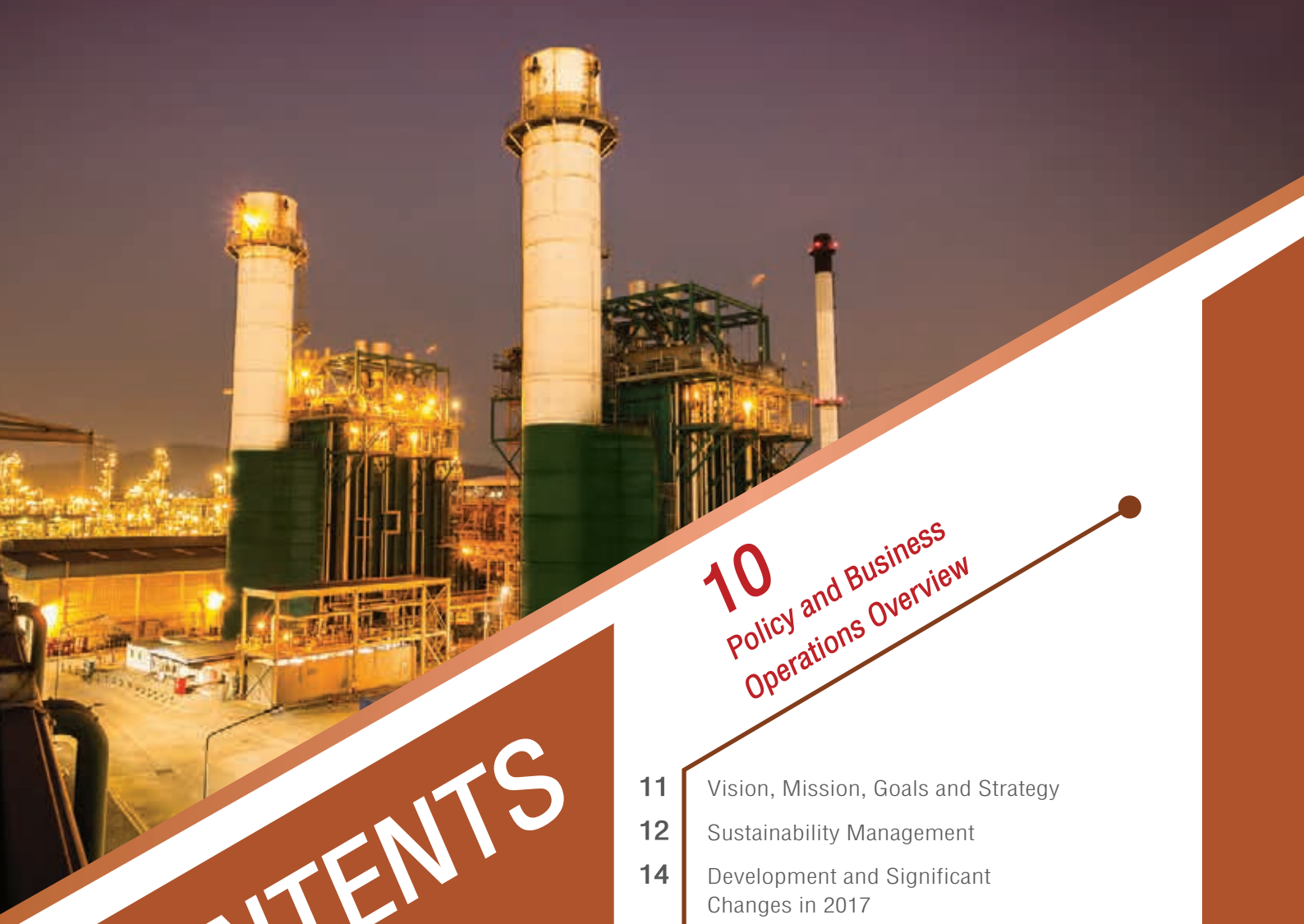
GPSC

ANNUAL REPORT
2017

Global Power Synergy Public Company Limited

Innovations for Sustainable Growth



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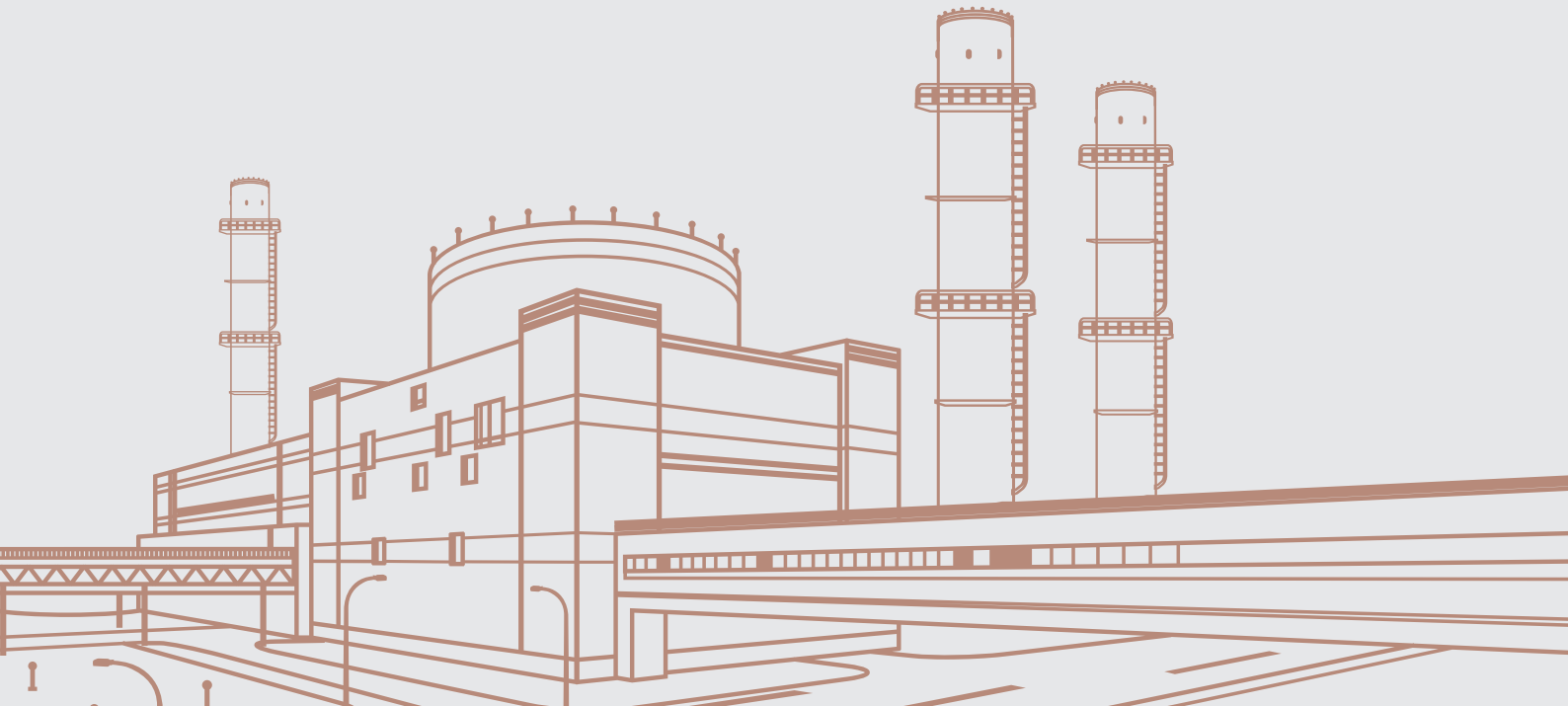
2014

The power flagship of PTT Group with an emphasis on creating value-added business of power plant management within range of gas-fired : IPP, SPP; solar farm; and hydropower.

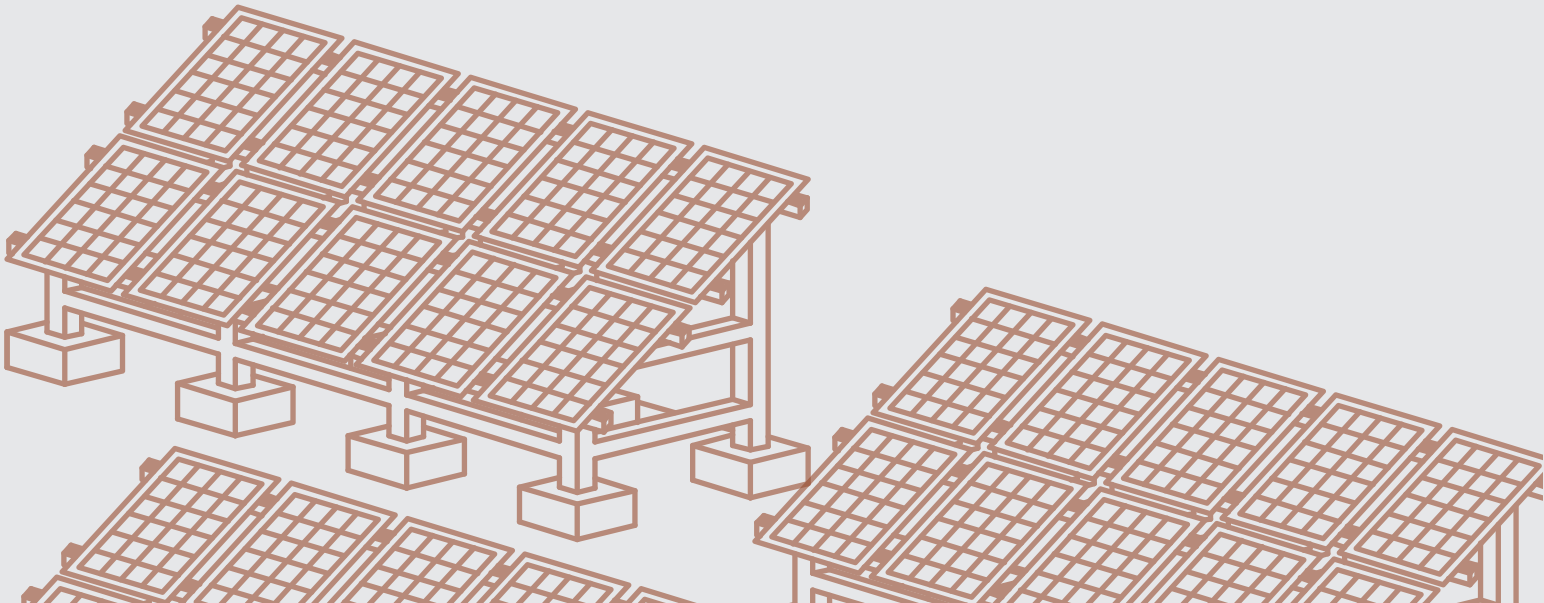
2015

Initial public offering in The Stock Exchange of Thailand to create strong foundation and consolidate its business platform.



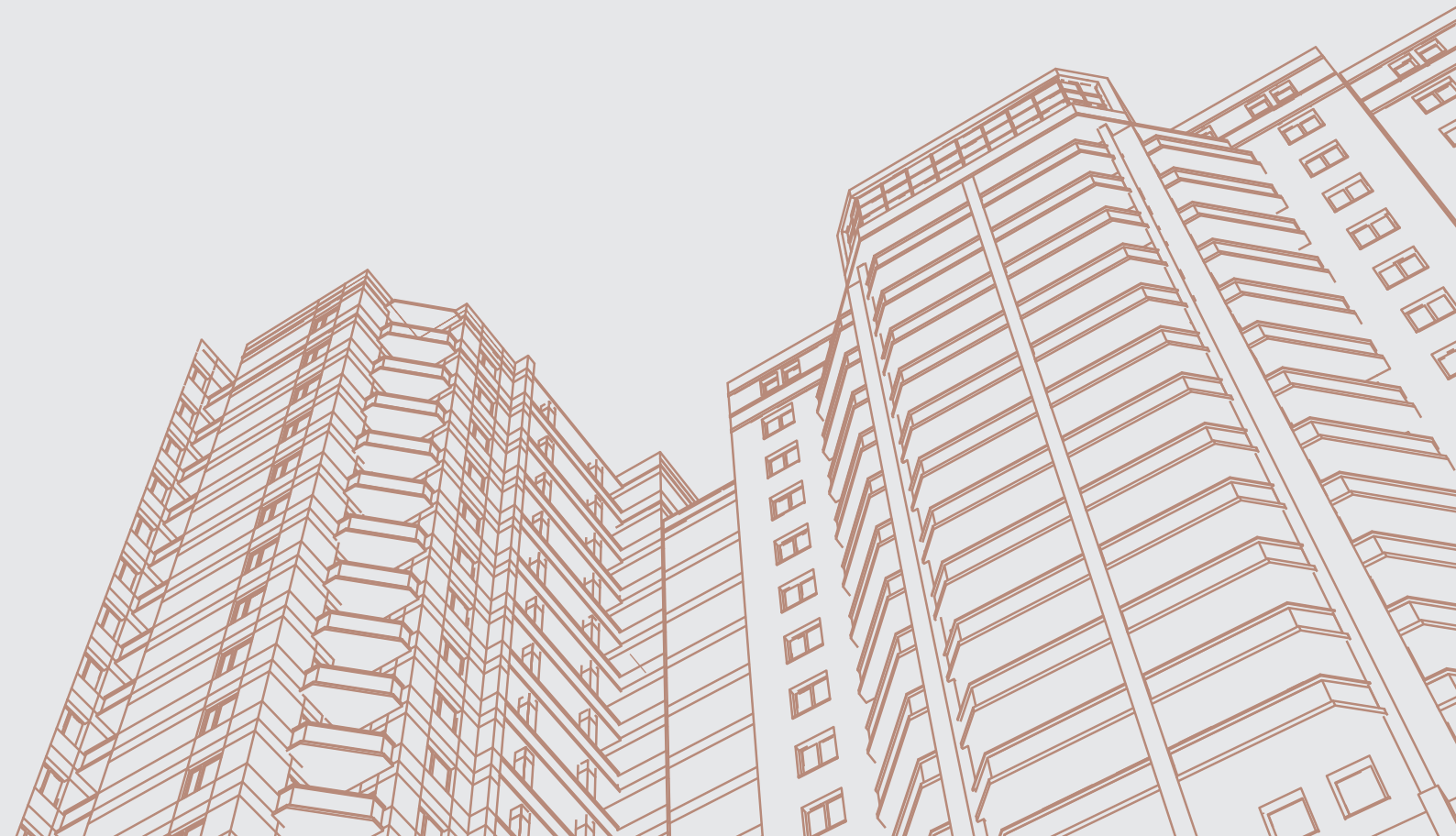
2016

Optimized production to achive most efficient way of cost control and focused on managing existing investments by controlling construction schedules in parallel with ongoing pursuit of innovation.



2017

Prepared for energy management leadership on the path of energy storage system technology that allows excess electricity for subsequent uses with a quality battery system which is competitive and environmentally friendly.



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Innovation in Operation

Increases efficiency by operating at capacities closed to maximum profits, initiates Total Productive Maintenance, and employs simulate programe which sharpen our manpower's problem-solving skills; all toward power generation reliability and efficiency through innovation.

Innovation in Project Management

Employs a high technology drone for solar plant inspection and a real time monitoring system for immediate analytic and response.

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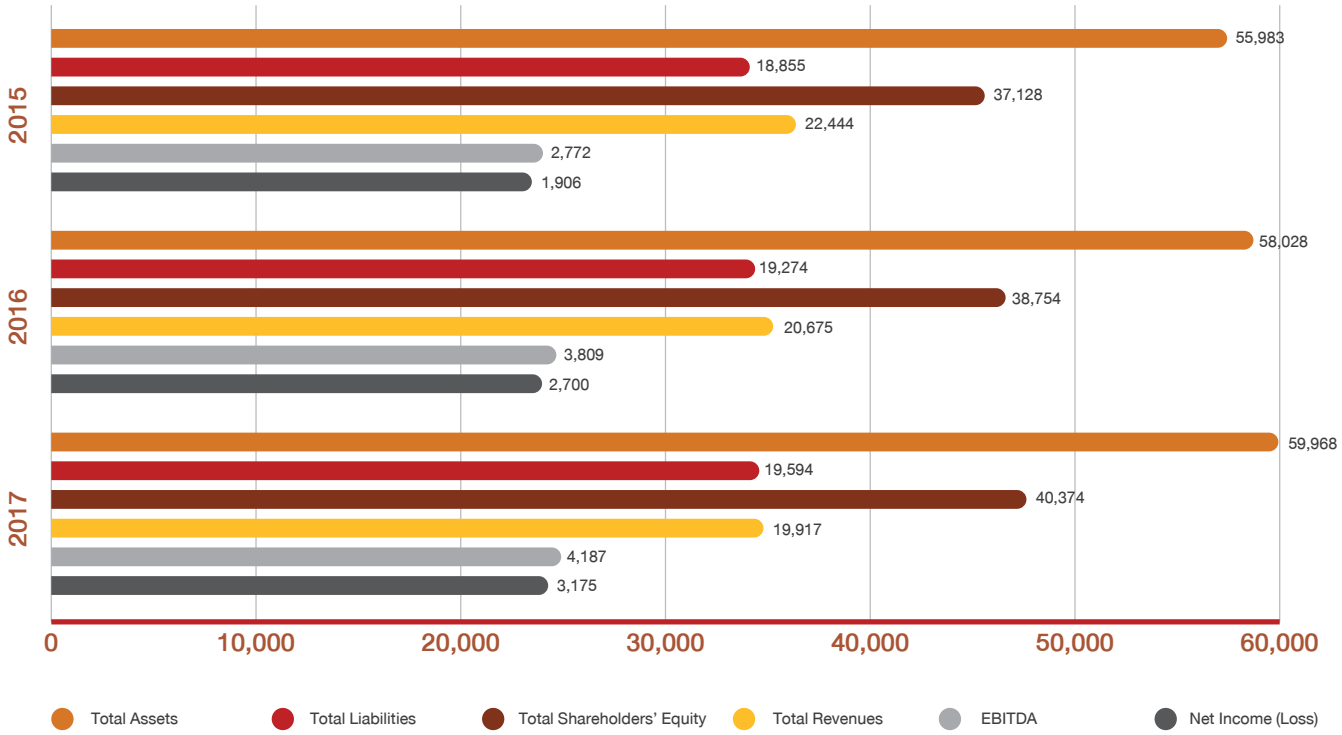
Innovative Solutions

Pursuits reliability, extension of energy business, and relentless Research and Development of emerging energy technology e.g. Lithium-ion batteries: the critical jigsaw piece of mankind's future energy, striving to establish control and quality of our future power supply.

OPERATIONAL HIGHLIGHTS

Financial Highlights

(THB million)



	2015	2016	2017
Earning per Share (THB/ share)	1.40	1.80	2.12
Dividend per Share (THB)	0.95	1.15	1.25*
Dividend Yield (%)**	N/A	2.55	1.60

Financial Ratios

	2015	2016	2017
EBITDA to revenue from sale (%)	12.35	18.42	21.02
Interest Coverage Ratio (Times)	4.29	6.09	7.85
Net Debt to Equity Ratio (Times)	0.10	0.22	0.29
Return on Equity (%)	6.22	7.38	8.39
Return on Assets (%)	3.82	5.04	5.66

* The total dividend of 2017 will be 1.25 Baht per share including the interim dividend at the rate of 0.45 Baht per share and the second half-year operations dividend at the rate of 0.80 Baht per share. Payment of the interim dividend and the second half-year operations dividend will be proposed in the 2018 General Shareholder's Meeting on April 3, 2018 for acknowledgement and approval, respectively

** Calculated from GPSC's closing share price on period end

Availability per Contracted Available Hours

Central Utility Plant: CUP1-3

2015	2016	2017
99.99%	99.99%	100%

Sriracha Power Plant

2015	2016	2017
98.65%	99.76%	100%

Accumulative Work Man-Hours without Loss Time Accident

(million hours)*

2015	2016	2017
3.59	4.91	6.26

*Started 2013

Number of Plant Incidents (and impact to customers)

(Times)

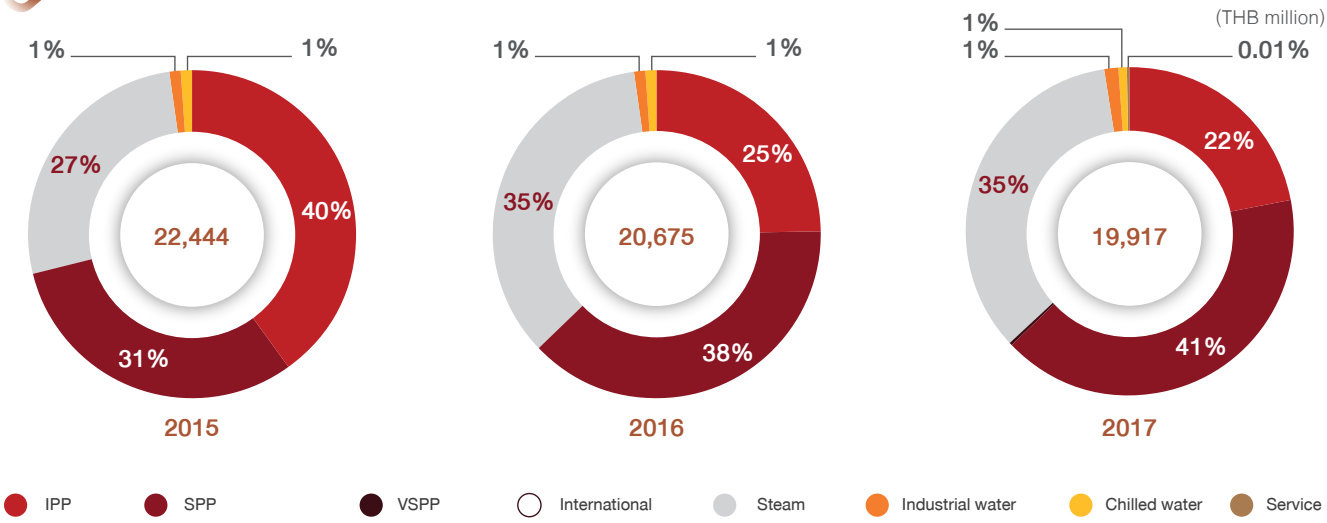
2015	2016	2017
36 (3)	28 (2)	13 (0)

Products

	2015	2016	2017
Electricity (GWh)	5,582	4,603	4,365
Steam (thousand tons)	4,893	6,694	6,429
Chilled water (thousand refrigeration tons)	25,746	28,558	25,740
Industrial water (million cubic meters)	4	5	4

Product Sales Value

(THB million)



MESSAGE FROM CHAIRMAN AND PRESIDENT AND CEO

Mr. Surong Bulakul
Chairman

Mr. Toemchai Bunnag
President and
Chief Executive Officer

Dear Shareholders,

2017; Global Power Synergy Public Company Limited, the Power Flagship of PTT Group, underscored its success in power business development, marked by fuel diversity both in Thailand and abroad. Thanks to quality people running the business, our business has achieved the targets and relentlessly expands every year.

Because of management and employee's collaboration this year, we posted THB 3,175 million in net profit, a THB 475 million rise from last year. In addition to exceptionally good business performance, we have valued social responsibility expressed through various projects designed to improve the community quality of life, including the Electricity Doctor Project. Our commitment to sustainable organizational development was evident in extensive recognition by society and external agencies, whose accolades were given, including Thailand Sustainability Investment (THSI); Environment, Social and Governance (ESG); Eco-factory for CUP 1, 2, 3, and the Sriracha Power Plant together with recognition under Thailand Voluntary Emission Reduction Program (T-VER).

As for boosting investors' confidence, we successfully offered inaugural THB 5,000 million debentures to institutional and major investors. We also won three awards presented by CorporateGovernance Asia (Best CEO in Asia, Best Investor Relations, and Best Environmental Responsibility); an "Excellent" rating out of the Corporate Governance Report (CGR) assessment with a higher score than last year; and top quartile ranking of companies with market capitalization of over THB 10,000 million, according to Thai Institute of Directors Association.

2018 represents another big step, which we try to build on 2017's success. Our focus will be on energy innovation leadership, poised for future of power industrial transition here and abroad. Our goal is to become an integrated renewable-energy power project developer, devise energy storage systems to maximize energy efficiency, and develop power projects with diverse locations, customers, and fuel types. GPSC will also be actively supporting Thailand's Eastern Economic Corridor Project (EEC) together with the Eastern Economic Corridor of Innovation (EECi). All these are aimed for securing long-term business growth and trust of stakeholders—shareholders, investors, business partners, and the public—on the basis of good business with good governance and valuing for the support of the quality of life and environmental friendliness.

GPSC's Board of Directors, management, and employees would like to express our sincerest gratitude for everyone's unwavering faith in GPSC, which has given all of us to fully commit to fulfill our roles and responsibilities and to propel the company to its goal of being an innovative and sustainable organization.

POLICY AND BUSINESS OPERATIONS OVERVIEW

Vision, Mission, Goal, and Strategy

Global Power Synergy Public Company Limited (GPSC) is the power flagship of PTT Group, committed to energy security in support of growth of PTT Group and other industries. GPSC also seeks opportunities for investment in power projects both Thailand and abroad, while developing energy storage technology to become a global leading power company in innovation and sustainability under its vision and mission statements below:

Vision

"The global leading innovative and sustainable power company"

Mission

- Create long-term shareholders' value with profitable growth
- Deliver reliable energy through operational excellence to customers
- Conduct business with social and environmental responsibility
- Seek innovation in power and utility efficiency management through energy storage technology

Long-term Goals

1. Increasing power production capacity by 500-1,000 MW
2. Increasing power generation from renewables at the highest proportion of the total capacity
3. Achieving top-quartile ROIC (return on invested capital) goal
4. Laying a foundation for energy storage technology and commercialized it by 2019.

To keep up with the rapid change of the modern world, GPSC devises three strategies to realize its long-term growth:

1) Creating added value to the core operations, namely Sriracha Power Plant and Central Utility Plants 1-3 (CUP 1-3). This requires expertise in operation management in order to efficiently respond to inconsistent customers' demand as well as expertise in machinery management and cost management for maximum benefit. Moreover, the various factors that influence sales price, laws and regulations, contracts, safety and environment are to be closely monitored to ensure operation planning that offers maximum profit, along with stability in reliability to win customer's trust.
2) Management of Invested Companies, which are subsidiaries and joint ventures, are considered additional sources of income and profit for GPSC. The company oversees commercial projects to ensure that they meet targets while driving policies and operations of those projects to meet GPSC's desired standards. For projects under construction, GPSC keeps control of the projects to ensure their construction completion as planned.
3) Development of new projects
   GPSC uses three main approaches for developing new projects:
   3.1 To grow in tandem with PTT Group's investment with a focus on business expansion in Thailand
   3.2 To develop projects in target countries, such as Lao PDR and Myanmar
   3.3 To develop businesses related to energy storage system and batteries.

The above growth strategies have been translated into short-term plans as follows:

1) Conduct the power business in response to demand for electricity in PTT Group and develop projects both in and outside of Thailand to be in line with PTT Group's investment direction
2) Develop utility projects in support of Thailand's Eastern Economic Corridor(EEC) and Eastern Economic Corridor of Innovation (EECi) projects in its capacity as PTT Group's power flagship to make EEC and EECi the country's innovation and technology center
3) Develop a low-cost, high standard, environmental friendly battery factory in Thailand that is globally competitive
4) Develop a pilot project on energy storage systems to acquire knowledge for further development of solar rooftops and energy storage system businesses
5) Develop the solar rooftop business
6) Develop power plant projects in Lao PDR and high potential industrial estates in Myanmar.

Sustainability Management

Policy on Sustainability Management

GPSC aims to be PTT Group's power and utility flagship. The company formulated a policy to operate sustainable business by building trust among all stakeholders while holding on to operational excellence and transparency. In parallel with continuous development in various aspects, GPSC takes responsibilities for society and the environment. GPSC has drawn up a framework to achieve sustainability management at international standards, as itemized below:

1. In conducting its business, GPSC is aware of its responsibilities for the economy, society, and the environment, as well as all groups of stakeholders, to achieve sustainable growth. The company stresses strong leadership with good corporate governance and risk management.
2. GPSC promotes human rights and protects labor rights of its own workforce and those of partners, with fairness taken into consideration.
3. GPSC is determined to minimize any possible impact caused by its operations on society, the environment, occupational health, and safety.
4. GPSC conducts its business with transparency and fairness. Each stage of the operation is open to scrutiny.
5. GPSC respects the rights of all stakeholders and initiates projects concerning development of sustainable society and communities.
6. GPSC manages its supply chain in compliance with

laws and standards concerning human rights and labor rights. The company also has an effective method of information management and records.

7. GPSC is determined to keep up with standards concerning responsibility for products. This not only adhere to the laws but also develop products that can respond to social, economic, and environmental requirements as well as stakeholders' needs.
8. GPSC discloses its performance that concerns business ambition and management, as well as its economic, social, and environmental performance. The disclosed information must be accurate, relevant, transparent, and in line with Global Reporting Initiatives (GRI)1
9. GPSC realizes the need to communicate with all stakeholders, which is considered vital to sustainability management. This includes improvement of the design and management of the way to deal with social, economic, and environmental issues to win the trust of stakeholders.
10. GPSC has an integrated sustainability management method to support sustainable policy implementation.

Policy on Social and Environmental Responsibilities

GPSC has a firm intention to conduct business with responsibilities for all stakeholders, both within and outside the organization, namely staff, shareholders, customers, partners, government agencies, and society. Included in this intention are sustainable responsibilities for communities and the environment. GPSC hopes for peaceful co-existence between the business and society. In parallel, GPSC promotes appropriate stakeholder engagement. The policy regarding social and environmental responsibilities includes:

1. Conduct a transparent, fair, and auditable business with an emphasis on growth in parallel with the development of staff's quality of life, communities, society, and the environment, while protecting stakeholders' benefit according to the company's vision
2. Realize the optimal use of natural resources with the least impact on stakeholders, society, communities, and the environment
3. Be determined to conduct business with responsibilities for society and the environment, as well as all stakeholders to foster social and environmental sustainability
4. Encourage and provide opportunities for stakeholders to take part in projects or activities that benefit society and the environment using GPSC's resources to attain goals
5. Communicate and make known projects or activities initiated for the benefit of society, the environment, communities, and stakeholders.

[1] Global Reporting Initiatives (GRI) are an international standard for making an efficient report on environmental management for sustainable development for industrial operators. The standard encourages disclosure of information that integrates environmental, social, and economic aspects. GRI are widely accepted standards and are supported by the United Nations.

Development and Significant Changes in 2017

May

- GPSC acquired Series C preferred stock of 24M Technologies, Inc. (24M), which would use income from the share sale to fund research and development of lithium-ion batteries for commercial operation. The initial target of the battery production is for energy storage in the industrial sector in support of electricity distribution and connection of system security.

June

- Bang Pa-In Cogeneration Co., Ltd., in which GPSC holds 25% shares, started its operation on June 29 as an "SPP firm" under a 25-year contract with EGAT. The plant produces 117 MW and 20 tons per hour of steam using natural gas as fuel.

August

- GPSC signed a memorandum of understanding (MoU) with Marubeni Co., Ltd., on August 15 on strategic partnership in the power digital solution business. The partnership marks cooperation in starting and expanding this business in the region.

September

- Combined Heat and Power Producing Co., Ltd. (CHPP), a wholly owned subsidiary of GPSC, signed an MoU with PTT Retail Management Co., Ltd. (PTTRM), a company in charge of the management of PTT retail outlets and Jiffy convenience stores. The MoU involved cooperation in the installation of solar panels on the premises of service stations managed by PTTRM.
- GPSC signed an agreement to hold 10% shares in Sarn Palung Social Enterprise Co., Ltd. (PTTSE), as a channel to give support for activities concerning social enterprise under PTT and companies in PTT Group.
- GPSC signed an agreement with The Siam Commercial Bank Public Company Limited, to appoint the banks as the underwriters of the THB 5 billion debentures offered to institutional investors or major investors, or both. The debentures received A+ rating from Fitch Ratings (Thailand) Limited.
- GPSC signed an MoU on Natural Gas Market and Total Energy Solution Project with the natural gas distribution unit of PTT Public Company Limited and PTT Cambodia (PTTCL).

October

- On October 18, GPSC signed a renewed contract on electricity and steam sales with Aditya Birla Chemicals (Thailand) Ltd. (ABCT), a chemical producer under India's Birla Group, for 27 MW of electricity and 7 tons/hour of steam in the Mab Ta Phut Industrial Estate, Rayong. The supply of electricity and steam is valid for 10 years, starting December 25, 2017 to December 24, 2017.

November

- IRPC Clean Power Co., Ltd., in which GPSC holds 51% shares, started its phase-2 commercial power production as an "SPP firm". Under a 25-year contract with EGAT, on November 15, the 180 MW produced in phase 2 will raise the power capacity to 240 MW and steam to 180-300 tons/hour, using natural gas as fuel.

December

- On December 15, GPSC signed an MoU with Nava Nakorn Co., Ltd. (NNCL), on the development of a solar power plant and smart grid in Nava Nakorn Industrial Promotion Zone.
- Ichinoseki Solar Power 1GK Company, in which GPSC holds 99% shares, started its commercial production under a 20-year contract with Tohoku Electric Power Company, on December 15. The company has a production capacity of 20.8 MW.

Business Overview and Shareholding Structure

GPSC's Businesses

GPSC produces and distributes public utilities as its core business. The company is both the operator and investor. As of December 31, 2017, GPSC has investment in 13 companies with operations in 4 countries

Currently, GPSC commands capacities from natural gas-fired power plants which are both commercially operated and under construction, as detailed below:

- Combined-cycle power plant
  - Sriracha Power Plant in Si Racha district, Chon Buri (700 MW)
- Cogeneration power plant with steam production
  - Central Utility Plant (CUP 1-3) in Hemaraj Eastern Industrial Estate, Map Ta Phut, Rayong (339 MW)
  - Central Utility Plant (CUP 4) - under construction in Asia Industrial Estate, Rayong (45 MW)

Related business that is under construction as detailed below:

- The Refuse-derived fuel from waste (RDF)

GPSC also invests in other business comprising:

- Generation and sale of electricity produced from various types of energy, both in and outside Thailand – a total of nine companies, namely:

  Natural gas-fueled power plants:
  - Ratchaburi Power Co., Ltd. (1400 MW)
  - Combined Heat and Power Producing Co., Ltd. (5 MW)
  - Bang Pa-In Cogeneration Co., Ltd. (234 MW : Phase 1 117 MW and Phase 2 117 MW)
  - Nava Nakorn Electricity Generating Co., Ltd. (125 MW)
  - IRPC Clean Power Co., Ltd. (240 MW)

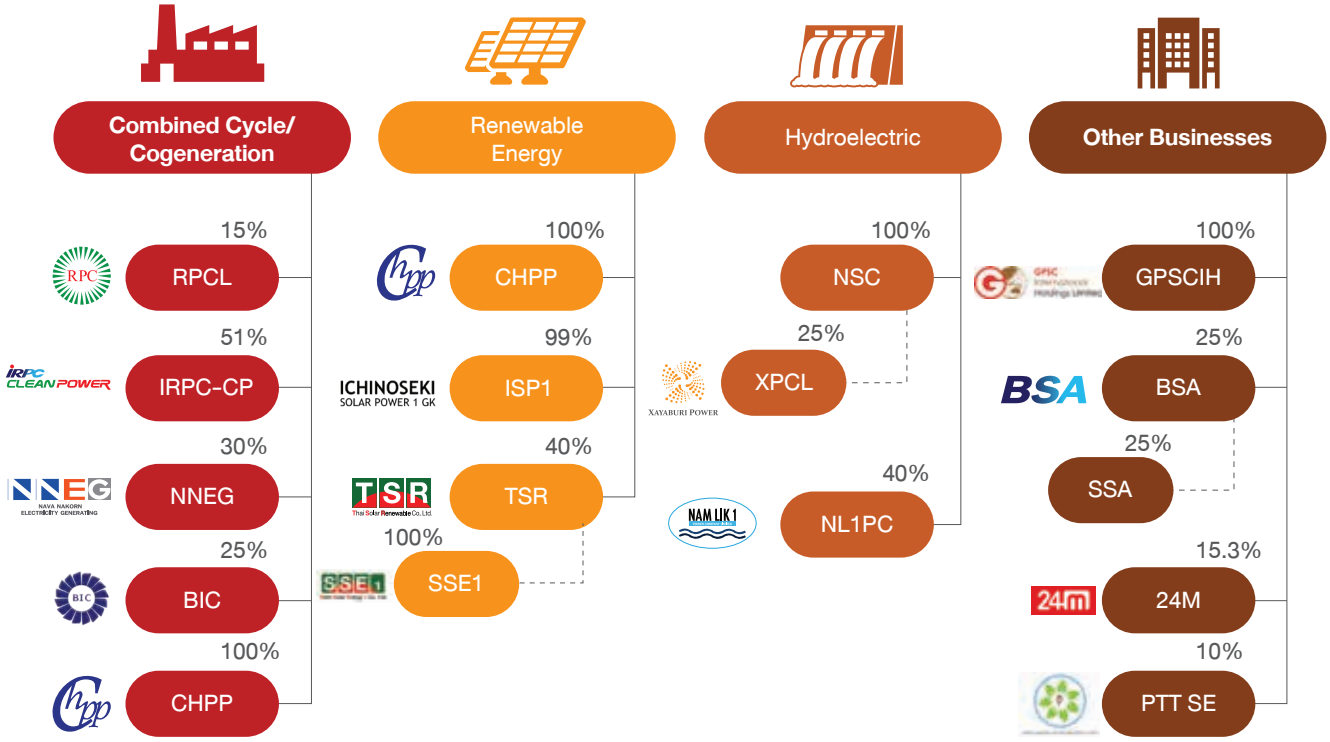
  Solar power plants (solar farms):
  - Thai Solar Renewable Co., Ltd., which holds shares in Siam Solar Energy 1 Co., Ltd. (80 MW)
  - Ichinoseki Solar Power 1GK Company (20.8 MW)
  - Combined Heat and Power Producing Co., Ltd. (5 MW)

  Hydropower plants:
  - Nam Lik 1 Power Co., Ltd. (64.7 MW)
  - Natee Synergy Co., Ltd., which holds shares in Xayaburi Power Co., Ltd. (1,285 MW)

- Other businesses, both local and overseas:
  - GPSC International Holdings Limited in Hong Kong SAR, People's Republic of China - to support future overseas investment
  - 24M Technologies Inc. - a company doing research and development of batteries for energy storage in the industrial sector and for enhancement of power distribution and power network stability
  - Business Services Alliance Co., Ltd. - a company engaging in manpower supply for businesses outsourced by PTT
  - Sarn Palung Social Enterprise Co., Ltd. (PTTSE) - an enterprise intended for producing and selling goods and services for the benefit of society, communities, and the environment.

Shareholding Structure

As of December 31, 2017, GPSC held shares in 13 companies, comprising 5 subsidiaries, 3 joint ventures, 1 associated company, and invests in 4 companies.



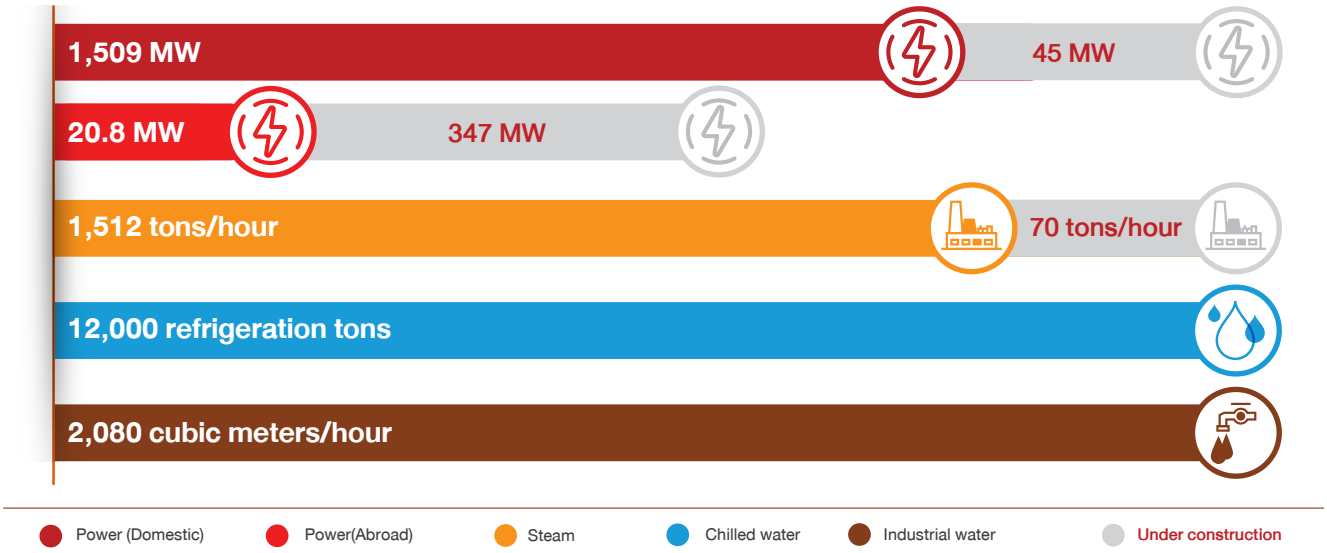
NATURE OF BUSINESS OPERATIONS

Revenue Structure

GPSC's majority of revenues are from power, steam, and industrial water sales and from financial leases. In addition, the outcome of management in its invested companies shows up as dividends received, in which its majority comes from other long-term investments, namely Ratchaburi Power Co., Ltd.

