

# DEF/NE THE SUSTA/NABLE FUTURE

Annual Report 2019  
Electricity Generating Public Company Limited





# DEF/NE THE SUSTA/NABLE FUTURE

## Vision

To be a major sustainable Thai energy company with full commitment to environment protection and social development support

## Mission

1. To secure continuous growth in order to maximize shareholder's value
2. To offer reliable energy supply & services
3. To be a good corporate citizen and be considerate to society and environment

define  
the  
sustainable  
future /



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Glossary

# GO BEYOND POWER GENERATION





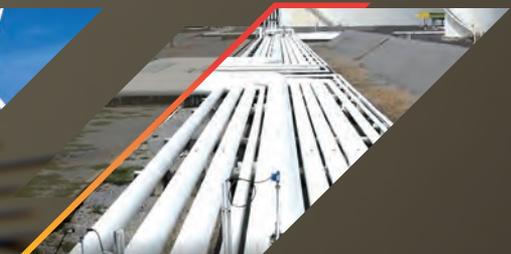
**Manage construction projects to be completed on schedule**

 San Buenaventura power plant commenced commercial operation on September 26, 2019



**Continue investments in electricity business expertise**

 Invest in a 19.8-MW Gangdong fuel cell power plant



**Step into new investment in other energy-related businesses**

 Acquisition of a 44.6% stake in Thai Pipeline Network Co., Ltd. to undertake an Oil Pipeline Extension to Northeastern Region project

 Xayaburi power plant commenced commercial operation on October 29, 2019

 Signed Share Purchase Agreement for 25% investment in a 640-MW Yunlin offshore wind farm in Taiwan

# CREATE VALUE TO STAKEHOLDERS



EGCO  
GROUP

ศูนย์เรียนรู้โรงไฟฟ้าขนอม  
KHANOM LEARNING CENTER

# DEFINE THE SUSTAINABLE FUTURE



Take care of the community, society and environment across business processes

Develop smart employees and encourage good employees towards becoming a knowledge-based organization



# GOVERN BUSINESS WITH INTEGRITY

Enhance corporate governance and business ethics to meet international standards



Establish a Risk Oversight Committee



Enterprise risk management



Policy revision for corporate governance enhancement

DEF/NE  
THE  
SUSTA/NABLE  
FUTURE





## Message from the Chairman of the Board of Directors and the President

Each year, EGCO faces a variety of challenges. Especially, when EGCO Group's definition of sustainability encompasses not only continuous growth on operating results, but also caring for and harmonious coexistence with the community, society and environment everywhere it operates business and along all operational processes under the principles of good corporate governance, it has therefore highlighted and balanced its operations in all economic, social and environmental dimensions and good corporate governance.

Amidst the challenges facing the electricity industry, including limited domestic opportunities, rising international competition, fast-changing technology and climate change which affect the overall and global energy business, in 2019, EGCO Group prepared for the transition to the future by adjusting its investment directions and reviewing and modifying its vision, mission and strategic plan, focusing on an expansion from electricity generating business to energy business under its vision **"To be a major sustainable Thai energy company with full commitment to environment protection and social development support"**.

Despite the challenges in 2019, EGCO Group still successfully expanded more overseas investments under 3 strategies covering economic, social and environmental aspects by **investing in Taiwan for the first time**, namely the acquisition of a 25% stake in Yunlin Holding GmbH in a 640-MW offshore wind farm, Yunlin, which is under construction, and acquiring a 19.80-MW Gangdong fuel cell project in South Korea in which EGCO Group owned a 49% stake, and **managing the completed construction projects**, namely Xayaburi Power Plant in Lao PDR and San Buenaventura Power Plant in the Philippines, which commercially operated in the fourth quarter as scheduled. EGCO Group also **expanded its investment in related energy business** by investing in the oil pipeline extension to Northeastern region project through Thai Pipeline Network Company Limited with a 44.6% equity interest.

EGCO Group's achievements contributed to the establishment of its presence in 6 countries in the Asia-Pacific region as of the end of 2019. There were 28 commercially operated power plants in Thailand and abroad with total equity contracted capacity of around 5,475 MW and 2 projects in operation with total equity contracted capacity of 171 MW which will commence commercial operation one after another by 2020 and 2022.

**Community Care Aspect:** EGCO Group continuously took part in developing the quality of life of the communities surrounding power plants, including local employment, child and youth development, development of professional skills, promotion of good sanitation, development of utilities, and conservation of natural resources and environment. EGCO Group undertook 88 community and social development projects.

**Social Aspect:** EGCO Group officially opened the Khanom Power Plant Learning Center, Thailand's first and only floating power plant, to share knowledge on electricity and coexistence with the community and environment for the youth, community and general public, with over 15,000 visitors across the country per year.

**Environmental Aspect:** EGCO Group continued to take part in mitigating global climate change by achieving the renewable energy goal raised to 30% by 2026. In 2019, EGCO Group's commercially operated renewable energy power plants in Thailand and abroad accounted for 18.86%. CO<sub>2</sub> emissions were reduced around 6.1 hundred thousand tons of CO<sub>2</sub> equivalent per annum as well as extended its operation on the reduction of greenhouse gas emissions to its suppliers as shown in the 2019 Annual Report and still conserved and restored watershed forests in the major areas of the country, namely in Chiang Mai and Chaiyaphum with the total watershed forest area of 915 Rai, through the operation of Thai Rak Pa Foundation by improving and handing out Kew Mae Pan peak nature trails at Doi Inthanon National Park to the Department of National Park, Wildlife and Plant Conservation serving as a learning center while raising awareness of watershed forest conservation for the youth and general public.

**Corporate Governance Aspect:** EGCO Group is committed to maintaining good corporate governance in a continuous manner. In 2019, it streamlined corporate governance and risk management by appointing a Risk Oversight Committee, revising regulations, criteria and policies on investment, financial management, personnel management, Suppliers Code of Conduct of EGCO Group and policies of EGCO Group i.e. the environmental policy, the stakeholder engagement and community development policy, the human rights policy and the goods and services procurement policy; in order to uplift the operations to meet international standards.

Based on the performance throughout 2019, EGCO Group still gained recognition from both domestic and international agencies, for example, being selected in a list of **sustainable stocks** or Thailand Sustainability Investment (THSI) 2019 **for five consecutive years**; being ranked in the **ESG100 list, in Resources Category**, from Thaipat Institute **for five consecutive years** for the outstanding performance in environmental, social and governance aspects, “Recognition” for **Sustainability Report Award 2019** from Thai Listed Companies Association in collaboration with the Securities and Exchange Commission and Thaipat Institute; **Corporate Excellent Award, in Resources Category 2019**, organized by Banking and Finance Magazine; and “Excellent” for the **Corporate Governance Report of Thai Listed Companies (CGR) Assessment Project** with a score of 96 for the assessment conducted by Thai Institute of Directors (IOD). Moreover, Khanom Power Plant of EGCO Group was awarded **Thailand Quality Class (TQC)** from Thailand Productivity Institute under the supervision of the Ministry of Industry.

All achievements were supported by various factors such as the Board of Directors’ experience, personnel’s knowledge and expertise, good relationship with business partners, financial strength, participation in community and social developments as well as promotion of innovative thinking of employees. However, trust and support from all relevant sectors was of great importance.

On behalf of the Board of Directors, Management and all employees, we wish to extend our sincere gratitude to the Shareholders, partners, suppliers, customers, communities and all stakeholders for your trust and support for EGCO Group’s operations. We can assure you that EGCO Group will strive towards becoming Thailand’s leading company that operates sustainable energy business at international level for the best interests of the stakeholders, the organization, the country and the world community in a sustainable manner.



Mr. Witoon Kulcharoenwirat  
Chairman of the Board of Directors



Mr. Jakgrich Pibulpairoj  
President

## 2019 Highlights



## Award and Recognition

01

**EGCO**

- 2019 AGM, full score of 100, evaluated by Thai Investors Association.
- Being rated “Excellent” in Corporate Governance Rating (CGR) with the score of 96 out of 100 by the Thai Institute of Directors (IOD).
- Thailand Sustainability Investment Award (THSI) 2019 or sustainable stock for the year 2019 for the 5<sup>th</sup> consecutive as EGCO is a listed company with a market capitalization of over 100,000 million baht that operates sustainably with regard to the Environmental, Social and Governance (ESG).
- Assessment from the Thaipat Institute to be in the ESG 100 Securities category resources continued for the 5<sup>th</sup> year as a listed company with outstanding performance in the Environmental, Social and Governance (ESG).
- Sustainability Report Award 2019 “Recognition” hosted by Thai Listed Companies Association in cooperation with the Securities and Exchange Commission as well as Thaipat Institute.
- Best listed company in energy and utilities in poll conducted by Finance and Banking Magazine.
- Being granted the 1<sup>st</sup> renewal of membership from Thailand's Private Sector Collective Action Coalition Against Corruption (CAC).

02

**Khanom Electricity Generating Company Limited (KEGCO)**

- Thailand Quality Class (TQC) Award, 15<sup>th</sup> May 2019, National Award Level organized by Thailand Productivity Institute, Ministry of Industry.
- The Prototype Outstanding Workplace for Safety, Health Award of year 2019 organized by Department of Labor Protection and Welfare, Ministry of Labor.

03

**EGCO Engineering and Service Company Limited (ESCO)**

- Being granted the 1<sup>st</sup> renewal of membership from Thailand's Private Sector Collective Action Coalition Against Corruption (CAC).
- Excellent performance evaluation from the “Turnaround 2.2 GSP6” of the year 2019 in QSHE Day from Rayong Gas Separation Plant, PTT Public Company Limited

04

**Roi-Et Green Company Limited (RG)**

- National Safety Health and Environment Award for 10<sup>th</sup> consecutive by Department of labour protection and welfare Ministry of Labour.

## Activities for Shareholders and Investors

### A. Shareholders' Meeting

**April 18, 2019**

2019 Annual General Shareholders' Meeting

**April 26, 2019**

2018 Final Dividend Payment at 3.50 baht per share

**September 16, 2019**

2019 Interim Dividend Payment at 3.25 baht per share

### B. Analyst Meeting

**February 28, 2019**

Analyst Meeting No.1/2019 to announce 2018 annual performance

**May 22, 2019**

Analyst Meeting No. 2/2019 to announce 2019's first quarter performance

**September 3, 2019**

Analyst Meeting No.3/2019 to announce 2019's second quarter performance

**November 25, 2019**

Analyst Meeting No.4/2019 to announce 2019's third quarter performance

### C. Investor Meeting

**August 28 - 30, 2019**

Thailand Focus 2019 in Bangkok by SET

**November 14 - 17, 2019**

SET in the City 2019 in Bangkok by SET

### D. Knowledge Sharing and Site Visit

**January 21, 2019**

Newsletter to Shareholders & Investors

**April 18, 2019**

Newsletter to Shareholders & Investors

**June 27, 2019 and July 4, 2019**

Shareholders Site Visit to Khanom Power Plant and Khanom Learning Center at Nakhon Sri Thammarat Province

**July 10, 2019**

Newsletter to Shareholders & Investors

**October 15, 2019**

Newsletter to Shareholders & Investors

**December 3 - 4, 2019**

Analysts Site Visit to Khanom Power Plant and Khanom Learning Center at Nakhon Sri Thammarat Province

## Activities for employee

01	February 6 Communication Day #1
02	February 27 - March 3 Dekdoi Camp
03	March 25 Annual Health Check-up for Employees
04	April 11 Songkran Festival and Water Blessing Ceremony
05	May 10 EGCO Group's 27 <sup>th</sup> Anniversary Celebration
06	June - December 19 EGCO Group InnoPower 2019
07	June 20 - July 26 SHE Slogan Contest
08	June 20 - July 26 SHE Photo Contest
09	June 25 AED Training Session
10	July 25 - December 19 Innovation Synergy Hour
11	August 8 - 9 Safety Day
12	August 9 Seminar "How can we reduce the electricity charge from 2,000 to 1,500 ?"
13	August 28 Communication Day #2
14	September 11 Basic Fire Drill Training and Annual Fire Drills
15	September 18 Health Seminar "FIT & FIRM"
16	September 18 - November 5 CG Film Fest 2019 "CG EVERYDAY"
17	September 26 - 28 Company Outing "EGCO Grow Together"
18	October 1 Annual Ceremony for Paying Respect at Shrine of Lord Brahma (Phra Phrom)
19	November 5 CSR Activity "Straws Pillow" CG DAY 2019 : CG Film Award
20	November 29 - 30 EGCO Group's Annual Merit Making for Robe Offering (Pha Pa) Ceremony
21	December 20 New Year Celebration and Annual Party, Sport Relation and Merit Making Ceremony

## Activities for Community and Society

### Promotion and development of “quality of life of communities” surrounding power plants

- January - December**    **Youth Development Project (2017 - 2021)**
- May 8 - 10**                The Vocational Scholarships Presentation Ceremony and Orientation Study Trip to power plants for 3<sup>rd</sup> Batch Students.
- August 19 - 23**        “EGCO Ranger On-Tour #2” Edutainment touring exhibition
- November 18 - 20**    Energy and Environmental Conservation Youth Camp #3
- January - December**    **Khanom Power Plant Sustainable Agricultural Demonstration Farm**

Occupational skills development for elderly and handicapped people to earn a sufficient income from sustainable agriculture. The product quality development and agricultural products distribution were conducted.
- January - December**    **Skill and Occupation Development Project, Quezon Power Plant, Philippines**

Production and distribution of products from local communities all thru the year.
- January - December**    **Quality of Life Improvement and Occupational Skills Development Project, Nam Theun 2 Power Plant, Lao PDR.**

The project included education development for youth, promotion of sanitary and health, public facilities improvement, and local products development and distribution.

### Promotion of learning about energy and environmental conservation among the “Youth”

- January - December**    **Khanom Learning Center Project, Nakhon Sri Thammarat Province**
- June 24**                    Official opening ceremony
- August 16 - 24**        Special activity during science week

### Conservation of “watershed forest” natural resources by The Thai Conservation Forest Foundation

- January - December**    **Restoration of 1,300 Rais of Watershed Forests Projects within 5 Years (2017 - 2021)**
- March 16 - 21 and October 15 - 18**    “EGCO Forest Youth and Thai Rak Pa Camp” Project

53<sup>rd</sup> batch was held at Doi Inthanon National Park, Chiangmai Province, and 54<sup>th</sup> batch was held at Khao Luang National Park, Nakhon Sri Thammarat Province.

## Shareholder Structure

EGCO is a listed company on the Stock Exchange of Thailand (SET). Details of its registered capital as of December 31, 2019 were shown below.

- 1) Registered Capital : 5,300 million baht comprising 530,000,000 ordinary shares with the par value at 10 baht per share.
- 2) Paid Up Capital : 5,264.65 million baht comprising 526,465,000 ordinary shares with the par value at 10 baht per share.

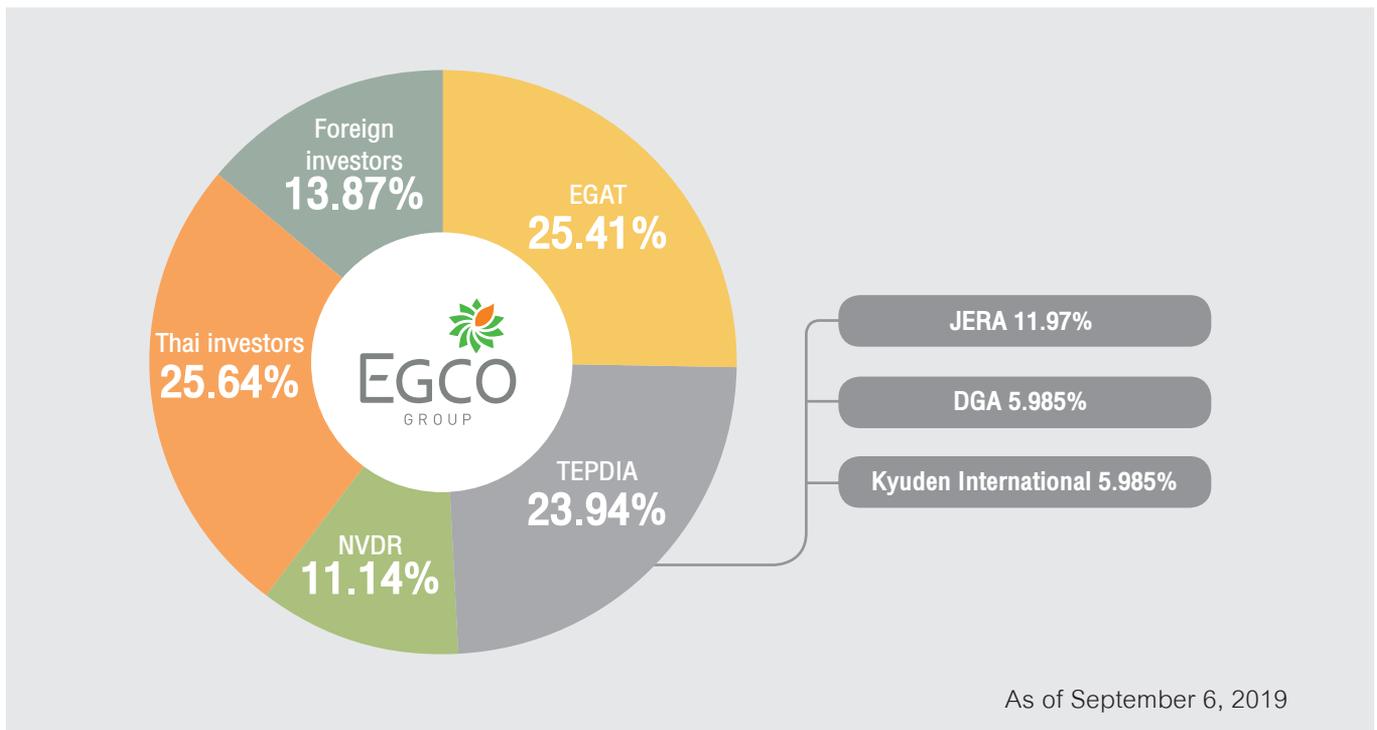
The top 10 shareholders as of September 6, 2019, the closing date of shareholders' roster for the right to receive the interim dividend payment, were as follows.

No.	Shareholders	Shares	% of Total
1	Electricity Generating Authority of Thailand	133,773,662	25.41
2	TEPDIA Generating B.V.	126,054,178	23.94
3	STATE STREET EUROPE LIMITED	13,627,755	2.59
4	Social Security Office	12,529,500	2.38
5	Bualuang LTF	10,336,400	1.96
6	SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	9,357,120	1.78
7	Bualuang LTF 75/25	5,409,400	1.03
8	NORTRUST NOMINEES LTD-CL AC	4,849,912	0.92
9	Mr. Suwan Aisuriyakornthep	4,588,000	0.87
10	Bualuang Flexible RMF	3,437,400	0.65

\* Excluding 61,956,023 shares under Thai NVDR Company Limited which accounted for 11.77% of the total outstanding shares. Such NVDR holders do not have the right to vote at the shareholders' meeting. Information of investors under Thai NVDR Co., Ltd. is shown on the website: [www.set.or.th](http://www.set.or.th)

The ultimate shareholders of EGCO's major controlling shareholders are as follows:

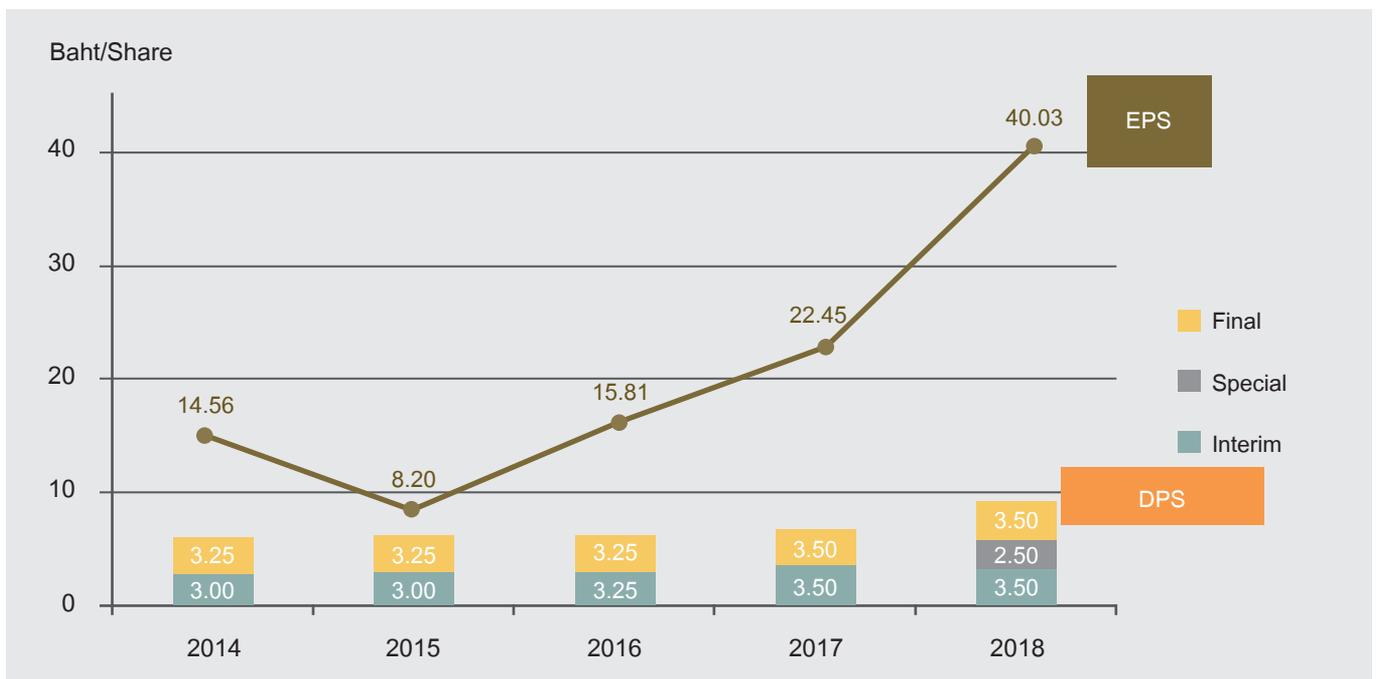
1. **Electricity Generating Authority of Thailand (“EGAT”)**: EGAT is a state utility which has the mission in generating, acquiring and sales of bulk electric energy through its transmission network. EGAT also provides the operation and maintenance services and invests in electricity related business. EGAT holds 25.41% of EGCO's outstanding shares and has 4 representative directors out of 15 directors in EGCO.
2. **TEPDIA Generating B.V. (“TEPDIA”)**: TEPDIA is established in order to invest in EGCO comprising 3 shareholders as follows:
  - 2.1 Tokyo Electric Power Company International B.V. (“TEPCO International”), a wholly owned subsidiary of JERA Co., Inc. (“JERA”), jointly established by TEPCO Fuel and Power, Inc. and Chubu Electric Power Co., Inc. JERA invests strategically and integrating in fuel procurement, fuel trading and thermal power plants by expanding business in Japan and overseas. TEPCO International indirectly holds 11.97% of voting right of EGCO's outstanding via TEPDIA Generating B.V. TEPCO International has 2 representative directors out of EGCO's 15 directors.
  - 2.2 DGA Thailand B.V. (“DGA Thailand”), a wholly owned subsidiary of Mitsubishi Corporation (MC), a global integrated business enterprise that develops and operates businesses areas virtually every industry, indirectly holds 5.985% of voting right of EGCO's outstanding shares via TEPDIA Generating B.V.. DGA Thailand has 1 representative director out of EGCO's 15 directors.
  - 2.3 Kyuden International Europe B.V. (“Kyuden International”), a wholly owned subsidiary of Kyushu Electric Power Co., Ltd. Kyuden International focuses on the growing Asian Market with an aim to expand its business from IPP business to overseas energy business. Kyuden International indirectly holds 5.985% of voting right of EGCO's outstanding shares via TEPDIA Generating B.V.. Kyuden International has 1 representative director out of EGCO's 15 directors.



## Dividend Payment

The dividend payment policy of EGCO Group specifies that shareholders receive dividend twice a year at the rate of 40% of the net profits of the total financial statements after income tax is deducted or at the amount that gradually and consequently increase without necessary caused such as the future business expansion of the Company in other projects, or dividend payment substantially affecting the normal operations of the Company whereby dividend paid shall not exceed the accrued profits of separate financial statements.

### The comparison of the dividend payment between 2014 and 2018 is as follows:

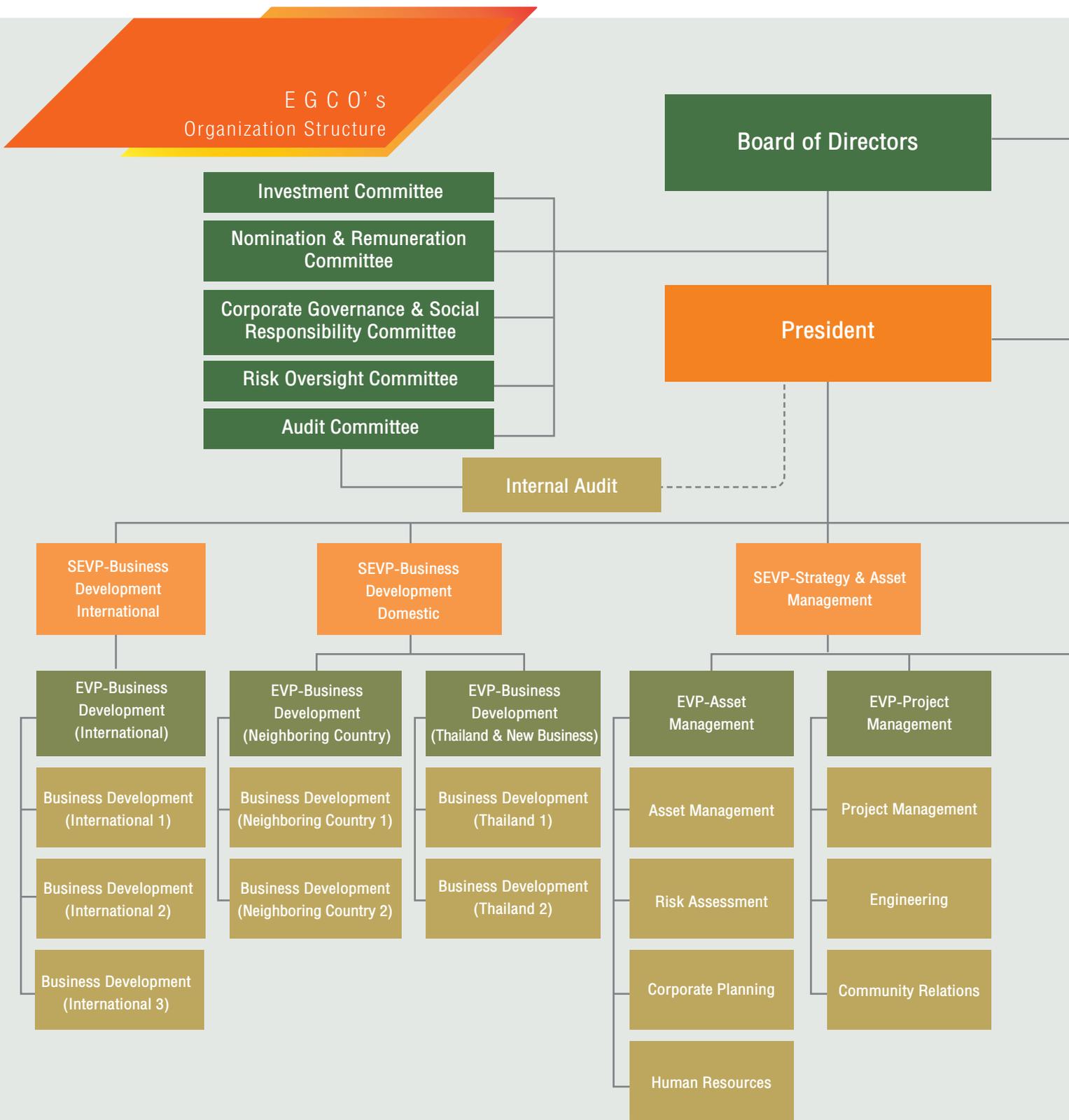


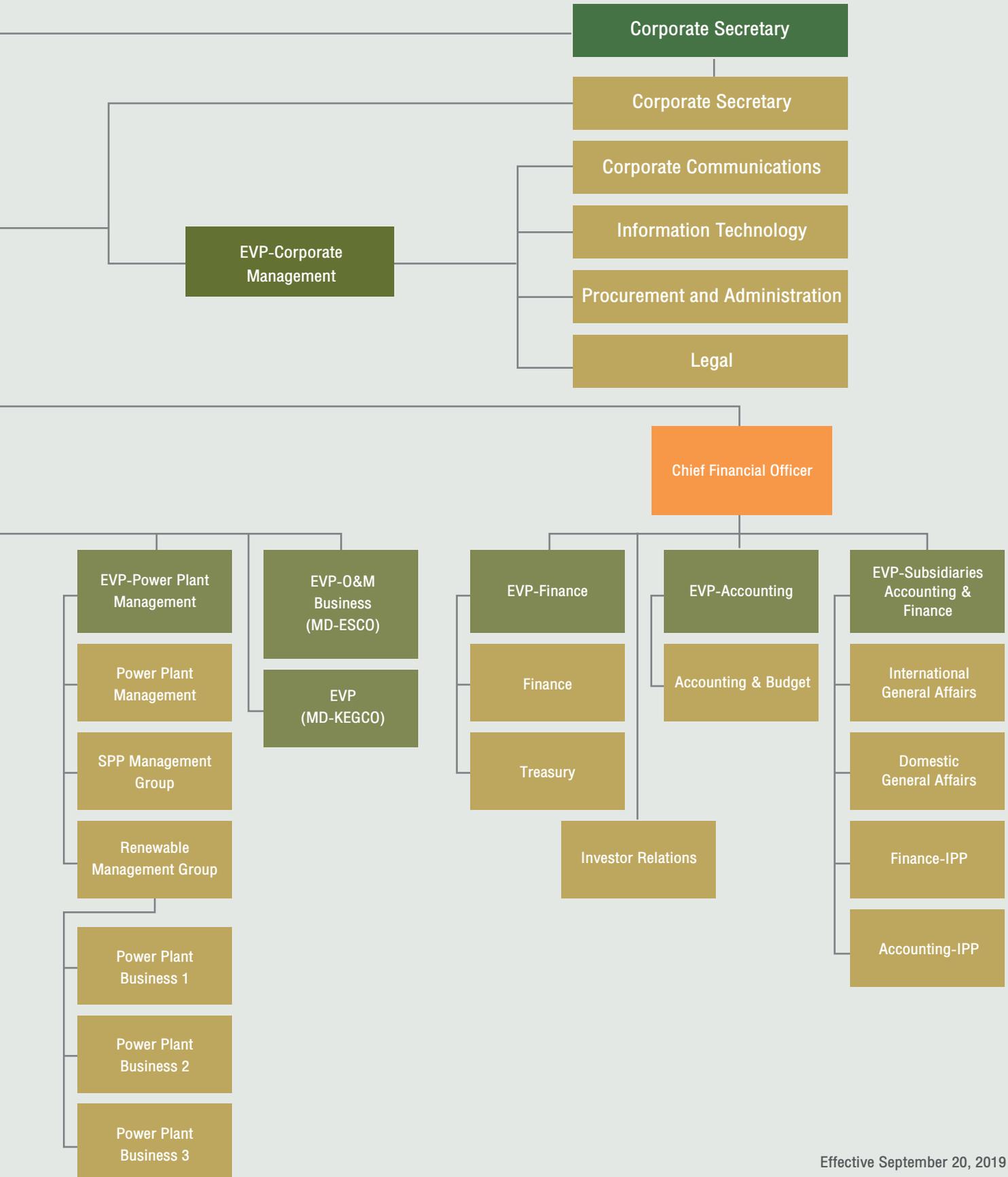
Year	2014	2015	2016	2017	2018
Earnings per share (baht)	14.56	8.20	15.81	22.45	40.03
Dividend per share (baht)	6.25	6.25	6.50	7.00	9.50
Dividend payout Ratio (%)	43	76	41	31	24



### **Dividend Payment of the Subsidiaries**

Since year 2007, the Board of Directors set the dividend payment policy for EGCO subsidiaries to dividend out 4 times a year at the rate of 100% of their net profits after income tax and legal reserve. The dividend payment should take into account their year-ended performance, normal operation and provision stated in the loan agreement.





## Management Structure

Structure of the Board of Directors EGCO's organization structure comprises the Board of Directors, standing committees, President and the top management as follows:

### 1. Structure of the Board of Directors

#### (1) Board of Directors

The Board of Directors ("Board") has main responsibility to conduct business in a way that will benefit EGCO, shareholders and stakeholders including employees and communities where EGCO operates its business. Additionally, the Board works with the Management in formulating EGCO's vision and policy and approving corporate budget. The Board also monitors the Management's performance and suggests sound resolutions to problems.

EGCO's Board comprises not less than 5 and not exceeding 15 members as stipulated in the Company's Articles of Association. The appropriate number of the directors will be periodically reviewed to align with their responsibilities. The change in the number of directors needs the approval of the shareholders with the votes of not less than four-fifth of the shareholders present and entitled to vote.

As of December 31, 2019, EGCO's Board comprised 14 directors as follows:

- 13 non-executive directors, 92.86% of total directors, comprising:
  - o 6 independent directors, 46.15% of total directors,
  - o 7 representative directors, 53.85% of total directors, and
- President, the only executive member, 7.14% of total directors.

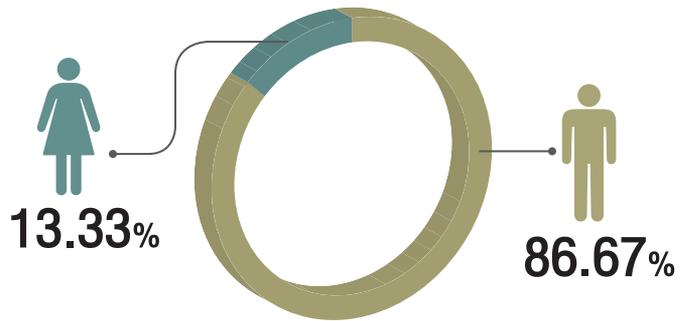
The Board of Directors in the Meeting No.1/2020, appointed the Chairman of the Board to replace the resigned director with effect on January 17, 2020. For that matter, as at January 31, 2020.

- 14 non-executive directors, 93.33% of total directors, comprising:
  - o 6 independent directors, 40.00% of total directors,
  - o 8 representative directors, 53.33% of total directors, and
- President, the only executive member, 6.67% of total directors.

As at January 31, 2020. The composition is based on the diversity of gender, individual's skills and experiences that would contribute to the balance of board composition and benefit to Company's business as follows:

- The diversity of gender of the Board was as follows:

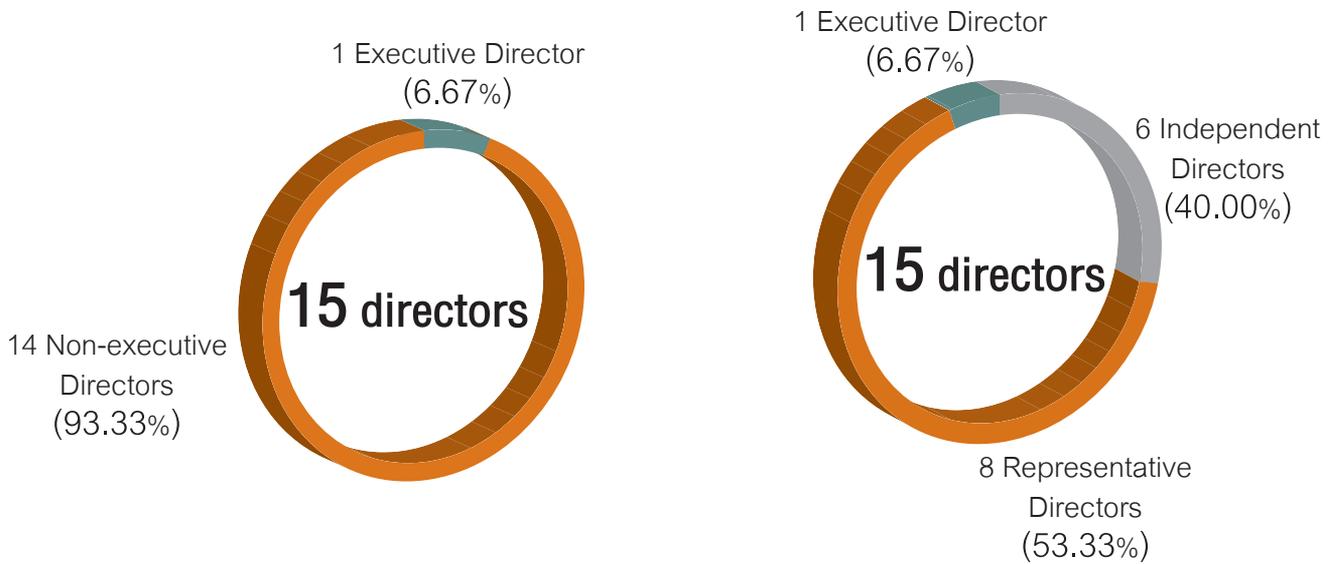
	Number	Percentage
Gender		
- Male	13	86.67
- Female	2	13.33
<b>Total</b>	<b>15</b>	<b>100.00</b>



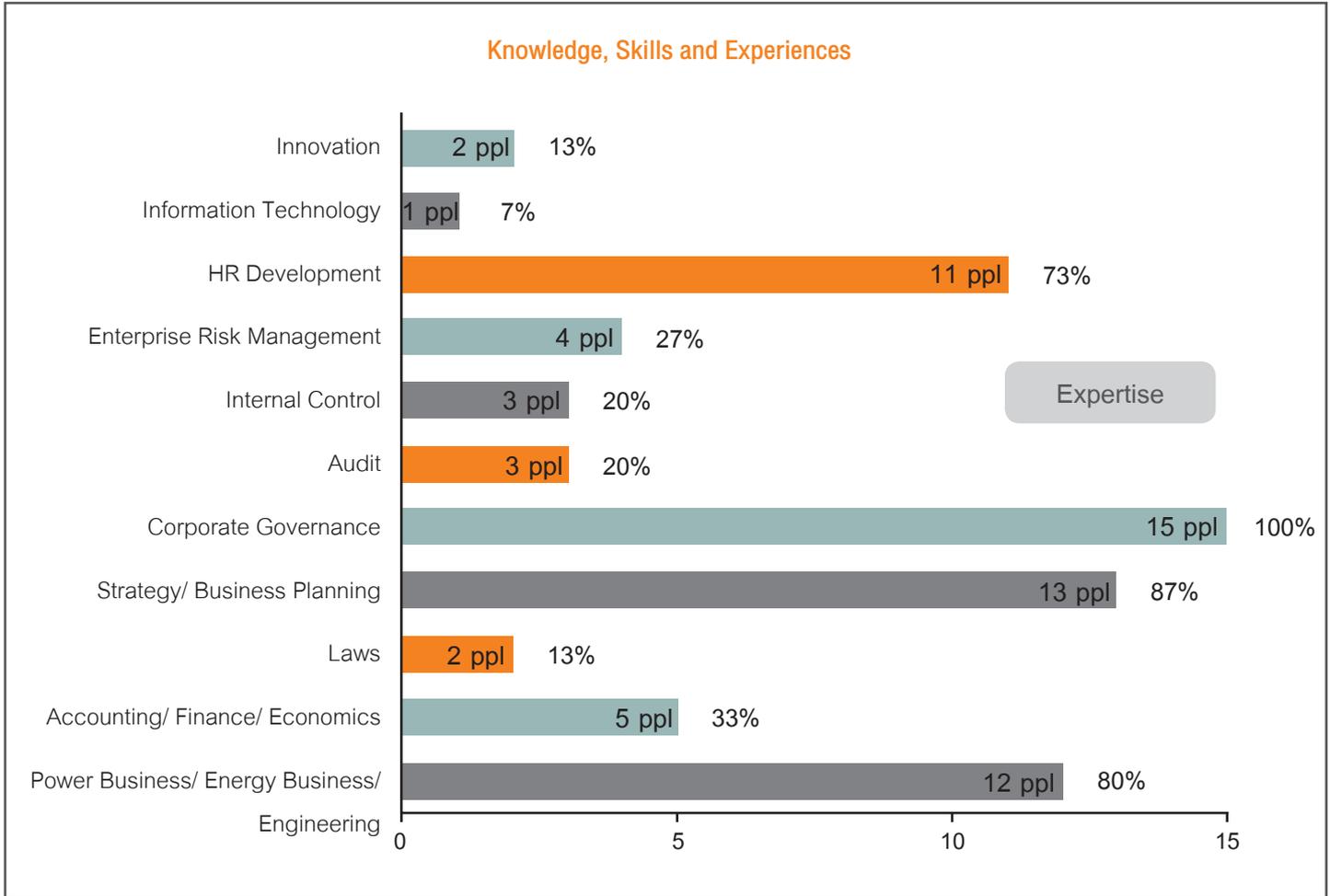
- Diversity of expertise and experiences

Directors	Power business/ Energy business/ Engineering	Accounting/ Finance/ Economics/ Business administration	Law/Political sciences	Strategy/Business Planning	Corporate Governance	Audit	Internal Control	Enterprise Risk Management	HR Development	IT	Innovation
1. Mr. Kulit Sombatsiri	✓	✓		✓	✓				✓		
2. Ms. Jaruwan Ruangswadipong		✓		✓	✓	✓	✓	✓	✓		
3. Dr. Pasu Loharjun	✓			✓	✓				✓		
4. Assoc.Prof.Dr. Nualnoi Treerat		✓			✓						
5. Prof.Dr. Anya Khanthavit		✓		✓	✓	✓	✓	✓			
6. Mr. Paisan Mahapunnaporn	✓		✓	✓	✓	✓	✓	✓	✓		
7. Assoc.Prof.Dr. Bordin Rassameethes	✓				✓					✓	✓
8. Mr. Wisak Watanasap	✓			✓	✓			✓			
9. Mr. Thepparat Theppitak	✓			✓	✓				✓		
10. Mr. Patana Sangsrirojuna	✓			✓	✓						✓
11. Mr. Toshiro Kudama	✓			✓	✓				✓		
12. Mr. Naoki Tsusumi	✓			✓	✓				✓		
13. Mr. Shunichi Tanaka	✓			✓	✓				✓		
14. Mr. Tomoyuki Ochiai	✓	✓	✓	✓	✓				✓		
15. Mr. Jakgrich Pibulpairoj	✓			✓	✓				✓		
<b>Total number</b>	<b>12</b>	<b>5</b>	<b>2</b>	<b>13</b>	<b>15</b>	<b>3</b>	<b>3</b>	<b>4</b>	<b>10</b>	<b>1</b>	<b>2</b>

### EGCO's Board Structure as of January 31, 2020



### Knowledge, Skills and Experiences



Average tenure is 2.09 years; the tenure of each director is detailed below:

Director		Appointment Date	Term of office	In office (ending January 31, 2020)
1	Mr. Kulit Sombatsiri	January 17, 2020	1 <sup>st</sup>	14 days
2	Ms. Jaruan Ruangswadipong	April 20, 2016	1 <sup>st</sup>	3 years 9 months 11 days
		April 18, 2019	2 <sup>nd</sup>	
3	Dr. Pasu Loharjun	April 19, 2018	1 <sup>st</sup>	1 year 9 months 12 days
4	Assoc. Prof. Dr. Nualnoi Treerat	September 1, 2017	1 <sup>st</sup>	2 years 5 months
		April 19, 2018	2 <sup>nd</sup>	
5	Prof. Dr. Anya Khanthavit	April 19, 2017	1 <sup>st</sup>	2 years 9 months 12 days
6	Mr. Paisan Mahapunnaporn	April 19, 2017	1 <sup>st</sup>	2 years 9 months 12 days
7	Assoc. Prof. Dr. Bordin Rassameethes	October 27, 2017	1 <sup>st</sup>	2 years 3 months 4 days
		April 19, 2018	2 <sup>nd</sup>	
8	Mr. Thepparat Theppitak	November 12, 2019	1 <sup>st</sup>	2 months 19 days
9	Mr. Patana Sangsrirojjana	October 1, 2018	1 <sup>st</sup>	1 year 4 months
		April 18, 2019	2 <sup>nd</sup>	
10	Mr. Wisak Watanasap	January 1, 2018	1 <sup>st</sup>	2 years 1 months
11	Mr. Shunichi Tanaka	May 1, 2014	1 <sup>st</sup>	5 years 9 months
		April 20, 2016	2 <sup>nd</sup>	
		April 18, 2019	3 <sup>rd</sup>	
12	Mr. Tomoyuki Ochiai	June 1, 2019	1 <sup>st</sup>	8 months
13	Mr. Toshiro Kudama	June 1, 2019	1 <sup>st</sup>	8 months
14	Mr. Naoki Tsutsumi	June 1, 2019	1 <sup>st</sup>	8 months
15	Mr. Jakgrich Pibulpairoj	October 1, 2017	1 <sup>st</sup>	2 years 4 months
		April 18, 2019	2 <sup>nd</sup>	

The Board and their share ownership in EGCO as of January 31, 2020 are as listed below:

	Name	Title	Appointment Date	No. of shares		
				Director	Spouse/ Minor Child	Increase/ Decrease (Jan 1, 2019 - Jan 31, 2020)
1	Mr. Kulit Sombatsiri	Chairman	17 ม.ค. 63	-	-	-
2	Ms. Jaruwan Ruangswadipong	Independent Director	Apr 20, 2016	-	-	-
3	Dr. Pasu Loharjun	Independent Director	Apr 19, 2018	-	-	800
4	Assoc.Prof.Dr. Nualnoi Treerat	Independent Director	Apr 19, 2018	-	-	-
5	Prof.Dr. Anya Khanthavit	Independent Director	Apr 19, 2017	-	-	-
6	Mr. Paisan Mahapunnaporn	Independent Director	Apr 19, 2017	-	-	-
7	Assoc.Prof.Dr. Bordin Rassameethes	Independent Director	Apr 19, 2018	-	-	-
8	Mr. Thepparat Theppitak	Director	Nov 12, 2019	-	-	-
9	Mr. Patana Sangsrirojana	Director	Oct 1, 2018	-	-	-
10	Mr. Wisak Watanasap	Director	Apr 19, 2018	-	-	-
11	Mr. Toshiro Kudama	Director	Jun 1, 2019	-	-	-
12	Mr. Naoki Tsusumi	Director	Jun 1, 2019	-	-	-
13	Mr. Shunichi Tanaka	Director	Apr 20, 2016	-	-	-
14	Mr. Tomoyuki Ochiai	Director	Jun 1, 2019	-	-	-
15	Mr. Jakgrich Pibulpairoj	President	Oct 1, 2017	-	-	-

The list of directors who retired and resigned in 2019 - January 31, 2020 and their share ownership in EGCO are as shown below:

	Name	Title	Resigning/ Retiring Date	No. of shares		
				Director	Spouse/ Minor Child	Increase/ Decrease (Jan 1, 2019 - Jan 31, 2020)
1	Mr. Yoichiro Matsumoto	Director	Jun 1, 2019	-	-	-
2	Mr. Hiromi Sakakibara	Director	Jun 1, 2019	-	-	-
3	Mr. Takao Onuki	Director	Jun 1, 2019	-	-	-
4	Mr. Nikul Silasuwan	Director	Oct 16, 2019	-	-	-
5	Mr. Witoon Kulcharoenwirat	Director	Nov 1, 2019	-	-	-

## (2) Independent Director

EGCO's Corporate Governance Principle determines the number of independent directors at least one-third of all directors in compliance to the laws. Presently, EGCO's board of directors comprises 6 independent directors which are more than one-third of total directors. The independent director could serve the company not more than 2 terms or 6 years, starting from the 2015 annual general meeting. None of independent director stays in the office more than the term limit. Also, they can schedule their own meeting as necessary.

Moreover, the independent directors are competent, independent and do not possess the prohibited qualifications as regulated by the law. They fulfill all qualifications of independent directors as defined by the Company as follows:

1. Holding shares not more than 0.5% of the paid-up capital with the voting right of EGCO, parent company, subsidiary company, associated company or any legal entity that may have the conflict of interest (including the connected persons as stipulated in section 258 of securities laws),
2. Not being or having been a director who takes part in the management (executive director, director who has the same responsibility as management and authorized director, except the case of joint signing with other directors for transactions approved by the Board), an employee, or an advisor who receives regular salary, or a controlling person of EGCO, parent company, subsidiary, associate or fellow subsidiary (two or more subsidiaries of the same holding company) or any entity that may have a conflict of interest during the period of two years before his/her appointment,
3. No relationship by family or by law with the management, major shareholders, controlling persons of EGCO or its subsidiaries, or those being nominated,
4. No business relationship with EGCO, parent company, subsidiary, associate company and not being a major shareholder, non-independent director or management of any entity that may have a conflict of interest in a way that would affect the giving of independent opinions for at least two years before the filing date,
5. Not being an auditor or a major shareholder, director, management or partner of the audit firm that provides auditing services to EGCO, parent company, subsidiary company, associate company or any entity that may have the conflict of interest for at least two years before the filing date,
6. Not being a professional service provider, including legal and financial consultant to EGCO, parent company, subsidiary company, associate company or any entity that may have the conflict of interest, with the fee higher than 2 million baht per year, or being a major shareholder, non-independent director, management or partner of such company for at least two years before the filing date,
7. Not being EGCO's representative director of its director, majority shareholders or shareholders who are related to EGCO's majority shareholders, and
8. Not having any constraint that would affect the performance of giving independent judgment on EGCO.

Meanwhile, independent director can hold EGCO shares not more than 0.5%, which is stricter than the regulation of the Capital Market Supervisory Board which allows 1% shareholding.

During the year, the independent directors provided the independent judgement and recommendations when considering and making decision on significant issues such as investment projects, organization structure, and other issues related to the corporate governance, for the best interest of the Company. They also were concerned about all stakeholders and prevented any actions which caused conflicts of interest among the Company, executives, directors and major shareholders.

