

# **Glow Energy Public Company Limited**

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## **Annex 5**

### **Audit Committee Report**

## Audit Committee Report

**To: The Shareholders  
Glow Energy Public Company Limited (“the Company”)**

The Audit Committee is composing of three independent directors:

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

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

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

1. Reviewed quarterly and annual financial statements based on the external audit’s report, and after suggesting some adjustments, agreed with the external auditor that the Company’s financial statements presented the Company’s financial position and results of operations fairly, in all material respects, with adequate disclosure in accordance with generally accepted accounting principle, and proposed them for the Board of Director’s approval.
2. Reviewed the adequacy and effectiveness of the internal control systems as reported by VP - Internal Audit, and found no material weaknesses in internal controls impacting the Company’s operation and the financial statements.
3. Reviewed compliance to the Securities and Exchange Act, Stock Exchange of Thailand’s regulations, and other relevant laws and regulations of Thailand. The Audit Committee deemed that the Company complied with all related laws and regulations.
4. Considered qualification and independence of the external auditor and proposed the appointment of the external auditors including the audit fee to the Board of Directors.
5. Reviewed and approved the annual internal audit plan. Reviewed and acknowledged quarterly internal audit reports: HHPC Technical Follow-Up Review, INCOME 2015 - Business Review, Emergency Purchasing Process Review, Emission Reporting Process Follow-Up Review, Asset Optimization Process Review and Management of Change Process Review as per audit plan 2015, in which no significant issues found. The committee also evaluated the performance of the internal audit function.
6. Reviewed potential risks anticipated or identified by the VP - Internal Audit and management, and that appropriate risk management approaches were implemented.
7. Reviewed related party transactions including the disclosure of these transactions on the financial statements. The Audit Committee deemed that the transactions complied with the Stock Exchange of Thailand regulations, and were reasonable and beneficial to the Company.
8. Discussed with Management and the External Auditor about the Company taxation issues and came to the conclusion that the disclosure of this matter in the Financial Statements was adequate.
9. Discussed with the External Auditor the new Thai Accounting Standards and acknowledged that there was no significant impact to the Company.
10. Acknowledged the progress of the Private Sector Collective Action Coalition Against Corruption (CAC) Program Implementation reports.

11. Acknowledged the Industrial Control System (ICS) Security Follow-Up Review Report as performed and prepared by ENGIE Internal Auditor to follow-up on the implementation status of the issues raised during the ICS Security Review performed in 2012, and no significant issues were found.

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

The Audit Committee agreed to propose Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., by appointing Dr. Suphamit Techamontrikul, CPA registration no. 3356 or Mr. Manoon Manusook, CPA registration no. 4292 or Mr. Choonpong Surachutikarn, CPA registration no. 4325 as the external auditors of the Company for the year ending 31 December 2016, to the Board of Directors to consider and to further propose to the Annual General Meeting of Shareholders for approval, together with the audit fee of Bt. 2,619,763.- for only GE and Bt. 11,279,297.- for the whole group.



Mr. Kovit Poshyananda  
Chairman of the Audit Committee  
Glow Energy Public Company Limited