Product/service	Operator	% equity (GPSC)	Year ended December 31					
			2015		2016		2017	
			Revenue (THB million)	%	Revenue (THB million)	%	Revenue (THB million)	%
Sales revenue from goods & services								
Electricity	GPSC Rayong	-	6,841	30%	6,875	32%	7,004	34%
	GSPC Sriracha	-	8,308	36%	4,506	21%	3,828	18%
	IRPC-CP	51%	145	1%	983	5%	1,131	5%
	CHPP	100%	0	0%	0	0%	40	0%
	ISP1	99%	0	0%	0	0%	2	0%
	Total		15,294	66%	12,364	58%	12,004	58%
Steam	GPSC Rayong	-	5,882	26%	6,142	29%	5,911	28%
	IRPC-CP	51%	119	1%	1,072	5%	962	5%
	Total		6,001	26%	7,214	34%	6,875	33%
Industrial water/ Chilled water	GPSC Rayong	-	233	1%	247	1%	268	1%
	GSPC Sriracha	-	38	0%	17	0%	0	0%
	CHPP	100%	192	1%	195	1%	175	1%
	Total		463	2%	459	2%	442	2%
Services	CHPP	100%	0	0%	0	0%	4	0%
	Total		0	0%	0	0%	4	0%
Total sales revenue from goods & services			21,758	95%	20,037	93%	19,325	93%
Revenue from financial leases								
Financial leases: GPSC Sriracha plants	GSPC Sriracha	-	686	3%	638	3%	592	3%
Total revenue from financial leases			686	3%	638	3%	592	3%
Other revenue								
Nitrogen	GPSC	-	99	0%	96	0%	108	1%
Dividends received	GPSC	-	288	0%	420	2%	270	1%
Other revenue	GPSC	-	190	1%	244	1%	478	2%
Total other revenue			577	3%	760	3%	856	4%
Total revenue			23,021	100%	21,435	100%	20,773	100%

As of December 31, 2017, GPSC commands the following capacities of power plants' equities that are currently in commercial operation and under construction.



Remark : GPSC holds following capacities:
1) Combined-cycle power plant : 700 MW, 80 cu.m/h of Industrial water
2) Cogeneration power plant : 339 MW, 1,340 T/H of steams and 2,000 cu.m/h of Industrial water

Product Features

Electricity

is a form of energy which is processed to other useful forms of energy e.g. thermal power, mechanical energy, etc. delivered to various destinations through transmission lines under voltages: 230, 115, or 22 kV

Steam

is a form of thermal energy derived from surplus heat of power generation; sometimes it is obtained by direct fuel combustion, delivered to customers at required pressures

Chilled water

is derived from boiling water at ranges of pressures by means of absorption chillers, generated at the Government Complex on Chaeng Wathana Road in Bangkok for the building's air-conditioning system.

Industrial water

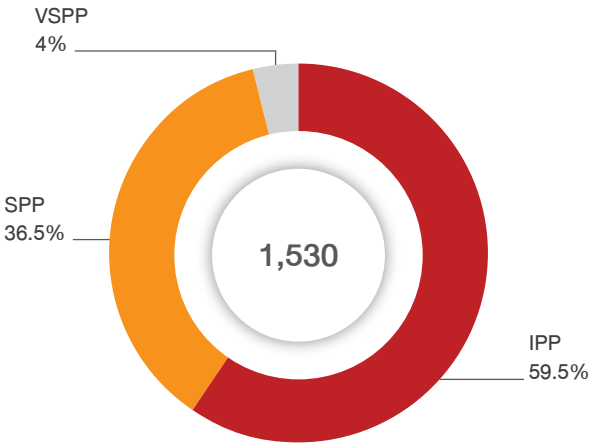
consists of boiler feed water and demineralized water, formed as part of the electricity generation process.

Nitrogen (N_2)

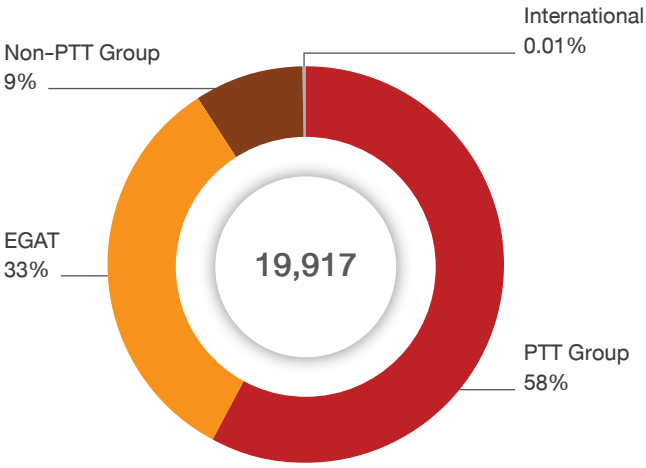
an inert gas, is a liquid at -196 degrees Celsius. It is delivered to industrial customers via pipeline.

Business Highlights

2017 Electricity capacity breakdown
(Unit : Equity Megawatt)



2017 Majority of Revenue by customer
(Unit : THB Million)



1) Power Flagship of PTT Group

Under PTT Group's vision "Thai Premier Multinational Energy Company", the group drives a variety of business strategies, of which the power business is its core business in addition to oil, natural gas, and petrochemical and refining businesses. Therefore, as the group's flagship company, GPSC focuses on continued growth and sustainability along with new business ventures into foreign markets.

2) Strategic advantages due to locations, customer groups, and a variety of fuels along with a balanced of commercial operating and under construction power plants. Today, GPSC's power plants continue to grow in locations, customer groups, and fuel types as described below.

- Locations: GPSC and invested companies which power plants are located across several provinces of Thailand, with some located beyond the Thai border, mitigating the risk of over-reliance on one area or one country's power demand.
- Customer groups: GPSC and invested companies sell power to industrial customers and government agencies, including EGAT (Electricity Generating Authority of Thailand), PEA (Provincial Electricity Authority), and MEA (Metropolitan Electricity Authority). It also sells power generation byproducts to industrial customers in the associated areas, preventing it from experiencing a customer monopoly.
- Fuel types: GPSC and invested companies hold power plants fueled by conventional energy, hydropower, and renewable energy. Over-reliance on one particular type of fuel is averted, as a result.

By looking at the operating status of invested plants, one readily notices that GPSC commands a number of operating commercial power plants that are offering revenue, whereas several under construction are going to provide a top-up when it ready to commercially operates in near future.

3) Business growth opportunities

Add on to power generation and utility business which is the company's core business, GPSC's policy is to relentlessly seek new business opportunities to continuously grow and leverage from its core. The company has directed toward the power storage system and battery business and thus, decided to invest in 24M Technologies, Inc. (24M), a R&D company with a technology for lithium-ion battery production. GPSC is looking forward to this new technologies' applications as a backup power storage system for industries and as an enhancement to the security of power distribution and power grid systems. Should 24M's R&D efforts pay off and the battery under the new technology commercial production go ahead, GPSC would gain access to advanced battery technology (also high quality and environment-friendly) at a lower cost than batteries currently on sale in the market.

Distribution and Target Customer Groups

Distribution

As a rule, power is transmitted to local substations from the generators, through the transformers with an adjusted voltage standard as used by PEA and MEA. Power then travels through transmission lines and sales meters before entering the grids of EGAT, PEA, MEA, and industrial customers.

GPSC's products consist of power, steam, and industrial water which are practically not storable for subsequent consumption. As a result, distribution and delivery systems become critical and their reliability are highly demanded. Therefore, to enhance control and safety, GPSC designs separate transmission systems for of its each customer, along with additional insulation to cut energy losses to the external surroundings.

Target customer groups

There are two groups, classified by supply chain:

1. Distributed to EGAT for resale

Under Thailand's power structure, EGAT is responsible for generation, sourcing, and transmission of power to PEA and MEA, both of which distribute it to the industrial sector and the retail. All three agencies are responsible for national power security. As EGAT's own generation does not suffice to such purpose, it purchases power from private producers through three main types of agreement:

- IPP (independent power producer)
- SPP (small power producer)
- VSPP (very small power producer).

All three types attract GPSC and invested companies, and the group distributes electricity to EGAT, MEA, and PEA. GPSC is commanded reserve power under such agreement with EGAT and is obliged to enhance its plant reliability.

- **Product pricing:** Rates of power purchase follow the power tariff structure, grouped by power producer type.

1) IPPs

As a rule, IPP agreements break the main pricing structure down into two parts:

First, Availability Payment (AP) is the compensation paid by EGAT to power plants each month for maintaining their power distribution availability regardless of the volume actually purchased by EGAT. AP is made up of:

- APR1 is the compensation paid by EGAT for plant construction, which includes loan repayment and GPSC's returns (also called "capacity cost")
- APR2 is the compensation paid by EGAT for fixed expenses in operating and maintenance (also called "fixed O&M").

Second, Energy Payment (EP), to be designated by IPPs to reflect their variable production costs.

2) SPPs

SPPs' pricing varies with fuel types and agreement types.

2.1) Firm agreement pricing

Firm agreements are with specified volumes of power to be distributed to EGAT through the agreed period, usually five years or more. Such pricing consists of Capacity Payment (CP), a function of the long-run avoided capacity cost by EGAT; EP, a function of the long-run avoided energy cost by EGAT; and fuel-saving payment, activated when SPPs consume less energy than EGAT's standard value. Under such agreement, EGAT purchases the specified volumes of power, with a fine levied if SPPs cannot produce the agreed volume.

2.2) Non-firm agreement pricing

Non-firm agreements are with specified volumes of power to be distributed to EGAT through a period of up to five years. Such agreements do not qualified for CP, and only EP is valid, to be determined from the energy cost for power generation, operating cost, and short-run avoided energy cost by EGAT; from involving SPPs. In short, non-firm prices are always lower than firm ones. As for power purchase from renewable-energy power plants, an adder (a premium-like component) or feed-in tariff (FiT) also applies.

3) VSPPs

By its definition, VSPPs supply up to 10 MW to PEA or MEA under each agreement. The applied pricing is the wholesale power price structure at the similar voltage where VSPPs connects to the power system plus the average wholesale Ft. In form of renewable energy, an adder or FiT also applies; in line with PEA's or MEA's announcements.

2. Direct sale to industrial customers

GPSC, as a public utility (power, steam, chilled water, and industrial water) producer, sells products to its industrial customers which most of them are in the petrochemical businesses. As a one-stop service provider, the company also sells and distributes nitrogen to PTT Group companies

- **Product pricing:**

1) Industrial customers' power purchase rates

GPSC engages in long-term sales agreements with each of the industrial customer who operates their own plants based on the PEA prices which are subjected to changes in Ft (which reflect fuel cost).

2) Steam and industrial-water pricing

Steam prices and industrial-water prices are the cost-plus type: a function of generation fuels, other cost components, and a certain profit margin. Price formula

consists of adjustment to prices to reflect actual costs, which include investment, variable costs, and operation and maintenance in distribution systems for each dedicated customers in which separate calculation applies for energy losses. Each customer is offered different pricing under the scheme because of its variation in location which results in ranges of investment for a distribution system.

Pricing in General

GPSC Board of Directors defines rules and standard for product sales price to achieve fairness and transparency in sales to customers who are connected person and others, both of which are at arm's length basis.

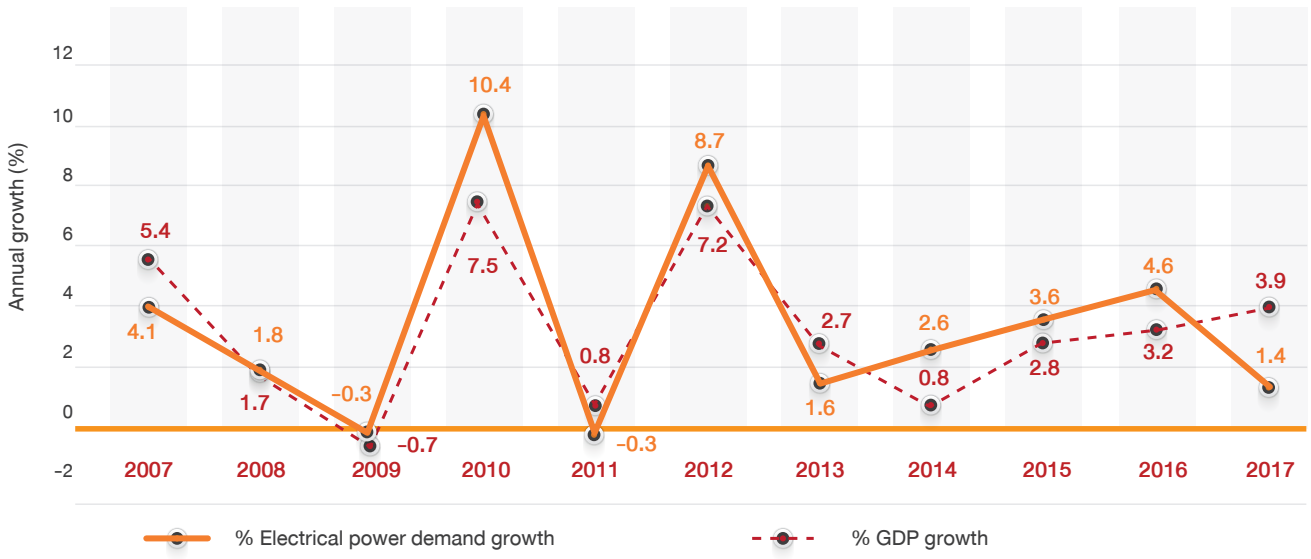
Market and Competition

Domestic Power Consumption Overview

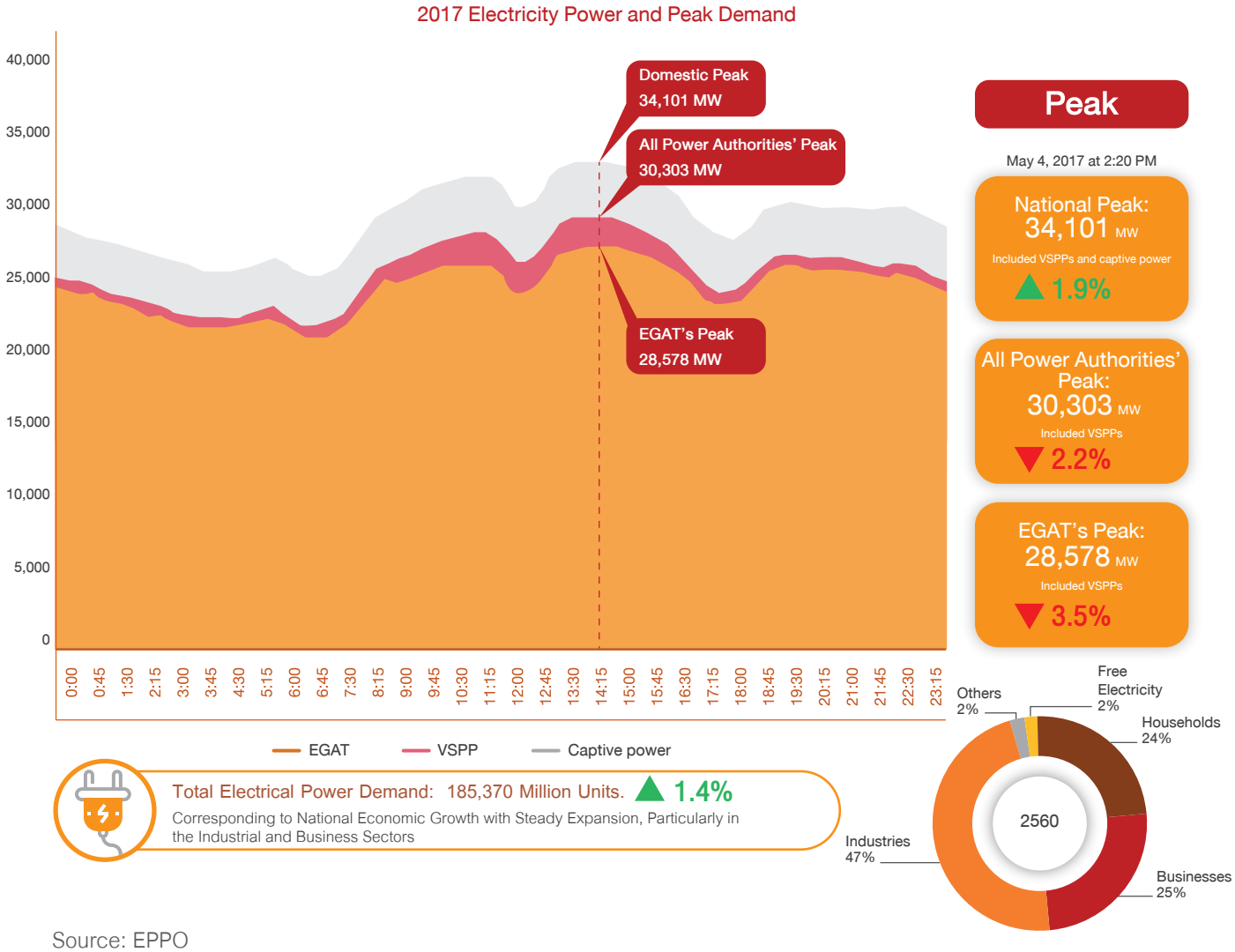
In 2017, Thailand total power contract capacity is 51,215 MW. Whereas the electrical power demand of 2016 stood at 182,847 gigawatt-hours and that of 2017 at 185,370 gigawatt-hours: 1.4% growth, GDP growth is 3.9% on the same year-on-year basis. In addition, the peak power demand of the year for the power authorities occurred on May 4, 2017, at 30,303 MW, which was less than 2016 (30,973 MW) and less than the foresighted of 32,059 MW.

The number represents the significantly increased capacities and usage outside the EGAT system as the industry is experiencing increasing renewable sources of power generation which are biomass, biogas, municipal wastes, wind and solar, for example. Going forward, the market and competition is and will continue reflecting this trend and the industry will experience changes accordingly.

Electrical power demand vs. GDP growth, 2007-2017



Sources: EPPO and NESDB



Source: EPPO

Overview of Amendment of Thailand Power Development Plan (PDP 2017)

Periodically around every 2-3 years the national PDP undergoes a review on assumptions as to provide a power demand forecast which is aligned to the on-going national economy and the government's prevailing policies at the time. On May 15, 2017, NEPC assigned the Ministry of Energy and EPPO to conduct the review. Below are factors considered in the preparation of Thailand's latest PDP:

1. **Power generation capacity rise**

   These are assumptions made for estimating the rates of economic growth, population growth, and new capacities of major private power plants to replace expiring EGAT's capacities. The government expects that under the new PDP, there will be no requirement to build major power plants. And because the peak power demand of 2017 fell below the estimation as previously stated in "Domestic Power Consumption Overview", at the same time the reserve capacity of 30% exceeds a 15% baseline, there is a requirement for the government to reduce the capacity rise under the revised PDP.

2. **Promotion of power generation from renewable energy**

   2.1 The government will raise power purchase from renewables to 30-40% versus 20% (PDP2015), which translates into a generation capacity of 30,000 MW, as opposed to 19,634 MW, by 2036

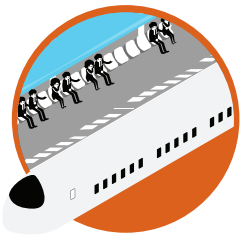
   2.2 The government will raise power purchase from renewables-during 2017-2018.

   2.3 Additional Power Demand Arising from Thailand's Eastern Economic Corridor (EEC)

Eastern Economic Corridor of Innovation (EECi) is likely to bring in large scale investments in the EEC area, which will spur additional electricity demand roughly by 404 MW, coupled with the planned transport development through investment in high-speed trains, which will bring about 163 MW more. Along with these, the projected 1.2 million future electric cars could call for an additional 2,466 MW. These factors will together create 3,000 MW in all, or roughly more than 9,800 million units.

Development of Infrastructure
for Long-term Economic Growth

U Tapao Airport and Aviation Provincial Development Project



Seamless High-speed Train Linking Three Airports Project

Phase 3 Laem Chabang Port Development Project

Phase 3 Map Ta Phut Port Development Project

Purchases of Power from Renewable Energy Plants in 2017

As of October 2017, AEDP 2015 shows 10,130 MW in which the government authorities are obliged to purchase.

Power Generation Capacity from Renewables under AEDP 2015 Goals (October 2017)

Type of Renewable Energy	2016		2017	
	Nameplate Capacity (MW)	Ratio	Nameplate Capacity (MW)	Ratio
1. Solar	2,692	27%	6,000	31%
2. Biomass	3,074	30%	5,570	28%
3. Hydropower	3,088	30%	3,282	17%
4. Wind	628	6%	3,002	15%
5. Energy Crops	-	0%	680	3%
6. Biogas	467	5%	600	3%
7. Community Waste	180	2%	500	3%
Total	10,130	100%	19,634	100%

May :

- 10 MW electricity of FiT biogas power generation projects in three southernmost provinces and four districts of Songkhla.
- 171.52 MW electricity from land-based solar farm projects for government agencies and agricultural cooperatives phase 2 (a target of total 219 MW).

December :

- 300 MW electricity from renewables SPP Hybrid projects
- 300 MW surplus electricity from self-consumption power generation from solar rooftop unregulated projects. The detail are under review.
- 78 MW electricity from municipal waste projects which is expected Energy Regulatory Commission purchase announcement by September 2018.

Because the wholesale power purchase rates of government agencies from renewable sources somewhat exceeds other fuels, while the cost of developing renewable plants is decreasing, the government authorities are likely to cut the rates and moving from FiT to bidding-FiT to ease its burdens.

Market Outlook and Competition under the Energy 4.0 Policy

In the year 2017, the government authorities drove the national energy sector under the Energy 4.0 policy with a focus on fostering innovations hand in hand with the promotion of energy R&D. The objective of the policy is supporting the country energy businesses for growth and preparing the sector to accommodate customer behavioral changes in energy consumption. The policy spans both urban and agriculture communities. The elements of Energy 4.0 are twofold. First, energy innovations: the Information and Communication Technology (ICT) is applied to energy solutions and inventions, for example, solar cell systems, energy storage systems, and in electric vehicles, together creating smart cities equipped with smart grids. Second, power generation that work along renewable energy sources together with bio energy sources, part of which has been mentioned on the topic "Purchases of Power from Renewable-energy Plants in 2017".

An example of changes in household power consumption is each member control his/her own power usage or on/off switches via mobile phone applications when they are outside the house for electrical appliances, TVs, and air-conditioners. Moreover, each is informed about power consumption and power charges for his/her own residences. Not only can they inspect, audit, and control power consumption in their own homes, but these users are aware of energy-saving actions, for such applications can compute ways to cut their power consumption and save monthly power bills. As the case for industrial consumers, energy innovations involve energy management systems for buildings and plants on the exploitation of ICT to achieve higher efficiency.

What is more, Energy 4.0 involves power generation for self-consumption by each household which are unregulated solar rooftop projects. Together with the applicable battery system, generators will be able to store daytime power for nighttime use. At the moment, players in energy sectors are working along together toward developing smart power meters and smart transmission lines that allow these individual household to receive/distribute power- as a consequent, opportunities to sell to the grids also emerge. In the situation where the pilot projects find their applications, the energy service industry would take on differently forms of what we see today.

Within the power generation sector, where signals of change are the clearest, power generation moved and will increasingly move toward clean and cleaner energy. Power generation fuels will be a non-fossil derived from energy crops, biomass, agricultural leftovers, industrial waste, as well as sun and wind, among others. NEPC, as of February 17, 2017, approved power purchase from hybrid renewables, which refer to a combination of renewable energies (2 or more) to generate and sell power under firm contracts (SPPs) and the initiative begins with 300-MW pilot projects having Scheduled Commercial Operation Date (SCOD) by 2021. The pricing for all combinations of fuel types are the same FiT rate whereas the purchases are designated by biding. The government authorities also approved the semi-firm agreements (VSPPs), a total 269 MW pilot projects having SCOD by 2019-2020, with FiT rates depending on fuel types and premium FiT applied only during firm periods. Under such agreement, the power purchases are on firm basis during six months of peak power demand and, similar to the hybrid SPPs, designated through a bidding mechanism. One of the most important elements of these Go Green Go Electric projects is the energy storage which also a key mechanism for driving AEDP 2015 goals and lifting the ratio of renewables to 30% by 2036.

Trends in Energy Innovation

Energy innovation focuses on the use of technologies and innovations driving Thailand breaking-through middle-income country barriers. In a nutshell, energy innovations for development has four complementary components, namely Electric Vehicles (EV), Energy Storage Systems (ESS), SPP Hybrid, and Smart City + Smart Grid. Out of 4, ESS and EV are a part of Energy 4.0 directives that will truly serve as drivers to future of Thai energy security because applying both innovations move current grids to higher reliability and efficiency, the level at which increased renewable energy could coherently be developed. In addition, commitment to EVs provides the country with wider form of energy uses.

Energy 4.0 Components

Electric Vechicle

2559-2560 Preparation

- BMTA 220 EV Buses
- MEA 4 Charging Stations
- EGAT 1 mini EV bus & station & Smart Grid
- PEA EV Buses & 4 Charging Stations
- PTT EV Bus
- Power Tariff: subsidy (lower than NGV price)

2561-2563 Research

- Vehicle & Charging station standards
- Impact on system during charging
- Supportive measures
- Permanent power tariff structure

2564 Extended results

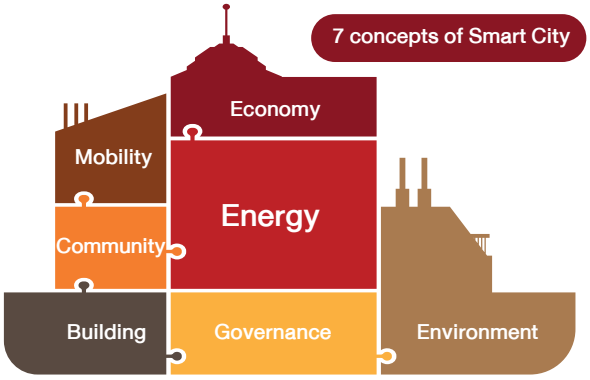
- 1.2 M EV cars
- 690 Charging stations
- EV Smart Charging

Thailand Smart Nation

3 Pillars of Smart Grid

- Demand Response
- Energy Management system
- Renewable forecast center (REFS)
- Micro Grid
- Energy Storage System

7 concepts of Smart City

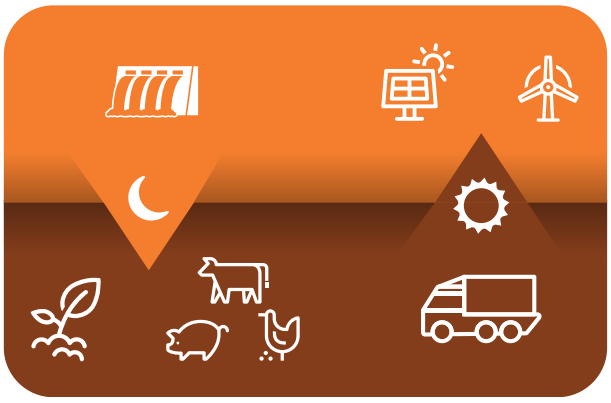


Energy Storage System

Practical Applications	R&D
1 Technology for security & natural disaster (Budget: 650 M THB)	4 R&D on energy storage materials, systems, uses of fuel cell (Budget: 433 M THB)
2 Technology for industrial estates/ RE/ remote areas (Budget: 1,892 M THB)	5 R&D on operational control of system & system integration (SI) (Budget: 90M THB)
3 Technology for EV (Budget: 324 M THB)	6 Thailand's 20 yrs. Technological Development Strategy on ESS (Budget: 36 M THB)

SPP Hybrid

Power Generation from a combination of power plants from Renewables (PV, Wind, Small hydro) & bioenergy power plants (Biomass, Biogas, Municipal Waste) as a firm contract



Smart Grid is an Energy 4.0 component directly involved with the power industry. Smart Grid fundamentally developed bases on metering and monitoring of data working with other electrical appliances and systems, along with hardware, software, and peopleware technologies. One can group these into information and communication technology (ICT); power generation and distribution technology; automatic power network control technology; smart meter technology (AMI); demand response technology; and power management technology (EMS).

Moreover, three elements are to be upgraded: smart system, smart life, and promotion of green energy and low-carbon society, under the master plan on the development of Thailand's smart grid system for 2015-2036. Four periods are planned: preparation (2015-2016), short-term (2017-2021), medium-term (2022-2031), and long-term (2032-2036). In short, the short-term portion of the master plan is to support the execution and to materialize in a concrete and explicit fashion from 2017 to 2021, with activities including support to the pilot projects' research and policy-making for electricity authorities to invest in pilot projects on the choice of suitable technologies for application to given areas. For example, pilot projects for the development of a smart grid is in the province of Mae Hong Son and another in Pattaya City, Chon Buri.

As a result of energy innovation, power users could expect changes in service provision which emerge on infrastructural development on the part of the public sector and the private sector, along with the government's policy and regulation amendment in favor of system development. Here, one will notice intervening common catalysts from investment moves on the part of producers, development of technology; and

changes in power consumption behavior as society becomes more urbanized. Certainly, the industry would have continual pilot projects for power system reliability and efficiency; to grow service and energy consumption quality in the future, including in new technologies and inventions- EV, demand response, smart billing, and smart appliances, and micro grids- for sustainable communities development.

GPSC Performance under Market and Competition

GPSC's holding long-term PPAs and steam purchase agreements with customers with good credits, its ability to guarantee reliability of power and steam to customers, operating cogeneration systems at lower costs than other systems of power generation and steam production; and having distribution systems directly to its each customer plant; GPSC has obviously commanded lower costs than individual customers located in industrial estates having to separately invest in public utilities themselves.

GPSC is confident that its past performance in the power generation business, skills and experience in power generation from a variety of fuels, solid financial status, and ability to source reasonable cost of capital, directed under innovation for sustainable growth policy will enable it to compete effectively with other energy operators.

RISK FACTORS

Recognizing that risk management efficiently prevents losses to the company, Global Power Synergy Public Company Limited (GPSC) highly focuses on its risk management to entrust stakeholders of its sound operation.

2017 GPSC focused on exercising risk management across the corporation and drove a regular assessment and analysis of risks at both the corporate level and the unit level, as well as for projects under investment to align with long-term corporate business plans under GPSC's acceptable risk appetite levels.

In addition, GPSC exercised watertight supervision and monitoring of all risks, in which corporate risks or key risks for investment projects undergo detailed deliberation by top management, the Risk Management Committee, and the Board to identify suitable and prompt management approaches. 2017 key risks for GPSC were as follows:

Internal Risk Factors

Corporate capability

Since GPSC engages in several types of power plants and is expanding businesses worldwide, it needs experienced, specialized personnel to achieve its goals. Efficient management of personnel is therefore vital to long-term corporate caliber.

This year GPSC developed its human resource management by segregating duties and responsibilities for greater clarity and flexibility so as to align with its strategic scope of business, namely Maximize, Manage, and Move. It also reviewed processes of recruitment, retention, and capacity building to promptly fit business needs by initiating programs to groom executives for future positions (Leadership Development Program), first for high-potential employees to boost their morale and job enthusiasm, which in turn brings engagement and confidence in career progress with the corporation.

Since GPSC began investing and developing the Energy Storage System (ESS), PTT group's newly introduced business, it lacks experienced and specialized technical personnel. It therefore focuses on hiring such employees, at the same time, work on skills and competency development to its existing personnel as to take extra steps in identifying the development plan companywide under long-term human resource development and training plans.

Power plant efficiency and security

Sriracha Power Plant, a generator and distributor of power to EGAT, is obliged under the IPP power purchase agreement on its availability to EGAT according to EGAT power purchase plan. Therefore, GPSC is exposed to this risk of making power available at all times had EGAT call to purchase.

On the other hand, Rayong Power Plant sell power and steam to industrial customers who demand high reliability of product delivery. GPSC imposes regular assessment of both personnel and equipment under GPSC's risk management, along with collaborate with customers on maintenance of equipment and planned outage schedules, all the way to, relocate the transmission line of some stations to the new connecting points to reduce unplanned shutdowns resulting from defective connection to GPSC's plants.

Rayong Power Plant efficiency and reliability are vital to GPSC because the moment it drops, the generation costs rises and machinery unreliability undermines industrial customers operation from such power failure. GPSC therefore

tries to regularly improve efficiency to ensure that it can generate power in a secured, efficient manner and also by applies ISO 9001, ISO 14001, and OHSAS/TIS 18001. GPSC also receives TPM (Total Productive Maintenance) Excellence Award in 2017 from Japan Institute of Plant Maintenance (JIPM), an accredited institution by Japan industrial sector. GPSC is the first power plant in Thailand to receive such honor. The award is offered to the operators who boost efficiency in production, reduce cost, and also contribute to communities and environments.

Security, safety, occupational health, and environment

Power generation is subjected to risks concerning safety, occupational health, and the environment due to inadequate generation efficiency, machinery availability, and operating measures. These could harm lives and properties of employees or neighboring communities, and GPSC could face related litigation. Therefore, GPSC has constantly recognized and valued business conduct with responsibility to safety, society, and the environment. Proactive measures to prevent harmful risks associated with machinery, sites, or work procedures consist of the following:

- Define indicators of efficiency concerning quality, security, occupational health, and the environment, with periodic monitoring and reporting to the management and the Board
- Undertake plan formulation with primary regard for quality, security, occupational health, and the environment. Regularly audit work to ensure effective accommodation of such plans to work efficiency and work surroundings
- Survey and analyze unsafe work practices and survey risky points for security and safety, define hazardous areas, and audit work environment, including work procedures that could affect the health of employees and related parties to serve as suitable data for design and formulation of preventive or problem-solving measures
- Constantly develop work processes with a focus on preventing and remedying environmental impacts, design processes, and choose equipment with due regard for QSHE and eco-efficiency standards
- Develop work safety manuals to promote knowledge and proper understanding of quality, security, occupational health, and the environment for employees, business partners, and all stakeholders.

Thanks to its strong and continuing work, GPSC experienced zero lost-time incidents up to 6.26 million hours as of 31 December 2017 and also certified ISO 9001-2015, ISO 14001-2015, OHSAS 18001-2007, and TIS 18001-2554, and R-100 IMS (Rev. 3) representing sound integrated operation and continues to win other acclaims and certifications from government agencies, covering from environmental monitoring and measurement (EIA Monitoring Award), plant waste management, Thailand Voluntary Emission Reduction Program (T-VER), environmental governance, Eco Factory, utilization of process waste, and zero-accident projects for example.

Management of projects under construction

GPSC has a total of four projects under construction in which project risks includes failure to go ahead as planned due to construction and equipment installation delays which might result from the construction contractors operation, cost-overruns, engineering problems, or other limitations. Consequently, GPSC could miss its planned revenue and returns on investment and need to secure more capital funding to complete its developing projects. Four projects under construction consist of the following:

(1) CUP Rayong 4 – a cogeneration power plant fueled by natural gas, located in the PTT's Industrial Ecology (PTT WEcoZI) in the Asia Industrial Estate, under the management of GPSC.

(2) XPCL – a hydropower plant project under the management of Xayaburi Power Co., Ltd.

(3) NL1PC – a hydropower plant project under the management of Nam Lik 1 Power Co., Ltd.

(4) RDF – a refuse-derived fuel project from various types of waste, located in the Integrated Waste Treatment Center in Rayong, under the management of GPSC.

GPSC, therefore, selects contractors that are credible and skillful. It carefully engages them with turnkey contracts, puts in place technical and management advisory teams in controlling and auditing work, and puts in place regular and continuing project monitoring at the levels of the Risk Management Committee, the Audit Committee, and the management every month to ensure timely completion of the construction within budget and expected quality.

Reliance on a single domestic fuel supplier

Approximately 98% of GPSC's domestic power capacity is fueled by natural gas. Although the country's pipeline and distribution systems are highly secured and reliable under Thailand's natural gas supply structure in which the country's procurement of natural gas is from several sources, both domestic and overseas, from gas fields or in the form of liquefied natural gas (LNG); GPSC exposes to the risk of the gas delivery system failures base on out-of-control incidents nonetheless. And consequently, GPSC could miss out on a power generation. GPSC, therefore, diversifies the operation by investing in alternative-energy power plants and those fueled by other raw materials, both domestically or internationally. This would lower the proportion of gas-fired power generation, eventually.

Reliance on several customers, most of which are in the same or related industry group

Around 60% of GPSC's revenue is from industrial customers in which 60% of them are PTT Group petrochemical companies located in the same vicinity. Should requirements change for operating in industrial estates, accidents, natural disasters, failures, or disruptions of industrial estate utility systems, GPSC is going to face the impact from concentration risk. In addition, as many of GPSC customers operate petrochemical businesses, GPSC potentially experiences a drop in demand subjected to business cyclicality and them undergoing maintenance turnarounds at about the same time. Therefore, GPSC coordinates closely with its customer on scheduling and planning to maximize plant efficiency. It also engages minimum take-or-pay terms under long-term sales agreements. Should the customers purchase agreement expired, the demand for power and GPSC revenue would diminish. Because these customers are PTT Group of companies in which GPSC holds cordial relationship with, it is very unlikely that they will not renew the agreements. In addition, as the switching cost to new suppliers also involves building new equipment in develop the distribution system, most customers maintain existing suppliers.

External Risk Factors

Investment in new projects and business expansion

GPSC targets to grow its investment in power generation, both domestically and abroad. It might fail to achieve this goal in rapidly changing and highly competitive business environment. To overcome the risk of failure, the company hired a world-class consultant to participate in new business selection process and utilizing one of the most efficient decision-making tools, also to conduct sensitivity analyses to line up risk prevention approaches ahead of time, as well as increase pipeline of the potential new business opportunities both domestic and abroad. Should GPSC decide to expand to new business, it would pay extra care in partner selection based on their reputation, expertise, experience, skills, credit, and financial status, and track records to ensure good, long-term partnership.

GPSC is also exposed to risks from the investment in the Energy Storage System business, specifically in 24M Technologies, Inc. (24M), a company engaging primarily in Research and Development of lithium-ion batteries. Such battery development is still under testing for high-volume, commercial-scaled manufacturing. The company are taking on the risk/opportunity of scaling up and both situations might require addition investment from GPSC. Within such context, GPSC will deliberately consider consequences and provide the support on solid financial management ensuring GPSC maintains a good financial status and having the least level of risk. GPSC also has its Board and executives to closely monitor and report the project risk and carefully develop each step of remedies.

Climate uncertainty

GPSC partly invests in renewable-energy power plants, including solar farms and hydropower, which bear the brunt of climate change each year. A case in point is solar intensity, which can change from year to year, thus shortening or lengthening periods for power generation. Another is the variation in the water volumes needed for power generation due to seasonal variation in rainfall, which affects the projected amount of power generated by power plants. These can affect GPSC's power generation income.

As a result, in investing in or developing such power plants, GPSC investigates statistics and trends before making a decision, for instance, the past average intensity of sunlight in invested areas to project future values or the statistics on past volumes of river water where investment will be taking place together with annual measures to closely monitor water shortage to promptly accommodate it. Finally, GPSC has plans to diversify its investment or its project locations to generally lessen such risks.

