301)	(24,032,301)	(7,000,000)	-
Total inventories	4,727,032,417	4,892,451,495	752,652,181	786,694,114

10. FINANCE LEASE RECEIVABLE

The present value of minimum lease payment of receivable under Thai Financial Reporting Standard Interpretation No.4 ("TFRIC 4") as at December 31, are as follows:

Unit : Baht

	Consolidated financial statements		The Separate financial statements	
	2015	2014	2015	2014
Not later than one year	1,333,684,610	1,725,812,324	-	-
Later than one year and not later than five years	3,449,841,508	4,016,916,640	-	-
Later than five years	3,820,459,996	4,610,870,508	-	-
	8,603,986,114	10,353,599,472	-	-
Less Deferred interest receivable:	(3,932,314,405)	(4,725,829,045)	-	-
Present value of minimum lease payment of receivable	4,671,671,709	5,627,770,427	-	-
Less Current portion of finance lease receivable	(692,120,992)	(904,353,392)	-	-
Less Unearned (Accrued) from finance lease ⁽¹⁾	23,801,034	(27,944,292)	-	-
	4,003,351,751	4,695,472,743	-	-

(1) Supplementary disclosure for accrued (unearned) interest from finance lease as at December 31, consists of:

Unit : Baht

	Consolidated financial statements		The Separate financial statements	
	2015	2014	2015	2014
Accrued interest from finance lease brought forward	27,944,292	-	-	-
Add Interest earned from finance lease	793,514,640	1,275,148,180	-	-
Less Cumulative effect of adoption of TFRIC 4	-	(300,892,632)	-	-
Less Contract billings only part of interest income	(845,259,966)	(946,311,256)	-	-
Accrued (unearned) interest from finance lease carried forward	(23,801,034)	27,944,292	-	-

11. INVESTMENTS IN SUBSIDIARIES

Investments in subsidiaries in the separate financial statements which use the cost method as at December 31, are as follows:

Unit : Baht

Company's name	Paid-up Capital	Portion of Investment (%)	2015	2014
Glow Company Limited	4,401,668,111	100	7,114,824,414	7,114,824,414
Glow SPP 2 Company Limited	4,941,534,880	100	4,941,534,824	4,941,534,824
Glow SPP 3 Company Limited	7,373,389,550	100	7,379,374,525	7,379,374,525
Glow IPP 2 Holding Company Limited	7,565,000,000	100	7,565,000,000	7,565,000,000
Glow SPP 11 Company Limited	1,520,000,000	100	2,154,462,500	2,154,462,500
Total			29,155,196,263	29,155,196,263

Capital reduction of a subsidiary

On March 9, 2015, the Annual General Meeting of Shareholders of Houay Ho Power Company Limited ("HHPC") passed a resolution to reduce the registered capital from USD 50 million to USD 40 million through the reduction of the par value from USD 100 to USD 80. The capital reduction was approved by the Investment Promotion Department of the Lao People's Democratic Republic on December 10, 2015. The capital reduction amounting to USD 8 million was paid to its shareholders on December 18, 2015 and the remaining amount to be paid of USD 2 million, which included the amount to be paid to non-controller of USD 0.4 million (equivalents to Baht 14.4 million) was recorded as payable to a shareholder in the consolidated financial statements.

Dividends payment of subsidiaries

Interim dividends payment

The Board of Directors' meetings of the subsidiaries passed resolutions to distribute interim dividends for the year 2015 as follows:

Company's name	BODs' meeting date	Baht per share	Amount (Million Baht)	Dividend payment date
GHECO-One Company Limited	May 11, 2015	0.906	1,053.1	June 19, 2015
GHECO-One Company Limited	November 10, 2015	1.598	1,857.5	December 17, 2015
Glow Company Limited	August 10, 2015	0.503	221.4	September 17, 2015
Glow Company Limited	August 10, 2015	0.142	62.5	October 2, 2015
Glow SPP 1 Company Limited	August 10, 2015	1.162	249.8	September 17, 2015
Glow SPP 3 Company Limited	August 10, 2015	1.220	899.6	September 17, 2015
Houay Ho Thai Company Limited	September 28, 2015	0.690	36.4	October 2, 2015

Company's name	BODs' meeting date	Amount (Million USD)	Dividend payment date
Houay Ho Power Company Limited	August 10, 2015	4.0	September 25, 2015

Annual dividends payment

The Annual General Meeting of Shareholders of the subsidiaries passed a resolution to distribute an annual dividends for the year 2014. The dividends consist of interim dividends which were already paid and additional dividends payment as follows:

Company's name	BODs' meeting date	Amount (Million USD)	Dividend payment date
Annual General Meeting of Shareholders dated March 9, 2015			
Houay Ho Power Company Limited	August 8, 2014	4.3	July 29, 2014
Houay Ho Power Company Limited	February 20, 2015	5.3	February 25, 2015

Company's name	BODs' meeting date	Baht per share	Amount (Million Baht)	Dividend payment date
Annual General Meeting of Shareholders dated April 3, 2015				
GHECO-One Company Limited	April 23, 2014	0.983	1,142.6	May 2, 2014
GHECO-One Company Limited	November 12, 2014	1.567	1,821.5	December 15, 2014
Houay Ho Thai Company Limited	August 8, 2014	0.660	34.8	August 25, 2014
Houay Ho Thai Company Limited	February 20, 2015	0.830	43.8	March 6, 2015
Annual General Meeting of Shareholders dated April 24, 2015				
Glow IPP Company Limited	November 10, 2014	4.210	1,199.9	December 11, 2014
Glow Company Limited	August 14, 2014	0.212	93.3	August 27, 2014
Glow Company Limited	November 10, 2014	2.590	1,140.0	December 11, 2014
Glow Company Limited	March 18, 2015	1.410	620.6	March 23, 2015
Glow SPP 1 Company Limited	March 18, 2015	2.350	505.3	March 23, 2015
Glow SPP 3 Company Limited	March 18, 2015	1.780	1,312.5	March 23, 2015

12. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consist of:

Unit : Baht

	Consolidated financial statements							
	Land	Power and water plants	Building and leasehold improvement	Machinery, tools and equipment	Furniture, fixtures and office equipment	Motor vehicles	Construction in progress	Total
Cost								
January 1, 2014	702,951,304	139,641,278,576	477,777,798	471,787,135	285,097,831	125,271,684	526,860,963	142,231,025,291
Impact of TFRIC4 adoption	-	(17,276,129,255)	-	-	-	-	(292,037,119)	(17,568,166,374)
Translation difference	-	35,425,117	85,374	8,724	18,824	45,554	(37,291)	35,546,302
Purchases	8,600,000	10,718,948	376,022	8,635,580	13,401,899	1,903,180	1,048,351,504	1,091,987,133
Transfer from spare parts	-	482,428,525	-	-	-	-	-	482,428,525
Transfer in (out)	-	450,601,705	8,087,289	20,252,706	-	-	(478,941,700)	-
Disposals	-	(180,219,862)	-	(141,312)	(2,102,085)	(14,817,438)	-	(197,280,697)
December 31, 2014	711,551,304	123,164,103,754	486,326,483	500,542,833	296,416,469	112,402,980	804,196,357	126,075,540,180
Translation difference	-	737,611,524	1,790,277	188,281	472,321	1,798,579	-	741,860,982
Purchases	-	152,991,946	595,014	21,779,571	16,702,288	7,035,637	634,908,661	834,013,117
Transfer from (to) spare parts	-	(1,342,646)	-	-	-	-	106,671,829	105,329,183
Transfer from advance payment	-	-	-	-	-	-	71,178,877	71,178,877
Transfer to computer software	-	-	-	-	-	-	(3,873,820)	(3,873,820)
Transfer in (out)	-	1,420,577,710	77,814	-	3,239,243	-	(1,423,894,767)	-
Adjustments	-	(483,952,900) ⁽¹⁾	-	-	-	-	(145,000)	(484,097,900)
Transfer to PTT	-	(23,076,357) ⁽²⁾	-	-	-	-	-	(23,076,357)
Disposals	-	(183,175,283)	-	(2,993,964)	(2,282,989)	(32,311,499)	-	(220,763,735)
December 31, 2015	711,551,304	124,783,737,748	488,789,588	519,516,721	314,547,332	88,925,697	189,042,137	127,096,110,527
Accumulated depreciation								
January 1, 2014	-	44,050,415,041	150,316,728	403,111,395	237,426,060	88,984,120	-	44,930,253,344
Impact of TFRIC4 adoption	-	(9,942,829,554)	-	-	-	-	-	(9,942,829,554)
Translation difference	-	20,620,669	43,660	7,006	16,730	32,525	-	20,720,590
Depreciation for the year	-	3,976,637,250	22,215,029	25,625,367	18,109,502	11,828,985	-	4,054,416,133
Depreciation - disposals	-	(162,539,338)	-	(141,311)	(2,080,174)	(14,817,429)	-	(179,578,252)
December 31, 2014	-	37,942,304,068	172,575,417	428,602,457	253,472,118	86,028,201	-	38,882,982,261
Translation difference	-	389,502,171	787,942	147,360	390,328	1,412,453	-	392,240,254
Depreciation for the year	-	3,935,294,790	22,251,622	25,004,729	19,137,867	10,271,285	-	4,011,960,293
Depreciation - Transfer to PTT	-	(1,307,321) ⁽²⁾	-	-	-	-	-	(1,307,321)
Depreciation - disposals	-	(176,891,726)	-	(2,993,952)	(1,836,767)	(32,310,957)	-	(214,033,402)
December 31, 2015	-	42,088,901,982	195,614,981	450,760,594	271,163,546	65,400,982	-	43,071,842,085
Net book value								
December 31, 2014	711,551,304	85,221,799,686	313,751,066	71,940,376	42,944,351	26,374,779	804,196,357	87,192,557,919
December 31, 2015	711,551,304	82,694,835,766	293,174,607	68,756,127	43,383,786	23,524,715	189,042,137	84,024,268,442
Depreciation for the years ended December 31,								
2014								4,054,416,133
2015								4,011,960,293

The Separate financial statements								
	Land	Power and water plants	Building and leasehold improvement	Machinery, tools and equipment	Furniture, fixtures and office equipment	Motor vehicles	Construction in progress	Total
Cost								
January 1, 2014	81,250,000	38,678,777,375	327,627,207	236,384,099	88,181,053	23,615,900	97,593,953	39,533,429,587
Purchases	-	-	-	2,410,754	1,569,547	-	174,801,993	178,782,294
Transfer from spare parts	-	482,428,525	-	-	-	-	-	482,428,525
Transfer in (out)	-	209,572,301	3,304,960	-	-	-	(212,877,261)	-
Disposals	-	(176,487,748)	-	-	(13,400)	(6,500)	-	(176,507,648)
December 31, 2014	81,250,000	39,194,290,453	330,932,167	238,794,853	89,737,200	23,609,400	59,518,685	40,018,132,758
Purchases	-	-	-	10,332,218	432,305	-	177,880,505	188,645,028
Transfer to spare parts	-	(1,342,645)	-	-	-	-	-	(1,342,645)
Transfer in (out)	-	191,548,435	-	-	-	-	(191,548,435)	-
Disposals	-	-	-	(95,000)	(822,542)	(11,464,000)	-	(12,381,542)
December 31, 2015	81,250,000	39,384,496,243	330,932,167	249,032,071	89,346,963	12,145,400	45,850,755	40,193,053,599
Accumulated depreciation								
January 1, 2014	-	10,216,845,283	70,758,977	226,910,744	74,233,602	17,014,300	-	10,605,762,906
Depreciation for the year	-	1,526,403,424	16,693,078	5,409,518	5,199,555	2,014,919	-	1,555,720,494
Depreciation - disposals	-	(162,116,888)	-	-	(13,399)	(6,499)	-	(162,136,786)
December 31, 2014	-	11,581,131,819	87,452,055	232,320,262	79,419,758	19,022,720	-	11,999,346,614
Depreciation for the year	-	1,493,777,098	16,707,213	4,460,700	4,624,240	2,014,919	-	1,521,584,170
Depreciation - disposals	-	-	-	(94,990)	(376,587)	(11,463,989)	-	(11,935,566)
December 31, 2015	-	13,074,908,917	104,159,268	238,685,972	83,667,411	9,573,650	-	13,508,995,218
Net book value								
December 31, 2014	81,250,000	27,613,158,634	243,480,112	6,474,591	10,317,442	4,586,680	59,518,685	28,018,786,144
December 31, 2015	81,250,000	26,309,587,326	226,772,899	12,346,099	5,679,552	2,571,750	45,850,755	26,684,058,381
Depreciation for the years ended December 31,								
2014								1,555,720,494
2015								1,521,584,170

(1) During 2015, GHECO-One Company Limited adjusted to reduce the amount of power plant of Baht 484 million according to the Final Contract Price Adjustment Agreements (see Note 5).

(2) On February 1, 2015, Glow SPP 11 Company Limited handed over and transferred the ownership of gas pipeline having net book value of Baht 21.8 million to PTT Public Company Limited to comply with the gas supply agreement dated March 23, 2010 and recorded such amount as deferred right to use gas pipeline (see Note 13).

As at December 31, 2015 and 2014, costs of power plant and equipment in the consolidated financial statements that were fully depreciated but still in use were Baht 2,955.8 million and Baht 2,783.4 million, respectively.

As at December 31, 2015 and 2014, costs of power plant and equipment in the separate financial statements that were fully depreciated but still in use were Baht 563.9 million and Baht 469.1 million, respectively.

All of the land, construction, machinery and equipment of the power plants of Glow IPP Company Limited, Houay Ho Power Company Limited and GHECO-One Company Limited have been mortgaged and pledged to secure credit facilities which the subsidiaries obtained from financial institutions (see Note 19).