### (3) Chairman

During 2019, Mr. Witoon Kulcharoenwirat, a representative director of the Electricity Generating Authority of Thailand ("EGAT") was the Chairman until November 1, 2019. Then on January 17, 2020, the Board of Directors in the Meeting no. 1/2020 appointed Mr. Kulit Sombatsiri, a representative director of EGAT to be the Chairman. Both Mr. Witoon and Mr. Kulit possess proven knowledge and experiences in energy sector for a long time as Mr. Witoon was the former EGAT Chairman while Mr. Kulit is the current EGAT Chairman. Moreover, they possess leadership to lead EGCO towards the corporative vision, mission and strategic plan to benefit all shareholders. Although the Chairman is not an independent director, the Board performs its duties with fairness and transparency and makes independent decisions with due care and responsibility to all shareholders equally through the following mechanisms:

1. The Chairman is a non-executive director, not the same person as the President and has no relations with the management. There is a clear distinction between oversight and day-to-day business administrative roles. The Chairman takes the lead role in conducting board meetings to be effective and efficient by encouraging involvement by all directors and providing recommendations and supports to the Management via the President. The Board does not intervene in any routine activities under the President's responsibilities.
2. Most of the Board members are non-executive directors and the Board's seats are allocated to major shareholders who have expertise in Company's business comprising 4 EGAT representative directors, 4 TEPDIA representative directors, and 6 independent directors. This indicates a proper balance of power.
3. The Board has assigned the sub-committees to oversee tasks where there may be a potential for transactions with conflict of interest and to balance the need of each stakeholder. With respect to this, the Audit Committee is entrusted for the oversight and review of the accuracy of financial and non-financial reports as well as related matters. The Nomination and Remuneration Committee is assigned to take care of selection of the Board members and key executives and their remuneration on a transparent basis.

The result of the Board's performance appraisal in 2018 indicated that the Chairman was excellent in leading the meeting and encouraging directors to participate in the discussion around the Board table.

### (4) Lead of Independent Director

The Board in the Meeting No. 1/2018 held on January 19, 2018, with the recommendation of independent directors to appoint Ms. Jaruwan Ruangswadipong as the Lead of Independent Director with effect on January 19, 2018. The Lead of Independent Director shall support the activities of the Board in compliance to the corporate governance principles and take care the interests of every party with fairness.

The Lead Independent Director's term of office is 3 years starting from the appointment date. When the Lead Independent Director retires, resigns or vacate the office before the end of the term, the new Lead Independent Director shall be appointed by the Board within 3 months after the vacancy.

The responsibilities of Lead Independent Director when acting as such are as follows:

1. Chair the independent directors' meetings and represent the independent directors in discussions with the Chairman and the Management on corporate governance issues and other significant matters as deemed appropriate by independent directors,
2. Arrange the independent directors' meeting at least once a year with participation from the executives or related persons to provide information and clarification,
3. Serve as the principal liaison between the Chairman, the independent directors and President on board-wide issues,
4. Preside and act as Chairman at all meetings of the Board at which the Chairman or the Vice Chairman is not present,
5. Collaborate with the Chairman and the President to develop Board meeting agendas to ensure that the significant issues are included to be proposed in the Board meeting and Non-Executive Directors' meetings, for consideration or acknowledgment,
6. In collaboration with the Chairman and the President, serve as a contact person for shareholders who wish to discuss, negotiate and seek consultation from the Board wishing to communicate with the Board other than through the Chairman.

#### **(5) Authorized Directors**

EGCO determines that the authorized directors comprise the Chairman or the President to sign and affix the company's seal independently, or any two directors to sign jointly and affix the company's seal. Such authorized directors shall exclude (1) independent directors to maintain their independence under the good corporate governance principle, (2) directors who are senior government officers, and (3) directors who are also directors of the financial institutions to avoid the limitation that such financial institutions cannot provide future financial service to EGCO.

#### **(6) Board of Directors' Duties and Responsibilities**

The duties and responsibilities of the Board of Directors are prescribed below:

##### **Duties to EGCO**

1. Understand its leadership role and assume its responsibilities in overseeing the Company, towards the sustainable value
2. Oversee the Company to create sustainable value and to pursue the following outcomes: competitiveness, performance with long-term perspective, ethical and responsible business, good corporate citizenship and corporate resilience
3. Establish and drive the core value which upholds ethics and be a role model
4. Define policies for directors, executives and employees in writing which represent principles and practices for operating the Company, and put in place the governance mechanism to ensure the compliance with the established policies, monitoring the performance and regularly review of policies and practices,
5. Ensure performance of all directors, executives and employees in compliance with their fiduciary duties, and company's operation in compliance with applicable law and standards as well as the shareholders' resolutions,
6. Define core objectives and targets and monitor the performance of the Company to achieve the defined objectives, targets and strategies,

7. Determine and review the board structure to support the achievement of objectives and targets
8. Select and develop directors and President and determine their remuneration as well assessing their performance
9. Determine the employees' remuneration structure as motivation for employees to drive the Company to achieve the objectives and targets
10. Develop a succession planning for key executives and monitor the performance to ensure that the Company has competent executives to fill in the vacant positions
11. Ensure that a good internal control is established by setting up the Company's regulations including a clear and appropriate working processes, accounting system, standard and reliable financial reports, substantial risk management, efficient compliance system and regular monitor

#### Duties to Shareholders

1. Ensure that EGCO is financially viable, properly managed and constantly improved so as to protect and enhance the interests of the shareholders
2. Ensure that the information disclosure is materially correct, complete, transparent and timely
3. Ensure the equitable treatment of all shareholders
4. Not report of fault information or avoid disclosure of the mandatory required information on the Company's operating results and financial position

#### Duties to Creditors

1. Ensure EGCO's full compliance with loan provisions and disclosure of EGCO's financial status
2. Promptly seek professional advice when in uncertain circumstance which might impact lenders such as unstable financial position or pending insolvency

#### Duties to other Stakeholders

1. Ensure EGCO's compliance with the governing laws and regulations while taking into account the impact on employees, other stakeholders, community, society and environment

#### Due Diligence

1. Attend all Board meetings, or give apology in advance when meeting attendance is not possible
2. Acquire a knowledge of the corporate objectives, mission and core business
3. Acquire a knowledge of EGCO business including statutory laws and regulations affecting the discharge of duties as director, and well aware of the business environment
4. Be provided substantial information in advance to allow adequate time to analyze; then make thorough judgment
5. Consider and make independent judgment; In case of dissent from Board's resolution, directors can request the record of objection in the Minutes of Meeting.

6. Ensure that the communication system is established for directors to be provided regular and timely information to enable the thorough and careful judgment.
7. Ensure that the communication and information disclosure among stakeholders are executed correctly, appropriately and timely.
8. Encourage the open communication between the Board of Directors and auditors and that the auditors can work independently and efficiently with the full co-operation from the management and internal auditors.
9. Ensure that EGCO complies with the governing laws, rules, regulations and business standard and ethics.

### Board of Directors' Authority

The Board has the authority to approve the following matters:

#### The Board's Matters

1. Elect and appoint directors in the Board of Directors to replace resigning directors during the year, and to nominate directors to the shareholders to replace the directors who retire by rotation
2. Conduct the self-assessment annually and explain the Board of Directors' responsibilities and governance in the annual report
3. Establish and amend the sub-committees' charters
4. Appoint, remove and change members in the sub-committees.
5. Establish a new sub-committee during the year and determine its remuneration when considered as appropriate

#### Corporate Policy and Management

1. Approve and revise the Company's vision, goal, mission and policies
2. Approve both short-term and long-term strategic plans; including action plans, annual budget and manpower to be in line with the strategic plans
3. Make a decision for the interest of the Company, shareholders, stakeholders; and to monitor the Management's performance and provide suggestions to solve the problems appropriately
4. Establish and amend the Company's regulations
5. Determine, establish and revise the Company's Table of Authority
6. Establish and revise the organization structure of EGCO and EGCO Group's companies in which EGCO has management control
7. Consider risks related to corporate management in all aspects

## Business Activities

1. Establish, amend or change the binding agreements of investment/ joint venture/ bids under EGCO's commitment including any divestment with the value exceeding 3,000 million baht
2. Endorse the following matters before proposing for the shareholders' approval:
  - Acquisition or sale of important assets or any related transaction as outlined by the laws and the Capital Market Supervisory Board
  - Sale or transfer of EGCO enterprises or its components to other entities
  - Purchase or acquisition of enterprises on behalf of EGCO
  - Making addendums or changes to EGCO's Memorandum or Articles of Association
  - Increase or decrease of the registered capital
  - Issuance of securities for sales to the public, except for common shares
  - Dissolution of EGCO or merging it with another company
  - Announcing annual dividends
  - Sundry other activities as mandated by laws or PTTGC's Articles of Association to seek approval from shareholders' meeting
3. Approve the interim dividend payment for the shareholders
4. Approve the change in significant accounting policy and compliance with new accounting standards
5. Approve the issuance of debt securities (excluding debentures), borrowing, refinancing and rescheduling with the value exceeding 3,000 million baht
6. Approve the guarantee, loan to group companies and other financial supports in the amount exceeding 500 million baht
7. Approve the revision of annual budget with the increased amount exceeding 15% of the approved budget
8. Approve the disposal of materials with the value exceeding 10 million baht per time

## Human Resources

1. Approve hiring, employment, appointment, termination and compensation required by law for the President, top executives and Corporate Secretary
2. Evaluate the President's performance and approve the salary increase for the President
3. Consider the disciplinary action for the President
4. Approve the Company's salary structure, wages, compensation and benefits
5. Approve the succession plan for the position of Executive Vice President upwards

## Other Business

1. Approve the court actions
2. Appoint specialists to provide in-depth information or take any related actions for the Company in case of the issues affecting significantly the Company's business, financial positions or reputation of Group Company
3. Authorize the President appropriately to manage the Company in accordance with the corporate strategy, directions, goal and policy by ensuring that the Company has a proper corporate governance and efficient monitoring and evaluation
4. Take other responsibilities in relation to the Company's business as assigned by the shareholders
5. Consider donation apart from what has been approved in the annual budget

## 2. Standing Committee

In order to well perform its responsibilities to the shareholders, the Board considers and put in place essential business policy and schedule its meeting monthly except in some circumstances. Additionally, the Board considered that corporate risk was important and needed for the business operation in the current situation, therefore, the Board in the Meeting No.9/2019 resolved to establish Risk Oversight Committee with effective on September 20, 2019 as well as approved the principle and the charter of Risk Oversight Committee. For that matters, in 2019, EGCO has 5 standing committees namely, (1) Audit Committee, (2) Risk Oversight Committee (3) Investment Committee (4) Nomination and Remuneration Committee, and (5) Corporate Governance and Social Responsibility Committee.

Each Board committee has its own charter which prescribes functions, composition, term of office, responsibilities and meeting conduct. The committee's charter, which is approved by the Board, would be reviewed as deemed appropriate. Each committee can retain outside counsels, experts and professional advisors, as deemed appropriate at EGCO's expense. All committees shall report their activities (if any) to the Board.

In 2019, the Board and all sub-committee had reviewed their charters and no revision was made to the charters of Investment Committee, Nomination and Remuneration Committee, and Corporate Governance and Corporate Social Responsibilities Committee. Except for Audit Committee, is considering the revision of the charter regarding risk management by transferring such matters to be under the Risk Oversight Committee.

**Audit Committee:** comprises 3 independent directors. Its mission covers the review of the financial statements, legal compliance, risk management policy, internal control and internal audit systems and appointment of external auditors. The Audit Committee also reviews the connected transactions or transactions with conflicts of interest to ensure that such transaction is in compliance with the SET's requirement, well-grounded and for the best interest of EGCO. The responsibilities of the Audit Committee were described below:

1. Review the accuracy and adequacy of EGCO's financial reporting,
2. Review the appropriateness and effectiveness of internal control systems, and internal audit functions and determine the Internal Audit Division's independence,
3. Approve the appointment, rotation and removal of the Chief Internal Audit,

4. Monitor EGCO's compliance with Securities and Exchange Acts and Regulations of the SET and any other laws relevant to EGCO's business,
5. Recommend to the Board of Directors the appointment and removal of an independent person to be EGCO's auditor, removal of the auditor and audit fees,
6. Consider non-audit services performed by the auditors which may lead to the auditors' non independence,
7. Consider and endorse the significant change in accounting policy of EGCO and subsidiaries prior to proposing to the Board of Directors for approval,
8. Meet with the auditor exclusively at least once a year.
9. Consider the connected transactions or any transactions that may cause conflict of interest complying with rules and regulations of SET to ensure that such transactions are reasonable and create highest benefit to EGCO,
10. Review EGCO's regulations on internal audit prior to proposing to the Board of Directors for approval,
11. Approve the internal audit plan as well as budget and personnel,
12. Review the internal audit report of internal audit division,
13. Review with the Management the preparation of the Management's Discussion and Analysis or MD&A and the disclosure in Annual Report,
14. Review with the Management the risk management policy, the practice compliance with such policy, EGCO's risk management guidelines, as well as consider potential risks and preventive measures of relevant risks including supervise risk levels to comply with the risk levels designated by the Board of Directors,
15. Prepare a report that describes the Audit Committee's activities and responsibilities. This report shall be signed by the Chairman of the Audit Committee and published in the annual report to the shareholders. The Audit Committee's Report shall consist of at least the following information:
  - (a) an opinion on the accuracy, completeness and creditability of the Company's financial report,
  - (b) an opinion on the adequacy of the Company's internal control system,
  - (c) an opinion on the compliance with the law on securities and exchange, the Exchange's regulations, or the laws relating to the Company's business,
  - (d) an opinion on the suitability of an auditor,
  - (e) an opinion on the transactions that may lead to conflicts of interests,
  - (f) the number of the Audit Committee meetings, and the attendance of such meetings by each committee member,
  - (g) an opinion or overview comment received by the Audit Committee from its performance of duties in accordance with the charter, and
  - (h) other transactions which, according to the Audit Committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Board of Directors,

16. Inspect any suspiciousness reported by the company's auditor, that the President, the Management or any person responsible for the company's operation commits an offence under the Securities and Exchange Act (No. 4) B.E. 2551 and report the result of preliminary inspection to the Office of the Securities and Exchange Commission and the auditor within thirty days after being informed by the auditor,
17. Oversee the Company's practice to ensure that the Company follows the Anti-Corruption measures, review the related measures and internal control,
18. Review reported concerns about fraud or corruption,
19. Review the Audit Committee Charter and conduct the self-assessment at least once a year,
20. Perform any other act as assigned by the Board of Directors with approval of the Audit Committee

Reference to the above responsibilities, the Committee is directly accountable to EGCO Board of Directors whereas the Board of Directors remains responsible to third persons for the operation of the Company.

**Risk Oversight Committee:** comprises 5 members having 2 independent directors, 2 non-executive directors and the President. ROC appointed Prof.Dr. Anya Khanthavit, independent director, to be the Chairman of the Committee for his expertise and experiences in risk management. Risk Oversight Committee takes duties to consider the policy, recommend, oversee and monitor corporate risk management framework. The responsibilities of the Risk Oversight Committee are detailed below:

1. Consider and provide recommendations in enterprise risk management policy and framework to be proposed to the Board of Directors for approval,
2. Consider and provide recommendations on risk appetite and risk tolerance for constant effectiveness to be proposed to the Board of Directors for approval,
3. Oversee the Company to ensure the key risks and their impacts and possibilities are identified including considering the enterprise risk management plan and process,
4. Monitor and access the Company's risk management to comply with the risk management framework and plans,
5. Regularly report to the Board of Directors on the result of risk assessment and implemented measures. In case of any significant issues materially impacting to the Company, the Board of Directors should be informed promptly for further actions,
6. Provide recommendations on the risk management to directors, management and EGCO Management Committee, with continuous encouragement and support for the improvement and development of risk management system within the company,
7. Monitor and encourage the review of the enterprise risk management policy and framework at least once a year to ensure the company's risk management policy and framework suited to EGCO's business process and risk mitigation activities,
8. Regularly review and update its own charter to ensure its appropriateness to be proposed to the Board for approval,
9. Perform other duties relating to the risk management as may be assigned by the Board

**Nomination and Remuneration Committee:** comprises 5 non-executive directors, 3 of whom are independent directors. NRC appointed Mr. Toshiro Kudama, representative from TEPDIA, the major shareholder, as the Chairman of the Committee for his knowledge and experiences in strategy and human resources management as well as international corporate governance. His expertise supports the Company's strategy to develop and manage human resources to prepare for the investment and management of international assets. Although the NRC Chairman is not an independent director, the Board ensures that NRC has its due process of directors and senior management's selection which is in line with the best practices, taking recommendations from all shareholders. Directors and senior management's remuneration is considered under transparent and clear guidelines, comparable to those of peer companies and aligned with the long term benefit of EGCO and the shareholders. The responsibilities of the Nomination and Remuneration Committee are detailed below:

1. Establishment, review, and revision of the Company's regulation on human resource management
2. Establishment, review, and revision of the Nomination and Remuneration Committee Charter
3. Organization restructure of EGCO and EGCO Group's companies in which EGCO has management control (Senior Vice Presidents (SVP) upward)
4. Company's annual manpower planning
5. Structure and composition of the Board of Directors and committees together with the qualifications of their members
6. Recommendation of the list of nominees for the Board of Directors in case of vacancies by rotation and/or in case of casual vacancies
7. Remuneration structure, including meeting allowance, annual bonus, welfare, and other benefits in cash and in kind of EGCO Board of Directors and Board of Directors of EGCO Group's companies in which EGCO has management control
8. Board of Directors assessment form
9. Appointment of EGCO representative directors in EGCO Group's companies and joint venture companies based on the equity proportion or shareholders' agreements
10. Providing the policy on employees' remuneration structure and other benefits in cash and in kind to the representative directors of EGCO Group's companies in which EGCO has management control
11. Scrutiny of the list of nominees for EGCO President in case of vacancy
12. Appointment, promotion, rotation and removal of the Senior Executive Vice Presidents ("SEVP"), Executive Vice Presidents ("EVP") of EGCO and Corporate Secretary
13. Performance evaluation of EGCO President and SEVPs who are contract employees to renew or terminate the contract, and increase salary and determine bonus
14. Performance evaluation of SEVPs who are permanent employees, EVPs and Corporate Secretary to determine remuneration
15. Employees' remuneration structure and other benefits in cash and in kind
16. Corporate bonus criteria

17. Determination of bonus-linked KPI to decide bonus for EGCO and EGCO Group's companies in which EGCO has management control
18. Determination of annual bonus and special bonus
19. Budget for annual salary increase rate of the employees
20. Succession plans of EGCO's EVP upward
21. Early retirement program for the employees of EGCO and EGCO Group's companies in which EGCO has management control
22. Risks associated with human resource management, including preventive measures and mitigations of relevant risks
23. Other issues as assigned by the Board of Directors

**Investment Committee:** comprises 5 directors and has the responsibility to screen and consider the Management's proposals, especially on the investments, funding and relating activities for the Board's approval. However, medium and small sized transactions can be approved by the Investment Committee itself after the Board's acknowledgement since this Committee is empowered to approve business decisions within its delegated authority. The Chairman of the Board is also appointed the Chairman of the Investment Committee. He has been proven to be an efficient chairman and conducted the meetings efficiently and has been attentive to other members' recommendations both at the Board's and the committee's meeting. The Investment Committee's responsibilities are described below:

1. Establishment, review, and revision of the Company's regulations and principles regarding investment, asset management and financial management
2. Establishment, review, and revision of the Investment Committee Charter
3. Company's strategic plan, business plan, action plan and annual budget
4. Determination of the Corporate KPI, monitoring progress, and assessment of the Corporate KPI
5. Increase or reduction of the registered capital
6. Acquisition, investment, and divestment of Company's assets
7. Operation of the Company's project and asset management pursuant to Regulation on Principle of Arm-Length Relation with Subsidiary, Affiliate, and Joint-Venture companies
8. Funding of EGCO
9. Financial management, profit allocation and significant financial transactions
10. Financial investment outside the Treasury Management Guidelines
11. Procurement and Disposal Material Management
12. Risks associated with investment and finance, including preventive measures and mitigations of relevant risks
13. Other issues as assigned by the Board of Directors and as stipulated in the Company's regulations and principles

**Corporate Governance and Social Responsibility Committee:** comprises 5 members having 3 independent directors, 1 non-executive director and the President. The Chairman of the Committee shall be an independent director. The Corporate Governance and Social Responsibility Committee is responsible for the corporate governance principles and the frameworks, policies relating to corporate social responsibility and environmental matters that affect shareholders and other key stakeholders, for the Company's sustainable growth. The CC Committee is entrusted to the following responsibilities.

1. Endorse policy and practice for the Board's approval
2. Endorse objectives and annual plans, to be in line with the strategic plan, for the Board's approval
3. Encourage and support the compliance of directors, executives and employees with the policy, practices, objectives and plans of CG, CSR and Anti-Corruption
4. Oversee, monitor and appraise the performance to comply with the policy, practices, objectives and approved plans
5. Regularly review and revise CG, CSR and Anti-Corruption policy and practices by comparing to the international standard, and endorse for the Board's approval in order to promote continuous improvement and development
6. Oversee the assessment of Anti-Corruption risks and risk mitigation

Table: Meeting Attendance of the Board of Directors

Name	Meeting Attendance in 2019 (number of times)						
	Board Meeting (12 times/ percentage)	Non-Executive Director Meeting (1 time/ percentage)	Audit Committee (12 times/ percentage)	Risk Oversight Committee (3 times/ percentage)	Investment Committee (9 times/ percentage)	Nomination and Remuneration committee (9 times/ percentage)	Corporate Governance and Corporate social Responsibilities Committee (5 times/ percentage)
1. Ms. Jaruan Ruangswadipong	12/12 (100%)	1/1 (100%)	12/12 (100%)	-	-	-	-
2. Dr. Pasu Loharjun	12/12 (100%)	1/1 (100%)	-	-	-	9/9 (100%)	5/5 (100%)
3. Assoc.Prof.Dr. Nualnoi Treerat	11/12 (91.67%)	1/1 (100%)	-	-	-	9/9 (100%)	5/5 (100%)
4. Prof.Dr. Anya Khanthavit	12/12 (100%)	1/1 (100%)	12/12 (100%)	3/3 (100%)	-	-	-
5. Mr. Paisan Mahapunnaporn	12/12 (100%)	1/1 (100%)	12/12 (100%)	3/3 (100%)	-	-	-
6. Assoc.Prof.Dr. Bordin Rassameethes	12/12 (100%)	1/1 (100%)	-	-	-	8/9 (89%)	5/5 (100%)
7. Mr. Patana Sangsriroujana	10/12 (83.33%)	1/1 (100%)	-	3/3 (100%)	-	-	-
8. Mr. Thepparat Theppitak <sup>1</sup>	1/2 (50%)	1/1 (100%)	-	-	-	-	-

Name	Meeting Attendance in 2019 (number of times)						
	Board Meeting (12 times/percentage)	Non-Executive Director Meeting (1 time/percentage)	Audit Committee (12 times/percentage)	Risk Oversight Committee (3 times/percentage)	Investment Committee (9 times/percentage)	Nomination and Remuneration committee (9 times/percentage)	Corporate Governance and Corporate social Responsibilities Committee (5 times/percentage)
9. Mr. Wisak Watanasap	11/12 (91.67%)	1/1 (100%)	-	-	-	-	4/5 (80%)
10. Mr. Toshiro Kudama <sup>2</sup>	7/7 (100%)	1/1 (100%)	-	-	-	4/4 (100%)	-
11. Mr. Naoki Tsusumi <sup>3</sup>	7/7 (100%)	1/1 (100%)	-	-	5/5 (100%)	-	-
12. Mr. Shunichi Tanaka	11/12 (91.67%)	1/1 (100%)	-	-	4/5 (80%)	5/5 (100%)	-
13. Mr. Tomoyuki Ochiai <sup>4</sup>	7/7 (100%)	1/1 (100%)	-	3/3 (100%)	-	-	-
14. Mr. Jakgrich Pibulpairoj	12/12 (100%)	-	-	-	9/9 (100%)	-	5/5 (100%)
15. Mr. Yoichiro Matsumoto <sup>5</sup>	3/5 (60%)	-	-	-	3/4 (75%)	-	-
16. Mr. Hiromi Sakakibara <sup>6</sup>	5/5 (100%)	-	-	-	-	-	-
17. Mr. Takao Onuki <sup>7</sup>	5/5 (100%)	-	-	-	4/4 (100%)	-	-
18. Mr. Nikul Silasuwan <sup>8</sup>	5/5 (100%)	-	-	-	8/8 (100%)	-	-
19. Mr. Witoon Kulcharoenwirat <sup>9</sup>	10/10 (100%)	-	-	-	9/9 (100%)	-	-

Remarks: <sup>1</sup> appointed on November 12, 2019

<sup>2, 3, 4</sup> appointed on June 1, 2019

<sup>5, 6, 7</sup> resigned on June 1, 2019

<sup>8</sup> retired on October 16, 2019

<sup>9</sup> resigned on October 16, 2019

In 2019, the Board held 12 meetings, with 95% of the Board of Directors attending. Individually, each director attended more than 93.07% of the total number of meeting.

### 3. Management Structure

The Board appoints the President as the head of management team to respond business management and to deploy the policies to practice by authorizing management duties to the President. The President will delegate his authority to the management team as prescribed in the Table of Authority.

#### Roles and Responsibilities of Management

President as the head of top Management team was appointed among the directors as stated in the Company's Articles of Association. The Management led by the President has the following duties and responsibilities.

1. Manage EGCO's day-to-day business to be in line with the corporate policies, plans, and objectives, Articles of Association and obligatory rules and regulations,
2. Operate the business in according to corporate strategy, business plan and budget as approved by the Board,
3. Monthly Report to the Board the Company's performance and the implemented actions following the Board's resolution to ensure the Board that all actions have been taken as planned or remedied if there are some mismatches between actions and plans.
4. Develop and support the employee's career path advancement.

EGCO's organization structure was approved by the Board in the meeting no. 10/2016 with effect on January 1, 2019, comprises 5 groups as shown below:

1. **Business Development - International:** this group is headed by a Senior Executive Vice President - Business Development (International) (SEVP-BDI). Under the SEVP-BDI, there is one Executive Vice President (EVP) supervising the international business development.
2. **Business Development - (BDD):** this group is headed by a Senior Executive Vice President - Business Development (Domestic) (SEVP-BDD). Under the SEVP-BDD, there are two Executive Vice Presidents (EVPs) as follows:
  - (1) Executive Vice President - Business Development (Neighboring Country)
  - (2) Executive Vice President - Business Development (Thailand and New Business)
3. **Accounting and Finance Group:** this group is headed by a Chief Finance Officer (CFO) with 3 EVPs as follows:
  - (1) Executive Vice President - Accounting
  - (2) Executive Vice President - Finance
  - (3) Executive Vice President - Subsidiaries Accounting and Finance
4. **Strategy and Asset Management Group:** this group is headed by a Senior Executive Vice President - Strategy and Asset Management (SEVP-SAM) with 5 EVPs as follows:
  - (1) Executive Vice President - Asset Management
  - (2) Executive Vice President - Project Management
  - (3) Executive Vice President - Power Plant Management

(4) Executive Vice President - Managing Director of KEGCO

(5) Executive Vice President - Operation and Management Business, also assigned as the Managing Director of ESCO

5. **President's Direct Report Groups:** an EVP-Corporate Management supervises Corporate Communications Division, Information Technology Division, Legal Division, and Procurement and Administration Division.

Additionally, there are 2 divisions under the President's supervision, namely Internal Audit and Corporate Secretary. The Internal Audit reports directly to the Audit Committee, but functionally to the President. The Corporate Secretary Division reports directly to the President.

### Management

The list of the Management team and their share ownership in EGCO in accordance with SEC notification as at January 31, 2020 is as follows:

Name	Title	No. of shares		
		Management	Spouse/ Minor Child	Increase/ Decrease (Jan 1, 2019 - Jan 31, 2020)
1. Mr. Jakgrich Pibulpairoj	President	-	-	-
2. Mr. John Palumbo	Senior Executive Vice President - Business Development - International	-	-	-
3. Mr. Danuja Simasathien	Senior Executive Vice President - Business Development - Domestic	-	-	-
4. Mr. Suvapan Chomchalerm	Chief Financial Officer	-	-	-
5. Mr. Gumpanart Bumroonggit	Senior Executive Vice President - Strategy & Asset Management	-	-	-
6. Mr. Somkiat Suttiwanich	Executive Vice President - Accounting	-	-	-
7. Ms. Somsiri Yoosuk	Executive Vice President - Finance	-	-	-
8. Ms. Sudruedee Lertkasem	Executive Vice President - Subsidiaries Accounting and Finance	-	-	-
9. Mr. Amomrat Debhasdin Na Ayudhya	Senior Vice President - Accounting and Budget	-	-	-
10. Ms. Ploy Suksrisomboon	Senior Vice President - International General Affairs Management	-	-	-
11. Mr. Surasak Ganjanakit	Senior Vice President - Domestic General Affairs Management	-	-	-

## 4. Corporate Secretary

The Board appointed Ms. Kulkanok Leongsoithong as the Corporate Secretary with the duties and responsibility as prescribed in the Securities and Exchange Act (No. 4) B.E. 2551, Section 89/5 and Section 89/16. She was also appointed as Board's secretary to support Board activities such as Board Meetings, Board Orientation, including provide important information, rules, regulations to the Board as well as to coordinate subsequent actions under the Board's resolution. The Corporate Secretary directly reports to the Board while the Nomination and Remuneration Committee is delegated to appraise the performance of the Corporate Secretary.

In 2019, the Corporate Secretary has attended training seminars and discussions in various topics, arranged by regulators which oversee listed companies and the Thai Institute of Directors Association (IOD), in order to improve and increase efficiency of the Corporate Secretary's performance and corporate governance.

## 5. Director and Management Remuneration

EGCO sets the policy to reward directors and management with appropriate remuneration. In this regards, the Nomination and Remuneration Committee is entrusted to review the appropriate rate that takes into account the responsibility and the company's financial status while being in line with the peer practices.

### (1) Director remuneration

Director remuneration is appropriately set at a rate comparable to that of peer companies. The remuneration comprises 3 parts: (1) monthly retainer fee to reflect directors' responsibilities, (2) meeting allowance to reflect time devotion and meeting attendance, and (3) bonus which is paid in accordance with the shareholder value creation. The Nomination and Remuneration Committee will endorse the director remuneration for the Board's endorsement before seeking the shareholders' approval on an annual basis. The guidelines are as follows:

- Retainer and meeting allowance will be set in accordance with peer practices, EGCO operating performance, business size, and responsibility, knowledge, competencies of the directors as required by the company.
- Bonus will be considered from the Company's profit or dividend paid to shareholders.

In 2019, the shareholders' Meeting resolved the directors' remuneration as shown below.

1. Monthly retainer fee of 30,000 baht and meeting allowance of 10,000 baht each. Members who do not attend the meeting will not receive the meeting allowance. The Chairman and the Vice Chairman of the Board received 25% and 10% additional remuneration respectively for both the retainer fee and the meeting allowance.
2. 2018 bonus of 25 million baht approved by the shareholders in the 2019's annual general meeting, taking into account the Company's growth, the recognition in terms of good corporate governance, the increasing share price, peer's director bonus, and dividend payout ratio.
3. Remuneration for Board's Committee being Investment Committee, Audit Committee, Nomination and Remuneration Committee, and Corporate Governance and Corporate Social Responsibility Committee as follows:

Committee	Retainer fee (baht)	Meeting allowance (baht)
Investment Committee	20,000	20,000
Audit Committee	20,000	20,000
Nomination and Remuneration Committee	20,000	20,000
Risk Oversight Committee	-	24,000
Corporate Governance and Corporate Social Responsibility Committee	-	24,000

The chairman of each Board Committee would receive 25% additional remuneration both in retainer fee and meeting allowance.

Beside the remuneration mentioned above, EGCO does not provide other remuneration to the Board.

The overall directors' remuneration for 2019 is summarized below:

Name	Board of Director	Standing Committee					Bonus	Total Remuneration
		AC	IC	NRC	ROC	CC		
1. Ms. Jaruwan Ruangswadipong	480,000	600,000	-	-	-	-	1,754,385.96	2,834,385.96
2. Dr. Pasu Loharjun	480,000	-	-	420,000	-	150,000	1,232,876.71	2,282,876.71
3. Assoc.Prof.Dr. Nualnoi Treerat	470,000	-	-	420,000	-	120,000	1,754,385.96	2,764,385.96
4. Prof.Dr. Anya Khanthavit	480,000	480,000	-	-	90,000	-	1,754,385.96	2,804,385.96
5. Mr. Paisan Mahapunnaporn	480,000	480,000	-	-	72,000	-	1,754,385.96	2,786,385.96
6. Assoc.Prof.Dr. Bordin Rassameethes	480,000	-	-	400,000	-	120,000	1,754,385.96	2,754,385.96
7. Mr. Thepparat Theppitak	59,000	-	32,666.67	-	-	-	-	91,666.67
8. Mr. Patana Sangsriroujana	460,000	-	-	400,000	48,000	-	442,201.39	1,350,201.39
9. Mr. Wisak Watanasap	470,000	-	-	-	-	96,000	1,754,385.96	2,320,385.96
10. Mr. Toshiro Kudama	280,000	-	-	271,666.67	-	-	-	551,666.67
11. Mr. Naoki Tsusumi	280,000	-	240,000	-	-	-	-	520,000.00
12. Mr. Shunichi Tanaka	470,000	-	220,000	250,000	-	-	1,754,385.96	2,694,385.96
13. Mr. Tomoyuki Ochiai	280,000	-	-	-	48,000	-	-	328,000
14. Mr. Jakgrich Pibulpairoj	-	-	-	-	-	-	-	-

The summary of remuneration of retired and resigned directors during 2018 - 2019 is as follow:

Name	Retirement/ Resigning Date	Number of months in service		Meeting Attendance (12 times/ year)	Total Remuneration in 2015		Total Remuneration	
		2018	2019		Monthly Retainer and Meeting Allowance			Bonus <sup>1</sup>
					Director	Standing Committee		
1. Mr. Sombat Sarntijaree	Apr 19, 2018	3	-	-	-	-	651,889.57	651,889.57
2. Mr. Chotchai Charoenngam	Apr 19, 2018	3	-	-	-	-	521,509.25	521,509.25
3. Mr. Kornrasit Pakchotanon	May 1, 2018	4	-	-	-	-	576,784.43	576,784.43
4. Mr. Saharath Boonpotipakdee	Oct 1, 2018	9	-	-	-	-	1,312,184.57	1,312,184.57
5. Mr. Yoichiro Matsumoto	Jun 1, 2019	12	5	5	180,000	160,000	2,018,745.48	2,358,745.48
6. Mr. Hiromi Sakakibara	Jun 1, 2019	12	5	5	200,000	-	2,192,982.45	2,392,982.45
7. Mr. Takao Onuki	Jun 1, 2019	12	5	5	200,000	180,000	1,754,385.96	2,134,385.96
8. Mr. Nikul Silasuwan	Oct 16, 2019	8	9	9	400,000	380,000	1,177,601.54	1,957,601.54
9. Mr. Witoon Kulcharoenwirat	Nov 1, 2019	9	10	10	500,000	475,000	1,541,095.89	2,516,095.89

Remarks <sup>1</sup> Bonus of Board of Directors in 2018 was paid in May 2019 as resolved by the Shareholders in the Annual General Meeting for year 2019

## (2) Directors' Remuneration of Subsidiaries

EGCO assigned the Management to be directors of subsidiaries as one of their duties so that the Management will not receive the remuneration as the directors.

## 6. EGCO and Subsidiaries' Management Remuneration

### (1) EGCO's Management Remuneration

The Management's remuneration as approved by the Board which comprises both salary and bonus is designed to reflect the corporate and individual achievement based on the remuneration structure approved by the Board and the Key Performance Indicators (KPIs). The Board with the recommendations from the Nomination and Remuneration Committee approves the President's remuneration while the Nomination and Remuneration Committee appraises the performance of executives at Senior Executive Vice President and Executive Vice President levels with the proposal by the President.

Also, the Nomination and Remuneration Committee recommends and determines both short-term and long-term remuneration for President and top executives, taking into account their performance linked to both financial and non-financial KPIs as approved by the Board. Another factor taken into consideration for the management remuneration is the survey of the executive remuneration to ensure that the rate is comparable to their work and those of the peer companies.

The summary of the Management's remuneration defined by SEC for 2019 is shown below:

Remuneration	2019
	<b>Management (5 persons)<sup>1</sup></b>
Total Salary	35,205,520.00
Bonus <sup>2</sup>	15,438,525.00
Provident Fund	3,036,902.00
<b>Total</b>	<b>53,680,947.00</b>

<sup>1</sup> 5 executives as defined by SEC are (1) President (2) SEVP - BDI (3) SEVP - BDD (4) CFO (5) SEVP - SAM

<sup>2</sup> The 2018 bonus was paid in January 2019.

### (2) Total Remuneration of Core Subsidiaries' Management

In 2019, EGCO's core subsidiaries which generate electricity for sale and the revenues accounted to more than 10% of the consolidated revenue consists of KEGCO, BPU, and QPL. However, QPL had no permanent employees but have engaged QMS for the project management while the operation and maintenance works had been engaged to Pearl Energy Philippines Operating Inc. from the commercial operation date (COD).

## 7. EGCO and Core Subsidiaries' Employees

In 2019, EGCO Group had 421 headcounts, 258 of which were EGCO employees while 163 people worked for subsidiaries namely KEGCO, BPU, and QMS.

As of December 31, 2019, EGCO has 258 headcounts which include the President, 4 Senior Executive Vice Presidents. The number of employees in each reporting line of EGCO and numbers of subsidiaries' employees are as shown below:

Business Group	No. of Employees (person)
1. President	18
2. Corporate Management	60
3. Business Development - International	16
4. Business Development - Domestic	8
5. Strategy and Asset Management	81
6. Accounting and Finance	75
Total of EGCO	258
Subsidiaries' Employees	163
<b>Total</b>	<b>421</b>

There has been no significant turnover and no labor dispute during the past three years.

## 8. EGCO and Subsidiaries' Employee Remuneration

EGCO has the policy that the employees in the Group have fair remuneration which is comparable to the peer companies. The remuneration of EGCO and subsidiaries' employees in year 2019 is as shown below.

(Unit : Baht)

Remuneration	Amount	
	EGCO	Subsidiaries
Total Salary	294,212,695	153,836,786
Bonus <sup>/1</sup>	128,938,469	73,918,646
Provident Fund	27,197,128	14,744,004
<b>Total</b>	<b>405,348,292</b>	<b>242,499,436</b>

<sup>/1</sup> The 2017 bonus was paid in January 2019.

Human resource development policy is disclosed in Sustainable Business Operation.

## EGCO's Board of Directors as of January 31, 2020



01

### Mr. Kulit Sombatsiri

- Chairman
- Chairman of Investment Committee



02

### Ms. Jaruwat Ruangswadipong

- Lead Independent Director
- Chairman of Audit Committee



03

### Assoc. Prof. Dr. Nualnoi Treerat

- Independent Director
- Member of Nomination and Remuneration Committee
- Member of Corporate Governance and Social Responsibility Committee



04

### Prof. Dr. Anya Khanthavit

- Independent Director
- Chairman of Risk Oversight Committee
- Member of Audit Committee



05

### Mr. Paisan Mahapunnaporn

- Independent Director
- Member of Audit Committee
- Member of Risk Oversight Committee



06

**Dr. Pasu Loharjun**

- Independent Director
- Chairman of Corporate Governance and Social Responsibility Committee
- Member of Nomination and Remuneration Committee



07

**Assoc. Prof. Dr. Bordin Rassameethes**

- Independent Director
- Member of Nomination and Remuneration Committee
- Member of Corporate Governance and Social Responsibility Committee



08

**Mr. Thepparat Theppitak**

- Director
- Member of Investment Committee



09

**Mr. Patana Sangsriroujana**

- Director
- Member of Nomination and Remuneration Committee
- Member of Risk Oversight Committee



10

**Mr. Wisak Watanasap**

- Director
- Member of Corporate Governance and Social Responsibility Committee



11

**Mr. Toshiro Kudama**

- Director
- Chairman of Nomination and Remuneration Committee



12

**Mr. Naoki Tsutsumi**

- Director
- Member of Investment Committee



13

**Mr. Shunichi Tanaka**

- Director
- Member of Investment Committee



14

**Mr. Tomoyuki Ochiai**

- Director
- Member of Risk Oversight Committee



15

**Mr. Jakgrich Pibulpairoj**

- President
- Member of Investment Committee
- Member of Corporate Governance and Social Responsibility Committee
- Member of Risk Oversight Committee
- Chairman of Risk Management Committee
- Chairman of Good Corporate Governance Committee
- Chairman of EGCO Management Committee

EGCO's Board of Directors  
who Vacated the Office during  
the Year 2019 until January 31, 2020



01

**Mr. Witoon Kulcharoenwirat**

- Chairman
  - Chairman of Investment Committee
- (Resigned with effect on November 1, 2019)



02

**Mr. Nikul Silasuwan**

- Director
  - Member of Investment Committee
- (Resigned with effect on October 16, 2019)



03

**Mr. Yoichiro Matsumoto**

- Director
  - Member of Investment Committee
- (Resigned with effect on June 1, 2019)



04

**Mr. Takao Onuki**

- Director
  - Member of Investment Committee
- (Resigned with effect on June 1, 2019)



05

**Mr. Hiromi Sakakibara**

- Director
- (Resigned with effect on June 1, 2019)

## EGCO's Board of Directors as of January 31, 2020

**Mr. Kulit Sombatsiri (56)**

- Chairman
- Chairman of Investment Committee

**Education**

- Master of Public Administration, Public Finance, San Diego State University, USA
- Master of Business Administration, University of Southern California, USA
- Bachelor of Public Administration, Ramkhamheang University
- Executive Program in Energy Literacy for a Sustainable Future, Thailand Energy Academy
- Certificate of Director Certification Program, Thai Institute of Directors Association
- Certificate of Financial Statement for Directors, Thai Institute of Directors Association
- Senior Executive Program 1, The Civil Service Development Institute
- Capital Market Academy Leadership Program, Capital Market Academy

**Working Experience during the recent 5 years**

2019 - Present	Chairman, Electricity Generating Authority of Thailand
2018 - Present	Permanent Secretary, Ministry of Energy
2015 - 2018	Director General of the Customs Department, Ministry of Finance
2014 - 2015	Director General of the State Enterprise Policy Office, Ministry of Finance

**Ms. Jaruwan Ruangswadipong (64)**

- Lead Independent Director
- Chairman of Audit Committee

**Education**

- Master of Business Administration (Financial Studies), University of Nottingham, UK
- Master of Accountancy, Thammasat University
- Bachelor of Accountancy, Thammasat University
- Diploma in Adult Training Specialist, INTOSAI Development Initiative
- Certificate of Director Certification Program, Thai Institute of Directors Association
- IT Governance for Directors Program, Thai Institute of Directors Association
- Risk Management: Issues for Boards Program, Thai Institute of Directors Association
- CG Code Update Program, PricewaterhouseCoopers ABAS Ltd.
- Project Acquisition Program, PricewaterhouseCoopers ABAS Ltd.
- Disruptive Technology Program (Knowledge Sharing among Directors and Management, by Mr. Patana Sangsriroujana, director)
- Cryptocurrency Technology Program (Knowledge Sharing among Directors and Management, by Mrs. Tipsuda Tawaramorn, Ex-Deputy Secretary-General of SEC Thailand)
- COSO ERM Program (Knowledge Sharing among Directors and Management, by Prof. Dr. Anya Khanthavit, independent director)

### Working Experience during the recent 5 years

2018 - 2019	Senior Financial Audit, German Society for International Cooperation (GIZ)
2017 - Present	Council Representative Member, ASEAN Federation of Accountants (AFA)
Jun 2017 - Present	Director and Secretary General, Federation of Accounting Professions
2015 - 2018	Senior Capacity Development Consultant, German Society for International Cooperation (GIZ)
2013 - 2015	Executive Director and Member of Audit Committee, Asian Institute of Technology (AIT)
2015	Inspector General, Office of the Auditor General of Thailand

### Assoc. Prof. Dr. Nualnoi Treerat (59)

- Independent Director
- Member of Nomination and Remuneration Committee
- Member of Corporate Governance and Social Responsibility Committee

### Education

- Ph.D. in Economics, Australian National University, Australia
- Master of Economics of Development, Australian National University, Australia
- Bachelor of Economics (Hons.), Thammasat University
- Certificate of Director Certification Program, Thai Institute of Directors Association
- Cryptocurrency Technology Program (Knowledge Sharing among Directors and Management, by Mrs. Tipsuda Tawaramorn, Ex-Deputy Secretary-General of SEC Thailand)

### Working Experience during the recent 5 years

2014 - Present	Director of Institute of Asian Studies, Chulalongkorn University
1985 - Present	Associate Professor, Faculty of Economics, Chulalongkorn University

## Prof. Dr. Anya Khanthavit (57)

- Independent Director
- Chairman of Risk Oversight Committee
- Member of Audit Committee

### Education

- Ph.D. in International Business and Finance, Stern School of Business New York University, USA
- Master of Philosophy (Hons.) in International Business and Finance, Stern School of Business New York University, USA
- Master of Science (Hons.) in Transportation Management, State University of New York, Maritime College, USA
- Bachelor of Business Administration (Accounting), Thammasat University
- Certificate of Director Certification Program, Thai Institute of Directors Association
- Certificate of Advanced Audit Committee Program, Thai Institute of Directors Association
- Risk Management: Issues for Boards Program, Thai Institute of Directors Association
- Senior Executive Program, the Capital Market Academy
- CG Code Update Program, PricewaterhouseCoopers ABAS Ltd.
- Strategic Board Master Class Program, Thai Institute of Directors Association
- Cyber Resilience seminar, Bank of Thailand
- Audit Committee Forum: "Strategic Audit Committee: Beyond Figure and Compliance", Thai Institute of Directors Association
- Bangkok Sustainable Banking Forum 2019: An Industry Wake-up Call, Bank of Thailand
- Disruptive Technology Program (Knowledge Sharing among Directors and Management, by Mr. Patana Sangsriroujana, director)
- Cryptocurrency Technology Program (Knowledge Sharing among Directors and Management, by Mrs. Tipsuda Tawaramorn, Ex-Deputy Secretary-General of SEC Thailand)

### Working Experience during the recent 5 years

#### Listed Companies in SET

- |                |   |
|----------------|---|
| 2017 - Present | Director,<br>Kiatnakin Bank PCL.                            |
| 2012 - Present | Member of Risk Management Committee,<br>Kiatnakin Bank PCL. |

#### Other Organizations

- |                |  |
|----------------|--|
| 2018 - Present | Chairman of Audit Committee and<br>Chairman of Risk Oversight Committee<br>Tobacco Authority of Thailand   |
| 2017 - Present | Member of Appeal Committee,<br>Thailand Futures Exchange PCL.  |
| 2015 - Present | Member of Thailand Quality Award<br>Committee, Thailand Quality Award  |
| 2012 - Present | Member of Public Services Subsidy<br>Board, Ministry of Finance  |
| 2008 - Present | Member of the Risk Management<br>Sub-committee,<br>The Stock Exchange of Thailand  |
| 2005 - Present | Professor of Banking and Finance,<br>Thammasat University  |
| 2002 - Present | Member of the Performance Assessment<br>Committee for State Enterprises,<br>Ministry of Finance  |
| 2001 - Present | Founding Director,<br>Sangvien Foundation  |
| 2016 - 2017    | Member of the Sub-committee on the<br>Monitoring of Co-operative Financial<br>Problems, Office of the National and<br>Anti-Corruption Commission |
| 2014 - 2018    | Director,<br>Thailand Tobacco Monopoly,<br>Ministry of Finance   |
| 2014 - 2017    | Director, Member of Audit Committee,<br>Chairman of Risk Management Committee,<br>Government Pharmaceutical Organization                         |
| 2012 - 2018    | Member of Policy and Public Debt<br>Management Committee,<br>Ministry of Finance   |

## Mr. Paisan Mahapunnaporn (56)

- Independent Director
- Member of Audit Committee
- Member of Risk Oversight Committee

### Education

- Master of Laws (Business Law), Chulalongkorn University
- Bachelor of Laws, Chulalongkorn University
- Certificate of Director Certification Program, Thai Institute of Directors Association
- Risk Management: Issues for Boards Program, Thai Institute of Directors Association
- ASEAN Business and Investment Law Program
- CG Code Update Program, PricewaterhouseCoopers ABAS Ltd.
- ID Forum Program (Tough boardroom situations-ID share lessons learned), Thai Institute of Directors Association
- Corporate Responsibilities and Practices in Anti-Corruption, Faculty of Law, Chulalongkorn University
- Project Acquisition Program, PricewaterhouseCoopers ABAS Ltd.
- Disruptive Technology Program (Knowledge Sharing among Directors and Management, by Mr. Patana Sangsrirojana, director)
- Cryptocurrency Technology Program (Knowledge Sharing among Directors and Management, by Mrs. Tipsuda Tawaramorn, Ex-Deputy Secretary-General of SEC Thailand)
- COSO ERM Program (Knowledge Sharing among Directors and Management, by Prof. Dr. Anya Khanthavit, independent director)

### Working Experience during the recent 5 years

#### Listed Companies in SET

2011 - 2016 Consultant, EMC PCL.

#### Other Organizations

2016 - Present Director and Member of Audit Committee, Masstec Link Co. Ltd.

2015 - Present Consultant, V Food Group

2012 - Present Consultant, Piyasombat Group

2011 - 2016 Consultant, Green Road Co., Ltd.

2011 - 2016 Consultant, Metro Group

2011 - 2016 Consultant, Best Care International Co., Ltd.

2011 - 2016 Specialist, The Senate

2011 - 2016 Specialist, The Parliament

2011 - 2016 Specialist, The National Legislative Assembly

## Dr. Pasu Loharjun (60)

- Independent Director
- Chairman of Corporate Governance and Social Responsibility Committee
- Member of Nomination and Remuneration Committee

### Education

- Ph.D. in Industrial Engineering and Operations research, Virginia Polytechnic Institute and State University, USA
- Master of Industrial Engineering, Polytechnic Institute of New York, USA (NYU Poly)
- Bachelor in Electrical Engineering, Chulalongkorn University
- Top Executive Program, Capital Market Academy
- CG Code Update Program, PricewaterhouseCoopers ABAS Ltd.
- COSO ERM Program (Knowledge Sharing among Directors and Management, by Prof. Dr. Anya Khanthavit, independent director)

### Working Experience during the recent 5 years

#### Listed Companies in SET

2017 - 2019 Chairman, General Environmental Conservation PCL

2017 - 2019 Chairman, Thai Sugar and Cane Co., Ltd.