Fluctuation on reference pricing for power generation and distribution

During each month, the price of gas used in power generation and steam production changes. While such cost is passed on to customers, Ft rate, the reference sale price for GPSC, is adjusted by the Energy Regulatory Commission (ERC) every four months. Had the power tariffs of a given period not aligned with each month's gas price movement, GPSC's profit would be lower.

In 2017, the gas price increased at the beginning of the year, and so has the Ft rate; as a result, GPSC performance did not get impacted.

New regulations and misconduct

GPSC as a listed company on the Stock Exchange of Thailand abided by not only the regulations of the Securities and Exchange Commission (SEC) but also related public agencies such as the Energy Regulatory Commission (ERC), Revenue Department, and Department of Industrial Works, etc. If GPSC is unintentionally non-complied or misconducted, it may encounter litigation and this also could undermine the company's reputation. GPSC, therefore has formulated standard procedures in ensure its operations within all those rules and regulations in a timely manner, particularly application and renewal of the permits or licenses, including close monitoring of new law and regulations.

GPSC's commitment to comply has brought the company to setup a new compliance unit in 2017. Reporting to the Corporate Affairs and Legal Department, the unit supervises other units to comply with applicable laws, rules, regulations, orders, and announcements of both Thai law and international law.

Public policies and new/revised regulations

GPSC operates under the oversight of the regulators, including ERC and EGAT, etc. It therefore, is abided to emerging policies e.g. Energy Policy 4.0, the renewing of PPAs at their expiry which could positively or negatively affect GPSC's operation and performance and also other players in the industry, for example, costs and sales prices of IPPs. GPSC, therefore closely follows these policies and collaborates with other producers to give recommendations to policy makers and encourages a fair and competitive policy.

Interest rate fluctuation

In 2017, GPSC refinanced its existing loans and issued, in the third quarter of the year, THB 5,000 million, two series of its first-time new debentures with a fixed interest rate. As a result, GPSC and its subsidiaries consists of debt instruments on approximately the same proportion between fixed interest from corporate debentures and float interest from financial institutions loans. Historically there has been relatively limited fluctuation on the loan interests base on deposit rates.

Foreign-currency exchange rate (FX) fluctuation

GPSC's current main revenue is from domestic sale of power and is in THB currency. Although the pricing formula of Sriracha Power Plant consists of a reference to USD, the amount is approximately equal to its operating expenses which is also in USD. This natural hedge provides GPSC with a minimum impact of USD fluctuation. In near future, it is likely that GPSC will receive dividend (in Yen or other currencies) from operating a power plant in Japan or potentially other offshore plants. GPSC, therefore closely monitors the FX movements, carefully considers alternative sources of fund, and applies additional hedging instruments, altogether to lower FX volatility risks.

GENERAL INFORMATION

Company Name	:	Global Power Synergy Public Company Limited
Security Name	:	GPSC
Establishment Date	:	January 10, 2013
Registered as Public Company Limited	:	November 27, 2014
First Day Trade on the SET	:	May 18, 2015
Company Registration Number	:	0107557000411
Registered Capital	:	THB 14,983,008,000 as of December 31, 2017, Comprising 1,498,300,800 fully paid-up common shares, with a par value of THB 10 per share
Business	:	GPSC operates as a power, steam, and utilities producer and distributor. In addition, the company invests in other companies that generate and distribute power, steam, and utilities including related business.
Type of Business	:	Energy and Utilities
Industry Group	:	Resources
Number of Employees	:	292 persons (as of December 31, 2017)
Website	:	www.gpscgroup.com

Contact Information

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  Telephone: +66 (0)-2140-4600 Fax: +66 (0)-2140-4601

- **Location of Branch 1 : Central Utility Plant 1 (CUP-1)**
  24 Pakornsongkroraj Road, Huaypong Sub-District, Muang Rayong District, Rayong Province, 21150, Thailand
  Telephone: +66 (0)-3897-4333 Fax: +66-(0)-3897-4500

- **Location of Branch 2 : Central Utility Plant 2 (CUP-2)**
  92/9 Highway 3191 Road, Map Ta Phut Sub-District, Muang Rayong District, Rayong Province, 21150, Thailand
  Telephone: +66 (0)-3897-4333 Fax: +66-(0)-3897-4500

- **Location of Branch 3 : Central Utility Plant 3 (CUP-3)**
  5/11 Pakornsongkroraj Road, Map Ta Phut Sub-District, Muang Rayong District, Rayong Province, 21150, Thailand
  Telephone: +66 (0)-3897-4333 Fax: +66-(0)-3897-4500

- **Location of Branch 4 : Sriracha Power Plant**
  42/3, Moo 1, Sukhumvit Road, Tungsukla Sub-District, Sriracha District, Chonburi Province, 20230, Thailand
  Telephone: +66 (0)-3840-7407 Fax: +66 (0)-3840-7400

- **Location of Branch 5 : Maintenance Center**
  98/19 Highway 3191 Road, Map Ta Phut Sub-District, Muang Rayong District, Rayong Province, 21150, Thailand
  Telephone: +66 (0)-3897-4560

References

Securities Registrar

Thailand Securities Depository Company Limited (TSD)
The Stock Exchange of Thailand Building
93 Tower B, Ratchadapisek Road, Dindang Sub-District, Dindang District, Bangkok, 10400, Thailand
Telephone: +66 (0)-2009-9999 Fax: +66 (0)-2009-9991

Audit Firm

KPMG Phoomchai Audit Company Limited
195 Empire Tower Building 1, 50th- 51st Floor, South Sathorn Road, Yannawa Sub-District, Sathorn District, Bangkok, 10120, Thailand
Telephone:+66 (0)-2677-2000 Fax:+66 (0)-2677-2222

General Information of GPSC's Invested Companies

As of December 31, 2016

Company	Type of business	Registered capital	Type of share	Paid-up capital	Share value	GPSC's equity (%)
Subsidiaries						
Combined Heat and Power Producing Company Limited 555/2 Energy Complex, Building B, 5th Floor, Vibhavadi Rangsit Road, Chatuchak, Bangkok 10900, Thailand Tel: +66 (0)-2143-9644 Fax: +66 (0)-2143-9645	Generate and supply power and chilled water from combined heat and power with district cooling power plant **10 MW** **12,000 RT**	500,000,000 THB	Common share	371,730,000 THB	THB 10 /share	100%
Natee Synergy Company Limited 555/2 Energy Complex, Building B, 5th Floor, Vibhavadi Rangsit Road, Chatuchak, Bangkok 10900, Thailand Tel: +66 (0)-2140-4658	Investment in businesses related to power generation	6,715,250,000 THB	Common share	5,627,457,000 THB	THB 10 /share	100%
• Indirect Associate Xayaburi Power Company Limited 215 Lanexang Avenue, Ban Siang Yuen, Chantaburi District, Vientiane Capital, Lao PDR Tel: +856 (21) 223215, 252060 Fax: +856 (21) 215500	Generate and supply power from hydro electric power plant **1,285 MW**	26,861,000,000 THB	Common share	22,064,828,000 THB	THB 10 /share	25% (through NSC)
Ichinoseki Solar Power 1 GK Company 6F, Shinjuku Hanazono MJ Building, 5-16-15 Shinjuku-ku, Shinjuku, Tokyo, Japan 160-0022 Tel: +81 (3)- 5362-7035 Fax: +81 (3)-5362-7036	Generate and supply power from solar power plant **20.8 MW**	10,000 Yen	Common share	10,000 Yen	-	99%
IRPC Clean Power Company Limited 299 Moo 5, Sukhumvit Road, Choeng Noen Sub-district, Muang district, Rayong, 21000, Thailand Tel: +66 (0)-3861-333, +66 (0)-3861-3571-80 Fax: +66 (0)-3861-2812-3	Generate and supply power from cogeneration power plant **240 MW** **300 T/H**	3,362,000,000 THB	Common share	3,083,000,000 THB	THB 10 /share	51%

Power Steam Chilled water Industrial water

Remark : MW : megawatts T/H : tons/hour RT : refrigeration ton cu.m./h : cubic meters per hour

Company	Type of business	Registered capital	Type of share	Paid-up capital	Share value	GPSC's equity (%)
GPSC International Holdings Limited Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong Tel: + (852) 2980-1888 Fax: + (852) 2956-2192	Investment in businesses related to power generation overseas	100,000 USD	Common share	98,000 USD	-	100%
Joint Ventures						
Thai Solar Renewable Company Limited 3199 Maleenont Tower, 16th Floor, Rama 4 Road, Khlong Tan Sub-District, Khlong Toei District, Bangkok 10110, Thailand Tel: +66 (0)-2-661-2701	Investment in businesses related to power generation	583,333,400 THB	Common share	583,333,400 THB	THB 10 /share	40%
• Indirect joint ventures Siam Solar Energy 1 Company Limited 3199 Maleenont Tower, 16th Floor, Rama 4 Road, Khlong Tan Sub-District, Khlong Toei District, Bangkok 10110, Thailand Tel: +66 (0)-2-661-2701	Generate and supply power from solar power plant **80 MW**	1,800,000,000 THB	Common share	1,800,000,000 THB	THB 100 /share	40% (through TSR)
Nam Lik 1 Power Company Limited 402B of 4th Floor, Vieng Vang Tower, Boulichan Road, Unit 15, Dongpalan Thong Village, Sisttanak, Vientiane Capital, Lao PDR 100, 23 Singha Road, Ban Nongbone, Saysettha District, Vientiane Capital, Lao PDR	Generate and supply power from hydroelectric power plant **64.7 MW**	37,200,000 USD	Common share	25,400,000 USD	USD 10 /share	40%
Nava Nakorn Elecricity Generating Company Limited 111 Moo 20, Phahonyothin Road, Khlong 1, Khlong Luang District, Pathum Thani 12130, Thailand Tel: +66 (0)-2978-5283, +66 (0)-2978-5291	Generate and supply power and steam from cogeneration power plant **125 MW** **30 T/H**	1,550,000,000 THB	Common share	1,525,000,000 THB	THB 10/ share	30%

Company	Type of business	Registered capital	Type of share	Paid-up capital	Share value	GPSC's equity (%)
Associate						
Bangpa-In Cogeneration Company Limited 587 Viriyathavorn Building, Sutthisan Road, Din Daeng, Bangkok, Thailand 10400 Tel: +66 (0)-2691-9720 Fax: +66 (0)-2691-9723	Generate and supply power and steam from cogeneration power plant **234 MW** **40 T/H**	2,705,000,000 THB	Common share	2,705,000,000 THB	THB 10 /share	25%
Long-term Investment						
Business Services Alliance Company Limited 555 PTT Office, Phra Khanong Oil Depot, Art-Narong Road, Khlong Toei, Bangkok 10260, Thailand Tel: +66 (0)-2239-7328 Fax: +66 (0)-2239-7326	Supply manpower for PTT Group	2,000,000 THB	Preferred share	2,000,000 THB	THB 10 /share	25%
• Indirect long-term investment Sport Services Alliance Company Limited 199/7 Moo 1, Tambon Choeng Noen, Muang District, Rayong 21000, Thailand Tel: +66 (0)-3894-8138 Fax: +66 (0)-3894-8139	Manage football club for PTT Group	5,000,000 THB	Common share	5,000,000 THB	THB 10 /share	25% (through BSA)
24M Technologies, Inc. 130 Brookline Street, Cambridge, MA 02139, U.S.A Tel.: (001) 617-553-1012	R&D of lithium-ion batteries for power storage to support the industrial sector and stabilize power distribution and connection systems	39,554.73 USD	Preferred share	33,486.55 USD	USD 0.001 /share	15.3%
Ratchaburi Power Company Limited 1828 Sukhumvit Road, Bangchak Sub-District, Phra Khanong District, Bangkok 10260, Thailand Tel: +66 (0)-2311-5111-9 Fax: +66 (0)-2332-3882	Generate and supply power from combined-cycle power plant **1,400 MW**	7,325,000,000 THB	Common share	7,325,000,000 THB	THB 100 /share	15%
Sarn Palung Social Enterprise Co., Ltd.(PTTSE) 555/1 Energy Complex, Building A, 10th Floor, Vibhavadi Rangsit Road, Chatuchak, Bangkok 10900, Thailand	Produce and sell goods and services for the benefit of society, communities, and the environment	10,000,000,000 THB	Common share	2,500,000,000 THB	THB 100 /share	10%

Power Steam Chilled water Industrial water

Remark : MW : megawatts T/H : tons/hour RT : refrigeration ton cu.m./h : cubic meters per hour

SECURITIES AND SHAREHOLDER INFORMATION

Registered Capital and Paid-up Capital

Global Power Synergy Public Company Limited (GPSC) is a listed company on the Stock Exchange of Thailand with a total registered capital of THB 14,983,008,000 as at December 31, 2017, fully paid up and divided into a total of 1,498,300,800 ordinary shares with a par value of THB 10 per share.

The first ten major shareholders as of the share registration closing date for the 2017 interim dividend (August 30, 2017) are as follows:

No.	Major shareholder	Number of Shares	Shareholding percentage
1	PTT Global Chemical Public Company Limited	340,565,223	22.73
2	PTT Public Company Limited	338,266,861	22.58
3	Thaioil Power Company Limited	311,425,457	20.79
4	Thai Oil Public Company Limited	133,468,059	8.91
5	Bualuang Long-Term Equity Fund	26,220,100	1.75
6	Social Security Office	24,899,300	1.66
7	Bualuang Top Ten Open-end Fund	21,569,600	1.44
8	Thai NVDR Company Limited	18,075,235	1.21
9	Bualuang Long-Term Equity Fund 75/25	10,557,500	0.71
10	Bualuang Flexible RMF	8,148,900	0.54

Limitations of Transferring of Shares

There is no limitation except the case of transferring of shares to foreign investors that cause such foreign investors to own more than 49% of total shares of GPSC.

Dividend Policy

1. GPSC's Dividend Policy

GPSC has a policy to pay dividends at the minimum of 30% of net profit according to financial statements after deduction of tax, capital reserves as specified in applicable laws, and the commitment as in terms of credit facility agreement. Payment of dividends is subject to the cash flow and investment plans of GPSC and its subsidiaries.

The Board of Directors may consider paying the annual dividends with approval from the Annual General Meeting of Shareholders (AGM), except interim dividend payment which the Board of Directors has the authority to approve before reporting the interim dividend to the shareholders at the next shareholders' meeting.

Dividend payment information (THB/share) since GPSC was listed on the Stock Exchange of Thailand

Dividend Payment (THB/share)				Dividend Payout Ratio (%)
Year	First Half	Second Half	Full Year	
2015	0.35	0.60	0.95	75
2016	0.45	0.70	1.15	64
2017	0.45	0.80	1.25	59

* The Board of Directors at the Meeting No. 2/2561 dated February 12, 2018, has passed a resolution to propose that the 2018 Annual General Meeting of Shareholders approve a dividend payment from the 2017 operating results of GPSC and its subsidiaries at THB 1.25 per share, or 59% of the net profit of the consolidated financial statements of 2017. The interim dividend for the first half operating results of 2017 (January - June 2017) was paid at THB 0.45 per share on September 11, 2017. The remaining dividend for the second half operating results for 2017 (July - December, 2017) will be paid at THB 0.80 per share. However, the rights to receive dividend payment is subject to the approval of the 2018 Annual General Meeting of Shareholders.

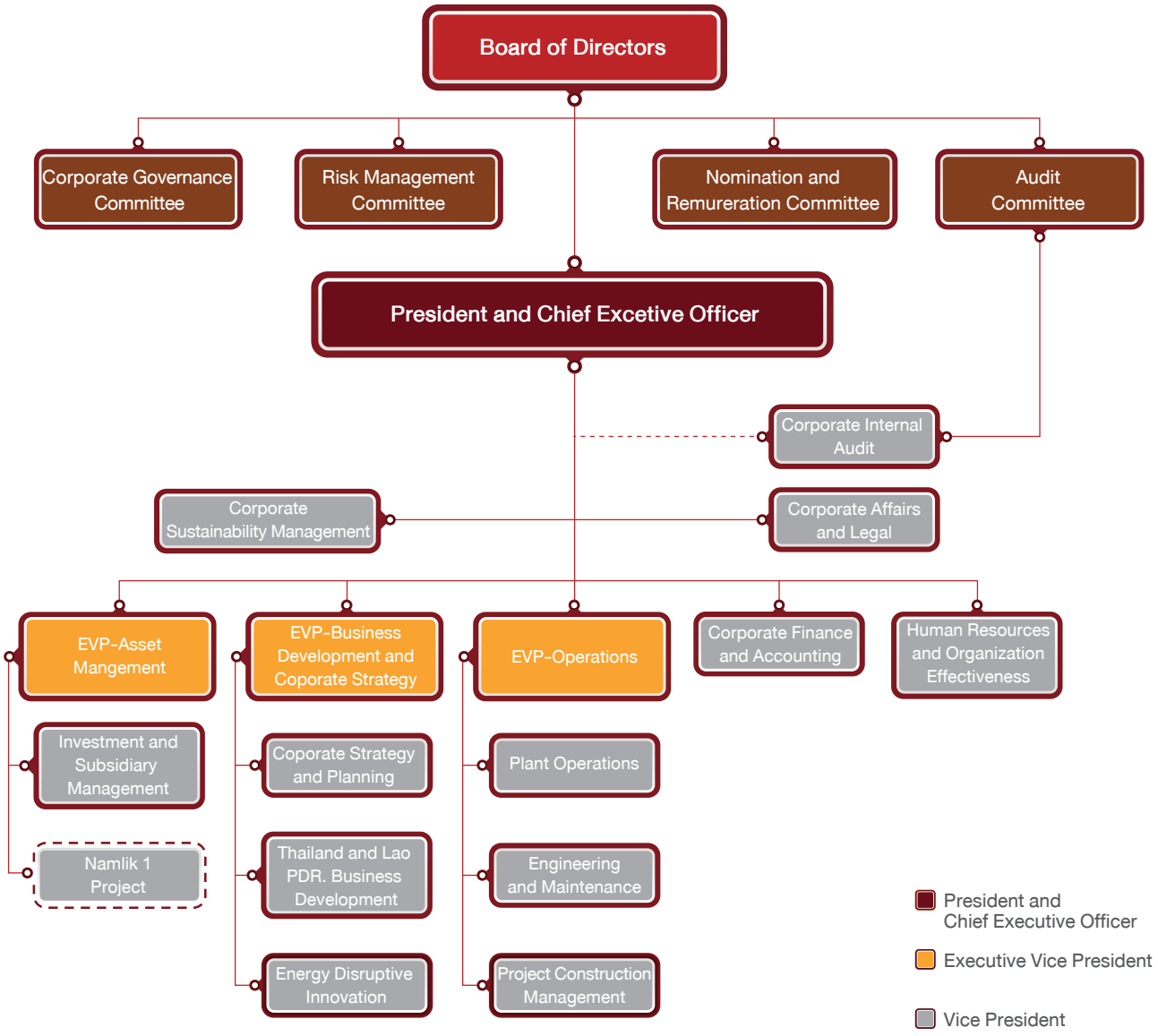
2. Subsidiaries' Dividend Policy

The Board of Directors of each subsidiary considers paying the annual dividend with approval from their shareholders meeting in each year. The dividend payment of subsidiaries is based on the investment plans and other requirements such as cash flow of each subsidiary after deduction of capital reserves required by law.

MANAGEMENT STRUCTURE

As of December 31, 2017, the management structure of Global Power Synergy Public Company Limited (GPSC) comprises the Board of Directors; four Sub-Committees, namely the Audit Committee, the Nomination and Remuneration Committee, the Corporate Governance Committee, and the Risk Management Committee; and the Executive Team, with the President and Chief Executive Officer as GPSC's highest-ranking executive.

GPSC Organization Structure (Department Level and Above), as of December 31, 2017



Board of Directors

Composition of the Board of Directors

As of December 31, 2017, GPSC's Board of Directors consists of 12 directors, composed of 11 non-executive directors, four of whom are independent directors, one executive director, namely the President and Chief Executive Officer. The composition above is in line with GPSC's Articles of Association, which prescribe that the Board of Directors must comprise at least five but not exceeding 12 directors, no less than half of whom must reside in Thailand.

GPSC's Board of Directors consists of qualified directors who possess appropriate mix of skills, expertise, and experiences suitable for overseeing GPSC's business operation to the attainment of the objectives and goals of the company. In 2017, the Board of Directors approved amendments to the Board of Directors' Skill Matrix by classifying it to 12 subject matters under two categories :

1) Core Skills/Experience: Basic Expertise which is necessary for directorship position namely, policy development, business judgment, strategic planning, HR and organization development, finance and accounting, internal audit, law, risk management and internal control, and corporate governance and corporate social responsibility.
2) Specific Skills/Experience: Expertise which is useful for the directors to govern GPSC, namely, power industry expertise, International Business, and innovation management.

Board of Directors

As of December 31, 2017, the Board of Directors comprises 12 directors as follows.

No.	Name-Surname	Position	Date Appointed
1.	Mr. Surong Bulakul	Director / Chairman	April 4, 2016 (re-elected)
2.	Mr. Kurujit Nakornthap(1)	Independent Director	April 3, 2017
		Chairman of the Nomination and Remuneration Committee / Chairman of the Corporate Governance Committee	April 27, 2017
3.	Mr. Payungsak Chartsutipol(2)	Independent Director	April 2, 2015 (re-elected)
		Chairman of the Audit Committee	April 27, 2017
		Chairman of the Risk Management Committee	June 17, 2015
4.	Ms. Panada Kanokwat(3)	Independent Director / Member of the Audit Committee	April 2, 2015 (re-elected)
		Member of the Corporate Governance Committee	April 27, 2017
5.	Maj.Gen. Chaowalek Chayansupap(4)	Independent Director / Member of the Audit Committee	April 4, 2016 (re-elected)
		Member of the Nomination and Remuneration Committee	April 27, 2017
6.	Mr. Chansin Treenuchagron(5)	Director / Member of the Nomination and Remuneration Committee / Member of the Risk Management Committee	October 18, 2017
7.	Mr. Supattanapong Punmeechaow(6)	Director	April 3, 2017 (re-elected)
		Member of the Risk Management Committee	June 17, 2015
8.	Mr. Atikom Terbsiri(7)	Director	April 3, 2017 (re-elected)
		Member of the Risk Management Committee	June 17, 2015
9.	Mr. Somchai Wongwattanasan	Director	April 2, 2015 (re-elected)
		Member of the Corporate Governance Committee	June 17, 2015
10.	Mr. Kongkrapan Intarajang(8)	Director	August 15, 2017
11.	Ms. Peangpanor Boonklum(9)	Director	April 3, 2017
		Member of the Corporate Governance Committee	April 27, 2017 (re-elected)
12.	Mr. Toemchai Bunnag	Director / Secretary to the Board / Member of the Risk Management Committee / President and Chief Executive Officer	November 1, 2015

Remarks :

(1) Mr. Kurujit Nakornthap was elected an independent director to replace Mr. Norkun Sitthiphong, whose term completed at the 2017 Annual General Meeting of Shareholders (AGM), convened on April 3, 2017, effective as of April 3, 2017, and was appointed Chairman of the Nomination and Remuneration Committee and Chairman of the Corporate Governance Committee in the Board of Directors Meeting No. 4/2017, convened on 27, 2017, effective as of April 27, 2017.

(2) Mr. Payungsak Chartsutipol was appointed Chairman of the Audit Committee in the Board of Directors Meeting No. 4/2017 convened on April 27, 2017, effective as of April 27, 2017, with his chairmanship of the Corporate Governance Committee and directorship of the Nomination and Remuneration Committee terminating on April 27, 2017.

(3) Ms. Panada Kanokwat was appointed a Member of the Corporate Governance Committee in the Board of Directors Meeting No. 4/2017 convened on April 27, 2017, effective as of April 27, 2017.

(4) Maj.Gen. Chaowalek Chayansupap was appointed a Member of the Nomination and Remuneration Committee in the Board of Directors Meeting No. 4/2017 convened on April 27, 2017, effective as of April 27, 2017, with his directorship of the Corporate Governance Committee terminating on April 27, 2017.

(5) Mr. Chansin Treenuchagron was appointed a director and a Member of the Risk Management Committee to replace Mr. Chavalit Punthong, a resigned director, in the Board of Directors Meeting No. 10/2017 convened on October 18, 2017, effective as of October 18, 2017.

(6) Mr. Supattanapong Punmeechaow was re-elected as a director at the 2017 AGM, convened on April 3, 2017, effective as of April 3, 2017.

(7) Mr. Atikom Terbsiri was re-elected as a director at the 2017 AGM, convened on April 3, 2017, effective as of April 3, 2017.

(8) Mr. Kongkrapan Intarajang was appointed a director to replace Mr. Patiparn Sukorndhaman, a resigned director, in the Board of Directors Meeting No 8/2017, convened on August 15, 2017, effective as of August 15, 2017.

(9) Ms. Peangpanor Boonklum was elected a director to replace Mr. Chulasingh Wasantasingh, whose term completed at the 2017 AGM, convened on April 3, 2017, effective as of April 3, 2017, and was appointed a Member of the Corporate Governance Committee in the Board of Directors Meeting No. 4/2017 convened on April 27, 2017, effective as of April 27, 2017.

Directors who Resigned and Completed the Term in the Year 2017

No.	Name-Surname	Position	Reason for Retirement
1.	Mr. Norkun Sitthiphong	Independent Director / Chairman of the Audit Committee	Completed the term in the 2017 AGM
2.	Mr. Chulasingh Wasantasingh	Independent Director / Member of the Audit Committee / Chairman of the Nomination and Remuneration Committee	Completed the term in the 2017 AGM
3.	Mr. Chavalit Punthong	Director / Member of the Nomination and Remuneration Committee / Member of the Risk Management Committee	Resigned, effective on October 1, 2017
4.	Mr. Patiparn Sukorndhaman	Director / Member of the Nomination and Remuneration Committee	Resigned, effective on July 31, 2017

Authorized Directors

The directors authorized to act on behalf of GPSC as stated in GPSC affidavit are Mr.Toemchai Bunnag, President and Chief Executive Officer (with his signature and the corporate seal affixed) or Mr. Surong Bulakul, or Mr. Supattanapong Punmeechaow, or Mr. Atikom Terbsiri, or Mr. Somchai Wongwattanasan, or Mr. Chansin Treenuchagron, or Mr. Kongkrapan Intarajang (with signatures of any two and the corporate seal affixed).

Roles and Responsibilities of the Board of Directors

The roles and responsibilities of the Board of Directors are to oversee GPSC's operation to ensure compliance with laws, regulations, resolutions of shareholders' meetings, and GPSC articles of association as well as strict adherence to corporate governance principles and the code of conduct for directors of listed companies to protect GPSC's and its shareholders' interest. The roles and responsibilities of the Board of Directors can be summarized as follows.

1. To devote themselves to the determination of GPSC's vision, mission, directions, and strategies by expressing their opinion fully and seeking relevant information useful for the prescription of GPSC's directions
2. To review and approve GPSC's key strategies, policies, objectives, action plans, and financial goals as well as regularly oversee and monitor the executives so that such plans are carried out in accordance with the prescribed directions and strategies and to ensure effective and efficient implementation of GPSC's vision, directions, and strategies
3. To define corporate governance policies and a code of conduct comprising appropriate guidelines and best practices for directors, executives, and employees to foster a sense of professional responsibility and understanding, which are to be complied with strictly in conjunction with the rules and regulations of GPSC to ensure equity to all stakeholders
4. To approve expenditures for investments, loaning or application for credits from financial institutions, lending, and being a guarantor as part of GPSC's regular operations without budget limits in accordance with the rules and regulations of GPSC and pertinent regulations and laws stipulated by the Stock Exchange Market of Thailand and the Securities and Exchange Commission
5. To consider potential risk factors, formulate comprehensive risk management guidelines, ensure that the executives operate with efficient risk management systems and processes in place, and predict possible risks that may arise from new business opportunities
6. To ensure sufficient and effective internal auditing as well as regular assessment of the suitability of GPSC's internal control systems
7. Monitor and remedy issues related to potential conflicts of interest and related transactions, prioritizing major transactions that will result in maximum benefits for shareholders and stakeholders
8. To consider and approve the appointment of qualified candidates with no prohibited characteristics under the Public Limited Companies Act B.E. 2535 (A.D. 1992) (including additional amendments) and the Securities and Exchange Act B.E. 2535 (A.D. 1992) (including additional amendments), as well as laws, notifications, regulations, and/or other relevant rules as new directors upon vacancies of directorships, either as a result of an expiration of term of office or for other reasons, and upon the rise of such necessity, as well as determine remuneration to propose at shareholders' meetings for approval
9. To determine and amend the list of authorized directors
10. To appoint the Audit Committee or any other Sub-committees as well as define their roles and responsibilities to assist and support the Board of Directors in their operations
11. To implement an appropriate and transparent talent acquisition and selection system to fulfill key management positions
12. To appoint GPSC's executives with qualifications as defined by the Securities and Exchange Commission or the Capital Market Advisory Board, appoint Company Secretary, as well as determine the remuneration of the executives and Company Secretary
13. To put in place a remuneration determination system or mechanism for GPSC's top executives to ensure appropriateness and consistency with GPSC's performance to create short-term and long-term motivation
14. To conduct regular self-performance appraisals and the President and Chief Executive Officer's performance appraisals on a regular basis
15. To ensure reliable accounting systems, financial statements, and audit systems as well as an efficient and effective internal auditing system
16. To oversee the completion of GPSC's financial statements at the end of each accounting year and sign to approve such statements, to be proposed for approval at annual general meetings of shareholders

17. To consider and approve the selection and appointment of auditors as well as determine the appropriateness of the remuneration submitted by the Audit Committee before proposing it for approval at annual general meetings of shareholders
18. To attach significance to social and environmental responsibilities in GPSC's business operation for a better and sustainable quality of life in society
19. To assess GPSC's performance under its corporate governance policies and code of conduct at least once a year
20. To provide each shareholder group with appropriate communication channels and oversee that information disclosure is complete, clear, transparent, reliable, and of highest standards
21. To encourage GPSC's directors and executives to attend courses and seminars hosted by the Thai Institute of Directors (IOD), especially those relevant to their roles and responsibilities
22. To convene internal meetings between non-executive directors and independent directors as called for by necessity or when deemed appropriate to discuss various management issues of current interest without the presence of the management and submit the summary of such meetings to the President and Chief Executive Officer
22. Formulate policies and perform supervisory roles to ensure that GPSC has an efficient anti-corruption system in place so as to ensure that the executives recognize the significance of anti-corruption practices, place emphasis on them, and cultivate them into the organizational culture of the company
23. Comply with anti-corruption measures, with penalties imposed for non-compliance

The Board of Directors may authorize and/or designate individuals to perform specific tasks on its behalf. The appointment of attorneys or sub-attorneys shall conform to the scope defined in the letter of authorization and/ or in compliance with the rules, regulations, or orders prescribed by the Board of Directors and/or GPSC. The authorization of the roles and responsibilities of the Board of Directors shall not be in such a manner that enables the Board of Directors or the appointed attorneys, through the attorneys or sub-attorneys, to approve transactions that may benefit themselves or others who may have conflict of interest (as defined in the notifications of the Securities and Exchange Commission or the Capital Market Supervisory Board) in any manner or create conflicts of interest with GPSC or GPSC's subsidiaries, except transactions that are in accordance with the policies and criteria approved by shareholders' meetings or approved by the Board of Directors.

In addition, the operations of the Board of Directors that require approval from shareholders' meetings are as follows.

- Cases in which GPSC or GPSC's subsidiaries, as defined by the laws on securities and exchange, enter into a related transaction, or acquire, or sell major assets of GPSC in accordance with the classification of the laws on securities and exchange, in which GPSC shall comply with the prescribed criteria and processes
- Selling or transferring GPSC's business, either in its entirety or partially, to another party
- The drawing up, amendment, or revocation of contracts related to a full or partial lease of GPSC's business, the appointment of a proxy to act on behalf of GPSC, or the merging of the business with another party with the aim to share profits
- Amendment of the memorandum of association or the articles of association
- Increasing or decreasing GPSC's authorized capital
- Company dissolution or merge with another company
- Debenture issuance

Roles and Responsibilities of the Chairman

1. To supervise and monitor the performance of the Board of Directors to ensure efficiency in fulfilling the objectives and main goals of GPSC and compliance with laws, corporate governance principles, and the roles and responsibilities of the Board of the Directors of GPSC
2. To determine the agenda of the Board of Directors' meetings, taking into account recommendations of the President and Chief Executive Officer, and ensure that vital agenda items are included
3. To convene the Board of Directors' meetings and deliver meeting notices to the directors in no less than seven days prior to the meetings so as to allow sufficient time for directors to consider information necessary for decision-making (The board meetings can be convened either by the Chairman of the Board of Directors or any individual assigned by the Chairman)
4. To preside over the Board of Directors' meetings, ensure efficiency of the meetings and sufficient allocated time for the presentations and discussion required for all agenda items, encourage careful consideration and free expression of opinions, guide the meetings towards resolutions, and conclude the meetings
5. To preside over annual general meetings of shareholders to keep them in line with laws, regulations of GPSC, and the prescribed agenda and allocate sufficient time for presentations and shareholders' inquiries
6. To oversee and encourage directors to adhere to corporate governance principles and contribute to an organizational culture characterized by ethical principles and corporate governance
7. Foster a cordial relationship between the Board of Directors and the management team

Meetings of the Board of Directors

According to the corporate governance practice, the Board of Directors designates dates of meetings in advance each year to enable the directors to allocate their time for the meetings. The Board of Directors' Meeting (special agenda) for considering urgent matters may be arranged if required. Directors who have unexpected engagement and are unable to attend a meeting must submit a written leave of absence letter to the Chairman. Meeting invitation notice and documents will be submitted to directors at least seven days prior to each meeting to provide the directors with adequate time to review the agendas before the meeting. If more information is needed, the directors can inform the Company Secretary to respond to the queries in advance. In addition, the directors who have conflict of interest with each agenda must not take part in the decision making process of such agenda. After the meeting, the minutes of meeting will be prepared for the Board of Directors' approval in the next meeting. The Chairman will sign the approved minutes of meeting and it will be systematically kept for further use.

In 2017, GPSC held total 14 Board of Directors Meetings: 12 ordinary meetings and 2 special-agenda meetings, and one Non-Executive Directors Meeting and one Independent Directors Meeting. More importantly, GPSC has set up Protocols for Meetings of the Board of Directors to obtain a clear procedure, encompassing processes prior to, during, and after each meeting, to ensure their efficiency.

Meeting Attendance of GPSC Directors in 2017

Name-Surname	Position	Board of Directors	Board of Directors (special agenda)	Audit Committee (AC)	Nomination and Remuneration Committee (NRC)	Corporate Governance Committee (CGC)	Risk Management Committee (RMC)	Non-Executive Director	Independent Directors	AGM
		12 meetings	2 meetings	11 meetings	7 meetings	5 meetings	7 meetings	1 meeting	1 meeting	1 meeting
1. Mr. Surong Bulakul	Director / Chairman	12/12	2/2					1/1		1/1
2. Mr. Kurujit Nakornthap(1)	Independent Director / Chairman of the NRC / Chairman of the CGC	9/9	1/1		4/4	5/5		1/1	1/1	N/A
3. Mr. Payungsak Chartsutipol(2)	Independent Director / Chairman of the AC/ Chairman of the RMC	12/12	2/2	8/8	3/3		7/7	1/1	1/1	1/1
4. Ms. Panada Kanokwat(3)	Independent Director / Member of the AC/ Member of the CGC	12/12	2/2	11/11		5/5		1/1	0/1	1/1
5. Maj.Gen. Chaowalek Chayansupap(4)	Independent Director / Member of the AC/ Member of the NRC	12/12	2/2	11/11	4/4			1/1	1/1	1/1
6. Mr. Chansin Treenuchagron(5)	Director / Member of the NRC / Member of the RMC	1/2	1/1		N/A		0/0	1/1		N/A
7. Mr. Supattanapong Punmeechaow	Director / Member of the RMC	8/12	2/2				7/7	1/1		1/1
8. Mr. Atikom Terbsiri	Director / Member of the RMC	12/12	2/2				6/7	1/1		1/1
9. Mr. Somchai Wongwattanasan	Director / Member of the CGC	12/12	2/2			5/5		1/1		1/1
10. Mr. Kongkrapan Intarajang(6)	Director	2/4	1/1					1/1		N/A
11. Ms. Peangpanor Boonklum(7)	Director / Member of the CGC	9/9	0/1			4/5		1/1		N/A
12. Mr. Toemchai Bunnag	Director / Secretary to the Board / Member of the RMC / President and Chief Executive Officer	11/12	2/2				6/7			1/1

Name-Surname	Position	Board of Directors	Board of Directors (special agenda)	Audit Committee (AC)	Nomination and Remuneration Committee (NRC)	Corporate Governance Committee (CGC)	Risk Management Committee (RMC)	Non-Executive Director	Independent Directors	AGM
		12 meetings	2 meetings	11 meetings	7 meetings	5 meetings	7 meetings	1 meeting	1 meeting	1 meeting
Directors who Resigned / Completed the Term in 2017										
1. Mr. Norkun Sitthiphong (8)	Independent Director / Chairman of the AC	3/3	1/1	3/3				N/A	N/A	1/1
2. Mr. Chulasingh Wasantasingh(9)	Independent Director / Member of the AC / Chairman of the NRC	2/3	0/1	3/3	2/2			N/A	N/A	1/1
3. Mr. Chavalit Punthong(10)	Director / Member of the NRC / Member of the RMC	9/9	1/1		1/1		6/6	N/A		1/1
4. Mr. Patiparn Sukorndhaman(11)	Director / Member of the NRC	4/7	1/1		4/4			N/A		1/1

Remarks :

N/A means not attend since the Director resigned or was appointed during the year 2017.

(1) Mr. Kurujit Nakornthap was elected an independent director to replace Mr. Norkun Sitthiphong, whose term completed at the 2017 Annual General Meeting of Shareholders (AGM), convened on April 3, 2017, effective as of April 3, 2017, and was appointed Chairman of the Nomination and Remuneration Committee and Chairman of the Corporate Governance Committee in the Board of Directors Meeting No. 4/2017, convened on 27, 2017, effective as of April 27, 2017

(2) Mr. Payungsak Chartsutipol was appointed Chairman of the Audit Committee in the Board of Directors Meeting No. 4/2017 convened on April 27, 2017, effective as of April 27, 2017, with his chairmanship of the Corporate Governance Committee and directorship of the Nomination and Remuneration Committee terminating on April 27, 2017.

(3) Ms. Panada Kanokwat was appointed a Member of the Corporate Governance Committee in the Board of Directors Meeting No. 4/2017 convened on April 27, 2017, effective as of April 27, 2017.

(4) Maj.Gen. Chaowalek Chayansupap was appointed a Member of the Nomination and Remuneration Committee in the Board of Directors Meeting No. 4/2017 convened on April 27, 2017, effective as of April 27, 2017, with his directorship of the Corporate Governance Committee terminating on April 27, 2017.

(5) Mr. Chansin Treenuchagron was appointed a director and a Member of the Risk Management Committee to replace Mr. Chavalit Punthong, a resigned director, in the Board of Directors Meeting No. 10/2017 convened on October 18, 2017, effective as of October 18, 2017.

(6) Mr. Kongkrapan Intarajang was appointed a director to replace Mr. Patiparn Sukorndhaman, a resigned director, in the Board of Directors Meeting No 8/2017, convened on August 15, 2017, effective as of August 15, 2017.

(7) Ms. Peangpanor Boonklum was elected a director to replace Mr. Chulasingh Wasantasingh, whose term completed at the 2017 AGM, convened on April 3, 2017, effective as of April 3, 2017, and was appointed a Member of the Corporate Governance Committee in the Board of Directors Meeting No. 4/2017 convened on April 27, 2017, effective as of April 27, 2017.

(8) Mr. Norkun Sitthiphong completed his directorship term at the 2017 AGM on April 3, 2017.

(9) Mr. Chulasingh Wasantasingh completed his directorship term at the 2017 AGM on April 3, 2017.

(10) Mr. Chavalit Punthong's resignation was effective on October 1, 2017

(11) Mr. Patiparn Sukorndhaman 's resignation was effective on July 31, 2017.

Executive Team

Executives

As of December 31, 2017, GPSC has a total of 19 executives, as defined by the Securities.

