



รายงานประจำปี 2558 ANNUAL REPORT 2015

บริษัท กันกุลเอ็นจิเนียริ่ง จำกัด (มหาชน) GUNKUL ENGINEERING PUBLIC COMPANY LIMITED



Smart Energy in Action
พลังงานสู่อนาคต คิดล้ำ ทำจริง



Smart Energy in Action

Vision & Mission

“To become the leading producer of electricity from renewable energy, including the manufacturer and provider of equipment for power systems that meet the customers’ needs and satisfaction and concurrently maximize stakeholders’ return”

1. Renewable Energy

Do business on renewable energy power plants in efficiency standards with focusing on social and environmental.

2. Sales

Not only offer existing product, but also procure new products from around the world to meet customer needs and gain customer satisfaction; concurrently emphasize on brand building to increase commercial value. Provide full-option services with regard to renewable energy systems, offering a wider flange of product lines and equipment set-up services at project sites

3. Technology

Develop manufacturing techniques and adopt new production technology to improve productivity and reduce production costs
Increase capability and adopt Information technology to respond promptly to fast moving business environment

4. Return

Maximize shareholders’ and stakeholders’ value and profitability

5. Personal

Increase employees’ capability to enhance the Company’s competitiveness on a global scale and retain talent employees

6. Management Framework

Create a strong management framework based on principles of good corporate governance.

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1. Message from Chairman



To: Shareholders of Gunkul Engineering Public Company Limited

2015 marked another year of satisfactory performance operations of Gunkul Engineering Public Company Limited although the Company had to encounter various challenges in the economic situations in both domestic and international sectors. Nevertheless, Thailand economic expansion trend for the year 2016 has a positive tendency with the investment drive in the government's infrastructure projects such as airport expansion and telecommunication network development which shall play important role in the economic expansion. In addition, the infrastructure development as well as support from each country shows a positive sign in commencing the ASEAN Economic Community (AEC). The cooperation of 10 member countries in AEC not only benefits Thai entrepreneurs and investors to expand their investment in the region, but at the same time, supports the foreign investors into the country as well.

For the objective of operations performance in the past year, the Company still conducted in accordance with the long-term policies and strategies in enhancing the continuous business growth. For the international investment expansion, the Company mainly focused on the risk management in order to improve the decision making as a consequence of economic deflation, lower gas price and fluctuated exchange rate. The Company, therefore, obtained recommendations from the investment advisor and legal advisor in order to suitably evaluate both the macro investment risks and in-depth of each project. Moreover, the feasibility study in investment projects shall control and limit the risk to an acceptable level. Furthermore, the Company also studied the suitability in new investment projects both domestically and internationally with thorough analysis in data and risk factors.



The Company aims to operate its business with sustainable growth by adhering to the Good Corporate Governance, code of ethics, morality, honesty, transparency, corporate social responsibility as well as fair treatment to all stakeholders. Hence, the Company participated in Private Sector Collective Action Coalition Against Corruption and shall improve the policies with reference to the Good Corporate Governance and anti-corruption so as to enhance the confidence of all stakeholders and Thai society in the Company's operations performance.

Lastly, I would like to express my gratitude to all shareholders, customers and business alliances for the continuous support to the Company and special thanks to the management team and all employees for contributing faithfully, prudently and dedicatedly to the success of the Company. I, therefore, commit to operate the Company's business with Good Corporate Governance and sustainable growth so as to offer the best benefit to all related parties, as the quote "Smart Energy in Action".

Best Regards,

(Mr.Gunkul Dhumrongpiyawut)

Chairman of the Board of Directors

24th February 2016

2. Report of the Audit Committee

Dear Shareholders of Gunkul Engineering Public Company Limited,

The Audit Committee of Gunkul Engineering Public Company Limited consists of three independent directors which are Dr. Djitt Laowattana as Chairman of the Audit Committee, Pol. Maj. Gen. Visit Sukarasep and Mr. Chongrak Rarueysong, Ph.D as Audit Committee, All members of the Audit Committee have experience in law, accounting and finance, management and also knowledge of energy business. Their qualification were compiled both with **Securities and Exchange Commission, Thailand** and **The Stock Exchange of Thailand**.

The Audit Committee acts as assigned from the Board of Directors in accordance with duties and responsibilities as defined in “Audit Committee Charter” which complies with guidelines and best practices for Audit Committee of the Stock Exchange of Thailand, Re: Qualifications and Scope of Work of the Audit Committee, 2008.

In 2015, the Audit Committee arranged nine meetings and arranged a meeting between the Audit committee and the Auditors without management in attendance. The meetings were attended by all directors of Audit Committee, the management as well as the company’s Internal Auditor Department and External Auditor in order to share information, comments and give suggestions which were benefit to administration proposes. The results of each meeting were presented to the Board of Directors of the Company and the company’s subsidiaries. During past year, the Audit Committee had carried out important activities, which could be summarized as follows.

1. In reviewing the financial statements, the Audit Committee has asked for the accuracy and completeness of the quarterly and annual separated financial statements and consolidated financial statements. With the explanation from the management and auditor, the quarterly and annual separated financial statements and consolidated financial statements are prepared in accordance with the legal requirements and generally accepted accounting principles before presenting to the Board of Directors.
2. In reviewing the internal control system, the Audit Committee in cooperation with the auditors and the internal auditors has asked for the internal control system. The Audit Committee is of the opinion that the company has adequate and suitable internal controls in the acceptable criteria.
3. In reviewing the internal auditing plans, the Audit Committee has asked and considered the internal auditing plans to ensure that the internal auditing plans has been adjusted and been consistent with current situation for more effective work.

4. In reviewing the risk management, the Audit Committee has asked risk management plan in order to ensure that the risk has been managed properly in the acceptable criteria. The company has focused and developed Risk Management System by appointing Risk Management Committee in order to set risk management regulations and policies. Because of that, the company has effectively managed the risk in accordance with the company's target. As the result of reviewing, The Audit Committee is of the opinion that the company has adequate and suitable the risk management.
5. In reviewing the related party transactions, the Audit Committee has considered and asked for the transactions that may have conflicts of related party transactions. As the result of reviewing, the majority of the transactions between the company and subsidiaries were normal commercial transaction in accordance with good corporate governance.
6. The Securities and Exchange Commission Law and Regulations, the Audit Committee has preformed the full scope of authority set forth in the Charter of the Audit Committee in compliance with the Securities and Exchange Commission Law and Regulations.
7. In consideration of determining, selecting, nominating and recommending remuneration of annual external auditor for year 2016, the Audit Committee had nominated SP Audit Co., Ltd. as External Auditor of the company and the company's subsidiaries, the audit fee of the company amount of THB 1,100,000. The Audit Committee already presented this proposal to the Board of Directors and will be proposed to the shareholders in the Annual General Meeting for consideration later.

In conclusion, the Audit Committee has opinion that the consolidated and separated financial statements of the company and its subsidiaries have presented fairly, sufficiently, completely in accordance with general financial reporting standard. The internal control has enough efficiency and effectiveness to control any frauds by separating authorization. The company and its subsidiaries have operated businesses in accordance with The Securities and Exchange Act, The Stock Exchange of Thailand Act or any related laws.



(Dr. Djitt Laowattana)

Chairman of the Audit Committee

24th February 2016

3. Report of Risk Management Committee

Risk Management in business operation is to be main activity and essential for organization. The Company is committed to implementing risk management at the core of the business operation. The Company and its subsidiaries are tasked with assessing risks that might have impacted the business. It appointed Risk Management Committee comprising 4 members who are either independent directors or executives, namely Air Vice Marshal Dr. Pian Totarong as a Chairman, Mr. Somchai Trairatanirom, Miss Sopacha Dhumrongpiyawut and Mr. Thitipong Techaratanayuenyong are Members of Risk Management Committee. The Committee's duties are to review and approve risk management plan, monitor risk assessment and formulate risk mitigation plan.

The Committee met 6 times in 2015 to review important issues pertaining to risk management. Key duties are summarized as follows:

1. Risk Management Plan for 2015

The Committee appointed the secretary of the committee to coordinate meetings with all departments of the Management. The Management presented risk management plan for 2015 and also the new potential business to the Committee for review and approval. Risk management plan encompasses all aspects of business operations, including operational risk, financial risk, strategic risk and information technology risk.

2. Risk Assessment and Mitigation Plan

The Committee reviewed factors and risk assessment results in accordance with the enterprise-wide risk management plan, including impact to business goal of the Company and its subsidiaries caused by an uncontrollable external factor such as political uncertainty. The Committee classified risks according to the magnitude of the impact and assigned responsible persons to formulate both preventive action and mitigation plan so that the risks were within the tolerance level and strategic goals were achieved.

3. Risk Monitoring and Management

The Committee closely oversaw risk management operation. Quarterly meetings were held with relevant departments to review risk assessment result and any risks that might have increased and changed. The Committee would make suggestions as appropriate so that risk management is efficient and effective.

The Committee has reviewed key activities above and is of opinion that the Company had developed effective risk management plan and its operation had been in line with corporate governance principles, including sufficient and proper internal audit, good governance and compliance with applicable laws, rules and regulations.



(Air Vice Marshal Dr. Pian Totarong)

Chairman of the Risk Management Committee

24th February 2016

4. Report of Nomination and Remuneration Committee

In 2015, the Nomination and Remuneration Committee convened 4 meetings as the attribution of the Company' Board. The consideration carefully reviewed follow as the policy, regulation and specified process for the benefits of company, shareholders and stakeholders.

- Scopes of works of the Committee are to nominate qualified persons to be appointed as a board member through policy, regulation, transparent and appropriate nomination performing process to benefits for the organization. To get the qualified Committee and Chief Executive, the Committee considers of skills, experiences, leadership, moral, ethics, good attitude and dedication for efficiency and success of the company.
- In addition, the Committee reviewed the remuneration to specify the clear regulations relates to performances, duties and responsibilities to compare with other similar companies in industry sector and size. To select, support and motivate the personnel who has high potentiality and qualification to push on the company procedure to achieving success and company's target in order that the remuneration is appropriate and consistent with long-term company's benefits and shareholder. To reassure company's shareholders and stakeholders including portfolio are disclosed in the annual report.

The Nomination and Remuneration Committee considers that the administration of the Nomination and Remuneration Committee Group consistent practice with the corporate principles, the Committee and Chief Executive have appropriated qualifications follow the regulations and can lead the company to achieving success and company's target.



(Police Major General Visit Sukarasep)

Chairman of the Nomination and Remuneration Committee

24th February 2016

5. Report of the Good Corporate Governance Committee

In 2015, the Company's Good Corporate Governance Committee was comprised of 3 independent directors, namely Dr. Chongrak Rarueysong as a Chairman, Mr. Somchai Trairattanapirom and Mr. Pongthep Thithapan who are all member of the Good Corporate Governance.

The principal duties and responsibilities of the Committee include provision of corporate governance and corporate social responsibility policies with a view of equitable treatment to all stakeholders in order to promote sustainability of the Company and the society.

The Committee met 4 times in 2015 where it reviewed and recommended policies pertaining to social responsibility, environment and community development. It oversaw and approved operating framework and implementation of the projects for social development. In order to ensure that the Company is in full compliance with rules and regulations prescribed by the Stock Exchange of Thailand (SET), it reviewed and approved operation of the management team by adhering to SET's listing rules and SET's principles of good corporate government for listed companies by focusing on the practical implementation of the policy and regulatory affairs cover 5 categories of corporate governance as follows: rights of shareholders, equitable treatment of shareholders, stakeholders, disclosure and transparency, and responsibilities of the Board.

The Good Corporate Governance Committee recognizes that corruption in all its forms is an obstacle to national development, so to encourage voluntary compliance by the private sector to cooperate in the prevention and fight against corruption with the standardization of business in correct and transparent as well as creating a higher standard of business ethics, the Company has completed filed a declaration of intent alignment Private Sector Collective Action Coalition Against Corruption by private practice in Thailand to fight corruption and to continuously improve on the related policies in the areas of good governance and anti-corruption through operation that can reassure to the stakeholders of the company and Thailand society as a whole.



(Dr. Chongrak Rarueysong)

Chairman of the Good Corporate Governance Committee

24th February 2016

6. Board of Directors



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01 Mr. Gunkul Dhumrongpiyawut

- Chairman of the Board of Directors

02 Dr. Djitt Laowattana

- Independent Director
- Chairman of the Audit Committee

03 Pol.Maj.Gen. Visit Sukarasep

- Independent Director
- Chairman of the Nomination and Remuneration Committee
- Member of the Audit Committee

04 Dr. Chongrak Rarueysong

- Independent Director
- Chairman of the Good Corporate Governance Committee
- Member of the Audit Committee

05 Miss Sopacha Dhumrongpiyawut

- Director
- Chief Executive Officer
- Member of the Risk Management Committee

06 Dr. Somboon Aueatchasai

- Director and Secretary of the Board
- Executive Director
- Managing Director

07 Miss Naruechon Dhumrongpiyawut

- Director
- Executive Director

08 Mr. Chaloepon Sricharoen

- Director
- Executive Director

09 Mrs. Areewan Chaloezman

- Director
- Executive Director

10 Miss Chantira Jongjamareeseethong

- Company Secretary

7. Audit Committee



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01 Dr. Djitt Laowattana

Chairman of the Audit Committee

02 Pol.Maj.Gen. Visit Sukarasep

Member of the Audit Committee

03 Dr. Chongrak Rarueysong

Member of the Audit Committee

04 Mrs. Patchanee Tangjitjaruen

Secretary of the Audit Committee

8. Risk Management Committee



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01 AVM. Dr. Pian Totarong

Chairman of the Risk
Management Committee

02 Mr. Somchai Trairatanapirom

Member of the Risk
Management Committee

03 Miss Sopacha Dhumrongpiyawut

Member of the Risk
Management Committee

04 Mr. Thitipong Techaratanayuenyong

Member of the Risk Management
Committee and Secretary

9. Nomination and Remuneration Committee



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01 Pol.Maj.Gen. Visit Sukarasep

Chairman of the Nomination and
Remuneration Committee

02 Mr. Decha Chooligorn

Member of the Nomination
and Remuneration Committee

03 Mr. Hathai Uthai

Member of the Nomination
and Remuneration Committee

04 Mrs. Somluk Kanuenghet

Member of the Nomination and
Remuneration Committee
and Secretary

10. Good Corporate Governance Committee



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01 Dr. Chongrak Rarueysong

- Chairman of the Good
Corporate Governance Committee

02 Mr. Phongthep Thitapan

- Member of the Good
Corporate Governance Committee

03 Mr. Somchai Trairatanapirom

- Member of the Good
Corporate Governance Committee

04 Miss Chantira Jongjamareeseethong

- Secretary of Good Corporate
Governance Committee
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11. Executive Committee



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01 Miss Sopacha Dhumrongpiyawut

- Chief Executive Officer

02 Dr. Somboon Aueatchasai

- Executive Director

03 Miss Naruechon Dhumrongpiyawut

- Executive Director

04 Mrs. Areewan Chaloamdan

- Executive Director

05 Mr. Chaloempon Sricharoen

- Executive Director

12. Management Team



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01 Miss Sopacha Dhumrongpiyawut

- Chief Executive Officer

02 Dr. Somboon Aueatchasai

- Managing Director

03 Mr. Phongsakorn Damnoen

- Deputy Managing Director, Business Development & Strategic Planning

04 Mrs. Areewan Chaloemdan

- Senior Vice President, Factory

05 Mrs. Somluk Kanuenghet

- Senior Vice President, Executive Office

06 Mr. Thamrong Chankraithong

- Senior Vice President, Sales & Marketing

07 Mr. Thitipong Techaratanayuenyong

- Senior Vice President, Business Support, CFO

08 Miss Naruechon Dhumrongpiyawut

- Senior Vice President, Strategic Planning and Investment

09 Mr. Phairot Phanukan

- Senior Vice President, PM & OM



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10 Mr. Phudis Triwilaskul

- Senior Vice President,
Sales & Marketing-LED

11 Miss Chantira Jongjamareeseethong

- Company Secretary
- Vice President, Office of
Managing Director &
Investor Relations

12 Mrs. Patchanee Tangjitjaruen

- Assistant Vice President,
Internal Audit

13 Ms. Suttirat Tangnorakul

- Assistant Vice President,
Business Support
Department
(Accounting)

14 Ms. Waraporn Rukkigarnkar

- Assistant Vice President,
Business Support
Department
(Accounting)

15 Ms. Kullawee Saenchaiakorn

- Assistant Vice President,
Business Support
Department
(Accounting)

13. Financial Highlights

Unit : Baht

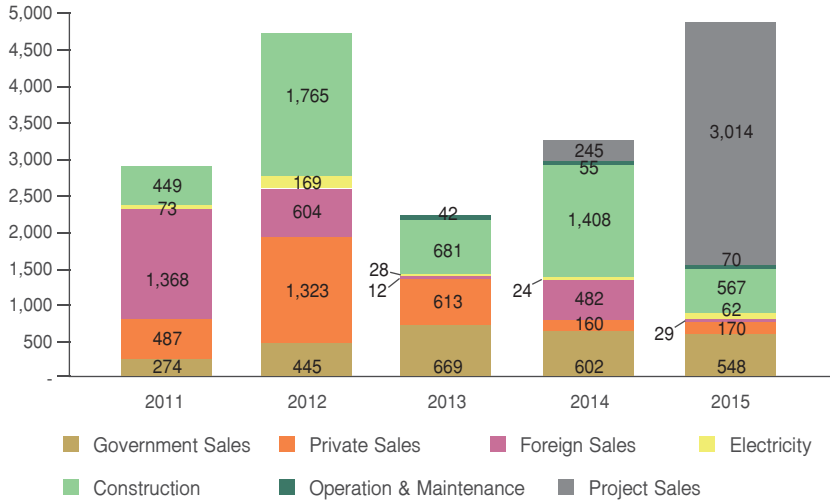
	31 Dec	31 Dec	31 Dec	31 Dec	31 Dec	31 Dec
	2015*	2014*	2013*	2012*	2011*	2010*
Total Assets	18,815,257,873.98	7,238,664,343.88	4,579,609,369.54	7,197,341,291.45	5,539,779,609.30	1,789,712,321.23
Total Liabilities	10,225,033,198.56	3,878,965,046.68	1,458,877,791.45	4,983,900,640.31	4,356,175,992.80	657,506,962.85
Shareholders Equity	8,590,224,675.42	3,359,699,297.20	3,120,731,578.09	2,213,440,651.14	1,183,603,616.50	1,132,205,358.38
Paid up Share Capital	1,283,245,216.00	879,990,265.00	659,999,929.00	439,999,984.00	400,000,000.00	400,000,000.00
Revenue	4,590,691,752.26	3,061,552,738.36	2,855,718,799.84	4,763,886,359.16	2,668,698,269.54	1,298,071,881.11
Net Profit / Loss	685,136,879.54	545,270,215.32	883,054,885.14	778,289,335.00	89,524,765.12	123,175,999.14
Net Profit / Assets (%)	3.64	7.53	19.28	10.81	1.62	6.88
Net Profit / Shareholders Equity (%)	7.98	16.23	28.30	35.16	7.56	10.88
Net Profit Margin (%)	14.92	17.81	30.92	16.34	3.35	9.49

Remarks * Consolidated Financial Statements



Source of revenue

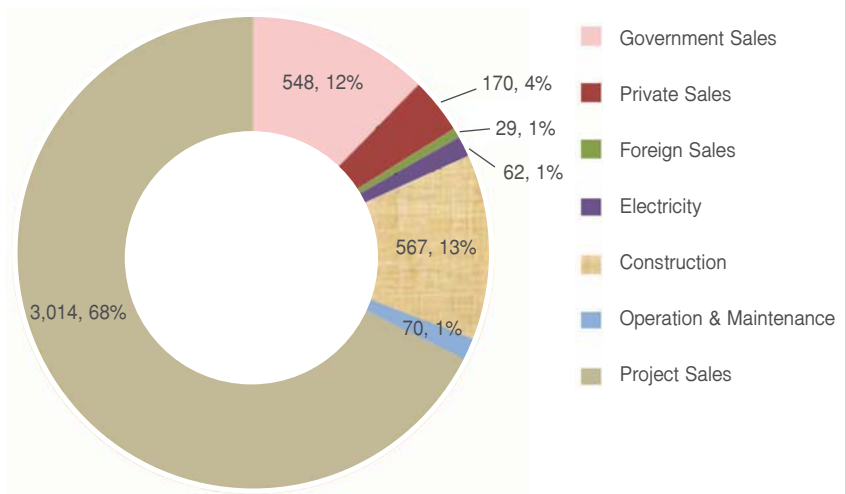
(Unit : Million Baht)



Revenue separated by group of clients

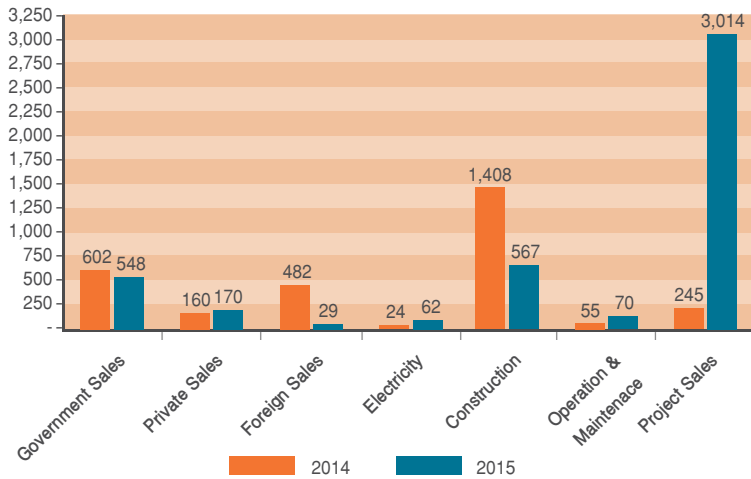
(Unit : Million Baht)

(Portion : %)



Comparing revenue between 2014 & 2015

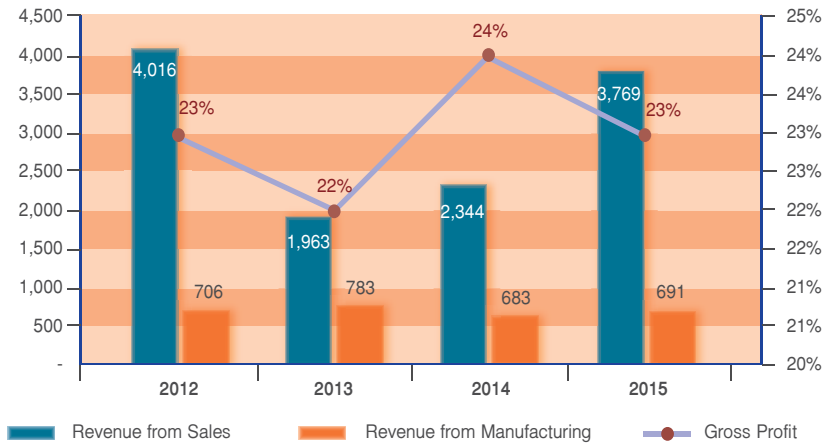
(Unit : Million Baht)



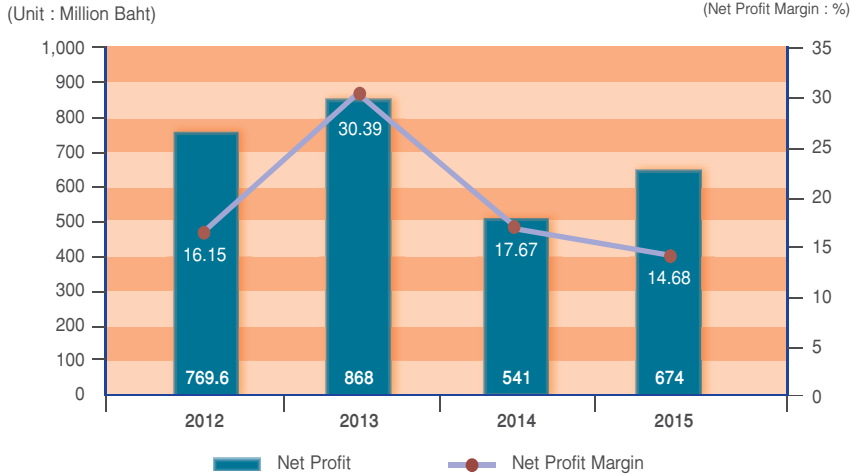
Comparing Revenue: Gross profit ratio

(Unit : Million Baht)

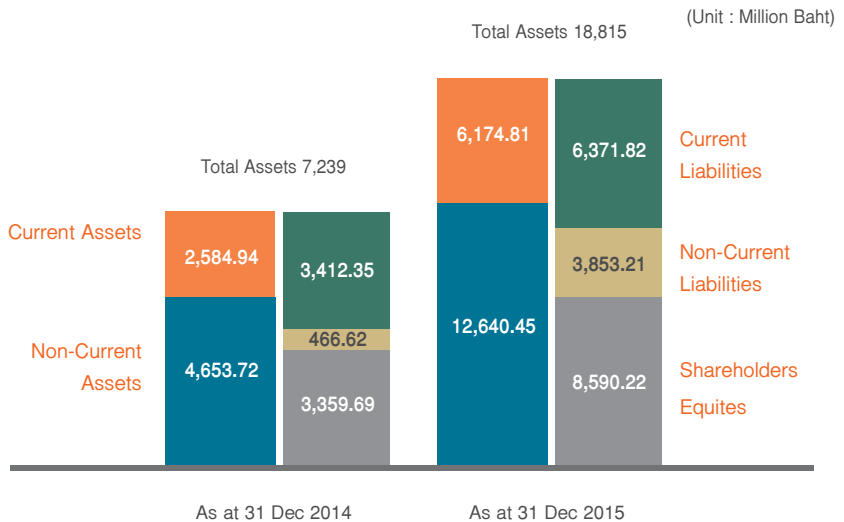
(Gross Profit : %)



Comparing net income : net income ratio



Statements of Financial Position



14. Corporate Social, Community and Environment Responsibility

1. Policy in Social and Environment Responsibility

Gunkul Engineering Public Company Limited (hereinafter referred to as “GUNKUL”), concentrates in reporting the advancement and operations performance which is relevant both directly and indirectly to all groups of stakeholders through the sustainability report which was presented on a yearly basis.

The preparation of the sustainability report focuses in presenting the significant operations performance of GUNKUL and its subsidiaries throughout 2015 with concentration on all groups of stakeholders’ expectations, methods and operational channels, strategic guidelines, as well as Corporate Social Responsibility (CSR).

The Company strives to well manage the CSR together with its business operations in order to become “Thailand’s leading manufacturer and provider of equipment for electrical systems and alternative energy systems that meet and satisfy customers’ needs and concurrently maximize stakeholders’ return”. Moreover, the Company is strongly confident that the success in business operations does not derive only from management and human resources development, but along with the appropriate equilibrium in 3 dimensions of CSR which consist of economic, social and environment under the good corporate governance in order to reach the sustainable business operations as well as create a well-being society to Thailand. GUNKUL’s CSR policies are as follows:

1. The Company shall operate its business with great concern in social and environment responsibility and shall strictly comply with the relevant laws and regulations regarding the Corporate Social Responsibility.
 - 1.1 The Company shall strictly comply with the laws, standards and regulations of preserving environment related to business operations.
 - 1.2 The Company shall prevent and reduce any impacts caused from its business operations.
 - 1.3 The Company shall develop and improve the operation functions in order to reduce the impact as well as continuously elevate the environmental friendliness.
2. The Company shall promote the “good neighbor” status with the community by developing the environmental friendliness for a sustainable and strong quality of life.

3. The Company shall promote the participation in the community so as to strengthening knowledge, understanding, performance audit as well as handling with impacts which may cause from its business operations.
4. The Company shall support in exchanging knowledge and experiences among individuals and various sectors in order to continuously develop the proper environment.

2. Human Rights

The Company believes and respects the rights of persons as prescribed in the provisions of the constitution, relevant laws such as labor laws as well as the Company's ethical handbooks which emphasize in the stakeholders' human rights with basic rights, unbiased and fair treatment. The Company, therefore, complies with these regulations continuously.

For the past practices, the Company has specified the human rights guidelines in accordance with the relevant laws in the Company's ethical handbooks, values and good corporate governance. These human rights guidelines towards employees, business partners, suppliers, partners and stakeholders are summarized as follows:

1. Respect the basic human rights practices as indicated in the provisions of the constitution as well as the safety in life and property of the Company's stakeholders.
2. Promote non-discriminative and equal career advancement for all employees by offering proper wages and benefits which are competitive to the business competitors. Conduct performance evaluation by using KPIs which are measurable in number as well as provide equal career training and development.
3. Respect in individual's comments, different religions and cultural traditions as well as privacy and confidentiality of the relevant parties.
4. At least conduct fair and non-discriminative human resources management as stated by the laws such as recruitment, prohibition of child labor and labor force, prohibition of sexual harassment both verbally or physically. Such violation shall be imposed with the penalties set by the Company.
5. Establish direct communication such as comment and complaint channel with the stakeholders. Conduct fair and efficient process in dealing with such matters which can be audited when required.

- Telephone number (02) 242-5834. This number shall be stated in the Delivery Slip, Bill of Lading and Tax invoice.
 - Company website www.gunkul.com
 - Corporate Governance Committee
 - Investor Relations : ir@gunkul.com
 - Intranet, Management meet employee activity, Morning Talk and comment box
 - Annual General Meeting/Extraordinary General Meeting of Shareholders
 - Shareholders' company visit
6. Manage business operations professionally with good virtue and ethics.
7. Promote the invention for quality development of production without impact to environment, health and sanitation of the community and public.

These guidelines are specified as basic practices for the Company in operating its business by the Board of Directors and management executives. Moreover, they are aimed for the Company's stakeholders as basic responsibility. The office of Chief Executive Officer is responsible for all employees to strictly comply with these regulations in order to develop credit and confidence to shareholders, employees, partners, business partners, customers, the community and society which shall finally bring good image and reputation to the Company.

3. Business Operations and Stakeholders' Satisfaction

The Company perceives the importance of business operations in satisfying the stakeholders' benefit by standing on the honest and fair competition under the relevant laws and the Company's ethical handbooks. The Company's stakeholders are defined as individual, group or organization that can impact or be impacted or gain benefit by the Company's business operations. These parties are also responsible for the Company's business operations and relevant activities so as to participate and accomplish the business results both directly and indirectly.

In order for the effective of sustainable management, the Company hereby evaluates and states the issues which cover the responsibility in business opportunity and risk factors for all groups of stakeholders in social, economic, environment as well as being in line with the Company's goals and business directions.

The Company, therefore, specifies 6 main missions in satisfying the stakeholders' benefits as follows:

1. Alternative Energy Power Plant Project
 - Constructing a standardized and effective renewable energy power plant with great concern to the society and environment.
2. Distribution
 - Providing electrical components and distribution channels with efficient and complete service to customers.
3. Technology
 - Developing and applying new technologies in production process for efficient performance and cost saving.
4. Remuneration
 - Generating the highest returns to shareholders and all parties concerned.
5. Human resources
 - Developing and increasing employees' capabilities for international competition.
6. Management
 - Organizing management structure to be incorporated with good corporate governance.

The Company provides various communication channels among each group of stakeholders which shall enable the Company to understand the stakeholders' expectations. Management procedures, communication channels, operational guidelines together with process revision shall be performed continuously in order to fulfill the Company's mission and endure the organizational growth. The Company's stakeholders can be categorized as follows:



Stakeholders	Expectation	Procedure / Communication Channel	Challenge / Guideline
1. Employees	➢ Fair salary and benefit other than stated by the laws ➢ Equal opportunity in competence development ➢ Promote advancement and security ➢ Provide favorable working environment	➢ HR Committee Meeting ➢ Gunkul Training Plan ➢ Employee opinion survey ➢ Comments and suggestions channels ➢ Intranet, Line and Announcement Board ➢ Daily Morning Meeting, Walking Public Relations	➢ Fair treatment by using fair and measurable performance evaluation process ➢ Develop / improve proper benefit arrangement ➢ Concern in human rights, hygienic and safety in workplace ➢ Develop and maintain valuable employees as well as promote employee ethics
2. Business Partners	➢ Reasonable price with price estimation ➢ Fair process in purchasing, requisition and bidding ➢ Instruct and exchange of information, technology and experience ➢ Cooperate in resources management ➢ Respect in rights and intellectual property of concerned parties	➢ Organize meeting / discussion for mutual agreement and objective ➢ Arrange for expertise and the Company's team to transmit specific business aspect ➢ Visit the business partners to learn about their comments and suggestions	➢ Treat all business partners fairly and equally ➢ Stand firmly on contract agreements as well as business ethics ➢ Inform business partners of process in payment, purchasing, requisition, selection and appraisal. Arrange audit report, follow up and conclude the results for all parties concerned ➢ Organize strict control system in confidential information to prevent misuse or illegal disclosure
3. Customers	➢ Quality / standardized products and service with fair and competitive price ➢ Product and service delivery under agreed condition and in timeframe	➢ Customer satisfaction survey ➢ Customer visit ➢ Create company website www.gunkul.com ➢ Comments and Complaints Center	➢ Offer quality product and service with proper, safety and competitive price ➢ Create guarantee process in all supply chain from raw materials to customer's hand

Stakeholders	Expectation	Procedure / Communication Channel	Challenge / Guideline
	➢ Offer before sales service such as product usage manual and after sales service as well as other assistance	➢ Print necessary information on product label or organize a seminar upon request ➢ Arrange product booth for sales promotion with recommendations	➢ Inspect and control the product on and service process as certified and recommended ➢ Continuously research and develop quality product with competitive price ➢ Well-communicate and strictly comply with agreements signed with customers such as product delivery, service and etc.
4. Competitor	➢ Operate business fairly and ethically ➢ Compete fairly according to the laws	➢ Open for press and public forum ➢ Join in Central Business Agency	➢ Treat competitors fairly and legally
5. Creditor	➢ Punctual repayment with agreed interest rate ➢ Arrange proper Risk Management	➢ Set meeting for mutual agreement	➢ Set strict debt control with great concern to the Company's reputation
6. Social / Community	➢ Supervise the affect on environment and safety of community ➢ Coordinate in economic, social and environmental development of community ➢ Support the community's activities	➢ Organize public hearing before the business operations to enhance the community with necessary knowledge and impact together with arranging a community satisfaction survey ➢ Listen to comments, suggestions and complaints ➢ Continuously support the community's activities ➢ Cooperate with the government sectors in complying with all rules, regulations and public benefit activities	➢ Operate business ethically ➢ Coordinate with the community in education, cultural and local festivals conservation and restoration projects ➢ Follow up and preserve safety and quality of environment ➢ Support employees in sharing their knowledge and capabilities to the community such as being electrical volunteer and joining the community's activities

Stakeholders	Expectation	Procedure / Communication Channel	Challenge / Guideline
7. Shareholders and investors	➢ Remuneration (dividend and capital gain) and company growth ➢ Success business operations ➢ Operate business in accordance with the good corporate governance ➢ Disclose correct, complete and timely information	➢ Submit quarterly and annual report ➢ Arrange Annual General Meeting / Extraordinary General Meeting of Shareholders ➢ Communicate information and comments through various channels ➢ Appoint Company Secretary and Investor Relations to be the contact center for shareholders and investors ➢ Arrange quarterly Opportunity Day for shareholders and investors at SET ➢ Arrange product booth ➢ Organize visit to alternative energy power plant	➢ Gain investment returns from transparent operation and continuous business growth ➢ Treat shareholders according to the Company's policies as well as SEC and SET rules and regulations
8. Press	➢ Receive correct, fair, beneficial and timely information	➢ Arrange regular communication activities to support the Company's good image by presenting beneficial information through various channels such as press conference, special interview, company visit and press releases ➢ Support press activities which are beneficial to society and country	➢ Set high priority to news and update report by focusing on the correct and useful and timely information ➢ Arrange regular activities to promote relationship with press.

Stakeholders	Expectation	Procedure / Communication Channel	Challenge / Guideline
9. Government sectors	➢ Strictly abide to the related laws and regulations ➢ Act against the demand for benefit and corruption ➢ Be responsible for social and environment	➢ Meeting ➢ Annual Report ➢ Welcome visit from government sectors ➢ Submit correct and timely information to related parties	➢ Conduct fair and transparent business as per the good corporate governance, related to laws, rules and regulations ➢ Cooperate in both academic aspect and activity support to the government sectors ➢ Control the environmental condition as prescribed by the laws



4. Acting Against Corruption

The Company is committed in performing its business in accordance with the principles of ethical business practice and good corporate governance by arranging the guidelines for ethical business practice and good corporate governance in writing. These guidelines shall assist the Company's Committees, management executives, employees and all stakeholders in conducting transparent and legal practices such as prohibition in demanding, receiving or paying dishonest payment with the Company's business partners and/or creditors. In addition, valid report of changes in the Company, directors' and management executives' securities holding as well as report of the stakeholders in accordance with the relevant laws and regulations of SET and SEC needs to be conducted clearly. Moreover, purchasing procedures, finance and accounting, sales, human resources, etc. are required to be performed as per the stated authorization. Furthermore, the Company also arranges the internal audit control so as to be confident that all operations are conducted effectively and efficiently with the checks and balances of assets for the benefit of the Company. The Board of Directors appoints the Audit Committee in regular reviewing and evaluating the risk concerning the internal audit control under the stated Audit Committee Charter.

The Company arranges the complaint and trace channels for any suspicious / violated practices as follows:

1. Direct or indirect organizational fraud such as corruption acknowledgement with private or government sectors.
2. Misconduct practices from the Company's rules and regulations which could lead to fraud.
3. Practices which cause the Company to lose benefit or impact the Company's reputation.
4. Illegal, immoral and unethical business practices.
5. Violation of Good Corporate Governance procedures.
6. Injustice in performing one's duties.

Complaint or Corruption Report Channels

The complainant is required to fill in details of the complaint together with his / her name, address and contact number to one of the following channels:

1. By email to the following email addresses:
 - 1.1 Chairman of Audit Committee : djitt@fibo.kmutt.ac.th
 - 1.2 Company Secretary : chantra@gunkul.com
2. By mail to the following address:
 - 2.1 Dr. Djitt Laowattana "Independent Director / Chairman of Audit Committee" or
 - 2.2 Ms. Chantra Chongchamareesithong "Company Secretary"
Gunkul Engineering Public Company Limited
1038 - 1046 Nakornchaisri Road, Nakornchaisri Sub-district
Dusit District, Bangkok 10300

5. Employees

The Company recognizes that employees are the beginning of business drive in order to achieve the Company's sustainability. Therefore, the Company established fair management guidelines with respect to human rights by promoting the development and well working environment throughout the working hours. The Company expects all employees to be decent and competent with expected qualifications, skills and potentiality.

No. of Employees

As of 31 December 2015, GUNKUL consisted of 635 employees working in the following companies:

➤ Gunkul Engineering Public Company Limited	GUNKUL
➤ K.N.P. Supply Company Limited	KPN
➤ Gunkul Chubu Powergen Company Limited	GCPG
➤ Gunkul LED Lighting Company Limited	GLED
➤ Gunkul Power Development Company Limited	GPD
➤ Gunkul Solar Power 2 Company Limited	GSP2
➤ Gunkul Solar Roof 1 Company Limited	GSR1
➤ G.K. Assembly Company Limited	GKA
➤ G.K. Power Products Company Limited	GKP
➤ N.K. Power Solar Company Limited	NKS
➤ Wind Power Plant Company Limited	WED
➤ Greenovation Power Company Limited	GNP
➤ Bright Green Power Company Limited	BGP
➤ Korat Wind Energy Company Limited	KWE
➤ Rang Ngern Solution Company Limited	RNS

No. of Employees	No. of employees per year		
	2013	2014	2015
Total employees	483	552	635
- Full time employees	375	415	526
- Daily employees	108	137	109
Total employees by category			
- Permanent employees	455	482	553
- Daily employees	28	70	82
Total employees by gender			
- Male	282	331	390
- Female	201	221	245
Total employees by rank			
- Management Executives	13	17	25
- Department Manager	29	34	48
- Section Chief/Specialists	70	74	77
- Primary-Intermediate employees	161	195	291
- Operational employees	210	232	194

Human Resources Development



From past to present, the Company's employees grows continuously which derived from the consecutive growth of the business. Therefore, the Company's human resources development structure relates and conforms to competency and KPIs. These measures are the database in the research for creating human resources development courses to be relevant with the Company's vision, mission and strategic plans in order to be the strong and sustainable organization.

In 2015, the Company still focuses in the competency plan and position qualifications which are relevant to the Company's vision, mission and direction plan. The courses are specified for capability improvement, decent and talented employees and can be utilized in both working and day to day living happily. Length of training courses can be categorized as follows:

Employee Level	Average training hours / employee	Curriculum
1. Operations Staff	6	Effective Product Receipt and Withdrawal, Strategy to Excellent "Modern Management Trainee", Basic Fire Drill and Evacuation
2. Staff / Assistant Supervisor	8	Supplier Management and Evaluation, Effective Product Receipt and Withdrawal, Strategy to Excellent "Modern Management Trainee", Basic Fire Drill and Evacuation, Taxation Laws, 2015 Standardization of Accounting, Autodesk AutoCAD

Employee Level	Average training hours / employee	Curriculum
3. Supervisor	36	Supplier Management and Evaluation, Effective Product Receipt and Withdrawal, Strategy to Excellent "Modern Management Trainee", Basic Fire Drill and Evacuation, Taxation Laws, 2015 Standardization of Accounting, Test in solar cell process as per the standard IEC62446, Safety Standard and Efficiency in Electricity Maintenance
4. Assistant Manager / Department Manager	43	Supplier Management and Evaluation, 2015 Standardization of Accounting, Test in solar cell process as per the standard IEC62446, Safety Standard and Efficiency in Electricity Maintenance, Taxation in Merger and Acquisition, Operations Obstacles, Tax Treaties and Price Setting, Smart Journey
5. Management Executives	32	Smart Journey, Due Diligence Strategies in Merger and Acquisition, Specific Business Tax and Duty Stamp, Intellectual Property, Trend in Taxation as per the new laws, Taxation in relevant with the Securities, Company Valuation, CFO Current Issues, Strategic CFO in Capital Market Progra

In addition to the business training courses, the Company also provides a course on "Investment plan for tax benefit and savings for retirement" in order for the employees to well-balance their lives before retiring as well as prepare the retiring employees in planning their counterbalance of future life, health and property.

Human Resources Relations



GUNKUL continuously recognizes the significance in human resources development with the belief that human resources are the foundation of its business growth and success. Organizational development in relevant with the business plan also supports the

Company's human resources in creating contribution along with self-development which provides the Company with decent, competent and proper capability manpower for the business operations.

The Company, therefore, prepares human resources development policies covering all level of employees in management, technical and vocational sections. In addition, the Company also reinforces positive attitudes in order for the employees to happily perform their tasks efficiently with career opportunity and advancement. This shall enable all level of employees in retaining better quality of life with continuous development.

As a consequence, the Company strengthens the relationship between the Company and its employees as "Gunkul Family" through various activities such as water blessing activity in Songkran Festival, orange blessing activity in Chinese New Year which uses oranges in representing well wishes to each other as the management executives are considered the senior relatives of all employees.



Welfare Benefits and Environment

In 2015, the Company has additionally arranged more welfare benefits as well as improved the working environment such as increasing the Company's portion in the Provident Fund from 5% to 6%, raising daily allowance and lump sum allowance. Moreover, the Company also upgraded the working environment up to the hygienic standard and safety by constructing a canteen, arranging sports equipments including activity and rest area. At the same time, various activities are arranged so as to strengthen the relationship between the management executives and the employees. These activities enable the employees in gaining better quality of life with stable assurance which shall motivate all employees in supporting the continuous expanding business operations.

6. Standardization in Safety, Occupational Health and Environment



The Company promoted international standard of performance in the solar cell power plant operations and received the certificate in ISO 14001 as well as awarded CSR-DIW Awards 2015 from Department of Industrial Works as follows:



- Gunkul Chubu Powergen Company Limited
- received the certificate in the Environmental Management ISO14001 on 10 July 2015.
 - received the award in CSR-DIW Awards 2015 from Department of Industrial Works
- G.K. Assembly Company Limited
- received the award in CSR-DIW Awards 2015 from Department of Industrial Works.



Apart from the above mentioned welfare benefits, the Company also focuses on the employees' excellent health by giving health recommendation as well as offering regular health attention throughout various communication channels such as announcement boards, emails, audio broadcasting, Morning Talk. Physical performance test is included

in the annual health checkup as well. The Company expects all employees to take better care of their health so various sport activities are also arranged such as futsal match between the warehouse and the factory as well as volleyball match.



For occupational health, the Company arranged the activities through “The 5 S - Five Keys to a Total Quality Environment”, Environmental Committee, Safety Committee, Morning Talk - JSA : Job Safety Analyst and Plan-Do-Check-Act (PDCA) with the objective in improving the proper, safety and hygienic workplace. By continuous cooperation from all level of employees as an organizational culture, each department has arranged the activity contest in accordance with the 5 S as well as rotated the Audit Committee performing the 5 S's consideration in the Company group. This shall enable all corporate employees in perceiving internal and external points of view and sustainably developing the 5 S for the Company and employees' benefit.

The Company trusts that the standardization in safety, occupational health and environment are one of the key roles in effective and efficient business operations. Therefore, the Company developed the standardization in safety, occupational health and environment in accordance with the stated laws, international standard and other relevant regulations to ensure the safety of both employees and company visitors. Safety Factory Exhibition was conducted with a continuous campaign for employees to realize and participate for the continuous and sustainable safety, occupational health and environment.

Table of No. of Accidents and Safety Days during 2013 - 2015

Company	2013		2014		2015	
	Accident which caused day off	Number of continuous accident-free days	Accident which cause day off	Number of continuous accident-free days	Accident which cause day off	Number of continuous accident-free days
GKA	7	121	3	98	9	381
GKP	1	93	0	414	0	732

Note : Accident which caused day off is determined by 0.5 days sick leave and over.

7. Environmental Management

Efficient Natural Resources Usage and Global Warming Mitigation

As of now, there are extensive usages of natural resources and the most significant usage is electricity from combustion of fossil such as gas, natural gas, coal, etc. This combustion causes greenhouse gas and air pollution which finally leads to the serious impact in global warming and requires immediate problem solving.

The Company hereby realizes the necessity in developing the electric energy production plants from other resources such as solar and wind energy so as to preserve the electric energy, use the natural resources reasonably as well as reduce the carbon dioxide.

All of power plants constructed are those of natural resources such as solar cell and wind turbine including the ongoing biomass power plant which create no impact to the environment and also reduce the greenhouse gas as well.

CO2 Emission Mitigation Action

No.	Project	Type of Energy	Operating Year	Capacity Sold (MWp)	Net Capacity (MW/h/y)	Quantity of greenhouse gas reduction (tCO ₂ /y)
1.	Ban Kluai 1	Solar farm	2011	3.3	6,022.5	3,011.25
2.	Ban Kluai 2	Solar farm	2011	5.3	9,672.5	4,836.25
3.	Wichianburi	Solar farm	2013	9.8	17,885	8,942.5
4.	Si-Chula	Solar farm	2013	9.8	17,885	8,942.5
5.	Noen Po	Solar farm	2013	5.6	10,220	5,110
6.	Buengsamphan 2	Solar farm	2013	3.6	6,570	3,285

No.	Project	Type of Energy	Operating Year	Capacity Sold (MWp)	Net Capacity (MWh/y)	Quantity of greenhouse gas reduction (tCO ₂ /y)
7.	Ta Khit	Solar farm	2013	7.6	13,870	6,935
8.	Ta Sang	Solar farm	2013	7.6	13,870	6,935
9.	Dong Korn	Solar farm	2013	7.6	13,870	6,935
10.	Buengsamphan 1	Solar farm	2013	7.6	13,870	6,935
11.	Bo Phloi	Solar farm	2013	1.2	2,190	1,095
12.	WHA Gunkul GSR 1	Solar rooftop	2011	0.64	792	396
13.	WHA Gunkul GSR 3	Solar rooftop	2011	0.83	1,038	519
14.	WHA Gunkul GSR 6	Solar rooftop	2011	0.83	1,037	518.5
15.	WHA GunkulGSR 17	Solar rooftop	2011	0.998	1,261	630.5
16.	Pichai	Solar rooftop	2013	0.022	30.25	15.1
17.	GKA	Solar rooftop	2013	0.25	337.6	168.8
18.	TPARK	Solar rooftop	2013	0.539	676	338
19.	WAYU	Wind Farm	2015*	50	120,000	60,000
20.	SUBPLU 1	Wind Farm	2015*	8	19,200	9,600
21.	SUBPLU 1	Wind Farm	2015*	2	4,800	2,400
22.	SARANLOM	Wind Farm	2016*	68	144,000	72,000
23.	RNG Phang Tru	Solar farm	2015	8	13,140	6,570
24.	RNG Don Slap	Solar farm	2015	8	13,140	6,570
25.	RNG Lum Rang	Solar farm	2015	8	13,140	6,570
26.	RNG Ang Thong 1	Solar farm	2015	8	13,140	6,570
27.	RNG Ang Thong 2	Solar farm	2015	8	13,140	6,570
28.	RNG Ang Thong 3	Solar farm	2015	8	13,140	6,570
29.	RNG Yang Nam Klat Tai	Solar farm	2015	8	13,140	6,570
30.	RNG Klat Luang		2015	8	13,140	6,570
31.	RNG Nong Chumpol		2015	8	13,140	6,570
32.	RNG Thung Kwao		2015	7	11,500	5,750
33.	RNG Tao Pun		2016*	8	13,140	6,570
TOTAL				288.109	522,576.85	261,288.40

Note : * Expected year for commercial sale.

Environmental Impact Mitigation Action

The Company has implemented plans to minimize possible environmental impacts resulting from the current Solar Energy and Wind Power Plant Projects by studying and surveying both direct and indirect impacts with the following measures :

Natural Resources	Measures in preventing and reducing the impacts
1. Air quality	No impact
2. Noise	- Inspect and maintain all equipments as per the specified manuals. - Arrange Noise Contour Map for noise management after the power plant operates. - Determine the car speed control in the power plant area such as posting a notice sign for speed limit and noise from car traffic. - Prepare ear plugs for employees who work near the wind turbine.
3. Water quality	Prepare the proper decontamination so that the water after the decontamination is chemical-free and shall flow into the gutter around the power plant so there should be a sedimentation tank before draining the water out of the power plant or into the gutter.
4. Garbage management from workplace and employees' activities	- Collect and categorize general garbage in the workplace. - Sell the recycle garbage. - For dangerous garbage, collect and submit to the authorized service provider for further treatment.
5. Water drainage	1. Install the sedimentation tank before draining the water out of the power plant. 2. Clean the water gutter around the power plant at least twice a year especially before the rainy season starts. 3. Drain the rain into the water gutter as fast as possible and store the rain for internal usage or to delay the drainage. 4. Regularly examine the drainage, water gutter and sedimentation tank.
6. Waste management	Set a training session in educating employees how to collect and gather the broken solar cell both in solar cell and wind power plant then recycle or destroy them properly.

8. Innovation in Business and Social Aspects

Innovation in Technology

- The Company carefully selects the materials or equipments which are of high quality and standardized by domestic and international sectors for the sake of health safety and environmental preservation.
- Materials or equipments are well selected and compared with the consideration of the warrantee and after sales service in order to maximize the benefit and worthiness.
- The Company promotes the environmental impact management by making use of the recycle materials as well as preparing the water gutter and utilizing the recycled water to solve the problem of waste water usage.
- Material requisition is based on the least environmental impact.
- Materials will be utilized at their maximum capacity.
- Such materials must reduce the environmental impact or have as least impact as possible throughout their operating life.

Sample of Certified Standard Symbols



These symbols show that the equipment can be recycled.



This symbol shows the Manufacturer's Declaration that it possesses the specified qualifications for healthy, safety and environmental preservation.



This is the registered trademark of Canada for the safety factor.



This symbol indicates Thai Industrial Standard for materials or equipments which are manufactured in Thailand.



This symbol indicates the ISO (International Organization for Standardization) for solar components which have been produced in the factory which provides production and environmental management.



This symbol indicates the IEC (International Electrotechnical Committee) in which the Committee's members are national sectors from countries over the world.



This symbol indicates the ASTM standard used in specifying the quality of concrete used to build the wind turbine's foundation.



This symbol indicates the EUROCODES standard used in specifying the quality of the design of wind turbine foundation and electricity system in wind power plant.



The symbol indicates the standard in engineering design required prior to the power plant construction.

9. Responsibility Towards Consumers

The Company is committed in providing consumers with high-quality and standardized machineries in producing electrical energy in order to prevent the risk from the consumers' usage. For solar cell power plant, the Company selected high-quality and standardized solar cell and inverter. Solar cells are required to be produced in the factory which receive the relevant standard certification such as ISO14001 and are tested by TUV/IEC/UL/JIS Standard Laboratory while the safety is certified by IEC, TUV, UL, GE, CEC, and ISO. With regarding to the inverter, they are required to receive the pass the Grid Code Standard from either the Provincial Electricity Authority (PEA) or The Metropolitan Electricity Authority (MEA) as well as other relevant standards.

For wind turbine power plant, the design, materials and equipments are required to receive the certificate from International Electrotechnical Commission (IEC), American Society of Testing and Materials (ASTM), Eurocode for Turbine Foundations and Electrical Work and Thai Grde Codes. The above mentioned standards ensure the consumers that the Company pays great emphasis in selecting each equipment concerning the consumers' safety.

10. Social and Community Development

In 2015, the Company has continuously arranged various beneficial activities to society and community with the realization of the Company's duty towards the society which is one of the Company's stakeholders. Those activities are summarized as follows.

The Company's policies in social and community development support in the community's participation as well as focus on the education, athletics, assistance as "good neighbor", development and strengthening of the community for sustainable good quality of life, local cultural restoration and preservation as well as environmental restoration and preservation in order to balance the nature.

1. Scholarship for the Community's Schools and Employees' Children



The Company offered 50 scholarships to Wat Sawatvareesimaram School for students from kindergarten to grade 6 level and 20 scholarships under the name of "Diamond Gunkul" to Wat Noinoppakun School for students from grade 7 to 12. The annual scholarship is awarded to students with good academic record and merits but lack of financial support. The Company also regularly grants scholarships to its employees' children with the aim to upgrade the children's educational standard and quality of life.

2. Financial Support for the School and Community Renovation

This support aims in upgrading the safety in the community environment with the following projects.



2.1 Pilot Project in Preventing Fire caused by the Short Circuit in the Community

The Company together with Dusit District Office and students from Rajasitharam Technical College jointly inspected the electrical problems and substituted the deteriorated electrical wires to the crowded community which faced the fire risk. These services are free of charge and aim to promote the well-being and safety of the community.



2.2 House Construction and Rehabilitation as the Merit Making for His Majesty the King

As the merit making for His Majesty the King, the Company together with Mr. Mahannop Tejwatak, President of King Prajadhipok Institute's Society and Colonel Sanchai Rungsritthong, Regimental Commanding Officer of the 13th Infantry Battalion jointly constructed and rehabilitated the houses for the poor.



2.3 Robes and Other Needs Offering to Monks for Educational Purpose

The Company donated money to purchase computers for Wat Noinoppakun School, support the female basketball players to their excellent capabilities and develop the educational management to an international standard.



2.4 CCTV Installation

The Company installed 4 CCTVs in Wat Sawatvareesimaram's community as per the community's inspection of possible crime risk spots. These CCTVs shall assist in preventing the possibility of crime, drugs and fire and at the same time, promoting the safety of the community.

2.5 CCTV Installation

The Company installed 6 CCTVs in Samsen Police Station and near the Wachira Hospital junction in order to reduce the traffic problem as well as increase the community's security.



2.6 5 S Activity in Celebrating Her Majesty the Queen's Birthday

The Company organized the 5 S in improving the proper, safety and hygienic of Wat Sawatvareesimaram and Nakornchaisri's community. This activity was arranged in celebrating Her Majesty the Queen's Birthday in "2015 Mother's Day".



2.7 22.4 KW Solar Donation

The Company donated and installed 22.4 KW solar roof for Rajamangala University of Technology Thanyaburi as a mutual cooperation in academic, education, research, human resources, management and new technologies so as to reinforce and develop the maximum capacity of the organization as well as the employees. Associate Professor Dr. Prasert Pinpathomrat, Rector of Rajamangala University of Technology Thanyaburi together with the University's management team joined in the presentation ceremony.



2.8 Electrical System Inspection and Education

The Company examined / upgraded the electrical system as well as donated and installed the electrical equipments for Wat Kononmahasawat

School together with the training session in how to prevent from fire danger to the teachers and students.

3 Buddhism and Cultural Heritage Preservation

The Company promoted and restored local cultural heritage and contributed to Buddhist activities with the local community as follows:



- 3.1 The Company donated solar cells and 9 KW solar cell electrical supplies to Wat Pa Rattanawan, Wangnamkhiew District, Nakorn Ratchasima Province.



- 3.2 The Company donated money and other needs to Luangpor Alongkot, Wat Phrabatnampu, Lopburi Province in order to support the care of AIDS patients.



- 3.3 The Company and its employees jointly offered dried food to 400 Buddhist meditation masters and practitioners in the event of 2015 Buddhist Meditation Masters Seminar No. 40.

4. Gifts for the Community on Children's Day



The Company together with Wat Sawatvareesimaram School, Wat Sawatvareesimaram's community, Wat Kae's community, Nakornchaisri's community, Samsen Police Station, 11th Military Circle, community and family of police officers, military officers and nearby residents, jointly offered gifts for Children's Day for the children's happiness and joyfulness since its founding.

5. Social Responsibility Awareness



In 2015, the Company continues to promote employees' participation in Employee's Social Responsibility Awareness program on a voluntarily basis. The activities included temple court and toilet cleaning before the end of Buddhist Lent

Day as well as morning alms offering on the end of Buddhist Lent Day at Wat Sawatvareesimaram. This annual merit making was performed since 2007 until now. Moreover, “Decent GUNKUL” and “Pick up and return to the Owner” projects are setup as good models to the organization and the society.



The Company’s management executives and employees, together with Thai Red Cross, Wachira Hospital jointly organized the “GUNKUL Buddy Blood for Life” activity. This activity was performed annually for the 5th year and received well cooperation from all employees in donating blood to save other people’s lives.

6. Act as Alternative Energy Power Plant Learning Center for Surrounding Educational Institutions and Community

The Company realizes the significance of education and knowledge expansion for educational institutions, students, teachers and surrounding community, therefore, the Company visits on the Alternative Energy Power Plant were arranged to educate the ideas in developing the renewable energy in the future.





In 2015, the Company's visitors are as follows:

1. Dr. Tawee Narissirikul, Provincial Governor of Nakorn Ratchasima visited the Srichula Solar Cell Power Plant, Nakornnayok Province.
2. Associate Professor Dr. Wisut Thitirungruang and students of King Mongkut's Institute of Technology Ladkrabang visited the Srichula Solar Cell Power Plant, Nakornnayok Province.
3. Colonel Chinarat Ratanachitkasem, Advisor of Thailand Institute of Nuclear Technology and Group visited the Srichula Solar Cell Power Plant, Nakornnayok Province.
4. Teacher and students of Technology Wichianburi College visited the Wichianburi Solar Cell Power Plant, Petchaboon Province.
5. The management executives of Energy Policy and Planning Office visited the Wichianburi Solar Cell Power Plant, Petchaboon Province.
6. The management executives and employees of Provincial Electricity Authority of Wichianburi and Nong Phai visited the Wichianburi Solar Cell Power Plant, Petchaboon Province.
7. Provincial Office for Local Administration and Provincial Fishery Office of Petchaboon visited the Wichianburi Solar Cell Power Plant, Petchaboon Province.
8. Group Captain Theerawut Watananukit and the Air Force Officers visited the Rooftop Solar Cell of Photovoltaic System, Bangna KM. 18.

7. Donation to Community Surrounding each Solar Cell Power Plant and Wind Turbine Power Plant



1. Wichienburi Solar Cell Power Plant, Petchaboon Province donated a sum to promote sports day and drug abuse activities arranged by Samyaek Sub-district Administration Organization, Petchaboon Province and also donated in buying medicine cupboard for a temple. These activities were hosted by Petchaboon Provincial Industrial Department.



2. Srijula Solar Cell Power Plant, Nakornnayok Province donated the water purifier to the community in Moo 10, Baan Lad Hoi, Srichula District, Nakornnayok Province. Village Chief Prasert Chantachote and the community jointly installed the water purifier for consumption.





3. Huay Bong Solar Cell Power Plant, Nakorn Ratchasima Province joined in the following activities:
 - 3.1 Robes and Other Needs Offering to Monks on 12 April 2015 at Baan Klongsai, Nongnamsai Sub-district, See Khiew District.
 - 3.2 Comments exchanging with Baan Noipatana School regarding the school development guidelines in being the development center on 16 June 2015.
 - 3.3 2015 Sportswear donation to Baan Noipatana Moo 1 in promoting “Sports Against Drugs” activity organized by Huay Bong Sub-district Administrative Organization.
 - 3.4 2015 Sportswear donation to Baan Noipatana Moo 5 in promoting “Sports Against Drugs” activity organized by Huay Bong Sub-district Administrative Organization.0
 - 3.5 Join in 2015 Sports Day at Luangpor Koon School, Huay Bong Sub-district, Dan Koontod District on 25 July 2015.3.6 Trees planting in Mother’s Day activity at Huay Bong Village Moo 1 on 9 August 2015 and Baan Noipatana Moo 5 on 11 August 2015. Both villages are in Huay Bong Sub-district, Dan Koontod District, Nakorn Ratchasima Province.



8. Support in Participation of Stakeholders and Income Enhancement of the Community

The Company has strong determination in adopting measures to prevent and control the environmental impacts throughout its business operations starting from the period prior to the project construction, during the construction and the alternative electric energy generating. These practices were conducted in full compliance with all applicable laws, regulations and international control system in order to prevent, control and correct the environmental impact as well as to revive and conserve natural resources and environments. The following activities created knowledge and understanding of the community.



Prior to the Construction of Solar Energy Power Plant and Wind Turbine Project

1. Researching on basic details of the community's technical aspect, economic, social, culture and way of life.
2. Arranging the participation plan in order for the community to participate and understand the project as well as performing recruitment from the people in the community.
3. Organizing activities for better understanding of the project and arranging the meetings for the community's various comments under the scope of the laws and governmental policy.
 - Listening to the community's comments by providing details of project for acknowledgement and performing questionnaire in order to enhance the relationship with the community.

During the Operations of Wind Turbine Power Plant Project at Huay Bong District, Nakorn Ratchasima Province



- Organizing the quality of life assessment plan for Baan Huay Bong at Village Chief Office Moo 1 and Wat Ban Noipatana Moo 5, Huay Bong Sub-district, Dan Koontod District, Nakorn Ratchasima Province on 14 July 2015.
- Organizing the brainstorming session by using AIC procedures at Baan Huay Bong Moo 1 at Village Chief Office and Wat Ban Noipatana Moo 5, Huay Bong Sub-district, Dan Koontod District, Nakorn Ratchasima Province on 8 September 2015.

During the Construction

1. Promoting income in the community such as hiring employees from the community. Encouraging the community in participating in all construction process in order to continuously enhance the understanding of the Company's business operations policy.
2. Organizing communication channels for recommendations, complaints (if any) with a responsible party who can directly response to such matters.



During the Production of Renewable Energy

1. Conducting the follow-ups on the operations in accordance with the measures on social and environmental impacts as specified under Environmental Impact Analysis (EIA) Report.
2. Listening to recommendations in order to develop and improve according to the needs of the community.
3. Promoting income in the community such as hiring employees from the community.



The Solar Cell and Wind Turbine Power Plant has appointed the “Environment Committee” with its duties as follows:

1. Participating in mapping out the policies and operations in administration, services and environmental management process both inside and outside the organization.
2. Including the environmental operations in the employee performance evaluation and the Company’s regulation as well as educating the employees about the environmental impacts in their responsible area.
3. Communicating to all levels of employees the advantages and determinations in managing the environmental system.
4. Conducting the follow-ups and reviewing the effectiveness of environmental management system.



9. Awards Recognition



1. Award in Exemplary Father by Volunteer and Education Aid Association

- Mr. Gunkul Dhumrongpiyawut, President of Gunkul Engineering Public Company Limited received Award in Exemplary Father organized by Volunteer and Education Aid Association on National Father's Day.



2. Outstanding Award from the Stock Exchange of Thailand in cooperation with Money and Banking Magazine in "SET Awards 2015". This activity was arranged in order to award listed companies and security companies which are exceptional in their operations. Details are as follows:

- Mr. Gunkul Dhumrongpiyawut, President of Gunkul Engineering Public Company Limited, received "Best CEO Award" in "SET Awards 2015".
- Ms. Sopacha Dhumrongpiyawut, Chief Executive Officer (CEO) of Gunkul Engineering Public Company Limited, received "Best Company Performance Award" in "SET Awards 2015".



3. Trophy of Honor as Educational Supporter at Wat Chansamosorn School

- Mr. Chaloepon Sricharoen, Director of Gunkul Engineering Public Company Limited, received the Trophy of Honor as Educational Supporter of school in Dusit District, Bangkok from Mrs. Pusadee Tamthai, Vice Governor of Bangkok Metropolitan Administration. This award was presented to various sectors while Gunkul Engineering Public Company Limited continuously acts as Educational Supporter to Wat Sawatvareesimaram School.



4. Award in Workplace Safety Project in honoring HRH Princess Maha Chakri Sirindhorn

- Ms. Areewan Chalermdan, Company's Director and Senior Vice President of G.K. Power Products Company Limited and G.K. Assembly Company Limited, received the Award in Workplace Safety Project in honoring HRH Princess Maha Chakri Sirindhorn at Ratanathibet Meeting Room, Nonthaburi Benefits and Labour Office.



5. Honor Trophy CSR-DIW 2015 from Department of Industrial Works for companies who organized environmental-friendly and community-friendly activities

- Mr. Pongsakorn Damnoen, Managing Director, Gunkul Chubu Power gen Company Limited, received the Honor Trophy CSR-DIW 2015 from Department of Industrial Works.
- Mr. Sarawut Ma-suang, Senior Vice President, G.K. Assembly Company Limited received the Honor Trophy CSR-DIW 2015 from Department of Industrial Works.



6. Certificate and Trophy Honor for organization which promote skill development

- Ms. Somlak Kanuenghet, Senior Director, Management Department, Gunkul Chubu Powergen Company Limited, received the Certificate and Trophy Honor for organization which promotes skill development from General Surasak Kanchanarat, Minister of Labor.