#### Other Organizations

2019 - Present Chairman, Thailand Institute of Scientific and Technological Research (TISTR)

2019 - Present Member, Council of State

2019 - Present Director, Thai-German Institute

2019 - Present Director, Foundation for Industrial Development

2017 - 2019 Permanent Secretary, Ministry of Industry

2016 Director General, Department of Industrial Promotion, Ministry of Industry

**Assoc. Prof. Dr. Bordin Rassameethes (53)**

- Independent Director
- Member of Nomination and Remuneration Committee
- Member of Corporate Governance and Social Responsibility Committee

**Education**

- Ph.D. in Management of Technology, Vanderbilt University, USA
- Master of Science in Management, North Carolina State University, USA
- Bachelor of Computer Science, University of Miami, USA
- CG Code Update Program, PricewaterhouseCoopers ABAS Ltd.

**Working Experience during the recent 5 years**

1993 - Present	Lecturer and Associate Professor, Department of Operations Management Faculty of Business Administration, Kasetsart University
1993 - Present	Consultant for Research Projects, Governance Official Units
2015	Acting Vice President, Kasetsart University
2013 - 2015	Vice President, Kasetsart University, Sri Racha Campus

**Mr. Thepparat Theppitak (54)**

- Director
  - Member of Investment Committee
- (Appointed with effect on November 12, 2019)

**Education**

- Master of Science, Electricity Industry Management and Technology, University of Strathclyde, UK
- Bachelor of Mechanical Engineering, Chiang Mai University
- Executive Program in Energy Literacy for a Sustainable Future, Thailand Energy Academy
- Advanced Management Program, Harvard Business School, USA
- Senior Executive Program, Sasin Graduate Institute of Business Administration of Chulalongkorn University

**Working Experience during the recent 5 years**

Oct 2018 - Present	Deputy Governor-Power Plant Development and Renewable Energy, Electricity Generating Authority of Thailand
Oct 2017 - Sep 2018	Assistant Governor-Renewable and New Energy, Electricity Generating Authority of Thailand
Oct 2016 - Sep 2017	Director, Mechanical Maintenance Division, Electricity Generating Authority of Thailand
Apr 2015 - Sep 2016	Engineer Level 12 to the Deputy Governor-Business Development, Appointed as General Manager, EGAT Diamond Service Co., Ltd.,

## Mr. Patana Sangsriroujana (59)

- Director
- Member of Nomination and Remuneration Committee
- Member of Risk Oversight Committee

### Education

- Master of Public and Private Management Program, National Institute of Development Administration
- Bachelor of Engineering (Electrical Engineering), 2<sup>nd</sup> Class Honors, King Mongkut's Institute of Technology Thonburi
- Certificate of Director Certification Program, Thai Institute of Directors Association
- Advanced Oral Communication Course (AOCC) Batch 13, Devawongse Varopakarn Institute of Foreign Affairs
- Politics and Governance in Democratic Systems for Executives, King Prajadhipok's Institute
- Executive Energy Management Program, Ministry of Energy
- Smart Marketing for Digital Economy, Institute of Research and Development for Public Enterprises
- National Security Management for Senior Executive, National Intelligence Agency
- PURC, Advanced Program, Public Utility Research Center, USA

### Working Experience during the recent 5 years

- |                     |   |
|---------------------|---|
| Oct 2018 - Present  | Deputy Governor-Strategy,<br>Electricity Generating Authority<br>of Thailand                              |
| 2018 - Present      | Director,<br>District Cooling System and<br>Power Plant Co., Ltd (DCAP)                                   |
| Nov 2017 - Sep 2018 | Deputy Governor-Policy and Planning,<br>Electricity Generating Authority<br>of Thailand                   |
| Oct 2016            | Assistant Governor-Transmission<br>System Maintenance,<br>Electricity Generating Authority<br>of Thailand |

## Mr. Wisak Watanasap (60)

- Director
- Member of Corporate Governance and Social Responsibility Committee

### Education

- Master of Public Administration Program (MPA), Graduate School of Public Administration, National Institute of Development Administration
- Bachelor of Business Administration, Sukhothai Thammathirat Open University
- Bachelor of Engineering Program in Civil Engineering, Khon Kaen University
- Executive Program in Energy Literacy for a Sustainable Future TEA, Thailand Energy Academy
- National Defense Course Class, National Defense College
- ICT Management for Non-ICT Executive NIT, NECTEC Academy
- Certificate of Director Certification Program, Thai Institute of Directors Association
- Disruptive Technology Program (Knowledge Sharing among Directors and Management, by Mr. Patana Sangsriroujana, director)
- Cryptocurrency Technology Program (Knowledge Sharing among Directors and Management, by Mrs. Tipsuda Tawaramorn, Ex-Deputy Secretary-General of SEC Thailand)

### Working Experience during the recent 5 years

- |                     |   |
|---------------------|---|
| Oct 2017 - Present  | Inspector General,<br>Ministry of Energy  |
| Nov 2014 - Sep 2017 | Deputy Directors General,<br>Department of Energy Business,<br>Ministry of Energy |

**Mr. Toshiro Kudama (62)**

- Director
- Chairman of Nomination and Remuneration Committee  
(Authorized Director)  
(Appointed with effect on June 1, 2019)

**Education**

- Master of Mechanical Engineering,  
Tokyo Institute of Technology, Japan
- Bachelor of Mechanical Engineering,  
Tokyo Institute of Technology, Japan

**Working Experience during the recent 5 years**

- Apr 2019 - Present Chief Executive Officer,  
JERA Asia Pte. Ltd.
- Apr 2019 - Present Managing Executive Officer,  
JERA Co., Inc.
- Jan 2018 - Mar 2019 Director and Chief Executive Officer,  
JERA Americas Inc.
- Jul 2016 - Mar 2019 Chief Power Development Officer,  
Senior Executive Vice President,  
JERA Co., Inc.
- Apr 2016 - Jun 2016 Managing Director Head of Overseas  
and Domestic Operation,  
TEPCO Fuel & Power, Incorporated
- Apr 2015 - Mar 2016 Corporate Executive Officer,  
Vice President,  
Fuel & Power Company,  
Tokyo Electric Power Company  
(TEPCO)

**Mr. Naoki Tsutsumi (48)**

- Director
- Member of Investment Committee  
(Authorized Director)  
(Appointed with effect on June 1, 2019)

**Education**

- Master of Civil Engineer, University of Kyoto, Japan
- Bachelor of Civil Engineer, University of Kyoto, Japan

**Working Experience during the recent 5 years**

- Apr 2019 - Present Executive Officer,  
Overseas Power and Energy  
Infrastructure Development Group,  
Business Development Department,  
JERA Co., Inc.
- Apr 2018 - Mar 2019 General Manager, Overseas Power  
Business Unit 3 (Americas),  
Energy Infrastructure Group,  
JERA Co., Inc.
- Jun 2016 - Mar 2018 Deputy General Manager,  
Comprehensive Alliance  
Promotion Office,  
TEPCO Fuel & Power, Incorporated

### Mr. Shunichi Tanaka (54)

- Director
- Member of Investment Committee  
(Authorized Director)

#### Education

- Master of Agricultural Civil Engineering,  
Kyushu University Graduate School, Japan

#### Working Experience during the recent 5 years

- |                     |  |
|---------------------|--|
| Apr 2014 - Present  | Chief Executive Officer,<br>Diamond Generating Asia, Limited |
| Apr 2014 - May 2019 | Managing Director,<br>TEPDIA Generating B.V.                 |

### Mr. Tomoyuki Ochiai (54)

- Director
- Member of Risk Oversight Committee  
(Authorized Director)  
(Appointed with effect on June 1, 2019)

#### Education

- Master of System Design and Management,  
Keio University, Japan
- Bachelor of Laws, Keio University, Japan
- University of Guadalajara, Mexico  
(One-year student dispatched from the  
Government of Japan)
- Cryptocurrency Technology Program  
(Knowledge Sharing among Directors and Management,  
by Mrs. Tipsuda Tawaramorn,  
Ex-Deputy Secretary-General of SEC Thailand)

#### Working Experience during the recent 5 years

- |                     |  |
|---------------------|--|
| July 2018 - Present | Chief of Division,<br>Project Development Division,<br>Kyuden International Corporation (KIC)                                |
| Apr 2017 - Jun 2018 | General Manager,<br>Project Development Department 2,<br>Kyuden International Corporation (KIC)                              |
| Jul 2016 - Mar 2017 | Assistant Senior Manager,<br>Business Planning Group,<br>International Business Division,<br>Kyushu Electric Power Co., Inc. |
| Apr 2014 - Jun 2017 | Advisor,<br>Policy and Strategy Office,<br>Japan Bank for International<br>Cooperation (JBIC)                                |

**Mr. Jakgrich Pibulpairoj (58)**

- President
- Member of Investment Committee
- Member of Corporate Governance and Social Responsibility Committee
- Member of Risk Oversight Committee
- Chairman of Risk Management Committee
- Chairman of Good Corporate Governance Committee
- Chairman of EGCO Management Committee  
(Authorized Director)

**Education**

- Bachelor of Mechanical Engineering,  
Chulalongkorn University
- Certificate of Director Certification Program,  
Thai Institute of Directors Association
- Certificate of Director Accreditation Program,  
Thai Institute of Directors Association
- Advanced Management Program,  
Harvard Business School, USA
- Leadership Succession Program,  
Institute of Research and Development for  
Public Enterprises
- Foreign Affairs Executive Program,  
Devawangse Vorapakarn Institute of Foreign Affairs
- CG Code Update Program,  
PricewaterhouseCoopers ABAS Ltd.
- Project Acquisition Program,  
PricewaterhouseCoopers ABAS Ltd.
- COSO ERM Program  
(Knowledge Sharing among Directors and Management,  
by Prof. Dr. Anya Khanthavit, independent director)

**Working Experience during the recent 5 years**

- |                     |  |
|---------------------|--|
| Dec 2019 - Present  | Director,<br>Gulf Electric PCL.  |
| Dec 2017 - Dec 2019 | Chairman,<br>Gulf Electric PCL.  |
| Nov 2017 - Present  | Chairman,<br>Khanom Electricity Generating Co., Ltd.   |
| Nov 2017 - Present  | Director,<br>Xayaburi Power Co., Ltd.  |
| Oct 2017 - Present  | Chairman,<br>EGCO Engineering and Service Co., Ltd.  |
| Oct 2017 - Present  | Director,<br>BLCP Power Co., Ltd.  |
| Oct 2016 - Sep 2017 | Deputy Governor-Business<br>Development,<br>Electricity Generating Authority<br>of Thailand                  |
| Mar 2016 - Sep 2017 | Director,<br>EGAT Diamond Service Co., Ltd.  |
| Oct 2015 - Sep 2016 | Assistant Governor-Operation and<br>Maintenance Business,<br>Electricity Generating Authority<br>of Thailand |
| Oct 2013 - Sep 2015 | Director,<br>Workshop and Spare Parts Division,<br>Electricity Generating Authority<br>of Thailand           |

## EGCO's Board of Directors who Vacated the Office during the Year 2019 until January 31, 2020

**Mr. Witoon Kulcharoenwirat (61)**

- Chairman
- Chairman of Investment Committee  
(Resigned with effect on November 1, 2019)

**Education**

- Master of Safety Engineering, Kasetsart University
- Master of Transportation Engineering, Chulalongkorn University
- Bachelor of Civil Engineering, Chiang Mai University
- Certificate of Director Certification Program, Thai Institute of Directors Association
- Certificate of Role of Chairman Program, Thai Institute of Directors Association
- Project Acquisition Program, PricewaterhouseCoopers ABAS Ltd.
- Disruptive Technology Program  
(Knowledge Sharing among Directors and Management, by Mr. Patana Sangsriroujana, director)
- Cryptocurrency Technology Program  
(Knowledge Sharing among Directors and Management, by Mrs. Tipsuda Tawaramorn, Ex-Deputy Secretary-General of SEC Thailand)

**Working Experience during the recent 5 years**

Mar 2019 - Jul 2019	Chairman, Electricity Generating Authority of Thailand
Mar 2018 - Mar 2019	Chairman, Electricity Generating Authority of Thailand
2014 - Sep 2018	Director General, Department of Energy Business, Ministry of Energy
2015 - Apr 2018	Director, Ratchburi Electricity Generating Holding PCL.
2015 - Feb 2018	Director, Electricity Generating Authority of Thailand

**Mr. Nikul Silasuwan (60)**

- Director
- Member of Investment Committee  
(Resigned with effect on October 16, 2019)

**Education**

- Bachelor of Mechanical Engineering, Chiang Mai University
- Executive Program in Energy Literacy for a Sustainable Future, Thailand Energy Academy
- Public Government Management and Public Law, King Prajadhipok's Institute
- Certificate of Director Certification Program, Thai Institute of Directors Association
- Business Leadership Development, Cornell University
- Strategy 2016-2020, Electricity Generating Authority of Thailand
- CG Code Update Program, PricewaterhouseCoopers ABAS Ltd.
- Project Acquisition Program, PricewaterhouseCoopers ABAS Ltd.
- Disruptive Technology Program  
(Knowledge Sharing among Directors and Management, by Mr. Patana Sangsriroujana, director)
- Cryptocurrency Technology Program  
(Knowledge Sharing among Directors and Management, by Mrs. Tipsuda Tawaramorn, Ex-Deputy Secretary-General of SEC Thailand)

**Working Experience during the recent 5 years**

Oct 2018 - Sep 2019	Deputy Governor-Office of the Governor, Electricity Generating Authority of Thailand
Jan 2017 - Sep 2019	Director, District Cooling System and Power Plant Co., Ltd (DCAP)
Oct 2017 - Oct 2018	Director, EGAT Diamond Service Co., Ltd.
Oct 2016 - Sep 2018	Deputy Governor-Generation, Electricity Generating Authority of Thailand
Oct 2014 - Sep 2016	Assistant Governor-Generation 2, Electricity Generating Authority of Thailand

**Mr. Yoichiro Matsumoto (42)**

- Director
- Member of Investment Committee  
(Resigned with effect on June 1, 2019)  
(Authorized Director)

**Education**

- Bachelor of Laws, Kyushu University, Japan
- Building on Talent Program, IMD, Switzerland
- CG Code Update Program,  
PricewaterhouseCoopers ABAS Ltd.

**Working Experience during the recent 5 years**

- Apr 2014 - Present     Manager of Asset Management,  
Diamond Generating Asia, Limited
- May 2017 - May 2019 Director,  
Khanom Electricity Generating  
Co., Ltd.

**Mr. Takao Onuki (59)**

- Director
- Member of Investment Committee  
(Resigned with effect on June 1, 2019)  
(Authorized Director)

**Education**

- Bachelor of Economics, Keio University, Japan

**Working Experience during the recent 5 years**

- Jul 2017 - Present     Director,  
Business Development,  
JERA Energy Development  
Asia Pte., Ltd.
- Jul 2016 - Sep 2017     General Manager,  
Fukushima Revitalization  
Headquarters,  
Tokyo Electric Power Company, Inc.  
(TEPCO)
- Jul 2013 - Jun 2016     Chief Representative and  
General Manager,  
TEPCO Washington Office

**Mr. Hiromi Sakakibara (56)**

- Director  
(Resigned with effect on June 1, 2019)  
(Authorized Director)

**Education**

- Master of Engineering (Electrical Engineering),  
Doshisha University, Japan
- Bachelor of Engineering, Doshisha University, Japan

**Working Experience during the recent 5 years**

- Jul 2016 - Present     Senior Vice President,  
Overseas Business,  
Energy Infrastructure Group,  
JERA Co., Inc.
- Aug 2016 - Nov 2018 Director,  
Khanom Electricity Generating  
Co., Ltd.
- Jul 2012 - Jun 2016     General Manager, Operation Group,  
International Business Department,  
Chubu Electric Power Company, Inc.  
(CEPCO)

The Positions of the Management  
and the Control Persons as of January 31, 2020



01

**Mr. John Matthew Palumbo**

- Senior Executive Vice President  
- Business Development International
- Risk Management Committee Member
- Good Corporate Governance Committee Member
- EGCO Management Committee



02

**Mr. Danuja Simasathien**

- Senior Executive Vice President  
- Business Development Domestic
- Risk Management Committee Member
- Good Corporate Governance Committee Member
- EGCO Management Committee



03

**Mr. Suvapan Chomchalerm**

- Senior Executive Vice President  
- Chief Financial Officer
- Risk Management Committee Member
- Good Corporate Governance Committee Member
- EGCO Management Committee



04

**Dr. Gumpanart Bumroonggit**

- Senior Executive Vice President  
- Strategy and Asset Management
- Risk Management Committee Member
- Good Corporate Governance Committee Member
- EGCO Management Committee



05

**Mr. Somkiat Suttiwanich**

- Executive Vice President  
- Accounting



06

**Ms. Somsiri Yoosook**

- Executive Vice President  
- Finance



07

**Ms. Sudruedee Lertkasem**

- Executive Vice President  
- Subsidiaries  
Accounting and Finance



08

**Mr. Amornrat Debhasdin  
Na Ayudhya**

- Senior Vice President  
- Accounting and Budget



09

**Mr. Surasak Ganjanakit**

- Senior Vice President  
- Domestic  
General Affairs Management



10

**Ms. Ploy Suksrisomboon**

- Senior Vice President  
- International  
General Affairs Management



11

**Ms. Wimolwan Sasanawin**

- Executive Vice President  
- Business Development  
(International)



12

**Ms. Saranya Kalawantwanich**

- Executive Vice President  
- Business Development  
(Neighboring Country)



13

**Mr. Chinnavuth Liurungruang**

- Executive Vice President  
- Business Development  
(Thailand & New Business)



14

**Mr. Thongchai Chotkajornkiat**

- Executive Vice President  
- Corporate Management



15

**Mr. Thawat Hirancharukorn**

- Executive Vice President  
- Asset Management



16

**Mr. Pasagorn Sasanawin**

- Executive Vice President  
- Power Plant Management



17

**Mr. Sathit Tanomkul**

- Executive Vice President



18

**Mr. Chaisak Tekhuad**

- Executive Vice President  
(Retired with effect on  
December 31, 2019)



19

**Mr. Suebsak Choorit**

- Executive Vice President  
(Retired with effect on  
December 31, 2019)

### The Positions of the Management and the Control Persons as of January 1, 2020



01

**Mr. Prasit Laohawirapap**

- Executive Vice President  
- Project Management



02

**Mr. Kosol Siriwal**

- Executive Vice President

## The Positions of the Management and the Control Persons as of January 31, 2020

### Mr. John Matthew Palumbo (56)

- Senior Executive Vice President
  - Business Development International
- Risk Management Committee Member
- Good Corporate Governance Committee Member
- EGCO Management Committee

#### Education

- Bachelor of Science in Mechanical Engineering (Honors), Columbia University, School of Engineering and Applied Science, New York, USA

#### Working Experience during the recent 5 years

2019 - Present	Director, Paju Energy Services Company Limited
2018 - Present	Director, EGCO Pearl Company Limited
2017 - Present	Director, EGCO Plus Company Limited
2016 - 2018	Director, AES Normandy Holding B.V.
2014 - 2018	Director, Masin-AES Pte. Ltd.
2012 - Present	Director, Kalilayan Power Holdings Inc., Mauban Holdings Company Inc.
2012 - 2016	Director, Pearl Energy Philippines Operating, Inc., Quezon Power, Inc.

### Mr. Danuja Simasathien (59)

- Senior Executive Vice President
  - Business Development Domestic
- Risk Management Committee Member
- Good Corporate Governance Committee Member
- EGCO Management Committee

#### Education

- MBA (Operations Management), University of Wisconsin - Madison
- Master of Engineering (Chemical Engineering), Illinois Institute of Technology
- Bachelor of Engineering (Chemical Engineering), Chulalongkorn University
- Advanced Certificate Course in Management of Public Economics for Executives, King Prajadhipok's Institute
- Certificate of Director Certification Program, Thai Institute of Directors Association

#### Working Experience during the recent 5 years

2019 - Present	Director, Thai Pipeline Network Co., Ltd., Star Phoenix Geothermal JV B.V., Star Energy Geothermal Holdings (Salak - Darajat) B.V., Star Energy Geothermal (Salak - Darajat) B.V., Star Energy Geothermal Pte. Ltd., Phoenix Power B.V., Nam Theun 1 Power Company Limited
2018 - Present	Commissioner, PT Manambang Muara Enim Company Limited
2018 - Present	Director, BLCP Power Limited, Dawei Electricity Generating Company Management Pte., Ltd.
2017 - Present	Director, Khanom Electricity Generating Company Limited, EGCO Engineering and Service Company Limited
2018	Director, EGCO International (B.V.I.) Limited
2017 - 2018	Director, Nam Theun 1 Power Company Limited

**Mr. Suvapan Chomchalerm (59)**

- Senior Executive Vice President
  - Chief Financial Officer
- Risk Management Committee Member
- Good Corporate Governance Committee Member
- EGCO Management Committee

**Education**

- M.Sc. (Accounting), Thammasat University
- B.Sc. (Accounting), Chulalongkorn University
- Certificate of TLCA Executive Development Program, Thai Listed Companies Association
- Certificate of Director Certification Program, Thai Institute of Directors Association
- Certificate of Strategic CFO in Capital Markets Program, Thailand Securities Institute (TSI), The Stock Exchange of Thailand
- Certificate of Strategic Financial Leadership Program (SFLP) 2019 Professional Development Program, Thai Listed Companies Association

**Working Experience during the recent 5 years**

- |                |   |
|----------------|---|
| 2019 - Present | Director,<br>Khanom Electricity Generating Company Limited,<br>EGCO Engineering and Service Company Limited,<br>Thai Pipeline Network Company Limited,<br>Dawei Electricity Generating Company Management Pte., Ltd.,<br>BLCP Power Limited |
| 2017 - 2019    | Director,<br>Sub Yai Wind Farm Company Limited  |
| 2017 - Present | Director,<br>Nam Theun 1 Power Company Limited  |
| 2015 - Present | Director,<br>Gulf Electric Public Company Limited   |
| 2014 - 2019    | Director,<br>Natural Energy Development Company Limited   |
| 2014 - 2017    | Director,<br>Solarco Company Limited,<br>Yanhee EGCO Holding Company Limited  |
| 2013 - 2017    | Director,<br>G-Power Source Company Limited   |
| 2012 - Present | Director,<br>PT Manambang Muara Enim Company Limited  |

**Dr. Gumpanart Bumroongit (54)**

- Senior Executive Vice President
  - Strategy and Asset Management
- Risk Management Committee Member
- Good Corporate Governance Committee Member
- EGCO Management Committee

**Education**

- Ph.D. in Engineering Science (Electrical Engineering), Southern Illinois University at Carbondale, USA
- Master of Science (Electrical Engineering), Southern Illinois University at Carbondale, USA
- Bachelor of Engineering (Electrical Engineering), Chulalongkorn University

**Working Experience during the recent 5 years**

- |                |  |
|----------------|--|
| 2019 - Present | Director,<br>Paju Energy Services Company Limited  |
| 2018 - Present | Director,<br>Nam Theun 2 Power Company Limited   |
| 2017 - Present | Director,<br>Khanom Electricity Generating Company Limited,<br>EGCO Engineering and Service Company Limited,<br>EGCO Plus Company Limited                      |
| 2015 - 2018    | Director,<br>Boco Rock Wind Farm Pty Limited   |
| 2013 - Present | Director,<br>BLCP Power Limited  |
| 2013 - 2018    | Director,<br>GIDEC Company Limited   |
| 2012 - Present | Director,<br>Gulf Electric Public Company Limited  |
| 2012 - 2018    | Director,<br>Natural Energy Development Company Limited,<br>Quezon Power, Inc.,<br>Quezon Management Service Inc.,<br>Pearl Energy Philippines Operating, Inc. |
| 2018 - Present | Commissioner,<br>PT Manambang Muara Enim Company Limited   |
| 2012 - 2017    | Director,<br>PT Manambang Muara Enim Company Limited   |
| 2012 - 2016    | Director,<br>Quezon Generating Company Limited   |
| 2012 - 2017    | Executive Vice President<br>- Asset Management,<br>Electricity Generating Public Company Limited   |

## Mr. Somkiat Suttiwanich (53)

- Executive Vice President - Accounting

### Education

- Master of Business Administration, Chulalongkorn University
- Bachelor of Accountancy, Chulalongkorn University
- Certificate of Director Certification Program, Thai Institute of Directors Association
- Certificate of Strategic CFO in Capital Markets Program, Thailand Securities Institution (TSI), The Stock Exchange of Thailand

### Working Experience during the recent 5 years

- |                |  |
|----------------|--|
| 2019 - Present | Director,<br>Natural Energy Development<br>Company Limited,<br>Nam Theun 2 Power Company Limited,<br>Nam Theun 1 Power Company Limited |
| 2019           | Director,<br>Sub Yai Wind Farm(1) Company Limited  |
| 2018 - 2019    | Director,<br>Klongluang Utilities Company Limited,<br>Banpong Utilities Company Limited  |
| 2018 - 2019    | Executive Vice President - Subsidiaries<br>Accounting & Finance,<br>Electricity Generating Public<br>Company Limited                   |
| 2017 - 2018    | Senior Vice President - Finance,<br>Electricity Generating Public<br>Company Limited   |
| 2013 - 2017    | Chief Financial Officer,<br>Nam Theun 2 Power Company Limited  |

## Ms. Somsiri Yoosook (55)

- Executive Vice President - Finance

### Education

- Master of Business Administration (Finance), Youngstown State University, USA
- Bachelor of Science (Accounting) (2<sup>nd</sup> Class Honors), Kasetsart University

### Working Experience during the recent 5 years

- |                |  |
|----------------|--|
| 2017 - Present | Director,<br>EGCO Plus Company Limited   |
| 2014 - Present | Director,<br>Nam Theun 2 Power Company Limited   |
| 2014 - 2018    | Director,<br>North Pole Investment Company Limited   |
| 2014 - 2016    | Director,<br>Ogden Power Development Cayman, Inc.,<br>Quezon Generating Company Limited,<br>Quezon Management Service Inc.,<br>Pearl Energy Philippines Operating, Inc.,<br>Quezon Power, Inc. |

**Ms. Sudruedee Lertkasem (48)**

- Executive Vice President
  - Subsidiaries Accounting and Finance

**Education**

- Master of Business Administration, Thammasat University
- Bachelor of Accounting (Honors), Thammasat University
- Certificate of Director Certification Program, Thai Institute of Directors Association

**Working Experience during the recent 5 years**

2018 - 2019	Senior Vice President - Internal Audit, Electricity Generating Public Company Limited
2017 - 2018	Director, Chaiyaphum Wind Farm Company Limited
2016 - 2018	Director, SPP Two Company Limited, SPP Three Company Limited, SPP Four Company Limited, SPP Five Company Limited, EGCO Cogeneration Company Limited, Roi-Et Green Company Limited, EGCO Green Energy Company Limited, Theppana Wind Farm Company Limited
2016 - 2018	Senior Vice President - Domestic General Affairs Management, Electricity Generating Public Company Limited
2014 - 2015	Senior Vice President - Treasury Management, Electricity Generating Public Company Limited
2013 - 2014	Senior Vice President - Internal Audit, Electricity Generating Public Company Limited
2008 - 2012	Vice President - Internal Audit, Electricity Generating Public Company Limited

**Mr. Amornrat Debhasdin Na Ayudhya (54)**

- Senior Vice President - Accounting and Budget

**Education**

- M.Sc. (Information Technology in Business : Accounting Information System), Chulalongkorn University
- B.B.A. (Accounting), Ramkhamhaeng University
- Certificate of Director Certification Program, Thai Institute of Directors Association

**Working Experience during the recent 5 years**

2019 - Present	Director, G-Power Source Company Limited, Yanhee EGCO Holding Company Limited, Solarco Company Limited
Nov - Dec 2018	Senior Vice President - Domestic General Affairs Management, Electricity Generating Public Company Limited
2017 - Oct 2018	Finance and Administration Manager, Natural Energy Development Company Limited
2013 - 2016	Vice President - Disbursement, Electricity Generating Public Company Limited

### Mr. Surasak Ganjanakit (55)

- Senior Vice President
  - Domestic General Affairs Management

#### Education

- Master of Business Administration, Kasetsart University
- Bachelor of Accounting, Thammasat University
- Certificate of Director Certification Program, Thai Institute of Directors Association

#### Working Experience during the recent 5 years

- |                |  |
|----------------|--|
| 2019 - Present | Director,<br>SPP Two Company Limited,<br>SPP Three Company Limited,<br>SPP Four Company Limited,<br>SPP Five Company Limited,<br>Klongluang Utilities Company Limited,<br>Banpong Utilities Company Limited,<br>EGCO Cogeneration Company Limited,<br>EGCO Green Energy Company Limited,<br>Roi-Et Green Company Limited,<br>Theppana Wind Farm Company Limited,<br>Chaiyaphum Wind Farm Company Limited |
| 2011 - 2018    | Senior Vice President - Finance &<br>Administration Management,<br>EGCO Engineering and Service<br>Company Limited   |

### Ms. Ploy Suksrisomboon (52)

- Senior Vice President
  - International General Affairs Management

#### Education

- Master of Science (Management Information System) Assumption University
- Bachelor of Business Administration (Accounting) Assumption University
- Certificate of Director Certification Program, Thai Institute of Directors Association

#### Working Experience during the recent 5 years

- |                |  |
|----------------|--|
| 2019 - Present | Director,<br>Greenwing Energy B.V.   |
| 2018 - Present | Director,<br>EGCO Pearl Company Limited  |
| 2017 - Present | Director,<br>New Growth Plus B.V.,<br>EGCO Plus Company Limited  |
| 2015 - Present | Director,<br>Evergreen Power Venture B.V.  |
| 2014 - Present | Commissioner,<br>PT Manambang Muara Enim<br>Company Limited  |
| 2014 - Present | Director,<br>Boco Rock Wind Farm Pty Limited,<br>South Pacific Power Pty Limited,<br>Kalilayan Power Holdings Inc.,<br>Mauban Holdings Company Inc.,<br>Quezon Management Service Inc.,<br>Pearl Energy Philippines Operating, Inc.,<br>Quezon Power, Inc.,<br>Phoenix Power B.V.,<br>Gen Plus B.V.,<br>Millennium Energy B.V.,<br>New Growth B.V. |
| 2014 - 2018    | Director,<br>North Pole Investment Company Limited,<br>Masin-AES Pte. Ltd.,<br>EGCO International (B.V.I.) Limited   |
| 2014 - 2017    | Director,<br>New Growth Cooperatief U.A.,<br>Quezon Generating Company Limited,<br>GPI-I, LTD.,<br>GPI-II, LTD.,<br>GPI Quezon Limited Company,<br>Ogden Power Development Cayman, Inc.,<br>Quezon Management Company Limited  |
| 2014 - 2015    | Senior Vice President - Subsidiaries<br>Accounting & Finance,<br>Electricity Generating Public<br>Company Limited  |

## The Position of EGCO's Management and the Control Persons in the Subsidiaries and Other Related Companies as of January 31, 2020

	Name	EGCO	Major Subsidiaries		Subsidiaries														
			1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17
1	Mr. Kulit Sombatsiri	Δ, X																	
2	Ms. Jaruan Ruangswadipong	I, AA, LID																	
3	Dr. Pasu Loharjun	I, N, CC																	
4	Assoc. Prof. Dr. Nualnoi Treerat	I, N, C																	
5	Prof. Dr. Anya Khanthavit	I, A, RR																	
6	Mr. Paisan Mahapunnaporn	I, A, R																	
7	Assoc. Prof. Dr. Bordin Rassameethes	I, N, C																	
8	Mr. Patana Sangsrirojjana	O, N, R	Deputy Governor																
9	Mr. Thepparat Theppitak	O, X	Deputy Governor																
10	Mr. Wisak Watanasap	O, C																	
11	Mr. Shunichi Tanaka	O, X																	
12	Mr. Tomoyuki Ochiai	O, R																	
13	Mr. Toshiro Kudama	O, NN																	
14	Mr. Naoki Tsutsumi	O, X																	
15	Mr. Jakgrich Pibulpairoj	President, X, C, GG, R	Engineer Level 14		Δ		Δ												
16	Mr. John Matthew Palumbo	SEVP - Business Development - International																	
17	Mr. Danuja Simasatien	SEVP - Business Development - Domestic			O		O												
18	Dr. Gumpant Bumroonggit	SEVP - Strategy and Asset Management			O		O												
19	Mr. Suvapan Chomchalem	SEVP - Chief Financial Officer			O		O												
20	Mr. Chinnavuth Liurungruang	EVP - Business Development - Thailand & New Business Development																	
21	Ms. Somsiri Yoosook	EVP - Finance																	
22	Mr. Somkiat Suttiwanich	EVP - Accounting							O										
23	Mr. Thawat Hiranchanukorn	EVP - Asset Management							O										
24	Mr. Prasit Laohawirapap	EVP - Project Management																	
25	Mr. Pasagorn Sasanawin	EVP - Power Plant Management				Δ		Δ	Δ		O	O	O	O	O	O	O	O	O
26	Mr. Sathit Tanomkul	Managing Director					O												
27	Mr. Kosol Siriwal	Managing Director			O														
28	Mr. Prapant Normnumchai	FSVP - SPP Management				O		O	O										
29	Mr. Vichan Sripairoj	FSVP - Renewable Management																	
30	Mr. Norrachai Suppasarinkarn	SVP - Legal						O	O							O	O		
31	Mr. Nakul Rakpanya	SVP - Business Development (Thailand 1)																	
32	Ms. Piyanon Wattanachanya	SVP - Asset Management				O		O	O	O	O	O	O	O	O	O	O	O	O
33	Mr. Amomrat Debbasdin Na Ayudhya	SVP - Accounting and Budget																	O
34	Mr. Surasak Ganjanakit	SVP - Domestic General Affairs Management				O		O	O	O	O	O	O	O	O	O	O		O
35	Ms. Ploy Suksrisomboon	SVP - International General Affairs Management																	
36	Mr. Suthisak Kaewmeesaeng	SVP - Operation Business Division Manager																	
37	Ms. Kulkanok Leongsoithong	Corporate Secretary, SVP - Corporate Secretary																	

### Remarks

A. Δ = Chairman O = Director XX = Chairman of Investment Committee X = Investment Committee Member AA = Chairman of Audit Committee A = Audit Committee Member NN = Chairman of Nomination and Remuneration Committee N = Nomination and Remuneration Committee Member RR = Chairman of Risk Oversight Committee R = Risk Oversight Committee Member CC = Chairman of Corporate Governance and Social Responsibility Committee C = Corporate Governance and Social Responsibility Committee Member GG = Chairman of Good Corporate Governance Committee G = Good Corporate Governance Committee Member LID = Lead Independent Director

B. 1 = Electricity Generating Authority of Thailand  
2 = TEPDIA Generating B.V.  
3 = Khanom Electricity Generating Co., Ltd.\*  
4 = EGCO Cogeneration Co., Ltd.  
5 = EGCO Engineering and Service Co., Ltd.  
6 = EGCO Green Energy Co., Ltd.  
7 = Roi-Et Green Co., Ltd.  
8 = Natural Energy Development Co., Ltd.  
9 = SPP Two Co., Ltd.  
10 = SPP Three Co., Ltd.

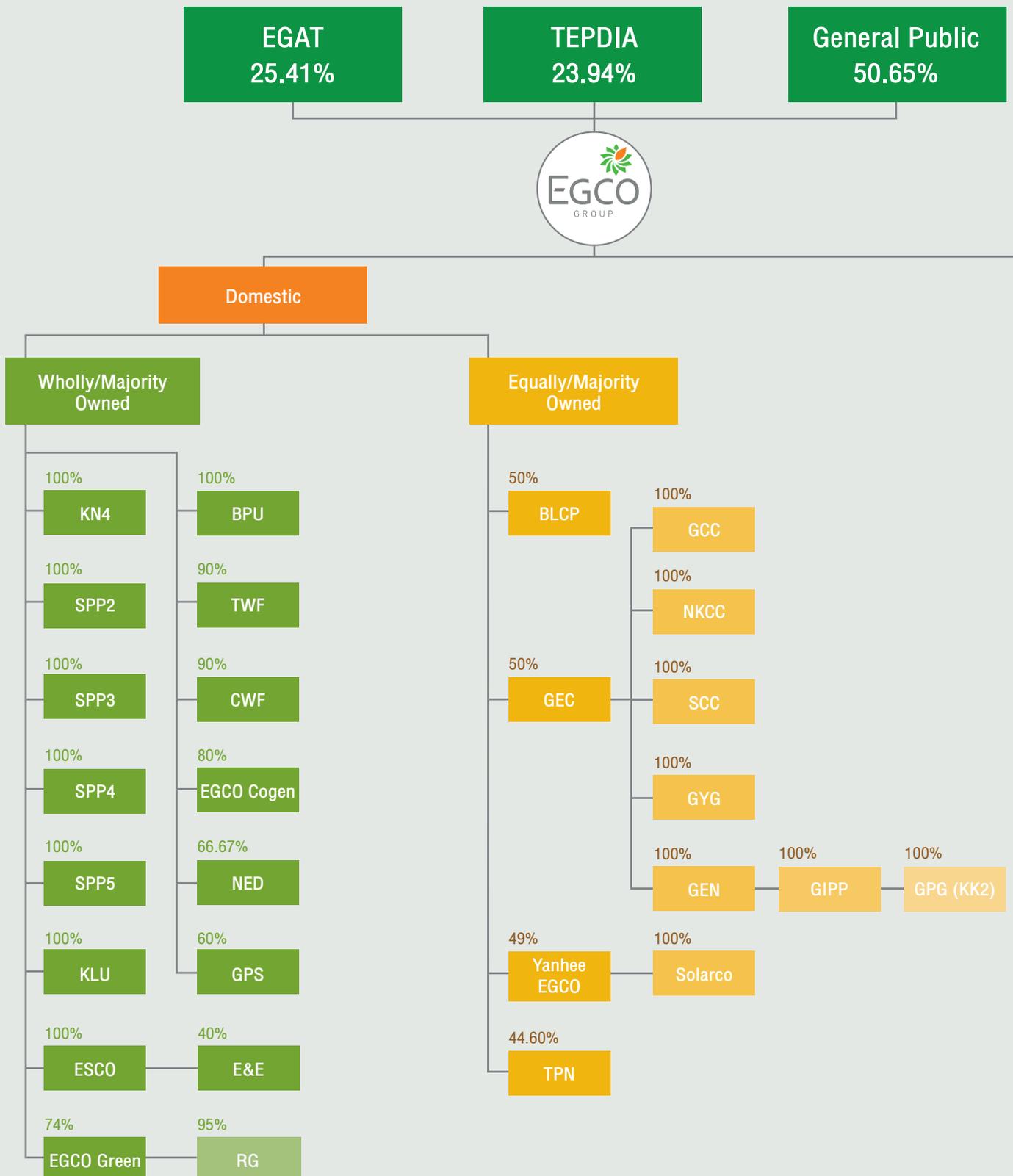
11 = SPP Four Co., Ltd.  
12 = SPP Five Co., Ltd.  
13 = Klongluang Utilities Co., Ltd.  
14 = Theppana Wind Farm Co., Ltd.  
15 = Chaiyaphum Wind Farm Co., Ltd.  
16 = G-Power Source Co., Ltd.  
17 = Banpong Utilities Co., Ltd.\*  
18 = Nam Theun 2 Power Co., Ltd.  
19 = Gulf Electric Pcl.  
20 = Gulf Power Generation Co., Ltd.

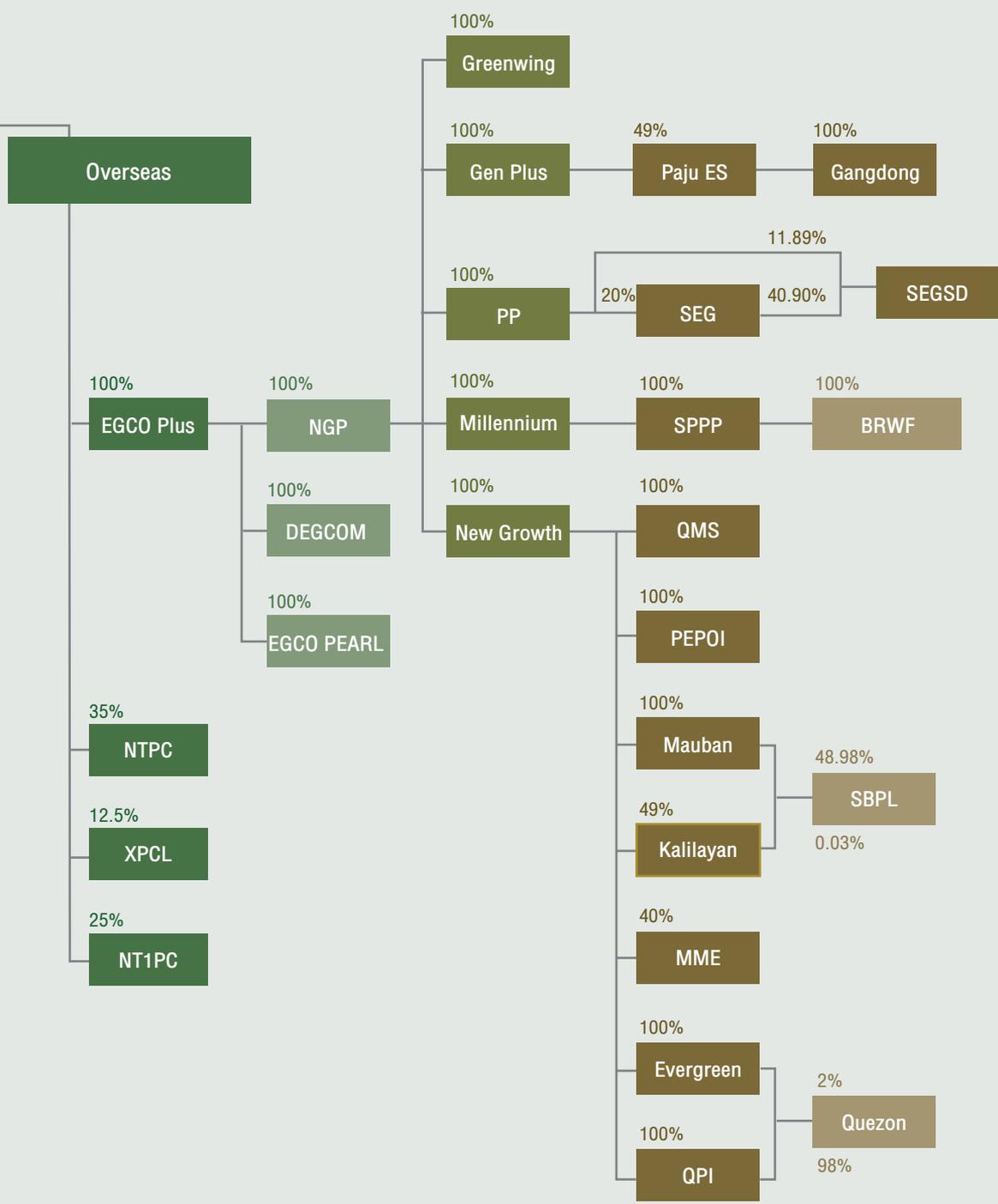
21 = Gulf Cogeneration Co., Ltd.  
22 = Nong Khae Cogeneration Co., Ltd.  
23 = Samutprakarn Cogeneration Co., Ltd.  
24 = Gulf Energy Co., Ltd.  
25 = Gulf IPP Co., Ltd.  
26 = Quezon Power, Inc.  
27 = Pearl Energy Philippines Operating, Inc.  
28 = BLCP Power Limited  
29 = Sub Yai Wind Farm Co., Ltd.  
30 = Yanhee EGCO Holding Co., Ltd.

\* = Subsidiaries (Core Business) which generate electricity for sale and the revenues accounted to more than 10% of the consolidated revenue



## EGCO's Group Structure and Shareholders



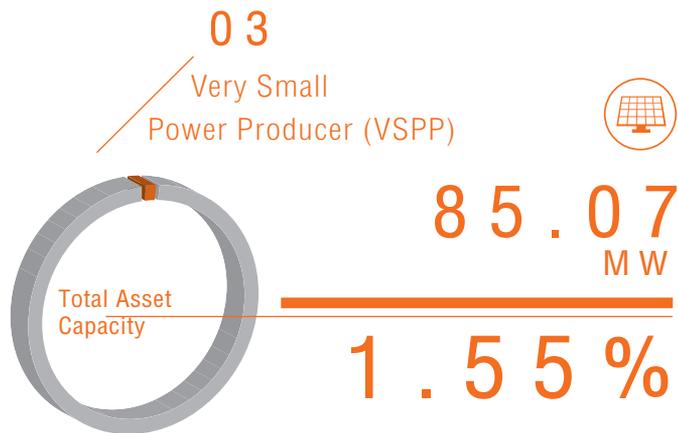
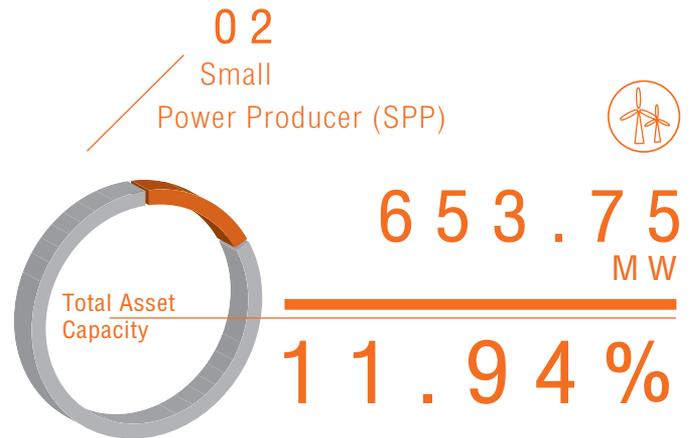
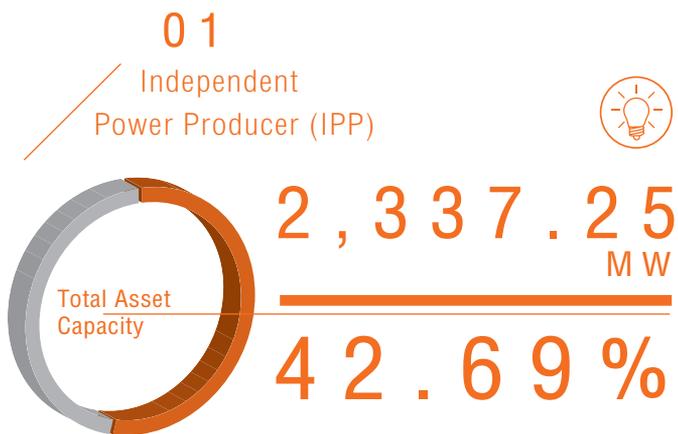




## Business Characteristics

The Electricity Generating Public Company Limited (EGCO) is the first independent power producer in Thailand registered on May 12, 1992 by the Electricity Generating Authority of Thailand (EGAT). Such incorporation marked the commencement of the Thai government's privatization initiatives to allow broader private sector investment in the power sector. On March 23, 1994, EGCO was transformed into a public company and then listed on the Stock Exchange of Thailand (SET) on January 16, 1995.

Since EGCO is a holding company, its main source of revenue is from the dividend income from subsidiaries and joint ventures which are located in both Thailand and the Asia Pacific region. EGCO Group companies either operate in the power sector with Power Purchase Agreement (PPA) or conduct energy and related business.



## Business Lines

EGCO operating businesses can be categorized into 5 groups as follows:

- 1. Independent Power Producer (IPP) :** This Group comprises Khanom Electricity Generating Co., Ltd., (KEGCO), BLCP Power Ltd., (BLCP) and Gulf Power Generation Co., Ltd. (GPG). The combined capacity is 2,337.25 Megawatt (MW) equity, representing 42.69% of EGCO's total asset capacity.
- 2. Small Power Producer (SPP) :** This Group comprises EGCO Cogeneration Co., Ltd. (EGCO Cogen), Roi-Et Green Co., Ltd. (RG), Nong Khae Cogeneration Co., Ltd. (NKCC), Samutprakarn Cogeneration Co., Ltd. (SCC), Gulf Yala Green Co., Ltd. (GYG) Klongluang Utilities Company Limited (KLU) Banpong Utilities Company Limited (BPU) and Lopburi Solar Project (LSP) of Natural Energy Development Co., Ltd. (NED). The combined capacity is 653.75 MW equity, representing 11.94% of EGCO's total asset capacity.

Remarks: Gulf Cogeneration Co., Ltd. (GCC) was expired on August 3, 2019.

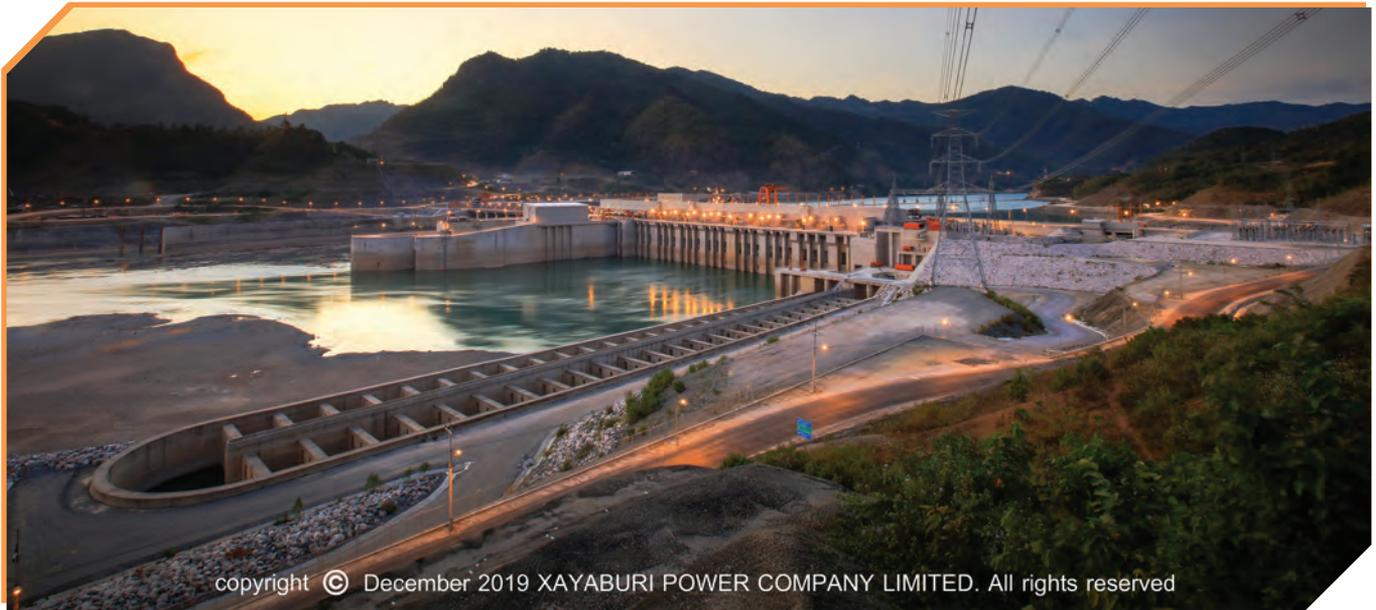
3. **Very Small Power Producer (VSPP)** : This Group comprises SPP Two Co., Ltd. (SPP 2), SPP Three Co., Ltd. (SPP 3), SPP Four Co., Ltd. (SPP 4), SPP Five Co., Ltd. (SPP 5), G-Power Source (GPS), Theppana Wind Farm Co., Ltd. (TWF), Solarco Co. Ltd. (Solarco), and Wang Ploeng Solar Project (WSP) of NED. The combined capacity is 85.07 MW equity, representing 1.55% of EGCO's total asset capacity.
4. **Overseas Power Producer** : This Group comprises Quezon Power (Philippines) Ltd., Co. (Quezon) and San Buenaventura Power Limited Company (SBPL) in the Philippines, Nam Theun 2 Power Co., Ltd. (NTPC) and Xayaburi Power Company Limited (XPCL) in Lao PDR (mainly sells electricity to Thailand), Star Energy Geothermal Pte. Ltd. (SEG) and Star Energy Geothermal (Salak - Darajat) B.V. (SEGSD) in Indonesia Boco Rock Wind Farm Pty Limited (BRWF) in Australia and Paju Energy Services company limited (PAJU) in Republic of Korea. The combined capacity is 2,399 MW equity, representing 43.82% of EGCO's total asset capacity.
5. **Other Businesses** : This Group comprises three operation and maintenance companies being EGCO Engineering & Service Co., Ltd. (ESCO), E&E Engineering & Service Company Limited (E&E) and Pearl Energy Philippines Operating, Inc. (PEPOI). There is a management service company to Quezon power plant being Quezon Management Services Inc. (QMS). Also, there is a coal mining company being PT Manabung Maura Enim Co., Ltd. (MME).