As at December 31, motor vehicles under finance lease agreements included above which the Company and its subsidiaries are lessee are as follows:

Unit : Baht				
	Consolidated financial statements		The Separate financial statements	
	2015	2014	2015	2014
Cost	31,808,980	36,152,980	5,703,300	10,047,300
Less Accumulated depreciation	(19,583,181)	(16,339,547)	(3,496,595)	(5,474,094)
Net book value	12,225,799	19,813,433	2,206,705	4,573,206

13. INTANGIBLE ASSETS

Intangible assets as at December 31, consist of:

Unit : Baht					
	Notes	Consolidated financial statements		The Separate financial statements	
		2015	2014	2015	2014
Deferred right to use grid system	13.1	259,493,270	259,493,270	-	-
Less Accumulated amortization		(183,048,603)	(172,140,720)	-	-
		76,444,667	87,352,550	-	-
Deferred right to use transmission line	13.2	301,310,983	250,297,983	55,000,000	55,000,000
Less Accumulated amortization		(105,001,090)	(94,627,091)	(9,293,145)	(7,094,831)
		196,309,893	155,670,892	45,706,855	47,905,169
Deferred land leasehold right	13.3	321,517,042	321,517,042	37,260,553	37,260,553
Less Accumulated amortization		(134,661,486)	(122,606,162)	(9,980,724)	(8,739,613)
		186,855,556	198,910,880	27,279,829	28,520,940
Deferred right to use pipe rack	13.4	107,146,137	105,302,606	200,898,372	199,054,841
Less Accumulated amortization		(79,870,130)	(69,171,154)	(97,511,226)	(82,212,725)
		27,276,007	36,131,452	103,387,146	116,842,116
Deferred right of way	13.5	310,449,231	310,449,231	3,838,775	3,838,775
Less Accumulated amortization		(169,047,541)	(153,651,036)	(2,768,306)	(2,584,909)
		141,401,690	156,798,195	1,070,469	1,253,866
Deferred right to use gas pipeline	13.6	90,411,142	68,642,106	-	-
Less Accumulated amortization		(38,272,204)	(34,385,338)	-	-
		52,138,938	34,256,768	-	-
Computer software		229,624,111	203,100,525	7,501,282	7,501,282
Less Accumulated amortization		(133,717,014)	(117,790,249)	(6,683,127)	(6,538,650)
		95,907,097	85,310,276	818,155	962,632
Total intangible assets		776,333,848	754,431,013	178,262,454	195,484,723
Amortization for the years ended December 31,		79,246,318	77,626,115	19,065,800	18,934,264

- 13.1 Deferred right to use grid system represents right to use grid system of Glow SPP 2 Company Limited ("GSPP2") and Glow SPP 3 Company Limited ("GSPP3"), whereby on September 27, 2000, both subsidiaries handed over and transferred the ownership of certain parts of the grid system to Electricity Generating Authority of Thailand ("EGAT") to comply with the power purchase agreement, under the regulation of purchasing electricity from small power producers.
- 13.2 Deferred right to use transmission line mainly represents the costs paid by Glow IPP Company Limited ("GIPP") for construction of transmission line in order to comply with the power purchase agreement, under the regulation of purchasing electricity from independent power producers. According to the condition in such agreement, the ownership of the transmission line belongs to EGAT and GIPP has the right to use the transmission line over the period of the power purchase agreement of 25 years.
- 13.3 Deferred land leasehold right represents fees paid by the Company, GSPP2, GSPP3 and GHECO1 in relation to the leasehold right of land under the land lease agreements made with Industrial Estate Authority of Thailand.
- 13.4 Deferred right to use pipe rack mainly represents the fee paid by the Company for the right to lay the Company's pipelines in Asia Industrial Estate Company Limited under the Piperack Agreement dated August 31, 2009 and the fee paid for the right to lay the Company's pipelines in GSPP3 under the Piperack Agreement dated September 1, 2012 and Amendment dated December 11, 2012.
- 13.5 Deferred right of way of Baht 300 million represents the right under the Memorandum of Understanding dated May 13, 1998 and Amendment dated May 11, 2005 of Glow SPP 11 Company Limited ("GSPP11") to use easement and right of way within the Siam Eastern Industrial Park ("SEIP") for the construction, operation and maintenance of gas pipeline and network for the distribution of electricity, steam and other services over the period GSPP11 own land in SEIP.
- 13.6 Deferred right to use gas pipeline represents the costs of gas pipeline and all related facilities that was transferred to PTT Public Company Limited by GSPP2 and GSPP11 in exchange for the right to use such assets throughout the term of the gas supply agreements.

14. OTHER NON-CURRENT ASSETS

Other non-current assets as at December 31, consist of:

Unit : Baht

	Notes	Consolidated financial statements		The Separate financial statements	
		2015	2014	2015	2014
Deferred repair and maintenance expense		6,455,889,604	5,983,481,408	-	-
Less Accumulated amortization		(4,316,946,183)	(5,015,349,495)	-	-
	14.1	2,138,943,421	968,131,913	-	-
Deferred financial service fee	14.2	505,413,671	591,406,843	72,654,715	91,436,060
Less Accumulated amortization		(198,646,913)	(284,565,748)	(63,202,642)	(70,257,700)
		306,766,758	306,841,095	9,452,073	21,178,360
Advance for long term service agreement	14.3	123,740,135	123,740,135	123,740,135	123,740,135
Less Accumulated amortization		(58,219,583)	(44,483,223)	(58,219,583)	(44,483,223)
		65,520,552	79,256,912	65,520,552	79,256,912
Deferred expenses - others		6,701,772	6,701,772	57,640,259	57,640,259
Less Accumulated amortization		(3,600,494)	(3,039,837)	(9,001,535)	(6,806,086)
		3,101,278	3,661,935	48,638,724	50,834,173
Corporate income tax refundable	14.4	627,903,105	627,903,105	-	-
Advance payment for shares purchase	32.1.12	15,000,000	-	15,000,000	-
Refundable deposits		32,517,056	32,167,221	7,247,363	7,384,044
Others		37,979,119	42,565,759	597,773	287,497
Total other non-current assets		3,227,731,289	2,060,527,940	146,456,485	158,940,986
Amortization for the years ended December 31,		220,185,452	633,649,986	27,658,098	36,773,656

14.1 Deferred repair and maintenance expense represents the cost of major overhaul of Glow IPP Company Limited's power plant.

During 2015, the cost and accumulated amortization of deferred repair and maintenance expense amounting to Baht 866.4 million were written off.

14.2 Deferred financial service fee represents the financial fees paid in connection with the long-term borrowings of the Company and its subsidiaries.

14.3 Advance for Long Term Service Agreement ("LTSA") represents advance payment made under the LTSA as described in Note 32.1.8.5.

- 14.4 Rayong Area Revenue Office raised the tax issue in regard to the GHECO1's corporate income tax computation for exchange gains/losses arising during the power plant construction period. GHECO1 had prepared the consultation letter for such tax issue to the Revenue Department.

In April 2013, GHECO1 received a letter replied by the Revenue Department stating that the loss on exchange must be capitalized into cost of power plant but the gain on exchange must be treated as income and subject to corporate income tax. GHECO1 disagreed with the Revenue Department's opinion and still has not been assessed the corporate income tax by the Revenue Department. According to the opinion from the legal counsel and the tax advisor for the possibility to revise matter of law and the settlement of this issue which will take long time due to having significant impact, GHECO1's Board of Directors decided to amend the corporate income tax return filing for the years 2008 to 2011 totaling Baht 627.9 million in order to stop the surcharges that may arise from delay in settlement. GHECO1 recorded such amount as corporate income tax refundable, which was presented under other non-current assets. GHECO1 disagreed with the tax payments according to such letter replied by the Revenue Department as there is likely to have a refund of the tax and surcharges based on the opinion from the legal counsel. GHECO1 has the dissenting opinion and submitted the tax and surcharges for a refund.

In August and October 2013, GHECO1 received the letters from the Rayong Area Revenue Office to reject the corporate income tax refund for the years 2008 and 2009, respectively. GHECO1 appealed for corporate income tax refund for the years 2008 and 2009 to Rayong Area Revenue Office in September and November 2013, respectively. On December 6, 2013, GHECO1 filed the lawsuit for the corporate income tax refund of the years 2008 and 2009 with total dispute amount of Baht 129.56 million to the Central Tax Court.

On May 21, 2014 and July 28, 2014, GHECO1 subsequently received the letter from the Rayong Area Revenue Office to reject the corporate income tax refund for the years 2010 and 2011, respectively. GHECO1 appealed for corporate income tax refund for the year 2010 to Rayong Area Revenue Office. Subsequently, on July 18, 2014, GHECO1 received the letter from the Fifth Regional Office of the Revenue Department notifying its administrative decision of consideration of GHECO1's appeal for the refund of corporate income tax for the year 2010 by insisting the administrative order for not refunding such corporate income tax for the year 2010 as per the letter of notice not to refund corporate income tax from Rayong Area Revenue Office dated May 8, 2014. GHECO1 disagreed with such decision and has already submitted the plaint to claim for the corporate income tax refund for the year 2010 with the total dispute amount of Baht 466.19 million with the Central Tax Court on October 14, 2014.

On September 30, 2014, the Central Tax Court rendered judgment on the corporate income tax refund claims for the years 2008 and 2009 with the total dispute amount of Baht 129.56 million. The judgment dismissed the plaint on the ground that GHECO1 had already filed an administrative appeal pursuant to Administrative Procedure Act B.E. 2539 and that, on the submission date of the plaint, the 90-day period granted to the governmental body to render the administrative appeal decision had not yet been expired. As such, there has not yet been a dispute arising to entitle GHECO1 to submit the plaint. However, GHECO1 has prepared to resubmit the corporate income tax refund claims for the years 2008 and 2009 to the Central Tax Court and is considering to include in the same plaint the corporate income tax refund claims for the year 2011 with the dispute amount of Baht 32.15 million.

On October 12, 2015, the Central Tax Court rendered judgment on the corporate income tax refund claims for the year 2010. The verdict asked the Revenue Department to refund the corporate income tax and surcharges totaling Baht 466.19 million with interest. The Revenue Department asked for approval to extend the period for submission the appeal to Supreme Court. The aforementioned extension period for submission the appeal shall be due on March 11, 2016.

15. SHORT-TERM BORROWING FROM A FINANCIAL INSTITUTION

As at December 31, 2014, short-term borrowing of the Company amounting to Baht 350 million was obtained from a financial institution. The borrowing carries interest at a certain percentage per annum and is repayable at call. Subsequently, the borrowing was repaid on January 5, 2015.

16. TRADE AND OTHER PAYABLES

Trade and other payables as at December 31, consist of:

Unit : Baht

	Notes	Consolidated financial statements		The Separate financial statements	
		2015	2014	2015	2014
Trade payables, other companies		3,133,832,180	4,922,136,231	1,288,494,024	1,390,182,148
Trade payables to related parties	25	-	-	217,837,897	255,843,266
Advance from related parties	25	33,096,920	30,573,159	74,728,933	70,431,691
Advance received		145,984,417	212,593,994	60,862,817	46,241,599
Accounts payable - acquisition of fixed assets	5	323,902,820	1,948,113,920	21,772,461	27,323,221
Other payables		176,593,152	187,966,611	65,081,646	43,778,987
Accrued interest expense		495,947,460	554,000,956	310,576,947	324,367,176
Interest payables to related parties	25	-	-	15,069,060	8,718,883
Accrued expenses		1,192,026,514	816,839,919	316,364,617	173,787,372
Unearned income from a related party	25	-	-	52,255	-
		5,501,383,463	8,672,224,790	2,370,840,657	2,340,674,343

17. FINANCE LEASE PAYABLES

The Company and its subsidiaries entered into finance lease agreements for vehicles, which the balances of minimum lease payments and present value of minimum lease payments as at December 31, are as follows:

Unit : Baht

	Consolidated financial statements		The Separate financial statements	
	2015	2014	2015	2014
Not later than one year	9,039,054	8,578,444	1,809,807	2,625,256
Later than one year and not later than five years	4,541,632	13,580,686	686,144	2,495,951
Total minimum lease payments	13,580,686	22,159,130	2,495,951	5,121,207
Less: Deferred interest expense	(552,184)	(1,452,953)	(102,190)	(290,621)
Present value of minimum lease payments	13,028,502	20,706,177	2,393,761	4,830,586
Present value of minimum lease payments				
- Current portion of finance lease payables	8,538,981	7,677,675	1,721,116	2,436,825
- Finance lease payables	4,489,521	13,028,502	672,645	2,393,761
	13,028,502	20,706,177	2,393,761	4,830,586

18. SHORT-TERM BORROWINGS

Short-term borrowings of GHECO-One Company Limited ("GHECO1") obtained from a shareholder under the Equity Subscription and Retention Agreement dated October 9, 2008 entered into by GHECO1, Glow IPP 2 Holding Company Limited and the other shareholder. The borrowings carry interest at MLR per annum and are repayable at call.