15. General Information and Reference Person

15.1 General Information

Company's Name	: Gunkul Engineering Public Company Limited
Stock Quote	: GUNKUL
Company Registration	: 0107552000146
Head Office Address	: 1038-1046 Nakornchaisri Road, Nakornchaisri, Dusit Bangkok 10300
Telephone Number	: 0-2242-5800
Fax Number	: 0-2242-5878
Website	: www.gunkul.com
Email	: ir@gunkul.com
Type of Business	: - Business to produce, procure and supply equipment for electrical system in domestic and international. - Business to produce, procure and supply energy-saving products - Business to produce and distribute electricity from renewable energy resources in local and international - Business to construct alternative energy power plant - Business to operation and maintenance
Sector	: Energy & Utilities
Industry	: Resources
Type of Issued Shares	: Common shares
Registered Capital	: THB 1,416,405,589.00
Paid-up Capital	: THB 1,324,745,216.00
Number of Shares	: 1,324,745,216 Shares
Par Value	: THB 1.00

15.2 Subsidiaries

Company Name	Symbol	Type of Business	Registered Capital (THB)	Total Amount of Shares (Shares)	Par Value (THB)	Amount of Shares holding by GUNKUL (Shares)	% of Holding
1. G.K. Assembly Co., Ltd.	GKA	Production of street lighting equipment and accessories such as handling transmission lines (Preformed), cable spacers, and hardware including production of Mounting Structure for the solar plant under the different brands of the Group, GUNKUL, GK, ZIMLUG, PIGMAN, TOPWELD and ZIMTAP. To distribute to Gunkul Engineering Public Company Limited and K.N.P. Supply Co., Ltd.	200,000,000.00	2,000,000	100.00	1,999,998	99.99
2. G.K. Power Products Co., Ltd.	GKP	Production of equipment and control systems for power transmission and distribution lines under the Group's brands "GUNKUL" and "GK". By focusing on the safety equipment and joining systems such as electrical wiring, fuses and switches to distribute to Gunkul Engineering Public Company Limited and K.N.P. Supply Co., Ltd.	100,000,000.00	100,000	1,000.00	99,998	99.99
3. K.N.P. Supply Co., Ltd.	KNP	Distribution of electrical system equipment and other systems related to public sector customers directly. Acting as a contractor and participating in the bidding for the procurement of the various customer segments. The main customers being the PEA and MEA.	50,000,000.00	500,000	100.00	499,998	99.99

Company Name	Symbol	Type of Business	Registered Capital (THB)	Total Amount of Shares (Shares)	Par Value (THB)	Amount of Shares holding by GUNKUL (Shares)	% of Holding
4. Wind Energy Development Co., Ltd.	WED	Production and distribution of electricity from renewable energy using renewable solar energy amount 60 MW by generating to the EGAT and PEA.	1,575,000,000	157,500,000	10.00	157,499,987	99.99
5. Greenovation Power Co., Ltd.	GNP	Production and distribution of electricity from renewable energy using renewable solar energy amount 60 MW by generating to the EGAT and PEA.	1,138,000,000.00	113,810,000	10.00	113,809,998	99.99
6. Korat Wind Energy Co., Ltd.	KWE	Production and distribution of electricity from renewable energy using renewable solar energy amount 60 MW by generating to the EGAT	1,107,000,000	11,070,000	100	11,069,998	99.99
7. NK Power Solar Co., Ltd.	NKP	Production and distribution of electricity from renewable energy in the capacity of 1 MW by generating to the EGAT and PEA.	2,600,000.00	Common Shares 23,060 Preferred Shares 2,940	100.00	Common Shares 9,799 Preferred Shares 2,940	48.99
8. Gunkul Solar Power 1 Co., Ltd.	GSP-1	Production and distribution of electricity from Solar PV Rooftop by generating to the PEA and MEA.	10,000,000.00	100,000	100.00	99,997	99.99
9. Gunkul Solar Power 2 Co., Ltd.	GSP-2	Production and distribution of electricity from Solar PV Rooftop by generating to the PEA and MEA.	39,000,000.00	390,000	100.00	389,997	99.99
10. Gunkul Solar Power 3 Co., Ltd.	GSP-3	Production and distribution of electricity from Solar PV Rooftop by generating to the PEA and MEA.	10,000,000	100,000	100.00	99,998	99.99

Company Name	Symbol	Type of Business	Registered Capital (THB)	Total Amount of Shares (Shares)	Par Value (THB)	Amount of Shares holding by GUNKUL (Shares)	% of Holding
11. Gunkul Solar Power 4 Co., Ltd.	GSP-4	Production and distribution of electricity from Solar PV Rooftop by generating to the PEA and MEA.	10,000,000	100,000	100.00	99,998	99.99
12. Gunkul Solar Power 5 Co., Ltd.	GSP-5	Production and distribution of electricity from Solar PV Rooftop by generating to the PEA and MEA.	10,000,000	100,000	100.00	99,998	99.99
13. Bright Green Power Co., Ltd.	BGP	Production and distribution of electricity from Solar PV Rooftop by generating to the PEA and MEA.	50,000,000.00	500,000	100.00	499,997	99.99
14. Siam Gunkul Solar Energy Co., Ltd.	SGSE	Production and distribution of electricity from Solar PV Rooftop by generating to the PEA and MEA	40,900,000.00	409,000	100.00	408,997	99.99
15. Solar Energy Society Co., Ltd.	SES	Production and distribution of electricity from Solar PV Rooftop by generating to the PEA and MEA.	20,400,000.00	204,000	100.00	203,917	99.99
16. Gunkul Solar Roof 1 Co., Ltd.	GSR-1	Production and distribution of electricity from Solar PV Rooftop by generating to the PEA and MEA.	21,000,000.00	210,000	100.00	209,997	99.99
17. Gunkul Solar Roof 2 Co., Ltd.	GSR-2	Production and distribution of electricity from Solar PV Rooftop by generating to the PEA and MEA.	1,000,000.00	10,000	100.00	9,997	99.97
18. Gunkul Solar Community Co., Ltd.	GSC	Production and distribution of electricity from Renewable energy	1,000,000.00	100,000	100.00	99,997	99.99
19. Gunkul Power Development Co., Ltd.	GPD	Production and distribution of electricity from Solar PV Rooftop by generating to the PEA and MEA	15,000,000.00	150,000	100.00	149,997	99.99
20. Gunkul LED Lighting Co., Ltd.	GLD	Production of Lighting Bulb Type LED	100,000,000.00	1,000,000	100.00	899,999	90.00

Company Name	Symbol	Type of Business	Registered Capital (THB)	Total Amount of Shares (Shares)	Par Value (THB)	Amount of Shares holding by GUNKUL (Shares)	% of Holding
21. Infinite Alternative Energy Co., Ltd. ⁵⁾	IAE	Shareholding in Rang Ngern Solution Company Co., Ltd. 99.99% the company that produces and sells electricity from renewable energy to supply 87 MW to the PEA.	1,590,000,000	15,900,000	100.00	10,652,999	67.00
22. Rang Ngern Solution Co., Ltd. ⁵⁾	RNS	Production and distribution of electricity from renewable energy in the capacity of 87 MW by generating to the PEA.	1,355,000,000	13,550,000	100.00	13,549,997	Shares holding by IAE 99.99
23. GO Bioenergy Co., Ltd.	GOB	Investment in domestic companies	34,300,000	343,000	100.00	256,906	74.90
24. Outgrow A Co., Ltd.	OGA	Production and distribution of electricity from biomass by generating to the PEA.	8,000,000	80,000	100.00	79,998	Shares holding by GOB 99.99
25. Outgrow B Co., Ltd.	OGB	Production and distribution of electricity from biomass by generating to the PEA.	8,000,000	80,000	100.00	79,998	Shares holding by GOB 99.99
26. Outgrow D Co., Ltd.	OGD	Production and distribution of electricity from biomass by generating to the PEA.	8,000,000	80,000	100.00	79,998	Shares holding by GOB 99.99
27. Outgrow E Co., Ltd.	OGE	Production and distribution of electricity from biomass by generating to the PEA.	8,000,000	80,000	100.00	79,998	Shares holding by GOB 99.99

Company Name	Symbol	Type of Business	Registered Capital (THB)	Total Amount of Shares (Shares)	Par Value (THB)	Amount of Shares holding by GUNKUL (Shares)	% of Holding
28. Outgrow Wood Supply A Co., Ltd.	OGW-A	Distributor wood as raw material	1,000,000	10,000	100	9,998	Shares holding by GOB 99.99
29. Outgrow Wood Supply B Co., Ltd.	OGW-B	Distributor wood as raw material	1,000,000	10,000	100	9,998	Shares holding by GOB 99.99
30. Gunkul International (Mauritius) ²⁾	GIM	Oversea Investment	USD 28,697.885	28,697,885	USD 1.00	28,697,885	100.00
31. Gunkul Investment (Singapore) Pte. Ltd. (GIS) ²⁾	GIS	Oversea Investment	SGD 271,265	271,265	SGD 1.00	271,265	Investment by GIM 100.00
32. Gunkul Myanmar Power (Hlawga) Pte. Ltd. ²⁾	GMP	Oversea Investment	SGD 185,632	185,632	SGD 1.00	185,632	Investment by GIS 100.00
33. Gunkul Myanmar Central Power 1 Co., Ltd. ³⁾	GKMCP	Production and distribution of electricity from Gas Engine by generating to the government in Myanmar	USD 100,000.00	100,000	USD 1.00	51,000	51.00

Company Name	Symbol	Type of Business	Registered Capital (THB)	Total Amount of Shares (Shares)	Par Value (THB)	Amount of Shares holding by GUNKUL (Shares)	% of Holding
34. Sendai Okura Mega Solar Godo Kaisha ⁴⁾	GK Sendai	Production and distribution of electricity from renewable energy in the capacity of 31.75 by generating to the Tohoku Electric Power Co., Inc. in Japan.	investment in GK Sendai in the total amount of JYP59,933,000 (Investment by GIM 97%and FAM 3%)				
35. Kimitsu Okura Mega Solar Godo Kaisha ⁴⁾	GK Kimitsu	Production and distribution of electricity from renewable energy in the capacity of 31.75 by generating to the Tohoku Electric Power Co., Inc. in Japan.	investment in GK Sendai in the total amount of JYP59,933,000 (Investment by GIM 97%and FAM 3%)				
36. Future Asset Management Kabushiki Kaisha	FAM	Investment in renewable energy business	JPY 108,410,000	10,841	JPY 10,000	10,841	Investment by BGP 100.00

Remark

- ¹⁾ GUNKUL is one of shareholder of N.K. Power Solar Co., Ltd. by holding 9,799 common shares and 2,940 preferred shares. The right of voting for common share is one share per one vote and preferred share is one share per 20 votes.
- ²⁾ GUNKUL is shareholder of GIM by holding 100.00 percent of shares and GIM holds in GIS at 100.00 percent of shares and GIS hold in GMP at 100.00 percent of shares.
- ³⁾ GMP is shareholder of GKMCP1 by holding 51
- ⁴⁾ On 19th August 2015, the Extra-Ordinary of Shareholders No. 1/2015 passed the approval resolution to invest in GK Sendai and GK Kimitsu through GIM at the ratio of 100%
- ⁵⁾ On 19th August 2015, the Extra-Ordinary of Shareholders No. 1/2015 passed the approval resolution to acquire IAE's common shares in proportion of 67% which IAE is a majority shareholder in RNS in the proportion of 99.99 percent

15.3 Affiliates

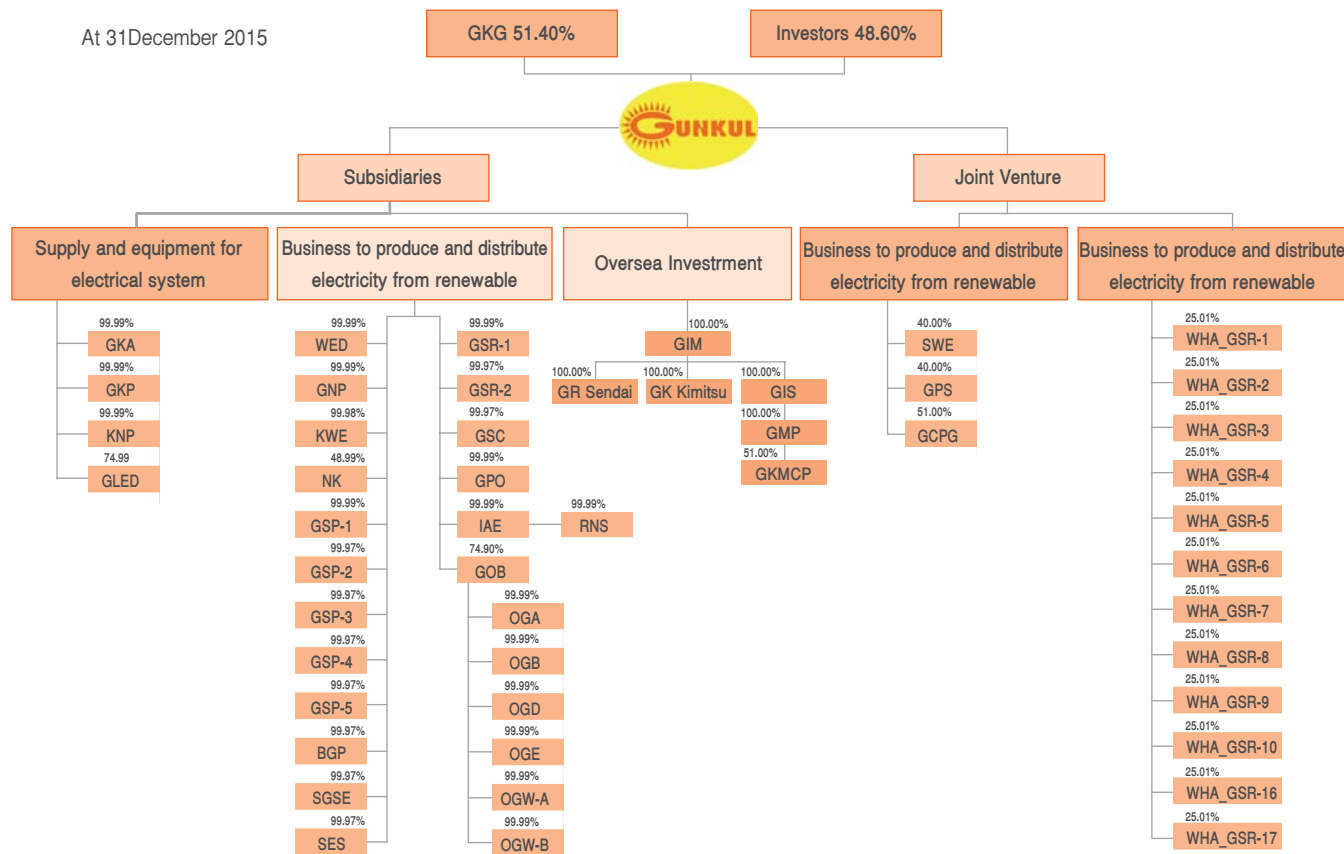
Company Name	Symbol	Type of Business	Registered Capital (THB)	Total Amount of Shares (Shares)	Par Value (THB)	Amount of Shares holding by GUNKUL (Shares)	Joint Venture	% of Holding
1. G - Power Source Co., Ltd.	GPS	Production and distribution of electricity from renewable energy in the capacity of 26 MW by generating to the EGAT and PEA.	930,000,000.00	9,300,000	100.00	3,719,998	Electricity Generating Public Co., Ltd.	40.00
2. Gunkul Chubu Powergen Co., Ltd. *	GCPG	Production and distribution of electricity from renewable energy in the capacity of 30.9 MW by generating to the EGAT and PEA.	992,000,000.00	9,920,000	100.00	5,059,195	Chubu Electric Power Gem B.V.	51.00
3. Siam Wind Energy Co., Ltd.	SWE	To carry out the production and distribution of electricity from renewable energy for sale to government agencies.	1,000,000.00	10,000	100.00	4,000	Person	40.00
4. WHA Gunkul Green Solar Roof 1 Co., Ltd.	WHA_GSR-1	Production and distribution of electricity from Solar PV Rooftop by generating to the PEA and MEA.	11,500,000.00	1,150,000	10.00	287,615	WHA Corporation Public Co., Ltd.	25.01
5. WHA Gunkul Green Solar Roof 2 Co., Ltd.	WHA_GSR-2	Production and distribution of electricity from Solar PV Rooftop by generating to the PEA and MEA.	1,000,000.00	100,000	10.00	25,010	WHA Corporation Public Co., Ltd.	25.01
6. WHA Gunkul Green Solar Roof 3 Co., Ltd.	WHA_GSR-3	Production and distribution of electricity from Solar PV Rooftop by generating to the PEA and MEA.	14,500,000.00	1,450,000	10.00	362,645	WHA Corporation Public Co., Ltd.	25.01
7. WHA Gunkul Green Solar Roof 4 Co., Ltd.	WHA_GSR-4	Production and distribution of electricity from Solar PV Rooftop by generating to the PEA and MEA.	1,000,000.00	100,000	10.00	25,010	WHA Corporation Public Co., Ltd.	25.01
8. WHA Gunkul Green Solar Roof 5 Co., Ltd.	WHA_GSR-5	Production and distribution of electricity from Solar PV Rooftop by generating to the PEA and MEA.	1,000,000.00	100,000	10.00	25,010	WHA Corporation Public Co., Ltd.	25.01

Company Name	Symbol	Type of Business	Registered Capital (THB)	Total Amount of Shares (Shares)	Par Value (THB)	Amount of Shares holding by GUNKUL (Shares)	Joint Venture	% of Holding
9. WHA Gunkul Green Solar Roof 6 Co., Ltd.	WHA_GSR-6	Production and distribution of electricity from Solar PV Rooftop by generating to the PEA and MEA.	14,500,000.00	1,450,000	10.00	362,645	WHA Corporation Public Co., Ltd.	25.01
10. WHA Gunkul Green Solar Roof 8 Co., Ltd.	WHA_GSR-8	Production and distribution of electricity from Solar PV Rooftop by generating to the PEA and MEA.	100,000.00	10,000	10.00	2,501	WHA Corporation Public Co., Ltd.	25.01
11. WHA Gunkul Green Solar Roof 9 Co., Ltd.	WHA_GSR-9	Production and distribution of electricity from Solar PV Rooftop by generating to the PEA and MEA.	100,000.00	10,000	10.00	2,501	WHA Corporation Public Co., Ltd.	25.01
12. WHA Gunkul Green Solar Roof 10 Co., Ltd.	WHA_GSR-10	Production and distribution of electricity from Solar PV Rooftop by generating to the PEA and MEA.	15,500,000.00	1,550,000	10.00	387,655	WHA Corporation Public Co., Ltd.	25.01
13. WHA Gunkul Green Solar Roof 16 Co., Ltd.	WHA_GSR-16	Production and distribution of electricity from Solar PV Rooftop by generating to the PEA and MEA.	100,000.00	10,000	10.00	2,501	WHA Corporation Public Co., Ltd.	25.01
14. WHA Gunkul Green Solar Roof 17 Co., Ltd.	WHA_GSR-17	Production and distribution of electricity from Solar PV Rooftop by generating to the PEA and MEA.	16,000,000.00	1,600,000	10.00	400,160	WHA Corporation Public Co., Ltd.	25.01

Remark * Gunkul Chubu Powergen Limited is a joint venture. The Board authorized the signing of joint control.

15.4 Group Structure

At 31 December 2015



15.5 Other References

Regulator	The Securities and Exchange Commission, Thailand (SEC) 333/3 Vibhavadi-Rangsit Road, Chomphon, Chatuchak Bangkok 10900, Thailand Tel. 0 2695 9999, 0 2263 6499 Fax. 0 2695-9660
Regulator	The Stock Exchange of Thailand (SET) 93 Ratchadaphisek Road, Dindaeng, Dindaeng, Bangkok 10400 Tel. 02 009 9999 Fax. 02 009 9991
Share Registrar	Thailand Securities Depository Company Limited (TSD) 93 Ratchadaphisek Road, Dindaeng, Dindaeng, Bangkok 10400 Tel. 02 009 9999 Fax. 02 009 9991
Auditor	SP Audit Company Limited 503/21 12th Floor, K.S.L. Tower, Sriyudhya Road, Phyathai, Ratchathewi, Bangkok 10400 Tel. 0 2642 6172-4 Fax. 0 2642 6253
Legal Advisor	Kudun and Partners Co., Ltd. 973 President Tower, 14 Floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330 Tel. 02 656 0813 Fax. 02 656 0814
Financial institution	Siam Commercial Bank PLC. 9 Ratchadaphisek Road, Jatujak, Bangkok 10900 Tel. 02-544-1000 Fax. 02-544-4948

16. Policy and Overall Business Operations

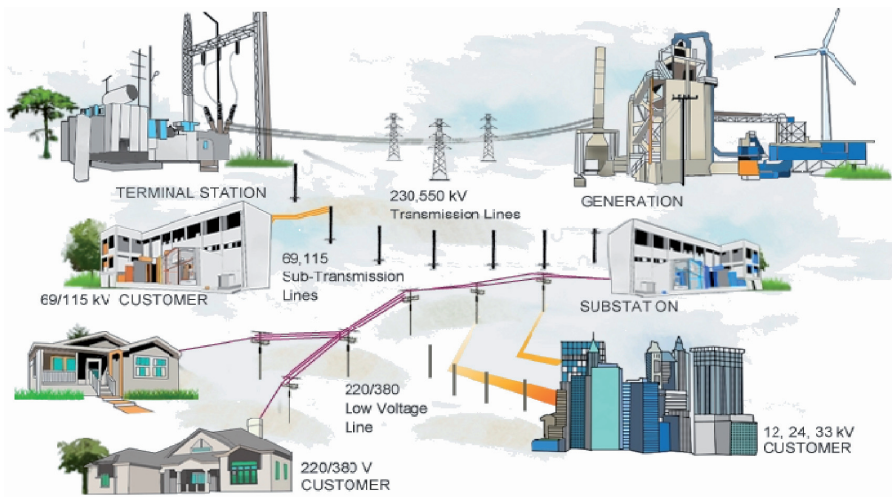
Perspective of the group business structure

The Thai power system consists of two main components:

1. Electricity Production
2. Transmission and distribution

The transmission of electricity from power plants to consumers must go through the various sub-systems including the high voltage grid, power station system, the distribution system, and underground cables, as shown in the diagram below.

Diagram show electric transmission and distribution system of Thailand



Business of the group of companies and be classified as follows :

1. Business to produce, procure and supply equipment for electrical system in domestic and international.
2. Business to produce, procure and supply energy-saving products:-
 - 2.1 To product and supply lighting lamp type LED
 - 2.2 To product and supply solar cell module including supplying equipment related to the electricity production system of solar energy.

3. Business to produce and distribute electricity from renewable energy resources in local and international
 - 3.1 Solar Farm or Solar Ground
 - 3.2 Solar PV Rooftop
 - 3.3 Wind Farm
 - 3.4 Biomass Energy
4. Business to construct alternative energy power plant
5. Business to operation and maintenance

16.1 Business Goals.

In 2015, the Company aims to conduct business defined as follows.

1. Retain key customers, including the Provincial Electricity Authority, Metropolitan Electricity Authority, Electricity Generating Authority of Thailand, Private businesses, both domestically and internationally with the Power Authority of the Union of Myanmar, Lao People's Democratic Republic, Malaysia and Vietnam.
2. Expand customer base, both domestic and internationally to increase market share.
3. Provide new products to meet customer needs.
4. Expansion of renewable energy, including the acquisition of the power purchase agreement, joint ventures with other operators who have contracts to supply electricity or renewable energy consultation.
5. The construction of power plants and wind power, both within and outside the country.
6. The study and construction of power plants, biomass and biogas of Napier grass in Thailand and its neighbors.
8. Add business partners to enhance business security.
9. Enhanced functionality to support the expansion of business by the introduction of advanced technology applications such as networking in the enterprise information system, through video conferencing.
10. Develop staff ability to keep pace with the growth of the company.
11. Increase the Corporate Social Responsibility (CSR) of the company.

3 - 5 years Business Plans

Renewable Energy Industry

As at 19 October 2010, Gunkul Engineering (Public) Co., Ltd. registered its listing in SET with the objective to promote the growth in high voltage transmission line and distribution sub-transmission as well as renewable energy power plant. With great acknowledgement from Ministry of Energy, Electricity Generating Authority of Thailand (EGAT), Provincial Electricity Authority (PEA) and other private sectors, the Company then established a policy in expanding the business in order to be relevant with the government budget and quantity of MW as promoted by Power Development Plan (PDP) B.E. 2553-2573. The Company takes an interest in the following businesses:

- Solar Cell Power Plant
- Wine Turbine Power Plant
- Natural Gas Vehicles Power Plant
- Biomass Power Plant (wood and energy crops)
- Biomass Power Plant (waste)

The Company's primary objective is investing in both domestic and international markets. Nevertheless, the investment plan for commercial sales in the next 3 years is not less than 400 MW.

Domestic Investment Plan

- The Company recognizes the importance of investing in companies which are authorized to sell solar cell at a fixed rate at 5.66 baht and expects to sign the agreement within the second quarter of this year. Moreover, the Company aims to invest in wind turbine power plant with good productivity of not less than 170 MW and will develop the project for commercial sales as stated in the agreement.

According to Power Development Plan (PDP) B.E. 2553-2573 of Ministry of Energy, the price calculation was fleet-in-tariff for biomass power plant (waste energy). The Company has plenty of land underneath the wind turbine power plant which can be used to grow energy crops. The energy crops are the raw materials for the biomass power plant which was promoted for the fixed rate of power purchase. This rate is higher and enables proper and better investment returns than the previous rate. The Company is also interested in investing in community waste power plant which gives better investment returns as well. At present, the Company is seeking a partner in technology and waste management

by the local administration to work on the potential community waste location. This project will significantly enable the Company to efficiently grow in the long run.

International Investment Plan

The Company's major markets are Japan and Myanmar because of the great opportunity in supporting all kinds of appropriate power plants for both countries.

- Japan - The Company aims to invest in solar cell power plant which currently offers the best rate of power purchase (32 yen/KW/Hour). At present, the Company has signed the contract and invested in 31.75 MW and expected to receive the higher volume in the near future, depending on the worthiness and suitability of the project.
- Myanmar - The Company is interested in investing in natural gas vehicles power plant. At present, the Company has invested (51%) with a Myanmar partner for 50 MW with current commercial sales of 25 MW. The Company is also working on the possess structure to be relevant with the agreement within this year. With high demand of power in Myanmar, the Company expects to sign more gas turbine power plant agreement.

High Voltage Generating and Selling

The Company focuses on creating new products and developing existing products in order to be highly competitive in the market. Quality development using engineering value will be continuously applied for the customers' satisfaction. This will make "Gunkul" brand accepted and loyal by all customers. Products which are successfully developed in the past few years are as follows:

- "GLO" and "Gunkul" LED light bulbs
- Lighting equipments with LED
- Electronic meter (AMI) and kilowatt-hour meter
- "Gunkul" solar module 300 W

In addition, the Company hopes these new products will add market value and growth rate in this business not less than 15% per year. Besides being the market leader for high voltage equipments, this brand will always be a Thai pride.

16.2 Changes and Development of the Company and its subsidiaries are as follows:

Year 1982	- Gunkul Engineering Co., Ltd. founded with registered capital of 1.00 million baht. (Current registered capital : 1,374,905,589 baht)
Year 1992	- Establishment of G.K. Assembly Co., Ltd with registered capital of 2.00 million baht (Current registered capital : 200 million baht) - Establishment of G.K. Power Product Co., Ltd. (formerly known as Kerney (Thailand) Co., Ltd.), with registered capital of 2.6 million baht. (Current registered capital : 100 million baht)
Year 1993	- Establishment of K.N.P. Supply Co., Ltd. with registered capital of 1.0 million baht. (Current registered capital : 50.00 million baht)
Year 2009	- Gunkul Engineering Co., Ltd. increased its registered capital from 300 million baht to 400 million baht and changed the par value of ordinary shares from 100 baht per share to 1 baht per share. - The company transformed into a public company and changed its name to "Gunkul Engineering Public Company Limited (PCL)". - On 11 December 2009, Establishment of Gunkul Powergen Co., Ltd. With registered capital of 100 million baht to produce and sell electricity from renewable energy. (Current registered capital : 992 million baht)
Year 2010	- On 11-13 October 2010, the company opened to the public for share sales (Initial Public Offering) of 100,000,000 shares representing 25.00 percent of the total number of 400,000,000 ordinary shares with par value of Baht 1 per share sale price, sold at 5.40 baht per share. - On October 15, 2010, The Stock Exchange of Thailand added GUNKUL securities as new securities on the Stock Exchange of Thailand. - On October 19, 2010, GUNKUL securities traded on the Stock Exchange for the first day (First Day Trade). - On November 19, 2010 the Company acquired the common stock of G-Power Source Co., Ltd., which operates in the production and distribution of electricity from solar energy and is a party to the Provincial Electricity Authority (PEA). The company has power purchase agreements of four contracts for a total of 26 MW and has received support from the electrical section (Adder) 8 baht per unit, by the Company to purchasing ordinary shares of 9,898 shares at 6,500 baht per share totally 64,337,000 baht, or 98.98 percent stake of the registered share capital 1 million baht (Current registered capital : 930 million baht and holding shares in the ratio of 40 percent by the Company) - Gunkul Powergen Co., Ltd. signed 5 contracts of power purchasing agreements with the Provincial Electricity Authority for the solar power system, totally the size of 30.9 MW for a period of 25 years. The project will benefit from the sale of electricity while gaining the additional cost from power purchase (Adder) from the Provincial Electricity Authority of 8 baht per unit for a period of 10 years,

including such projects to benefit the investment promotion agency of the Board of Investment (BOI), with the project details as follows.

Project	Size (MW)	Place of project (Where applied for permit).	Expected to distribute electricity
1.	3.0	A. Chondaen, Phetchaboon	January 2011
	4.4	A. Chondaen, Phetchaboon	October 2011
2.	8.0	A. Srichula, Nakhon Nayok	June 2013
3.	8.0	A. Wichianburi, Phetchaboon	March 2013
4.	4.5	A.Noen Po, Phichit	March 2013
5.	3.0	A.Buengsampun, Phetchaboon	November 2013

- Year 2011
- On March 25, 2011, the Company signed a letter of intent to begin construction of 8 MW solar power plants. Supplying solar panels as the foundation, selection of appropriate technology and installation of all systems that will supply electricity to the system (To produce electricity from solar energy in the Suphan Buri Province), with Solarta Co., Ltd. (a joint venture between Yanhee Solar Power Co., Ltd, and Ratchaburi Electricity Generating Holding Public Company Limited with the contract value of approximately 752 million baht.
 - On June 13, 2011, the Company signed the Solar Power Plant construction contract of 8 MW (consisting of 5 MW contract, 2 MW contract and 1 MW contract) with Solarta Co., Ltd. With the contract value as above mentioned Letter of Intent signed on March 25, 2011
 - On September 1, 2011, the Company signed a letter of intent to begin construction of 8 MW solar power plant, to supply solar panels to the foundation, selection of appropriate technology and installation of all systems that can supply electricity to the system (solar power generation projects in the province of Buri Ram) with the Company, C.K. and Sun Energy (Thailand) Ltd., a contract value about 752 million baht.
 - On November 2, 2011 the Company signed a Memorandum of Understanding on the 1000 MW Development of Wind Energy with the Department of Energy Myanmar. Study location in Mon State, Kayin State and Taninthayi State in Myanmar.
- Year 2012
- G-Power Source Co., Ltd., which has 4 power purchase agreements with the Provincial Electricity Authority, totaling 26 MW, has completed four projects by 3 projects completed the commercial operation in 2012 the remaining of 1 project had completed the commercial operation in 2013 with details as follows:

Project	Size (MW)	Place of project (Where applied for permit).	Expected to distribute electricity
1.	6.5	A.Banphot Phisai, Nakhon Sawan	March 2012
2.	6.5	A.Banphot Phisai, Nakhon Sawan	March 2012
3.	6.5	A. Sankhaburi, Chai Nat	March 2012
4.	6.5	A.Buengsaipun, Phetchaboon	February 2013

- On March 30, 2012, the Company sold 4,500,000 common shares of G-Power Sources Co., Ltd., to Electricity Generation PCL., for an amount of 629.92 million baht, or equal to 60% of 750.00 million baht registered capital (Current registered capital : 930 million baht). G-Power Sources undertakes business of producing and selling solar-based electricity is a contractual party of 4 electricity sale agreements with the Provincial Electricity Agency, total capacity of 26 mw, and eligible for an adder subsidy of 8 baht kWh (Current registered capital : 930 million baht and holding shares at the ratio of 40%).

- On May 15, 2012, the Company bought 5,460,000 common shares of Wind Energy Development Co., Ltd. from Impact Energy Asia Ltd. at the price of 95.60 baht/share, totaling 522.00 million baht, equivalent to 70.00% of the then 78.00 million baht registered capital (current registered capital is 179.90 million baht). Wind Energy Development undertakes business of producing and selling wind-based electricity, is a contractual party of 3 electricity sale agreements with the Provincial Electricity Authority, total capacity of 60 mw, and eligible for an adder subsidy of 3.5 baht kWh (Current registered capital : 1,552.1 million baht by holding shares at the ratio of 100%).

Year 2013 - On 31 January 2013, the Company acquired a stake of 49.00%, 9,799 ordinary shares (1 share per 1 vote) and 2,940 preferred shares (1 share per 20 votes), in NK Power Sola Co., Ltd. which operates solar power generation and distribution business by had 3 electricity sale agreements with the Provincial Electricity Authority, totally 1 MW. (Currently registered capital of 2.6 million baht)

- On 25 February 2013, the Company disposed of common shares in Gunkul Powergen Co., Ltd., which operates solar power generation and distribution business and is a contractual party of 5 electricity sale agreements with the Provincial Electricity Authority, with a total capacity of 30.9 MW and adder rate of 8.00 baht per unit. In this regard, 4,860,800 common shares, equivalent to 49.00% of the 992,000,000-baht registered capital, were disposed to Chubu Electric Power Gem B.V., Japan.(Currently registered capital of 992 million baht)

- On 13 June 2013, Siam Wind Energy Co., Ltd. was established by the Company holding shares at the ratio of 40% with the registered 1 million, which the business of producer and distributor of renewable energy by emphasized on wind energy. (Currently registered capital of 1 million baht)

- For the purpose of international investment expansion, the Company registered the establishment of Gunkul International (Mauritius) ("GIM") in the Republic of Mauritius, and Gunkul International (Singapore) Pte. Ltd. ("GIS") and Gunkul Myanmar Power (Hlawga) Pte. Ltd. in Singapore. In this regard, the Company held a stake of 100% of the 12,000-USD registered capital in GIM (the current capital is 200,000 U.S. dollar); GIM held a stake of 100% of the 28,000-SGD registered capital in GIS (the current capital is 200,000 Singapore dollar), and GIS held a stake of 100% of the 14,000-SGD registered capital in Gunkul Myanmar Power (the current capital is 150,000 Singapore dollar).
- On 1 July 2013, Gunkul Powergen Co., Ltd. changed its name to Gunkul Chubu Powergen Co., Ltd.
- In August 2013, the Company signed a letter of intent with TPI Polene PCL, for installation of electrical system and supply of relevant equipment for TPI Cement Plant no. 4 located at Mittraparp Road, Tambol Tubkwang, Amphoe Kangkhoy, Saraburi. The contract value was approximately 367,270,000 baht.
- In August 2013, the Company established Gunkul Solar Roof 1 Co., Ltd. (GSR-1), Gunkul Solar Roof 2 Co., Ltd. (GSR-2), Gunkul Solar Power 1 Co., Ltd. (GSP-1), Gunkul Solar Power 2 Co., Ltd. (GSP-2), Bright Green Power Co., Ltd. (BGP) and Solar Energy Society Co., Ltd. (SES) to operate solar rooftop power generation and distribution business for supplying to the Provincial Electricity Authority and the Metropolitan Electricity Authority. The Company held stakes of 99.97% of their respective 1,000,000-baht registered capitals (current registered capitals of GSR-1 is 21 million baht, GSR-2 and GSP-1 are 1 million baht, GSP-2 is 39 million baht, BGP and SES are 20.4 million baht).
- In August 2013, the Company established Gunkul Power Development Co., Ltd. to operate solar rooftop power generation and distribution for supplying to the Provincial Electricity Authority and the Metropolitan Electricity Authority, as well as to operate businesses of constructing power plant and distributing equipment for electrical and other systems related to power plant construction. The Company held a stake of 99.97% of the 1,000,000-baht registered capital (current capital is 15,000,000 baht).
- In August 2013, WHA Corporation PCL established WHA Gunkul Green Solar Roof 1 Co., Ltd. (WHA_GSR-1), WHA Gunkul Green Solar Roof 2 Co., Ltd. (WHA_GSR-2), WHA Gunkul Green Solar Roof 3 Co., Ltd. (WHA_GSR-3), WHA Gunkul Green Solar Roof 4 Co., Ltd. (WHA_GSR-4), WHA Gunkul Green Solar Roof 5 Co., Ltd. (WHA_GSR-5), and WHA Gunkul Green Solar Roof 6 Co., Ltd. (WHA_GSR-6), in which the Company had stakes of 25.01% of their respective 1,000,000-baht registered capitals, to operate solar rooftop power generation and distribution business for supplying to the Provincial Electricity Authority and the Metropolitan Electricity Authority. (Currently registered capital of WHA_GSR-1 is 11.50 million bath, WHA_GSR-2 is 1.00 million baht, WHA_GSR-3 is 14.50 million baht, WHA_GSR-4 is 1.00 million baht, WHA_GSR-5 is 1.00 million baht and WHA_GSR-6 is 14.50 million baht)

	- In September 2013, WHA Corporation PCL established WHA Gunkul Green Solar Roof 8 Co., Ltd., WHA Gunkul Green Solar Roof 9 Co., Ltd., WHA Gunkul Green Solar Roof 10 Co., Ltd., WHA Gunkul Green Solar Roof 16 Co., Ltd., and WHA Gunkul Green Solar Roof 17 Co., Ltd., in which the Company had stakes of 25.01% of their respective 100,000-baht registered capitals, to operate solar rooftop power generation and distribution business for supplying to the Provincial Electricity Authority and the Metropolitan Electricity Authority. (Currently registered capital of WHA_GSR-8 is 0.1 million bath, WHA_GSR-9 is 0.1 million baht, WHA_GSR-10 is 15.50 million baht, WHA_GRS-16 is 0.1 million baht and WHA_GSR-17 is 16.00 million baht) - Subsidiaries obtained contracts for solar rooftop power generation and distribution from the Provincial Electricity Authority and the Metropolitan Electricity Authority, and also obtain letters of intent and contracts for rooftop power plant construction. (Details in Section 2. Nature of Business). - In September 2013, Gunkul Consortium, a joint venture of the Company and Trina Solar Energy Development Pte., Ltd., obtained letters of intent from Bangchak Solar Energy (Chaiyaphum) Co., Ltd. and Bangchak Solar Energy (Nakhon Ratchasima) Co., Ltd. for their solar farm construction projects, with a total capacity of 25 MW and 1,215,000 baht in value. The Company's scope of works amounted to 58% of the total project value.
Year 2014	- On February 5, 2014, the Company had signed the Agreement with Myanmar Electric Power Enterprise ("MEPE"), Ministry of Electric Power for Engineering Services and Procurement of High Voltage Electrical Equipment to supply for substation and transmission system, 66 - 230 KV, in the total of 15 projects by approximated amount of USD 11.362 million or THB 373 million. Distribution period is 7-10 months after signing agreement and L/C issuing. - On February 13, 2014, the Company had acquired 199,998 Common Shares in Greenovation Power Co., Ltd. ("GNP") from Impact Energy Asia Limited ("IEA") which represents 99.9990 percent of GNP's registered shares of 200,000 shares at the total selling price of THB 432,000,000. GNP do business as a Power Producer from wind energy resource which electricity generated will be sold to the Electricity Generating Authority of Thailand ("EGAT") in accordance to a Power Purchase Agreement (PPA) in capacity of 60 MW at the registered capital of 2.0 million baht. (Currently registered capital is 1,138.10 million bath) - On February 20, 2014, the Company had signed 2 more agreements with MEPE, Ministry of Electric Power for Engineering Services and Procurement of High Voltage Electrical Equipment to supply for substation and transmission system, 66/33/11kV, 20&-30MVA, by approximated amount of USD 2.2882 million and EURO 1.0075 million or THB 120 million. Distribution period is 360 days after signing agreement and L/C issuing.

	- On April 17, 2014, the Company had established a new subsidiary to carry out the manufacturing and distributing of Lighting Bulb Type LED named Gunkul LED Lighting Co., Ltd. in which the Company had stakes of 74.79% of their respective 10.00 million baht registered capitals (current registered capital : 100 million baht). - On June 2, 2014, the Company had acquired of 31,563,000 Common Shares in Wind Energy Development Co., Ltd. ("WED") from Impact Energy Asia Limited Co., Ltd. ("IEA") which represents 30 percent of WED's registered shares of 105,210,000 shares at the total selling price of THB 373,721,100 that totally holding 100 percent of registered capital of 1,052,100,000 baht (current capital: 1,052,100,000 baht). WED do business as a Power Producer from wind energy resource which electricity generated will be sold to the Electricity Generating Authority of Thailand ("EGAT") in accordance to 3 Power Purchase Agreements in capacity of 60 MW receiving THB 3.50 / unit as adder for 10 years. (Currently registered capital is 1,500 million baht) - On June 16, 2014, the Company had established a new subsidiary to carry out the Generating Electrical Power and Engineering Procurement and Construction named Gunkul Solar Community Co., Ltd. in which the registered capital of 1 million at par value of 100 baht (current registered capital:1 million baht). - On September 18, 2014, the Company had signed Memorandum of Understanding (MOU) for joining Solar Roof business with East Coast Furnitech Public Company Limited (ECF). - On December 17, 2014, Gunkul International (Mauritius) (GIM), which is a subsidiary of the Company to purchase shares of Sendai Okura Mega Solar Godo Kaisha ("GK Sendai"), which is incorporated in Japan by operating the solar power plant business with 31.75 MW contract capacity (38.10 MW installed capacity) located in Miyaki Japan. GK Sendai produces electricity from solar energy and sell the electricity to Tohoku Electric Power Co., Inc. ("Tohoku Electric"), the local utility, at JPY36 per unit in feed-in tariff scheme, with 20 year concession period in the ratio of 100 percent shareholder in the amount of JPY1.80 billion or approximately 504 million baht.
Year 2015	- On 23 February 2015, the Company has purchased the ordinary shares of Korat Wind Energy Company Limited ("KWE") from Quantitus Engineering Company Limited ("QE") which operates its business in wind turbine power plant, at 9,998 shares or equivalent to 99.98 percent of total registered shares of 10,000 shares. Total amount of the shares purchased was Baht 432,000,000 while the estimated construction and development budget was Baht 4,249,000,000 and the total project value was Baht 4,681,000,000. - On 9 March 2015, Wind Energy Development Company Limited ("WED") which is one the Company's subsidiaries, has invested in the wind turbine power plant project with the total project value at approximately Baht 6,145,721,100. WED has signed the contract in PPA in the capacity of 50 MW wind turbine power plant from Electricity Generating Authority of Thailand ("EGAT") as well as the capacity of 8+2 MW with 3.50 Adder from Provincial Electricity Authority ("PEA") for the period of 10 years.

- On 8 April 2015, GUNKUL has signed the Memorandum of Understanding ("MOU") in jointly generating of solar cell on rooftop PV system with Chai Watana Tannery Group Public Company Limited ("CWT") whereas GWT and GUNKUL shall jointly establish a company in developing this project. GUNKUL shall have the shareholding in this new company at 25.01 percent.
- On 23 June 2015, the Company has informed the information technology of investment in the wind turbine power plant of Greenovation Power Company Limited ("GNP"). GNP operates its business in developing and constructing wind turbine power plant for Electricity Generating Authority of Thailand ("EGAT") under the capacity of 60 MW electrical agreement with 3.50 Adder for the period of 10 years. This power plant is situated in Huay Bong Sub-district, Dan Koon Tod District, Nakorn Ratchasima Province with the expected complete construction and commercially distribution within the first quarter of 2017.
- On 19 August 2015, the Extraordinary General Meeting of Shareholders No. 1/2015 passed the following resolutions:
 - Ratified the Company in investing in the capacity of 60 MW wind turbine power plant with Greenovation Power Company Limited with the total project value of Baht 6,325,000,000.
 - Ratified the Company in investing in the capacity of 31.75 MW solar cell power plant; Sendai Okura Mega Godo Kaisha in Japan with the total project value of Yen 12,599,100,000 or approximately Baht 3,527,800,000.
 - Approved the Company in purchasing 67 percent of ordinary shares of Infinite Alternative Energy Company Limited which is a shareholder of Rang Ngern Solution Company Limited. Rang Ngern Solution Company Limited is the counterparty in the power transaction of the solar cell power plant and the capacity of 87 MW project's total value is approximately Baht 5,487,500,000.
 - Approved the Company in investing in the capacity of 33.50 MW solar cell power plant; GK Kimitsu in Japan with the total project value of Baht 3,656,200,000.
 - Approved the Company in acquiring source of investment fund as the capital increase by issuing the newly ordinary share to the Company's existing shareholders in proportion to their respective shareholding (Right Offering) and issue the warrant certificate to the Company's existing shareholders who wish to exercise their right in purchasing the ordinary shares of the Company. These newly ordinary shares issuance for Right Offering shall be not more than 274,981,118 shares at the par value of Baht 1 per share. Details are as follows:
 1. Issuing not more than 183,320,745 newly ordinary shares at the par value of Baht 1 per share to the existing shareholders of the Company in proportion to their respective shareholding (Right Offering) of 6 existing shares to 1 unit of warrants (disregarding the fraction). The offering price is Baht 22 per share.

In the event that there are remaining amount of the newly issued ordinary shares after the issuance to the existing shareholders of the Company, the Company shall allocate such amount to the shareholders who express their intention in purchasing the newly issued ordinary shares apart from the proportion to their respective shareholding until the full amount is completely allocated, unless the remaining is the fraction which cannot be allocated or no more shareholder expresses his/her intention in purchasing the newly issued ordinary shares.

2. Issuing not more than 91,660,373 newly ordinary shares at the par value of Baht 1 per share to the existing shareholders of the Company in proportion to their respective shareholding (Right Offering) of 2 existing shares to 1 unit of warrants for the exercise of right of GUNKUL-W.

- On 4 November 2015, the Company has informed the information technology of investment in the establishment of Outgrow Energy Consult Company Limited which operates its business in biomass power plant. The Company's shareholding in this company is 74.90 percent while Outgrow Energy Consult Company Limited's shareholding is 25.10 percent. The registered capital is Baht 34,300,000.
- On 12 November 2015, the Company has purchased the ordinary shares of Gunkul LED Lighting Company Limited from the existing shareholders at 150,000 shares or equivalent to 15 percent of the current registered capital of Baht 6,090,000. Gunkul's total shareholding in this company is 899,999 shares or equivalent to 90 percent of total ordinary shares (current registered capital is Baht 100,000,000).
- On 26 November 2015, Pang Tru Project which is located in Pang Tru Sub-district, Ta Muang District, Kanchanaburi Province with the capacity of 8 MW, started commercial distribution to Provincial Electricity Authority ("PEA") for the period of 25 years at the electricity charge of Baht 5.66 per unit as Feed in Tariff ("FiT"). Pang Tru Project is one of the projects of Rang Ngern Solution Company Limited, a subsidiary of the Company, which operates in 11 solar cell power plants at the capacity of 87 MW.

17. Nature of Business

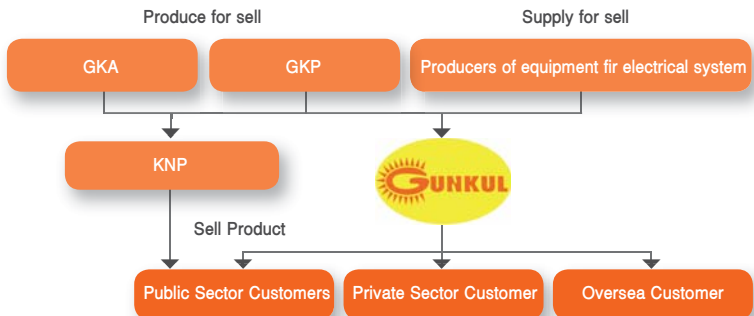
17.1 Nature of Product and Service

Details of the business operations of the Company and its subsidiaries as follows:

1. Business to produce, procure and supply equipment for electrical system in domestic and international.
2. Business to produce, procure and supply energy-saving products:-
 - 2.1 To product and supply lighting lamp type LED
 - 2.2 To product and supply solar cell module including supplying equipment related to the electricity production system of solar energy.
3. Business to produce and distribute electricity from renewable energy resources in local and international
 - 3.1 Solar Farm or Solar Ground
 - 3.2 Solar PV Rooftop
 - 3.3 Wind Farm
 - 3.4 Biomass Energy
4. Business to construct alternative energy power plant
5. Business to operation and maintenance

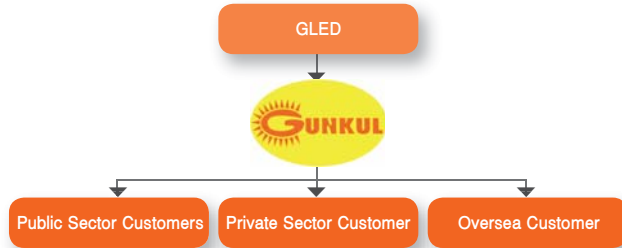
Diagram shows business conduct structure of the group of companies

- 1) Business to produce, procure and supply equipment for electrical system in domestic and international

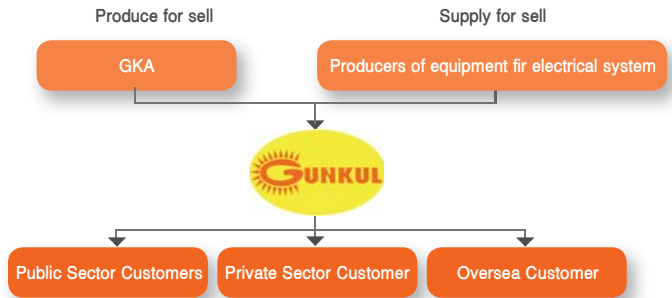


2) Business to produce, procure and supply equipment for energy-saving products.

- To produce and supply Lighting Lamp Type LED.

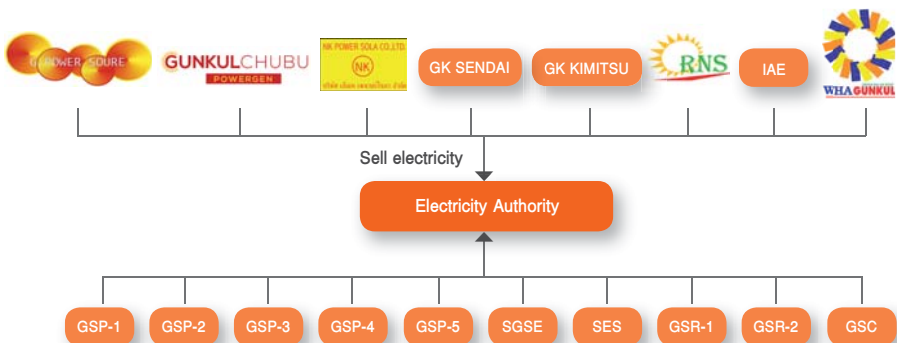


- To product and supply solar cell module including supplying equipment related to the electricity production system of solar energy.

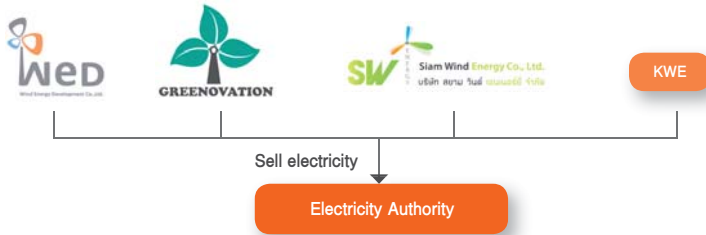


3) Business to produce and distribute electricity from renewable energy resources

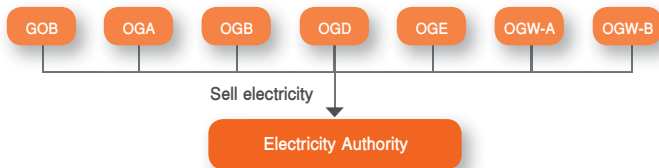
- Solar Farm & Solar Rooftop



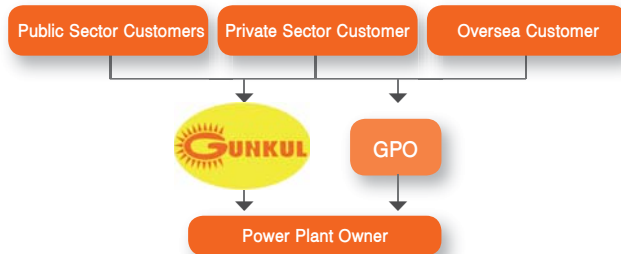
- Wind Farm



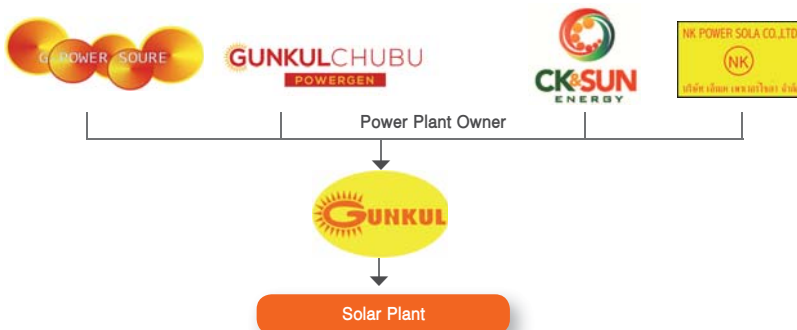
- Biomass Energy



4) Business to construct alternative energy power plant



5) Business to operation and maintenance



1. Business to produce, supply and sell equipment for electrical system in domestic and international.



Gunkul Engineering Co., Ltd Group (PCL), the leading supplier of equipment for power systems and renewable energy systems, covering in all stages of transmission and distribution of electricity from power plants to consumers with goods. More than 5,000 items to meet the needs and characteristics of the different customer groups and both the household level to the macro level of government, the Group has expanded its business into the manufacture and sale of electricity from renewable energy as well. All kind of goods which are produced from the subsidiaries and/or supplying by producers in Thailand and overseas who are acceptable on goods' quality and standard such as USA, Germany, Sweden, Japan, China and etc.

The company's products can be classified into five categories based on the usage as follows:

- 1) Protection and transmission system control equipment and distribution lines including power cut switch (Disconnecting Switch), load break switches, gas switches (SF6 Gas Load Break Switch), and air brake switch, transformer fuse cut-out, Surge Arrester, Live part cover and Grounding system.
- 2) Transmission and distribution lines equipment including cables (Cable), to hold the line pieces (Preformed) cable spacers (Cable Spacer), connector device (Connector), device on the cable (Cable Termination), a cable connection (Cable Splicing), electrical insulators (Insulator).

- 3) Tools and equipment including safety belts, electrical rubber gloves, , industrial gloves, helmets, instrumentation and testing equipment.
- 4) Street lighting equipment, including street lamps, control switches (Photo Control Switch) and a street light control relays (Street Lighting Control Relay).
- 5) Group of equipment for the system of renewable energy, including wind turbines, solar energy equipment and solar cells, hydro turbine, generator, transformer, control equipment etc.

2. Business to produce, supply and sell equipment for energy saving.

Gunkul was established Gunkul LED Lighting Co., Ltd. with business support and LED market growth by using LED technology as a subsidiary produces and assembles the LED products with modern machine and technology by highly engineering competency and experienced engineers for ensuring to the customers that Gunkul LED can fulfill the accreditation and confidence of the customers with high standardized and quality products



3. Business of Generating and Distributing Power from Renewable Energy Sources

3.1 Solar Farm

The Group operates a business of generating and distributing power from renewable energy sources (RES) for supplying to government sector in response to the state policies to promote renewable energy power generation and consumption.

Foreseeing that the business related to renewable energy carries a good opportunity for development and investment for reasons of high growth potential, low risk as well as steady and sustainable profitability, the Group has expanded its



scope of business from the supply and distribution of renewable energy equipment to the generation and distribution of RES power. The new business is undertaken by Gunkul Chubu Powergen Co., Ltd., G-Power Source Co., Ltd., and Rang Ngern Solution Co., Ltd. its joint ventures, and by NK Power sola Co., Ltd., a subsidiary.

The Group entered the RES power generation and distribution business by investing in solar farms and applying for sale of electricity output to the Provincial Electricity Authority (PEA) under the PEA projects to purchase electricity from producers with a maximum capacity of 10 MW, aka very small power plants (VSPP). The Company has then signed power purchase agreements (PPA) with the PEA for 10 projects with a combined capacity of 57.9 MW and adder subsidy rate for VSPP of RES production of 8 baht per kWh for a term of 10 years since the commencement of sale.

Details of the Group's solar farm projects offered to the PEA could be summarized as follows:-

Project	Capacity (MW)	Project Site (according to application)	Commencement of Output Sale
Gunkul Chubu Powergen Co., Ltd. (51% stake held by the Company)			
1.	3.0	Amphoe Chondaen, Phetchabun province	January 2011
	4.4	Amphoe Chondaen, Phetchabun province	October 2011
2.	8.0	Amphoe Sichula, Nakhon Nayok province	June 2013
3.	8.0	Amphoe Wichianburi, Phetchabun province	March 2013
4.	4.5	Amphoe Sam-ngam, Phichit province	March 2013
5.	3.0	Amphoe Buengsamphan, Phetchabun province	May 2013
G-Power Source Co., Ltd. (40% stake held by the Company)			
6.	6.5	Amphoe Banphotphisai, Nakhon Sawan province	March 2012
7.	6.5	Amphoe Banphotphisai, Nakhon Sawan province	March 2012
8.	6.5	Amphoe Sankhaburi, Chainat province	March 2012
9.	6.5	Amphoe Buengsamphan, Phetchabun province	February 2013
NK Powersola Co., Ltd. ⁽¹⁾ (48.99% stake held by the Company)			
10.	1.0	Amphoe Bo-phloi, Kanchanaburi province	November 2013

Project	Capacity (MW)	Project Site (according to application)	Commencement of Output Sale
Rang Ngern Solution Co., Ltd. (The company is a joint venture owned 67 percent of the share capital).			
11.	8.0	Amphoe Huaykrajao, Kanchanaburi province	December 2015
12.	8.0	Amphoe Bo-phloi, Kanchanaburi province	December 2015
13.	8.0	Amphoe Tamuang, Kanchanaburi province	November 2015
14.	8.0	Amphoe Nongyaplong, Phetchaburi province	December 2015
15.	8.0	Amphoe Kaoyoi, Phetchaburi province	December 2015
16.	8.0	Amphoe Tayang, Phetchaburi province	December 2015
17.	8.0	Amphoe Tubsakae, Prachuapkhirkhan	December 2015
18.	8.0	Amphoe Tubsakae, Prachuapkhirkhan	December 2015
19.	8.0	Amphoe Tubsakae, Prachuapkhirkhan	December 2015
20.	8.0	Amphoe Muangpan, Lampang province	December 2015
21.	7.0	Amphoe Song, Phrae province	April 2016 (2)

⁽¹⁾ The Company holds 9,799 common shares and 2,940 preferred shares in NK Power Sola Co., Ltd. by the voting rights of which are 1 vote for 1 common share and 20 votes for 1 preferred share.

⁽²⁾ The commercial supply of electricity is only a forecast by currently in the process of licenses issuing consideration by the Energy Regulatory Commission.

The above projects have obtained investment promotion certificates from the Board of Investment, in the form of an exemption of corporate income tax on net operating profit for 8 years since the date of sale income recorded. After the expiry date of the aforesaid corporate income tax exemption, the Company is still granted an allowance of 50% of the normal rate of corporate income tax for 5 years. The tax rates could be summarized as follows:-

Year	Tax Rate	
	Tax Exemption	Corporate Income Tax Payment
1 st - 8 th years	100%	0%
9 th - 13 th years	50%	10%
13 th year onward	0%	20%

In addition, the company also operates for the solar power plant projects in Japan which applied the electricity generating to Tohoku Electric Power Co., Inc. or Provincial Electricity Authority of Tohoku and Tokyo Electric Power Co., Inc. or Provincial Electricity Authority of Tokyo at the rate of 36.00 Yen per Kilowatt per hour (Feed-in-Tariff "FIT") by summarized as follows:

Project	Capacity (MW)	Project Site (according to application)	Commercial Operation Date Expectation
GK Sendai Okura Mega Solar Co., .Ltd. (Investment proportion 100.00%)			
1	31.75	Sendai, Miyaki	Q1/2018
Kimitsu Mega Solar Godo Kaisha") (Investment proportion 100.00%)			
2	33.50	Kimitsu, Chiba	Q3/2018

3.2 Solar PV Rooftop

At the meeting on 13 August 2013, the cabinet acknowledged the National Energy Policy Council's resolution dated 16 July 2013 approving the program on power purchase from rooftop PV system at a quantity generated at the overall installed capacity of photovoltaic panels of 200 MWp, 100 MWp of which for resident-type buildings and another 100 MWp for industrial and factory buildings. The commercial sale to the power network connection system is scheduled to commence within 2013, under a Feed-in Tariff allowance for a term of 25 years.

Joining the program, Gunkul Engineering PCL has invested in projects in various provinces across the country. Gunkul Power Development Co., Ltd. was then established to support the construction of solar PV rooftop. Details of investments and projects by area of state responsibility are as follows:-

Solar PV Rooftop Projects with the Provincial Electricity Authority

No	Applicant	Installed Capacity (kWp)	Type of Business
1.	Gunkul Solar Power 2 Co., Ltd.	538.56	100% owned by the Company
2.	WHA Gunkul Green Solar Roof 17 Co., Ltd.	997.56	25.01% owned by the Company
3.	Green Line Energy Co., Ltd.	997.56	Power plant construction
	Total	2,533.68	

Solar PV Rooftop Projects with the Metropolitan Electricity Authority

No	Applicant	Installed Capacity (kWp)	Type of Business
4.	WHA Gunkul Green Solar Roof 1 Co., Ltd.	636.48	25.01% owned by the Company
5.	WHA Gunkul Green Solar Roof 3 Co., Ltd.	832.32	25.01% owned by the Company
6.	WHA Gunkul Green Solar Roof 6 Co., Ltd.	832.32	25.01% owned by the Company
7.	Solar Energy Society Co., Ltd. (Phranakhon Nuea 1)	499.20	100% owned by the Company
8.	Siam Gunkul Solar Energy Co., Ltd. (Donmueang)	873.60	100% owned by the Company
9.	T S Power Energy Co., Ltd.	416.16	Power plant construction
10.	T S Power Energy Co., Ltd.	997.56	Power plant construction
11.	Gunkul Solar Roof 1 Co., Ltd.	241.92	100% owned by the Company
12.	Gunkul Solar Roof 1 Co., Ltd.	22.40	100% owned by the Company
13.	Mon RM Co., Ltd.	948.48	Power plant construction
Total		6,300.44	



3.3 Wind Farm

Although Thailand near the equator make to wind speeds average level low to moderate but since it is a natural source of energy, no energy cost. Thailand is continuing to focus on the development of wind energy by exploring the potential for wind energy sources. The research and development of wind speed to suit the wind potential of the country and promote the use of high efficiency wind turbine in either Domestic or overseas. The renewable energy plan for 20 years targeted supporting wind energy amount 3,002 MW in Year 2036

Recognizing the government policy to strengthen the national energy security alongside the green growth strategy, the Company sees itself as being a supportive part in the development of alternative energy power generation and thus contributing to Thailand's electricity security. It is therefore committed to

develop wind-based power generation projects. Details of the wind farm projects and supply of power output applied for sale to the Provincial Electricity Authority (PEA) and the Metropolitan Electricity (MEA) could be summarized as follows:-

Project	Capacity (MW)	Project Site (according to application)	Scheduled Date of Commercial Sale under the PPA
Wind Energy Development Co., Ltd. (100% stake held by the Company)			
1	2.0	Amphoe Dankhunthot Nakhon Ratchasima province	March 2016
	8.0	Amphoe Dankhunthot Nakhon Ratchasima province	March 2016
2	50.0	Amphoe Dankhunthot Nakhon Ratchasima province	July 2016
Greenovation Power Co., Ltd. (100% stake held by the Company) ⁽¹⁾			
3	60.0	Amphoe Dankhunthot Nakhon Ratchasima province	July 2017
Korat Wind Energy Co. Ltd. (A subsidiary of the Company holds 100 percent of the share capital).			
4	50.0	Amphoe Dankhunthot Nakhon Ratchasima province	Q3/2017

⁽¹⁾ The Company acquired 100% of common shares in Greenovation Power Co., Ltd. on 13 February 2014.

The above projects have obtained investment promotion certificates from the Board of Investment, in the form of an exemption of corporate income tax on net operating profit for 8 years since the date of sale income recorded. After the expiry date of the aforesaid corporate income tax exemption, the Company is still granted an allowance of 50% of the normal rate of corporate income tax for 5 years. The tax rates could be summarized as follows:-

Year	Tax Rate	
	Tax Exemption	Remaining Tax Payment
1 st - 8th years	100%	0%
9 th - 13th years	50%	10%
13 th year onward	0%	20%

4. Power Plant Construction Business

The government policy to promote power generation from alternative energy together with the Company's capabilities in the production of alternative energy power, the distribution of products related to power plant operations and the engineering services provide the Company a firm step into the business of constructing alternative energy power plants.



Due to active promotion of alternative energy utilization by government agencies in effort to reduce global warming, the Group views that businesses related to alternative energy are of great potential for development and investment. Furthermore, generation of power based on alternative energy, though being a fresh idea, has shown a promising start and strong growth in the future. The Company has provided construction services for power plant projects of its affiliates, subsidiaries and other companies as follows:-

Project Owner	No. of Projects	Size (MW)	Status
1) G-Power Source Co., Ltd.	4	26.0	Completed
2) Gunkul Chubu Powergen Co., Ltd.	5	30.9	Completed
3) NK Powersola Co., Ltd.	1	1.0	Completed
4) C.K. and Sun Energy (Thailand) Co., Ltd.	1	8.0	Completed
5) Solarta Co., Ltd.	1	8.0	Completed
6) Bangchak Solar Energy (Nakhon Ratchasima) Co., Ltd.	1	12.5	Completed
7) Bangchak Solar Energy (Chaiyaphum 1) Co., Ltd.	1	12.5	Completed
8) Solar PV Rooftop projects	13	8.8	Completed
9) Rang Ngern Solution Co., Ltd.	11	87	Completed
10) Wind Energy Development Co., Ltd.	3	60	Under Construction
Total		254.7	

5. Power Plant Maintenance Services

The Company has earned the trust of its business alliance as well as other operators to be the provider of post-construction maintenance services for their solar farms. The services under operation and maintenance agreements with these clients include controlling and monitoring the efficiency of operations and sale of the solar farms. At present, the Company renders maintenance services for 13 companies 33 power plant projects of a total capacity of 158.37 MW, as follows:-



Solar Farm

Project Owner	Capacity (MW)
1. C.K. and Sun Energy (Thailand) Co., Ltd.	8.0
2. G-Power Source Co., Ltd.	26.0
3. Gunkul Chubu Powergen Co., Ltd.	30.9
4. NK Powersola Co., Ltd.	1.0
5. Rang Ngern Solution Co.,Ltd.	87
Total	152.9

Solar PV Rooftop

Project Owner	Capacity (MW)
1. WHA Gunkul Green Solar Roof 1 Co., Ltd.	636.48
2. WHA Gunkul Green Solar Roof 3 Co., Ltd.	832.32
3. WHA Gunkul Green Solar Roof 6 Co., Ltd.	832.32
4. WHA Gunkul Green Solar Roof 17 Co., Ltd.	997.56
5. Gunkul Solar Power 2 Co. ,Ltd.	538.56
6. Solar Energy Society Co., Ltd.	499.20
7. Siam Gunkul Solar Energy Co., Ltd.	873.60
8. Gunkul Solar Roof 1 Co., Ltd.	241.92
9. Gunkul Solar Roof 1 Co., Ltd.	22.40
Total	5,474.36

17.2 The revenue of the company by the business.

The company's customers are divided into three groups: government clients. The Private Clients And international clients Each group has a structure as follows.

Type of income	2013		2014		2015	
	Million baht	%	Million baht	%	Million baht	%
1. Income from production and supply of equipment for power systems and renewable energy						
1.1 Provisions for distribution.	1,099.66	25.61	425.50	14.30	3,346.59	75.03
1.2 Production for sale.	842.08	41.19	1,063.99	35.74	425.67	9.54
2. Income from production and sale of electricity from renewable energy						
- Manufacture and sale of electricity from solar energy	19.21	0.94	23.82	0.80	51.16	1.15
3. Income from construction of renewable energy plants	681.39	33.33	1,407.91	47.30	566.76	12.71
4. Income from operation and maintenance	41.59	2.03	55.32	1.86	70.12	1.57
Other revenues ¹⁾	811.13	28.40	74.49	2.43		
Total revenue	2,044.60	100.00	2,976.55	100.00	4,460.30	100.00

¹⁾ Other income, including interest and profit on disposal of assets, foreign exchange profits, gain on sale of scrap etc.

The revenue of the company by customers

Income	2012		2013		2014 ¹⁾	
	Million baht	%	Million baht	%	Million baht	%
1. Public sector clients						
1.1 Revenue from electricity and renewable energy equipment	472.31	23.10	745.12	25.03	259.09	5.81
1.2 Revenue from electricity sales	19.21	0.94	23.82	0.80	51.16	1.15
2. Private client group						
2.1 Revenue from electricity and renewable energy equipment	859.60	42.04	308.04	10.35	3,554.09	79.68
2.2 Revenue from the power plant.	681.39	33.33	1,407.93	37.41	566.76	12.71
3. Foreign customers	12.09	0.59	491.65	16.06	29.20	0.65
Total revenue	2,044.60	100.00	2,976.55	100.00	4,460.30	100.00

Industry overview and competition

In the year 2015, Thailand economy was expected to grow at 2.8 - 3.3 percent when compared to the previous year as a result from the well expansion in tourism industry especially higher number of tourists from China and Malaysia. That also led to the great increase in the related sectors of tourism such as hotels, restaurants, delivery and transportation. In addition, the government policies in budget acceleration process and the significant unbudgeted expenditures such as government investment in infrastructure projects, water management projects and road transportation projects are expected to increase the government expenditures and investment. These projects, at the same time, stimulated the expenditures of the private sectors as well. For consumption in the private sectors, trend in the year 2015 was better when compared to the previous year as a result from the support from government investment projects. However, the world's slow economic recovery as well as Thailand' export structure impacted to the decrease in the previously expected quantity of exported products and services.

It can be seen that the government infrastructure projects increased in the year 2015 as well as the expansion in tourism and industry sectors. This resulted in higher demand of electrical power when compared to the previous year. Thus, the Net Peak Generation Requirement in the Electricity Generating Authority of Thailand's system was recorded on 11 June 2015 at 2:02 p.m., at 27,346 MW which was 1.5 percent higher than the Net Peak Generation Requirement for the year 2014 on 23 April 2014 at 2:26 p.m. at 26,942 MW

Source: www.bot.or.th, www.eppo.go.th,

Industry overview

• Overview of the Electricity System in Thailand

Parties involving in the industry of electrical power and system production in Thailand can be divided into 3 main groups as follows:-

1) Power producers

Manufacturers of electrical systems in Thailand can be divided into 6 groups, i.e. the Electricity Generating Authority of Thailand, major independent power producers (IPP), small power producers (SPP), very small power producers (VSPP), other producers including government agencies like the Department of Energy and Energy Conservation that produce electrical power from small hydropower dams, and the import of power from foreign countries.

The Electricity Generating Authority of Thailand ("EGAT") serves as the country's largest power producer, the largest purchaser of electrical power produced by other manufacturers, as well as the importer of electricity from neighbouring countries, namely Laos and Malaysia. EGAT determines the amount of power each power plant has to supply to national transmission system to meet the electricity demand in each period.

2) Power suppliers

The Electricity Generating Authority of Thailand is the supplier of electrical power to 2 state enterprises, i.e. the Metropolitan Electricity Authority ("MEA") and the Provincial Electricity Authority ("PEA") that are responsible for distribution of electricity to industrial sector, business sector and household sector around the country. EGAT supplies electrical power directly to some customers as well.

In electricity transmission from power plants to MEA and PEA requires, the voltage must be regulated to reduce any power loss during long-distance transmission of electricity. Then MEA and PEA transmit electricity to users through the voltage transmission system. MEA is responsible for electricity transmission in Bangkok, Nonthaburi and Samut Prakan. PEA is responsible for electricity transmission to areas other the 3 provinces. In electricity transmission to end users, the voltage must be reduced to level suitable for use.

3) Consumers

Consumers consist of industrial sector, business sector and residential users, etc.

- **Overview of electricity system in related private sector**

The Company's private sector clients related to electrical systems are generally a diverse group of clients, e.g. companies in the construction of the power system, public transport industry, electrical and telecommunications industry. However, when considering only large private sector projects, it was founded that projects by big private sector related to or supported by government. The government's stimulus plan, especially investment in state-initiated infrastructures such as BTS and BRT projects, with a total investment of more than 800,000 million baht within 20 years, has influenced the private sector involved in such investments. These private companies involving in such investment are to increase their investments . The Company itself sees window of opportunities in providing electrical equipment related to power transmissions to the rail system, for example, electrical protection devices, cable termination equipment and cable connecting sets, equipment

grounding systems and other equipment related to the supply of electricity electric rail systems.

However, refer to the information from the Office of National Economic and Social Development Board (NESDB), disclosed that GDP of Thailand in 2013, the Thailand economic growth was slowly, somewhat to 2.9 percent, due to the spending and private investment in 2012 was higher than the normal, export volumes continue slowdown of the world economy is still in the early stages of recovery. Moreover, in the confidence of the public in late, during a political demonstration, it is prudent to spend more as a result private investment contracted 2.8 percent. The spending and public investment has also slowed or delayed. That factors affect the sales of the company of section private clients and some factories. However, the economic outlook remains stable solid NESDB expects Thailand's economy in 2014 is to grow in the range of 3.0 - 4.0, growth up from 2.9 percent in 2013. The factors supporting the expansion of the export sector is expected to recover and grow at a higher rate by the recovery of the global economy. Moreover, government expenditures in 2014 in part to a commitment, as well as private investment is likely to expand particular investment project to obtain approval of Investment already approved and can step into the second half of the year. By NESDB, estimates that government spending is expected to grow by 2.0 percent and public investment increased 0.3 percent, which would result in the private sector related to various government projects with investment increasing by the NESDB expects private investment in 2014 will grow at a rate of 3.8 percent.

- **Overview of the Electricity Industry in the Republic of the Union of Myanmar**

Rapidly increasing demand for electricity consumption in Myanmar occurred as a result of several factors such as the expansion of foreign investment after Myanmar is opening its door to the outside world as well as the sanctions policy of Western Countries and the United States becoming lenient. When considering the differences between Myanmar and Thailand in terms of land area and population to compare electricity generation capacity of both countries found that the two countries have similar land area and population, but the electricity generation capacity of Myanmar is lower than Thailand up to 10 times. Moreover, when considering performance of electric transmission systems of Myanmar major cities such as Rangoon revealed that there are losses on the system about 20%. For these reasons, Myanmar has been considered as one of AEC countries with the tremendous potential for investing in the electricity market.

Gunkul Engineering Public Company Limited has more than 20 years' experience supplying electrical equipment to Myanmar government agencies with the total sales volume over 110\$. At present, the company is investing on natural gas engine power plant with a capacity of 25 megawatts (MW) located at Rangoon. The company has been providing the electrical equipment and currently been studying on the probability of wind energy development. In order that, the company attempted to hedge exchange rate risk by treating all transaction that requires payment or receipt (settlement) in a foreign currencies such as EURO (EUR), US Dollars (USD) and so on. For the aspect of investing, due to all revenues come from the electric power plant operations are received in U.S. dollars which is the same currency to the currency investment resulted in low-loss from foreign exchange risk.

However, when considering the aspect of a legal system risk, Myanmar has just started opening up country so its legal system is still changing and improving to compatible with internationally-recognized standards. Over the past few years, there have been changes in the investment law to encourage foreign investors do business in Myanmar.

- **Outlook for power generation industry and electrical system in Thailand (แปล 2)**

Ministry of Energy together with Electricity Generating Authority of Thailand (EGAT) jointly prepared the Thailand Power Development Plan for the year 2012 - 2030 (PDP2010, Revision 3) as a major plan in developing the power generation in Thailand. This plan was approved by the National Energy Policy Council (NEPC) on 8 June 2012 whereas the Cabinet endorsed this plan as per the resolution from NEPO on 19 June 2012. After the new government stated the energy policy frameworks in late 2014, Thailand Load Forecast Subcommittee (TLFS) has considered and prepared a revision of Thailand Power Development Plan as a result of Thailand's changing trend in the economic expansion, the governmental infrastructure investment projects as well as the preparation for the commencement of ASEAN Economic Community (AEC) in 2015 which shall affect Thailand's overall power utilization. Therefore, PDP2015 has been formulated in order to be relevant with the upcoming power demand. Ministry of Energy has set the framework of national energy policies as follows:-

- 1) Thailand Power Development Plan (PDP)
- 2) Energy Efficiency Development Plan (EEDP)
- 3) Alternative Energy Development Plan (AEDP)
- 4) Natural Gas Acquisition Plan
- 5) Fuel Management Plan

Load forecast based on national economic growth or GDP assumptions for the year 2014 - 2036 is averagely 3.94 percent per year with the population growth of 0.03 percent per year. Energy Efficiency Development Plan (EEDP) is applied in the load forecast with the aim in decreasing the power utilization in the year 2036 at 89,672 million units. Moreover, Alternative Energy Development Plan (AEDP) is well considered for the power supply in the year 2036 which shall provide the renewable energy generation into the system at 19,634.4 MW.

As a consequence of combining the results in load forecast used in preparing the PDP2015 with Energy Efficiency Development Plan, Renewable Energy Development Plan and Alternative Energy Development Plan, Thailand's net power demand shall have a growth rate of 2.67 percent per year during the year 2014 - 2036. For the year 2036, the load forecast for net generation requirement and peak generation requirement energy shall be approximately 326,119 million units and 49,655 MW respectively.

Year	PDP 2010 Rev3		PDP 2015		Changes	
	Peak Generation Requirement (MW)	Electric Energy (Million Units)	Peak Generation Requirement (MW)	Electric Energy (Million Units)	Peak Generation Requirement (MW)	Electric Energy (Million Units)
2016	31,809	210,619	30,218	197,891	-1,591	-12,728
2026	46,003	304,548	40,791	267,629	-5,212	-36,919
2030	52,256	346,767	44,424	291,519	-7,832	-55,248
2036	-	-	49,655	326,119	-	-

From the above stated hypothesis, Thailand Power Development Plan for the year 2015 - 2036 (PDP2015) can be summarized that, at the end of the year 2036, the electrical capacity shall be 70,335 MW, comprising of current electrical capacity at the end of 2014 of 37,612 MW, new electrical capacity of 57,459 MW and deduction of the retired capacity during the year 2015 - 2036 at 24,736 MW.

Electrical Capacity during the year 2015 - 2036

- Total capacity as of December 2014 37,612 MW
- Total added capacity during the year 2015 - 2036 57,459 MW
- Total retired capacity during the year 2015 - 2036 24,736 MW
- Grand total capacity at the end of the year 2036 70,335 MW

Total added capacity during the year 2015 - 2036 of 57,459 MW can be divided as follows:

• Renewable Energy Power Plant	21,648	MW
• Domestic power supply	12,105	MW
• Foreign power supply	9,543	MW
• Pumped-storage Power Plant	2,101	MW
• Co-generation Power Plant	4,119	MW
• Combined Cycle Power Plant	17,478	MW
• Thermal Power Plant	12,113	MW
• Coal / Lignite Power Plant	7,390	MW
• Nuclear Power Plant	2,000	MW
• Gas Turbine Power Plant	1,250	MW
• Foreign power purchase	1,473	MW
Total	57,459	MW

Government's policy in renewable energy investment promotions in the year 2015 focused in the overall social problem solutions regarding municipal waste and agricultural residues. These promotions mainly fostered renewable energy generation from municipal waste, biomass and biogas with the strategies in supporting the bio-fuel generation as well. From the current remaining capacity of the biogas, electrical capacity of 500 MW can be generated from municipal waste while 2,500 MW can be generated from biomass. From the coordination between Ministry of Agriculture and Cooperatives in Zoning Policy regarding cultivated area for sugar cane, palm and tapioca, these energy crops' productivity shall be increased from 3.5 tons per rai per year to 7 tons per rai per year and at the same time, the fuel capacity for energy generation shall be increased at 1,500 MW. Nevertheless, the cultivation is required to be efficiently performed under the circumstances that only high quality agricultural productivity produces energy generation. The concept in allocating the quantity of energy generation with various renewable energy technologies is considered by RE Zoning in each region and each province. Changes in renewable energy technology in the future may be able to compete with LNG energy generation, strong community as well as decrease in fossil energy export. Hence, the proportion of renewable energy generation shall be increased from 8 percent to 20 percent of Thailand's total energy demand. In the year 2036, the electrical capacity from renewable energy generation shall reach 19,634.4 MW with details as follows:

Alternative Energy Development Plan for the year 2036 (Unit : MW)

Year	Solar Cell	Wind Turbine	Hydro Power	Solid Waste	Municipal Biomass	Biogas	Energy Crops	Total
2014	1,298.5	224.5	3,048.4	65.7	2,547.8	311.5	-	7,490.4*
2036	6,000.0	3,002.0	3,282.4	500.0	5,570.0	600.0	680.0	19,634.4*

Remarks * Installed capacity

Source : Energy Policy and Planning Office, Ministry of Energy

With regarding to the government's Alternative Energy Development Plan (AEDP) for the year 2015 - 2036 in order to substitute the fossil at 30 percent within the year 2036, this Power Development Plan has included total renewable energy power plant with the electrical capacity of 19,634.4 MW. This electrical capacity is considered as installed capacity and shall provide 16,678.9 MW which consists of the current electrical capacity system at the end of 2014 at 5,872.1 MW deducted by the retired capacity of 298.1 MW which resulted in the new electrical capacity of 12,104.9 MW. The new electrical capacity from renewable energy during the year 2015 - 2026 and 2027 - 2036 shall be 8,101.2 MW and 4,003.7 MW respectively. Electrical capacity can be categorized as follows:

Category (Unit : MW)	During the year 2015 - 2026	During the year 2027 - 2036
Solar Cell	3,292.5	1,077.6
Wind Turbine	1,643.7	910.2
Hydro Power	191.0	86.9
Biomass	2,122.6	1,363.9
Biogas	199.1	108.2
Municipal Solid Waste	373.2	56.0
Energy Crops	279.1	400.9
Total	8,101.2	4,003.7

Overview of the business

- **Business of electrical equipment**

Growth of the Company's business is directly related to the expansion of transmission and distribution of electricity, which depend on the demand for and supply of electrical power generation in Thailand. Related agencies, such as EGAT and EPPO, are responsible for forecasting future electricity demand of the country in the future and setting framework of the capacity development plan in order to support further planning of various development projects to accommodate increasing demand for electricity in the future. Information of electricity system development and expansion portrays the government's keen and continual investments electricity projects that worth more than a hundred billion baht. As a result, the electrical equipment business in Thailand is on a growing trend according to the policies.

The electrical equipment business in the Company's main export markets, the Union of Myanmar in particular, tends to grow continually as well. This is contributed by construction of infrastructure and utilities for electricity manufacturing and distribution in order to support national economic expansion during 1985-2008. In this regard, the Union of Myanmar has invested in 21 projects of multi-scale voltage distribution systems with total distance of 1,946 kilometers, and 12 projects of substation construction with total production and distribution capacity of 1,450 mega volt ampere. In addition, Myanmar government plans to expand electricity production and distribution to other parts of the country by making additional investments in 41 projects of multi-scale voltage distribution systems with total distance of 8,454 kilometers and 8 projects of substation construction with total production and distribution of 4,000 mega volt ampere in the near future. As a result, demand for electrical system equipment in the Union of Myanmar is on a steadily growing trend.

- **Business of renewable energy equipment**

Growth trend in equipments for the Company's renewable energy system is directly and mainly related to the government's support in renewable energy. The resolution of the National Energy Policy Council (NEPC) on 14 May 2015 summarized the support in solar farm project during the year 2016 - 2017 as follows:

- 1) Independent power purchase projects from solar rooftop at 100 MW, divided into Provincial Electricity Authority and Metropolitan Electricity Authority at 50 MW each while both sectors' quota is divided into household sector of 10 MW and business sector of 40 MW. There shall be no power distribution into the system of Provincial Electricity Authority and Metropolitan Electricity Authority.
- 2) Solar Farm for government sectors and Agriculture Cooperatives at 800 MW, divided into 400 MW each. Both sectors' quota is divided into 2 phases and the first phase shall be not more than 600 MW, divided into 300 MW each.