Details of each project are shown in the table at the end of this part.

### Significant Events in 2019

In 2019, EGCO Group operated 28 power plants in both Thailand and abroad with total contracted capacity of 5,475.07 MW equity. EGCO mainly sold 3,370.95 MW of power to EGAT, 85.07 MW to PEA, 120.78 MW to Industrial Users (IUs) and the rest 1,898.27 MW to overseas customers. Highlights in 2019 were as follows:





1. On January 16, 2019, Gen Plus B.V., a wholly owned subsidiary of EGCO, is completely purchased 49% shares of Paju Energy Services Co., Ltd. (Paju) from SK E&S Co., Ltd. Paju owns and operates a combined cycle gas-fired power plant facility with an installed capacity of 1,823 MW which located in Paju City, Gyeonggi Province, Republic of Korea. The electric power is generated and supplied to Korea Electric Power Corporation (KEPCO), the sole off-taker of wholesale power generation in Republic of Korea, through Korea Power Exchange (KPX) ) which served as the market operator in Republic of Korea.
2. On July 4, 2019, Paju Energy Services (Paju) invests in Gangdong Fuel Cell Project (Gangdong) with the contracted capacity of 19.8 MW. Gangdong is located on Gangdong District, Seoul Republic of Korea and expected to complete the construction and commence the commercial operation on fourth quarter of 2020. A fuel cell is the electrochemical technology that combines hydrogen from natural gas and oxygen to produce electricity and heat without combustion. The objective of this investment is to fulfil a portion of Renewable Portfolio Standard (RPS) obligation of Paju on a long-term basis. The earning of Gangdong consists of the sale of electricity and thermal energy. Moreover, Gangdong also receives renewable credits in the form of renewable energy certificates (REC) with the respect to its electricity generation output.
3. On September 25, 2019, EGCO signs the shareholder agreement to invest 44.6% of total registered capital in Thai Pipeline Network Company Limited (TPN) with Biggas Technology Co., Ltd. TPN operates oil transportation service business with the pipeline transportation system to the northeastern region of Thailand. This pipeline system is connected to Thai Petroleum pipeline Co., Ltd (Thappline) Terminal in Saraburi to TPN's owned terminal with storage capacity of 142 million liters in Khon Kaen, through a newly constructed 342.8 kilometers undergrounded pipeline which has an annual transport capacity of approximately 5,443 million liters. The capacity of TPN shall potentially increase to 7,338 million liters. This project is now under construction and will start operation in the fourth quarter of 2021.
4. On September 26, 2019, SBPL power plant (SBPL) managed by San Buenaventura Power Ltd. Co., in which EGCO holds 49% of stakes, has commenced its Commercial operation to supply electricity to the Philippines national grid. SBPL is a coal-fired power plant with the installed capacity of 500 MW, located adjacent to the Quezon existing plant (QPL) in Mauban, Quezon Province of the Philippines, utilizing highly efficient supercritical boiler technology.

5. On October 29, 2019, XPCL hydropower plant (XPCL) managed by Xayaburi Power Co., Ltd. in which EGCO holds 12.50% of stake, commenced its Commercial Operation date. The XPCL power plant is the run-of-river hydropower plant located on the Mekong River in Xayaburi Province of Lao PRD with the installed capacity of 1,285 MW.
6. On December 19, 2019, Greenwing Energy B.V. (Greenwing), a wholly owned subsidiary of EGCO, acquire 25% of stake in Yunlin Holding GmbH (Yunlin) which is a holding company owned 100% of Yunneng Wind Power Co., Ltd. (Yunneng). Yunneng is constructing a 640 MW offshore wind farm project which will be located in the Taiwan Strait approximately 8 km west of the coast of Yunlin Country in Taiwan. The construction of project comprises of 2 phases. The phase 1 comprised of 352 MW schedules the completion in fourth quarter of 2020 and phase 2 comprised of 288 MW schedules the completion in third quarter of 2021. Yunneng has entered into power purchase agreements (PPAs) with Taiwan Power Company (Taipower). Through these PPAs has secured a fixed 20 years feed-in tariff for the sale of electricity.

### Table : EGCO's Business Line

<b>1. IPP Group</b>
<b>1.1 Khanom Electricity Generating Company Limited (KEGCO)</b>
<p>EGCO holds 100% stake in KEGCO, which owns and operates Khanom power plant which is the largest private power plant in the southern Thailand, located in Nakhon Sri Thammarat Province. It consists of Khanom unit 4 project (KN4) to supply electricity to the national grid. KN4 is a 970 MW combined cycle power plant using natural gas as primary fuel to generate and sell electricity to EGAT under the 25 years PPA.</p> <p>In 2019, KN4 generated and sold 6,518.02 GWh electricity output to EGAT. Its annual average EAF was 96.09%.</p>
<b>1.2 BLCP Power Limited (BLCP)</b>
<p>EGCO holds 50% stake in BLCP, which owns and operates an IPP coal-fired power plant located in Rayong Province. It is a 1,434 MW power plant comprising two identical 717 MW pulverized coal-fired power units using high quality bituminous coal imported from Australia as the primary fuel to generate and sell all electricity output to EGAT under the 25 years PPA.</p> <p>In 2019, BLCP power plant generated and sold 10,912 GWh electricity output to EGAT. Its annual average EAF for unit 1 and unit 2 was 92.98% and 94.57%, respectively.</p>
<b>1.3 Gulf Power Generation Company Limited (GPG)</b>
<p>EGCO indirectly holds 50% stake in GPG, which owns and operates an IPP gas-fired power plant, called Kaeng Khoi 2 (KK2), located in Saraburi Province. It is a 1,510 MW power plant composed of two 755 MW combined cycle power blocks using natural gas as the primary fuel to generate and sell all electricity output to EGAT under the 25 years PPA.</p> <p>In 2019, KK2 power plant generated and sold 684.10 GWh electricity output to EGAT. Its annual average EAF for block 1 and block 2 was 89.32% and 97.30%, respectively.</p>

## 2. SPP Group

### 2.1 EGCO Cogeneration Company Limited (EGCO Cogen)

EGCO indirectly holds 80% stake in EGCO Cogen, which owns and operates a SPP cogeneration power plant located in Rayong Province. It is a 117 MW cogeneration power plant with steam supply of 30 tons per hour using natural gas as the primary fuel. Under the SPP firm cogeneration program, it generates and sells 60 MW electricity output to EGAT under the 21 years PPA, and remaining electricity along with steam output to Industrial Users (IUs) in Rayong Industrial Park under the long-term PPAs.

In 2019, EGCO Cogen power plant generated and sold 686.45 GWh electricity output to EGAT and IUs. Its annual average EAF was 98.74% and the steam output to IUs was 35,905 tons.

### 2.2 Roi-Et Green Company Limited (RG)

EGCO indirectly holds 70.30% stake in RG, which owns and operates a SPP renewable power plant located in Roi-Et Province. It is a 9.9 MW biomass-fired power plant using rice husk as the primary fuel. Under the SPP firm renewable program, it generates and sells electricity output to EGAT under the 21 years PPA.

In 2019, Roi-Et Green power plant generated and sold 60.92 GWh electricity output to EGAT. Its annual average EAF was 89.83%.

### 2.3 Gulf Cogeneration Company Limited (GCC)

EGCO indirectly holds 50% stake in GCC, which owns and operates a SPP cogeneration power plant located in Saraburi Province. It is a 110 MW cogeneration power plant with steam supply of 16 tons per hour using natural gas as the primary fuel. Under the SPP firm cogeneration program, it generates and sells 90 MW electricity output to EGAT under the 21 years PPA, and remaining electricity along with steam output to IUs under the long-term PPAs.

In 2019, GCC power plant generated and sold 479.07 GWh electricity output to EGAT and IUs. Its annual average EAF was 99.98% and the steam output to IUs was 78,263.57 tons.

### 2.4 Nong Khae Cogeneration Company Limited (NKCC)

EGCO indirectly holds 50% stake in NKCC, which owns and operates a SPP cogeneration power plant located in Saraburi Province. It is a 126 MW cogeneration power plant with steam of 24 tons per hour using natural gas as the primary fuel. Under the SPP firm cogeneration program, it generates and sells 90 MW electricity output to EGAT under the 21 years PPA, and remaining electricity along with steam output to IUs under the long-term PPAs.

In 2019, NKCC power plant generated and sold 803.31 GWh electricity output to EGAT and IUs. Its annual average EAF was 96.54% and the steam output to IUs was 130,884.20 tons.

### 2.5 Samutprakarn Cogeneration Company Limited (SCC)

EGCO indirectly holds 50% stake in SCC, which owns and operates a SPP cogeneration power plant located in Samutprakarn Province. It is a 126 MW cogeneration power plant with steam of 24 tons per hour using natural gas as the primary fuel. Under the SPP firm cogeneration program, it generates and sells 90 MW electricity output to EGAT under the 21 years PPA, and remaining electricity along with steam output to IUs under the long-term PPAs.

In 2019, SCC power plant generated and sold 764.25 GWh electricity output to EGAT and IUs. Its annual average EAF was 93.23% and the steam output to IUs was 114,466.69 tons.

### 2.6 Gulf Yala Green Company Limited (GYG)

EGCO indirectly holds 50% stake in GYG, which owns and operates a SPP renewable power plant located in Yala Province. It is a 23 MW biomass-fired power plant using para-wood residue as the primary fuel. Under the SPP firm renewable program, it generates and sells electricity output to EGAT under the 25 years PPA.

In 2019, GYG power plant generated and sold 162.67 GWh electricity output to EGAT. Its annual average EAF was 91.88%.

### 2.7 Chaiyaphum Wind Farm Company Limited (CWF)

EGCO holds 90% stake in CWF, which owns and operates an 80 MW wind power plant located in Subyai District, Chaiyaphum Province. CWF signed a non-firm PPA with EGAT under Small Power Plant scheme for 5-year term which can be renewed every 5 years.

In 2019, CWF power plant generated and sold 154.58 GWh electricity output to EGAT. Its annual average EAF was 99.63%.

### 2.8 Natural Energy Development Company Limited (NED) (Lopburi Solar Project)

EGCO holds 66.67% stake in NED, which owns and operates 55 MW thin film solar power plant Lopburi Solar Project (LSP) located in Lopburi Province. NED signed a non-firm PPA for LSP with EGAT for the sale of electricity output generated. PPA is automatically renewed every 5 years. In addition to the wholesale tariff referred to EGAT, the projects receive adder 8 baht per kWh, applicable for 10 years from the COD.

In 2019, LSP generated and sold 109.99 GWh electricity output to EGAT. Its annual average availability was 99.99%.

### 2.9 Klongluang Utilities Company Limited (KLU)

EGCO holds 100% stake in KLU, which owns and operates a SPP cogeneration power plant located in Pathum Thani Province. It is a 121 MW cogeneration power plant with steam of 13 tons per hour using natural gas as the primary fuel. Under the SPP firm cogeneration program, it generates and sells 90 MW electricity output to EGAT under the 25 years PPA, and remaining electricity along with steam output to IUs under the long-term PPAs.

In 2019, KLU generated and sold 769.99 GWh electricity output to EGAT and IU. Its annual average availability was 98.41% and the steam output to IUs was 124,963 tons.

### 2.10 Banpong Utilities Company Limited (BPU)

EGCO holds 100% stake in BPU, which owns and operates a SPP cogeneration power plant located in Ratchaburi Province. It is a 256 MW cogeneration power plant with steam of 100 tons per hour comprising two identical 128 MW using natural gas as the primary fuel. Under the SPP firm cogeneration program, it generates and sells 180 MW electricity output to EGAT under the 25 years PPA, and remaining electricity along with steam output to IUs under the long-term PPAs.

In 2019, BPU generated and sold 1,489.09 GWh electricity output to EGAT and IU. Its annual average availability was 98.23% and the steam output to IUs was 607,844 tons.

## 3. VSPP Group

### 3.1 Natural Energy Development Company Limited (NED) (Wang Ploeng Solar Project)

EGCO holds 66.67% stake in NED, which owns and operates 8 MW thin film solar power plant Wang Ploeng Solar Project (WSP) located in Lopburi Province. NED signed a non-firm PPA for WSP with PEA for the sale of electricity output generated. PPA is automatically renewed every 5 years with the same as LSP pricing structure.

In 2019, WSP generated and sold 16.51 GWh electricity output to PEA. Its annual average availability was 99.52%.

### 3.2 SPP Two Company Limited (SPP2)

EGCO holds 100% stake in SPP2, which owns and operates the 8 MW solar power plant located in Saraburi Province. SPP2 has entered into a non-firm PPA with PEA under VSPP program. The PPA is automatically renewed every 5 years with the same as NED's pricing structure. SPP2 is equipped with solar tracking system.

In 2019, SPP2 power plant generated and sold 15.73 GWh electricity output to PEA. Its annual average availability was 99.53%.

### 3.3 SPP Three Company Limited (SPP3)

EGCO holds 100% stake in SPP3, which owns and operates the 8 MW solar power plant located in Srisaket Province. SPP3 has entered into a non-firm PPA with PEA under VSPP program. The PPA is automatically renewed every 5 years with the same as NED's pricing structure. SPP3 is equipped with solar tracking system.

In 2019, SPP3 power plant generated and sold 15.93 GWh electricity output to PEA. Its annual average availability was 99.26%.

### 3.4 SPP Four Company Limited (SPP4)

EGCO holds 100% stake in SPP 4, which owns and operates the 6 MW solar power plant located in Srisaket Province. SPP4 has entered into a non-firm PPA with PEA under VSPP program. The PPA is automatically renewed every 5 years with the same as NED's pricing structure. SPP4 is equipped with solar tracking system.

In 2019, SPP4 power plant generated and sold 11.44 GWh electricity output to PEA. Its annual average availability was 99.42%.

### 3.5 SPP Five Company Limited (SPP5)

EGCO holds 100% stake in SPP 5, which owns and operates the 8 MW solar power plant located in Roi-Et Province. SPP5 has entered into a non-firm PPA with PEA under VSPP program. The PPA is automatically renewed every 5 years with the same as NED's pricing structure. SPP5 is equipped with solar tracking system.

In 2019, SPP5 power plant generated and sold 16.21 GWh electricity output to PEA. Its annual average availability was 99.46%.

### 3.6 G-Power Source Company Limited (GPS)

EGCO holds 60% stake in GPS, which owns and operates 4 solar power plants under 4 non-firm PPAs with the PEA under VSPP program with installed capacity of 6.5 MW each, total capacity of 26 MW. The PPAs are automatically renewed every 5 years with the same as NED's pricing structure. GPS has 4 sites comprising 1) Ta Khit Solar Project, Nakhon Sawan Province 2) Ta Sang Solar Project, Nakhon Sawan Province 3) Dong Khon Solar Project, Chai Nat Province, and 4) Bueng Sam Phan Solar Project, Phetchabun Province.

In 2019, all GPS's solar power plants generated and sold 40.67 GWh electricity output to PEA. Its annual average availability was 99.97%.

### 3.7 Solarco Company Limited (Solarco)

EGCO indirectly holds 49% stake in Solarco, which owns and operates 6 solar power plants located in Nakhorn Pathom and Suphanburi Provinces. Solarco has entered into 6 non-firm PPAs with PEA under VSPP program with the installed capacity of 9.5 MW each, total capacity 57 MW. The PPAs are automatically renewed every 5 years with the same as NED's pricing structure. Solarco has 6 power plants, namely 1) Sai Kiew Solar Project, 2) Sai Yai1 Solar Project, 3) Sai Yai2 Solar Project, 4) Sai Phet1 Solar Project, 5) Sai Phet2 Solar Project and 6) Sai Phet3 Solar Project.

In 2019, all Solarco's power plants generated and sold 120.61 GWh electricity output to PEA. Its annual average EAF was 99.96%.

### 3.8 Theppana Wind Farm Company Limited (TWF)

EGCO holds 90% stake in TWF, which owns and operates the 7.5 MW wind power plant located in Chaiyaphum Province. TWF has entered into a non-firm PPA with PEA under VSPP program. The PPA is automatically renewed every 5 years. In addition to the wholesale tariff referred to EGAT, the project receives adder 3.5 baht per kWh, applicable for 10 years from the COD.

In 2019, TWF power plant generated and sold 13.63 GWh electricity output to PEA. Its annual average EAF was 99.26%.

## 4. Overseas Group

### 4.1 Quezon Power (Philippines) Limited Company (Quezon)

EGCO indirectly holds 100% stake in Quezon, which owns and operates a 502.50 MW pulverized coal-fired power plant using the high-quality coal imported from Indonesia as the primary fuel. Under the 25 years PPA, it generates and sells electricity output to Manila Electric Company (MERALCO), the country's largest power distribution company.

In 2019, Quezon power plant generated and sold 2,792.07 GWh electricity output to MERALCO. Its annual average EAF was 90.00%.

### 4.2 Nam Theun 2 Power Company Limited (NTPC)

EGCO holds 35% stake in NTPC, which owns and operates a 1,086.80 MW hydroelectric power plant located in Lao PDR. It generates and sells electricity output to EGAT, as well as Electricité du Laos (EDL) under the 25 years PPAs starting from its COD.

In 2019, NTPC power plant generated and sold 4,830.81 GWh electricity output to EGAT and 245.87 GWh electricity output to EDL. Its annual average EAF was 89.32% for EGAT and 97.46% for EDL.

### 4.3 Star Energy Geothermal Pte Ltd. (SEG)

EGCO indirectly holds 20% stake in SEG, which owns and operates a 227 MW geothermal power plant located in Indonesia. It comprises 2 units of 110 MW and 117 MW. Under the long-term PPA, it generates and sells electricity output to PT PLN (Persero), an Indonesian government-owned electricity corporation.

In 2019, SEG power plant generated and sold 1,860.26 GWh electricity output to its customers. Its annual average AF was 98.20%.

#### 4.4 Boco Rock Wind Farm Pty Limited (BRWF)

EGCO indirectly holds 100% stake in BRWF, which owns and operates a 113 MW wind power plant located in Australia under long-term PPA with EnergyAustralia Pty Ltd.

In 2019, BRWF power plant generated and sold 366.67 GWh electricity output to the Australian Energy Market Operator (AEMO) and EnergyAustralia Pty Ltd. Its annual average EAF was 98.86%.

#### 4.5 Star Energy Geothermal (Salak - Darajat) B.V. (SEGSD)

EGCO indirectly holds 20.07% stake in SEGSD, which owns and operates a 647.27 MW two geothermal power plant projects located in Indonesia. It comprises of Salak project 6 units of 376.80 MW and Darajat project 3 units 270.46 MW. Under the long-term PPA, it generates and sells steam and electricity output to PT PLN (Persero), an Indonesian government-owned electricity corporation.

In 2019, Salak power plant generated and sold 2,892.05 GWh electricity output to its customers. Its annual average AF was 94.16% and Darajat power plant generated and sold 2,012.36 GWh electricity output to its customers. Its annual average AF was 88.44%.

#### 4.6 Paju Energy Services Company Limited (Paju)

EGCO indirectly holds 49% stake in Paju, which owns and operates 1,823 MW of gas fire power plant in Republic of Korea. The main source of fuel is the imported natural gas. The electricity output is generated and sold to Korea Electric Power Corporation (KEPCO), which is the sole off-taker of the wholesale power generation, through the Korea Power Exchange (KPX) which served as the market operator in Republic of Korea.

In 2019, Paju generated and sold 12,439.51 GWh electricity output to KEPCO. Its annual average EAF was 95.08%.

#### 4.7 San Buenaventura Power Limited Company (SBPL)

EGCO indirectly holds 49% stake in SBPL, which owns and operates a 500 MW pulverized coal-fired power plant using the high-quality coal imported from Indonesia as the primary fuel. Under the 25 years PPA, it generates and sells electricity output to Manila Electric Company (MERALCO), the country's largest power distribution company.

SBPL commenced its commercial operation on September 26, 2019. In 2019, the power plant generated and sold 852.04 GWh electricity output to MERALCO. Its annual average EAF was 87.27%.

#### 4.8 Xayaburi Power Company Limited (XPCL)

EGCO holds 12.50% stake in XPCL, which owns and operates a 1,285 MW run-of-river hydroelectric power plant located in Lao PDR. It generates and sells electricity output to EGAT, as well as Electricité du Laos (EDL) under the 29 years PPAs starting from its COD.

The XPCL commenced its Commercial Operation on October 29, 2019. In 2019, NTPC power plant generated and sold 798 GWh electricity output to EGAT and 56 GWh electricity output to EDL.

## 5. Other Businesses

### 5.1 EGCO Engineering & Service Company Limited (ESCO)

EGCO holds 100% stake in ESCO, which provides operation, maintenance, engineering and construction services to power plants, petrochemical plants, oil refineries and other industries.

### 5.2 Pearl Energy Philippines Operating, Inc. (PEPOI)

EGCO indirectly holds 100% stake in PEPOI (formally named Covanta Philippines Operating Inc.), which provides operation and maintenance services to Quezon power plant through a long-term operation and maintenance agreement.

### 5.3 Quezon Management Services Inc. (QMS)

EGCO indirectly holds 100% stake in QMS, which provides management services to Quezon power plant through a long-term management service agreement.

### 5.4 PT Manambang Muara Enim (MME)

EGCO indirectly holds 40% stake in MME, which owns and operates a coal mining project (an open-pit mine), located in Muara Enim, South Sumatra, Indonesia. It has the concession agreement from Indonesian government for 28 years since March 2010 to March 2038. It has mineable coal reserves of 134 million tons. The sales volume of MME in 2019 was at 0.85 million tons.



## Risk Factors

In 2019, EGCO Group officially confirmed the importance of risk management by creating the Risk Oversight Committee (ROC) via a resolution from its board of directors. The establishment of this committee was effective on September 20, 2019 and it is comprised of five experienced directors from the fields of risk management, law, finance and banking, engineering, and the energy business.

The board of directors established the committee's main duties and responsibilities which were to consider, review, and provide recommendations on enterprise risk management (ERM) policy and framework; to set corporate risk appetite and risk tolerance level; to confirm the key risks, their impacts, and possibilities; ERM plan and process; to provide recommendations and support to the EGCO Group's Board of Directors; and to appropriately and efficiently supervise the managing of various risks relating to business operations. Additionally, they are to regularly report to the board on the results of their risk assessments and implemented risk reductions.

At the management level, our Risk Management Committee is comprised of top executives with the president serving as the chairman of the committee; all senior executive vice presidents are members and the Executive Vice President of Asset Management is the secretary. The Risk Management Committee's main duties and responsibilities are to manage EGCO Group's risk management in order to comply with risk management policies and guidelines, promote and support ERM policy, and to regularly report to the ROC and the board of directors. In the case of potential significant risk factors, the Risk Management Committee shall promptly report to the ROC and the board.

Additionally, EGCO Group has a Risk Assessment Division which functions as the secretary of the Risk Management Committee and the ROC. This division is responsible for monitoring and reporting the company's risk management practice, cooperating with the risk owners on risk identification, risk assessment, risk response, and reporting matters about risk management practice to the Risk Management Committee. In 2019, there were six meetings with the Risk Management Committee and three meetings with the ROC to make sure that the risk management processes are implemented throughout the organization and all divisions are fully aware of risk management's importance. EGCO Group also announced its risk management philosophy which states:

EGCO Group believes that despite the risks implicit in doing business, we strive to manage risk efficiently with consideration of balancing risk and return for all stakeholders' benefits. Our risk management shall increase the opportunities for achieving corporate goals and creating sustainable corporate values.

Our philosophy aims to be applied throughout our organization in order to support ERM, which follows the risk management framework set by the board of directors.

In 2019, EGCO Group applied the Committee of Sponsoring Organizations of the Treadway Commission Enterprise Risk Management (COSO ERM) framework which was classified as strategic risk management, operating risk management, financial risk management, and compliance risk management. We recently updated our "Risk Management Manual" to be in line with the 2017 COSO ERM. Moreover, EGCO Group established its key risk indicators (KRIs) which comprised the leading and indicators in risk management and also encouraged their employees to appropriately utilize these KRIs with their operations.

EGCO Group realizes that risk management culture in an organization is a key factor to achieve ERM, therefore it has been promoting the importance of ERM by using various channels such as annual risk seminars, the Risk Management Manual, journals and news, risk management activities, EGCO radio, EGCO billboards, and EGCO GroupNet. Additionally, the company's high-level executives and directors play significant roles in promoting risk management throughout the organization in accordance with the "tone at the top" model. The company is now in the process of developing eLearning applications to instruct employees about the advantages of applying COSO ERM in their future business operations.

The following is a summary of EGCO Group's key risk factors and relevant mitigation measures.

## 1. Investment Expansion Risk

EGCO Group invests in the energy business and its related businesses in both domestic and overseas markets. The primary source of income are dividends from the subsidiaries and joint ventures. To maintain and increase shareholder value, our strategic plan includes the continuous investment in new projects. Such acquisition and development projects may entail the following risks that may affect the company's investment target.

### 1.1 Risk from Project Selection

EGCO Group plans to expand its investments to maintain continuous growth. Potential domestic and overseas projects are listed in the yearly investment plan including the expansion of electricity generation of fossil fuels and renewable energy. Since the project selection process is of great importance, we have assigned this task to the Business Development Unit. This unit analyzes the related factors including economic policies, political and

social policies of the targeted countries, economic situations, industry, financial costs, equipment and construction costs, and governmental laws and regulations. Moreover, the analysis of the changing environmental factors (sensitivity analysis) that affect the projects is taken into consideration, so that the risk prevention and compensation are accounted for in the return of the investment analysis.

Furthermore, EGCO Group has identified new investment opportunities that must be reviewed and scrutinized by the EGCO Management Committee and the Investment Committee in order to ensure that all material risks are identified and well-managed before the new investment opportunities are proposed to the board of directors.

In 2019, EGCO Group successfully invested in the following three new projects:

- On June 21, 2019, the board of directors approved the acquisition, through Paju Energy Service Co. Ltd., in which EGCO Group owns a 49% ownership interest, in the 19.8 MW Gandong Fuel Cell Power Plant in South Korea. The project's construction is expected to commence in August 2019 and the Commercial Operation Date (COD) is scheduled for the fourth quarter of 2020.
- In September 2019, EGCO Group entered into a share purchase and subscription agreement and shareholders' agreement respectively to acquire 44.6% ownership interest in the Thai Pipeline Network Company Limited (TPN). TPN has invested in a newly constructed 342.8 km extension of a petroleum underground pipeline system to the northeastern region of Thailand; it will be connected to a terminal with a storage capacity of 142 million L in Khon Kaen Province. The project is now under construction and will begin operating in the fourth quarter of 2021.
- On December 19, 2019, Greenwing Energy B.V., a wholly-owned subsidiary of EGCO Group, entered into a share purchase agreement to acquire 25% ownership interest in Yunlin Holding GmbH, which owns 100% of Yunneng Wind Power Co., Ltd. of Taiwan. Yunneng is a 640 MW offshore wind farm that is currently under construction.

## 1.2 Risk from Overseas Asset Management

Overseas investments create opportunities for the long-term growth of EGCO Group. Nevertheless, various factors may impact the performance of such assets such as economic circumstance, political factors, business environment, and local community. These factors are still present in EGCO Group's earnings forecast and can be possibly affected by the unfamiliar business environment of each country. In order to mitigate these risks, EGCO Group engages competent personnel who have experience in such specific markets to work on these overseas assets so that they are efficiently managed and the targeted profits are met.

EGCO Group has assigned an executive to work at the power plants such as Nam Theun 1 Power Co., Ltd. ("NT1PC"); Nam Theun 2 Power Co., Ltd. ("NTPC"); Quezon Power (Philippines) Ltd., Co. ("Quezon"); San Buenaventura Power Ltd. Co. ("SBPL"); and New Growth Plus B.V. ("NGP"). Additionally, we have hired external specialists who are familiar with Australia's economy to work at Boco Rock Wind Farm Pty Ltd. ("Boco Rock").

Along with delegating the right people to work in overseas power plants, EGCO Group has also appointed competent representative directors from the levels of senior vice president and senior executive vice president from the following three fields: business development, financial accounting, and asset management. They will be directors in power plants where EGCO Group holds an ownership interest under the shareholder agreement and the Article of Association. These representative directors are responsible for policy administration and supervising these companies to effectively carry out its business operation following the management principles that are in line with the company's policies.

## 2. Construction Project Management Risk

EGCO Group is well aware of the risk from project construction delays which can be caused by contractors' irresponsibility, local community conflicts, or natural disasters. The measures that can be taken to lower the likelihood and impacts of such risks include the selection of reputable engineering, procurement, and construction (EPC) contractors with binding contracts; proactive community relations activities; and the securing of insurance policies which cover the impacts from natural disasters. EGCO Group assigns a project management team to closely monitor a project's progress to guarantee that it is completed as scheduled.

In 2019, there were five projects under construction. The construction of the coal-powered San Buenaventura Power Plant in the Philippines and the Xayaburi Hydroelectric Power Project in Laos were completed and achieved their CODs in 2018 as scheduled. The remaining three projects are still under construction, specifically the Nam Thuen 1 Hydropower Plant in Laos, the Gangdong Fuel Cell Power Plant in South Korea, and the extension of the petroleum pipeline system to the northeastern region of Thailand. These ongoing projects have a well-managed construction staff and are expected to be completed and achieve their COD as scheduled.

## 3. Operating Risks

### 3.1 The Risk of Obtaining Lower-forecasted Earnings

EGCO Group has been giving high priority to the risks related to their operating assets, so as to verify that these invested assets meet their expected performance and therefore the Asset Management Unit has been assigned to follow up and monitor the performance of each one. These accounting objectives comprise the analysis and comparison between the actual return and the planned target. The measures imposed to lessen relevant risks are as follows:

- The establishment of asset management policies and, whenever possible, the delegation of management's representatives and personnel to be directors or managers of subsidiaries and operating projects.
- The preparation of joint venture performance analyses that are then reported to senior management and to the board of directors so they can take appropriate actions in a timely manner.
- The coordination with partners for collaborative auditing activities in invested companies to ensure the adequacy and the effectiveness of their internal control systems.

In 2019, EGCO Group had the ability to manage the risks and achieve their target's return on investment (ROI).

### 3.2 Plant Performance Risks

To be fully compliant with their power purchase agreements (PPAs), EGCO Group's power plants have an opportunity to deal with plant performance risks that are caused by employees, equipment, natural disasters, or management approaches. The significant performance risks are summarized below.

#### 3.2.1 Risk from Power Plant Efficiency

PPAs stipulate various power plant efficiency indicators such as heat rate and failure to meet their performance requirements. Unmaintainable efficiency indicators will result in a higher cost of electricity generation than those specified within the contract. The cause of such risks can be maintenance malpractice in power plants. Therefore, EGCO Group sets the plant management policy and systems so that preventive maintenance is carried out continuously in a professional manner. Working procedures implemented by plant management also confirms that all relevant risks are under control. These procedures are as follows:

- Regular inspections and maintenance by skillful employees.
- Installation of monitoring systems for critical equipment in power generation systems. These monitors will provide advance notification if a problem occurs with the equipment such as the vibration monitoring system of the gas turbine and the monitoring system for pressure and temperature of the steam entering the steam turbine.
- Provide the necessary inventory reserves which include machinery spare parts, chemicals, lubricants, and various supplies used in maintenance. These items should be sufficient for use and maintenance under proper inventory management.
- The implementation of the Quality Management System (ISO 9001:2015) in 14 power plants to ensure their quality operation as well as to comply with PPAs such as Khanom, GPG, GCC, KCC, SCC, GYG, NED SPP Two, SPP Three, SPP Four, SPP Five, GPS, Solarco, and SEG.
- The continuous development of employee competency.

Last year, the execution of such mitigation measures resulted in the satisfactory performance of our power plants.

### 3.2.2 Risk from Raw Water Shortage

Raw water shortage can result in power plant shutdown caused by climate change or the delay of the rainy season. Using water in operations may affect the public and environment. Consequently, EGCO Group's power plants have to assess their yearly water usage, analyze their water situation, plan the power plant's water usage, and reserve the sufficient water quantities by having their own reservoir. Moreover, the "3Rs" principle (Reduce, Reuse, and Recycle), has been administered by EGCO Group for maximizing their water usage efficiency and for reducing the environmental and public effects. However, in previous years, there were no raw water shortage problems and public water consumption.

### 3.2.3 Risk from Fuel Shortage

A fuel shortage can result in plant shutdowns, revenue shortfalls, or levied fines. A shortage of coal and biomass fuel, in particular, could be caused by the increasing demand or the impact from a disaster which then may result in price fluctuation.

The following measures have been implemented to prevent and reduce these risks:

- EGCO Group's coal-fired power plants—SBPL, BLCP, and Quezon—have a long-term coal supply agreement which is adequate for power generation. The suppliers are obliged to supply their coal with the quantity and quality specified in the agreement. Plus, each power plant has reserved the coal to sufficiently operate for a 30-day, 30-day, and a 45-day continuous operation respectively.
- EGCO Group's biomass power plants that use rice husks and rubberwood scraps as fuel for electricity generation may face a fuel risk from inadequate supply and pricing volatility due to the uncertain nature of agricultural products. To mitigate such a risk, the power plants expanded their fuel-sourcing areas and procured large amounts of the materials in the high season at lower prices. The Roi-Et Green Power Project, which uses rice husks, and the Gulf Yala Green power plant, which consumes rubberwood scraps, also reserve fuel sufficient enough for 20-day and 14-day continuous operations

respectively. Furthermore, Roi-Et Green has added alternative fuels such as sawdust and cassava rhizome to mix with the rice husk; similarly, Gulf Yala has included chopped rubberwood roots to mix with the rubberwood scraps for fuel cost reduction and the diversification of fuel risk in electricity generation.

#### 3.2.4 Safety, Health, Environmental, and Social Risk that Must Comply with International Standards

EGCO Group realizes that the electricity generation process could incur certain risks in the safety, health, staff environment, and surrounding communities. Notably, management has taken the following actions to alleviate any potential negative impacts and reduce the likelihood of the following risks:

- Follow EGCO Group's Corporate Social Responsibility policy.
- Conform to the requirements of safety, health, and environment management manuals in which the guidelines have specified for implementation, monitoring, and auditing.
- Strictly comply with work manuals and emergency plans, administer training and plan testing, equipment and warning systems.
- Implement Environment Management System (ISO 14001:2015) in the following 10 power plants: Khanom, GPG, BLCP, GCC, NKCC, SCC, GYG, Theppana Wind Farm, Nam Thuen 2 and SEG. This will help to continuously develop environmental management systems.
- Implement Occupational Health and Safety Assessment Series (OHSAS 18001:2015) in five power plants, specifically Khanom, BLCP, NED, Nam Thuen 2 and SEG. This will be done to decrease and control health and safety risks associated with employees and stakeholders and to improve company reputations.
- Implement Environmental Standards of UA (EMSCOP) to the Quezon power plant in the Philippines.

Through the constant administration of such measures, such risks are properly managed.

#### 3.2.5 Risks from Accidents, Resistance, Sabotage, and Natural Disasters

In conducting its business, EGCO Group may cope with natural disaster risks and accidents which occur from human error or low machine efficiency. Possibly, the community resistance may occur when the production negatively affects the community. Furthermore, there is a sabotage risk which will cause severe loss to power plants.

Management has put forth the following measures to investigate and reduce the likelihood of these risks listed here:

- Communicate with personnel to avoid carelessness.
- Regularly maintain all equipment.
- Strengthen relationships with the surrounding communities.
- Collaborate with government agencies as well as local authorities.
- Deploy a security plan that includes regular drills and security equipment such as closed-circuit TV and various monitoring devices that should always be in use.
- Prepare yearly fire drills and fire evacuations to respond to an emergency in the company's power plants and its head office building.

- Arrange and practice business continuity planning (BCP) for crisis management with EGCO Group headquarters to ensure that the business operation is continuously operating with sustainability. Additionally, EGCO Group has sufficient insurance to cover all risks, property damage, machinery breakdowns, business interruptions, third party liabilities, and political violence. For example, enough insurance for the effects of loss from terrorism, sabotage, riots, political conflicts, revolution, and coup d'état and for disaster events such as floods, storms, earthquakes, and landslides. This will assure that loss from damages in unexpected cases would be properly and adequately protected, covering majority-owned power plants and EGCO Group headquarters.

## 4. Financial Risks

EGCO Group's investments are capital-intensive. Since the partial-funding sources are loans from domestic and international financial institutions, fluctuations in foreign exchange rates and interest rates are significant risks. Therefore, the mitigation measures regarding these investments are listed below.

### 4.1 Foreign Exchange Rate Fluctuations

EGCO Group has a policy to lessen currency mismatches for each invested project to prudent levels by matching currencies from the funding sources and revenue structures. During the construction phase, EGCO Group applies an appropriated financial instrument and cross currency swap in order to manage the loan currency that matches with the development and construction costs.

### 4.2 Interest Rate Fluctuations

EGCO Group has an interest rate fluctuation management policy which sets the guidelines of interest rate exposure reduction by swapping floating interest rates to fixed interest rates at appropriate levels when the swap market is favorable.

### 4.3 Cash Management from Overseas Investments

Most of our revenues are in US dollars which are a result from the excess cash from offshore accounts—which may affect the US cash management. Nevertheless, EGCO Group will attempt to expand many of its overseas projects to maximize the firm value from US currency. Moreover, our cash flow status is regularly forecasted on a monthly basis in order to monitor the balance of cash inflow and outflow as well as to maintain cash in overseas accounts for any new potential investment.

## 5. Corporate Tax Legislation Risk

EGCO Group prioritizes its compliance with corporate tax legislation and tax planning to ensure that its tax management has due regard for relevant regulations. Currently, EGCO Group invests in both domestic and international businesses, and each country has different tax criteria, legislation, regulation, tax tariffs, etc. Accordingly, without well-prepared risk analysis and intensive study, we may have to endure risk and extensive damage to our reputation and operations. Therefore, it is vital for EGCO Group to thoroughly plan its tax strategies and provide accurate tax payments in compliance with corporate tax legislation. For any new investment, EGCO Group must carry out an equivalent analysis and carefully calculate the potential tax liability for that investment before proceeding.

EGCO Group has also presented its tax policy and practices on its website. This is meant to inform its stakeholders and to serve as a guideline for its tax management system.

## 6. Compliance Risk

With both domestic and overseas business operations, EGCO Group is regulated under related local laws and regulations as well as international laws. Because a legal dispute can affect our operation and its corporate image, we have been strictly complying with all relevant laws and regulations as well as environmental laws and the safety, health and environmental (SHE) regulations. Moreover, the organization will closely monitor any new governing laws and regulations.

In 2019, EGCO Group had no record of failures to comply with related laws and regulations that involved its business. Additionally, EGCO Group followed up with the new related laws and regulations to be disclosed to all concerned units in order to comply with newly issued conditions and to monitor through the legal database for their further compliance.

## 7. Human Resources Risk

EGCO Group believes that its employees are its most valuable asset and the success factor of the company. Losing valuable employees will lead to impairment, inefficient business continuity, and additional costs for recruiting and training new ones. Employee knowledge and expertise in the power business is crucial, and so losing competent employees is one of EGCO Group's major concerns. In order to alleviate such a risk, EGCO Group has accomplished these following risk-reducing measures.

- The creation of the effective Succession Plan Program for leadership and management development for the key-position successor's preparation along with deploying the individual development plan and job rotation program.
- Implement knowledge sharing by keeping the lecture document, presentation and video in the Knowledge Center to publish through the internal-use EGCO GroupNet. Examples of items to be accessed are various power plant typical characteristics, insurance, innovation success, financial model and investment project valuation, and the application of the principles of ERM for integrated risk management with strategic plans.
- Granting of the appropriate remuneration in return for employees' industrious dedication from their participation in the success of the organization. The employees' remuneration will be received in the form of a monthly salary in accordance with the company's salary structure which has employees' compensation and benefits at a competitive level with the labor market of the same type of business.
- Support company activities between the management and employees to build strong relationships which then leads to a happy workplace.

These risk mitigations ensure that the company's employees are competent and have the required knowledge and abilities which will enable it to be a sustainable growth organization.

## 8. Products and Services Procurement Procedure Risk

Because EGCO Group is determined to create sustainable operations, the providing procedures will be directed toward "suppliers" risk management to cover these three aspects: Environmental, Social and Governance (ESG). The associated measures are as follows:

EGCO Group has developed the Supplier Code of Conduct in line with the Ten Principles of the UN Global Compact and other internal standards, including the industry material topics such as a guidance applying to all of our suppliers. As is our expectation, EGCO Group's suppliers shall operate their businesses with integrity and align with the ESG objectives as per the statement in this code.

EGCO Group intends to regularly hold a “Supplier Day,” not only to promote our relationship with our suppliers, but also to provide sustainability-related information to them. Moreover, we have asked for the cooperation from our suppliers create their own supplier self-assessment questionnaire which includes ESG objectives. The results show that, overall, the governance part received the “best performance” score, while the environmental management section was given the “least performance” score. According to the environmental management part of the questionnaire, the analysis also indicated the lowest performance, where it showed that most of the suppliers did not keep track of their energy and water usage as well as their greenhouse gas (GHG) emissions. Therefore, EGCO Group may take these results into its consideration for further development of any initiatives or collaborations with suppliers.

EGCO Group has developed a Supplier Audit—the ESG risk assessment program to evaluate all suppliers. The results of the risk assessment show that 234 out of 1,123 suppliers are high ESG risk suppliers. Therefore, EGCO Group has considered selecting 30 targeted suppliers for onsite visits that will include site observations, interviews, and the review of relevant documents and records. The results of the ESG performance of suppliers will be used for their risk improvement.

## Emerging Risk

### 1. Global Economic Growth Slowdown Risk

Decreasing regional economic growth forecasts in the US, China, and Europe as well as emerging markets such as Thailand and countries that EGCO Group has invested in and is planning to invest in are mainly caused by the US-China trade war, volatility in exchange rate, oil and natural gas prices. Notably, EGCO Group is concerned about these and has prepared the following measures:

- The assignment of the authorized operators to EGCO Group’s invested countries such as the Philippines and Indonesia to closely monitor, report, and assess the situation in order to prepare risk mitigation actions and to alert the related parties to respond to all of the possible risks.
- Diversify its investment portfolio throughout many countries.
- Invest in different types of power plants and seek new business opportunities.

### 2. Government Policy, Legislative Change and Compliance Risk Due to Climate Change

Due to the ongoing extreme global weather conditions, the 23<sup>rd</sup> United Nations Framework Convention on Climate Change, which was held from November 6 through November 17 in 2018, approved a new resolution aimed to fight climate change by reducing GHG emissions. Thailand not only participated and signed the agreement, which aimed to reduce GHG emissions from 20% to 25% by 2030—compared to the based year 2015—in this conference, but also committed to review and participate in climate change solutions every five years. Because of this regular five-year revision, Thailand’s government can consider additional relevant laws and regulations that are related to GHG emissions within three to five years. Also, the Thailand Power Development Plan (PDP) could be revised so it can be aligned with the agreement. To mitigate such a risk, EGCO Group not only closely monitors and analyzes the impacts, but also aims to increase its renewable energy portfolio to achieve 30% by 2026 from both domestic and overseas operations. In 2019, our renewable energy portfolio was 18.86% of our total electricity generating capacity which could reduce approximately 537,000 tons of carbon dioxide equivalent to the per-year emission rate (14 EGCO subsidiaries) in alignment with the government’s policy. Furthermore, EGCO Group will invest in environment-friendly technology for future investments, promote energy conservation within our organization, and reduce GHG emissions indirectly by conducting business with eco-friendly partners.

### 3. Emerging / Disruptive Technology Risk

In accordance with the rapid technological advancements from micro grid systems, renewable energy systems, energy storage systems, and big data systems, the government aims to develop and launch its Commercial Smart Grid by 2021. Regarding the Thailand Smart Grid Development Master Plan 2016-2021, the Ministry of Energy has been assigned to take primary accountability through these three pillars: (1) Demand Response and Energy Management System, (2) Renewable Energy Forecast, and (3) Micro Grid and Energy Storage System. This Government policy will gradually change user behaviors from consumer to “prosumer” and peer to peer. Furthermore, the smart grid could reasonably be expected to influence the industries due to its production cost and energy trading scheme that may impact not only government authorities that includes the Electricity Generating Authority of Thailand, Metropolitan Electricity Authority, and Provincial Electricity Authority, but also the independent power plants. On the other hand, this transformation may provide an opportunity to create value to the organization. To alleviate such a risk, EGCO Group closely monitors technological changes while developing new businesses by running the “Innovation Team Challenge” contest. This event aims to improve teamwork, employee creativity, and employee competency which will then provide sustainable business growth to the organization.

### 4. Cybersecurity and Data Privacy Protection Risk

Information technology (IT) systems are the crucial fundamental infrastructure that increases a business operation’s efficiency, its efficient control of electricity generation, and its operating cost management. IT allows for a business to successfully compete in both domestic and overseas markets where EGCO Group invests and plans to invest; IT plays its role more importantly in business operations respectively.

In 2019, the Royal Thai Government Gazette announced the Cyber Security Act B.E. 2562 (2019), which came into effect on May 28, 2019, and the Personal Data Protection Act B.E. 2562 (2019), which is going to take effect on May 28, 2020.

According to the Cyber Security Act B.E. 2562 (2019), a system administrator that provides computer-related services must build confidence and strengthen computer cyber security, computer data, computer systems, or other information related to computer systems in order to prevent, confront, and reduce the risk of cyber threats in a timely manner. EGCO Group has to establish an IT security policy, which includes a policy for creating an IT emergency plan as well as an IT risk management policy.

According to the Personal Data Protection Act B.E. 2562 (2019), which stipulates that in regard to the control of personal and business partner information, to collect, use or disclose any data has to comply with such law. EGCO Group must establish a policy and measures to prevent the leakage of confidential information along with the development of information security and stability systems and the protection of personal information by collecting, storing, using, or disseminating the personal data of employees, partners, or contacts in the form of electronic data in order to prevent the violation of personal data.

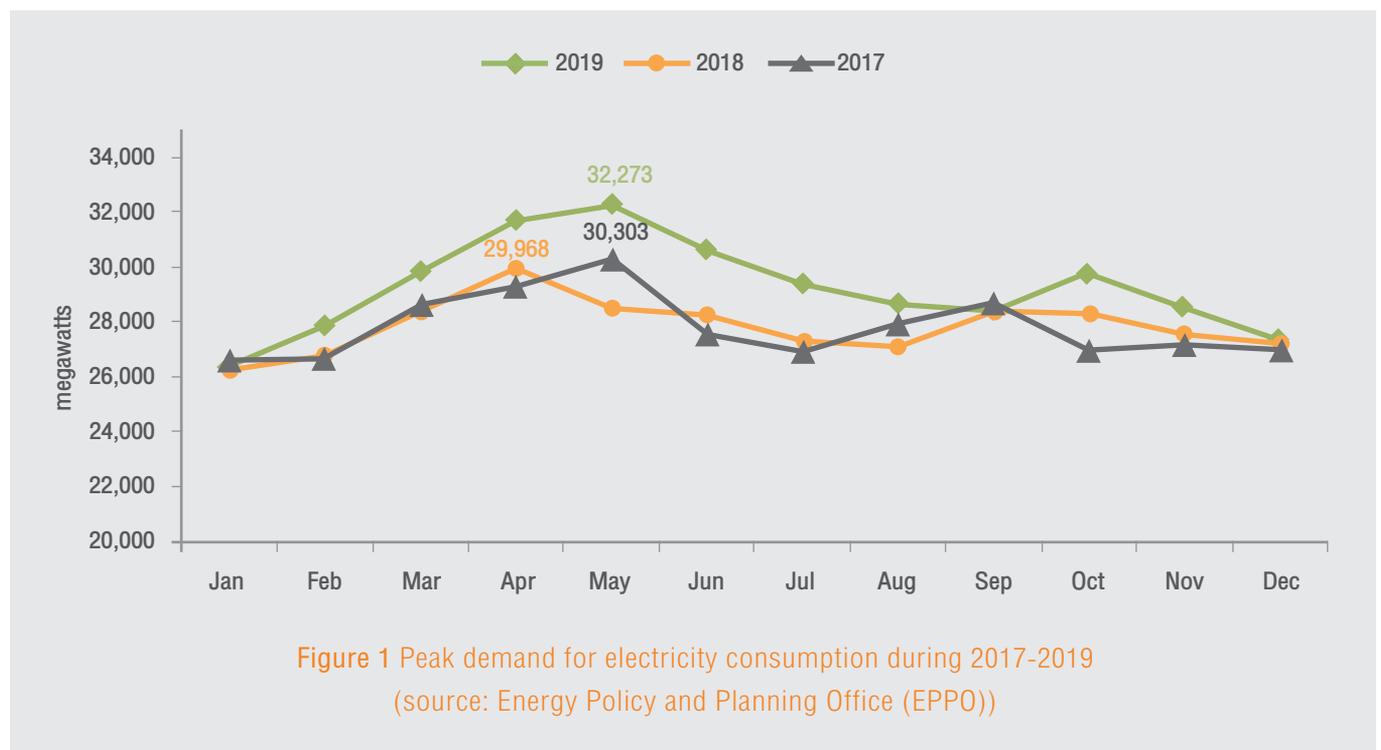
In this regard, EGCO Group will organize staff training to raise awareness and spread knowledge and understanding employees regarding the Cyber Security Act B.E. 2562 (2019) and the Personal Data Protection Act B.E. 2562 (2019). The Information Technology Department will establish a data security certification system according to the international standard of ISO 27001 for data center rooms. Previously, the company has had no incidents and negative impacts from cyber threats and misuse of personal information.

