



CORPORATE GOVERNANCE

GOOD CORPORATE GOVERNANCE POLICY AND CODE OF BUSINESS CONDUCT

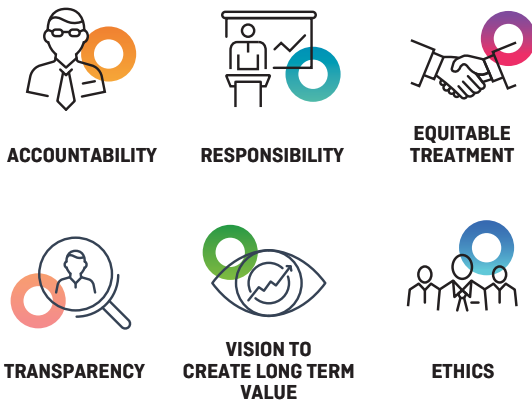
Global Power Synergy Public Company Limited (GPSC) has operated in adherence to principles of good corporate governance and code of business conduct to ensure that in its advancement towards success and business growth, its business is still characterized by good governance, transparency, and responsibility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

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

GOOD CORPORATE GOVERNANCE POLICY

As corporate governance ensures that the executives and employees operate with transparency and accountability, the Good Corporate Governance Policy has been formulated as guidance for the Board of the Directors, executives, and employees in carrying out their duties, as detailed below.

1. To uphold good corporate governance, the Board of Directors, executives, and employees of GPSC shall adhere to the six following principles in fulfilling their duties:



- **Accountability** Responsibility towards one's decisions and actions and the ability to provide explanations for such decisions
- **Responsibility** Responsibility towards fulfilling one's duties with competency and efficiency
- **Equitable Treatment** of stakeholders treating stakeholders equally with fairness and reasons
- **Transparency** Openness and accountability in business operations and information disclosure
- **Vision to Create Long Term Value** Vision for the creation of long - term added value for GPSC
- **Ethics** Integrity and ethical principles in business operations

2. The Board of Directors shall fulfill its duties with dedication, responsibility, and independence and shall clearly separate the roles and responsibilities between the Chairman of the Board and the President and Chief Executive Officer.
3. The Board of Directors shall play a significant role in determining GPSC's vision, strategies, policies, and key plans while taking into consideration risk factors and preparing appropriate management of such risks and ensure the reliability of the accounting system, financial statements, and the auditing.
4. The Board of Directors shall serve as a role model of integrity and adherence to GPSC's good corporate governance policy as well as oversee the management of conflicts of interest and connected transactions.
5. The Board of Directors may appoint Sub-Committees as deemed appropriate to review significant matters.
6. The Board of Directors shall perform self-assessment on an annual basis to serve as a framework for examining the performance of the Board of the Directors.
7. The Board of Directors and executives shall define GPSC's code of business conduct to be adopted as guidelines by the Board of Directors, executives, and employees at all levels in tandem with GPSC's rules and regulations.
8. The Board of Directors shall oversee sufficient, reliable, and timely disclosure of information on financial and non-financial matters so as to ensure equal access to GPSC's information among shareholders and stakeholders as well as put in place public relations and investor relations divisions to be responsible for information disclosure for investors and the general public.
9. GPSC's shareholders shall receive equitable treatment, have access to IT information, and be able to communicate with GPSC through appropriate channels.
10. The Board of Directors shall oversee an appropriate, transparent, and fair talent acquisition and selection system to recruit personnel for executive positions at all levels.
11. The Board of Directors shall implement an effective anti-corruption system to ensure that the management gives precedence to anti-corruption and adhere to anti-corruption measures.

In addition to the aforementioned policy, the Board of Directors has also defined five categories of good corporate governance principles, comprising rights of shareholders, equitable treatment of shareholders, role of stakeholders, disclosure and transparency, and responsibilities of the Board of Directors.