19. LONG-TERM BORROWINGS FROM FINANCIAL INSTITUTIONS

Long-term borrowings from financial institutions of the Company and its subsidiaries as at December 31, consist of:

The Company	Interest rate	Repayment date of principal	Currency	Facility	2015		2014	
					USD	Baht	USD	Baht
1) Loan under Facility Agreement dated February 23, 2012	A certain percentage p.a.	November 1, 2016 and November 1, 2017	Baht	2,500,000,000	-	2,500,000,000	-	2,500,000,000
2) Loan under Facility Agreement dated June 20, 2011	LIBOR + a certain percentage p.a.	July 15, 2015	USD	65,737,000	-	-	65,737,000	2,176,762,428
3) Loan under Facility Agreement dated June 27, 2011	LIBOR + a certain percentage p.a.	July 15, 2015	USD	66,670,000	-	-	66,670,000	2,207,657,044
4) Loan under Facility Agreement dated June 28, 2011	LIBOR + a certain percentage p.a.	December 15, 2014 and December 15, 2016	USD	99,465,000	33,340,000	1,208,701,692	33,340,000	1,103,994,088
5) Loan under Facility Agreement dated January 31, 2011	LIBOR + a certain percentage p.a.	February 6, 2016	USD	46,357,616	46,357,616	1,680,639,735	46,357,616	1,535,049,007
6) Loan under Facility Agreement dated December 24, 2010	THBFIX + a certain percentage p.a.	February 6, 2016	Baht	1,600,000,000	-	1,600,000,000	-	1,600,000,000
Total long-term borrowings from financial institutions in the separate financial statements						6,989,341,427		11,123,462,567
Less Current portion of long-term borrowings from financial institutions in the separate financial statements						(5,989,341,427)		(4,384,419,472)
						1,000,000,000		6,739,043,095

	Interest rate	Repayment date of principal	Currency	Facility	2015		2014	
					USD	Baht	USD	Baht
Subsidiaries								
GHECO-One Company Limited								
7) Loan under Facility Agreement dated October 9, 2008								
- Baht loan	THBFIX + a certain percentage p.a.	October 31, 2012 - October 31, 2028	Baht	9,960,000,000	-	6,663,298,950	-	7,467,183,450
- USD loan	LIBOR + a certain percentage p.a.	October 31, 2012 - October 31, 2028	USD	460,000,000	324,473,688	11,763,404,190	363,619,368	12,040,600,857
Glow IPP Company Limited								
8) Loan from overseas commercial banks	LIBOR + a certain percentage p.a.	June 15, 2006 - June 15, 2018	USD	217,666,655	47,560,164	1,724,236,675	70,741,663	2,342,482,827
Houay Ho Power Company Limited								
9) Loan under Credit Facility Agreement dated January 15, 2015	LIBOR + a certain percentage p.a.	June 15, 2015 - December 15, 2023	USD	82,000,000	73,543,820	2,654,089,843	-	-
10) Syndicated Loans under Facility Agreement dated December 18, 2002 and Amendment Agreement dated December 27, 2007								
- Tranche A	MLR + a certain percentage p.a.	June 30, 2003 - December 31, 2019	Baht	1,200,000,000	-	-	-	398,925,000
- Tranche B	LIBOR + a certain percentage p.a.	June 30, 2003 - December 31, 2019	USD	68,000,000	-	-	22,605,750	745,153,337
Total long-term borrowings from financial institutions of subsidiaries						22,805,029,658		22,994,345,471
Total long-term borrowings from financial institutions in the consolidated financial statements						29,794,371,085		34,117,808,038
Less Current portion of long-term borrowings from financial institutions in the consolidated financial statements						(8,892,907,064)		(7,467,033,964)
						20,901,464,021		26,650,774,074

The Company's borrowings

All borrowings of the Company are guaranteed by Glow SPP 1 Company Limited, Glow SPP 2 Company Limited and Glow SPP 3 Company Limited. The Facility Agreements stipulate certain covenants such as the maintenance of tangible net worth, net debt to equity ratio and debt service coverage ratio.

All the USD loans of the Company were swapped into Baht loans under the Cross Currency Interest Rate Swap Agreements (see Notes 30.2.1 and 30.3).

In addition, the Company entered into interest rate swap agreements for the loan No. 6) (see Note 30.3).

The subsidiaries' borrowings

GHECO-One Company Limited ("GHECO1")

All borrowings and working capital facility agreements of GHECO1 are secured by the mortgage of all of the construction and pledge of machinery, most of bank accounts and all shares of GHECO1 and the assignment of all rights and obligations under various agreements relating to the power plant project.

In addition, the repayment of USD term loan facility and Thai Baht term loan facility according to the Debt Service Reserve Account are guaranteed and undertaken by the Company, of which the guarantee facility amount shall not exceed 65 percent of the borrowings on the repayment date.

The Facility Agreement contains normal covenants related to various matters, such as the maintenance of debt service coverage ratio, the Project Commercial Operation Date and the maintenance of coal stockpile.

GHECO1 entered into interest rate swap agreements for all loans (see Note 30.3).

Glow IPP Company Limited ("GIPP")

All borrowings and working capital facility agreements of GIPP are secured by the mortgage of all of the land and construction and pledge of machinery, equipment, most of bank accounts and temporary investments and the assignment of all rights and obligations under various agreements relating to the power plant projects. In addition, the borrowings are secured by the pledge of all shares of GIPP, of which 95 percent are owned by Glow Company Limited and 5 percent by other shareholders.

The borrowing agreements contain normal covenants related to various matters, such as the maintenance of certain debt to equity ratio, the maintenance of certain debt service coverage ratio, and the power plant project completion period.

On March 1, 2006, the Company entered into a Dollar Debt Service Reserve Guarantee Agreement with an Offshore Collateral Agent, as agent for the lenders, of GIPP to guarantee and undertake to the agent for the payments of Accrual Scheduled Debt Service when due, of which the guarantee facility amount shall not exceed 50 percent of the amount required for the Relevant Debt Service Reserve Account of GIPP on the repayment date.

GIPP entered into interest rate swap agreements for the above loan No. 8) (see Note 30.3).

Houay Ho Power Company Limited ("HHPC")

On January 15, 2015, HHPC entered into a Credit Facility Agreement with two overseas financial institutions for the facility of term loan and working capital of USD 82 million and USD 2 million, respectively. The borrowing carries interest at LIBOR plus a certain percentage per annum and is repayable in 18 semi-annual installments from June 15, 2015 to December 15, 2023.

On January 30, 2015, HHPC prepaid the whole amount of its borrowings, consisting of the loans No. 10 of USD 22.6 million and Baht 398.9 million and the borrowings from International Power S.A. of USD 45.4 million. These were refinanced by the new borrowings from the above credit facility amounting to USD 80.9 million.

Under the Credit Facility Agreement, the borrowings and working capital are secured by the mortgage of all of the construction and pledge of machinery, equipment, most of bank accounts, all shares of HHPC owned by Glow Company Limited, Houay Ho Thai Company Limited and EDL Generation Public Company and the assignment of all rights and obligations under various agreements relating to the power plant project. HHPC already released all collateral for the existing borrowings and executed the collateral for the new borrowings.

The Credit Facility Agreement contains normal covenants related to various matters including the maintenance of certain debt service coverage ratio.

HHPC entered into interest rate swap agreements for the loan No. 9) (see Note 30.3).

20. DEBENTURES

Debentures as at December 31, consist of:

	Consolidated and the Separate financial statements	
	2015	2014
Debentures No. 1/2558	4,000,000,000	-
Less Deferred debentures issue expenses	(7,731,409)	-
Debentures No. 1/2555	1,500,000,000	1,500,000,000
Less Deferred debentures issue expenses	(2,319,385)	(3,125,647)
Debentures No. 1/2554	5,555,000,000	5,555,000,000
Less Deferred debentures issue expenses	(7,721,150)	(9,082,609)
Debentures No. 1/2553	1,000,000,000	1,000,000,000
Less Deferred debentures issue expenses	(341,438)	(614,738)
Debentures No. 2/2553	5,000,000,000	5,000,000,000
Less Deferred debentures issue expenses	(3,224,397)	(4,356,060)
Debentures No. 1/2551	2,500,000,000	4,000,000,000
Less Deferred debentures issue expenses	(1,988,487)	(3,107,011)
Debentures No. 1/2550	2,000,000,000	2,000,000,000
Less Deferred debentures issue expenses	(1,111,367)	(1,911,465)
	21,530,562,367	19,032,802,470
Less Current portion of debentures	-	(1,499,699,737)
	21,530,562,367	17,533,102,733

All the above debentures are guaranteed by Glow SPP 1 Company Limited, Glow SPP 2 Company Limited and Glow SPP 3 Company Limited and stipulate certain covenants such as the maintenance of tangible net worth, net debt to equity ratio and debt service coverage ratio.

Debentures No. 1/2558

On September 3, 2015, the Company issued 4,000,000 units of unsubordinated and guaranteed debentures with a debenture holders' representative in the named-registered certificate at the face value of Baht 1,000 each, totaling Baht 4,000 million. The debentures have a 10-year term and will be due for redemption on September 3, 2025. The debentures have a coupon rate at a certain percentage per annum, payable semi-annually commencing March 3, 2016.

Debentures No. 1/2555

On November 15, 2012, the Company issued 1,500,000 units of unsubordinated and guaranteed debentures with a debenture holders' representative in the named-registered certificate at the face value of Baht 1,000 each, totaling Baht 1,500 million. The debentures have a 6-year term and will be due for redemption on November 15, 2018. The debentures have a coupon rate at a certain percentage per annum, payable semi-annually commencing May 15, 2013.

Debentures No. 1/2554

On August 31, 2011, the Company issued 5,555,000 units of unsubordinated and guaranteed debentures with a debenture holders' representative in the named-registered certificate at the face value of Baht 1,000 each, totaling Baht 5,555 million. The debentures have a 10-year term and will be due for redemption on August 31, 2021. The debentures have a coupon rate at a certain percentage per annum, payable semi-annually commencing February 29, 2012.

Debentures No. 1/2553 and No. 2/2553

On March 31, 2010, the Company issued 1,000,000 units of unsubordinated and guaranteed debentures with a debenture holders' representative in the named-registered certificate at the face value of Baht 1,000 each, totaling Baht 1,000 million (Debentures No. 1/2553). The debentures have a 7-year term and will be due for redemption on March 31, 2017. The debentures have a coupon rate at a certain percentage per annum, payable semi-annually commencing September 30, 2010.

On April 8, 2010, the Company issued 8,000,000 units of unsubordinated and guaranteed debentures with a debenture holders' representative in the named-registered certificate at the face value of Baht 1,000 each, totaling Baht 8,000 million (Debentures No. 2/2553). The debentures have coupon rates at certain percentages per annum, payable semi-annually commencing October 8, 2010. The terms of the debentures are as follows:

Debentures No. 2/2553	Amount (Thousand Baht)	Redemption date
Series 1	3,000,000	December 8, 2012 (Redeemed)
Series 2	1,600,000	October 8, 2017
Series 3	2,000,000	April 8, 2019
Series 4	1,400,000	October 8, 2019

Debentures No. 1/2551

On June 5, 2008, the Company issued 4,000,000 units of unsubordinated and guaranteed debentures with a debenture holders' representative in the named-registered certificate at the face value of Baht 1,000 each, totaling Baht 4,000 million. These were offered exclusively to institutional and high net-worth investors. The debentures consist of:

- 1,500,000 units of Tranche 1, with 7-year term, due for redemption on June 5, 2015 and bearing coupon rate at a certain percentage per annum, payable semi-annually commencing December 5, 2008 (Redeemed).
- 2,500,000 units of Tranche 2, with 10-year term, due for redemption on June 5, 2018 and bearing coupon rate at a certain percentage per annum, payable semi-annually commencing December 5, 2008.

Debentures No. 1/2550

On May 21, 2007, the Company issued 2,000,000 units of unsubordinated and guaranteed debentures with a debenture holders' representative in the named-registered certificate at the face value of Baht 1,000 each, totaling Baht 2,000 million. These were offered exclusively to institutional and high net-worth investors. The debentures have a 10-year term and will be due for redemption on May 21, 2017. The debentures have a coupon rate at a certain percentage per annum, payable semi-annually commencing November 21, 2007.

21. DEFERRED INCOME TAX/ INCOME TAX EXPENSE

The movements of deferred tax assets and liabilities during the years are as follows:

Unit : Baht

	Consolidated financial statements				
	Balance as at January 1, 2015	Transactions recognized in profit and loss		Transactions recognized in other comprehensive income (loss)	Balance as at December 31, 2015
		Addition	Utilized		
Deferred tax assets					
Finance lease receivable	112,420,054	118,487,196	-	-	230,907,250
Difference of depreciation	210,451,559	11,381,733	(69,814,633)	-	152,018,659
Provisions	80,892,879	35,099,946	(6,244,868)	(4,732)	109,743,225
Assets under finance lease	7,081,205	-	(135,156)	-	6,946,049
Taxable loss carried forward	10,509,757	-	-	-	10,509,757
Total	421,355,454	164,968,875	(76,194,657)	(4,732)	510,124,940
Deferred tax liabilities					
Difference of depreciation	1,016,957,112	108,685,108	-	199,938 ⁽¹⁾	1,125,842,158
Deferred expenses	27,672,130	1,398,163	(2,893,906)	-	26,176,387
Total	1,044,629,242	110,083,271	(2,893,906)	199,938	1,152,018,545

⁽¹⁾ During 2015, there was effect from translation difference of deferred tax liabilities of Baht 199,938 which was recognized in other comprehensive income (loss).