## Power Industry and Competition

### 1. Economic and Electricity industry situation in Thailand

Thailand's economy expanded by 2.4 percent in 2019, lower than 2018. The downside was mainly stemmed from the impact of export contraction affected by the global economic slowdown, prolonged US-China trade tension and the Baht appreciation. As for economic outlook in 2020, National Economic and Social Development Council (NESDC) forecasted Thailand's economy to expand by 1.5-2.5 percent, softening from 2019 due to impacts from the coronavirus (Covid-19) outbreak, the drought conditions and the delay in FY2020 budget. However, the economy will be supported by a gradual global economic recovery following easing trade tensions and reduced risks of a no-deal Brexit as well as a favorable expansion of private consumption and investment of both private and public.

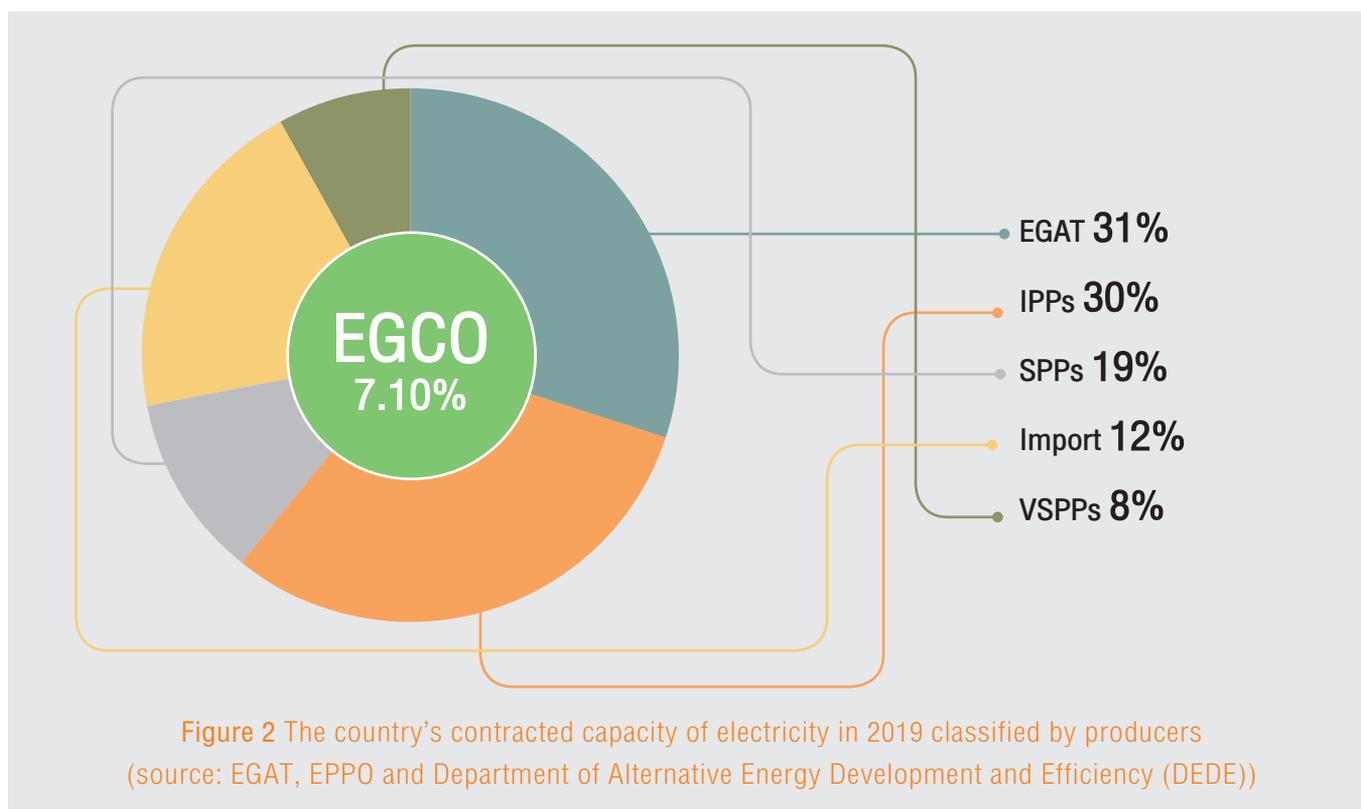
For electricity industry situation in 2019, Thailand's peak demand in Electricity Generating Authority of Thailand (EGAT)'s system was 30,853 megawatts, occurred on May 2, 2019 at 10.27 pm, higher than the peak demand of 28,338 megawatts in 2018 by 8.9 percent while the peak demand in 3 power authorities system (EGAT, Metropolitan Electricity Authority (MEA) and, Provincial Electricity Authority (PEA)) was 32,273 megawatts, occurred on May 3, 2019 at 02.27 pm, increased from the peak demand of 29,968 megawatts in 2018 by 7.7 percent. This is a result of higher temperature from previous year and increasing electricity consumption from private sectors. Peak demand for electricity consumption is shown in Figure 1. At the same time, electricity consumption of the country in EGAT's system as of December 2019, including electricity consumption outside EGAT's system as of November 2019 stood at 210,752 gigawatt-hours which were 6,446 gigawatt-hours or 3.2 percent rising from 204,306 gigawatt-hours in 2018. A surge in electricity consumption was mainly consequence from high temperature.



As of December 31, 2019, the country's contracted capacity in 3 power authorities system was 49,304 megawatts, 15,130 megawatts or 30.7 percent of which were generated by EGAT power plants, and the remaining from other producers as follows;

- Independent Power Producers (IPPs) 14,948 megawatts or 30.3 percent
- Small Power Producers (SPPs) 9,498 megawatts or 19.3 percent
- Import from neighboring countries 9,721 megawatts or 11.6 percent
- Very Small Power Producers (VSPPs) as of April 2019 4,007 megawatts or 8.1 percent

EGCO's contracted capacity of electricity sold to EGAT and PEA was 3,440 megawatts, representing 7.0 percent of the country's contracted capacity in three power authority's system, as presented in Figure 2

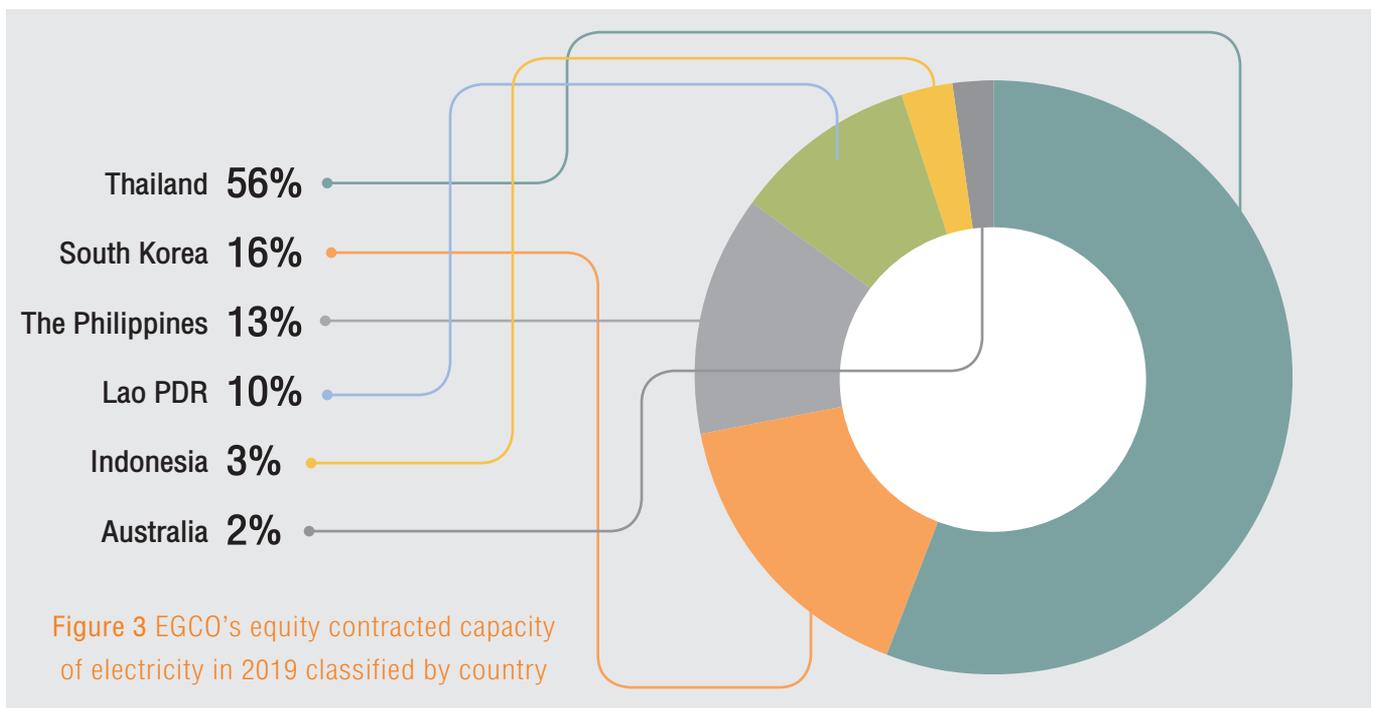


In the recent year, Thailand's power development plan for 2018 to 2037 (PDP 2018) was approved by the National Energy Policy Council (NEPC) on January 24, 2019 and by the cabinet on April 30, 2019. The PDP 2018 focuses on the use of natural gas as primary fuel for power generation as well as the increase proportion in renewable energy, especially household solar rooftops. In addition, Ministry of Energy has launched the Energy for All scheme, which aims to enable private companies to form joint ventures with local communities to operate renewable power projects in remote areas.

Regarding the Alternative Energy Development Plan for 2018 (AEDP 2018), AEDP 2018 are under arrangement to be synchronized with PDP 2018. According to the latest amendment of the AEDP 2018, the electricity generation from renewable energy sources will contribute a total of 29,411 megawatts by 2037. According to the Department of Alternative Energy Development and Efficiency (DEDE), the current status of renewable energy power plants as of October 2019, which achieved COD was 11,844 megawatts, increased from which of 2018 by 475 megawatts or 4.2 percent.

## 2. Electricity industry in target countries

Due to limited growth prospect for domestic electricity industry, EGCO has expanded the investment in Asia-Pacific countries such as Philippines, Lao PDR, Indonesia, Australia and South Korea where the Company has established business bases. Investment of EGCO in each country is shown in Figure 3. In addition, EGCO has also been seeking for further investment opportunities in other target countries such as Vietnam, Myanmar, Cambodia and Taiwan. EGCO has consistently kept monitoring and analyzing electricity industry situation to explore investment opportunities in those targeted countries. The overall industry situations of which are as briefed below;



### 2.1 The Philippines

The Philippines's economy had expanded 6.2 percent from previous year. The Philippines currently has installed capacity of 24,000 megawatts, which are primarily from coal-fired power. Peak demand in the Philippines is expected to increase 5.4 percent annually. The Philippines plan to expand its capacity by 39,000 megawatts by 2026, which focus on power generation from coal-fired power plant. Additionally, the Philippines set target renewable energy generation of 26,000 megawatts by 2026, which supports the power generation from solar and wind power.

### 2.2 Lao People's Democratic Republic (Lao PDR)

Lao PDR had a GDP growth of 6.5 percent from prior year, supported by investments in large infrastructure projects. Lao PDR's installed capacity is approximately 8,800 megawatts. Because of its abundant water resource and mountainous geography, the electricity generation is mainly from hydropower plants. With an aim to be the Battery of Asia, the electricity generation for export to neighboring countries such as Thailand and Vietnam are approximately 65 percent of total capacity. The demand growth of whole country is forecasted to grow 13.2 percent annually. Furthermore, Lao PDR's promotes the investment in power generation from hydropower and alternative renewable energies, such as solar and wind from private sectors, both domestic and overseas.

Presently, Thailand has signed Memorandum of Understanding (MOU) to purchase electricity of 9,000 megawatts from Lao PDR.

### 2.3 Indonesia

Indonesia's GDP has grown by 5.2 percent from previous year. Indonesia's installed capacity is approximately 63,000 megawatts. Coal-fired and natural gas power plants play a significant role as base load generation. Demand growth is forecasted to increase 6.5 percent annually. According to 2019-2028 Power Supply Business Plan (RUPTL), the government plans to expand its electricity generating capacity by 56,000 megawatts. The new RUPTL prioritizes the use of renewable energy sources, as well as domestic use of gas. In overall, the additional electricity generating capacity is mainly from coal, gas, geothermal and hydropower, which are the major resources.

### 2.4 Australia

Australia had a GDP growth of 2.8 percent from prior year. Australia's installed capacity is approximately 57,000 megawatts, mainly supplied by aging coal-fired power plants and renewable energy. In recent years, solar, wind and gas generation increased drastically, while coal-fired generation declined because of the reduction in its average availability and displacement by solar during the day. Due to energy efficiency and a continuous increase in rooftop PV capacity, demand growth in Australia is estimated to be flat over the 20-year outlook period. Furthermore, the government of Australia puts an effort to increase renewable energy generation to 33,000 gigawatt-hours by 2020, which focus on power generation from wind power and rooftop PV. Power generation from wind power and rooftop PV are forecasted to be more than double from present by 2029.

### 2.5 Vietnam

Vietnam's economy has expanded by 7.1 percent, supported by rapid growth of population and foreign investors. The installed capacity of Vietnam is approximately 48,000 megawatts, which are primarily from coal-fired power and hydropower. Demand growth is estimated to increase 8.4 percent annually. According to revision of power master plan VII, Vietnam's electricity generating capacity is forecasted to increase to 130,000 megawatts by 2030. Additionally, the government of Vietnam aims to develop power generation from renewable energy to achieve target of 48,000 megawatts by 2030, which promotes investment from solar power, hydropower and wind power.

Currently, Vietnam is drafting on its power master plan VIII, which expected to replace their coal-focused power plants with schemes favoring cleaner sources, including renewables and LNG. Furthermore, Vietnam wholesale electricity market (VWEM) has officially come into operation since January 2019, as part of its commitment to the power sector's reforms aimed to attract foreign capital inflows.

### 2.6 Myanmar

Myanmar's GDP growth expanded by 6.2 percent from previous year. Myanmar's installed capacity is approximately 5,700 megawatts, which are mainly generated by hydropower plants. However, the current supply is not sufficient to meet country's demand, which is forecasted to increase 9.6 percent annually. Additionally, as 60 percent of households are not connected to the national grid, relying on local solutions such as diesel generators and solar rooftop, the government puts an effort to achieve 100 percent electrification by 2030 by increasing energy access in rural areas and securing reliable supply in urban areas and Special Economic Zones (SEZs) through joint investment with foreign investors. With this regard, Myanmar plans to expand its electricity generating capacity to 14,000 megawatts in 2030, which focuses on the development of hydropower plants and coal-fired plants. Thailand has signed Memorandum of Understanding (MoU) for the purchase of electricity from Myanmar, expiration in 2020 with no specific capacity.

## 2.7 Cambodia

Cambodia's economy had a GDP growth of 7.5 percent from prior year. The installed capacity of Cambodia is approximately 2,700 megawatts. Hydro and coal are primary source of fuel supply in Cambodia. Demand growth in Cambodia is forecasted to increase 9.5 percent annually. The government has a policy to connect all villages to the national grid by 2020 and import more energy from neighboring countries to fulfil its growing demand. Cambodia plans to increase 2,600 megawatts of electricity generating capacity, which promote power generation from hydropower and coal-fired power. Thailand has signed Memorandum of Understanding (MoU) for the purchase of electricity from Cambodia, with no specific capacity.

## 2.8 South Korea

The economy of South Korea expanded by 2.7 percent, compared with previous year. South Korea's installed capacity is approximately 120,000 megawatts, which are significantly from natural gas and coal-fired power. Demand growth is estimated to increase 1.3 percent annually. South Korea electricity market is cost based pool. The Korea Power Exchange (KPX) functions as the independent electricity market operator in Korea. In this role, KPX acts as the clearing house for power sales and purchases. It controls real time dispatch of all generators which is set daily on a merit cost basis. South Korea's electricity generating capacity is estimated to increase to 174,000 megawatts. The government plans to shift away from coal-fired and nuclear power towards LNG and renewables. Moreover, South Korea promotes the development of renewable energy to achieve 20 percent of total capacity by 2030, with target of 31,000 megawatts and 15,000 megawatts from solar power and wind power respectively.

## 2.9 Taiwan

Taiwan's economy has grown by 2.6 percent from previous year. Taiwan's installed capacity is approximately 45,000 megawatts, which are mostly generated from natural gas and coal-fired power. Demand growth is forecasted to increase 1.5 percent annually. The government of Taiwan plans to expand 34,000 megawatts of electricity generating capacity with emphasis on development of natural gas power plant while reducing the dependence on coal-fired power plants. Presently, the government has set the goal of achieving a nuclear-free homeland and increasing the ratio of renewable energy generation to 20 percent by 2020. Power generation from renewable energy focusing on solar and wind in Taiwan is expected to be 27,000 megawatts by 2020.

## 3. Competition

In 2019, power industry shows intensified competition. Due to limited growth prospect for domestic electricity industry, peers are actively exploring opportunities and expanding investment in overseas, which led to high competition in this region. Additionally, peers extended the investment to energy related business as well as new business for business diversification and coping with disruptive technologies. Despite the high competition in power industry, EGCO has successfully expanded its investment as follows;

- EGCO expanded its portfolio with new investment in 19.8 MW Gangdong Fuel Cell Project in Gangdong-gu, Seoul, South Korea, which EGCO holds 49% ownership interest.
- EGCO extended to other energy-related business through investment in Thai Pipeline Network Co., Ltd., which involves the operation of oil pipeline extension to the northeast of Thailand, opening new opportunity in the oil pipeline business with good and long-term investment return.

- Two projects under construction, being San Buenaventura power plant, a coal-fired power project in the Philippines and Xayaburi power plant, a hydropower project in Lao PDR had commenced their operations in October 2019. These strengthen EGCO's existing footholds in the Philippines and Lao PDR.
- EGCO successfully signed Share Purchase Agreement to hold 25% stake in 640 MW Yunlin offshore wind farm in Taiwan. Commissioning of the Project will occur in phases, with phase 1 comprising 352 MW scheduled for completion in the 4<sup>th</sup> quarter of 2020, and phase 2 comprising 288 MW scheduled for completion in the 3rd quarter of 2021.

These investments would not only enhance business growth but also provide economic value added to EGCO. EGCO is satisfactorily competitive in power business which was resulted by several key success factors including, but not limited to :

- **Human resources**

Competence and expertise of EGCO's personnel, experiences of its Board members, and good relationship with business alliances are the keys. EGCO personnel have dependable capabilities and experiences in power industry. Board members are competent persons from diverse business areas, many of whom are knowledgeable and long-time experienced in energy and electricity areas. Moreover, EGCO is committed to improving competency of its employees at all levels to ensure they have the competence and expertise to support EGCO Group's continuous business expansion.

- **EGCO's trustworthy**

EGCO continuously expands its investments to ultimately support sustainable growth and maximizes shareholders' value. Project selection criteria have been set to ensure quality investment, that generates good returns at an acceptable risk level. This led to satisfactory financial status, liquidity, and profit growth, which helped the company earn creditability and trustworthy from banks and financial institutions in financially supporting its ongoing investments.

- **Good relationship with communities surrounding power plants**

As power generation may cause impact to nearby communities, EGCO always operates its business with regard to participation in the community and society development starting from the communities in the vicinity of power plants, covering openly disclosure of factual information and promotion of appropriate participation of the society before construction, under construction, and after completion of construction of power plants. EGCO's group power plants initiated and implemented community development projects under the "framework of improvement of quality of life of the communities surrounding the power plants", which ensures that the relationship between EGCO Group's power plants and communities are mutually beneficial.

- **Innovation**

Innovation for sustainability at EGCO Group is one of the most important elements that drives forward the company's business operations not only for distinctive competitive advantage but also towards a sustainable future. EGCO aims to promote internal innovation and encourage creativity and innovative mindsets for EGCO's employees, which can be applied to work process, increase work efficiency and obtain the competitive advantages over competitors.

## Revenue Structure

EGCO Group business comprise holding company, electricity generation and sale companies, operating, maintenance, engineering and construction companies. The revenue structure of EGCO Group is summarized in the below table.

Product Service	Transaction	% Shareholding	Unit : Million Baht			
			2019		2018	
			Revenue	%	Revenue	%
Electricity	BPU	99.99%				
	Capacity Charge		853.08	1.80%	839.39	1.44%
	Energy Charge		4,042.42	8.52%	3,850.55	6.61%
	KLU	99.99%				
	Capacity Charge		431.45	0.91%	392.52	0.67%
	Energy Charge		2,095.91	4.42%	1,839.02	3.16%
	EGCO COGEN	80.00%				
	Capacity Charge		242.59	0.51%	251.73	0.43%
	Energy Charge		1,921.82	4.05%	1,887.09	3.24%
	BRWF	100.00%				
	Energy Charge		876.75	1.85%	995.80	1.71%
	CWF	90.00%				
	Energy Charge		420.02	0.89%	344.01	0.59%
	Solarco	49.00%				
	Energy Charge		387.82	0.82%	359.50	0.62%
	SPP 2	99.99%				
	Energy Charge		51.00	0.11%	48.42	0.08%
SPP 3	99.99%					
Energy Charge		51.28	0.11%	49.10	0.08%	
SPP 4	99.99%					
Energy Charge		36.91	0.08%	34.77	0.06%	
SPP 5	99.99%					
Energy Charge		52.12	0.11%	50.34	0.09%	
TWF	90.00%					
Energy Charge		38.08	0.08%	32.95	0.06%	
Finance lease income under power purchase agreements	KEGCO	99.99%	3,000.33	6.32%	3,062.51	5.26%
	RG	70.30%	3.39	0.01%	6.23	0.01%
Operating lease income under power purchase agreements	Quezon	100.00%	3,298.23	6.95%	3,432.99	5.90%
Lease service income under power purchase agreements	KEGCO	99.99%	11,875.83	25.02%	10,543.20	18.10%
	RG	70.30%	241.75	0.51%	204.81	0.35%
	Quezon	100.00%	6,893.61	14.53%	6,236.30	10.71%
Service	ESCO	99.99%	559.06	1.18%	997.01	1.71%
	Quezon, PEPOI and QMS	100.00%	137.51	0.29%	63.96	0.11%
Interest Income	EGCO PLUS		341.93	0.72%	482.56	0.83%
	EGCO		142.82	0.30%	131.59	0.23%
	KEGCO		28.94	0.06%	25.93	0.04%
	Quezon		13.41	0.03%	15.04	0.03%
	BRWF		12.98	0.03%	11.24	0.02%
	Solarco		9.71	0.02%	8.95	0.02%
	BPU, CWF, KLU, EGCO COGEN, ESCO, RG, TWF, SPP 2, SPP 3, SPP 4, SPP 5, PEPOI and QMS		34.56	0.07%	23.65	0.04%

Unit : Million Baht

Product Service	Transaction	% Shareholding	2019		2018	
			Revenue	%	Revenue	%
Others	Solarco <sup>/A</sup>		932.41	1.96%	881.73	1.51%
	CWF <sup>/A</sup>		541.05	1.14%	465.60	0.80%
	SPP 2 <sup>/A</sup>		124.80	0.26%	123.22	0.21%
	SPP 3 <sup>/A</sup>		126.29	0.27%	126.73	0.22%
	SPP 4 <sup>/A</sup>		90.81	0.19%	89.48	0.15%
	SPP 5 <sup>/A</sup>		129.38	0.27%	132.11	0.23%
	EGCO PLUS		172.22	0.36%	20.40	0.04%
	EGCO		69.79	0.15%	49.60	0.09%
	KEGCO		49.36	0.10%	5.88	0.01%
	TWF <sup>/A</sup>		47.56	0.10%	43.25	0.07%
	PEPOI, ESCO, Quezon, EGCO COGEN, BRWF, RG, BPU, KLU and QMS		26.93	0.06%	15.04	0.03%
Share of profit (loss)	NTPC	35.00%	1,443.32	3.04%	1,576.64	2.71%
	GEC <sup>/B</sup>	50.00%	1,305.45	2.75%	1,414.85	2.43%
	PAJU ES <sup>/C</sup>	49.00%	1,228.46	2.59%	-	-
	BLCP	50.00%	654.17	1.38%	1,167.65	2.01%
	NED	66.67%	629.72	1.33%	567.82	0.98%
	SEG	20.00%	419.10	0.88%	341.29	0.59%
	SEGSD	11.89%	310.04	0.65%	316.11	0.54%
	SBPL <sup>/D</sup>	49.00%	214.03	0.45%	(30.94)	(0.05%)
	XPCL <sup>/E</sup>	12.50%	143.92	0.30%	-	-
	GPS	60.00%	143.04	0.30%	131.10	0.23%
	GIDEC <sup>/F</sup>	50.00%	-	0.00%	(8.67)	(0.01%)
	MME	40.00%	(42.86)	(0.09%)	29.11	0.05%
	NT1PC	25.00%	(42.86)	(0.09%)	(16.55)	(0.03%)
TPN <sup>/G</sup> and E&E <sup>/H</sup>		(0.54)	(0.00%)	-	-	
Divestment	Net gain on disposal of Masin-AES <sup>/I</sup>		-	0.00%	9,810.05	16.85%
	Net gain on disposal of East Water <sup>/J</sup>		-	0.00%	4,358.53	7.48%
	Net gain on disposal of GIDEC <sup>/F</sup>		-	0.00%	8.67	0.01%
Dissolution	Net gain on dissolutions of EGCO BVI <sup>/K</sup> and TLC <sup>/L</sup>		-	0.00%	395.32	0.68%
	Net gain on dissolutions of North Pole <sup>/M</sup>		649.11	1.37%	-	-
Total revenues (revenues item in consolidated)			47,460.00	100%	58,235.16	100%

## Notes

/A Adder is an income, which is supported by the government.

/B Gulf Cogeneration Co., Ltd. (GCC) is a power plant of Gulf Electric Public Co., Ltd. (GEC), which is EGCO holds a 50% stakes, stopped its operation and electricity sales to EGAT due to the expiration of PPA on September 3, 2019.

/C EGCO acquired 49% stakes in Paju Energy Services Co., Ltd. (PAJU ES) on January 15, 2019.

/D San Buenaventura Power Ltd., Co. (SBPL), which is EGCO holds a 49% stakes. The commercial operation date was on September 26, 2019.

/E Xayaburi Power Co., Ltd. (XPCL), which is EGCO holds a 12.50% stakes. The commercial operation date was on October 29, 2019.

/F EGCO divested all 50% shares in GIDEC Co., Ltd. (GIDEC) on March 15, 2018.

/G EGCO signed a Shareholder's Agreement of Thai Pipeline Network Co., Ltd. (TPN) to acquired 44.60% stakes on September 25, 2019.

/H EGCO Engineering and Service Co., Ltd. (ESCO), a wholly owned subsidiary of EGCO, paid for 40% stakes of registered share capital in E&E Engineering and Service Co., Ltd. (E&E) on May 17, 2019 and October 24, 2019.

/I Gen Plus B.V., a wholly owned subsidiary of EGCO, divested all 49% indirect shares in Masin-AES Pte. Ltd (Masin-AES) on March 20, 2018.

/J EGCO divested all 18.72% shares in Eastern Water Resources Development and Management Public Co., Ltd. (East Water) on March 14, 2018.

/K EGCO International (B.V.I) Limited (EGCO BVI), which is EGCO holds a 100% stakes, registered for dissolution and liquidation on December 26, 2018.

/L PT Tenaga Listrik Cilegon (TLC), which is EGCO holds a 49% stakes, registered for dissolution and liquidation on November 28, 2018.

/M North Pole Investment Co., Ltd. (North Pole), which is EGCO holds a 100% stakes, registered for dissolution and liquidation on December 27, 2018 and October 1, 2019, respectively.

## Related Transactions

In conducting our business activities and services, there are related transactions between EGCO or its subsidiaries and persons or parties who may have potential conflicts of interest. EGCO endeavors to ensure that these transactions are justified and in compliance with the Stock Exchange of Thailand (“SET”) and the Capital Market Supervisory Board’s rules and regulations. Apart from designating the authorized persons to approve the transaction in accordance with the Table of Authority, the Audit Committee is entrusted to review the related transactions that need to be approved by the Board of Directors. The details of the related transactions are disclosed under the items 37 and 39 of the Notes to Financial Statements for the year ended December 31, 2019.

### Procedures to Approve the Related Transactions

EGCO has materialized the following policies and guidelines in treating and approving the related transactions.

- In case of entering into any agreements or any related transactions with EGCO, subsidiaries, joint venture companies, associate companies and/or any concerned parties, EGCO will consider the necessity and justification of such transactions for the best interest of the Company. Costs are charged at the market price like transactions with any other outside parties (Arm’s Length Basis). If there is no such price, EGCO will apply the price of similar market transactions. EGCO may also compare the price with the one recommended by an independent appraiser to ensure that such price is reasonable to maximize the Company’s benefits.
- Business transactions that are considered connected transactions according to the SET’s rules and regulations have to strictly comply with the requirements of the SET’s and the Capital Market Supervisory Board. They are also to be reviewed by the Audit Committee in case that such transactions must be approved by the Board of Directors.
- Financial assistance to Group companies or business partners such as loans, guarantee, etc. will be conducted prudently to ensure the utmost benefits of the Group companies. Fees will be charged at the market rate as at the transaction date.
- For business transactions having terms and agreements that any ordinary person will agree with the counterpart under similar circumstances, EGCO always ensures its bargaining power without any influential privileges resulted from persons holding administrative titles as the director, executive or related authority. Such transactions shall be reported to the Audit Committee and the Board of Directors. This is aimed to ensure that such transactions are properly carried out and provide optimal benefits to the Company and in line with the procedures.
- In case that the shareholders’ approval is needed, the major shareholders who may have conflicts of interest can attend the meeting in order to constitute a quorum but will not have voting rights, thus does not affect the quorum and the vote counting.
- Directors and executives with potential conflicts of interest are not allowed to vote or attend the meeting.

## Related Transactions in 2019

EGCO's related transactions in 2019 were normal business transactions and there was no profit siphoning between EGCO or its subsidiaries, joint ventures and parties with potential conflicts of interest. Each transaction was duly approved under the transparent process and the persons with potential conflicts of interests were not involved in the decision making. Such transactions were well justified that they were carried out for the best interest of the Company like the transactions with any third parties. The checking and audit systems also ensured that all transactions were carried out in line with the established process.

Details of related transactions in 2019 that may pose conflicts of interest are as follows:

### 1. Related Transactions with EGAT

In carrying out EGCO Group's businesses and services, there were transactions relating to the power sales and maintenance services between EGCO Group and EGAT, a major shareholder which owns 25.41 per cent of EGCO stakes and has 4 representative directors on EGCO Board. However, all the transactions followed the established process and were in line with the disclosure and other requirements of the SET and The Securities and Exchange Commission (SEC). The following are the transactions in 2019 in detail:

#### 1.1 Electricity Sales with EGAT

Six subsidiaries of EGCO namely KEGCO, KLU, BPU, EGCO Cogen, RG and CWF were engaged in the Power Purchase Agreement ("PPA") with EGAT. The PPA term is 25 years, 25 years, 25 years, 21 years, 21 years and 5 years and continued for a period of 5 years automatically, respectively.

Such transactions were considered justified as power generation was EGCO Group's core business and EGAT was the sole wholesale buyer in Thailand. In addition, the pricing and conditions of those transactions were in accordance with the standardized contracts endorsed by concerned government agencies.

Companies	Relationship	Transaction value for the year ended December 31, 2019 (million Baht)			
		Sales of electricity	Finance lease income under PPA	Service income under PPA	Trade receivable, Finance lease receivable and Trade receivable for services income under PPA
EGCO Cogen	Subsidiaries	1,310	-	-	236
KEGCO		-	3,000	11,876	1,922
RG		-	3	242	47
CWF		420	-	-	186
KLU		2,110	-	-	365
BPU		4,182	-	-	728

Since EGCO has recorded the share of profits from joint venture companies using equity method, the value of such transactions is not shown in the consolidated financial statements. The values of the related transactions between joint venture companies and EGAT are shown in the following table.

Companies	Relationship	Transaction value for the year ended December 31, 2019 (million Baht)			
		Sales of electricity	Finance lease income under PPA	Service income under PPA	Trade receivable, Finance lease receivable and Trade receivable for services income under PPA
GEC Group	Joint Ventures	3,319	1,607	2,000	860
BLCP		-	1,767	5,426	737
NTPC		2,709	-	-	604
NED		828	-	-	154
XPCL	Associated	189	-	-	187

## 1.2 Operation and Maintenance Services with EGAT

EGCO Group has engaged in the operation and maintenance agreements with EGAT which are defined as the normal transactions to support its business operations of which are defined as the normal transactions of which the general trading items and conditions are applied. The fee can be calculated from the venue of assets or the referred price in accordance with SET's guidelines.

- KEGCO has entered into a PPA with EGAT for back up power. The agreement has been effective since June 19, 2016

Companies	Relationship	Transaction value for the year ended December 31, 2019 (million Baht)	
		Back up Power Fee	Account Payables
KEGCO	Subsidiaries	17	3

- KEGCO has entered into a Maintenance Agreement and Service Agreement with EGAT

Companies	Relationship	Transaction value for the year ended December 31, 2019 (million Baht)	
		Maintenance/ Services Fee	Account Payables
KEGCO	Subsidiaries	11	4

- GEC Group has engaged EGAT as its advisor for maintenance works and back up power. The fee was charged in accordance with standard price for those contractual fees.

Companies	Relationship	Transaction value for the year ended December 31, 2019 (million Baht)		
		Back up Power Fee	Maintenance Advisory Fee	Account Payables
GEC Group	Joint Ventures	36	1	6

- NTPC has entered into a Maintenance Agreement and Service Agreement with EGAT

Companies	Relationship	Transaction value for the year ended December 31, 2019 (million Baht)		
		Back up Power Fee	Maintenance Advisory Fee	Account Payables
NTPC	Joint Ventures	-	13	-

- BLCP has engaged EGAT as its advisor for maintenance works and back up power. The fee was charged in accordance with standard price for those contractual fees.

Companies	Relationship	Transaction value for the year ended December 31, 2019 (million baht)		
		Back up Power Fee	Maintenance Advisory Fee	Account Payables
BLCP	Joint Ventures	15	2	3

## 2. Related Transactions between EGCO and TEPDIA Generating B.V. (TEPDIA)

In carrying out EGCO Group's businesses and services, there were transactions relating to the technical service agreements between EGCO and TEPDIA, a major shareholder which owns 23.94 per cent of EGCO stakes and has 4 representative directors on EGCO Board. However, all the transactions followed the established process and were in line with the disclosure and other requirements of the SET and SEC. The following are the transactions in 2019 in detail:

### 2.1 Operation and Maintenance Services

- KEGCO has entered into Major Maintenance Agreement with Mitsubishi Corporation which holds some stakes in TEPDIA and Mitsubishi Corporation Machinery, Inc, a subsidiary of Mitsubishi Corporation which indirectly holds some stakes in TEPDIA, in order for the latter to provide maintenance services to the power plant. The price for such services is calculated under the agreements on a cost plus basis and will be adjusted annually according to the Consumer Price Index. The agreements are effective for a period of 12 years, commencing from June 19, 2016 with the contract amount 18,560 million JPY.

Companies	Relationship	Transaction value for the year ended December 31, 2019 (million Baht)	
		Operation / Maintenance Services Fee	Account Payables
KEGCO	Subsidiaries	534	78

- KEGCO has entered into long-term technical service agreement with JERA Co., Inc a joint venture of Tokyo Electric Power Company which indirectly holds some stakes in TEPDIA. The agreements is effective for a period of 25 years, commencing from June 19, 2016 with the contract amount of 0.42 million US Dollar per year.

Companies	Relationship	Transaction value for the year ended December 31, 2019 (million Baht)	
		Technical Services Fee	Account Payables
KEGCO	Subsidiaries	13	3

## 2.2 Purchases of Spareparts Agreement

- KEGCO has entered into purchases of spareparts agreement with Mitsubishi Corporation Machinery, Inc, a subsidiary of Mitsubishi Corporation which indirectly holds some stakes in TEPDIA. The total contract price is 1,947 million in 2015-2016.

Companies	Relationship	Transaction value as at December 31, 2019 (million Baht)	
		Spareparts	Account Payables
KEGCO	Subsidiaries	110	-

Remark : There is no transaction during the year 2019

- KEGCO has entered into purchases of spareparts agreement with Mitsubishi Corporation, which holds some stakes in TEPDIA. The contract price in 2018 is 31 million Baht and in 2019 is 40 million Yen.

Companies	Relationship	Transaction value as at December 31, 2019 (million Baht)	
		Spareparts	Account Payables
KEGCO	Subsidiaries	9	4

- KEGCO received spareparts to compensate the issue of Engineering Procurement and Construction agreement with Mitsubishi Corporation with the amount of 30 million Baht.

Companies	Relationship	Transaction value as at December 31, 2019 (million Baht)	
		Spareparts	Account Receivable
KEGCO	Subsidiaries	-	30

## 2.3 Other Agreement

- KEGCO has entered into other service agreement with Mitsubishi Corporation. The contract price in 2018 is 11 million Yen and in 2019 is 6 million Yen.

Companies	Relationship	Transaction value as at December 31, 2019 (million Baht)	
		Spareparts	Account Payables
KEGCO	Subsidiaries	2	1

## 3. Related Transactions between EGCO and Group Companies

EGCO has entered into the following agreements with Group Companies where EGCO is a major shareholder and in which EGCO's executives are appointed as directors and executives.

- Office Building Rental and Service Agreements with 16 companies namely KEGCO, ESCO, EGCO Cogen, RG, CWF, BPU, KLU, Solarco, SPP2, SPP3, SPP4, SPP5, Yanhee EGCO, TWF, EGCO PLUS and NED. The provision of space and the scope of services are specified in a yearly contract.

Such transactions were considered justified as EGCO maximized its building space usage and the fee was charged at the same market rate which charged to any third parties.

3.2 Management Service Agreement with KEGCO, ESCO, EGCO Cogen, EGCO Green, RG, EGCO PLUS, PEPOI, Quezon, TWF, SPP2, SPP3, SPP4, SPP5, Yanhee EGCO, Solarco, CWF, BPU, KLU, BRWF, NPG, BLCP, GPS, NED, NTPC and SBPL. The scopes of work cover internal audit, legal counseling, Board's secretarial work, IT, public and community relations and financial work (except ESCO).

3.3 Land Rental Agreement for construction with KLU.

Such transactions were justified as those Group companies did not have internal staff to take care of such work while EGCO had the expertise and capability to provide the services. The service fee was charged in accordance with the actual operating hours based on the cost plus basis.

Companies	Relationship	Transaction values for the year ended December 31, 2019 (million Baht)
		Financial Statements
KEGCO	Subsidiaries	47
ESCO		5
EGCO Cogen		10
EGCO Green		1
RG		9
CWF		8
PEPOI		22
Quezon		9
TWF		2
SPP 2		6
SPP 3		5
SPP 4		4
SPP 5		5
Yanhee EGCO		2
Solarco		16
BPU		13
KLU		20
EGCO PLUS		5
BRWF		4
NGP		12
<b>Total for Subsidiaries</b>		<b>205</b>
NTPC	Joint Ventures	1
BLCP		14
GPS		7
NED		4
SBPL		4
<b>Total for Joint Ventures</b>		<b>30</b>

## 4. Financial Support to related business partners

EGCO has provided financial support to subsidiaries and joint ventures in proportional to its ownership in such companies. Such supports are normal business practices and are aimed at optimizing shareholders' returns. The transactions were approved by the Board under the Company's Table of Authority and disclosed in the notes to financial statements as of December 31, 2019.

### 4.1 Loan

Companies	Relationship	Transaction values by December 31, 2019 (million Baht)	Terms and conditions
SPP 2	Subsidiaries	103	On January 7, 2013, EGCO entered into the loan agreement providing the loan of 103 million Baht to SPP 2. Such loan has fully drawn down. The principal payment will be made on January 11, 2037 at the interest rate of MLR plus a certain margin, payable on a quarterly basis.
SPP 3	Subsidiaries	80	On January 7, 2013, EGCO entered into the loan agreement to provide the loan of 105 million Baht to SPP 3. SPP 3 has repayed the loan amounting 25 Million Baht. The principal payment will be made on September 20, 2036 at the interest rate of MLR plus a certain margin, payable on quarterly basis.
SPP 4	Subsidiaries	80	On January 7, 2013, EGCO entered into the loan agreement to providing the loan of 80 million Baht to SPP4. The full facility had been drawn down. The principal payment will be made on September 20, 2036 at the interest rate of MLR plus a certain margin, payable on a quarterly basis.
SPP 5	Subsidiaries	78	On January 7, 2013, EGCO entered into loan agreement to providing the loan of 78 million Baht to SPP 5. The full facility had been drawn down. The principal payment will be made on March 27, 2037 at the interest rate of MLR plus a certain margin, payable on a quarterly basis.
Yanhee EGCO	Subsidiaries	860	On October 22, 2012, EGCO entered into the loan agreement to provide the loan of 1,720 million Baht to Yanhee EGCO. The full facility had been drawn down. The principal payment will be made at equal installment on a yearly basis at the interest rate of MLR, payable on a yearly basis.

Companies	Relationship	Transaction values by December 31, 2019 (million Baht)	Terms and conditions
TWF	Subsidiaries	11	On October 8, 2012, EGCO entered into the loan agreement providing the loan of 31 million Baht to TWF. TWF drew down the loan amounting 29 million Baht and has repayed the loan amounting 18 million Baht. The principal will be paid at a lump sum on the 10 <sup>th</sup> anniversary of the COD, at the interest rate of MLR minus a certain margin. The Interest payment should be made every 6 months starting from the COD.
CWF	Subsidiaries	90	On December 14, 2016, EGCO entered into the loan agreement providing the loan of 293 million Baht to CWF. CWF drew down the loan amounting 150 million Baht and has repayed the loan amounting 60 million Baht. The principal will be paid at a lump sum on the 10 <sup>th</sup> anniversary of the COD, at the interest rate of MLR. The Interest payment should be made every 6 months starting from 2019
BPU	Subsidiaries	710	On September 7, 2015, EGCO entered into the loan agreement providing the loan of 1,000 million Baht to BPU. BPU drew down the loan amounting 710 million Baht. The principal will be paid at a lump sum by the year 2038, at the interest rate of MLR. The Interest payment should be made every 6 months starting from 2019.
KLU	Subsidiaries	400	On May 22, 2015, EGCO entered into the loan agreement providing the loan of 500 million Baht to KLU. KLU drew down the loan amounting 400 million Baht. The principal will be paid at a lump sum by the year 2038, at the interest rate of MLR. The Interest payment should be made every 6 months starting from 2019.
EGCO PLUS	Subsidiaries	48,108	On June 1, 2019, EGCO entered into the long term loan agreement for convert promissory notes issued by EGCO Plus to long-term loans to EGCO Plus providing the loan of 49,094 million Baht. Part of principal has been paid with the fix interest rate per year. The principal will be paid at a lump sum within the year 2029 and the interest payment should be made every year.

Companies	Relationship	Transaction values by December 31, 2019 (million Baht)	Terms and conditions
XPCL	Other long-term investments	1,231	On August 2, 2016, EGCO entered into a Baht 1,231 million loan agreement with Xayaburi Power Company Limited ("XPCL"). Such loan has fully drawdown, the principal repayments and interest payments beginning after fully complying with the conditions of the long-term loan agreement of the lender bank. The loans are to carry interest at the Minimum Loan Rate plus a stipulated margin (MLR + margin) per annum during the construction period and the interest rates are to be reduced from the Commercial Operation Date.

## 4.2 Commitments and Liabilities

EGCO's liability under Standby Letter of Credit, Buyer Guarantee and Corporate Guarantee for its subsidiaries, joint ventures and Associates as at December 31, 2019 as follows:

### TWF

EGCO was liable under the Letter of Guarantee for the electricity sales proposal to PEA, Land Lease Guarantee to the Agricultural Land Reform Office, Chaiyaphum province, with the total amount of 1.8 million Baht.

### KEGCO

EGCO has the liability under the Standby Letter of Credit issued by Hongkong and Shanghai Banking Corporation (HSBC) to guarantee the decommissioning of Khanom Project 1-3 in the amount of 662 million Baht and also has the liability under 2 Standby Letters of Credit issued by Mizuho Corporate Bank to guarantee the debt obligation in reserve accounts for Khanom Project 4 in the amount of 16 million USD (equivalent to 492 million Baht) and 544 million Baht, respectively.

### SPP2

EGCO has the liability under the Standby Letter of Credit amounted to 77 million baht, issued by Kasikorn Bank to guarantee the debt obligation in reserve accounts for SPP2 Project.

### SPP3

EGCO has the liability under the Standby Letter of Credit amounted to 85 million Baht, issued by Kasikorn Bank to guarantee the debt obligation in reserve accounts for SPP3 Project.

### SPP4

EGCO has the liability under the Standby Letter of Credit amounted to 64 million Baht, issued by Kasikorn Bank to guarantee the debt obligation in reserve accounts for SPP4 Project.

**SPP5**

EGCO has the liability under the Standby Letter of Credit amounted to 37 million Baht, issued by Kasikorn Bank to guarantee the debt obligation in reserve accounts for SPP5 Project.

**NTPC**

EGCO has the liability under 2 standby letters of credit issued by Mizuho Corporate Bank to guarantee the debt obligation in reserve accounts for Nam Theun project 2, in the amount of 5 million USD (equivalent to 144 million Baht) and 597 million Baht, respectively.

**GPS**

EGCO has the liability under the Standby Letter of Credit amounted to 86 million Baht, issued by Kasikorn Bank to guarantee the debt obligation in reserve accounts for GPS .

**SBPL**

EGCO has the liability under the Standby Letter of Credit amounted to 887 million PHP equivalent to 537 million baht, issued by BNP Paribas to guarantee the capital payment for SBPL project.

**SEGSD**

EGCO has provided a guarantee from March 31, 2017 to December 31, 2037 of up to 23.96 million USD (equivalent to 781 million baht) for an associate's obligations as the buyer under share sales and purchase agreements for geothermal operations in Indonesia. The guarantee will be for up to 23.78 million USD (equivalent to 776 million Baht) from January 1, 2038 to December 31, 2049. A subsidiary will pay 5 million USD (equivalent to 164 million baht) to Star Energy Group Holding Pte Ltd. during 2040 to 2047 in accordance with the relevant consortium agreement to be released from obligations.

**Gen Plus B.V.**

EGCO has provided a corporate guarantee to GEN Plus B.V.'s creditors under the principle amount of 300 million USD (equivalent to 9,099 million Baht) and the principle amount of 100 million USD amounting to 122,909 million KRW (equivalent to 3,220 million Baht) of cross currency interest rate swap contract, including interest and other expenses occurred due to Gen Plus B.V. defaulting.

**Policy and Tendency of Future Related Transactions**

EGCO's existing related transactions tends to continue and EGCO will seek to ensure that all of the related transactions be conducted transparently, fair and beneficial to the Company. The Audit Committee, external auditors or independent consultants shall be assigned by the Board to review and give their independent opinions on the pricing and justifications of those transactions. Disclosure of related transactions shall strictly follow the notifications of SET and SEC. In addition, EGCO will continue to provide the updated information, rules and regulations on related transactions to concerned staffs for thorough understanding which will certainly lead to full compliance and transparency for the optimal benefits of the shareholders.



## Audit Fee for the year 2019

### Audit Fee

In 2019, EGCO and its subsidiaries paid the audit fee of 6,595,000 Baht to the Office of the Auditors, comprising EGCO's and subsidiaries' audit fees of 3,014,400 Baht and 3,580,600 Baht, respectively. No other audit fee had been paid to the auditors or related parties to the auditors and the Auditors' office.

### Non-Audit Fee

In 2019, EGCO's and subsidiaries' total non-audit fee was 20,518,565 Baht which was already paid of 13,514,411 Baht. In addition, EGCO would also be responsible for the expenses of undelivered work of 7,004,154 Baht. The details of the non-audit fee were as follows:

#### 1. Payment to the Office of the Auditors:

The non-audit fee for BOI auditing and accounting advisory service at EGCO's subsidiaries was 1,428,400 Baht which was already recorded as fee expenses for the Office of the Auditors.

#### 2. Payment to Other Related Parties of the Auditors' Office:

The non-audit fee for the advisory services for account, finance, and tax due diligence on investment, advisory services on offshore investment structure and legal advisory service at EGCO was 19,090,165 Baht which was already paid of 12,086,011 Baht to other related parties of the Auditors' office. In addition, EGCO would also be responsible for the expenses of undelivered work of 7,004,154 Baht.

Management agreed that the engagements of the office of the Auditors and its related parties to provide the non-audit work did not involve any conflict of interest or any review of their own work which would contaminate the independence judgment of the auditors, and This has been approved by the Audit Committee.

## Corporate Governance

EGCO recognizes the importance of good corporate governance as one of the crucial foundations of sustainable business. Throughout the years, EGCO is committed to upholding good corporate governance through compliance with relevant laws, rules and regulations as well as best practices for directors of listed companies and criteria for companies with good corporate governance system as prescribed by the Securities and Exchange Commission (“SEC”) and the Stock Exchange of Thailand (“SET”). To promote and foster good corporate governance principles in business operations, and to be practice guidelines for all directors, executives and employees, the Board of Directors (“Board”) has established written Good Corporate Governance Principles and Code of Conduct which are made available on the Company’s website and the website for internal communication (EGCO Groupnet).