1. Mr. Toemchai Bunnag	President and Chief Executive Officer
2. Mr. Kowit Chuengsatiansup	Executive Vice President-Asset Management
3. Mr. Smornchai Khoonrak	Executive Vice President-Operations
4. Mr. Somkiat Masunthasuwun	Executive Vice President-Business Development and Corporate Strategy
5. Mr. Klahan Tochamnanvit	Vice President, Chief Executive Officer
6. Mr. Kulapat Permbhusri	Vice President, Investment and Subsidiary Management
7. Mr. Jaruwat Singsomdee	Vice President, Thailand and Lao PDR. Business Development
8. Mrs. Dutdao Phuttasuatta	Acting Vice President, Corporate Affairs and Legal
9. Mr. Pavarate Rattanasuwan	Acting Vice President, Corporate Strategy and Planning
10. Mr. Payont Ampornareekul	Vice President, Corporate Sustainability Management
11. Mr. Pipatpong Chandee	Vice President, Namlik 1 Project
12. Mr. Laksanapreecha Krutkuntode	Acting Vice President, Energy Disruptive Innovation
13. Mrs. Wanida Boonpiraks	Chief Financial Officer
14. Mrs. Sasitorn Stithit	Vice President, Human Resources and Organization Effectiveness
15. Mr. Somsak Lertcharoensermsuk	Vice President, Engineering and Maintenance
16. Mr. Surajit Bourtherng	Acting Vice President, Plant Operations
17. Mr. Saochai Sookkasem	Vice President, Project Construction Management
18. Mr. Ongkarn Srivichit	Vice President, Executive Vice President-Asset Management
19. Ms. Attayar Sukotanang	Acting Vice President, Corporate Internal Audit

Scope of authority of the President and Chief Executive Officer

The President and Chief Executive Officer has the authority and duties to manage business operations as assigned by the Board and to manage plans or budgets approved by the Board of Directors with stringency, honesty, and circumspection, while protecting the interest of GPSC and shareholders. The scope of authority of the President and Chief Executive Officer entails the following matters:

1. To manage GPSC's daily operations
2. To manage GPSC's plans and budgets approved by the Board of Directors
3. To prepare reports, plans, and financial statements and present them to the Board of Directors on a quarterly basis
4. To formulate GPSC's trade policies as well as enter into or terminate any contract related to the purchase and sale of raw materials and products on GPSC's behalf at present and in the future (within the period of not exceeding three years since the day the Chief Executive Officer is appointed and if the contract value does not exceed THB 100 million)
5. To enter into or terminate any contract or obligations other than specified in Item 4., with the contract value not exceeding THB 300 million

6. To employ, appoint, remove, transfer, promote, demote, decrease salary or payment, impose disciplinary sanctions on, or terminate employment of employees on behalf of GPSC; to appoint executives; as well as to delegate authority and responsibilities to suitable personnel

In addition, the Board of Directors has granted a power of attorney to the President and Chief Executive Officer, the scope of which is defined as follows.

1) The authority to manage GPSC's business operations in accordance with objectives, rules, policies, regulations, orders, and resolutions reached at the Board of Director's meetings and/or shareholders' meetings
2) The authority to command, contact, order, and proceed as well as execute juristic acts, sign contracts, agreements, orders, announcements, and any other documents that are deemed necessary and appropriate in order to fulfil the assigned responsibilities
3) The authority to authorize and/or assign other individuals to act on his or her behalf to perform certain specific tasks. The appointment of a lawful attorney or assigning individuals must be conducted within the scope of authority indicated in that specific letter of authorization and/or in accordance with relevant rules, regulations, or orders issued by the Board of Director and/or GPSC.

However, the aforementioned scope of the President and Chief Executive Officer's authority shall not apply if the Chief Executive Officer is a stakeholder or has any conflict of interest with GPSC.

Nomination and Appointment of the President and Chief Executive Officer

For the nomination and appointment of the President and Chief Executive Officer in case of vacancy, the Nomination and Remuneration shall select candidates with suitable qualifications, namely expertise, work experience beneficial to GPSC, and leadership, to propose to the Board of Directors for approval and appointment.

The Management Committee

GPSC Management Committee (GPSCMC) comprises members, secretary and advisor as follows :

1.	President and Chief Executive Officer	Chairman
2.	Executive Vice President-Asset Management	Member
3.	Executive Vice President-Business Development and Corporate Strategy	Member
4.	Executive Vice President-Operations	Member
5.	Chief Financial Officer	Member
6.	Vice President, Human Resources and Organization Effectiveness	Member
7.	Vice President, Corporate Sustainability Management	Member
8.	Vice President, Corporate Affairs and Legal Member	Member and Secretary
9.	Vice President, Corporate Internal Audit	Advisor

Roles and responsibilities of the Management Committee

GPSC Management Committee has the duties to offer consultancy and recommendations to the President and Chief Executive Officer in making significant decisions related to GPSC's strategies, directions, long-term plans, performance, investment plans, budgets, and resources allocation to GPSC and its subsidiaries. The committee is also entrusted with the duty to create uniform operation systems among the companies in which GPSC is a shareholder, which entails offering consultancy and recommendations as well as support operations in the following matters.

1. Defining the vision and missions of GPSC Group
2. Defining the strategic directions and goals of the business of GPSC Group as well as the overall performance of the business groups and GPSC Group
3. Reviewing GPSC Group's capital allocation structure
4. Reviewing GPSC Group's Portfolio Management
5. Reviewing and monitoring overseas business expansion of GPSC Group

6. Making policies and decisions regarding human resources management and ensuring the readiness and a systematic and efficient development of GPSC's executives above Level 10 to accommodate future missions of GPSC Group (Leadership Affiliation & Alignment Program)
7. Reviewing and offering recommendations on standards/ mechanisms of the human resources system management, the data system management, and the organization structure of GPSC and GPSC Group to achieve sustainable organizational excellence
8. Reviewing and formulating policies and principles in accordance with PPT Way of Conduct as well as promoting practical results as outlined
9. Prioritizing human and financial resources allocation to GPSC and companies in which GPSC is a shareholder
10. Seeking resolutions to significant conflicts
11. Monitoring the progress and performance of GPSC Group in comparison to the PA & KPIs
12. Reviewing the risk management of GPSC Group
13. Reviewing the meeting agenda before presenting it to the Board of Directors
14. Prioritizing decisions of the Board of Directors for operational efficiency
15. Appointing working committees and/or working team to support the operation of GPSC Management Committee
16. Comply with anti-corruption measures as stated in GPSC's anti-corruption policy
17. Fulfilling other obligations assigned by the President and Chief Executive Officer

Company Secretary

The Board of Directors' Meeting No. 7/2017, convened on July 21, 2017 resolved to appoint Mrs. Dutdao Phuttasuatta as the Company Secretary, whose roles and responsibilities are as follows.

1. To prepare and maintain GPSC's documents, namely a registrar of directors, notices and minutes of the Board of Directors' meetings, notices and minutes of shareholders' meetings, and annual reports
2. To maintain reports on interest submitted by directors or executives
3. To arrange the Board of Directors' meetings and shareholder's meetings
4. To provide recommendations on relevant laws and regulations to the Board of Directors and executives
5. To organize trainings and orientations as well as provide current and new directors with information necessary to the fulfillment of their roles and responsibilities
6. To oversee and ensure complete compliance with laws, regulations, rules, and resolutions of the Board of the Directors' meeting and shareholders' meetings, as well as good corporate governance policies and code of business ethics
7. To carry out other operations in accordance with stipulations of the Capital Market Supervisory Board

Mrs. Dutdao Phuttasuatta has legal education and Company Secretary training as follows:

- Master of Laws, American University, Washington College of Law, U.S.A.
- Bachelor of Laws, Thammasat University
- Company Secretary Program (CSP 84/2017), Thai Institute of Directors

Director and Executive Remuneration

Director Remuneration

In 2017, the Board of Directors, by the recommendation of the Nomination and Remuneration Committee, has considered the remuneration of the Board of Directors and the Sub-Committees, by taking into account various relating factors e.g. the company's operating results, dividend payout to shareholders, the Board of Director's performance, responsibilities of the Board of Directors and the Sub-Committees, and comparison with other listed companies within the same industry and having similar size. The matter was proposed to the 2017 AGM which the 2017 AGM resolved to approve the remuneration of the Board of

Directors and the Sub-Committees as follows:

1. Retainer fee for directors (Same rate as 2016)
   - Chairman 37,500 THB / month
   - Directors 30,000 THB / month
2. Meeting allowance for Sub- Committee members (Same rate as 2016)

   comprising Audit Committee, Nomination and Remuneration Committee, Corporate Governance Committee, Risk Management Committee and others (if any) (only the directors who attend the meeting)
   - Chairman 22,500 THB / meeting
   - Members 18,000 THB / meeting

   The remuneration for the Chairman of the Board and Sub-Committees are 25 percent higher than directors and Sub-Committee members.
3. Annual bonus

   The 2017 AGM resolved to approve annual bonus for the directors, including those who completed their terms and/or retired during 2016, at the rate of 0.6 percent of the 2016 net profit but not exceeding THB 15 million. The bonus portion is calculated based on the term of each director. The Chairman of the Board shall receive an amount which is 25 percent higher than other directors.
4. Other remuneration -None-

Remuneration of GPSC Directors in 2017

(Unit :THB)

Name-Surname	Position	Board of Directors	Audit Committee (AC)	Nomination and Remuneration Committee (NRC)	Corporate Governance Committee (CGC)	Risk Management Committee (RMC)	Annual Bonus for 2016 Performance (12)	Total
		Retainer Fee	Meeting Allowance	Meeting Allowance	Meeting Allowance	Meeting Allowance		
1. Mr. Surong Bulakul	Director / Chairman	450,000.00					1,530,612.24	1,980,612.24
2. Mr. Kurujit Nakornthap(1)	Independent Director / Chairman of the NRC / Chairman of the CGC	268,000.00		90,000.00	112,500.00		-	470,500.00
3. Mr. Payungsak Chartsutipol(2)	Independent Director / Chairman of the AC / Chairman of the RMC	360,000.00	180,000.00	54,000.00		157,500.00	1,224,489.80	1,975,989.80
4. Ms. Panada Kanokwat(3)	Independent Director / Member of the AC / Member of the CGC	360,000.00	252,000.00	22,500.00	72,000.00		1,224,489.80	1,930,989.80
5. Maj.Gen. Chaowalek Chayansupap(4)	Independent Director / Member of the AC / Member of the NRC	360,000.00	234,000.00	72,000.00			1,160,749.23	1,826,749.23
6. Mr. Chansin Treenuchagron(5)	Director / Member of the NRC / Member of the RMC	74,000.00					-	74,000.00
7. Mr. Supattanapong Punmeechaow	Director / Member of the RMC	360,000.00				126,000.00	1,224,489.80	1,710,489.80
8. Mr. Atikom Terbsiri	Director / Member of the RMC	360,000.00				108,000.00	1,224,489.80	1,692,489.80
9. Mr. Somchai Wongwattanasan	Director / Member of the CGC	360,000.00			90,000.00		1,224,489.80	1,674,489.80
10. Mr. Kongkrapan Intarajang(6)	Director	137,000.00					-	137,000.00
11. Ms. Peangpanor Boonklum(7)	Director / Member of the CGC	268,000.00			72,000.00		-	340,000.00
12. Mr. Toemchai Bunnag	Director / Secretary to the Board / Member of the RMC / President and Chief Executive Officer	360,000.00				108,000.00	1,224,489.80	1,692,489.80
Directors who Resigned / Completed the Term in 2017								
1. Mr. Norkun Sitthiphong(8)	Independent Director / Chairman of the AC	93,000.00	135,000.00				1,224,489.80	1,452,489.80
2. Mr. Chulasingh Wasantasingh(9)	Independent Director / Member of the AC / Chairman of the NRC	93,000.00	90,000.00	45,000.00			1,224,489.80	1,452,489.80

Name-Surname	Position	Board of Directors	Audit Committee (AC)	Nomination and Remuneration Committee (NRC)	Corporate Governance Committee (CGC)	Risk Management Committee (RMC)	Annual Bonus for 2016 Performance (12)	Total
		Retainer Fee	Meeting Allowance	Meeting Allowance	Meeting Allowance	Meeting Allowance		
3. Mr. Chavalit Punthong (10)	Director / Member of the NRC / Member of the RMC	270,000.00		18,000.00		108,000.00	1,224,489.80	1,620,489.80
4. Mr. Patiparn Sukorndhaman (11)	Director / Member of the NRC	210,000.00		72,000.00			1,224,489.80	1,506,489.80
Director who Resigned in 2016 (Receive annual bonus from 2016 performance)								
1. ACM Suttipong Inseeyong	Independent Director / Member of the AC / Chairman of the CGC (Resigned, effective from January 15, 2016)						46,966.73	46,966.73
Total		4,383,000	891,000	373,500	346,500	607,500	14,983,226	21,584,726

Remarks :

(1) Mr. Kurujit Nakornthap was elected an independent director to replace Mr. Norkun Sitthiphong, whose term completed at the 2017 Annual General Meeting of Shareholders (AGM), convened on April 3, 2017, effective as of April 3, 2017, and was appointed Chairman of the Nomination and Remuneration Committee and Chairman of the Corporate Governance Committee in the Board of Directors Meeting No. 4/2017, convened on 27, 2017, effective as of April 27, 2017.

(2) Mr. Payungsak Chartsutipol was appointed Chairman of the Audit Committee in the Board of Directors Meeting No. 4/2017 convened on April 27, 2017, effective as of April 27, 2017, with his chairmanship of the Corporate Governance Committee and directorship of the Nomination and Remuneration Committee terminating on April 27, 2017.

(3) Ms. Panada Kanokwat was appointed a Member of the Corporate Governance Committee in the Board of Directors Meeting No. 4/2017 convened on April 27, 2017, effective as of April 27, 2017.

(4) Maj.Gen. Chaowalek Chayansupap was appointed a Member of the Nomination and Remuneration Committee in the Board of Directors Meeting No. 4/2017 convened on April 27, 2017, effective as of April 27, 2017, with his directorship of the Corporate Governance Committee terminating on April 27, 2017.

(5) Mr. Chansin Treenuchagron was appointed a director and a Member of the Risk Management Committee to replace Mr. Chavalit Punthong, a resigned director, in the Board of Directors Meeting No. 10/2017 convened on October 18, 2017, effective as of October 18, 2017.

(6) Mr. Kongkrapan Intarajang was appointed a director to replace Mr. Patiparn Sukorndhaman, a resigned director, in the Board of Directors Meeting No 8/2017, convened on August 15, 2017, effective as of August 15, 2017.

(7) Ms. Peangpanor Boonklum was elected a director to replace Mr. Chulasingh Wasantasingh, whose term completed at the 2017 AGM, convened on April 3, 2017, effective as of April 3, 2017, and was appointed a Member of the Corporate Governance Committee in the Board of Directors Meeting No. 4/2017 convened on April 27, 2017, effective as of April 27, 2017.

(8) Mr. Norkun Sitthiphong completed his directorship term at the 2017 AGM on April 3, 2017.

(9) Mr. Chulasingh Wasantasingh completed his directorship term at the 2017 AGM on April 3, 2017.

(10) Mr. Chavalit Punthong's resignation was effective on October 1, 2017.

(11) Mr. Patiparn Sukorndhaman 's resignation was effective on July 31, 2017.

(12) The 2016 annual bonus was approved in the 2017 Annual General Meeting of Shareholders, dated April 3, 2017 which was paid to the directors on April 28, 2017.

Executive Remuneration

The remuneration of executive officers of all levels is considered in accordance with Key Performance Indicators (KPIs), jointly defined by the Board of Directors, the President and Chief Executive Officer, and top executives, comprising Stakeholder Perspective, Internal Process Perspective, and Learning & Growth Perspective which includes both short-term and long-term corporate performance to make sure that the remuneration is aligned with short-term and long-term corporate performance. Each executive is assigned specific KPIs that corresponded with their roles and responsibilities. Each year, the Board of Directors considers a salary adjustment for the President and Chief Executive Officer, and the President and Chief Executive Officer considers salary adjustments for top executives based on their performance. All such salary adjustments shall be conducted in accordance with the criteria prescribed by GPSC.

Monetary remuneration

- **Monetary remuneration for the executives who are not directors is as follows :**

	2017
Number of persons	9
Remuneration (THB)	24,524,000

Other remuneration

- **Other monetary remuneration such as provident funds and others is as follows :**

	2017
Number of persons	11
Remuneration (THB)	15,022,443

Details of directorship of GPSC's directors and executives in companies which GPSC is a shareholder as of December 31, 2017

Chairman | Director | Highest-Ranking Executive | Executive

Company / Name - Surname	Global Power Synergy Plc.	Subsidiary					Associate		Joint Venture				Long-Term Investment Capital				
		Combined Heat and Power Producing Co., Ltd.	Natee Synergy Co., Ltd.	Natee Synergy Co., Ltd. Ichinoseki Solar Power 1 GK	IRPC Clean Power Co., Ltd.	GPSC International Holdings Limited	Bangpa-in Cogeneration Co., Ltd.	Xayaburi Power Co., Ltd.	Nava Nakorn Elecricity Generating Co., Ltd.	Nam Lik 1 Co., Ltd.	Thai Solar Renewable Co., Ltd.	Siam Solar Energy 1 Co., Ltd.	Ratchaburi Power Co., Ltd.	Business Service Alliance Co., Ltd.	บจ. สปอร์ต เซอร์วิสเซส อัลไลแอนซ์	24M Technologies, Inc.	Sarn Palung Social Enterprise Co., Ltd.
	GPSC	CHPP	NSC	ISP1	IRPC-CP	GPSCIH	BIC	XPCL	NNEG	NL1PC	TSR	SSE1	RPCL	BSA	SSA	24M	-
1. Mr. Surong Bulakul	Chairman															Director	
2. Mr. Kurujit Nakornthap	Director																
3. Mr. Payungsak Chartsutipol	Director																
4. Ms. Panada Kanokwat	Director																
5. Maj.Gen. Chaowalek Chayansupap	Director																
6. Mr. Chansin Treenuchagron	Director																
7. Mr. Supattanapong Punmeechaow	Director																
8. Mr. Atikom Terbsiri	Director																
9. Mr. Somchai Wongwattanasan	Director																
10. Mr. Kongkrapan Intarajang	Director																
11. Ms. Peangpanor Boonklum	Director																
12. Mr. Toemchai Bunnag	Director, Highest-Ranking Executive					Director		Director									
13. Mr. Kowit Chuengsatiansup	Executive			Highest-Ranking Executive	Chairman				Director	Director							
14. Mr. Smornchai Khoonrak	Executive	Chairman					Director										
15. Mr. Somkiat Masunthasuwun	Executive								Director		Director	Director					

Details of directorship of GPSC's directors and executives in companies which GPSC is a shareholder as of December 31, 2017

Chairman | Director | Highest-Ranking Executive | Executive

Company / Name - Surname	Global Power Synergy Plc.	Subsidiary					Associate		Joint Venture				Long-Term Investment Capital				
		Combined Heat and Power Producing Co., Ltd.	Natee Synergy Co., Ltd.	Natee Synergy Co., Ltd. Ichinoseki Solar Power 1 GK	IRPC Clean Power Co., Ltd.	GPSC International Holdings Limited	Bangpa-in Cogeneration Co., Ltd.	Xayaburi Power Co., Ltd.	Nava Nakorn Elecricity Generating Co., Ltd.	Nam Lik 1 Co., Ltd.	Thai Solar Renewable Co., Ltd.	Siam Solar Energy 1 Co., Ltd.	Ratchaburi Power Co., Ltd.	Business Service Alliance Co., Ltd.	บจ. สปอร์ต เซอร์วิสเซส อัลไลแอนซ์	24M Technologies, Inc.	Sarn Palung Social Enterprise Co., Ltd.
	GPSC	CHPP	NSC	ISP1	IRPC-CP	GPSCIH	BIC	XPCL	NNEG	NL1PC	TSR	SSE1	RPCL	BSA	SSA	24M	-
16. Mr. Klahan Tochamnanvit	Executive	Director															
17. Mr. Kulapat Permbhusri	Executive																
18. Mr. Jaruwat Singsomdee	Executive										Director	Director					
19. Mrs.Dutdao Phuttasuatta	Executive																Director
20. Mr. Pavarate Rattanasuwan	Executive																
21. Mr. Payont Ampornareekul	Executive		Director														
22. Mr. Pipatpong Chandee	Executive									Director, Highest-Ranking Executive							
23. Mr. Laksanapreecha Krutkuntode	Executive																
24. Mrs.Wanida Boonpiraks	Executive				Director					Director			Director				
25. Mrs.Sasitorn Stithit	Executive	Director			Director												
26. Mr. Somsak Lertcharoensermsuk	Executive																
27. Mr. Surajit Bourtherng	Executive																
28. Mr. Saochai Sookkasem	Executive																
29. Mr. Ongkarn Srivichit	Executive	Highest-Ranking Executive	Director														
30. Ms. Attayar Sukotanang	Executive																

CORPORATE GOVERNANCE

Good Corporate Governance and Code of Business Conduct Policy

Global Power Synergy Public Company Limited (GPSC) has operated in strict adherence to principles of good corporate governance and code of business conduct to ensure that in its advancement towards success and business growth, its business is still characterized by good governance, transparency, and responsibility towards each stakeholder group.

Good Corporate Governance Policy

The Board of Directors has prescribed the good corporate governance policy to guide GPSC's personnel at all levels in their operation as follows.

1. The Board of Directors, executives, and employees shall commit themselves to adhering to the following six principles of good corporate governance.
   - Accountability: Responsibility towards one's decisions and actions and the ability to provide explanations for such decisions
   - Responsibility: Responsibility towards fulfilling one's duties with competency and efficiency
   - Equitable Treatment of Stakeholders: Treating stakeholders equally with fairness and reasons
   - Transparency: Openness and accountability in business operations and information disclosure
   - Vision to Create Long Term Value: Vision for the creation of long-term added value for GPSC
   - Ethics: Integrity and ethical principles in business operations and a management structure that promotes fairness in the relations among the Board of Directors, executives, and shareholders.
2. The Board of Directors shall fulfill its duties with dedication, responsibility, and independence and shall clearly separate the roles and responsibilities between the Chairman of the Board and the President and Chief Executive Officer.
3. The Board of Directors shall play a significant role in determining GPSC's vision, strategies, policies, and key plans while taking into consideration risk factors and preparing appropriate management of such risks and ensure the reliability of the accounting system, financial statements, and the auditing.
4. The Board of Directors shall serve as a role model of integrity and adherence to GPSC's good corporate governance policy as well as oversee the management of conflicts of interest and connected transactions.
5. The Board of Directors may appoint specific committees as deemed appropriate to review significant matters
6. The Board of Directors shall perform self-assessment on an annual basis to serve as a framework for examining the performance of the Board of the Directors.
7. The Board of Directors shall define GPSC's code of business conduct to be adopted as guidelines by the Board of Directors, executives, and employees at all levels in tandem with GPSC's rules and regulations.
8. The Board of Directors shall oversee sufficient, reliable, and timely disclosure of information on financial and non-financial matters so as to ensure equal access to GPSC's information among shareholders and stakeholders as well as put in place public relations and investor relations divisions to be responsible for information disclosure for investors and the general public.
9. The Board of Directors shall oversee an appropriate, transparent, and fair talent acquisition and selection system to recruit personnel for executive positions at all levels.
10. The Board of Directors shall implement an effective anti-corruption system to ensure that the management gives precedence to anti-corruption and adhere to anti-corruption measures.
11. Shareholders shall receive equitable treatment, enjoy the right to access GPSC's information, and have appropriate channels for communication with GPSC.

In addition to the aforementioned policy, the Board of Directors has also defined five categories of good corporate governance principles, modeled after the Stock Exchange of Thailand (SET) Principle of Good Corporate Governance for Listed Companies 2012, comprising rights of shareholders, equitable treatment of shareholders, role of stakeholders, disclosure and transparency, and responsibilities of the Board of Directors.

Code of Business Conduct

The Board of Directors has formulated GPSC's code of business conduct, describing standards of behavior and conduct that GPSC's personnel at all levels should adopt in carrying out business operations and performing their duties. GPSC's code of business conduct comprises 14 categories as follows.

1. Compliance with laws and human rights
2. Political support
3. Conflict of interest
4. Confidentiality and use of inside information
5. Treatment of customers and consumers
6. Business competition
7. Procurement and treatment of business partners
8. Communities and social responsibility
9. Treatment of employees
10. Treatment of creditors
11. Internal control and internal audit
12. Receiving and offering of gifts
13. Safety, health, and environment
14. Intellectual properties and use of ICT

The details of the principles of good corporate governance and GPSC's code of business conduct are available in the Corporate Governance and Code of Conduct Manual. The revised second edition was issued in January 2016, the content of which has been conveyed to GPSC's personnel and suppliers. The Manual has also been published on GPSC's website, accessible to stakeholders and the general public.

Good Corporate Governance in Action

1. Rights of Shareholders and Equitable Treatment of Shareholders

GPSC has treated every shareholder with respect and equity. The summary of its operations in 2017 is as follows.

1) The 2017 Annual General Meeting of Shareholders

The 2017 Annual General Meeting of Shareholders (AGM) was held on April 3, 2017 at Vibhavadee Ballroom, Centara Grand at Central Plaza Ladphrao. GPSC provided the shareholders convenience in attending the AGM as follows :

Pre-meeting

- GPSC shareholder(s), which can be either one shareholder or combined shareholders, holding not less than one percent of the total voting rights of GPSC, were allowed to propose agenda items and nomination director candidates from October 1 to December 31, 2016 (at least three months prior to the date of the AGM). The selection criteria and processes were published on GPSC's website.
- The resolutions of the Board of the Directors on the date and the agenda items of the AGM as well as the record date to determine the shareholders entitled to attend and vote in the AGM and receive the dividend and the share registration closing date were published through the SET's Digital Disclosure System as soon as the resolutions were reached on February 9, 2017.
- The invitation notice, both in Thai and English, meeting documents, and proxy forms were made available on GPSC's website on March 1, 2017 (30 days prior to the AGM) and delivered to shareholders via post on March 14, 2017 (21 days prior to the AGM) to allow sufficient time for shareholders to study the information for the AGM. Foreign shareholders were given the English version of the documents.
- Shareholders unable to attend the meeting were allowed to appoint a proxy or grant proxy to independent directors

to attend the meeting and vote in their lieu. Proxy Form B. (in which shareholders could cast their votes) is encouraged and was enclosed with the invitation notice sent via post to every shareholder.

- Shareholders were invited to submit inquiries about AGM attendance and the agenda prior to the meeting. The channels for inquiries were disclosed in the invitation notice.
- For institutional investors, GPSC contacted their representatives to provide information for institutional investors on the preparation of accurate and complete documents prior to the meeting.

Meeting

- The AGM was held at at Vibhavadee Ballroom, Centara Grand at Central Plaza Ladphrao, which was accessible via various public transport and spacious enough to accommodate all attending shareholders.
- Sufficient staffers were stationed at the venue to welcome and assist shareholders with the registration and document examination. In addition, revenue stamps were prepared to ensure convenience for proxies during the document examination process.
- An IT System (Shareholder Meeting System) was employed for registration, vote counting, and result displaying processes. The technology expedited the meeting as well as ensured accuracy.
- The rules and regulations of the meeting as well as the voting procedure were announced prior to the meeting commenced.
- Voting tickets were employed for every agenda item. for director election, the shareholders were eligible to vote each director individually.
- Independent legal counselors and shareholders representatives were invited to witness the vote counting. After the meeting was concluded, no dispute over the vote counting was lodged.
- The Chairman of the meeting encouraged and invited inquiries and free expression of opinions of shareholders as well as oversaw that all inquiries were addressed.
- The meeting was conducted in accordance with the agenda detailed in the invitation notice, and no agenda item was added.

Post-meeting

- The resolutions of the AGM were published through the SET's Digital Disclosure System, along with the results and the numbers of votes (approval, disapproval, and abstention) for each resolution.
- The minutes, which identified the list of directors and top executives attending the meeting, the information presented by the directors, inquiries and answers, and the voting result of the shareholders for each resolution, were submitted to SET and published on GPSC's website within 14 days from the date of the AGM.

2) Conflicts of Interest by Director and Executives

GPSC has stipulated that its directors and executives shall declare any vested interest of their own and their related persons so that the Board of Directors may consider transactions potentially involving conflicts of interest and make decisions in the interest of GPSC, Any directors and executives with conflicts of interest in such transactions of GPSC shall take no part in any decision-making for those transactions. In 2016, the Board of Directors approved the implementation of the Report of Interest for directors, executives, and related persons (revised version) and the criteria of interest reporting which comprises first report, report in changes of interest, and yearly report.

3) GPSC Shareholders' Site Visit

To foster and promote good relations with its shareholders, GPSC hosted GPSC Shareholders' Site Visit of 2017 on November 8, 2017, in which 98 shareholders, selected from 525 applicants by lot drawing, paid a visit to GPSC's solar farms at Chanthaburi province operated by Combined Heat and Power Producing Company Limited (CHPP) which GPSC holds 100% shares. The solar farms visit was hosted by Mr. Ongkarn Srivichit, CHPP's General Manager The shareholders were briefed solar farms system operation by the Operation team.

In addition, the shareholders paid a visit to Vidyasirimedhi Institute (VISTEC) and hosted by Professor Dr. Jumras Limtrakul, VISTEC's President and Mr. Kowit Chuengsatiansup, GPSC's Executive Vice President-Asset Management. The shareholders were briefed history and operation of VISTEC by the VISTEC's President.

2. Roles of Stakeholders

GPSC has attached utmost significance to the roles of stakeholders, from shareholders, investors, associated government agencies and other relevant agencies, employees, business partners, suppliers, contractors, customers, as well as society and communities. To this end, GPSC has defined its policy on the roles of stakeholders in its corporate governance manual and code of business conduct and published its operations relevant to its stakeholders in GPSC's 2017 Sustainability Report.

1) Anti-corruption

In 2016, GPSC's Board of Directors approved the amendment of the anti-corruption policy detailed as follows :

GPSC's Anti-corruption policy

Definitions

"Corruption" is defined as any act of

1. Offering / providing / promising to offer
2. Accepting / requesting

bribery of money, assets, or other inappropriate benefits, either directly or indirectly, given to governmental or private officers or responsible individuals so that such individuals perform or refrain from performing their duty so as to deliver or preserve the business or other undue business interest, except when such an act is in compliance with laws, rules, regulations, local customs and traditions, and business customs.

Roles and responsibilities

In addition to strict compliance with the company's policies, guidelines, and measures, the roles and responsibilities of the Board of Directors, the Sub-committees, and the executives defined by the company are as follows:

GPSC Board of Directors

- Formulate policies and perform supervisory roles to ensure that GPSC has an efficient anti-corruption system in place so as to ensure that the executives recognize the significance of anti-corruption practices, place emphasis on them, and cultivate them into the organizational culture of the company
- Comply with anti-corruption measures, with penalties imposed for non-compliance

Corporate Governance Committee

- Formulate compliance frameworks for anti-corruption related operations of GPSC
- Prescribe and review anti-corruption policy; offer recommendations and guidance; monitor and assess anti-corruption related operations

Audit Committee

- Supervise internal control, financial statement reporting, and other anti-corruption related processes as well as oversee compliance with anti-corruption measures
- Review relevant measures and internal control to ensure anti-corruption measures are sufficient and efficient
- Review risk management and suggest practices that should be adopted to reduce risks to the Board of Directors, which the Board shall implement
- Report results of internal control auditing relevant to the company's anti-corruption measures to the Board of Directors on a regular basis and offer recommendations to the Board of Directors and the Executives.

Risk Management Committee

- Supervise and promote anti-corruption related risk management as well as assess corruption risks and review anti-corruption measures to ensure sufficiency and appropriateness

Executives

- Prescribe corruption risk assessment of operations with corruption risks
- Prescribe processes that support and promote anti-corruption policy and communicate the policy to employees and all relevant parties

- Implement anti-corruption policies and preventive frameworks across the organization
- Review the appropriateness of processes and standards to ensure correspondence with changes in business, laws, rules, and regulations

Guidelines

The company shall not tolerate any form of corruption, both direct and indirect, and prescribes that GPSC personnel actively follow the company's anti-corruption policy, as detailed below.

1. GPSC personnel must not accept or offer gifts, assets, or other benefits to another GPSC employee or an external party except for business purposes and in compliance with local customs only, in which case the gift must be in an appropriate price range and does not significantly influence any decision-making.
2. GPSC personnel must maintain impartiality and must not offer political contributions, as stipulated in GPSC Business Code of Conduct. They must not support or perform any act that supports a political party, either directly or indirectly, nor use the company's resources to organize activities that undermine the company's political neutrality and/or cause damage to the company through involvement.
3. Corruption risk assessment and internal control must be regularly maintained to ensure effectiveness and suitability for corruption prevention. Risks in corruption-prone operations must be reviewed and assessed at least once per year.
4. The company must put in place inspection processes for systems and procedures for sales, marketing, procurement, and contract making as well as prescribe guidelines for the assessment of anti-corruption policy compliance.
5. Transparent and accurate financial reporting mechanisms of international accounting standards must be put in place.
6. The company must prescribe an archiving procedure to ensure that documents and records are readily available for inspection in verifying the accuracy and appropriateness of financial statements and that there is no unreported, unaccountable, or false item.
7. Any charitable donation or sponsorship granted by the company must be inspected, approved, and reviewed, with clear documentation in line with the company's regulations to ensure that the donation and sponsorship is a pretext for corruption.
8. The company's human resources management must reflect its commitment to anti-corruption measures. The company must also educate its employees on the anti-corruption policy and relevant practices as well as provide continuous communication and training to foster a clear understanding of the anti-corruption policy and practices as well as disciplinary actions for non-compliance.
9. The company must communicate its anti-corruption policy and practices to its subsidiaries, joint ventures, companies where it has a controlling interest, suppliers, stakeholders, and the general public via various channels such as the company's website and annual reports.

10. The company must provide communication channels for its personnel to submit reports, suggestions, and complaints related corruption as well as protect whistle-blower protection measures in accordance with its whistleblowing and complaints handling policy.
11. The company must comply with relevant anti-corruption laws of Thailand and other countries where it conducts business.
12. The management is responsible for reporting the implementation results of anti-corruption measures to the Corporate Governance Committee and the Board of Directors on a regular basis, at least once per year.
13. Relevant internal control units can promptly report detected issues to the Audit Committee as well as President and Chief Executive Officer, to be subsequently reported to the Board of Directors.

Anti-corruption in action in 2017

- GPSC conducted anti-corruption self-assessment (71 criteria) and submitted the form along with its attachment to the Thailand's Private Sector Collective Action Coalition against Corruption (CAC) on December 12, 2017. The submission was being considered by the CAC committee.
- Anti-Corruption Training and Communication
  In 2017, GPSC organized training and communication sessions for each stakeholder group: directors, employees, executives, representatives from subsidiaries, and others. The communication topics cover Anti-Corruption Policy, Whistleblowing and Complaints Handling Policy, and Guidelines for Receiving and Offering Gifts, Hospitality, or Other Benefits (No-Gift Policy). In each activity, the participants are required to study GPSC's anti-corruption measures and sign the acknowledgement form. For the employees, the Anti-Corruption training was conducted on November 28, 2017 at QSHE and KM Day. In total, the employees' assessment result was 97%.

2) Whistle-Blowing

In 2017, the Board of Directors approved Whistleblowing and Complaints Handling Policy. The details is as follows :

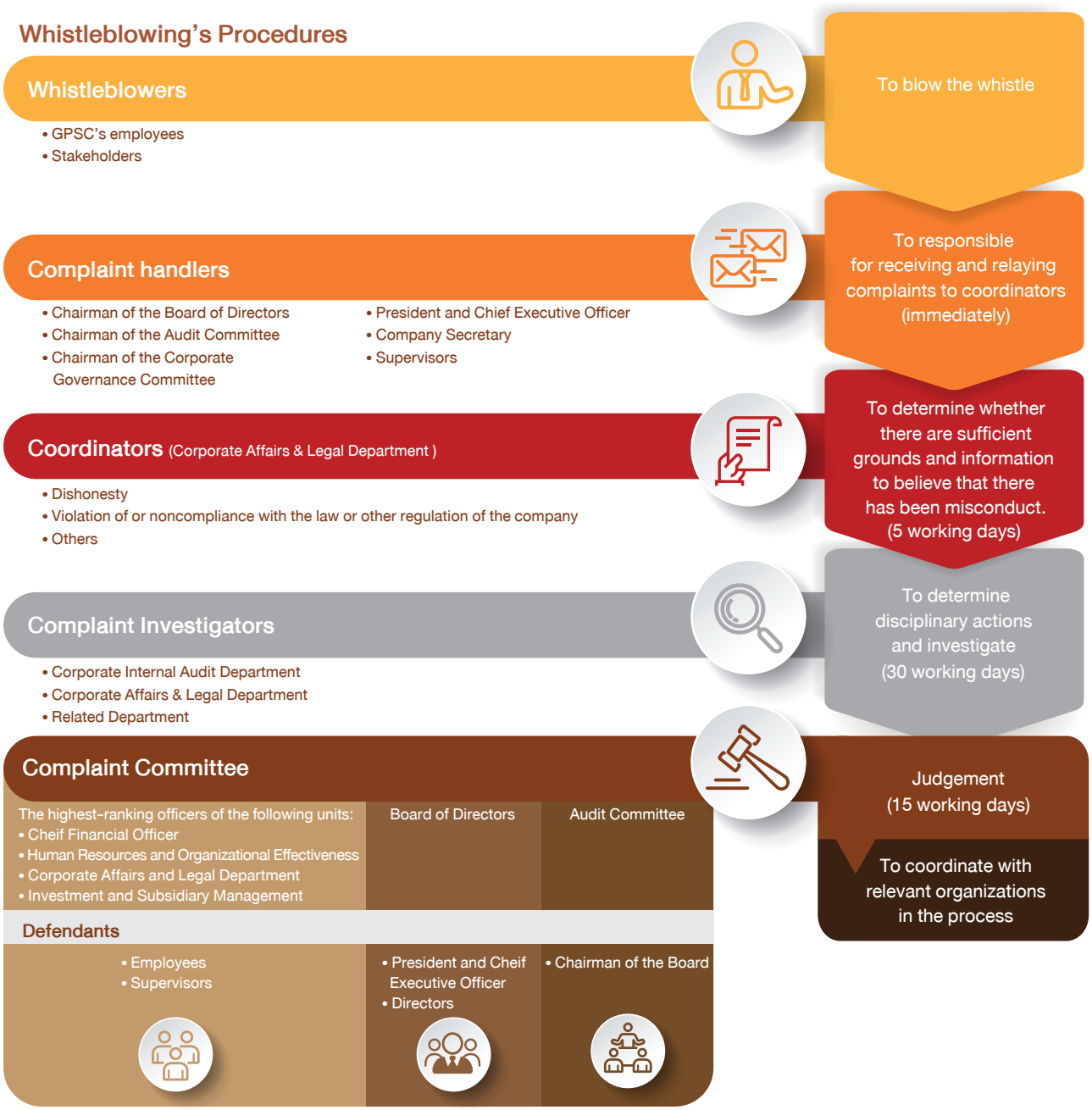
Complaint - Handling Procedures

Whistleblowing and Complaints Handling Policy

Every stakeholder may report cases of corruption, violation of laws, non-compliance with the code of conduct, damage from human rights violations, and others through the following channels:

Complaints channels

- Mail
  Address:
  Global Power Synergy Public Company Limited
  555/2 Energy Complex Building B, 5th Floor, Vibhavadi-Rangsit Road, Chatuchak Sub-D istrict, Chatuchak District, Bangkok 10900
- E-mail:
  company-secretary@gpscgroup.com
- The company's website:
  http://www.gpscgroup.com/th/cg/whistle-blowing



Remarks :
The total of Whistleblowing's procedure is 50 working days. The processing period may be extended by no more than 30 days if deemed appropriate by the Complaint Committee.