Moreover, the Board of Investment of Thailand (BOI) has announced the Measure to Promote Improvement of Production Efficiency for manufacturing by upgrading technology and machinery for energy conservation, alternative energy utilization or reduction of environmental impacts, as well as to encourage research and development and advanced engineering design involvement by granting tax incentives to relevant parties such as industrial factories, warehouses, big buildings, and etc. A sample of such project is that the industrial factory can install the solar cell on the rooftop and the energy generated can be utilized in the factory so as to reduce the electricity supply from the Provincial Electricity Authority or Metropolitan Electricity Authority. At present, there are a number of industrial factories and warehouses interested in joining this project.

The government's support in renewable energy generation results in great expansion and continuous trend of equipments for renewable energy system as the latest Power Development Plan for the year 2015 - 2036 has included the wind turbine power plant project into the electrical distribution system.

- **Business of producing and slinging electricity generated by renewable energy**

Trend in production and sale of electricity from renewable energy in Thailand is in the same direction as renewable energy equipment business. However, it must rely on the government's investment because the cost of generating electricity from renewable energy is higher than electricity generation from other fuels. Electricity generation from solar energy costs as high as 8-10 baht per unit, so the production and sale of electricity from renewable energy are not worth investing. The production of electricity from renewable energy in the past was thus done by using waste materials such as solid waste, rice husks, or bagasse which were of lower costs. The capacity is quite low and sufficient just

for limited use, so the electricity of this kind was commercially produced for sale. However, the government's supportive schemes, especially the 2009 Plan's Adder subsidy for purchase of electricity generated from renewable energy, have made electrical power producers and various business sectors become more interested in investing in electricity generation from renewable or alternative energies, with aim to produce for sale to government agencies that have purchasing quotas for electricity generated from renewable energy.

As for production and sale of electricity from solar energy, Thailand Power Development Plan for 2015-2026 year shows that solar-based electricity under Thailand's electricity objectives is as high as 40% of the total 8,101.2 mw electricity from renewable energy, or equal to 3,292.5 mw capacity. Moreover, Thailand is a country that has the potential to produce quite high amounts of solar-based electricity, since it is located near the equator and exposed to the sun throughout the year. With these factors, solar-based electricity production and selling business tends to grow steadily in the future.

- **Business of construction of renewable energy power plants**

The government's promotion of electricity from renewable energy including Thailand's potential to produce electricity from renewable energy have attracted the interest of domestic and oversea companies to invest in the business of producing electricity from renewable energy. Therefore, the Company's renewable energy power plant construction business will grow in line with sizes and quantities of such renewable energy power plants. As mentioned above, production of electricity from renewable energy in Thailand is still in its infancy and will grow more extensively owing to Thailand Power Development Plan for 2010-2030 (Revision 3)

Competition

- **Businesses of manufacturing, supplying and selling equipment for electrical system and renewable energy system**

The Company's main clients are government agencies, state enterprises and large private companies. In general, customers will set criteria for qualifications of the operators who attend project biddings as well as consider the potential and experience of each bidder in supplying equipment for projects. The Company's management estimates that there are

8-10 operators considered as bidding competitors, some of them have assorted product categories. However, no operators have competitively full-range products as the Company and its subsidiaries. Being supplier and distributor of a wide variety of products, the Company therefore has these operators as its business partners.

Furthermore, electrical system is one of the country's main infrastructures. The government thus recognizes the importance of continual investment every year. As a result, the total market value of the business has been growing steadily in line with the government's investment policy. In the meantime, there are a few new operators entering the business because they must rely on funding and the ability to supply products that meet customers' requirements both in terms of quality and quantity. The competition in this business is therefore not severe.

The Company's group is renowned for product quality and variety. Being in business for over 30 years has contributed to the Company's expertise in procuring quality products from various trade partners both locally and abroad. The Company's manufacturing plants enable it to provide quality products under better cost control and thus outperform other operators who do not own manufacturing plants with flexibility of stocks that can be readily supplied to customers. The Group also seeks to fulfill varying needs of customers by focusing on product quality and constant research and development. Products manufactured by the Group's plants are not only listed with the Ministry of Industry and certified for industrial standards, thereby making the Group to have good relationships and win the trust of customers who have given the Group all-time patronage.

- **Business of producing and selling electricity**

Investing in projects of commercial production of solar-based electricity, private companies is bound by terms and conditions of electricity purchase agreements to produce and sell all the electricity to agencies related to electricity. As the Company gains revenue from selling all electricity produced to PEA, there is no competition in its electricity sale business.

Upon entering this business, operators or investors of electricity generation for sale to electricity agencies must initially meet the qualifications specified by said electricity agencies and the Ministry of Energy. Other technical information will be taken into consideration before sale agreements with electricity agencies are approved. Operators of this business require quite a large sum of investment for power plant construction.

Consequently, the competition in the business of producing and selling solar-based electricity is not so intense. In addition, the PEA has postponed the acceptance of application for solar-based and wind-based electricity selling projects from VSPPs for the time being, and also reviewed the ratio of Adder subsidy for purchase of electricity, making it difficult for new operators to compete in this business more than 150 MW

The Company is under the construction of 2 wind turbine power plants with the electrical capacity of 120 MW and the plants shall be completed during the year 2015 - 2017. Thus, the Company recognized the importance of wind turbine acquisition from the manufacturer who is keen in service, warranty and efficient in generating suitable energy by considering the average wind speed in each project location. In addition, the Company is well-prepared in fundraising from the capital market, business alliances as well as credit from financial institutions who always give good support to the Company.

At present, the Company sets an objective in expanding other types of renewable energy power plant apart from the solar cell and wind turbine. As Thailand's potentiality in biomass is sufficient in energy generation, together with the Power Development Plan (PDP2015) which greatly requires electricity from biomass and expects to purchase the electrical capacity from biomass of 5,570 MW, the Company then foresees the growing trend in renewable energy business expansion. As of now, the power purchase from biomass power plant has changed from adder at 30 Satang per unit to Fit-in-Tariff which offers higher power price. The long period of support of 25 years also results in the biomass power plant's payback period to be shorter. However, biomass power plant management depends on the competitive price and quantity of raw materials as well as the raw materials delivery from raw materials source to the biomass power plant. The Company is concerned with these risks, therefore, the Company is under thorough study and research process in order to find suitable energy crops, provide owned cultivated area and reduce the purchase of raw materials from the market.

Furthermore, the Company sets clear policy in investing in renewable energy in foreign countries so as to acquire more power purchase contracts with consideration in the return on investment and long-term revenue stability. A sample of such project is the investment in solar cell power plant in Japan. The Company fully believes that the investment in renewable energy generation in foreign countries shall significantly be increased during the next 3 years so as to achieve the target of owning the power plant of not less than 400 - 500 MW within the next 3 years. Up to now, the Company has 2 solar cell power

purchase projects in Japan with the electrical capacity of 78.5 MW. The projects are under development and are expected to distribute the power commercially within the year 2018.

- **Business of construction of renewable energy power plants**

At present, many construction companies, including those in overseas, have competed in the construction biddings. The Group is not only among the first to build both solar- and wind-based power plants in Thailand, but also own power plants, thereby having quite a high bargaining power with manufacturers of solar cell panels, wind turbines and other power plant equipment. Moreover, the Company has developed products and equipment for use in its own renewable energy power plants. All these give the Company a big advantage in terms of construction costs over other competitors, especially those from overseas who have to bear higher costs of hiring subcontractors in Thailand. The Company can also process the application of various permits necessary for power plant construction such as BOI and factory permit, and coordinate with electricity agencies and relevant government agencies, etc. Power plant operators are provided with convenient and smooth operations when choosing the Company's services.

18. Risk Factors

18.1 Dependence on client risks

* Risks of dependence on government sector clients

Major clients of the Company and its subsidiaries in government sector include the electricity-related agencies such as the Provincial Electricity Authority, the Metropolitan Electricity Authority and the Electricity Generating Authority of Thailand. The revenue from sales to these customers is based on the government's budget for the development of production capacity and supply. If there is a change of the cabinet that results in alteration of electricity investment policy or any delay in approval of procurement for various projects, the Company's revenue in relation to these clients may be affected. Moreover, procurement processes of the government agencies are carried out mostly by competitive bids that sometimes involve many bidders. If the Company does not win the bids, it will lose revenue from these clients.

Investment in electricity capacity development and supply is regarded as investment in basic public infrastructure that grows continually. In times of economic expansion, the government sector needs to expand its public utilities to support the national growth and the increase of population and households. On the contrary, in times of economic slowdown, the government sector usually uses the public investment in infrastructure as a mechanism to stimulate economic recovery. So it can be said that the risks arising from the change of investment policy in the government power sector is quite low. As for the bids for government projects, they tend to be carried out separately according to product groups. The Company's products are not only of great variety, but also accredited by ISO 9001 quality standards. Many of them are registered with the Ministry of Industry as well as guaranteed by the tests of independent institutes, both domestically and internationally. Some of its products are certified by the Office of Industrial Standards (TIS) as well. The Company is therefore at an advantage when competing in bids for supply of products to the government agencies and state enterprises, which generally promote and encourage the procurement of products accredited and certified by the Ministry of Industry. For this reason, the risk that the Company may not be selected in a project bid of any type is low as well.

* **Risk of dependence on large clients**

In 2015, the company sold products to approximately PEA offices in different areas for the value of 310.25 million baht or equal to 6.96% of the company's sale income according to consolidated financial statements.

Major customers of the company are regular customers who have maintained contact and business with the company for a long time and have a good relationship. Maintaining good standards of goods and services quality for over 30 years, the company is confident that it will continue to gain trust of customers. However, the company has a policy to reduce risk of dependence on any particular customer in each market, by constantly seeking new customers in order to expand customer base and to create more business opportunities and development of new products such as development of energy-saving LED light bulbs for distribution to the government sector and private sector, the LED lamps classified under the consumer products with a high market value. The lighting products are available in all buildings. Also, it is a product that has been promoted by the government for purchasing to replace instead of the traditional lamp that uses more electricity or power.

* **Risk of dependence on revenue from Myanmar**

In due mainly to the change of procurement policy from using foreign currencies to Myanmar currency (Kyatt) and not to be direct business partner with Myanmar government. The company considers that procurement according to this new policy has a risk of payment and exchange rate uncertainty of Kyat, which is highly volatile. Therefore, the Group undertakes businesses carefully by focusing on projects due directly with the government under foreign currency deals only. However, after the elections, and during the transition of power making projects delays. In most cases, to wait for the government done.

In order to reduce dependence on revenue from Myanmar, the Group has a policy of market expansion into neighboring countries, such as Lao PDR, Vietnam, Cambodia and Malaysia. Moreover, the Group has a policy to undertake the business of power generation from renewable energy sources and the business of power plant construction, both in Myanmar and Thailand. In this regard, the Group gains the trust of Myanmar government and is thus assigned to conduct a feasibility study of wind power development project. So, the Group believes that its policy can reduce the risk of dependence on revenue from Myanmar.

However, the Group has a policy to prevent risk of dependence on any particular customer, by expanding customer base in public and private sector clients, including in export segment in order to soften the impact of possible decrease of purchase orders from any segment. The proportion of goods sold to each segment would vary from period to period. The company would consider factors that might affect order placements of each segment, such as electricity budget, related industrial circumstance and economic situation of Thailand and of customer countries, etc., in order to set an appropriate marketing policy for conditions in each period of time. For example, when the budget approval of government sector is slow, orders from customers in this sector will drop, and the Group will maintain its revenue size by focusing more on private sector and oversea clients. On the other hand, when private sector decreases investment, the Group will have orders from oversea customers and also government sector customers who use their budget to stimulate the economy. Therefore, diversification of customer segments can reduce risk of dependence on any single customer group, enabling the Group to maintain revenue scale in each period of time.

18.2 Risk of exchange rate fluctuation

As the nature of business of the Group involves export to and import from foreign countries, which are paid mostly in US dollar or euros, the Group might be affected by the fluctuation of exchange rates. It might have gains or losses on exchange rates if the date of purchase or sale is different from the date of the delivery or payment.

However, as the Group both makes import and export in foreign currency, it can reduce risk of exchange rate fluctuation on an extent. In case the dollar or euro is strong against baht, the Group will have increased income from foreign deals when the payment is converted into baht, yet the cost of imported raw materials will rise. Conversely, in case the dollar or euro weakens against baht, the Group will have decreased income from foreign deals upon currency conversion, and the cost of imported raw materials will drop.

The above characteristics are therefore regarded as prevention against fluctuations in exchange rates as follows:-

1. Planning of purchase orders and delivery (Natural Hedge). The Company will open a deposit account in foreign currency when the payments or sales are made in foreign currency. When the Group is paying for imported raw materials in the near

future, the Company's management team will be assigned to monitor changes in exchange rates and use the information to plan the purchase of raw materials and deliveries that are paid or received in foreign currency, to help reduce the risk of exchange rate (Natural Hedge).

2. Forward contracts

In 2015, the Group purchased raw materials and goods from overseas in the amount of 333.76 million baht, equal to 11.35 % of total value of raw materials and goods purchased by the Group over the same period. According to the consolidated financial statements as of 31 December 2015, the Company had debt liabilities in foreign currency of approximately USD 9.13 million, EURO 0.004 million and YEN 2.51 million The foreign currency has been managed through the advice by financial institutions who support for credit facilities, in order to decide on the appropriate and necessary schedule of the forward contracts. In 2015, the Company had been successful in foreign currency management through the Financial Management Committee by providing to the authorized person as the level of transaction.

18.3 Possible risks to the power generation and supply business

* Risk of power generation performance

The ability to generate electricity of a solar power plant depends on two main parts, i.e. the quality of the solar panels and the amount of losses incurred in the electricity generation system. To prevent such risks, the Group uses solar panels from the top well-known companies which is regarded as one of the best manufacturers of quality solar panels recognized around the world.

Present, the Company has successfully realized its potential and proficiency in solar farm construction, developed the engineering team and subcontractors, as well as meticulously selected key equipment related to solar farm construction from manufacturers who have delivery capability, proper after-sale services and warranty. As a result, the Company can reduce risks from dependence on large contractors in power plant construction, thus being a big step forward in the greater enhancement of managerial competitiveness, cost controlling and efficiency of power plant construction.

After the completion of solar farms, the Company's joint venture partners and other operators have placed trust in the Company with the signing of operation

and maintenance agreements for power plants more than 160 MW and making commercial sales. This enables the Company to comprehensively control and monitor the capacity of power supply and efficiency of solar farm operations, thereby mitigating risks from guarantee of minimum supply quantity of each project.

*** Risk of power supply**

The Group has signed a power purchase agreement with PEA for distribution of power at the amount specified in each contract. The contract is a Non-Firm type for reasons that in the generation of solar-base power, the amount of power generated each time cannot be specifically controlled. According to the agreement, the PEA will purchase all electricity produced by quantities specified for each project. The contract is five years from the date of signing the contract and automatically continues for a period of five years. The PEA does not have the right to terminate the agreement as long as the company complies with the conditions specified in the contract. Due to the said conditions and the contract party being a government agency, it is considered that the Group has no risk from the inability to generate and supply electrical power, or the inability to collect payments.

18.4 Risks of economic and political factors

After the government of General Prayut Chan-o-cha started the administration in the year 2014, it can be seen that Thailand's overall economic situation was improved with high confidence from both domestic and international investors. The government has set various policies in stimulating the economy as the report of Office of the National Economic and Social Development Board (NESDB) indicated that the economy in the year 2015 expanded at 2.8 percent when compared to 0.8 percent in the year 2014. Both government and private sectors' investment projects indicated favorable adjustment in the fourth quarter of 2015 while the expectation of Thailand's economy in the year 2016 shall be increased between 2.8 - 3.8 percent. Although the world's slow economic recovery is one of Thailand's major economic risk factors in the year 2016, there are supporting factors in the economic expansion in the form of expenditure acceleration and higher budget in government investment for the year 2016. In addition, the progress of government infrastructure projects results in the higher disbursement of the state

enterprises as well. The Company's major customers are state enterprise sectors which obtained high budget support from the government. At the same time, the Company's equipments are related to these infrastructure projects, therefore, the Company's business has the high tendency in growing in relevant to the government's investment expansion.

Moreover, energy policy is one of the significant policies in which the government is concerned about as the Energy Policy and Planning Office has passed the resolution in the Thailand Power Development Plan for the year 2015 - 2036 (PDP2015) in focusing the stability of power distribution by spreading fuel in energy generation, reducing natural gas dependability, adding the proportion of energy generation from clean coal technology, increasing foreign power supply, adding the proportion of energy generation from renewable energy, developing transmission and distribution system in order to support the development of renewable energy, joining in ASEAN Economic Community (AEC), arranging Energy Efficiency Development Plan (EEDP) and Alternative Energy Development Plan (AEDP) to be in the same timeframe with the PDP2015. In the future, these plans shall greatly support the Company's business growth in manufacturing and distributing equipments for transmission and distribution system, manufacturing and distributing energy-saving equipments (LED) and developing renewable and alternative power plants.

18.5 Risks of investing in solar power plant in Japan.

1. Risk of Government policy of Japan.

According to Japan suffered from the effects of the earthquake and tsunami disaster wave as a result damage to nuclear power plants at Fukushima province in Japan and finally to be closed. As the effect causing a panic with the population, the Government of Japan should rethink the power policy by using other energy for replacing and reducing the proportion of nuclear energy, by defining the policy of promoting solar power and geothermal energy, etc.

During the early impact, the Government of Japan aims to encourage the private sector and investors, both of domestic and foreign, to invest in solar power plant as the purchase rate of feed in tariff that is highest rate in the world. The power purchase rate has dropped from 40 yen to 27 yen, which is the purchase of electricity from solar energy.in current. As the power policy issuing by the Government of Japan in the purpose of accelerating solutions to the shortage and demand for electricity in the country, has been effected to

the purchasing price of electricity which has been the main factor for consideration of the return on the investment of the company. GUNKUL has managed risk in this case by investing in the project that received an acceptance letter or completed for signing in power purchase agreement on feed in tariff.

2. Risk in laws and obtaining necessary licenses.

As the development of solar power plants in Japan comparing with a similar project in Thailand, there is some issue that should be considered rather than in Thailand such as land development for the project. If there are large trees in the area of the project, the project developer should avoid and request for permission of using the area to the related government's entities by taking the process for consideration and approval at a long time. Moreover, if cutting down some trees, the matter will be specified in the license and the project developer should do the planting for replacement as the proportion which considered by the related entities and must to strictly comply with the conditions during processing and completion of the project.

In case of applying for the extension of transmission lines into the area for project development of solar power plant, the processing period for Thailand is approximately 6 months until to 1 year that able to be developed along with the construction of the power plant that is in the same processing period of extension of transmission line. In Japan, the private concessionaire who is the electricity supplier to the public and also private sector is the representative of the government for power purchasing. However, the procession period for Japan to extension of transmission lines into the area of project is approximately 2 - 3 years. Therefore, the Company has been negotiating for reduce the risk to be the appropriated duration for project development and/or requesting to be allowed to directly act as an extension arranger for transmission line connection to electrical power distribution in the power plants of its own directly, depending on the appropriateness and necessity of each area in each case.

3. The risk of holding structure in the proportion of investment and project financing from financial institutions in Japan.

As of the development of solar projects in Japan, two projects include solar projects at Sendai, Miyagi, Japan capacity of 31.75 MW and solar projects at Kimitsu, Chiba, Japan

capacity of 33.66 MW in proportion of 100% which was approved by the Risk Management Committee and the Board of Directors, considering for related risks and return of investing. However, GUNKUL need to get financial support from the financial institutions in Japan and low interest rates low for private sector in Japan. The company has been supported by a commercial bank in Thailand who is a financial partner with the company to provide find out for matching financial institutions in Japan for supporting credit facilities which in the suitable rate according to the conditions of financial assumptions as presenting to the Board for consideration of investment in Japan in the proportion holding 100%. Although may be having some limitation to match with the term condition offering by financial institutions in Japan, the Company will take the best decision by matching with the good terms and conditions and may be alter the proportion of investment holdings only as much as necessary for acceptance by financial institutions in Japan.

4. Risk in management of returns and exchange rates in the long term.

As the investment of solar power project In Japan, the Company has got the Power Purchase Agreement by feed in tariff at the rate of 36 Yen per kilowatt per hour for 20 years. Although the Company will recognize the revenue in yen but also repay the loan in the same currency which to hedge the exchange rate at 85 percent of project investment. As expectation that its project financing offering by financial institutions in Japan, comparing with the proportion of equity in percentage of 85:15, the profit return earned from investment as yen currency will be returned as dividend to the Company in Thailand, therefore, the Company should manage to prevent the currency risk by arranging for hedging fund of foreign exchange rate in the long term and also arrange in other method to be served for risk management as foreign currency investment.

5. Risk in management and development projects to be completed by the due date of the contract.

As developing solar power plant in the capacity of 31.75 MW in Sendai, Miyagi, Japan and 33.66 MW in Kimitsu, Chiba, Japan, the processing period starting development until completion for electricity commercial supplying is taken 21-24 months and 29-31 months that need to manage and control the project to be completed within the term of the power purchase agreement with within the following factors.

1. To provide the professional partner who expertise in solar power plant construction through the evaluation process and the criteria selected by the company.
2. To manage the power plant construction and to obtain licenses to complete timely and consistent with the goals set forth by the power distribution commercially.
3. To recruit Japanese official who have the expertise in project management, controlling and maintenance of power plants after electricity commercially successful.
4. To manage and control the overall of projects, investment cost within the budget and also completion within the timeframe.

The Company has got the supporting by contracting partner who will support overall of project until receiving financial support from the financial institutions in Japan. Including must be taken to complete the construction in the duration of the term power and also take responsibility for maintenance of the plant after the plant completion by the fee will be paid as the success of the project in each period.

6. Risks in the provision of insurance coverage of the earthquake and disaster.

Risk management provider of insurance coverage of the earthquake disaster for solar projects at Sendai, Miyagi, Japan capacity of 31.75 MW and solar projects at Kimitsu, Chiba, Japan capacity of 33.66 MW. The company has hired consultants Insurance Kyoritsu Insurance Brokers of Japan Co., LTD) studies and preparation of insurance, including insurance coverage of the earthquake disaster and continuity. which was a condition to obtain financial support from the Bank of Japan.

19. Capital Structure and Shareholders

19.1 Capital

1) Common Stock

As of February 23, 2016, the Company had registered capital of THB 1,416,405,589.00 and had paid-up capital of THB 1,324,745,216.00 divided into 1,324,745,216 shares at par value of THB 1.00.

2) Warrants to purchase common shares of the Company.

As the issuance of warrants to purchase ordinary shares of the Company No. 1 (GUNKUL-W) not exceeding 91,660,129 units at a par value THB 1.00 to the existing shareholders of the Company, the right to purchase new shares in proportion to the shares held by individual shareholders in the ratio of new shares allocated to existing shareholders 2 shares to 1 warrant unit the right to purchase one common share at the price of THB 27.00 per share exercise price and the exercise ratio may change in accordance with the conditions of adjustment and last up to two years from the date of issuance of the Warrants (date October 1, 2015). The date of the warrants 2 years of age and the last exercise date will coincide with the maturity date of the warrants which falls on September 29, 2017 (due on September 30, 2017 is a holiday), by the warrants will cease to be listed securities on the next working day.

3) Bill of Exchange

As of December 31, 2015, the Company and subsidiaries have outstanding of Bill of Exchange as the following details:

Issuer	Aging	Outstanding (baht)
CIMB Thai Bank	3-9 Months	1,635,000,000.00
Krungthai Bank	3-9 Months	920,000,000.00
KT Zmico Securities Co., Ltd.	3-9 Months	550,000,000.00
Capital Nomura Securities PCL.	6 Months	350,000,000.00
Asia Plus Group Holdings PCL	6 Months	200,000,000.00
Total		3,655,000,000.00

4) Bond

In Domestic by unsecured and unsubordinated

Bond	Amount (Million Baht)	Interest Rate per year	Aging / Redemption Schedule
GUNKUL174A	300	Fixed interest rate of 3.60 percent (three point six zero).	Aging 1 year, 5 months, 29 days from the date of issuance. Maturity Date : April 28, 2017

19.2 Shareholders

Top ten major shareholders of the Company as of February 24, 2016, the latest closing date of share registration book is as the following.

No.	Shareholder Name	Number of Share	Percentage
1.	Dhumrongpiyawut Family Group		
-	Gunkul Group Company Limited	659,617,750	51.40%
-	Mr. Gunkul Dhumrongpiyawut	55,212,987	4.30%
-	Miss Naruechon Dhumrongpiyawut	64,166	0.01%
	Total Number of Share Holding by Dhumrongpiyawut Family Group	714,894,903	55.71%
2.	Mr. Prakin Sricharoen	110,319,191	8.60%
3.	Mr. Khanaphat Jirakasemphong	43,876,125	3.42%
4.	UOB KAY HIAN (HONG KONG) LIMITED - Client Account	38,639,200	3.01%
5.	Thai NVDR Co., Ltd.	35,865,239	2.79%
6.	Miss Nanpapatr Piyapootinun	34,922,025	2.72%
7.	CORE PACIFIC-YAMAICHI INTERNATIONAL (H.K.) LIMITED	25,000,250	1.95%
8.	Mr. Suraphong Triamchanchai	17,765,966	1.38%
9.	Muang Thai Life Assurance Public Company Limited	7,696,500	0.60%
10.	Mr. Phongsakorn Damnoen	7,243,166	0.56%
	Total	1,036,222,565	80.74%

Gunkul Group Company Limited is the holding company with paid-up capital of 110,000,000.00 baht as of December 31, 2015. Major shareholder is Dhumrongpiyawut family with 99.64% stake in Gunkul Group.

Name			Number of Share	%
1.	Dhumrongpiyawut Family Group			
1.1	Mr. Gunkul	Dhumrongpiyawut	465,000	42.27
1.2	Miss Naruechon	Dhumrongpiyawut	211,000	19.18
1.4	Miss Sopacha	Dhumrongpiyawut	210,000	19.09
1.5	Master Arpakorn	Dhumrongpiyawut	210,000	19.09
2.	Mr. Chaloepon	Sricharoen	3,000	0.27
3.	Miss Nanpapatr	Piyapootinun	1,000	0.09
Total			1,100,000	100.00

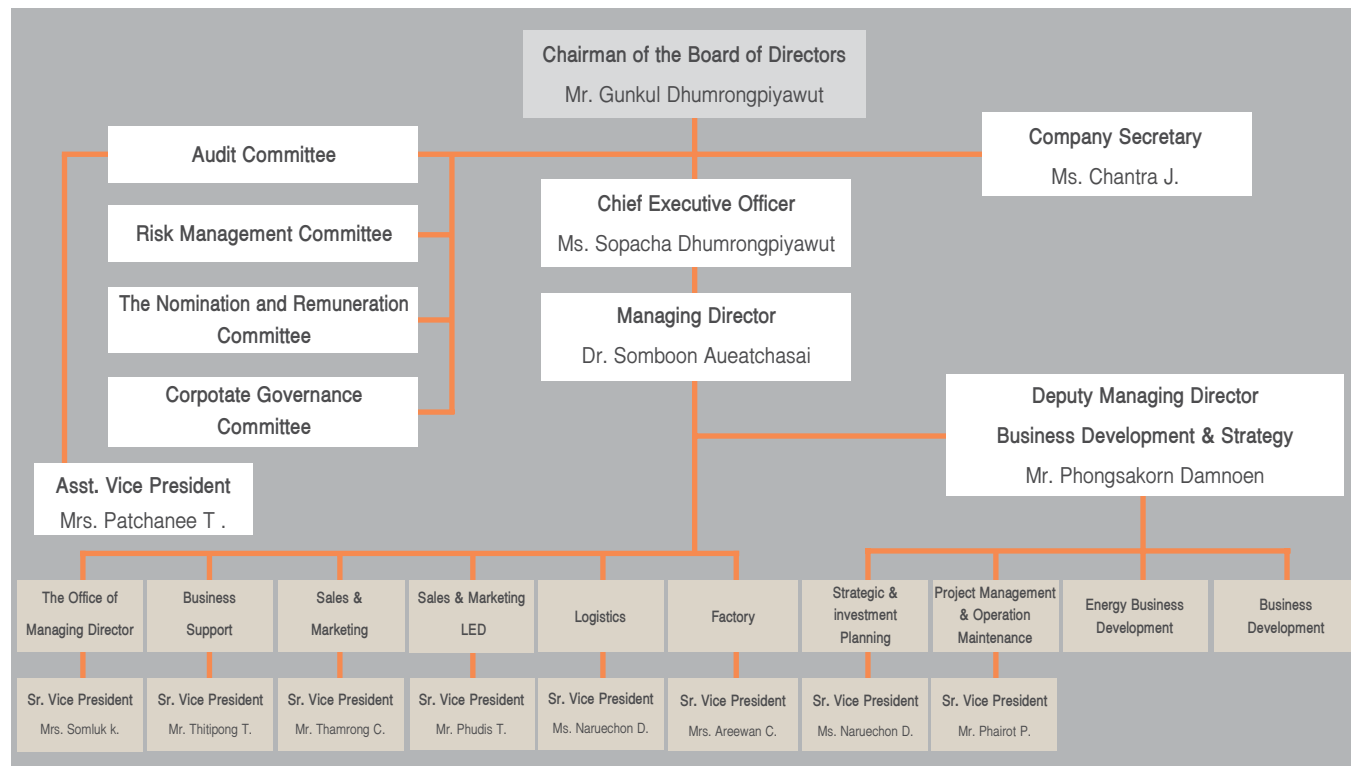
19.3 Dividend Payment Policy

The Company has dividend payout ratio of at least 40% of net profit of the Company only (unconsolidated basis) in which net profit is after deducting corporate tax, legal reserve and other reserves. However, the Company may pay dividend less than mentioned above if necessity i.e. more working capital required, aggressive expansion plan, or else. The board resolution on dividend payment is needed to propose to shareholders' meeting for approval, except interim dividend in which board can go ahead and report to shareholders later.

The Company's subsidiaries also has dividend payout ratio of at least 40% of net profit after deducting corporate tax, legal reserve and other reserves. There are another four factors, cash flow analysis, financial status, liquidity and expansion plan, taking into account on how much dividend to pay.

20. Management Structure

As of 3rd March 2016



The Company's management structure comprises of board of directors and executives in which board of directors comes from independent directors, non-executive directors and executive directors. Independent directors represent one third of board of directors.

20.1 Board of Directors

As of December 31, 2015, board of directors comprised of nine persons as follows;

Name		Position
1. Mr. Gunkul	Dhumrongpiyawut	Chairman of the Board of Directors
2. Dr. Djitt	Laowattana	Independent Director Chairman of the Audit Committee
3. Pol.Maj.Gen. Visit	Sukarasep	Independent Director Chairman of the Nomination and Remuneration Committee Member of the Audit Committee
4. Dr. Chongrak	Rarueysong	Independent Director Chairman of the Good Corporate Governance Committee Member of the Audit Committee
5. Miss Sopacha	Dhumrongpiyawut	Director Chief Executive Officer Member of the Risk Management Committee
6. Dr. Somboon	Aueatchasai	Director and Secretary of the Board of Directors Executive Director Managing Director
7. Miss Naruechon	Dhumrongpiyawut	Director Executive Director
8. Mr. Chaloepon	Sricharoen	Director Executive Director
9. Mrs. Areewan	Chaloemdan	Director Executive Director
10. Miss Chantra	Jongjamareeseethong	Company Secretary

¹⁾ Dr. Chongrak Rarueysong was appointed as a director from the Board of Directors meeting No. 8/2015 held on June 22, 2015

Authorized Directors

Authorized director who can sign documents that will have impact to the Company is Mr. Gunkul Dhumrongpiyawut or Miss Sopacha Dhumrongpiyawut or Miss Naruechon Dhumrongpiyawut gives signature together with another two signatures from Mr. Somboon Aueatchasai or Mrs. Areewan Chaloezman or Mr. Chaloezman Srirachoen and then gets the Company's stamp.

Or Mrs. Areewan Chaloezman, Mr. Chaloezman Srirachoen and Mr. Somboon Aueatchasai all sign their names and get the Company's stamp.

Scope of Authority of Board of Directors

- 1) Supervise and determine key policies related to core operations, finances, fund raisings, capital management and risk management
- 2) Consider investment regarding investment budget for investment projects and monitor those projects to be in line as planned
- 3) Monitor the Company's operations to meet or to exceed its goal and set solutions to solve problems if any
- 4) Report general and financial information to shareholders, stakeholders and general investors properly, timely and legally.
- 5) Acknowledge audited reports from audit committee and or internal control units including accounting audit and advisors and propose solutions if there is any problem
- 6) Review the Company's internal control and risk management
- 7) Prepare process to select top management in accordance with succession plan
- 8) Appoint audit committee and give audit committee the scope of power
- 9) Appoint director(s) to be as the Company's representative from board of directors. Representative, however, has no power to approve transactions that representative or person that may have conflict ("person that may have conflict" is the same definition as mentioned in Stock Exchange Commission regulation) may have conflict of interest with the Company or the Company's subsidiaries.

This is an exception for transaction that gets approval from shareholders' meeting. Director or person who may have conflict of interest who approves this transaction will not have right to vote on following subjects;

- Subject that is required approval from shareholders' meeting
- Transaction that is required by law to get approval from shareholders' meeting
- Moreover, the following transactions are needed to have approval from board of directors' meeting and shareholders' meeting by gaining at least three forth of total voting rights in the meeting.
 - Sell or transfer whole or partial business to other persons
 - Do, correct or stop contract to rent the whole or partial business to others. Assign other people to manage business or to merge business with others with aim to share profit and loss
 - Issue new shares to creditors on the debt-to-equity plan
 - Reduce registered capital by reducing number of shares or reducing par value
 - Capital increase, capital reduction, debenture issuance, acquisition or divestment
 - Other subjects that are required by law

20.2 Executives

As of March 3, 2016, there were 19 executives as follows :

Name		Position
1. Miss Sopacha	Dhumrongpiyawut	Chief Executive Officer
2. Dr. Somboon	Aueatchasai	Managing Director
3. Mr. Phongsakorn	Damnoen	Deputy Managing Director, Business Development & Strategic Planning
4. Mrs. Areewan	Chaloemdan	Senior Vice President, Factory
5. Mrs. Somluk	Kanuenghet	Senior Vice President, Executive Office
6. Mr. Thamrong	Chankraithong	Senior Vice President, Sales & Marketing
7. Mr. Thitipong	Techaratanayuenyong	Senior Vice President, Business Support, CFO
8. Miss Naruechon	Dhumrongpiyawut	Senior Vice President, Strategic Planning and Investment Senior Vice President, Logistics
9. Mr. Phairot	Phanukan	Senior Vice President, PM & OM
10. Mr. Phudis	Triwilaskul	Senior Vice President, Sales & Marketing-LED
11. Mr. Chaloempon	Sricharoen	Vice President, Sales & Marketing
12. Mr. Janpon	Ngamaroonchote	Vice President, Strategic Planning and Investment

Name		Position
13.	Mrs. Nattawan Wongchan	Vice President, Business Support Department
14.	Miss Chantra Jongjamareeseethong	Company Secretary / Vice President, Office of Managing Director & Investor Relations
15.	Miss Vijitra Saengpredekorn	Vice President, Energy Business Development
16.	Ms. Suttirat Tangnorakul	Assistant Vice President, Business Support Department (Accounting)
17.	Ms. Waraporn Rukkigkarnkar	Assistant Vice President, Business Support Department (Accounting)
18.	Ms. Kullawee Saenchaiorn	Assistant Vice President, Business Support Department (Accounting)
19.	Mrs. Patchanee Tangjitjaruen	Assistant Vice President, Internal Audit

Scope of Authority of Managing Director

- 1) Control and supervise operations/general management
- 2) Do as per policy set to meet budget approved by board of directors or executive committee
- 3) Have authority to approve disbursement budget for acquiring assets and services that will have benefit to company in which such authority is for general transaction on trade with limited budget set by board of directors
- 4) Have authority to set order, rule, announcement and memorandum to make things done accordingly to company policy, benefit and rules & regulations
- 5) Have authority to do and to show as company representative to outside persons to handle task that is useful to company
- 6) Approve appointment of necessary advisors
- 7) Get assignment to manage company to be in line goal, rules & regulations, policy, announcement, resolutions from shareholders' meeting and/or resolutions from board of directors' meeting

Regarding authority assignment to managing director and other authority assignment done by managing director, this does not include authority and/or authority assignment to approve transaction that managing director or related persons may have conflict of interest (based on rules from Stock Exchange of Thailand) to company and/or subsidiaries. Above transaction is needed to propose to board of directors' meeting and/or shareholders' meeting for consideration and approval to be in line with rules and regulations. An exception comes from general trade transaction set by company's policy and criteria.

Financial Budget Approval

Board of Directors has power to approve financial budget as follow;

Part 1 : A. Purchase / Sale / Transfer of Assets. (Acquisition and Disposal),

B. Trading Goods / Raw Materials and Services to operate as Normal Contract Obligations,

C. Commercial Agreements for Loans / Guarantees and Financial Commitment

Authorization		Purchase / Sale / Transfer of Assets (Acquisition / Disposal).	Trading Goods / Raw Materials and to operate as a Normal Commercial Contract Obligations	Commercial Agreement for Loans / Guarantees and Financial Commitment
1. Shareholders (by to appoint an independent financial advisor to give an opinion on the transaction)		More than 50% of total assets.	-	-
2. Board of Directors (Resolution not less than one-half)		More than 200 million baht and not more than 50% of total assets.	More than 750 million baht	More than 750 million baht
3. Risk Management committee **		**	**	**
4. Executive Committee		More than 100-200 million baht	More than 200-750 million baht	More than 200-750 million baht
5. Chief Executive Officer	Under Budget (approved)	More than 20-100 million baht	More than 100-200 million baht	More than 50-200 million baht
	Off-Budget	More than 5-20 million baht	More than 10-100 million baht	More than 10-100 million baht
6. Managing Director	Under Budget (approved)	20 million baht	100 million baht	50 million baht
	Off-Budget	5 million baht	10 million baht	10 million baht

Part 2 : Transaction with the Related Parties (Related Transaction)

No.	Type of Related Transaction	Authorization for the Company's Related Transaction * **					
		Managing Director		Chief Executive Officer		Executive	Board
		Under Budget	Off-Budget	Under Budget	Off-Budget	Management Committee	of Directors
1	Transactions or supporting normal business transaction.	5 million bath	20 million baht	> 5 million baht and less than 20 million baht	> 20 million baht and less than 100 million baht	> 100 million and less 200 million baht	> 200 million baht
1.1	Normal business transactions and general trading conditions.						
1.2	Supporting normal business transaction with general trading condition and the compensation is calculated based of assets value.			1. If a related transaction which calculated the size that does not reach to the requirement to disclose to the Stock Exchange of Thailand, the transaction should be performed as the authority framework by Chief Executive Officer signed together with Managing Director. 2. If a related transaction which calculated the size that reach to the requirement to disclose to the Stock Exchange of Thailand, the transaction should be provided to the Executive Committee for consideration and approval before entering into the transaction. 3. If a related transaction which calculated the size the reach to the requirement providing to the Board of Director's consideration and approval, the transaction should be provide to the Risk Management Committee for risk appraisal and give the opinion before providing to the Board of Directors' consideration and entering to into the transaction.			
1.3	Supporting normal business transaction with general trading conditions and the return cannot be calculated based on assets or the value by reference.						
1.4	Transactions or supporting normal business transaction by unconditional commercial in general.						
2	Lease or rental property by not exceeding three years and cannot show that there is general trading conditions.						
3	Transactions regarding assets or services						
4	Transaction on the goods or receive financial support						

No.	Type of Related Transaction	Authorization for the Company's Related Transaction * **					
		Managing Director		Chief Executive Officer		Executive	Board
		Under Budget	Off-Budget	Under Budget	Off-Budget	Management Committee	of Directors
4.1	The Company or its subsidiaries to provide financing assistance. To the following related parties: - Connected Persons by individual - Connected person by juristic which the Company or its subsidiaries holding shares in the proportion of less than the holding by another-related individual who not listed company or subsidiaries (just in case)						
4.2	Financial Support Transaction (not cover by 4.1)						

* on the related transaction, the Company must to comply and perform according to the rules stipulated in the Securities and Exchange Commission of Thailand, the Stock Exchange of Thailand, including performing as the Company's approval authorities.

** In case of the Company or its subsidiaries and related persons jointly provide financial assistance to juristic in which the Company and its subsidiaries or related person is a shareholder by proportion of their interests in the juristic as trading conditions in generally or better, the Company will be exempt from the requirement to get the approval by the shareholders meeting for the transaction.

20.3 Company Secretary

Board of directors' meeting (13/2551) dated October 27, 2008, approved appointment of Miss Chantira Jongjamareeseethong as Company Secretary, effective since October 27, 2008. Such person has education, knowledge, experience and responsibility to do secretary job with aim to make things done in line with rules & regulations and corporate governance.

Scope of Authority of Company Secretary

1. Coordinate to make meetings of company and shareholders in tandem with corporate governance and rules & regulations like Stock Exchange of Thailand Act and Public Company Act Por Sor 2535.
2. Respond to information disclosure of company to comply with rules from Stock Exchange of Thailand, Stock Exchange Commission and other related authorities
3. Give basic advice to board of directors and management executives on things to comply with rules from Stock Exchange of Thailand, Stock Exchange Commission and other related authorities
4. Prepare and keep significant documents like director register, board of directors' meeting letter, board of directors' report, company's annual report, shareholders' meeting letter, shareholders' meeting report and conflict of interest report by directors and executives
5. Monitor board of directors' activities to make things done effectively, efficiently and best to company
6. Coordinate to make resolutions from board of directors and shareholders' meeting fulfilled
7. Do other jobs assigned by board of directors

In addition, with focus on corporate governance, the Company sent Miss Chantira Jongjamareeseethong to take Company Secretary Program (28/2008) and Effective Minute Taking-EMT Course (12/2008) held by Thai Institute of Directors (IOD) and other courses for supporting to the Board of Directors.

20.4 Remuneration and Meeting of Committee

20.4.1 Cash Remuneration

(1) Remuneration for Directors and Meeting

The Company has clear and transparent policy on remuneration for directors. Remuneration committee will consider and propose directors' remuneration to board of directors and then to shareholders' meeting for approval. Remuneration paid here is competitive compared to that with other listed companies in energy sector. Director who gets assignment to be in audit committee and executive committee will get more compensations as more works loaded.

Remuneration for directors and sub-committee comprises of meeting fee and annual compensation details are as follow;

Remuneration

Position	Board of Directors	Audit Committee	Good Corporate Governance Committee	Risk Management	Nomination and Remuneration Committee	Management Committee
1. Chairman	20,000	20,000	12,500	12,500	12,500	7,500
2. Member	17,000	17,000	10,000	10,000	10,000	5,000
3. Secretary of Committee	5,000	5,000	5,000	5,000	5,000	-

Remark : Incase the independent directors have been appointed as Chairman of the Board. To be eligible for payment of meeting fee only one location in each of the top position.

Yearly Remuneration Fee

Position	Board of Directors	Audit Committee	Good Corporate Governance Committee	Risk Management	Nomination and Remuneration Committee	Executive Committee
1. Chairman	500,000	240,000	100,000	100,000	100,000	500,000
2. Member	200,000	200,000	50,000	50,000	50,000	200,000
3. Secretary of Committee	50,000	50,000	25,000	25,000	25,000	-
4. Company Secretary	100,000	-	-	-	-	-

Remark : In case the independent directors have been appointed as Chairman of the Board., to be eligible for payment of annual compensation only one location in each of the top position.

Bonus Remuneration Fee

Position	Board of Directors	Audit Committee	Good Corporate Governance Committee	Risk Management	Nomination and Remuneration Committee	Executive Committee
1. Chairman of the Board	<u>Criteria of Bonus Payment</u> 1. Not exceeding 1 percent of total comprehensive income attributable to Equity holders of separated financial statement of the Company. 1.1 <u>Deduct</u> Gain from foreign exchange before tax 1.2 <u>Deduct</u> Gain from asset divestment before tax 1.3 <u>Deduct</u> Revenue or profit from special income before tax 1.4 If director is in committee more than one committee, the bonus payment from the committee that receive the highest payment. 2. Calculation: 2.1 Fixed bonus payment in amount of THB 1,500,000 for Chairman of the Board of Director. 2.2 Total bonus of each committee Total amount from No. 1 - Total amount from No. 2.1 is equal to balance of bonus which will be paid the Director by considering the number of attendance from meeting of each committee divided by total number of meeting from every committees as shown in formula as follows: $A = \frac{\text{Total amount from No. 1} - \text{Total amount from No. 2.1}}{\text{Total number of meeting from every committees}} \times \text{Number of attendance from meeting of each committee}$ 2.3 Individual Bonus for each committee $\text{Individual Bonus} = \frac{\text{Total bonus of each committee (A)}}{\text{number of member in each committee}}$					
2. President						
3. Chairman of Any Committee						
<u>Except</u>						
Chairman of the Board and President						
4. Managing Director						
5. Management Directors						
6. Director of Any Committee						
<u>Except</u>						
Management Directors						

Remark: the maximum of the all compensation payment is set as follows:

1. Chairman of the Board of Directors	Maximum Payment	THB	2,500,000
2. President	Maximum Payment	THB	1,800,000
3. Chairman of any committee	Maximum Payment	THB	1,000,000
(Except: Chairman of the Board of Director and President)			
4. Managing Director	Maximum Payment	THB	1,000,000
5. Executive Directors	Maximum Payment	THB	800,000
6. Director of Any Committee	Maximum Payment	THB	400,000
(Except: Executives Director)			

If director is in committee more than one committee, the any remuneration including Conference Remuneration Fee, Yearly Remuneration Fee and Bonus Remuneration Fee should not exceeded the highest remuneration from committee which the director take position of.

Board of Directors and sub-committees have scheduled meetings throughout the year, usually on a quarterly and and special meetings as necessary. The agenda setting clear and sent notice of the meeting and the agenda for the Board of Directors at least seven days, and the meeting prior to the Board of Directors have the adequate information before the meeting. Chairman made responsible for allocating sufficient time to present the document and information management is an important issue for discussion by the quarterly meeting, almost directors attended the meeting, unless urgent business.

For 2014 and 2015 the total remuneration 7,853,984.79 Baht and 9,709,790.00 Baht respectively, the details of the remuneration and the attendance of each director summarized as follows.

No.	Name	Started Position	The resignation date	Number of Months Served		Attending Meetings of the Various Committees											
						Board of Directors		Audit Committee ¹⁾		Risk Management		Nomination and Remuneration Committee		Good Corporate ²⁾		Executive Committee	
				2014 (Month)	2015 (Month)	2014 (9 Times)	2015 (15 Times)	2014 (6 Times)	2015 (9 Times)	2014 (5 Times)	2015 (6 Times)	2014 (3 Times)	2015 (4 Times)	2014 (3 Times)	2015 (4 Times)	2014 (24 Times)	2015 (56 Times)
Board of Director																	
1.	Mr. Gunkul Dhumrongpiyawut	27 ต.ค. 51		12	12	9/9	15/15										
2.	Pol.Maj.Gen. Visit Sukarasep ³⁾	16 มี.ค. 52		12	12	8/9	15/15	6/6	8/9			3/3	4/4				
3.	Dr. Djitt Laowattana ^{3) 4) 7)}	9 ส.ค. 57		5	12	5/5	15/15	3/3	9/9					1/1	2/2		
4.	Dr. Chongrak Rarueysong ^{3) 4) 7)}	22 มี.ย. 58		-	6	-	8/8	-	5/5					-	2/2		
5.	Miss Sopacha Dhumrongpiyawut	27 ต.ค. 51		12	12	9/9	125/15			5/5	6/6					24/24	56/56
6.	Dr. Somboon Aueatchasai	7 พ.ค. 53		12	12	9/9	15/15									24/24	56/56
7.	Miss Naruechon Dhumrongpiyawut	27 ต.ค. 51		12	12	9/9	13/15									24/24	55/56
8.	Mrs. Areewan Chaloeandan	27 ต.ค. 51		12	12	9/9	15/15									24/24	56/56
9.	Mr. Chaloepon Sricharoen	27 ต.ค. 51		12	12	8/9	15/15									24/24	56/56
10.	AVM.Dr.Pian Totarong ³⁾	9 พ.ย. 55		12	12					5/5	6/6						
11.	Mr. Somchai Trairatanapirom ^{3) 4) 7)}	25 ก.พ. 56		12	12									3/3	4/4		
12.	Mr. Thitipong Techaratanayuenyong ^{5) 7)}	12 พ.ย. 57		1.5	12					-	6/6						
13.	Mr. Decha Chooligorn	9 พ.ย. 55		12	12							3/3	4/4				
14.	Mr. Hathai Uthai ^{3) 6) 7)}	12 พ.ย. 58		-	1.5							-	-				
15.	Mrs. Somluk Kanuenghet	27 ต.ค. 51		12	12							3/3	4/4				
16.	Mr. Phongthep Thitapan ³⁾	25 ก.พ. 56		12	12									3/3	4/4		
Directors who resigned during the year 2015																	
1.	Mr. Sathaporn kotheeranurak ³⁾	27 ต.ค. 51	25 พ.ค. 58	12	5	9/9	7/7	6/6	4/4	5/5	2/2	-	-				
2.	Mr. Charan Lerththeerapoj ³⁾	9 พ.ย. 55	12 พ.ย. 58	12	1.5							3/3	4/4				
Directors who resigned during the year 2014																	
1.	Mr. Sombat Santijaree ³⁾	9 พ.ย. 55	3 ก.ค. 57	6	-	4/4	-	3/4	-					2/2	-		
2.	Mr. Papangkorn Sakulvorakarn	27 ต.ค. 51	27 ส.ค. 57	12	-					5/5	-						

No.	Name		Remuneration for 2014 ¹⁾			Remuneration for ¹⁾		
			Board of Directors	Sub Committees ²⁾	Total Remuneration	Board of Director	Sub-Committees ²⁾	Total Remuneration
Board of Director								
1.	Mr. Gunkul	Dhumrongpiyawut	1,409,169.73	-	1,409,169.73	2,198,790.00	-	2,198,790.00
2.	Pol.Maj.Gen. Visit	Sukarasep ³⁾	336,000.00	439,500.00	775,500.00	438,000.00	486,000.00	924,000.00
3.	Dr. Djitt	Laowattana ^{3) 4) 7)}	164,452.05	182,678.08	347,130.13	438,000.00	471,411.29	909,411.29
4.	Dr. Chongrak	Rarueysong ^{3) 4) 7)}			-	250,201.18	268,630.13	518,831.31
5.	Miss Sopacha	Dhumrongpiyawut	353,000.00	615,000.00	968,000.00	438,000.00	655,000.00	1,093,000.00
6.	Dr. Somboon	Aueatchasai	448,000.00	210,000.00	658,000.00	558,000.00	230,000.00	788,000.00
7.	Miss Naruechon	Dhumrongpiyawut	353,000.00	210,000.00	563,000.00	421,000.00	225,000.00	646,000.00
8.	Mrs. Areewan	Chaloemdan	353,000.00	210,000.00	563,000.00	438,000.00	230,000.00	668,000.00
9.	Mr. Chaloempon	Srichaoren	336,000.00	210,000.00	546,000.00	353,000.00	225,000.00	668,000.00
10.	AVM.Dr.Pian	Totarong ³⁾	-	162,500.00	162,500.00	-	175,000.00	175,000.00
11.	Mr. Somchai	Trairatanapirom ^{3) 4) 7)}	-	80,000.00	80,000.00	-	148,550.30	148,550.30
12.	Mr. Thitipong	Techaratanayuenyong ^{5) 7)}	-	-	-	-	165,000.00	165,000.00
13.	Mr. Decha	Chooligorn	-	80,000.00	80,000.00	-	90,000.00	90,000.00
14.	Mr. Hathai	Uthai ^{3) 6) 7)}	-	-	-	-	6,830.60	6,830.60
15.	Mrs. Somluk	Kanueghet	-	120,000.00	120,000.00	-	135,000.00	135,000.00
16.	Mr. Phongthep	Thitapan ³⁾	-	80,000.00	80,000.00	-	90,000.00	90,000.00
Directors who resigned during the year 2015								
1.	Mr. Sathaporn	kotheeranurak ³⁾	353,000.00	460,000.00	813,000.00	187,798.82	224,408.28	412,207.10
2.	Mr. Charan	Lerththeerapoj ³⁾	-	80,000.00	80,000.00	-	73,169.40	73,169.40
Directors who resigned during the year 2014								
1.	Mr. Sombat	Santijaree ³⁾	168,273.97	209,410.96	377,684.93	-	-	-
2.	Mr. Papangkorn	Sakulvorakarn	-	150,000.00	150,000.00	-	-	-
			4,354,895.75	3,499,089.04	7,853,984.79	5,720,790.00	3,899,000.00	9,709,790.00

- ¹⁾ Company will pay annual compensation for one time/year and the annual compensation for 2015 will be paid in the year 2016 and for 2016 will be paid in 2017 year.
- ²⁾ The allowance of meeting attendance and annual compensation for the sub-committees who attended the meetings and served as member of the committees. However, 5 executive directors who are members of Executive Committee had an attention by not receiving the meeting allowance as attendance in the Executives Committee's meetings in the year of 2014 in the total of 605,000.00 baht and also in the total of 1,370,000.00 baht for 5 executives in the year of 2015
- ³⁾ Independent Director/ No Conflict of Interest or taking position of executive in the company.
- ⁴⁾ According to the resolution Board of Directors Meeting No. 8/2558 held on June 22, 2558 Directory has been appointed as a Director on the Board of Directors are as follows.

	From	Appointed to
Mr. Djitt Laowattana	Independent Directors Member of the Audit Committee Chairman of the Good Corporate Governance Committee	Independent Directors Chairman of the Audit Committee
Dr. Chongrak Rarueysong	-	Independent Directors Member of the Audit Committee Chairman of the Good Corporate Governance Committee
Mr. Somchai Trairatanapirom		Member of the Good Corporate Governance Committee Member of the Risk Committee

- ⁵⁾ According to the resolution of the Board of Directors Meeting No. 7/2014 held on November 12, 2014 Mr. Thitipong Techaratanayuenyong, Management of the Company has been appointed as a member of the Risk Management Committee and Secretary of the Risk Management Committee.
- ⁶⁾ According to the resolution of the Board of Directors Meeting No. 14/2015 dated November 12, 2015, Mr.Hatai Uthai has been appointed as a member of the Nomination and Remuneration Committee.
- ⁷⁾ As the appointment of the chairman and the secretary in all, including executives in key positions, has passed a resolution for approval by the Nomination and Remuneration Committee before submission to the Board of Directors for approval.

(2) Remuneration for Management Executive

In 2014, the Company had 14 executives, 4 were executives and directors and 10 were executives only.

In 2015, the Company had 19 executives, 4 were executives and directors and 15 were executives only. Remuneration payment is as follow;

(Unit : Baht)

Remuneration to management	Executives and Directors				Executive Only			
	2014		2015		2014		2015	
	No. of persons	Remuneration	No. of persons	Remuneration	No. of persons	Remuneration	No. of persons	Remuneration
Total salary	4	14,122,000.00	4	15,270,000.00	10	14,655,260.00	15	12,743,133.34
Total bonus	4	3,704,325.00	4	3,596,250.00	10	2,913,740.00	15	2,009,512.50
Total	4	17,826,325.00	4	18,866,250.00	10	17,569,000.00	15	14,752,645.84

20.4.2 Non-cash remuneration

- None -

20.5 Personnel

- Total employees of the Company and subsidiaries as of December 31, 2015
 - Permanent employees 534 persons
 - Temporary employees 98 persons
- Employee remuneration
 - In 2015, cash remuneration of employees of the Company and subsidiaries comprised of salary, bonus and provident fund with combined amount of 206,792,072.16 baht

Unit : Baht	2014	2015
Salary	132,915,163.12	174,704,153.69
Bonus	24,223,319.34	25,580,842.75
Provident Fund	4,876,929.63	6,507,075.72
Total	162,015,412.09	206,792,072.16

- As the policy of remuneration for employees, the company has a policy to pay compensation in accordance with the results of operations each year, also consider the performance evaluation capabilities (Competency) of individual employees and performance (KPIs) of each segment to be consistent with the results of operations for both the short and long term.

3. Labor dispute over the past three years

- None -

4. Personnel development policy

The Company has policy to develop staff with aim to support them to grow in the organization and require staff to work happily so they can create productivity which is good to company for sustainable growth.

The Company sets human resources development plan by using competency and KPIs as data to set training course to improve working skill. Followings are training courses provided to various levels of staff;

- Management Company wants management to clearly understand corporate management, vision, and strategy, so they can set up integrated corporate strategy for company resulting in competitive advantage by providing training courses on planning, strategy and management for top executives.
- Dept. Head Company wants to create skill on preliminary management and job responsibility so head of department can fulfill corporate strategic plan and use this skill to manage contolee. Training courses involve leadership, teamwork and basic management skill to head of department so they can apply to use with employees.
- Employee Company wants employees to have knowledge and understand their roles and responsibility so they can improve their performance. Training courses focus on operating skill and working environment like primary work, presentation suggestion and rules and regulations.

The company's policy of continuously development for employees' knowledge and capability is main mission of corporation to stand up for increasing their skill and to be professional in their jobs.

On management structure policy, the Company group has policy to promote on annual basis for capable employees in accordance with career path policy. In addition, the Company group also supports employees to participate in sustainable quality development like expressing opinions to develop work and having skill test.

For directors and top executives, the Company group continuously supports them to participate training courses held by Thai Institute of Directors (IOD) and others to improve understanding of roles, responsibility and skill in management as being company directors and executives that continuously knowledge will be most useful for the company's improving.

21. Details of the Board of Directors and Executives

21.1 Details of Directors and Executives

Name-Surname Position (Appointed Date)	Age (Year)	Educational Qualifications	Share Holding Percentage (%)	Relationship	Period	Working Experience during the Past 5 Years	
						Position	Company
1. Mr. Gunkul Dhurongpiyawut Director with Authority to sign on behalf of the Company Chairman of the Board of Directors Director (27 th October 2008)	61	- Honorary Master of Engineering Western University in 2010 - Leader Program 15/2012 Capital Market Academy - Director Certification Program (DCP) 111/2008 Thai Institute of Director (IOD) - Director Accreditation Program (DAP) 70/2008 Thai Institute of Director (IOD) - Managing Finance for Business Owners by Peter Ho - Secrets to Doubling Your Sales, Productivity & Profits Programme	4.303	Husband of Miss Sopacha Dhurongpiyawut and Father of Miss Naruechon Dhurongpiyawut	2012 - Present 1982 - 2012 1991 - Present 1996 - Present 2000 - Present 1994 - Present 2009 - 2013 1993 - 2010	Chairman of the Board of Directors President Director Director Director Director Director Director	Gunkul Engineering Public Company Limited Gunkul Engineering Public Company Limited Gunkul Group Company Limited Gunkul Marine Line Company Limited Gunkul Engineering (2000) Company Limited G.M. Supply and Construction Company Limited Gunkul Powergen Company Limited K.N.P Supply Company Limited
2. Dr. Djitt Laowattana Independent Director Chairman of the Audit Committee (9 th August 2014)	55	- Bachelor of Engineering (Hons) King Mongkut's University of Technology Thonburi - precision Mechanics Kyoto University Japan - Ph.D., Carnegie Mellon University, USA. (With two US patents: (1) Curve Controlling Apparatus for Endoscopic Conduits (2) A Mechanism for Assembly of Non-Axisymmetric Rigid Parts) - Certificate in Management of Technology and Innovation Massachusetts Institute of Technology (MIT), USA.	0.024	None	2015 - Present 2014 - 2015 2014 - Present 2012 - Present 2010 - Present 2005 - Present 2004 - Present 2002 - Present 2010 - 2011 2009 - 2011	Chairman of the Audit Committee Chairman of Good Corporate Governance Committee Member of the Audit Committee/Independent Director Technology consultant Director Confucius scholars the "brainchild". Consultant Chairman of the Technical Committee Director and Audit Committee Director, Risk Management Director And Executive Director of Information Technology.	Gunkul Engineering Public Company Limited Gunkul Engineering Public Company Limited Gunkul Engineering Public Company Limited Siam Commercial Bank Thai Engineering Company Limited Thai TV3 Robotics Society Thailand ABU Robo Con (Thailand) TOT PUBLIC COMPANY LIMITED Government Saving Bank

Name-Surname Position (Appointed Date)	Age (Year)	Educational Qualifications	Share Holding Percentage (%)	Relationship	Period	Working Experience during the Past 5 Years	
						Position	Company
2. Dr. Djitt Laowattana (Continued)		- Finance for Non-Finance Director Thai Institute of Director (IOD)			2008 - 2009	Assistant Director	National Electronics and Computer Technology Center
		- Understanding the Fundamental of Finance Statement Thai Institute of Director (IOD)			2008 - 2011	Director of the hard disk drive.	National Science and Technology Development Agency
		- Director Certification Program (DCP) 93/2007 Thai Institute of Director (IOD)			2008 - 2011	Directors and Audit Committee	KTB Computer Services Company Limited
		- Roles of Chairman Program, 19/2008 Thai Institute of Director (IOD)			2007 - 2008	Director / Chairman of the Finance Committee	TOT PUBLIC COMPANY LIMITED
		- Audit Committee Program, 29/2009 Thai Institute of Director (IOD)			2007 - 2008	Director	ADC Company Limited
		- Monitoring the System of Internal and Risk Management, MIR 7/2009 Thai Institute of Director (IOD)			2007 - 2008	Consultant	Minister of Information and Communications Technology.
		- Monitoring Fraud Risk Management, MFM 1/2009 Thai Institute of Director (IOD)			2006 - 2007	Director	Thai National Grid Center
		- Monitoring Financial Reporting, MFR 9/2009 Thai Institute of Director (IOD)			2006 - 2012	Director of Engineering and Research Industry	National Research Council of Thailand (NRCT)
		- Monitoring Internal Audit Function, MIA 7/2009 Thai Institute of Director (IOD)			2006 - 2007	Director	Bangkok Crstal Company Limited
		- Regulatory skills for directors and senior management of enterprises and public organizations, 3/2010. Public Director Institute					
		- Financial Institutions Governance Program, FGP 3/2011 Thai Institute of Director (IOD)					
		- Leader Program 15/2012 Capital Market Academy					

Name-Surname Position (Appointed Date)	Age (Year)	Educational Qualifications	Share Holding Percentage (%)	Relationship	Period	Working Experience during the Past 5 Years	
						Position	Company
3. Pol.Maj.Gen. Visit Sukarasep Independent Director Member of the Audit Committee Chairman of the Nomination and Remuneration Committee (16 th March 2009)	60	- Bachelor Degree in Public Administration Royal Police Dadet Academy - Management Course for Higher Rank Police 28 - Course for Superintendent 31 - Director Accreditation Program (DAP) 78/2009 Thai Institute of Director (IOD)	-	None	2012 - Present	Chairman of the Nomination and Remuneration Committee	Gunkul Engineering Public Company Limited
					2009 - Present	Member of the Audit Committee/Independent Director	Gunkul Engineering Public Company Limited
					2014 - 2015	Commander	Chumporn Provincial Police Station, Ranong Province
					2013 - 2014	Commander	Ranong Provincial Police Station, Ranong Province
					2013 - 2013	Commander	Administrative and Civil Affair Division, Royal Thai Police
					2006 - 2012	Deputy Commander	Administrative and Civil Affair Division, Royal Thai Police
					2005 - 2006	Superintendent	Administrative and Civil Affair Division, Royal Thai Police
					2000 - 2005	Superintendent (Disciplinary Development)	Disciplinary Division, Royal Thai Police
					1998 - 2000	Deputy Superintendent (Penalty Solicitor)	Disciplinary Division, Royal Thai Police
					1997 - 1998	Deputy Superintendent	Nongyasai District Provincial Police Station, Supanburi Province
					1992 - 1994	Chief of Police	Nongyasai District Provincial Police Station, Supanburi Province
4. Dr. Chongrak Rarueysong Independent Director Member of the Audit Committee Chairman of the Good Corporate Governance Committee (22 nd June 2015)	63	- Ph.D., Economics University of Illinois at Urbana - Champaign, U.S. - Bachelor of Economics (Hons) Thammasat University - Economic Statistics, United Nations - Public Finance, International Monetary Fund - Securities Market, U.S. Securities and Exchange Commission	-	None	2015 - Present	Chairman of the Good Corporate Governance Committee	Gunkul Engineering Public Company Limited
					2015 - Present	Member of the Audit Committee/Independent Director	Gunkul Engineering Public Company Limited
					2002 - 2003	Director and Audit Committee	PTT Public Company Limited
					2001 - 2002	Director	Petroleum Authority of Thailand
					2004 - 2007	Director	Thai Bond Dealing Centre
					1998 - 2007	Director	Thailand Securities Institute
					1998 - 2007	Director	TRIS Corporation Limited
					1998 - 2009	Director and Executive Director	Thai Securities Finance Company Limited

Name-Surname Position (Appointed Date)	Age (Year)	Educational Qualifications	Share Holding Percentage (%)	Relationship	Period	Working Experience during the Past 5 Years	
						Position	Company
4. Dr. Chongrak Rarueysong (Continued)		- Directors Certification Program (DCP) 14/2002 Thai Institute of Director (IOD) - Effective Audit Committee 4/2002 Thai Institute of Director (IOD) - Japan Capital Market, Japan Securities Dealers Association			1996 - 2012	President	Association of Thai Securities Companies
					1996 - 2012	President	ASCO Training Institute
					1995 - 1996	Managing Director	Vachira Dhanadun Securities Company Limited
					1992 - 1995	Director of Research and Development	The Stock Exchange of Thailand
					1991 - 1992	Assistant Vice President	- Research Office - Investment Banking Department
					1983 - 1991	Senior Specialist	Dhana Siam Finance and Securities Public Company Limited - Loan Policy Division - Fiscal and Tax Policy Division Fiscal Policy Office, Ministry of Finance
5. AVM.Dr.Pian Totarong Chairman of the Risk Management Committee (9 th November 2012)	62	- Ph.D.in Electrical Engineering University of Pittsburgh, USA. (Supreme Command HQ Scholarship) - M.Sc. in Electrical Engineering, Ohio University, USA. (Supreme Command HQ Scholarship) - B.Sc. (Honours) in Physics Mahidol University (Ministry of Defence Scholarship) - Air War College, Royal Thai Air Force, Class No. 31 - National Defence College, Class No. 48 - Director Certification Program (DCP 120/2009) Thailand Institute of Director (IOD) - Advanced Defence Management, Class No. 1 Association of National Defence College	-	None	2013 - Present	Chairman of The Risk Management Committee	Gunkul Engineering Public Company Limited
					2012 - 2013	Member of The Risk Management Committee	Gunkul Engineering Public Company Limited
					2012 - 2013	Advisor (Quality System Development)	Food and Drug Quality Control Center, Ministry of Public Health, Lao PDR
					2001 - 2003	Director of Science & Technology R&D Division	Military R&D Center, Supreme Command HQ
					1997 - 2001	Director of Communication & Electronic R&D Division	Military R&D Center, Supreme Command HQ
					2003 - 2011	Director of National Institute of Metrology (Thailand)	Ministry of Science and Technology

Name-Surname Position (Appointed Date)	Age (Year)	Educational Qualifications	Share Holding Percentage (%)	Relationship	Period	Working Experience during the Past 5 Years	
						Position	Company
6. Mr.Decha Chooligorn Member of the Nomination and Remuneration Committee (9 th November 2012)	54	- MBA Marketing and Finance Case Western Reserve University, USA Year 1988 - BA Economics, Thammasat University - Director Certification Program (DCP) 26/2003 - Thai Institute of Director (IOD) - Secrets to Doubling Your Sales, Productivity & Profits - Key to Success in Organization Redesign - Effective Managers Program - Project Finance	-	None	2012 - Present	Member of the Nomination and Remuneration Committee	Gunkul Engineering Public Company Limited
					2005 - Present	Managing Director	Integrated Management Consultant Co., Ltd.
					2003 - 2005	Assistant Managing Director	Thai Rung Union Car Public Company Limited
					2001 - 2003	Deputy Managing Director	Advance Power Supply Public Company Limited
7. Mr. Hathai Uthai Member of the Nomination and Remuneration Committee (12 th November 2015)	61	- Bachelor of Engineering (Mechanical). Khonkaen University - Bachelor of Laws Thammasat University - Management of public and private programs. National Institute of Development Administration	-	None	2012 - Present	Member of the Nomination and Remuneration Committee	Gunkul Engineering Public Company Limited
					2014 - 2015	Secretary General of the Thai Industrial Standards Institute	Thai Industrial Standards Institute
					2013 - 2014	The Ministry of Industry	Ministry of Industry
					2012 - 2013	Deputy director Office of Industrial Economics Ministry of industry	Ministry of Industry
					2008 - 2012	Deputy Secretary General of the Thai Industrial Standards Institute Ministry of industry	Ministry of Industry
8. Mr. Somchai Trairatanirom Member of the Good Corporate Governance Committee Member of the Risk Management Committee (25 th February 2013)	56	- Doctor's Degree, Faculty of Monetary Economics Gobe University, Japan (Governing Japanese Scholarship) - Master Degree, Faculty of Economics (International Finance and Banking) Thammasat University	-	None	2015 - Present	Member of the Risk Management Committee	Gunkul Engineering Public Company Limited
					2013 - Present	Member of Good Corporate Governance Committee	Gunkul Engineering Public Company Limited
					2013 - Present	Deputy Managing Director CEO-Leadership Succession Program(LSP))	Institute of Research and Development for Public Enterprises (IRDPE)
					1998 - Present	Team Leader/Specialist/Advisor, Performance Appraisal of State Enterprises	State Enterprise Policy Office, Ministry of Finance
					2012 - Present	Member of Sub-Committee, Appraisal of Good Corporate Governance	Thai Health Promotion Foundation

Name-Surname Position (Appointed Date)	Age (Year)	Educational Qualifications	Share Holding Percentage (%)	Relationship	Period	Working Experience during the Past 5 Years	
						Position	Company
8. Mr. Somchai Trairatanirom (Continued)	-	Bachelor Degreee, Faculty of Economics (International Finance, Banking and Marketing) Thammasart University - Advanced Certificate Course in Public Administration and Public Law (PorRorMor 4) - Certificate of the Program on Management of Technology The Association for Overseas Technical Scholarship (Scholarship AOTS), Japan - Director Certification Program (DCP 118/2552) Thai Institute of Director (IOD) - Certificate Course of Corporate Governance Public Sufficiency Manangement for Executive, Advanced Course No. 1, the Office of the Public Sector Development Commission			2009 - 2012	Advisor, Project of Certificate Issuing and Annual Performance Appraisal for Governor	Office of The Attorney General
					2012 - 2013	Advisor, Performance Controlling along with Appraisal System in quality of State Enterprises	State Enterprise Policy Office, Ministry of Finance
					2008 - 2012	Deputy Managing Director	Tris Coporation Company Limited (TRIS)
					2011 - 2012	Advisor, Follow-up and Project Appraisal - Development Policy Loan 2012, Area 4 North- East of Thailand	Public Debt Management Office, Ministry of Finance
					2011 - 2012	Advisor, Competency Development in KPI and Appraisal Determination	International Institute for Trade and Development (Public Organization)
					2011 - 2012	Advisory, Risk Management and Internal Audit	National Innovation Agency (Public Organization) NIA,
					2010 - 2011	Advisory, Cost Analysis and NGV Price Determination	Petroleum Institute of Thailand (PTIP)/ Energy Policy and Planing office, Ministry of Energy
					2010 - 2012	Advisory, Follow-up and Performance Appraisal of GISTDA	Informatics and Space Technology Development Agency (Public Organization) - GISTDA
					2010 - 2011	Team Leader, Performance Appraisal of The Nation Telecommunications Commission, 2012 - 2011	Office of The National Broadcasting and Telecommunications Commission (NBTC)
					2009	Competency Appraisal of Personnal of Individual Development, Agricultural Reserch Development Agency (ARDA)	Ministry of Public Health
					2008 - 2012	Advisory, Performance Appraisal in Working Capital Budget	The Comptroller General's Department (CGD), Ministry of Finance
					2008 - 2012	Advisory, Performance Appraisal of Ministry of Energy	Ministry of Energy
					2007 - 2012	Advisory, SET Award Project	The Stock Exchange of Thailand
					2007 - 2011	Member of Sub-Committee, Agreement Negotiation and Performance Appraisal to Certificate Issuring of Annual Government Performance	Office of the National Anti-Corruption Commission

Name-Surname Position (Appointed Date)	Age (Year)	Educational Qualifications	Share Holding Percentage (%)	Relationship	Period	Working Experience during the Past 5 Years	
						Position	Company
8. Mr. Somchai Trairatanirom (Continued)					2007 - 2011	Advisory, Efficiency and Effectiveness Development of Government Performance	Office of the National Anti-Corruption Commission
					2007 - 2011	Advisory, Capacity Building Seminar Arrangement	Office of the National Anti-Corruption Commission
					1999 - 2008	Senior Assistant Managing Director	Thai Rating and Information Services Company Limited (TRIS)
					2003 - 2012	Team Leader, Advisory in Certificate Issuing for Government Performance	Office of Public Sector Development Commission (OPDC)
					2000 - 2012	Team Leader, Performance Appraisal	The Institute for the Promotion of Teaching Science and Technology (IPST)
					2010 - 2012	Advisory, Risk Management and Internal Audit	The Institute for the Promotion of Teaching Science and Technology (IPST)
					2000 - 2005	Corporate Governance Rating	The Securities and Exchange Commission and Stock Exchange of Thailand
9. Mr. Phongthep Thitapan Member of the Good Corporate Governance Committee (25 th February 2013)	59	- Master of Public Administration National Institute of Development Administration (NIDA) - Bachelor of Laws Program Ramkhamhaeng University - Degree in WorPoror 54/2011, National Defense College - Advanced Certificate Course in Politics and Governance in Democratic Systems for Executives No.6, King Prajadhipok's Institute, 2008 - Advanced Certificate Course in Public Administration and Public Law for Executives No.8, King Prajadhipok's Institute, 2009	-	None	2013 - Present	Member of Good Corporate Governance Committee	Gunkul Engineering Public Company Limited
					2010 - Present	Director	Total Industrial Services Co.,Ltd.
					2010 - Present	Director	PTT LNG Company Limited
					2008 - Present	Director of Inspection and Performance	Ministry of Finance
					2014 - Present	Chief of Staff	Ministry of Finance
					2551 - 2557	Specialist, Special Business of Financial System (Level 9)	Ministry of Finance
					2004 - Present	Committee and Secretary	Center of Problem Solving for Public Debt, Ministry of Finance
					2007 - 2008	Director, Office of Development of Community along as Sufficiency Economy	The Secretariat of the Cabinet
					2003 - 2008	Director, Performance Appraisal	Office of the Permanent Secretary