Unit : Baht

	Consolidated financial statements				
	Balance as at January 1, 2014	Transactions recognized in profit and loss		Transactions recognized in other comprehensive income (loss)	Balance as at December 31, 2014
		Addition	Utilized		
Deferred tax assets					
Finance lease receivable	-	112,420,054	-	-	112,420,054
Difference of depreciation	192,066,124	45,097,171	(26,711,736)	-	210,451,559
Provisions	62,480,617	24,079,849	(5,452,599)	(214,988)	80,892,879
Assets under finance lease	7,110,036	-	(28,831)	-	7,081,205
Taxable loss carried forward	10,648,103	-	(138,346)	-	10,509,757
Total	272,304,880	181,597,074	(32,331,512)	(214,988)	421,355,454
Deferred tax liabilities					
Finance lease receivable	-	75,223,158	(75,223,158)	-	-
Difference of depreciation	899,468,561	117,488,551	-	-	1,016,957,112
Deferred expenses	31,999,613	-	(4,327,483)	-	27,672,130
Total	931,468,174	192,711,709	(79,550,641)	-	1,044,629,242

Unit : Baht

	The Separate financial statements				
	Balance as at January 1, 2015	Transactions recognized in profit and loss		Transactions recognized in other comprehensive income (loss)	Balance as at December 31, 2015
		Addition	Utilized		
Deferred tax assets					
Provisions	17,502,998	4,446,622	(233,838)	(4,732)	21,711,050
Total	17,502,998	4,446,622	(233,838)	(4,732)	21,711,050
Deferred tax liabilities					
Difference of depreciation	334,597,196	21,744,622	(1,124,306)	-	355,217,512
Deferred expenses	7,423,154	1,398,164	(2,893,906)	-	5,927,412
Total	342,020,350	23,142,786	(4,018,212)	-	361,144,924

Unit : Baht

	The Separate financial statements				
	Balance as at January 1, 2014	Transactions recognized in profit and loss		Transactions recognized in other comprehensive income (loss)	Balance as at December 31, 2014
		Addition	Utilized		
Deferred tax assets					
Provisions	15,221,880	2,703,038	(206,932)	(214,988)	17,502,998
Total	15,221,880	2,703,038	(206,932)	(214,988)	17,502,998
Deferred tax liabilities					
Difference of depreciation	314,168,489	20,428,707	-	-	334,597,196
Deferred expenses	11,750,637	-	(4,327,483)	-	7,423,154
Total	325,919,126	20,428,707	(4,327,483)	-	342,020,350

Reconciliations of income tax expense for the years ended December 31, are as follows:

Unit : Baht

	Consolidated financial statements	
	2015	2014
Accounting profit before income tax	10,768,117,710	11,841,041,577
Permanent differences	166,424,142	276,750,666
Temporary differences	55,052,308	294,323,881
Utilization of taxable loss carried forward	(199,586,700)	-
Income that is exempt from taxation	(5,419,773,160)	(7,149,154,461)
Taxable profit	5,370,234,300	5,262,961,663
Tax currently payable		
- Local tax rate (20%)	1,046,554,769	940,136,482
- Overseas tax rate (15%)	20,619,067	84,341,888
Tax effects of :		
Temporary differences		
Finance lease receivable	(118,487,196)	(112,420,054)
Difference of depreciation	167,118,008	99,103,116
Provisions	(28,855,078)	(18,627,250)
Assets under finance lease	135,156	28,831
Taxable loss carried forward	-	138,346
Deferred expenses	(1,495,743)	(4,327,483)
	18,415,147	(36,104,494)
Adjustment of prior year income tax	7,883,952	16,867,336
Income tax expense	1,093,472,935	1,005,241,212

Unit : Baht

	The Separate financial statements	
	2015	2014
Accounting profit before income tax	6,606,980,515	4,826,175,118
Permanent differences	(3,082,076,201)	(1,469,935,058)
Temporary differences	18,653,197	(30,276,227)
Income that is exempt from taxation	(2,118,304,332)	(2,145,750,572)
Taxable profit	1,425,253,179	1,180,213,261
Tax currently payable (tax rate : 20%)	285,050,636	236,042,653
Tax effects of :		
Temporary differences		
Provisions	(4,212,784)	(2,496,106)
Difference of depreciation	20,620,316	20,428,707
Deferred expenses	(1,495,742)	(4,327,483)
	14,911,790	13,605,118
Adjustment of prior year income tax	1,312,114	8,435,504
Income tax expense	301,274,540	258,083,275

In accordance with the Supplemental Agreement of the Build Operate and Transfer Agreement ("BOT") dated December 18, 2001 entered into with the Government of Lao PDR, Houay Ho Power Company Limited is granted tax exemption privilege starting from the fiscal year of the date of Commercial Operation of September 3, 1999 as follows:

Periods	Percentage of tax applied on net income
- First five fiscal years (September 3, 1999 - December 31, 2003)	0
- Next seven fiscal years (January 1, 2004 - December 31, 2010)	3.5
- Next two fiscal years (January 1, 2011 - December 31, 2012)	6.5
- Thereafter January 1, 2013	15

22. EMPLOYEE BENEFIT OBLIGATIONS

The Company and its subsidiaries operate post-employment benefit plans under the Thai Labor Protection Act, which are considered as unfunded defined benefit plans.

Amounts recognized in the statements of profit or loss and other comprehensive income in respect of the employee benefit obligations for the years ended December 31, are as follows:

Unit : Baht

	Consolidated financial statements		The Separate financial statements	
	2015	2014	2015	2014
Current service cost	12,589,608	21,050,383	1,270,155	1,229,188
Interest cost	5,926,944	5,216,233	710,544	659,608
Total	18,516,552	26,266,616	1,980,699	1,888,796

Movements in the present value of the employee benefit obligations for the years ended December 31, are as follows:

Unit : Baht

	Consolidated financial statements		The Separate financial statements	
	2015	2014	2015	2014
Beginning present value of employee benefit obligations	135,713,032	111,286,297	16,879,820	16,247,266
Actuarial gain	-	(1,256,242)	-	(1,256,242)
Benefits paid	-	(583,639)	-	-
Current service cost	12,589,608	21,050,383	1,270,155	1,229,188
Interest cost	5,926,944	5,216,233	710,544	659,608
Ending present value of employee benefit obligations	154,229,584	135,713,032	18,860,519	16,879,820

The principle actuarial assumptions used to calculate the above employee benefit obligations are as follows:

	Consolidated and the Separate financial statements	
	2015	2014
Discount rate	4.4%	4.4%
Salary increase rates	6.0 - 7.5%	6.0 - 7.5%
Turnover rates	0.0 - 8.0%	0.0 - 8.0%

The sensitivity analysis of the above actuarial assumptions impacted on increase (decrease) in present value of the employee benefit obligations as at December 31, 2015 are as follows:

Unit : Million Baht

	Consolidated financial statements	The Separate financial statements
<u>Discount rate</u>		
Discount rate, decrease of 1 percent	22.4	3.2
Discount rate, increase of 1 percent	(18.9)	(2.6)
<u>Salary growth rates</u>		
Salary growth rates, decrease of 1 percent	(21.3)	(2.9)
Salary growth rates, increase of 1 percent	25.1	3.5
<u>Turnover rates</u>		
Turnover rates, decrease of 20 percent	7.9	1.1
Turnover rates, increase of 20 percent	(7.4)	(1.1)

As at December 31, 2015, the Company and its subsidiaries analyze the maturity of long-term employee benefit payments, which most of maturity period is over than 10 years.

23. LEGAL RESERVE

Pursuant to the Public Limited Companies Act B.E. 2535, the Company is required to set aside a legal reserve of at least 5 percent of annual net earnings after deducting accumulated deficit brought forward (if any) until the reserve reaches 10 percent of the registered share capital and the reserve is not available for distribution as dividends.

As at December 31, 2015 and 2014, the Company had already appropriated for legal reserve in full amount.

24. DIVIDEND PAYMENT

On April 24, 2015, the Annual General Meeting of Shareholders of the Company passed a resolution to distribute an annual dividend for the year 2014 at Baht 3.305 per share totaling Baht 4,834.8 million. The dividend consists of interim dividend at Baht 1.1 per share totaling Baht 1,609.2 million which was paid on September 12, 2014 and additional dividend payment at Baht 2.205 per share totaling Baht 3,225.6 million which was paid on May 22, 2015.

On August 10, 2015, the Board of Directors' Meeting of the Company passed a resolution to distribute an interim dividend from profit for the six-month period ended June 30, 2015 at Baht 1.388 per share totaling Baht 2,030.5 million. The dividend was paid on September 10, 2015.

25. TRANSACTIONS WITH RELATED PARTIES

The Company has transactions with its related parties which have the same group of shareholders and directors. Those transactions occurred in the normal course of business based on the basis determined by the Company and its related parties.

Significant balances and transactions between the Company and its related parties are as follows:

Unit : Baht

		As at December 31,			
		Consolidated		The Separate	
		financial statements		financial statements	
Account name/ Company's name	Relationship	2015	2014	2015	2014
Trade receivables from related parties					
Glow SPP 1 Company Limited	Subsidiary	-	-	123,317,934	150,293,493
Glow SPP 2 Company Limited	Subsidiary	-	-	260,448,004	239,348,046
Glow SPP 3 Company Limited	Subsidiary	-	-	83,077,157	91,123,085
GHECO-One Company Limited	Subsidiary	-	-	2,247,323	2,983,109
		-	-	469,090,418	483,747,733

		Unit : Baht			
		As at December 31,			
		Consolidated financial statements		The Separate financial statements	
Account name/ Company's name	Relationship	2015	2014	2015	2014
Advances to related parties					
Glow SPP 1 Company Limited	Subsidiary	-	-	19,591	434,638
Glow SPP 2 Company Limited	Subsidiary	-	-	-	347,937
Glow SPP 3 Company Limited	Subsidiary	-	-	148,150	638,035
GHECO-One Company Limited	Subsidiary	-	-	82,575	14,236,231
International Power S.A.	Related company	-	12,656	-	-
GDF SUEZ Energy Asia Company Limited	Related company	394,500	354,803	-	-
Electrabel S.A.	Related company	-	174,802	-	-
International Power Plc.	Related company	-	8,760,023	-	-
International Power Ltd.	Related company	1,669,065	224,872	-	-
GDF SUEZ Energy Middle East, Turkey & Africa	Related company	-	104,839	-	-
Meenakshi Energy Pvt. Ltd.	Related company	124,670	124,670	-	-
GDF SUEZ Energy Turkey	Related company	1,008,511	-	-	-
		3,196,746	9,756,665	250,316	15,656,841
Interest receivables from related parties					
Glow SPP 11 Company Limited	Subsidiary	-	-	24,219,838	6,222,266
Glow IPP 2 Holding Company Limited	Subsidiary	-	-	-	1,938,000
Glow Company Limited	Subsidiary	-	-	-	257,284
		-	-	24,219,838	8,417,550
Short-term loans to related parties					
Glow SPP 11 Company Limited	Subsidiary	-	-	934,000,000	784,000,000
Glow IPP 2 Holding Company Limited	Subsidiary	-	-	-	876,000,000
Glow Company Limited	Subsidiary	-	-	-	22,724,400
		-	-	934,000,000	1,682,724,400
Long-term loan to a related party					
Glow SPP 11 Company Limited	Subsidiary	-	-	2,772,600,000	3,522,600,000
		-	-	2,772,600,000	3,522,600,000
Deferred right to use pipe rack (recorded as a part of intangible assets)					
Glow SPP 3 Company Limited	Subsidiary	-	-	76,363,738	81,013,073
		-	-	76,363,738	81,013,073
Deferred expenses - others (recorded as a part of other non-current assets)					
Glow SPP 3 Company Limited	Subsidiary	-	-	31,948,066	33,340,763
GHECO-One Company Limited	Subsidiary	-	-	16,690,658	17,493,411
		-	-	48,638,724	50,834,174
Trade payables to related parties					
Glow SPP 1 Company Limited	Subsidiary	-	-	2,637,853	(2,175)
Glow SPP 2 Company Limited	Subsidiary	-	-	18,764,751	70,590,656
Glow SPP 3 Company Limited	Subsidiary	-	-	196,435,293	185,254,785
		-	-	217,837,897	255,843,266

Unit : Baht

		As at December 31,			
Account name/ Company's name	Relationship	Consolidated financial statements		The Separate financial statements	
		2015	2014	2015	2014
Advance from related parties					
Glow SPP 1 Company Limited	Subsidiary	-	-	18,688	122,193
Glow SPP 2 Company Limited	Subsidiary	-	-	1,422,475	5,918,575
Glow SPP 3 Company Limited	Subsidiary	-	-	1,123,270	626,279
Glow Company Limited	Subsidiary	-	-	54,944,807	47,092,840
Glow SPP 11 Company Limited	Subsidiary	-	-	19,858	-
GHECO-One Company Limited	Subsidiary	-	-	54,677	6,179
International Power S.A.	Related company	20,774,293	20,084,595	6,120,658	6,206,117
GDF SUEZ Energy International Global Development B.V.	Related company	11,024,500	8,354,500	11,024,500	8,354,500
Tractebel Engineering S.A.	Related company	1,298,127	-	-	-
GDF SUEZ Energy Asia Company Limited	Related company	-	2,134,064	-	2,105,008
		33,096,920	30,573,159	74,728,933	70,431,691
Unearned income from a related party					
Houay Ho Power Company Limited	Subsidiary	-	-	52,255	-
		-	-	52,255	-
Account payable - acquisition of fixed assets					
Sharepart S.C.R.L.	Related company	-	294,794,554	-	-
		-	294,794,554	-	-
Interest payables to related parties					
Glow SPP 1 Company Limited	Subsidiary	-	-	653,644	654,577
Glow SPP 2 Company Limited	Subsidiary	-	-	10,629,383	6,298,292
Glow SPP 3 Company Limited	Subsidiary	-	-	1,105,763	1,177,808
Glow SPP 11 Company Limited	Subsidiary	-	-	535,858	588,206
Glow IPP 2 Holding Company Limited	Subsidiary	-	-	2,144,412	-
		-	-	15,069,060	8,718,883
Short-term borrowings from related parties					
Glow SPP 1 Company Limited	Subsidiary	-	-	386,516,560	544,485,960
Glow SPP 2 Company Limited	Subsidiary	-	-	961,215,458	484,106,825
Glow SPP 3 Company Limited	Subsidiary	-	-	676,912,762	1,549,118,896
Glow SPP 11 Company Limited	Subsidiary	-	-	152,727,755	45,059,199
Glow IPP 2 Holding Company Limited	Subsidiary	-	-	1,157,000,000	-
		-	-	3,334,372,535	2,622,770,880
Long-term borrowings from a related party					
International Power S.A.	Related company	-	1,497,151,791	-	-
		-	1,497,151,791	-	-
Advance received from a related party (recorded as a part of other non-current liabilities)					
GHECO-One Company Limited	Subsidiary	-	-	204,087,063	213,875,733
		-	-	204,087,063	213,875,733