The Board prescribes Good Corporate Governance Principles based on 6 pillars– P-R-E-A-C-T – as a framework for overseeing and managing EGCO Group’s business operations as follows:

Promotion of Best Practice:	Promote compliance with good corporate governance principles and Code of Conduct
Responsibility:	Operate business with responsibility towards the community and society and caring for the environment
Equitable Treatment:	Treat all shareholders and stakeholders equally
Accountability:	Perform duties with honesty and integrity
Creation of Long-Term Value:	Create long-term value for the shareholders and increase competitiveness to create sustainable growth
Transparency:	Ensure fairness, transparency, accountability and no direct or indirect involvement in any form of fraud and corruption

In addition, the Board has focused on uplifting the Company’s good corporate governance standards to be in accordance with the domestic and international ones. Good corporate governance principles are annually reviewed and continuously improved based on the criteria and recommendations of SEC, SET, Corporate Governance Report of Thai Listed Companies (“CGR”) of the Thai Institute of Directors (IOD), ASEAN Corporate Governance Scorecard (“ASEAN CG Scorecard”) and Dow Jones Sustainability Indices (“DJSI”).

The Board and Company performance can be summarized pursuant to the 8 principles of Corporate Governance Code for Listed Companies 2017 (CG Code 2017) as follows:

## Principle 1 Establish Clear Leadership Role and Responsibilities of the Board

The Board performs duties according to the roles and responsibilities as prescribed in a director manual which is given to all new directors. This ensures that the directors understand the Company's nature of business and play their significant roles effectively according to the duties and responsibilities which are **formulation of corporate policy, vision, mission and operational direction** by working closely with the management in making plans, setting both short-term and long-term strategies and monitoring the implementation in accordance with the specified policy and direction.

Moreover, the Board, as a representative of shareholders, dedicates its time to **perform duties in compliance with fiduciary duties**, responsibilities as well as resolutions of the shareholders meeting with honesty, prudence and care, and for the utmost benefits of the Company and fairness to all stakeholders such as shareholders, investors, employees, customers, suppliers, debtors, government agencies, community and environment. Each Board also gives comments independently and in compliance with the Company's Good Corporate Governance Principles.

**The Board develops Board and Subcommittee Charters**, complying with laws, rules, regulations and Good Corporate Governance Principles to ensure the directors' understanding of their roles, duties and responsibilities towards shareholders and stakeholders, and to allow the directors to perform such duties effectively.

**The Board oversees compliance with the Code of Conduct of directors, executives and employees** as they take part in initiating, promoting and taking responsibility in the Company's mission. The Board has considered both national and international best practices which are in line with the Company's Good Corporate Governance Principles and reviewed the Code of Conduct on a yearly basis. The Code of Conduct has been continuously revised since 2003. The Code of Conduct for Directors comprises Business Principles, Adherence to the Code of Conduct, the Board's Ideals, the Board's Duties and Responsibilities, Conflicts of Interest, and Use of Information. The Code of Conduct for Employees embraces 8 topics: 1. Responsibilities to Stakeholders; 2. Responsibilities to the Company; 3. Procurement and Transactions; 4. Prevention of Conflicts of Interest; 5. Employees; 6. Safety, Health and Environment; 7. Anti-corruption, and 8. Whistleblowing.

The Board performs duties with responsibility, prudence and honesty as well as overseeing the Company's operations in accordance with the laws, regulations and resolutions of the shareholders meeting. In 2019, the Board considered improving and implementing good corporate governance in activities as follows:

1. Revise corporate vision, mission, goals and return on equity
2. Consider the appointment of the Risk Oversight Committee to oversee EGCO's risk management and risk levels and develop a written Risk Oversight Committee Charter
3. Revise the Audit Committee Charter
4. Improve rules, criteria and policies such as the Company rules on human resource management, financial management guidelines, EGCO Group's Code of Conduct for Suppliers, investment guidelines and EGCO Group's policies such as the environment policy, the stakeholder engagement and community development policy, the human rights policy, and the goods and services procurement policy

## Principle 2 Define Objectives that Promote Sustainable Value Creation

The Board regularly monitors the implementation of the Company's strategies through opinions and discussions with the management in the Board and subcommittee meetings. To ensure that the Company can achieve its goals according to the strategic plans, the Board has played its roles and performs duties as follows:

- Formulate a risk management policy, a business plan and an annual budget, and monitor the Company's performance as well as approving major investments, acquisition and disposal of assets
- Recruit, set the remuneration rate, monitor and (if necessary) change the key management personnel as well as inspecting the management succession plan
- Review the remuneration rate of directors and senior executives and ensure that the Board nomination process is conducted officially and transparently
- Monitor and resolve conflicts of interest which may incur among the management, directors and shareholders as well as ensuring an independent audit, appropriate internal control system, risk monitoring, financial control and legal compliance
- Monitor the effectiveness of the existing corporate governance working methods and implement changes if necessary
- Monitor the information disclosure and communication processes
- Conduct a self-appraisal on performance annually and declare its duties and responsibilities in the annual report

### Leadership towards Strategic Plans

The Board has involved in setting corporate vision, mission, strategies, including goals and short-term and long-term business plans which are revised on a yearly basis. The Board and the management participated in the corporate strategy seminars on July 18, 2019 and August 22, 2019. The management gathered the Board's opinions and recommendations to formulate short-term, medium-term, long-term strategic plans and an annual action plan that best addressed the current situation, current and future business challenges, and the Company's risk management as well as being in line with the Company's vision and mission. The strategic plan was developed based on the Balanced Scorecard embracing 4 perspectives: Financial Perspective, Customer Perspective, Internal Business Process Perspective and Learning and Growth Perspective. This process will lead to the strategic implementation by means of measurement or assessment which will ensure consistency in the Company and highlight the Company's critical success factors. The action plan was also consistent with key performance indicators.

For the 2020 strategic plan, EGCO will expand its investment direction by strengthening its power business, going further into the investment in fuel procurement business, and seeking new investment in smart energy solution business, backed by the financial strategy which focuses on searching for competitive funding sources as well as mitigating financial risks to increase competitiveness, which is one of the Company's key success factors. In addition, EGCO has emphasized on managing the commercially operated power plants to achieve maximum efficiency and managing the power plant projects under construction to be completed within the specified timeframe and budget. The Board has also focused on enhancing its personnel strength to increase personnel competencies and ensure long-term achievements. Moreover, EGCO is determined to uplift its sustainability and good corporate governance levels that can meet international standards. Overall, corporate strategies will lead the Company to long-term value creation for stakeholders.

Once the Board approves a strategic plan, an action plan and key performance indicators, the management will prepare budget and manpower to be in line with such strategic plan and action plan which will then be submitted to the Board for approval of annual budget and manpower. This resource allocation can be deemed as one of the duties of the Board in order to carry out the action plan and achieve the specified objectives. The management also reports the progress of implementation of annual action plan as well as corporate KPIs to the Board regularly.

As such, the President communicated the Company's strategic plan and goals to all employees on "Communication Day", which in 2019, was held on February 6, 2019 to acknowledge the Company's operation plan, and each division's responsibility and the adoption of the plan in order to achieve the goal.



### Principle 3 Strengthen Board Effectiveness

The Board prescribes the number of directors to be suitable for the size of business and ensure effective corporate governance. At present, the Board comprises 15 directors. More details can be found in the Management Structure section (subsection: Structure of the Board of Directors) of the Annual Report. The Board annually reviews the Board structure and composition to consider the Board structure and composition which are appropriate and necessary for the Company's achievement of goals by referring to the criteria and recommendations of SEC, SET, CGR, ASEAN CG Scorecard and DJSI. However, the Board has considered and found that the Company was still not able to comply with some criteria as prescribed in CGR, ASEAN CG Scorecard and DJSI since in view of the utmost benefits of all stakeholders, the adherence to the existing principles was still appropriate to the Company's current situation. The Board then established conditions and practice guidelines as a management and oversight mechanism to establish confidence of fair, transparent and effective operations among all stakeholders with details as follows:

Unimplemented Items	Conditions and Practices
<p>The Board shall consider the appropriate number of directors who can efficiently perform duties. The Board shall comprise at least 5 directors and not more than 12 directors, depending on the size, type and complexity of the business.</p>	<p>The Board consisted of 2 directors as representatives of major shareholders and independent directors who were suitable for the Company's business characteristics, especially overseas energy business, requiring knowledge and expertise in energy of representative directors, so that EGCO's successful operations were achieved according to the Company's objectives and strategic plan. The number and proportion of directors also reflected appropriate checks and balances.</p>
<p>A Chairman of the Board shall be an independent director.</p>	<p>The Board selected an appropriate person as the Chairman of the Board. Although EGCO's Chairman of the Board was not an independent director, he performed his duties on fair and transparent basis, took the Company's interests into account, and did not sub serve private interests. The Chairman of the Board also encouraged representative directors and independent directors to discuss and express opinions freely and there had never been a case of decisive votes exercised by the Chairman of the Board to pass any resolutions.</p> <p>Moreover, the Board approved to appoint Ms. Jaruwan Ruangswadipong, Independent Director, as a Lead Independent Director to chair a meeting of Independent Directors and represent them in the discussion held between the Chairman of the Board and the management on matters relating to corporate governance and significant matters as deemed appropriate. The meeting results were reported to the Board.</p> <p>More details about the Chairman and the Lead Independent Director can be found in the Management Structure section of the Annual Report.</p>
<p>A Chairman of the Nomination and Remuneration Committee shall be an independent director.</p>	<p>Although the Chairman of the Nomination and Remuneration Committee was not an independent director, he had experience and expertise in international organizations management which was beneficial for the formulation of personnel recruitment and development, remuneration and benefits of directors and employees, thereby ensuring competitiveness and handling expansion in energy investment and related business overseas in alignment with the Company's strategic plan.</p>
<p>Consideration of suitability of remuneration proportion in terms of salary, short-term operating results such as bonus, and long-term operating results such as Employee Stock Ownership Plan ("ESOP")</p>	<p>The Nomination and Remuneration Committee endorsed the remuneration structure of the Board, executives and employees by linking bonus to the Company's performance according to the KPIs, one of which was long-term growth, despite no ESOP given to employees.</p>

**Qualifications of EGCO's Directors:** The Board prescribes qualifications of EGCO's directors and director nomination criteria and procedures to ensure that the Company's Board composition is appropriate and good corporate governance is implemented efficiently and effectively as follows:

General Qualifications	Specific Qualifications
<ul style="list-style-type: none"> <li>Not over 72 years on the date of appointment (if the director has already been 72 years old while in office, he or she can remain in office until the expiry of the term)</li> <li>Hold a maximum of 3 directorships in SET-listed companies</li> <li>Have qualifications required by laws, relevant regulations and the Company's Articles of Association</li> <li>Exhibit integrity, responsibility and maturity</li> <li>Raise comments and suggestions freely without influence and interference from others</li> <li>Dedicate full time in overseeing the Company</li> </ul>	<p>Possess relevant skills, knowledge, competence and experience as follows:</p> <ul style="list-style-type: none"> <li>✓ Power, energy and engineering business</li> <li>✓ Accounting, finance, economics and business administration</li> <li>✓ Law and political science</li> <li>✓ Strategic and business planning</li> <li>✓ Corporate governance, internal control and risk management</li> <li>✓ Human resource management</li> <li>✓ Information technology</li> </ul>

### Nomination, Appointment and Removal of Directors

EGCO's director nomination process and procedures are conducted clearly and transparently as follows:

- The nomination of directors will be based on a list of persons nominated by the shareholders as the Company grants the shareholders the right to propose director nominees, names of current directors, names of director candidates selected by external consultants and Director Pool of reliable institutes such as the Thai Institute of Directors (IOD) and the Ministry of Finance. At present, most names of EGCO's directors are listed in the Director Pool of the Ministry of Finance. In 2019, EGCO's directors who are listed in the Director Pool of the Ministry of Finance are Mr. Nikul Silasuwan, Mr. Patana Sangsrirojana, Mr. Jakgrich Pibulpairoj and Mr. Kulit Sombatsiri who was appointed on January 17, 2020.
- The Nomination and Remuneration Committee is responsible for screening all director nominees by considering qualifications and skill matrix that the Company needs and still lacks of in order to support strategies and objectives, and create challenges, leading to the Company's success. The Committee also takes into account diversity of the directors in terms of sex, age, race, nationality, knowledge, competence, experience and expertise in necessary areas.
- The Board will consider the re-election of directors retiring by rotation based on the directors' past performance and appraisal results.
- The Nomination and Remuneration Committee will propose a name list of all qualified director candidates, whether being directors as representatives of shareholders or independent directors, to the Board for appointment in case of a vacancy from any other reasons than the retirement by rotation and to the shareholders' meeting for appointment in case of completion of term of office.

The Board, appointed at the AGM, comprises no less than 5 directors and no more than 15 directors. No less than half of the directors must have residence in the Kingdom of Thailand. In case of a vacancy from any other reasons than the end of term, the Board shall select a qualified candidate in the next meeting with three-fourths majority votes of directors remaining in office.

EGCO abides by the Public Limited Companies Act B.E. 2535 (1992). At each AGM, one-third of the directors shall retire by rotation. If the total number of directors cannot be evenly divided into 3 parts, the number shall be closest to the ratio of one-third. In case any director intends to resign from the Company, he or she must submit a resignation letter which will be effective on the date the Company receives the letter. In order to vote for the early retirement of any director before the end of term, there shall be no less than four-fifths of the votes of shareholders attending the meeting and entitled to vote.

**Tenure of Independent Directors:** EGCO also specifies the tenure in office of independent directors to be no more than 2 terms or 6 years to maintain the independence of the independent directors from the management and shareholders which is in line with the best practices, effective from the 2016 AGM date onwards. In 2019, none of the independent directors held office for more than 2 terms or 6 years.

**Segregation of Authority:** The Board has clearly separated the formulation of a good governance policy, which is the Board's duty, from routine management, which is the duty of the management. A Table of Authority, as approved by the Board, is therefore set as practice guidelines that the Board will not intervene in any routine work or business carried out by the management under the President's responsibility. More details can be found in the Management Structure section (subsection: 3. Management Structure) of the Annual Report.

**Policy and Practice in Holding Directorships in Other Companies for Directors and Executives:** The Board places importance on performance efficiency of directors. To allow directors to dedicate full time in governing the Company's businesses, the Board has therefore established a policy to limit the number of other listed companies that a director can hold a position. A non-executive director can serve as a director in no more than 3 other listed companies while an executive director can serve no more than 2 listed companies. Currently, none of the directors hold a position in other listed companies in excess of the required number.

**Establishment of Subcommittees:** The Board establishes 5 subcommittees, namely 1. Audit Committee; 2. Investment Committee; 3. Nomination and Remuneration Committee; 4. Corporate Governance and Social Responsibility Committee; and 5. Risk Oversight Committee to lessen the burdens of the Board in various matters in order to screen job descriptions more clearly based on each director's expertise in the subcommittees. All subcommittees directly report to the Board with details shown in the Corporate Governance section of the Sustainability Report. The details on each subcommittee's structure, roles and duties can be found in the Management Structure section of the Annual Report and the Company's website ([www.egco.com](http://www.egco.com)).

**Board and Subcommittee Meeting:** The Board sets meeting dates and agenda for the entire year in advance. A Board meeting is held on a monthly basis. An extra meeting can be arranged if there is any major unplanned event. The Board can authorize the subcommittees to screen or approve the management's activities within the delegated authority. The Board meeting notice and meeting documents with sufficient information are delivered to directors at least 7 days in advance to allow adequate time to contemplate the information and optimize the meeting time, except in an urgent case to preserve the rights or benefits of the Company. To facilitate and enhance safety in delivery of the meeting documents for the Board as well as embark on a Go Paperless campaign, EGCO sends those documents in their electronic form (E-meeting) via email which can be read on iPads or personal computers. More details about meeting arrangement and meeting attendance record of each director can be found in the Management Structure section (subsection: Table: Meeting Attendance of the Board of Directors) of the Annual Report.

**Quorum of the Meeting:** The quorum requires no less than two-thirds of the total number of directors to pass resolutions. However, a director who has a potential conflict of interest shall not receive any related document and shall not take part in any Board discussion on that topic as well as voting on such item. After the meeting, the secretary to the Board shall prepare the written record of the meetings, namely the Board's resolutions, which shall be submitted to the Board within 3 days to confirm the meeting resolutions, and the draft minutes of meeting, which shall be submitted for the Board's review within 14 days after the meeting and prior to the approval in the next Board meeting. As such, the approved meeting minutes and agenda documents are kept systematically as confidential documents at the Corporate Secretary Division in both hard copy form and electronic form in order to be convenient for access and reference.

**Access to Additional Crucial Information:** The Board can receive additional crucial information from the President, Corporate Secretary or other executives delegated under the specified policy. The Corporate Secretary will support the Board's actions and access to additional crucial information. As such, the Corporate Secretary possesses knowledge and experience which can ensure the efficiency of performance as further detailed in the Management Structure section of the Annual Report. Moreover, to ensure compliance with good corporate governance principles, the Board stipulates that a non-executive director meeting shall be held for the non-executive directors to jointly discuss and voice opinions on guidelines for the Company's management and business operations, and an independent director meeting shall be held for the independent directors to exchange ideas and consider performance of independent directors in other dimensions. The Board and the Independent Director Committee regularly hold such meetings at least once a year. In 2019, the non-executive directors held one meeting on January 17, 2020 to discuss and initiate further development of HR Roadmap, guideline on investment according to the strategy, and activities for relationship between management and director. The Chairman of the Board communicated the guidelines to the President for acknowledgement and further formulation of strategic plan and operational plan. The Independent Directors held 2 meetings on January 24, 2019 and October 18, 2019 to consider independent directors' roles in supporting operations and corporate strategies, relationship between directors and management, and risks from EGCO's current business operations.

**Board Self-Appraisal:** The Board regularly conducts self-assessments on a yearly basis, allowing all directors to jointly consider their previous year's performance and problems for further improvement of the Board's performance efficiency. The Board approves a self-appraisal form reviewed by the Nomination and Remuneration Committee. In 2019, the Board approved the collective self-appraisal by giving more weight to the good governance responsibility. The collective self-appraisal form covers the performance of each area of the Board's responsibility and fits to the Company's business characteristics and conditions, including Code of Conduct and business ethics of the Company. There are three self-appraisal forms: 1. Collective Self-appraisal Form; 2. Subcommittee Self-appraisal Form; and 3. Individual Self-appraisal Form. The evaluation criteria are calculated in percentage of the total score for each item. The Board self-appraisal forms will be sent to the Corporate Secretary to evaluate and conclude a total score. The criteria are as follows:

Criteria	Moderate	Good	Very Good	Excellence
Score	0-69	70-79	80-89	90-100

The score results and the Board's recommendations for each category will be implemented for further performance improvement each year.

- Collective Self-Appraisal:** The collective self-appraisal form comprises 6 topics: (1) Structure and Qualifications of the Board; (2) Roles, Duties and Responsibilities of the Board; (3) Board Meetings; (4) Director's Performance; (5) Relationship with the Management; and (6) Self-Development of Directors and Management. All 15 Board members conducted the self-appraisal.

**Result of the Collective Self-Appraisal:** average score of 93.11% or "Excellent".

2) **Subcommittee Self-Appraisal:** comprises the Audit Committee, the Investment Committee, the Nomination and Remuneration Committee, the Risk Oversight Committee, and the Corporate Governance and Social Responsibility Committee. Such performance appraisal is a self-appraisal survey conducted in line with the Good Corporate Governance Principles and their specific duties and responsibilities of each committee.

- **Audit Committee Self-Appraisal:** The Committee conducted a collective self-appraisal by adopting an appraisal form from SEC’s Audit Committee Handbook, divided into 2 parts: 1. Overall Performance of Duties of the Audit Committee, and 2. Specific Performance of Duties of the Audit Committee. Based on the self-appraisal result in 2019, it can be concluded that the composition, qualifications and performance of the Audit Committee were in accordance with SET’s practice guidelines, international best practices, and missions assigned by the Board as stipulated in the Audit Committee Charter. The Audit Committee reported the 2019 self-appraisal result to the Board for acknowledgement in the Board meeting no. 1/2020/1 held on January 17, 2020.
- **Investment Committee Self-Appraisal:** covers 3 topics: 1. Structure and Qualifications of the Investment Committee; 2. Investment Committee Meeting; and 3. Roles, Duties and Responsibilities of the Investment Committee. All 5 Investment Committee members conducted the self-appraisal.

**Result of the Investment Committee Self-Appraisal:** average score of 86.98% or “Very Good”.

- **Nomination and Remuneration Committee Self-Appraisal:** covers 3 topics: 1. Structure and Qualifications of the Nomination and Remuneration Committee; 2. Nomination and Remuneration Committee Meeting; and 3. Roles, Duties and Responsibilities of the Nomination and Remuneration Committee. All 5 Nomination and Remuneration Committee members conducted the self-appraisal.

**Result of the Nomination and Remuneration Committee Self-Appraisal:** average score of 96.47% or “Excellent”.

- **Corporate Governance and Social Responsibility Committee Self-Appraisal:** covers 3 topics: 1. Structure and Qualifications of the Corporate Governance and Social Responsibility Committee; 2. Corporate Governance and Social Responsibility Committee Meeting; and 3. Roles, Duties and Responsibilities of the Corporate Governance and Social Responsibility Committee. 4 out of 5 Corporate Governance and Social Responsibility Committee members conducted the self-appraisal.

**Result of the Corporate Governance and Social Responsibility Committee Self-Appraisal:** average score of 100% or “Excellent”.

- **Risk Oversight Committee Self-Appraisal:** covers 3 topics: 1. Structure and Qualifications of the Risk Oversight Committee; 2. Risk Oversight Committee Meeting; and 3. Roles, Duties and Responsibilities of the Risk Oversight Committee. All 5 Risk Oversight Committee members conducted the self-appraisal.

**Result of the Risk Oversight Committee Self-Appraisal:** average score of 94.44% or “Excellent”.

3) **Individual Self-Appraisal:** covers 3 topics: 1. Director Qualifications; 2. Roles, Duties and Responsibilities of Directors; and 3. Performance in the Board Meeting. All 15 Board members conducted the self-appraisal.

**Result of the Individual Self-Appraisal:** average score of 94.40% or “Excellent”.

**The Use of Appraisal Results for Director Development:** From the appraisal results, the Board considered that corporate governance was crucial for efficient operations, stakeholders' confidence and sustainable corporate values. In 2019, the Board dedicated more time to review good corporate governance principles and improve EGCO's Corporate Governance Principles and practice guidelines to be in line with the rules and regulations of regulatory agencies and criteria for domestic and overseas corporate governance assessment, thereby uplifting EGCO Group's corporate governance standards to be comparable to the international standards and competitive in the ASEAN region.

**Remuneration of Directors:** EGCO has set directors' remuneration at an appropriate rate by considering remuneration criteria based on the Company's performance, assigned responsibility and comparison with other organizations in the same size and business sector. The remuneration comprises 3 parts: fixed remuneration, meeting allowance and bonus which will be given once a year and tied to shareholder's value to the Company. The Nomination and Remuneration Committee is responsible for considering preliminary remuneration scheme to be approved by the Board before proposing to the annual general meeting of shareholders for approval. It is EGCO's policy to disclose each director's remuneration for transparency. Directors who serve as subcommittee members are also entitled to earn extra remuneration to match their increased duties and responsibilities. More details can be found in the Management Structure section (Subsection : Director and Management Remuneration) of the Annual Report.

**Development of Directors and Executives:** The Board pays close attention to continuous development of directors and executives to foster their efficiency and effectiveness. **New directors' orientation** is arranged and lectured by the President with focus on good corporate governance, anti-corruption policy, Code of Conduct for Directors, electrical industry, business characteristics, EGCO Group's businesses, structure and composition of the Board and subcommittees, organizational chart and management team. A director manual is also given to individual directors as practice guidelines to provide new directors with good understanding of the Company's business and related regulations. A meeting with executives is arranged to allow new directors to inquire for in-depth information on the Company's business. The Company also encourages new directors to attend related trainings held by IOD and other useful trainings relating to corporate governance.

In addition, the Board has a policy to continuously **improve knowledge and capabilities of directors**. In 2019, the Company's directors attended trainings and seminars held by reliable institutes and shared knowledge with directors as follows:

#### Knowledge sharing between directors and executives

- Training program on Disruptive Technology led by Mr. Patana Sangsrirojana, Director, with 7 attending directors
- Training Program on COSO ERM led by Prof.Dr. Anya Khanthavit, Independent Director, with 4 attending directors

#### Trainings and Seminars from Institutes

- Training program on Cryptocurrency Technology led by Mrs. Tipsuda Tawaramorn, Ex-Deputy Secretary-General of SEC Thailand with 8 attending directors
- Seminar and workshop on Cyber Resilience held by the Bank of Thailand, with 1 attending director
- Audit Committee Forum: "Strategic Audit Committee: Beyond Figure and Compliance" held by the Thai Institute of Directors, with 1 attending director
- Bangkok Sustainable Banking Forum 2019: An Industry Wake-up Call held by the Bank of Thailand, with 1 attending director
- Study visit on corporate governance, risk management and internal control at Kiatnakin Bank Public Company Limited, with 2 attending directors

**Overseeing the Operations of Subsidiaries and Associate Companies:** In order to ensure that EGCO Group's holding business operations meet the policy, goals, and appropriate returns for shareholders, the Board has set rules for overseeing subsidiaries and associate companies in writing as guidelines to monitor the Group companies with the following details:

1. Monitor EGCO Group companies' operations through appointed representatives who serve as directors or shareholders of its subsidiaries and associate companies. The appointment of the representatives shall be approved by the Nomination and Remuneration Committee
2. Specify the duties of EGCO representatives as follows:
  - 2.1 Monitor the preparation of guidelines for the management of subsidiaries or associate companies for scrupulous and efficient operations
  - 2.2 In case of any major events, EGCO Board has the right to approve such matter with the exception of urgent cases which shall be firstly proposed to the Board for acknowledgement
  - 2.3 Propose the following matters to EGCO Board for approval prior to execution
    - Nomination and removal of the President and Senior Executive Vice President
    - Determination of President's remuneration
    - Preparation, improvement or change of important rules
    - Capital increase or decrease
    - Business operations of the Company's new investments
    - Business operations affecting or competing with the business of EGCO or Group companies
    - Expansion of business operations other than core business
  - 2.4 Require the management to report on business performance and major events of the Group companies which are included as an agenda for acknowledgement in the Board meeting.

#### **Principle 4 Ensure Effective CEO and People Management**

**Executive Development and Succession Plan:** The Board encourages the President to invite senior executives such as Senior Executive Vice Presidents to attend all Board meetings. Other executives are also welcomed to join the meetings to provide additional information on related agenda item. This, in turn, enables the Board to know each executive better and subsequently can use this useful information for the succession plan. In addition, the Board ensures that EGCO has implemented executive development programs to enhance competencies of executives holding higher positions and develop knowledge and skills suitable for the positions and challenging job assignment. The Board determines a policy and criteria in selecting the President and a succession plan in the event of any emergency or the retirement of the President. The selection process is fair and transparent. The candidates will be assessed from their knowledge, competency, experience, ethical values and leadership. The Nomination and Remuneration Committee is responsible for nominating the qualified persons to be the President.

The President is authorized by the Board to select knowledgeable, competent and experienced executives in accordance with the qualifications identified by the Nomination and Remuneration Committee. The appointment of the executives is in compliance with the Company's Regulations on Work Rules 2010 and the resolutions of the Board.

In 2019, the Company executed a succession plan for executives at Executive Vice President level to ascend to positions at Senior Executive Vice President level in different areas in replacement of those who retired and for executives at Senior Vice President level to ascend positions at Executive Vice President level. In addition, the Board entrusted the Nomination and Remuneration Committee to follow up the progress of succession planning. In this regard, the Nomination and Remuneration Committee prescribed that the report on the execution of succession plan shall be set as an annual agenda item.

**Performance Appraisal of the President and Executives:** President's performance is collectively appraised by all non-executive directors against the Company's performance results, implementation of policy assigned by the Board and individual's competencies. Factors for consideration include the following:

- Qualitative indicators such as leadership, relationship with the Board, risk management and internal control, human resource management, good corporate governance and Code of Conduct
- Key Performance Indicators (KPIs) against each year's performance and achievements as stipulated in long-term plans
- Capabilities to enhance business development each year

The Nomination and Remuneration Committee is responsible for approving the performance appraisal of the Senior Executive Vice Presidents and Executive Vice Presidents based on their individual achievement against the specified performance indicators.

**Remuneration of Executives:** The Board, comprising all non-executive directors, is responsible for determining the remuneration scheme for the President and approving the Company's remuneration structure. The Board periodically conducts a survey concerning executive remuneration to ensure that its payment rate is competitive and adequate enough to attract and maintain qualified executives. Executives who sit in the Board and subcommittees are not entitled to any director remuneration.

**Remuneration of the President:** The remuneration scheme for the President, consisting of monthly remuneration and bonus, will be considered based on the monthly remuneration of executives in the same industry and annual performance appraisal. The President's bonus will be based on the results of KPIs comprising each year's KPIs and KPIs according to long-term goals set in the strategic plan to generate future growth. The President's remuneration scheme is therefore aligned with EGCO's major objectives and goals and both short-term and long-term benefits of the Company. Details of remuneration of executives are disclosed in the Management Structure section (Remuneration of Directors and Executives subsector) of the Annual Report.

**The Board understands shareholder structure and relationship** which might affect the Company's management and operations. The Board has therefore determined practice guidelines and measures to avoid possible negative impacts such as measures or procedures for approval of connected transactions, insider trading prevention and conflict prevention of which details are disclosed in the Connected Transactions and Corporate Governance sections (Insider Trading Prevention and Conflict of Interest Prevention subsections) of the Annual Report, respectively.

**The Board regularly monitors personnel management and development** to ensure the appropriate number, knowledge, skills, experience and incentives. In 2019, the Board supported the development of HR Roadmap to deal with current disruption, of which details can be found in the Human Resource Management section of the Sustainability Report. In addition, EGCO raises employee awareness of the good employee ship and citizenship as well as the importance of corporate governance and ethics. The Board has encouraged **communication of Good Corporate Governance Policy and Principles and Code of Conduct** both internally and externally through various channels. Internal communication channels include meetings between employees and the President (Communication Day), internal website (EGCO Groupnet), wire broadcasting on Fridays at EGCO headquarters and awareness-raising activities. External communication channels comprise the Company's website (www.egco.com) and the exhibition on good corporate governance and anti-corruption in the Company's annual general meeting of shareholders, etc. In 2019, EGCO undertook activities such as CG Day to promote the implementation of good corporate governance principles across EGCO Group companies as well as foster core values of ethic and integrity among directors, executives and employees, of which details are disclosed in the Good Corporate Governance Principles section of the Sustainability Report.



**Compliance Monitoring and Appraisal:** The Board monitors and ensures compliance with good corporate governance principles and the Code of Conduct of directors, executives and employees. The directors will receive a director manual and a Code of Conduct for Directors upon holding the position. All new employees will receive a Code of Conduct from the Human Resources Division to be signed for acknowledgement and strict compliance. Moreover, the President has required employees at all levels to act in compliance with good corporate governance principles and review their compliance activities. Since 2017, the Board has promoted the use of innovation and technology in working processes and therefore approved that the employees complete an online appraisal form to measure knowledge and understanding of good corporate governance principles and practice guidelines and Code of Conduct. In 2019, EGCO Group improved the appraisal system whereby employees can conduct appraisals on knowledge and understanding of good corporate governance and Code of Conduct for Employees via EGCO Group's e-learning system. The appraisal results showed that 99% of employees passed the criteria, of which details can be found in the Good Corporate Governance Principles section of the Sustainability Report.

### **Principle 5 Nurture Innovation and Responsible Business**

**Business value creation through innovation** is executed in parallel with the creation of benefits for customers or concerned parties. The Board emphasizes and supports the creation of innovation that contributes to business value creation as well as benefits for customers or concerned parties and social and environmental responsibility. The Board has then entrusted the President and the management to promote a mindset behind creative and innovative thinking among EGCO Group's employees and fostered innovation as one of the Company's core values. Innovation projects and activities are annually undertaken in a concrete way. Details about innovation projects and activities are disclosed in the Adaptation in the Digital Age and Innovation Creation section of the Sustainability Report.

**Information Technology Systems:** The Board has placed emphasis on information technology systems and promoted the use of technology to improve business operations and risk management by requiring the management to conduct a study on the use of information technology in support of EGCO's new businesses in a proper, correct, complete and safe manner. In 2019, the Information Technology Division improved information technology systems for higher operational efficiency as follows:

- Corporate Performance Management System: an information management system comprising a planning system, a budgeting system, an estimation system, an analysis system for information relating to the Company's asset management, an operation and maintenance system and a financial system, which helps collecting information necessary for decision-making of executives and operations of different units
- Cloud System such as E-Mail, Intranet, Business Process, Collaboration Tools, etc.
- Efficient network system and authentication and network security system according to the IEEE 802.1X standard
- Intrusion Prevention System to prevent cyber attacks and threats and information leakage
- Backup System to avoid damages that may arise in case of data damage or loss so that backup data can be promptly restored
- Protect and Control Documents System

The improvements of those systems can ensure that the Company has a more safe, efficient and convenient system for employees.

**Social and Environmental Responsibility:** As Thailand's first large private power producer, EGCO is committed to driving its business progress and sustainability. EGCO has not only carefully operated its business to support sustainable corporate growth, but also realized that environmental and social sustainability is the key to success. It has clearly set in its vision and mission the commitment to social responsibility as part of its role and responsibilities as the good corporate citizen. It will select power generating technology that effectively controls possible impacts on the environment and society arising from climate change and global warming, strictly comply with environment-related laws and regulations in order to control emissions of pollutants and waste, fairly treat stakeholders, be involved in the development of societies and communities surrounding the power plants, and operate business with good governance to ensure fair, efficient, transparent and accountable operations. Such measures will not only enhance confidence among shareholders, stakeholders and all concerned parties, but also promote sustainable growth and increase long-term competitiveness. EGCO has reported the details of social and environmental responsibility performance in the Sustainability Report.

**Roles of Stakeholders and Protection of Stakeholders' Rights:** The Board has also taken great care of the rights of all groups of stakeholders by giving priority to issues that may affect its business both internally and externally as well as corporate social and environmental responsibility. Therefore, the Board has clearly established **practice guidelines to meet the needs of each group of stakeholders** in the Company's Good Corporate Governance Policy and Code of Conduct to be abided by directors, management and employees. Moreover, in 2019, the Board revised and considered regrouping the stakeholders through stakeholder engagement in a clear and thorough manner by classifying into 12 groups: 1. Employees 2. Customers 3. Creditors 4. Community 5. Society 6. Suppliers 7. Non-profit Organizations 8. Media 9. Government Agencies/ Regulatory Agencies 10. Contractors/ Subcontractors 11. Business Partners 12. Investors, which has already been applied to work processes along with the former stakeholder groups according to the good corporate governance principles and Code of Conduct. The Company is in the process of considering further improvements of policy and practice guidelines for stakeholder groups in 2020. However, the protection of stakeholders' rights which was improved and applied can be summarized as below. More details about treatment of employees and stakeholders can be found in the Sustainability Report.

- **Employees:** EGCO has formulated an employee policy with focus on recruitment and selection of employees which shall proceed through the recruitment and selection processes according to the employment policy which offers opportunities to all interested persons who possess knowledge, expertise and potential appropriate for their job positions and especially good attitudes towards the surrounding people, duties and responsibilities and the Company. These people will act like "givers" who willingly help others and make contributions to the public. Once the organization is filled with smart and good people, they will then advance the organization with cordiality and goodwill. EGCO has

also supported employment of local people to promote job creation and revenue generation in the communities in which EGCO operates its business. Since 2017, EGCO has supported the implementation of projects for the disabled in the provinces where power plants are located to replace payments of fund contributions. In 2019, the Company supported 2 projects of the disabled in Saraburi Province, namely a pickled fish wholesale project and a traditional coffee and drinks project. With respect to employee treatment, EGCO assures a safe working environment and appropriate and fair remuneration and welfare. EGCO supports its people to continuously enhance knowledge and capabilities through trainings to continuously increase work efficiency. To live in harmony with the surrounding communities, employees are also encouraged to participate in community and social development activities, for instance, the communities surrounding the Company and power plants operated by EGCO. Activities between employees and executives are organized to foster good relationship which will further lead to a happy workplace. In 2019, the Company introduced one more communication channel, a sharepoint system, through mobile application where employees can receive information on various matters everywhere and all the time, apart from the internal communication plan called “HR Communication” aiming to correctly and clearly communicate welfare, benefits, performance assessment, career path, etc. to the employees. With the Company’s employee care, there was no dispute or lawsuit between EGCO and employees in 2019. Also, there was no accident that caused work absence in all subsidiaries.

- **Customers:** EGCO adheres to its commitment to customers, as the generator and seller of electricity and energy supplier, under fair treatment, accountability and without corruption by delivering quality products and services in a timely and reliable manner. Moreover, EGCO preserves confidential information of customers and refrains from using such information for own sake or that of others wrongfully to build sustainable interrelationships. In 2019, there was no dispute or lawsuit between EGCO or its subsidiaries and the customers. As for the power generating business, EGCO Group could generate the contracted electricity with higher Equivalent Availability Factors (EAF) than that prescribed in the Power Purchase Agreement (PPA) and customers were satisfied with EGCO Group’s operations of power plants with the average score of 93.90% from the customer’s satisfaction survey. For the maintenance business, EGCO Group’s service was rated “Excellent” with the average score of 96.80% from the customer’s satisfaction survey.
- **Creditors:** EGCO has fairly, responsibly and transparently treated all its creditors by strongly complying with all of the loan provisions and correctly disclosing Company’s true financial status. In case that there is any suspected event to affect its creditors, the Company will take immediate action to correct the matter. In 2019, EGCO and its subsidiaries fully complied with all the loan provisions and never failed to meet payment terms.
- **Suppliers and Business Partners** are of considerable importance to EGCO Group’s business operations. In 2019, EGCO Group improved all practice guidelines for supply chain management to achieve sustainable and successful supply chain management and promote the idea of sustainable development among EGCO Group’s suppliers. EGCO Group also had to ensure that suppliers’ management system was in line with the sustainability issues that EGCO Group had placed emphasis on and the accepted standards, and that suppliers operated business ethically while taking into account the social and environment impacts as well as fostering cooperation with EGCO Group in preventing and mitigating such risks. The report of performance on supply chain management can be found in the Sustainability Report. In 2019, there was neither dispute or lawsuit nor complaint between EGCO Group and the suppliers or business partners.
- **Competitors:** EGCO conducts its business ethically on a transparent, accountable and corruption-free basis. The Company does not employ an inappropriate approach to gain confidential information of its competitors such as offering a bribe to the competitors’ employees and attacking competitors’ reputation with false allegations. In 2019, there was neither dispute or lawsuit nor complaint between EGCO or its subsidiaries and the competitors.

- **Community and Society:** EGCO Group operates its business with strong commitment to the community and society, especially in which the Company is located. As stated in the Company's mission to become a good and caring citizen, it is therefore the duties and responsibilities of all executives and employees to disclose truthful and up-to-date information, create a benevolent working environment with respect to local norms, traditions, and culture as well as participate in improving good quality of life to make a local community and society a pleasant place to live. This will eventually lead to sustainable development of the society at large. Since its establishment, EGCO has continuously executed various community and social contribution projects and activities which can be categorized in 3 main areas; namely the development of the quality of life for local communities surrounding power plants, the promotion of youth energy and environment learning, and the watershed conservation. There were 88 community and 1 social contribution projects. EGCO has also launched a quarterly newsletter "Sukjai" as one of the communication channels to strengthen good relationship with the communities surrounding its power plants as well as has continuously supported the operation of Thai Rak Pa Foundation which was established to promote the sustainable watershed conservation conducted in collaboration with alliance networks from all sectors. In 2019, Thai Rak Pa Foundation continuously pursued watershed conservation and restoration tasks in 3 areas. In the northern part of the country, Thai Rak Pa Foundation supported the conservation of approximately 72,000 rai of watershed forests of communities living in Doi Inthanon National Park, Chiang Mai Province and encouraged people living in Mae Cham District, Chiang Mai Province to join the forestation and income generation project by reducing the use of 755 rai of areas for single cropping during 2017 - 2019. In the southern part of the country, EGCO supported the conservation of 30,000 rai of watershed forests of communities living in Khao Luang National Park, Nakhon Sri Thammarat Province. In the northeastern part of the country, EGCO carried out a project of 164-rai Lam Pa Thao watershed forest restoration in Chaiyaphum Province during 2017 - 2019. In 2019, there was no dispute or lawsuit between EGCO or its subsidiaries and people in the communities surrounding power plants or NGOs.

**Respect for Human Rights** is regarded as one of the fundamental principles of good corporate governance and vital for business operations. EGCO Group has continuously promoted the enhancement of knowledge and understanding of human rights and treatment towards employees and suppliers according to the guidelines of Universal Declaration of Human Rights (UDHR) and embraced human rights as part of the corporate culture. In 2019, besides improving its human rights policy to be updated and cover material issues serving as practice guidelines for employees, business partners and suppliers to show its strong commitment to operating business with respect for human rights, EGCO Group has also executed a Human Rights Due Diligence process and a Human Rights Risk Assessment process in all steps of business operations as well as activities along the supply chain according to the UN Guiding Principles on Business and Human Rights (UNGPR) to ensure that all steps in doing business of the Company both internally and externally as well as all groups of stakeholders along the supply chain will not take any actions that violate human rights.

In addition, EGCO Group has defined clear guidelines for staff employment both for the Company and its business partners to strictly conform to the Labor Act of Prohibition of Child Labor or Abusive Hiring. Also, the working process and environment are carefully designed to give priority on safety and occupational health issues. In 2019, there was neither report nor complaint on the violation of human rights arising from the Company's activities and business operations along the supply chain.

EGCO has established a Welfare Committee to accept opinions and recommendations that are beneficial and necessary for the current situation. Such opinions and recommendations are implemented for further improvements of employees' benefits and welfare.

## Principle 6 Strengthen Effective Risk Management and Internal Control

**Risk Management:** The Board pays close attention to risk management especially amid current disruptive changes and then appointed a Risk Management Committee in 2019. The Board has entrusted the Risk Oversight Committee to work with the management in reviewing the risk management policy, policy implementation and guidelines of EGCO Group under corporate goals of satisfactory return, growth and corporate excellence. Reports on risk management, relevant matters, and recommendations are regularly presented to the Risk Oversight Committee at least four times a year and submitted them to the Board regularly for consideration of the adequacy of risk management system and effectiveness of risk management so that strategies, plans, and management approaches can be adjusted promptly. Recognizing the importance of risk management on EGCO Group's corporate governance, the Board thus approved that risk management and assessment tasks were separated from the Planning Division and established a new division, namely a Risk Assessment Division, to monitor risk management performance throughout the organization in alignment with EGCO Group's policy and guidelines as well as conduct a risk assessment and report the results to related committees pursuant to each committee's responsibility. The Risk Assessment Division then reports to the Executive Vice President-Asset Management under the supervision of the Senior Executive Vice President-Strategy and Asset Management Group.

### EGCO has established a risk management framework as follows:

- The Risk Management Committee comprises EGCO's management with the President as the Committee Chairman. The objectives are to review EGCO Group's risk management policy and monitor its implementation; to closely monitor and assess risk management according to EGCO Group's risk management approaches; and to report the results to the Risk Oversight Committee and the Board, respectively. Each power plant also has its own Risk Management Committee to monitor and manage its own risks and to better address the overall policy and business conditions of each power plant.
- Risk management is under the Risk Assessment Division's responsibility to ensure that it efficiently addresses EGCO Group's current business circumstances as well as collaborates with risk owners and presents a risk management report to the Risk Management Committee on a quarterly basis and to the Risk Oversight Committee at least four times a year.
- Risk management is embedded into the work process. The Company assesses risks from internal and external factors that may affect goals, probabilities and impacts, establishes risk mitigation measures, develops operational plans to manage such risks, and raises awareness of risk management within the organization as part of the corporate culture, enabling all employees to be aware of risk management in their operations.

EGCO Group has adopted the Risk Management Policy and Manual as the Company's guidelines since 2001. In 2019, the Risk Oversight Committee, in its meeting no. 2/2019 held on November 21, 2019, reviewed the Risk Management Policy in accordance with EGCO Group's risk management philosophy to be applied throughout the organization and the COSO Enterprise Risk Management Integrated Framework. Risk management assessment is also included as one of the elements for internal control assessment. The results of the 2019 assessment indicated that EGCO Group appropriately implemented the risk management system. More details can be found in the "Risk Factors" section.

**Internal Control and Internal Audit Systems:** The Board has clearly determined duties, responsibilities and authority of executives and employees in writing. Authority is appropriately segregated to ensure checks and balances and safeguarding of the Company's assets for actual benefits. EGCO also sets a correct and timely financial report system. Moreover, EGCO's Internal Audit Division, with Mrs. Jutima Tangcharoendee as Senior Vice President of Internal Control Division and Secretary of the Audit Committee, is responsible for auditing EGCO Group's activities in Thailand and overseas, and providing advice to related units to ensure that the internal control system is appropriate and adequate enough to prevent fraud and corruption risks. The Internal Audit Division reports its performance directly to the Audit Committee that is responsible for approving the internal audit plan, appointing, removing, and appraising the performance of Senior Vice President of Internal Audit Division in order to ensure operational independence.

**Audit Committee** has continuously supported knowledge enhancement of internal auditors through in-house and outside trainings, and study visits on internal audit and risk management for an exchange of knowledge and experience. In 2019, the employees in the Internal Audit Division attended trainings as follows:

1. Successful Formulation & Execution of Strategy (SFE), organized by the Thai Institute of Directors
2. Internal Auditing Certificate Program (IACP), organized by the Federation of Accounting Professions under the Royal Patronage of His Majesty the King
3. Data Analytics for Internal Auditor, organized by the Federation of Accounting Professions under the Royal Patronage of His Majesty the King
4. Financial Auditing for Internal Auditors or Non-Accountants, organized by the Institute of Internal Auditors of Thailand
5. Communication Skills for Auditors, organized by the Federation of Accounting Professions under the Royal Patronage of His Majesty the King
6. Auditing Corporate Governance, organized by the Federation of Accounting Professions under the Royal Patronage of His Majesty the King
7. CAE Forum 2019 Winning 5G and the 4th Industrial Revolution, organized by the Institute of Internal Auditors of Thailand
8. Special training on Tax Management, organized by Dharmniti Seminar and Training CO., Ltd.
9. Intensive Project Analysis with Microsoft Excel, organized by Dharmniti Seminar and Training CO., Ltd.
10. Seminar on COSO ERM 2017, organized by the Federation of Accounting Professions under the Royal Patronage of His Majesty the King
11. How to Develop a Risk Management Plan (HRP), organized by the Thai Institute of Directors
12. Risk Management for Sustainable Value Creation, organized by the Risk Assessment Division, Electricity Generating Plc.
13. TFRS 9: Financial Instruments, TAS 32: Presentation of Financial Instruments and TFRS 7: Financial Instruments Disclosures, organized by PricewaterhouseCoopers ABAS Ltd.
14. COSO ERM, lectured by Prof.Dr. Anya Khanthavit, Independent Director and Chairman of the Risk Oversight Committee; Prototyping & Testing, lectured by Mr. Kongklai Meksriworawan

**Appointment and Remuneration of Auditor:** The Audit Committee is responsible for selecting, nominating and removing the Company's independent auditor, as well as determining the audit fee which afterwards have to be finalized and approved in the AGM. In 2019, the Board and the Audit Committee considered that the auditors from PricewaterhouseCoopers ABAS Co., Ltd. ("PwC") performed their duties with professionalism, independence, impartiality, auditing experience especially in power generation business and auditing consistency, and knew all the Group companies very well. PwC also provided good audit services, gave beneficial advice, achieved a satisfactory standard of auditing, and delivered auditing work quickly and punctually. Moreover, PwC, as a well-known audit services provider using international standards on auditing, was widely recognized and had its accounting and auditing offices located in the countries in which EGCO invested in businesses. It was therefore deemed appropriate to appoint PwC as EGCO Group's auditor for the year 2019 and determine the audit fee of 3,689,400 Baht and other actual expenses incurred from the audit performed in Thailand of not exceeding 175,000 Baht. The Company assumed responsibility of actual travel expense payment, incurred from the audit performed in the countries in which the Company invested in businesses, as deemed appropriate. In the 2019 AGM, the meeting mutually approved the appointment and remuneration of auditor as proposed by the Board.

**Compliance:** The Board oversees the Company's operations through two responsible units, namely (1) Compliance unit under the Corporate Secretary Division, responsible for overseeing EGCO and the Board's compliance with the Securities and Exchange Law, rules, regulations, and notifications of SET, and (2) Law Division, responsible for overseeing compliance with relevant laws.

**Conflicts of Interest:** The Board has a policy to avoid conflicts between personal interest and corporate interest, which is prescribed in the good corporate governance principles, to be used as practice guidelines as follows:

- Directors or employees intending to serve as directors or advisors of other companies or organizations shall not have any conflict of interest with the persons' direct responsibility and shall inform the Board before engaging in any organizations.
- When directors and family members engage in or become shareholders in any business which may cause conflicts of interest with the Company, have direct or indirect interests in any contract entered into by the Company, or hold securities in the Company or its subsidiaries, directors shall promptly notify the Board of conflicts of interest (if any) in detail and refrain from participating in the discussion or voting on such matter; or shall be absent from the meeting on such agenda; or shall not request documents relating to the meeting; or resign from the Board.
- Directors and executives shall report any changes in their securities holdings to the regulatory agency. The Corporate Secretary is assigned to report the security holdings of directors and executives at the Board meeting. Directors and executives shall also report their own and related persons' interests to the Company pursuant to the Notification of the Capital Market Supervisory Board No. Tor Jor 2/2552 which came into effect on July 1, 2009, prescribing that the report must be prepared on a quarterly basis in case of any changes during quarters. The directors and senior executives shall promptly prepare a report. The Corporate Secretary has to submit a copy of the report to the Chairman of the Board and Chairman of the Audit Committee for acknowledgement within 7 business days from the date the Company receives that report.

The Corporate Secretary has also informed the directors that directors, executives as well as spouse and minor child of such persons pursuant to Section 258 of the Securities and Exchange Act B.E. 2559 (2016) shall prepare and submit a report on the holding of securities and the changing of securities every time of purchase, sale, transfer or acceptance of transfer of securities within 3 days from the date of sale/purchase to SEC.