Name-Surname Position (Appointed Date)	Age (Year)	Educational Qualifications	Share Holding Percentage (%)	Relationship	Period	Working Experience during the Past 5 Years	
						Position	Company
10. Miss Sopacha Dhumrongpiyawut (Continued)					2013 - Present	Director	Gunkul Power Development Company Limited
					2013 - Present	Director	WHA Gunkul Green Solar Roof 1 Company Limited
					2013 - Present	Director	WHA Gunkul Green Solar Roof 2 Company Limited
					2013 - Present	Director	WHA Gunkul Green Solar Roof 3 Company Limited
					2013 - Present	Director	WHA Gunkul Green Solar Roof 4 Company Limited
					2013 - Present	Director	WHA Gunkul Green Solar Roof 5 Company Limited
					2013 - Present	Director	WHA Gunkul Green Solar Roof 6 Company Limited
					2013 - Present	Director	WHA Gunkul Green Solar Roof 8 Company Limited
					2013 - Present	Director	WHA Gunkul Green Solar Roof 9 Company Limited
					2013 - Present	Director	WHA Gunkul Green Solar Roof 10 Company Limited
					2013 - Present	Director	WHA Gunkul Green Solar Roof 16 Company Limited
					2013 - Present	Director	WHA Gunkul Green Solar Roof 17 Company Limited
					2013 - Present	Director	G-Power Source Company Limited
					2013 - Present	Director	G.K.Assembly Company Limited
					2002 - Present	Director	Gunkul Trading and Agency Company Limited
					2000 - Present	Director	G.K.Power Product Company Limited
					2009 - 2012	Director	Gunkul Chubu Powergen Company Limited
					2000 - 2010	Director	K.N.P. Supply Company Limited

Name-Surname Position (Appointed Date)	Age (Year)	Educational Qualifications	Share Holding Percentage (%)	Relationship	Period	Working Experience during the Past 5 Years	
						Position	Company
11.Dr. Somboon Aueatchasai Director with Authority to sign on behalf of the Company Director/Executive Director Managing Director (7 th May 2010)	45	- Doctor's Degree, Industrial Business Administration King Mongkut's Institute of Technology Ladkrabang - Master in Managerial Accounting Thammasat University - Diploma in Auditing Thammasat University - Bachelor in Accounting Rajamangala University of Technology Phra Nakhon - Capital Market Leader Program, 1/2014 The Securities and Exchange Commission - Advanced Certificate Course in Politics and Governance in Democratic Systems for Executives No.17, King Prajadhipok's Institute, 2013 - Public Economics Management for Executive No. 10 King Prajadhipok's Institute, 2012 - Director Certification Program (DCP) 139/2011 Thai Institute of Director (IOD) - Director Accreditation Program (DAP) 84/2010 Thai Institute of Director (IOD) - Certificate Program in International Tax Law, Class 1 Thai Bar Association - Diploma in certified internal auditor, class 1 Chulalongkorn University and The institute of internal auditors of Thailand	0.39	None	2012 - Present	Managing Director	Gunkul Engineering Public Company Limited
					2010 - Present	Director	Gunkul Engineering Public Company Limited
					2010 - 2012	Deputy Managing Director	Gunkul Engineering Public Company Limited
					2007 - 2010	Assistant Managing Director, Business Support	Gunkul Engineering Public Company Limited
					2015 - Present	Director	Korat Wind Energy Company Limited
					2015 - Present	Director	Infinite Alternative Energy Company Limited
					2015 - Present	Director	Gio Bio Energy Company Limited
					2015 - Present	Director	Outgrow A Company Limited
					2015 - Present	Director	Outgrow B Company Limited
					2015 - Present	Director	Outgrow D Company Limited
					2015 - Present	Director	Outgrow E Company Limited
					2015 - Present	Director	Outgrow Wood Supply A Company Limited
					2015 - Present	Director	Outgrow Wood Supply B Company Limited
					2014 - Present	Director	Gunkul Solar Community Company Limited
					2013 - Present	Director	NK Power Sola Company Limited
					2013 - Present	Director	Siam Wind Energy Company Limited
					2013 - Present	Director	Gunkul Solar Roof 1 Company Limited
					2013 - Present	Director	Gunkul Solar Roof 2 Company Limited
					2013 - Present	Director	Gunkul Power Development Company Limited
					2013 - Present	Director	Gunkul Tech Company Limited
					2014 - Present	Director	Wind Energy Development Company Limited
					2013 - Present	Director	G-POWER SOURCE Company Limited
					2013 - Present	Director	Gunkul Chubu Powergen Company Limited
					2008 - Present	Director	Seangunithai LPG Company Limited
					2005 - 2007	Financial Consultant	Integrated Management Consultant Company Limited
					2004 - 2005	Assistant General Manager of Office of Executive	Thai Rung Union Car Public Company Limited

Name-Surname Position (Appointed Date)	Age (Year)	Educational Qualifications	Share Holding Percentage (%)	Relationship	Period	Working Experience during the Past 5 Years	
						Position	Company
12.Mr. Phongsakorn Damnoen Deputy Managing Director, Business Development & Strategic Planning	38	- M.Sc. (Electrical Engineering) Hannover University, Germany - B. Eng. (Telecommunication) Rajamangala University of Technology - Director Certification Program (DCP) 149/2011 Thai Institute of Director (IOD) - FTTx Technology course Korea - RF & Optical Repeater for Mobile Network course Korea - Optical Fiber Cable Quality Control course People Republic of China - Optical Fiber Cable Specification course People Republic of China - Wind Turbine Technology course People Republic of China - PV Conference Japan - Biomass Conference USA.	0.564	None	2016 - Present	Deputy Managing Director, Business Development & Strategic Planning	Gunkul Engineering Public Company Limited
					2014 - 2015	Assistant Managing Director, Business Development & Strategic Planning	Gunkul Engineering Public Company Limited
					2010 - 2014	Senior Vice President, Business Development and Special Project	Gunkul Engineering Public Company Limited
					2015 - Present	Director	Gunkul Solar Power 1 Company Limited
					2015 - Present	Director	Gunkul Solar Power 3 Company Limited
					2015 - Present	Director	Gunkul Solar Power 4 Company Limited
					2015 - Present	Director	Gunkul Solar Power 5 Company Limited
					2015 - Present	Director	Korat Wind Energy Company Limited
					2015 - Present	Director	Bright Green Power Company Limited
					2015 - Present	Director	Rangngen Solution Company Limited
					2015 - Present	Director	Gio Bio Energy Company Limited
					2015 - Present	Director	Outgrow A Company Limited
					2015 - Present	Director	Outgrow B Company Limited
					2015 - Present	Director	Outgrow D Company Limited
					2015 - Present	Director	Outgrow E Company Limited
					2015 - Present	Director	Outgrow Wood Supply A Company Limited
					2015 - Present	Director	Outgrow Wood Supply B Company Limited
					2014 - Present	Director	Grenovation Power Company Limited
					2013 - Present	Director	NK Power Sola Company Limited
					2013 - Present	Director	Siam Gunkul Solar Energy Company Limited
					2012 - Present	Director	Wind Energy Development Company Limited
					2009 - Present	Director	Gunkul Chugu Powergen Company Limited
					2010 - 2012	Director	G-Power Source Company Limited
					2005 - 2007	Solution Manager	Jun (Thailand) Company Limited

Name-Surname Position (Appointed Date)	Age (Year)	Educational Qualifications	Share Holding Percentage (%)	Relationship	Period	Working Experience during the Past 5 Years	
						Position	Company
13. Miss Naruechon Dhumrongpiyawut Director with Authority to sign on behalf of the Company Director/Executive Director Senior Vice President, Strategic Planning and Investment Senior Vice President, Logistics (27 th October 2008)	32	- Master of Business Administration Boston University USA. - Master of Management Harvard University USA. - Bachelor of Engineering Chulalongkorn University - Director Accreditation Program (DAP) 70/2008 Thai Institute of Director (IOD) - Financial Advisor Licence, Investment Banking Club Association of Thai Securities Company	0.01	Daughter of Mr.Gunkul	2016 - Present	Senior Vice President, Logistics	Gunkul Engineering Public Company Limited
					2014 - Present	Senior Vice President, Strategic Planning & Investment	Gunkul Engineering Public Company Limited
					2012 - 2014	Vice President, Strategic Planning & Investment	Gunkul Engineering Public Company Limited
					2008 - Present	Director	Gunkul Engineering Public Company Limited
					2015 - Present	Director	Infinite Alternative Energy Company Limited
					2015 - Present	Director	Rangngen Solution Company Limited
					2015 - Present	Director	Gio Bio Energy Company Limited
					2015 - Present	Director	Outgrow A Company Limited
					2015 - Present	Director	Outgrow B Company Limited
					2015 - Present	Director	Outgrow D Company Limited
					2015 - Present	Director	Outgrow E Company Limited
					2015 - Present	Director	Outgrow Wood Supply A Company Limited
					2015 - Present	Director	Outgrow Wood Supply B Company Limited
					2015 - Present	Director	Siam Future Company Limited
					2015 - Present	Director	Happy Green 2558 Company Limited
					2015 - Present	Director	Tech-Green Company Limited
					2015 - Present	Director	Thanasap 2558 Company Limited
					2015 - Present	Director	Enrity Sam Company Limited
					2014 - Present	Director/Managing Director	Gunkul LED Lighting Company Limited
					2014 - Present	Director	Greenovation Power Company Limited
					2014 - Present	Director	Gunkul Solar Community Company Limited
					2013 - Present	Director	Gunkul International (Mauritius)
					2013 - Present	Director	Gunkul Investment (Singapore) Pte.,Ltd.
					2013 - Present	Director	Gunkul Myanmar Power (Hlawga) Pte.,Ltd.
					2014 -Present	Director	Gunkul Myanmar Central Power 1 Pte.,Ltd.
					2014 - Present	Director	Gunkul Okura Mega Solar Godo Kaisha
					2012 - Present	Director	Wind Energy Development Company Limited
					2004 - Present	Director	Noppakun Company Limited
					2011 - 2012	Assistant Vice President	Finansa Securities Company Limited
					2010 - 2011	Senior Associate	Kasikorn Securities Public Company Limited

Name-Surname Position (Appointed Date)	Age (Year)	Educational Qualifications	Share Holding Percentage (%)	Relationship	Period	Working Experience during the Past 5 Years	
						Position	Company
14. Mr. Chaloepon Sricharoen Director with Authority to sign on behalf of the Company Director/Executive Director Vice President, Sales and Marketing (27 th October 2008)	46	- Bachelor of Arts Ramkhamhaeng University - Public Economics Management for Executives No.12 King Prajadhipok's Institute, 2014 - Director Accreditation Program (DAP) 70/2008 Thai Institute of Director (IOD) - Effective Senior Manager course - Managing Finance for Business Owners by Peter Ho - Secrets to Doubling Your Sales, Productivity & Profits	-	Brother of Miss Sopacha	2014 - Present 2008 - Present 2010 - Present 2007 - 2014 2006 - 2007 2003 - 2005 2001 - 2003	Vice President, Sales and Marketing Director Director Private Sales Manager Manager of Office of Managing Director Department Manager of Business Development Assistant General Manager of Private Sales	Gunkul Engineering Public Company Limited Gunkul Engineering Public Company Limited K.N.P. Supply Company Limited Gunkul Engineering Public Company Limited Gunkul Engineering Public Company Limited Gunkul Engineering Public Company Limited Gunkul Engineering Public Company Limited
15. Mrs. Areewan Roonpraphan Director with Authority to sign on behalf of the Company Director/Executive Director Senior Vice President, Factory (27 th October 2008)	46	- Bachelor's degree in Accounting Dhurakij Bunudit University - Director Accreditation Program (DAP) 70/2008 Thai Institute of Director (IOD) - Effective Senior Manager course	-	None	2008 - Present 2010 - Present 2009 - Present 2009 - Present 2008 - 2010 2007 - 2008 2003 - 2007 1997 - 2003	Director Senior Vice President, Factory Director Director Assistant General Manager, Logistics Assistant General Manager, Factory Accounting Manager Accounting Supervisor	Gunkul Engineering Public Company Limited Gunkul Engineering Public Company Limited G.K. Assembly Company Limited G.K. Power Product Company Limited Gunkul Engineering Public Company Limited G.K. Power Product Company Limited G.K. Power Product Company Limited Gunkul Engineering Public Company Limited
16. Mrs. Somluk Kanuenghet Member of the Nomination and Remuneration Committee and Secretary Senior Vice President Executive Office (27 th October 2008)	50	- Bachelor of Arts Srinakharinwirot University - Effective Senior Manager course - Performance Appraisal by Balance Scored Card course - Career Planning & Development & Succession Planning course - Salary Administration for Line Manager course - Effective Techniques for Job Analysis & Job Description course - Effective Techniques for Job Evaluation & Salary Survey course	-	None	2010 - Present 2010 - Present 2010 - Present 2008 - Present 2006 - 2010 2003 - 2008 1993 - 2002	Senior Vice President, Executive Office Director Director Member of Nomination and Remuneration Committee General Manager, Executive Office Manager, Human Resources Department Manager, Human Resources Department	Gunkul Engineering Public Company Limited G.K. Assembly Company Limited G.K. Power Product Company Limited Gunkul Engineering Public Company Limited Gunkul Engineering Public Company Limited Gunkul Engineering Public Company Limited Packlink (Thailand) Co.,Ltd.

Name-Surname Position (Appointed Date)	Age (Year)	Educational Qualifications	Share Holding Percentage (%)	Relationship	Period	Working Experience during the Past 5 Years	
						Position	Company
17. Mr. Thamrong Chankraithong Senior Vice President, Sales & Marketing	44	- M.Sc. (Information Technology) King Mongkut's Institute of Technology Ladkrabang - B.Sc. (Applied Physics) King Mongkut's Institute of Technology Ladkrabang - Director Certification Program (DCP) 149/2011, Thai Institute of Director (IOD) - Secrets to Doubling Your Sales, Productivity & Profits course - Substation & Transmission Line & Building Base Concept course - Stringing Equipments by TEMA, Italy - Meter Training Program by General Electric Co., USA - Meter Testing Equipments by ZERA Electric, Germany - Energy Conservation for Factory - Business Opportunities in Marketing Energy Efficiency	-	None	2010 - Present	Senior Vice President, Sales and Marketing	Gunkul Engineering Public Company Limited
					2011 - Present	Director/Senior Vice President, Sales and Marketing	K.N.P. Supply Company Limited
					2008 - 2010	Assistant General Manager, Public Sector and International	Gunkul Engineering Public Company Limited
					1997 - 2007	Manager, Public Sector	Gunkul Engineering Public Company Limited
					1995 - 1997	Assistant Manager, Public Sector	Gunkul Engineering Public Company Limited
18. Mr. Thitipong Techaratanayuenyong Chief Financial Officer Member of the Risk Management Committee and Secretary	41	- Master of Business Administration (MBA) Sasin Graduate Institute of Business Administration of Chulalongkorn University - Bachelor of Economics (Major in International Economics) Chulalongkorn University - Bachelor of Engineering (Major in Civil & Environmental Engineering) Chulalongkorn University	-	None	2014 - Present	Member of the Risk Management Committee and Secretary	Gunkul Engineering Public Company Limited
					2014 - Present	Chief Financial Officer	Gunkul Engineering Public Company Limited
					2008 - 2013	Assistant Vice President	Charoen Pokphand Foods Public Company Limited
					2002 - 2008	Finance Department Manager	Intouch PLC.
					1999 - 2002	Corporate Dealer	Kasikorn Bank Public Company Limited

Name-Surname Position (Appointed Date)	Age (Year)	Educational Qualifications	Share Holding Percentage (%)	Relationship	Period	Working Experience during the Past 5 Years	
						Position	Company
18. Mr. Thitipong Techaratanayuenyong (Continued)	-	- Business Leader Program by Dr. Noel M. Tichy - Engaging Your People & Develop Coaching skills - Global Business Leader Development - Decode Brain Power - CPF Good & Smart Team Management - Building Relationships and Team Leading					
19. Mr. Phairot Phanukan Senior Vice President, PM & OM		- Master of Business Administration (MBA) Huachiew Chalermprakiet University - Bachelor of Engineering King Mongkut's Institute of Technology Ladkrabang	-	None	2015 - Present	Senior Vice President, PM & OM	Gunkul Engineering Public Company Limited
20. Mr. Phudis Triwilaskul Senior Vice President Sales & Marketing-LED	43	- Bachelor's degree in Accounting Dhurakij Bundit University - SAP User Interface Team of Siam Cement Group (Module : MM) - Essential Knowledge for Purchasing Professionals - Oversea Purchasing Techniques - Purchasing Knowledge for Cost Saving - Self Certification Scheme - Supply Chain & Logistics Management	-	None	2016 - Present 2011 - 2015 2014 - Present 2007 - 2010 2005 - 2007 1993 - 2005	Senior Vice President Sales & Marketing-LED Vice President, Logistics Director Manager, Purchasing Manager, Sourcing Department Purchasing Supervisor	Gunkul Engineering Public Company Limited Gunkul Engineering Public Company Limited Gunkul LED Lighting Company Limited Gunkul Engineering Public Company Limited L.V. Technology Public Company Limited Siam Fibre Cement Company Limited

Name-Surname Position (Appointed Date)	Age (Year)	Educational Qualifications	Share Holding Percentage (%)	Relationship	Period	Working Experience during the Past 5 Years	
						Position	Company
21. Miss Chantra Jongjamareeseethong Company Secretary Vice President, The Office of Managing Director & Investor Relations	48	- Degree Bachelor's Degree (accounting) Siam University - Bachelor of Arts Thammasat University - Company Secretary Program, 28/2008 Thai Institute of Director (IOD) - Effective Minute Taking (EMT), 12/2008 Thai Institute of Director (IOD) - ประกาศนียบัตร ภาษาอังกฤษ ระดับ 2 (นิทว)	-	None	2015 - Present	Vice President, Office of Managing Director & Investor Relations	Gunkul Engineering Public Company Limited
					2007 - Present	Company Secretary	Gunkul Engineering Public Company Limited
					2007 - 2015	Investor Relations Manager	Gunkul Engineering Public Company Limited
					2005 - 2007	Coordinator	Integrated Management Consultant Company Limited
					2003 - 2005	Secretary to Assistant Managing Director	Thai Rung Union Car Public Company Limited
					2000 - 2003	HR and Administration, Manager	ASL Automated Co., Ltd. (Hong Kong)
					1997 - 2000	Secretary and Coordinator	KBC Bank N.V. (Belgium)
22. Mrs. Patchanee Tangjitjaroen Audit Committee Secretary Assistant Vice President - Internal Audit (12 th November 2015)	42	- Master of Business Administration Ramkhamhaeng University - Bachelor's Degree, B.B.A. of Industrial Management (2nd Honor) Rajamangala University of Technology Thanyaburi - Bachelor's Degree, Accounting Sukhothai Thammathirat Open University - Diploma in Management Development Program (MDP), 1/2012 Chulalongkorn University - Certified Professional Internal Auditor of Thailand (CPIAT), 18/2011 The Institute of Internal Auditors Thailand (IIAT)	-	None	2015 - Present	Assistant Vice President - Internal Audit	Gunkul Engineering Public Company Limited
					2015 - Present	Audit Committee Secretary	Gunkul Engineering Public Company Limited
					2014 - 2015	Senior Manager, Internal Audit	Berli Jucker Public Company Limited
					2012 - 2014	Division Manager Internal Audit	Bangkok Glass Public Company Limited
					2010 - 2012	Assistant Manager Internal Audit	Crown Seal Public Company Limited
					1995 - 2010	Accountant, Chief Internal Audit	Tri Petch Isuzu Sales Company Limited
					1990 - 1997	HR and Administration, Supervisor	Thai Sunrock Co., Ltd. and Nissho Iwai Corporation (Japna)

Name-Surname Position (Appointed Date)	Age (Year)	Educational Qualifications	Share Holding Percentage (%)	Relationship	Period	Working Experience during the Past 5 Years	
						Position	Company
23. Miss Suttirat Tangnorakul Assistant Vice President, Business Support Department (Accounting)	41	- Degree Master of Business Administration Ramkhamhaeng University - Degree Bachelor's Degree (accounting) Ramkhamhaeng University - Mini MBA I Taxation (Major in General Business) School of Tax - Modern Accountants Program) Class 13 Faculty of Commerce and Accountancy, Chulalongkorn University	-	None	2015 - Present	Assistant Vice President, Business Support Department (Accounting)	Gunkul Engineering Public Company Limited
					2012 - 2015	Accounting Manager	Gunkul Engineering Public Company Limited
					2011 - 2012	Project Accounting Manager	Gunkul Engineering Public Company Limited
					2005 - 2007	Assistant Account	Kim Chong Him Trading Company Limited
					1999 - 2005	Bookkeeper	Wattanasuk International Company Limited
					1997 - 1998	Assistant Auditor	Suttithom Group law and accounting offices
24. Miss Waraporn Rukkigkarnkar Assistant Vice President, Business Support Department (Accounting)	45	- Master degree in Accountancy Chulalongkorn University - Diploma in Auditing Thammasat University - Bachelor in Accounting Rajamangala University of Technology - Micro MBA Program Chulalongkorn University	-	None	2015 - Present	Assistant Vice President, Business Support Department (Accounting)	Gunkul Engineering Public Company Limited
					2009 - 2015	AGM Accounting & Finance Division	BAF (Thailand) Co.,Ltd.
					2003 - 2008	Accounting and Audit Manager	Thai Yarn Yon Group
25. Miss Kullawee Saenchaiakorn Assistant Vice President, Business Support Department (Accounting)	31	- Master degree of Business Administration (MBA) Chulalongkorn Business School (Chulalongkorn University) - Bachelor degree of Commerce and Accountancy (Major in Accounting) Chulalongkorn University - Certified Public Accountant, CPA (Thailand)) - Young Researcher Competition (Professional in securities investment) Thailand Securities Institute	-	None	2015 - Present	Assistant Vice President, Business Support Department (Accounting)	Gunkul Engineering Public Company Limited
					2011 - 2015	Finance and Account Director	Howden Insurance Brokers (Thailand) Co., Ltd.
					2006 - 2011	Senior Auditor	PricewaterhouseCoopers ABAS (Thailand)

21.2 Details Position Titles of Directors in Subsidiary Companies

Name	G.K. Assembly Co., Ltd.	G.K. Power Products Co., Ltd.	K.N.P. Supply Co., Ltd.	Wind Energy Development Co., Ltd.	NK Power Sola Co., Ltd.	Gunkul Solar Roof 1 Co., Ltd.	Gunkul Solar Roof 2 Co., Ltd.	Solar Energy Society Co., Ltd.	Gunkul Power Development Co., Ltd.	Gunkul Solar Power 1 Co., Ltd.	Gunkul Solar Power 2 Co., Ltd.	Gunkul Solar Power 3 Co., Ltd.	Gunkul Solar Power 4 Co., Ltd.	Gunkul Solar Power 5 Co., Ltd.	Gunkul Solar Community Co., Ltd.	Gunkul LED Lighting Co., Ltd.	Gunkul and UCI Power Co., Ltd.	Greenovation Power Co., Ltd.	Siam Gunkul Solar Energy Co., Ltd.	Korat Wind Energy Co., Ltd.	Bright Green Co., Ltd.	Infinite Alternative Energy Co., Ltd.	Rang Ngern Solution Co., Ltd.	GO Bioenergy Co., Ltd.	Outgrow A Co., Ltd.	Outgrow B Co., Ltd.	Outgrow D Co., Ltd.	Outgrow E Co., Ltd.	Outgrow Wood Supply A Co., Ltd.	Outgrow Wood Supply B Co., Ltd.	Gunkul International (Mauritius)	Gunkul Investment (Singapore) Pte. Ltd.	Gunkul Myanmar Power (Hlawga) Pte. Ltd.	Future Asset Management Kabushiki Kaisha		
Mr. Gunkul Dhumrongpiyawut																																				
Miss Sopacha Dhumrongpiyawut	X,I	X,I			I	I	I		I	I	I				I		I			I																
Mr. Somboon Aueatchasai				I	I	I	I		I						I																					
Mr. Phongsakorn Damnoen				I	I													I	I																	
Miss Naruechon Dhumrongpiyawut				I											I	I	I																	I	I	
Mr. Chaloempon Srichaloen			X,I																																	
Mrs. Areewan Roonpraphan	I	I																																		
Mrs. Somluk Kanuenghet	I	I																																		I
Mr. Thamrong Chankraithong			I																																	
Mr. Phudis Triwilaskul																																				

Remark

X = President

I = Director

21.3 Details Position Titles of Directors and Managements

Name	Company	subsidiaries comprises																																
	Gunkul Engineering PCL	G.K. Assembly Co., Ltd.	G.K. Power Products Co., Ltd.	K.N.P. Supply Co., Ltd.	Wind Energy Development Co., Ltd.	NK Power Sola Co., Ltd.	Gunkul Solar Roof 1 Co., Ltd.	Gunkul Solar Roof 2 Co., Ltd.	Solar Energy Society Co., Ltd.	Gunkul Power Development Co., Ltd.	Gunkul Solar Power 1 Co., Ltd.	Gunkul Solar Power 2 Co., Ltd.	Gunkul Solar Power 3 Co., Ltd.	Gunkul Solar Power 4 Co., Ltd.	Gunkul Solar Power 5 Co., Ltd.	Gunkul Solar Community Co., Ltd.	Gunkul LED Lighting Co., Ltd.	Greenovation Power Co., Ltd.	Siam Gunkul Solar Energy Co., Ltd.	Korat Wind Energy Co., Ltd.	Bright Green Co., Ltd.	Infinite Alternative Energy Co., Ltd.	Rang Ngen Solution Co., Ltd.	GO Bioenergy Co., Ltd.	Outgrow A Co., Ltd.	Outgrow B Co., Ltd.	Outgrow D Co., Ltd.	Outgrow E Co., Ltd.	Outgrow Wood Supply A Co., Ltd.	Outgrow Wood Supply B Co., Ltd.	Gunkul International (Mauritius)	Gunkul Investment (Singapore) Pte. Ltd.	Gunkul Myanmar Power (Hawga) Pte. Ltd.	Future Asset Management Kbusheh Kaisha
1. Mr. Gunkul Dhumrongpiyawut	X,I																																	
2. Dr. Djitt Laowattana	I, III																																	
3. Pol. Maj. Gen Visit Sukarasep	I, III																																	
4. Dr. Chongrak Raueysong																																		
5. Miss Sopacha Dhumrongpiyawut	I, II, V	X,I	X,I			I	I	I		I	I	I	I	I	I	I	I		I	I														
6. Mr. Somboon Aueatchasai	I, II, V				I, V	I	I	I		I							I				I			I	I	I	I	I	I	I	I			
7. Mr. Phongsakorn Damnoen	V				I, V	I, V							I	I	I				I	I	I			I	I	I	I	I	I	I				
8. Miss Naruechon Dhumrongpiyawut	I, II, V				I, V											I	I	I				I	I	I	I	I	I	I	I	I			I	I
9. Mr. Chaloepon Srichaloen	I, II, V			X,I																														
10. Mrs. Areewan Roonpraphan	I, II, V	I, V	I, V																															
11. Mrs. Somluk Kanuenghet	V	I, V	I, V																															I
12. Mr. Thamrong Chankraithong	V			I, V																														
13. Mr. Thitipong Techaratanayuenyong	V																																	
14. Mr. Phairot Phanukan	V																																	
15. Mr. Phudis Triwilaskul	V																																	
16. Miss Chandra Jongjamareeseethong	VI																																	
17. Miss Suttirat Tangnorakul	V																																	
18. Miss Waraporn Rukkgikarnkar	V																																	
19. Miss Kullawee Saenchaiakorn	V																																	

Remark X = Chairman, President I = Director II = Executive Director III= Audit Committee / Independent Director V = Executive VI = Company Secretary

21.3 Details Position Titles of Directors and Managements (Continued)

Name	Joint Venture															Related Companies															
	Gunkul Myanmar Central Power 1 Co., Ltd.	G-Power Source Co., Ltd.	Gunkul Chubu Powergen Co., Ltd.	Siam Wind Energy Co., Ltd.	WHA Gunkul Green Solar Roof 1 Co., Ltd.	WHA Gunkul Green Solar Roof 2 Co., Ltd.	WHA Gunkul Green Solar Roof 3 Co., Ltd.	WHA Gunkul Green Solar Roof 4 Co., Ltd.	WHA Gunkul Green Solar Roof 5 Co., Ltd.	WHA Gunkul Green Solar Roof 6 Co., Ltd.	WHA Gunkul Green Solar Roof 8 Co., Ltd.	WHA Gunkul Green Solar Roof 9 Co., Ltd.	WHA Gunkul Green Solar Roof 10 Co., Ltd.	WHA Gunkul Green Solar Roof 16 Co., Ltd.	WHA Gunkul Green Solar Roof 17 Co., Ltd.	Gunkul Group Co., Ltd.	Gunkul Trading and Agency Co., Ltd.	Kulnatee Co., Ltd.	Gunkul Engineering (2000) Co., Ltd.	Gunkul Marine Line Co., Ltd.	G.M. Supply and Construction Co., Ltd.	Noppakul Co., Ltd.	Gunkul Tech Co., Ltd.	Siam Gunkul Power Co., Ltd.	Siam Future Co., Ltd.	Happy Green Co., Ltd.	Tech - Green Co., Ltd.	Thanasap 2558 Co., Ltd.	Entriyes Sap Co., Ltd.	Thai Engineering Co., Ltd.	Sangthai Gas LPG Co., Ltd.
1. Mr. Gunkul Dhumrongpiyawut																I, V				I	I	I									
2. Dr. Djitt Laowattana																														I	
3. Pol. Maj. Gen Visit Sukrasep																															
4. Dr. Chongrak Rarueysong																															
5. Miss Sopacha Dhumrongpiyawut		I		I	I	I	I	I	I	I	I	I	I	I	I		I						I		I	I	I	I	I	I	
6. Mr. Somboon Aueatchasai		I	I, V	I																			I								
7. Mr. Phongsakorn Damnoen		I, V																													
8. Miss Naruechon Dhumrongpiyawut	I																				I			I	I	I	I	I	I		I
9. Mr. Chaloepon Srithaloen																															
10. Mrs. Areewan Roonpraphan																															
11. Mrs. Somluk Kanuenghet																															
12. Mr. Thamrong Chankraithong																															
13. Mr. Thitipong Techaratanayuenyong																															
14. Mr. Phairot Phanukan																															
15. Mr. Phudis Triwilaskul																															
16. Miss Chantira Jongjamareeseethong																															
17. Miss Suttirat Tangnorakul																															
18. Miss Waraporn Rukkigamkar																															
19. Miss Kullawee Saenchalkorn																															

Remark I = Director

22. Corporate Governance

22.1 Corporate Governance Policy

Our board of directors, governing bodies and executive management considered that systematic management principles and good corporate governance are the most important factors for success. Therefore, the principles is to be used as guidelines for implementing a quality management system focus on transparency and information disclosure in order to improve operational performance, create a competitive advantage, add value for business owner, and maximize benefit all stakeholders equally and fairly.

This corporate governance policy has been agreed and approved in writing by the board of directors at board meeting 13/2008 on October 27, 2008. The company also provided individual self-assessment for the board of directors and the subcommittee members as well as provided performance appraisal for the executive management and managing directors. In addition, a detail of implementing the good corporate governance arranged according to the good corporate governance for all companies and businesses registered of the Stock Exchange of Thailand and the continuous improvement have been applied to comply with the good corporate governance. The structure of corporate governance is divided into five sections as following.

Section 1 Shareholder Right

The fundamental rights of shareholders including the right to trade and transfer the company's shares, the right to have access to adequate business information, the right to share of the profits of a business, the right to be treated fairly in shares buy back by the company, the right to elect and remove directors, the right to consider on remuneration of directors in all forms, the right to approve the appointment of independent auditor annually, and the right to attend and vote at a shareholder meeting in order to make decision on significant issues that may affect the company such as dividend allocation, amendment to the memorandum and/or articles, reduction or increase of capital, approve the special items, and so on, which are typically defined by state law.

The Company has policy to support and promote shareholders to use their right as follow;

1. Give date, time, place, meeting agenda and other related data to shareholders in advance, so they have time to study. Company will send letter of shareholders' meeting together with related documents to shareholders for at least seven days or fourteen days in advance before meeting takes place. Company also publishes this on newspaper for at least continuously three days in advance. Moreover, it posts information on company's website, so shareholders and investor can reach and understand.
2. Send proxy together with letter of meeting to support voting right in case shareholders are not available to be at the meeting by themselves.
3. Give shareholders a chance to propose agenda, show opinions and questions in ahead of the meeting
4. Give shareholders a chance to show opinions and questions on the meeting date
5. Require at least half of board of directors to attend shareholders' meeting, so they can answer questions raised by shareholders. At least one audit committee is required to attend the meeting too.
6. Require chairman of the meeting to explain on voting procedure in which shareholders who have conflict of interest will not have no voting right on that subject.
7. Prepare meeting report with full information involved including questions from shareholders and answers from directors
8. Publish meeting report via electronic media of Stock Exchange of Thailand and company's website, so shareholders can check without having official report on hands.

In 2014, the Company held general shareholders' meeting for the year 2014 dated April 9, 2014, 2nd floor, Chaopraya Ballroom, Chaopraya Park Hotel, No. 247 Ratchadapisek Road, Dindang, Bangkok 10320. There were every director of committee, Director, Executive, Secretary of every committee and secretary of company Auditor representative of financial advisor and representative of Lawyer participate total 33 directors and management executives participating to explain meeting agenda and answer questions from shareholders. The Company assigned Thailand Securities Depository as registrar to send letter of shareholders meeting and related documents to shareholders for at least 21 days in advance before meeting takes place. The Company also published letter of

shareholders meeting and related documents via company's website, www.gunkul.com, for at least 23 days in advance, so shareholders can reach related information regarding shareholders' meeting as convenient and as quick as possible.

For registering and voting, the Company uses barcode system and provides revenue stamp for shareholders to send proxy to company with aim to make it fast and convenient to shareholders. In the meeting, the Company explains voting criteria before meeting starts and gives shareholders opportunity to express their opinions and raise questions. In addition, the Company also welcomes questions from shareholders sent in ahead of the shareholders meeting for the year 2013 during October 29, 2011 to January 2013, However, there were no questions raised.

Section 2 Treatment among Shareholders

The Company has policy to create equivalent among shareholders both executive shareholders and non-executive ones as well as minority shareholders and foreign shareholders as follow;

1. Publish information regarding shareholders meeting to keep all shareholders informed equivalently and not add special agenda without any notice
2. Give shareholders who can't attend meeting by themselves to give proxy to others as representative
3. Give chance to all shareholders to propose opinions and to raise questions in ahead of and during the meeting and providing for shareholders to propose a director for election agenda in ahead of the meeting via company's website or sending the email to the company secretary.
4. Give chance to shareholders to vote director on one-on-one basis
5. Require shareholders who are directors or executives to disclose information that may have conflict of interest and those shareholders have no right to vote on that subject
6. Tell board of directors and management to know their task on reporting a change in holding of securities to Stock Exchange Committee based on article 59 of Securities and Stock Exchange of Thailand Act Por Sor 2535
7. Require board of directors, executives or employees who have inside information not to disclose such information to public and are banned for securities trading of the Company's stocks for one month before financial statements published

Section 3 Stakeholders Role

The Company has policy to promote cooperation between company and all stakeholders including shareholders, bankers, customers, trade partners, employees, and surrounding communities with aim to encourage the Company's operations and to create long-term sustainable growth. Besides realizing the importance of right of stakeholders by law, the Company also has policy to take care all stakeholders equivalently as follow;

- Employee : Company treats employees equally, gives them proper compensations and creates quality working environment.
- Partner : Company treats trade partners fairly and in line with trade contract and has policy to create and develop relationship with trade partners continuously.
- Customer : Company has responsibility to customers by maintaining quality and standard of goods and services as well as reacting to customers' need perfectly and completely to maximize customer satisfaction in the long run.
- Competitor : Company operates business along with fair competition and develops market to grow for mutual benefit of industry.
- Creditor : Company complies with contract condition and gives information to creditors as per request.
- Society : Company has responsibility to monitor its operations not to hurt environment and society and complies with rules and regulations. Company also has program on corporate social responsibility (CSR) by supporting creative activities continuously and allocating budget to do CSR with focus activities regarding education, environment and youth. In 2014, the Company donated things to improve learning skill of youth on the Children Day, awarded scholarship to youth and employees' children including supporting the sustainable learning of communities.

To make sure that all stakeholders are equally protected and treated, the Board of Directors provides communication channels via company's website www.gunkul.com, so shareholders and stakeholders have chance to express their opinions and to complain directly to company's board of directors in case of unfair treatment or having troubles with company. In addition, the Company provides employees channels to consult or inform directly to Executive Office when it finds suspect actions that are illegal or break "business code of conduct" that may have impact to employees, stakeholders and company itself.

Executive Office will find out fact and report to internal audit committee and audit committee for further consideration. This data informed will be kept secret under the policy to protect the staff or whistle-blower.

Section 4 Information Disclosure and Transparency

Board of directors has policy on disclosure of information, financial data and business operations with creditability and reliability to show true operational and financial status and business future by setting rules and regulations regarding information disclosure based on Stock Exchange of Thailand Act. In 2014, the Company disclosed following information;

- Report financial and general information to shareholders and general investors and report board of directors' responsibility on financial report together with audited report in annual report
- Report corporate governance policy and policy related to environment and society and implementation via different channels like annual report and company website
- Roles and responsibility of board of directors and sub-committee, number of meetings attended, number of directors participated meetings last year, and directors' opinions
- Remuneration policy to directors and executives

Apart from information disclosure as per required by Stock Exchange of Thailand Act, the Company also communicates with shareholders and investors via investor relations department as company representative to directly contact with shareholders, investors, securities analysts (both local and foreign ones), and corporate communications department to publish information to shareholders, investors and public via mass media and other medias (both local and international ones).

In 2014, the Company held four times of analyst meetings to discuss about quarterly and yearly results to investors and analysts. Press release is used once company has investment and or business activity.

In addition, information disclosure is done via company website www.gunkul.com both in Thai and English so all stakeholders can participate. If interested, you can contact investor relations department at telephone no. 0-2242-5867 and 0-2242-5861 facsimile no. 0-2242-5878 or e-mail ir@gunkul.com

Section 5 Responsibilities of Board of Directors

1. Board of Directors Structure

The company has nine directors on its board. The members of the company's board of directors consist of six (5) members of executive directors and four (4) members of non-executive directors, who is one (1) member of non-independent director and three (3) members of independent directors. All of them have expertise and experience includes deep knowledge in the company's business area. In addition, there are three (3) independent members of the audit response to balance the vote on addresses audit considerations relating to administration and management of administrative section in order to maximize the benefits of the company.

The company has a policy to appointing separate president and managing director to different person aim to balance management authority and prevent unlimited power over other members. The board of directors will determine roles and responsibilities of each position and response to recruit and appoint the right person for the position.

2. Leadership and Vision

Board of directors recommends company to have vision, mission, goal, policy, operational direction, long-term strategy and plan & annual budget by assigning executive management to present and board of directors to comment and discuss to get common agreement before approval. Board of directors appoints president of executives to develop and implement business strategy. Role, duty and responsibility of board of directors, sub-committee and executive committee are needed to be identified by reviewing at least every five years.

3. Conflict of Interest

The Company is serious on banning directors, executives and employees to use position to find benefit, so it includes this subject into company's business code of conduct. Directors, executives and employees are required not to do related transaction that may create conflict of interest to company. In case it is the must to do that transaction, pricing and conditions have to be the same as that done with outside person. Directors or employees who have benefit in that project must not have right to approve. Related transactions under Stock Exchange of

Thailand Act are required to strictly follow the rules on principle, method and information disclosure.

In addition, board of directors also bans not to use inside information to find its own benefit and to compete business with company. It also requires not to use inside information for securities trading or not to tell others for insider trading. In case that executives or employees participate in special task in which information is a secret and may have impact to company share price, such executives or employees are needed to sign confidentiality agreement with company until company discloses information to Stock Exchange of Thailand (SET) and Stock Exchange Committee (SEC).

4. Business Code of Conduct

Apart from corporate governance, board of directors has policy to operate business with aim to maximize benefit of shareholders by setting up goal and procedures to meet that goal. The Company provides written code of conduct in which board of directors agreed and approved the latest code of conduct in shareholders' meeting (13/2551) dated October 27, 2008. In code of conduct, it comprises of company goal, vision, mission, ideology, corporate value, corporate governance policy and regulation with aim to provide clarity and convenience to directors, executives and employees to understand company standard and direction in which involves all stakeholders like employees, shareholders, customers, partners, creditors, competitors and society.

Directors, executives and all employees have to acknowledge, understand and implement the Company's policy and regulations as mentioned in code of conduct. Regular meeting, public relation and creative activity are required to make employees informed and understood the importance of business code of conduct. Apart from business code of conduct, the Company also has "Corporate Shared Values" project to create shared corporate culture.

5. Position Consolidation or Power Split

Board of directors sets that chairman of board is not the same person as chairman of executives by having divided role, authority and responsibility with aim to create balance between management and corporate governance.

6. Directors and Executives Remunerations

Board of directors assigns remuneration committee to review structure of remuneration system and proper compensation to management executives based on task, duty, responsibility and performance. Such remuneration should be competitive when compares to industry and be able to create motivation to work effectively.

Directors' remuneration comprises of three parts, annual compensation, meeting fee and Bonus. Remuneration payment to directors is required approval from shareholders' meeting.

The total remuneration payment for directors of 2014 had been paid to all directors. (seeing the details in "remunerations topic").

7. Board of Directors' Meeting

Board of directors requires to have a meeting at least six times per year, while extra meeting will be held if necessary. In order to be efficient for directors' performing, the meeting of Board of Directors had been set for 9 times in 2014 and also having the meeting between the independence directors and auditors in order to discussing about the corporate management for one time. In the meeting, agenda have to be clear and related documents have to be provided and sent to directors for at least seven days in ahead of meeting, so directors have time to study. In case there is new agenda to add after documents sent, it can do only on emergency and is needed to get approval from chairman of board of directors. The policy of meeting resolution, must to have the directors at least two-third of all directors by conforming to the Company's article and associates All directors have chance to discuss and comment openly and chairman of board is responsible to make meeting conclusion. In case director has conflict of interest in that subject, such director has to walk out from the meeting.

The meeting schedule of the Board of Directors and Sub-Committees have been set in ahead for making appointment with directors every year.

Meeting report is in written form. After getting acknowledgement from meeting, all documents require acknowledgement from chairman of board and secretary of board. There are two sets of meeting documents, original one and copy one (so directors and related persons can use it easily). In addition, meeting documents are kept in electronics file.

8. Internal Control and Internal Audit

Board of directors sets internal control system covering accounting, finance, operations, regulations, audit and check & balance with aim to protect shareholders' capital and company's assets. Internal audit office must have independency and report directly to the Audit Committee who controlling on the performing under the Company's rules and policy and to make sure that internal audit and internal control system is the key driving mechanism to support long-term sustainable growth. Internal audit reviews internal control activities and give advice and suggestion regarding internal control and risk management to improve operational efficiency to cope with growing business and changing economic environment.

9. Directors' Report

Board of directors is responsible for reporting consolidated financial statements of the Company and subsidiaries and financial information in annual report. That report is based on Thailand's general accounting standard by selecting the proper one and use it consistently. Audit committee and accounting audit will together consider proper accounting standard to use in financial report. Board of directors emphasizes persons who do report to have cautious judgment and to disclose sufficient information on financial notes.

Board of directors assigns audit committee to respond for quality of financial report and internal control. Comments from audit committee on this subject are shown in audit committee report and in annual report too.

Board of directors comments that financial report of the Company and its subsidiaries as of December 31, 2014, is right, sufficient and reliable.

10. Board of Directors Self-Assessment

The boards of directors have self-assessment on their own performance on a regular basis with on the purpose of reviewing their performance and addressing their issues together to further improvement. The self-assessment form recommended by the Stock Exchange of Thailand has been agreed to be used for the individual self-assessment in year 2014 by the board of directors. The form will be added or modified its questions to cover roles and responsibilities of the boards of directors in all aspects and it should comply with the company's nature of business.

Apart from the board of directors self-assessment, all subcommittee are requested to do the individuals self-assessment on a yearly basis.

11. **President and Managing Director Performances Evaluation**

The board of directors response to evaluate the president and managing director performances. This performance evaluation is to compare their achievements with their goals in corporate level and ability in individual level. The key factors to help make a sound decision for the evaluation consist of qualitative indicators including leadership, strategy formulation and implementation, financial planning and performance, relationship with board members, relationship with external organizations, staff administration and relationship with staffs, succession management, knowledge of products and services, and personal characteristics.

12. **Limiting the Number of Listed Companies Policy**

In order to develop an effective performance of boards of directors, the policy to limit the number of listed companies has been specified that each director cannot serve in the role as directors over five positions.

22.2 Sub-committee

The Board of Directors has appointed 5 sub-committee, Audit Committee, Good Corporate Governance Committee, Nomination and Remuneration Committee, Risk Management Committee and Executives Committee are in the details as follows:

1) **The Audit Committee**

As of December 31, 2015, the Audit Committee comprised of three independent directors by taking in each term not more than 3 years as defined by the Board of Directors. The members of the Audit Committee are as follow;

Name list		Position
1. Dr. Djitt	Laowattana ^{1) 2)}	Chairman of the Audit Committee
2. Pol.Maj.Gen. Visit	Sukarasep	Member of the Audit Committee
3. Dr. Chongrak	Rarueysong,	Member of the Audit Committee
4. Mrs. Patchanee	Tangjitjaruen	Secretary of the Audit Committee

Remarks : ¹⁾ Mr. Sathaporn Kotheeranurak resigned from Directors of the Board of Directors and the Risk Management Committee with also Chairman of the Audit Committee on May 26, 2015 by Dr. Djitt Laowattana was appointed to be Director of the Board of Directors and Chairman of the Audit Committee as the resolution of the Board of Directors No. 8/2015 held on June 22, 2015.

²⁾ Audit Committee who has knowledge and experience in auditing on the Company's financial statements.

Scope of Authority of the Audit Committee

- 1) Review and disclose financial statements by coordinating with external auditor and company management with aim to report financial reports on quarterly and yearly basis
- 2) Review internal control and internal audit systems to make it more efficiently and effectively by reviewing with internal and external auditors (if any) and consider the independence of internal audit department or other departments which involves in internal audit
- 3) Review company operations to be in tandem with rules and regulations from Stock Exchange of Thailand or related agencies
- 4) Select and appoint company auditor and pay proper compensation to auditor based on reliability, resources required and experience and attend meeting with auditor without having management team participation for at least once a year
- 5) Select, appoint and dismiss the internal auditors.
- 6) Consider related transactions or transactions that may have conflict of interest to comply with rules and regulations set by Stock Exchange of Thailand to make sure that those transactions are reasonable and best to the Company
- 7) Report activities of audit committee by disclosing on company annual report in which this report is signed by chairman of audit committee. This report includes;
 - Opinions on process of conducting and disclosing company financial statements on reliability and accuracy basis
 - Opinions on company internal control system

- Opinions on practices complied with Stock Exchange of Thailand or related rules
 - Reasons on proper auditor
 - Opinions on transactions that may have conflict of interest
 - Number of audit committee meetings and number of meeting participations of each audit director
 - Opinions or overall notices that audit committee gets from charter operations
 - Other reports that audit committee thinks that shareholders and general investors should know under scope of duty and responsibility assigned by board of directors
- 8) Implement other jobs assigned by board of directors under supervision of audit committee like reviewing financial management and risk management policy, reviewing business code of conduct, reviewing together with company management on significant reports that are needed to report to public as per required by law i.e. management analysis report.

To make great efficiency of audit committee, audit committee may search for independent opinions from other advisors (if necessity) and company will support such expense.

Qualifications of Audit Committee and Independent Directors

1. Hold shares of less than 1% of total shares that have voting right of the Company, parent company, subsidiaries, related companies or companies that may have conflict of interest. In this case, it counts shares held by persons who have relationship with independent directors too.
2. Not or used to be company director who has management authority, employee, salary-based advisor or authorized person who manage the Company, parent company, subsidiaries, related companies or companies that may have conflict of interest. An exception comes when they are out of that position for at least two years before taking this position.
3. Not a person who has blood relationship or law relationship in form of father/mother, spouse, brother/sister, son/daughter including spouse of child of management, major shareholder, authorized person or person who is nominee to be management or authorized person of the Company or subsidiary

4. Not or used to have business relationship with the Company, parent company, subsidiaries, related companies or companies that may have conflict of interest that may have impact to independent decision. Not or used to be major shareholder, director or management of person who has business relationship with the Company, parent company, subsidiaries, related companies or companies that may have conflict of interest. An exception comes when they are out of that position for at least two years before taking this position.
5. Not or used to be auditor of the Company, parent company, subsidiaries, related companies or companies that may have conflict of interest. And not or used to be major shareholder, director, management or partner of auditing firm whose auditor is hired as auditor of parent company, subsidiaries, related companies or companies that may have conflict of interest. An exception comes when they are out of that position for at least two years before taking this position.
6. Not or used to be professional service provider including legal advisor or financial advisor who gets compensation of over two million baht a year from the Company, parent company, subsidiaries, related companies or companies that may have conflict of interest. In case that professional service provider is juristic person, it covers major shareholder, director, management or partner of professional service firm too. An exception comes when they are out of that position for at least two years before taking this position.
7. Not a director who gets appointment to be representative for the Company, major shareholder or shareholder who has relationship with major shareholder
8. Not to do similar business with aim to compete perfectly with the Company or subsidiaries. Not be partner, director, employee, salary-based advisor or shareholder (having more than 1% of voting right) of company who has similar business and competes with each other
9. Not have any character which may have impact to give independent opinions on company's operations

2) The Good Corporate Governance Committee

As of December 31, 2015, the Good Corporate Governance Committee comprised of three independent directors as follow;

Name list	Position
1. Mr. Chongrak Rarueysong ¹⁾	Chairman of the Good Corporate Governance Committee
2. Mr. Phongthep Thitapan	Member of the Good Corporate Governance Committee
3. Mr. Somchai Trairatanapirom	Member of the Good Corporate Governance Committee
4. Miss Chantira Jongjamareeseethong	Secretary of the Good Corporate Governance Committee

Remark : ¹⁾ Dr. Chongrak Rarueysong has been appointed as Chairman of the Good Corporate Governance Committee instead of Dr. Djitt Laowattana who has been appointed to position as Chairman of the Audit Committee as the resolution of the Board of Directors Meeting No. 8/2015 held on June 22, 2015

Scope of Authority of the Good Corporate Governance Committee

- 1) To propose guidelines for good corporate governance to the Board of Directors.
- 2) To advise the Board on matters of corporate governance as well.
- 3) The operations of the Board and management to the principles of good corporate governance.
- 4) Review of the principles of good corporate governance by comparison with the practice of international practice and present to the Board of Directors.
- 5) The corporate governance policies of the company for working group.
- 6) The policies and practices with Corporate Social Responsibility
- 7) To monitor the implementation of the CSR and report to the Board of Directors.

3) The Risk Management Committee

As of December 31, 2015, the Risk Management Committee comprised of four persons including independent and executive directors as follow;

Name list	Position
1. AVM.Dr.Pian Totarong ¹⁾	Chairman of the Risk Management Committee
2. Miss Sopacha Dhumrongpiyawut	Member of the Risk Management Committee
3. Mr. Somchai Trairatanapirom	Member of the Risk Management Committee
4. Mr. Thitipong Techaratanayuenyong	Member of the Risk Management Committee & Secretary

Remark : ¹⁾ Mr. Somchai Trairatanapirom has been appointed as a Member of the Risk Management Committee by the resolution of the Board of Directors Meeting No. 8/2015 held on June 22, 2015 instead of Mr. Sathaporn Kotheeapanurak who resigned.

Scope of Authority of Risk Management Committee

- 1) Set policy and scope of risk management framework, set roles and responsibility and participate to set company goals
- 2) Supervise and support risk management to make it successful on enterprise wide risk management" and increase level of risk awareness of each factor into consideration in resource allocation and process management
- 3) Consider key risks and manage them efficiently and effectively, promote capacity in enterprise wide risk management and risk management technique and combine risk management with company business plan and other management activities
- 4) Prepare risk management language to be the same language used in organization and measure chance to happen, impact and type of risk to share
- 5) Give convenience to department managers to develop new reporting rules including upper and lower end on both qualitative and quantitative analysis and supervise reporting process
- 6) Report to executive head on progress of risk management and outliers and propose necessary suggestions

4) The Nomination and Remuneration Committee

As of December 31, 2015, the Nomination and Remuneration Committee comprised of four persons including independent and executive directors as follow;

Name list		Position
1. Pol. Maj. Gen. Visit Sukarasep		Chairman of the Nomination and Remuneration Committee
2. Mr. Decha Chooligorn		Member of the Nomination and Remuneration Committee
3. Mr. Hathai Uthai ¹⁾		Member of the Nomination and Remuneration Committee
4. Mrs. Somluk Kanuenghet		Member of the Nomination and Remuneration Committee & Secretary

Remark : ¹⁾ Mr. Hathai Uthai has been appointed as a Member of the Nomination and Remuneration Committee by the resolution of the Board of Directors Meeting No. 14/2015 held on November 12, 2015 instead of Mr. Charan Lerththeerapoj who resigned by rotation.

Scope of Authority of the Nomination and Remuneration Committee

- 1) Set policy, principal and method for nomination and remuneration including other benefits of the Board of Directors, sub-committees and executives, up to managing director's position to the Board of Directors.
- 2) Consider for nomination, selection and propose the suitable person under related regulation to the Board of Directors for consideration to appoint as directors of the Board of Directors and/or the sub-committees in the purpose of replacement, resignation or addition and also propose to the shareholder meeting if any under the company's article and associates.
- 3) Review and propose the structure and criteria of remuneration in compensation of meeting attendance, annual compensation and bonus including other benefit to make it fit with duty and responsibility by proposing to the Board of Directors and/or the Shareholder Meeting for consideration.
- 4) Monitoring the policy of remuneration in overall which persuade and maintain the employees.
- 5) Set principal for executives' evaluation, especially in the position of managing director in the purpose to consider for annual compensation based on duty and responsibility to the company.
- 6) Consider overall annual budget regarding salary hike, bonus and other benefits of employees and propose to the Board of Directors for consideration.
- 7) Disclose the activities of the committee in annual report.
- 8) Operate other jobs assigned by board of directors

5) Executive Committee

As of December 31, 2015, the Executive Committee comprised of five persons as follow;

Name list		Position
1. Ms. Sopacha	Dhumrongpiyawut	Chief Executive Officer
2. Mr. Somboon	Aueatchasai	Executive Director
3. Ms. Naruechon	Dhumrongpiyawut	Executive Director
4. Mr. Chaloepon	Sricharoen	Executive Director
5. Mrs. Areewan	Chaloemdan	Executive Director

Scope of authority of executive committee

- 1) Have authority to make decision on the Company's key operations by setting scope, type, size, objective and policy of business as well as supervising overall operations, production, customer relationship and responsibility to board of directors
- 2) Consider investment expansion and fixed asset acquisition and then propose this to board of directors
- 3) Have authority to act and show as company representative to outside people in related activities and having benefit to company
- 4) Consider fund raising to propose to board of directors
- 5) Approve the appointment of necessary advisors who can help company
- 6) Do general management
- 7) Approve plan of each department and approve request of each department that is beyond department authority

Regarding assignment of authority and responsibility, person who get such authority will not have authority to approve transaction that such person or related person that may have conflict of interest ("person that may have conflict of interest" is defined by Stock Exchange of Thailand) to company or subsidiaries. Approval of such transaction is needed to propose to meeting of board of directors and/or meeting of shareholders. An exception comes from transaction regarding normal operations of company in line with rules and regulations set by board of director.

Board of directors may appoint other sub-committee as per necessity. Scope of authority of each sub-committee has to be clear and specific as sub-committee should be close to issue or problem than others.

22.3 Selection and Appointment of Directors and Executives

Selection of Board of Directors

Though the Company doesn't have director search committee, the company's board of directors handles that job by using following criteria, knowledge, capability, experience, vision, creditability and professional qualification (no ban manner), to select director and then propose to shareholders' meeting for approval. The Company sets key criteria for director search as follow;

1. Board of directors comprises of at least 9 persons in which at least half of that must have residence in Thailand and directors must have qualifications as law said
2. Director search by shareholders' meeting is based on majority vote as follow;
 - 2.1 One shareholder has voting right equivalent to one share, one vote
 - 2.2 Shareholder votes director on one-on-one basis
 - 2.3 Director search is based on highest-scored ranking. In the case that qualified persons get same scores and exceed number of directors required, chairman of meeting has final decision.
3. In every annual shareholder meeting, one third of directors are required to resign. If total directors can't be divided by three, use close amount of directors to resign. Directors who are required to resign in the first year and second year use lucky draw technique. For the following years after that, directors who are in position for the longest period have to resign. However, directors who resign may be selected again.
4. Director has right to get compensation from company in term of reward, meeting fee, pension fund, bonus or other compensations as defined by rules or resolution from shareholders' meeting either in term of fixed amount or general concept. Moreover, director also gets allowance and fringe benefit on top of normal benefits like salary and bonus as employee.
5. Director who wants to resign sends resignation form to company. It will be effective once company accepts. Director may give resignation notice to register person.
6. In case that director position is vacant due to extra reasons (not term expired), board of directors can select qualified person with no banned manner as replacement director in next meeting of board of directors, except director's term has less than two months left. Such replacement director will be in the position for time equivalent to remaining term of previous director. This resolution from board of director requires at least three fourth of remaining directors.
7. If shareholders want director to resign, it needs to get vote from shareholders' meeting of at least three fourth of total shareholders attending the meeting and total voting right.
8. Board of directors select a director to be chairman, while there will be one or more to serve as deputy chairman.

Selection of Audit Committee/Independent Directors

Regarding to the selection of Audit Committee, Board of directors or shareholders' meeting will select persons to be a committee in selecting audit committee in which such committee must have at least three persons from audit committee by selecting from independent directors. Audit committee has three year term but may get renewal from board of directors or shareholders' meeting. Among audit committee, there is at least one person who has knowledge and experience in financial & accounting background, so he/she can do financial statement review.

The Best Corporate Governance Committee Selection

In the part of best corporate governance committee selection, the board of directors or the meeting of shareholders should appoint the committee members which all of them are the independent directors who are not directly involved in doing company business. In order to comply with the principles of good corporate governance and to provide fairness and transparency auditing for the company, it has been defined that the good corporate governance committee must have service period of three (3) years. However, they may be appointed by the board of directors or the meeting of shareholders to continue his/her tenure roles and responsibilities as the good corporate governance committee. The good corporate governance committee will be considered by their qualifications in deep knowledge in the company's business area, experiences in corporate governance, and expertise in policy formation in order to ensure compliance with the good governance principles.

Risk Management Committee Selection

In the part of risk management committee selection, the board of directors or the meeting of shareholders should appoint the committee members consist of two (2) independent directors and two (2) managing directors. The directors must have well understanding of the organization's risk and the independent directors must able to advise the global types of risk management to the company. It has been defined that the risk management committee must have service period of three (3) years. However, they may be appointed by the board of directors or the meeting of shareholders to continue his/her tenure roles and responsibilities as the risk management committee. The risk management committee

will be considered by their qualifications in deep knowledge in the company's business area, skill and expertise in accounting and financial in policy formation in order to concretely implement risk management.

Nomination and Remuneration Committee Selection

In the part of the nomination and remuneration committee selection, the board of directors or the meeting of shareholders should appoint the committee members consist of three (3) independent directors and one (1) executive management. The executive management will be appointed to oversee the Division of Human Resources. It has been defined that the nomination and remuneration committee must have service period of three (3) years. However, they may be appointed by the board of directors or the meeting of shareholders to continue his/her tenure roles and responsibilities as the nomination and remuneration committee. The nomination and remuneration committee will be considered by their qualifications in deep knowledge in the company's business area, skills and experiences in legal, expertise in developing such remuneration and nominations policy and structure. The information obtained from the database of Consultant Company will be used for the purpose of nomination and remuneration in the organization to compatible with internationally-recognized standards.

Selection of Executive Committee

Board of directors appoints executive committee in which executive committee comprises of three at least and five at most by selecting from directors or employees or capable persons who are no audit committee. Executive committee has responsibility to manage company as per assignment from board of directors. Executive committee directly reports to board of directors.

However, the selection of all committer, the company will consider from select committee who are expert and has qualification in wide range of professional skill, special expertise, and deep knowledge in the company's business area in order to obtain policy guidelines, recommendations, and continuous improvement company processes to compatible with internationally-recognized standards.

Orientation and Training of Board Members

All new members to boards of directors must participate actively in the orientation and training sessions for new committee members. At the orientation and training, the executive management will provide important information relating to the company and then all committee members will be received the membership committee manual and code of business conduct for new employee. In addition, the executive management of the company and other committee members may also participate in the orientation.

The membership committee manual major content including roles and responsibilities of all board of directors, holding or trading any securities by the directors, directors' interest report, conference management, disclosure of information, dealing with the management, compensation and benefits of board of directors and subcommittee, authorization schedule, general information of the company, charter of the audit committee of the board of directors, charter of the internal audit, roles and responsibilities of internal audit, measure related party transactions, and so on.

Besides the orientation of the board members, the company has policy to arrange in-house training courses/sessions on subjects related and encourage the board member to participate outbound training courses/sessions to increase the understanding of the important role and mission under the campaigning of the good corporate governance planning. Moreover, the directors may be admission for the training courses/sessions that held by the Thai Institute of Directors Association or relevant agencies in which the company responses for all expenses are incurred.

Executive Recruitment and Appointment

The board assists management in making policy and selection criteria for the position of managing director and policy to emergency succession or the retirement of managing director. The selection process will be clear and transparency. The selection criteria for the position will be considered by knowledge, experiences, abilities, ethics and leadership. The Nomination and Remuneration Committee are assigned to propose the qualified person for appointing as managing director.

The managing director was assigned to recruit the best candidates with extensive knowledge, skills, and experience for the position of executive in accordance to the properties and methods of selection defined by the company.

22.4 Corporate Governance of subsidiaries and associates

In past, nomination and voting to appoint as a director in subsidiaries and associates provided by management, and since 2013, the company set new procedures for nomination and voting shall be approved by the Board of Directors and nominee who was appointed to be director of subsidiaries or associated companies should takes a responsibility to ensure the best interests of the subsidiaries or associates. The Company has determined that the person is appointed must be approved by the board before to the vote or the right to vote on important matters in the same class must be approved by the Board of Directors. If the company itself is run by the directors represent in the subsidiary or associated company according to the shareholding of the company.

Also in case of a subsidiary, the Company has determined the appointed person to monitor and control the subsidiaries to set the regulation of related transaction, acquisition or disposition of assets or making any other major items of that company in all completely and correctly by performing as principal of disclosure and the above transactions in the same manner as the Company's criteria including the need to ensure that the storage and accounting of the subsidiary companies to be checked and compiled financial statements with deadlines.

22.5 Inside Information

The Company emphasizes on information disclosure and transparency by not allowing directors and executives to use inside information to find their benefits and for securities trading as follow;

- Require directors and executives to report holding of securities of themselves, spouse, underage children to Stock Exchange Commission and Stock Exchange of Thailand Article 59 and punishment Article 275 of Stock Exchange of Thailand Act Por Sor 2535
- Require management to report change in securities holding to Stock Exchange Commission and Stock Exchange of Thailand Act 59 Por Sor 2535 and send copy of this report to company on the same day that sent to Stock Exchange Commission

- Require directors, executives or employees who know inside information not to disclose information to outsiders or to persons who are not involved in this subject and not to do securities trading for at least one month before announcement of financial statements and at least 24 hours after announcement

Company sets discipline punishment for person who finds benefit for itself by using inside information to disclose until it hurts company. Discipline punishment starts from verbal warning, written warning, probation and layoff.

22.6 Auditor fee

1. Audit fee

In 2013, 2014 and 2015, audit fees for the Company comprises annual audit fee and audit fees for the 3 quarters, as per following details:-

Year	Audit Fee of Gunkul Engineering PCL.
2013	892,000.00
2014	892,000.00
2015	940,000.00

Persons or businesses related to auditors or audit office, which was SP Audit Co., Ltd., was not related person or business of the Company.

2. Non-Audit fee

Unless the audit fees that paid in annual of the Company, the remuneration of the other service fee such as meeting attendance allowance 53,000.00 baht, over time 225,425.00 bath, transportation and administration fee 49,104.00 baht, and special audit fee 1,035,000 baht (reviewed financial statements of joint ventures and auditing as due diligence on opportunity companies in the purpose of investment), by concluded in the total of 1,362,529 baht, which already paid in the year of 2015.

22.7 Compliance with the Principles of Good Corporate Governance in Any Other Matter

The company has policy and criteria for determining remuneration for the board of directors, executive management, and other board committee by comparing with industry, experiences, roles and responsibilities, and expected benefit from each board members. In order to comply with the principle of good corporate governance, the company prepares the summary of round table for each committee and meeting allowances in section of the management structure.

The board of directors defined that the company must prepare and report the trade and transfer the company's shares/securities to the board meeting of the good corporate governance committee and the board of directors in all meeting. Moreover, the company must report the progress of the subcommittee and the board of directors in every meeting for the efficiency of organization management for growing sustainably and continuing oversight of the principles of good corporate governance.

In order to encourage voluntary compliance by the private sector to cooperate in the prevention and fight against corruption with the standardization of business to be correct and transparent as well as creating a higher standard of business ethics, the company has completed filed a declaration of intent alignment Private Sector Collective Action Coalition Against Corruption in Thailand with also to continuously improve the related policies in the good governance and anti-corruption to serve the operation that can reassure for the stakeholders of the company and Thai society as a whole.

23. Internal Control and Risk Management

23.1 Conclusion of Board of Directors' Opinion about the Company's Internal Control System.

Board of Directors realizing about the importance of risk management and have direct responsibility for risk management of the organization. The objective is to support the operations of the Company's management division to be more efficient and achieve goals by specifying the policy and risk management framework and involved in all sections of the business. And specify the internal regulation, preventive and decrease risk measure, reporting system, monitoring procedure and regularly evaluate to cover business risk factors.

Board of Directors has delegated to the Audit Committee which consists of 3 independent directors and each one is not an employee of the Company to take the responsibility of review and audit the internal to ensure that the operations are effective. The Internal Audit Department performs to assess the risk and internal operation control activities and report about the financial reporting audit and risk management report to the Audit Committee quarterly.

In addition, the Company sets up its own internal audit department aim to check and evaluate the internal control system of the Company and its subsidiaries. The Company prepares business code of conduct so called work book, implements the Key Performance Indicator (KPI) to control and evaluate the Company's operations and incorporates risk assessment based guidance from COSO (The Committee of Sponsoring Organization of Treachery Commission). Internal audit department will report the auditing results and comments to audit committee and board of directors on quarterly basis.

Furthermore, the Board of Directors has authorized the Risk Management Committee which consists of 2 independent directors and 1 executive director to take the responsibility of specifying the policy and risk management framework including specifying the roles and responsibility of management, and also participating in targeted to practical use in the organization by supervising and assessing the risk of all activities to ensure that performing in the compliance transparency and impartiality to all stakeholders and related parties.

23.2 Conclusion of Audit Committee about the internal control

In the Board of Directors' meeting 1/2016 dated February 24, 2016, Audit and Corporate Governance Committee (three independent directors), management and internal audit participated in this meeting. Following is the conclusion from the meeting regarding internal control system covering five areas;

1. Control Environment
2. Risk Assessment
3. Control Activities
4. Information & Communication
5. Monitoring Activities

Boards of Directors and the Audit Committee have the same opinions as the internal audit which is the Company's internal control system is adequate and appropriate. The Company has provided adequate personnel to operate under the system effectively. Including a system of internal control to monitor the operations of the subsidiaries to protect the assets of the Company and the subsidiaries from directors or the management team's abuse of asset spending, including transactions with the persons who may have conflicts and related party. Those are sufficient for internal control in other topics and the Committee considers that the Company has adequate internal control as well.

Audit and Corporate Governance Committee and management have continuously paid attention on corporate governance, internal control and risk management with aim to have good corporate governance, efficient internal control, acceptable risk management, reliable accounting and financial reports, and straight-forward rules and regulations.

23.3 Head of company's internal audit.

At the meeting of the Audit Committee Meeting No. 8/2015 which held on November 12, 2015 has appointed Mrs. Patchanee Tangjitjaruen Assistant Vice President of Internal Audit to be the head of internal audit of the company and Secretary to the Audit Committee instead to Mr. Worathep Luangsirapornchai who resigned due to retirement. Mrs. Patchanee has an experience in the practice of internal audit for a period of more than 9 years before appointment and has passed the training courses such as "the Certification of Internal Auditors of Thailand CPIAT Association of Internal Auditors of Thailand (IIAT)" by related to operational aspects of internal audit. Thus, she is appropriate to be assigned in this position.

In order to consider approving, transferring, dismissal of the incumbent as a head of internal audit of the company must be approved or get the approval from the Audit Committee.

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- The related transaction between GUNKUL, subsidiaries and joint venture for normal business which are useful for company procedure. GUNKUL is the shareholder of the following subsidiaries and joint ventures.
 - The subsidiaries which hold for 100% stake are GIM GIS GMP
 - The subsidiaries which invest for 100% stake are GK Sendai GK Kimitsu
 - The subsidiaries which hold 99.99% stake are GKA GKP KNP WED GNP KWE GSP-1 GSP-2 GSP-3 GSP-4 GSP-5 BGP SGSE SES GSR-1 GSC GPD
 - The subsidiaries which hold for 99.97% stake are GSR-2
 - The subsidiaries which hold for 89.99% stake are GLED
 - The subsidiaries which hold for 74.99% stake are GUCI
 - The subsidiaries which hold for 74.90% stake are GOB and OGA OGB OGD OGE OGW-A OGW-B (GUNKUL is the shareholder of OGA OGB OGD OGE OGW-A OGW-B pass GOB)
 - The subsidiaries which hold for 67% stake are IAE and RNS (GUNKUL is the shareholder IAE)
 - The subsidiaries which hold for 49% stake are NK
 - The joint venture which hold for 51% stake are GCPG GMCP-1
 - The joint venture which hold for 40% stake are GPS SWE
 - The joint venture (no sharing control) holding 25.01% stake are WHA_GSR-1 WHA_GSR-2 WHA_GSR-3 WHA_GSR-4 WHA_GSR-5 WHA_GSR-6 WHA_GSR-8 WHA_GSR-9 WHA_GSR-10 WHA_GSR-16 WHA_GSR-17
- So that the related transaction between the Company and subsidiaries and joint ventures will no any conflict in the future.

Opinion of the audit committee for the related transaction Between Company, subsidiaries, persons and related companies.

- Buy/Sell transactions benefit the Company's operations, are reasonable and have normal trade conditions.
- Rental contracts between the Company and subsidiaries and related persons are made under rental contracts and re-let contracts to match with rates appraised by independent appraiser, Noble Property Valuation Co., Ltd and Thai Surveyer Advisory Co., Ltd. Hence, these rental and re-let contracts by the Company' group have conditions and rental rates which are comparable to others and are reasonable and necessary.
- Service of O&M and Management between the Group are made under both agreed on service fee which are useful for the Company's operation and are reasonable.
- The Group made solar power plant construction contracts, on part of civil works and steel structure for solar cell panels, with related companies at prices lower than those of solar power plant construction in the initial phase, and comparable to construction contract made with a company on the same site.
- The Company's group signed the hiring contract to build the solar power plant and civil work with the related company by the fair rate which is comparable to other clients. The Company follows the practice of the regulations which related to the Stock Market which in this case is considered that it is "Normal business" size list more than 1 million baht or more than 0.03% of NTA and the Company need to ask for the agreements from the board of the shareholder.
- Subsidiaries and associated companies sign solar rooftop power plant construction contracts which are useful for the Company's operation and are reasonable.
- Asset acquisitions from related persons and companies to use for operation are necessary for and benefit the Company's operation. Conditions and prices of these acquisitions are comparable to acquisitions from a third party.
- All lending transactions between the Group companies and related companies are based on 3.00-4.60 p.a. interest charges. Such interest rates are averagely close to or slightly higher than interest rates of financial institutions. These lendings are necessary and reasonable and benefit the Company's operations.

The Company got credit lines from 5 commercial banks for total amount of 4,960.86 million baht. Details are as follows.

Amount Type	Credit line (Million Baht)	Credit Line Amount which the Company, subsidiaries and joint venture available to share (Million Baht)										
		GKA	GKP	KNP	GCPG	GPS	WED	GNP	NK	GPD	GLED	RNS
1. Overdraft Limit	27.00	1.00	1.00	1.00	-	-	-	-	-	1.00	1.00	-
2. Loan Guarantee	345.00	180.00	-	50.00	-	-	-	-	-	-	-	-
3. Letter of guarantee and Letter of Credit/trust receipt (Multi) *	1,994.43	190.00	190.00	191.43	0.45	-	-	12.00	-	213.92	190.00	-
4. Letter of Credit/trust receipt	665.00	80.00	170.00	-	-	-	-	-	-	-	-	-
5. Long Term Credit Line	-	-	-	-	-	-	-	-	-	-	-	-
6. Foreign exchange forward contacts	1,929.43	25.00	29.00	20.00	-	-	-	12.00	-	20.00	20.00	-
Total	4,960.86	476.00	390.00	262.43	0.45			12.00		234.92	211.00	

* Credit line of “Multi” Type which got from one commercial bank, the subsidiaries available to share this credit line, asking for approving at a time.

All these credit lines are guaranteed by the right to claim the subsidiary’s deposit, pledges of deposit account of the subsidiary, mortgages of land, buildings and equipment of the Company, the subsidiaries, directors (Details in topic 5.1) and pledge of GUNKUL shares held by GKG including the guaranteed by the subsidiaries, and Mr. Gunkul Dhumrongpiyawut and Miss Sopacha Dhumrongpiyawut, the company’s directors.

Related companies/persons	Relationship	Summary	Reason and necessity
1. Mr.Gunkul Dhumrongpiyawut	Chairman of the Board	Borrowing collaterals, total value of 1,135.00 million baht	- Banks asked Mr. Gunkul Dhumrongpiyawut to place collateral for borrowings as he is a major shareholder and director.
2. Miss Sopacha Dhumrongpiyawut	Director/Chief Executive Officer	Borrowing collaterals, total value of 900.00 million baht	- Banks asked Miss Sopacha Dhumrongpiyawut to place collateral for borrowings as she is a majore shareholder and director.
3. G.K. Assembly Co., Ltd.	Subsidiary	Borrowing collaterals, total value of 410.00 million baht	- Banks asks the Company to place collateral for borwings as it is a subsidiary and an owner of collateral assets.
4. G.K.Power Products Co., Ltd.	Subsidiary	Borrowing collaterals, total value of 178.00 million baht	- Banks asks GKP to place collateral for borrowings as it is a subsidiary, share the borrowing amount.
5. K.N.P.Supply Co., Ltd.	Subsidiary	Borrowing collaterals, total value of 410.00 million baht	- Banks asks KNP to place collateral for borrowings as it is a subsidiary, an owner of collateral assets, and shares the borrowing amount.

Note: Including foreign exchange forward contract

Opinion of audit committee: This transaction is useful for the company, without asking for any return from the subsidiaries, related company and the persons have placed collaterals for the subsidiary's borrowing.

As of 31st December 2015, G.K. Assembly Co.,Ltd., a subsidiary, got credit lines from 2 commercial banks, which are joint credit lines with the parent company for 476.00 million baht.Details are as follows:

Amount Type	Company's Credit Line	Shared Credit Line of GUNKUL (Million Baht)	From GUNKUL Credit Line (Million Baht)
1. Overdraft Limit	-	1.00	7.00
2. Loan Guarantee	-	180.00	180.00
3. Letter of guarantee and Letter of Credit/trust receipt (Multi) *	-	190.00	190.00
4. Letter of Credit/trust receipt	-	80.00	200.00
5. Foreign exchange forward contacts	-	25.00	40.00
Total	-	476.00	617.00

All these credit lines are guaranteed by the subsidiary's deposit, pledges of deposit account of the subsidiary, mortgages of land, buildings and equipment of the Company, the subsidiaries including the guaranteed by the parent company, subsidiaries, and Mr. Gunkul Dhumrongpiyawut and Miss Sopacha Dhumrongpiyawut, the company's directors.

Opinion of audit committee: This transaction is useful for the company, without asking for any return from the subsidiaries, related company and the persons have placed collaterals for the subsidiary's borrowing.