CODE OF BUSINESS CONDUCT

The Board of Directors has formulated GPSC's code of business conduct, describing standards of behavior and conduct that GPSC's personnel at all levels should adopt in carrying out business operations and performing their duties. In 2019, the code of business conduct has been improved, real -life situations and case studies are added to set clearer guidelines for GPSC's personnel. GPSC's code of business conduct comprises 15 categories as follows.



The details and guidelines of the principles of good corporate governance and GPSC's code of business conduct are available in the Corporate Governance and Code of Conduct Manual 2016 which is publicized on GPSC's website, accessible to the general public. In 2019, the Board of Directors approved the

Revised Corporate Governance and Code of Conduct Manual, which has been communicated to executives and employees and will be published on GPSC's website and made accessible to stakeholders and the general public by 2020.

GOOD CORPORATE GOVERNANCE IN ACTION

RIGHTS OF SHAREHOLDERS AND EQUITABLE TREATMENT OF SHAREHOLDERS

GPSC has treated every shareholder with respect and equity. The summary of its operations in 2019 is as follows.

1. The 2019 Annual General Meeting of Shareholders

The 2019 Annual General Meeting of Shareholders (AGM) was held on April 1, 2019 at Bangkok Convention Center, 5th Floor, Central Plaza Ladphrao. GPSC provided the shareholders convenience in attending the AGM as follows:

Pre - Meeting

- GPSC shareholder(s), which can be either one shareholder or combined shareholders, holding not less than one percent of the total voting rights of GPSC, were invited to propose agenda items and nominate director candidates from October 1 to December 31, 2018 (at least three months prior to the date of the AGM). The selection criteria and processes were published on GPSC's website
- The resolutions of the Board of the Directors on the AGM date and agenda items as well as the record date to determine the shareholders entitled to attend and vote in the AGM and receive the dividend were published through the SET's Digital Disclosure System as soon as the resolutions were reached on February 11, 2019.
- The invitation notice, both in Thai and English, meeting documents, and proxy forms were made available on GPSC's website on February 28, 2019 (30 days prior to the AGM) and delivered to shareholders via post on March 8, 2019 (21 days prior to the AGM) to allow sufficient time for shareholders to study the information for the AGM. Foreign shareholders were given the English version of the documents.
- Shareholders unable to attend the meeting were invited to appoint a proxy or grant proxy to independent directors to attend the meeting and vote in their lieu. Proxy Form B. (in which shareholders could cast their votes) is encouraged and was enclosed with the invitation notice sent via post to every shareholder.
- Shareholders were invited to submit inquiries about AGM attendance and the agenda prior to the meeting. The channels for inquiries were disclosed in the invitation notice.
- For institutional investors, GPSC contacted their representatives to provide information for institutional investors on the preparation of accurate and complete documents prior to the meeting.

Meeting

- The AGM was held at Bangkok Convention Center, 5th Floor, Central Plaza Ladprao, which was accessible via various public transport and spacious enough to accommodate all attending shareholders.
- Sufficient staffers were stationed at the venue to welcome and assist shareholders with the registration and document examination. In addition, revenue stamps were prepared to ensure convenience for proxies during the document examination process.
- An IT System (Shareholder Meeting System) was employed for registration, vote counting, and result displaying processes. The technology expedited the meeting as well as ensured accuracy.
- The rules and regulations of the meeting as well as the voting procedure were announced prior to the meeting commenced.
- Voting tickets were employed for every agenda item. For director election, the shareholders were eligible to vote each director separately.
- Independent legal counselors and shareholder representatives were invited to witness the vote counting. After the meeting was concluded, no dispute over the vote counting was lodged.
- The Chairman of the meeting encouraged and invited inquiries and free expression of opinions of shareholders as well as oversaw that all inquiries were addressed.
- The meeting was conducted in accordance with the agenda detailed in the invitation notice, and no agenda item was added.