Protection of whistleblowers and related parties

- The complaints can be filed anonymously however, facts and evidence about individuals provided must constitute sufficient grounds to believe that a violation of laws, rules, regulations, orders, notifications, or code of business conduct of the company has been committed.
- Whistleblowers will receive appropriate protection from changes in positions, job descriptions, or working conditions, as well as employment suspension, threats, employment termination, or other treatments that are abnormal or unfair to them.
- Any individual apprised of the complaint or other information related to the complaint according to this policy shall keep the complaint and all related information confidential and not disclose it to another party to ensure the safety and protection of the whistleblower, information sources, or related parties, except the disclosure is required by the procedure of this policy or the law.

Penalties

Any individuals, either intentionally or by negligence, do not comply with this policy as well as harass, threaten, impose undue disciplinary actions on, or discriminate against the complainants or individuals involved in the complaint filing in accordance with this policy will be considered to have committed an offense and will need to compensate the company or affected individuals as well as assume civil and criminal liabilities or bear any relevant legal consequences.

GPSC did not receive any complaints in 2017.

3. Disclosure and Transparency

1) Information Disclosure of GPSC

GPSC disclosed its material information, comprising its financial and non-financial reports as required by SEC and SET, as well as other associated information such as the activities of the Board of Directors and the Sub-committees, policies on corporate governance and corporate social responsibility, and compliance with such policies. The Board of Directors placed emphasis on the accuracy and completeness of the financial statements, and the disclosed information were verified by independent auditors to ensure the statements were accurate, not misleading, and sufficient for investor decisions. In addition, GPSC also issued a Management Discussion and Analysis (MD&A) alongside the quarterly financial statements so that investors are better informed and understood changes in GPSC's financial statements and performance in each quarter more thoroughly in comparison to having the financial statements alone.

2) Investor Relations

The company has attached utmost significance to disclosure of material information to investors as it recognizes that accurate and equal information is vital to investment decisions. As such, Investor Relations Division has been formed to serve as a disclosure center of material information, financial statements, and information disclosed to the SET. To this end, the company's management has pursued strategies that place emphasis on sufficient, accurate, reliable, up-to-date, and fair information disclosure, in accordance with the criteria prescribed by SEC and SET. In addition, the company has organized Investor Relations activities to present the company's performance as well as activities aimed at fostering relations and creating an understanding of the company's operation among institutional and non-institutional investors, both domestic and overseas, to inform investment decisions, which will create an appropriate shareholder structure and ultimately lead to stability and liquidity of the prices of the company's securities.

In the previous year, the Investor Relations Division executed strategies to develop its information disclosure to investors and analysts by means of various documents such as the Management's Discussion and Analysis (MD&A), analyst presentations, and investor notes to ensure sufficient, complete, accurate, and ready-to-use information on the company's performance and financial positions for investors and analysts as well as to reflect accurate the prices of the company's securities. Other

information of materiality is published on the company's website at www.gpscgroup.com both in Thai and English. Any investor with inquiries may contact the company via its website or contact Investor Relations Division at Telephone Number +66 (0) 2140-4628, +66 (0) 2140-4691, +66 (0) 2140-4715, +66 (0) 2140-5318, Email: ir@gpscgroup.com.

Summary of investor relation activities in 2017

Activity	Frequency in 2017
Domestic Roadshow	18
Overseas Roadshow	6
Analyst Meeting	4
Company Visit / Conference Call	10
Roadshows with SET / other institutions	6
Institutional Investors Site Visit	1
Shareholders Site Visit	1

4. Responsibilities of the Board

1) Corporate Governance and Code of Business Conduct

The Board of Directors has implemented good corporate governance policy and its code of business conduct. The Board approved the revised second version of the good corporate governance and code of business conduct manuals in January 2016 and assigned the management team to promote compliance through trainings and regular communication as well as assigned the Corporate Governance Committee to monitor the operation.

2) Specification of Policies, Directions, Business Dtrategies, and Key Performance Indicators

- In 2017, the Board of Directors reviewed and specified the policies, directions, and business strategies of GPSC as well as reviewed GPSC's vision, mission, and goals.

- In 2017, the Board of Directors approved GPSC's Key Performance Indicators (KPIs) both financial aspects and non-financial aspects, in accordance with the Balanced Scorecard. The indicators included Financial Perspective (EBITDA and net profit), Stakeholder Perspective (Customers, Community, and Investors' satisfaction), Internal Process Perspective, and Learning & Growth Perspective (Employee Engagement and Employee Capability).

3) Orientation of New Directors

GPSC organized an orientation for new directors prior to their first Board of Directors' Meeting so as to inform them of GPSC's business policies and relevant information such as the nature of the business, business strategies, organizational structure, shareholding structure, operating results, good corporate governance, and the code of business conduct, as well as laws and regulations beneficial to their role as GPSC's directors.

4) Director Development

It is GPSC's policy to encourage its directors to continuously develop themselves to enhance their efficiency in fulfilling their duties. The trainings attended by GPSC's directors were as follows.

Directors' Training Record with Thai Institute of Directors (IOD)

No.	Name-Surname	DCP	DAP	ACP	RCP	FND	UFS	FGP	Others
1	Mr. Surong Bulakul	121/2009							
2	Mr. Kurujit Nakornthap		64/2007	32/2010					RCC 12/2011
3	Mr. Payungsak Chartsutipol		SCC/2004						RCL 3/2016
4	Ms. Panada Kanokwat	113/2009	75/2008					2/2011	DCPU 2/2014 ACEP 8/2013 C-FG 4/2013
5	Maj.Gen. Chaowalek Chayansupap	217/2016							
6	Mr. Chansin Treenuchagron	85/2007	93/2011						FSD 12/2011 CDC 11/2015
7	Mr. Supattanapong Punmeechaow	131/2010			30/2013				
8	Mr. Atikom Terbsiri	125/2009			41/2017				RCL 4/2016
9	Mr. Somchai Wongwattanasan		114/2015			31/2006	2/2006		CSP 10/2005
10	Mr. Kongkrapan Intarajang	119/2009			21/2009				
11	Ms. Peangpanor Boonklum	7/2001							
12	Mr. Toemchai Bunnag	143/2011							RCL 3/2016

DCP : Director Certification Program
DAP : Director Accreditation Program
ACP : Audit Committee Program
RCP : Role of the Chairman Program
FND : Finance for Non- Finance Director Program
UFS : Understanding the Fundamental of Financial Statement
FGP : Financial Institutions Governance Program
RCC : Role of Compensation Committee
RCL : Risk Management Program for Corporate Leaders
DCPU : Director Certification Program Update
AECP : Anti - Corruption for Executive Program
C-FG : Anti - Corruption Focus Group
FSD : Financial Statements for Directors
CDC : Charted Director Class
CSP : Company Secretary Program

For additional directors' training record in 2016, Maj.Gen. Chaowalek Chayansupap completed Top Executives in the Energy Education Program (Batch 9) by Thailand Energy Academy. Mr. Chansin Treenuchagron and Mr. Kongkrapan Intarajang completed GPSC's director orientation program. Mr.Atikom Terbsiri completed Role of the Chairman Program by the Thai Institute of Directors.

5) Self-Assessment of the Board of Directors and the Sub-Committees of 2017

- Assessment process and criteria

  In 2017, the Board of Directors approved assessment criteria and assessment forms as reviewed by the Corporate Governance Committee which composed of :

  1) The Board of Directors assessment form
  2) Individual director assessment forms (self-assessment and assessment of other directors)
  3) Sub-committee assessment forms
     - 3.1) Sub-committee assessment forms (the entire committee) for the four sub-committees
     - 3.2) Sub-committee assessment forms (individual member) for the Audit Committee

- Assessment scales:

  The percentages represent the assessment results as follows :

  Over 85% = Excellent

  Over 75% = Very Good

  Over 50% = Satisfactory

  Over 65% = Good

  Under 50% = Poor

The Company Secretary team distributed these assessment forms to the directors to complete and return to the company to analyze the results. Subsequently, the assessment results were reported to the Board of Directors' Meetings to inform future improvements.

- Assessment result

  1. The Board of Directors assessment

     comprises 5 topics which are 1) Composition and qualification of the Board 2) Policy of the Board 3) Roles, duties, and responsibilities of the Board 4) Meeting of the Board 5) Self - development of the board

     - Assessment result : "Excellent" (89.73%)

  2. Individual director assessment forms (self-assessment and assessment of other directors) comprises 6 topics which are

     2.1) Accountability

     2.2) Responsibility

     2.3) Equitable treatment of stakeholders

     2.4) Transparency

     2.5) Vision to create long- term value

     2.6) Ethics

     - Assessment result (self-assessment) : "Excellent" (97.27%)
     - Assessment result (assessment of other directors) : "Excellent" (97.63%)

  3. Sub-committee assessment

     3.1) Sub-committee assessment forms (the entire committee) for the four sub-committees comprises 3 topics which are 1) Composition and qualification of the committee 2) Meeting of the committee 3) Roles, duties, and responsibilities of the committee

     - Assessment result (Audit Committee) : "Excellent" (94.81%)
     - Assessment result (Nomination and Remuneration Committee) : "Excellent" (100.00%)
     - Assessment result (Corporate Governance Committee) : "Excellent" (91.61%)
     - Assessment result (Risk Management Committee) : "Excellent" (86.39%)

     3.2) Sub-committee assessment forms (individual member) for the Audit Committee comprises 6 topics which are 1) Business knowledge 2) Expertise 3) Roles, duties, and responsibilities 4) Independence and fairness 5) Understanding of duties and accountability 6) Commitment to the roles

     - Assessment result : "Excellent" (98.19%)

6) Assessment of the President and Chief Executive Officer

In 2017, the Board of Directors arranged the performance assessment of the President and Chief Executive Officer, taking into consideration two main factors as part of the

criteria, namely the performance in relation to the Key Performance Indicators (KPIs) and the management ability and leadership. Informed by a careful review by the Nomination and Remuneration Committee, the Board of Directors conducted a performance assessment and determined the remuneration of the President and Chief Executive Officer using the aforementioned criteria in tandem with the self-assessment of the President and Chief Executive Officer.

7) Succession Planning

GPSC has devised a succession planning system for key positions, in which a list of individuals with potential for executive positions is compiled before they are assessed for their capacity as executives by the Assessment Center on various aspects including leadership competency, organizational knowledge, experience, and personal attributes. Subsequently, the assessment results are utilized to create Individual Development Plans (IDPs) so as to prepare these individuals for succession either by taking office left vacant by retirement or filling new positions created with future expansion of the business.

8) Policy on Holding Directorship in Other Companies by the President and Chief Executive Officer

The Board of Directors has determined that the President and Chief Executive Officer may hold directorship in other companies in which GPSC is a shareholder in order to ensure the uniformity and efficiency of their operations. For listed companies, the President and Chief Executive Officer may hold directorship in no more than five companies listed on SET, in accordance with GPSC's good corporate governance guidelines.

As for other companies, organizations, or juristic persons, in 2016, the Board of Directors approved in principle that GPSC's directors, the President and Chief Executive Officer, and other personnel may take office in another company, organization, or juristic person so that GPSC would have a systematic review procedure.

- Guidelines for office holding in other companies, organizations, and juristic persons
  1) In case the highest-ranking executive of GPSC is appointed by a royal command or appointed by the Cabinet by legal authority to any office beyond his or her roles and responsibilities in GPSC, the President and Chief Executive Officer shall inform the Board of Directors on which he or she serves of such an appointment, either by a royal command or by the Cabinet.
  2) In case the highest-ranking executive of GPSC is appointed by a governmental agency, a state enterprise, an independent organization, or a governmental educational institution as a director, subcommittee member, working team member, expert, advisor or to any office beyond his or her roles and responsibilities in GPSC, the President and Chief Executive Officer shall inform the Board of Directors to obtain acknowledgment and opinions prior to the appointment.
  3) In case the highest-ranking executive of GPSC is taking office as a director, subcommittee member, working team member, expert, advisor or taking any office in a company or any other juristic person not defined in Item 2) and beyond his or her roles and responsibilities in GPSC, the President and Chief Executive Officer shall obtain the opinion of the Board of Directors on which he or she serves prior to accepting such an office.
  4) For executives and employees who are not the highest-ranking executive of GPSC, in case specified in Items 1), 2), or 3), that individual shall inform the meeting of the Management Committee (MC) to obtain acknowledgment and approval on a case-by-case basis prior to accepting such an office.

The Sub-Committees

The Audit Committee

As of December 31, 2017, the Audit Committee comprises three members as follows.

No.	Name - Surname	Position
1.	Mr. Payungsak Chartsutipol	Chairman (independent)
2.	Ms. Panada Kanokwat	Member (independent)
3.	Maj. Gen. Chaowalek Chayansupap	Member (independent)

Ms. Panada Kanokwat has adequate expertise and experience to review creditability of the financial reports. Ms. Attayar Sukotanang, Acting Vice President, Corporate Internal Audit is serving as the Secretary to the Audit Committee.

Composition of the Audit Committee

The Audit Committee shall be composed of one Chairman and no fewer than two but no more than four members. Each member of the committee must be an independent director and possess qualifications related to independence as stipulated in notifications of Securities and Exchange Commission (SEC) regarding qualifications and scope of responsibilities of an audit committee. In addition, at least one member of the committee must possess expertise and experience in finance and accountancy so as to be able to review the reliability of financial statements.

Roles and responsibilities of the Audit Committee

1. Consider the Audit Committee Charter to conform with the scope of responsibility and communication to the Board of Directors, then regularly review the appropriate and correctness of the Charter.
2. Complete and review financial reports :
   - 2.1) Review the process of financial audits, financial status, and essential evidence and facts in order to ensure that they are credibly, correctly, and sufficiently illustrating the financial statements of the company, and that the company complies with accounting standard and other relevant laws.
   - 2.2) Consider, recommend the selection, appoint, disemploy as well as suggest the remuneration of external auditors in order to propose them to the Board of Directors for consideration before approval by Annual General Meeting (AGM). In addition, the Audit Committee should hold the meeting at least once a year with the external auditors without any participation of management or other person.
   - 2.3) Support the independence of external auditor and suggest the suitability of external auditors.

3. Internal control :
   3.1) Review to ensure that the internal control systems, internal audit systems, and risk management of the company are efficient and effective, as well as to regulate appropriately the conforming the standard of Internal Audit.
   3.2) Guide and give any advice to management to improve processes and the working system effectively in order to reduce any risk factors and report the correctness of financial statements.
   3.3) Advice the set-up policy of good governance, to ensure that the assessment of all the actions comply with good governance policy.
   3.4) Review operational procedures and company management to ensure that the company has operated correctly by policies, compliance, requirements, announcements, work procedures, and relevant laws.
   3.5) Review and suggest a process for complaints and the whistle blowing policy.

4. Internal Audit :
   4.1) Review to ensure that the internal audit system is appropriate and efficient, and that the internal audit department complies with the standard of internal audit, as well as considering the quantity of human resources, budgets, and the independence of the Internal Audit Department.
   4.2) Set the scope of internal auditing and review auditing plan, as well as considering the approval of annual audit plans, and revising plans (if the internal audit department proposes this) including the examination of the report of audit activity.
   4.3) Consider and assess the performance of the Chief of the Internal Audit Department.
   4.4) Review and consider to appoint, transfer, and remove the Chief of the Internal Audit Department.
   4.5) Review and approve the Internal Audit Charter.
   4.6) Corporate understanding among the Audit Committee, the Management, the Internal Audit Department, and external auditor with the same direction, including the consideration of the scope of the external auditor's responsibilities that would support the internal audit and vice versa.

5. Compliance with the law and other relevant regulations :
   5.1) Review compliance with the law on securities, the stock exchange of Thailand, the regulations of the stock exchange of Thailand, and other laws relevant to the business of the company.
   5.2) Review the effect of related transactions or conflicts of interest or the possible corruption to the company that complies with the law and regulations of the Stock Exchange of Thailand in order to ensure that a transaction is reasonable and of the utmost benefit to the company.
   5.3) Review the Audit Committee Charter at least once a year and propose it to the Board of Directors for approval.
   5.4) The Audit Committee should conduct self-assessment, then report the result with problems or obstacles if the work was unsuccessful to the Board of Directors annually.

6. Reporting
   6.1) The Board of the Audit committee report must be exposed and published on the company's annual report signed by the chairman of the Audit Committee. The report is detailed as follows:
      - Committee's advice in the case of the utmost credibility and accuracy of company's financial status.
      - Committee's advice in the case of the effectiveness of the internal control system.
      - Committee's advice of the company's compliance with law on the policy of the Stock Exchange of Thailand, regulations of the stock exchange, and other relevant laws of company business.
      - Committee's advice in the case of the suitability of the Auditor's selection.
      - Committee's advice in the case of the possible incident of a conflict of interest.

- The quantity of meeting arrangements and the frequency of Audit Committee's participation in meetings.
- The comments of the Audit Committee regarding the compliance with the Audit Committee Charter.
- The regulations that Shareholders and common investors should know according to The Board of Director's scope of responsibility.

7. Other duties :

7.1) Seek independent specialist experts in order to help review some issues continuously and most effectively to propose them to the Board of Directors for approval at the expense of the company. However, the process of employment should comply with the company's regulations. In addition, the Board of Directors is authorized to assign a team to support the Audit Committee's activities.

7.2) In the case that the Audit Committee has received a report from internal auditors about any unusual action against compliance, work procedures, policies, company announcements, company direction, a report to the management can be made in order to consider and take action by responsibility department.

In case that the Audit Committee has received a report from the internal auditors about any unusual items or actions with the possibility of a negative impact on company progression such as

- conflicts of interest
- corruption or unusual actions or significant defects of internal control system
- law infraction or other regulations of the Securities Exchange of Thailand or other relevant laws that are related to company business

The Audit Committee must report matters to the Board of Directors immediately in order to rectify solutions deemed appropriate. If it is found that the Board of Directors and the Management will not response to the action within limited timeframe, one of the Audit Committee might report or give notice directly to the Securities of Thailand.

7.3) In the case that the Audit Committee has received notice from auditors that Committee, Management or persons who responsible for the company business have any unusual actions that offend (related to Securities and Exchange Act Section 281/2 space two, Section 305, Section 306, Section 308, Section 309, Section 310, Section 311, Section 312 or Section 313), it is the responsibility of the Audit Committee to examine and report superficial results to the Board of Directors, then notify SET and the external auditor within 30 days of the first day's notification from the external auditor.

7.4) The Audit Committee has other responsibilities with the consent which is assigned by the Board of Directors or shareholders or other relevant laws.

The Nomination and Remuneration Committee

As of December 31, 2017, the Nomination and Remuneration Committee comprises three members as follows.

No.	Name - Surname	Position
1.	Mr. Kurujit Nakornthap	Chairman (independent)
2.	Maj.Gen. Chaowalek Chayansupap	Member (independent)
3.	Mr. Chansin Treenuchagron	Member

Mrs. Sasitorn Stithit, Vice President, Human Resources and Organization Effectiveness, is serving as the Secretary to the Nomination and Remuneration Committee.

Composition of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee shall be composed of at least three members, one of whom shall be an independent director. The term of each member is equal to his or her directorship term, and a vacating member is eligible for re-election.

Roles and responsibilities of the Nomination and Remuneration Committee

1. To select qualified candidates to be nominated as GPSC's directors and President and Chief Executive Officer as well as ensure that the selection criteria and processes are principled and transparent before proposing to the Board of Directors and/or shareholders' meetings for approval
2. To review remuneration policies and criteria for GPSC's directors and President and Chief Executive Officer to ensure fairness and reasonableness for subsequent proposal to the Board of Directors and/or shareholders' meetings for approval
3. To review and nominate qualified directors as sub-committee directors before proposing to the Board of Directors for appointment as deemed necessary
4. To provide recommendations on the remuneration structure and composition for GPSC's directors to the Board of Directors
5. To assess the performance of the President and Chief Executive Officer in order to provide recommendations to the Board of Directors of GPSC regarding the appropriate remuneration
6. To review the succession plan for President and Chief Executive Officer and the list of candidates qualified for the succession consideration
7. To report the performance of the Nomination and Remuneration Committee to the Board of Directors and compile reports of the Nomination and Remuneration Committee to be disclosed in GPSC's annual reports
8. To fulfill any other obligations assigned by the Board of Directors

The Corporate Governance Committee

As of December 31, 2017, the Corporate Governance Committee comprises four members as follows.

No.	Name - Surname	Position
1.	Mr. Kurujit Nakornthap	Chairman (independent)
2.	Ms. Panada Kanokwat	Member (independent)
3.	Mr. Somchai Wongwattanasan	Member
4.	Ms. Peangpanor Boonklum	Member

Mrs. Dutdao Phuttasuatta, Acting Vice President, Corporate Affairs and Legal / Company Secretary, is serving as the Secretary to the Corporate Governance Committee.

Composition of the Corporate Governance Committee

The Corporate Governance Committee shall be composed of at least three members, at least half of whom shall be independent directors. The term of each member is equal to his or her directorship term, and a vacating member is eligible for re-election.

Roles and responsibilities of the Corporate Governance Committee

1. To determine and propose policies regarding GPSC's code of conduct and business ethics in accordance with good corporate governance principles to propose to the Board of Directors for approval and implementation as part of GPSC's standard practices
2. To formulate policies, promote internal assessment of corporate governance standards, and apply for assessment by recognized external organizations on a regular basis
3. To offer recommendations on good corporate governance to the Board of Directors
4. To oversee the operation of the directors and the management to ensure adherence to good corporate governance principles stipulated by regulators such as the Stock Exchange of Thailand (SET), the Securities and Exchange Commission (SEC), and other relevant organizations
5. To review GPSC's corporate governance guidelines in comparison to universal practice on a regular basis and propose to the Board of the Director
6. To formulate corporate governance policies for corporate governance working teams
7. To formulate policies and guidelines regarding sustainability management and corporate social responsibility
8. To monitor sustainability management operations and report results to the Board of Directors
9. To establish guidelines for GPSC's anti-corruption operations
10. To promote the organizational culture of good corporate governance among the executives and employees at all levels to create practical results in both GPSC and its subsidiaries
11. To provide consultancy to the corporate governance working team when participating corporate governance rankings by external parties at least once every three years
12. To review and offer recommendations on the assessment form and the results of the performance assessment of GPSC's directors for subsequent proposal to the Board of Directors
13. Formulate compliance frameworks for anti-corruption related operations of GPSC
14. Prescribe and review anti-corruption policy; offer recommendations and guidance; monitor and assess anti-corruption related operations
15. To report the results of corporate governance assessment to the Board of Directors. Should a factor or situation that may significantly affect GPSC arise, the Corporate Governance Committee must report it to the Board of Directors for acknowledgment and consideration immediately
16. To fulfill other obligations assigned by the Board of Directors

The Risk Management Committee

As of December 31, 2017, the Risk Management Committee comprises five members as follows.

No.	Name - Surname	Position
1.	Mr. Payungsak Chartsutipol	Chairman (independent)
2.	Mr. Chansin Treenuchagron	Member
3.	Mr. Supattanapong Punmeechaow	Member
4.	Mr. Atikom Terbsiri	Member
5.	Mr. Toemchai Bunnag	Member

Mrs. Wanida Boonpiraks, Chief Financial Officer, is serving as the Secretary to the Risk Management Committee.

Composition of the Risk Management Committee

The Risk Management Committee shall be composed of at least three members, comprising both executive directors and independent directors. The term of each member is three years, and a vacating member is eligible for re-election.

Roles and Responsibilities of the Risk Management Committee

1. To determine and review risk management policies and frameworks relevant to the business of GPSC
2. To oversee and support risk management operations to ensure correspondence with GPSC's strategies and business goals as well as shifting situations
3. To provide recommendations for, monitor, and assess the Risk Management and Internal Control Committee (RMCC) (management level) for further implementation
4. To report results of risk management, offer opinions on potential risks, and offer recommendations on risk control and mitigation plans as well as the development of GPSC's risk management system to RMCC on a regular basis to ensure efficiency
5. To ensure that GPSC has risk management plans, systems, or procedures to minimize potential impact on the business of GPSC, as well as monitor and assess the implementation of the risk management framework across the organization to ensure that adequate risk management has been put in place
6. Supervise and promote anti-corruption related risk management as well as assess corruption risks and review anti-corruption measures to ensure sufficiency and appropriateness
7. To support and develop risk management and related instruments at all levels across the organization as well as promote risk management as part of the organizational culture
8. To report risk management results to the Board of Directors. Should a factor or situation that may significantly affect GPSC arise, the Risk Management Committee must report it to the Board of Directors for acknowledgment and consideration immediately.
9. To convene at least one Risk Management Committee meeting per quarter
10. To fulfill any other obligations assigned by the Board of Directors

Nomination and Appointment of Directors and Highest-Ranking Executives

Independent Directors

As of December 31, 2017, GPSC has a total of four independent directors, in line with the criteria of the Securities and Exchange Commission, which stipulate that at least one third of the Board of Directors of a listed company must be composed of independent directors and that the Board of Directors must contain no fewer than three independent directors. GPSC has adopted the Capital Market Supervisory Board's definition of independent directors, with more stringent restrictions on the shareholding proportion, in which GPSC's independent directors may "hold shares not exceeding 0.5 percent of the total number of shares with voting rights of GPSC, its parent company, subsidiary, affiliate, major shareholder or controlling person, including shares held by related persons of such an independent director." (The Capital Market Supervisory Board has prescribed this number at one percent.) GPSC specifies the term of services for independent directors to be no more than 9 years.

Nomination of Directors and Highest-Ranking Executive

1) **Nomination, appointment, and retirement of directors**

Nomination of Directors

The Board of Directors has appointed the Nomination and Remuneration Committee to select and nominate qualified candidates for directorship. In this process, the Nomination and Remuneration Committee will take into consideration recommendations from major shareholders and free float as well as director's pools derived from reliable organizations, which provide a list of qualified persons in different fields, before reviewing the qualifications of the candidates in the following aspects:

- Being qualified and having none of the prohibited characteristics under the Public Company Limited Act, B.E. 2535 and do not have characteristics indicating a lack of appropriateness in respect of trustworthiness in managing business whose shares are held by public shareholders as specified in the notification of the SEC
- Not over 70 years of age
- Knowledgeable, capable and possess a variety of skills and working experiences that are in line with GPSC's strategy and "GPSC's Director Skill Matrix"
- Being capable of devoting sufficient time for GPSC, being in good health, being capable of regularly attending the Board of Directors meetings, being an active participant in meetings, being straight-forward, and/or being a businessman with good reputation, good record of work performance and good ethics, as well as being accepted by society
- Capable of providing leadership and able to efficiently and effectively monitor the business conduct of the Company's executives
- Not serving as a director of more than 5 listed companies in the SET

The selection process shall be free from discrimination on grounds of gender, race, religion, or other considerations. The nomination of candidates to replace directors retiring by rotation at annual general meetings of shareholders shall be published on GPSC's website to invite advance nomination of qualified candidates from shareholders, after which the Board of Directors will consider their qualifications and propose qualified candidates at annual general meetings of shareholders in accordance with GPSC's criteria.

Appointment of directors

1) Appointment of directors to replace directors retiring by rotation

The Nomination and Remuneration Committee shall select and nominate qualified candidates as defined by GPSC's nomination criteria to recommend to the Board of Directors for approval and to be subsequently proposed at annual general meetings of shareholders for approval by a simple majority vote of the total votes

of shareholders attending the meeting and casting votes. The voting procedure is as follows:

- A shareholder shall have one vote for each share one holds or represents.
- Shareholders shall vote for each individual candidate nominated for directorship.
- The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order until all of the director positions are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of directors to be exceeded, the remaining appointment shall be made by the chairman of the meeting, who shall have a casting vote.

2) Appointment of directors to fill vacancies incurred by reasons other than expiration of term of office

The Nomination and Remuneration Committee shall select and nominate qualified candidates as defined by GPSC's nomination criteria to recommend to the Board of Directors, after which the candidates shall be appointed as directors to fill vacancies with no less than three-quarters (3/4) of the total votes of the remaining directors. The appointed directors shall be in office for as long as the remaining term of office of their predecessors.

Retirement of directors

1) At each annual general meeting of shareholders, one third (1/3) of the total number of the directors must retire from office by rotation. If the number is not a multiple of three, the number nearest to one third (1/3) of the total number of the directors must retire from office by rotation. The directors retiring from office in the first and second years after the registration of GPSC shall be selected by means of lot drawing. In subsequent years, the director who has held office the longest shall retire. A retiring director is eligible for re-election.
2) Apart from retirement upon expiration of the term of office, a director shall cease to hold office if he or she dies, resigns, possesses a prohibited characteristic under the law governing public limited companies and the law governing securities and exchange, is removed by a resolution of the shareholders' meeting, or is removed by a court order.
3) Any director who wishes to resign from GPSC shall submit a resignation letter to GPSC. The resignation shall be effective from the time the resignation letter reaches GPSC. A director who resigns may inform the registrar of his or her resignation.
4) A shareholders' meeting may pass a resolution to remove any director from office prior to the expiration of the term of office, by a vote of no less than three-quarters (3/4) of the number of shareholders attending the meeting and eligible to vote, and the shares held by the voting shareholders shall, in aggregate, be no less than one-half of the number of shares held by the shareholders attending the meeting and eligible to vote.

Governance of the Invested Companies

GPSC has set a policy on close governance of its invested companies (subsidiaries, associates, and related companies) to constantly safeguard its own interests of investment capital and add value as well as confidence for its stakeholders, as detailed below.

1. Nomination of subsidiaries' and associates' directors and management

   GPSC has set "Criteria for invested companies' director nomination" as a rule for nominating qualified representatives from GPSC to hold directorship or management position in it's invested companies. The number of directors is essentially to be proportional to GPSC's equity or as mutually agreed. The company has no policy of closely controlling its associates.

   The duties as GPSC's representatives consist of governance of subsidiaries, associates, and related companies so that they may command an approach or management practices, together with practical guidelines, that strictly agree and comply with GPSC's own policy framework and business directions, including

the corporate governance policy, legal policy, finance and accounting policy, quality-safety-occupational health-environmental policy, personnel management policy, and related key policies.

2. Structuring the management of subsidiaries and associates

   GPSC structures the management of subsidiaries and associates to take responsibility for steering their management and for the performances of subsidiaries, associates, and related companies under the following scope:

   - Monitor and guide the businesses of subsidiaries, associates, and related companies under applicable agreements and regulations
   - Constantly track various aspects of subsidiaries', associates', and related companies' performance and mentor them to ensure that their businesses are in line with goals and that potential obstacles can be promptly and suitably overcome
   - Review, monitor, and mentor subsidiaries, associates, and related companies so that they may institute efficient and effective internal control systems and business protocols
   - Review, monitor, and organize reviews and amendment of key policies and work plans for the businesses of subsidiaries, associates, and related companies so that these policies and plans may always be up to date and suitable for business circumstances.

3. GPSC defines plans and ensures that subsidiaries, associates, and related companies disclose information about their performance outcomes and financial standings together with factual, complete, and credible information to regulators, related government agencies, outside investors, and the public
4. If subsidiaries, associates, and related companies need to engage in connected transactions or those potentially causing conflicts of interest, GPSC must ensure that they do so with transparency and fairness. GPSC will comply strictly with applicable regulators' criteria on connected transaction engagement, and acquisition and disposal of assets.
5. GPSC will take necessary steps and monitor subsidiaries', associates', and related companies' systematic disclosure of information and internal control systems that are adequate and suitable for their businesses.

Protection against Abuse of Insider Information

In GPSC's operation, directors, executives and employees might be required to learn or consider information that may impact securities prices. As such, GPSC has developed a policy on the protection against abuse of insider information, which has been disseminated among GPSC's directors, executives, and employees. The policy and measures against abuse of insider information are as follows.

1. Policy on the Protection Against Abuse of Insider Information

1) GPSC's directors and executives have been informed of their duty to submit reports of change in securities holding of themselves, their spouses, and their minor children to the Securities and Exchange Commission (SEC), a duty of directors and executives as stipulated by the Securities and Exchange Act B.E. 2535 (1992) (including its amendment).
2) GPSC's directors and executive must report changes in their holding of GPSC's securities in the Board of Directors' meetings.
3) GPSC's directors and executives, including executive officers in accounting or finance at or above the vice president level and employees involved in operations that give them knowledge of insider information material to changes in securities prices, must suspend their purchase and selling of GPSC's securities until the public disclosure of GPSC's financial statements or positions. These individuals will be informed of their suspension in written forms at least 30 days prior to the public disclosure and should wait at least 24 hours after the disclosure before making

any trade. They are also prohibited from divulging such material information to another party.

4) GPSC's directors, executives, and employees are prohibited from employing insider information that may affect changes in GPSC's securities prices which has not been publicly disclosed but is accessible to them by virtue of their offices or positions to, whether directly or indirectly, purchase or sell, offer to purchase or sell, or invite any other person to purchase, sell or offer to purchase or sell GPSC's stocks or securities (if any) in such a way as to damage GPSC, whether or not such an act is done for their own or another person's benefit, or to disclose such information so that they will receive consideration from the person who engages in the aforesaid acts.
5) GPSC's directors, executives, and employees, both current and former, are prohibited from disclosing GPSC's insider information and secrets as well as confidentiality of GPSC's suppliers accessible to them by virtue of their duties to an external person even if such disclosure may not damage GPSC and its suppliers.
6) GPSC's directors, executives, and employees, both current and former, are obligated to protect GPSC's confidentiality and/or insider information as well as the duty to use GPSC's insider information solely for its business operations. In addition, GPSC's directors, executives, and employees are prohibited from exploiting GPSC's confidentiality and/or insider information to benefit any other companies in which they are shareholders, directors, executives, and employees.
7) Disciplinary actions shall be enforced for any violation of the use of insider information for personal interest, ranging from warning notifications, payment cuts, temporary suspension without pay, or termination of employment. The severity of the disciplinary action is based the intention behind and the gravity of the violation.

2. Protection Against Abuse of Insider Information in Action

1) New directors and executives of GPSC was informed and made aware of their duty to report changes in securities holding of themselves, their spouses, and their minor children within three days after such changes. In addition, current directors and executives will also be reminded regularly via notices and emails to submit reports in changes in securities holding (if applicable).
2) GPSC's directors, executives, and relevant employees will be notified in written forms of the black-out period designated by GPSC prior to a public disclosure of information material to changes in securities prices.
3) The securities holding GPSC's directors and executives will be disclosed in annual reports and GPSC's website. In addition, the Board of Directors will also track changes in securities holding of GPSC's directors and executives on a monthly basis through reports in the Board of Directors' meetings.

Directors and Executives' Shareholding in GPSC in 2017 (including spouses and minors)

Name - Surname	Number of Shares		Increase / (Decrease) during 2017	Remark
	Dec. 31, 2016	Dec. 31, 2017		
Directors				
1. Mr. Surong Bulakul	73,000	73,000	-	-
by spouse	36,800	36,800	-	-
2. Mr. Kurujit Nakornthap	N/A	30,000	N/A	Appointed in 2017
3. Mr. Payungsak Chartsutipol	73,000	73,000	-	-
4. Ms. Panada Kanokwat	73,000	73,000	-	-
5. Maj.Gen. Chaowalek Chayansupap	-	-	-	-
6. Mr. Chansin Treenuchagron	N/A	-	N/A	Appointed in 2017
7. Mr. Supattanapong Punmeechaow	73,000	73,000	-	-
8. Mr. Atikom Terbsiri	73,000	73,000	-	-
9. Mr. Somchai Wongwattanasan	73,000	73,000	-	-
10. Mr. Kongkrapan Intarajang	N/A	-	N/A	Appointed in 2017
11. Ms. Peangpanor Boonklum	N/A	-	N/A	Appointed in 2017
12. Mr. Toemchai Bunnag	25,000	25,000	-	-
Senior Executives (SEC's Definition)				
13. Mr. Kowit Chuengsatiansup	58,000	58,000	-	-
14. Mr. Smornchai Khoonrak	63,000	63,000	-	-
15. Mr. Somkiat Masunthasuwun	-	-	-	-
16. Mr. Klahan Tochamnanvit	58,000	58,000	-	-
17. Mr. Kulapat Permbhusri	N/A	-	N/A	Appointed in 2017
18. Mr. Jaruwat Singsomdee	-	-	-	-
19. Mrs. Dutdao Phuttasuatta	N/A	-	N/A	Appointed in 2017
20. Mr. Pavarate Rattanasuwan	N/A	26,000	N/A	Appointed in 2017
21. Mr. Payont Ampornareekul	58,000	58,000	-	-
22. Mr. Pipatpong Chandee	35,333	35,333	-	-
23. Mr. Laksanapreecha Krutkuntode	N/A	-	N/A	Appointed in 2017
24. Mrs. Wanida Boonpiraks	58,000	58,000	-	-
25. Mrs. Sasitorn Stithit	10,000	10,000	-	Appointed in 2017
26. Mr. Somsak Lertcharoensermsuk	49,000	49,000	-	-

Name - Surname	Number of Shares		Increase / (Decrease) during 2017	Remark
	Dec. 31, 2016	Dec. 31, 2017		
27. Mr. Surajit Bourtherng	N/A	-	N/A	Appointed in 2017
28. Mr. Saochai Sookkasem	46,000	-	(46,000)	-
29. Mr. Ongkarn Srivichit	50,000	50,000	-	-
30. Ms. Attayar Sukotanang	N/A	-	N/A	Appointed in 2017

Remark

(1) N/A means no information as the director/ executive was appointed during 2017

(2) Mr. Surong Bulakul is the only director who has indirect shareholding through spouse. Others do not have indirect shareholding.

Auditor Remuneration

For the accounting year ending on December 31, 2017, GPSC and its subsidiaries paid a total of THB 2.95 million in audit fees to their auditors, divided into THB 1.18 million for GPSC's audit fee, THB 1.59 million for audit fees of GPSC's subsidiaries, and a total of THB 0.18 million for non-audit fees.

KPMG Phoomchai Audit Company Limited, GPSC's auditor, has been approved by SEC and is considered to operate independently, with no directors or top executives of GPSC having ever held office or partnership in it.

Other Good Corporate Governance Practices

Compliance Unit

To ensure efficiency and compliance with relevant laws and requirements of the government of GPSC's operations, the Compliance Committee was appointed on December 15, 2015. The committee is composed of personnel from various departments whose responsibilities regularly involve compliance with laws and regulations. In 2017, the Compliance was establish under the Office of Corporate Legal and Compliance Division, Corporate Affairs and Legal Department to responsible for supervising the company's personnel and internal units to ensure that their operations and transactions of all kinds are in strict compliance with laws, rules, regulations, protocols, orders, and notifications issued by internal and external organizations and in correspondence with principles of good corporate governance.

Activities and campaign

PTT Group CG Day

In 2017, GPSC hosted 2017 PTT Group CG Day which was held on October 11, 2017 under the theme "CG in DNA: Together We Can." The key message of the event is complying with corporate governance practices is PTT group's identity. PTT Group fosters CG culture and will extend it to our business partners, suppliers, and the society.

In summary, in 2017, GPSC complied with all elements of the corporate governance policy for listed companies as required by SET, with exception for some criteria. For example, the cumulative voting as it is not in line with GPSC's regulation.

SUSTAINABILITY MANAGEMENT

Sustainability Management and Stakeholders

Global Power Synergy Public Company Limited values business ethics in parallel with sustainability management. It has always valued all stakeholders and has shaped its policy and practices regarding sustainability management and stakeholders as follows:

1. Employees

GPSC realizes that its employees are the key mechanism to drive the organization toward success and maintain its economic, social, and environmental sustainability, so it values each and every one of its workforce and treat them without discrimination. It provides a safe and sound workplace with competitive pays that match their performances along with welfare that is suitable for the business. Innovation and technologies have been procured so that staff can best unleash their potential. GPSC believes that staff participation in activities both in the organization and in communities is a way to develop their competence, giving them more confidence in their ability, so activities that encourage staff participation have been arranged. Such activities also exhibit social and environmental concerns while reflecting social responsibility within the sustainability management framework, which strictly follows corporate governance principles. GPSC promotes those who are not only capable but also morally good and socially accepted, and encourages stakeholders' participation and pays attention to environmental care.

2. Shareholders

Recognizing its obligations to shareholders, GPSC devised a clear code of conduct that it aims to grow business at its utmost capacity to create sustainable returns for shareholders. Moreover, GPSC respects shareholders' right to receive necessary information and reveals its operating results with supporting information that is always accurate.

3. Customers

GPSC has its roles and responsibility as a producer and seller of electricity, steam, and industrial water to fulfill customers' requirements at the volumes and time specified by customers. Holding on to honesty, trust, and mutual assistance, GPSC delivers its products and services at fair prices while promoting good relations with customers.