- Employees shall not borrow money from the Company's suppliers, individuals, or juristic persons who engage in business with the Company, except for the financial institutions, as this may have an impact on the employees' performance as the Company's representatives.
- The steps for entering into a connected transaction as well as clearly disclosing such transaction shall be strictly executed as required by SEC's and SET's notifications. The Corporate Secretary Division shall verify the type of transaction and the approval authority and then submit the reports to the Audit Committee for acknowledgement.

EGCO also assigns the Audit Committee to consider and provide opinions on connected transactions by considering the appropriateness of transactions and comparing each item with transactions made with other outsiders. The Audit Committee is required to present the information and opinions to the Board and/or shareholders for consideration based on the criteria set by SET and the Capital Market Supervisory Board. The Committee shall ensure that information disclosure is complete to confirm all related parties that the connected transactions are made based on the best benefits of the Company and its shareholders.

**Prevention of Improper Use of Internal Information:** EGCO has strictly established guidelines on prevention of improper use of internal information in the Code of Conduct and good corporate governance principles in writing for directors and employees in order to prevent an improper use of internal information to illegally benefit oneself or others or cause any damages to shareholders. An internal control system has been established to prevent information leakage to the public before it is officially announced. Such measure and control system are part of the Company's essential risk control activities. It is the duty and responsibility of a supervisor to control and ensure that confidential information is kept and used well in accordance with related rules and regulations. An employee performing insider trading for oneself or for other family member is considered a breach of the Code of Conduct. The principles regarding this matter are as follows:

- Directors and employees shall, at all times, strictly observe the rules and regulations issued by SET, SEC, and relevant laws, and equally disclose information to the shareholders and/or the public.
- Directors and employees shall not make improper use of information acquired by virtue of the directors' and employees' position or cause damage to the Company.
- Matters such as trade secrets or any sensitive business information shall not be disclosed to any outsiders.
- Directors and employees who possess the internal information relating to financial statements shall refrain from their own security trading within 45 days before and 24 hours after the information disclosure. As for other significant information, they shall refrain from stock trading from the day of acknowledgement and 24 hours after disclosing information to SET. The Corporate Secretary will be responsible for sending emails to remind the directors, executives and related employees of the period prohibiting stock trading before every fiscal budget announcement.
- Directors or senior executives together with spouses and minor children who wish to trade the Company's stock shall inform the Corporate Secretary at least one day prior to the trading.
- Information disclosure to the public that will affect the business as well as EGCO's stock price must be approved by the President. The President or the assigned person will be solely authorized to disclose such information.
- The Corporate Communications Division, the Corporate Secretary Division and the Investor Relations Unit are the central units responsible for disclosing EGCO's information to the public and investors while the unit owning such information will be responsible for providing necessary fact sheets.

**Equitable Treatment of Shareholders:** The Board regularly takes care of shareholders' interests, treats all shareholders, foreign shareholders, and institutional investors, in a fair and equitable manner, and ensures that shareholders are well informed of EGCO's important decisions as governed by laws or Articles of Association as follows:

- The Board allowed shareholders to propose an agenda item and nominate a qualified director candidate by announcing via SET Portal and on EGCO's website. The criteria and procedures were set clearly, transparently and in line with additional guidelines on the minor shareholders' rights regulated by SET. The shareholders had the rights to propose the qualified director candidate during September 1 - December 31, 2018 (about 8 months prior to the AGM). The minimum share was fixed at 0.05% of the Company's total shares (equivalent to 263,233 shares as of September 1, 2018). This was applicable for either a sole or combined shareholders, which was lower than SET's recommendation of 5% shareholding. However, in the 2019 AGM, there was neither proposal of AGM agenda item nor proposal of qualified director candidate.

- EGCO preserved the rights of all shareholders and no agenda item would be added at the shareholders' meeting without prior notice to ensure that the shareholders had adequate information ahead of time. Shareholders had the rights to vote according to the number of shares on a "one share one vote" basis and no share had any privilege which overran the rights of other shareholders.
- Ballots were employed in vote counting for all agenda items for transparency and accountability. The appointment of individual director was done by shareholders. Baker & McKenzie Co., Ltd. was invited as an inspector to ensure that the shareholders' meeting was conducted transparently and in compliance with the laws and the Company's Articles of Association. Shareholders, who were unable to attend the AGM in person, could vote through proxy. The 3 proxy forms as introduced by the Department of Business Development, Ministry of Commerce were provided and 3 Company's independent directors who did not have conflicts of interest with the AGM agenda could be alternatively appointed as volunteer proxies. The proxy forms were made available for shareholders on EGCO's website.
- Since most shareholders attending the AGM were Thai, the meeting was, therefore, conducted in Thai. However, in order to facilitate foreign shareholders, EGCO prepared the meeting notice and supporting documents in both Thai and English versions. English interpreters were also available in the meeting room.
- Minutes of the meeting were disseminated via SET Portal and the Company's website within 14 days from the meeting date to allow shareholders for revision.
- The Board realized that some shareholders could not access the minutes of the meeting on SET Portal or EGCO's website; therefore, a hard copy of the minutes of the 2019 AGM was mailed to each shareholder for revision.

**Intellectual Property or Copyright:** EGCO has a policy to comply with the laws on intellectual property or copyright. Careful checking is required before using the work or information that belongs to the third party so as to prevent the violation of intellectual property of others. Moreover, the Company has set practice guidelines for using personal computers and Company's notebooks and desktop computers. Employees must comply with copyright law to prevent violation of intellectual property and apply only software permitted by the Company. Also, they must not download or upload prohibited software via the Internet. The Information Technology Division, which is responsible for maintaining information technology, has required employees to sign a policy and procedure acknowledgement form every time new computers are installed.

**Anti-corruption Policy and Practice Guidelines:** The Board ensures that EGCO's control, audit and prevention processes of all direct and indirect forms of corruption are in place. Additionally, the Anti-corruption Policy and Anti-corruption Measures Manual are established as guidelines for EGCO Group and disseminated and communicated to the Company's and the Group companies' personnel at all levels as well as to outsiders. In this regard, the Board has established an Anti-corruption Working Committee of EGCO Group, comprising representatives from EGCO and Group companies to implement the Board's policy into practice, communicate and raise consciousness, and foster mutual cooperation among the Group companies to conduct business without corruption. More details about the Anti-corruption Working Committee, communication and implementation of anti-corruption policy and measures are disclosed in the Good Corporate Governance Principles section of the Sustainability Report. The Board also encouraged and supported its subsidiaries to apply for membership of Thailand's Private Sector Collective Action Coalition Against Corruption ("CAC"). This year, EGCO and EGCO Engineering and Service Co., Ltd. (ESCO) were approved to renew CAC membership for the first time on February 26, 2019 and October 18, 2019, respectively, after their CAC membership certified in 2015 and 2016, respectively. Presently, there are 3 EGCO Group companies being CAC members, namely EGCO, ESCO and Khanom Electricity Generating Co., Ltd.



**Whistleblowing:** EGCO encourages employees and stakeholders to take part in monitoring compliance with the laws, relevant rules and regulations, good corporate governance principles and Code of Conduct as well as report and complain about suspected violation of law or Code of Conduct or fraudulent behavior or wrongful conduct of person in the organization. Whistleblowing measures and a mechanism for the protection of whistleblowers and accused persons are also put in place. To ensure whistleblower trust, information obtained from whistleblowers will be kept confidential and known only among responsible parties. The complaint matters include 1. Wrongful act against relevant laws, rules or regulations and business ethics 2. Corruption and bribery, and 3. Suspected actions that may involve money laundering, wrongful actions related to accounting, finance, control and auditing.

**Whistleblowing channels and procedures:** The whistleblower can report via 2 channels:

- **Channel 1:** by email to one of the following committees:
  - The Audit Committee at [auditcommittee@egco.com](mailto:auditcommittee@egco.com)
  - The Good Governance Working Committee at [GoodGovernance@egco.com](mailto:GoodGovernance@egco.com)
  - The Board of Directors at [directors@egco.com](mailto:directors@egco.com)

- **Channel 2:** by post addressing one of the committees at the following address:

Electricity Generating Public Company Limited,

EGCO Tower, 222 Vibhavadi Rangsit Road, Tungsonghong, Laksi, Bangkok 10210

EGCO has set whistleblowing process, protection of whistleblowers and those being accused, penalty consideration and clue reporting, and clearly published such details in the Anti-corruption Measures Manual.

In 2019, the Board did not receive any complaint matter related to non-compliance with rules which did not fall within the scope of wrongful acts against business ethics and anti-corruption policy and there were no significant damage value affecting the Company's operations.

**Monitoring, Reviewing and Assessment:** The Anti-Corruption Working Committee is responsible for monitoring, reviewing and assessing risks on a yearly basis. When new risks are identified, the Working Committee shall prepare a prevention plan and practice guidelines to control such risks and report to the Audit Committee who is responsible for overseeing compliance with anti-corruption measures and reviewing measures and related internal control activities. Moreover, the Internal Audit Division is responsible for reporting wrongdoings or violations of the Company’s Code of Conduct to the Audit Committee on a quarterly basis. The Audit Committee then reports such matter to the Board through the Audit Committee’s report which is included in the agenda of the Board Meeting at all times.

**Anti-corruption Plan in 2020:** The Board will promote and support one more EGCO’s subsidiary to be certified as a member of CAC. The policy is communicated to EGCO’s subsidiaries by its representatives holding director and management positions in the Group companies. EGCO has also set goals to have all of its subsidiaries certified as CAC’s members. In addition, to raise anti-corruption awareness of employees in the Group companies, EGCO has a plan to enhance their anti-corruption knowledge and arrange activities for Group companies’ employees via an e-learning system which has already been operated in 2019.

**Communication Channels:** All stakeholders can raise their opinions, recommendations and other concerns non-related to anti-corruption to EGCO via the following channels:

**By electronic mails**

Channels	Electronic mails	Telephone Numbers
Board of Directors	directors@egco.com	-
Audit Committee	auditcommittee@egco.com	-
Corporate Secretary	cs@egco.com	0 2998 5020-7
Corporate Communications Division	corp_com@egco.com	0 2998 5130-7
Investor Relations Unit	ir@egco.com	0 2998 5150-5153

**By post**

The mailing address is Electricity Generating Public Company Limited, EGCO Tower, 222 Vibhavadi Rangsit Road, Tungsonghong, Laksi, Bangkok 10210.

**Responsible person for receiving documents sent to the Board:** The Corporate Secretary is responsible for receiving documents sent to the Board and then forwarding them to relevant committees or directors. Issues and recommendations will be summarized and submitted to the Board on a quarterly basis, except for documents addressing the Audit Committee which will be directly forwarded to the Audit Committee without screening. Electronic mails sent to auditcommittee@egco.com can be accessed solely by the Audit Committee.

**Principle 7 Ensure Disclosure and Financial Integrity**

**Information Disclosure and Transparency:** The Board is responsible for ensuring that the preparation of financial reports and disclosure of information are conducted in a correct, adequate and timely manner and in compliance with relevant rules, criteria and practice guidelines. The Board reviews the policy and practice guidelines on information disclosure on a yearly basis. In 2019, the Board considered that the information disclosure policy and practice guidelines, which were revised in 2017, were proper and aligned with rules and regulations of regulatory agencies, SEC’s good corporate governance principles and revised criteria for assessment of good corporate governance as well as accommodated changing circumstances and corresponded to the roles of communication technologies and online media. The information disclosure policy and practice

guidelines cover written information prepared in both Thai and English and non-written information and communication methods used by EGCO such as meetings, conference calls, interviews and all communication channels including online media like websites and Facebook.

### Practice Guidelines for Information Disclosure and Confidentiality of Different Types of Information, including:

#### Types of Information

1. Material Non-Public Information
2. Forward Looking Information
3. Material Public Information
4. Non-Material Information
5. Information Affecting Business or Competition
6. Irregular Information such as rumour and data leakage
7. Information via Online Social Networks

#### Information Disclosure Channels

- Regulatory agencies: SET's website ([www.set.or.th](http://www.set.or.th)) and SEC's website ([www.sec.or.th](http://www.sec.or.th))
- Shareholders, individual investors, securities analysts and institutional investors
  - Press Conference to investors and analysts
  - Road Show
  - Company Visit
  - Delivery of meeting notice by post
- Mass media: PR news, newspaper, advertising media, journals and television
- Online media
- Annual report and Form 56-1
- Management Discussion and Analysis
- EGCO's website at [www.egco.com](http://www.egco.com)

#### Responsible Units and Persons for Information Disclosure

- Responsible units for information disclosure
  - Corporate Secretary Division : To SEC, SET, and major shareholders
  - Investor Relations Unit : To minor shareholders, securities analysts, institutional investors and individual Investors
  - Corporate Communication Division : To media, NGOs and general public
- Responsible Persons for Information Disclosure
  - President
  - Senior Executive Vice President, Accounting and Finance Group
  - Senior executives assigned by the President

**Financial Statement Preparation:** The Board has entrusted the Audit Committee to oversee preparation of EGCO's financial reports which must be correct, complete and in compliance with relevant laws and notifications, and regular implementation of appropriate accounting policy. The Audit Committee is responsible for preparing financial reports that are accurate, complete and transparent and protecting the Company's assets against loss or utilization of unauthorized persons, and preventing corruption and unusual operations to be in line with Thailand's generally accepted accounting standards and relevant laws and regulations as well as enhancing stakeholders' confidence in financial reports. The Audit Committee requires a meeting with the auditor, without the presence of the management, at least once a year to inquire and seek opinions from the auditor on matters related to financial reports. The Board also prepares a report on the Board's responsibility towards the financial reports which covers significant matters according to the SET Code of Best Practice for Directors of Listed Companies as shown in the Auditor's Report in the Annual Report. In 2019, EGCO appointed auditors from the PricewaterhouseCoopers ABAS Ltd., who were professional experts with independence and impartiality, and experience in accounting audit, as the Company's auditor to enhance confidence among the Board and shareholders that the Company's financial reports reflected true, correct and reliable financial status and business performance in all aspects.

EGCO also prepares a Management Discussion and Analysis to provide analytic information on the Company's financial status, business performance and major changes to investors and securities analysts on a quarterly basis. This report is submitted via SET portal along with the Company's financial statements.

Moreover, the International Standard on Auditing (ISA) 720 (Revised), the Auditor's Responsibilities Relating to Other Information prescribes that the auditor shall read and consider other information such as financial and non-financial information (other than the financial statements and the auditor's report) which is included in the Company's Annual Report to ensure that the materiality appeared in other information and financial statements, and knowledge gained from the auditing of auditors does not significantly contradict the facts. Then, the financial reports prepared by the management, the report of the Board's responsibilities for the financial reports, and the auditor's report are correct, reliable and consistent.

It should be noted that EGCO has never been demanded by SEC to restate the financial statements. In addition, the Company has disclosed quarterly and annual financial statements to shareholders and investors before the due date.

**Preparation of Sustainability Report:** The Board has established a policy to prepare a sustainability report since 2007. In 2018, EGCO specifically prepared the 2018 Sustainability Report by applying the Global Reporting Initiative (GRI) to prioritize materiality of each issue according to stakeholders' opinions, EGCO's interests and Sustainable Development Goals (SDGs). The Board considered and viewed that these issues would further help determine EGCO's business directions towards a sustainable future.

**Information Disclosure of Concerned Units:** The Board has clearly determined responsible units for information disclosure to communicate with the shareholders and other stakeholders in an appropriate, equal and timely manner as follows:

- 1. Investor Relations Unit:** The Investors Relations Unit is responsible for equally and fairly communicating to all institutional investors, shareholders as well as analysts and consistently sets its annual investor relations plan. Considering that equitable treatment of shareholders is very important, EGCO has provided information with duly care to ensure that all stakeholders equally receive the information. The quiet period, when no information or answer to questions related to performance forecast is given to analysts and investors, is 14 days before releasing the financial statements. Moreover, the Investor Relations Unit has adhered to EGCO's Code of Conduct for Investor Relations Practitioners as approved by the Board in 2018. Significant issues are as follows: 1. Disclosure of significant and necessary information in a correct, adequate, and timely manner 2. Protection of internal information 3. Disclosure of information in a fair and equitable manner 4. Performance of duties with integrity.

**Information Dissemination via Investor Relations Activities:** EGCO also emphasizes information dissemination via investor relations activities. The executives have participated in the activities by presenting information and meeting with investors in order to create a good understanding of the Company's management, foster good relationships with investors as well as encouraging continuous exchange of opinions. The main activities in 2019 were as follows:

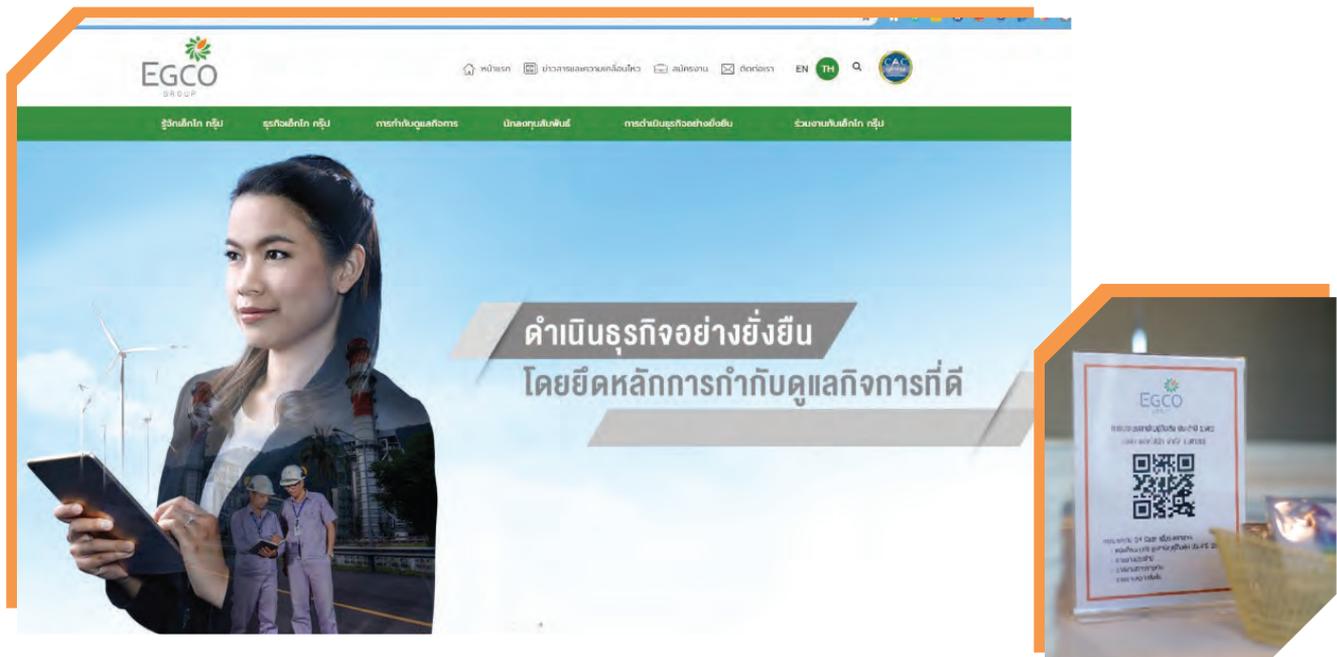
Activities	Number of Activities
Quarterly analyst meeting	4
Shareholders and investors' visit to Khanom Power Plant and Khanom Power Plant Learning Center	2
Analysts and institutional investors' visit to Khanom Power Plant and Khanom Power Plant Learning Center	1
National and international seminars and meetings with investors and securities analysts	20
Communication via emails and phones	Approximately 5 times per day
Preparation of "Life" quarterly newsletter as a channel to communicate the Company's significant activities and performance to shareholders	4

The activities for investors and shareholders are stated in the 2019 Highlight Performance: Activities for Shareholders and Investors section of the Annual Report.

- Corporate Communications Division:** The Corporate Communications Division is responsible for communicating the Company's movements, activities and cooperation with other organizations to all media and the public. Major events in 2019 included 2 sessions of press conference on its operating results, business direction and progress on projects, 1 session of press interview and meeting with senior executives, 1 media's company visit to Khanom Power Plant, Nakhon Sri Thammarat Province, and 25 pieces of published public relations news and articles.
- Corporate Secretary Division:** The Corporate Secretary Division is responsible for disclosing information as required by SET and SEC in a correct, complete and transparent manner and proceeded through procedures. In 2019, 20 notifications were submitted to SET.

EGCO ensures that the information appeared on the website is always correct, complete and up-to-date. Efficiency of information disclosure is assessed by questionnaires every time the meetings with shareholders, investors, and analysts are held as guidelines for improvement of efficiency of information disclosure and investor relations affairs. In addition, EGCO delivers a feedback form on Annual Report together with the Annual Report and notice of the shareholders' annual general meeting to inquire about the quality of annual reporting, additional documents needed and questions to be answered by directors and executives in the next shareholders' annual general meeting. In this regard, the Company receives positive feedback from shareholders.

**Use of Information Technology for Information Dissemination:** EGCO discloses important and interesting information via the Company's website ([www.egco.com](http://www.egco.com)) to enable shareholders, investors and interested persons to get access to the Company's information both in Thai and English in a correct and timely manner, for instance, company profile, vision and mission, shareholder structure, Board of Directors, subcommittees, management team, EGCO Group's business, whistleblowing channels and downloadable information such as corporate governance policy, company registration certificate, Articles of Association, financial statements, annual report, sustainability report, AGM meeting notice, annual registration statements (Form 56-1) and documents to be presented in analyst meeting, etc.



**Principle 8 Ensure Engagement and Communication with Shareholders**

**Rights of Shareholders:** EGCO values and respects shareholders as well as institutional investors, as the securities investors and the owners of the Company. Therefore, the Board encourages all shareholders to exercise their basic rights including the right to share profits, the right to buy, sell or transfer the share, the right to receive adequate Company’s information, and the right to attend and vote at the shareholders’ meetings for appointment or removal of directors, determination of directors’ remuneration, appointment of auditor and determination of audit fee and consideration of other significant issues affecting the Company as well as inquiries and opinions in the shareholders’ meetings.

Besides promoting shareholders and institutional investors to exercise such basic rights, EGCO endeavors to ensure equitable treatment to shareholders such as providing updated information via the Company’s website in both Thai and English as well as newsletters and site visits for shareholders. It can be assured that EGCO shall not, at any period of time, violate or deprive the shareholders’ rights.

**Shareholders’ Meeting:** The Board considers the Annual General Meeting of Shareholders (“AGM”) a very important event. The AGM is held within 4 months from the Company’s closing date of accounting period to accommodate shareholders’ participation in monitoring the Company’s performance. An extraordinary general meeting of shareholders can be held by the Board on a case by case basis to consider a special agenda that affects or involves the shareholders’ interests and requires the shareholders’ approval. In 2019, EGCO’s AGM was held on April 18, 2019 at Vibhavadee Ballroom, Centara Grand Hotel at Central Plaza Ladprao, Bangkok. There was no extraordinary general meeting of shareholders during the year. EGCO’s AGM was arranged in accordance with AGM Checklist issued by the Thai Investors Association, Listed Companies Association and SEC as follows:

**Before the Shareholders’ Meeting Date**

EGCO provided shareholders with complete meeting documents in advance to support their decision making. Shareholders were encouraged to attend the meeting and EGCO strived to facilitate shareholders’ exercise of voting rights, in case they could not attend the meeting as follows:

- Meeting schedule and agenda were distributed via SET portal and EGCO's website on February 22, 2019 before delivering the meeting documents by post, 55 days prior to the AGM date. The record date for the rights to attend the meeting and receive dividends was also detailed in the meeting notice.
- Meeting notice and agenda, in both Thai and English, were disseminated by clearly separating each agenda item as prescribed in Chapter 4 of EGCO's Articles of Association: Shareholders' Meeting. The appointment of directors and consideration of directors' remuneration were under separate agenda items. Each agenda item consisted of background, objective and rationale, Board's opinions, number of votes needed, policy and criteria of determination of remuneration, policy and criteria of director nomination, profiles of nominated directors, details of previous minutes, criteria and procedures in attending the meeting, 3 proxy forms (form A, B and C), as required by the Department of Business Development, Ministry of Commerce and an annual report, which were notified to shareholders on March 18, 2019, 31 days before the AGM date. Meeting notice and supporting documents were published for 3 consecutive days in 2 Thai and 1 English newspapers to notify shareholders in advance, so that they could have adequate information before attending the meeting. Also, other relevant details were published on EGCO's website before sending hard copies to shareholders in order to allow them to have enough time to review such information. Meeting notices were delivered to shareholders by post 24 days prior to the AGM date. Contact numbers were also provided for further inquiries and for proposing additional information relating to the appointment of directors, as in compliance with the best practice guidelines by SEC and SET.
- To encourage the institutional investors' attendance. The Investor Relations Unit coordinated with the institutional investors on their submission of registration documents to EGCO 7 days in advance for document checking or additional document request in order to facilitate the administrative procedures on the actual meeting day.
- Providing shareholders with communication channels to forward their inquiries on meeting agenda in advance to [cs@egco.com](mailto:cs@egco.com) or facsimile number 0 2998 5999 ext. 5020-5027 to ensure the shareholders' utmost benefits and full legal rights.



### On the Shareholders' Meeting Date

EGCO strongly encouraged shareholders to exercise their rights by attending and voting at the shareholders' meeting. The meeting was conducted in a transparent, correct, and accountable manner ranging from the registration, vote counting to result announcement, in order not to violate or deprive of the shareholders' rights. Shareholders' inquiries and opinions were welcomed and taken into consideration as follows:

- Directors, executives and external auditors from PricewaterhouseCoopers ABAS (PwC) attended the AGM altogether in order to answer shareholders' questions and acknowledge their opinions. For the AGM 2019, 15 directors including the Chairman and directors attended the meeting which accounted for 100% of the total number of the Board members. The Chairman of the Board, the Chairmen of all subcommittees and the President together with senior executives also attended the meeting and explained details of information regarding agenda items and answered shareholders' questions.
- EGCO identified the names of directors having conflicts of interest in respect to any agenda item in the meeting notice. Those directors were not present in the meeting while any given agenda item was being considered.
- Shareholders and institutional investors' facilitation was EGCO's first priority. The map of the meeting venue was attached to the meeting notice and several registration counters were appropriately and adequately provided for shareholders' convenience.
- Exhibition on EGCO's business operations was arranged for shareholders. Shareholders' inquiries were warmly welcomed and clarified by the executives, Investor Relations Unit, Accounting and Finance Unit and Business Development Unit.
- One volunteer shareholder was invited to observe the vote counting process. Representatives from the Thai Investors Association also observed the meeting.
- Shareholders, who registered after the meeting had already started, were allowed to vote for the ongoing and the remaining agenda items.
- The shareholders' meeting was convened according to the sequence of the agenda. Each agenda presentation included the background, supporting rationale and recommendation. The details of significant information were included in the meeting notice delivered to shareholders, without any ad hoc agenda during the meeting.
- Shareholders were equitably treated and were allowed to raise questions and opinions. All questions were addressed and clarified by the Chairman and completely recorded in the minutes of the meeting.
- Baker & McKenzie Co., Ltd. was hired as an inspector to audit shareholders' or proxies' registration documents, meeting quorum, voting methods and vote counting pursuant to the Company's Articles of Association, as well as to inspect shareholders' ballot collection and voting results. In this regard, the inspector reported that the quorum of the Board, meeting and the voting procedures were transparent and in compliance with the Company's Articles of Association, relevant laws and SET's best practices. In addition, the inspector reported that EGCO highly respected the rights of its shareholders to actively participate in the meeting and voice out their opinions as well as efficiently facilitated shareholders in all matters.

- AGM quality assessment surveys were disseminated to gather feedbacks for future improvements for the best interests of the Company and its shareholders. The result of the 2019 survey indicated that the shareholders were satisfied with meeting notice, meeting facilitation, and meeting conduct.

For the AGM 2019, there were 481 shareholders attending in person and 1,375 shareholders by proxies, representing 413,293,439 shares which accounted for 78.5035% of the total issued shares.

#### After the Shareholders' Meeting Date

- After the AGM, EGCO concluded resolutions for each agenda item to shareholders and SET via SET Portal according to SET's criteria of information disclosure. In 2019, meeting resolutions were notified before 9.00 a.m. on April 18, 2019, the day after the AGM.
- EGCO also prepared minutes of the meeting which recorded a name list of directors and executives together with their titles, auditors and meeting inspector attending the meeting, voting and vote counting procedures, voting card instructions, Board's recommendations, inquiries and recommendations of shareholders and clarifications from the management. Details on the number of approvals, disapprovals, abstentions and voided ballots, and resolutions of each agenda item were also included and sent out for shareholders' review on EGCO's website: [www.egco.com](http://www.egco.com) on April 30, 2019 which occurred within 14 days after the meeting date as required by SET's criteria. Moreover, EGCO disseminated images and sounds recorded in the meeting on its website for absent shareholders' acknowledgement.
- EGCO coordinated with its securities registrar, Thailand Securities Depository Co., Ltd. (TSD), to ensure that shareholders received dividend in a complete and accurate manner.
- Recommendations and opinions raised by the shareholders and inspectors were taken for further consideration and continuous improvement of the AGM.



**Company Visit and Knowledge Enhancement for Shareholders and Investors:** Shareholders and investors are invited to visit the Company and meet the executives to enhance their understanding of business and follow up the progress of the Company's business operations. In 2019, company visits were continuously arranged for investors, analysts and investors, of which the details can be found in the Corporate Governance section (Investor Relations subsection) of the Annual Report.

**Results of the Compliance with Good Corporate Governance Policy:** The Board, management and employees of EGCO Group have strictly and regularly adhered to the good corporate governance policy. From that commitment, EGCO has always passed the assessments and earned awards according to the good corporate governance principles. In 2019, EGCO's assessment results and awards were as follows:

- EGCO Group was selected for the ESG100 Universe in 2019 in the resources sector for 5 consecutive years from Thaipat Institute as a listed company with outstanding performance in environmental, social and governance (ESG) aspects.
- EGCO Group received Thailand Sustainability Investment (THSI) 2019 Award or sustainable stocks in the resources sector for 5 consecutive years from SET as the Company with focus on sustainable business operations under good corporate governance principles to generate growth and add value for shareholders along with caring for the community, society and environment.
- EGCO Group received the Money & Banking Award 2019 as Best Public Companies of the Year 2019 in the resources sector from Money & Banking Magazine. The Company was ranked as Best Public Companies of the Year 2019 which was considered by its strong financial performance, market capitalisation, profitability and return on investment.
- EGCO Group received Sustainability Disclosure Recognition in the Sustainability Disclosure Award 2019 Presentation Ceremony from Thaipat Institute as the Company disclosed information on sustainability to the public and related stakeholders.
- Khanom Electricity Generating Co., Ltd., a subsidiary of EGCO Group, received Thailand Quality Class (TQC) Award 2018 from Thailand Productivity Institute under the Ministry of Industry in the 17<sup>th</sup> Thailand Quality Award Presentation Ceremony as the leading Thai organization with excellence in organizational management according to the criteria of Thailand Quality Award.
- EGCO received a full score of 100 for the Annual General Meeting of Shareholders (AGM) Assessment 2019 conducted by the Thai Investor Association.
- EGCO Group received a score of 96 or "Excellent" for the Corporate Governance Report of Thai Listed Companies (CGR) Assessment Project conducted by the Thai Institute of Directors (IOD).

## Audit Committee's Report

The Audit Committee of Electricity Generating Public Company Limited (EGCO) consists of 3 independent directors who are knowledgeable and experienced in law, accounting and finance, management and energy business as follows: Ms. Jaruwan Ruangswadipong as a Chairman, Prof. Dr. Anya Khanthavit and Mr. Paisan Mahapunnaporn as members.

In 2019, the Audit Committee held 12 meetings with all Committee members attended. There were discussions with the Management, Internal Auditors and External Auditors also. Moreover, there was an exclusive meeting with External Auditors for independent consulting on operations and External Auditors' opinions.

The Audit Committee had completely performed its duties assigned by the Board of Directors, as prescribed in the Audit Committee Charter which aligned with the regulations of the Stock Exchange of Thailand (SET) and regularly reported the committee's meeting resolutions to the Board of Directors.

The Audit Committee had opined the opinions that EGCO's financial reports were accurate, complete, and reliable, Internal Control Systems were appropriate and adequate, EGCO had fully complied with the Securities and Exchange Acts, SEC regulations as well as other governing laws and information disclosure of the connected transactions or any conflict of interest was accurate and adequate.

### Summary of the Audit Committee's Activities

#### Review of financial statements

Reviewed the quarterly and annual financial statements for 2019 with the external auditors and the Management. The Audit Committee also asked the auditors about the accuracy and completeness of the financial statements and significant adjustments which affected the financial statements to ensure that the financial statements complied with the generally accepted accounting principles and that the information disclosed in the financial statements was adequate, accurate, reliable, and complied with governing laws and regulations. Including, the progress monitoring of the preparation for relevant financial reporting standards which will be effective in 2020.

Reviewed the Management Discussion and Analysis (MD&A) with the Management to ensure its accuracy, completeness, adequacy and that the disclosed information benefitted the investment decision of the shareholders and investors.

Considered non-audit services performed by the group companies' audit firm for EGCO and subsidiaries that such services were not significant to potentially influence the independence of the auditor.

### Review of the internal control systems

In the Board's meeting no. 1/2020 on January 17, 2020, the Board considered and assessed the sufficiency of internal control based on the result of the internal control assessment which reviewed by the Audit Committee. The Board agreed with the Audit Committee that

1. The internal control system of EGCO was considered appropriate and adequate. Sufficient personnel were assigned to uphold the internal control system effectively and the internal control system was properly set to monitor the subsidiaries' operations in order to safeguard EGCO's and subsidiaries' assets from misuse or unauthorized use by the Directors, the Management or employees.
2. In the previous year, the Board and the Audit Committee received report from the external auditor that there was no any significant deficiency in internal control systems.

### Oversight of Internal Audit

Approved the annual audit plan, budgeting and manpower plan for the year 2020. The audit plan was aimed to support and conform the EGCO's strategic plan. The Audit Committee also encouraged the development and enhance internal audit, by endorsement the external assessor to perform the Quality Assurance Review.

Considered and reviewed the internal audit report of the Internal Audit Division, including provided the significant opinions and recommendations to properly improve internal control systems. Nevertheless, the internal audit report was directly reported to the Audit Committee by the Internal Audit Division.

Encouraged the professional development of internal auditors approved KPI and performance assessment of Chief Internal Auditor as well.

### Review of Connected Transactions

The Audit Committee considered the connected transactions or any transactions that may cause conflicts of interest to comply with rules and regulations of SET and that such transactions were reasonable, best beneficial to EGCO and approved by authorized persons having no interest in such transactions. In 2019, there were no related transactions which required the endorsement of the Audit Committee prior to the approval of the Board and the Shareholders.

### Review of Risk Management

The Audit Committee reviewed the risk management measures, processes, execution and risk management guidelines to align with the policy, strategies and risk mitigation plans. In 2019, the Board assigned the Risk Oversight Committee which consisted of 5 directors, independent directors, Non-Executive Directors and President to oversight, monitor and assess the compliance with the risk management process.

### Review of Good Corporate Governance

The Audit Committee reviewed with the Management to ensure that EGCO's activities were conducted in compliance with the Securities and Exchange Acts, SET Regulations as well as other governing laws. It also acknowledged the representation statements of the employees, management and the President for the year 2019 that their respective tasks and duties well complied with the governing laws.

Further enhanced EGCO's good corporate governance practices and acknowledged the compliance statement on Code of Conduct of EGCO employees. The representation process and the content of the statement ensured that EGCO's compliance with Code of conduct and relevant laws were well regarded. The prevention against fraud or corruption was enhanced such as providing the channel to direct complaints, reports on suspected violation of laws and Code of Conduct and questions about the financial statements and internal control systems by email address : [auditcommittee@egco.com](mailto:auditcommittee@egco.com). Whistleblower system was also set up to include the whistleblower's protection measures and to treat all complaints with the appellant and confidentiality protections.

### Quality Preservation of Audit Committee

Reviewed the Audit Committee Charter and annually conducted the Audit Committee's self assessment, to ensure that composition, qualifications, and performance of the Audit Committee well aligned with its assigned duties were achieved and that its duties and responsibilities aligned with International, SET best practice and appropriated for EGCO's business.

### Appointment of the external auditors

The Audit Committee reviewed independence, qualifications, performance and appropriate fee of the auditors and had a resolution to propose the appointment of Ms. Amornrat Pearmpoonvatanasuk Certified Public Accountant (Thailand) No. 4599, Mr. Vichien Khingmontri Certified Public Accountant (Thailand) No. 3977, and Ms. Rodjanart Banyatananusard Certified Public Accountant (Thailand) No. 8435, the auditors from the audit firm, Pricewaterhouse Coopers ABAS Ltd. as 2020 EGCO's auditors to the Board of Directors for consideration and submitted for the shareholders' approval in the annual general meeting of shareholders.



Mrs. Jaruwan Ruangswadipong  
Chairman of the Audit Committee

## Risk Oversight Committee's Report

In Meeting No. 9/2019, which took place on September 20, 2019 with the endorsement and recommendation of the Nomination and Remuneration Committee, the EGCO Group's Board of Directors established the Risk Oversight (ROC) and approved the committee's charter and remuneration. Additionally, the board appointed five members to the ROC who are experts and have vast experience in risk management, law, finance and banking, engineering, and the energy business. The establishment of the ROC is effective on September 20, 2019 and the appointed ROC members are listed below.

- |    |                           |                                 |
|----|---------------------------|---------------------------------|
| 1. | Prof. Dr. Anya Khanthavit | Chairman (Independent Director) |
| 2. | Mr. Paisan Mahapunnaporn  | Member (Independent Director)   |
| 3. | Mr. Patana Sangsriroujana | Member                          |
| 4. | Mr. Tomoyuki Ochiai       | Member                          |
| 5. | Mr. Jakgrich Pibulpairoj  | Member (President)              |

The ROC performed its assigned duties as prescribed in the charter and regularly reported their meeting resolutions to the board.

In 2019, three meetings were held to carry out the ROC's duties and other responsibilities as well. Here is a list of the activities:

1. The unanimous election of Prof. Dr. Anya Khanthavit as Chairman of the Risk Oversight Committee.
2. The review of EGCO Group's risk management philosophy, risk management policy, risk appetite, and risk tolerance.
3. The revision of the EGCO Group's Risk Management Manual so it can be aligned with the integrated 2017 COSO ERM framework.
4. The monitoring of the construction risk of the under-construction Nam Theun 1 Hydro Power Plant in Laos. The risk reduction and the risk factors were considered; EGCO Group's 2020 corporate key risks, KRIs and Risk Rating Scale were approved.
5. The company visited the Tobacco Authority of Thailand and the Kiatnakin Bank in October and November of 2019. During these trips, the board of directors, high-level executives, and employees from the Risk Assessment, Internal Audit, Corporate Secretary and Information Technology divisions explored the internal control and risk management information through the Key Monitoring System (KMS) dashboard for risk factors, KRIs, Key Performance Indicators (KPIs), and control self-assessments to understand the risk in work in order to create the firm's added value. Additionally, they advised on EGCO Group's Risk Monitoring System development, providing instructions to update the Risk Management Monitoring Report and the KRI dashboard with risk owners on a monthly to quarterly basis.

6. In November 2019, Prof. Dr. Anya Khanthavit, Chairman of the Risk Oversight Committee, lectured the board of directors and executives on “Value Creation and Enhancement for EGCO with the New COSO 2017 Enterprise Risk Management Integrating with Strategy and Performance.”
7. Advised on the organization of the 2020 Corporate Risk Seminars and Workshops for EGCO Group’s high-level executives in December 2019 to identify the organization’s 2020 Corporate Key Risks and KRIs.
8. The consideration of EGCO Group’s 2020 Corporate Key Risks, KRIs, Root Causes and Risk Mitigation Plans.
9. The setting of the ROC’s 2020 agenda and meeting schedule.
10. Conducted the annual self-assessment using the ROC’s self-assessment form which was aligned with the guidelines of the Stock Exchange of Thailand (SET). The 2019 self-assessment result showed that the composition, qualifications, and performance of the ROC were well-aligned with the ROC Charter and the SET’s guidelines. The results were then reported to the board of directors.



Prof. Dr. Anya Khanthavit  
Chairman of the Risk Oversight Committee

## Investment Committee's Report

EGCO's Investment Committee Charter prescribes that the Board of Directors shall appoint members of the Investment Committee comprising 5 directors in total, namely 4 non-executive directors and the President. The Senior Vice President of the Corporate Secretary Division is assigned to serve as the Secretary to the Committee. As of December 31, 2019, the Investment Committee appointed by the Board of Directors consisted of non-executive directors, namely Mr. Thepparat Theppitak, Mr. Shunichi Tanaka and Mr. Naoki Tsutsumi, and Mr. Jakgrich Pibulpairoj, the President. The Board of Directors is currently searching for a new member of the Investment Committee to replace Mr. Witon Kulcharoenwirat who resigned from the chairmanship of the Board of Directors and Investment Committee, effective from November 1, 2019.

In 2019, the Investment Committee placed emphasis on strategic plans and investment directions to cope with the energy situation and global economic conditions and recognized risks of technologies which became more advanced and might have impacts on EGCO Group's business. In 2019, the Investment Committee held 9 meetings to consider significant issues assigned by the Board of Directors as shown in the Investment Committee Charter. Details are as follows:

1. The Committee reviewed and proposed to the Board of Directors to consider revision of vision and mission statements that encompassed energy business and other energy-related businesses and expanded investment areas apart from the Asia-Pacific region.
2. The Committee scrutinized both short-term and long-term strategic plans, annual action plans, budget and manpower before proposing them to the Board of Directors for approval to ensure that they were in line with the Company's vision, mission and policy and that the budget and manpower were set appropriately to enable the management to achieve the approved strategic and action plans.
3. The Committee followed up and appraised investment projects to ensure that they aligned with the plan. They also provided guidance and suggestions if they were not implemented according to the plan assigned by the Board of Directors.
4. The Committee followed up the progress of 2019 action plans covering 4 perspectives of the Balanced Scorecard - financial, customer, internal process and learning and growth - through quarterly reports prepared by the management and gave advice in case they were not implemented as planned.
5. The Committee considered investments in both domestic and international power projects and proper sources of funds by taking into account the alignment between the vision and strategic plans, and reasonable returns. In 2019, the Investment Committee considered and approved to propose 3 new investment projects to the Board of Directors as follows:
  - 5.1 The Oil Pipeline Extension to Northeastern Region Project from Saraburi province to Khon Kaen Province whereby EGCO acquired 44.6% of total registered capital after capital increase in Thai Pipeline Network Co., Ltd. ("TPN") and entered into the share purchase and subscription agreement on September 4, 2019 and signed the shareholders' agreement on September 25, 2019.

- 5.2 The Fuel Cell Project in South Korea whereby EGCO invested indirectly through Paju Energy Service Co., Ltd. ("Paju ES"), a company under EGCO Group, which would construct and operate a 19.8 MW grid connected Fuel Cell Project to be located in Gangdong-gu, Seoul, South Korea. The Gangdong Fuel Cell Project is considered to be a renewable power plant where electricity is generated by a chemical reaction between hydrogen from natural gas and oxygen to produce electricity and heat without combustion. This marks another step of EGCO's investment in high technology.
- 5.3 The 640 MW Offshore Wind Farm Project in Taiwan whereby EGCO invested indirectly through Greenwing Energy B.V., a wholly owned subsidiary of EGCO, which entered into a share purchase agreement to acquired a 25% ownership interest in Yunlin Holding GmbH ("Yunlin") on December 18, 2019. The transaction is expected to be closed in the 1<sup>st</sup> quarter of 2020, subject to completing all closing conditions.
6. The Committee reviewed and made some adjustments to EGCO's financial management criteria in terms of cash management, financial risk management as well as financial credibility enhancement to be in accordance with the changing financial management criteria and suitable for the current situation.

The Investment Committee had fulfilled its duties as stated in the Charter and assigned by the Board of Directors. The Committee had considered various matters with care and diligence for the ultimate benefits of the Company and stakeholders and in accordance with the laws and Company's regulations. Also, the meeting results were regularly reported to the Board of Directors.



Mr. Jakgrich Pibulpairoj  
Member of the Investment Committee

## Nomination and Remuneration Committee's Report

In 2019, the Nomination and Remuneration Committee appointed by the Board of Directors consisted of 2 non-executive directors, namely Mr. Toshiro Kudama, Chairman of the Nomination and Remuneration Committee, and Mr. Patana Sangsrirojana, and 3 independent directors, namely Dr. Pasu Loharjun, Assoc. Prof. Dr. Nualnoi Treerat and Assoc. Prof. Dr. Bordin Rassameethes. The Nomination and Remuneration Committee performed its duties assigned by the Board of Directors as stipulated in the Nomination and Remuneration Committee Charter.

In the previous year, the Nomination and Remuneration Committee held 9 meetings. The Nomination and Remuneration Committee was not only responsible for the nomination and remuneration of directors and senior executives according to the Company's criteria and procedures, but also placed importance on organization restructuring and HR Roadmap to ensure alignment with the revision of the Company's vision, mission and strategic plans and accommodate the Company's long-term growth. Its main activities were as follows:

### 1. Self-appraisal of the Board of Directors and the Nomination and Remuneration Committee

The Committee reviewed appraisal criteria and procedures, self-appraisal forms of the Board of Directors for both individuals and the whole group and a self-appraisal form of the Committee itself. After the review, the Committee considered that the current appraisal procedures and self-appraisal forms were appropriate. The Board of Directors, in its meeting no. 9/2019 held on September 20, 2019, approved the adoption of those criteria and self-appraisal forms for year 2019.

The Committee conducted its self-appraisal and disclosed appraisal results in the section of Corporate Governance.

### 2. Organization Restructuring

Due to the change in current energy situation which caused an impact on the electricity business and recent technology breakthroughs which can create new business opportunities for the Company, the Committee then approved and suggested the restructuring of business development function which covered the duties to seek new opportunities, study and develop new investments in electricity-related business both domestically and internationally.

Such organization structure was approved by the Board of Directors with effective on March 1, 2019.

### 3. Human Resource Development Planning

The Board of Directors considered that development and retention of human resources were urgent issues that needed to be achieved to deal with the disruptive technology and to be in line with the strategic plan to expand new business models. The Committee was assigned by the Board of Directors to consider EGCO Group's HR Roadmap which is currently being developed.

#### 4. Succession Planning

As many senior executives will retire in 2020, the Committee constantly followed up the progress of the succession plan and human resource development plan to ensure that the qualified successors were appointed in a timely manner to continue the operation and drive the Company towards the vision and strategies as determined by the Board of Directors.

#### 5. Amendments to the Regulation on Human Resource Management

The Committee considered and endorsed to propose to the Board of Directors for approval regarding the amendments to the Regulations on Human Resource Management Re: Maternity Leave Entitlement for Female Employees and Compensation Rate to be in accordance with the Labor Protection Act (No. 7) B.E. 2562 (2019). The amendments became effective from May 5, 2019 onwards.

The Nomination and Remuneration Committee had performed its duties as prescribed in the Charter and delegated by the Board of Directors with care and diligence as well as fairness and transparency complying with the good corporate governance principles for the ultimate benefits of the Company and stakeholders.



Mr. Toshiro Kudama

Chairman of the Nomination and Remuneration Committee

## Corporate Governance and Social Responsibility Committee's Report

EGCO's Corporate Governance and Social Responsibility Committee consisted of 5 directors, 3 of whom were independent directors, 1 non-executive director and the President.

As of December 31, 2019, the Corporate Governance and Social Responsibility Committee comprised Dr. Pasu Loharjun, Independent Director, as Chairman; Assoc.Prof.Dr. Nualnoi Treerat, Independent Director; Assoc.Prof.Dr. Bordin Rassameethes, Independent Director; Mr. Wisak Watanasap, Director; and Mr. Jakgrich Pibulpairoj, President, as Committee Members. The Senior Vice President of the Corporate Secretary Division was assigned to serve as the Secretary to the Committee.

The Committee performed its duties as assigned by the Board of Directors. It oversaw and followed up the Company's operations to ensure compliance with good corporate governance principles and corruption policy and promote the corporate social responsibility policy with focus on equitable treatment to all shareholders, thus leading to sustainable and continuous development.

In 2019, the Committee held 5 meetings which can be summarized as follows:

### 1. Good Corporate Governance

- 1.1 To ensure that sustainability management was carried out systematically and continuously and can adapt to changing circumstances and comply with international practice guidelines to further achieve the sustainable development goals, the Committee reviewed and made adjustments to 4 policies under Good Corporate Governance Principle 3: Rights of Stakeholders and propose them to the Board of Directors for approval as follows:
  1. Environmental Policy
  2. Policy to promote community engagement and development
  3. Human Right Policy
  4. Procurement Policy
- 1.2 The Committee reviewed and revised EGCO's Supplier Code of Conduct to be in line with the sustainable business practices and international practice guidelines. Both new and existing suppliers of EGCO and subsidiaries in which EGCO had controlling power must sign the Code of Conduct. In addition, the Committee added more details regarding procurement and built sustainable procurement knowledge, provided appropriate and adequate trainings for employees and suppliers to create more understanding and corporate risk prevention. The Committee also followed up and evaluated the results of procurement operations in compliance with EGCO Group's Supplier Code of Conduct.

- 1.3 The Committee considered and endorsed corporate governance and anti-corruption plans, followed up the implementation of corporate governance and anti-corruption plans as well as oversaw performance during the operating year to be in line with the good corporate governance principles and to uplift good corporate governance implementation which can be comparable to global standards according to the defined strategic plans.
- 1.4 The Committee continuously promoted and supported the dissemination, communication, trainings and activities. This year's activities were conducted as follows:
- CG Day to disseminate knowledge among employees through game booths and short films in which CG content was embedded
  - "Pillows from Plastic Straws" activity to make pillows from plastic straws for paresis, paralysis and bedridden patients.
  - Supplier Day to exchange knowledge and practice guidelines on anti-corruption with suppliers and encourage them to operate business ethically

## 2. Corporate Social Responsibility for Sustainable Business Operations

- 2.1 The Committee followed up the progress of answering the assessment questionnaire of the DJSI Corporate Sustainability Assessment (CSA) Coaching Program and acknowledged the 2018 assessment results.
- 2.2 The Committee endorsed the revision of policy and practice guidelines on community engagement and development to be in line with present laws, best practices of related regulatory agencies as well as both domestically and internationally accepted standards to uplift such operations of the companies under EGCO Group.
- 2.3 The Committee acknowledged the EGCO Group's Corporate Social Responsibility (CSR) operations which had been continuously implemented according to the long-term plan since 2017 to add value to the community, society and environment which was part of EGCO Group's sustainable business policy as follows:
- 2.3.1 Improvement of quality of life of communities surrounding power plants

The operational framework included the support of local employment, child and youth development, development of occupational skills, hygiene and sanitation promotion for the community, development of public utilities and conservation of natural resources and environment. Each power plant undertook projects/activities suitable for the community context. The policy and practice guidelines on community engagement and development were also revised to serve as a mutual framework for EGCO Group's operations.