		For the years ended December 31,			
Account name/ Company's name	Relationship	Consolidated financial statements		The Separate financial statements	
		2015	2014	2015	2014
Revenues from sales					
Glow SPP 1 Company Limited	Subsidiary	-	-	406,422,731	412,723,342
Glow SPP 2 Company Limited	Subsidiary	-	-	694,489,717	712,069,213
Glow SPP 3 Company Limited	Subsidiary	-	-	358,286,645	314,795,222
GHECO-One Company Limited	Subsidiary	-	-	25,894,308	23,771,056
		-	-	1,485,093,401	1,463,358,833
Interest income					
Glow SPP 1 Company Limited	Subsidiary	-	-	-	507,534
Glow SPP 2 Company Limited	Subsidiary	-	-	-	226,438
Glow SPP 11 Company Limited	Subsidiary	-	-	185,209,842	231,406,681
Glow IPP 2 Holding Company Limited	Subsidiary	-	-	22,274,385	115,321,627
Glow Company Limited	Subsidiary	-	-	805,645	1,093,884
		-	-	208,289,872	348,556,164
Dividend income					
Glow Company Limited	Subsidiary	-	-	904,542,787	1,281,765,739
Glow SPP 3 Company Limited	Subsidiary	-	-	2,212,016,856	199,081,517
		-	-	3,116,559,643	1,480,847,256
Other income					
Service income					
GHECO-One Company Limited	Subsidiary	-	-	32,212,214	37,024,245
Houay Ho Power Company Limited	Subsidiary	-	-	543,782	-
GDF.SUEZ Energy Asia Company Limited	Related company	-	2,514,091	-	-
		-	2,514,091	32,755,996	37,024,245
Sale of spare parts					
Glow SPP 1 Company Limited	Subsidiary	-	-	1,174,436	1,036,345
Glow SPP 2 Company Limited	Subsidiary	-	-	1,822,190	1,346,871
Glow SPP 3 Company Limited	Subsidiary	-	-	7,299,303	2,862,720
Glow IPP Company Limited	Subsidiary	-	-	10,506	347,885
GHECO-One Company Limited	Subsidiary	-	-	254,483	152,983
Glow SPP 11 Company Limited	Subsidiary	-	-	911,740	755,578
		-	-	11,472,658	6,502,382
Cost of sales					
Purchases					
Glow SPP 1 Company Limited	Subsidiary	-	-	13,336,332	4,474,766
Glow SPP 2 Company Limited	Subsidiary	-	-	467,124,328	566,526,263
Glow SPP 3 Company Limited	Subsidiary	-	-	322,273,517	567,543,807
		-	-	802,734,177	1,138,544,836
Purchase of spare parts					
Glow SPP 1 Company Limited	Subsidiary	-	-	966,540	754,476
Glow SPP 2 Company Limited	Subsidiary	-	-	5,796,184	2,769,446
Glow SPP 3 Company Limited	Subsidiary	-	-	7,135,441	5,688,188
Glow SPP 11 Company Limited	Subsidiary	-	-	194,437	155,880
Glow IPP Company Limited	Subsidiary	-	-	46,900	866,122
GHECO-One Company Limited	Subsidiary	-	-	2,002,704	3,130,964
		-	-	16,142,206	13,365,076

		For the years ended December 31,			
Account name/ Company's name	Relationship	Consolidated financial statements		The Separate financial statements	
		2015	2014	2015	2014
Cost of sales (continued)					
Service expenses					
Glow SPP 1 Company Limited	Subsidiary	-	-	185,217	198,491
Glow SPP 2 Company Limited	Subsidiary	-	-	10,267,595	10,267,595
Glow SPP 3 Company Limited	Subsidiary	-	-	40,098,176	34,248,265
GHECO-One Company Limited	Subsidiary	-	-	802,753	802,753
International Power S.A.	Related company	864,122	2,795,452	-	432,314
GDF SUEZ Energy Management Trading S.C.R.L.	Related company	765,930	733,945	-	-
Tractebel Engineering S.A.	Related company	1,231,910	-	-	-
		2,861,962	3,529,397	51,353,741	45,949,418
Administrative expenses					
Management fee					
Glow Company Limited	Subsidiary	-	-	337,611,000	346,705,000
		-	-	337,611,000	346,705,000
Service expenses					
International Power Limited	Related company	3,498,659	-	1,603,582	-
GDF SUEZ Energy International Global Development B.V.	Related company	2,670,000	-	2,670,000	-
Tractebel Engineering Limited	Related company	4,751,152	2,101,990	4,751,152	2,101,990
GDF SUEZ Energy Asia Company Limited	Related company	81,598	7,495,987	-	7,492,460
GDF SUEZ CC SCRL	Related company	285,899	-	285,899	-
		11,287,308	9,597,977	9,310,633	9,594,450
Management benefit expenses					
Management benefit expenses (Short-term employee benefits)	Management	252,513,949	250,663,803	-	-
		252,513,949	250,663,803	-	-
Financial costs					
Interest expense					
Glow SPP 1 Company Limited	Subsidiary	-	-	11,599,603	11,206,622
Glow SPP 2 Company Limited	Subsidiary	-	-	19,141,727	8,321,155
Glow SPP 3 Company Limited	Subsidiary	-	-	30,502,320	21,817,158
Glow SPP 11 Company Limited	Subsidiary	-	-	2,512,192	2,681,007
Glow IPP 2 Holding Company Limited	Subsidiary	-	-	2,144,412	-
International Power S.A.	Related company	15,036,517	-	-	-
		15,036,517	-	65,900,254	44,025,942
Purchase of coal					
Glow SPP 3 Company Limited	Subsidiary	-	-	859,720,271	988,249,287
GDF SUEZ Energy Management Trading S.C.R.L.	Related company	216,514,474	225,146,004	-	-
		216,514,474	225,146,004	859,720,271	988,249,287

Cash management agreement

On January 31, 2014, Glow SPP 1 Company Limited, Glow SPP 2 Company Limited, Glow SPP 3 Company Limited and Glow SPP 11 Company Limited participated into cash management agreement (cash pooling) with the Company and a bank. According to such agreement, the bank provides cash management services between the Company and such subsidiaries. The intercompany loans incurred under cash pooling carries interest at MLR minus a certain percentage per annum.

Pricing policies

Interest income and interest expense are determined based on MLR minus a certain percentage per annum.

No interest is charged on advances with related parties.

The Company and the related companies have determined prices of sales and purchases of electricity, steam and water to and from related companies based on average selling price charged to industrial customers of the Company and related companies.

Service income and service expenses are determined based on the amounts stipulated in the agreements.

Prices of purchase and sale of spare parts and coal within the group company are determined based on cost plus a certain margin.

Prices of purchase of coal from related company are determined based on the amounts stipulated in the agreements.

Management fees are determined based on the actual cost related to rendering of services plus a certain margin.

All managements of the group company are under Glow Company Limited and the management benefit expenses have been included in the management fee charged to each company.

Short-term and long-term loans to Glow SPP 11 Company Limited ("GSPP11")

The Company entered into a loan agreement dated April 30, 2012 and Amendment No. 1 dated November 22, 2013 with GSPP11 to provide loans up to Baht 7,200 million. The loans are subject to interest at MLR minus a certain percentage per annum, and the balances as at December 31, are as follows:

Unit : Baht				
	Repayment Date	Facility	2015	2014
<u>Short-term loan</u>				
Tranche B	As mutually agreed	1,200,000,000	934,000,000	784,000,000
<u>Long-term loan</u>				
Tranche A	August 31, 2021	6,000,000,000	2,772,600,000	3,522,600,000
		7,200,000,000	3,706,600,000	4,306,600,000

GSPP11 drew down additional Tranche B loan amounting to Baht 150 million on June 30, 2015.

GSPP11 gradually prepaid the Tranche A loan amounting to Baht 250 million, Baht 200 million and Baht 300 million on May 18, 2015, June 10, 2015 and July 15, 2015, respectively.

Short-term loans to Glow IPP 2 Holding Company Limited ("GIPP2")

The Company entered into a short-term loan agreement dated April 20, 2012 and amendments dated June 20, 2012, October 16, 2012 and July 1, 2013 with GIPP2 to provide loans in the amount not exceeding Baht 3,500 million. The loans carry interest at MLR minus a certain percentage per annum and are repayable at call.

GIPP2 drew down additional loans amounting to Baht 15 million, Baht 6 million, Baht 15 million and Baht 2.2 million on April 27, 2015, May 27, 2015, August 28, 2015 and October 26, 2015, respectively, and repaid the loan amounting to Baht 773 million and Baht 141.2 million on June 19, 2015 and December 17, 2015, respectively.

Short-term loans to Glow Company Limited ("GCO")

The Company entered into a short-term loan agreement dated April 2, 2013 and Amendment No. 1 dated June 10, 2013 with GCO to provide loan in the amount not exceeding Baht 40 million. The loan carries interest at MLR minus a certain percentage per annum and is repayable at call.

GCO repaid the whole amount of the loan amounting to Baht 22.7 million on October 5, 2015.

Short-term borrowings from related parties

As at December 31, 2015 and 2014, the outstanding balance of Baht 1,677.4 million and Baht 172.8 million, respectively, represented the amount of short-term borrowings under the cash management agreement (cash pooling).

The Company repaid the loan amounting to Baht 500 million to GSPP1 on March 23, 2015, drew down the loan amounting to Baht 300 million on May 20, 2015 and repaid the loans amounting to Baht 50 million and Baht 250 million on June 19, 2015 and September 17, 2015, respectively.

The Company repaid the loans amounting to Baht 50 million, Baht 50 million and Baht 350 million to GSPP2 on January 30, 2015, March 2, 2015 and March 30, 2015, respectively, drew down the loans amounting to Baht 100 million each on May 18, 2015, June 10, 2015 and June 30, 2015, and drew down additional loan of Baht 200 million on July 15, 2015.

The Company repaid the loans amounting to Baht 200 million and Baht 1,300 million to GSPP3 on January 7, 2015 and March 23, 2015, respectively, drew down the loans amounting to Baht 500 million and Baht 400 million on May 18, 2015 and June 10, 2015, respectively, and repaid the loan amounting to Baht 900 million on September 17, 2015.

The Company drew down the loan amounting to Baht 1,157 million from GIPP2 on December 17, 2015.

Long-term borrowings from a related party

These represent long-term borrowings of Houay Ho Power Company Limited ("HHPC") granted by International Power S.A. under the Supplemental Agreement on an Engineering Procurement Construction Contract Restructuring Agreement dated August 1, 2004 and Amendment Agreement dated December 27, 2007. The loan is non-interest bearing until December 2014 and carries interest at a certain percentage per annum from January 2015 onwards, and is repayable upon excessive cash available under the term and schedule of priorities until Build Operate and Transfer Agreement termination. The balance of the long-term borrowings as at December 31, 2014 was USD 45.4 million (or equivalent to Baht 1,497.2 million). HHPC prepaid the whole amount of the borrowings on January 30, 2015 (see Note 19).

Advance received from a related party

Shared Facilities Agreements

GSPP2, GSPP3 and the Company entered into Shared Facilities Agreements with GHECO-One Company Limited ("GHECO1") to provide and allow GHECO1 to use their facilities in operating its power plant for a period of 25 years. On December 4, 2008, shared facilities fees totaling Baht 1,253.8 million were paid by GHECO1 detailed as follows:

Company's name	Agreement Date	Fees (Baht)	Commencement date of the shared facilities agreement
The Company	March 14, 2008	163,072,795	October 2, 2010
Glow SPP 2 Company Limited	March 14, 2008	28,955,184	March 4, 2011
Glow SPP 3 Company Limited	January 21, 2008	1,061,750,682	March 4, 2011
		<u>1,253,778,661</u>	

The fees are recorded as advance received in the statement of financial position and are recognized as income over the agreement period.

In addition, GHECO1 pays the annual fees to the Company, GSPP2 and GSPP3 in the amount stipulated in the agreements.

Emission Credit Assignment Agreements

In 2008, GSPP3, GHECO1 and the Company entered into the Emission Credit Assignment Agreements, whereby the fees for the emission reduction equipment were paid and recorded as advance received in the statement of financial position and are recognized as income over agreement period. The details of the agreements are as follows:

Counterparty	Agreement Date	Fees (USD)
The Company and GHECO1	August 20, 2008	2,500,000
GSPP3 and GHECO1	August 20, 2008	7,500,000
GSPP3 and the Company	April 1, 2008	860,000

In addition, GHECO1 and the Company pay the annual fees in the amount stipulated in the agreements.

26. CAPITAL MANAGEMENT

The Company and its subsidiaries' ("Group Company") objectives in respect of managing capital are as follows:

- To safeguard the Group Company's ability to continue as a going concern so that it can continue to provide returns to shareholders and benefits to other stakeholders and,
- In order to provide adequate returns to shareholders, the projects invested by the Group Company shall be prudently considered on the appropriate risk level.

The Group Company undertakes the capital management by setting a target to maintain the credit rating of the Group Company by not less than A minus following the principle of Credit Rating performed by TRIS. The Group Company manages its capital in relation to the proportional risk and manages the capital structure by separate funding to each type of project. The funding of the Independent Power Producer Project ("IPP") is separately managed from other projects in term of Project Financing. For the Cogeneration project, Group Company's source of fund shall pass through Glow Energy Public Company Limited by raising fund and grants the loans to the companies in the group for their projects.

Monitoring the capital of the Cogeneration project is considered based on the financial ratios of Group Company's performance excluding IPP's operating result. The financial ratios comprise Debt to Equity Ratio, Debt Service Coverage Ratio and Interest Coverage Ratio.

Monitoring the capital of the IPP is in accordance with the covenant on financial ratios stipulated in a loan agreement of each project.

27. SUPPLEMENTARY INCOME AND EXPENSES DISCLOSURE

27.1 Expenses by nature

Significant expenses by nature for the years ended December 31, are as follows:

Unit : Baht

	Consolidated financial statements		The Separate financial statements	
	2015	2014	2015	2014
Fuel costs	39,289,515,384	47,443,885,390	15,490,532,671	16,435,735,535
Repair and maintenance expenses	2,530,019,894	1,852,339,617	743,523,736	596,880,559
Employee benefits expense	1,302,212,042	1,246,165,939	155,398,077	149,407,421
Depreciation and amortization	4,311,392,063	4,765,692,234	1,568,308,068	1,611,428,414

27.2 Business interruption claims from insurers

During 2014 and 2013, the power plant equipment of the Company and a subsidiary was damaged, which caused the power plants were not able to operate in the normal course. In this regard, the Company and a subsidiary had the right to claim the business interruption from insurers and recognized such transactions in the statements of profit or loss and other comprehensive income for the years ended December 31, 2015 and 2014 amounting to Baht 316.6 million and Baht 98.0 million, respectively. The entire recognized amount of the claims has already been received from insurers.