4. Partners

GPSC values its business partners as a group of stakeholders who help foster sustainable development and has a clear policy on fair treatment of all partners, taking into account mutual benefit. Above all, GPSC does not take advantage of competitors through unlawful means.

5. Government Agencies

GPSC recognizes all government agencies, both in Thailand and in countries where it invests, so as to avoid any undesired results on transactions with the public sector. It cooperates, communicates, and shares information with them, bearing in mind appropriateness, transparency, and legality to

ensure that GPSC staff act correctly while giving support to various activities to build long-term relations.

6. Communities, Society, and the Environment

GPSC strictly adheres to its policy on social responsibility, drawn up to ensure that communities and industrial establishment can co-exist and jointly create sustainable values. GPSC has its social and environmental strategies divided into four main areas:

1) Education - GPSC supports sustainable education through continuing scholarships, support to activities, and school development both within and outside its operating areas, in line with government policy.
2) Quality of Life - In addition to the policy to create jobs for community people, GPSC arranges activities for Seniors Club, activities to improve the capability of community volunteers working on public hygiene, a mobile clinic, and activities to enhance community safety and security.
3) Engagement with the Civil Sector, Public Services, and Activities for a Better Society - GPSC organizes activities that promote participation of neighbors to ensure their correct understanding about it. Good relations with communities are created through discussions, consultation, and opening for feedback from community people and related agencies. GPSC also arranges open-house sessions to gain confidence in the business from community people.
4) The Environment - Bound with responsibilities for society and the environment, particularly in the areas around its power plants, GPSC recognizes the increasing amount of garbage in Rayong, which has continued to pile up to 900-1,000 tons a day. It therefore joins the public sector and communities in solving the problem. A study on integrated waste management was initiated to turn waste into electricity. The waste-to-energy project, expected to generate around 6-9 megawatts of electricity, can get rid of around 500 tons a day of garbage. In so doing, dust and gas occurring from waste combustion will be treated according to international standards, causing no harm to communities. GPSC hopes this will be a model of public-private participation in the form of a CSV (creating shared value) project that will be applicable in other provinces.

Moreover, it introduced a project to reduce pollution emission. This includes upgrading production plant technology, regular monitoring of environmental quality, and building air quality measuring stations in community areas, as well as planting trees as a buffer zone around plants to prevent pollution dispersion.

Major Projects and Activities for 2017

Education Support Projects

Leadership Program for Sustainable Education (CONNEXT ED) under Public-Private Collaboration Project: Basic Education and Leader Development (E5 Program)

PTT Group is one among the 12 private organizations providing support to and taking part in the launch of CONNEXT ED to create equal access to education and opportunities to enhance knowledge and development of Thai youths. This project started around late 2016. Six leading PTT Group companies sent their representatives, called School Partners, to work closely with the 42 schools under supervision. GPSC, as the power flagship of PTT Group, has agreed to take care of six schools in Chachoengsao, namely Ban Wang Takian School, Wat Kor School, Ban Won Ta Kraeng School, Prakob Rat Bamroong School, Wat Ban Na School, and Wat Sukaram School.

GPSC representatives have continuously worked with school directors and teachers to learn and analyze problems of each school, taking into account their different circumstances before drawing up projects and development plans that suit each school. These projects and plans are specifically intended for sustainable education and will be carried on by the school with support and assistance from GPSC.

Scholarships for Vocational Students in Rayong

GPSC has always tried to initiate projects that not only create common values among all parties involved but also raise the quality of life while responding to the government policy that aims to address the lack of skilled labor. It therefore grants six scholarships to vocational students studying in electrical power, automotive, and electronics at Rayong Technical College. These continuing scholarships are offered to students until they complete their studies. GPSC hopes to take part in career building for youths residing in the operation vicinity, making them become sustainable strength for national development. These students are welcome to apply for jobs at GPSC, another way to create shared value.

Quality of Life Projects

Electricity Doctor

Earlier called "Light for A Better Life Project", "Electricity Doctor" is a project initiated by the working team on energy management to apply expertise and skills that GPSC and staff already have for the benefit of society. Started on May 24, 2014, at Ban Chak Yai Jeen School, Amphoe Si Racha, Chon Buri, the project collects volunteers from both the communities and GPSC to take care of household electricity systems in communities surrounding GPSC's operating areas. Later, the project was developed into a CSR project, reflecting GPSC's role as the power flagship of PTT Group. The project has since expanded to other areas.

"Electricity Doctor" aims to minimize risks of community fires among target groups, minimize losses resulted from fires, minimize risks of electrocution and short-circuiting, give basic advice on maintenance of household power systems and electrical appliances, and restore power systems struck by natural disasters.

In 2017, "Electricity Doctor" was expanded, such as implementation at a public-private collaboration school under the supervision of GPSC in Chachoengsao, at the Health Promotion Hospital of Amphoe Phaw Daeng, Chumphon in the South, at Phang Khon Hospital and Sakon Nakhon Hospital in the Northeast, which were ravaged by big floods this year.

During 2017-2018, PTT Group will expand this project to 42 schools under the CONNEXT ED program under its supervision, with GPSC as the leader and consultant of project implementation.

Seniors Club

Seniors are considered valuable resources and are often opinion leaders or respected figures in the community. However, current social conditions, where competition to earn one's living is tough, and the influence of industrial society have caused a lack of care for senior members of society. This may result in both deteriorated physical and mental health of the elderly.

Realizing the value of senior people, GPSC set up a "Seniors Club" in Muang Map Ta Phut Municipality. Under the project, various activities are arranged for senior people, which not only benefit them but also the community as a whole while creating good ties between the community and the business.

"Seniors Club" has been held for nine executive years under the cooperation between GPSC and the Health Promotion Group of Public Hygiene and the Environment Office of Muang Map Ta Phut Municipality. In addition to organizing activities for the elderly, GPSC provides facilitators and works with agencies involved to jointly design activities that can help senior people take care of their own physical and mental health, enabling them to live with self-esteem. "Seniors Club", over time, has been strengthened through collaboration with health promotion networks. Above all, senior people are given opportunities to exhibit their ability to take care of their own health and play their roles on various occasions that benefit society.

Engagement with the Civil Sector Project

Community Dialogue

GPSC continually arranges community dialogues through visits to neighboring communities in Muang Map Ta Phut Municipality, Tambon Map Kha Patthana Municipality, Muang Ban Chang Municipality, and Tambon Ban Chang Municipality to foster a correct understanding about GPSC operations. A project called "Kiang Baa Kiang Lai" (working side by side) is leveraged to maintain relationships with communities. In 2017, the targeted areas for carrying out community dialogues covered six communities within a three-kilometer radius around the power plant and four utility centers. There were Huai Pong Nai 2, Talat Huai Pong, and Nong Fap communities in Muang Map Ta Phut Municipality; Phaen Din Thai Community in Tambon Ban Chang Municipality; and Nong Yai Community in Muang Ban Chang Municipality.

In a community dialogue, GPSC presents an overall picture of its operations, particularly safety, occupational health, and the environment, which interest community people. Part of the dialogue is information under the topic of electricity and the daily life, which featured electrical safety and inspection, how to choose electrical appliances, and ways to reduce electricity bills, as well as power-saving. Each dialogue is followed by a question-and-answer session.

Environment Projects

Release of Aquatic Animals in Honor of HM the Late King

GPSC, in a collaboration with companies in PTT Group operating in Rayong, initiated a project to release aquatic animals in honor of HM the late King, reflecting serious awareness of social and environmental responsibilities. GPSC aims to act in line with preventive and corrective measures of its EIA studies while maintaining a fine balance of the marine ecology to keep coastal fishery for local fishermen to earn their living, which will bring about a strong community. The project was implemented in the waters where small fishing boat groups are found in Muang Map Ta Phut Municipality, Ban Chang, and nearby coastal areas.

A total of 20,000 snails and 499 mother crabs with over 1 million crab eggs were released to restore the balance of marine nature.

Waste Separation at Sources

Garbage has formed another big problem that is part of the national agenda because each year Thailand has an accumulated waste of as much as 14 million tons -- less than 70% of which can be disposed of. Without proper waste management, pollution problems will follow, including waste water, toxic air, sources of disease carriers, and sources of nuisance.

With the higher and higher amount of waste, coupled with the opposition by some local people to garbage disposal system sites which may damage the ecology and pollute the environment, waste reduction at sources is viewed as an appropriate approach to deal with the situation. Waste separation for reuse should therefore be the most economical way to maximize the usefulness of materials. GPSC, joining hands with Map Kha Patthana Municipality, introduced a project on waste separation at sources as a model for waste separation in households and communities. The initiative is also in compliance with Rayong Province's waste management strategy which aims to create a "Clean Province".

Under the project, training was provided to 10 communities in Map Kha Patthana Municipality. Moreover, one household from each community can enroll in the project to be a model household that can practice proper waste management and share their knowledge with neighbors in their respective communities.

QUALITY, SECURITY, SAFETY, OCCUPATIONAL HEALTH, AND ENVIRONMENTAL MANAGEMENT

Global Power Synergy Public Company Limited (GPSC) and its invested companies recognize and value quality, security, safety, occupational health, and environment (QSHE) as one of the core components for its excellence in business growth and sustainability by continually being responsible to stakeholders. It also serves as a platform for developing this power flagship of PTT Group in the management of power generation innovation and public utilities to deliver sustainable value to stakeholders. The current QSHE policy is adopted and followed effectively as an integral part of all units to achieve operational excellence and respond to internal and external stakeholders' expectations.

QSHE Policy

QSHE is an essential component of GPSC Group's businesses. Eyeing excellence, GPSC strives to continually improve the effectiveness of its operations in line with corporate governance to secure acceptance from stakeholders and sustainability in the power and utilities business.

GPSC Group's QSHE culture is to maintain full awareness among its workforce and manage their QSHE risks to deliver products and service to stakeholders in line with its values as follows:

1. Strive to perform business in strict compliance with related QSHE legal requirements together with corporate requirements and industrial standards as a fundamental basis
2. Generate and supply products with volumes, quality, and delivery period as agreed with the customers
3. Continuously improve and develop quality, safety, security, health and environmental management system in operating business and also to appropriately integrate and apply management system and enhance cooperation approaches in line with PTT group standards
4. Control, protect and reduce impacts to the environment and sustainable resource via the Eco-Efficiency principle. Maintain biodiversity and ecosystem through conform to the international pollution prevention principle. Mitigate adapt to climate change and improve energy efficiency to achieve the low carbon society
5. Prevent losses from incidents, emergencies, and crisis; promote workforce health and elevate working environment. Protect the organization from security threats by stringent standards and measures with respect to the Universal Declaration of Human Rights
6. Create the safety culture and process safety management to ensure safety of everyone concerned
7. Control and development operations with top priority on quality, safety, security, health and environmental in cooperating in designing, construction, installation of machinery, testing, production, maintenance, delivery, and storage of raw materials, chemical substances and products
8. Employ research and development to generate electricity and steam from renewable energy sources or green products
9. Sufficiently allocate resources for operations and continuous improvement of staff, time frame, and budgets including appropriate and adequate training
10. Engage and communicate QSHE programs and performances to internal and external stakeholders along with the collection of feedback and expectation to review and improve our operations

This policy applies to all GPSC Group businesses and operations across the supply chains. All managements shall be good role models and are accountable for the policy alignment. All employees shall understand and continually comply with this policy throughout their activities from planning, design and execution until process completion.

Quality Management

GPSC has adopted ISO 9001 Quality Management System (ISO 9001). The certification body, namely MASCI, has certified GPSC for ISO 9001: 2015. Total Productive Maintenance (TPM) and Operational Excellence Management System (OEMS) are also integrated into the business processes to improve the efficiency of the production processes, work processes, and service quality so that GPSC may meet or exceed customers', partners' and stakeholders' satisfaction.

Security, Safety, and Occupational Health Management

GPSC employs the "we SAFE" culture to grow awareness and promote its safety culture among its employees, contractors, and stakeholders for their safety. The core focus of this program is "Pay attention to everyone's safety. Think before acting. Stop if unsafe". The implementation of this culture together with Safety and Occupational Health Management (TIS/OHSAS 18001), Process Safety Management, Contractor Safety Management, and Office Safety aims toward GPSC becoming an incident-free and injury-free organization.

As a result of these efforts, GPSC's safety record has been continually improving. There was no medical treatment case and lost-time incident during 2013-2017, with 6.26 million workforce hours accumulated.

Total Recordable Injury Rate (TRIR)
(Number of Cases / **200,000** Man-Hours)

During 2013 – 2017

Environmental Management

In addition to strict compliance with laws, regulations, and preventive measures required by the Environmental Impact Assessment (EIA) reports, GPSC has adopted ISO 14001 Environmental Management System (ISO 14001) to manage and continually improve all environmental work processes which consists of air and water pollution control at polluted sources, awarded ISO 14001:2015 certification from MASCI ; waste management using the 3Rs principle (Reduce, Reuse, and Recycle); 100% zero-waste landfill disposal; reduction of its carbon footprint by energy conservation, greenhouse gas emission management, and maximization of the effectiveness of resource consumption; and minimize environmental, social and health impacts on stakeholders. To systematically measure the effectiveness of environmental protection, GPSC has adopted the Eco-Efficiency philosophy and index, including Water Use, Energy Use, Wastewater Generation, Global Warming Contribution, and Ozone Depletion. The overall objectives are to maximize the effectiveness of resource consumption and reduce environmental impacts of activities and production processes. Moreover, GPSC continually provides its employees with related training courses such as environmental laws and regulations, the ISO 14001, OHSAS 18001, Pollution Management Program, Environmental Pollution Prevention Program, etc.

In addition, GPSC conducts business in alignment with international guidelines and standards and Dow Jones Sustainability Indices (DISI).

Safety Culture

GPSP has encouraged its employees and contractors to embrace the GPSC safety culture and follow safe practices. A safety culture survey was conducted to assess the stages of the safety culture. Findings of the survey were analyzed to determine and develop strategic changes and actions

for continual improvement. The expectation is for GPSC to become an incident-free organization that is free of injuries and illnesses.

Neighboring Community Engagement

GPSC actively joined forces with other PTT Group companies, Industrial Estate Authority of Thailand, and neighboring industries to organize many community engagement activities. In addition GPSC organized a "Side by Side" seminar to provide communities with a better understanding of GPSC operations. By engaging in dialogues, active listening to comments, suggestions, and answering questions, it bolsters confidence and good relations among communities. The focus areas are as follows:

- Organizational coordination
- Economic development
- Health and a good quality of life
- Education and knowledge development
- Environment
- Religious, social, and cultural
- Capability development and relationship

Society

GPSC recognizes and values the quality of life of surrounding communities and is committed to maintaining their ways of life and traditions. The framework is as follows:

- Integrating social responsibility into business decision-making processes
- Conducting business with ethics under corporate governance
- Supporting basic human rights and respecting cultures, traditions, and local values of employees and stakeholders
- Relentlessly developing and improving safety, occupational health, and environmental performance
- Supporting research and innovation to develop products and usage of natural resources for maximum efficiency and safety
- Promoting social and community development wherever GPSC works
- Employing participatory approaches and communication with all stakeholders with effectiveness, sincerity, and transparency
- Encouraging customers, suppliers, and business partners to implement GPSC's directions and requirements regarding social responsibility

AWARDS AND RECOGNITIONS

1. PTT Group Operational Excellence Award 2017 Awarded By : PTT Group Operational Excellence March 30, 2017

2. Individual Award - Asia's Best CEO (Investor Relations) and Corporate Award - Best Investor Relations Company, Best Environmental Responsibility Awarded By : Corporate Governance Asia Magazine June 9, 2017

3. ESG 100 Certificate Awarded By : Thaipat Institute July 12, 2017

4. Thailand Voluntary Emission Reduction Program: T-VER Awarded By : Thailand Greenhouse Gas Management Organization (Public Organization)September 19, 2017

5. Carbon Footprint Product: CFP Awarded By : Thailand Greenhouse Gas Management Organization (Public Organization) September 19, 2017

6. Carbon Footprint Reduction: CFR Awarded By : Thailand Greenhouse Gas Management Organization (Public Organization) September 19, 2017

7. Low Emission Support Scheme (LESS) Awarded By : Thailand Greenhouse Gas Management Organization (Public Organization) September 19, 2017

8. Eco Factory Awards Awarded By : The Federation of Thai Industries September 27, 2017

9. Thailand Sustainability Investment (THSI) Awarded By : The Stock Exchange of Thailand November 8, 2017

10. Sustainability Report Award 2017 (Recognition) Awarded By : Thai Listed Companies Association, The Securities and Exchange Commission, Thailand and the Thaipat Institute December 14, 2017

11. Sustainability Report Award 2017 (Recognition) Awarded By : Thai Listed Companies Association, The Securities and Exchange Commission, Thailand and the Thaipat Institute December 14, 2017

12. Environmental Governance (Green Star Award) : Central Utility Plant 1 and Central Utility Plant 3 Environmental Governance (Gold Star Award) : Central Utility Plant 1 and Central Utility Plant 3, for six consecutive years Awarded By : Industrial Estate Authority of Thailand

REPORT OF THE AUDIT COMMITTEE

Dear Shareholders,

The Audit Committee of Global Power Synergy Public Company Limited (GPSC) consists of four independent directors, all of whom commanded pertinent expertise and experience in engineering, energy businesses, law, financial accounting, and corporate management. They are, therefore, qualified to review the credibility of financial statements in accordance with the regulations of the Office of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). The Audit Committee was chaired by Mr. Norkun Sitthiphong, with three members; namely, Mr. Chulasingh Vasantasingh, Ms. Panada Kanokwat, and Maj. Gen. Chaowalek Chayansupap. In April 2017, the Committee's composition changed as the end of term came due for Mr. Norkun Sitthiphong and Mr. Chulasingh Vasantasingh. As such, the Board of Directors Order No. 4/2017, appointing Mr. Payungsak Chartsutipol as the Chairman of the Audit Committee, has been in effect since April 27, 2017. Serving as secretary to this committee is Ms. Attayar Sukotanang, Acting Vice President, Corporate Internal Audit.

The Audit Committee independently performed its duties as prescribed by GSPC's Board of Directors and specified in the Audit Committee Charter, in compliance with all the rules stipulated by the SEC and the SET. The Audit Committee strives to ensure good corporate governance and reviews of financial statements, connected transactions, risk management, internal control, internal audit systems, and compliance with laws and regulations relevant to GPSC's domestic and overseas operations in order to create value added to the organization.

In 2017, the Audit Committee held 11 meetings, where consultations were held with members of the management, the internal auditors, and the external auditors, as highlighted below :

1. Review of Financial Statements

The Audit Committee reviewed the material items and issues of quarterly and annual financial statements of GPSC and its subsidiaries for 2017 in compliance with the Thai Financial Reporting Standards (TFRS) in cooperation with related members of the management and the external auditors. Material items reviewed included the information disclosure of the financial statements, important accounting policies and critical projections, as well as observations on the review and auditing of financial statements made by the external auditors. The Committee was provided with the satisfactory clarifications from the external auditors, top executives, and other relevant parties, leading to the conclusion that GPSC's financial statements and disclosure in the notes to the financial statements, aligned with the TFRS. The external auditor reported an unqualified opinion that the internal control evaluation results were appropriate, no data was concealed; and that the external auditor could work independently.

In addition, the Audit Committee together with the external auditors, in the absence of executives, discussed matters related to auditing plans, their independence in fulfilling their duties, and the opinions by the external auditors,

with emphasis on the presentation of Key Audit Matters (KAMs) in accordance with latest standards. The Audit Committee found that the auditors were given full cooperation from the management and provided with operational independence. In addition, the external auditors were knowledgeable with experience and expertise commensurate with their duties as auditors.

2. Review of Connected Transactions

The Audit Committee reviewed connected transactions, particularly those posing potential conflicts of interest with GPSC and subsidiaries under the SET's and the SEC's announcements. This review revealed that GPSC and subsidiaries operated under regular business practices, exercised fairness and sensibility, and produced no benefit siphoning. In addition, its disclosure of information was carried out with accuracy and completeness in compliance with GPSC's corporate governance policies, the SEC's and the SET's notifications.

3. Review of Risk Management

The Audit Committee reviewed the efficiency and appropriateness of GPSC's risk management processes for risks resulting from internal and external factors, including the risk management policy, plans, and management approach that affect GPSC's operations and investment plans in order to ensure that GPSC and subsidiaries had in place appropriate risk management processes that could minimize any negative impact and respond to changes effectively and promptly. Risk management practices were effectively executed under the stated policy and plans, and in line with GPSC and subsidiaries' short-term and long-term goals and strategic plans.

4. Review of Internal Control Systems

The Audit Committee reviewed compliance with the law and relevant regulations, together with management under the Three Lines of Defense concept, in which legal and regulatory compliance was audited, monitored, assessed, and reported on a regular basis. In addition, the executives also assessed the internal control systems with the internal control assessment questionnaires under the framework of the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The assessment results constituted grounds to be confident that GPSC and subsidiaries' internal control systems result in efficient and effective performance, and remain suitable for their businesses to achieve their defined objectives and goals. As the Result, in 2017, no case of violation of relevant laws and regulations was found in GPSC and subsidiaries.

5. Review of Internal Audit System

Having the Corporate Internal Audit group report directly to the Committee ensured the independence of the Corporate Internal Audit as specified in the Audit Committee Charter. The Committee also reviewed and approved the annual internal audit plans and three-year plans, and also ensured that the operation of the Corporate Internal Audit was of international standards. In addition, the Committee also offered recommendations on the Corporate Internal Audit's operation to ensure adherence to the approved plans and consistency with the strategies and direction of GPSC as well as supported the improvement of the audit quality with international professional standards. The Audit Committee also assessed the annual performance of the Corporate Internal Audit and reviewed the appropriateness of the Corporate Internal Audit's structure, annual budget, and personnel development to determine that there are adequate and suitable resources to maximize the effectiveness and efficiency of the audit quality. Finally, the Committee also reviewed the Audit Committee Charter and the Internal Audit Charter.

6. Appointment of the External Auditors

This process involves selecting external auditor candidates based on their performance, independence, skills, competence, and experience in the electricity and energy business, together with deciding upon acceptable fees. Ultimately, the Audit Committee nominated auditors from KPMG Phoomchai Audit Company Limited to the Board of Directors, which is be proposed at the 2018 Annual General Meeting of Shareholders. Names of individual auditors to be proposed and to be appointed as GPSC's 2018 external auditors are : Ms. Dussanee Yimsuwan, Certified Public Accountant (CPA) registration no. 10235, Mr. Charoen Phosamritlert, CPA registration no. 4068, Mr. Natthaphong Tantichattanon, CPA registration no. 8829. These nominated auditors have secured the SEC's concurrence.

In summary, the Audit Committee carried out its duties and responsibilities in the manner stated in the Audit Committee Charter with diverse expertise, care, prudence, and adequate independence while providing recommendations for the equitable benefit of all stakeholders. Its opinion is that GPSC's financial reports were accurate, credible, and fully consistent with generally accepted accounting standards and that its operations were in full compliance with all relevant laws and business obligations. Furthermore, the Committee found that GPSC had implemented good corporate governance, put in place adequate risk management, a suitable, effective internal control, and internal audit systems.

On behalf of the Audit Committee

(Mr. Payungsak Chartsutipol)

Chairman of the Audit Committee

REPORT OF THE CORPORATE GOVERNANCE COMMITTEE

Dear Shareholders,

The Board of Directors of Global Power Synergy Public Company Limited (GPSC) has appointed the Corporate Governance Committee to oversee the corporate governance and code of conduct, sustainability management, and corporate social responsibility. The Corporate Governance Committee currently comprises four members, namely Mr. Kurujit Nakornthap (Independent Director), serving as the Chairman of the Corporate Governance Committee, and Ms. Panada Kanokwat, (Independent Director), Mr. Somchai Wongwattanasan, (Director), and Ms. Peangpanor Boonklum (Director), serving as members of the Corporate Governance Committee.

In 2017, the Corporate Governance Committee convened a total of five meetings. The summary of its operations is provided below.

1. Reviewed the GPSC's action plans for 2017 on corporate governance and code of conduct, sustainability management, and corporate social responsibility and regularly monitored their implementation
2. Reviewed and approved protocols for Meetings of the Board of Directors to obtain a clear procedure, encompassing processes prior to, during, and after each meeting, to ensure their efficiency
3. Offered recommendations to working teams and tracked the results of the 2017 Annual General Meeting of Shareholders (AGM)
4. Offered recommendations to working teams and oversaw the preparation for the 2017 Corporate Governance Report of Thai Listed Companies (CGR) by the Thai Institute of Directors (IOD)
5. Offered recommendations to working teams and oversaw the preparation for certification by the Collective Action Coalition against Corruption (CAC)
6. Reviewed and approved policies related to anti-corruption such as Anti-corruption Policy (revised) and Whistleblowing and Complaints Handling Policy
7. Reviewed and approved the criteria for proposal of agenda items and nomination of director candidates for the 2018 AGM
8. Reviewed the 2017 Board of Directors' performance assessment forms
9. Reviewed and approved GPSC's compliance policy
10. Oversaw GPSC's compliance with PTT Way of Conduct regarding anti-corruption in 2017
11. Reviewed the theme and format of PTT Group CG Day 2017, an activity organized to promote PTT Group's corporate governance and compliance with code of conduct and hosted by GPSC in 2017

As a result of GPSC's commitment to corporate governance in its operation, GPSC's corporate governance and sustainability management has been recognized on the national level, as detailed below:

- Rated "Excellent" in the Corporate Governance Report of Thai Listed Companies (CGR) by the Thai Institute of Directors (IOD) for the second consecutive year
- Given the full score of 100 on the AGM Checklist for the second consecutive year by the Thai Investors Association
- Awarded with an ESG 100 Certificate, given by the Thaipat Institute to listed companies with outstanding Environmental, Social and Governance (ESG) performance for the second consecutive year, based on the sustainability data of SET-listed securities of 656 companies
- Included in the Thailand Sustainability Investment 2017 list created by the Stock Exchange of Thailand (SET), which compiled listed companies that met SET's sustainability criteria, formulated in correspondence with international standards, in order to provide information to investors looking for quality stocks for long-term yield.
- Given a Sustainability Report Award 2017 (Recognition Class) by the Thai Listed Companies Association for GPSC's disclosure of its environmental, social, and governance information beneficial to investors and stakeholders

On behalf of the Corporate Governance Committee

(Mr. Kurujit Nakornthap)

Chairman of the Corporate Governance Committee

REPORT OF THE RISK MANAGEMENT COMMITTEE

Dear Shareholders,

In the ever-shifting business landscape, enterprise risk management is vital to business operations. Global Power Synergy Public Company Limited (GPSC) has always recognized its significance and actively pursued risk management in the way that corresponds with international standards.

The scope of responsibilities of the Risk Management Committee has been prescribed by the Board of Directors in accordance with the Risk Management Committee Charter under GPSC's Enterprise Risk Management (ERM) Framework, consistent with the COSO ERM Framework and ISO31000 : 2009, as well as enterprise risk management frameworks of leading companies. Special emphasis has also been placed on corruption risk prevention and risk management in every dimension of business operations that may affect stakeholders, particularly in terms of environment, society, and governance, to attain competitive advantage and sustainable growth.

In 2017, the Risk Management Committee convened a total of seven meetings, with the quorum achieved in all meetings. The summary of its operations is provided below.

1. Formulated and reviewed GPSC's Enterprise Risk Management Framework for appropriateness as well as provided opinions on the corporate risks to be in line with GPSC's goals, strategic plans, and operations amidst shifting circumstances
2. Established GPSC's risk appetite covering the aspect of strategies and investment, business and operations, as well as finance to serve as guidelines for business management and operations
3. Monitored, assessed and offered recommendations on GPSC's operations and investment projects on a regular basis to ensure that the management maintained GPSC's operations within its risk appetite, as well as produced concrete and pragmatic mitigation plans
4. Reported the results of GPSC's Enterprise Risk Management to the Board of Directors

On behalf of the Risk Management Committee

(Mr. Payungsak Chartsutipol)

Chairman of the Risk Management Committee

REPORT OF THE NOMINATION AND REMUNERATION COMMITTEE

Dear Shareholders,

The Board of Directors of Global Power Synergy Public Company Limited (GPSC) has resolved to appoint the Nomination and Remuneration Committee and prescribed that the Committee should be composed of at least three directors of GPSC, one of whom must be an independent director. Currently, the Nomination and Remuneration Committee comprises three directors, namely Mr. Kurujit Nakornthap (Independent Director), serving as the Chairman of the Nomination and Remuneration Committee, and Maj. Gen. Chaowalek Chayansupap (Independent Director) and Mr. Chansin Treenuchagron (Director), serving as members of the Nomination and Remuneration Committee.

In 2017, the Nomination and Remuneration Committee convened a total of seven meetings. The summary of its operations is provided below.

1. Nominated qualified candidates for directorship to be submitted to the Board of Directors for consideration and proposed at the 2017 Annual General Meeting of Shareholders to be appointed as GPSC's directors to succeed retiring directors
2. Nominated qualified candidates for directorship to be submitted to the Board of Directors for consideration and appointed as GPSC's directors to replace directors who resigned before completing their terms
3. Nominated qualified candidates to serve on sub-committees to be submitted to the Board of Directors for appointment, taking into consideration the composition of the sub-committees as well as qualifications, knowledge, and expertise required for serving on such sub-committees
4. Reviewed the remuneration for the Board of Directors for 2017 to be submitted to the Board of Directors for consideration and proposed to the Annual General Meeting of Shareholders for approval, taking into consideration GPSC's operating performance and business size in comparison to other companies in the same business as well as the responsibilities of the Board of Directors
5. Nominated qualified candidates for directorship in companies that GPSC invests in for approval by the Board of Directors
6. Approved amendments to the Board of Directors' Skill Matrix and proposed them to the Board of Directors for approval, with the aim of ensuring a breadth of expertise and qualifications of the Board of Directors, which is vital to the attainment of the objectives and goals of the company
7. Reviewed the performance assessment of the President and Chief Executive Officer in 2017 to propose to the Board of Directors for approval

On behalf of the Nomination and Remuneration Committee

Kurujit Nakornthap

(Mr. Kurujit Nakornthap)

Chairman of the Nomination and Remuneration Committee

INTERNAL CONTROL AND RISK MANAGEMENT

Enterprise-wide risk management of Global Power Synergy Public Company Limited (GPSC) consists of :

(1) Corporate Level : For the risks potentially impacting or compromising fulfillment of corporate objectives, these consist of strategic, business, operational, and financial risks.

(2) Functional Level : These risks could impact or compromise unit operations, resulting in missing objectives under respective responsibilities. The majority of these are business, operational, and financial risks.

As for internal control, the Board of Directors assigns the Audit Committee to supervise internal control activities through assessment and review. The result is reported to the Board of Directors to consider adequacy, appropriateness, efficiency, and effectiveness of the control system.

At the Audit Committee Meeting No. 11/2017 of December 6, 2017, the Committee reviewed the assessment of the internal control system based on control self-assessment questionnaires by the management, the assessment from the Risk Management and Internal Control unit, and a review by Internal Audit. The Audit Committee agreed that the internal control system was adequate and suitable under the five key components : control environment, risk assessment, control activities, information and communication, and monitoring activities.

GPSC's internal control management is highlighted under each component.

1. Control Environment

The Board of Directors and the management support a corporate culture emphasizing on faithful and ethical operation and make sure that it is aligned with GPSC's vision and mission, with a suitable internal control environment, organization structure, code of conduct, policies and procedures, knowledge, skills, through specified responsibilities and appropriate monitoring process.

Below are GPSC's 2017 activity highlights :

- Defined a skill matrix for the Board of Directors
- Carried out self-assessment under the code of conduct for anti-corruption
- Improved whistleblowing and complaints handling processes and whistleblower protection measures
- Revisited organization restructuring under GPSC's strategic direction (Maximize, Manage, Move) and extended the scope of legal division's responsibilities :
  - Company Secretary Department into Corporate Affairs and Legal Department
  - Office of Corporate Legal into Office of Corporate Legal and Compliance
- Appointed a Credit Committee to manage credit management
- Specified human resources development plan to upgrade employees' competencies

2. Risk Assessment

GPSC values and establishes enterprise-wide risk management. The Board of Directors assigns the Risk Management Committee to devise and review risk management policies and scopes, supervise and support risk management and internal control, institute protocols and processes to ease impacts of risks on business, including monitoring and assessment of the compliance of the activities with the enterprise-wide risk management framework. Risk assessment can then be assured of adequacy and suitability in line with strategic and business goals.

Below are GPSC's 2017 activity highlights :

- The management together with employees jointly established functional risks grouped by risk-based work area and efficiently drove them to meet common KPI target
- Carried out anti-corruption risk assessment for the functions engaged with the public sector

3. Control Activities

- Efficient and effective control activities help GPSC mitigate risks of failing to achieve its objectives down to a tolerable level. This is done through corporate risk assessment, risk factors identification, risk analysis, and mitigation methods to lower risks. In addition, risk management training is regularly organized for relevant parties.
- GPSC's internal control measures embrace key principles, including separation of duties, a code of conduct for potential conflicts of interest, integrity, transparency, auditability, and transaction approval with due regard for GPSC's best interests
- Implementation of work regulations, policies, requirements, manuals, a code of conduct, definition of employees' scopes of duties, responsibilities and authorities of the President and CEO, executives, and employees to steer work and regularly assess them against these documents

Below are GPSC's 2017 activity highlights :

- Revisited the information and communications technology (ICT) policy to align with applicable laws and regulations and the PTT Group policy
- Applied appropriate security technology in each location and installed a firewall to prevent unauthorized access to important information

4. Information and Communication

- GPSC values ICT systems as a key element that effectively supports internal control. To manage information, ICT control is adequately and suitably designed, specifying reporting hierarchy and procedures to suit the organization structure.
- GPSC provides communication channels with stakeholders i.e. company's website and emails.
- Complaint-filing and whistleblowing measures are defined under a whistleblowing system.

Below are GPSC's 2017 activity highlights :

- Established Board of Directors meeting protocols
- Defined confidential communication channels for reporting complaints, fraud, or other information for employees

5. Monitoring Activities

- To ensure internal control effectiveness and efficiency, GPSC monitors, audits, and defines improvement approaches.
- GPSC's Internal Audit is an independent department reporting to the Audit Committee. Auditing and assessment activities are carried out under an Audit Committee-approved schedule. The audit plan is based on the company's strategic directions and critical risks impacting business. Recommendations to improve the efficiency and effectiveness of internal control are reported to the management to acknowledge and improve.

Below are GPSC's 2017 activity highlights :

- Internal control self-assessment was organized by all units annually
- Internal auditors conducted risk-based audit and reported the outcomes to the Audit Committee
- The internal audit plan conformed to GPSC's operation and risks
- A reporting/communication system was instituted for cases of violation of laws, regulations, conflicts of interest, and fraud.

Based on these actions, GPSC recognizes the value of a sound internal control system. It not only is an important tool to effectively achieve corporate objectives, but also reflects good governance.

BOARD OF DIRECTORS

As of December 31, 2017

Mr. Surong Bulakul

Chairman of the Board
(Non-Executive Director)

Mr. Kurujit Nakornthap

Independent Director / Chairman of the Nomination and Remuneration Committee / Chairman of the Corporate Governance Committee
(Non-Executive Director)

Mr. Payungsak Chartsutipol

Independent Director /
Chairman of the Audit Committee /
Chairman of the Risk Management Committee
(Non-Executive Director)

Ms. Panada Kanokwat

Independent Director /
Member of the Audit Committee /
Member of the Corporate Governance Committee
(Non-Executive Director)

Maj.Gen. Chaowalek Chayansupap

Independent Director /
Member of the Audit Committee /
Member of the Nomination and Remuneration Committee
(Non-Executive Director)

Mr.Chansin Treenuchagron

Director / Member of the Nomination and Remuneration Committee /
Member of the Risk Management Committee (Non-Executive Director)

Mr. Supattanapong Punmeechaow

Director / Member of the Risk Management Committee (Non-Executive Director)

Mr. Atikom Terbsiri

Director / Member of the Risk Management Committee (Non-Executive Director)

Mr. Somchai Wongwattanasan

Director / Member of the Corporate Governance Committee (Non-Executive Director)

Ms. Peangpanor Boonklum

Director / Member of the Corporate Governance Committee (Non-Executive Director)

Mr. Kongkrapan Intarajang

Director (Non-Executive Director)

Mr. Toemchai Bunnag

Director / Secretary to the Board / Member of the Risk Management Committee / President and Chief Executive Officer (Executive Director)

Directors' Profile

As of December 31, 2017

Mr. Surong Bulakul

Director / Chairman of the Board

(Non-Executive Director)

Date Appointed

- April 4, 2016 (2nd Term)
- November 27, 2014 (1st Term)

Age : 62

Education

- Master of Business Administration, Cornell University, New York, U.S.A.
- Master of Engineering in Operations Research, Cornell University, New York, U.S.A.
- Bachelor of Science in Industrial Engineering and Operations Research, Syracuse University, New York, U.S.A.

Training Record with Thai Institute of Directors (IOD)

- Director Certification Program (DCP 121/2009)

Other Training Record

- Program for Management Development, Harvard University, Boston, U.S.A.
- Politics and Governance in Democratic Systems for Executives (Batch 8), King Prajadhipok's Institute
- The Joint State-Private Sector Course (Batch 4919), National Defence College
- Capital Market Academy Leader Program (Batch 10), Capital Market Academy
- Senior Executives on Justice Administration (Batch 15), National Justice Academy
- Thai Intelligent Investors Program (Batch 1), Thai Investors Academy
- Top Executives in the Energy Education Program (Batch 2), Thailand Energy Academy
- Leadership Development Program (LDP) (Batch 2), Thai Listed Companies Association

Current Position in Other Organizations

Listed Company-The Stock Exchange of Thailand

2 Organizations

- Advisor, PTT Public Company Limited
- Director, Inoue Rubber (Thailand) Public Company Limited

Other Organizations / Companies (Not Listed in the Stock Exchange of Thailand)

9 Organizations

- Chairman, Sakari Resources Ltd. (Singapore)
- Chairman, Port Authority of Thailand
- Director, Provincial Electricity Authority
- Director, 24M Technologies, Inc. (U.S.A.)
- Director, Bangkok Industrial Gas Company Limited
- Vice Chairman, Thai Chamber of Commerce
- Advisor, Thai Listed Companies Association
- Advisor, The Securities and Exchange Commission, Thailand
- Director, Tiger Energy Trading Pte. Ltd (Singapore)

Working Experience (5-Year Past Experience)

2014 – May 15, 2017	Chairman, Thai Listed Companies Association
2014 – May 15, 2017	Committee Member, Federation of Thai Capital Market Organizations
2014 – 2016	Committee Member, Federation of Thai Industries
2014 - 2015	Chief Operating Officer Infrastructure, PTT Public Company Limited
2013 – 2015	Director / Member of the Nomination and Remuneration Committee, IRPC Public Company Limited
2013 – 2014	Director, Sakari Resources Ltd. (Singapore)
2012 – 2014	Chief Financial Officer, PTT Public Company Limited
2009 – 2012	Chief Executive Officer, Thai Oil Public Company Limited

Shareholding in GPSC (including spouse and minor)

Self	73,000 shares (0.004872%)
Spouse	36,800 shares (0.002456%)
Total	109,800 shares (0.007328%)

Qualified According to Related Laws and Does Not Have Prohibited Qualifications

- Qualified

Family Relation with other Directors, Executives, Major Shareholders of GPSC and its Subsidiaries

- None

Mr. Kurujit Nakornthap

Independent Director / Chairman of the Nomination and Remuneration Committee / Chairman of the Corporate Governance Committee (Non-Executive Director)

Date Appointed

- April 3, 2017 (1st Term)

Age : 62

Education

- Ph.D. in Petroleum Engineering, University of Oklahoma, U.S.A.
- Master of Science in Petroleum Engineering, University of Oklahoma, U.S.A.
- Bachelor of Science (Special Distinction) in Petroleum Engineering, University of Oklahoma, U.S.A.