As of 31st December 2015, G.K Power Products Co., Ltd, .the subsidiary, got credit lines from 3 commercial banks, which are joint credit lines with the parent company for 390.00 Million Baht. Details are as follows:

Amount Type	Company's Credit Line	Shared Credit Line of GUNKUL (Million Baht)	From GUNKUL Credit Line (Million Baht)
1. Overdraft Limit	-	1.00	7.00
2. Loan Guarantee and Letter of Credit/trust receipt (Multi)	-	190.00	190.00
3. Letter of Credit/trust receipt	-	170.00	590.00
4. Foreign exchange forward contacts	-	29.00	50.00
Total	-	390.00	837.00

All these credit lines are guaranteed by the subsidiary's deposit, pledges of deposit account of the subsidiary, mortgages of land, buildings and equipment of the Company, the subsidiaries including the guaranteed by the parent company, subsidiaries, and Mr. Gunkul Dhumrongpiyawut and Miss Sopacha Dhumrongpiyawut, the company's directors.

Opinion of audit committee: This transaction is useful for the company, without asking for any return from the subsidiaries, related company and the persons have placed collaterals for the subsidiary's borrowing.

As of 31st December 2015, K.N.P. Supply Co., Ltd, .the subsidiary, got credit lines from 4 commercial banks, which are joint credit lines with the parent company for 264.11 Million Baht. Details are as follows:

Amount Type	Company's Credit Line	Shared Credit Line of GUNKUL (Million Baht)	From GUNKUL Credit Line (Million Baht)
1. Overdraft Limit	-	1.00	7.00
2. Loan Guarantee	1.68	50.00	180.00
3. Loan Guarantee and Letter of Credit/trust receipt (Multi)	-	191.43	1,994.43
4. Foreign exchange forward contacts	-	20.00	20.00
Total	1.68	262.43	2,201.43

All these credit lines are guaranteed by the right to claim the subsidiary's deposit, pledges of deposit account of the subsidiary, mortgages of land, buildings and equipment of the Company, the subsidiaries and Mr. Gunkul Dhumrongpiyawut and Miss Sopacha Dhumrongpiyawut, the company's directors.

Opinion of audit committee: This transaction is useful for the company, without asking for any return from the subsidiaries, related company and the persons have placed collaterals for the subsidiary's borrowing.

As of 31th December 2015, Wind Energy Development Co., Ltd., the subsidiary, got credit lines from 2 commercial banks for 6,665.18 Million Baht. Details are as follows:

Amount Type	Company's Credit Line	Shared Credit Line of GUNKUL (Million Baht)	From GUNKUL Credit Line (Million Baht)
1. Loan Guarantee	12.00	-	-
2. Long term credit line	6,653.18	-	-
Total	6,665.18	-	-

All these credit lines are guaranteed by the right to claim the subsidiary's deposit, the right to claim the electrical contract and related contract, mortgages of land, buildings and equipment of the Company, the subsidiary's share certificate and the guaranteed by the parent company.

Opinion of audit committee: This transaction is reasonable as the subsidiary have placed collaterals for the borrowing.

As of 31th December 2015, Greenovation Power Co., Ltd., the subsidiary, got credit lines from 1 commercial bank, which are joint credit lines with the parent company for 12.00 Million Baht. Details are as follows:

Amount Type	Company's Credit Line	Shared Credit Line of GUNKUL (Million Baht)	From GUNKUL Credit Line (Million Baht)
1. Loan Guarantee and Letter of Credit/trust receipt (Multi)	-	12.00	1,804.43
Total	-	12.00	1804.43

Opinion of audit committee: This transaction is reasonable and no asking any return from the person who have placed collaterals for the borrowing.

As of 31st December 2015, N.K. Power Solar Co., Ltd., the subsidiary, got credit lines from 1 commercial bank for 48.00 Million Baht. Details are as follows:

Amount Type	Company's Credit Line	Shared Credit Line of GUNKUL (Million Baht)	From GUNKUL Credit Line (Million Baht)
1. Long term credit line	48.00	-	-
Total	48.00	-	-

All these credit lines are guaranteed by the right to claim the subsidiary's deposit, the right to claim the electrical contract and related contract, mortgages of land, buildings and equipment of the Company, the subsidiary's share certificate.

Opinion of audit committee: This transaction is reasonable as the subsidiary have placed collaterals for the borrowing.

As of 31st December 2015, Gunkul Power Development Co., Ltd., the subsidiary, got credit lines from 2 commercial banks, which are joint credit lines with the parent company for 384.92 Million Baht. Details are as follows:

Amount Type	Company's Credit Line	Shared Credit Line of GUNKUL (Million Baht)	From GUNKUL Credit Line (Million Baht)
1. Overdraft Limit	-	1.00	7.00
2. Loan Guarantee and Letter of Credit/trust receipt (Multi)	150.00	213.92	1,994.43
3. Foreign exchange forward contracts	-	20.00	20.00
Total	150.00	234.92	2,021.43

All these credit lines are guaranteed by the right to claim the parent's deposit, GUNKUL pledge which held by GKG, mortgages of land, buildings of the directors including the guaranteed by the parent company.

Opinion of audit committee: This transaction is useful for the company, without asking for any return from the subsidiaries, related company and the persons have placed collaterals for the subsidiary's borrowing.

As of 31st December 2015, Gunkul LED Lighting Co., Ltd, .the subsidiary, got credit lines from 2 commercial banks, which are joint credit lines with the parent company for 262.00 Million Baht. Details are as follows:

Amount Type	Company's Credit Line	Shared Credit Line of GUNKUL (Million Baht)	From GUNKUL Credit Line (Million Baht)
1. Overdraft Limit	-	1.00	7.00
2. Loan Guarantee	20.00	-	-
3. Loan Guarantee and Letter of Credit/trust receipt (Multi)	-	190.00	190.00
4. Letter of Credit/trust receipt	30.00	-	-
5. Foreign exchange forward contacts	1.00	20.00	30.00
Total	51.00	211.00	227.00

All these credit lines are guaranteed by the subsidiary's deposit, pledges of deposit account of the subsidiary, mortgages of land, buildings and equipment of the Company, the subsidiaries including the guaranteed by the parent company, subsidiaries, and Mr. Gunkul Dhumrongpiyawut and Miss Sopacha Dhumrongpiyawut, the company's directors.

Opinion of audit committee: This transaction is useful for the company, without asking for any return from the subsidiaries, related company and the persons have placed collaterals for the subsidiary's borrowing.

As of 31th December 2015, Rang Ngern Solution Co., Ltd., the subsidiary, got credit lines from 1 commercial bank for 4,127.60 Million Baht. Details are as follows:

Amount Type	Company's Credit Line	Shared Credit Line of GUNKUL (Million Baht)	From GUNKUL Credit Line (Million Baht)
1. Long term credit line	4,127.60	-	-
Total	4,127.60	-	-

All these credit lines are guaranteed by the right to claim the subsidiary's deposit, the right to claim the electrical contract and related contract, mortgages of land, buildings and equipment of the Company and the subsidiary's share certificate.

Opinion of audit committee: This transaction is reasonable as the subsidiary have placed collaterals for the borrowing.

As of 31th December 2015, Gunkul Chubu Powergen Co., Ltd, the subsidiary, got credit lines from 1 commercial bank, which are joint credit lines with the parent company for 2,347.55 Million Baht. Details are as follows:

Amount Type	Company's Credit Line	Shared Credit Line of GUNKUL (Million Baht)	From GUNKUL Credit Line (Million Baht)
1. Loan Guarantee and Letter of Credit/trust receipt (Multi)	-	0.45	1,804.43
2. Long term credit line	2,347.10	-	-
Total	2,347.10	0.45	1,804.43

All these credit lines are guaranteed by the right to claim the subsidiary's deposit, the right to claim the electrical contract and related contract, mortgages of land, buildings and equipment of the Company and the subsidiary's share certificate.

Opinion of audit committee: This transaction is reasonable as the subsidiary have placed collaterals for the borrowing.

As of 31st December 2015, G-Power Source Co., Ltd., the subsidiary, got credit lines from 1commercial bank, for 2931.00 Million Baht. Details are as follows:

Amount Type	Company's Credit Line	Shared Credit Line of GUNKUL (Million Baht)	From GUNKUL Credit Line (Million Baht)
1. Long term credit line	2,931.00	-	-
Total	2,931.00	-	-

All these credit lines are guaranteed by the right to claim the subsidiary's deposit, the right to claim the electrical contract and related contract, mortgages of land, buildings and equipment of the Company and the subsidiary's share certificate.

Opinion of audit committee: This transaction is reasonable as the subsidiary have placed collaterals for the borrowing.

24.1 Summary of relationship between the Company, subsidiaries and related companies/persons

Company	Symbol	Type of Business	Relationship
Subsidiaries : GUNKUL holding 100% stake			
Gunkul International (Mauritius)	GIM	Overseas Investment	December 31, 2015
			- GUNKUL was major shareholder of GIM for 100% stake.
Gunkul Investment (Sigapore) Pte. Ltd.	GIS	Overseas Investment	December 31, 2015
			- GIM was major shareholder of GIS for 100% stake.
Gunkul Myanmar Power (Hlawga)Ple, Ltd.	GMP	Overseas Investment	December 31, 2015
			- GIS was major shareholder of GMP for 100% stake.

Company	Symbol	Type of Business	Relationship
Subsidiaries : GUNKUL invest for 100% stake			
Sendai Okura Mega Solar Godo Kaisha	GK Sendai	Generating Electrical Power	December 31, 2015 - GIM and BGP invested in GK Sendai in total for 100% stake.
Kimitsu Mega Solar Godo Kaisha	GK Kimitsu	Generating Electrical Power	December 31, 2015 - GIM and BGP invested in GK Kimitsu in total for 100% stake.
Subsidiaries : GUNKUL holding 99.99% stake			
G.K. Assembly Co.,Ltd.	GKA	Manufacturing Electrical Products	December 31, 2015 - GUNKUL was major shareholder of GKA for 99.99% stake. - Shared shareholder between GKA and KUNKUL is Mr.Gunkul Dhumrongpiyawut holding 0.00005% stake - Shared directors between GKA and GUNKUL are Miss Sopacha Dhumrongpiyawut and Mrs.Areewan Roonprapan.
G.K.Power Products Co., Ltd.	GKP	Manufacturing Electrical Products	December 31, 2015 - GUNKUL was major shareholder of GKP for 99.99% stake. - Shared shareholder between GUNKUL and GKP are Mr.Gunkul Dhumrongpiyawut holding 0.001% stake in GKP. - Shared directors between GKP and GUNKUL are Miss Sopacha Dhumrongpiyawut and Mrs.Areewan Roonprapan.
K.N.P. Supply Co.,Ltd.	KNP	Supplying Electrical Products	December 31, 2015 - GUNKUL was major shareholder of KNP for 99.99 % stake. - Shared shareholder between GUNKUL and KNP are Mr. Gunkul Dhumrongpiyawut holding 0.0002% stake in KNP. - Shared directors between KNP and GUNKUL are Mr.Chaloempon Srichaoren.

Company	Symbol	Type of Business	Relationship
Wind Energy Development Co., Ltd.	WED	Generating Electrical Power	December 31, 2015 - GUNKUL was major shareholder of WED for 99.99% stake. - Shared shareholder between GUNKUL and WED are Mr. Gunkul Dhumrongpiyawut holding 0.001% stake in WED. - Shared directors between WED and GUNKUL is Miss Naruechon Dhumrongpiyawut, daughter of Mr. Gunkul Dhamrongpiyawut, and Mr. Somboon Aueatchasai. - Shared directors between WED and GCPG and GPS is Mr. Somboon Aueatchasai.
Greenovation Power Co., Ltd.	GNP	Generating Electrical Power	December 31, 2015 - GUNKUL was major shareholder of GNP for 99.99% stake. - Shared shareholder between GNP and GUNKUL are Mr. Gunkul Dhamrongpiyawut and Miss Naruechon Dhumrongpiyawut holding 0.00001% stake. - Shared director between GNP and GUNKUL is Miss Naruechon Dhumrongpiyawut
Korat Wind Energy Co., Ltd.	KWE	Generating Electrical Power	December 31, 2015 - GUNKUL was major shareholder of KWE for 99.99% stake. - Shared shareholder between KWE and GUNKUL are Mr. Gunkul Dhamrongpiyawut and Miss Sopacha Dhumrongpiyawut holding 0.01% stake. - Shared director between KWE and GUNKUL is Miss Sopacha Dhumrongpiyawut and Mr. Somboon Aueatchasai.
Gunkul Solar Power 1 Co., Ltd.	GSP-1	Generating Electrical Power	December 31, 2015 - GUNKUL was major shareholder of GSP-1 for 99.99% stake. - Shared shareholder between GUNKUL and GSP1 is Miss Sopacha Dhumrongpiyawut holding 0.01% stake and Mr. Somboon Aueatchasai holding 0.01% stake. - Shared director between GSP1 and GUNKUL is Miss Sopacha Dhumrongpiyawut.

Company	Symbol	Type of Business	Relationship
Gunkul Solar Power 2 Co., Ltd.	GSP-2	Generating Electrical Power	December 31, 2015 - GUNKUL was major shareholder of GSP-2 for 99.99% stake. - Shared shareholder between GSP-2 and GUNKUL is Miss Sopacha Dhumrongpiyawut. Holding 0.01% stake and Mr.Somboon Aueatchasai holding 0.01% stake. - Shared director between GSP-2 and GUNKUL is Miss Sopacha Dhumrongpiyawut.
Gunkul Solar Power 3 Co., Ltd.	GSP-3	Generating Electrical Power	December 31, 2015 - GUNKUL was major shareholder of GSP-3 for 99.99% stake. - Shared director between GSP-3 and GUNKUL is Miss Sopacha Dhumrongpiyawut.
Gunkul Solar Power 4 Co., Ltd.	GSP-4	Generating Electrical Power	December 31, 2015 - GUNKUL was major shareholder of GSP-4 for 99.99% stake. - Shared director between GSP-4 and GUNKUL is Miss Sopacha Dhumrongpiyawut.
Gunkul Solar Power 5 Co., Ltd.	GSP-5	Generating Electrical Power	December 31, 2015 - GUNKUL was major shareholder of GSP-5 for 99.99% stake. - Shared director between GSP-5 and GUNKUL is Miss Sopacha Dhumrongpiyawut.
Bright Green Power Co., Ltd.	BGP	Generating Electrical Power	December 31, 2015 - GUNKUL was major shareholder of BGP for 99.99% stake.
Siam Gunkul Solar Energy Co., Ltd.	SGSE	Generating Electrical Power	December 31, 2015 - GUNKUL was major shareholder of SGSE for 99.99% stake. - Share shareholder between SGSE and GUNKUL is Miss Sopacha Dhumrongpiyawut holding 0.01% stake and Mr.Somboon Aueatchasai holding 0.01% stake. - Shared director between SGSE and GUNKUL is Miss Sopacha Dhumrongpiyawut. - Shared director between SGSE and GCPG is Mr. Phongsakorn Damnoen.

Company	Symbol	Type of Business	Relationship
Solar Energy Society Co., Ltd.	SES	Generating Electrical Power	December 31, 2015 - GUNKUL was major shareholder of SES for 99.99% stake.
Gunkul Solar Roof1 Co., Ltd.	GSR-1	Generating Electrical Power	December 31, 2015 - GUNKUL was major shareholder of GSR-1 for 99.99% stake. - Shared shareholder between GSR-1 and GUNKUL is Miss Sopacha Dhumrongpiyawut holding 0.01% stake and Mr. Somboon Aueatchasai holding 0.01% stake. - Shared directors between GSR-1 and GUNKUL are Miss Sopacha Dhumrongpiyawut and Mr. Somboon Aueatchasai.
Gunkul Solar Community Co., Ltd.	GSC	Generating Electrical Power	December 31, 2015 - GUNKUL was major shareholder of GSC for 99.99% stake. - Shared directors between GSC and GUNKUL are Miss Sopacha Dhumrongpiyawut and Miss Naruechon Dhumrongpiyawut holding 0.01% stake and Mr. Somboon Aueatchasai holding 0.01% stake. - Shared directors between GSC and GUNKUL are Miss Sopacha Dhumrongpiyawut, Miss Naruechon Dhumrongpiyawut and Mr. Somboon Aueatchasai - Share director between GSC and GNP is Miss Naruechon Dhumrongpiyawut
Gunkul Power Development Co., Ltd.	GPD	Contractors and Generating Electric Power	December 31, 2015 - GUNKUL was major shareholder of GPD for 99.99% stake. - Shared director between GPD and GUNKUL is Miss Sopacha Dhumrongpiyawut holding 0.01% stake and Mr. Somboon Aueatchasai holding 0.01% stake. - Shared directors between GPD and GUNKUL are Miss Sopacha Dhumrongpiyawut and Mr. Somboon Aueatchasai

Company	Symbol	Type of Business	Relationship
Subsidiaries : GUNKUL holding for 99.97% stake			
Gunkul Solar Roof 2 Co., Ltd.	GSR-2	Generating Electrical Power	December 31, 2015 - GUNKUL was major shareholder of GSR-2 for 99.97% stake. - Shared shareholder between GSR-2 and GUNKUL is Miss Sopacha Dhumrongpiyawut holding 0.01% stake and Mr. Somboon Aueatchasai holding 0.01% stake. - Shared director between GSR-2 and GUNKUL are Miss Sopacha Dhumrongpiyawut and Mr. Somboon Aueatchasai
Subsidiaries : GUNKUL holding for 89.99% stake			
Gunkul LED Lighting co., Ltd.	GLED	Generating LED Bulbs	December 31, 2015 - GUNKUL was a shareholder of GLED for 89.99% stake. - Shared shareholder between GLED and GUNKUL is Miss Naruechon Dhumrongpiyawut holding 0.00001% stake - Shared director between GLED and GUNKUL are Miss Naruechon Dhumrongpiyawut and Mr. Somboon Aueatchasai
Subsidiaries : GUNKUL holding for 74.99% stake			
Gunkul and UCI Power Co., Ltd.	GUCI	Generating Electrical Power	December 31, 2015 - GUNKUL was major shareholder of GUCI for 74.99% stake. - Shared shareholder between GUCI and GUNKUL is Miss Sopacha Dhumrongpiyawut holding 0.001% stake. - Shared director between GUCI and GUNKUL are Miss Sopacha Dhumrongpiyawut, Mr. Somboon Aueatchasai, Miss Naruechon Dhumrongpiyawut and Mr. Chaloepon srirachoen.

Company	Symbol	Type of Business	Relationship
Subsidiaries : GUNKUL holding for 74.90% stake			
GO Bioenergy Co., Ltd.	GOB	Investing in Generating Electrical Power Business Company	December 31, 2015 - GUNKUL was a shareholder of GOB for 74.90% stake. - Shared shareholder between GOB and GUNKUL is Mr. Phongsakorn Damnoen holding 0.0003% stake. - Shared director between GOB and GUNKUL are Mr. Somboon Aueatchasai and Miss Naruechon Dhumrongpiyawut.
Outgrow A Co., Ltd.	OGA	Generating Electrical Power	December 31, 2015 - GOB was major shareholder of OGA for 99.99% stake, GUNKUL held OGA pass GOB. - Shared shareholder between OGA and GOB is Mr. Phongsakorn Damnoen holding 0.0013% stake. - Shared directors between OGA and GUNKUL are Mr. Somboon Aueatchasai and Miss Naruechon Dhumrongpiyawut. - Shared directors between OGA and GOB are Mr. Somboon Aueatchasai and Miss Naruechon Dhumrongpiyawut and Mr. Phongsakorn Damnoen.
Outgrow B Co., Ltd.	OGB	Generating Electrical Power	December 31, 2015 - GOB was major shareholder of OGB for 99.99% stake, GUNKUL held OGB pass GOB. - Share shareholder between OGB and GOB is Mr. Phongsakorn Damnoen holding 0.0013% stake. - Shared directors between OGB and GUNKUL are Mr. Somboon Aueatchasai and Miss Naruechon Dhumrongpiyawut - Shared directors between OGB and GOB are Mr. Somboon Aueatchasai, Miss Naruechon Dhumrongpiyawut and Mr. Phongsakorn Damnoen

Company	Symbol	Type of Business	Relationship
Outgrow D Co., Ltd.	OGD	Generating Electrical Power	December 31, 2015 - GOB was major shareholder of OGD for 99.99% GUNKUL held OGB pass GOB. - Shared shareholder between OGD and GOB is Mr. Phongsakorn Damnoen holding 0.0013% stake. - Shared shareholder between OGD and GUNKUL are Mr. Somboon Aueatchasai and Miss Naruechon Dhumrongpiyawut - Shared directors between OGD and GOB are Mr. Somboon Aueatchasai, Miss Naruechon Dhumrongpiyawut and Mr. Phongsakorn Damnoen
Outgrow E Co., Ltd.	OGE	Generating Electrical Power	December 31, 2015 - GOB was major shareholder of OGE for 99.99% stake, GUNKUL held OGB pass GOB. Shared shareholder between OGE and GOB is Mr. Phongsakorn Damnoen holding 0.0013% stake. - Shared directors between OGE and GUNKUL are Mr. Somboon Aueatchasai and Miss Naruechon Dhumrongpiyawut - Shared directors between OGE and GOB are Mr. Somboon Aueatchasai and Miss Naruechon Dhumrongpiyawut and Mr. Phongsakorn Damnoen
Outgrow Wood Supply A Co., Ltd.	OGW-A	Related to Power Plant Business	December 31, 2015 - GOB was major shareholder of OGW-A for 99.98% stake, GUNKUL held OGW-A pass GOB - Shared shareholder between OGW-A and GOB is Mr. Phongsakorn Damnoen holding 0.0100% stake. - Shared directors between OGW-A and GUNKUL are Somboon Aueatchasai and Miss Naruechon Dhumrongpiyawut. - Shared directors between OGW-A and GOB are Mr. Somboon Aueatchasai, Miss Naruechon Dhumrongpiyawut and Mr. Phongsakorn Damnoen.

Company	Symbol	Type of Business	Relationship
Outgrow Wood Supply B Co., Ltd.	OGW-B	Related to Power Plant Business	December 31, 2015 - GOB was major shareholder of OGW-B for 99.98% stake, GUNKUL held OGW-B pass GOB - Shared shareholder between OGW-B and GOB is Mr. Phongsakorn Damnoen holding 0.0100% stake. - Shared directors between OGW-B and GUNKUL are Mr. Somboon Aueatchasai and Miss Naruechon Dhumrongpiyawut - Shared directors between OGW-B and GOB are Mr. Somboon Aueatchasai and Miss Naruechon Dhumrongpiyawut and Mr. Phongsakorn Damnoen
Subsidiaries : GUNKUL holding for 67% stake			
Infinite Alternative Energy Co., Ltd.	IAE	Investing in Generating Electrical Power Business Company	December 31, 2015 - GUNKUL was major shareholder of IAE for 67.00% stake. - Shared director between IAE and GUNKUL are Mr. Somboon Aueatchasai and Miss Naruechon Dhumrongpiyawut.
Rang Ngern Solution Co., Ltd.	RNS	Generating Electrical Power	December 31, 2015 - AE was major shareholder of RNS for 99.99% stake, GUNKUL held RNS pass IAE - Shared director between RNS and GUNKUL is Miss Naruechon Dhumrongpiyawut
Subsidiaries : GUNKUL holding for 49.00% stake			
N.K. Power Sola Co., Ltd.	NK	Generating Electrical Power	December 31, 2015 - GUNKUL was a shareholder of NK for 49.00% stake. - Shared directors between GUNKUL and GPS are Miss Sopacha Dhumrongpiyawut and Mr. Somboon Aueatchasai. NK is controlled by GUNKUL. - Shared directors with GCPG are Mr. Somboon Aueatchasai and Mr. Phongsakorn Damnoen.

Company	Symbol	Type of Business	Relationship
The associates and Joint Venture: GUNKUL holding for 51.00% stake			
Gunkul Chubu Powergen Co., Ltd.	GCPG	Generating Electrical Power	December 31, 2015 - GUNKUL was major shareholder of GCPG for 51.00% stake. - GCPG is held by Dhumrongpiyawut family for 0.00005% stake. - Shared director between GCPG and GUNKUL is Mr.Somboon Aueatchasai - On February 28, 2015. GCPG had sold its shares to Chubu Electric Power G.B. ("CHUBU") for 40.00% stake, sharing control by GUNKUL On July 1, 2015. The Board of Committee made an agreement to change the company name from "Gunkun Powergen Co., Ltd. (GPG)" to "Gunkul Chubu Powergen Co., Ltd. (GCPG)"
Gunkul Myanmar Central Power 1 Co., Ltd.	GMCP-1	Overseas Investment	December 31, 2015 - GMP was major shareholder of GMCP-1 for 51.00% stake.
The associates and Joint Venture: GUNKUL holding for 40.00% stake			
G- Power Source Co., Ltd.	GPS	Generating Electrical Power	December 31, 2015 - GUNKUL was a shareholder of GPS for 40.00 % stake. - Shared director between GPS and GUNKUL are Miss Sopacha Dhumrongpiyawut and Mr. Somboon Aueatchasai.
Siam Wind Energy Co., Ltd.	SWE	Generating Electrical Power	December 31, 2015 - GUNKUL was a shareholder of SWE at 40.00% stake. - Shared shareholder between GUNKUL and SWE is Miss Naruechon Dhumrongpiyawut holding 0.01% stake. - Shared directors between SWE and GUNKUL are Miss Sopacha Dhumrongpiyawut and Mr. Somboon Aueatchasai, sharing control by GUNKUL.

Company	Symbol	Type of Business	Relationship
Joint Venture (No Sharing Control) : GUNKUL holding for 25.01% stake			
WHA Gunkul Green Solar Roof 1 Co., Ltd.	WHA_GSR-1	Generating Electrical Power	December 31, 2015 - GUNKUL was a shareholder of WHA_GSR-1 for 25.01% stake. - Shared director between WHA_GSR-1 GUNKUL is Miss Sopacha Dhumrongpiyawut.
WHA Gunkul Green Solar Roof 2 Co., Ltd.	WHA_GSR-2	Generating Electrical Power	December 31, 2015 - GUNKUL was a shareholder of WHA_GSR-2 for 25.01% stake. - Shared director between WHA_GSR-2 and GUNKUL is Miss Sopacha Dhumrongpiyawut.
WHA Gunkul Green Solar Roof 3 Co., Ltd.	WHA_GSR-3	Generating Electrical Power	December 31, 2015 - GUNKUL was a shareholder of WHA_GSR-3 for 25.01% stake. - Shared director between WHA_GSR-3 and GUNKUL is Miss Sopacha Dhumrongpiyawut.
WHA Gunkul Green Solar Roof 4 Co., Ltd.	WHA_GSR-4	Generating Electrical Power	December 31, 2015 - GUNKUL was a shareholder of WHA_GSR-4 for 25.01% stake. - Shared director between WHA_GSR-4 and GUNKUL is Miss Sopacha Dhumrongpiyawut.
WHA Gunkul Green Solar Roof 5 Co., Ltd.	WHA_GSR-5	Generating Electrical Power	December 31, 2015 - GUNKUL was a shareholder of WHA_GSR-5 for 25.01% stake. - Shared director between WHA_GSR-5 and GUNKUL is Miss Sopacha Dhumrongpiyawut.
WHA Gunkul Green Solar Roof 6 Co., Ltd.	WHA_GSR-6	Generating Electrical Power	December 31, 2015 - GUNKUL was a shareholder of WHA_GSR-6 for 25.01% stake. - Shared director between WHA_GSR-6 and GUNKUL is Miss Sopacha Dhumrongpiyawut.
WHA Gunkul Green Solar Roof 8 Co., Ltd.	WHA_GSR-8	Generating Electrical Power	December 31, 2015 - GUNKUL was a shareholder of WHA_GSR-8 for 25.01% stake - Shared director between WHA_GSR-8 and GUNKUL is Miss Sopacha Dhumrongpiyawut.

Company	Symbol	Type of Business	Relationship
WHA Gunkul Green Solar Roof 9 Co., Ltd.	WHA_GSR-9	Generating Electrical Power	December 31, 2015 - GUNKUL was a shareholder of WHA_GSR-9 for 25.01% stake - Shared director between WHA_GSR-9 and GUNKUL is Miss Sopacha Dhumrongpiyawut.
WHA Gunkul Green Solar Roof 10 Co., Ltd.	WHA_GSR-10	Generating Electrical Power	December 31, 2015 - GUNKUL was a shareholder of WHA_GSR-10 for 25.01% stake. - Shared director between WHA_GSR-10 and GUNKUL is Miss Sopacha Dhumrongpiyawut.
WHA Gunkul Green Solar Roof 16 Co., Ltd.	WHA_GSR-16	Generating Electrical Power	December 31, 2015 - GUNKUL was a shareholder of WHA_GSR-16 for 25.01% stake. - Shared director between WHA_GSR-16 and GUNKUL is Miss Sopacha Dhumrongpiyawut.
WHA Gunkul Green Solar Roof 17 Co., Ltd.	WHA_GSR-17	Generating Electrical Power	December 31, 2015 - GUNKUL was shareholder of WHA_GSR-17 for 25.01% stake. - Shared director between WHA_GSR-17 and GUNKUL is Miss Sopacha Dhumrongpiyawut
Related Companies			
Gunkul Group Co., Ltd.	GKG	Holding company	- GKG is major shareholder of GUNKUL with 59.97% stake. - GKG is held by Dhumrongpiyawut family at 99.64% stake. - GKG has shared director with GUNKUL which is Mr. Gunkul Dhumrongpiyawut
Future Electrical Control Co., Ltd.	FEC	Contractor	- FEC has joined major shareholder with GUNKUL which is GKG Co., Ltd. and Dhumrongpiyawut family by holding 95% and 3.60% respectively. - Previously, FEC was importer of transmission equipment to sell to GUNKUL. Now FEC has changed its business objective to contractor, while transmission equipment business was terminated since 2008.
Kulnatee Co., Ltd.	KNT	Marine Transport in Asian Region	- Major shareholder of KNT is Sricharoen family holding 97.93% stake, Sricharoen family is family of Miss Sopacha Dhumrongpiyawut

Company	Symbol	Type of Business	Relationship
Gunkul Trading & Agency Co., Ltd.	GKT	International Marine Transport	- GKT is held by Dhumrongpiyawut family, major shareholding of GKG, Dhumrongpiyawut family holds 66.00% stake. - Shared director between GKT and GUNKUL is Miss Sopacha Dhumrongpiyawut
Gunkul Marine Line Co., Ltd.	GML	Operating Closed	- GML is held by Dhumrongpiyawut family holding 97.00% stake. - Shared director between GML and GUNKUL is Mr. Gunkul Dhumrongpiyawut
Gunkul Engineering (2000) Co., Ltd.	GK2000	Rental	- Major shareholders of GK2000 are GKG and Dhumrongpiyawut family holding 100% stake. - Shared director between GK2000 and GUNKUL is Mr. Gunkul Dhumrongpiyawut
G.M. Supply & Construction Co., Ltd.	GMS	Rental	- GMS is held by Dhumrongpiyawut family holding 98.00% stake. - Shared director between GMS and GUNKUL is Mr. Gunkul Dhumrongpiyawut
Gunkul Power Co., Ltd.	SGP	Electricity Industry	- SGP is held by Dhumrongpiyawut family holding 75.00% stake. - Shared director between SGP and GUNKUL is Mr. Gunkul Dhumrongpiyawut
Siam Future Co., Ltd.	SF	Electricity Industry	- Major shareholder of SF is GKG holding 99.97% stake. - Share director between SF and GUNKUL is Miss Sopacha Dhumrongpiyawut and Miss Naruechon Dhumrongpiyawut holding 0.01% stake. - Shared director between SF and GUNKUL is Miss Sopacha Dhumrongpiyawut and Miss Naruechon Dhumrongpiyawut.
Happy Green 2558 Co., Ltd.	HPG	Electricity Industry	- Major shareholder of HPG is GKG holding 99.94% stake. Miss Sopacha Dhumrongpiyawut and Miss Naruechon Dhumrongpiyawut holding 0.01% stake. - Shared directors between HPG and GUNKUL are Miss Sopacha Dhumrongpiyawut and Miss Naruechon Dhumrongpiyawut.
Tech-Green Co., Ltd.	TG	Electricity Industry	- Major shareholder of TG is GKG holding 99.94% stake, Miss Sopacha Dhumrongpiyawut and Miss Naruechon Dhumrongpiyawut holding 0.01% stake each. - Shared directors of TG and GUNKUL are Miss Sopacha Dhumrongpiyawut and Miss Naruechon Dhumrongpiyawut.

Company	Symbol	Type of Business	Relationship
Thanasap 2558 Co., Ltd.	TNS	Electricity Industry	- Major shareholder of is GKG holding 99.94% stake. Miss Sopacha Dhumrongpiyawut and Miss Naruechon Dhumrongpiyawut holding 0.01% stake each. - Shared directors between TNS and GUNKUL are Miss Sopacha Dhumrongpiyawut and Miss Naruechon Dhumrongpiyawut
Entirety Sap Co., Ltd.	ETS	Electricity Industry	- Major shareholder of ETS is GKG holding 99.94% stake, Miss Sopacha Dhumrongpiyawut and Miss Naruechon Dhumrongpiyawut holding 0.01% stake each. - Shared director between ETS and GUNKUL are Miss Sopacha Dhumrongpiyawut and Miss Naruechon Dhumrongpiyawut.
Gunkul Tech Co., Ltd.	GTC	Technology	- Share holder of GTC is GKG which holding 50.00% stake and Mr.Somboon Aueatchasai holding 0.01% stake. - Shared director of GTC and GUNKUL are Miss Sopacha Dhumrongpiyawut and Mr. Somboon Aueatchasai
Noppakul Co., Ltd.	NPK	Chattel and Realty	- Major shareholder of NPK is Miss Naruechon Dhumrongpiyawut holding 82.00% stake and Sricharoen family holds 9.00% stake. - Shared director between NPK and GUNKUL is Miss Naruechon Dhumrongpiyawut.
Joint Venture between Sri-U-Thong and Future Electrical Control	JV-Sri&FEC	Contractor	- Joint venture between Sri-U-Thong and Future Electrical Control has FEC as partner to do contracting business.
Joint venture between FEC and SAC	JV-FEC & SAC	Contractor	- Joint venture between FEC and SAC has FEC as partner to do contracting business.
P.M. Building Group Co., Ltd.	PMBG	Rental	- Share holder of PMBG is Ms. Fahmui Trikanjanothai, she is a relative of Mr.Gunkul Dhumrongpiyawut.

Company	Symbol	Type of Business	Relationship
Related Person			
Mr. Gunkul Dhumrongpiyawut	-	Director	- Mr. Gunkul Dhumrongpiyawut and family holds 59.97% stake in GKG which is major shareholder of GUNKUL. He is GUNKUL's President.
Miss Sopacha Dhumrongpiyawut	-	Director	- Miss Sopacha Dhumrongpiyawut is Mr.Gunkul Dhumrongpiyawut's wife. She is the President and CEO of GUNKUL.
Miss Naruechon Dhumrongpiyawut	-	Director	- Miss Naruechon Dhumrongpiyawut is Mr.Gunkul Dhumrongpiyawut 's daughter. She is a director of GUNKUL.
Mr. Pawich Dhumrongpiyawut	-	Mr. Gunkul Dhumrongpiyawut's son	- Mr. Pawich Dhumrongpiyawut is Mr.Gunkul Dhumrongpiyawut's son.
Mr. Chaloepon Sricharoen	-	Director	- Mr. Chaloepon Sricharoen is Miss Sopacha Dhumrongpiyawut's brother. He is a director of GUNKUL.



24.2 Summary of related transactions in 2014 and 2015

(1) Sales of goods and rendering of service

Company	Related Companies	Type of Transaction	Size		Reason and necessity
			2014 (Million baht)	2015 (Million baht)	
GUNKUL	GKA	Sale of goods	2.18	2.25	GUNKUL sold raw material to GKA on cost plus 5-30% profit, for production of finished goods.
		Account receivables	0.72	0.82	
	GKP	Sale of goods	0.11	0.008	GUNKUL sold raw material to GKP on cost plus 5-30% profit, for production of finished goods.
		Account receivables	0.08	-	
	KNP	Sale of goods	75.70	21.35	GUNKUL sold finished goods to KNP for selling to the client who works in government group on cost plus 5-30% profit.
		Account receivables	0.65	1.36	
	FEC	Sale of goods	3.06	1.56	GUNKUL sold finished goods to FEC for use in construction which is the main business of FEC on cost plus 5-30% which is comparable to other clients.
		Account receivables	1.88	1.11	
	KNT	Sale of goods	0.06	0.10	GUNKUL sold finished goods to KNT for us in marine transport on cost plus 5-30% which is comparable to other clients.
		Account receivables	0.02	0.01	
	GPS	Service revenue O&M	21.90	23.76	GUNKUL signed the Operation & Maintenance (O&M) contract amount 104.30 million baht of 4 solar power plants for GPS in the capacity of 6.5 MW x 4 sites, Takeed, Tasang , Dongkorn and Buengsampun for 5 years.
	GCPG	Construction of power plants	19.70	-	GUNKUL signed the EPC contract for additional Bankluay in the capacity of 0.69 MW for amount 19.70 million baht to GCPG cost plus 5-16% profit.
		Account receivables - construction work	21.08	21.08	

Company	Related Companies	Type of Transaction	Size		Reason and necessity
			2014 (Million baht)	2015 (Million baht)	
		Service revenue O&M	25.01	24.99	GUNKUL signed the Operation & Maintenance (O&M) with GCPG 4 solar power plants for 5 years, Site Vicienburi size 8MW for 40.80 million baht, Site Srichula size 8MW for 40.80 million baht, Site Nurnpor size 4.5 MW for 25.50 million baht and Buengsampan size 3 MW for 20.40 Million Baht.
		Unearned service revenue O&M	0.67	0.52	
		Advanced service revenue O&M	4.39	4.39	
		Service revenue S&A	4.37	4.54	GUNKUL signed the service agreement with GCPG for 5 years starting on 1st of January 2013 to 31st December 2017 by service fee of 375,000.00 baht per month (2015 : service fee 378,560.00 baht per month)
		Unearned service revenue S&A	0.39	0.41	
NK		Account receivables construction work	33.05	-	GUNKUL signed the EPC contract to construct solar power plant in the capacity of 0.94 MW to NK.
		Sale of goods	0.02	-	GUNKUL sold finished goods to NK in order to maintain equipment on cost plus 5-30%
		Service revenue O&M	1.50	1.50	GUNKUL signed the O&M agreement with NK at Bo Ploy branch, Kanchanaburi province, capacity 0.94 Mw amount 7.65 million baht for 5 years on November 16, 2013-November 15, 2018.
GPD		Sale of goods	4.80	9.09	GUNKUL sold finished goods to GPD for solar power plant construction on cost plus 5-30%
		Account receivables	0.55	9.46	
GLD		Sale of goods	0.01	0.03	GUNKUL sold finished goods to for solar power plant construction on cost plus 5-30%
SGSE		Sale of goods	-	19.00	GUNKUL sold electrical and solar panel to SGSE for solar power rooftop on cost plus 5-30%
		Account receivables	-	-	
SES		Sale of goods	-	10.57	GUNKUL sold electrical equipments and Inverter to SES for solar cell rooftop on cost plus 5-30%
		Account receivables	-	-	

Company	Related Companies	Type of Transaction	Size		Reason and necessity
			2014 (Million baht)	2015 (Million baht)	
GKA	RNS	Sale of goods	-	1.72	GUNKUL sold finished goods PV, Inverter & DC to RNS for solar cell on cost plus 5-30%
		Account receivables	-	1.85	
	KNP	Sale of goods	71.49	69.32	GKA sold finished goods to KNP for selling to the client who works in government group on cost plus 5-30% profit.
		Account receivables	11.48	-	
	GKP	Sale of goods	52.83	24.01	GKA sold raw material to GKP to produce finished goods on cost plus 5-30%
		Service revenue	2.55	-	
		Account receivables	17.62	3.56	
	GLED	Sale of goods	0.91	9.39	GKA Sold raw materials to GLED on cost plus 5-30%, for production of finished goods.
		Service revenue	-	0.07	
		Account receivables	-	9.25	
	FEC	Sale of goods	13.39	409.30	GKA manufactures metal parts and render services to FEC. FEC uses the goods for construction of steel structure of solar cell panels and EPC construction works from GUNKUL on cost plus 5-30%.
		Service revenue	3.46	54.98	
		Account receivables	9.64	16.06	
		Deposit Account of goods	1.20	-	
	GPD	Service revenue	0.39	-	GKA screening panel for GPD
		Sale of goods	-	0.09	GKA sold raw materials to GPD for production finished goods on cost plus 5 -30%
GKP	KNP	Sale of goods	43.96	51.65	GKP sold finished goods to KNP for selling to the client who works in government group on cost plus 5-30% profit.
		Account receivables	6.63	7.28	
	GPD	Sale of goods	-	12.10	GKP sold finished goods to GPD for solar power plant construction on cost plus 5-30% which is comparable to other clients.
		Account receivables	-	8.42	

Company	Related Companies	Type of Transaction	Size		Reason and necessity
			2014 (Million baht)	2015 (Million baht)	
	FEC	Sale of goods	-	2.13	GKP sold finished goods to FEC uses for construction which is the main business of FEC on cost plus 5-30% which is comparable to other clients.
		Account receivables	-	0.01	
	RNS	Sale of goods	-	182.12	GKP sold finished goods to RNS for solar power work on cost plus 5-30%
		Account receivables	-	1.14	
GLED	FEC	Sale of goods	1.07	0.71	GLED sold LED Lighting bulbs for FEC to install street lamp on cost plus 5-30% which is comparable to other clients.
		Account receivables	1.14	-	
GPD	GSR1	Account receivables construction work	18.66	-	GPD was hired by GSR1 to build the solar rooftop capacity 241.92 KW at GKA contract value 16.92 million baht.
	GSP2	Account receivables construction work	35.41	-	GPD was hired by GSR2 to build the solar rooftop capacity 538.56 KW at Chonburi province, contract value 35.41 million baht.
	WHA_GSR-1	Account receivables construction work	40.28	-	GPD was hired by WHA GSR-1 to build the solar rooftop capacity 636.48 KW at Samutpakarn province, contract value 40.28 million baht.
		Service revenue O&M	0.23	0.52	GPD signed the Operation & Maintenance (O&M) with WHA_GSR-1, WHA_GSR-3, and WHA_GSR-6 WHA_GSR-17 total 5 places for 5 years starting the contract on July 16, 2014 with contract value 14.13 million baht.
		Unearned service revenue O&M	0.04	0.04	
		Advanced payment	1.26	-	
	WHA_GSR-3	Account receivables construction work	51.10	-	GPD was hired by WHA GSR-1 to build the solar rooftop capacity 832.32 KW at Samutpakarn province, contract value 51.10 million baht.
		Service revenue O&M	0.31	0.69	GPD signed the Operation & Maintenance (O&M) with WHA_GSR-1, WHA_GSR-3, WHA_GSR-6 WHA_GSR-17 total 5 places for 5 years starting contract on July 16, 2014 contract value 14.13 million baht.
		Unearned service revenue O&M	0.06	0.06	
		Advanced payment	1.66	-	
					GPD advanced VAT fees for WHA_GSR-3 to import electrical equipment from oversea.

Company	Related Companies	Type of Transaction	Size		Reason and necessity
			2014 (Million baht)	2015 (Million baht)	
WHA_GSR-6		Account receivables construction work	51.10	-	GPD was hired by WHA GSR-6 to build the solar rooftop capacity 832.32 KW at Samutpakarn province, contract value 51.10 million baht.
		Service revenue O&M	0.31	0.50	GPD signed the Operation & Maintenance (O&M) with WHA_GSR-1, WHA_GSR-3, WHA_GSR-6 WHA_GSR-17 total 5 places for 5 years starting contract on July 16,2014 contract value 14.13 million baht.
		Unearned service revenue O&M	0.06	0.06	
		Advanced payment	1.69	1.69	GPD advanced VAT fees for WHA_GSR-6 to import electrical equipment from oversea.
WHA_GSR-17		Account receivables construction work	56.53	-	GPD was hired by WHA_GSR-17 to build the solar rooftop capacity 997.560 KW at Samutpakarn province, contract value 56.53 million baht.
		Service revenue O&M	0.37	0.81	GPD signed the Operation & Maintenance (O&M) with WHA_GSR-1, WHA_GSR-3, WHA_GSR-6 WHA_GSR-17 total 5 places for 5 years starting contract on July 16,2014 contract value 14.13 million baht.
		Unearned service revenue O&M	0.07	0.07	
		Advanced payment	1.97	-	GPD advanced VAT fees for WHA_GSR-17 to import electrical equipment from oversea.
SES		Advanced payment	-	0.06	GPD advanced VAT fees for SES to import electrical equipment from oversea.
		Account receivables construction work	-	10.00	GPD was hired by SES to build the solar rooftop capacity 873.60 KW at Pranakorn Nua 1, contract value 10.00 million baht.
		Account receivables construction work	-	1.60	
SGSE		Account receivables construction work	-	14.33	GPD was hired by SGSE to build the solar rooftop and the project Solar Roof SSW Donmuang capacity 873.60 KW contract value 14.33 million baht
RNS		Service revenue O&M	-	1.59	GPD signed the Operation & Maintenance (O&M) with RNS total 10 places for 5 years starting contract on November 10,2015 - October 10,2020 total amount for 10 contracts is 259.09 million baht.

(2) Purchase of goods and taking of services

Company	Related Companies	Type of Transaction	Size		Reason and necessity
			2014 (Million baht)	2015 (Million baht)	
GUNKUL	GKP	Purchase of goods	209.15	143.64	GUNKUL bought finished goods from GKP for selling to company's customer on cost plus 5-30% and hiring service from GKP on cost 5-30%
		Account payables	92.98	56.60	
	GKA	Purchase of goods	142.34	122.12	GUNKUL bought finished goods from GKA for selling to company's customer on cost plus 5-30%
		Account payables	36.42	20.41	
	KNP	Purchase of goods	27.62	36.92	GUNKUL bought finished goods from KNP for selling to company's customer on cost plus 5-30%
		Account payables	23.52	-	
	GLED	Purchase of goods	-	0.91	GUNKUL bought finished goods from โคมไฟ และหลอดประหยัดไฟแอลอีดี 1 จาก GLED
		Account payables	-	0.48	
	FEC	Construction work/ Service	159.29	49.97	GUNKUL signed contract for the construction of the power plant and wind energy size 60 MW (Subplu1:8 MW, Subplu2: : 2 MW,Wayu: 50 MW) located at Huay Bong, Dan Khuntod, Nakornrachasima, contract value 340 million baht.
		Account payables	1.02	53.47	
		Account receivables	14.71	14.81	
	GPD	Purchase of goods	0.43	7.45	GUNKUL bought the goods from GPD for selling to the company's customers on cost plus 5-30% profit
		Account payables	0.04	-	
GKA	GKP	Purchase of goods	1.08	1.07	GKA bought raw material from GKP to production the finished goods on cost plus 5-30%
		Account payables	0.45	0.59	
	FEC	Purchase of goods	0.01	0.06	GKA bought Ground Screw from FEC on cost plus 5-30%
		Account payables	0.01	-	
	GLED	Purchase of goods	0.01	0.14	GKA bought LED bulbs from GLED for office uses.
		Account payables	0.01	0.02	

Company	Related Companies	Type of Transaction	Size		Reason and necessity
			2014 (Million baht)	2015 (Million baht)	
WED	FEC	Construction	47.84	99.22	WED hiring FEC to construct the electric post and electric high voltage line management 115 KV at Huaybong, Nakornrachasima, value contract 147.07 million baht.
		Account receivables construction work	12.32	-	
		Creditor insurance contributions	-	14.71	
GPD	FEC	Fees	7.31	58.02	GPD signed contract to hiring the power plant and solar power size 8 MW at Tahkwean, Wattana Nakorn , Sakaew contract valued 67.91 million baht and the management of Solar Roof project.
		Trade payables	-	2.04	
		Creditor insurance contributions	-	6.12	
	GUNKUL	Fees	0.05	-	GPD provided GUNKUL's officer to work in factory for construction project and solar power rooftop.
	KNP	Fees	0.01	-	GPD provided KNP's officer to work in factory for construction project and solar power rooftop
GKP	GLED	Purchase of goods	0.05	0.04	GKP bought LED bulbs from GLED for office uses.
		Account payables	0.05	0.01	
SGSE	FEC	Fees	0.13	-	SGSE hired FEC to check strength of factory rooftop structure, project management and electrical system before run power supply.
SES	FEC	Fees	0.13	-	SES hired FEC to check strength of factory rooftop structure, project management and electrical system before run power supply.

(3). Acquisition and divestment of assets and rental

Company	Related Companies	Type of Transaction	Size		Reason and necessity
			2014 (Million baht)	2015 (Million baht)	
GUNKUL	GK2000	Rental	5.60	4.20	GK 2000 rented land and building from Mr. Gunkul dhumrongpiyawut and then re-rent it to GUNKUL to use as warehouse (Ruamjit) and warehouse (Pichai) with three-years contract starting from July 1, 2012 to June 30, 2015, at average rental rate of 467,000.00 baht/ month 79.43 baht/sq.m for land and building (average rental calculated from average rental to premise space) and 139,000 baht/month or 249.10 baht/sq.wah for land. This rental rate is close to rate that is appraised by independent appraiser, Noble Property Company Limited, at 79.51 baht/sq.m. for Ruamjit and 248.33 baht/sq.wah for Pichai warehouse.
	GMS	Rental	1.43	1.43	GMS who leased 2 little deeds of land including building with Mr.Gunkul Dhumrongpiyawut in the toal 0-3-31 Rai (331 squaremeters) at Soi Watsawasdiwari Srimaram, Nakornchaisri Road, Nakornchaisri, Dusit, Bangkok and sublease to GUNKUL in the purpose of office and garage using during 17th April 2013 - 31st December 2015 by retal fee in amount of 119,000 baht per month which referred to the appraisal from independent appraiser, Thai Surveyor and Advisory Co.,Ltd.
	NK	Rental Income	0.18	0.18	NK Signed lease agreement with GUNKUL for title deed of land NorSor 3 no. 86 located at Nongkum, Borploy, Karnchanaburi Province in the total area of 19-2-23 Rai for solar power plant construction in the capacity of 0.94 Mw starting 12th June 2013 for 26 years in total rental amount of 6.06 million baht.
		AdvanceRental Revenue	0.08	0.08	
	GSR1	Rental Income	0.01	0.02	GUNKUL allowed GSR1 to rent factory's rooftop in order to install solar panel 600 Sq.m during 3 years, rental fees 1 Sq.m./3 baht (starting September 3,2014)

Company	Related Companies	Type of Transaction	Size		Reason and necessity
			2014 (Million baht)	2015 (Million baht)	
GKA	GKP	Rental Income	1.20	1.20	GKA rented manufacturing building to GKP to use for goods assembly, with 3 year contract starting from 1 July 2012-30 July 2015 at rental rate of 100,000 baht/month.
	GLED	Rental Income	0.29	0.58	GKA rented some part of factory area to GLED to manufacturing Led bulbs lighting, area size 380 sq.m. at 110/22 M.2, T.Mahasawat , Bang Kruay, Nonthaburi. Agreement during 3 years starting July 1, 2014-June 30, 2017 rental 48,000.00 baht/month.
	GSR1	Rental Income	0.04	0.12	GKA rented factory rooftop area to GSR1 for install solar panels 3,456 sq.m. Agreement during 3 years rented per month is 3 baht/sq.m (starting September 2, 2014).
		Unreceived Rental	0.01	-	
	Director	Rental	0.69	0.69	GKA signed a contract to rent land 3,472 sq.m. on 2 title deeds of land, on Plai Bang Road, Nonthaburi from Mr. Gunkul Dhumrongpiyawut for use as supplies and goods storage in the rental fee of 57,800 baht per month during 1st January 2012 until 31st December 2015 where the land is located near GKA's factory.
GKP	GMS	Rental	0.50	0.50	GMS rented land and building from Mr. Gunkul dhumrongpiyawut and re-let them to GKP for use as office, testing building and warehouse. The term of rent agreement is 3 years starting from 1 July 2012-30 June 2015 at rental rate of 42,000 baht/month or 49.41 baht/sq.m., which is close to rental rate as appraised by Noble Property, an independent appraiser, at 49.75 baht8/sq.m.
KNP	GK 2000	Rental	1.06	1.06	GK2000 who rented land and warehouse (Ratchaneekorn) from Mr. Gunkul Dhumrongpiyawut re-lets the land and warehouse (Ratchaneekorn) to KNP for use s office, testing building and warehouse. The term of contract is 3 years from 1 July 2012 - 30 June 2015 at total rental rate of 88,500 baht/month. When calculating only rental for head office building, the rental rate is 83.33 baht/month and the rental rate for warehouse (Ratchaneekorn) is 135.71 baht/sq.m. which are closed to rental rates as appraised by Noble Property, an independent appraiser, at 82.75 baht/sq.m. and 135.89 baht/sq.m. respectively.

Company	Related Companies	Type of Transaction	Size		Reason and necessity
			2014 (Million baht)	2015 (Million baht)	
GLED	PMBG	Fees and Service	-	0.70	GLED rented the office area of PM and PMBG Building to be the head office size 225 sq.m. located at 23 Ruamjit Road, Nakornchisri , Dusit Bangkok during 3 years contract from 9 January 2015 - 8 January 2018, rental rate 28,125.00 baht/month including the service contract of the building at rate 28,125 baht/ month.
GNP	Director	Purchase of Land	13.34	-	GNP bought land 223.31 Rai at Huay Bong, Nakornrachasrma province from Miss Naruechon Dhumrong phiyawut, Gunkul's director for average price 59,700 baht/Rai and total amount 13.34 million baht, which is lower than cost appraisal by Noble Property Co., Ltd. that is 40.70 million baht.

(4) Financial Support

Company	Related Companies	Type of Transaction	Size		Reason and necessity
			2014 (Million baht)	2015 (Million baht)	
GUNKUL	KNP	<u>Short-term borrowing</u>			GUNKUL borrowed money from KNP for working capital by issuing promissory notes with 3.00-4.60% p.a. interest. (2013:3.00-6.1813% per year) The interest rates are mutually agreed.
		Borrowing	20.61	-	
		Payment	<u>(20.61)</u>	<u>-</u>	
		Balance	<u>-</u>	<u>-</u>	
		Interest expense	0.30	-	

Company	Related Companies	Type of Transaction	Size		Reason and necessity
			2014 (Million baht)	2015 (Million baht)	
WED	WED	Short-term borrowing			GUNKUL borrowed money from WED for working capital by issuing promissory note with 3.00-4.60% p.a. (2013:3.00-6.1813% per year). The interest rates are mutually agreed.
		Borrowing	336.00	180.50	
		Payment	(155.50)	(180.50)	
		Balance	<u>180.50</u>	<u>-</u>	
		Interest expense	7.09	1.15	
		Unpaid interest	1.25	-	
GNP	GNP	Short-term borrowing			GUNKUL borrowed money from GNP for working capital by issuing promissory note with 3.00-4.60% p.a. (2013:3.00-6.1813% per year). The interest rates are mutually agreed.
		Borrowing	50.00	50.00	
		Payment	-	(50.00)	
		Balance	<u>50.00</u>	<u>-</u>	
		Interest expense	0.23	0.51	
		Unpaid interest	0.23	-	
GPD	GPD	Short-term borrowing			GUNKUL lent money to GPD for working capital by issuing promissory note with 3.00-4.60% p.a. (2013:3.00-6.1813% per year). The interest rates are mutually agreed.
		Borrowing	22.00	-	
		Payment	(22.00)	-	
		Balance	<u>-</u>	<u>-</u>	
		Interest received	0.19	-	
GLED	GLED	Short-term borrowing			GUNKUL lent money to GLED for working capital by issuing promissory note with 3.00-4.60% p.a. (2013:3.00-6.1813% per year). The interest rates are mutually agreed.
		Borrowing	7.00	14.00	
		Payment	-	(7.00)	
		Balance	<u>7.00</u>	<u>7.00</u>	
		Interest received	0.00	0.06	

Company	Related Companies	Type of Transaction	Size		Reason and necessity
			2014 (Million baht)	2015 (Million baht)	
	GKA	<u>Short-term borrowing</u>			GUNKUL lent money to GKA for working capital by issuing promissory note with 3.15-3.24% p.a. The interest rates are mutually agreed.
		Borrowing	-	74.40	
		Payment	-	(74.40)	
		Balance	-	-	
		Interest received	-	0.79	
	BGP	<u>Short-term borrowing</u>			GUNKUL lent money to BGP for working capital by issuing promissory note with 3.24% per year. The interest rates are mutually agreed.
		Borrowing	-	6.00	
		Payment	-	(6.00)	
		Balance	-	-	
		Interest received	-	0.06	
	RNS	<u>Short-term borrowing</u>			GUNKUL lent money to RNS for working capital by issuing promissory note with 4.70% per year. The interest rates are mutually agreed.
		Borrowing	-	300	
		Payment	-	-	
		Balance	-	300	
		Interest received	-	1.75	
	WED	<u>Short-term borrowing</u>			GUNKUL lent money to WED for working capital by issuing promissory note with 3.13% per year. The interest rates are mutually agreed.
		Borrowing	-	150	
		Payment	-	-	
		Balance	-	150	
		Interest received	-	0.05	

Company	Related Companies	Type of Transaction	Size		Reason and necessity
			2014 (Million baht)	2015 (Million baht)	
WHA-GSR_1	Short-term borrowing	Borrowing	9.00	-	GUNKUL lent money to WHA-GSR_1 for working capital by issuing promissory note 5.975% per year. The interest rates are mutually agreed.
		Payment	(9.00)	-	
		Balance	-	-	
		Interest received	0.09	-	
WHA-GSR_3	Short-term borrowing	Borrowing	12.00	-	GUNKUL lent money to WHA-GSR_3 for working capital by issuing promissory note with 5.975% per year. The interest rates are mutually agreed.
		Payment	(12.00)	-	
		Balance	-	-	
		Interest received	0.12	-	
WHA-GSR_6	Short-term borrowing	Borrowing	12.00	-	GUNKUL lent money to WHA-GSR_6 for working capital by issuing promissory note with 5.975% per year. The interest rates are mutually agreed.
		Payment	(12.00)	-	
		Balance	-	-	
		Interest received	0.12	-	
WHA-GSR_17	Short-term borrowing	Borrowing	13.00	-	GUNKUL lent money to WHA-GSR_17 for working capital by issuing promissory note with 5.975% per year. The interest rates are mutually agreed.
		Payment	(13.00)	-	
		Balance	-	-	
		Interest received	0.13	-	
GIM	Receivables Advances		13.56	-	GUNKUL gave advanced payment to GIM, to be the deposit of the share value in Sendai Okura Mega Solar Godo Kaisha, Japan and changed to the share value amount for the investment.

Company	Related Companies	Type of Transaction	Size		Reason and necessity
			2014 (Million baht)	2015 (Million baht)	
GK Sendai	GKG	<u>Borrowing from related person and company</u>			GK Sendai borrowed short term credit from GKG for company's uses with no interest.
		Borrowing	4.93	13.98	
		Payment	-	(13.98)	
		Balance	4.93	0	
GIM	Director	<u>Borrowing from related person and company</u>			GIM borrowed short term credit from Mr. Gunkul Dhumrongpiyawut to pay the overpayment of shares value in the investment Sendai Okura Mega Solar Godo Kaisha, Japan with no interest.
		Borrowing	18.27	-	
		Payment	(18.27)	-	
		Balance	-	-	
KWE	Director	<u>Borrowing from related person and company</u>			KWE borrowed short term credit from Miss Sopacha Dhumrongpiyawut to pay the amount due of KWE with no interest.
		Borrowing	-	41.00	
		Payment	-	(41.00)	
		Balance	-	-	

(5) Other items

Company	Related Companies	Type of Transaction	Size		Reason and necessity
			2014 (Million baht)	2015 (Million baht)	
GUNKUL	GKA	Dividend income	80.00	80.00	GUNKUL got dividend, from GKA approved by Board of director meeting no. 3/2558 on March 17, 2015 and meeting no. 6/2015 on December 18, 2015. Interim dividend payment was approved ending December 31, 2013 and September 30, 2014 rate of 15 baht/share and on September 30, 2015 rate of 25 baht/share for 199,998 shares held (par value 100.00 baht each), dividend totally 80.00 million baht (30+50 million baht) and expected to pay in March 2015 and March 2016 respectively.
	GKP	Dividend income	50.00	45.00	GUNKUL got dividend, from GKP approved by Board of director meeting no. 3/2558 on March 17, 2015 and meeting no. 6/2015 on December 18, 2015. Interim dividend payment was approved ending December 31, 2013 and September 30, 2014 rate of 200 baht/share and on September 30, 2015 rate of 250 baht/share for 99,998 shares held (par value 1000.00 baht each), dividend totally 45.00 million baht (20+25 million baht) and expected to pay in March 2015 and March 2016 respectively.
	KNP	Dividend income	29.00	41.00	GUNKUL got dividend, from KNP approved by Board of director meeting no. 3/2558 on March 17, 2015 and meeting no. 8/2015 on December 17, 2015. Interim dividend payment was approved ending September 30, 2014 rate of 40.00 baht/share and on September 30, 2015 rate of 42.00 baht/share for 499,998 shares held (par value 100.00 baht each), dividend totally 41.00 million baht (20+21 million baht) and expected to pay in March 2015 and March 2016 respectively.
	GPS	Dividend income	93.27	96.35	GUNKUL got dividend, from GPS approved by Board of director meeting no. 3/2558 on September 30, 2015. Interim dividend payment was approved no. 1/2015 from Retained earnings rate of 13.10 baht/share. From 3,719,998 shares held (par value 100.00 baht each), dividend totally 48.73 million baht, expected to pay regarding to company's financial resource .
		Unreceived dividend income	56.07	71.28	

Company	Related Companies	Type of Transaction	Size		Reason and necessity
			2014 (Million baht)	2015 (Million baht)	
	GCGP	Dividend income	91.32	124.96	GUNKUL got dividend, from GCPG approved by Board of director meeting no. 1/2558 on February 18, 2015 and meeting no. 4/2558 on August 6, 2015 and no. 5/2558 on November share and on June 30, 2015 rate of 8.55 baht/share and on September 30, 2015 rate of 9.00 baht/share for 5,059,195 shares held (par value 100.00 baht each), dividend totally 124.96 million baht (36.17+43.26+45.53 million baht) and expected to pay in April , August and November 2015.
	GSR-1	Dividend income	-	0.73	GUNKUL got dividend, from GSR-1 approved by Board of director meeting no. 2/2558 on December 17, 2015 to pay Unappropriated retained earnings at the end of third quarter of the year, on September 30, 2015 rate of 3.50 baht/share for 210,000 shares held (par value 100.00 baht each), dividend totally 0.73 million baht expected to pay all in March 2016.
	GSP-2	Dividend income	-	2.14	GUNKUL got dividend, from GSR-2 approved by Board of director meeting no. 2/2558 on December 17, 2015 to pay Unappropriated retained earnings at the end of third quarter of the year, on September 30, 2015 rate of 5.50 baht/share for 390,000 shares held (par value 100.00 baht each), dividend totally 2.14 million baht expected to pay all in March 2016.
	GPD	Dividend income	50.10	-	GUNKUL got dividend, from GPD approved by Board of director meeting no. 2/2557 on August 14, 2014 to pay the appropriated retained earnings at the end of March 31, 2014 as below details: Firstly, on August 20, 2014 rate of 167 baht/share for 149,997 shares held (par value 100.00 baht each), dividend totally 25.05 million baht. Secondly, on September 29, 2014 rate of 167 baht/share for 149,997 shares held (par value 100.00 baht each), dividend totally 25.05 million baht expected to pay all in August and September 2014.

24.3 Policy and procedure of related transaction approval

Related transaction between the Company and its subsidiaries and related companies/person depend on reason, necessity and benefit to the Company as a whole. Price has to be fair or equivalent to normal business condition and in compliance with rules and regulations. The Company sets procedures and steps of approving such related transactions by not allowing management or related persons who have conflict of interest in that transaction to participate in the approval process. In case this transaction involves related person who may have conflict of interest, the Company will propose it to the audit committee for consideration. In case that the audit committee has no experience in that field, the Company may hire an independent expert or the Company's auditor to give opinions on that deal and then propose the transaction to the board of directors or shareholders meeting for approval.

The Company's board of directors has complied with Securities and Exchange Act and other related rules and regulations, including criteria on related transactions and acquisition and disposal of material assets of the Company and its subsidiaries, in order to avoid any conflict of interest and to create maximum benefit to all shareholders.

24.4 Policy and trend to do related transactions in the future

1. Trend of related transactions with persons with possible conflict of interest

- K.N.P.Supply Co., Ltd., G.K Assembly Co., Ltd., G.K. Power Products Co., Ltd., and Gunkul LED Lighting Co., Ltd.: The Company will continue to have related transactions with these subsidiaries, which are purchase/sale of goods, purchase/sell of assets, lending/borrowing including guarantees of loans, and taking pledges of the subsidiaries' assets for the Company's loans.
- Wind Energy Development Co., Ltd., N.K.Power Sola Co., Ltd., Gunkul Solar Roof 1 Co., Ltd., Gunkul and U.C.I. Power Co.,Ltd., Korat Wind Energy Co., Ltd., Greenovation Power Co., Ltd., Siam Gunkul Solar Energy Co.,Ltd. and Solar Energy Society Co.,Ltd.: operate electricity power production and generation business. Therefore, the subsidiaries may have related transactions constantly, which are sales of goods, purchase/sales of assets, lending/borrowing including guarantees of loans, and taking pledges of the subsidiaries' assets for the Company's loans.

- Gunkul International (Mauritius), Gunkul Investment (Singapore) Pte. Ltd., and Gunkul Myanmar Power (Hlawga)Ple, Ltd. : Operating oversea investment. Therefore, the Company may have related transactions constantly, which are lending/borrowing including guarantees of loans, and taking pledges for the Company's loans.
- Gunkul Power development Co., Ltd.: operate solar rooftop construction and electricity power production and generating business. Therefore, the Company and the subsidiaries may have related transactions constantly, which are sale of goods, purchase/sale of assets, lending/borrowing including guarantees of loans, and taking pledges of the subsidiaries' assets for the Company's loans.
- Gunkul Chubu Powergen Co., Ltd.: operate electricity power production and generation business. Therefore, the Company and the associated company may have related transaction constantly, which are sale of goods, purchase/sale of assets, lending/borrowing including guarantees of loans, and taking pledges of the subsidiaries' assets for the Company's loans.
- G-Power Source Co., Ltd.: operates electricity power production and generating business. Therefore, the Company an the associated company may have related transactions constantly, which are sale of goods, purchase/sale of assets, lending/borrowing, all of which would be done according to necessity and on a normal business practice.
- Gunkul Group Co., Ltd.: Being the major shareholder of the Company, it has given the Company some financial supports such as loans and credit guarantees. After the successful debt restructuring, GUNGUL will seek less financial support from this company
- Future Electrical Control Co., Ltd., JV Sri-U-Thong & FEC, and JV FEC & SAC : As the Company and those JVs are in construction business for civil and system work, related transactions happens as usual like purchase of goods or hire to produce finished goods etc. Such related transactions are necessary and based on normal business practice to support the Company's operations. The Company, however, has no policy to sell its products to JVs for any other purpose, such as for re-reselling, except for its core business. The Company also has no policy to give financial aids or guarantee/pledge to JVs.

- Gunkul Marine Line Co., Ltd.: GUNKUL will no longer give financial aids to this company.
- Kulnatee Co., Ltd., and Gunkul Trading & Agency Co., Ltd.: After successful debt restructuring with financial institutions, it is expected that the company will no longer borrow money from these company.
- Gunkul Engineering (2000) Co., Ltd., and G.M. Supply and Construction Co., Ltd.: As these two companies rent land and buildings which belong to Mr.Gunkul Dhumrongpiyawut during 1 July 2009 - 30 June 2012 and extend the rental for another 3 years from 1 July 2012-30 June 2015 and another 6 months from 1 July 2015 - 31 December 2015. So the Company has to sub-rent such land and buildings from these companies for use in business operations.
- Mr. Gunkul Dhumrongpiyawut and Ms. Sopacha Dhumrongpiyawut: Guarantees of credit line and use of the directors' assets for loan collateral will continue.

2. Policy on related transactions in the future

If the Company has to do related transactions between persons who may have conflict of interest, the Company has policy to request the audit committee to give opinions on necessity and suitability of the transaction. In case the audit committee has no experience on that field, the Company will hire independent expert or internal auditor to give opinions on that transaction and then propose this to board of directors or shareholders.

Policy on related transactions is classified as follows:

- Normal practice transactions and transaction in support of normal business include buy/sell goods and/or hiring to produce finished goods. The Company has policy to let audit committee to consider and give opinions on reason and necessity of transaction. Pricing Trade conditions should be fair and have no conflict of interest involved. The Company has policy to let audit committee to consider and give opinions on that transaction on reason and necessity on quarterly basis and to comply with Securities and Exchange Act and related rules and regulations including disclosure of related transaction.

- Other transactions apart from normal transactions and transactions in support of normal business included sell/buy other assets or other services or giving/taking financial aids. The Company has policy to request the audit committee to consider and give opinions on reason and necessity of that transaction and comply with Securities and Exchange Act and other related rules and regulations including disclosure of related transaction as well as the acquisition and disposal of material of the Company and subsidiaries. The Company, however, has no policy to lend money to person with conflict of interest for use in doing business for the Company.

The Company's board of directors will comply with Securities and Exchange Act and other related rules and regulations including disclosure of related transactions as well as the acquisition and disposal of material assets of the Company or subsidiaries, in order to prevent such transactions from posing any conflict of interest and to create maximum wealth to shareholders. The Company discloses related transactions in its annual report and in the notes to the audited financial statements.

25. Board of Directors' Responsibility for Financial Reporting

According to the Public Company Act B.E. 2535 (1992), Accounting Act, B.E. 2543 (2000) Securities, the Exchange Act BE 2535 (1992) and the Notification of Capital Market by the subject of criteria, conditions, and procedures for disclosing information in financial status and performance of a securities issuing company stated that the board of directors should prepare the financial statement to present their financial status, operational performance, the change of shareholder's equity, and statement of cash flows of the previous fiscal year which is true and reasonable.

Since the board of directors becomes aware of obligations and responsibilities of overseeing the financial reports preparation to ensure efficient operational processes, the audit committee has been appointed to response for auditing the accounting policy and quality of the financial report, reviewing the internal control system, internal auditing to an organization's overall risk management framework, developing appropriate and efficiency internal controls ensuring accurate, complete, reasonably and consistent accounting data and must be sufficient to maintain the property and to significantly prevent fraud or unusual operations, disclosure transparent information related to all transactions between each other and financial information contained in the annual report. The financial statements prepared in accordance with a generally accepted accounting standard by selecting the most appropriate policy, practice consistently, very careful in the judgments, preparing a good estimate, and adequate disclosure of important information in notes to the financial statement for benefit of shareholders and general investors with transparency.

The financial statements of the Company and the consolidated financial statements of Company and its subsidiaries for the year ended December 31, 2015 have been examined by an external auditor, SP Auditor Co., Ltd. To conduct the audits and express an opinion in accordance with generally accepted auditing standards, the auditor was provided with all of the Company's records and related data as requested. The auditor's opinion is presented in the auditor's report as part of this annual report.

The Board of Directors considers the Company's overall internal control system satisfactory and provides credibility and reliability to Gunkul Engineering Public Company Limited and its subsidiaries' consolidated financial statements for the year ended December 31, 2015. The Board of Directors also believes that all these financial statements have been prepared in accordance with generally accepted accounting principle and related regulations.