28. PROVIDENT FUND EXPENSE

Provident fund contributions made by the Company and its subsidiaries for their employees and recorded as expense in the statements of profit or loss and other comprehensive income for the years ended December 31, are as follows:

Unit : Million Baht

Company's name	Consolidated financial statements		The Separate financial statements	
	2015	2014	2015	2014
The Company	5.2	4.1	5.2	4.1
Glow SPP 1 Company Limited	1.6	1.4	-	-
Glow SPP 2 Company Limited	2.2	1.8	-	-
Glow SPP 3 Company Limited	0.9	0.7	-	-
Glow IPP Company Limited	2.0	1.7	-	-
Glow Company Limited	21.6	18.2	-	-
GHECO-One Company Limited	2.4	1.9	-	-
Glow SPP 11 Company Limited	1.7	1.4	-	-
Houay Ho Power Company Limited	1.0	0.3	-	-

29. PROMOTIONAL PRIVILEGES

The Company and its subsidiaries have been granted the promotional privileges under the Investment Promotional Act, B.E. 2520 by the Board of Investment under each promotion certificate as follows:

Company's name	Certificates		1 st Income Date	Privileges
	No.	Dated		
The Company	1413/2537	July 11, 1994	May 1995	a) to g)
	1392/2538	June 23, 1995	January 1996	a) to g)
	1206(2)/2547	March 9, 2004	July 2004	a) to g)
	1635(2)/2547	August 9, 2004	December 2005	a) to g)
	1609(2)/2550	June 18, 2007	January 2010	a) to g)
	2155/ก./2550*	November 16, 2007	-	a) to b)
	1187(2)/2552	February 26, 2009	March 2011	a) to g)
	2144(1)/2555	August 21, 2012	August 2012	b) to g)
Glow Company Limited	1479/2546	September 4, 2003	-	a)
Glow SPP 1 Company Limited	1032/2539	January 22, 1996	September 1997	a) to g)
	1532/2539	July 24, 1996	July 1998	a) to g)
	1854/ก./2552**	November 4, 2009	May 20, 1999	a) to g)
	1855(2)/ก./2552**	November 4, 2009	July 11, 2006	a) to g)
Glow SPP 2 Company Limited	1744/2539	November 6, 1996	August 1997	a) to g)
Glow SPP 3 Company Limited	1552/2540	August 22, 1997	August 1999	a) to g)
Glow IPP Company Limited	1526/2542	November 30, 1999	January 2003	a) to d)
GHECO-One Company Limited	1969(2)/2551	July 25, 2008	July 26, 2012	b) to g)
Glow SPP 11 Company Limited	1079/2542	March 12, 1999	September 1, 2000	a) to g)
	2061(2)/ก./2556***	July 31, 2013	November 27, 2012	b) to g)
	2060(2)/กค./2556***	July 31, 2013	October 11, 2006	b) to g)
	2060(2)/2557	September 1, 2014	April 1, 2015	b) to g)

Subject to certain imposed conditions, the privileges include the following:

- a) Permission to own land in order to carry on the promoted activities as the Board may deem appropriate.
- b) Exemption of import duty on machinery, materials or supplies imported for production for domestic sales as approved by the Board.
- c) Exemption of corporate income tax on net profit of the promoted operations for a period of eight years commencing from the date of earning operating income. In cases where the business incurs a loss during that period of exemption, the loss incurred in such period can be taken as a deduction from net profit for the years after the period of exemption, not exceeding five years.
- d) Shareholders receive exemption of income tax on dividends paid from the profit of the promoted operation over the above corporate income tax exemption period.
- e) An allowance of fifty percent of the normal rate of corporate income tax on net profit for a period of five years after the expiry date of the corporate income tax exemption period as described in c) above.
- f) Permission to deduct double the cost of transportation, electricity and water supply for corporate income tax purpose for a period of ten years commencing from the date of earning operating income.
- g) Permission to deduct the cost of installation or construction of public utilities at the rate of twenty-five percent of investment in addition to normal depreciation charges.

* The privileges under the promotion certificate No. 2155/9./2550 of the Company were transferred from the remaining privileges under the promotion certificate No. 1222/2536 dated November 5, 1993 of Glow SPP 3 Company Limited as a consequence of selling its Phase 1 water plant to the Company in June 2007.

** The privileges under the promotion certificates No. 1854/9./2552 and No. 1855(2)/9./2552 of Glow SPP 1 Company Limited were transferred from the remaining privileges under the promotion certificates No. 1213/2542 dated May 21, 1999 and No. 1235(2)/2549 dated March 2, 2006, respectively, of Glow Demin Water Company Limited as a consequence of the entire business transfer of Glow Demin Water Company Limited to Glow SPP 1 Company Limited on August 1, 2009.

*** The privileges under the promotion certificates No. 2061(2)/9./2556 and No. 2060(2)/9./2556 of Glow SPP 11 Company Limited were transferred from the remaining privileges under the promotion certificates No. 1764(2)/2553 dated July 16, 2010 of Glow SPP 12 Company Limited and No. 2086(2)/9./2549 dated November 13, 2006 of Glow SPP 13 Company Limited, respectively, as a consequence of the entire business transfer of Glow SPP 12 Company Limited and Glow SPP 13 Company Limited to Glow SPP 11 Company Limited on May 31, 2013.

The Company has to comply with certain terms and conditions as stipulated in the investment promotion certificates.

To comply with the announcement of the Board of Investment No. Por. 14/2541 dated December 30, 1998 regarding the revenues reporting of a promoted industry, for the years ended December 31, 2015 and 2014, the Company's total revenues from sales are domestic sales, which are allocated to promoted and non-promoted activities as follows:

Unit : Baht

	The Separate financial statements					
	2015			2014		
	Promoted activities	Non-promoted activities	Total	Promoted activities	Non-promoted activities	Total
Revenues from sales	22,614,246,175	2,232,597,759	24,846,843,934	23,225,838,679	2,636,028,432	25,861,867,111

30. DISCLOSURE OF FINANCIAL INSTRUMENTS INFORMATION

30.1 Credit risk

The Company and its subsidiaries are subject to significant concentrations of credit risk, as almost all sales are made to EGAT and companies in the petrochemical industry, the Company and its subsidiaries do not expect to incur material credit losses on their risk management or other financial instruments.

As at December 31, 2015, the maximum exposure to credit risk of the Company and its subsidiaries is the carrying amount of the financial assets as stated in the statement of financial position.

30.2 Foreign currency risk

The exposure to foreign currency risk relates primarily to purchases of equipment, repairs and maintenance of power plants and loans denominated in foreign currencies. The Company and its subsidiaries entered into currency swap agreements and forward foreign exchange contracts in order to hedge the foreign currency risks, of which the details are as follows:

30.2.1 The Company entered into cross currency interest rate swap agreements with the financial institutions to swap its USD loans for Baht loans and to swap interests as disclosed in Note 30.3. As at December 31, 2015, the outstanding agreements are as follows:

Agreement date	Swap		Term
	Million USD	Million Baht	
January 6, 2011	46.4	1,400.0	February 7, 2011 - February 6, 2016
May 12, 2011	33.3	1,006.9	September 15, 2011 - December 15, 2016

30.2.2 As at December 31, 2015, the Company and its subsidiaries have outstanding forward foreign exchange contracts with financial institutions as follows:

				Unit : Million	
Description	Value date	Contract amount			
		EUR	USD	Baht	
Long-term parts and repair agreements					
Glow IPP Company Limited					
Long-term parts and repair agreements	July 29, 2016 - January 31, 2018	33.2	43.3	-	
Glow SPP 1 Company Limited					
Long-term parts and repair agreements	August 31, 2016 - September 20, 2018	5.3	6.8	-	
Long-term service agreement					
The Company					
Fixed fee	January 29, 2016 - November 30, 2020	1.9	-	77.0	
Variable fee	January 29, 2016 - November 30, 2020	13.4	-	555.7	

Some of the forward foreign exchange contracts of the Company are guaranteed by Glow SPP 1 Company Limited, Glow SPP 2 Company Limited and Glow SPP 3 Company Limited.

As at December 31, 2015, the Company and its subsidiaries have current liabilities in foreign currencies which are not hedged against foreign exchange rate risk of approximately USD 22.7 million, EUR 5.1 million and JPY 1.6 million.

30.3 Interest rate risk

Interest rate risk is the risk whereby future movements in market interest rates will have an effect on the operating results and cash flows of the Company and its subsidiaries. Financial instruments of the Company and its subsidiaries with floating interest rates comprise deposits at financial institutions, and long-term borrowings. In order to hedge interest rate risks of long-term borrowings, the Company and its subsidiaries entered into interest rate swap agreements with financial institutions. As at December 31, 2015, the Company and its subsidiaries have outstanding interest rate swap agreements as follows:

Unit : Million

Unit : Million

Agreement date	For	Notional amount	Swap interest		Term
			From	To	
The Company					
May 16, 2008 and novation agreement dated May 24, 2012	Debentures No. 1/2550	800.0	A certain percentage per annum	Different certain percentages per annum, per term	May 21, 2008 - May 21, 2010 and May 21, 2010 - May 21, 2017
March 16, 2009 and novation agreement dated May 24, 2012	Baht loan	1,000.0	THBFIX + a certain percentage per annum	Different certain percentages per annum, per term	February 6, 2009 - August 6, 2009 and August 6, 2009 - February 6, 2016
April 24, 2009	Baht loan	1,000.0	THBFIX + a certain percentage per annum	Different certain percentages per annum, per term	February 6, 2009 - August 6, 2009 and August 6, 2009 - February 8, 2016
April 29, 2009	Baht loan	1,000.0	THBFIX + a certain percentage per annum	Different certain percentages per annum, per term	February 6, 2009 - August 6, 2009 and August 6, 2009 - February 8, 2016
January 6, 2011 (see Note 30.2.1)	USD loan	46.4	LIBOR + a certain percentage per annum	THBFIX + a certain percentage per annum	February 7, 2011 - February 6, 2016
January 6, 2011 and Amendments dated March 19, 2012 and December 15, 2015	Debentures No. 1/2550, 1/2551, 1/2553, 2/2553 series 3 and series 4	6,510.0	Certain percentages per annum	Different certain percentages per annum	January 5, 2011 - October 8, 2019
May 12, 2011 (see Note 30.2.1)	USD loan	33.3	LIBOR + a certain percentage per annum	A certain percentage per annum	September 15, 2011 - December 15, 2016
August 30, 2011 and novation agreement dated May 24, 2012 and Amendment dated December 15, 2015	Debentures No. 1/2554	2,000.0	A certain percentage per annum	Different certain percentage per annum	August 31, 2011 - August 31, 2021
August 31, 2011 and Amendments dated March 26, 2012 and December 15, 2015	Debentures No. 1/2554	1,555.0	A certain percentage per annum	Different certain percentage per annum	August 31, 2011 - August 31, 2021
September 1, 2011 and novation agreement dated May 24, 2012 and Amendment dated December 15, 2015	Debentures No. 1/2554	2,000.0	A certain percentage per annum	Different certain percentage per annum	August 31, 2011 - August 31, 2021

Unit : Million

Unit : Million

Agreement date	For	Notional amount	Swap interest		Term
			From	To	
Glow IPP Company Limited					
December 13, 2005	USD loan	23.8	LIBOR	A certain percentage per annum	December 15, 2008 - June 15, 2018
August 24, 2011	USD loan	23.8	LIBOR	A certain percentage per annum	December 15, 2013 - June 15, 2018
GHECO-ONE Company Limited					
November 2008	USD loan	227.1	LIBOR	A certain percentage per annum	November 2008 - October 2028
November 2008	Baht loan	4,919.6	THBFIX	A certain percentage per annum	November 2008 - October 2021
November 2009 - January 2010	USD loan	73.0	LIBOR	A certain percentage per annum	October 2011 - January 2027
June 2010	USD loan	24.3	LIBOR	A certain percentage per annum	October 2011 - January 2027
August 2010 - July 2012 and Amendment dated October 8, 2013	Baht loan	1,743.7	THBFIX	A certain percentage per annum	October 2011 - January 2027
Houay Ho Power Company Limited					
January 16, 2015	USD loan	18.4	LIBOR	A certain percentage per annum	January 30, 2015 - December 15, 2019
February 4, 2015	USD loan	40.5	LIBOR	A certain percentage per annum	June 15, 2015 - December 15, 2023

Some of interest rate swap agreements of the Company are guaranteed by Glow SPP 1 Company Limited, Glow SPP 2 Company Limited and Glow SPP 3 Company Limited.

On January 16, 2015, Houay Ho Power Company Limited ("HHPC") entered into the Novation Agreement to novate the existing interest rate swap agreement of the USD loan amounting to USD 22.6 million to another financial institution and, on February 4, 2015, HHPC entered into the additional interest rate swap agreements for the remaining USD loan of USD 41.2 million.

On December 15, 2015, the Company entered into Amendment Agreements with the financial institutions to amend the interest rate for the year 2016 to another certain percentage per annum. A settlement amount of Baht 219.1 million was paid and recognized as expense which was included in finance costs in the statements of profit or loss and other comprehensive income for the year ended December 31, 2015.

30.4 Fair value measurement

30.4.1 The financial instruments of the Group are measured at fair values as at the end of reporting period. The following table gives information about the fair values of these financial instruments are determined.

Unit : Million

As at December 31, 2015					
Financial instruments	Currency	Gain (Loss) on fair value of financial instruments		Fair value hierarchy	Valuation techniques and key inputs for fair value measurement
		Consolidated Financial statements	The Separate Financial statements		
Interest rate swap agreements				Level 2	Discounted cash flow
- Baht	Baht	(1,174.6)	(600.5)		
- USD	USD	(45.0)	-		
Cross currency interest rate swap agreements				Level 2	Discounted cash flow
- USD loans	Baht	453.9	453.9		
Forward foreign exchange contracts				Level 2	Discounted cash flow
- EUR / Baht	EUR	(0.1)	(0.1)		
- EUR / USD	EUR	(3.5)	-		

Unit : Million

As at December 31, 2014					
Financial instruments	Currency	Gain (Loss) on fair value of financial instruments		Fair value hierarchy	Valuation techniques and key inputs for fair value measurement
		Consolidated Financial statements	The Separate Financial statements		
Interest rate swap agreements				Level 2	Discounted cash flow
- Baht	Baht	(1,769.1)	(1,188.4)		
- USD	USD	(53.0)	-		
Cross currency interest rate swap agreements				Level 2	Discounted cash flow
- USD loans	Baht	577.7	577.7		
Forward foreign exchange contracts				Level 2	Discounted cash flow
- USD / Baht	Baht	0.1	-		
- EUR / Baht	EUR	0.4	0.4		
- EUR / USD	EUR	(0.9)	-		

For the discounted cash flow method, future cash flows are estimated based on relevant market price of hedged position, i.e. interest rate, foreign exchange rate, discounted at a rate that reflects the credit risk of various counterparties.