Training Record with Thai Institute of Directors (IOD)

- Director Accreditation Program (DAP 64/2007)
- Audit Committee Program (ACP 32/2010)
- Role of Compensation Committee (RCC 12/2011)
- R - CF - Chairman Forum (R – CF 2/2013)
- Collective Action against Corruption Conference (C – Conference 1/2014)

Other Training Record

- The National Defence Course (Batch 51), National Defence College
- Top Executive Program in Commerce and Trade (TEPCoT) (Batch 3), Commerce Academy, University of the Thai Chamber of Commerce
- Training Course on Administrative Justice for Executives, (Batch 2), Office of the Administrative Courts of Thailand
- Capital Market Academy Leader Program (Batch 13), Capital Market Academy
- Top Executives in the Energy Education Program (Batch 1), Thailand Energy Academy
- Bhumipalung Phandin Course for Executives (Batch 2), Chulalongkorn University
- Civil Service Executive Program: Visionary and Moral Leadership, (Batch 46), Office of the Civil Service Commission
- Senior Executive Program (SEP), (Batch 60), London Business School, United Kingdom
- Training Course on Leadership for Change (Batch 2), Right Livelihood Foundation & Matichon Publishing Group
- Systematic Problem Solving and Decision Making (SPSDM), Office of the Civil Service Commission in cooperation with ACI Consultants Company Limited
- Academic Seminar : "Money Laundering in Dairy life that we must have"
- Seminar : "Anti-corruption: Leadership Role of the Board"

Current Position in Other Organizations

Listed Company-The Stock Exchange of Thailand

1 Organization

- Independent Director, Padaeng Industry Public Company Limited

Other Organizations / Companies (Not Listed in the Stock Exchange of Thailand)

5 Organizations

- Chairman of Energy Affairs Committee and Member of the National Reform Steering Assembly (NRSA)
- Member of the Council of State

- Co-Chairman (Thailand), Malaysia - Thailand Joint Authority
- Member of the University Council, Khon Kaen University
- Chairman, Thailand Greenhouse Gas Management Organization (Public Organization)

Working Experience (5-Year Past Experience)

Feb, 2016 – Oct, 2016	Executive Member of the National Research Council of Thailand
Jun, 2015 – Sep, 2015	Permanent Secretary, Ministry of Energy
Oct, 2014 – Jun, 2015	Deputy Permanent Secretary, Ministry of Energy
Oct, 2014 – Sep, 2015	Member of National Reform Steering Assembly
Jul, 2014 – Sep, 2014	Director - General, Department of Mineral Fuels, Ministry of Energy
2011 – 2014/2015	Director and Chairman of the Board, Electricity Generating Authority of Thailand

Shareholding in GPSC (including spouse and minor)

Self	30,000 shares (0.002002%)

Qualified According to Related Laws and Does Not Have Prohibited Qualifications

- Qualified

Family Relation with other Directors, Executives, Major Shareholders of GPSC and its Subsidiaries

- None

Mr. Payungsak Chartsutipol

Independent Director / Chairman of the Audit Committee / Chairman of the Risk Management Committee (Non-Executive Director)

Date Appointed

- April 2, 2015 (2nd Term)
- November 27, 2014 (1st Term)

Age : 65

Education

- Honorary Doctorate Degree in Engineering, Suranaree University of Technology
- Honorary Doctorate Degree in Philosophy, Organization Development Administration, Chaopraya University
- Certificate of Management Development Program, North Western University, U.S.A.
- Bachelor of Engineering (Electrical Engineering), Chulalongkorn University

Training Record with Thai Institute of Directors (IOD)

- Director Accreditation Program (DAP SCC/2004)
- Risk Management Program for Corporate Leaders (RCL 3/2016)

Other Training Record

- Top Executives in the Energy Education Program (Batch 1), Thailand Energy Academy
- Executive Program, Poompalungpandin Program (Batch 1), Chulalongkorn University
- Administrative Justice for Executives (Batch 2), Administrative Court
- Capital Market Academy Leader Program (Batch 11), Capital Market Academy
- Top Executive Program in Commerce and Trade (TEPCoT) (Batch 2), Commerce Academy, University of the Thai Chamber of Commerce

Current Position in Other Organizations

Listed Company-The Stock Exchange of Thailand

1 Organization

- Independent Director / Chairman of the Corporate Governance and Sustainability Committee, Global Green Chemicals Public Company Limited

Other Organizations / Companies (Not Listed in the Stock Exchange of Thailand)

5 Organizations

- Chairman, Siam City Leasing and Factoring Public Company Limited

- Director, Linde (Thailand) Public Company Limited
- Director, Siam United Steel (1995) Company Limited
- Independent Director / Chairman of Corporate Governance Committee, Krungthai Panich Insurance Public Company Limited
- Independent Director / Vice Chairman, Sapthip Company Limited

Working Experience (5-Year Past Experience)

2016 – Apr., 2017	Chairman of the Corporate Governance Committee, Global Power Synergy Public Company Limited
2015 – Feb., 2016	Member of the Corporate Governance Committee, Global Power Synergy Public Company Limited
2012 – 2014	Director, Office of Insurance Commission
2012 – 2013	Director / Chairman of the Corporate Governance and Social Responsibility Committee, Krungthai Bank Public Company Limited
2011 – 2015	Chairman/ Qualified Member, Board of National Catastrophe Insurance Fund Committee
2011 – 2014	Chairman, Board of Executive Directors, Krungthai Bank Public Company Limited
2010 – 2014	Chairman, The Federation of Thai Industries
2010 – 2014	Member of the Council Office, Suranaree University of Technology
2010 – 2014	Director, Board of Investment
2010 – 2011	Director, Samaggi Insurance Public Company Limited
2007 – 2014	Director, Board of Trustees, Sirindhorn International Institute of Technology Thammasat University

Shareholding in GPSC (including spouse and minor)

Self 73,000 shares (0.004872%)

Qualified According to Related Laws and Does Not Have Prohibited Qualifications

- Qualified

Family Relation with other Directors, Executives, Major Shareholders of GPSC and its Subsidiaries

- None

Ms. Panada Kanokwat

Independent Director / Member of the Audit Committee / Member of the Corporate Governance Committee (Non-Executive Director)

Date Appointed

- April 2, 2015 (2nd Term)
- November 27, 2014 (1st Term)

Age : 68

Education

- Master of Business Administration (Finance & Banking), North Texas State University, U.S.A.
- Bachelor of Accounting, Thammasat University

Training Record with Thai Institute of Directors (IOD)

- Director Certification Program (DCP 113/2009)
- Director Accreditation Program (DAP 75/2008)
- Director Certification Program Update (DCPU 2/2014)
- Anti-Corruption Focus Group (C-FG 4/2013)
- Anti-Corruption for Executive Program (ACEP 8/2013)
- Financial Institutions Governance Program (FGP 2/2011)

Other Training Record

- Capital Market Academy Leader Program (Batch 2), Capital Market Academy
- Building, Leading & Sustaining the Innovation Organization, Sloan School of Management, Massachusetts Institute of Technology (MIT), U.S.A.
- Executive Program in International Management, Stanford-National University of Singapore, Singapore

Current Position in Other Organizations

Listed Company-The Stock Exchange of Thailand

2 Organizations

- Independent Director / Member of the Audit Committee / Member of the Corporate Governance Committee, PTT Exploration and Production Public Company Limited
- Independent Director / Member of the Corporate Governance Committee, TISCO Financial Group Public Company Limited

Other Organizations / Companies (Not Listed in the Stock Exchange of Thailand)

1 Organization

- Member of Risk Management Sub - Committee, Government Pension Fund

Working Experience (5-Year Past Experience)

2015 – May 2017	Independent Director / Chairman of the Audit Committee, Asia Biomass Company Limited
2013 – 2014	Member of the Audit Committee, TISCO Financial Group Public Company Limited
2013 – 2014	Member of the Audit Committee, TISCO Bank Group Public Company Limited
2011 – 2013	Chairman of the Audit Committee, TISCO Financial Group Public Company Limited
2011 – 2013	Chairman of the Audit Committee, TISCO Bank Public Company Limited

Shareholding in GPSC (including spouse and minor)

Self 73,000 shares (0.004872%)

Qualified According to Related Laws and Does Not Have Prohibited Qualifications

- Qualified

Family Relation with other Directors, Executives, Major Shareholders of GPSC and its Subsidiaries

- None

Maj.Gen. Chaowalek Chayansupap

Independent Director / Member of the Audit Committee / Member of the Nomination and Remuneration Committee (Non-Executive Director)

Date Appointed

- April 4, 2016 (2nd Term)
- January 20, 2016 (1st Term)

Age : 61

Education

- Bachelor of Science, Chulachomklao Royal Military Academy

Training Record with Thai Institute of Directors (IOD)

- Director Certification Program (DCP 217/2016)
- Advanced Audit Committee Program (AACP 24/2016)

Other Training Record

- Top Executives in the Energy Education Program (Batch 9), Thailand Energy Academy
- Officer Basic Course, Infantry School, Infantry Center
- Officer Advance Course, Infantry School, Infantry Center
- Logistics Management Course, The Royal Thai Army Logistics School
- Command and General Staff Course, Command and General Staff College
- Officer Comptroller General Course (Manager Level), Army School, Military Finance Department

Current Position in Other Organizations

Listed Company-The Stock Exchange of Thailand

- None

Other Organizations / Companies (Not Listed in the Stock Exchange of Thailand

- None

Working Experience (5-Year Past Experience)

2016 – Apr 2017	Member of the Corporate Governance Committee, Global Power Synergy Public Company Limited

2013 – 2016	Army Expertise, Royal Thai Army
2012	Deputy Infantry Center Commandant, Royal Thai Army
2008	Director of Doctrine Department, Infantry Center, Royal Thai Army

Shareholding in GPSC (including spouse and minor)

- None

Qualified According to Related Laws and Does Not Have Prohibited Qualifications

- Qualified

Family Relation with other Directors, Executives, Major Shareholders of GPSC and its Subsidiaries

- None

Mr.Chansin Treenuchagron

Director / Member of the Nomination and Remuneration Committee / Member of the Risk Management Committee (Non-Executive Director)

Date Appointed

- October 18, 2017 (1st Term)

Age : 57

Education

- Master of Economics, Chulalongkorn University
- Bachelor of Economics, Thammasat University

Training Record with Thai Institute of Directors (IOD)

- Director Certification Program (DCP 85/2007)
- Financial Statements for Directors (FSD 12/2011)
- Director Accreditation Program (DAP 93/2011)
- Charted Director Class (CDC 11/2015)

Other Training Record

- Executive Relation Development, Batch 1, Directorate of Civil Affairs
- Air War College, Batch 35/2006
- Senior Executive Program (SEP), Batch 20, Sasin Graduate Institute of Business Administration of Chulalongkorn University
- PTT Executive Leadership, General Electric, GE, New York, U.S.A.
- Advance Senior Executive Program (ASEP-5) Batch 5/2010, KELLOGG & SASIN, Chicago, U.S.A.
- Advanced Certificate Course in Public Economics Management for Executives, Batch 10, King Prajadhipok's Institute
- Leadership Excellence through Awareness and Practice (LEAP), INSEAD, France & Singapore
- Leadership Development Program III (LDP 3), Batch 1/2014, PTT Leadership and Learning Institute (PLLI)
- National Defence Course, Batch 57/2014, National Defence College
- Top Executives in the Energy Education Program (Batch 7/2015), Thailand Energy Academy

Current Position in Other Organizations

Listed Company-The Stock Exchange of Thailand

2 Organizations

- Chief Operating Officer Infrastructure and Sustainability Management Business, PTT Public Company Limited
- Director / Member of the Risk Management Committee, IRPC Public Company Limited

Other Organizations / Companies (Not Listed in the Stock Exchange of Thailand

3 Organizations

- Chairman, PTT Polymer Marketing Company Limited
- Chairman, PTT Polymer Logistics Company Limited
- Chairman, PTT Asahi Chemical Company Limited

Working Experience (5-Year Past Experience)

Jan. 1, 2016 – Sep. 30, 2017	Senior Executive Vice President, Downstream Business Group Alignment, PTT Public Company Limited
Oct., 2015 – Dec., 2015	Senior Executive Vice President, Petrochemicals & Refining Business Unit, PTT Public Company Limited

Apr., 2015 – Oct., 2015	Director, Thai Oil Public Company Limited
Oct., 2014 – Sep., 2015	Senior Executive Vice President, Corporate Strategy, PTT Public Company Limited
Oct., 2014 – Dec., 2015	Chairman, PTT Green Energy (Thailand) Company Limited
Mar., 2013 – Sep., 2014	Executive Vice President, PTT Public Company Limited, Secondment as Senior Executive Vice President, Corporate Commercial and Marketing, IRPC Public Company Limited
Nov., 2012 – Sep., 2014	Director, PTT Polymer Marketing Company Limited
June, 2012 – Sep., 2014	Director, PTT Polymer Logistics Company Limited
Oct., 2011 – Feb., 2013	Executive Vice President, PTT Public Company Limited, Secondment as Senior Executive Vice President, Corporate Port and Asset Management Business Unit, IRPC Public Company Limited

Shareholding in GPSC (including spouse and minor)

- None

Qualified According to Related Laws and Does Not Have Prohibited Qualifications

- Qualified

Family Relation with other Directors, Executives, Major Shareholders of GPSC and its Subsidiaries

- None

Mr. Supattanapong Punmeechaow

Director / Member of the Risk Management Committee (Non-Executive Director)

Date Appointed

- April 3, 2017 (2nd Term)
- November 27, 2014 (1st Term)

Age : 58

Education

- Master of Business Administration, Chulalongkorn University
- Bachelor of Engineering (Chemical Engineering), Chulalongkorn University

Training Record with Thai Institute of Directors (IOD)

- Directors Certification Program (DCP 131/2010)
- Role of Chairman Program (RCP 30/2013)

Other Training Record

- Advance Management Program, INSEAD University, France
- National Defence Course (Batch 50) / The Joint State-Private Sector Course (Batch 20), National Defence College
- Oxford Energy Seminar 2013, United Kingdom
- Top Executives in the Energy Education Program (Batch 4), Thailand Energy Academy
- Corporate Governance Program for Directors and Senior Executives of State Enterprises and Public Organizations (Batch 12), 2014, King Prajadhipok's Institute-State Enterprise Policy Office and Office of the Public Sector Development Commission
- Rule of Law for Democracy Course (Batch 3), The Constitutional Court of the Kingdom of Thailand
- Capital Market Academy Leader Program (Batch 23), Capital Market Academy

Current Position in Other Organizations

Listed Company-The Stock Exchange of Thailand

3 Organizations

- President & Chief Executive Officer / Director and Secretary to the Board of Directors / Member of the Risk Management Committee, PTT Global Chemical Public Company Limited
- Senior Executive Vice President, PTT Public Company Limited
- Chairman, Global Green Chemicals Public Company Limited

Other Organizations / Companies (Not Listed in the Stock Exchange of Thailand

1 Organization

- Director, PTT Chemical International Private Limited

Working Experience (5-Year Past Experience)

2014 – July 19, 2017	Vice Chairman, Vinythai Public Company Limited
2014 – 2016	Director, PTT Chemical International (Asia – Pacific ROH) Limited
2015 – Jan, 2016	Chairman, Thai Fatty Alcohols Company Limited
2014 - 2015	Chairman, Sport Services Alliance Company Limited
2014	Director, Islamic Bank of Thailand
2013 - 2014	Director / Director of the Nomination and Remuneration Committee, Bangchak Petroleum Public Company Limited
2011 – 2014	Director, Sakari Resources Ltd. (Singapore)

Shareholding in GPSC (including spouse and minor)

Self 73,000 shares (0.004872%)

Qualified According to Related Laws and Does Not Have Prohibited Qualifications

- Qualified

Family Relation with other Directors, Executives, Major Shareholders of GPSC and its Subsidiaries

- None

Mr. Atikom Terbsiri

Director / Member of the Risk Management Committee (Non-Executive Director)

Date Appointed

- April 3, 2017 (2nd Term)
- November 27, 2014 (1st Term)

Age : 55

Education

- Master of Business Administration (Finance & International Business) (High Distinction), Armstrong University, U.S.A.
- Bachelor of Business Administration, Assumption University

Training Record with Thai Institute of Directors (IOD)

- Director Certification Program (DCP 125/2009)
- Risk Management Program for Corporate Leaders (RCL 4/2016)
- Role of the Chairman Program (RCP 41/2017)

Other Training Record

- Energy Literacy for the World (Batch 6), Thailand Energy Academy
- The Joint State-Private Sector Course (Batch 5), National Defence College
- Capital Market Academy Leader Program (Batch 17), Capital Market Academy
- Advanced Security Management Program (ASMP) (Batch 1), The National Defence College Association of Thailand
- Executive Education Program, Harvard Business School, Harvard University, U.S.A.

Current Position in Other Organizations

Listed Company-The Stock Exchange of Thailand

2 Organizations

- Chief Executive Officer and President / Director and Secretary to the Board/ Member of the Risk Management Committee, Thai Oil Public Company Limited
- Senior Executive Vice President, PTT Public Company Limited

Other Organizations / Companies (Not Listed in the Stock Exchange of Thailand

18 Organizations

- Chairman, Thai Lube Base Public Company Limited
- Chairman, Thaioil Marine Company Limited
- Chairman, TOP Solvent Company Limited
- Chairman, Thaioil Solvent Company Limited

- Chairman, Thaioil Power Company Limited
- Chairman, TOP SPP Company Limited
- Chairman, LABIX Company Limited
- Chairman, Thai Paraxylene Company Limited
- Member of Trustee (as Company representative), Petroleum Institute of Thailand
- Director, Policy Planning on Materials Technology Development, National Science Technology and Innovation Policy Office
- Director, Thai Listed Companies Association
- Director, Thai Industries Estate Foundation
- Director, Power of Innovation Foundation
- Director, Power of Learning Foundation
- Member of Council, Vidyasirimedhi Institute of Science and Technology
- Executive Director, Thailand Energy Academy
- Executive Director, Thailand Swimming Association
- Director, The Federation of Thai Industries

Working Experience (5-Year Past Experience)

2014 – 2015	Chairman, Thaioil Ethanol Company Limited
2014 – 2015	Chairman, Thaioil Energy Services Company Limited
2014	Director, PTT Asahi Chemical Company Limited
2013 – 2014	Senior Executive Vice President, Petrochemicals & Refining Business Unit, PTT Public Company Limited
2013 – 2014	Director, PTT Global Chemical Public Company Limited
2013 – 2014	Director, Star Petroleum Refining Public Company Limited
2011 – 2013	President, IRPC Public Company Limited

Shareholding in GPSC (including spouse and minor)

Self 73,000 shares (0.004872%)

Qualified According to Related Laws and Does Not Have Prohibited Qualifications

- Qualified

Family Relation with other Directors, Executives, Major Shareholders of GPSC and its Subsidiaries

- None

Mr. Somchai Wongwattanasan

Director / Member of the Corporate Governance Committee (Non-Executive Director)

Date Appointed

- April 2, 2015 (2nd Term)
- November 27, 2014 (1st Term)

Age : 61

Education

- Master of Engineering (Electrical Engineering), Chulalongkorn University
- Bachelor of Engineering (Electrical Engineering), King Mongkut's University of Technology Thonburi

Training Record with Thai Institute of Directors (IOD)

- Director Accreditation Program (DAP 114/2015)
- Understanding the Fundamental of Financial Statement (UFS 2/2006)
- Finance for Non-Finance Director (FND 31/2006)
- Company Secretary Program (CSP 10/2005)

Other Training Record

- The Joint State-Private Sector Course (Batch 49), National Defence College
- Senior Executives on Justice Administration (Batch 17), National Justice Academy
- Capital Market Academy Leader Program (Batch 13), Capital Market Academy
- Executive Relation Development Program (Batch 4), Directorate of Civil Affairs

Current Position in Other Organizations

Listed Company-The Stock Exchange of Thailand

- None

Other Organizations / Companies (Not Listed in the Stock Exchange of Thailand

- None

Working Experience (5-Year Past Experience)

2013 – 2016	Executive Vice President – Strategy, Thai Oil Public Company Limited
2015 – June, 2016	Director, Thai Petroleum Pipeline Company Limited
2011 – Dec., 2016	Director, Thaioil Power Company Limited
2014 – Dec., 2016	Chairman, Sak Chaisidhi Company Limited
2007 – Dec., 2016	Director, Thaioil Energy Services Company Limited
2008 – 2012	Assistant Managing Director - Corporate Affairs, Thai Oil Public Company Limited

Shareholding in GPSC (including spouse and minor)

Self 73,000 shares (0.004872%)

Qualified According to Related Laws and Does Not Have Prohibited Qualifications

- Qualified

Family Relation with other Directors, Executives, Major Shareholders of GPSC and its Subsidiaries

- None

Mr. Kongkrapan Intarajang

Director (Non-Executive Director)

Date Appointed

- August 15, 2017 (1st Term)

Age : 50

Education

- Ph.D. Chemical Engineering, University of Houston, U.S.A.
- Bachelor of Engineering (Chemical Engineering) (2nd Class Honor), Chulalongkorn University

Training Record with Thai Institute of Directors (IOD)

- Director Certification Program (DCP 119/2009)
- Role of the Chairman Program (RCP 21/2009)

Other Training Record

- Breakthrough Program for Senior Executives, IMD Business School

Current Position in Other Organizations

Listed Company-The Stock Exchange of Thailand

1 Organization

- Chief Operation Officer – Upstream Petrochemical Business, PTT Global Chemical Public Company Limited

Other Organizations / Companies (Not Listed in the Stock Exchange of Thailand)

11 Organizations

- Director, Thai Tank Terminal Limited
- Director, PTT Chemical International Private Limited
- Director, Emery Oleochemicals (M) Sdn. Bhd.
- Director, Emery Specialty Chemicals Sdn. Bhd.
- Director/ Vice President, PTTGC International (USA) Inc.
- Director, Natureworks LLC
- Director, Vencorex Holding
- Director, PTTGC International (Netherlands) B.V.
- Director/ President & CEO, PTTGC America Corporation
- Director, PTTGC America LLC
- Director, Myriant Corporation

Working Experience (5-Year Past Experience)

1 Oct 14 - 30 Mar 18	Executive Vice President - International Business Operations, PTT Global Chemical Public Company Limited
2012 – 2014	Chief Executive Officer, Emery Oleochemicals (M) Sdn. Bhd. Executive Vice President - appointed as Chief Executive Officer of Emery

Oleochemicals (M) Sdn. Bhd., PTT Global Chemical Public Company Limited

2011 – 2012 Executive Officer, Emery Oleochemicals (M) Sdn. Bhd. Senior Vice President - appointed as Chief Executive Officer of Emery Oleochemicals (M) Sdn. Bhd., PTT Global Chemical Public Company Limited

Shareholding in GPSC (including spouse and minor)

- None

Qualified According to Related Laws and Does Not Have Prohibited Qualifications

- Qualified

Family Relation with other Directors, Executives, Major Shareholders of GPSC and its Subsidiaries

- None

Ms. Peangpanor Boonklum

Director / Member of the Corporate Governance Committee (Non-Executive Director)

Date Appointed

- April 3, 2017 (1st Term)

Age : 51

Education

- Master of Law (LL.M.), Columbia University School of Law, U.S.A.
- Master of Law (LL.M.) (Business Law), Chulalongkorn University
- Bachelor of Law (Honors), Chulalongkorn University

Training Record with Thai Institute of Directors (IOD)

- Director Certification Program (DCP 7/2001)

Other Training Record

- TLCA Executive Development Program 1/2008, Thai Listed Companies Association

Current Position in Other Organizations

Listed Company-The Stock Exchange of Thailand

1 Organization

- Senior Executive Vice President / Group General Counsel, Office of General Counsel, PTT Public Company Limited

Other Organizations / Companies (Not Listed in the Stock Exchange of Thailand

5 Organizations

- Director at East Mediterranean Gas Company S.A.E. ("EMG"), Egypt
- Advisor / Lecturer, Investment Banking Club, Association of Thai Securities Companies
- Member - Legal Expert, Finances and Assets Policy Committee, Srinakharinwirot University
- Guest Lecturer, "Corporate Organization and Governance", Executive MBA and MBA Programs, Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Guest Lecturer, "Relationship between Laws and Business", Master Degree, Faculty of Law, Chulalongkorn University

Working Experience (5-Year Past Experience)

Mar., 2016 – Jun., 2017 Senior Counsel,Weerawong, Chinnavat & Partners Company Limited (Former Company Name : "Weerawong, Chinnavat & Peangpanor Company Limited", Changed to the current name on April 3, 2017)

2009 – Feb 29, 2016 Partner and Associate, Weerawong, Chinnavat & Peangpanor Company Limited

Shareholding in GPSC (including spouse and minor)

- None

Qualified According to Related Laws and Does Not Have Prohibited Qualifications

- Qualified

Family Relation with other Directors, Executives, Major Shareholders of GPSC and its Subsidiaries

- None

Mr. Toemchai Bunnag

Director / Secretary to the Board / Member of the Risk Management Committee / President and Chief Executive Officer (Executive Director)

Date Appointed

- November 1, 2015 (1st Term)

Age : 59

Education

- Ph.D. (Management Sciences), Illinois Institute of Technology, Chicago Illinois, U.S.A.
- MSc. (Operations Research), Illinois Institute of Technology, Chicago Illinois, U.S.A.
- Bachelor of Science (Chemical Engineering), Chulalongkorn University

Training Record with Thai Institute of Directors (IOD)

- Director Certification Program (DCP 143/2011)
- Risk Management Program for Corporate Leaders (RCL 3/2016)

Other Training Record

- Public Administration and Conflict Management, King Prajadhipok's Institute
- GE: Executive Program 2005
- GE: PTT Executive Program 2008
- Safety Officer - Management Level, NPC Safety and Environmental Services
- Leadership Development Program (LDP) (Batch 4), Thai Listed Companies Association

Current Position in Other Organizations

Listed Company-The Stock Exchange of Thailand 1 Organization

- Senior Executive Vice President, PTT Public Company Limited

Other Organizations / Companies (Not Listed in the Stock Exchange of Thailand 2 Organizations

- Director, Xayaburi Power Company Limited
- Director, GPSC International Holdings Limited

Working Experience (5-Year Past Experience)

Mar, 2017 - Present	Senior Executive Vice President, PTT Public Company Limited
2015 – Feb, 2017	Senior Executive Vice President, PTT Public Company Limited
2012 – Nov, 2015	Director, PTT Natural Gas Distribution Company Limited / Director, Amata Natural Gas Distribution Company Limited
2012 – Oct, 2015	Managing Director, PTT Natural Gas Distribution Company Limited / Managing Director, Amata Natural Gas Distribution Company Limited
2011 – 2014	Director, Independent Power Thailand Company Limited
2011 – 2012	Executive Vice President, Natural Gas Vehicle, Gas Business Unit, PTT Public Company Limited

Shareholding in GPSC (including spouse and minor)

Self 25,000 shares (0.001669%)

Qualified According to Related Laws and Does Not Have Prohibited Qualifications

- Qualified

Family Relation with other Directors, Executives, Major Shareholders of GPSC and its Subsidiaries

- None

EXECUTIVE TEAM

As of December 31, 2017

Mr. Toemchai Bunnag
President and Chief Executive Officer

Mr. Kowit Chuengsatiansup
Executive Vice President-
Asset Management

Mr. Smornchai Khoonrak
Executive Vice President-
Operations

Mr. Somkiat Masunthasuwun
Executive Vice President-
Business Development
and Corporate Strategy

Mr. Klahan Tochamnanvit
Vice President, Office of Chief
Executive Officer

Mr. Kulapat Permbhusri
Vice President, Investment
and Subsidiary Management

Mr. Jaruwat Singsomdee
Vice President, Thailand
and Lao PDR. Business
Development

Mrs. Dutdao Phuttasuatta
Acting Vice President,
Corporate Affairs and Legal

Mr. Pavarate Rattanasuwan

Acting Vice President, Corporate Strategy and Planning

Mr. Payont Ampornareekul

Vice President, Corporate Sustainability Management

Mr. Pipatpong Chandee

Vice President, Namlik 1 Project

Mr. Laksanapreecha Krutkuntode

Acting Vice President, Energy Disruptive Innovation

Mrs. Wanida Boonpiraks

Chief Financial Officer

Mrs. Sasitorn Stithit

Vice President, Human Resources and Organization Effectiveness

Mr. Somsak Lertcharoensermsuk

Vice President, Engineering and Maintenance

Mr. Surajit Bourtherng

Acting Vice President, Plant Operations

Mr. Saochai Sookkasem

Vice President, Project Construction Management

Mr. Ongkarn Srivichit

Vice President, Office of Executive Vice President-Asset Management

Ms. Attayar Sukotanang

Acting Vice President, Corporate Internal Audit

CONNECTED TRANSACTIONS

1. GPSC and subsidiaries'connected transactions with potential parties of conflict

1.1 PTT Public Company Limited ("PTT")

PTT is a major shareholder of GPSC, with 22.58% of shares.

Transaction description	Connected transaction value for the year ended December 31, 2017 (Million Baht)	Justification and sensibility
Other income from the award received from PTT - Revenue	0.01	GPSC received award from PTT since GPSC's personel presented winning the PTT Group Operational Excellence contest.
Purchase of natural gas - Expenses - Payable - Asset cost	12,943.01 1,523.58 175.63	GPSC and subsidiaries purchased natural gas as raw material for power generation with prices and terms, considered normal business practice.
Pipe-rack rental - Expenses - Receivable	1.13 0.58	GPSC requested rental of pipe-racks with prices and terms, considered normal business practice. Since GPSC paid six months' rent in advance, this was treated as an advance expense item and recorded as accounts receivable.
PTT secondment - Expenses - Payable	56.43 20.51	PTT seconded its employees to GPSC in support of GPSC's business with prices and terms, considered normal business practice.
Use of PTT's Service Center - Expenses - Receivable - Payable	4.21 0.10 1.60	PTT set up a Service Center within its headquarters and EnCo, including a medical care center, fitness center, air booking center, and training center, and charged the fees at the same rate charged to PTT Group with prices and terms, considered normal business practice.
Purchase of lubricant oil - Expenses	0.22	GPSC purchased machinery lubes for steam turbine maintenance at costs comparable to those purchased from other sellers.
Gas Composition Analysis -Expenses	0.02	These expenses were for the yearly gas composition analysis for Sriracha Power Plant with prices and terms, considered normal business practice.

Transaction description	Connected transaction value for the year ended December 31, 2017 (Million Baht)	Justification and sensibility
Expenses on maintenance and repair - Expenses	0.11	These expenses were for Sub Metering maintenance and repair to ensure operation at full capacity, at costs comparable to those purchased from other sellers.
Gas pipeline system inspection - Expenses - Payable	0.24 0.26	To ensure preparedness for safe use, natural gas pipelines needed testing under the NACE SP0169 standards at costs comparable to those purchased from other sellers.
Loan interests - Expenses	1.64	The interests were for the short- term loan from PTT to manage GPSC's liquidity. The loan totaling Baht 1 billion was paid off in full with interests at the normal market rate.

1.2 PTT Global Chemical Public Company Limited ("PTTGC")

PTTGC is a major shareholder of GPSC, with 22.73% shares. In addition, Mr. Supattanapong Punmeechaow, a PTTGC director and management executive, serves as a GPSC director.

Transaction description	Connected transaction value for the year ended December 31, 2017 (Million Baht)	Justification and sensibility
Sale of power, steam, and industrial water - Revenue - Receivable	3,976.80 756.49	GPSC and PTTGC entered into individual sales agreements of each products with prices and terms followed the same guidelines as those for other customers, both related and unrelated to GPSC.
PTTGC secondment - Expenses - Payable	14.42 2.52	PTTGC seconded its employees to GPSC in support of GPSC's business with prices and terms, considered normal business practice.
Repurchase of condensate containing water in excess of the volume specified in the contract, returned by the customers - Expenses - Payable	9.12 0.60	Under the steam agreement, PTTGC was required to return condensate of the contract volume. As GPSC needed more condensate than the contract volume, it requested to repurchase such condensate from PTTGC over and above the contract volume with prices and terms, considered normal business practice.

1.3 Thaioil Public Company Limited ("TOP")

TOP holds 8.91% of GPSC's shares. In addition, Mr. Atikom Terbsiri, a TOP director and management executive, serves as a GPSC director.

Transaction description	Connected transaction value for the year ended December 31, 2017 (Million Baht)	Justification and sensibility
Purchase of diesel - Expenses - Payable	 13.68 3.50	GPSC uses diesel as fuel reserve at the Sriracha Power Plant in case of natural gas delivery interruption with prices and terms, considered normal business practice.
Land rental - Expenses - Receivable - Deposit	 6.90 4.91 2.83	Sriracha Power Plant lies on state property over which TOP earned possession and usage rights. TOP subleased such land to GPSC with prices and terms followed the same guidelines as those for other customers.
Raw-water pipe rental - Expenses	 3.09	GPSC rented TOP's raw-water pipes at the Sriracha Power Plant, linked to Eastern Water Resources Development and Management Plc. (EW) raw-water pipes, to buy water from EW, with prices and terms, considered normal business practice.
Office rental and water & electricity bills - Expenses - Payable - Deposit	 2.67 0.15 0.11	GPSC rented office space from TOP since Sriracha Power Plant was located on TOP's land, with prices and terms, considered normal business practice.
Use of miscellaneous TOP services - Expenses	 0.35	Since Sriracha Power Plant lies on TOP's plant compound, GPSC made use of plant inspection, emergency medical care, health center and firefighting services provided by TOP for convenience of access and service speed with prices and terms, considered normal business practice.
Community relations activities - Expenses	 0.14	TOP advanced payment for community relations activities jointly held with GPSC, to be reimbursed by GPSC, considered normal business practice.
TOP secondment - Expenses - Payable	 10.89 3.77	TOP seconded employees to GPSC in support of GPSC's business with prices and terms, considered normal business practice.

1.4 Thaioil Power Company Limited ("TP")

TP holds 20.79% of GPSC's paid-up registered capital. In addition, Mr. Atikom Terbsiri serves as their common director.

Transaction description	Connected transaction value for the year ended December 31, 2017 (Million Baht)	Justification and sensibility
Sale of industrial water - Revenue	0.006	GPSC and TP entered into individual sales agreements of industrial water with prices and terms followed the same guidelines as those for other customers, both related and unrelated to GPSC.
GPSC secondment - Revenue	0.12	GPSC seconded employees to TP in support of TP's business with prices and terms, considered normal business practice.
Purchase of backup power - Expenses	0.53	GPSC uses backup power for Sriracha Power Plant in case of natural gas delivery interruption with prices and terms, considered normal business practice.

1.5 PTT Energy Resources Company Limited ("PTTER")

GPSC and PTTER have a common major shareholder, namely PTT, which wholly owns PTTER's paid-up registered capital.

Transaction description	Connected transaction value for the year ended December 31, 2017 (Million Baht)	Justification and sensibility
Property sale - Revenue	0.02	Since GPSC was renovating its office, unused properties which would be of use to PTTER were sold to PTTER at prices comparable to those offered by other unrelated companies.

1.6 IRPC Public Company Limited ("IRPC")

GPSC and IRPC have a common major shareholder, namely PTT, which holds 38.51% of IRPC's paid-up registered capital. In addition, Mr. Chansin Treenuchagron serves as their common director.

Transaction description	Connected transaction value for the year ended December 31, 2017 (Million Baht)	Justification and sensibility
Sale of power and steam - Revenue - Receivable	2,093.96 300.26	IRCP-CP and IRPC entered into individual sales agreements of each products with prices and terms followed the same guidelines as those for other customers, both related and unrelated to IRPC-CP.

Transaction description	Connected transaction value for the year ended December 31, 2017 (Million Baht)	Justification and sensibility
Meeting room - Expenses	0.03	Since GPSC's meeting room cannot accommodate all attendants and IRPC's meeting room was located in the same building as GPSC, rental of IRPC's meeting room was convenient, with prices and terms, considered normal business practice.
Power plant construction consultation - Asset cost	21.00	A project management hiring agreement was entered between IRPC-CP and IRPC with service fees based on the work hours for project management, considered normal business practice.
Property management and maintenance - Asset cost	3.73	These monthly expenses were for the management and maintenance of properties under a land purchase agreement between IRPC-CP and IRPC. Such expenses were based on the project acreage size, at the identical rate charged by IRPC to other tenants.
Purchase of power, steam, industrial water, and wastewater treatment - Expenses - Payable	32.09 9.81	Since IRPC-CP's plant lies on the compound of IRPC's plant, the company purchased each products treatment charges on IRPC for system testing at the identical rate charged for others in the vicinity.
Office space rental, water and electricity bills, and central utilities - Expenses - Payable - Deposit	1.76 0.20 0.75	IRPC-CP rents EnCo's office space, and with most of its business partners headquarters at EnCo, the company conveniently coordinated with business partners. The rental followed the rates set under an agreement with IRPC, considered normal business practice.
Advance received for steam sale under Minimum Take-or-Pay terms - Payable	29.00	As the annual actual value of product purchase was lower than the minimum value specified in the contract, IRPC-CP requested advance payment (Minimum Take-or-Pay : MTOP) from IRPC. If the purchase volume is come up over the minimum volume specified in the contract within the agreed period. IRPC can refund such advance payment commensurate with the excess volume consumed. IRPC-CP will recognize the remaining MTOP as the revenue for the year, if IRPC is unable to consume steam over the minimum volume and refund MTOP comply with the conditions specified in the agreement.

Transaction description	Connected transaction value for the year ended December 31, 2017 (Million Baht)	Justification and sensibility
Maintenance service fees - Expenses	16.24	IRPC-CP engaged in a plant maintenance agreement with IRPC, whose personnel were skilled in maintenance, which added to GPSC group's flexibility with prices and terms, considered normal business practice.

1.7 Business Services Alliance Company Limited ("BSA")

GPSC holds 25% preferred shares of BSA's paid-up registered capital. Also, both companies have a common major shareholder, namely PTT, which wholly owns BSA's common shares accounting for 25% of BSA's paid-up registered capital, and PTTGC, which holds 25% preferred shares of BSA's paid-up registered capital.

Transaction description	Connected transaction value for the year ended December 31, 2017 (Million Baht)	Justification and sensibility
Staff outsourcing service - Expenses - Payable	 41.06 7.16	GPSC Group hired BSA to provide outsourcing services of desired personnel to fit GPSC's objectives, with prices and terms, considered normal business practice.

1.8 PTT Phenol Company Limited ("PPCL")

GPSC and PPCL have a common major shareholder, namely PTTGC, which wholly owns PPCL's paid-up registered capital.

Transaction description	Connected transaction value for the year ended December 31, 2017 (Million Baht)	Justification and sensibility
Sale of power, steam, industrial water, and nitrogen - Revenue - Receivable	 2,953.60 566.16	GPSC and PPCL entered into individual sales agreements of each products with prices and terms followed the same guidelines as those for other customers, both related and unrelated to GPSC, considered normal business practice.

1.9 PTT Maintenance and Engineering Company Limited ("PTTME")

GPSC and PTTME have a common major shareholder, namely PTTGC, which wholly owns PTTME's paid-up registered capital.

Transaction description	Connected transaction value for the year ended December 31, 2017 (Million Baht)	Justification and sensibility
Machinery maintenance and repair - Expenses - Payable	 39.90 8.18	GPSC engaged in a power plant service and maintenance agreement with PTTME, an expert in maintenance, at mutually agreed prices and terms, considered normal business practice.

1.10 NPC Safety and Environmental Service Company Limited ("NPC S&E")

GPSC and NPC S&E have a common major shareholder, namely PTTGC, which wholly owns NPC S&E's paid-up registered capital.

Transaction description	Connected transaction value for the year ended December 31, 2017 (Million Baht)	Justification and sensibility
Operating safety training services		GPSC engaged in an operating safety training service agreement with NPC S&E, which is an expert in this area with its own training center, at mutually agreed prices and terms, considered normal business practice.
- Expenses	1.47	
- Payable	0.86	
- Receivable	0.006	

1.11 Vinythai Public Company Limited ("VNT")

GPSC and VNT have a common major shareholder, namely PTTGC, which holds 24.98% of VNT's paid-up registered capital.

Transaction description	Connected transaction value for the year ended December 31, 2017 (Million Baht)	Justification and sensibility
Pipe-rack rental		GPSC engaged in a pipe-rack rental agreement with VNT in Map Ta Phut, with prices and terms that followed the same guidelines as those for other customers, both related and unrelated to GPSC, considered normal business practice.
- Revenue	0.18	

1.12 HMC Polymers Company Limited ("HMC")

GPSC and HMC have a common major shareholder, namely PTT, with 41.44% of HMC's paid-up registered capital.