(Mr. Gunkul Dhumrongpiyawut)

Chairman of the Board

24th February 2016

26. Financial Highlights and Operating Performance

Financial Statements

(1) Independent Auditor's Report

- * Miss Susan Eiamvanicha, Certified Public Accountant (Thailand) No. 4306 from S.P. Audit Company Limited has audited the consolidated and separate financial statements of Gunkul Engineering Public Company Limited and its subsidiaries (the "Group") and of Gunkul Engineering Public Company Limited (the "Company"), respectively, which comprise the consolidated and separate statements of financial position as of 31 December 2013, and expressed the unqualified opinion that the consolidated and separate financial statements, consolidated and separate cash flows statements for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.
- * Miss Susan Eiamvanicha, Certified Public Accountant (Thailand) No. 4306 from S.P. Audit Company Limited has audited the consolidated and separate financial statements of Gunkul Engineering Public Company Limited and its subsidiaries (the "Group") and of Gunkul Engineering Public Company Limited (the "Company"), respectively, which comprise the consolidated and separate statements of financial position as of 31 December 2014, and expressed the unqualified opinion that the consolidated and separate financial statements, consolidated and separate cash flows statements for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.
- * Miss Susan Eiamvanicha, Certified Public Accountant (Thailand) No. 4306 from S.P. Audit Company Limited has audited the consolidated and separate financial statements of Gunkul Engineering Public Company Limited and its subsidiaries (the "Group") and of Gunkul Engineering Public Company Limited (the "Company"), respectively, which comprise the consolidated and separate statements of financial position as of 31 December 2015, and expressed the unqualified opinion that the consolidated and separate financial statements, consolidated and separate cash flows statements for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

(2) Table Summary of Financial Statements

Gunkul Engineering Public Company Limited and its subsidiary

Financial Statements as at 31 December 2013, 31 December 2014 and 31 December 2015

(Unit : Million Baht)

Description	Consolidated Financial Statements			Separate Financial Statements		
	2015	2014	2013	2015	2014	2013
Current Assets						
Cash and cash equivalents	3,938.02	1,507.12	224.89	2,961.22	1,204.26	125.93
Trade account receivable and other receivables - net	1,091.65	700.01	496.60	799.45	635.55	386.12
Unbilled receivable	328.10	41.37	35.25	179.98	26.64	35.25
Deposit for purchase of goods	3.46	9.46	15.11	1.55	6.74	7.90
Advance payment to subcontractor	42.33	-	13.43	42.33	-	13.42
Receivable from Revenue Department	371.82	17.53	16.75	1.90	-	5.42
Inventories	361.42	304.01	350.84	220.64	198.36	225.64
Construction in progress	3.70	4.83	96.67	-	-	81.83
Short-term loan to related parties	-	-	-	457.00	7.00	-
Other current assets	34.31	0.61	73.10	10.11	-	72.50
Total Current Assets	6,174.81	2,584.94	1,322.64	4,674.18	2,078.55	954.01
Non-current assets						
Fixed deposits pledged as collateral	216.75	47.58	61.94	195.4	45.71	45.54
Investment in associates	351.68	350.63	340.5	397.69	397.69	397.69
Investment in associates and subsidiaries	880.07	822.42	867.07	7,078.62	3,280.84	1,682.44
Machinery for investment in advance	268.34	268.35	268.34	268.34	268.35	268.35
		-	-	3.14	-	-
Property, plant and equipment	7,646.25	918.2	657.67	78.83	57.74	60.19
Intangible assets	2,952.23	2,039.85	967.42	4.37	4.47	7.85
Retention receivable	14.6	2.08	73.1	14.6	1.48	72.5
Other non-current assets	310.53	35.28	20.93	5.81	20.47	9.44
Total Non-current Assets	12,640.45	4,653.72	3,256.97	8,046.80	4,076.75	2,544.00
Total Assets	18,815.26	7,238.66	4,579.61	12,720.98	6,155.30	3,498.01

(Unit : Million Baht)

Description	Consolidated Financial Statements			Separate Financial Statements		
	2015	2014	2013	2015	2014	2013
Liabilities and Shareholders' Equity						
Current Liabilities						
Bank overdrafts and short-term loans from financial institutions	3,875.61	2,091.06	241.61	3,656.88	2,031.65	122.26
Trade account payable and other account payables	667.76	344.70	269.93	505.07	427.92	426.79
Customer advances under construction contracts due for revenue recognition	99.66	-	70.05	99.66	-	70.05
Payable for purchase shares of subsidiaries	388.80	713.44	199.44	388.80	371.45	199.44
Payable for purchase of assets	1,188.51	0.74	1.55	0.53	0.17	0.55
Revenue Department payable	5.71	8.13	9.16		6.02	-
Income tax payable	73.84	34.88	9.87	39.64	11.82	-
Current portion of finance lease payable - due for payment within 1 year	15.50	8.68	7.17	11.08	6.78	5.51
Current portion of long-term loans - due for payment within 1 year	38.73	156.50	156.50		-	-
Short-term loan from related persons and parties	-	4.92	-		230.50	45.61
Retention payable	14.36	32.32	103.26	7.45	32.14	103.13
Other current liabilities	3.34	16.98	-	2.99	16.97	-
Total Current Liabilities	6,371.82	3,412.35	1,068.54	4,712.10	3,135.42	973.34



(Unit : Million Baht)

Description	Consolidated Financial Statements			Separate Financial Statements		
	2015	2014	2013	2015	2014	2013
Non-current Assets						
Debentures	300.00	-	-	300.00	-	-
Obligation under finance lease	42.11	19.58	21.80	29.22	15.95	16.81
Long-term loan from financial institutions	3,027.19		156.50	-	-	-
Employee benefit obligation	19.20	14.41	12.56	12.85	10.14	8.88
Retention payable	57.16	19.72	23.34	17.41	10.40	22.45
Other non-current liabilities	407.55	412.91	176.14	0.98	0.95	0.92
Total Non-current Liabilities	3,853.21	466.62	390.34	360.46	37.44	49.06
Total Liabilities	10,225.03	3,878.97	1,458.88	5,072.56	3,172.86	1,022.40
Shareholders' Equity						
Authorized share capital	1,374.00	880.00	660.00	1,374.00	880.00	660.00
Issued and fully paid-up shares	1,283.24	880.001	660.00	1,283.24	880.00	660.00
Premium on share capital	4,272.85	425.12	425.12	4,272.85	425.12	425.12
Surplus from business combination under common control	93.62	93.61	93.62	-	-	-
Retained earnings (Deficit)	2,413.67	1,958.40	1,669.95	2,092.33	1,677.33	1,390.49
Non-controlling interests of the subsidiaries	526.84	2.56	272.04	-	-	-
Shareholders' Equity	8,590.22	3,359.69	3,120.73	7,648.42	2,982.44	2,475.61
Total Liabilities and Shareholders' Equity	18,815.25	7,238.66	4,579.61	12,720.98	6,155.30	3,498.01

Gunkul Engineering Public Company Limited and its subsidiary

Statements of Comprehensive Income as at 31 December 2013, 31 December 2014 and 31 December 2015

(Unit : Million Baht)

Description	Consolidated Financial Statements			Separate Financial Statements		
	2015 ¹⁾	2014 ²⁾	2013 ³⁾	2015	2014	2013
Revenue from sales and service	4,460.30	2,976.55	2,044.60	3,387.85	2,343.93	4,646.97
Other revenues	130.39	85.00	811.12	517.67	450.89	189.75
Total Revenues	4,590.69	3,061.55	2,855.72	3,905.52	2,794.82	4,836.72
Cost of sales and service	3,425.23	2,253.46	1,586.26	2,746.28	1,894.15	3,689.02
Selling and administrative expenses	521.03	395.12	329.82	321.62	284.49	260.16
Finance costs	115.89	57.84	47.38	107.13	46.52	47.52
Share of loss from investment in associates	280.00	269.27	150.01	-	-	-
Income tax expenses	134.97	83.08	174.30	68.99	37.75	196.85
Total Comprehensive Income for the year	673.57	541.32	867.97	661.50	531.91	643.17
Equity holders of the Company	685.14	545.27	882.90	661.50	614.62	643.17
Non-controlling interests of the subsidiaries	- 11.57	- 3.95	- 15.08	-	-	-
Number of weighted average ordinary shares (Million Shares)*	1,167.00	1,099.00	880.00	1,167.00	1,099.00	880.00

* Issued and paid-up shares of Baht 1,283,245,216

Gunkul Engineering Public Company Limited and its subsidiary

Cash Flows Statements as at 31 December 2013, 31 December 2014 and 31 December 2015

(Unit : Million Baht)

Description	Consolidated Financial Statements			Separate Financial Statements		
	2015	2014	2013	2015	2014	2013
<u>Cash Flows from Operating Activities</u>						
Income (Loss) before taxation	820.12	628.34	1,057.20	730.50	569.66	712.73
Adjustments to reconcile to cash income						
Bad debt and doubtful accounts (Reversal)	- 0.31	- 0.31	- 1.74	- 0.45	- 0.43	- 0.82
Unrealized (gain) loss on foreign currency exchange	- 27.04	- 3.96	2.00	- 9.93	- 3.41	- 1.38
Loss on declining in the value of inventories (Reversal)	- 19.08	-9.62	- 5.03	- 16.36	- 7.50	1.96
Loss on impairment			-			-
Amortization of expenses			-			-
Dividend received				- 390.22	- 393.68	- 225.16
Depreciation and amortization expenses	36.78	26.34	17.59	9.60	9.98	7.66
(Gain) loss on disposal of assets	- 0.24	- 0.23	- 1.07	-0.27	1.31	-
Benefit from machinery for investment in advance	- 64.60	- 34.92	-	- 64.60	- 34.92	-
Loss on impairment of assets	0.32	0.03	-	0.39	-	-
Provision for warranty	0.17	0.08	- 1.72	0.19	- 0.01	- 1.15
Provision for sales return		-	- 19.41		-	- 19.41
Provision for delivery delay	- 0.43	0.06	0.61	- 0.55	0.24	0.43
Provision for employee benefits	2.96	1.84	5.59	1.84	1.24	4.06
Provision for project renovation		-	-		-	-
Gain from disposal of investment in jointly controlled companies		- 0.11	-		-	-
Gain from disposal of investment in subsidiaries		-	- 775.04	-	-	- 337.92

(Unit : Million Baht)

Description	Consolidated Financial Statements			Separate Financial Statements		
	2015	2014	2013	2015	2014	2013
Share of loss of investment in associates	- 280.00	- 269.28	- 150.01	-	-	-
Share of loss of uncontrolled interests	- 11.67	- 3.95	- 15.08			-
Intergroup profit recognized in fixed assets		-	-	- 26.74		
Interest income	- 27.41	- 8.26	- 10.39	107.10	- 7.67	- 9.07
Interest expenses	118.75	57.84	47.38		46.51	21.53
Net Profit before changes in operating assets and liabilities	548.32	383.89	150.89	340.50	181.32	153.46
(Increase) Decrease in trade account and other receivables	- 204.41	- 183.73	743.61	- 21.17	- 232.01	840.52
(Increase) Decrease in unbilled receivable	- 286.72	- 6.11	- 18.17	- 153.33	8.61	- 18.17
(Increase) Decrease in deposit for purchasing of goods - net	6.00	5.64	- 4.19	5.18	1.17	- 1.78
(Increase) Decrease in advance payment to subcontractors	- 42.32	13.42	133.53	- 42.32	13.42	133.53
(Increase) Decrease in Revenue Department	- 176.65	- 0.19	- 32.45	- 1.89	5.42	- 5.42
(Increase) Decrease in inventories - net	- 38.32	56.44	66.78	- 5.91	34.77	7.11
(Increase) Decrease in construction in progress under construction contracts	1.13	91.83	- 40.85	-	81.82	- 26.00
(Increase) Decrease in retention receivable	- 12.91	143.51	- 146.20	- 13.11	143.52	- 76.17
(Increase) Decrease in other non-current liabilities	- 6.63	1.43	3.90	- 0.18	0.09	0.01
(Increase) Decrease in account payable	313.73	69.41	- 575.60	77.08	8.14	- 528.41



(Unit : Million Baht)

Description	Consolidated Financial Statements			Separate Financial Statements		
	2015	2014	2013	2015	2014	2013
Cash Flow from Operating Activities (continued)						
Increase (Decrease) in advance received from employers and construction revenue in advance	86.00	- 57.68	62.99	85.68	- 57.68	- 3.57
Increase (Decrease) in Revenue Department	- 2.41	- 1.03	- 1.68	- 6.01	6.02	- 6.30
Increase (Decrease) in retention payable	19.47	- 74.54	162.12	- 17.68	- 83.02	56.29
Increase (Decrease) in advance received from construction					-	
Increase (Decrease) in other current assets			-			-
Cash paid for employee benefits	- 1.66		- 0.32	- 1.66	-	- 0.32
Cash received for interest income	26.87	12.84	11.82	24.20	12.17	10.70
Cash paid for interest expenses	- 110.33	- 74.72	- 53.57	- 105.02	- 62.62	- 24.01
Cash received for income tax	- 78.72	6.15	-	-	6.15	-
Cash paid for income tax1		- 74.46	- 225.67	- 25.84	- 37.02	- 202.66
Net Cash Provided from Operating Activities	40.44	312.10	236.91	138.52	30.27	308.81
Cash Flow from Investing Activities						
(Increase) Decrease in temporary investment	- 367.23			- 367.22		
Cash paid for share subscription	- 198.65	- 146.47	- 195.02	- 198.65	- 146.47	- 129.60
Cash paid for investment in associates	-	- 10.47	- 19.58	-	- 10.65	- 19.58
Cash paid for investment in subsidiaries	- 739.35	- 294.06	- 17.00	- 3,581.77	- 747.17	- 216.98
Cash paid for uncontrolled interests		- 228.03		-	- 228.03	
Cash received from disposal of investment in subsidiaries		0.18	754.16	-	-	824.00
Cash received from dividend income	206.11	156.92	104.11	276.10	336.01	196.76

(Unit : Million Baht)

Description	Consolidated Financial Statements			Separate Financial Statements		
	2015	2014	2013	2015	2014	2013
(Increase) Decrease in short-term loans to related parties		-	29.25			29.25
Cash paid for investment property			- 268.34		-	- 268.34
Benefit from machinery for investment in advance	39.18	34.92		39.17	34.92	
(Increase) Decrease in short-term loans from related parties	0.77	-	-	- 450.00	- 7.00	-
Cash paid for purchase of property, plant and equipment and payable for purchase of assets	- 5,919.43	- 269.07	- 570.08	- 5.58	- 3.24	- 10.51
Cash received from disposal of property		2.32	1.08	0.33	0.68	0.01
(Increase) Decrease in bank deposits pledged as collateral	- 132.05	14.36	320.88	- 149.68	- 0.18	213.64
Cash paid for intangible assets		- 52.90	- 94.92	-	- 0.45	- 7.85
Net Cash Provided (Used) from Investing Activities	-7,110.65	- 792.30	44.52	-4,437.30	- 771.58	545.38
Cash Flow from Financing Activities						
Cash received from capital increment	4,031.05			4,031.05		
Cash received from capital increment of non-controlling interests in subsidiaries	288.14	96.63	65.72	-	-	-
Increase (Decrease) in bank overdrafts and short-term loans from financial institutions	1,778.90	1,871.15	- 1,085.47	1,624.96	1,931.79	- 1,109.77
Cash received from long-term loans from banks	3,071.67	-	414.60		-	-
Cash received from debentures	300.00			300.00		
Cash paid for long-term loans from banks	- 162.21	- 156.50	-		-	-
Increase (Decrease) in short-term loans from related person and parties	- 38.41	- 13.33	-	- 230.50	184.87	16.46



(Unit : Million Baht)

Description	Consolidated Financial Statements			Separate Financial Statements		
	2015	2014	2013	2015	2014	2013
Repayment of obligation under financial lease	- 14.18	- 7.88	- 5.41	- 10.67	- 6.19	- 4.27
Repayment of interest obligation under financial lease	- 2.51	- 2.22	- 1.72	- 1.71	- 1.69	- 1.19
Cash paid for bank fees	- 95.48					
Dividend payment	- 24.63	- 25.07	- 6.40	- 24.63	- 25.07	- 26.40
Effect of exchange rate changes on cash and cash equivalents	1.56	- 0.15	0.20		-	-
Net Cash Provided (Used) from Financing Activities	9,133.90	1,762.63	- 638.48	5,688.50	2,083.71	-1,125.17
Net increase (decrease) in cash and cash equivalents	2,063.66	1,282.23	- 357.04	1,389.72	1,078.33	- 270.98
Cash and cash equivalents at the beginning of the year	1,507.12	224.89	581.93	1,204.26	125.93	396.92
Cash and cash equivalents at the end of the year	3,570.78	1,507.12	224.89	2,593.99	1,204.26	125.93

Remarks ¹⁾ As per Thai Accounting Standard effective after 1 January 2008 determined to use profit before income tax for calculation of cash flow of operating activities.

(3) Table showing Key Financial Ratios

Description	Consolidated Financial Statements			Separate Financial Statements		
	2015	2014	2013	2015	2014	2013
Liquidity Ratio						
Liquidity Ratio (time)	0.97	0.76	1.24	0.99	1.24	0.98
Quick Liquidity Ratio (time)	0.91	0.67	0.91	0.95	0.6	0.75
Cash Flow Liquidity Ratio (time)	0.62	0.44	0.21	0.63	0.38	0.13
Trade Account Receivable Turnover (time)	4.3	4.9	2.34	5.69	4.51	2.34
Average Collection Period (days)	84.9	74.52	156.15	64.13	81.02	156.07
Inventory Turnover (days)	9.48	7.41	4.52	12.45	9.55	6.45
Average Selling Period (days)	38.51	49.24	80.73	29.32	38.22	56.61
Payable Turnover (time)	5.01	7.37	2.76	4.41	4.45	2
Credit Term (days)	72.89	49.54	132.04	82.69	82.07	182.27
Cash Cycle (days)	50.53	74.23	104.83	10.77	37.17	30.41
Profitability Ratio						
Gross Profit Margin (%)	23.21	24.29	22.42	22.07	21.48	21.11
Operating Profit Margin (%)	23.21	11.93	43.63	18.93	27.86	38.65
Net Profit Margin (%)	15.10	18.19	42.44	18.93	26.02	33.33
Return on Equity (%)	7.84	16.11	27.81	8.64	17.83	24.83
Efficiency Ratio						
Return on Assets (%)	3.58	7.46	18.95	5.2	18.95	17.57
Return on Fixed Assets (%)	5.33	59.28	131.95	8.22	131.95	1,021.13
Asset Turnover (time)	0.24	0.41	0.45	0.27	0.45	0.53

Description	Consolidated Financial Statements			Separate Financial Statements		
	2015	2014	2013	2015	2014	2013
Financial Ratio						
Debt to Equity Ratio (time)	1.19	1.16	0.47	0.66	1.07	0.41
Interest Coverage Ratio (time)	5.98	9.8	20.99	5.82	11.25	32.1
Dividend Payout (%)	48.17	45.19	25.33	46.62	45.99	35.76
Other Ratios						
Earnings Per Share (Baht) ¹⁾	0.58	0.62	1.31	0.6	0.6	0.93
Basic Earnings Per Share (Baht) ²⁾	0.2	0.62	1.64	0.14	0.6	0.93
Book Value Per Share (Baht) ²⁾	6.69	3.82	4.73	5.96	4.52	3.75

Remarks ¹⁾ Earnings Per Share : calculate with the number of all average weighted common shares which have been paid up.

²⁾ Basic Earnings Per Share and Book Value Per Share : calculate with the total number of all paid up common stocks at the end of the period by using the par value of the shares at Baht 1 per share to be used for comparison.

27. Management Discussion and Analysis

Operations Performance

Revenue

The main revenue of the Group during the year 2013 - 2015 were from 3 major types of income including the income from manufacturing, supplying and distributing the equipment for the electrical system, renewable energy systems, building renewable energy power plants and income from services provided in 2014 and 2015. The supply and distribution business was approximately 82.18 percent while the manufacture and selling of renewable energy was approximately 37.51%, production and distribution of electricity from renewable energy was 1.11 percent, construction of the renewable power plant energy was 12.35 percent, services business was 1.52 percent, and other income such as dividend received and interest received was 2.84 percent of the Group's consolidated revenue in 2015.

In the year 2015, according to the consolidated financial statements, the Group's consolidated sales revenue was Baht 4,460.30 million, increased by 49.85 percent or equivalent to Baht 2,311.47 million when compared to that of the year 2014. The revenue increase derived from equipments in relevant with the alternative energy plant sold to the construction contractor for a non-associated company or subsidiary. Revenue from the manufacturing and selling of electrical system equipments increased at 154.10 percent while the revenue from power plant maintenance service increased at Baht 14.80 million or equivalent to 26.75 percent.

Revenue structure by product line

Revenue Type	2013		2014		2015	
	Million Baht	%	Million Baht	%	Million Baht	%
1. Revenue from generation, procurement and sales of equipment for electrical system and renewable power system						
1.1 Procurement for sales						
- Safety and control equipment	65.52	3.20	237.36	7.97	376.43	8.44
- Accessory equipment	265.87	13.00	109.54	3.68	2,892.43	64.85
- Equipment and instrument	127.15	6.22	3.35	0.11	38.72	0.87

Revenue Type	2013		2014		2015	
	Million Baht	%	Million Baht	%	Million Baht	%
- Street light equipment	1.78	0.09	75.25	2.53	39.01	0.87
- Wind turbine equipment	-	-	-	-	-	-
Total	1,099.66	25.61	425.50	14.30	3,346.59	75.03
1.2 Generation for sales						
- Safety and control equipment	413.07	20.20	87.47	2.94	243.39	5.46
- Accessory equipment	228.12	11.16	948.07	31.85	117.48	2.63
- Equipment and instrument	153.35	7.50	25.94	0.87	5.33	0.12
- Street light equipment	47.54	2.33	2.51	0.08	59.47	1.33
Total	842.08	41.19	1,063.99	35.74	425.67	9.54
2. Revenue from generation and sales of power from renewable energy						
- Generation and sales of solar-based power	19.21	0.94	23.82	0.80	51.16	1.15
3. Revenue from construction or renewable energy power plant	681.39	33.33	1,407.91	47.30	566.76	12.71
4. Revenue from services	41.59	2.03	55.32	1.86	70.12	1.57
Total revenue	2,044.60	100.00	2,976.55	100.00	4,460.30	100.00

The Group's product sales cover both domestic and international markets and 80 percent of the Group's consolidated sales revenue derived from domestic market during the year 2012 - 2014. The Group's major customers were government sectors, both domestic and international customers as well as customers from renewable energy power plant.

Revenue structure by customer segment

Revenue	2013		2014		2015	
	Million Baht	%	Million Baht	%	Million Baht	%
Governmental sectors						
- Revenue from sales of equipment for electrical systems and renewable power systems	472.31	23.10	745.12	25.03	259.09	5.81
- Revenue from sales of power	19.21	0.94	23.82	0.80	51.16	1.15

Revenue	2013		2014		2015	
	Million Baht	%	Million Baht	%	Million Baht	%
Private sectors						
- Revenue from sales of equipment for electrical systems and renewable power systems	859.60	42.04	308.04	10.35	3,554.09	79.68
- Revenue from power plant construction	681.39	33.33	1,407.93	37.41	566.76	12.71
Foreign customers	12.09	0.59	491.65	16.06	29.20	0.65
Total revenue	2,044.60	100.00	2,976.55	100.00	4,460.30	100.00

Cost of Sales and Gross Profit

For the year 2013, 2014 and 2015, the Group's consolidated financial statements showed a gross profit of 22.42 percent, 24.29 percent and 23.21 percent respectively. The trend of the gross profit was in the same direction with the increase in revenue from outsourced manufacturing and procurement for sales as well as the renewable energy business, in response to the changing in market demands.

Sales and Administrative Expenses

The Company's sales and administrative expenses were approximately 10 - 13 percent of the Group's consolidated revenue and were according to the higher volume of revenue as well as the increasing number of management executives as per the flexible budget control.

For the year 2013 - 2015, the Group's sales and administrative expenses were Baht 329.92 million, Baht 395.13 million and Baht 521.03 million or equivalent to 16.13 percent, 12.91 percent and 11.68 percent respectively. Such ratios varied according to sales volumes, business expansion expenses as well as the accounting standards.

Net Profit

The Company's net consolidated profit for 2015 was Baht 685.14 million, Baht 139.87 million increased or equivalent to 25.65 percent when compared to Baht 545.27 million in 2014. The increase in net profit in the year 2015 derived from the higher in sales revenue resulted from sales of electrical system equipments for the solar cell power plant to the Company's business contracts.

Financial status

Total Assets

As of 31 December 2013, 2014 and 2015, the Company's total assets as presented in the consolidated financial statements were Baht 4,579.61 million, 7,259.20 million and Baht 18,815.26 million respectively. Main current assets were trade account receivables and inventory which varied according to sales volumes, construction of renewable energy power plants for third parties, collection period, investment increase in subsidiaries, cash flow reserved for investment, operations cash flows as well as dividend payment. Main non-current assets were buildings and equipments invested for higher generation productivity.

For fundraising to be used as revolving capital and investment in fixed assets, the Group obtained the funding from registered capital increase, loan acquisition from financial institutions, and disposal of investments. As a result, the Group's debt to equity ratio according to the consolidated financial statements as of 31 December 2013, 2014 and 2015 was 0.47 times, 1.15 times and 1.19 times respectively.

Trade Account Receivable

The Company and its subsidiaries established a policy to grant credit to customers by considering their financial status, payment history, order frequency and order volume. Average credit terms of 60 days are provided for private and governmental sectors while 90-120 days are allowed for international customers.

As of 31 December 2013, 2014 and 2015, the Company's total trade account receivables as presented in the consolidated financial statements (excluding other receivables and other allowances) were Baht 431.70 million, Baht 760.27 million and Baht 1,419.74 million respectively. The average collection period for the year 2013 - 2015 was 156 days, 75 days and 85 days respectively. In 2015, the Company had higher outstanding of trade account receivables due to the not yet due trade receivables - construction of TPI Polene Public Company Limited, plus other trade receivables - construction of power plants.

Terms of the Group's trade account receivables are as follows:-

Trade receivables for related businesses

	2013		2014		2015	
	Million Baht	%	Million Baht	%	Million Baht	%
Not yet due	5.67	97.69	3.06	8.87	23.27	52.47
Overdue						
- Not more than 3 months	3.63	2.31	13.99	40.55		
- 3-6 months	0.29	-	17.45	50.58		
- 6-12 months	-	-	-	-		
- Over 12 months	-	-	-		21.08	47.53
Total trade receivables	9.59	100.00	34.50	100.00	44.35	100.00
Less Bad debt allowance	-	-	-	-	-	-
Net trade receivables	9.59	100.00	34.50	100.00	44.35	100.00

Trade receivables for other companies

	2013		2014		2015	
	Million Baht	%	Million Baht	%	Million Baht	%
Not yet due	292.39	69.51	356.52	61.54	382.82	44.45
Overdue						
- Not more than 3 months	71.65	17.03	168.73	29.13	470.94	54.68
- 3-6 months	17.63	4.19	41.40	7.15	6.35	0.74
- 6-12 months	36.17	8.60	13.10	2.26	-	0
- Over 12 months	4.27	1.02	0.98	0.17	1.14	0.14
Total trade receivables	422.11	100.35	580.75	100.25	861.25	100.01
Less Bad debt allowance	(1.47)	(0.35)	(1.46)	(0.25)	(0.90)	(.01)
Net trade receivables	420.64	100.00	579.29	100	860.35	100

Inventory

As of 31 December 2013, 2014 and 2015, the Group's total inventory as presented in the consolidated financial statements were Baht 350.84 million, Baht 304.01 million and Baht 361.42 million respectively.

	2013		2014		2015	
	Million Baht	%	Million Baht	%	Million Baht	%
Raw materials	78.71	19.64	81.32	23.61	74.02	19.34
Products in manufacturing process	45.05	11.24	2.50	0.73	35.75	9.34
Ready-made products	261.97	65.36	226.76	65.85	240.74	62.91
Products en route	15.09	3.76	33.79	9.81	32.18	8.41
Total	400.82	100.00	344.37	100.00	382.69	100.00
Less Allowance for product devaluation	(49.98)	(12.47)	(40.35)	(17.72)	(12.52)	(3.27)
Net inventory	350.84	100.00	304.01	82.28	361.41	96.73

The Group has set a policy in specifying the allowances for devaluation of degenerated products, outdated products and old-stock inventory by considering the conditions of each product. The Company's products are generally used for infrastructure electrical systems in the countries where technology is rarely changed, therefore, the Company's products were consecutively sold without being outdated. However, the Group has set a reversal of allowance for devaluation of inventory of Baht 24.37 million in the year 2014 and Baht 21.61 million in the year 2015.

As of 31 December 2013, 2014 and 2015, the Company's average selling period were 80 days, 57 days and 39 days respectively. Most of the products were related to the procurement for sale and construction of solar-based power plant construction.

Investments in Subsidiaries and Associates

The Company's investment structure in subsidiaries and associates is as follows:-

Company	Paid-up capital (thousand baht)		Investment proportion		Cost method (thousand baht)		Dividend (thousand baht)	
	2015	2014	2015	2014	2015	2014	2015	2014
G.K. Power Products Company Limited	100,000	100,000	100.00	100.00	80,425	80,425	45,000	50,000
G.K. Assembly Company Limited	200,000	200,000	100.00	100.00	163,188	163,188	80,000	80,000
K.N.P. Supply Company Limited	50,000	50,000	100.00	100.00	41,408	41,408	41,000	29,000
Gunkul Chubu Powergen Company Limited	-	-	-	-	-	-	-	-
Wind Energy Development Company Limited	1,575,000	681,942	70.00	70.00	2,226,150	1,333,091	-	-
N.K. Power Sola Company Limited	2,600	2,600	100.00	100.00	40,854	40,854	-	-
Gunkul Solar Roof 1 Company Limited	21,000	21,000	100.00	100.00	21,000	21,000	735	-
Gunkul Solar Roof 2 Company Limited	250	250	100.00	100.00	250	250	-	-
Solar Energy Society Company Limited	20,400	500	100.00	100.00	20,400	500	-	-
Bright Green Power Company Limited	33,340	250	100.00	100.00	33,340	250	-	-
Gunkul Power Development Company Limited	15,000	15,000	100.00	100.00	15,000	15,000	-	50,099
Gunkul Solar Power 1 Company Limited	2,500	250	100.00	100.00	2,500	250	-	-
Gunkul Solar Power 2 Company Limited	39,000	39,000	100.00	100.00	39,000	39,000	2,145	-
Gunkul International (Mauritius) Limited	1,016,552	146,453	100.00	100.00	1,016,552	146,453	-	-
Gunkul LED Lighting Company Limited	40,600	10,000	90.00	75.00	36,540	7,500	-	-
Gunkul Solar Community Company Limited	2,750	250	100.00	100.00	2,750	250	-	-
Siam Gunkul Solar Energy Company Limited	40,900	750	100.00	100.00	40,899	750	-	-
Gunkul and UCI Power Company Limited	2,500	2,500	75.00	75.00	1,875	1,875	-	-
Greenovation Power Company Limited	436,025	436,025	100.00	100.00	867,525	867,525	-	-
Korat Wind Energy Company Limited	336,750	-	100.00	-	768,500	-	-	-
Gunkul Solar Power 3 Company Limited	2,500	-	100.00	-	2,500	-	-	-
Gunkul Solar Power 4 Company Limited	2,500	-	100.00	-	2,500	-	-	-
Gunkul Solar Power 5 Company Limited	2,500	-	100.00	-	2,500	-	-	-
Infinite Alternative Energy Company Limited	1,590,000	-	67.00	-	1,105,996	-	-	-
GO Bioenergy Company Limited	34,300	-	74.90	-	25,690	-	-	-
Total					2,759,569	2,759,569	209,099	209,099

Land, Buildings and Equipments

The Company's offices and warehouses are located on the land which was sub-let from the land owner, Mr. Gunkul Dhumrongpiyawut. As of 31 December 2013, 2014 and 2015, the Company's buildings and equipments had a net worth of Baht 60.19 million, Baht 54.60 million and Baht 78.82 million respectively. The increase derived from the investment in vehicles, equipments and office supplies so as to support the higher amount of employees and management executives for the Company's expansion.

As of 31 December 2013, 2014 and 2015, the Group's net value of land, buildings and equipments as presented in the consolidated financial statements was Baht 657.67 million, Baht 918.20 million and Baht 7,646.25 million respectively. When compared to the separate financial statements, the increase in net land, buildings and equipments was exceptionally high due to the consolidation of values of land, buildings and equipment owned by 4 subsidiaries, especially G.K. Assembly Co. Ltd., which owns their land and buildings, while another 2 subsidiaries operated business on land sub-let from Mr. Gunkul Dhumrongpiyawut. Details of land, buildings and equipment of subsidiaries are as follows:-

- **Wind Energy Development Company Limited**

In the year 2012, the Company purchased a land for constructing an energy power plant at the price of Baht 378 million. The construction of 60 MW energy power plant was underway.

- **Greenovation Power Company Limited**

In the year 2014, the Company has started the process in land acquisition for constructing an energy power plant. The cost of land was Baht 204 million.

Total Liabilities

As of 31 December 2013, 2014 and 2015, the Company's total liabilities as presented in the consolidated financial statements were Baht 1,458.87 million, Baht 3,899.50 million and Baht 10,225.03 million respectively. In the year 2015, the Group's consolidated liabilities increased significantly due to the growth and expansion of the Company and its subsidiaries. By selling equipments for the solar cell power plant construction, the Company then required to acquire both short-term and long-term loans with trust receipts payable in order to support the aforementioned sales and construction.

Most of the Group's total consolidated liabilities were current liabilities whereas the main categories included 40 - 80 percent of bank overdrafts and short-term loans from financial institutions, 8 percent of trade account payables, and 33 percent of long-term loans. The Company used these 4 categories as sources of funds for providing raw materials and trade credit as well as for its subsidiaries' construction of solar power plants.

As of 31 December 2013, 2014 and 2015, the Group's liquidity ratios as presented in the consolidated financial statements were 1.24 times, 0.76 times and 0.56 times respectively while quick liquidity ratios were equivalent to 0.60 times, 0.67 times and 0.52 times respectively. Average repayment periods were 82 days, 50 days and 59 days respectively while cash cycles of the Group were 37 days, 74 days and 207 days respectively. The average selling periods were 38 days, 49 days and 58 days respectively, against the collection periods of 156 days, 49 days and 52 days respectively, whereas the average collection period was 81 days, 100 days and 214 days respectively. The period in collection was longer due to the revenue increase from the construction and the different revenue recognition and term of payment from the normal trading.

During the year 2014 - 2015, the Company's debt to equity ratios as presented in the consolidated financial statements drastically increased from 1.16 times to 1.72 times due to the company's investment in the power plant.

Shareholders' Equity

As of 31 December 2013, 2014 and 2015, the Company's shareholders' equity was Baht 2,475.60 million, Baht 2,982.44 million and Baht 7,648.42 million respectively.

As for the consolidated financial statements ended 2013, 2014 and 2015, the Group had total shareholders' equity of Baht 3,120.73 million, Baht 3,359.70 million and Baht 8,590.22 million respectively. During the year 2013 - 2015, the increase of shareholders' equity in the consolidated financial statements when compared to the separate financial statements, was a result of the inclusion of assets, liabilities and operating results of subsidiaries together with capital surplus from business merging under single control. This was caused by the difference between the acquisition costs of subsidiaries and net assets book values of subsidiaries. For the year 2015, the consolidated shareholders' equity increase derived from the increase in registered capital, and premium of share capital which was resulted from the acquisition control over subsidiaries; Korat Wind Company Limited and Infinite Alternative Energy Company Limited respectively.

Cash flow

For the year 2015, the Company's cash flow from general business operations of Baht 40 million derived from the revenue increase especially in the renewable energy subsidiaries. Moreover, more cash flows were gained from the investing activities of Baht 7,110.65 million, short-term and long-term loans from banks for 60 MW wind energy project as well as investment fund from the construction of 58 MW solar cell renewable energy project.

Apart from the Company's cash flow from general business operations of Baht 40.41 million which was resulted from the extensive revenue from equipments sold to power plant constructors, the Company also received the loan repayment at Baht 202.59 million. However, the Company acquired the investment loan for power plant construction and has paid the interest of Baht 110.33 million. The Company has also paid the income tax of Baht 78.73 million as a result of profit from selling.

However, Baht 7,110.65 cash flow was utilized in the investment activities such as Baht 5,758.49 million was invested in subsidiaries and associates, Baht 499.27 million was for the temporary investment and deposits with guarantee obligations, and Baht 113.54 million for other segments.

The Company obtained Baht 4,319.21 million from disposal of investments while needed to acquire Baht 5,150.58 million from financial institutions. Meanwhile, the Company had already paid Baht 257.69 million for debts incurred from funding, Baht 24.63 for dividend payment and Baht 8 million for other obligations. As a result, the Company had a net cash flow of Baht 3,570.79 for the year 2016.

For the year 2015, the company had to acquire additional cash flow from issuing share for capital increase of Baht 4,319.16 million, loans from financial institutions of Baht 5,045.03 million. At the same time, the Company had already paid the debt in financing activities of Baht 256.68 million, dividend of Baht 26.40 million, therefore, the Company have a cash flow of Baht 9,133.91 million for business operations in the year 2016.

The Company's net cash flows from general business operations was Baht 1,507.13 million which derived from the construction projects and international sales in the year 2015. Moreover, the Company also received more loan repayment in accordance with the sales volume of Baht 312.11 million. With regarding to the investing activities, the cash flows from investment in subsidiaries and associates was Baht 5,758.49 million with the dividend received of Baht 156.92 million, therefore, the Company's net cash flows from investing activities was approximately Baht 792.50 million which resulted the Company in acquiring a short-term loan from financial institution of Baht 1,762.62 million for further investing activities.

28. Independent Auditor's Report

To the Shareholders of Gunkul Engineering Public Company Limited

I have audited the accompanying consolidated and separate financial statements of Gunkul Engineering Public Company Limited and its subsidiaries and of Gunkul Engineering 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 comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

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

My responsibility is to express an opinion on these financial statements based on my audit. I conducted my audit in accordance with Thai Standards on Auditing. Those standards require that I 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.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

Opinion

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

SP Audit Company Limited



(Miss Susan Eiamvanicha)

Certified Public Accountant (Thailand) No. 4306

Bangkok

February 24, 2016

STATEMENTS OF FINANCIAL POSITION

GUNKUL ENGINEERING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

AS AT DECEMBER 31, 2015 , 2014 and JANUARY 1, 2014

(Unit : Baht)

Notes	Consolidated			Separate financial statements		
	December 31, 2015	December 31, 2014	January 1, 2014	December 31, 2015	December 31, 2014	January 1, 2014
		(Reclassified)	(Reclassified)		(Reclassified)	(Reclassified)
ASSETS						
Current Assets						
Cash and cash equivalent	3,570,789,981.23	1,507,128,465.22	224,891,550.41	2,593,990,314.53	1,204,264,477.30	125,934,392.24
Current investments	367,225,824.42	-	-	367,225,824.42	-	-
Trade and other receivable - related parties 7.1,8	116,697,644.69	97,523,462.10	44,578,457.33	208,638,417.61	128,633,610.69	90,771,434.35
Trade and other receivable - third parties 9	974,949,454.15	602,486,607.13	452,020,576.31	590,808,106.22	506,915,332.77	295,341,524.27
Unbilled receivables 10	328,097,607.51	41,373,930.57	35,254,354.23	179,983,357.00	26,643,930.57	35,254,354.23
Deposit for purchase of goods	3,457,758.89	9,458,989.00	15,105,957.24	1,548,347.07	6,728,850.54	7,899,942.39
Advance payments to subcontractor	42,326,839.63	-	13,424,941.80	42,326,839.63	-	13,424,941.80
Retention receivables	998,652.00	600,214.92	73,101,557.62	-	-	72,501,342.70
Receivables from forward foreign exchange contracts	33,330,122.67	-	-	10,121,485.06	-	-
Revenue Department receivable	371,816,992.08	17,527,623.15	16,748,449.19	1,898,355.05	-	5,422,501.92
Inventories 11	361,415,219.40	304,009,652.19	350,839,087.17	220,641,101.80	198,364,600.98	225,634,641.48
Construction in progress	3,699,626.67	4,835,517.98	96,673,804.32	-	-	81,825,452.64
Short-term loan to subsidiaries 7.1	-	-	-	457,000,000.00	7,000,000.00	-
Total Current Assets	6,174,805,723.34	2,584,944,462.26	1,322,638,735.62	4,674,182,148.39	2,078,550,802.85	954,010,528.02

Notes to financial statements are an integral part of these financial statements

STATEMENTS OF FINANCIAL POSITION (continued)

GUNKUL ENGINEERING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

AS AT DECEMBER 31, 2015 , 2014 and JANUARY 1, 2014

(Unit : Baht)

	Notes	Consolidated			Separate financial statements		
		December 31, 2015	December 31, 2014	January 1, 2014	December 31, 2015	December 31, 2014	January 1, 2014
			(Reclassified)	(Reclassified)		(Reclassified)	(Reclassified)
Non-Current Assets							
Fixed deposits pledged as collateral	12	216,750,091.22	47,580,371.20	61,941,363.39	195,402,927.95	45,715,704.57	45,534,890.09
Investments in associates	13	351,679,172.32	350,633,472.01	340,500,627.81	397,694,800.00	397,694,800.00	397,694,800.00
Investments in joint ventures	14	880,069,437.49	822,421,476.30	737,473,890.11	521,281,892.50	521,281,892.50	511,002,407.50
Investments in subsidiaries	15	-	-	-	6,557,342,005.83	2,759,568,958.31	1,041,831,989.01
Advance for shares subscription		-	-	129,600,000.00	-	-	129,600,000.00
Machinery for investment in advance	16	268,344,850.00	268,344,850.00	268,344,850.00	268,344,850.00	268,344,850.00	268,344,850.00
Investment property	17	-	-	-	3,143,657.99	3,143,657.99	3,143,657.99
Property, plant and equipment	18	7,646,247,634.48	918,201,817.03	657,667,664.02	78,827,991.97	54,603,023.00	57,051,312.43
Intangible assets	19	2,952,231,130.20	2,039,852,834.50	967,422,016.59	4,367,688.67	4,457,688.67	7,851,001.00
Retention receivables		14,596,379.21	2,083,402.51	73,101,557.62	14,596,379.21	1,483,187.58	72,501,342.69
Prepaid front-end fee		95,479,817.79	-	-	-	-	-
Prepaid land rental		179,762,100.00	169,329,450.59	-	-	-	-
Deferred tax assets	20	23,995,685.49	31,351,738.03	17,496,581.28	5,059,085.71	19,901,356.05	8,798,784.96
Other non-current assets		11,295,852.44	3,920,469.45	3,422,083.10	736,724.10	556,724.10	643,705.10
Total Non-Current Assets		12,640,452,150.64	4,653,719,881.62	3,256,970,633.92	8,046,798,003.93	4,076,751,842.77	2,543,998,740.77
TOTAL ASSETS		18,815,257,873.98	7,238,664,343.88	4,579,609,369.54	12,720,980,152.32	6,155,302,645.62	3,498,009,268.79

Notes to financial statements are an integral part of these financial statements

STATEMENTS OF FINANCIAL POSITION (continued)

GUNKUL ENGINEERING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

AS AT DECEMBER 31, 2015 , 2014 and JANUARY 1, 2014

(Unit : Baht)

		Consolidated			Separate financial statements		
		December 31, 2015	December 31, 2014	January 1, 2014	December 31, 2015	December 31, 2014	January 1, 2014
Notes			(Reclassified)	(Reclassified)		(Reclassified)	(Reclassified)
<u>LIABILITIES AND EQUITY</u>							
Current Liabilities							
Short-term loans from financial institutions	21	3,875,611,128.49	2,091,061,778.99	241,611,504.93	3,656,882,213.51	2,031,647,597.72	122,262,841.83
Trade and other payable - related parties	7.1	100,499,379.05	17,741,404.78	4,398,243.05	135,719,755.41	159,928,214.98	252,179,001.50
Trade and other payable - third parties	22	567,261,656.65	326,960,896.07	260,946,544.33	369,353,100.25	267,992,884.61	170,027,760.24
Advances received from employers and construction revenue received in advance		99,655,583.55	-	70,052,837.46	99,655,583.55	-	70,052,837.46
Advances received for goods		3,302,023.11	16,961,608.94	4,586,782.13	2,983,355.23	16,961,608.94	4,586,782.13
Payable for purchase of subsidiary		388,800,000.00	713,441,125.00	199,442,500.00	388,800,000.00	371,450,000.00	199,442,500.00
Payable for purchase of assets		1,188,505,202.63	742,560.12	1,552,618.15	533,985.86	173,052.57	551,135.60
Revenue Department payable		5,711,964.78	8,129,507.09	9,160,279.26	-	6,019,888.12	-
Accrued income tax payable		73,840,451.59	34,880,917.35	9,873,979.29	39,644,804.88	11,825,306.33	-
Retention payables		14,365,387.66	32,316,190.55	103,248,252.78	7,447,102.92	32,142,471.00	103,116,124.53
Current portion of obligation under finance lease	24	15,496,459.11	8,683,402.92	7,162,867.27	11,079,290.55	6,782,122.89	5,514,578.22
Current portion of long-term loans	25	38,773,475.40	156,500,000.00	156,500,000.00	-	-	-
Short-term loans from related parties	7.1	-	4,929,122.21	-	-	230,500,000.00	45,607,433.94
Total Current Liabilities		6,371,822,712.02	3,412,348,514.02	1,068,536,408.65	4,712,099,192.16	3,135,423,147.16	973,340,995.45

Notes to financial statements are an integral part of these financial statements

STATEMENTS OF FINANCIAL POSITION (continued)

GUNKUL ENGINEERING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

AS AT DECEMBER 31, 2015 , 2014 and JANUARY 1, 2014

(Unit : Baht)

Notes	Consolidated			Separate financial statements		
	December 31, 2015	December 31, 2014	January 1, 2014	December 31, 2015	December 31, 2014	January 1, 2014
Non-Current Liabilities		(Reclassified)	(Reclassified)		(Reclassified)	(Reclassified)
Debenture	23 300,000,000.00	-	-	300,000,000.00	-	-
Retention payables	57,156,147.93	19,725,692.50	23,339,701.44	17,410,129.21	10,404,087.30	22,452,856.18
Obligation under finance lease	24 42,109,003.19	19,576,346.20	21,797,478.95	29,217,975.99	15,946,150.62	16,807,115.70
Long-term loans from financial institutions	25 3,027,190,016.55	-	156,500,000.00	-	-	-
Employee benefit obligation	26 19,200,212.98	14,405,191.00	12,559,137.00	12,851,220.00	10,136,451.00	8,883,776.00
Deferred tax liabilities	20 402,033,521.21	409,628,484.91	174,431,193.67	-	-	-
Other Non-Current Liabilities	5,521,584.68	3,280,818.05	1,713,871.74	981,035.77	952,944.46	917,104.20
Total Non-Current Liabilities	3,853,210,486.54	466,616,532.66	390,341,382.80	360,460,360.97	37,439,633.38	49,060,852.08
TOTAL LIABILITIES	10,225,033,198.56	3,878,965,046.68	1,458,877,791.45	5,072,559,553.13	3,172,862,780.54	1,022,401,847.53

Notes to financial statements are an integral part of these financial statements

STATEMENTS OF FINANCIAL POSITION (continued)

GUNKUL ENGINEERING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

AS AT DECEMBER 31, 2015 , 2014 and JANUARY 1, 2014

(Unit : Baht)

Notes	Consolidated			Separate financial statements		
	December 31, 2015	December 31, 2014	January 1, 2014	December 31, 2015	December 31, 2014	January 1, 2014
		(Reclassified)	(Reclassified)		(Reclassified)	(Reclassified)
Equity						
Share Capital 27						
Authorised share capital						
1,374,905,589 ordinary shares of Baht 1.00 each	1,374,905,589.00	-	-	1,374,905,589.00	-	-
879,999,929 ordinary shares of Baht 1.00 each	-	879,999,929.00	-	-	879,999,929.00	-
659,999,984 ordinary shares of Baht 1.00 each	-	-	659,999,984.00	-	-	659,999,984.00
Issued and paid up share capital						
1,283,245,216 ordinary shares of Baht 1.00 each	1,283,245,216.00	-	-	1,283,245,216.00	-	-
879,990,265 ordinary shares of Baht 1.00 each	-	879,990,265.00	-	-	879,990,265.00	-
659,999,929 ordinary shares of Baht 1.00 each	-	-	659,999,929.00	-	-	659,999,929.00
Premium on share capital	4,272,855,645.00	425,120,000.00	425,120,000.00	4,272,855,645.00	425,120,000.00	425,120,000.00
Surplus from reorganisation under common control	93,622,449.53	93,622,449.53	93,622,449.53	-	-	-
Retained earnings						
Appropriated						
Legal reserve 28	129,000,000.00	88,000,000.00	66,000,000.00	129,000,000.00	88,000,000.00	66,000,000.00
Unappropriated	2,265,007,655.64	1,870,422,516.09	1,603,787,051.13	1,963,319,738.19	1,589,329,600.08	1,324,487,492.26
Other components of shareholders' equity	19,649,513.74	(30,286.11)	159,000.63	-	-	-
Equity attributable to owners of the Company	8,063,380,479.91	3,357,124,944.51	2,848,688,430.29	7,648,420,599.19	2,982,439,865.08	2,475,607,421.26
Non-controlling interests of the subsidiaries	526,844,195.51	2,574,352.69	272,043,147.80	-	-	-
Total shareholders' equity	8,590,224,675.42	3,359,699,297.20	3,120,731,578.09	7,648,420,599.19	2,982,439,865.08	2,475,607,421.26
TOTAL LIABILITIES AND EQUITY	18,815,257,873.98	7,238,664,343.88	4,579,609,369.54	12,720,980,152.32	6,155,302,645.62	3,498,009,268.79

Notes to financial statements are an integral part of these financial statements

STATEMENTS OF COMPREHESIVE INCOME

GUNKUL ENGINEERING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
FOR THE YEAR ENDED DECEMBER 31, 2015

(Unit : Baht)

Notes	Consolidated		Separate financial statements	
	2015	2014	2015	2014
		(Reclassified)		(Reclassified)
Revenues				
Revenues from construction services	566,764,219.17	1,407,927,397.30	358,977,974.30	999,207,079.00
Sales of goods	3,811,481,281.84	1,500,011,051.92	2,962,369,269.44	1,289,114,126.64
Service income	70,118,395.02	55,318,158.80	66,495,337.67	55,607,186.45
Government granted	11,935,046.50	13,298,174.50	-	-
Dividend income	-	-	390,188,893.70	393,684,847.39
Benefit from machinery for investment in advance	64,603,078.73	34,927,288.07	64,603,078.73	34,927,288.07
Gain on exchange rate	13,998,340.34	27,006,463.19	19,715,938.68	9,029,981.46
Other income	51,791,390.66	23,064,204.58	43,170,873.99	13,254,710.75
Total revenues	4,590,691,752.26	3,061,552,738.36	3,905,521,366.51	2,794,825,219.76
Expenses				
Cost of construction services	448,182,827.81	1,125,861,052.65	326,915,705.50	823,316,700.63
Cost of sales	2,940,664,579.70	1,102,390,387.44	2,385,512,894.25	1,046,291,448.19
Cost of service	36,388,863.20	25,210,174.47	33,850,098.66	24,537,242.76
Selling expenses	51,720,024.25	34,682,191.25	41,653,414.87	31,754,336.29
Administrative expenses	469,311,844.46	360,447,143.26	279,958,504.35	252,741,245.52
Finance cost	115,890,065.04	57,842,331.20	107,134,207.34	46,521,353.81
Total expenses	4,062,158,204.46	2,706,433,280.27	3,175,024,824.97	2,225,162,327.20

Notes to financial statements are an integral part of these financial statements

STATEMENTS OF COMPREHESIVE INCOME (continued)

GUNKUL ENGINEERING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

FOR THE YEAR ENDED DECEMBER 31, 2015

(Unit : Baht)

Notes	Consolidated		Separate financial statements	
	2015	2014	2015	2014
		(Reclassified)		(Reclassified)
Share of profit from investments in associates and joint ventures	280,003,751.81	269,279,790.23	-	-
Profit before income tax expenses	808,537,299.61	624,399,248.32	730,496,541.54	569,662,892.56
Income tax expense 29	(134,969,566.78)	(83,078,345.86)	(68,994,084.78)	(37,749,092.07)
Profit for the year	673,567,732.83	541,320,902.46	661,502,456.76	531,913,800.49
Other comprehensive income				
Items must be classified into profit or loss in the future Exchange differences on translation	19,679,799.85	(189,286.74)	-	-
Items must not be classified into profit or loss in the future Actuarial losses	(2,806,948.80)	-	(1,944,656.00)	-
Other comprehensive income (loss) for the year	16,872,851.05	(189,286.74)	(1,944,656.00)	-
Total comprehensive income for the year	690,440,583.88	541,131,615.72	659,557,800.76	531,913,800.49

Notes to financial statements are an integral part of these financial statements

STATEMENTS OF COMPREHESIVE INCOME (continued)

GUNKUL ENGINEERING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
FOR THE YEAR ENDED DECEMBER 31, 2015

(Unit : Baht)

		Consolidated		Separate financial statements	
		2015	2014	2015	2014
Notes			(Reclassified)		(Reclassified)
Profit (loss) attributable to :					
Equity holders of the Company		685,136,879.54	545,270,215.32	661,502,456.76	531,913,800.49
Non-controlling interests of the subsidiary		(11,569,146.71)	(3,949,312.86)	-	-
		673,567,732.83	541,320,902.46	661,502,456.76	531,913,800.49
Total comprehensive income (loss) attributable to:					
Equity holders of the Company		702,009,730.59	545,080,928.58	659,557,800.76	531,913,800.49
Non-controlling interests of the subsidiary		(11,569,146.71)	(3,949,312.86)	-	-
		690,440,583.88	541,131,615.72	659,557,800.76	531,913,800.49
Basic earnings per shares	30	0.59	0.50	0.57	0.48
Number of weighted average ordinary shares (Unit : share)		1,167,225,786	1,099,924,471	1,167,225,786	1,099,924,471

Notes to financial statements are an integral part of these financial statements

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

GUNKUL ENGINEERING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

FOR THE YEAR ENDED DECEMBER 31, 2015

(Unit : Baht)

Notes	Parent's Shareholders' Equity							Non-controlling interests of the subsidiary	Total
	Issued and paid-up share capital	Premium on share capital	Surplus from reorganisation under common control	Retained earnings		Exchange differences on translation	Total equity holder of the Company		
				Appropriated legal reserve	Unappropriated				
Balance as at January 1, 2014	659,999,929.00	425,120,000.00	93,622,449.53	66,000,000.00	1,603,787,051.13	159,000.63	2,848,688,430.29	272,043,147.80	3,120,731,578.09
Change in equity for the year									
Increase from increment of capital	27	219,990,336.00	-	-	-	-	219,990,336.00	-	219,990,336.00
Legal reserve	28	-	-	-	22,000,000.00	(22,000,000.00)	-	-	-
Change in interest in a subsidiary		-	-	-	-	(11,563,057.69)	-	(11,563,057.69)	(373,721,180.64)
Increase from increment of subsidiary's share capital		-	-	-	-	-	-	96,638,640.70	96,638,640.70
Cash dividends and stock dividends	31	-	-	-	-	(245,071,692.67)	-	(245,071,692.67)	(245,071,692.67)
Total comprehensive income (loss) for the year		-	-	-	-	545,270,215.32	(189,286.74)	545,080,928.58	541,131,615.72
Balance as at December 31, 2014		879,990,265.00	425,120,000.00	93,622,449.53	88,000,000.00	1,870,422,516.09	(30,286.11)	3,357,124,944.51	3,359,699,297.20
Change in equity for the year									
Increase from increment of capital	27	403,254,951.00	3,849,735,645.00	-	-	-	-	4,252,990,596.00	4,252,990,596.00
Expenses of issuing shares (net of income tax)	27	-	(2,000,000.00)	-	-	-	-	(2,000,000.00)	(2,000,000.00)
Increase from increment of subsidiary's share capital		-	-	-	-	-	-	539,751,860.99	539,751,860.99
Legal reserve	28	-	-	-	41,000,000.00	(41,000,000.00)	-	-	-
Change in interest in a subsidiary		-	-	-	-	(2,177,128.54)	-	(2,177,128.54)	(6,090,000.00)
Cash dividends and stock dividends	31	-	-	-	-	(244,567,662.65)	-	(244,567,662.65)	(244,567,662.65)
Total comprehensive income (loss) for the year		-	-	-	-	685,136,879.54	19,679,799.85	704,816,679.39	693,247,532.68
Actuarial losses		-	-	-	-	(2,806,948.80)	-	(2,806,948.80)	(2,806,948.80)
Balance as at December 31, 2015		1,283,245,216.00	4,272,855,645.00	93,622,449.53	129,000,000.00	2,265,007,655.64	19,649,513.74	8,063,380,479.91	8,590,224,675.42

Notes to financial statements are an integral part of these financial statements

SEPARATE STATEMENTS OF CHANGES IN EQUITY

GUNKUL ENGINEERING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
FOR THE YEAR ENDED DECEMBER 31, 2015

(Unit : Baht)

Notes	Issued and paid-up share capital	Premium on share capital	Retained earnings		Total
			Appropriated legal reserve	Unappropriated	
Balance as at January 1, 2014	659,999,929.00	425,120,000.00	66,000,000.00	1,324,487,492.26	2,475,607,421.26
Change in equity for the year					
Increase from increment of capital	27 219,990,336.00	-	-	-	219,990,336.00
Legal reserve	-	22,000,000.00	(22,000,000.00)	-	-
Cash dividends and stock dividends	31 -	-	-	(245,071,692.67)	(245,071,692.67)
Total comprehensive income for the year	-	-	-	531,913,800.49	531,913,800.49
Balance as at December 31, 2014	879,990,265.00	425,120,000.00	88,000,000.00	1,589,329,600.08	2,982,439,865.08
Change in equity for the year					
Increase from increment of capital	27 403,254,951.00	3,849,735,645.00	-	-	4,252,990,596.00
Expenses of issuing shares (net of income tax)	27 -	(2,000,000.00)	-	-	(2,000,000.00)
Legal reserve	-	41,000,000.00	(41,000,000.00)	-	-
Cash dividends and stock dividends	31 -	-	-	(244,567,662.65)	(244,567,662.65)
Profit for the year	-	-	-	661,502,456.76	661,502,456.76
Actuarial losses	-	-	-	(1,944,656.00)	(1,944,656.00)
Balance as at December 31, 2015	1,283,245,216.00	4,272,855,645.00	129,000,000.00	1,963,319,738.19	7,648,420,599.19

Notes to financial statements are an integral part of these financial statements

STATEMENTS OF CASH FLOWS

GUNKUL ENGINEERING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

FOR THE YEAR ENDED DECEMBER 31, 2015

(Unit : Baht)

Notes	Consolidated		Separate financial statements	
	2015	2014	2015	2014
		(Reclassified)		(Reclassified)
Cash Flow from Operating Activities				
Profit before income tax expenses	820,106,446.32	628,348,561.18	730,496,541.54	569,662,892.56
Adjustments to reconcile profit before income tax expenses for cash received (used) from operations				
Bad debts and doubtful debts (reversal)	(306,044.34)	(315,695.91)	(442,780.00)	(438,834.99)
Unrealized (gain) loss on exchange rate	(27,052,878.44)	(3,964,774.17)	(9,927,549.86)	(3,419,226.88)
Loss on decline in the value of inventories (reversal)	(19,084,068.54)	(9,623,055.01)	(16,363,941.22)	(7,509,546.79)
Dividend income	-	-	(390,188,893.70)	(393,684,847.39)
Benefit from machinery for investment in advance	(64,603,078.73)	(34,927,288.07)	(64,603,078.73)	(34,927,288.07)
Depreciation and amortisation	36,309,608.87	26,349,911.03	9,604,841.67	9,988,754.21
Loss from impairment on assets	322,000.00	33,389.43	-	-
(Gain) loss from disposal and written off of assets	(232,976.63)	(233,510.54)	117,441.53	1,318,283.77
Provision for warranty (reversal)	159,098.70	76,678.18	19,238.56	(7,919.90)
Provisions for delivery delay (reversal)	(448,744.13)	60,451.76	(561,724.78)	244,984.56
Provisions for employee benefits	2,949,737.98	1,846,054.00	1,947,351.00	1,252,675.00
Gain on disposal of investments in joint ventures	-	(108,210.77)	-	-
Share of profit from investments in associates and joint ventures	(280,003,751.81)	(269,279,790.23)	-	-
Share of loss of non-controlling interest	(11,569,146.71)	(3,949,312.86)	-	-
Interest income	(27,420,722.20)	(8,258,621.88)	(26,734,897.03)	(7,675,037.04)
Interest expenses	118,735,163.43	57,842,331.20	107,134,207.34	46,521,353.81

Notes to financial statements are an integral part of these financial statements

STATEMENTS OF CASH FLOWS (continued)

GUNKUL ENGINEERING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
FOR THE YEAR ENDED DECEMBER 31, 2015

(Unit : Baht)

Notes	Consolidated		Separate financial statements	
	2015	2014	2015	2014
		(Reclassified)		(Reclassified)
Profit before changes in operating assets and liabilities	547,860,643.77	383,897,117.34	340,496,756.32	181,326,242.85
(Increase)decrease in trade and other receivable - related parties	(3,967,636.99)	(31,469,114.58)	35,885,364.53	(17,777,960.52)
(Increase)decrease in trade and other receivable - third parties	(200,456,873.16)	(152,277,200.75)	(57,050,539.68)	(214,248,359.11)
(Increase)decrease in unbilled receivables	(286,723,676.94)	(6,119,576.34)	(153,339,426.43)	8,610,423.66
(Increase)decrease in deposit for purchase of goods	6,001,230.11	5,646,968.24	5,180,503.47	1,171,091.85
(Increase)decrease in advances payment to subcontractors	(42,326,839.63)	13,424,941.80	(42,326,839.63)	13,424,941.80
Cash Flow from Operating Activities				
(Increase)decrease in Revenue				
Department receivable	(176,659,478.71)	(197,613.24)	(1,898,355.05)	5,422,501.92
(Increase)decrease in inventories	(38,321,498.67)	56,449,514.99	(5,912,559.60)	34,779,587.29
(Increase)decrease in construction in progress	1,135,891.31	91,838,286.34	-	81,825,452.64
(Increase)decrease in retention receivables	(12,911,413.78)	143,519,497.81	(13,113,191.63)	143,519,497.81
(Increase)decrease in other non-current assets	(6,639,974.96)	1,432,316.00	(180,000.00)	86,981.00
Increase(decrease) in trade and other payable - related parties	95,078,907.75	759,893.25	(22,727,185.60)	(93,384,168.13)
Increase(decrease) in trade and other payable - third parties	219,124,075.18	68,653,312.15	99,801,032.25	101,519,327.82
Increase(decrease) in advances received from employers and construction revenue received in advance	99,655,583.55	(70,052,837.46)	99,655,583.55	(70,052,837.46)
Increase(decrease) in advances received for goods	(13,659,585.83)	12,374,826.81	(13,978,253.71)	12,374,826.81
Increase(decrease) in Revenue				
Department payable	(2,417,542.31)	(1,030,772.17)	(6,019,888.12)	6,019,888.12
Increase(decrease) in retention payables	19,479,652.54	(74,546,071.17)	(17,689,326.17)	(83,022,422.41)
Cash paid for employee benefits	(1,663,402.00)	-	(1,663,402.00)	-

Notes to financial statements are an integral part of these financial statements

STATEMENTS OF CASH FLOWS (continued)

GUNKUL ENGINEERING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

FOR THE YEAR ENDED DECEMBER 31, 2015

(Unit : Baht)

Notes	Consolidated		Separate financial statements	
	2015	2014	2015	2014
		(Reclassified)		(Reclassified)
Cash generate from operation	202,588,061.23	442,303,489.02	245,120,272.50	111,595,015.94
Cash received for interest income	26,879,928.56	12,839,077.64	24,280,925.05	12,179,331.12
Cash paid for interest expense	(110,332,942.00)	(74,723,397.42)	(105,022,954.68)	(62,629,236.39)
Cash received for income tax	-	6,150,861.56	-	6,150,861.56
Cash paid for income tax	(78,728,964.04)	(74,460,711.47)	(25,846,151.89)	(37,026,356.83)
Net Cash Provided from Operating Activities	40,406,083.75	312,109,319.33	138,532,090.98	30,269,615.40
Cash Flow from Investing Activities				
(Increase)decrease in current investments	(367,225,824.42)	-	(367,225,824.42)	-
Cash paid for payable for purchase shares	(198,650,000.00)	(146,478,050.00)	(198,650,000.00)	(146,478,050.00)
Cash paid for investments in joint ventures	-	(10,654,260.00)	-	(10,654,260.00)
Cash paid for increment of capital in subsidiaries	-	-	(3,581,773,047.52)	(747,176,005.86)
Cash paid for acquisition of subsidiaries	(739,349,460.41)	(294,065,088.44)	-	(294,065,088.44)
Cash paid for acquisition non-controlling interests of the subsidiary	-	(228,035,550.00)	-	(228,035,550.00)
Cash received from disposal of investment in joint ventures	-	181,903.49	-	-
Cash Flow from Investing Activities				
Dividend income	206,103,544.70	156,918,718.69	276,103,009.10	366,016,510.47
Benefit from machinery for investment in advance	39,175,204.23	34,927,288.07	39,175,204.23	34,927,288.07
(Increase)decrease in short-term loans to related parties	-	-	(450,000,000.00)	(7,000,000.00)
Cash paid for purchase of plant and equipment and payable for purchase of assets	(5,758,488,537.21)	(269,073,285.34)	(5,581,069.63)	(3,246,934.28)
Proceed from disposal of equipment	772,932.75	2,323,258.94	330,676.73	683,551.40
Cash paid for purchase of intangible assets	(160,937,441.67)	(52,902,194.42)	-	(450,000.00)
(Increase) decrease in fixed deposits and bill of exchange pledged as collateral	(132,053,046.80)	14,360,992.19	(149,687,223.38)	(180,814.48)
Net Cash Used in Investing Activities	(7,110,652,628.83)	(792,496,266.82)	(4,437,308,274.89)	(1,035,659,353.12)

Notes to financial statements are an integral part of these financial statements

STATEMENTS OF CASH FLOWS (continued)

GUNKUL ENGINEERING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
FOR THE YEAR ENDED DECEMBER 31, 2015

(Unit : Baht)

Notes	Consolidated		Separate financial statements	
	2015	2014	2015	2014
		(Reclassified)		(Reclassified)
Cash Flow from Financing Activities				
Cash received from capital increment	4,031,056,390.00	-	4,031,056,390.00	-
Cash received from capital increment of non-controlling interest in subsidiary	288,146,200.00	96,638,640.70	-	-
Increase(decrease) in bank overdrafts and short-term loans from financial institutions	1,778,906,708.88	1,871,175,834.35	1,624,967,307.71	1,931,796,893.83
Increase(decrease) in short-term loans from related parties	(38,419,122.21)	(13,338,877.79)	(230,500,000.00)	184,892,566.06
Proceed from debenture	300,000,000.00	-	300,000,000.00	-
Proceed from long-term loans from banks	3,071,673,491.95	-	-	-
Cash paid for long-term loans from banks	(162,210,000.00)	(156,500,000.00)	-	-
Dividend paid	(24,633,156.10)	(25,079,444.66)	(24,633,156.10)	(25,079,444.66)
Cash paid for front-end fee	(95,479,817.79)	-	-	-
Repayment of obligation under finance lease	(14,182,203.44)	(7,889,987.68)	(10,676,932.95)	(6,192,156.78)
Repayment of interest-obligation under finance lease	(2,518,394.50)	(2,228,991.47)	(1,711,587.52)	(1,698,035.67)
Effect of exchange rate changes on cash and cash equivalent	1,567,964.30	(153,311.15)	-	-
Net Cash Provided from Financing Activities	9,133,908,061.09	1,762,623,862.30	5,688,502,021.14	2,083,719,822.78
Net Increase in Cash and Cash Equivalent	2,063,661,516.01	1,282,236,914.81	1,389,725,837.23	1,078,330,085.06
Cash and Cash Equivalent at the Beginning of the Year	1,507,128,465.22	224,891,550.41	1,204,264,477.30	125,934,392.24
Cash and Cash Equivalent at the End of the Year	32.1 3,570,789,981.23	1,507,128,465.22	2,593,990,314.53	1,204,264,477.30

Notes to financial statements are an integral part of these financial statements



Notes to Financial Statements

Gunkul Engineering Public Company Limited and Its Subsidiaries

December 31, 2015

1. General information

Gunkul Engineering Public Company Limited ("the Company") is a public limited company and is incorporated in Thailand. The address of the Company's registered office is 1038-1046 Nakornchaisri Road, Nakornchaisri, Dusit, Bangkok.

The principal activities of the Company and subsidiaries ("the Group") involve manufacture, distribution and importation and exportation of electrical hardware and equipment including generate and sell electricity.

2. Basis of preparation of financial statements

The consolidated and separate financial statements are presented in Thai language and Thai Baht, and in conformity with Thai generally accepted accounting principles under the Accounting Act B.E. 2543, being those Thai Accounting Standards issued under the Accounting Profession Act B.E. 2547, and the financial reporting requirements of the Capital Market Supervisory Board under the Securities and Exchange Act B.E.2535 (or 1992).

The consolidated and separate financial statements have been prepared under the historical cost convention except as disclosed in the accounting policies below.

The preparation of financial statements in conformity with Thai Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the amounts of revenues and expenses in the reported periods. Actual results may differ from those estimates. Although the management has most well prepared the figures of estimation from the understanding of events and the things that have been done presently.

The financial statements issued for Thai report purposes are prepared in the Thai language. This English translation of the financial statements has been prepared for the convenience of readers not conversant with the Thai language.

The Federation of Accounting Profession (FAP) has notified to apply the following financial reporting standards to the financial statements having an accounting period beginning on or after January 1, 2015.

TFRS No. 2	Share-based Payment (revised 2014)
TFRS No. 3	Business Combinations (revised 2014)
TFRS No. 5	Non-current Assets Held for Sale and Discontinued Operations (revised 2014)
TFRS No. 6	Exploration for and Evaluation of Mineral Resources (revised 2014)
TFRS No. 8	Operating Segments (revised 2014)
TFRS No. 10	Consolidated Financial Statements
TFRS No. 11	Joint Arrangements
TFRS No. 12	Disclosure of Interests in Other Entities
TFRS No. 13	Fair Value Measurement
TAS No. 1	Presentation of Financial Statements (revised 2014)
TAS No. 2	Inventories (revised 2014)
TAS No. 7	Statement of Cash Flows (revised 2014)
TAS No. 8	Accounting Policies, Changes in Accounting Estimates and Errors (revised 2014)
TAS No. 10	Events after the Reporting Period (revised 2014)
TAS No. 11	Construction Contracts (revised 2014)
TAS No. 12	Income Taxes (revised 2014)
TAS No. 16	Property, Plant and Equipment (revised 2014)
TAS No. 17	Leases (revised 2014)
TAS No. 18	Revenue (revised 2014)
TAS No. 19	Employee Benefits (revised 2014)
TAS No. 20	Accounting for Government Grants and Disclosure of Government Assistance (revised 2014)
TAS No. 21	The Effects of Changes in Foreign Exchange Rates (revised 2014)
TAS No. 23	Borrowing Costs (revised 2014)
TAS No. 24	Related Party Disclosures (revised 2014)
TAS No. 26	Accounting and Reporting by Retirement Benefit Plans (revised 2014)
TAS No. 27	Separate Financial Statements (revised 2014)

TAS No. 28	Investments in Associates and Joint Ventures (revised 2014)
TAS No. 29	Financial Reporting in Hyperinflationary Economies (revised 2014)
TAS No. 33	Earnings per Share (revised 2014)
TAS No. 34	Interim Financial Reporting (revised 2014)
TAS No. 36	Impairment of Assets (revised 2014)
TAS No. 37	Provisions, Contingent Liabilities and Contingent Assets (revised 2014)
TAS No. 38	Intangible Assets (revised 2014)
TAS No. 40	Investment Property (revised 2014)
TFRIC No. 1	Changes in Existing Decommissioning, Restoration and Similar Liabilities (revised 2014)
TFRIC No. 4	Determining whether an Arrangement contains a Lease (revised 2014)
TFRIC No. 5	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds (revised 2014)
TFRIC No. 7	Applying the Restatement Approach under TAS 29 (revised 2014) Financial Reporting in Hyperinflationary Economies
TFRIC No. 10	Interim Financial Reporting and Impairment (revised 2014)
TFRIC No. 12	Service Concession Arrangements (revised 2014)
TFRIC No. 13	Customer Loyalty Programmes (revised 2014)
TFRIC No. 14	TAS 19 (revised 2014) - The Limit on a Defined Benefit Assets, Minimum Funding Requirements and their Interaction
TFRIC No. 15	Agreements for the Construction of Real Estate (revised 2014)
TFRIC No. 17	Distributions of Non-cash Assets to Owners (revised 2014)
TFRIC No. 18	Transfers of Assets from Customers (revised 2014)
TFRIC No. 20	Stripping Costs in the Production Phase of a Surface Mine
TSIC No. 10	Government Assistance - No Specific Relation to Operating Activities (revised 2014)
TSIC No. 15	Operating Leases - Incentives (revised 2014)
TSIC No. 25	Income Taxes - Changes in the Tax Status of an Entity or its Shareholders (revised 2014)
TSIC No. 27	Evaluating the Substance of Transactions Involving the Legal Form of a Lease (revised 2014)
TSIC No. 29	Service Concession Arrangements : Disclosures (revised 2014)
TSIC No. 31	Revenue - Barter Transactions Involving Advertising Services (revised 2014)
TSIC No. 32	Intangible Assets - Web Site Costs (revised 2014)

The Group has adopted such financial reporting standards to the financial statements on the current period. The management believes that they don't have any significant impact on the financial statements for the current period except the change of accounting policy concerning the recognition of actuarial gains and losses under TAS No.19 Employee Benefits (revised 2014) as described in notes to financial statement no.6.

Moreover, the Federation of Accounting Profession has notified to apply the following financial reporting standards to the financial statements in the future periods.

	<u>Effective date</u>
The Conceptual Framework for Financial Reporting (revised 2015)	January 1, 2016
TFRS No. 2 Share-based Payment (revised 2015)	January 1, 2016
TFRS No. 3 Business Combinations (revised 2015)	January 1, 2016
TFRS No. 4 Insurance Contracts (revised 2015)	January 1, 2016
TFRS No. 5 Non-current Assets Held for Sale and Discontinued Operations (revised 2015)	January 1, 2016
TFRS No. 6 Exploration for and Evaluation of Mineral Resources (revised 2015)	January 1, 2016
TFRS No. 8 Operating Segments (revised 2015)	January 1, 2016
TFRS No. 10 Consolidated Financial Statements (revised 2015)	January 1, 2016
TFRS No. 11 Joint Arrangements (revised 2015)	January 1, 2016
TFRS No. 12 Disclosure of Interests in Other Entities (revised 2015)	January 1, 2016
TFRS No. 13 Fair Value Measurement (revised 2015)	January 1, 2016
TAS No. 1 Presentation of Financial Statements (revised 2015)	January 1, 2016
TAS No. 2 Inventories (revised 2015)	January 1, 2016
TAS No. 7 Statement of Cash Flows (revised 2015)	January 1, 2016
TAS No. 8 Accounting Policies, Changes in Accounting Estimates and Errors (revised 2015)	January 1, 2016
TAS No. 10 Events after the Reporting Period (revised 2015)	January 1, 2016
TAS No. 11 Construction Contracts (revised 2015)	January 1, 2016
TAS No. 12 Income Taxes (revised 2015)	January 1, 2016
TAS No. 16 Property, Plant and Equipment (revised 2015)	January 1, 2016
TAS No. 17 Leases (revised 2015)	January 1, 2016
TAS No. 18 Revenue (revised 2015)	January 1, 2016
TAS No. 19 Employee Benefits (revised 2015)	January 1, 2016
TAS No. 20 Accounting for Government Grants and Disclosure of Government Assistance (revised 2015)	January 1, 2016
TAS No. 21 The Effects of Changes in Foreign Exchange Rates (revised 2015)	January 1, 2016

TAS No. 23	Borrowing Costs (revised 2015)	January 1, 2016
TAS No. 24	Related Party Disclosures (revised 2015)	January 1, 2016
TAS No. 26	Accounting and Reporting by Retirement Benefit Plans (revised 2015)	January 1, 2016
TAS No. 27	Separate Financial Statements (revised 2015)	January 1, 2016
TAS No. 28	Investments in Associates and Joint Ventures (revised 2015)	January 1, 2016
TAS No. 29	Financial Reporting in Hyperinflationary Economies (revised 2015)	January 1, 2016
TAS No. 33	Earnings per Share (revised 2015)	January 1, 2016
TAS No. 34	Interim Financial Reporting (revised 2015)	January 1, 2016
TAS No. 36	Impairment of Assets (revised 2015)	January 1, 2016
TAS No. 37	Provisions, Contingent Liabilities and Contingent Assets (revised 2015)	January 1, 2016
TAS No. 38	Intangible Assets (revised 2015)	January 1, 2016
TAS No. 40	Investment Property (revised 2015)	January 1, 2016
TAS No. 41	Agriculture	January 1, 2016
TFRIC No. 1	Changes in Existing Decommissioning, Restoration and Similar Liabilities (revised 2015)	January 1, 2016
TFRIC No. 4	Determining whether an Arrangement contains a Lease (revised 2015)	January 1, 2016
TFRIC No. 5	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds (revised 2015)	January 1, 2016
TFRIC No. 7	Applying the Restatement Approach under TAS 29 (revised 2015) Financial Reporting in Hyperinflationary Economies (revised 2015)	January 1, 2016
TFRIC No. 10	Interim Financial Reporting and Impairment (revised 2015)	January 1, 2016
TFRIC No. 12	Service Concession Arrangements (revised 2015)	January 1, 2016
TFRIC No. 13	Customer Loyalty Programmes (revised 2015)	January 1, 2016
TFRIC No. 14	TAS 19 (revised 2015) - The Limit on a Defined Benefit Assets, Minimum Funding Requirements and their Interaction (revised 2015)	January 1, 2016
TFRIC No. 15	Agreements for the Construction of Real Estate (revised 2015)	January 1, 2016
TFRIC No. 17	Distributions of Non-cash Assets to Owners (revised 2015)	January 1, 2016
TFRIC No. 18	Transfers of Assets from Customers (revised 2015)	January 1, 2016
TFRIC No. 20	Stripping Costs in the Production Phase of a Surface Mine (revised 2015)	January 1, 2016
TFRIC No. 21	Levies	January 1, 2016
TSIC No. 10	Government Assistance - No Specific Relation to Operating Activities (revised 2015)	January 1, 2016

TSIC No. 15	Operating Leases - Incentives (revised 2015)	January 1, 2016
TSIC No. 25	Income Taxes - Changes in the Tax Status of an Entity or its Shareholders (revised 2015)	January 1, 2016
TSIC No. 27	Evaluating the Substance of Transactions Involving the Legal Form of a Lease (revised 2015)	January 1, 2016
TSIC No. 29	Service Concession Arrangements : Disclosures (revised 2015)	January 1, 2016
TSIC No. 31	Revenue - Barter Transactions Involving Advertising Services (revised 2015)	January 1, 2016
TSIC No. 32	Intangible Assets - Web Site Costs (revised 2015)	January 1, 2016

The Group has not early adopted such financial reporting standards having the effective date to the financial statements on the future periods before the effective dates. The management is currently assessing the first-year impact on the Group's financial statements.

3. Principles of consolidation financial statements

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Subsidiaries are those entities under the control by the Company. The Company controls subsidiaries when it is exposed, or has rights, to variable returns from its involvement with subsidiaries and has the ability to affect those returns through its power over the subsidiaries. Subsidiaries are consolidated from the date on which control is transferred to the Group and are no longer consolidated from the date that control ceases.

