

Supporting Document for Item 7 : To consider the appointment of the auditor and the determination of remuneration for 2016

1. Article 45 of the Articles of Association prescribes that the auditor shall be appointed and remuneration shall be fixed at every annual ordinary general meeting of shareholders, and Article 53 prescribes that a retiring auditor is eligible for re-election, and the Notification of the Stock Exchange of Thailand prescribes that the Audit Committee shall have the duty to consider selecting and proposing the appointment of an independent person to perform duties as the Company's auditor and the remuneration for the Company's auditor.
2. The 2015 Annual Ordinary General Meeting of Shareholders approved to appoint either Miss Siraporn Ouuanunkun or Miss Waraporn Prapasirikul or Miss Supanee Triyanantakul of EY Office Limited as the Company's auditor, with the remuneration in the amount not exceeding Baht 900,000.
3. The Company and its subsidiaries still plan to use the same auditor for convenient supervision and management of accounting and finance, and the internal control system with efficiency, by way of auditor rotation every five years in case where the existing auditor has audited or reviewed and provided opinions on the Company's financial statements for five consecutive accounting years, to ensure independent performance of duties of the auditor. The auditor rotation shall be in accordance with the following rules:
 - (a) The Company may appoint a new auditor from the same audit office as the existing auditor;
 - (b) The Company may appoint the auditor who retired by auditor rotation as the Company's auditor upon a lapse of at least two accounting years from the retirement date of such auditor.
4. Clause 7 (4) of the Notification of the Stock Exchange of Thailand Re: Qualifications and Scope of Work of the Audit Committee B.E. 2551 (2008) requires the Audit Committee to have the duties to consider, select, nominate, appoint an independent person to be the Company's auditor, and to propose the remuneration for the Company's auditor. The Audit Committee's Meeting, and the Management, jointly considered the qualifications of the auditor in respect of the reliability, independence, knowledge and experience in audit services, advice on accounting standards and certification of the financial statements in a timely manner and resolved to propose this matter to the Board of Directors' Meeting to consider proposing the Ordinary General Meeting of Shareholders appoint the auditor and fix the remuneration therefor for 2016, by considering the proposal for audit services of the current auditor of the Company, EY Office Limited, together with the reliability, ability in provision of services and advice on accounting standards and certification of the financial statements in a timely manner in 2015, including the auditing fee, and it was deemed appropriate to nominate the existing auditor as the Company's auditor for 2016.

In 2015, Miss Siraporn Ouuanunkun audited and signed to certify the Company's financial statements for five years (2011 - 2015), therefore, the auditor rotation for audit and certification of the Company's financial statements is due this year 2016.

5. The Board of Directors' Meeting No. 2/2016 resolved to propose the 2016 Annual Ordinary General Meeting of Shareholders consider appointing the auditor and fix the remuneration as proposed by the Audit Committee, as follows:

Either of the auditors from EY Office Limited as listed below be appointed as the Company's auditor:

<u>Name</u>	<u>License No.</u>	<u>Audit Year (s) for the Company</u>
Miss Waraporn Prapasirikul	4579	-
Miss Supanee Triyanantakul	4498	-
Miss Sirirat Sricharoensup	5419	-

Any auditor appointed as the Company's auditor shall conduct an audit and sign to certify the Company's financial statements for 2016. Additionally, the auditors as named above shall also serve as the auditor of the subsidiaries, namely, SouthEast Asia Energy Limited, Nam Ngum 2 Power Company Limited, Bangpa-in Cogeneration Limited and Bangkhenchai Company Limited, to enable the Company to efficiently control and monitor the subsidiaries' financial management in accordance with the Control Policy and Governance Mechanisms of companies invested by the Company as if they were the Company's units.

The proposed auditors have neither relationship with nor interest in the Company, its subsidiaries, executives, major shareholders or their related persons.

6. Auditing fee will be fixed in the amount not exceeding Baht 930,000, consisting of:

Unit : Baht

	2014	2015	2016	Increase in 2016
Audit fee	900,000	900,000	930,000	30,000 or 3.33%
Non-audit service fee	-	-	-	-
Total	900,000	900,000	930,000	

Auditing fee for 2016 increases from that of 2015 by Baht 30,000 or 3.33 percent, as in 2016, the scope of performance of duties increases since early 2016, as a result of the Company's acquisition of shares in Xayaburi Power Company Limited ("XPCL") representing 30 percent in 2015, therefore, the audit work materially increases. The Company also considers fixing the remuneration based on data of auditing fee rates of companies which operate business of same nature and similar scale, whereby such fixed remuneration is reasonable and comparable.

In the 2015 accounting period, the Company and its subsidiaries incurred non-audit service fee from EY Office Limited or business related to the auditor and EY Office Limited in an amount of Baht 300,000.