Transaction description	Connected transaction value for the year ended December 31, 2017 (Million Baht)	Justification and sensibility
Sale of power, steam, and industrial water		GPSC and HMC entered into individual sales agreements of each products with prices and terms followed the same guidelines as those for other customers, both related and unrelated to GPSC, considered normal business practice.
- Revenue	1,346.22	
- Receivable	266.39	

1.13 PTT Tank Terminal Company Limited ("PTT Tank")

GPSC and PTT Tank have a common major shareholder, namely PTT, which wholly owns PTT Tank's paid-up registered capital.

Transaction description	Connected transaction value for the year ended December 31, 2017 (Million Baht)	Justification and sensibility
Sale of nitrogen - Revenue - Receivable	 5.71 1.10	GPSC and PTT Tank entered into individual sales agreements of each products with prices and terms followed the same guidelines as those for other customers, both related and unrelated to GPSC, considered normal business practice.
Pipe-rack rental - Revenue	 0.21	GPSC engaged in a pipe-rack rental agreement with PTT Tank in Map Ta Phut, with prices and terms that followed the same guidelines as those for other customers, both related and unrelated to GPSC, considered normal business practice.

1.14 PTT Asahi Chemical Company Limited ("PTTAC")

GPSC and PTTAC have a common major shareholder, namely PTT, which holds 48.50% of PTTAC's paid-up registered capital, and have a common director in Mr. Chansin Treenuchagron.

Transaction description	Connected transaction value for the year ended December 31, 2017 (Million Baht)	Justification and sensibility
Sale of power, steam, industrial water, and nitrogen - Revenue - Receivable	 340.85 64.67	GPSC and PTTAC entered into individual sales agreements of each products with prices and terms followed the same guidelines as those for other customers, both related and unrelated to GPSC, considered normal business practice.
Pipe-rack rental - Revenue	 0.76	GPSC engaged in a pipe-rack rental agreement with PTTAC in Map Ta Phut, with prices and terms that followed the same guidelines as those for other customers, both related and unrelated to GPSC, considered normal business practice.
Purchase of steam - Expenses - Payable	 328.79 34.74	Due to excess steam in PTTAC's processes, GPSC purchases such steam from PTTAC, at mutually agreed prices and terms, considered normal business practice.
Equipment repair for steam pipes - Receivable	 3.31	During GPSC's delivery of steam to PTTAC, a leaked at a connecting point due to PTTAC's performance. GPSC therefore coordinated with a third-party contractor to fix this problem at the request of PTTAC.

1.15 PTT Polymer Logistics Company Limited ("PTTPL")

GPSC and PTTPL have common major shareholders, namely PTT and PTTGC (with 50% and 49% of PTTPL's paid-up registered capital). Both companies have a common director in Mr. Chansin Treenuchagron.

Transaction description	Connected transaction value for the year ended December 31, 2017 (Million Baht)	Justification and sensibility
Sale of power		GPSC and PTTPL entered into individual sales agreements of each products with prices and terms followed the same guidelines as those for other customers, both related and unrelated to GPSC, considered normal business practice.
- Revenue	45.15	
- Receivable	9.03	

1.16 Energy Complex Company Limited ("EnCo")

GPSC and EnCo have a common major shareholder, namely PTT, which owns 50% of EnCo's paid-up registered capital.

Transaction description	Connected transaction value for the year ended December 31, 2017 (Million Baht)	Justification and sensibility
Office space rental and related service fees, including parking fees and electricity bills		GPSC rented EnCo's office since most of its business partners are headquartered at EnCo, conveniently coordinated matters with them. At mutually agreed prices and terms, considered normal business practice.
- Expenses	20.03	
- Payable	0.20	
- Deposit	4.32	

1.17 PTT Digital Solutions Company Limited ("PTT Digital")

GPSC and PTT Digital have common major shareholders, namely PTTGC, PTT and TOP, holding 40%, 20%, and 20% of PTT Digital's paid-up registered capital. They also have a common director in Mr. Chansin Treenuchagron.

Transaction description	Connected transaction value for the year ended December 31, 2017 (Million Baht)	Justification and sensibility
Fiber optic rental		Since GPSC had surplus fiber optic capacities, it engaged in a memorandum of agreement for fiber optic use with PTT Digital, with prices as agreed in the memorandum, considered normal business practice.
- Revenue	0.21	
- Receivable	0.21	

Transaction description	Connected transaction value for the year ended December 31, 2017 (Million Baht)	Justification and sensibility
ICT - Expenses - Payable - Receivable	 43.13 6.55 0.01	GPSC Group hired PTT Digital for their specialization in ICT services for the likes of server networks, the internet, emails, training, and installation of ICT support system for the meetings, together with SAP system maintenance. The rate of service fees is considered normal business practice.
Capital expenditure for development of new programs - Asset cost	 6.50	GPSC Group acquired systems and hired PTT Digital, which was skillful and appreciated the work of GPSC Group and its affiliates, at prices and terms as mutually agreed, considered normal business practice.

1.18 Dhipaya Insurance Public Company Limited ("TIP")

GPSC and TIP have a common major shareholder, namely PTT, which owns 13.33% of TIP's paid-up registered capital.

Transaction description	Connected transaction value for the year ended December 31, 2017 (Million Baht)	Justification and sensibility
Plant insurance and business interruption insurance - Expenses - Receivable - Asset cost	 127.51 71.20 7.57	The insurance taken out by GPSC Group was group insurance. PTT had hired TIP, an expert in the insurance business that was skillful in representing agents for large-scale insurance to handle the entire PTT Group. Insurance premiums and other terms are considered normal business practice.
Insurance claims - Revenue	 65.99	The claims received are for the damage to the equipment on July 4, 2016 based on actual damages under the terms of the joint agreement, considered normal business practice.

1.19 TOC Glycol Company Limited ("TOCGC")

GPSC and TOCGC have a common major shareholder, namely PTTGC, which wholly owans TOCGC's paid-up registered capital.

Transaction description	Connected transaction value for the year ended December 31, 2017 (Million Baht)	Justification and sensibility
Sale of power, steam, and industrial water - Revenue - Receivable	 873.78 171.57	GPSC and TOCGC entered into individual sales agreements of each products with prices and terms followed the same guidelines as those for other customers, both related and unrelated to GPSC, considered normal business practice.

1.20 Global Green Chemicals Public Company Limited ("GGC")

GPSC and GGC have a common major shareholder, namely PTTGC, which holds 72.29% of GGC's paid-up registered capital, and they have two common directors in Mr.Payunhsak Chartsutipol and Mr.Supattanapong Punmeechaow.

Transaction description	Connected transaction value for the year ended December 31, 2017 (Million Baht)	Justification and sensibility
Sale of power, steam, and industrial water - Revenue - Receivable	 386.74 69.61	GPSC and GGC entered into individual sales agreements of each products with prices and terms followed the same guidelines as those for other customers, both related and unrelated to GPSC, considered normal business practice.

1.21 Fatty Alcohols Company Limited ("TFA")

GPSC and TFA have a common major shareholder, namely PTTGC, which wholly owns TFA's paid-up registered capital through GGC.

Transaction description	Connected transaction value for the year ended December 31, 2017 (Million Baht)	Justification and sensibility
Sale of power, steam, and industrial water - Revenue - Receivable	 105.20 18.89	GPSC and TFA entered into individual sales agreements of each products with prices and terms followed the same guidelines as those for other customers, both related and unrelated to GPSC, considered normal business practice.

1.22 Solution Creation Company Limited ("Solution Creation")

GPSC and Solution Creation have a common major shareholder, namely PTTGC, which wholly owns Solution Creation's paid-up registered capital.

Transaction description	Connected transaction value for the year ended December 31, 2017 (Million Baht)	Justification and sensibility
Utility delivery system construction - Receivable	 7.05	The cost incurred from the construction of a utility delivery system of which Solution Creation had later canceled its purchase. The cost to be charged to the new customer using the facility is under consideration.

1.23 Thai Ethoxylate Company Limited ("TEX")

GPSC and TEX have a common major shareholder, namely PTTGC, which owns 50% of TEX's paid-up registered capital through GGC.

Transaction description	Connected transaction value for the year ended December 31, 2017 (Million Baht)	Justification and sensibility
Sale of power, steam, and industrial water - Revenue - Receivable	 26.55 2.34	GPSC and TEX entered into individual sales agreements of each products with prices and terms followed the same guidelines as those for other customers, both related and unrelated to GPSC, considered normal business practice.
Advance payment for power sale under Minimum Take-or-Pay terms - Revenue - Receivable - Payable	 0.91 1.20 4.16	As the annual actual value of product purchase was lower than the minimum value specified in the contract, GPSC requested advance payment (Minimum Take-or-Pay : MTOP) from TEX. If the purchase volume is come up over the minimum volume specified in the contract within the agreed period. TEX can refund such advance payment commensurate with the excess volume consumed. GPSC will recognize the remaining MTOP as the revenue for the year, if TEX is unable to consume power over the minimum volume and refund MTOP comply with the conditions specified in the agreement.

1.24 Advanced Biochemical (Thailand) Company Limited ("ABT")

ABT is a wholly owned subsidiary of VNT, which has the same major shareholder as GPSC, namely PTTGC, which owns 24.98% of VNT's paid-up registered capital.

Transaction description	Connected transaction value for the year ended December 31, 2017 (Million Baht)	Justification and sensibility
Pipe-rack rental - Revenue	 0.18	GPSC engaged in a pipe-rack rental agreement with ABT in Map Ta Phut, with prices and terms that followed the same guidelines as those for other customers, both related and unrelated to GPSC, considered normal business practice.

1.25 Eastern Fluid Transport Company Limited ("EFT")

GPSC and EFT have a common major shareholder, namely PTTGC, which directly and indirectly owns 15% of EFT's registered capital.

Transaction description	Connected transaction value for the year ended December 31, 2017 (Million Baht)	Justification and sensibility
Pipe-laying structural maintenance - Expenses	4.30	GPSC hired EFT to maintain its pipe-laying structures EFT was the sole provider of such service in the industrial estate where this structure was located. Prices and terms for such work followed the service agreement, considered normal business practice.

1.26 Vencorex Thailand Company Limited ("VCX")

GPSC and VCX have a common major shareholder, namely PTTGC, which indirectly owns 90.82% of VCX's paid-up registered capital.

Transaction description	Connected transaction value for the year ended December 31, 2017 (Million Baht)	Justification and sensibility
Sale of power, steam, and industrial water - Revenue - Receivable	 41.48 9.51	GPSC and VCX entered into individual sales agreements of each products with prices and terms followed the same guidelines as those for other customers, both related and unrelated to GPSC, considered normal business practice.
Advance payment for power and steam sale under Minimum Take-or-Pay terms - Receivable - Payable	 65.77 61.47	As the annual actual value of product purchase was lower than the minimum value specified in the contract, GPSC requested advance payment (Minimum Take-or-Pay : MTOP) from VCX. If the purchase volume is come up over the minimum volume specified in the contract within the agreed period. VCX can refund such advance payment commensurate with the excess volume consumed. GPSC will recognize the remaining MTOP as the revenue for the year, if VCX is unable to consume each products over the minimum volume and refund MTOP comply with the conditions specified in the agreement.

1.27 Sak Chaisidhi Company Limited (SAKC)

GPSC and SAKC have a common major shareholder, namely TOP, which holds (through TOP SOLVENT) 80.52% of SAKC's paid-up registered capital.

Transaction description	Connected transaction value for the year ended December 31, 2017 (Million Baht)	Justification and sensibility
Pipe-rack rental		GPSC engaged in a pipe-rack rental agreement with SAKC in Map Ta Phut, with prices and terms that followed the same guidelines as those for other customers, both related and unrelated to GPSC, considered normal business practice.
- Revenue	0.24	

1.28 PTT Retail Management Company Limited ("PTTRM")

GPSC and PTTRM have a common major shareholder, namely PTT, which wholly owns PTTRM's paid-up registered capital.

Transaction description	Connected transaction value for the year ended December 31, 2017 (Million Baht)	Justification and sensibility
Installation of solar panels on gas station canopies		PTTRM hired CHPP to install solar panels on PTTRM's gas station canopies at mutually agreed prices and terms, considered normal business practice.
- Revenue	3.88	
- Receivable	1.16	

1.29 TOP SPP Company Limited ("TOP SPP")

GPSC and TOP SPP have a common major shareholder in Thaioil, which holds 99.99% of TOP SPP's paid-up registered capital, and have a common director in Mr. Atikom Terbsiri.

Transaction description	Connected transaction value for the year ended December 31, 2017 (Million Baht)	Justification and sensibility
Purchase of backup power		Expenses for backup power followed an agreement for Sriracha Power Plant in case of power generation interruption, at mutually agreed terms and prices, considered normal business practice.
- Expenses	2.16	
- Payable	2.31	

1.30 PTT Green Energy (Thailand) Company Limited ("PTTGE")

GPSC and PTTGE have a common major shareholder, namely PTT, which wholly owns PTTGE's paid-up registered capital.

Transaction description	Connected transaction value for the year ended December 31, 2017 (Million Baht)	Justification and sensibility
PTTGE secondment		PTTGE seconded employees to GPSC sites in support of GPSC's business under agreed contract prices and terms, considered normal business practice.
- Expenses	0.09	
- Payable	0.10	

2. Approval Measures and Procedures for Connected Transactions

For connected transactions involving GPSC and/or its subsidiaries, with potential parties of conflict, vested interests, or potential future conflicts of interest, the Audit Committee provides its views on the justification of transaction engagement and the price sensibility of such transactions to ensure that the terms involved follow the normal course of business, that third-party price comparison or market price comparison is made, that prices or terms of such transactions at the same level exist for third parties, or that such transaction engagement can apparently contain sensible or fair prices or terms, or all of these. If the Audit Committee cannot scrutinize potential connected transactions, GPSC may arrange for an independent expert or its own external auditor to comment on such transactions in support of decisions by the Board, the Audit Committee, or the shareholders, as seen appropriate. The essential guidelines for such scrutiny are as follows :

1. Product sales prices or service fees : These must be normal-business transactions or those in support of normal businesses. Prices and commercial terms must at arm's-length ones for all customers, both related and unrelated to GPSC.
2. Product purchase prices or service fees : These must be normal business transactions or those in support of normal businesses. Prices and commercial terms must be set under compatible criteria to those charged by business partners in question to other customers. Finally, engagement in such transactions must not compromise GPSC's interests.
3. Asset sales/purchases transactions : These could periodically arise as needed and as seen suitable, including acquisition of businesses to grow business under GPSC's investment plans and expansion plans. In engaging in these transactions, the management or independent experts, or both (as seen fit), assess and comment on the sensibility of prices and commercial terms involved.
4. Financial support : By giving or receiving financial assistance in the forms of loans or credit to enhance liquidity management efficiency and/or providing financial cooperation with group of companies, at an interest rate based on the current market rate.

As for approval of connected transactions, those potential parties of conflict or vested interests have no voting rights on transaction approval so as to ensure that such engagement does not transfer or siphon interests between GPSC or its shareholders. Rather, the transactions must be in all shareholders' best interests. GPSC will disclose connected transactions in the notes to the audited financial statements signed by the external auditor in the annual report and the Annual Information Form (Form 56-1).

GPSC complies with the laws, regulations, and procedures of the Securities and Exchange Commission (SEC), the Capital Market Supervisory Board, and the Stock Exchange of Thailand (SET) on connected transactions, related transactions, and acquisition or disposal of assets under applicable rules for listed companies.

3. Independent Directors' Views

Independent directors agree with the Board of Director's views.

4. Policy for Connected Transactions

1. GPSC's directors and management prepare reports on their individual vested interests with related parties and notify the company for use as reference for taking action under applicable requirements for connected transactions.
2. Avoid engagement in connected transactions of potential conflicts of interest.
3. If a connected transaction proves unavoidable, GPSC must follow the procedures and comply with applicable laws, which include those criteria set by SEC and SET.
4. Set arm's-length prices and terms for connected transactions that are fair, sensible, and in the best interests of GPSC and all shareholders. If such prices are unavailable, GPSC must compare prices or service fees with third-party sources under the same or similar terms.
5. Those with vested interests in connected transactions cannot approve or vote on them.
6. In scrutinizing connected transactions, GPSC may appoint an independent assessor to evaluate and compare prices for significant ones to ensure that such connected transaction are sensible and in the best interests of GPSC and all shareholders.

5. Trends for Connected Transactions with Potential Parties of Conflict

For future connected transactions, GPSC must comply with all laws on securities and exchanges, regulations, announcements, directives, or requirements of the Capital Market Supervisory Board, SEC, and SET. Engagement in such transactions must not result in benefit transfers or siphoning of interests between GPSC or its shareholders, or both, but rather in the best interests of GPSC and all shareholders.

For routine transactions likely to regularly occur, GPSC must follow the criteria and approaches of general commercial practices, with price references and terms that are suitable and fair, sensible, and open to audit. Such transaction engagement must follow principles on agreements with general commercial terms approved by the Board of Directors. To this end, the management must prepare a summary of connected transactions for reporting to the Audit Committee each year.

Disclosure of GPSC's connected transactions must comply with all laws and regulations set by SEC and SET.

MANAGEMENT DISCUSSION AND ANALYSIS

Results of Operation – Consolidated Financial Statements

Unit : THB million

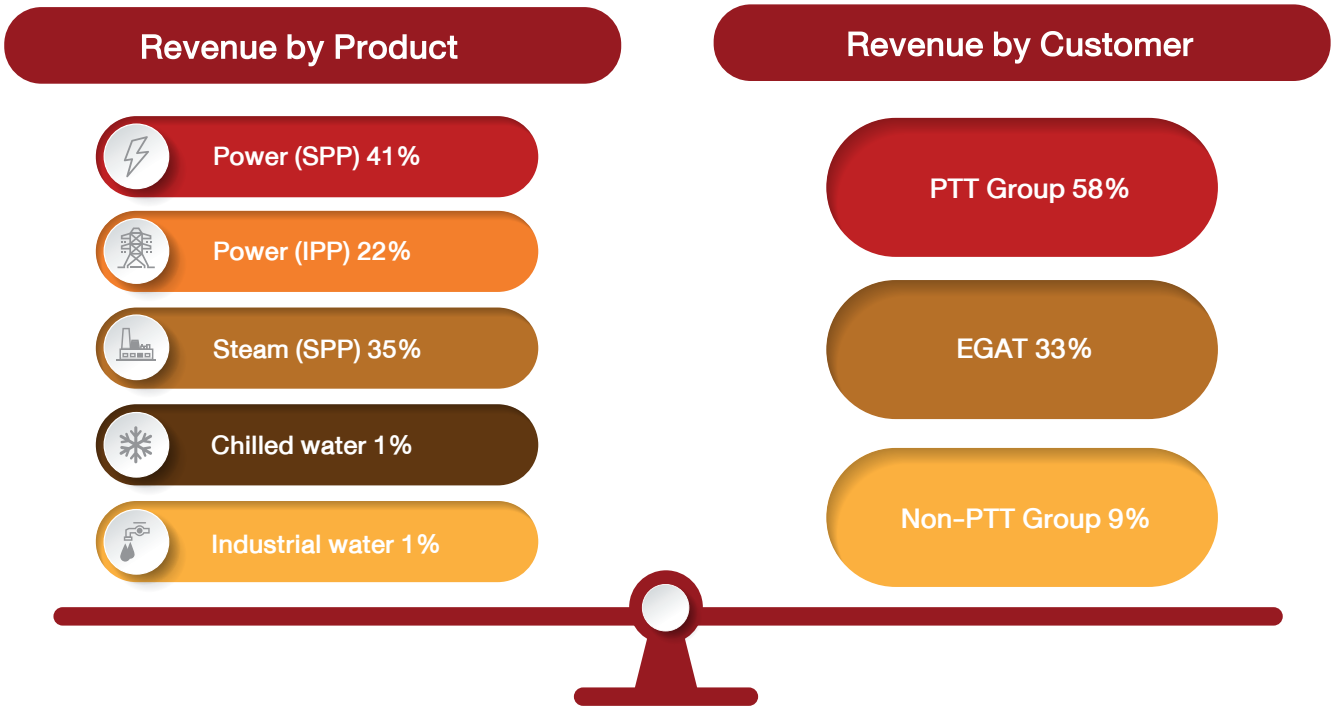
	2016	2017	Change +/(-)
Operating revenue	20,675	19,917	(4%)
Gross profit	4,550	4,868	7%
EBITDA	3,809	4,187	10%
EBIT	2,543	2,836	12%
Shares of profit of associates and joint ventures	346	517	49%
Net profit for the company	2,700	3,175	18%
Gross profit margin* (%)	22%	24%	2%
Net profit margin (%)	14%	16%	2%

* Exclude cost of depreciation and amortization

Global Power Synergy Public Company Limited (GPSC) concluded its operations with a net profit of THB 3,175 million in 2017, which increased by THB 475 million from last year or 18%, mainly due to higher sales from higher demand of industrial customers for electricity and steam, and the rise in electricity sales to EGAT of IRPC Clean Power Phase 2 after COD in November 2017, in which GPSC owns 51% shares. In addition, GPSC has improved the productivity in 2017 as a result of efficient cost management especially from the cogeneration power plant. Although in 2017, EGAT had lower dispatch instruction causing the reserved shutdown of the Sriracha Power Plant (IPP) compared to 2016, due to the reserved shutdown following EGAT dispatch instruction, the reserved shutdown had reduced the hourly maintenance cost. However, at the same time, still received the Availability Payment revenue as the company still has the ability to generate electricity to EGAT as contracted. Thus when comparing Sriracha Power Plant operation in 2017 with 2016, the plant had generated a higher profitability in 2017 than in 2016.

Furthermore, in 2017 GPSC received dividend income from Ratchaburi Power Company Limited (RPCL) for THB 270 million and the higher share of profit from Bangpa-In Cogeneration Company Limited Phase 2, which started COD in June 2017 and there was the first full year to recognize share of profit from Nava Nakorn Power Generation Company.

The revenue of THB 19,917 million in 2017 can be divided by product and customer as follows:



Performance Summary by Plant in 2017

Sriracha Power Plant : IPP

The 2017 revenue from sales of electricity and financial lease totaled THB 4,420 million, decreased from THB 5,161 million or 14% due to the lower dispatch of 19% from EGAT, while the average sale price rose 5% as a result of lower EGAT dispatch instruction. However, GPSC still received Availability Payment revenue as contracted, lead to higher average sales price per unit. The cost of sales of goods and rendering of services of 2017 totaled THB 3,836 million, a drop of THB 760 million or 17% due to the lower usage of natural gas for electricity generation by THB 671 million or 17%, and lower maintenance costs of THB 60 million or 17%, corresponding to lower operating hours.

Rayong Central Utility Plant 1-3 (CUP 1-3) : SPP

The revenue from sales of electricity and steam totaled THB 13,183 million in 2017, a drop of 1% or THB 80 million due to the decline in the selling price following the fall in the average Ft rate, and the lower average selling price of steam following a drop in the natural gas price compared to 2016. Meanwhile, the cost of sales of goods and rendering of services of Rayong CUP 1-3 in 2017 was THB 9,628 million, falling by THB 359 million or 4% in line with the lower average cost of natural gas, leading to a drop in natural gas cost by THB 227 million or 3%.

IRPC Clean Power Company Limited (IRPC–CP) : SPP

The revenue generated by IRPC-CP in 2017 amounted to THB 2,093 million increased from THB 2,055 million at the last year. The increase resulted from commercialization of total project (both Phase1 and Phase2) in the fourth quarter of 2017 but offset by the planned maintenance of customer and shutdown of Phase 1 for the commissioning system test for Phase 2, resulting in a total increase of revenue to only 2%. The cost of sales of goods and rendering of services consisted of the raw materials, mostly were natural gas cost, maintenance cost, and other expenses. In 2017 costs of sales of goods and rendering of services amounted to THB 1,481 million, which increased by THB 47 million or 3%, caused by Phase 2 started commercial operation.

Combined Heat and Power Producing Company Limited (CHPP) : VSPP

The revenue generated by CHPP in 2017 amounted to THB 219 million, a rise of THB 24 million or 12%. The increase resulted partly from the sales of electricity by Cooperative Solar Project totaling THB 40 million and partly from the sales of chilled water, which declined by THB 20 million following the fall of cost of sales of goods and rendering of services of 2%.

Milestones of 2017 and events materially significant to financial statements

- On 29 June 2017, Bangpa-In Cogeneration (BIC 2) a Small Power Producer (SPP), started COD and supplying electricity to EGAT. BIC2, in which GPSC owns 25% shares, has a capacity to produce 117 megawatts of electricity.
- On 25 August 2017, GPSC establish Sarn Palung Social Enterprise Company Ltd., in which GPSC owned 10% of total shares and 90% owned by PTT and flagship companies of PTT Group. Sarn Palung Social Enterprise Company Ltd. aims at conducting business to resolve social and environmental issues and also promoting employment of local communities in an efficient and sustainable manner. In addition, such establishment supports the government policy that encourages the private sector and state enterprises to participate in grooming and incubating social enterprises in Thailand.
- On 29 September 2017, GPSC has offered debentures worth Baht 5,000 million to institutional and major investors. There are two tranches of debentures: THB 3,500 million and 1,500 million with dates of maturity in 2021 and 2024, respectively.
- IRPC Clean Power Company Limited (IRPC-CP) is a Small Power Producer (SPP) with a total installed capacity of 240 megawatts of electricity and 180-300 tons per hour of steam, in which GPSC holds 51% shares. IRPC-CP Phase 1 has already been operated with an installed capacity of 45 megawatts since November 2015. In addition, Phase 2 has been commercialized with an installed capacity of 195 megawatts or 99.4% equity megawatt and dispatched electricity to the main grid of EGAT on 15 November 2017.
- Ichinoseki Solar Power 1 G.K. (ISP1) is a solar power producer located in Ichinoseki, Iwatae, Japan. Its installed capacity is 25.881 megawatt, in which GPSC holds 99% shares or 25.62 equity megawatt. The project had COD on 15 December 2017 where 20.8 megawatts was distributed to Tohoku Electricity Power Co., Inc with the Feed-In Tariff of 40 Yen per kilowatt-hour under an agreement term of 20 years.

Operating Results

Unit : THB million

Operating results of the company and its subsidiaries	2016	2017	Change +/(-)
Operating revenue	20,675	19,917	(4%)
Cost of sales (exclude depreciation and amortization)	(16,125)	(15,049)	(7%)
Gross profit	4,550	4,868	7%
Selling and administrative expenses	(753)	(693)	(8%)
Other operating income	12	12	0%
EBITDA	3,809	4,187	10%
Depreciation and amortization	(1,266)	(1,351)	7%
EBIT	2,543	2,836	12%
Finance costs	(418)	(361)	(14%)
Other non-operating income (and expenses)	537	710	32%
Shares of profit of associates and joint ventures	346	517	49%
Income tax expenses	(140)	(257)	84%
Profit before FX & extraordinary items	2,868	3,445	20%
Net foreign exchange gains (losses)	4	(3)	n/a
Legal reserved	-	(101)	n/a
Net profit	2,872	3,341	16%
Non-controlling interests	(172)	(166)	n/a
Net profit-Owners of the company	2,700	3,175	18%
Earning per share (Baht/share)	1.80	2.12	18%
Weighted average number of common share (Million)	1,498	1,498	0%

Comparison of operating results

1. Selling and administrative expenses

In 2017, selling and administrative expenses were THB 693 million, a decline of THB 60 million or 8% from 2016 due to a reduction of business development expenditure.

2. Depreciation

In 2017, depreciation were THB 1,351 million, an increase by THB 85 million or 7% from 2016 as IRPC Clean Power (IRPC-CP) started COD in two phases and recognized in depreciation and amortization.

3. Finance costs

The finance costs were THB 361 million, a drop of THB 57 million or 14% from 2016, mainly due to the prepayment of long-term loans to financial institutions in July, and an issuance of debentures in September 2017 with the rate of interest of 2.21% and 2.82%, which are lower than the interest rate of the loan by 1%, leading to a reduction in the finance costs in 2017.

4. Other non-operating income and expenses

Other non-operating income and expenses were THB 710 million in 2017, which increased by THB 173 million or 32%, primarily due to income accrued by the construction contractor of IRPC-CP Phase 2 of THB 130 million.

5. Share of profit of associates and joint ventures

Unit : THB million

Company	% of shareholding	2016	2017	Change +/(-)
Independent Power Producer (IPP)				
- Xayaburi Power Company Limited (XPCL)	25%	(43)	(22)	(49%)
Small Power Producer (SPP)				
- Bangpa-In Cogeneration Company Limited (BIC)	25%	49	88	80%
- Nava Nakorn Electricity Generating Company Limited (NNEG)	30%	44	122	177%
- Nam Lik 1 Power Company Limited (NL1PC)	40%	13	30	131%
Total Small Power Producer		106	240	126%
Very Small Power Plant (VSPP)				
- Thai Solar Renewable Company Limited (TSR)	40%	283	299	6%
Total shares of profit of associates and joint ventures		346	517	49%

In 2017, GPSC recognized THB 517 million in its share of profit of associates and joint ventures, increased by THB 171 million or 49% up from 2016.

- Share of Profit from Xayaburi Power Company Limited (XPCL), 49% lower following the higher cost resulting from the change in the administrative cost structure during the period.
- Share of Profit from Bangpa-In Cogeneration Company Limited (BIC), 80% higher following the Phase 2 (BIC2) started COD on 29 June 2017.

- Share of Profit from Nava Nakorn Electricity Generating Company Limited (NNEG), 177% higher mainly caused by full year to recognized revenue from NNEG in 2017. While 2016, GPSC recognized revenue after the commercialization in 3 June 2016.
- Share of Profit from Nam Lik 1 Power Company Limited (NL1PC) in 2017 was up by 131% due to the interest income reallocation from financial leases under No. 12 of the financial reporting standard.
- Share of Profit from Thai Solar Renewable Company Limited (TSR), up by 6% from 2016. The higher profit was a result of lower interest payable in proportion to a lower outstanding debt repaid in stages.

6. Net foreign exchange gain (loss)

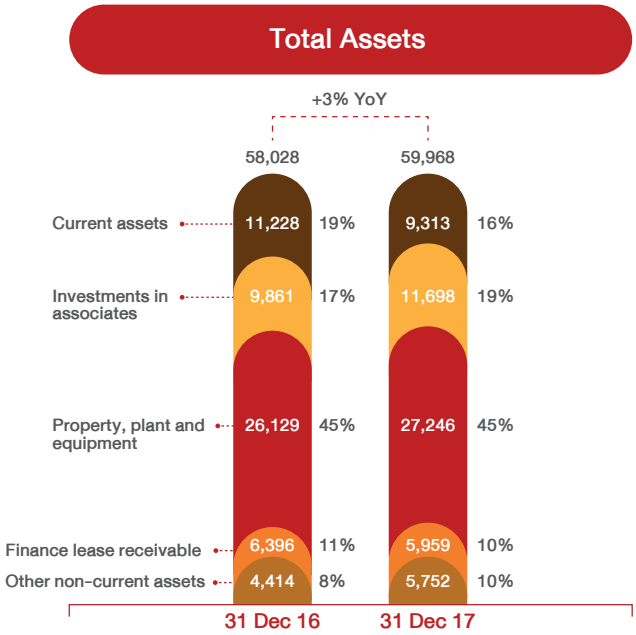
This year GPSC posted foreign exchange loss of THB 3 million, against a THB 4 million gain last year.

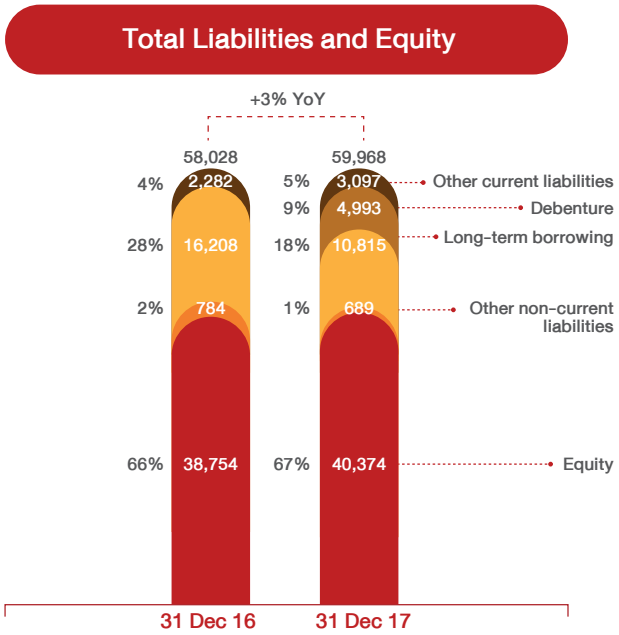
7. Income tax expenses

Income tax expenses of THB 257 million in 2017, an increase of THB 117 million or 84% from 2016, mainly driven by the expiration of three additional BOI certificates of Rayong Central Utility Plants and Sriracha Power Plant has fully utilized BOI benefits for tax exemption in 2017.

STATEMENT OF FINANCIAL POSITION

Unit: THB million





Assets

As at 31 December 2017, the total assets of GPSC and its subsidiaries were THB 59,968 million, which increased by THB 1,940 million or 3% from 31 December 2016. The increase resulted from an increase in investments in an associate and in fixed assets of the project under construction. The details of significant changes are as follows:

• **Current assets**, decreased by THB 1,915 million or 17%, mainly due to

- Cash and cash equivalents and short-term investments decreased by Baht 3,556 million or 46% mainly because of the cash payment for investing in the associate company and repayment of the long-term loan before the maturity date.
- Account receivable increased by THB 1,483 million or 68%, and resulted from the outstanding balance of account receivable as at December 2017 comprised of two months' amounts in which the due date of November 2017 balance is in the beginning of January 2018. In addition, the increase is also from the account receivable of IRPC-CP since COD of 2 phases in November 2017.

• **Investments in associates and joint ventures increased by THB 1,836 million or 19%, with details as follows.**

Unit : THB million

Investments	Invested in 2017	Share of profit (loss)	Decrease from dividend received	Translation adjustment of currency	Increase (Decrease)
Investments in associates					
- Bangpa-In Cogeneration Company Limited (BIC)	250	89	(20)	-	319
- Xayaburi Power company Limited (XPCL)	1,390	(22)	-	-	1,368
Total investments in associates	1,640	67	(20)	-	1,687
Investments in joint ventures					
- Thai Solar Renewable Company Limited (TSR)	-	299	(301)	-	(2)
- Nava Nakorn Electricity Generating Company Limited (NNEG)	-	122	-	-	122
- Nam Lik 1 Power Company Limited (NL1PC)	26	29	-	(26)	29
Total investments in joint ventures	26	450	(301)	(26)	149
Total	1,666	517	(321)	(26)	1,836

- **Property, plants and equipment** increased by THB 1,117 million or 4%, mainly due to the increase in fixed asset of IRPC-CP in which the Phase 2 completed construction and started COD since 15 November 2017 and also Ichinoseki Solar Power in Japan (ISP1) that completed construction and started COD since Q4/2017.
- **Financial lease receivables** decreased by THB 437 million or 7%, primarily from a gradual decline in the EGAT's financial lease receivable with respect to revenue recognition basis under TFRIC4.
- **Non-current assets** rose by THB 1,338 million or 30%, caused by higher profit shares from more rights on grid connection of IRPC-CP and loans extended to affiliates, as well as outstanding interests.

Liabilities

As of 31 December 2017, the total liabilities of the company and its subsidiaries were THB 19,594 million, which increased by THB 320 million or 2% from 31 December 2016. This was mainly from the following determinants:

- **Long-term loans from financial institutions** decreased by THB 5,393 million or 33% due to the prepayment of long-term loan.
- **Debenture** increased by THB 4,993 million from the first debenture issuance and offering in September 2017 for 2 tranches. Tranche 1 has 4 years' maturity with the principal amount of THB 3,500 million. Tranche 2 has 7 years of maturity with the principal amount of THB 1,500 million.
- **Other current liabilities** increased by THB 815 million or 36% from the following determinants:
  - Account payable increased by THB 483 million or 42% from the account payable of the natural gas of IRPC-CP in which the two phases were COD since 15 November 2017.
  - Construction payable increased by THB 269 million or 87% from the construction of IRPC-CP of which the repayment maturity had not been reached.

Equity

As of 31 December 2017, the total shareholders' equity of GPSC and its subsidiaries was THB 40,374 million, which increased by THB 1,620 million or 4% from 31 December 2016, mainly due to the increase in the unappropriated retained earnings for THB 3,175 million and the increase in non-controlling interest for THB 223 million due to the better performance of the company. In addition, the company paid out the 2017 dividend from the second half of 2016 and the interim dividend from the first half of 2017 operating result amounting to THB 1,723 million. The loss from currency translate reserve for THB 55 million, recognized in the statement of comprehensive income as of 31 December 2017.

Statement of cash flow

In 2017, GPSC and its subsidiaries had a net decrease in cash and cash equivalents for THB 3,556 million from 2016, mainly due to cash used in investing and funding activities.

In 2017, the beginning of cash and cash equivalents balance was THB 7,813 million and the ending of cash and cash equivalents balance was THB 4,527 million. Details of cash flow by activity can be described as follows:

Unit : THB million

	2017
Net cash provided by operating activities	3,153
Net cash used in investing activities	(4,411)
Net cash used in financing activities	(2,306)
Effect of exchange rate to cash and cash equivalent	8
Net decrease in cash and cash equivalents	**(3,556)**
Cash and cash equivalents at the beginning of the period*	7,813
Cash and cash equivalents at the end of the period*	**4,527**

* Included restricted cash and temporary investment

- Cash flow from operating activities

  In 2017, GPSC and its subsidiaries had net cash gained from operating activities of THB 3,153 million,THB 3,269 million net of which came from operating activities with corporate income tax payment of THB 116 million.

- Cash flow from investing activities

  In 2017, GPSC and its subsidiaries had net cash used in investing activities of THB 4,411 million to the company and its subsidiaries had paid the construction payable of THB 3,090 million. The company also made additional capital paid-up in associates, joint ventures and long-term investment for THB 1,667 million. The company has loaned capital to the related company for THB 197 million, which excluded the interest. While GPSC received dividend income from RPCL of THB 270 million and the other invested companies for THB 294 million.

- Cash flow from financing activities

  In 2017, GPSC and its subsidiaries had net cash used in investing activities of THB 2,306 million, mainly from cash outflow for dividend for THB 1,723 million and for repayment of long-term loans from financial institutions amounting to THB 7,227 million and the payment of interest and related expenses to financial institutions amounting to THB 303 million, whereas there was cash received from IRPC-CP, CHPP and ISP's additional drawdowns of long-term loans amounting to THB 1,896 million for the constructions of the power plants. GPSC also has net cash received from debenture issuance amounting to THB 4,993 million.

Key Financial Ratios

Key Financial Ratios	Unit	2016	2017
Profitability ratios			
Gross profit margin*	%	22.01	24.44
Net profit margin	%	13.40	16.08
Debt ratios			
Interest coverage	times	6.09	7.85
Net debt-to-equity (Net D/E)	times	0.22	0.29
Total debt-to-equity (Total D/E)	times	0.50	0.49
Liquidity ratios			
Current ratio	times	2.78	2.43
Quick ratio	times	2.39	1.94

* Excluding depreciation and amortization

Financial formula

Ratios	Formula
Gross profit margin	Gross profit / Revenue from goods sold and rendering of services + Revenue from financial lease
Net profit margin	Net profit / Total revenue
Interest coverage ratio	Earnings before interest and tax expenses / Interest expenses
Net Debt to Equity ratio	Interest bearing debts - (Cash and cash equivalents + Restricted cash + Current investments) / Total shareholders' equity
Debt to Equity ratio	Total liabilities / Total shareholders' equity
Current ratio	Total current assets / Total current liabilities
Quick ratio	Cash and cash equivalents + Restricted cash + Current investments + Trade account receivable / Total current liabilities
Debt Service Coverage Ratio (DSCR)	EBITDA for DSCR for the last 12 months / Principal and interest to be paid in the next 12 months
Earnings per share (EPS)	Net profit for the company / Weighted average number of shares of the company
Net return on equity (ROE)	Net profit for the company / Average shareholders' equity
Net return on assets (ROA)	Net profit for the last 12 months / Average assets
Book value per share (BVPS)	Shareholders' equity of the company / Weighted average number of common shares of the company

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