Acquisitions of subsidiaries are accounted for using the acquisition method. The consideration transferred for acquisition is measured at the sum of the fair value of the assets given, the liabilities incurred, and equity instruments issued by the Group at the date of exchange. Acquisition-related costs are accounted as expenses in the period in which the costs are incurred. The excess of the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the fair value of the net identifiable assets of the subsidiary acquired is recognized as goodwill and to be tested for impairment annually. If, after reassessment, the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree, and the fair value of the acquirer's

previously held equity interest in the acquiree (if any) is less than the fair value of the net identifiable assets of the subsidiary acquired, the difference is recognized in profit or loss as a bargain purchase gain.

Related party transactions, balances and unrealized gains on transactions between the Company and its subsidiaries are eliminated; unrealized losses are also eliminated unless cost cannot be recovered. Where necessary, accounting policies of subsidiaries have been changed to ensure consistency with the policies adopted by the Group.

The consolidated financial statements for the year ended December 31, 2015 and 2014 have been prepared by including the financial statements of Gunkul Engineering Public Company Limited and subsidiaries after eliminate the significant related party balances and transactions. The percentage directly and indirectly owned by the Company as follows:-

Name of subsidiaries	Nature of business	Country of incorporation	Percentage of shareholding	
			2015	2014
G.K. Power Product Co., Ltd.	Manufacture electrical hardware and equipment	Thailand	100.00	100.00
G.K. Assembly Co., Ltd.	Manufacture electrical hardware and equipment	Thailand	100.00	100.00
K.N.P. Supply Co., Ltd.	Import-export electrical hardware and equipment	Thailand	100.00	100.00
Greenovation Power Co., Ltd.	Generating and selling electricity	Thailand	100.00	100.00
Wind Energy Development Co., Ltd.	Generating and selling electricity	Thailand	100.00	100.00
NK Power Sola Co., Ltd.	Generating and selling electricity	Thailand	100.00	100.00
Gunkul Solar Roof 1 Co., Ltd.	Generating and selling electricity	Thailand	100.00	100.00
Gunkul Solar Roof 2 Co., Ltd.	Generating and selling electricity	Thailand	100.00	100.00
Solar Energy Society Co., Ltd.	Generating and selling electricity	Thailand	100.00	100.00
Bright Green Power Co., Ltd.	Generating and selling electricity and holding company	Thailand	100.00	100.00
Gunkul Power Development Co., Ltd.	Construction	Thailand	100.00	100.00
Gunkul Solar Power 1 Co., Ltd.	Generating and selling electricity	Thailand	100.00	100.00
Gunkul Solar Power 2 Co., Ltd.	Generating and selling electricity	Thailand	100.00	100.00
Gunkul LED Lighting Co., Ltd.	Manufacture electrical hardware and equipment	Thailand	90.00	75.00
Gunkul Solar Community Co., Ltd.	Generating and selling electricity	Thailand	100.00	100.00

Name of subsidiaries	Nature of business	Country of incorporation	Percentage of shareholding	
			2015	2014
Siam Gunkul Solar Energy Co., Ltd.	Generating and selling electricity	Thailand	100.00	100.00
Gunkul and UCI Power Co., Ltd.	Generating and selling electricity	Thailand	75.00	75.00
Korat Wind Energy Co., Ltd.	Generating and selling electricity	Thailand	100.00	-
GO Bioenergy Co., Ltd.	Holding company	Thailand	74.90	-
Outgrow A Co., Ltd. (Holding by GO Bioenergy Co., Ltd.)	Generating and selling electricity	Thailand	74.90	-
Outgrow B Co., Ltd. (Holding by GO Bioenergy Co., Ltd.)	Generating and selling electricity	Thailand	74.90	-
Outgrow D Co., Ltd. (Holding by GO Bioenergy Co., Ltd.)	Generating and selling electricity	Thailand	74.90	-
Outgrow E Co., Ltd. (Holding by GO Bioenergy Co., Ltd.)	Generating and selling electricity	Thailand	74.90	-
Outgrow Wood Supply A Co., Ltd. (Holding by GO Bioenergy Co., Ltd.)	Wood dealer as a raw material	Thailand	74.90	-
Outgrow Wood Supply B Co., Ltd. (Holding by GO Bioenergy Co., Ltd.)	Wood dealer as a raw material	Thailand	74.90	-
Gunkul Solar Power 3 Co., Ltd.	Generating and selling electricity	Thailand	100.00	-
Gunkul Solar Power 4 Co., Ltd.	Generating and selling electricity	Thailand	100.00	-
Gunkul Solar Power 5 Co., Ltd.	Generating and selling electricity	Thailand	100.00	-
Infinite Alternative Energy Co., Ltd.	Holding company	Thailand	67.00	-
Rang Ngern Solution Co., Ltd. (Holding by Infinite Alternative Energy Co., Ltd.)	Generating and selling electricity	Thailand	67.00	-
Gunkul International (Mauritius) Ltd.	Holding company	Mauritius	100.00	100.00
Gunkul Investment (Singapore) Pte. Ltd. (Holding by Gunkul International (Mauritius) Ltd.)	Holding company	Singapore	100.00	100.00
Gunkul Myanmar Power (Hlawga) Pte. Ltd. (Holding by Gunkul Investment (Singapore) Pte. Ltd.)	Holding company	Singapore	100.00	100.00

Name of subsidiaries	Nature of business	Country of incorporation	Percentage of shareholding	
			2015	2014
Sendai Okura GD Daiichi Godo Kaisha (Holding by Gunkul International (Mauritius) Ltd. and Future Asset Management Kabushiki Kaisha)	Generating and selling electricity	Japan	100.00	100.00
Kimitsu Mega Solar Godo Kaisa (Holding by Gunkul International (Mauritius) Ltd. and Future Asset Management Kabushiki Kaisha)	Generating and selling electricity	Japan	100.00	-
Future Asset Management Kabushiki Kaisha (Holding by Bright Green Power Co., Ltd.)	Assets management	Japan	100.00	-

The financial statements of the subsidiaries are prepared for the same reporting periods as the Company and using consistent significant accounting policies.

The non-controlling interest is measured at the non-controlling interest's proportionate share of the acquiree's identifiable net assets.

The assets and liabilities in the financial statements of overseas subsidiary company is translated to Baht using the exchange rate prevailing at the end of reporting period, and revenues and expenses are translated using monthly average exchange rate. The resulting differences are shown under the caption of "Exchange differences on translation" in the statements of changes in shareholders' equity.

4. Accounting policies

4.1 Cash and cash equivalents

For the purposes of the cash flow statement, cash and cash equivalents comprise cash on hand, deposits with banks and other short-term highly liquid investments with original maturities of three months or less and free from restrictions.

4.2 Trade receivable

Trade account receivable are carried in the statement of financial position at the amount expected to be collectible. Allowance for doubtful receivables are estimated by percentage of accounts receivable which is assessed primarily on analysis of payment histories and review of all outstanding amounts at the end of the reporting period. The amount of the allowance is the difference between the carrying amount of the receivable and the amount expected to be collectible. Bad debts are written off during the year in which they are identified.

4.3 Inventories

Inventories are stated at the lower of cost or net realizable value. The cost of purchase comprises both the purchase price and costs directly attributable to the acquisition of the inventory, such as import duties and transportation charge, less all attributable discounts, allowances or rebates. The cost of finished goods and work in process comprise raw materials, direct labor, other direct costs and related production overheads, the latter being allocated on the basis of normal operating activities.

Costs of inventories are calculated as the follow method:-

Finished goods	- FIFO method
Work in process	- FIFO method
Raw material and supplies	- FIFO method

The Group estimates the net realisable value by using the selling price in the ordinary course of business less selling expenses.

The Group makes the allowance for diminutions in the value of obsolete, defective or slow-moving inventories.

4.4 Investments

Investments in associates

Investments in associates are accounting for using the cost method of accounting in the separate financial statements less allowance for impairment investment (if any). And investments in associates are accounted for using the equity method in the consolidated financial statements.

Investments in joint ventures

Investments in joint ventures are accounting for using the cost method of accounting in the separate financial statements less allowance for impairment investment (if any). And investments in joint ventures is accounted for using the equity method in the consolidated financial statements.

Where there is the necessary, accounting policies of associates and joint ventures have been changed to ensure consistency with the policies adopted by the Group. The financial statements of the associates and joint ventures are prepared for the same reporting periods as the Company.

Investments in subsidiaries

Investments in subsidiaries are reported by using the cost method of accounting in the separate financial statements less allowance for impairment investment.

4.5 Investment Property

Investment property, which is property held to earn rentals and/or for capital appreciation is measured initially at its costs, including transaction cost. Subsequent to initial recognition, investment property is measured at the cost method net from the allowance for impairment (if any).

4.6 Property, plant and equipment

Land and assets under construction held for use in the production or supply of goods or services, or for administrative purposes, are stated in the statement of financial position at their historical cost less accumulated impairment losses (if any).

Buildings and equipment held for use in the production or supply of goods or services, or for administrative purposes, are stated in the statement of financial position at their historical cost less accumulated depreciation and accumulated impairment losses (if any).

The cost of an item of asset comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by

management, the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, and the borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset.

Capital spare parts whose estimated useful life is more than one year are recognized as assets and depreciated over the estimated useful life when the asset is available for use.

The Group's depreciation is calculated on the straight-line method to write off the cost of each asset, except for land and assets under construction, to their residual values over their estimated useful life as follows:

Buildings and power plant	25 - 30 years
Machinery and factory equipment	5 - 25 years
Tools and equipments	5 years
Fixtures and office equipments	5 years
Motor vehicles (Including vehicle under lease agreements)	8 - 10 years

The residual value, the useful life and the depreciation method of an asset will be reviewed at least at each financial year-end.

The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in profit or loss.

4.7 Intangible assets

Intangible assets with finite useful lives which the Group acquired are stated at historical cost less accumulated amortization and impairment loss (if any). The Group's amortization is calculated on the straight-line method over their estimated useful life as follows:

Computer software	5 years
Copyright	3 - 5 years
Right to use grid network	25 years

Power purchase agreement acquired in a business combination is initially recognized at their fair value at the acquisition date which is regarded as their cost and amortized with the straight line method over the period of power purchase agreement under the Feed-in Tariff system and with the sum of the year method over the period of power purchase agreement under the Adder system and less accumulated impairment losses (if any).

4.8 Impairment of assets

The carrying amounts of the Group's assets and also intangible assets are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the carrying amount of the assets exceeds its recoverable amount which is the higher of an asset's net selling price and value in use. For the purposes of assessing impairment, assets are grouped at the lowest level for which there is separately identifiable cash flows.

The Group will recognize impairment losses in profit or loss, or reduce the revaluation increment in assets in case that those assets are previously revalued. The reversal of impairment losses will be recognized in profit or loss or as a revaluation increment in assets when there is an indication that the impairment losses are no longer exist or decreased.

4.9 Borrowings

Borrowings are recognised initially at the fair value of the proceeds received, net of the transaction costs incurred. Borrowings are subsequently stated at amortised cost using the effective yield method; any difference between the proceeds (net of transaction costs) and the redemption value is recognised to the income statement over the period of the borrowings.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

4.10 Accounting for leases

Where the Group is the lessee

Long term leases which substantially transferred all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the inception of the lease at the lower of the fair value of the leased property or the present value of the minimum lease payments. Each lease payment is allocated

to the principal and to the finance charges so as to achieve a constant rate on the finance balance outstanding. The outstanding rental obligations, net of finance charges, are included in other long-term payables. The interest element of the finance cost is charged in profit or loss over the lease period so as to achieve a constant periodic rate of interest on the remaining balance of the liability for each period. The assets acquired under finance leases while depreciation is carried throughout the useful life of leased asset. However, if there is uncertainty in the right of ownership when the contract is terminated, depreciation is carried according to useful life of leased assets or life of leased contract whichever the period is lower.

Long term leases not transferring a significant portion of the risks and rewards of ownership to the lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged in profit or loss on a straight-line basis over the period of the lease.

When an operating lease is terminated before the lease period has expired, any payment required to be made to the lessor by way of penalty is recognized as an expense in the period in which termination takes place.

Where the Group is the lesser

Operating leases

Assets leased out under operating leases are included in property, plant and equipment in the statement of financial position. They are depreciated over their expected useful lives on a basis consistent with other similar property, plant and equipment owned by the Group.

4.11 Provisions

Provisions are recognized when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made. Where the Group expects a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain.

4.12 Provision for decommissioning cost

The Group recognises provision for decommissioning costs, which are provided at the onset of completion of the project, for the estimate of the eventual cost that relate to the removal of the power plants. The recognised provision for decommissioning cost are based on future removal cost estimates and incorporate many assumptions such as abandonment times and future inflation rate and discounted to present value at the discount rate estimated by management. Those cost are included as part of the power plants.

4.13 Revenue recognition

Sales are recognized on the delivery of goods or on customer acceptance. Sales are shown net of sales taxes and discounts.

Revenues from construction shall comprise the initial amount of revenue agreed in the contract and a claim collect from third parties are recognized on a percentage of completion basis. The percentage of completion is measured based on comparison of the completion of a physical proportion of the contract work at the end of the reporting period and the total contract work surveyed by the engineer project manager. In case, it is probable that the total construction costs will exceed the total construction income, the expected foreseeable loss is immediately recognized as an expense in profit or loss. The recognized revenue which is not yet due per the contracts has been presented under the caption of "Unbilled receivables" in the statement of financial position. The unrecognized revenue which is due per the contracts has been presented under the caption of "Advances received from employers and construction revenue received in advance - third parties" in the statement of financial position.

Sales of electricity are recognized on the delivery of goods or on customer acceptance. Sales are recognized based on units of sale delivered at the applicable tariff rates.

Service income is recognized when services have been rendered.

Rental income is recognized as income over the lease period.

Interest income is recognized on an accrual basis.

Other income is recognized on an accrual basis.

4.14 Government grants

The Group will not recognize the government grants until there is reasonable assurance that the Company will comply with the conditions attaching to them and the grants will be received.

The Group presents the grants related to income as a revenue separately in the statement of comprehensive.

4.15 Foreign currency transactions

The Group translates foreign currency transactions into Baht using the exchange rate prevailing at the date of the transaction. Monetary assets and liabilities at the end of the reporting period denominated in foreign currencies are translated into Baht at the exchange rate prevailing at that date. Gains and losses resulting from the settlement of foreign currency transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognized in profit or loss as incurred.

4.16 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying assets, which are assets that necessarily takes a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognized in profit or loss in the period in which they are incurred.

4.17 Employee benefits

Defined contribution plan

The Group operates a provident fund which is funded by payments from employees and by the Group. The assets for which are held in a separate trust fund. Contributions to the provident fund are recognized in profit or loss in the period in which they are incurred.

Defined benefit plan

The Group has the employee benefit obligation in case of retirement or termination under the labor law. The Group hires an actuary to calculate on an actuarial technique the said employee benefit obligation. The said employee benefit obligation is discounted using the projected unit credit method by reference to an interest rate of a government bond to determine the present value of the employee benefit obligation, current service cost and related interest expense. The current service cost and interest expense are recognized in profit or loss. Actuarial gains and losses arising from re-measurement of the employee benefit obligation are recognized in other comprehensive income and transferred in retained earnings, respectively without reclassification of those amounts to profit or loss in a subsequent period.

4.18 Corporate income tax

The Group recognizes the unpaid current tax for current period as a liability in the statement of financial position. In a case where the amount already paid in respect of current period exceeds the amount due for such period, the excess will be recognized as an asset in the statement of financial position.

The Group recognizes a deferred tax liability for all taxable temporary difference, except to the extent that the deferred tax liability arises from the initial recognition of an asset or liability in a transaction which affects neither accounting profit nor taxable profit at the time of the transaction. The Group recognizes a deferred tax asset for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilized, unless the deferred tax asset arises from the initial recognition of an asset or liability in a transaction that affects neither accounting profit nor taxable profit.

The Group recognizes a deferred tax liability for all taxable temporary differences associated with investments in subsidiaries and associates, except to the extent that the Group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. And the Group recognizes a deferred tax asset for all deductible temporary differences arising from investment in subsidiaries and associates, to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary difference can be utilized.

The Group measures the current tax liabilities and assets for the current period using the tax rate that have been enacted by the end of the reporting period. And the deferred tax assets and liabilities are measured at the tax rate that is expected to apply to the period when the asset is realized or the liability is settled, based on tax rate that have been enacted or substantively enacted by the end of the reporting period.

The Group recognizes the current and deferred tax as an income or an expense and includes it in profit or loss for the period, except the current and deferred tax for items that are recognized in the other comprehensive income or directly in the equity will be recognized in the other comprehensive income or directly in the equity.

4.19 Financial instruments

Financial assets and liabilities carried on the statement of financial position include cash and cash equivalents, investment in equity securities, trade and other receivables, trade and other payables, and loan receivables and payables. The accounting policies on recognition and measurement of these items are disclosed in the respective accounting policies found in this Note.

Forward contracts are carried at fair value and presented in other current assets or other current liabilities. Unrealized gains or losses on changes in fair value are recognized in profit or loss.

Interest rate swap contracts protect the Company from movements in interest rates by exchange floating interest rate to be fix interest rate which is not recognized at the contracts date. Any differential to be paid or received on interest rate swap contracts is recognized as a component of interest revenue or expenses over the period of the contracts.

4.20 The important accounting estimation, supposition and judgment application

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Plant, equipment and intangible assets

Management determines the estimated useful lives and residual values for the Group's plant, equipment and intangible assets. Management will revise the

depreciation charge where useful lives and residual values are different to previously estimated, or its will write off or write down technically obsolete or assets that have been abandoned or sold.

Financial lease/ Operation lease

The Group has entered into lease agreements for rental vehicle, machine and equipment. The Group has determined, based on an evaluation on terms and conditions of the arrangements, that the lease transfers ownership of these assets to the lessee, and so accounts for the contracts as financial leases.

Estimated construction project costs

The Group estimate costs of construction projects based on details of the construction work, taking into account the volume and value of construction materials to be used in the project, labour costs and other miscellaneous costs to be incurred to completion of service, taking into account the direction of the movement in these costs. Estimates are reviewed regularly or whenever actual costs differ significantly from the figures used in the original estimates.

Employment benefits

The obligation under the defined benefit plan is determined based on actuarial techniques. Such determination is made based on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

Provision for decommissioning costs

The Group recognizes provision for decommissioning costs, which are provided at the onset of completion of the project, for the estimate of the eventual costs that relate to the removal of the power plants. The recognized provision for decommissioning costs is based on future removal cost estimates and incorporates many assumptions such as abandonment times and future inflation rate and discounted to present value at the discount rate estimated by the management. Those costs are included as part of the power plants.

5. Change in accounting estimates

For the year ended December 31, 2015, the Group reviews the estimated useful life of machinery from 15 years to 25 years and vehicle from 5 years to 8-10 years to meet the useful life of assets and the estimation of the residual value of machinery and vehicles by decreasing the residual value of such assets. The Group estimates the residual value of

such assets so as to comply with value the Group will receive from such asset disposal when the useful life of such assets is terminated. The Group adopts the prospective treatment for such change. The change in accounting estimate effects that the depreciation for the year ended on December 31, 2015 and 2016, decreases in the amount of Baht 2.60 million and Baht 3.20 million in the consolidated statement of comprehensive income, respectively and Baht 1.93 million and Baht 1.94 million in the separate statements of comprehensive income, respectively.

6. Change in accounting policies period

From January 1, 2015 onward, the Group changed the accounting policy concerning the recognition of actuarial gains and losses for the employee benefit obligation in case of retirement or termination under the labor law. Previously, all actuarial gains and losses were recognized in profit or loss. Presents, all actuarial gains and losses are recognized in other comprehensive income according to TAS No.19 "Employee Benefits (revised 2014)". The Group applied the retrospective adjustment to the comparative financial statements according to the transitional provision as required in the accounting standard.

The change of accounting policy has impacted on the comprehensive income statements, whereas, it has not any impacted on the statement of financial position as follows :-

(Unit : Baht)

	Consolidated Statement of Comprehensive Income		Separate Statement of Comprehensive Income	
	2015	2014	2015	2014
Decrease in cost of sales	384,727.00	-	-	-
Decrease in administrative expenses	3,123,959.00	-	2,430,820.00	-
Increase in profit before income tax expense	3,508,686.00	-	2,430,820.00	-
Increase in income tax expenses	(701,737.20)	-	(486,164.00)	-
Increase in profit for the year	2,806,948.80	-	1,944,656.00	-
Other comprehensive income				
Increase in actuarial losses	(2,806,948.80)	-	(1,944,656.00)	-
Increase (decrease) total comprehensive income	-	-	-	-
Increase in basic earnings per share	0.0024	-	0.0017	-

7. Related party transactions

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the Company, including holding companies, subsidiaries and fellow subsidiaries are related parties of the Company. Associates and individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the enterprise, key management personnel, including directors and officers of the Company and close members of the family of these individuals and companies associated with these individuals also constitute related parties.

In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

Gunkul.Group. Co., Ltd. is a major shareholder, holding 59.97% (2014:59.97%) of the share capital of the Gunkul Engineering Public Co., Ltd. The principal shareholder of the Company's major shareholder is Dhumrongpiyawut family. Transactions related to companies in which the Dhumrongpiyawut family is the principal shareholders or directors are recognized as related parties to the Company.

The Company has transactions with related persons and companies for the year ended December 31, 2015 and 2014 as follows:

7.1 Inter-assets and liabilities

(Unit : Baht)

	Consolidated		Separate financial statement	
	2015	2014	2015	2014
Trade receivables - sale of goods				
- G.K. Assembly Co., Ltd.	-	-	818,277.14	720,967.34
- G.K. Power Products Co., Ltd.	-	-	-	82,390.00
- K.N.P Supply Co., Ltd.	-	-	1,364,873.15	652,529.22
- Gunkul Power Development Co., Ltd.	-	-	9,457,535.26	550,236.80
- Rang Ngern Solution Co., Ltd.	-	-	1,847,183.80	-
- Future Electrical Control Co., Ltd.	22,504,918.45	12,665,409.08	1,105,033.80	1,883,971.38
- Kulnatee Co., Ltd.	17,400.34	17,836.90	17,400.34	17,836.90
Total	22,522,318.79	12,683,245.98	14,610,303.49	3,907,931.64

(Unit : Baht)

	Consolidated		Separate financial statement	
	2015	2014	2015	2014
Construction receivables				
- NK Power Sola Co., Ltd.	-	-	-	33,051,674.58
- Gunkul Chubu Powergen Co., Ltd.	21,079,000.00	21,079,000.00	21,079,000.00	21,079,000.00
Total	21,079,000.00	21,079,000.00	21,079,000.00	54,130,674.58
Maintenance service receivables				
- Gunkul Chubu Powergen Co., Ltd.	521,758.24	521,758.26	521,758.24	521,758.26
- WHA Gunkul Green Solar Roof 1 Co., Ltd.	43,841.50	42,358.87	-	-
- WHA Gunkul Green Solar Roof 3 Co., Ltd.	57,331.19	55,392.37	-	-
- WHA Gunkul Green Solar Roof 6 Co., Ltd.	57,331.19	55,392.37	-	-
- WHA Gunkul Green Solar Roof 17 Co., Ltd.	68,713.12	66,389.39	-	-
Total	748,975.24	741,291.26	521,758.24	521,758.26
Other receivables				
- Gunkul Chubu Powergen Co., Ltd.	405,059.20	389,480.00	405,059.20	389,480.00
- Future Electrical Control Co., Ltd.	667,140.00	-	-	-
Total	1,072,199.20	389,480.00	405,059.20	389,480.00
Accrued dividend receivable				
- G.K. Assembly Co., Ltd.	-	-	49,999,950.00	-
- G.K. Power Products Co., Ltd.	-	-	24,999,500.00	-
- K.N.P Supply Co., Ltd.	-	-	20,999,916.00	-
- Gunkul Solar Roof 1 Co., Ltd.	-	-	734,989.50	-
- Gunkul Solar Power 2 Co., Ltd.	-	-	2,144,983.50	-
- G-Power Source Co., Ltd.	71,275,151.46	56,068,605.86	71,275,151.46	56,068,605.86
Total	71,275,151.46	56,068,605.86	170,154,490.46	56,068,605.86
Accrued interest receivable				
- Gunkul LED Lighting Co., Ltd.	-	-	5,916.99	4,315.07
- Rang-Ngern Solution Limited Partnership.	-	-	1,751,232.88	-
- Wind Energy Development Co., Ltd.	-	-	51,452.05	-
Total	-	-	1,808,601.92	4,315.07

(Unit : Baht)

	Consolidated		Separate financial statement	
	2015	2014	2015	2014
Accrued rental receivable				
- Gunkul Solar Roof 1 Co., Ltd.	-	-	-	1,800.00
Advance payments				
- K.N.P Supply Co., Ltd.	-	-	47,744.80	40,192.65
- Gunkul Power Development Co., Ltd.	-	-	1,788.02	10,402.63
- Gunkul LED Lighting Co., Ltd.	-	-	9,671.48	-
- Gunkul International (Mauritius) Ltd.	-	-	-	13,558,450.00
- WHA Gunkul Green Solar Roof 1 Co., Ltd.	-	1,263,719.00	-	-
- WHA Gunkul Green Solar Roof 3 Co., Ltd.	-	1,661,938.00	-	-
- WHA Gunkul Green Solar Roof 6 Co., Ltd.	-	1,661,938.00	-	-
- WHA Gunkul Green Solar Roof 17 Co., Ltd.	-	1,974,244.00	-	-
Total	-	6,561,839.00	59,204.30	13,609,045.28
Total trade and other receivable- related parties	116,697,644.69	97,523,462.10	208,638,417.61	128,633,610.69
Short-term loans to related parties				
- G.K. Assembly Co., Ltd.				
Beginning balance	-	-	-	-
Addition	-	-	74,401,471.25	-
Repayment	-	-	(74,401,471.25)	-
Ending balance	-	-	-	-
- Gunkul Power Development Co., Ltd.				
Beginning balance	-	-	-	-
Addition	-	-	-	22,000,000.00
Repayment	-	-	-	(22,000,000.00)
Ending balance	-	-	-	-
- Bright Green Power Co., Ltd.				
Beginning balance	-	-	-	-
Addition	-	-	6,000,000.00	-
Repayment	-	-	(6,000,000.00)	-
Ending balance	-	-	-	-

(Unit : Baht)

	Consolidated		Separate financial statement	
	2015	2014	2015	2014
- Gunkul LED Lighting Co., Ltd.				
Beginning balance	-	-	7,000,000.00	-
Addition	-	-	7,000,000.00	7,000,000.00
Repayment	-	-	(7,000,000.00)	-
Ending balance	-	-	7,000,000.00	7,000,000.00
- Rang Ngern Solution Co., Ltd.				
Beginning balance	-	-	-	-
Addition	-	-	300,000,000.00	-
Repayment	-	-	-	-
Ending balance	-	-	300,000,000.00	-
- Wind Energy Development Co., Ltd.				
Beginning balance	-	-	-	-
Addition	-	-	150,000,000.00	-
Repayment	-	-	-	-
Ending balance	-	-	150,000,000.00	-
- WHA Gunkul Green Solar Roof 1 Co., Ltd.				
Beginning balance	-	-	-	-
Addition	-	9,000,000.00	-	9,000,000.00
Repayment	-	(9,000,000.00)	-	(9,000,000.00)
Ending balance	-	-	-	-
- WHA Gunkul Green Solar Roof 3 Co., Ltd.				
Beginning balance	-	-	-	-
Addition	-	12,000,000.00	-	12,000,000.00
Repayment	-	(12,000,000.00)	-	(12,000,000.00)
Ending balance	-	-	-	-
- WHA Gunkul Green Solar Roof 6 Co., Ltd.				
Beginning balance	-	-	-	-
Addition	-	12,000,000.00	-	12,000,000.00
Repayment	-	(12,000,000.00)	-	(12,000,000.00)
Ending balance	-	-	-	-

(Unit : Baht)

	Consolidated		Separate financial statement	
	2015	2014	2015	2014
- WHA Gunkul Green Solar Roof 17 Co., Ltd.				
Beginning balance	-	-	-	-
Addition	-	13,000,000.00	-	13,000,000.00
Repayment	-	(13,000,000.00)	-	(13,000,000.00)
Ending balance	-	-	-	-
Total	-	-	457,000,000.00	7,000,000.00
Advance payments for construction				
- Future Electrical Control Co., Ltd.	42,326,839.63	-	42,326,839.63	-
Purchase of assets				
- Future Electrical Control Co., Ltd.	99,221,480.81	47,843,697.20	-	-
- Director	-	13,336,000.00	-	-
Total	99,221,480.81	61,179,697.20	-	-
Retention receivables				
- Future Electrical Control Co., Ltd.	-	1,200,429.85	-	-
Trade payables				
- G.K. Assembly Co., Ltd.	-	-	20,413,071.65	36,415,425.47
- G.K. Power Products Co., Ltd.	-	-	56,600,031.82	92,983,921.23
- K.N.P Supply Co., Ltd.	-	-	-	23,520,738.56
- Gunkul LED Lighting Co., Ltd.	-	-	477,849.16	-
- Future Electrical Control Co., Ltd.	95,673,469.30	1,030,968.54	53,466,137.75	1,018,931.04
Total	95,673,469.30	1,030,968.54	130,957,090.38	153,939,016.30
Advance received for service				
- Gunkul Chubu Powergen Co., Ltd.	4,398,306.11	4,389,502.76	4,398,306.11	4,389,502.76
Advance received for land rental				
- NK Power Sola Co., Ltd.	-	-	78,119.52	78,119.52
Payable for purchase of assets				
- Future Electrical Control Co., Ltd.	-	12,320,933.48	-	-

(Unit : Baht)

	Consolidated		Separate financial statement	
	2015	2014	2015	2014
Other payables				
- K.N.P Supply Co., Ltd.	-	-	8,039.40	-
- G.K. Assembly Co., Ltd.	-	-	178,200.00	-
- Gunkul Power Development Co., Ltd.	-	-	-	40,302.43
- P.M. Building Group Co., Ltd.	58,218.75	-	-	-
- Gunkul Trading and Agency Co., Ltd.	86,415.61	-	-	-
- Future Electrical Control Co., Ltd	275,500.28	-	-	-
- Director	7,469.00	-	-	-
Total	427,603.64	-	186,239.40	40,302.43
Accrued Commissions				
- K.N.P Supply Co., Ltd.	-	-	100,000.00	-
Accrued interest payable				
- Wind Energy Development Co., Ltd.	-	-	-	1,251,136.98
- Greenovation Power Co., Ltd.	-	-	-	230,136.99
Total	-	-	-	1,481,273.97
Total trade and other payable - related parties	100,499,379.05	17,741,404.78	135,719,755.41	159,928,214.98
Retention payable				
- Future Electrical Control Co., Ltd.	35,645,675.17	18,341,970.01	14,814,897.36	14,709,089.39
Disposal of assets				
- Gunkul LED Lighting Co., Ltd.	-	-	17,858.97	-
- Wind Energy Development Co., Ltd.	-	-	26,255,125.81	-
- Gunkul Trading and Agency Co., Ltd.	59,424.66	-	-	-
- Gunkul Chubu Powergen Co., Ltd.	18,891.54	-	-	-
Total	78,316.20	-	26,272,984.78	-
Short-term loans from related parties				
- K.N.P Supply Co., Ltd.				
Beginning balance	-	-	-	20,607,433.94
Addition	-	-	-	-
Repayment	-	-	-	(20,607,433.94)
Ending balance	-	-	-	-

(Unit : Baht)

	Consolidated		Separate financial statement	
	2015	2014	2015	2014
- Wind Energy Development Co., Ltd.				
Beginning balance	-	-	180,500,000.00	25,000,000.00
Addition	-	-	-	311,000,000.00
Repayment	-	-	(180,500,000.00)	(155,500,000.00)
Ending balance	-	-	-	180,500,000.00
- Greenovation Power Co., Ltd.				
Beginning balance	-	-	50,000,000.00	-
Addition	-	-	-	50,000,000.00
Repayment	-	-	(50,000,000.00)	-
Ending balance	-	-	-	50,000,000.00
- Gunkul Group Co., Ltd.				
Beginning balance	-	-	-	-
Addition	-	4,929,122.21	-	-
Repayment	-	-	-	-
Ending balance	-	4,929,122.21	-	-
- Director				
Beginning balance	-	-	-	-
Increase from acquisition of subsidiary	-	18,268,000.00	-	-
Addition	41,000,000.00	-	-	-
Repayment	(41,000,000.00)	(18,268,000.00)	-	-
Ending balance	-	-	-	-
Total	-	4,929,122.21	-	230,500,000.00

As at December 31, 2015, three subsidiaries had loans from director in form of promissory notes, at call, bear interest between 3.13% - 4.70% per annum, and one subsidiary constituted loans from directors in the form of promissory note, at call. (2014 : the Group's loans and loans from related parties in the form of promissory notes payable on demand by interest of between 3.00% - 4.60% per annum.).

7.2 Inter-revenue and expenses

(Unit : Baht)

	Consolidated		Separate financial statement	
	2015	2014	2015	2014
Sales of goods				
- G.K. Assembly Co., Ltd.	-	-	2,251,408.80	2,178,870.76
- G.K. Power Products Co., Ltd.	-	-	8,250.00	112,750.00
- K.N.P Supply Co., Ltd.	-	-	21,346,933.64	75,704,341.37
- Gunkul LED Lighting Co., Ltd.	-	-	32,968.97	-
- Gunkul Power Development Co., Ltd.	-	-	9,085,622.20	4,799,144.02
- Siam Gunkul Solar Energy Co., Ltd.	-	-	18,999,338.40	-
- Solar Energy Society Co., Ltd.	-	-	10,574,388.00	-
- Rang Ngern Solution Co., Ltd.	-	-	1,726,340.00	-
- Kulnatee Co., Ltd.	104,906.21	55,685.00	104,906.21	55,685.00
- Future Electrical Control Co., Ltd.	469,832,280.16	21,031,349.91	1,561,391.27	3,058,733.92
- P.M. Building Group Co., Ltd.	33,180.00	-	-	-
- WHA Gunkul Green Solar Roof 3 Co., Ltd.	13,800.00	-	-	-
Total	469,984,166.37	21,087,034.91	65,691,547.49	85,909,525.07
Revenues from construction				
- Gunkul Chubu Powergen Co., Ltd.	-	19,700,000.00	-	19,700,000.00
- WHA Gunkul Green Solar Roof 1 Co., Ltd.	-	41,013,225.00	-	-
- WHA Gunkul Green Solar Roof 3 Co., Ltd.	-	51,102,513.00	-	-
- WHA Gunkul Green Solar Roof 6 Co., Ltd.	-	51,102,513.00	-	-
- WHA Gunkul Green Solar Roof 17 Co., Ltd.	-	56,525,943.00	-	-
Total	-	219,444,194.00	-	19,700,000.00
Service income				
- G-Power Source Co., Ltd.	23,761,814.24	21,898,443.84	23,761,814.24	21,898,443.84
- Gunkul Chubu Powergen Co., Ltd.	24,991,196.65	25,008,803.34	24,991,196.65	25,008,803.34
- NK Power Sola Co., Ltd.	-	-	1,500,000.00	1,500,000.00
- WHA Gunkul Green Solar Roof 1 Co., Ltd.	516,485.60	233,657.00	-	-
- WHA Gunkul Green Solar Roof 3 Co., Ltd.	675,404.24	305,551.46	-	-
- WHA Gunkul Green Solar Roof 6 Co., Ltd.	675,404.24	305,551.46	-	-
- WHA Gunkul Green Solar Roof 17 Co., Ltd.	809,491.86	366,212.42	-	-
Total	51,429,796.83	48,118,219.52	50,253,010.89	48,407,247.18

(Unit : Baht)

	Consolidated		Separate financial statement	
	2015	2014	2015	2014
Management service income				
- Gunkul Chubu Powergen Co., Ltd.	4,542,720.00	4,368,000.00	4,542,720.00	4,368,000.00
Rental income				
- NK Power Sola Co., Ltd.	-	-	176,010.00	176,010.00
- Gunkul Solar Roof 1 Co., Ltd.	-	-	21,600.00	7,080.00
Total	-	-	197,610.00	183,090.00
Interest income				
- G.K. Assembly Co., Ltd.	-	-	795,069.35	-
- Gunkul Power Development Co., Ltd	-	-	-	194,965.07
- Bright Green Power Co., Ltd.	-	-	60,716.71	-
- Gunkul LED Lighting Co., Ltd.	-	-	65,608.77	4,315.08
- Rang Ngern Solution Co., Ltd.	-	-	1,751,232.88	-
- Wind Energy Development Co., Ltd.	-	-	51,452.05	-
- WHA Gunkul Green Solar Roof 1 Co., Ltd.	-	88,397.26	-	88,397.26
- WHA Gunkul Green Solar Roof 3 Co., Ltd.	-	117,863.01	-	117,863.01
- WHA Gunkul Green Solar Roof 6 Co., Ltd.	-	117,863.01	-	117,863.01
- WHA Gunkul Green Solar Roof 17 Co., Ltd.	-	127,684.93	-	127,684.93
Total	-	451,808.21	2,724,079.76	651,088.36
Dividend income				
- G.K. Power Product Co., Ltd.	-	-	44,999,100.00	49,999,000.00
- G.K. Assembly Co., Ltd.	-	-	79,999,920.00	79,999,920.00
- K.N.P Supply Co., Ltd.	-	-	40,999,836.00	28,999,884.00
- Gunkul Power Development Co., Ltd.	-	-	-	50,098,998.00
- Gunkul Solar Roof 1 Co., Ltd.	-	-	734,989.50	-
- Gunkul Solar Power 2 Co., Ltd.	-	-	2,144,983.50	-
- Gunkul Chubu Powergen Co., Ltd.	124,962,116.50	91,318,469.75	124,962,116.50	91,318,469.75
- G-Power Source Co., Ltd.	96,347,973.80	93,268,585.86	96,347,948.20	93,268,575.64
Total	221,310,090.30	184,587,055.61	390,188,893.70	393,684,847.39

(Unit : Baht)

	Consolidated		Separate financial statement	
	2015	2014	2015	2014
Purchase of goods and service				
- G.K. Assembly Co., Ltd.	-	-	122,119,858.02	142,344,036.00
- G.K. Power Products Co., Ltd.	-	-	143,636,140.00	209,150,671.00
- K.N.P Supply Co., Ltd.	-	-	36,921,018.58	27,616,368.07
- Gunkul LED Lighting Co., Ltd.	-	-	906,408.00	-
- Gunkul Power Development Co., Ltd.	-	-	7,446,240.00	432,965.82
- Future Electrical Control Co., Ltd.	149,259,683.80	166,603,768.00	49,968,352.99	159,287,518.00
Total	149,259,683.80	166,603,768.00	360,998,017.59	538,831,558.89
Cost of construction				
- Future Electrical Control Co., Ltd.	58,020,540.00	-	-	-
Service Expenses				
- P.M. Building Group Co., Ltd.	337,500.00	-	-	-
Office and warehouse rental fee				
- Gunkul Engineering (2000) Co., Ltd.	5,265,000.00	5,604,000.00	4,203,000.00	5,604,000.00
- G.M. Supply and Construction Co., Ltd.	1,932,000.00	1,932,000.00	1,428,000.00	1,428,000.00
- P.M. Building Group Co., Ltd.	337,500.00	-	-	-
- Director	693,600.00	693,600.00	-	-
Total	8,228,100.00	8,229,600.00	5,631,000.00	7,032,000.00
Other expenses				
- Future Electrical Control Co., Ltd.	-	260,000.00	-	-
- P.M. Accountant & Advisory Co., Ltd.	337,500.00	58,600.00	-	-
Total	337,500.00	318,600.00	-	-
Interest expenses				
- K.N.P Supply Co., Ltd.	-	-	-	297,846.75
- Wind Energy Development Co., Ltd.	-	-	1,152,331.51	7,091,150.69
- Greenovation Power Co., Ltd.	-	-	513,698.63	230,136.99
- Director	379,489.27	-	-	-
Total	379,489.27	-	1,666,030.14	7,619,134.43

7.3 Management benefit expenses

(Unit : Baht)

	Consolidated		Separate financial statement	
	2015	2014	2015	2014
Short-term employee benefits	68,848,228.95	57,809,399.54	59,375,205.46	50,082,372.41
Post-employment benefits	1,128,031.00	577,696.25	1,039,133.00	519,774.00
Total	69,976,259.95	58,387,095.79	60,414,338.46	50,602,146.41
Number of management (unit : person)	23	19	16	12

7.4 Pricing policies

Trading Transaction

Pricing Policy

Sales and purchase of goods	Cost price plus 5% to 30%
Maintenance service fee	Contract price
Management service fee	Contract price
Interest income and expenses	Interest rate equal to interest rate of loan from financial institution
Rental	Nearby the appraisal value by independent appraiser
Sales and purchase of assets	Net book value
Purchase of land	Nearby book value or the appraisal value by independent appraiser
Construction expense	Contract price

7.5 Commitments with related parties

As at December 31, 2015, the Company has performed leased contract of land plus property in 1 contract with one related company for the period of 6 month with option to renew. The Company constitutes obligation commitment that has to repay leased fee by Baht 467,000.00 per month (2014 : for the period of 3 years, Baht 467,000.00 per month).

As at December 31, 2015 one subsidiary has performed the sublet contract of land plus property in 1 contract with a subsidiary for the period of 6 month with option to renew. The subsidiary constitutes obligation commitment that has to repay leased fee by Baht 100,000.00 per month (2014 : for the period of 3 years, Baht 100,000.00 per month).

As at December 31, 2015 one related company has performed the sublet contract of land plus property in 2 contracts with the Company and subsidiary for the period of 6 month with option to renew. The Company and subsidiary constitutes obligation commitment that has to repay leased fee by Baht 42,000.00 and 119,000.00 per month.

As at December 31, 2015 one related company has performed the sublet contract of land plus property in 1 contract with subsidiary for the period of 6 month with option to renew. The subsidiary constitutes obligation commitment that has to repay leased fee by Baht 88,050.00 per month (2014 : for the period of 2 years, Baht 88,050.00 per month).

As at December 31, 2015 and 2014, one subsidiary has performed the sublet contract of land plus property in 1 contract with director for the period of 6 month with option to renew. The subsidiary constitutes obligation commitment that has to repay leased fee by Baht 57,800.00 per month (2014 : for the period of 3 years, Baht 57,800.00 per month).

As at December 31, 2015 and 2014, one joint ventures has performed the contract of land rental in 2 contracts with a related company for the period of 26 years. The contract value was in amount of Baht 3.93 million. As at December 31, 2015, the joint ventures had outstanding commitments totaling approximately Baht 3.44 million (2014 : Baht 3.56 million).

As at December 31, 2015 and 2014, one subsidiary has used of property of the Company in order to use as factory and operate related business while does not charge inter-leased fee.

As at December 31, 2015 and 2014, one subsidiary has performed the contract of rooftop rental in 2 contracts with the Company and one subsidiary for the period of 3 years with option to renew. The subsidiary constitutes obligation commitment that has to repay leased fee by Baht 1,800.00 and Baht 10,368.00 per month, respectively.



As at December 31, 2015 and 2014, one subsidiary has performed the sublease agreement of some area of building rental in 1 contract with one subsidiary for the period of 3 years. The subsidiary constitutes obligation commitment that has to repay leased fee by Baht 48,000.00 per month.

As at December 31, 2015, one subsidiary has performed the building rental agreement in 1 contract with one related company for the period of 3 years with option to renew. The subsidiary constitutes obligation commitment that has to repay leased fee by Baht 28,125.00 per month.

As at December 31, 2015 and 2014, two subsidiaries and two directors with land plus buildings of one subsidiary as collateral against credits that the Company has received from a commercial bank in amount of Baht 410.00 million.

As at December 31, 2015 and 2014, one director with his land plus building as collateral against credits that the Company has received from one commercial bank in amount of Baht 235.00 million.

As at December 31, 2015 and 2014, one subsidiary and two directors with land plus building of one director as collateral for against credits that the Company has received from a commercial bank in amount of Baht 490.00 million.

As at December 31, 2015 and 2014, the Company has pledged a subsidiary's ordinary shares, which the ownership belongs to the Company, together with land plus buildings, machinery equipment and deposits of the said subsidiary as collateral against credits that such subsidiary has received from a commercial bank in amount of Baht 48.00 million.

As at December 31, 2015 and 2014, the Company has pledged a joint venture's ordinary shares, which the ownership belongs to the Company, together with land plus buildings, machinery equipment and deposits of the said joint ventures as collateral against credits that such joint ventures has received from a commercial bank in amount of Baht 2,347.10 million.

As at December 31, 2015 and 2014, the Company has pledged an associate's ordinary shares, which the ownership belongs to the Company, together with land plus property, land leasehold right, machine and equipment-during-installation and bank deposit of the said associate for as collateral against credits that such associate received from a commercial bank in amount of Baht 2,931.00 million.

As at December 31, 2015 and 2014, the Company has mortgaged land plus building which the ownership belongs to two directors of the Company as collateral against credits that the Company has received from a commercial bank in amount of USD 100.00 million.

As at December 31, 2015, one subsidiary has pledged the subsidiary's ordinary share, which the ownership belongs to the Company, together with land plus buildings, machinery and equipment-during-installation and right of the Power Purchase Agreement of the said subsidiary as collateral against the credit facilities that subsidiary received from a commercial bank in amount of Baht 6,653.18 million.

As at December 31, 2015, one subsidiary has pledged the subsidiary's ordinary share, which the ownership belongs to the Company, together with land plus buildings, machinery and equipment-during-installation and right of the Power Purchase Agreement of the said subsidiary as collateral against the credit facilities that subsidiary received from a commercial bank in amount of Baht 4,127.60 million.

As at December 31, 2015 and 2014, the Company has pledged the ordinary shares of the Company, which the ownership belongs to Gunkul Group Co., Ltd., as the collateral against the credit facilities that the Company received from a commercial bank in the credit line of Baht 1,175.00 million.

As at December 31, 2015 the Company has guaranteed for the credit facilities of the two subsidiaries received from a commercial bank in amount of Baht 24.00 million (2014 : Baht 24.00 million).

As at December 31, 2015 one associated and five joint ventures and two subsidiaries has performed the operation and maintenance agreement for power plants in 18 contracts (2014 : 7 contracts) with the Company and one subsidiary which have the value in amount is Baht 658.27 million (2014 : Baht 376.88 million). As at December 31, 2015 the associate and a joint ventures has outstanding commitments in amount of Baht 421.45 million (2014 : Baht 214.58 million).

One subsidiary has performed land leased contract for solar power plant construction with the Company for the period of 26 years. As at December 31, 2015, such subsidiary had outstanding commitments totaling approximately Baht 5.53 million (2014 : Baht 5.70 million).

As at December 31, 2015, one joint ventures entered into a management service with the Company for the period of 5 years. The joint ventures has obligated to repay management fee by Baht 378,560.00 per month (2014 : Baht 364,000.00 per month).

As at December 31, 2015, The Company and One subsidiaries has entered into power plant construction in 2 contracts (2014 : 1 contract) with a related company which has the value in amount of Baht 407.91 million. As at December 31, 2015, such subsidiaries had outstanding commitments in the amount of Baht 297.52 million (2014 : Baht 97.11 million).

As at December 31, 2015 and 2014, the Company has pledged the ordinary shares of 4 joint ventures, which the ownership belongs to the Company as collateral against credit facilities that such joint ventures received from commercial banks in the credit line of Baht 165.20 million.

7.6 Relationship

<u>Company</u>	<u>Relationship</u>
Gunkul Group Co., Ltd.	The majority shareholder
G.K. Assembly Co., Ltd.	Common directors and direct shareholding
G.K. Power Products Co., Ltd.	Common directors and direct shareholding
K.N.P Supply Co., Ltd.	Common directors and direct shareholding
Wind Energy Development Co., Ltd.	Common directors and direct shareholding
NK Power Sola Co., Ltd.	Common directors and direct shareholding
Gunkul Solar Roof 1 Co., Ltd.	Common directors and direct shareholding
Gunkul Solar Roof 2 Co., Ltd.	Common directors and direct shareholding
Solar Energy Society Co., Ltd.	Common directors and direct shareholding
Bright Green Power Co., Ltd.	Common directors and direct shareholding
Gunkul Power Development Co., Ltd.	Common directors and direct shareholding
Gunkul Solar Power 1 Co., Ltd.	Common directors and direct shareholding
Gunkul Solar Power 2 Co., Ltd.	Common directors and direct shareholding
Greenovation Power Co., Ltd.	Common directors and direct shareholding
Gunkul LED Lighting Co., Ltd.	Common directors and direct shareholding
Gunkul Solar Community Co., Ltd.	Common directors and direct shareholding
Gunkul and UCI Power Co., Ltd.	Common directors and direct shareholding
Siam Gunkul Solar Energy Co., Ltd.	Common directors and direct shareholding
Korat Wind Energy Co., Ltd.	Common directors and direct shareholding
GO Bioenergy Co., Ltd.	Common directors and direct shareholding

<u>Company</u>	<u>Relationship</u>
Outgrow A Co., Ltd.	Common director and indirect shareholding
Outgrow B Co., Ltd.	Common director and indirect shareholding
Outgrow D Co., Ltd.	Common director and indirect shareholding
Outgrow E Co., Ltd.	Common director and indirect shareholding
Outgrow Wood Supply A Co., Ltd.	Common director and indirect shareholding
Outgrow Wood Supply B Co., Ltd.	Common director and indirect shareholding
Gunkul Solar Power 3 Co., Ltd.	Common directors and direct shareholding
Gunkul Solar Power 4 Co., Ltd.	Common directors and direct shareholding
Gunkul Solar Power 5 Co., Ltd.	Common directors and direct shareholding
Infinite Alternative Energy Co., Ltd.	Common directors and direct shareholding
Rang Ngern Solution Co., Ltd.	Common director and indirect shareholding
Gunkul International (Mauritius) Ltd.	Common directors and direct shareholding
Gunkul Investment (Singapore) Pte. Ltd.	Common directors and indirect shareholding
Gunkul Myanmar Power (Hlawga) Pte. Ltd.	Common director and indirect shareholding
Sendai Okura GD Daiichi Godo Kaisha	Common director and indirect shareholding
Future Asset Management Kabushiki Kaisha	Common director and indirect shareholding
Kimitsu Mega Solar Godo Kaisha	Common director and indirect shareholding
G-Power Source Co., Ltd.	Direct shareholding
Siam Wind Energy Co., Ltd.	Direct shareholding
Gunkul Chubu Powergen Co., Ltd.	Direct shareholding and jointly controlled
WHA Gunkul Green Solar Roof 1 Co., Ltd.	Direct shareholding and jointly controlled
WHA Gunkul Green Solar Roof 2 Co., Ltd.	Direct shareholding and jointly controlled
WHA Gunkul Green Solar Roof 3 Co., Ltd.	Direct shareholding and jointly controlled
WHA Gunkul Green Solar Roof 4 Co., Ltd.	Direct shareholding and jointly controlled
WHA Gunkul Green Solar Roof 5 Co., Ltd.	Direct shareholding and jointly controlled
WHA Gunkul Green Solar Roof 6 Co., Ltd.	Direct shareholding and jointly controlled
WHA Gunkul Green Solar Roof 8 Co., Ltd.	Direct shareholding and jointly controlled
WHA Gunkul Green Solar Roof 9 Co., Ltd.	Direct shareholding and jointly controlled
WHA Gunkul Green Solar Roof 10 Co., Ltd.	Direct shareholding and jointly controlled
WHA Gunkul Green Solar Roof 16 Co., Ltd.	Direct shareholding and jointly controlled
WHA Gunkul Green Solar Roof 17 Co., Ltd.	Direct shareholding and jointly controlled

<u>Company</u>	<u>Relationship</u>
Gunkul Trading and Agency Co., Ltd.	Common directors
BE - FEC Joint venture	Common directors
FEC & SAC Joint venture	Common directors
G.M.Supply and Construction Co., Ltd.	Common directors
Gunkul Engineering (2000) Co., Ltd.	Common directors
Future Electrical Control Co., Ltd.	Common directors
Gunkul Tech Co., Ltd.	Holding by majority shareholder
Noprakul Co., Ltd.	Holding by the director
Gunkul Marine Line Co., Ltd.	Holding by the director
Kulnatee Co., Ltd.	Holding by close relative of a director
P.M. Audit Co., Ltd.	Holding by close relative of a director
P.M. Accountant & Advisory Co., Ltd.	Holding by close relative of a director
G.E.S. Logistics (Thailand) Co., Ltd.	Holding by close relative of a director
Green filed energy Co., Ltd.	Holding by close relative of a director
P.M. Building Group Co., Ltd.	Holding by close relative of a director

8. Trade and other receivable - related parties

Outstanding trade receivable - related parties can be aged as follows:

(Unit : Baht)

	<u>Consolidated</u>		<u>Separate financial statement</u>	
	<u>2015</u>	<u>2014</u>	<u>2015</u>	<u>2014</u>
Trade receivables				
Within credit term	23,271,294.03	3,065,833.95	5,045,575.12	2,602,345.39
Overdue 1 month to 3 months	-	13,989,384.49	10,058,625.95	10,258,944.52
Overdue 3 months to 6 months	-	17,448,318.80	27,860.66	12,647,400.00
Overdue 6 months to 12 months	-	-	-	-
Overdue over 12 months	21,079,000.00	-	21,079,000.00	33,051,674.57
Total	44,350,294.03	34,503,537.24	36,211,061.73	58,960,364.48
Other receivables	1,072,199.20	6,951,319.00	2,272,865.42	14,004,640.35
Accrued dividend receivable	71,275,151.46	56,068,605.86	170,154,490.46	56,068,605.86
Total	116,697,644.69	97,523,462.10	208,638,417.61	128,633,610.69

9. Trade and other receivable - third parties

Consisted of:-

(Unit : Baht)

	Consolidated		Separate financial statement	
	2015	2014	2015	2014
Trade receivables				
Post dated cheques	13,690,782.25	7,472,979.98	10,120,948.25	7,472,979.98
Trade receivables	529,384,206.64	394,253,480.72	459,846,109.39	330,364,943.18
Returned cheques receivable	1,606,247.65	1,333,637.65	1,606,247.65	1,333,637.65
Construction receivables	316,568,872.75	177,694,950.60	76,861,673.09	161,933,850.60
Total	861,250,109.29	580,755,048.95	548,434,978.38	501,105,411.41
Less Allowance for doubtful debts	(895,677.65)	(1,461,596.73)	(895,677.65)	(1,338,457.65)
Total trade receivables	860,354,431.64	579,293,452.22	547,539,300.73	499,766,953.76
Other receivables	41,391,048.56	12,809,799.60	31,427,280.59	2,211,823.58
Prepaid expense	10,448,344.38	3,556,240.64	3,284,320.55	1,920,942.71
Accrued interest receivables	2,576,356.38	1,832,933.13	2,366,895.78	1,717,210.65
Withholding tax	2,774,029.34	175,339.06	-	-
Suspense input tax	57,792,618.59	5,114,207.48	6,190,308.57	1,445,010.07
Less Allowance for doubtful debts	(387,374.74)	(295,365.00)	-	(146,608.00)
Net	974,949,454.15	602,486,607.13	590,808,106.22	506,915,332.77

Outstanding trade receivable - third parties can be aged as follows:

(Unit : Baht)

	Consolidated		Separate financial statement	
	2015	2014	2015	2014
Within credit term	382,820,317.16	356,525,680.06	247,950,227.18	314,131,480.68
Overdue 1 month to 3 months	470,914,688.60	168,735,732.69	294,133,805.83	147,487,672.69
Overdue 3 months to 6 months	6,353,147.72	41,404,090.66	5,435,267.72	25,642,990.66
Overdue 6 months to 12 months	20,000.00	13,102,402.89	20,000.00	12,856,124.73
Overdue over 12 months	1,141,955.81	987,142.65	895,677.65	987,142.65
Total	861,250,109.29	580,755,048.95	548,434,978.38	501,105,411.41
Less Allowance for doubtful debts	(895,677.65)	(1,461,596.73)	(895,677.65)	(1,338,457.65)
Net	860,354,431.64	579,293,452.22	547,539,300.73	499,766,953.76

The movement of allowance for doubtful debts - trade receivable third parties for the year ended December 31, 2015 and 2014 are as follows:

(Unit : Baht)

	Consolidated		Separate financial statement	
	2015	2014	2015	2014
Opening balance	(1,461,596.73)	(1,477,292.64)	(1,338,457.65)	(1,477,292.64)
Allowance increased during the year	(123,139.08)	-	-	-
Collected during the year	689,058.16	15,695.91	442,780.00	138,834.99
Ending balance	(895,677.65)	(1,461,596.73)	(895,677.65)	(1,338,457.65)

The movement of allowance for doubtful debts - other receivables for the year ended December 31, 2015 and 2014 are as follows:

(Unit : Baht)

	Consolidated		Separate financial statement	
	2015	2014	2015	2014
Opening balance	(295,365.00)	(595,365.00)	(146,608.00)	(446,608.00)
Allowance increased during the year	(387,374.74)	-	-	-
Collected during the year	295,365.00	300,000.00	146,608.00	300,000.00
Ending balance	(387,374.74)	(295,365.00)	-	(146,608.00)

10. Unbilled receivables and construction revenue received in advance

Consisted of :-

(Unit : Baht)

	Consolidated		Separate financial statement	
	2015	2014	2015	2014
Unbilled receivables :				
Value of contract	1,647,174,324.90	1,522,706,603.93	1,153,136,781.63	1,113,986,285.63
Revenue recognised on percentage of completion basis	1,105,862,848.80	1,465,007,590.42	668,554,667.42	1,056,287,272.12
<u>Less</u> Value of contract billed	(777,765,241.29)	(1,423,633,659.85)	(488,571,310.42)	(1,029,643,341.55)
Unbilled receivables	328,097,607.51	41,373,930.57	179,983,357.00	26,643,930.57

The additional data of construction contracts are as follow :-

(Unit : Baht)

	Consolidated		Separate financial statement	
	2015	2014	2015	2014
Cost of construction and gain are recognized (less loss are recognized) until present	1,105,862,848.80	1,465,007,590.42	668,554,667.42	1,056,287,272.12
<u>Less</u> Value of contract billed	(777,765,241.29)	(1,423,633,659.85)	(488,571,310.42)	(1,029,643,341.55)
	328,097,607.51	41,373,930.57	179,983,357.00	26,643,930.57
Amount of the Company has authority from employer(customer) for construction be regarded as assets/liabilities				
Unbilled receivables	328,097,607.51	41,373,930.57	179,983,357.00	26,643,930.57
Construction revenue received in advance	-	-	-	-
	328,097,607.51	41,373,930.57	179,983,357.00	26,643,930.57

11. Inventories

Consisted of:-

(Unit : Baht)

	Consolidated					
	2015			2014		
	Cost	Allowance for diminution in value of inventory	Net	Cost	Allowance for diminution in value of inventory	Net
Finished goods	240,741,707.02	(14,448,401.32)	226,293,305.70	226,760,395.92	(31,264,369.41)	195,496,026.51
Work in process	34,910,087.93	(1,040,678.46)	33,869,409.47	33,790,809.95	(1,235,151.59)	32,555,658.36
Raw materials	74,018,424.74	(5,631,555.44)	68,386,869.30	81,321,460.43	(7,704,601.43)	73,616,859.00
Supplies	839,756.11	(154,219.56)	685,536.55	1,094,365.66	(154,800.89)	939,564.77
Goods in transit	32,180,098.38	-	32,180,098.38	1,401,543.55	-	1,401,543.55
Total	382,690,074.18	(21,274,854.78)	361,415,219.40	344,368,575.51	(40,358,923.32)	304,009,652.19

(Unit : Baht)

	Separate financial statement	
	2015	2014
Finished goods	204,097,050.78	226,313,423.35
Goods in transit	29,068,036.49	939,104.32
Total	233,165,087.27	227,252,527.67
Less Allowance for diminutions in value of inventories	(12,523,985.47)	(28,887,926.69)
Net	220,641,101.80	198,364,600.98

The movement of allowance for diminutions of inventories for the year ended December 31, 2015 and 2014 are as follows:

(Unit : Baht)

	Consolidated		Separate financial statement	
	2015	2014	2015	2014
Opening balance	(40,358,923.32)	(49,981,978.33)	(28,887,926.69)	(36,397,473.48)
Allowance increased during the year	(5,530,864.24)	(14,749,593.95)	(4,540,588.24)	(7,993,118.42)
Allowance reversal during the year	24,614,932.78	24,372,648.96	20,904,529.46	15,502,665.21
Ending balance	(21,274,854.78)	(40,358,923.32)	(12,523,985.47)	(28,887,926.69)

For the years ended December 31, 2015, the costs of inventories recognized as expenses are Baht 2,919.66 million and Baht 2,401.88 million in the consolidated and separate financial statement, respectively (2014 : Baht 1,105.56 million and Baht 1,056.05 million in the consolidated and separate financial statements, respectively).

For the years ended December 31, 2015, the Group has reversed allowance for diminutions in the value of inventories in amount of Baht 24.61 million in the consolidated (2014 : Baht 24.37 million in the consolidated).

As at December 31, 2015, the some inventories with the carrying amount of Baht 58.84 million in the consolidated financial statement and Baht 54.07 million in the separate financial statement, respectively, are expected to be sold more than twelve months after the reporting period (2014 : Baht 111.09 million in the consolidated financial statement and Baht 106.57 million in the separate financial statement).

12. Fixed deposits and bill of exchange pledged as collateral

As at December 31, 2015 and 2014, the bank deposits and bill of exchange that equipped with guarantee burden of the Group, has been pledged as surety against credit facility and letter of guarantee that issued by banks in order to use in business operation.

13. Investments in associate

The nature and carrying value of investment in associate can be summarized as follows :

Nature of company	Nature of business	Country of incorporation	(Unit:'000 Baht)		Percentage		(Unit:'000 Baht)			
			Paid-up capital		% of holding		Equity Method		Cost Method	
			2015	2014	2015	2014	2015	2014	2015	2014
Each material associate										
G-Power Source Co., Ltd.	Generating and selling electricity	Thailand	930,000	930,000	40.00%	40.00%	351,631	350,569	397,695	397,595
All individual immaterial associate										
Other associates		250	250				48	64	100	100
							351,679	350,633	397,695	397,695

Financial information of associates that are material can be summarized as follows :-

(Unit : Baht)

	G-Power Source Co., Ltd.	
	2015	2014
Current assets	144,416,128.04	163,874,313.38
Non-current assets	2,666,162,996.34	2,811,755,187.56
Current liabilities	408,894,600.58	354,450,716.06
Non-current liabilities	1,319,149,952.27	1,543,336,044.39

(Unit : Baht)

	G-Power Source Co., Ltd.	
	2015	2014
Revenues	529,503,654.27	555,679,533.77
Profit from continuing operations	245,561,830.24	261,591,567.87
Other comprehensive income	-	-
Total comprehensive income	245,561,830.24	261,591,567.87
Dividend received from the associate	96,347,973.80	93,268,585.86

The reconciliation of the above financial information to the carrying amount which is accounted for using the equity method in the consolidated financial statements can be summarized as follows :-

(Unit : Baht)

	G-Power Source Co., Ltd.	
	2015	2014
Net assets	1,082,534,571.53	1,077,842,740.49
Group's interest in the associate	40.00%	40.00%
Group's share in the net assets	433,013,828.61	431,137,096.20
Adjustment for using the equity method		
Power purchase agreement net of deferred tax liabilities	93,828,837.97	102,783,680.95
Gain on property plant and equipment	(175,211,094.39)	(183,351,178.44)
Carrying amount under the equity method	351,631,572.19	350,569,598.71

The aggregate amount of financial information of associates that are individually immaterial can be summarized as follows :-

(Unit : Baht)

	2015	2014
Aggregate carrying amount of individual immaterial associates	47,600.13	63,873.30
Group's share in the aggregate amount of		
Loss from continuing operation	(16,273.06)	(12,292.58)
Other comprehensive income	-	-
Total comprehensive loss	(16,273.06)	(12,292.58)

14. Investments in joint ventures

The nature and carrying value of investment in joint ventures can be summarized as follows :

Nature of company	Nature of business	Country of incorporation	(Unit:'000 Baht)		Percentage		(Unit:'000 Baht)			
			Paid-up capital		% of holding		Equity Method		Cost Method	
			2015	2014	2015	2014	2015	2014	2015	2014
Each material joint ventures										
Gunkul Chubu Powergen Co., Ltd.	Generating and selling electricity	Thailand	992,000	992,000	51.00%	51.00%	875,729	820,591	505,919	505,919
All individual immaterial joint ventures										
Other associates							4,340	1,830	15,363	15,363
							880,069	822,421	521,282	521,282

Financial information of joint ventures that are material can be summarized as follows :-

(Unit : Baht)

	Gunkul Chubu Powergen Co., Ltd.	
	2015	2014
Current assets	369,866,140.46	345,974,446.18
Non-current assets	2,798,620,843.19	2,922,623,359.84
Current liabilities	289,431,344.14	287,375,350.41
Non-current liabilities	1,337,937,292.55	1,579,356,409.84
The above amounts of assets and liabilities include the following:		
Cash and cash equivalents	239,216,725.58	210,384,251.52
Current financial liabilities (excluding payables and provisions)	(240,982,893.57)	(240,523,774.96)
Non-current financial liabilities (excluding payables and provisions)	(1,336,419,208.46)	(1,579,335,351.84)

(Unit : Baht)

	Gunkul Chubu Powergen Co., Ltd.	
	2015	2014
Revenue	655,592,277.94	672,409,130.88
Profit from continuing operations	382,727,490.94	384,534,615.95
Other comprehensive income	14,193.60	-
Total comprehensive income	382,741,684.54	384,534,615.95
Dividends received from joint ventures	124,962,116.50	91,318,469.75
The above revenue and profit (loss) include the following:		
Interest income	866,653.18	1,188,644.79
Depreciation and amortization expense	125,492,162.71	126,535,336.93
Interest expense	91,009,886.89	104,807,654.50
Income tax expense	(424,309.10)	(527,683.48)

The reconciliation of the above financial information to the carrying amount which is accounted for using the equity method in the consolidated financial statements can be summarized as follows :-

(Unit : Baht)

	Gunkul Chubu Powergen Co., Ltd.	
	2015	2014
Net assets	1,541,118,346.96	1,401,866,045.77
Group's interest in the joint venture	51.00%	51.00%
Group's share in the net assets	785,970,356.95	714,951,683.34
Adjustment for using the equity method		
Power purchase agreement net of deferred tax liabilities	253,789,496.09	277,044,997.47
Gain on the property plant and equipment	(164,030,578.70)	(171,405,197.71)
Carrying amount under the equity method	875,729,274.34	820,591,483.10

The aggregate amount of financial information of joint ventures that are individually immaterial can be summarized as follows:-

(Unit : Baht)

	2015	2014
Aggregate carrying amount of individual immaterial investments in joint ventures	4,340,163.15	1,829,993.20
Group's share in the aggregate amount of		
Profit (loss) from continuing operation	2,510,169.95	(13,126,676.82)
Other comprehensive income	-	-
Total comprehensive income(loss)	2,510,169.95	(13,126,676.82)

15. Investments in subsidiaries

The composition of the Group in the consolidated financial statements and the carrying value of investment in subsidiaries in the separate financial statement can be summarized as follows :-

Name of subsidiary	Paid-up capital ('000 Baht)		Investment portion (%)		Cost method ('000 Baht)		Dividends ('000 Baht)	
	2015	2014	2015	2014	2015	2014	2015	2014
<u>Subsidiaries don't having non-controlling interests</u>								
G.K. Power Product Co., Ltd.	100,000	100,000	100.00	100.00	80,425	80,425	45,000	50,000
G.K. Assembly Co., Ltd.	200,000	200,000	100.00	100.00	163,188	163,188	80,000	80,000
K.N.P. Supply Co., Ltd.	50,000	50,000	100.00	100.00	41,408	41,408	41,000	29,000
Wind Energy Development Co., Ltd.	1,575,000	681,942	100.00	100.00	2,226,150	1,333,091	-	-
NK Power Sola Co., Ltd.	2,600	2,600	100.00	100.00	40,854	40,854	-	-
Gunkul Solar Roof 1 Co., Ltd.	21,000	21,000	100.00	100.00	21,000	21,000	735	-
Gunkul Solar Roof 2 Co., Ltd.	250	250	100.00	100.00	250	250	-	-
Solar Energy Society Co., Ltd.	20,400	500	100.00	100.00	20,400	500	-	-
Bright Green Power Co., Ltd.	33,340	250	100.00	100.00	33,340	250	-	-
Gunkul Power Development Co., Ltd	15,000	15,000	100.00	100.00	15,000	15,000	-	50,099
Gunkul Solar Power 1 Co., Ltd.	2,500	250	100.00	100.00	2,500	250	-	-
Gunkul Solar Power 2 Co., Ltd.	39,000	39,000	100.00	100.00	39,000	39,000	2,145	-
Greenovation Power Co., Ltd.	436,025	436,025	100.00	100.00	867,525	867,525	-	-
Gunkul Solar Community Co., Ltd.	2,750	250	100.00	100.00	2,750	250	-	-
Gunkul International (Mauritius)Ltd.	1,016,552	146,453	100.00	100.00	1,016,552	146,453	-	-

Name of subsidiary	Paid-up capital (‘000 Baht)		Investment portion (%)		Cost method (‘000 Baht)		Dividends (‘000 Baht)	
	2015	2014	2015	2014	2015	2014	2015	2014
<u>Subsidiaries don't having non-controlling interests (continued)</u>								
Siam Gunkul Solar Energy Co., Ltd.	40,900	750	100.00	100.00	40,899	750	-	-
Korat Wind Energy Co., Ltd.	336,750	-	100.00	-	768,500	-	-	-
Gunkul Solar Power 3 Co., Ltd.	2,500	-	100.00	-	2,500	-	-	-
Gunkul Solar Power 4 Co., Ltd.	2,500	-	100.00	-	2,500	-	-	-
Gunkul Solar Power 5 Co., Ltd.	2,500	-	100.00	-	2,500	-	-	-
<u>Subsidiaries having material non-controlling interests</u>								
Infinite Alternative Energy Co., Ltd.	1,590,000	-	67.00	-	1,105,996	-	-	-
<u>Subsidiaries having immaterial non-controlling interests</u>								
Gunkul LED Lighting Co., Ltd.	40,600	10,000	90.00	75.00	36,540	7,500	-	-
Gunkul and UCI Power Co., Ltd.	2,500	2,500	75.00	75.00	1,875	1,875	-	-
GO Bioenergy Co., Ltd.	34,300	-	74.90	-	25,690	-	-	-
Total					6,557,342	2,759,569	168,880	209,099

Information on subsidiaries having non-controlling interests can be summarized as follows:

Name of subsidiary	Paid-up capital ('000 Baht)		Investment portion (%)		Non-controlling interest ('000 Baht)		Profit (loss) allocated to non-controlling interest ('000 Baht)	
	2015	2014	2015	2014	2015	2014	2015	2014
<u>Subsidiaries having material non-controlling interests</u>								
Infinite Alternative Energy Co., Ltd.	1,590,000	-	67.00	-	518,478	-	(5,014)	-
<u>Subsidiaries having immaterial non-controlling interests</u>								
Other subsidiaries					8,366	2,574	(6,555)	(3,949)
Total					526,844	2,574	(11,569)	(3,949)

Financial information before inter-company eliminations of the subsidiaries having non-controlling interests that are material can be summarized as follows:

(Unit : Baht)

	Infinite Alternative Energy Co., Ltd.	
	2015	2014
Current assets	368,310,689.77	-
Non-current assets	5,422,351,185.72	-
Current liabilities	1,203,763,687.33	-
Non-current liabilities	3,015,752,016.55	-
Owners of the parent	1,052,667,934.98	-
Non-controlling interest	518,478,236.63	-

(Unit : Baht)

	Infinite Alternative Energy Co., Ltd.	
	2015	2014
Revenues	18,957,700.60	-
Profit (loss) from continuing operations	(15,195,225.34)	-
Post-tax profit (loss) from discontinued operation	-	-
Other comprehensive income	-	-
Total comprehensive income	(15,195,225.34)	-
Dividend paid to non-controlling interest	-	-

On May 11, 2015, the Company's board of director has approved to purchase ordinary share in Korat Wind Energy Co., Ltd. The Company paid within 30 days after closing date in amount of Baht 216.00 million to Quantitus Engineering Co., Ltd. ("Seller") for purchase 9,998 common share of Korat Wind Energy Co., Ltd. in totaling Baht 432.00 million equivalent to proportion of 100.00% of the whole registered capital of such company. Korat Wind Energy Co., Ltd.'s principal activities involve generate and sell wind energy electricity.

(Unit : Baht)

Consideration for business combination	
Cash paid	216,000,000.00
Outstanding debts**	216,000,000.00
Total consideration received from consolidation	432,000,000.00

** Outstanding debts, the Company will pay when can provide support for such a project is completed (Financial Close) or 180 days after the first payment, whichever is reached first.

The amounts of the assets acquired and liabilities assumed were as follow :

(Unit : Baht)

Cash and cash equivalents	137,078.87
Other receivables	906,170.21
Property and equipment	4,476,475.31
Intangible asset	59,667,198.82
Power purchase agreement***	440,674,355.59
Other payable	(663,417.48)
Short-term loan from director and accrued interest	(33,530,662.50)
Deferred tax liabilities	(39,667,198.82)
Net assets	432,000,000.00

***Power Purchase Agreement is agreement selling 50 megawatts wind energy electricity to the EGAT for 5 years and renew automatically 5 years whereas such agreement receives the financial support from EGAT in the rate of Baht 3.50 per kilowatt for 10 years.

The Company recognized the acquisition-related costs in the amount of Baht 0.85 million as the administrative expense in the statement of comprehensive income.

The consolidated statement of comprehensive income for the year ended on December 31, 2015 had included the revenue and profit (loss) of Korat Wind Energy Co., Ltd. from May 11, 2015, as follows :-

(Unit : Baht)

Revenue	173,357.89
Loss	(14,368,825.79)

If the business combination is made on January 1, 2015, the consolidated statement of comprehensive income for the year ended December 31, 2015, will be included the revenue and profit (loss) of Korat Wind Energy Co., Ltd. from January 1, 2015, as follows :-

(Unit : Baht)

Revenue	176,289.99
Loss	(15,203,570.22)

On September 15, 2015, the Company's board of director has approved to purchase ordinary share in Infinite Alternative Energy Co., Ltd. The Company paid amount of Baht 50.00 million on signing date and Baht 503.98 million on share purchase complete date to Mrs.Chanya Sawangchit and Mr.Kitsanapong Kaewtes ("Seller") for purchase 6,298,000 ordinary share of Infinite Alternative Energy Co., Ltd. in totaling Baht 553.98 million equivalent to proportion of 67.00% of the whole registered capital of such company. Infinite Alternative Energy Co., Ltd.'s principal activities involve generate and sell solar energy electricity.

(Unit : Baht)

Consideration for business combination-Cash paid	553,983,000.00
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The amounts of the assets acquired and liabilities assumed were as follow :

(Unit : Baht)

Cash and cash equivalents	36,586,460.72
Other receivables	299,766,059.64
Deposits pledged as collateral	37,116,673.22
Property and equipment	3,517,813,370.04
Intangible asset	48,698,708.30
Power purchase agreement***	284,358,698.78
Non-current other assets	628,400.00
Other payable	(3,377,357,813.12)
Non-controlling interests	(251,605,660.99)
Deferred tax liabilities	(42,021,896.59)
Net assets	553,983,000.00

***Power Purchase Agreement is agreement selling 87 megawatts solar energy electricity to the EGAT for 25 years whereas such agreement receives power purchase rates (FIT) from EGAT in the rate of Baht 5.66 per unit.