30.4.2 Cash and cash equivalents, temporary investments, trade receivables, other receivables, advance to related parties, interest receivables from related parties, interest receivables, short-term loans to related parties, long-term loan to a related party with floating interest rate, short-term borrowing from a financial institution, trade and other payables, short-term borrowings from related parties, short-term borrowings, current income tax payable, value-added tax payable, other current liabilities and long-term borrowings from financial institutions with floating interest rate; the fair values approximate their carrying values.

The transactions disclosed in the following table, are considered that the carrying amounts of financial liabilities recognized in the consolidated and separate financial statements are different from their fair values.

	Unit : Baht		
	Carrying amount	Fair value	Fair value hierarchy
<u>As at December 31, 2015</u>			
<u>Consolidated financial statements</u>			
<u>Financial liabilities</u>			
Long-term borrowing from a financial institution	2,500,000,000	2,518,892,970	Level 2
Debentures	21,530,562,367	22,970,901,641	Level 2
<u>Separate financial statements</u>			
<u>Financial liabilities</u>			
Long-term borrowing from a financial institution	2,500,000,000	2,518,892,970	Level 2
Debentures	21,530,562,367	22,970,901,641	Level 2
<u>As at December 31, 2014</u>			
<u>Consolidated financial statements</u>			
<u>Financial liabilities</u>			
Long-term borrowing from a financial institution	2,500,000,000	2,511,924,799	Level 2
Debentures	19,032,802,470	20,088,517,093	Level 2
<u>Separate financial statements</u>			
<u>Financial liabilities</u>			
Long-term borrowing from a financial institution	2,500,000,000	2,511,924,799	Level 2
Debentures	19,032,802,470	20,088,517,093	Level 2

Fair value of long-term borrowing from a financial institution bearing fixed interest rate are determined by discounted cash flows method. Future cash flows are estimated based on relevant market price discounting the weighted average cost of capital of Glow group.

The fair value of debentures is determined by the last bid price on the Thai Bond Market Association on the last business day of the year.

31. FINANCIAL INFORMATION BY SEGMENT

The Company and its subsidiaries ("Group Company") presented the segment financial information in respect of the Group Company under management approach. Operating segment is based on the Group Company's management, the management structure and internal reporting. The Group Company classified the operating segments based on their core business as follows:

Small Power Producer Business ("SPP")

SPP engages in the generation and supply of electricity, steam and water for industrial use to state enterprises and industrial customers in Thailand.

Independent Power Producer Business ("IPP")

IPP operates in the generation and supply of electricity to the state enterprises both domestic and abroad.

Financial information by reportable segments

Unit : Baht

	SPP Business	IPP Business	Consolidated financial statements
<u>Statements of profit or loss and other comprehensive income</u>			
<u>For the year ended December 31, 2015</u>			
Revenues from sales	42,663,324,389	20,768,052,002	63,431,376,391
Interest earned from finance lease	-	793,514,640	793,514,640
Cost of sales	(34,809,323,946)	(14,561,577,552)	(49,370,901,498)
Gross profit	7,854,000,443	6,999,989,090	14,853,989,533
Interest income and other income	393,361,435	751,072,806	1,144,434,241
Administrative expenses	(508,460,166)	(267,147,112)	(775,607,278)
Directors' remuneration	(8,650,947)	-	(8,650,947)
Exchange gain (loss), net	3,273,840	(1,205,639,978)	(1,202,366,138)
Finance costs	(1,852,251,846)	(1,391,338,441)	(3,243,590,287)
Share of loss of investment in joint venture	(91,414)	-	(91,414)
Profit before income tax expense	5,881,181,345	4,886,936,365	10,768,117,710
Income tax expense	(762,494,868)	(330,978,067)	(1,093,472,935)
Profit for the year	5,118,686,477	4,555,958,298	9,674,644,775
Other comprehensive income (loss)	(4,732)	161,820,428	161,815,696
Total comprehensive income for the year	5,118,681,745	4,717,778,726	9,836,460,471
<u>For the year ended December 31, 2014</u>			
Revenues from sales	44,666,184,311	27,049,585,501	71,715,769,812
Interest earned from finance lease	-	1,275,148,180	1,275,148,180
Cost of sales	(36,933,049,024)	(20,322,811,585)	(57,255,860,609)
Gross profit	7,733,135,287	8,001,922,096	15,735,057,383
Interest income and other income	182,250,314	150,535,108	332,785,422
Administrative expenses	(541,951,662)	(231,196,091)	(773,147,753)
Directors' remuneration	(6,156,584)	-	(6,156,584)
Exchange gain (loss), net	21,114,406	(82,814,969)	(61,700,563)
Finance costs	(1,865,605,358)	(1,520,074,782)	(3,385,680,140)
Share of loss of investment in joint venture	(116,188)	-	(116,188)
Profit before income tax expense	5,522,670,215	6,318,371,362	11,841,041,577
Income tax expense	(730,252,041)	(274,989,171)	(1,005,241,212)
Profit for the year	4,792,418,174	6,043,382,191	10,835,800,365
Other comprehensive income	1,041,254	11,503,335	12,544,589
Total comprehensive income for the year	4,793,459,428	6,054,885,526	10,848,344,954

Unit : Baht

	SPP Business	IPP Business	Consolidated financial statements
<u>Statements of financial position</u>			
<u>As at December 31, 2015</u>			
Segment assets	61,190,554,136	55,978,102,476	117,168,656,612
Segment liabilities	34,893,990,263	26,316,321,817	61,210,312,080
<u>As at December 31, 2014</u>			
Segment assets	60,343,902,005	59,978,263,770	120,322,165,775
Segment liabilities	36,549,829,990	31,201,676,430	67,751,506,420

Geographic Area Information

Financial information by geographic area is as follows:

Unit : Baht

	Thailand	The Lao PDR	Consolidated financial statements
<u>Revenue</u>			
<u>For the year ended December 31, 2015</u>			
Revenue from external customers	63,510,894,567	713,996,464	64,224,891,031
<u>Segment assets</u>			
<u>As at December 31, 2015</u>			
Non-current assets	88,540,306,762	4,003,535,056	92,543,841,818
<u>Revenue</u>			
<u>For the year ended December 31, 2014</u>			
Revenue from external customers	71,934,509,187	1,056,408,805	72,990,917,992
<u>Segment assets</u>			
<u>As at December 31, 2014</u>			
Non-current assets	91,263,493,372	3,862,974,659	95,126,468,031

Major Customers Information

For the years ended December 31, 2015 and 2014, Group Company earns revenue from a single customer from SPP and IPP businesses totaling approximately Baht 39,006.8 million and Baht 46,571.3 million, respectively, of the Group Company's total revenue.

32. COMMITMENTS AND LETTERS OF GUARANTEE

The Company and its subsidiaries have commitments and letters of guarantee as follows:

32.1 Commitments

32.1.1 Significant power purchase agreements

The Company and its subsidiaries entered into Power Purchase Agreements ("PPAs") with the Electricity Generating Authority of Thailand ("EGAT"). Each of the agreements is effective commencing from the month in which electricity was sold to EGAT. The details of the PPAs are as below:

Company's name	Agreement date	Number of agreements	Agreement term (Years)
The Company	January 7, 1998	2	21
The Company	December 3, 2009	1	25
Glow SPP 1 Company Limited	February 1, 1996	2	23
Glow SPP 2 Company Limited	December 23, 1997	2	25
Glow SPP 3 Company Limited	December 23, 1997	2	25
Glow IPP Company Limited	November 19, 1997	1	25
GHECO-One Company Limited	September 10, 2008	1	25
Houay Ho Power Company Limited	June 24, 1997	1	30
Glow SPP 11 Company Limited	January 5, 1998	1	25
Glow SPP 11 Company Limited	January 7, 2010	1	25

32.1.2 Power, steam and water supply agreements among the group of companies

On December 25, 2006, Glow SPP 1 Company Limited, Glow SPP 2 Company Limited, Glow SPP 3 Company Limited and the Company jointly entered into Back-up Agreements for supply of electricity, steam, clarified water and demineralized water among them. Such agreements are effective for the period of 25 years starting from January 1, 2004.

32.1.3 Gas supply agreements

The Company and its subsidiaries entered into Gas Supply Agreements with PTT Public Company Limited ("PTT") to purchase gas at a specified quantity and price detailed as follows:

Company's name	Agreement date	Gas Commercial Utilization Date	Term/ Renew (Years)
The Company			
- Phase 1	October 26, 2011	November 1, 2011	4
- Phase 2	November 22, 1999	January 18, 1996	21/ 4
- Phase 4	February 19, 2008	February 1, 2008	15/4
- Phase 5	February 19, 2008	September 1, 2011	10
Glow SPP 1 Company Limited	October 1, 1998	February 3, 1998	21/ 4
Glow SPP 2 Company Limited	September 28, 1999	September 28, 1999	21/ 4
Glow IPP Company Limited	December 12, 1997	January 31, 2003	25
Glow SPP 11 Company Limited	January 8, 1999	May 22, 2000	21/4
Glow SPP 11 Company Limited	March 23, 2010	December 12, 2012	25
Glow SPP 11 Company Limited	September 9, 2005	October 11, 2006	15

32.1.4 Coal supply agreements

The subsidiaries entered into coal supply agreements to purchase coal at a specified quantity and price detailed as follows:

Company's name	Agreement date	Counterparty	Term of delivery
Glow SPP 3 Company Limited	December 17, 1997 (amendments dated April 8, 1999, September 6, 2002, December 15, 2006, and September 18, 2014)	A local company	Until December 31, 2019, renewable for another 5 years
Glow SPP 3 Company Limited	August 15, 2012	A local company	January 1, 2013 - December 31, 2017
Glow SPP 3 Company Limited	December 12, 2013	An overseas company	March 18, 2014 - December 31, 2018
Glow SPP 3 Company Limited	November 20, 2014	An overseas company	February 28, 2015 - December 31, 2017
GHECO-One Company Limited	August 15, 2008	An overseas company	4 years from commercial operation date
GHECO-One Company Limited	August 25, 2008	An overseas company	4 years from commercial operation date

32.1.5 Back-up power purchase agreements

Glow SPP 2 Company Limited, Glow SPP 3 Company Limited and the Company entered into Back-up Power Purchase Agreements with EGAT to purchase back-up power at the quantity and price as stipulated in the agreements. The agreements are for a period of 1 year, renewable every year and are detailed as follows:

Company's name	Agreement date	Effective date	Number of agreement
The Company	February 2, 2004	October 1, 2003	2
Glow SPP 2 Company Limited	March 22, 2002	January 1, 2001	2
Glow SPP 3 Company Limited	February 2, 2004	October 1, 2003	2

On February 2, 2005, Glow SPP 2 Company Limited, Glow SPP 3 Company Limited and the Company made amendments to the Back-up Power Purchase Agreements with EGAT to revise the quantity of back-up power and to purchase the back-up power over the periods as follows:

Company's name	Project	Period up to
The Company	1	March 31, 2017
	2	September 30, 2017
Glow SPP 2 Company Limited	1	March 28, 2024
	2	April 25, 2024
Glow SPP 3 Company Limited	1	August 31, 2024
	2	March 19, 2025

In the event the PPAs with EGAT are terminated before the above date, the back-up power purchase agreements will be consequently terminated.

32.1.6 Construction and development

32.1.6.1 As at December 31, 2015, the Company and its subsidiaries have outstanding commitments in respect of other construction and improvement as follows:

Company's name	Commitments	Amount (Million Baht)
The Company	Construction of transmission line and improvement of power plant system	243.2
Glow SPP 1 Company Limited	Improvement of power plant system	1.1
Glow SPP 2 Company Limited	Improvement of power plant system	25.1
Glow SPP 3 Company Limited	Improvement of power plant system	111.3
Glow SPP 11 Company Limited	Improvement of power plant system	16.1

32.1.6.2 On August 7, 2000, Glow SPP 3 Company Limited entered into a joint agreement with the Industrial Estate Authority of Thailand ("IEAT") to develop an area to construct a shipping berth at Map Ta Phut Industrial Estate. The construction of the dedicated berth for use in handling of coal, other raw materials and necessary goods has been completed and it commenced the operation on December 7, 2001. Glow SPP 3 Company Limited has the right to utilize this area for a period of 30 years, with the following benefits paid to IEAT:

- Right of way fee for coal conveyor construction at Baht 1.3 million per annum, adjusted every 10 years by 10 percent.
- Water front fees of Baht 23.6 million payable within 1 year, and fees of Baht 9.9 million per annum payable from 2001 to 2030.
- Fee payable at a rate stipulated in the agreement for actual shipments made through the berth, and, from 2002, a minimum of at least an amount equivalent to 500,000 tons per year being shipped through the berth is to be paid.

In addition, the ownership of the dedicated berth will be transferred to IEAT in the fifteenth year from the date of commencing the operations, without any compensation.