2.3.2 Child and youth development

The Company continued the development of 2 projects approved in 2016, namely Khanom Power Plant Learning Center and EGCO's Power Plants and Children's Schools Project. In 2019, Khanom Power Plant Learning Center was officially opened to be a learning center on electricity generation for youth, community and general public.

2.3.3 Watershed forest conservation and restoration

The project was organized by Thai Rak Pa Foundation, the non-profit foundation, which promoted watershed forest conservation and restoration and biodiversity with other networks in the country's important areas, thereby leading to sustainable development.

2.4 The Committee acknowledged EGCO Group's CSR in Process guidelines, which was integrated as part of the strategic plan driving the Company towards sustainability, ranging from project development, under construction project management and project duration of power plant contracts.

2.5 The Committee endorsed the 2020 CSR Action Plan to support the Company's sustainability encompassing 2 plans as follows:

2.5.1 Khanom Power Plant's Biodiversity Development Plan

2.5.2 Watershed Forest Restoration Plan (2017 - 2021), which aimed at increasing green spaces through the operation of Thai Rak Pa Foundation

The Committee reported the meeting results to the Board of Directors for acknowledgement after every meeting as in accordance with the good corporate governance principles.



Dr. Pasu Loharjun  
Chairman of the Corporate Governance  
and Social Responsibility Committee

## Internal Control and Risk Management

The Board has assigned the Audit Committee the responsibility of reviewing and monitoring the adequacy of the internal control system, including risk management. For 2019, the Audit Committee reviewed the appropriateness and effectiveness of the internal control system assessment report provided by the Management. This is to ensure that the internal control system of the Electricity Generating Public Company Limited (EGCO), and the monitoring of its subsidiaries' operations, is in compliance with the guidelines of the Securities and Exchange Commission (SEC), the Stock Exchange of Thailand (SET), and the Internal Control Integrated Framework of the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Audit Committee reviewed the internal control systems in management, operations, finance, and compliance. The audit reports of the Internal Audit Division as well as comments from the external auditors were also considered.

All three Audit Committee members attended Board Meeting no. 1/2020 on January 17, 2020. The Board examined the internal control system assessment report and the results of the SET's internal control questionnaire, both reviewed by the Audit Committee. Thereafter, the Board agreed with the Audit Committee that EGCO's internal control system is appropriate and adequate. Sufficient personnel were assigned to uphold the internal control system, and the internal control system was properly set to monitor EGCO's subsidiaries' operations in order to safeguard assets from misuse or unauthorized use by the directors, management, or employees. In the previous year, the Audit Committee received a report from the external auditor stating that there was no significant deficiency in internal control systems.

The review of the internal control system according to the five components of the COSO Internal Control Integrated Framework can be summarized as follows:

### 1. Control Environment

- A clear vision, mission statement, and list of business objectives were set by the Board as guidelines for the management and employees. Operation was carried out and constantly reviewed to ensure target achievement, considering fair treatment to all stakeholders, in order to create sustainable shareholder value both in financial and non-financial terms.
- The organization structure was designed by the Board to accommodate business growth, and will be adjusted over time in accordance with the business environment.
- The Board set code of conduct and good corporate governance principles, in writing, to be abided by directors, management, and employees, and to be reviewed periodically. New employees were given an orientation to understand their roles and responsibilities in upholding practices and avoiding conflicts of interest.
- The Board set regulations, orders, and the table of authority, in writing, and publicly announced that these are to be abided by all employees.
- The Board set an Anti-Corruption Policy and endorsed the Anti-Corruption Manual to be complied with by directors, management, and employees.

## 2. Risk Assessment

- The Board assigned the Risk Oversight Committee to oversee the risk, assess the impact and likelihood of future risks, including considering the risk mitigation action plan, and corporate risk management plan; and provide advice and support to the board, management and Risk management Committee on risks that are related to Corporate Direction in the businesses. Moreover, the Board also encouraged the continuous improvement and development of risk management within the corporation.
- Risk management is regarded as the duty of all divisions and employees. Nonetheless, the Risk Assessment Division was assigned with the responsibility to support the company's integrated risk management to ensure the level of efficiency and effectiveness is in accordance with EGCO's current business situation.
- Risk assessment is based on external and internal factors that might affect targets. The likelihood and impact of each factor was assessed and prioritized. Key risks were identified, then risk mitigation measures were implemented to manage them. EGCO considers risk culture to be synonymous with corporate culture.
- In 2019, EGCO prepared key corporate risk management and response plans as a result of emerging risks, such as the global economic slowdown, due to the trade war between the United States of America and the People's Republic of China; climate change that led to the government's greenhouse gas emission policy; technology disruption that encouraged efficient electricity management; and cybersecurity risk.

## 3. Control Activities

- Authorities and transaction approval levels were classified in the table of authority, to be reviewed as and when required.
- The procurement process was stipulated by clearly defined procedures and orders, including responsibilities.
- Responsible units for transaction approval, operation or account recording, and asset safeguarding were properly segregated for check and balance control.
- The performance of EGCO's subsidiaries and joint ventures is regularly monitored by management, who reports such performance to the Board for acknowledgement, on a monthly basis.
- Connected transactions are executed in compliance with SET's regulations, with due consideration for all rationales and ultimate benefits of EGCO. Additionally, all transactions are approved by authorized persons, who have no conflicts of interest.
- The Information Technology (IT) division was assigned with the responsibility of IT control system security. The IT internal control system is reviewed annually by the external auditor. Additionally, EGCO enforced the guidelines of the Control Objectives for Information and Related Technology 2019 (COBIT 2019) to ensure that the utilization of IT resources is in accordance with the organization's objectives.

- In 2019, EGCO underwent an Internal Audit Quality Assurance Review (QAR) by an independent external assessor. The purpose of the review was to assess structure; resource allocation; the effectiveness and efficiency of operations; the conformance to international standards and ethics; operational technology; qualifications; knowledge and competency of personnel; personnel development; and training plans. It also included the review of roles and responsibilities in the company's significant missions, by comparing with international standards, best practices, and leading organizations.
- EGCO employed emerging risk mitigation measures, such as the placement of a designated representative in countries where EGCO has investment, in order to closely monitor and respond to changing economic conditions, manage the diverse investment portfolio, continually seek new business, and closely monitor and analyze trends in technological change, related to work improvements. Moreover, the "Innovation Team Challenge" contest was held to encourage teamwork, creativity, and improve competency of employees, by incentivizing the development of innovative ideas and implementation plans, with the purpose of driving the company's sustainable growth, and improving timeous adaptation to technological change.

#### 4. Information and Communication

Adequate, important information is provided for the decision making of the Board, committees, and management, coupled with effective internal communication channels, as outlined below:

- The Board and committee members received the meeting notice, together with the necessary documentation not less than 7 days before the meeting.
- Monthly performance reporting was proposed to the Board of Directors. Relevant stakeholders, such as management, employees, external auditors, and internal auditors will be invited to attend these meetings for discussion and declaration.
- The company's intranet and EGCO Talk Radio are both utilized as internal communication channels for corporate information on policies, regulations, orders, and good corporate governance, including the Anti-Corruption Manual. In 2019, anti-corruption activities were publicized through the company's intranet to ensure continuous education of employees.
- Accounting records and supporting documents of the financial statements are kept in an orderly manner. The auditors who used the stored information had no recommendation for improvement.
- Governing laws, regulations, and orders are kept in a compliance database for reference and tracking. The legal division is responsible for updating this database and providing consultations to responsible units.
- Two-way communication channels are provided to communicate with external parties. The EGCO website, [www.egco.com](http://www.egco.com), serves as the communication channel for all external stakeholders, in order to access corporate information. Meetings with investors and analysts are held quarterly. Press conferences and EGCO newsletters serve as additional communication tools. Stakeholders also inquire about EGCO through the channels mentioned above.

- The whistleblower system is explained in EGCO's code of conduct and is available on its website. It provides shareholders and employees the opportunity to report suspected violations of the code of conduct to management, the Audit Committee, and the Board of Directors, while maintaining anonymity.

## 5. Monitoring Activities

- The Asset Management Unit, Power Plant Management Unit, and Project Management Unit were established to take responsibility for monitoring and overseeing the EGCO group's performance against its KPIs, with constant reporting, including gap analysis, to management and the Board.
- External auditors are encouraged to perform their tasks independently, and to regularly report to the Audit Committee.
- The internal control systems of EGCO are to be evaluated annually by using the internal control assessment form, which is aligned to the SEC's guidelines for the evaluation.
- Management and employees are required to study regulations and the code of conduct and confirm their compliance via the company's intranet system.
- The adequacy and appropriateness of internal control systems are reviewed, and compliance with the Anti-Corruption Policy is regularly monitored, by the internal audit division. Changes to the internal control systems are proposed to the Audit Committee to endorse, before presenting to the Board for acknowledgement.

The external auditors' review the internal control of accounting and finance in order to define the audit approach, timing, and scope of work. For 2019, there was no significant finding for the improvement of internal control systems.

### The Chief Internal Audit

During the Audit Committee Meeting no. 7/2019 on July 9, 2019, the Audit Committee appointed Mrs. Jutima Tungcharoendee as the Chief Internal Audit, effective June 16, 2019. Mrs. Jutima is a Certified Professional Internal Audit of Thailand (CPIAT), with many years of auditing experience, and demonstrated analytical skills. Her knowledge and experience make her a perfect fit for the role.

## General Information

Company	Business	Registered Share Capital (Million Baht)	Par Value (Baht)	Paid-up Share Capital (Million Baht)	Ownership Interest (Direct+Indirect) (%)
<b>Electricity Generating Public Company Limited (EGCO)</b> Registration 0107537000866 (No.BorMorJor.333) Head Office 14 <sup>th</sup> , 15 <sup>th</sup> Floor EGCO Tower, 222, Vibhavadi Rangsit Road, Tungsonghong, Laksi, Bangkok 10210, Thailand Tel. +66 (0) 2998 5000 Fax. +66 (0) 2998 5999	Holding Company focusing on Power business and others related to power business	5,300	10	5,264.65	-

## Subsidiaries

Company	Business	Registered Share Capital (Million Baht)	Par Value (Baht)	Paid-up Share Capital (Million Baht)	Ownership Interest (Direct+Indirect) (%)
<b>Khanom Electricity Generating Company Limited (KEGCO)</b> Office 12 <sup>th</sup> Floor, EGCO Tower Tel. +66 (0) 2998 5000 Fax. +66 (0) 2955 0931 Site Office 112 Moo 8, Tongnean, Khanom, Nakhon Sri Thammarat 80210, Thailand Tel. +66 (0) 7552 9173, +66 (0) 7552 9179 Fax. +66 (0) 7552 8358	IPP Electricity Generating and supply business using Natural gas	8,395	10	8,005.02	99.99
<b>EGCO Engineering &amp; Service Company Limited (ESCO)</b> Office 13 <sup>th</sup> Floor, EGCO Tower Tel. +66 (0) 2998 5000 Fax. +66 (0) 2955 0933 Site Office 35 Rayong Highway No. 3191 Huay Pong, Amphur Muang, Rayong 21150, Thailand Tel. +66 (0) 3868 2611-4 Fax. +66 (0) 3868 2823	Engineering, operation and maintenance services for power plants and manufacturers	400	10	400	99.99

## Subsidiaries (Cont)

Company	Business	Registered Share Capital (Million Baht)	Par Value (Baht)	Paid-up Share Capital (Million Baht)	Ownership Interest (Direct+Indirect) (%)
<b>Dawei Electricity Generating Company Management Pte., Ltd. (DEGCOM)</b> Office EGCO Tower Tel. +66 (0) 2998 5000 Fax. +66 (0) 2998 5999 Overseas office 60 PayaLebar Road, #08-43, PayaLebar Square, Singapore, 409051	Holding company focusing on investment in electricity generating companies in Myanmar	1.80 <sup>1</sup>  (60,000 USD)	-	1.80 <sup>1</sup>  (60,000 USD)	100
<b>New Growth Plus B.V. (NGP)</b> (EGCO Plus is the company's 100% direct shareholder) Office EGCO Tower Tel. +66 (0) 2998 5000 Fax. +66 (0) 2998 5999 Overseas office Gustav Mahlerlaan 1212, 1081 LA, Amsterdam, The Netherlands	Holding company focusing on investment in electricity generating companies in foreign countries	46.409.05 <sup>1</sup>  (1,543,059,337 USD)	30.08 <sup>1</sup>  (1 USD)	46.409.05 <sup>1</sup>  (1,543,059,337 USD)	100
<b>New Growth B.V. (New Growth)</b> (EGCO Plus is the company's 100% indirect shareholder) Office EGCO Tower Tel. +66 (0) 2998 5000 Fax. +66 (0) 2998 5999 Overseas office Gustav Mahlerlaan 1212, 1081 LA, Amsterdam, The Netherlands	Holding company focusing on investment in electricity generating companies in foreign countries	0.93 <sup>1</sup>  (30,894 USD)	-	0.93 <sup>1</sup>  (30,894 USD)	100
<b>Quezon Power, Inc. (QPI)</b> (EGCO Plus is the company's 100% indirect shareholder) Office EGCO Tower Tel. +66 (0) 2998 5000 Fax. +66 (0) 2998 5999 <b>Overseas office</b> Philippines 14 <sup>th</sup> Floor, Zuellig Building Overseas office Makati Avenue corner Paseo de Roxas Makati City 1225, Philippines Netherlands Gustav Mahlerlaan 1212, 1081 LA, Amsterdam, The Netherlands	Holding company focusing on investment in electricity generating companies in Philippines	6.02 <sup>1</sup>  (200,000 USD)	-	6.02 <sup>1</sup>  (200,000 USD)	100

## Subsidiaries (Cont)

Company	Business	Registered Share Capital (Million Baht)	Par Value (Baht)	Paid-up Share Capital (Million Baht)	Ownership Interest (Direct+Indirect) (%)
<p><b>Quezon Power (Philippines) Limited Co. (Quezon)</b> (EGCO Plus is the company's 100% indirect shareholder)</p> <p>Makati office 14<sup>th</sup> Floor, Zuellig Building Makati Avenue corner Paseo de Roxas Makati City 1225, Philippines</p> <p>Overseas office Barangay, Cagsiay I, Mauban Quezon Province, 4330, Philippines</p>	<p>IPP Electricity Generating and supply business using Coal</p>	<p>6,245.03<sup>1</sup>  (207,641,268 USD)</p>	-	<p>6,245.03<sup>1</sup>  (207,641,268 USD)</p>	100
<p><b>Pearl Energy Philippines Operating, Inc. (PEPOI)</b> (EGCO Plus is the company's 100% indirect shareholder)</p> <p>Office EGCO Tower Tel. +66 (0) 2998 5000 Fax. +66 (0) 2998 5999</p> <p><b>Overseas office</b></p> <p>Philippines Barangay, Cagsiay I, Mauban, office Quezon, 4330, Philippines</p> <p>Netherlands Gustav Mahlerlaan 1212, 1081 LA, Office Amsterdam, The Netherlands</p>	<p>Operation and Maintenance of QPL and SBPL Power Plant</p>	<p>6.02<sup>1</sup>  (200,000 USD)</p>	-	<p>6.02<sup>1</sup>  (200,000 USD)</p>	100
<p><b>Quezon Management Service Inc. (QMS)</b> (EGCO Plus is the company's 100% indirect shareholder)</p> <p>Office EGCO Tower Tel. +66 (0) 2998 5000 Fax. +66 (0) 2998 5999</p> <p><b>Overseas office</b></p> <p>Philippines 14<sup>th</sup> Floor Zuellig Building office Makati Avenue corner Paseo de Roxas Makati City 1225, Philippines</p> <p>Netherlands Gustav Mahlerlaan 1212, 1081 LA, Office Amsterdam, The Netherlands</p>	<p>Management service for QPL and SBPL Power Plant</p>	<p>3.10<sup>3</sup>  (5,260,000 PESO)</p>	-	<p>3.10<sup>3</sup>  (5,260,000 PESO)</p>	100
<p><b>Mauban Holdings Company Inc. (Mauban)</b> (EGCO Plus is the company's 100% indirect shareholder)</p> <p>Office EGCO Tower Tel. +66 (0) 2998 5000 Fax. +66 (0) 2998 5999</p> <p>Overseas office 14<sup>th</sup> Floor Zuellig Building office Makati Avenue corner Paseo de Roxas Makati City 1225, Philippines</p>	<p>Holding company focusing on investment in electricity generating companies in Philippines</p>	<p>4,116.55<sup>3</sup>  (6,989,056,900 PESO)</p>	<p>58.90<sup>3</sup>  (100 PESO)</p>	<p>3,983.83<sup>3</sup>  (6,763,715,990 PESO)</p>	100

## Subsidiaries (Cont)

Company	Business	Registered Share Capital (Million Baht)	Par Value (Baht)	Paid-up Share Capital (Million Baht)	Ownership Interest (Direct+Indirect) (%)
<b>Evergreen Power Venture B.V. (Evergreen)</b> (EGCO Plus is the company's 100% indirect shareholder) Office EGCO Tower Tel. +66 (0) 2998 5000 Fax. +66 (0) 2998 5999 Overseas office Gustav Mahlerlaan 1212, 1081 LA, Amsterdam, The Netherlands	Holding company focusing on investment in electricity generating companies in Philippines	0.00 <sup>1</sup>  (1 <i>USD</i> )	30.08 <sup>1</sup>  (1 <i>USD</i> )	0.00 <sup>1</sup>  (1 <i>USD</i> )	100
<b>Millennium Energy B.V. (Millennium)</b> (EGCO Plus is the company's 100% indirect shareholder) Office EGCO Tower Tel. +66 (0) 2998 5000 Fax. +66 (0) 2998 5999 Overseas office Gustav Mahlerlaan 1212, 1081 LA, Amsterdam, The Netherlands	Holding company focusing on investment in electricity generating companies in foreign countries	0.00 <sup>1</sup>  (1 <i>USD</i> )	30.08 <sup>1</sup>  (1 <i>USD</i> )	0.00 <sup>1</sup>  (1 <i>USD</i> )	100
<b>South Pacific Power Pty Limited (SPPP)</b> (EGCO Plus is the company's 100% indirect shareholder) Office EGCO Tower Tel. +66 (0) 2998 5000 Fax. +66 (0) 2998 5999 Overseas office One International Towers, Waterman Quay, Barangaroo, New South Wales 2000, Australia Tel. +61 2 8266 0000 Fax. +61 2 8286 3128	Holding company focusing on investment in electricity generating companies in Australia	2,296.11 <sup>4</sup>  (110,366,987 <i>AUD</i> )	20.08 <sup>4</sup>  (1 <i>AUD</i> )	2,296.11 <sup>4</sup>  (110,366,987 <i>AUD</i> )	100
<b>Boco Rock Wind Farm Pty Limited (BRWF)</b> (EGCO Plus is the company's 100% indirect shareholder) Office EGCO Tower Tel. +66 (0) 2998 5000 Fax. +66 (0) 2998 5999 Overseas office One International Towers, Waterman Quay, Barangaroo, New South Wales 2000, Australia Tel. +61 2 8266 0000 Fax. +61 2 8286 3128	Electricity Generating and Supply Business using Wind Power	1,804.73 <sup>4</sup>  (86,747,980 <i>AUD</i> )	20.08 <sup>4</sup>  (1 <i>AUD</i> )	1,804.73 <sup>4</sup>  (86,747,980 <i>AUD</i> )	100

## Subsidiaries (Cont)

Company	Business	Registered Share Capital (Million Baht)	Par Value (Baht)	Paid-up Share Capital (Million Baht)	Ownership Interest (Direct+Indirect) (%)
<b>Gen Plus B.V. (Gen Plus)</b> (EGCO Plus is the company's 100% indirect shareholder) Office EGCO Tower Tel. +66 (0) 2998 5000 Fax. +66 (0) 2998 5999 Overseas office Gustav Mahlerlaan 1212, 1081 LA, Amsterdam, The Netherlands	Holding company focusing on investment in electricity generating companies in foreign countries	0.00 <sup>1</sup>  <i>(1 USD)</i>	30.08 <sup>1</sup>  <i>(1 USD)</i>	0.00 <sup>1</sup>  <i>(1 USD)</i>	100
<b>Phoenix Power B.V. (PP)</b> (EGCO Plus is the company's 100% indirect shareholder) Office EGCO Tower Tel. +66 (0) 2998 5000 Fax. +66 (0) 2998 5999 Overseas office Gustav Mahlerlaan 1212, 1081 LA, Amsterdam, The Netherlands	Holding company focusing on investment in electricity generating companies in foreign countries	0.00 <sup>1</sup>  <i>(100 USD)</i>	30.08 <sup>1</sup>  <i>(1 USD)</i>	0.00 <sup>1</sup>  <i>(100 USD)</i>	100
<b>Greenwing Energy B.V. (Greenwing)</b> (EGCO Plus is the company's 100% indirect shareholder) Office EGCO Tower Tel. +66 (0) 2998 5000 Fax. +66 (0) 2998 5999 Overseas office Gustav Mahlerlaan 1212, 1081 LA, Amsterdam, The Netherlands	Holding company focusing on investment in electricity generating companies in foreign countries	0.00 <sup>1</sup>  <i>(100 USD)</i>	30.08 <sup>1</sup>  <i>(1 USD)</i>	0.00 <sup>1</sup>  <i>(100 USD)</i>	100
<b>EGCO Cogeneration Company Limited (EGCO Cogen)</b> Office 13 <sup>th</sup> Floor, EGCO Tower Tel. +66 (0) 2998 5000 Fax. +66 (0) 2998 5999 Site Office 222 Moo 8, Mabkha, NikhomPhattana, Rayong 21180, Thailand Tel. +66 (0) 3863 7051-57 Fax. +66 (0) 3863 7063	SPP Electricity and steam generating and supply business using Natural gas	1,060	10	1,060	80

## Subsidiaries (Cont)

Company	Business	Registered Share Capital (Million Baht)	Par Value (Baht)	Paid-up Share Capital (Million Baht)	Ownership Interest (Direct+Indirect) (%)
<b>EGCO Green Energy Company Limited (EGCO Green)</b> Office EGCO Tower Tel. +66 (0) 2998 5000 Fax. +66 (0) 2998 5999	Holding company focusing on power business	175	10	175	74
<b>Roi-Et Green Company Limited (RG)</b> (EGCO Green is the company's 95% shareholder) Office 13 <sup>th</sup> Floor, EGCO Tower Tel. +66 (0) 2998 5000 Fax. +66 (0) 2998 5999 Site Office 222 Moo 10, Nua-Muang, Amphur Muang, Roi-Et 45000, Thailand Tel. +66 (0) 4351 9825-6 Fax. +66 (0) 4351 9827	SPP Electricity Generating and Supply Business using Biomass as primary fuel	180	10	180	70.30
<b>SPP Two Company Limited (SPP 2)</b> Office 10 <sup>th</sup> Floor, EGCO Tower Tel. +66 (0) 2998 5000 Fax. +66 (0) 2998 5999 Site Office 160 Moo 5, Salaeng Phan, Wang Muang, Saraburi 18220, Thailand	VSPP Electricity Generating and Supply Business using Solar Power	196.7	10	196.7	99.99
<b>SPP Three Company Limited (SPP 3)</b> Office 10 <sup>th</sup> Floor, EGCO Tower Tel. +66 (0) 2998 5000 Fax. +66 (0) 2998 5999 Site Office 85 Moo 3, Thakhlo, Benchalak, Srisaket 33110, Thailand	VSPP Electricity Generating and Supply Business using Solar Power	197.5	10	197.5	99.99
<b>SPP Four Company Limited (SPP 4)</b> Office 10 <sup>th</sup> Floor, EGCO Tower Tel. +66 (0) 2998 5000 Fax. +66 (0) 2998 5999 Site Office 86 Moo 3, Thakhlo, Benchalak, Srisaket 33110, Thailand	VSPP Electricity Generating and Supply Business using Solar Power	148.7	10	148.7	99.99

## Subsidiaries (Cont)

Company	Business	Registered Share Capital (Million Baht)	Par Value (Baht)	Paid-up Share Capital (Million Baht)	Ownership Interest (Direct+Indirect) (%)
<b>SPP Five Company Limited (SPP 5)</b> Office 10 <sup>th</sup> Floor, EGCO Tower Tel. +66 (0) 2998 5000 Fax. +66 (0) 2998 5999 Site Office 128 Moo 2, Khu Mueang, Muang Suang, Roi-Et 45220, Thailand	VSPP Electricity Generating and Supply Business using Solar Power	198.4	10	198.4	99.99
<b>Theppana Wind Farm Company Limited (TWF)</b> Office 10 <sup>th</sup> Floor, EGCO Tower Tel. +66 (0) 2998 5000 Fax. +66 (0) 2998 5999 Site Office 555 Moo1, Watabaek, Thepsathit, Chaiyaphum 36230, Thailand	VSPP Electricity Generating and Supply Business using Wind Power	157.32	100	145.23	90
<b>Yanhee EGCO Holding Company Limited (Yanhee EGCO)</b> Office 10 <sup>th</sup> Floor, EGCO Tower Tel. +66 (0) 2998 5000 Fax. +66 (0) 2998 5999	Holding Company investing in electricity generating from Solar Power	10.01	100	10.01	49
<b>Solarco Company Limited (Solarco)</b> (Yanhee EGCO is the company's 100% shareholder) Office 10 <sup>th</sup> Floor, EGCO Tower Tel. +66 (0) 2998 5000 Fax. +66 (0) 2998 5999 Site Office - Branch 1 317, 318 Moo 1, Bang Ta Then, Song Pee Nong, Suphanburi 72110 - Branch 2 155, 156 Moo 17, Bang Luang, Bang Lane, Nakhonpathom 73190 - Branch 3 157, 158 Moo 17, Bang Luang, Bang Lane, Nakhonpathom 73190 - Branch 4 94, 95 Moo 1, HinMool, Bang Lane, Nakhonpathom 73190 - Branch 5 96, 97 Moo 1, HinMool, Bang Lane, Nakhonpathom 73190 - Branch 6 98, 99 Moo 1, HinMool, Bang Lane, Nakhonpathom 73190	VSPP Electricity Generating and Supply Business using Solar Power	1,650	100	1,650	49

## Subsidiaries (Cont)

Company	Business	Registered Share Capital (Million Baht)	Par Value (Baht)	Paid-up Share Capital (Million Baht)	Ownership Interest (Direct+Indirect) (%)
<b>Chaiyaphum Wind Farm Company Limited (CWF)</b> Office 10 <sup>th</sup> Floor, EGCO Tower Tel. +66 (0) 2998 5000 Fax. +66 (0) 2998 5999 Site Office 190 Moo 9, Subyai, Subyai, Chaiyaphum 36130, Thailand	SPP Electricity Generating and Supply Business using Wind Power	1,514	100	1,514	90
<b>Klongluang Utilities Company Limited (KLU)</b> Office 11 <sup>th</sup> Floor, EGCO Tower Tel. +66 (0) 2998 5000 Fax. +66 (0) 2998 5999 Site Office 1/9 Moo 3, Klongnueng, Klongluang, Pathumthani 12120, Thailand	SPP Electricity and steam generating and supply business using Natural gas	1,000	10	1,000	99.99
<b>Banpong Utilities Company Limited (BPU)</b> Office 11 <sup>th</sup> Floor, EGCO Tower Tel. +66 (0) 2998 5000 Fax. +66 (0) 2998 5999 Site Office 19/300 Moo19 Tha Pha, Banpong, Ratchaburi 70110, Thailand	SPP Electricity and steam generating and supply business using Natural gas	2,000	10	2,000	99.99
<b>EGCO Plus Company Limited (EGCO Plus)</b> Office EGCO Tower Tel. +66 (0) 2998 5000 Fax. +66 (0) 2998 5999	Holding company focusing on investment in electricity generating companies in foreign countries	510	10	510	100
<b>EGCO Pearl Co., Ltd. (EGCO Pearl)</b> (EGCO Plus is the company's 100% direct shareholder) Office EGCO Tower Tel. +66 (0) 998 5000 Fax. +66 (0) 998 5999 Overseas Office 4F No.200, Sec.1, Keelung Rd., Xinyi Dist., Taipei City110, Taiwan	Holding company focusing on investment in electricity generating companies in Taiwan	0.15 <sup>5</sup> <i>(150,000 TWD)</i>	10.02 <sup>5</sup> <i>(10 TWD)</i>	0.15 <sup>5</sup> <i>(150,000 TWD)</i>	100

## Joint Ventures

Company	Business	Registered Share Capital (Million Baht)	Par Value (Baht)	Paid-up Share Capital (Million Baht)	Ownership Interest (Direct+Indirect) (%)
<b>Gulf Electric Public Company Limited (GEC)</b> Office 8 <sup>th</sup> Floor, M. Thai Tower, All Seasons Place, 87 Wireless Road, Lumpini, Pathumwan, Bangkok 10330, Thailand Tel. +66 (0) 2654 0155 Fax. +66 (0) 2654 0156-7	Holding company focusing on IPP and SPP	14,000	10	13,784.35	50
<b>Gulf Energy Company Limited (GEN)</b> (GEC is the company's 100% shareholder) Office 8 <sup>th</sup> Floor, M. Thai Tower, All Seasons Place, 87 Wireless Road, Lumpini, Pathumwan, Bangkok 10330, Thailand Tel. +66 (0) 2654 0155 Fax. +66 (0) 2654 0156-7	Holding company focusing on IPP	9,782	10	9,782	50
<b>Gulf IPP Company Limited (GIPP)</b> (GEC is the company's 100% shareholder) Office 8 <sup>th</sup> Floor, M. Thai Tower, All Seasons Place, 87 Wireless Road, Lumpini, Pathumwan, Bangkok 10330, Thailand Tel. +66 (0) 2654 0155 Fax. +66 (0) 2654 0156-7	Holding company focusing on IPP	9,779	10	9,779	50
<b>Gulf Power Generation Company Limited (GPG)</b> (GEC is the company's 100% shareholder) Office 8 <sup>th</sup> Floor, M. Thai Tower, All Seasons Place, 87 Wireless Road, Lumpini, Pathumwan, Bangkok 10330, Thailand Tel. +66 (0) 2654 0155 Fax. +66 (0) 2654 0156-7  Site office 64 Moo 2 Ban Pa, Kaeng Khoi, Saraburi 18110, Thailand Tel. +66 (0) 3626 2403-9 Fax. +66 (0) 3626 2402	IPP Electricity Generating and supply business using Natural gas	9,607	10	9,607	50

## Joint Ventures (Cont)

Company	Business	Registered Share Capital (Million Baht)	Par Value (Baht)	Paid-up Share Capital (Million Baht)	Ownership Interest (Direct+Indirect) (%)
<p><b>Gulf Cogeneration Company Limited (GCC)</b> (GEC is the company's 100% shareholder)</p> <p>Office 8<sup>th</sup> Floor, M. Thai Tower, All Seasons Place, 87 Wireless Road, Lumpini, Pathumwan, Bangkok 10330, Thailand Tel. +66 (0) 2654 0155 Fax. +66 (0) 2654 0156-7</p> <p>Site office 79 Moo 3, Tandeow, Kaeng Khoi, Saraburi 18110, Thailand Tel. +66 (0) 3624 6203-4 Fax. +66 (0) 3624 6531</p>	<p>SPP Electricity and steam generating and supply business using Natural gas</p>	850	10	850	50
<p><b>Nong Khae Cogeneration Company Limited (NKCC)</b> (GEC is the company's 100% shareholder)</p> <p>Office 8<sup>th</sup> Floor, M. Thai Tower, All Seasons Place, 87 Wireless Road, Lumpini, Pathumwan, Bangkok 10330, Thailand Tel. +66 (0) 2654 0155 Fax. +66 (0) 2654 0156-7</p> <p>Site office 111/11 Moo 7, Nongplamor, Nong Khae, Saraburi 18140, Thailand Tel. +66 (0) 3637 3676 Fax. +66 (0) 3637 3691</p>	<p>SPP Electricity and steam generating and supply business using Natural gas</p>	1,241.72	74	1,241.72	50
<p><b>Samutprakarn Cogeneration Company Limited (SCC)</b> (GEC is the company's 100% shareholder)</p> <p>Office 8<sup>th</sup> Floor, M. Thai Tower, All Seasons Place, 87 Wireless Road, Lumpini, Pathumwan, Bangkok 10330, Thailand Tel. +66 (0) 2654 0155 Fax. +66 (0) 2654 0156-7</p> <p>Site office 745 Moo 2, Bang Pu Mai, Amphur Muang, Samutprakarn 10280, Thailand Tel. +66 (0) 2709 0751 Fax. +66 (0) 2709 1842</p>	<p>SPP Electricity and steam generating and supply business using Natural gas</p>	981.54	76	981.54	50

## Joint Ventures (Cont)

Company	Business	Registered Share Capital (Million Baht)	Par Value (Baht)	Paid-up Share Capital (Million Baht)	Ownership Interest (Direct+Indirect) (%)
<b>Gulf Yala Green Company Limited (GYG)</b> (GEC is the company's 100% shareholder) Office 8 <sup>th</sup> Floor, M. Thai Tower, All Seasons Place, 87 Wireless Road, Lumpini, Pathumwan, Bangkok 10330, Thailand Tel. +66 (0) 2654 0155 Fax. +66 (0) 2654 0156-7 Site office 80 Moo 1, Pron, Amphur Muang, Yala 95160, Thailand Tel. +66 (0) 7325 2721 Fax. +66 (0) 7325 2722	SPP Electricity Generating and Supply Business using Biomass Power	460	10	460	50
<b>BLCP Power Limited (BLCP)</b> Office No. 9, I-8 Road, Map Ta Phut Industrial Estate, Map Ta Phut, Rayong 21150, Thailand Tel. +66 (0) 3892 5100 Fax. +66 (0) 3892 5199	IPP Electricity Generating and supply business using Coal	12,010	100	12,010	50
<b>Nam Theun 2 Power Company Limited (NTPC)</b> Office Unit 9, Tat Luang Road Nongbone Village, P.O. Box 5862 Vientiane, Lao PDR Tel. (856-21) 263 900 Fax. (856-21) 263 901	IPP Electricity Generating and supply business using Hydro power	13,534.20 <sup>1</sup> <i>(450,000,000 USD)</i>	3,007.6 <sup>1</sup> <i>(100 USD)</i>	11,233.39 <sup>1</sup> <i>(373,500,000 USD)</i>	35

## Joint Ventures (Cont)

Company	Business	Registered Share Capital (Million Baht)	Par Value (Baht)	Paid-up Share Capital (Million Baht)	Ownership Interest (Direct+Indirect) (%)
<p><b>G-Power Source Company Limited (GPS)</b></p> <p>Office 10<sup>th</sup> Floor, EGCO Tower Tel. +66 (0) 2998 5000 Fax. +66 (0) 2998 5999</p> <p>Site Office</p> <p>- Branch 1 11/1, 111, 111/1 Moo 11, Dong Khon, Sankhaburi, Chai Nat 17140</p> <p>- Branch 2 11/1, 11/11 Moo 5, Ta Khit, Banphot Phisai, Nakhon Sawan 60180</p> <p>- Branch 3 11, 11/1 Moo 2, Ta Sang, Banphot Phisai, Nakhon Sawan 60180</p> <p>- Branch 4 311, 311/1 Moo 2, Sap Samo Thot, Bueng Sam Phan, Phetchabun 67160</p>	<p>VSPP</p> <p>Electricity Generating and Supply Business using Solar Power</p>	930	100	930	60
<p><b>Natural Energy Development Company Limited (NED)</b></p> <p>Office 188 Moo 3, Wang Ploeng, Khok Samrong, Lopburi 15120, Thailand</p> <p>Site Office 188 Moo 3, Wang Ploeng, Khok Samrong, Lopburi 15120, Thailand Tel. +66 (0) 3641 8400 Fax. +66 (0) 3641 8401</p>	<p>SPP</p> <p>Electricity Generating and Supply Business using Solar Power</p>	2,304	10	2,283	66.67
<p><b>PT Manambang Maura Enim (MME)</b> (EGCO Plus is the company's 40% indirect shareholder)</p> <p>Head Office Sentral Senayan 2, 16<sup>th</sup> Floor Jl. Asia Afrika No.8, Gelora Bung Karno Senayan, Jakarta Pusat 10270</p> <p>Site Office Lawang Kidul and Tanjung Enim, Muara Enim City, Sumatera Selatan (South Sumatra) Province 12920, Indonesia</p>	<p>COAL MINING industry, covering coal mining, coal trading and shipping</p>	<p>1,593.00<sup>2</sup></p> <p>(750,000,000 Thousand Rupiah)</p>	<p>2,124<sup>2</sup></p> <p>(1,000 Thousand Rupiah)</p>	<p>398.25<sup>2</sup></p> <p>(187,500,000 Thousand Rupiah)</p>	40

## Joint Ventures (Cont)

Company	Business	Registered Share Capital (Million Baht)	Par Value (Baht)	Paid-up Share Capital (Million Baht)	Ownership Interest (Direct+Indirect) (%)
<b>Kalilayan Power Inc. (Kalilayan)</b> (EGCO Plus is the company's 49% indirect shareholder) Office EGCO Tower Tel. +66 (0) 2998 5000 Fax. +66 (0) 2998 5999 Overseas office 62 H. Dela Costa Street, Barangay Daungan Mauban, Quezon Province, Philippines	Holding company focusing on investment in electricity generating companies in Philippines	5.30 <sup>3</sup>  (9,000,000 PESO)	5.89 <sup>3</sup>  (10 PESO)	5.30 <sup>3</sup>  (9,000,000 PESO)	49
<b>San Buenaventura Power Ltd (SBPL)</b> (EGCO Plus is the company's 49% indirect shareholder) Office EGCO Tower Tel. +66 (0) 2998 5000 Fax. +66 (0) 2998 5999 Overseas office 62 H. Dela Costa Street, Barangay Daungan Mauban, Quezon Province, Philippines	IPP Electricity Generating and supply business using Coal	8,001.57 <sup>3</sup>  (13,585,000,000 PESO)	-	8,001.57 <sup>3</sup>  (13,585,000,000 PESO)	49
<b>Nam Theun 1 Power Company Limited (NT1PC)</b> Overseas office Unit 15, Sithong Road, Pak Thang Village, Sikhottabong District, Vientiane Capital, Lao PDR Tel. +856 (0)21 550 775 Fax. +856 (0)21 550 771	IPP Electricity Generating and supply business using Hydro power	12,045.44 <sup>1</sup>  (400,500,000 USD)	3,011.36 <sup>1</sup>  (100.125 USD)	12,045.44 <sup>1</sup>  (400,500,000 USD)	25
<b>E&amp;E Engineering and Service Company Limited (E&amp;E)</b> (ESCO is the company's 40% shareholder) Overseas office Lao-Thai Friendship Road, Thongkang Village, EDL Training Center Building, Sisattanak District, Vientiane Capital, Lao PDR Tel. +856 (0)21 316 758-59	Operation and Maintenance of NT1PC, other power plants and industries in the Lao PDR	27.19 <sup>7</sup>  (8,000 Bn. LAK)	271.92 <sup>7</sup>  (80,000 LAK)	27.19 <sup>7</sup>  (8,000 Bn. LAK)	40
<b>Paju Energy Service Company Limited (Paju)</b> (EGCO Plus is the company's 49% indirect shareholder) Overseas office 336-234, Hyuam-ro, Paju-eup, Paju-si, Gyeonggi-do, P.O. Box: 10839 Republic of Korea	IPP Electricity Generating and supply business using Natural gas (Imported LNG)	14,300  (550 Bn. KRW)	130  (5,000 KRW)	14,300  (550 Bn. KRW)	49

Company	Business	Registered Share Capital (Million Baht)	Par Value (Baht)	Paid-up Share Capital (Million Baht)	Ownership Interest (Direct+Indirect) (%)
<b>Thai Pipeline Network Company Limited (TPN)</b> Office 349 SJ Infinite I Business Complex 19 <sup>th</sup> Fl. Vibhavadi-Rangsit Road, Chompon, Chatuchak, Bangkok 10900, Thailand Tel. +66 (0) 2408 6230-34 Fax. +66 (0) 2408 6235	Oil transportation service business with pipeline transportation system	2,450	100	2,450	44.60
<b>Xayaburi Power Company Limited (XPCL)</b> Office 215 Lanexang Avenue, Ban Siang Yuen Chantaburi, Vientiane, Lao PDR Tel. (856-21) 223 215, 252 060 Fax. (856-21) 215 500	IPP Electricity Generating and supply business using Hydro power	26,861	10	26,861	12.5

### Associate

Company	Business	Registered Share Capital (Million Baht)	Par Value (Baht)	Paid-up Share Capital (Million Baht)	Ownership Interest (Direct+Indirect) (%)
<b>Star Energy Geothermal Pte Ltd (SEG)</b> (EGCO Plus is the company's 20% indirect shareholder) Office 120 Robinson Road #08-01, Singapore 068913.	Holding company focusing on investment in geothermal power plants in Indonesia	2,840.28 <sup>11</sup> <i>(94,436,650 USD)</i>	-	2,840.28 <sup>11</sup> <i>(94,436,650 USD)</i>	20
<b>Star Energy Geothermal (Salak - Darajat) B.V. (SEGSD)</b> (EGCO Plus is the company's 20.07% indirect shareholder) Office Atrium Building, 8 <sup>th</sup> Floor, Strawinskylaan 3127, 1077 ZX, Amsterdam, The Netherlands	Holding company focusing on investment in geothermal power plants in Indonesia	0.30 <sup>11</sup> <i>(10,000 USD)</i>	-	0.30 <sup>11</sup> <i>(10,000 USD)</i>	20.07

Note: The Exchange rate as at December 27, 2019

<sup>11</sup> 1 USD	=	Baht	30.0760
<sup>12</sup> 1,000 Rupiah	=	Baht	2.1240
<sup>13</sup> 1 PESO	=	Baht	0.5890
<sup>14</sup> 1 AUD	=	Baht	20.8043
<sup>15</sup> 1 TWD	=	Baht	1.0021
<sup>16</sup> 1 KRW	=	Baht	0.0260
<sup>17</sup> 100 LAK	=	Baht	0.3399

## Referenced Persons

Regulator	<p>Securities and Exchange Commission, Thailand 333/3 Viphavadi Rangsit Road, Chomphon, Chatuchak, Bangkok 10900, Thailand</p> <p>Tel: +66 (0) 2033 9999 Fax: +66 (0) 2033 9660 E-mail: info@sec.or.th Website: www.sec.or.th</p>
Regulator	<p>The Stock Exchange of Thailand 93 Ratchadaphisek Road, Dindaeng, Bangkok 10400, Thailand</p> <p>Tel: +66 (0) 2009 9000 Fax: +66 (0) 2009 9991 SET Contact Center: +66 (0) 2009 9999 E-mail: SETContactCenter@set.or.th Website: www.set.or.th</p>
Share and Debenture registrar	<p>Thailand Securities Depository Company Limited 93 Ratchadaphisek Road, Dindaeng, Bangkok 10400, Thailand</p> <p>Tel: +66 (0) 2009 9000 Fax: +66 (0) 2009 9991 SET Contact Center: +66 (0) 2009 9999 E-mail: SETContactCenter@set.or.th Website: http://www.set.or.th/tsd</p>
Auditor	<p>1. Ms. Amornrat Peampoonvatanasuk Certified Public Accountant (Thailand) No. 4599</p> <p>2. Mr. Vichien Khingmontri Certified Public Accountant (Thailand) No. 3977</p> <p>3. Mr. Boonrueng Lerdwisewith Certified Public Accountant (Thailand) No. 6552</p> <p>PricewaterhouseCoopers ABAS Limited 15<sup>th</sup> Floor, Bangkok City Tower, 179/74-80 South Sathorn Road, Bangkok 10120, Thailand</p> <p>Tel: +66 (0) 2844 1000 Fax: +66 (0) 2286 5050</p>

## Index of articles required for the 56-2 form

(This is prepared in accordance with the Notification of the Capital Market Supervisory Board no. Tor Jor 44/2556 re: Criteria and Conditions of Information Disclosure on financial status and operation performance of Listed Company)

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The investors can find further information of the Listed Company from the Company's Annual Registration Statement (form 56-1) which is posted on [www.sec.or.th](http://www.sec.or.th) or [www.egco.com](http://www.egco.com), including information in the Sustainability Report.

## Report on the donation on behalf of all shareholders who elect to receive the Annual Report in the electronic form

Starting from 2004, the Company had the policy to present the annual report in CD ROM format to save the cost and to reduce tree cutting over the long term. The Company committed to make a donation to the “Thai Forest Conservation Foundation” which had the objective to conserve the environment on behalf of all shareholders who opt for electronic form.

In 2019, the Company donated the cost saving in this regard to the Thai Forest Conservation Foundation on behalf of all shareholders in the amount of 1,933,450 baht.

The Company thanks all our shareholders and stakeholders who have made this donation and the Company looks forward to your support in the future.

## Glossary

1. Companies	
BLCP	BLCP Power Limited
BPU	Banpong Utilities Company Limited
BRWF	Boco Rock Wind Farm Pty Limited
CWF	Chaiyaphum Wind Farm Company Limited
DEGCOM	Dawei Electricity Generating Company Management Pte., Ltd.
DGA	Diamond Generating Asia
DGA HK	Diamond Generating Asia Limited
DGA Thailand	DGA Thailand B.V.
E&E	E&E Engineering & Service Company Limited
EGCO, Company	Electricity Generating Public Company Limited
EGCO Cogen	EGCO Cogeneration Company Limited
EGCO Green	EGCO Green Energy Company Limited
EGCO Plus	EGCO Plus Company Limited
EGCO Pearl	EGCO Pearl Company Limited
ESCO	EGCO Engineering and Service Company Limited
Evergreen	Evergreen Power Venture B.V.
Gangdong	Gangdong Fuel Cell Project
GCC	Gulf Cogeneration Company Limited
GEC	Gulf Electric Public Company Limited
GEN	Gulf Energy Company Limited
Gen Plus	Gen Plus B.V.
GIPP	Gulf IPP Company Limited
GPG	Gulf Power Generation Company Limited
GPS	G-Power Source Company Limited

Greenwing	Greenwing Energy B.V.
Group companies, EGCO Group	Electricity Generating Public Company Limited and its subsidiaries and joint venture companies.
Gunkul	Gunkul Engineering Public Company Limited
GYG	Gulf Yala Green Company Limited
Kalilayan	Kalilayan Power Inc.
KEGCO	Khanom Electricity Generating Company Limited
KLU	Klongluang Utilities Company Limited
Mauban	Mauban Holdings Company Inc.
Millennium	Millennium Energy B.V.
MME	PT Manambang Muara Enim Company Limited
NED	Natural Energy Development Company Limited
New Growth	New Growth B.V.
NGP	New Growth Plus B.V.
NKCC	Nong Khae Cogeneration Company Limited
NT1PC	Nam Theun 1 Power Company Limited
NTPC	Nam Theun 2 Power Company Limited
Paju	Paju Energy Services Company Limited
PEPOI	Pearl Energy Philippines Operating, Inc.
PP	Phoenix Power B.V.
QMS	Quezon Management Service Inc.
QPI	Quezon Power, Inc.
Quezon, QPL	Quezon Power (Philippines) Limited Company
RG	Roi-Et Green Company Limited
RYPP	Rayong Power Plant
SBPL	San Buenaventura Power Limited Company
SCC	Samutprakarn Cogeneration Company Limited
Solarco	Solarco Company Limited
SPP2	SPP Two Company Limited

SPP3	SPP Three Company Limited
SPP4	SPP Four Company Limited
SPP5	SPP Five Company Limited
SPPP	South Pacific Power Pty Limited
SEG	Star Energy Geothermal Pte. Ltd.
SEGSD	Star Energy Geothermal (Salak - Darajat) B.V.
TEPCO	Tokyo Electric Power Company
TEPCO International	Tokyo Electric Power Company International B.V.
TEPDIA	TEPDIA Generating B.V.
TPN	Thai Pipeline Network Company Limited
TWF	Theppana Wind Farm Company Limited
XPCL	Xayaburi Power Company Limited
Yanhee EGCO	Yanhee EGCO Holding Company Limited
Yunlin	Yunlin Holding GmbH
Yunneng	Yunneng Wind Power Company Limited

## 2. Government Organizations

EGAT	Electricity Generating Authority of Thailand
EPPO	Energy Policy and Planning Office
ERC	Energy Regulatory Commission
NEPC	National Energy Policy Commission
PEA	Provincial Electricity Authority
PWA	Provincial Waterworks Authority
SEC	Securities and Exchange Commission
SET	Stock Exchange of Thailand

## 3. Other Institutions

COSO	Committee of Sponsoring Organizations of the Treadway Commission
IOD	Thai Institute of Directors
JBIC	Japan Bank for International Corporation

#### 4. Technical Terms

Associated Company	A company that: An entity that Listed company or its subsidiary has significant influence but not controlling power. Normally, Listed company or its subsidiary hold 20.00% (twenty percent) of more than but not more than 50.00% (fifty percent) of its overall voting stock.
Controlling Person	A shareholder or person who, through its behavior, can significantly influence the policy, management and operations of a listed company. This is irrespective of the source of its authority: through its rights, contracts, or any others. Specially a “controlling person” includes, but it is not limited to, one who: <ul style="list-style-type: none"> <li>A) Has direct or indirect voting rights exceeding 25.00% (twenty-five percent) of the total company votes.</li> <li>B) Through its behavior, has control over the appointment or removal of company directors.</li> <li>C) Through its behavior, has de facto control or undue influence over policy, controlling those company members authorized to determine management and operational policies.</li> <li>D) Through its behavior, acts or has the power to act in the same manner as the company management. This includes those who hold other positions in the company, but are able to act in the same manner as the company management.</li> </ul>
IPP	Independent Power Producer
Major Shareholder	A shareholder, whose shares in a listed company exceeds 10.00% (ten percent) of the listed company’s overall voting shares.
PDP	Power Development Plan
SPP	Small Power Producer
Subsidiary Company	An entity that is controlled by Listed company or its subsidiary
Joint ventures	An entity that Listed company or its subsidiary has contractually agreed sharing of control over an economic activity. The strategic financial and operating decisions relating to the activity require the unanimous consent of the parties sharing control.
VSPP	Very Small Power Producer





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