The Company recognized the acquisition-related costs in the amount of Baht 1.45 million as the administrative expense in the statement of comprehensive income.

The consolidated statement of comprehensive income for the year ended on December 31, 2015 had included the revenue and profit (loss) of Infinite Alternative Energy Co., Ltd. from September 15, 2015, as follows :-

(Unit : Baht)

Revenue	18,957,700.60
Loss	(7,078,261.39)

If the business combination is made on January 1, 2015, the consolidated statement of comprehensive income for the year ended on December 31, 2015, will be included the revenue and profit (loss) of Infinite Alternative Energy Co., Ltd. from January 1, 2015, as follows :-

(Unit : Baht)

Revenue	19,534,592.97
Loss	(31,785,004.97)

The Board of Directors' Meeting no.9/2015 with held on June 29, 2015, has resolutions in approval to propose to the extra ordinary shareholders meeting to invest in solar power plant 'GK Kimitsu' in Japan of the capacity of 33.5 Megawatts. The investment will be execute by Gunkul International (Mauritius) which is the subsidiary of the company (The Company held 100% of total shares) and established Future Asset Management Kabushiki Kaisha for execute the transaction in solar power plant in Japan. Over, the extra ordinary shareholders meeting no.1/2015 has resolutions in approval to the above transaction.

Referred to the extra ordinary shareholders meeting no.1/2015 with held on August 19, 2015, has resolutions to establish Future Asset Management Kabushiki Kaisha for execute the transaction of 'GK Kimitsu', the Executive directors' meeting no.30/2015 with held on August 24, 2015 has resolutions in approval Bright Green Power Co., Ltd. which is a subsidiary of the company to invest in Future Asset Management Kabushiki Kaisha.

The Executive directors' Meeting no. 34/2015 with held on September 2, 2015, has resolutions in approval the Company to joint with Outgrow Energy Consult Co., Ltd. to establish GI Bio Energy Co., Ltd. The authorized share capital is Baht 34,300,000 with 343,000 ordinary shares. The Company holds shares 256,905 ordinary shares (74.90% of total ordinary shares). The company's objective is to hold 100% of the group of renewable energy's companies as following; Outgrow A Co., Ltd., Outgrow B Co.,Ltd., Outgrow D Co., Ltd., Outgrow E Co., Ltd. and Outgrow Wood Supply A Co., Ltd. and Outgrow Wood Supply B Co., Ltd. In summary, the Company's total shares are 74.9% for each company above. The establishment of the joint ventures and shareholders of the referred companies have registered to The Department of Business Development, Ministry of Commerce on September 16, 2015. The Board of Directors' Meeting no. 13/2015 with held on November 4, 2015, has resolutions in approval the above establishment.

The Executive directors' Meeting no. 38/2015 with held on September 28, 2015, has resolutions in approval the Company to acquire ordinary shares of RNS group from the former shareholders of 3 companies and to change the companies' names to be Gunkul Solar Power 3, Gunkul Solar Power 4 and Gunkul Solar Power 5 in the principal activity to generate electricity from alternative energy for sale. The company holds 100% of ordinary shares and registered to The Department of Business Development, Ministry of Commerce on October 1, 2015. The Board of Directors' Meeting no.13/2015 with held on November 4, 2015, has resolutions in approval on this.

On December 1, 2015, the Company has to purchase ordinary share in Gunkul LED Lighting Co., Ltd. in amount of 150,000 shares at Baht 40.60 per share, totaling Baht 6.09 million from the former shareholders of such company equivalent to proportion of 15.00% of the whole registered capital of such. The proportion of the Company has increase from 75.00% to 90.00% the Company had paid fully amount of the price of share in December 2015, the Company recognizes the difference between the consideration paid and the carrying amount of non-controlling interest in amount of Baht 2.18 million directly to the retained earnings account in the consolidated financial statements.

16. Machinery for investment in advance

On June 10, 2013, the board of director had the resolution to invest in Gas Fried Engine power plant in capacity of 25 MW x 2 (Consisting of two projects) in Myanmar. The Company will hold 51.00% of share in first project which has investment in amount of USD 13.77 million and will hold 60.00% of share in second project which has investment in amount of USD 16.20 million. The Company partially paid investment in form of machines in amount of Baht 268.34 million. However, the joint venture in the said project would be completed when the other joint venture party in Republic of the Union of Myanmar has already fulfilled certain conditions as stipulated in the joint venture agreement. As at December 31, 2015, the said joint venture party is in the process of transfer the power purchase agreement and promotional privileges with government sector of Republic of the Union of Myanmar in compliance with the conditions in the said joint venture agreement.

During the year ended December 31, 2015, the Company has received the return on such investment in amount of Baht 64.60 million (2014 : Baht 34.93 million) The accumulative return has been obtained until now in amount baht 99.53 million.

17. Investment Property

Consisted of:-

(Unit : Baht)

	Separate financial statements	
	2015	2014
Cost:-		
As at January 1,	3,143,657.99	3,143,657.99
Increase (decrease)	-	-
As at December 31,	3,143,657.99	3,143,657.99
Allowance for impairment:-		
As at January 1,	-	-
Increase (decrease)	-	-
As at December 31,	-	-
Net book value:-		
As at December 31,	3,143,657.99	3,143,657.99

In January 2016, the independent appraiser, PYN Building Inspector & Appraisal Co., Ltd., appraises the value of land by applying the income comparison approach by using the rate of return on investment property and growth rate of income, and it appears that the fair value of land is equal to Baht 31.19 million.

TFRS No.13 "Fair Value Measurement" establishes a fair value hierarchy that categories into three levels the inputs to valuation techniques used to measure fair value, as follows:

Level 1 : The inputs are quoted prices in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 : The inputs are observable inputs for the asset or liability, either directly or indirectly.

Level 3 : The inputs are unobservable inputs for the asset or liability.

Information on the level of the fair value hierarchy within the fair value measurements as at December 31, 2015, is as follows:

(Unit : Baht)

Financial assets and liabilities	Inputs used to measure fair value categorizes as Level 2 / Level 3 of the fair value hierarchy			
	Fair value	Fair value hierarchy	Valuation techniques	
Investment porperty	5,600,000.00	Level 3	Income approach	The rate of increase in rental income of 10% and a discount rate of 3%.

18. Property, plant and equipments

Consisted of:-

(Unit : Baht)

	Consolidated						Total
	Land	Building improvement and utility system	Machine and factory equipments	Figure and office equipments	Motor vehicle	Assets under construction	
Cost:-							
As at January 1, 2015	673,353,774.58	120,133,080.14	219,101,679.09	43,161,078.25	59,457,278.70	4,265,349.85	1,119,472,240.61
Addition	320,109,509.50	493,190.13	36,751,518.21	6,789,679.54	40,729,132.88	2,836,995,086.82	3,241,868,117.08
Increase from acquisition of subsidiary	-	-	6,047,569.00	97,683.18	-	3,517,722,351.11	3,523,867,603.29
Transfer in	-	502,012,613.99	3,897,147,788.06	94,180.00	-	-	4,399,254,582.05
Disposal	-	-	(14,150.00)	(38,200.00)	(1,611,077.57)	-	(1,663,427.57)
Transfer out	-	-	-	-	-	(4,399,201,682.05)	(4,399,201,682.05)
Amortization	-	-	(588,197.00)	(22,500.00)	-	(365,281.98)	(975,978.98)
As at December 31, 2015	993,463,284.08	622,638,884.26	4,158,446,207.36	50,081,920.97	98,575,334.01	1,959,415,823.75	7,882,621,454.43
Accumulated depreciation:-							
As at January 1, 2015	-	(51,188,337.30)	(94,608,184.26)	(28,389,519.80)	(27,045,867.24)	-	(201,231,908.60)
Depreciation charge	-	(4,453,767.37)	(21,793,764.22)	(5,060,293.65)	(3,781,722.86)	-	(35,089,548.10)
Disposal	-	-	(1,563,762.09)	(13,995.85)	-	-	(1,577,757.94)
Decrease from disposal of subsidiary	-	-	410,555.31	(9,454.42)	1,484,808.80	-	1,885,909.69
As at December 31, 2015	-	(55,642,104.67)	(117,555,155.26)	(33,473,263.72)	(29,342,781.30)	-	(236,013,304.95)

(Unit : Baht)

	Consolidated						Total
	Land	Building improvement and utility system	Machine and factory equipments	Figure and office equipments	Motor vehicle	Assets under construction	
Allowance for impairment:-							
As at January 1, 2015	-	-	(38,515.00)	-	-	-	(38,515.00)
Addition	-	-	(322,000.00)	-	-	-	(322,000.00)
As at December 31, 2015	-	-	(360,515.00)	-	-	-	(360,515.00)
Net book value:-							
As at December 31, 2015	993,463,284.08	566,996,779.59	4,040,530,537.10	16,608,657.25	69,232,552.71	1,959,415,823.75	7,646,247,634.48

Depreciation in the statement of comprehensive income for the year ended December 31, 2015

35,089,548.10

(Unit : Baht)

	Consolidated						Total
	Land	Building improvement and utility system	Machine and factory equipments	Figure and office equipments	Motor vehicle	Assets under construction	
Cost:-							
As at January 1, 2014	464,348,715.99	115,067,315.99	160,663,734.38	40,758,114.40	59,397,138.63	4,612,269.85	844,847,289.24
Addition	209,005,058.59	5,615,806.29	53,145,157.83	4,901,368.70	7,429,664.63	1,821,690.00	281,918,746.04
Transfer in	-	-	4,966,000.00	16,700.00	-	-	4,982,700.00
Disposal	-	270,000.00	1,901,585.00	-	-	-	2,171,585.00
Transfer out	-	-	(2,757,140.42)	(2,152,804.69)	(7,369,524.56)	-	(12,279,469.67)
Decrease from disposal of subsidiary	-	-	-	-	-	(2,168,610.00)	(2,168,610.00)
As at December 31, 2014	673,353,774.58	120,953,122.28	217,919,336.79	43,523,378.41	59,457,278.70	4,265,349.85	1,119,472,240.61

	Consolidated						Total
	Land	Building improvement and utility system	Machine and factory equipments	Figure and office equipments	Motor vehicle	Assets under construction	
Accumulated depreciation:-							
As at January 1, 2014	-	(47,567,909.15)	(85,460,288.23)	(26,427,696.00)	(27,718,606.27)	-	(187,174,499.65)
Depreciation charge	-	(3,624,292.43)	(11,787,206.04)	(4,150,647.06)	(4,637,939.89)	-	(24,200,085.42)
Disposal	-	-	(43,537.53)	(3,507.25)	-	-	(47,044.78)
Decrease from disposal of subsidiary	-	-	2,701,131.42	2,152,670.69	5,335,919.16	-	10,189,721.27
As at December 31, 2014	-	(51,192,201.58)	(94,589,900.38)	(28,429,179.62)	(27,020,627.00)	-	(201,231,908.58)
Allowance for impairment:-	-					-	
As at January 1, 2014	-	-	-	(5,125.57)	-	-	(5,125.57)
Addition	-	-	(38,515.00)	-	-	-	(38,515.00)
Reverse	-	-	-	5,125.57	-	-	5,125.57
As at December 31, 2014	-	-	(38,515.00)	-	-	-	(38,515.00)
Net book value:-							
As at December 31, 2014	673,353,774.58	69,760,920.70	123,290,921.41	15,094,198.79	32,436,651.70	4,265,349.85	918,201,817.03
Depreciation in the statement of comprehensive income for the year ended December 31, 2014							24,200,085.42

(Unit : Baht)



	Separate financial statement					
	Building and improvement	Tool and equipment	Figure and office equipment	Motor vehicle	Assets under construction	Total
Cost:-						
As at January 1, 2015	32,521,545.38	16,134,461.65	25,223,313.34	47,056,267.97	3,556,069.85	124,491,658.19
Addition	-	1,739,091.87	4,220,377.03	28,228,460.00	-	34,187,928.90
Transfer in	-	3,190,787.87	-	-	-	3,190,787.87
Amortization	-	(14,150.00)	(18,700.00)	(511,077.57)	-	(543,927.57)
Disposal	-	-	(22,500.00)	-	(365,281.98)	(387,781.98)
Transfer out	-	-	-	-	(3,190,787.87)	(3,190,787.87)
As at December 31, 2015	32,521,545.38	21,050,191.39	29,402,490.37	74,773,650.40	-	157,747,877.54
Accumulated depreciation :-						
As at January 1, 2015	(27,362,385.16)	(7,531,546.51)	(15,862,098.58)	(19,132,604.94)	-	(69,888,635.19)
Depreciation charge	(465,229.22)	(2,896,000.62)	(3,450,231.82)	(2,703,380.01)	-	(9,514,841.67)
Disposal	-	5,070.74	850.46	476,042.69	-	481,963.89
Amortization	-	-	1,627.40	-	-	1,627.40
As at December 31, 2015	(27,827,614.38)	(10,422,476.39)	(19,309,852.54)	(21,359,942.26)	-	(78,919,885.57)
Net book value:-						
As at December 31, 2015	4,693,931.00	10,627,715.00	10,092,637.83	53,413,708.14	-	78,827,991.97
Depreciation in the statement of comprehensive income for the year ended December 31, 2015						9,514,841.67

(Unit : Baht)

	Separate financial statement					
	Building and improvement	Tool and equipment	Figure and office equipment	Motor vehicle	Assets under construction	Total
Cost:-						
As at January 1, 2014	32,521,545.38	15,811,935.39	23,680,487.35	45,286,782.11	3,556,069.85	120,856,820.08
Addition	-	322,526.26	2,306,050.94	6,839,010.42	-	9,467,587.62
Transfer in	-	-	-	-	-	-
Disposal	-	-	(763,224.95)	(5,069,524.56)	-	(5,832,749.51)
Transfer out	-	-	-	-	-	-
As at December 31, 2014	32,521,545.38	16,134,461.65	25,223,313.34	47,056,267.97	3,556,069.85	124,491,658.19
Accumulated depreciation :-						
As at January 1, 2014	(26,850,085.37)	(4,832,083.83)	(13,711,464.82)	(18,411,873.63)	-	(63,805,507.65)
Depreciation charge	(512,299.79)	(2,699,462.68)	(2,913,819.71)	(3,788,459.70)	-	(9,914,041.88)
Transfer in	-	-	-	-	-	-
Disposal	-	-	763,185.95	3,067,728.39	-	3,830,914.34
Transfer out	-	-	-	-	-	-
As at December 31, 2014	(27,362,385.16)	(7,531,546.51)	(15,862,098.58)	(19,132,604.94)	-	(69,888,635.19)
Net book value:-						
As at December 31, 2014	5,159,160.22	8,602,915.14	9,361,214.76	27,923,663.03	3,556,069.85	54,603,023.00
Depreciation in the statement of comprehensive income for the year ended December 31, 2014						9,914,041.88

As at December 31, 2015, certain plant and equipment items of the Group have been fully depreciated but are still in use. The original cost, before deducting accumulated depreciation, of those assets amounted to Baht 88.94 million (2014 : Baht 121.29 million).

For the year ended December 31, 2015, the borrowing cost is included as part of cost of work in construction in the amount of Baht 11.61 million in the financial statement by calculating from the interest rate of specific loan utilized for the investment in the said assets.

As at December 31, 2015 and 2014, one subsidiary has pledged the land plus property in original cost of Baht 139.05 million to guarantee against credit facility of the Company that receives from a commercial bank in amount of Baht 410.00 million.

As at December 31, 2015 and 2014, one subsidiary has pledged the land in original cost of Baht 378.00 million building, machinery and equipment. Including the transfer of benefits under the insurance policy on the property to guarantee against credit facility of the Company that receives from a commercial bank in amount of Baht 3,742.00 million and USD 81.00 million.

As at 31 December 2015, one subsidiary has pledged the machinery and equipment in original cost of Baht 66.00 million and transfer the right to charge the power purchase agreements and leasehold land. Include land plus property of the subsidiary to guarantee against credit facility of such subsidiary that receives from a commercial bank in amount Baht 48.00 million.

Assets under finance leases, where the Group are lessee, which are included in the above list includes Computer equipment, Machinery and vehicles with net book value as at December 31, 2015 of Baht 69.79 million in consolidated financial statements and Baht 49.79 million in the separate financial statements (2014 : Baht 31.97 million and Baht 25.53 million, respectively).

During May 2015, a subsidiary company into land sale and purchase agreement with an outside person whom has no relationship with such subsidiary. The land will be used to construct solar power plant with the total land area of 1,262-0-70.70 Rai and the total price is Baht 295.95 million. The seller has already transferred the ownership for 1,224-2-67.30 Rai of land to such subsidiary. The seller has not yet able to transfer the ownership of the remaining 37-2-3.40 Rai of land to such subsidiary since these plots of land are under legal restriction where the ownership transfer could not be perform until July 2017. The title-deeds of the said plots of land have been issued under the government's policy on

assets to capital conversion. Nevertheless, such subsidiary (under the advice of the Company's legal advisor) has registered its right of superficies with the Land Department as legally binding evidence so the company can construct the solar power plant on the said plots of land without any dispute from the seller.

As at December 31, 2015, one subsidiary has pledged the land plus property, machinery and equipment in original cost Baht 5,119.30 million to guarantee against credit facility of such subsidiary that receives from a commercial bank and loan guarantees.

19. Intangible assets

Consisted of:-

(Unit : Baht)

	Consolidated					
	Computer software	Copyright	Right to use grid network	Power purchase agreement	Goodwill	Total
Cost :-						
As at January 1, 2015	7,343,832.50	1,208,445.00	155,748,215.30	1,471,027,190.62	410,089,160.31	2,045,416,843.73
Purchase	-	-	158,171,657.65	2,765,784.02	-	160,937,441.67
Increase from acquisition of subsidiary	-	-	26,676,811.71	725,033,054.37	-	751,709,866.08
Transfer in	-	-	-	-	-	-
Disposal/transfer out	-	-	-	-	-	-
Transfer out	(52,900.00)	-	-	-	(19,873,890.83)	(19,926,790.83)
Difference of translation of financial statements	-	-	-	20,865,298.81	-	20,865,298.81
As at December 31, 2015	7,290,932.50	1,208,445.00	340,596,684.66	2,219,691,327.82	390,215,269.48	2,959,002,659.46
Accumulated amortization :-						
As at January 1, 2015	(2,383,196.52)	(1,208,444.00)	(36,178.79)	(1,936,189.92)	-	(5,564,009.23)
Amortization charge	(252,483.67)	-	(85,948.64)	(881,628.46)	-	(1,220,060.77)
Disposal	-	-	-	-	-	-
Transfer out	12,540.74	-	-	-	-	12,540.74
As at December 31, 2015	(2,623,139.45)	(1,208,444.00)	(122,127.43)	(2,817,818.38)	-	(6,771,529.26)
Net book value :-						
As at December 31, 2015	4,667,793.05	1.00	340,474,557.23	2,216,873,509.44	390,215,269.48	2,952,231,130.20
Amortization charges in statements of comprehensive income for the year ended December 31, 2015						1,220,060.77

(Unit : Baht)

	Consolidated					
	Computer software	Copyright	Right to use grid network	Power purchase agreement	Goodwill	Total
Cost :-						
As at January 1, 2014	10,458,997.50	1,208,445.00	86,937,704.96	697,804,978.53	174,451,244.63	970,861,370.62
Purchase	725,435.00	-	58,691,650.52	-		59,417,085.52
Increase from acquisition of subsidiary	-	-	10,118,859.82	773,222,212.09	235,637,915.68	1,018,978,987.59
Disposal/transfer out	(3,840,600.00)	-	-	-		(3,840,600.00)
As at December 31, 2014	7,343,832.50	1,208,445.00	155,748,215.30	1,471,027,190.62	410,089,160.31	2,045,416,843.73
Accumulated amortization :-						
As at January 1, 2014	(2,128,490.54)	(1,207,486.01)	(3,122.69)	(100,254.79)	-	(3,439,354.03)
Amortization charge	(279,876.39)	(957.99)	(33,056.10)	(1,835,935.13)	-	(2,149,825.61)
Disposal	25,170.41	-	-	-	-	25,170.41
As at December 31, 2014	(2,383,196.52)	(1,208,444.00)	(36,178.79)	(1,936,189.92)	-	(5,564,009.23)
Net book value :-						
As at December 31, 2014	4,960,635.98	1.00	155,712,036.51	1,469,091,000.70	410,089,160.31	2,039,852,834.50

Amortization charges in statements of comprehensive income for the year ended December 31, 2014

2,149,825.61

(Unit : Baht)

	Separate financial statements Computer software	
	2015	2014
Cost :-		
As at January 1	5,127,448.00	8,446,048.00
Purchase	-	450,000.00
Transfer out	-	(3,768,600.00)
As at December 31	5,127,448.00	5,127,448.00
Accumulated amortization :-		
As at January 1	(669,759.33)	(595,047.00)
Amortization charge	(90,000.00)	(74,712.33)
As at December 31	(759,759.33)	(669,759.33)
Net book value :-		
As at December 31	4,367,688.67	4,457,688.67
Amortization charges in statements of comprehensive income for the year ended December 31	90,000.00	74,712.33

20. Deferred tax assets/liabilities

The movements of deferred tax assets and liabilities for the year ended December 31, 2015 and 2014, are as follows :-

(Unit : Baht)

	Consolidated							
	January 1, 2014	Recognized in profit or loss	Disposal of investment	Purchase/ December 31, 2014	Recognized in profit or loss	Disposal of investment	Recognized Purchase/ comprehensive income	in other December 31, 2015
Trade and other receivable	373,603.86	(63,139.18)	-	310,464.68	(94,781.87)	-	-	215,682.81
Inventories 11,617,846.94	(1,949,527.58)	-	9,668,319.36	(5,433,589.29)	-	-	4,234,730.07	-
Property, plant and equipment	(518,229.50)	(271,499.41)	-	(789,728.91)	(370,452.78)	-	-	(1,160,181.69)
Provision for warranty	128,511.26	(9,543.60)	-	118,967.66	5,082.52	-	-	124,050.18
Provision for delivery delay	122,726.41	48,996.91	-	171,723.32	815,759.26	-	-	987,482.58
Provision for project warranty	-	2,810,854.34	-	2,810,854.34	(41,673.56)	-	-	2,769,180.78
Provision for unbilled cost	-	10,260,551.35	-	10,260,551.35	(10,260,551.35)	-	-	-
Employee benefit	2,501,894.20	366,876.20	-	2,868,770.40	248,027.80	-	701,737.20	3,818,535.40
Obligation under finance lease	(911,742.87)	198,856.94	-	(712,885.93)	(1,828,220.16)	-	-	(2,541,106.09)
Long-term loans	-	-	-	-	(8,116,963.95)	-	-	(8,116,963.95)
Profit on inventories	3,517,909.74	(900,129.51)	-	2,617,780.23	(59,414.67)	-	-	2,558,365.56
Gain on fixed assets	664,061.24	3,362,860.29	-	4,026,921.53	5,260,736.58	-	-	9,287,658.11
Prepaid land rental	-	-	(42,332,362.65)	(42,332,362.65)	-	(26,327,576.21)	-	(68,659,938.86)
Power purchase agreement	(174,431,193.67)	440,624.44	(193,305,553.03)	(367,296,122.26)	-	45,740,791.64	-	(321,555,330.62)
Total	(156,934,612.39)	14,295,781.19	(235,637,915.68)	(378,276,746.88)	(19,876,041.47)	19,413,215.43	701,737.20	(378,037,835.72)

(Unit : Baht)

	Separate financial statement					
	January 2014	Recognized in profit or loss	December 31, 2014	Recognized in profit or loss	Recognized in other comprehensive income	December 31, 2015
Trade and other receivable	384,780.13	(87,767.00)	297,013.13	(117,877.60)	-	179,135.53
Inventories	7,279,494.70	(1,501,909.35)	5,777,585.35	(3,272,788.26)	-	2,504,797.09
Provision for warranty	105,739.02	(9,543.60)	96,195.42	3,847.71	-	100,043.13
Provision for unbilled cost	-	10,260,551.35	10,260,551.35	(10,260,551.35)	-	-
Provision for delivery delay	85,819.85	48,996.91	134,816.76	(112,344.96)	-	22,471.80
Provision for project warranty	-	1,888,544.08	1,888,544.08	(165,775.77)	-	1,722,768.31
Employee benefit	1,776,755.20	250,535.00	2,027,290.20	56,789.80	486,164.00	2,570,244.00
Obligation under finance lease	(833,803.94)	253,163.70	(580,640.24)	(1,459,733.91)	-	(2,040,374.15)
Total	8,798,784.96	11,102,571.09	19,901,356.05	(15,328,434.34)	486,164.00	5,059,085.71

The Group offsets the deferred tax assets and liabilities for the presentation in the statement of financial position only in a case where such assets and liabilities relates to the same taxable company and the income tax is levied by the same taxation authority, as follows :-

(Unit : Baht)

	Consolidated		Separate financial statement	
	2015	2014	2015	2014
Amount recognized as assets/liabilities in the statement of financial position				
- Deferred tax assets	23,995,685.49	31,351,738.03	5,059,085.71	19,901,356.05
- Deferred tax liabilities	(402,033,521.21)	(409,628,484.91)	-	-
Total	(378,037,835.72)	(378,276,746.88)	5,059,085.71	19,901,356.05

The deferred tax asset is not recognized in the statement of financial position; consisted of :-

(Unit : Baht)

	Consolidated	
	2015	2014
Unused tax losses		
- Expire in next 1 year	1,000.00	-
- Expire in next 2 - 12 years	53,489,190.34	29,720,345.92
Temporary differences	56,842.35	-
Total	53,547,032.69	29,720,345.92

The deferred tax assets and liabilities, which is not recognized in the statement of financial position, arises from undistributed profits associated with investments in subsidiaries, joint ventures and associates; consisted of :-

(Unit : Baht)

	Consolidated	
	2015	2014
Deferred tax liabilities are not recognized :		
- Subsidiaries	185,896,686.29	156,813,616.29
- Joint ventures	71,757,509.00	60,227,916.76
Deferred tax assets are not recognized :		
- Associates	(9,203,125.54)	(9,412,265.60)
Total	248,451,069.75	207,629,267.45

21. Short-term loans from financial institutions

Consisted of:-

(Unit : Baht)

	Consolidated		Separate financial statement	
	2015	2014	2015	2014
Short-term loans	3,655,000,000.00	1,950,000,000.00	3,655,000,000.00	1,950,000,000.00
Trust receipt payable	247,687,759.42	159,949,281.66	28,958,844.44	100,535,100.39
Less Discount bills	(27,076,630.93)	(18,887,502.67)	(27,076,630.93)	(18,887,502.67)
Total	3,875,611,128.49	2,091,061,778.99	3,656,882,213.51	2,031,647,597.72

As at December 31, 2015, the Group held bank overdraft, trust receipt, and letters of credit facilities from several financial institutions in Thai Baht amounting of Baht 2,489.43 million (2014 : Baht 2,698.35 million), US Dollar amounting of USD 50.00 million (2014 : USD 50.00 million). Interest rate is 2.1484% - 2.6800% per annum. (2014 : interest rate is 2.0719% - 3.1100% per annum)

Such credit facility line is pledged by mortgaged register of land plus property of the Group and land plus property of two directors, including fixed deposit of the Group.

22. Trade and other payable - third parties

Consisted of :-

(Unit : Baht)

	Consolidated		Separate financial statement	
	2015	2014	2015	2014
Trade payables	304,081,660.79	214,019,873.09	199,227,213.11	176,356,445.75
Unbilled construction cost	90,434,941.62	8,972,839.68	73,273,422.43	8,972,839.68
Subcontractors payable	47,786,281.32	13,329,542.56	47,786,281.32	13,329,542.56
Suspense output tax	18,786,370.14	6,659,526.96	1,857,726.26	5,355,468.98
Accrued expenses	38,404,674.99	40,730,319.97	23,127,663.54	35,035,014.49
Withholding tax	21,227,207.02	7,476,882.58	5,988,149.60	5,445,501.91
Accrued interest	16,548,579.44	232,309.90	1,947,673.87	66,734.76
Other payables	16,142,869.38	11,501,087.92	7,281,018.96	4,157,836.19
Provision for warranty	243,766.07	300,065.16	137,750.57	146,603.32
Provision for project warranty	13,379,966.21	23,064,364.45	8,613,841.57	18,452,813.17
Provision for delivery delay	225,339.67	674,083.80	112,359.02	674,083.80
Total	567,261,656.65	326,960,896.07	369,353,100.25	267,992,884.61

23. Debenture

The amount of debenture as at December 31, 2015 is as follows:-

No	Interest rate per annum (%)	Term	Principal and interest repayment	Consolidated / Separate financial statement			
				Number of share('000 share)		Amount (Million Baht)	
				2015	2014	2015	2014
1/2015	3.60	1 Year and 6 months	April 28, 2017 ana pay interest every 3 months	300	-	300.00	-

The Group amortized the interest according to the financial leased contract for the year ended December 31, 2015 in the amount of Baht 2.52 million in the consolidated financial statement and Baht 1.71 million in the separate financial statements which was recorded as "Finance cost" in the statement of comprehensive income (2014 : Baht 2.23 million and Baht 1.70 million in the consolidate and separate financial statement, respectively).

25. Long-term loans from financial institutions

Consisted of:

(Unit : Baht)

	Consolidated	
	2015	2014
Long-term loans from financial institutions	3,065,963,491.95	156,500,000.00
Less Current portion	(38,773,475.40)	(156,500,000.00)
Net	3,027,190,016.55	-

Summary of long-term loans included their interest rate and term payment as follow :-

Commercial Bank	Credit facility (Baht million)		Period	Interest Rate	Term payment
	2015	2014			
The 1 st credit facility line	-	313.00	Sep 2013 - Sep 2015	MLR% per annum	Principal repayment every 6 months total of 4 installment in amount of Baht 78.25 million per each. The first installment is repayable in March 2014.
The 2 nd credit facility line	3,730.00	-	10 years from commercial operation date	1. Bibo + 2.65% per annum for 5 years after the date commenced to commercially sell the electricity. 2. Bibo + 3% per annum after the sixth year onwards	Principal are quarter repayable each issued 39 installment. The repayment of the principal at the rate specified in the contract. The first installment is repayable in February 2017.

Commercial Bank	Credit facility (Baht million)		Period	Interest Rate	Term payment
	2015	2014			
The 3 rd credit facility line	48.00	-	Mar 2015 - Feb 2022	MLR-1.50% per annum	Principal repayment in monthly total issued in 84 installment in amount of Baht 0.57 million per each installment. The first installment is repayable in March 2015.
The 4 th credit facility line	4,080.00	-	Nov 2015 - May 2033	THBFIX 6M +2.70% per annum	Principal are quarter repayable each issued 67 installment. The repayment of the principal at the rate specified in the contract. The first installment is repayable in November 2016.

The first credit facility line is pledged by mortgaged register of land plus property of subsidiary, right of the Power Purchase Agreement and also pledged shares of the Company which is owned by Gunkul Group Co., Ltd., including the transferal of the rights of the Power Purchase Agreement. Moreover, the Company was guaranteed in amount of Baht 219.00 million. On April 27, 2015, the subsidiary repayment of loan with redeem pledge in the loan contract.

The second credit facility line is pledged by mortgaged register of land plus property of one subsidiary and fixed deposit of such subsidiary, including the transfer of benefits under the insurance policy on the property and also pledged shares of subsidiary holder by the Company including the transferal of the rights of the Power Purchase Agreement to guarantee against credit facility of the subsidiary that received from a commercial bank in amount of Baht 3,742.00 million and USD 81.00 million. The subsidiary has to comply with significant conditions stipulated in the loan contract as shall maintain certain financial ratios as stipulated in the loan contract. As at December 31, 2015, the subsidiary has not drawdown such loans.

The third credit facility line is pledged by machinery and equipment and transfer of the right of the Power Purchase Agreement and leasehold land including land of the Company to guarantee against credit facility of the subsidiary that received from a commercial bank in amount of Baht 48.00 million. Moreover, such loan was guaranteed by Gunkul Engineering Public Co., Ltd. in full the amount of credit line. As at December 31, 2015, such loan was remained in amount of Baht 18.29 million.

The fourth credit facility line is pledged by mortgaged register of land plus property, machinery and equipment of one subsidiary and fixed deposit of such subsidiary, including

the transfer of benefits under the insurance policy on the property and also pledged shares of subsidiary holder by the Company including the transferal of the rights of the Power Purchase Agreement to guarantee against credit facility of the subsidiary that received from a commercial bank in amount of Baht 4,080.00 million. The subsidiary has to comply with significant conditions stipulated in the loan contract as shall maintain certain financial ratios as stipulated in the loan contract. As at December 31, 2015, such loan was remained in amount of Baht 3,047.67 million.

Obligation under Long-term loans - minimum lease payments as follows :-

(Unit : Baht)

	Consolidated	
	2015	2014
Not later than 1 year	38,773,475.40	156,500,000.00
2 - 5 years	651,975,850.25	-
Over 5 years	2,375,214,166.30	-
Total	3,065,963,491.95	156,500,000.00

26. Employee benefit obligation

Changes in the present value of the employee benefit obligation in case of retirement or termination under the labor law for the year ended December 31, 2015 and 2014 are as follows :

(Unit : Baht)

	Consolidated		Separate financial statement	
	2015	2014	2015	2014
Opening defined benefit balance	14,405,191.00	12,559,137.00	10,136,451.00	8,883,776.00
Current service cost	2,431,847.98	1,438,868.00	1,600,730.00	935,633.00
Interest cost	517,890.00	465,351.00	346,621.00	317,042.00
Actuarial gains and losses arising from change in demographic assumption	98,774.00	-	58,832.00	-
Actuarial gains and losses arising from change in financial assumption	1,898,558.00	-	1,172,334.00	-
Actuarial gains and losses arising from change in experience adjustment	1,511,354.00	-	1,199,654.00	-
Benefit paid	(1,663,402.00)	-	(1,663,402.00)	-
Transfer out during the year	-	(58,165.00)	-	-
Closing defined benefit balance	19,200,212.98	14,405,191.00	12,851,220.00	10,136,451.00

Principal actuarial assumptions as at December 31, 2015 and 2014 are as follows :

(Unit : Baht)

	Consolidated		Separate financial statement	
	2015	2014	2015	2014
Discount rate at end of year	3.2%	3.8%	3.2%	3.8%
Future salary increase	4.0% - 8.0%	5.0% - 6.0%	4.0% - 8.0%	5.0% - 6.0%
Proportion of employees opting for early retirement	0.0% - 30.0%	0.0% - 30.0%	0.0% - 30.0%	0.0% - 30.0%

As at December 31, 2015, changes in the actuarial assumption will affect to the employee benefit obligation as follows :

- If the discount rate increase 1.00%, the employee benefit obligation will decrease Baht 1,486,777.00.
- If the discount rate decrease 1.00%, the employee benefit obligation will increase Baht 1,686,154.00.
- If the future salary growth increase 1.00%, the employee benefit obligation will increase Baht 1,820,333.00.
- If the future salary growth decrease 1.00%, the employee benefit obligation will decrease Baht 1,631,721.00.
- If the proportion of employees opting for early retirement increase 20.00%, the employee benefit obligation will decrease Baht 2,533,264.00.
- If the proportion of employees opting for early retirement decrease 20.00%, the employee benefit obligation will increase Baht 3,356.960.00.

The Company and its subsidiaries expect to pay Baht 0.17 million of long-term employee benefits during the next year in consolidated (2014 : Baht 1.20 million in consolidated and separate financial statement, respectively).

As at December 31, 2015, the weighted average duration of the liabilities for long-term employee benefit of the company and its subsidiaries are 13 years in consolidated and separate financial statement, respectively (2014 : 14 years in consolidated and separate financial statement, respectively)

27. Share capital

The movement of share capital for the year ended December 31, 2015 and 2014 are as follows:

	Number of share (Unit : share)	Amount (Unit : Baht)
Registered share capital (Baht 1.00 per share)		
As at January 1, 2014	659,999,984	659,999,984.00
Reduction of capital during the year	(55)	(55.00)
Increment of capital during the year	220,000,000	220,000,000.00
As at December 31, 2014	879,999,929	879,999,929.00
Reduction of capital during the year	(75,458)	(75,458.00)
Increment of capital during the year	494,981,118	494,981,118.00
As at December 31, 2015	1,374,905,589	1,374,905,589.00

	Number of share (Unit : share)	Amount (Unit : Baht)	Premium on share (Unit : Baht)	Total (Unit : Baht)
Issued and paid-up share capital (Baht 1.00 per share)				
As at January 1, 2014	659,999,929	659,999,929.00	425,120,000.00	1,085,119,929.00
Increase from increment of capital	219,990,336	219,990,336.00	-	219,990,336.00
As at December 31, 2014	879,990,265	879,990,265.00	425,120,000.00	1,305,110,265.00
Increase from increment of capital	403,254,951	403,254,951.00	3,849,735,645.00	4,252,990,596.00
Expenses of issuing shares (net of income tax)	-	-	(2,000,000.00)	(2,000,000.00)
As at December 31, 2015	1,283,245,216	1,283,245,216.00	4,272,855,645.00	5,556,100,861.00

On April 10, 2015, the Annual General Meeting of the Company's shareholders has resolved to reduce in the Company's registered capital from Baht 879,999,929.00 to Baht 879,990,265.00 by cancelling 9,664 of the ordinary shares that were unable to be allocated as stock dividend at par value Baht 1.00 per share and to approve the increase in the Company's registered capital from Baht 879,990,265.00 to Baht 1,099,990,265.00 by allocating 220,000,000 incremental ordinary shares at par value Baht 1.00 per share for reserving shares for stock dividend payment. The Company had registered the capital with the Department of Business Development, Ministry of Commerce, effective on

April 27, 2015 for reduction of capital and on April 28, 2015 for increment of capital.

In May 2015, the Company paid a stock dividend (number of 219,934,206 share) and cash dividend to the shareholders of the Company in Note 27, the Company has registered paid up capital from Baht 879,990,265.00 to Baht 1,099,924,471.00 is equivalent to 219,934,206 shares of common stock at par value Baht 1.00 per share with the Department of Business Development, Ministry of Commerce already.

On August 19, 2015, Extraordinary General Meeting of Shareholder's No.1/2015 has resolved the following details

- To approve the decrease of the registered capital of the Company by cancelling the remaining unpaid shares of the Company for dividend payment in the amount of Baht 65,794.00, at a par value of Baht 1.00 that were balance from the allocation as dividend in accordance with the annual ordinary general meeting of shareholders of 2015.
- To approve the increase of the registered capital of the Company by issuing new ordinary share in proportion to their respective shareholding (Right Offering) in the amount not exceeding Baht 274,981,118.00, at par value of Baht 1.00.
- To approve the allotment of the newly issued ordinary shares of the Company to existing shareholders of the Company in proportion to the their respective shareholding (Right Offering) by no more than Baht 274,981,118.00 at a par value of Baht 1.00 per share, as the following details:
- 1) Allotment of 183,320,745 newly issued ordinary shares at a par value of Baht 1.00 per share to the Company's existing shareholders in proportion to their respective shareholding (Rights Offering) at the offering ratio of 6 existing shares per 1 newly issued ordinary share, any fraction of share remained shall be rounded down. The subscription price is Baht 22.00 per share.
 - 2) Allotment of 91,660,373 newly issued ordinary shares at a par value of Baht 1.00 per share in order to accommodate the exercise of the warrants that shall be issued and allotted to the Company's existing shareholders, who exercise the right to subscribe for new shares according to 1) above , at the offering ratio of 2 new ordinary shares per 1 unit of warrant. The details of warrant are as follows:

The Company had registered the capital with the Department of Business Development, Ministry of Commerce, effective on August 24, 2015 for reduction of capital and on September 22, 2015 for increment of capital.

On September, 2015, the Company Allotment of 183,320,745 newly issued ordinary shares at a par value of Baht 1.00 per share, the offering price of Baht 22.00 per share aggregating to total amount of Baht 4,033,056,390.00. The Company recorded expenses in respect of shares distribution net of income tax by amount of Baht 2.00 million as deducted transactions in the premium on ordinary shares.

The Company has registered paid up capital from Baht 1,099,924,471.00 to Baht 1,283,245,216.00 is equivalent to 183,320,745 shares of common stock at par value Baht 1.00 per share with the Department of Business Development, Ministry of Commerce, effective on September 22, 2015.

Warrant (GUNKUL-W)

In October 1, 2015, the Company disposed warrants of 91,660,129 units (GUNKUL-W) at Baht nil per unit so as to purchase ordinary shares offered to the former shareholders at the ratio of 1 warrant to 2 ordinary shares. The above warrants (GUNKUL-W) offered to purchase to ordinary shares comprise the detail by summation as follows :-

- It is the kind of specifying the names of holders and the holders can be changed.
- The warrants as registered securities in the Securities Exchange of Thailand.
- The age of warrant is 2 years.
- The date the warrants are issued on October 1, 2015.
- The warrants can be exercise is the last business day of each quarter. The right is primarily exercised as of the final business day of December 30, 2015 Moreover, the right is finally exercised on September 29, 2017.
- The rate of warrants right exercise is one unit over one ordinary share. (par value is Baht 1 per share)
- The exercised price is Baht 27.00 per share.

As at December 31, 2015, the remaining warrants (GUNKUL-W) not yet exercised is 91,660,129 units.

The capital management

The Group constitutes purpose with respect to capital management in order to remain for ability in the continued operation and ability to appropriately provide remuneration to various group of participating interest while the Group will maintain capital in the level with the least risk.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt obligations.

28. Legal reserve

Under the provisions of the Public Company Limited Act B.E. 2535, the Company is required to set aside as a legal reserve at least 5% of its net profit after accumulated deficit brought forward (if any) until the reserve is not less than 10% of the registered capital. This reserve is not available for dividend distribution.

As at December 31, 2015, the Company has appropriated net income in amount of Baht 41.00 million to the legal reserve (2014 : Baht 22.00 million).

29. Income tax expense

The income tax expenses recognized in profit or loss for the year ended December 31, 2015 and 2014, are as follow :-

(Unit : Baht)

	Consolidated		Separate financial statement	
	2015	2014	2015	2014
Current tax expense	115,093,525.31	97,374,127.05	53,665,650.44	48,851,663.16
Deferred tax expense relating to the origination and reversal of temporary differences	19,876,041.47	(14,295,781.19)	15,328,434.34	(11,102,571.09)
Income tax expense	134,969,566.78	83,078,345.86	68,994,084.78	37,749,092.07

The relationship between tax expense and accounting profit for the year ended December 31, 2015 and 2014, are as follow :-

(Unit : Baht)

	Consolidated		Separate financial statement	
	2015	2014	2015	2014
Accounting profit	806,360,275.07	624,399,248.32	730,496,541.54	569,662,892.56
Tax rate used	20%	20%	20%	20%
Tax at the applicable tax rate	161,272,055.01	124,879,849.66	146,099,308.31	113,932,578.51
Temporary difference not recognized as a deferred tax asset	56,837.26	-	-	-
Effect of loss that is exempt from taxation	25,718,033.43	10,651,466.29	-	-
Effect of expenses that are not deductible in determining taxation profit	11,484,827.61	7,207,932.43	1,302,702.37	3,283,753.31
Effect of profit that is exempt from taxation	(1,028,022.71)	-	-	-
Effect of income that are exempt from taxable	(62,543,801.86)	(58,910,016.27)	(78,037,778.74)	(78,736,969.48)
Effect of expenses that are deductible in determining taxation profit	(391,490.59)	(750,886.25)	(370,147.16)	(730,270.27)
Difference tax rate of subsidiaries in foreign countries	401,128.63	-	-	-
Income tax expense	134,969,566.78	83,078,345.86	68,994,084.78	37,749,092.07

	2015	2014
Tax rate		
- The Company and subsidiaries		
- Profit of non-BOI business	20%	20%
- Profit of BOI business		
- Exemption from taxation	-	-
- Reduction of tax	10%	10%
- Subsidiaries in aboard	15% - 28.85%	15% - 38.37%

32. Supplemental disclosures of cash flow information

32.1 Cash and cash equivalents consist of :-

(Unit : Baht)

	Consolidated		Separate financial statement	
	2015	2014	2015	2014
Cash on hand and tax coupon	837,091.39	664,375.04	370,101.79	364,604.42
Cash deposits-saving accounts	1,641,376,354.12	569,039,430.16	656,175,798.86	276,961,361.02
Cash deposits-current accounts	328,515,012.46	24,174,068.39	337,419,691.12	28,563,862.22
Fixed deposits not exceeding 3 months	61,523.26	14,900,418.85	24,722.76	24,476.86
Bill of exchange not exceeding 3 months	1,600,000,000.00	898,350,172.78	1,600,000,000.00	898,350,172.78
Total	3,570,789,981.23	1,507,128,465.22	2,593,990,314.53	1,204,264,477.30

As at December 31, 2015, two subsidiaries has pledge rights bank deposits in amount of Baht 74.14 million for solar power plant under loan agreements with a commercial bank.

32.2 Non-cash items are as follows :-

(Unit : Baht)

	Consolidated		Separate financial statement	
	2015	2014	2015	2014
Purchase property, plant and equipment but not yet paid	1,006,178,492.05	742,560.12	533,985.86	173,052.57
Purchase assets under lease contracts	43,527,916.62	7,189,390.58	28,245,925.98	6,598,736.37
Borrowing costs recognized as property, plant and equipment.	9,043,624.12	-	-	-
Transfer inventories to property, plant and equipment	-	2,975.00	-	-
Purchase intangible assets but not yet paid	-	11,514,891.10	-	-
Accrued dividend payables	25,348.55	25,028.00	25,348.55	25,028.00
Stock dividend	219,934,206.00	219,990,336.00	219,934,206.00	219,990,336.00
Transfer advance for shares subscription to investment in subsidiary	-	-	-	129,600,000.00
Acquisition of investments in subsidiaries but not yet paid	-	-	216,000,000.00	318,485,550.00
Transfer investments in joint ventures to investments in subsidiaries	-	-	-	374,775.00
Provision for decommissioning cost	1,465,939.16	1,466,128.15	-	-
Transfer intangible asset to equipment	40,359.26	-	-	-
Transfer payable for purchase shares of subsidiary to payable for purchase of assets	341,991,125.00	-	-	--

32.3 Obtaining control of subsidiary

For the year ended December 31, 2015, the Company purchases “Korat Wind Energy Co., Ltd.” from the other company. The information on obtaining control of subsidiary is as follow :-

	(Unit : Baht)
Cash and cash equivalents	137,078.87
Other receivables	906,170.21
Property and equipment	4,476,475.31
Intangible asset	59,667,198.82
Power purchase agreement	440,674,355.59
Other payable	(663,417.48)
Short-term loan from director and accrued interest	(33,530,662.50)
Deferred tax liability	(39,667,198.82)
Total purchase price for purchase of investment of subsidiary	432,000,000.00
<u>Less</u> Outstanding debts	(216,000,000.00)
<u>Less</u> Cash and cash equivalents of subsidiary acquired	(137,078.87)
Cash paid to obtain control net of cash acquired	215,862,921.13

For the year ended December 31, 2015, the Company purchases “Infinite Alternative Energy Co., Ltd.” from the other company. The information on obtaining control of subsidiary is as follow :-

	(Unit : Baht)
Cash and cash equivalents	36,586,460.72
Other receivables	299,766,059.64
Fixed deposits pledged as collateral	37,116,673.22
Property and equipment	3,517,813,370.04
Intangible asset	48,698,708.30
Power purchase agreement	284,358,698.78
Non-current other assets	628,400.00
Other payable	(3,377,357,813.12)
Non-controlling interests	(251,605,660.99)
Deferred tax liability	(42,021,896.59)
Total purchase price for purchase of investment of subsidiary	553,983,000.00
<u>Less</u> Cash and cash equivalents of subsidiary acquired	(36,586,460.72)
Cash paid to obtain control net of cash acquired	517,396,539.28

33. Employee benefit

33.1 Provident fund

For the year ended December 31, 2015, the Group recognizes as the employee benefit expense for the payment of contribution into the provident fund at the amount of Baht 5.82 million and Baht 4.18 million in consolidated and separate financial statement, respectively (2014 : Baht 4.40 million and Baht 3.06 million in consolidated and separate financial statement, respectively).

33.2 Retirement employee benefit

For the year ended December 31, 2015 and 2014, the Group recognizes the employee benefit expense in case of retirement or termination under the labor law, as follows :

(Unit : Baht)

	Consolidated		Separate financial statement	
	2015	2014	2015	2014
Amounts recognized in profit or loss	Current			
service cost	2,431,847.98	1,438,868.00	1,600,730.00	935,633.00
Interest cost	517,890.00	465,351.00	346,621.00	317,042.00
Total amounts recognized in profit or loss	2,949,737.98	1,904,219.00	1,947,351.00	1,252,675.00
Amounts recognized in other comprehensive income				
Actuarial gains and losses arising from change in demographic assumption	98,774.00	-	58,832.00	-
Actuarial gains and losses arising from change in financial assumption	1,898,558.00	-	1,172,334.00	-
Actuarial gains and losses arising from change in experience adjustment	1,511,354.00	-	1,199,654.00	-
Total amounts recognized in other comprehensive income	3,508,686.00	-	2,430,820.00	-
Total	6,458,423.98	1,904,219.00	4,378,171.00	1,252,675.00

An item of the employee benefit expense in case of retirement or termination under the labor law for the year ended December 31, 2015 and 2014 are inclusively presented in the line items, as follows :

(Unit : Baht)

	Consolidated		Separate financial statement	
	2015	2014	2015	2014
Construction in progress	1,978.00	-	-	-
Cost of sales	549,454.00	412,306.00	-	-
Cost of service	4,381.00	-	-	-
Administrative expenses	1,265,893.98	914,194.00	908,218.00	732,901.00
Management benefit expenses	1,128,031.00	577,719.00	1,039,133.00	519,774.00
Total	2,949,737.98	1,904,219.00	1,947,351.00	1,252,675.00

34. Expenses by nature

The following expenditure items of expense have been classified by nature :

(Unit : Baht)

	Consolidated		Separate financial statement	
	2015	2014	2015	2014
Change in finished goods and work in process	(15,100,589.08)	35,213,090.22	22,216,372.57	26,770,320.75
Purchased finished goods	2,833,074,538.64	626,513,036.99	2,379,842,316.31	1,026,436,902.34
Cost of construction services	448,182,827.81	1,125,861,052.65	326,915,705.50	823,316,700.63
Cost of operation and maintenance services	36,388,863.20	25,210,174.47	33,850,098.66	24,537,242.76
Raw material and supplied used	274,413,654.34	273,890,256.61	-	-
Management benefit expenses	69,976,259.95	58,387,095.79	60,414,338.46	50,602,146.41
Employee benefit	176,700,034.36	135,962,152.19	83,085,400.65	60,794,024.53
Depreciation and amortization expenses	36,309,608.87	26,349,911.03	9,604,841.67	9,988,754.21
Loss for diminution of inventories (Reversal)	(19,084,068.54)	(9,623,055.01)	(16,363,941.22)	(6,223,234.04)
Transportation expense	10,053,266.79	4,478,434.09	5,674,719.91	3,846,043.84
Project consultant fee and other fee	93,680,401.48	57,964,213.01	39,910,876.80	18,611,871.18
Outsource fee	79,655,026.54	14,047,823.61	-	-

35. Operating segments

The Group identified the operating segments on the basis of internal reports that are regularly reviewed by the Group's chief operating decision maker in order to allocate resources to the segment and assess its performance and shall disclose the amount reported for each operating segment item to be the measure reported to the Group's chief operating decision maker for the purpose of allocating resources to the segment and assessing its performance.

The Group classifies the operating segment in the form of type of business operated. The Group has four operating segments which are consists of the manufacturing and distributions of electrical hardware segment, the generating and selling electricity segment, the construction service segment and the operation and maintenance service segment.

The Group measures the profit or loss for each segment from the gross profit excluding the items of other income, interest revenue, gain or loss on exchange rate, other central expenses, finance cost and share of profit or loss in associates and joint ventures.

The segment operation for the year ended December 31, 2015 and 2014 are as follows :-

(Unit: Million Baht)

	Consolidated									
	Manufacturing and distribution of electrical hardware		Generating and selling electricity		Construction service		Maintenance service			
	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014
Net outsider sales	3,772.26	1,489.49	51.16	23.82	566.76	1,407.93	70.12	55.32	4,460.30	2,976.56
Gross profit	850.78	393.74	31.98	17.18	118.58	282.07	33.73	30.11	1,035.07	723.09
Other income									51.79	23.06
Benefit from machinery for investment in advance									64.60	34.93
Gain (loss) on exchange rate									14.00	27.01
Selling expenses									(51.72)	(34.68)
Administrative expenses									(469.31)	(360.45)
Finance cost									(115.89)	(57.84)
Share of profit from investments in associates and joint ventures									280.00	269.28
Net profit before income tax									808.54	624.40

The reconciliations of each segment total assets to the Group's assets and other material items.

(Unit: Million Baht)

	Consolidated									
	Manufacturing and distribution of electrical hardware		Generating and selling electricity		Construction service		Maintenance service			
	2015	2014	2015	2014	2015	2014	2015	2014	Total	
Assets	1,084.53	895.50	7,070.94	876.29	712.46	245.39	9,947.32	5,221.48	18,815.25	7,238.66
Depreciation	10.58	8.31	17.02	8.06	0.10	0.04	7.39	7.79	35.09	24.20
Amortization	0.13	0.25	1.00	1.83	-	-	0.09	0.07	1.22	2.15

The Group has the revenue from sale of goods to 1 major customers (2014 : 4 major customers) earned by manufacturing and distribution of electrical hardware segment, generating and selling electricity segment and construction service segment in the amount of Baht 2,003.19 million. (2014 : Baht 1,892.70 million).

36. Financial instruments

The principal financial risks faced by the Group are interest rate risk, credit risk and foreign currency. The Group did not speculate in or engage in trading of any derivative financial instruments.

36.1 Risks from Interest Rates

Risk from interest rates is derived from fluctuation of market interest rate in the future which affect upon operating result and cash flow. Risk from interest rates remains due to bank deposit, loans to related parties, credit facilities owing to the commercial bank and related parties. Due to the fact that such financial assets and liabilities constitute interest rates which are always closed to market interest rate; as a result, the Group anticipates of non material risk from interest rates.

	Consolidated			
	Amount (Unit : million baht)		Interest rate per annum (%)	
	2015	2014	2015	2014
Saving accounts	1,641.38	569.04	0.1840-0.4000	0.0100 - 0.5000
Fixed deposits	0.06	14.90	0.5000-1.0000	1.1250 - 1.6250
Bill of exchange	1,600.00	893.35	1.5000	2.1000 - 4.7500
Current investments	367.23	-	4.0000-5.3000	-
Deposits pledged as collateral	216.75	47.58	0.1000-3.7500	0.3750 - 3.0000
Short-term loan from finance institution	3,875.61	2,091.06	2.0000-3.4300	2.0719 - 4.0000
Long-term loan from finance institution	3,065.96	156.50	4.27485-5.02500	6.7500
Debenture	300.00	-	3.6000	-
Obligation under finance lease	57.61	28.26	1.5920-16.4440	1.5920-16.4440

	Separate financial statements			
	Amount (Unit : million baht)		Interest rate per annum (%)	
	2015	2014	2015	2014
Saving accounts	656.18	276.96	0.3700-0.3750	0.0100 - 0.5000
Fixed deposits	0.02	0.02	0.5000-1.0000	1.1250
Bill of exchange	1,600.00	898.35	1.5000	2.1000 - 4.7500
Current investments	367.23	-	4.0000-5.3000	-
Deposits pledged as collateral	195.40	45.72	0.37500	0.3750 - 3.0000
Short-term loan to subsidiary	457.00	7.00	3.1000-4.7000	3.7500
Short-term loan from finance institution	3,656.88	2,031.65	2.3000-3.4300	2.0719 - 4.0000
Short-term loan from subsidiary	-	230.50	-	3.0000-4.6000
Debenture	300.00	-	3.6000	-
Obligation under finance lease	40.30	22.73	2.27477 - 12.00654	2.27477 - 12.00654

36.2 Credit risk

The Group does not expose the risk from credit provision in connection to trade receivable most from the sale of goods whose capability is good at debt repayment. The Group has dealt with these clients for a long time therefore, it is anticipated of non risk derived from non-payment of those trade receivable. Moreover, the Group has no significant concentrations of credit risks.

36.3 Foreign currency risk

The Group constitutes material risk from exchange rates in oversea currencies which has been cash at bank, trade receivable, trade payable and trust receipt that are foreign currency. The management has managed risk from exchange rates by performing the forward foreign currencies contract dependent on each case.

As at December 31, 2015 and 2014, the significant outstanding balances of the Group's financial assets and liabilities denominated in foreign currencies are as follow:

Foreign currency		As at December 31, 2015			
		Consolidated		Separated financial statement	
		Assets	Liabilities	Assets	Liabilities
USD		1,319,860.70	9,133,036.68	1,319,860.70	1,598,620.58
EURO		3,254.22	46,155.05	3,178.93	854.86
AUD		-	2,210.00	-	-
JPY		-	2,513,064.00	-	2,513,064.00

Foreign currency		As at December 31, 2014			
		Consolidated		Separated financial statement	
		Assets	Liabilities	Assets	Liabilities
USD		6,830,376.29	2,341,578.44	6,830,376.29	469,527.73
EURO		780,524.45	2,566,146.27	780,522.22	2,566,146.27
JPY		-	5,036,815.00	50,000,000.00	4,739,815.00

36.4 Fair value

The carrying amounts of the following financial assets and liabilities approximate to their fair values : cash and cash equivalent, short-term investments, trade receivable and payable, other receivable and payable, loans to and loan from related parties due to the short maturity period.

37. Fair value Measurement

From January 1, 2015 onward, the Group applied TFRS No. 13 “Fair Value Measurement”. The financial reporting standard requires the Group shall disclose about fair value measurement for financial asset/liability including non-financial asset/liability in which the other related TFRSs requires or permit fair value measurement or disclosure about fair value. The TFRS requires the prospective treatment without applying to the comparative information.

The TFRS requires the Group shall disclose about fair value measurement for financial asset and liability in which the other related TFRSs requires or permit fair value measurement or disclosure about fair value. Moreover, the TFRS requires the prospective treatment without applying to the comparative information.

The TFRS establishes a fair value hierarchy that categorizes into three levels the inputs to valuation techniques used to measure fair value, as follows

Level 1 : The inputs are quoted prices in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 : The inputs are observable inputs for the asset or liability, either directly or indirectly.

Level 3 : The inputs are unobservable inputs for the asset or liability.

Informations on assets and liabilities of the Group not measured the fair value in the statement of financial position as at December 31, 2015, as described in notes to financial statement no.17, no.36.4 and additional as follows :

(Unit: Million Baht)

Assets and liabilities	Book value as at December 31, 2015	Fair value as at December 31, 2015	Fair value hierarchy	Valuations techniques
Interest rate swap as liabilities (Note 39.17)	-	121.75	Level 2	Present value of forecast cash flow in the future based on the Yields Curve observed.

Informations on assets and liabilities of the Group measured the fair value in the statement of financial position as at December 31, 2015, are as follows:

(Unit: Million Baht)

Assets and liabilities	Fair value	Fair value hierarchy	Valuation techniques	The inputs used in the fair value measurement categorized within Level 2 and Level 3
Foreign currency forward as asset contract	33.33	Level 2	Discount cash flow	Foreign currency exchange rate observed at the end of the reporting period with the resulting value discounted back to present value.

For the year ended December 31, 2015, there is no the transfer of any amount between level 1 and level 2 of the fair value hierarchy.

38. Promotional privileges

Eight subsidiaries has been granted promotional privileges under the Investment Promotion Act B.E. 2520 (or 1977) by the Board of Investment under certain significant conditions. Significant privileges granted to such subsidiaries are summarized below.

Details										
1. Promotion certificate No.	2808(1)/2555	2809(1)/2555	2460(1)/2556	2392(1)/2557	1813(1)/2556	1286(1)/2557	1450(1)/2557	1451(8)/2557	1463(8)/2558	1451(8)/2558
2. Promotional privileges for	Wind energy	Wind energy	Wind energy	Wind energy	Solar energy	Solar roof top	Solar roof top	Solar roof top	Solar roof top	Solar roof top
3. Significant privileges include:										
3.1 Exemption of corporate income tax on net profit for 8 years. 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 of the years after the period of exemption, not exceeding five years.	Granted	Granted	Granted	Granted	Granted	Granted	Granted	Granted	Granted	Granted
3.2 Exemption of import duty on machinery as approved by the Board.	8 years	8 years	8 years	8 years	8 years	8 years	8 years	8 years	8 years	8 years
3.3 Exemption of income tax on dividends paid from the profit of the promoted operation over the above corporate income tax exemption period.	Granted	Granted	Granted	Granted	Granted	Granted	Granted	Granted	Granted	Granted

Details										
3.4 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 3.1) above.	Granted	Granted	Granted	Granted	Granted	Granted	Granted	-	-	-
3.5 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.	Granted	Granted	Granted	Granted	Granted	Granted	Granted	-	-	-
3.6 Permission to deduct the cost of installation or construction of public utilities at the rate of twenty-five percent in addition to normal depreciation charges.	Granted	Granted	Granted	Granted	Granted	Granted	Granted	-	-	-
3.7 Have been granted authorization for export of foreign currencies.	Granted	Granted	Granted	Granted	Granted	-	-	-	-	-
4. Date of first earning operating income	Not started to used yet	Not started to used yet	Not started to used yet	Not started to used yet	November 19, 2013	July 15, 2015	September 2, 2014	September 3, 2014	June 30, 2015	June 30, 2015
5. Date of expired privileges	Not started to used yet	Not starte to used yet	Not started to used yet	Not started to used yet	November 18, 2021	July 14, 2022	September 1, 2022	September 2, 2022	June 29, 2023	June 29, 2023

Details											
1. Promotion certificate No.	1793(2)/2558	1794(2)/2558	1795(2)/2558	1796(2)/2558	1797(2)/2558	1798(2)/2558	1799(2)/2558	1800(2)/2558	1801(2)/2558	1802(2)/2558	1803(2)/2558
2. Promotional privileges for	Solar energy	Solar energy	Solar energy	Solar energy	Solar energy	Solar energy	Solar energy	Solar energy	Solar energy	Solar energy	Solar energy
3. Significant privileges include:											
3.1 Exemption of corporate income tax on net profit for 8 years. 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 of the years after the period of exemption, not exceeding five years.	Granted	Granted	Granted	Granted	Granted	Granted	Granted	Granted	Granted	Granted	Granted
3.2 Exemption of import duty on machinery as approved by the Board	Granted	Granted	Granted	Granted	Granted	Granted	Granted	Granted	Granted	Granted	Granted
3.3 Exemption of income tax on dividends paid from the profit of the promoted operation over the above corporate income tax exemption period.	Granted	Granted	Granted	Granted	Granted	Granted	Granted	Granted	Granted	Granted	Granted
4. Date of first earning operating income	December 28, 2015	December 24, 2015	December 16, 2015	December 21, 2015	December 29, 2015	Not started to used yet	December 21, 2015	December 21, 2015	December 26, 2015	December 29, 2015	December 16, 2015
5. Date of expired privileges	December 27, 2023	December 23, 2023	December 15, 2023	December 20, 2023	December 28, 2023	Not started to used yet	December 20, 2023	December 20, 2023	December 25, 2023	December 28, 2023	December 15, 2023

39. Commitments and contingent liabilities

- 39.1 As at December 31, 2015, the Group has commitments relating to letters of credit which has been withdrawn in amount of USD 1.19 million (2014 : USD 0.08 million and amount of EUR 0.10 million).
- 39.2 As at December 31, 2015, the Group constitutes contingent liability from issuance of guarantee letter of the bank by amount of Baht 761.26 million, amount of USD 2.04 million and amount of EURO 0.15 million (2014 : amount of Baht 582.30 million, amount of USD 4.01 million and amount of EURO 0.45 million).
- 39.3 As at December 31, 2015, one subsidiary constitutes obligation commitment in mold contract against various company by amount of Baht 0.55 million (2014 : Baht 1.34 million).
- 39.4 As at December 31, 2015 and 2014, subsidiaries entered into the Power Purchase Agreement with Provincial Electricity Authority ("PEA"), Electricity Generating Authority of Thailand ("EGAT") and Metropolitan Electricity Authority ("MEA") are as follow :-

<u>Agreement date</u>	<u>Power electricity size</u>		<u>Term</u>
November 23, 2011	50.00	Megawatts	5 years/renew automatically 5 years
July 10, 2012	8.00	Megawatts	5 years/renew automatically 5 years
July 10, 2012	2.00	Megawatts	5 years/renew automatically 5 years
August 1, 2012	0.94	Megawatts	5 years/renew automatically 5 years
November 1, 2013	22.40	Kilowatts	25 years
November 1, 2013	241.92	Kilowatts	25 years
November 1, 2013	499.20	Kilowatts	25 years
November 8, 2013	873.60	Kilowatts	25 years
November 21, 2013	998.40	Kilowatts	25 years
November 27, 2013	224.64	Kilowatts	25 years
November 29, 2013	538.56	Kilowatts	25 years
December 17, 2013	60.00	Megawatts	5 years/renew automatically 5 years
December 27, 2014	50.00	Megawatts	5 years/renew automatically 5 years
June 24, 2015	8.00	Megawatts	25 years
June 24, 2015	8.00	Megawatts	25 years
June 24, 2015	8.00	Megawatts	25 years

<u>Agreement date</u>	<u>Power electricity size</u>	<u>Term</u>
June 24, 2015	8.00 Megawatts	25 years
June 24, 2015	8.00 Megawatts	25 years
June 24, 2015	8.00 Megawatts	25 years
June 24, 2015	8.00 Megawatts	25 years
June 24, 2015	8.00 Megawatts	25 years
June 25, 2015	8.00 Megawatts	25 years
June 25, 2015	8.00 Megawatts	25 years
June 24, 2015	7.00 Megawatts	25 years

- 39.5 The Group was committed the consultant fee to prepare environmental impact reports and engineering feasibility studies. As at December 31, 2015, the Group had outstanding commitments being amount of Baht 18.83 million, AUD 6,035.00 and USD 658,255.20 (2014 : Baht 10.10 million and AUD 2,946.66).
- 39.6 As at December 31, 2015, the Group has entered into lease and service agreements with the third party. The Group is committed to pay for the rental in amount of Baht 6,000.00 - 805,000.00 per month. (2014 : Baht 1,250.00 - 129,000.00 per month and amount of USD 3,500.00 per month.).
- 39.7 The Group has obligation commitment in operation and maintenance service of power plant contract in 3 contracts in amount of Baht 65.64 million (2014 : Baht 65.58 million). As at December 31, 2015, the Group outstanding obligation remains at Baht 21.63 million (2014 : Baht 31.42 million).
- 39.8 One subsidiary has performed the land rental agreement for transmission line pole installment with the third party in 1 contact for the period 25 years. As at December 31, 2015, such subsidiary outstanding obligation remains at Baht 0.22 million (2014 : Baht 0.22 million).
- 39.9 One subsidiary constitutes obligation commitment of area compensation for generate electricity with third party in 6 contracts which has the value in amount is Baht 9.71 million (2014 : Baht 9.71 million). As at December 31, 2015, such subsidiary outstanding obligation remains at Baht 9.30 million (2014 : Baht 9.30 million).

39.10 Three subsidiaries has performed the land rental agreement for wind turbine and related equipment installment in 62 contracts (2014 : 1 Contract) for the period 3-25 years. As at December 31, 2015, such subsidiaries outstanding obligation remains at Baht 61.97 million (2014 : Baht 2.29 million).

39.11 As at December 31, 2015 and 2014, the Group constitutes obligation commitment of power plant from the solar energy agreement and service are as follows :-

(Unit : Baht)

	Consolidated		Separate financial statement	
	2015	2014	2015	2014
Total value of construction agreements	1,647,174,324.90	1,555,995,003.93	1,153,136,781.63	1,113,986,285.63
Total revenue from construction	(777,765,241.29)	(1,423,633,659.85)	(488,571,310.42)	(1,029,643,341.55)
Balance	869,409,083.61	132,361,344.08	664,565,471.21	84,342,944.08

39.12 The Group was committed the construction services of power plant and the design and construction of electrical systems with third parties at Baht 2,731.40 million and USD 110,150,000.00. (2014: Baht 66.75 million) As at December 31, 2015, the Group had outstanding commitments being amount of Baht 17.66 million and USD 88,115,632.50 (2014 : Baht 28.25 million).

39.13 On September 18, 2014, the Company has signed of Memorandum of Understanding ("MOU") for joining Solar Roof business with East Coast Furnitech Public Company Limited ("ECF") and establish a joint venture company with respect to potential project co-development. The company has proportion in investment of 25.01% and ECF has proportion in investment of 74.99%.

39.14 Three subsidiaries have performed the contract of rooftop rental in 3 contracts with third parties for the period 25 years by having contract value equal to Baht 45.87 million. As at December 31, 2015, such subsidiaries outstanding remains at Baht 44.79 million.

39.15 On July 9, 2015, the Company has signed of Memorandum of Understanding ("MOU") with the Royal Thai Army for solar power plant project of capacity 5 Megawatts. On September 17, 2015, the Energy Regulatory Commission announced that the power purchase from solar power plant project for government and agricultural co-operative Act B.E. 2558, following this announcement was no area in the south that the Company was not entitled, according to the signed of Memorandum of Understanding ("MOU") with the Royal Thai Army.

- 39.16 A subsidiary company has obtained a permit for national reserved forest's land usage for wind farm operation on the area of 57 Rai of land. The permit for the land usage right has been issued for the period of 25 years.
- 39.17 The Group had performed to interest rate swap agreement for loan from financial institution from the floating rate THB BIBOR 3M +2.65 per annum to the fixed rate 5.80% per annum. The term of payment is every 3 months start from May 18, 2015 to April 30, 2021.
- 39.18 One subsidiary has committed the construction services of power plant with third party at JPY 12,212.55 million. As at December 31, 2015, such subsidiary has outstanding commitments being amount of JPY 10,412.55 million.
- 39.19 One subsidiary has performed the management service agreement with the third party in amount of JPY 4.54 million. As at December 31, 2015, such subsidiary has outstanding commitments being amount of JPY 1.86 million.
- 39.20 One subsidiary has performed the asset management agreement with the third party in amount of JPY 12.00 million. As at December 31, 2015, such subsidiary has outstanding commitments being amount of JPY 4.00 million.
- 39.21 One subsidiary has performed the land rental agreement for power plant construction with the third party for the period 25 years in amount of JPY 523.00 million. As at December 31, 2015, such subsidiary outstanding obligation remains at JPY 505.80 million.
- 39.22 One subsidiary has performed the transmission line construction agreement with the third party in amount of JPY 391.00 million. As at December 31, 2015, such subsidiary has outstanding commitments being amount of JPY 372.71 million.

40. Prosecuted Cases

In 2008, the Company constitutes prosecuted case in number of one case which is civil case of the Civil Court, black case number at 2933/2008, red case number at 700/2009 while the Company is defendant in the subject of purchasing selling, infringement, damaged fee claimant in capital amount of Baht 8,969,821.12 The Civil and Appeal Court have adjudicated that the defendant repays amount of Baht 1,533,721.12 plus interest in the rate of 7.50% per annum commenced from the prosecuted date forwards until it will completely repay to the plaintiff and the Company repays charge fees in replacement of the plaintiff. The Company has filed a petition with the Supreme Court. In February, 2016 the Supreme Court has ordered the company to win the case.

41. Reclassification of accounting transactions

Some transactions in consolidated and separate financial statements for the year ended December 31, 2014 are newly reclassified so as to comply with reflection in the consolidated and separate financial statements for the year ended December 31, 2015 which can be summarized as follows:

(Unit : Baht)

Transactions which formerly	Reclassified	As at December 31, 2014 Statements of financial position	
		Consolidated	Separate financial statements
Trade and other payable			
- third parties	Cash and cash equivalent	(1,649,827.22)	(1,649,827.22)
Trade and other receivable			
- third parties	Short-term loans from financial institutions	(18,887,502.67)	(18,887,502.67)
Property, plant and equipment	Investment property	-	3,143,657.99
Intangible assets	Property, plant and equipment	5,000,000.00	5,000,000.00
Intangible assets	Prepaid land rental	169,329,450.59	-

(Unit : Baht)

Transactions which formerly presented	Reclassified	For the year ended December 31, 2014 Statements of comprehensive income	
		Consolidated	Separate financial statements
Management benefit expenses	Administrative expenses	58,387,095.79	50,602,146.41

42. Events after the reporting period

42.1 On January 21, 2016, the Extraordinary General Meeting of Shareholder's No.1/2016 has resolved the following details:-

- To approve the increase of the registered capital of the Company to support the issue of new ordinary shares on the Private Placement, therefore, the Company need to registered capital increment by not exceeding 41,500,000 shares at par value of Baht 1.00 per share.
- To approved the allotment for increase the registered capital of the Company to support the issue of new ordinary shares on private placement for the Siam Commercial Bank Public Company Limited by not exceeding 41,500,000 shares at par value of Baht 1.00 per share, to approve the offering private placement price at Baht 22.84 per share and to approve for empowering the Chairman of the Board of Directors or the Chief Executive Officer are authorized to determine other details in relation to the allotment of the newly issued ordinary shares.

42.2 On 24 February 2016, the Board of Director Meeting had the following resolution for proposing to the Meeting of Shareholders to consider as details:

- To allocate the net profit of 2015 operating result with the corporate income tax rate of 20 percent for legal reserve increasing by THB 13.00 million.
- To allocate the net profit of 2015 operating result with the corporate income tax rate of 20 percent for stock dividend by issuing the newly ordinary shares at the par value of THB 1.00 to the Company's existing shareholders at the ratio of 5 existing ordinary shares to receive stock dividend of 1 share, or equivalent to the dividend of THB 0.20 per share. In case of any shareholder with a fraction of the shares after the stock dividend distribution, will be entitled to receive cash dividend at the rate of THB 0.20 per share, and cash dividend payment at the rete of THB 0.25 per share. For conclusion, the total dividend payment in form of stock dividend and cash dividend at the rate of THB 0.45 per share.

- To adjust the right of Warrant No. 1 (GUNKUL-W) exercise due to dividend payment which impact to the right and cost of warrant exercise as details:

	Currently	Adjustment to
Exercise Price	THB 27.00 per share	THB 22.50 per share
Exercise Ratio	1 Unit : 1 Ordinary Share	1 Unit : 1.20 Ordinary Share
Total Units of Warrant	91,660,129 Units	91,660,129 Units
Total Registered Shares for Warrant	91,660,129 shares	109,992,154 shares

- By increasing the registered ordinary share for supporting the right adjustment of GUNKUL-W in the amount of 18,332,025 shares, therefore, the total amount for right of warrant will be increased from 91,660,129 shares to be 109,992,154 shares
- To increase the registered capital by issuing the newly ordinary shares for stock dividend payment and right adjustment of warrant exercise (GUNKUL-W) at the par value of THB 1.00.
- To allocate the newly ordinary shares for supporting stock dividend payment and right adjustment of warrant exercise (GUNKUL-W)

On 24 February 2016, the Board of Director could not calculate the total amount of dividend and right adjustment of Warrant due to some of GUNKUL-W warrants have not been exercised by the next period for warrant exercise will be accrued on 31 March 2015. If the existing shareholders exercise the warrants, the Company should arrange for increasing the paid-up capital with the Ministry of Commerce before the shareholders' book closing date and when the Company get the certain warrant exercise of GUNKUL-W on 31 March 2016, the Company will inform to said amount to the shareholders immediately and will propose to the Meeting of Shareholders for consideration.

43. Approval of financial statements

These consolidated and separated financial statements were authorized for issue by the Company's board of directors on February 24, 2016.

บริษัท กันกุลเอ็นจิเนียริ่ง จำกัด (มหาชน)

GUNKUL ENGINEERING PUBLIC COMPANY LIMITED

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