32.1.7 Lease and right of use agreements

The Company and its subsidiaries entered into agreements with the Industrial Estate Authority of Thailand (“IEAT”), PTT Public Company Limited (“PTT”), Asia Industrial Estate Company Limited (“AIE”) and other local companies for land lease, right of use of the land for laying underground power transmission line, right of use of pipe rack, right of use of underground area for intake and discharge sea water underground tunnel and lease and service of building space as follows:

Company's name	Agreement date	Counterparty	Term	Annual fee (Million Baht)
Land lease				
The Company, Glow SPP 2 Company Limited, Glow SPP 3 Company Limited and GHECO-One Company Limited	December 19, 2007 (addendum dated April 11, 2008)	IEAT	30 years	7.6, increase by 10% every 5 years
The Company	June 5, 2007	IEAT	June 5, 2007 - November 14, 2020	1.0
Glow SPP 2 Company Limited	August 13, 1998	IEAT	September 30, 1996 - November 30, 2024	0.5, increase by 10% every 10 years
The Company, Glow SPP 2 Company Limited, Glow SPP 3 Company Limited and GHECO-One Company Limited	December 6, 1996 (addendums dated July 11, 2003 and April 11, 2008)	IEAT	December 1, 1996 - November 30, 2024	30.9, increase by 10% every 5 years
The Company	April 4, 1994	IEAT	26 years, renewable for another 20 years	0.5
Right of use of the land for laying underground power transmission line				
The Company	March 17, 2008	IEAT	January 2, 2008 - November 30, 2024	0.2, increase by 10% every 5 years
The Company and Glow SPP 3 Company Limited	January 23, 2007	IEAT	January 15, 1996 - November 30, 2024, renewable for another 20 years	2.2, increase by 10% every 10 years
Glow SPP 3 Company Limited	July 1, 2009	PTT	January 1, 2009 - December 31, 2028	3.3, increase by 2% every year after the 6 th year of lease agreement
Right of use of pipe rack				
The Company	August 31, 2009	AIE	August 31, 2009 - October 31, 2017	8.2, increase depending on AIE's costs
The Company	August 30, 2007	PTT	January 1, 2007 - December 31, 2021	0.4, increase by 3% every year
The Company	September 1, 2004	A local company	June 1, 2005 - December 31, 2020	4.5, increase by 5% every year
Glow SPP 3 Company Limited	September 29, 2005	PTT	September 1, 2005 - August 31, 2020	0.6, increase by 3% every year

Company's name	Agreement date	Counterparty	Term	Annual fee (Million Baht)
Right of use of pipe rack (continued)				
Glow SPP 1 Company Limited	May 28, 1999 (amendments dated September 1, 2002 and September 28, 2006)	A local company	October 1, 1998 - September 30, 2021	6.0, increase by 5% every year
Right of use of underground area for intake and discharge sea water underground tunnel				
Glow SPP 3 Company Limited	September 30, 2009	IEAT	December 1, 1997 - November 30, 2024	1.6, increase by 10% every 5 years
Glow SPP 3 Company Limited	September 30, 2009	IEAT	January 19, 1999 - November 30, 2024	0.2, increase by 10% every 5 years
GHECO-One Company Limited	September 30, 2009	IEAT	September 30, 2009 - November 30, 2024	0.2, increase by 10% every 5 years
Lease and service of building space				
Glow Company Limited	June 5, 2015	A local company	June 1, 2015 - May 31, 2018	Monthly fee of Baht 1.9 million

As at December 31, 2015, the future lease payments for the above agreements and lease of vehicles which are operating leases are summarized as follows:

	Unit : Million Baht	
	Consolidated financial statements	The Separate financial statements
Not later than one year	159.8	23.6
Later than one year but not later than five years	555.4	87.1
Later than five years	600.4	56.3
Total	1,315.6	167.0

The Company recorded the rental expenses under operating lease agreements in the consolidated and separate statements of profit or loss and other comprehensive income for the year ended December 31, 2015 of Baht 156.0 million and Baht 27.8 million, respectively.

32.1.8 Other service agreements

- 32.1.8.1 On April 20, 2004, the Company and Glow SPP 2 Company Limited entered into the Long Term Parts and Long Term Service Agreements ("LTSA") with a local company in order for provision of parts and maintenance services of Gas Turbine Units and their associated equipments. The terms of the LTSAs are determined by the number of hours that such Cover Unit is operated (Factored-Fired Hour) and number of major inspection as specified in the agreements. The provision of services commenced in January 2005. The contract prices consist of a fixed Thai Baht monthly fee and variable monthly fee in both USD and Baht currency as specified in the agreements. These prices are subject to escalation in accordance with the terms of the LTSAs.
- 32.1.8.2 On February 9, 2009, the Company and six subsidiaries jointly entered into Support Services Agreement and Engineering Services Agreement with International Power S.A., whereby International Power S.A. shall provide consulting services in respect of engineering, operational, financial and auditing system, investment, project finance, insurance, etc. The service fee will be determined in the agreed hourly rate depending on the type of services. The term of the agreements is 2 years from July 11, 2008, automatically renewed for successive one-year term unless termination is notified by either party. Nevertheless, the agreements shall be automatically terminated on the date that ENGIE S.A. (formerly "GDF SUEZ S.A."), the ultimate shareholder, holds directly or indirectly less than 25 percent of the shares of Glow Group. On November 25, 2014, International Power S.A. entered into Novation and Amendment Agreement with the Company and six subsidiaries to novate its rights and obligations under the above agreements to GDF SUEZ Energy Asia Co., Ltd. which was effective from July 1, 2014.
- 32.1.8.3 Glow IPP Company Limited entered into a Long Term Parts and Repair Agreement ("LTPRA") with an overseas company and a related company to provide certain parts and/or reconditioning services in respect of the power plant at the price in Euro currency as set out in the agreement. The agreement shall expire within 15 years or earlier upon the conditions as stipulated in the agreement.
- 32.1.8.4 Glow SPP 1 Company Limited entered into a Long Term Parts and Repair Agreement ("LTPRA") dated June 23, 2010 with a local company to provide certain parts and/or reconditioning services in respect of the power plant at the price in Euro currency as set out in the agreement. The agreement shall expire within 12 years or earlier upon the conditions as stipulated in the agreement.
- 32.1.8.5 The Company entered into a Long Term Service Agreement ("LTSA") dated December 24, 2010 with a local company to provide certain parts and maintenance services for Phase 5 power plant at the price in Euro currency as set out in the agreement. The term of the agreement is 12 years or earlier upon the conditions as stipulated in the agreement.
- 32.1.8.6 On April 2, 2012, Glow SPP 11 Company Limited ("GSPP11") entered into a Long Term Parts and Service Agreement ("LTSA") with a local company to procure for parts and maintenance services of Gas Turbine Units and their associated equipment. The term of the LTSA is determined by the number of hours that such cover unit is operated (Factored-Fired Hour) and number of major inspection as specified in the agreement. The provision of services commenced in April 2012. The contract prices consist of a fixed Thai Baht monthly fee and variable monthly fee in both USD and Baht currency as specified in the agreement. These prices are subject to escalation in accordance with the terms of the LTSA.

32.1.8.7 On May 10, 2012, Houay Ho Power Company Limited ("HHPC") entered into a Long Term Service Agreement with EGAT for EGAT to provide annual test service of the power plant for the period of 7 years. The annual service fee payable is Baht 1.6 million, escalated 3 percent annually.

32.1.8.8 On October 15, 2012, Glow SPP 12 Company Limited ("GSPP12") entered into Service Agreements with a local company and an overseas company to provide certain parts and maintenance services in respect of the power plant at the price in USD currency as set out in the agreements. The term of the agreements approximately 10 years or earlier upon the conditions as stipulated in the agreements.

As a result of the entire business transfer of GSPP12, all rights and obligations under the agreements were novated to GSPP11 under the Novation Agreement dated May 31, 2013.

32.1.8.9 On January 1, 2014, Glow SPP 1 Company Limited, Glow SPP 3 Company Limited and the Company entered into Piperack Operation and Maintenance Service Agreements with a local company to provide services for the period from January 1, 2014 to September 30, 2028. The fees are to be paid semi-annually totaling Baht 7.0 million, increased annually as per formula in the agreements but not exceeding 5 percent.

32.1.8.10 On August 24, 2015, HHPC entered into a Maintenance Service 230kV Substation Agreement ("MSA") with EGAT. In accordance with the MSA, EGAT commits to perform the Preventive Maintenance services, including Corrective Maintenance or on call services of 230kV substation and transmission line for the period of 6 years. The total fee is approximately Baht 14.3 million, which requires HHPC to pay an annual amount as stated in the agreement based on the scope of work performed.

32.1.8.11 As at December 31, 2015, the Company and its subsidiaries have outstanding commitments in respect of other services agreements totaling approximately Baht 246.5 million.

32.1.9 Purchase of spare parts

32.1.9.1 On June 1, 2015, the Company and four subsidiaries entered into Supply of Gas Turbine Air Inlet Filtration Products Agreement with a local company to provide the parts of Gas Turbine totaling approximately Baht 45.9 million. The term of the agreement is 3 years and is renewable for another 2 years upon the conditions as stipulated in the agreement. As at December 31, 2015, the outstanding commitment is approximately Baht 34.2 million.

32.1.9.2 As at December 31, 2015, Glow SPP 1 Company Limited has outstanding commitment in respect of purchase parts under the LTPRA (see Note 32.1.8.4) in the amount of EUR 3.1 million.

32.1.10 Royalty agreement

In consideration for the grant and issuance to Houay Ho Power Company Limited of all rights, leases, permits and other benefits under the Build Operate and Transfer Agreement ("BOT"), Houay Ho Power Company Limited shall pay to the Government of Lao PDR on a quarterly basis, within 90 days of the end of quarter. The royalty shall be paid in Thai Baht, USD and Kip at the rate of 3.15 percent during the first seven years of commercial operation and 7.2 percent thereafter, of revenue from sales under its power purchase agreements.

32.1.11 Facility agreements

The Company and its subsidiaries entered into working capital facility agreements with financial institutions. As at December 31, 2015, the amounts that have not been drawn down are as follows:

Agreement Date	Currency	Amount (Million)	Interest Rate	Term/ Termination Date
The Company ⁽¹⁾				
June 27, 2012	Baht	1,000.0	BIBOR + a certain percentage per annum	1 year, automatically renew subject to lender discretion
Glow SPP 1 Company Limited, Glow SPP 2 Company Limited, Glow SPP 3 Company Limited, Glow SPP 11 Company Limited and the Company ⁽¹⁾				
July 16, 2012	Baht	500.0	BIBOR + a certain percentage per annum	1 year, automatically renew subject to lender discretion
Glow IPP Company Limited ⁽²⁾				
May 8, 2007 (Amendment dated May 14, 2013)	Baht	600.0	THBFIX + a certain percentage per annum	11 years
GHECO-One Company Limited ⁽²⁾				
June 30, 2011	Baht	205.0	BIBOR + a certain percentage per annum	2 years, automatically renew
July 22, 2011	Baht	700.0	BIBOR + a certain percentage per annum	1 year, automatically renew
Houay Ho Power Company Limited ⁽²⁾				
January 15, 2015	USD	2.0	LIBOR + a certain percentage per annum	December 15, 2023

⁽¹⁾ The working capital facility agreements are without collateral.

⁽²⁾ The working capital facility agreements are collateral (see Note 19).

32.1.12 Share purchase agreements

On April 20, 2015 and May 20, 2015, the Company entered into share purchase agreements to purchase all shares of a company investing in a wind farm power plant project. Advance payment of Baht 15 million was paid and recorded as advance payment of shares purchase under other non-current assets. The remaining amount will be paid conditionally upon the occurrence of Completion Date in accordance with the term of the agreements. As at December 31, 2015, no share transfer of company mentioned above occurred yet.

32.2 Letters of guarantee

As at December 31, 2015, there were outstanding letters of guarantee issued by banks on behalf of the Company and its subsidiaries in respect of certain performance bonds as required in the normal course of business of the Company and its subsidiaries as follows:

Company's name	Currency	Amount (Million)
The Company	Baht	529.5
The Company	EUR	1.8
Glow SPP 1 Company Limited	Baht	199.3
Glow SPP 2 Company Limited	Baht	248.1
Glow SPP 3 Company Limited	Baht	500.5
Glow IPP Company Limited	Baht	9.4
GHECO-One Company Limited ⁽¹⁾	Baht	38.5
Houay Ho Power Company Limited ⁽²⁾	USD	3.0
Glow SPP 11 Company Limited	Baht	429.3

⁽¹⁾ The bank guarantee of GHECO-One Company Limited is guaranteed by the Company not exceeding 65 percent of the amount.

⁽²⁾ On February 2, 2015, the Company has issued the letter of guarantee with amounts not exceeding an aggregate of USD 3 million to a bank in order to guarantee the HHPC's liability to EGAT under the Power Purchase Agreement.

32.3 Letters of credit

As at December 31, 2015, there were outstanding letters of credit issued by bank on behalf of GHECO-One Company Limited in respect of purchase of coal totaling USD 19.3 million.

33. RECLASSIFICATIONS

33.1 Advance received which were previously included in other current liabilities in the consolidated and the separate statements of financial position as at December 31, 2014 amounting to Baht 212.6 million and Baht 46.2 million, respectively, have been reclassified to be included in trade and other payables to conform the classification used in the consolidated and the separate statements of financial position as at December 31, 2015.

33.2 Current portion of a liability account which were previously included in other non-current liabilities in the consolidated and the separate statements of financial position as at December 31, 2014 amounting to Baht 20.9 million and Baht 1.6 million, respectively, have been reclassified to be included in other current liabilities to conform the classification used in the consolidated and the separate statements of financial position as at December 31, 2015.

33.3 Business interruption claims from insurer which was previously included in other income in the consolidated statement of profit or loss and other comprehensive income for the year ended December 31, 2014 amounting to Baht 98.0 million, has been reclassified to be separately presented to conform the classification used in the consolidated statement of profit or loss and other comprehensive income for the year ended December 31, 2015.

34. EVENT AFTER THE REPORTING PERIOD

On February 1, 2016, the Extraordinary General Shareholders' Meeting of Houay Ho Thai Company Limited passed a resolution to reduce the registered share capital of Baht 105.5 million from Baht 527.7 million to Baht 422.2 million through the reduction of the par value of the shares from Baht 10 per share to Baht 8 per share. The registration of share capital reduction with the Department of Business Development is currently being in process.

35. APPROVAL OF THE FINANCIAL STATEMENTS

These financial statements have been authorized for issue by Finance Executive Management of the Company on February 19, 2016.



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