Post - Meeting

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

2. Conflicts of Interest by Director and Executives

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

3. Shareholders' Site Visit

To foster good relations with shareholders, GPSC held the 2019 annual site visit on December 12, 2019. A total of 96 shareholders, selected by lot from a pool of 807 applicants, were invited to visit GHECO - One plant in Rayong, where they were welcomed by the company's executive team, informed about the overall business of the company and the power plant, and given a close-up tour of the power plant. In addition, the shareholders also went on an excursion to the strawberry greenhouse at Princess Maha Chakri Sirindhorn Herbal Garden in Rayong—a project under the supervision of PTT Public Company Limited.

ROLES OF STAKEHOLDERS

GPSC has attached utmost significance to the roles of stakeholders, from shareholders, investors, customers, associated government agencies and other relevant agencies, employees, business partners, suppliers, contractors, as well as society and communities. To this end, GPSC has defined its policy on the roles of stakeholders in its corporate governance manual and code of business conduct and published its operations relevant to its stakeholders in GPSC's 2019 Sustainability Report.



1. Anti-Corruption

In 2019, GPSC reviewed and revised its anti-corruption policy; guidelines on accepting/giving gifts, receptions, and other benefits; and whistleblowing and whistleblower protection policy to ensure they encompassed all aspects of anti-fraud and corruption efforts and complied with amended laws relevant to the company. The revisions made were as follows:

Anti-Fraud and Corruption Policy

- Definition**
 Added to the policy was the word "fraud," defined as an act performed to enrich oneself or another by an unlawful means, including asset misappropriation, financial statement fraud, and corruption. As GPSC also has overseas businesses, it was also proposed that the definition of "corruption" be expanded to include: giving, offering, promising to offer or accepting or requesting bribery of money, assets, or other inappropriate benefits to/from foreign governmental officers and/or officers of an international organization. The purpose was to prevent GPSC personnel from engaging in an act that could constitute bribery.
- Forms of Corruption**
 GPSC had previously defined activities that could pose risks of fraud and corruption, such as the provision of political contributions, charitable donations, sponsorships, gifts, hospitality, and other expenses. To cover all current forms of corruption, making payments for goods and covering other expenses for another individual were added to this list.
- Scope of the Policy**
 GPSC revised the scope of enforcement, extending it to representatives of juristic persons; employees representing GPSC's subsidiaries or invested companies; or any individual acting for or on behalf of juristic persons, whether authorized or not, in addition to GPSC personnel.
- Anti-fraud and Corruption Guidelines in 2019**
 GPSC shall not tolerate any form of fraud or corruption, either direct or indirect, and has prescribed that GPSC personnel actively adhere to the company's anti-fraud and corruption policy, as detailed below.

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

GPSC has also provided whistleblowing channels for GPSC personnel and external parties, which are detailed in the whistleblowing and whistleblower protection policy.

Anti-Corruption in Action in 2019

- GPSC prescribe its proper internal control measure for actions against bribing government agency's officers, according to the announcement of the National Anti-Corruption Commission.
- GPSC continued to pursue its anti-fraud and corruption measures as a certified member of the Collective Action Coalition of Thailand's Private Sector Collective Action Coalition against Corruption (CAC) in preparation for its recertification in 2021.
- GPSC announces its No-Gift Policy, along with related messages from the President and Chief Executive Officer to its business partners on its website www.gpscgroup.com
- GPSC required the directors, executives, and employees to compile annual conflict of interest reports.
- GPSC participated in a National Anti-corruption Day talk session entitled "Join Forces Against Corruption" on September 6, 2019.
- GPSC participates the International Anti-Corruption Day: Zero Tolerance of Corruption on December 9, 2019
- Anti-fraud and corruption training sessions and communications



In 2019, GPSC hosted training sessions and communicated with different stakeholder groups, including the directors, employees, executives, representatives of subsidiaries, suppliers, and other external parties, about its anti-fraud and corruption policy; guidelines on accepting/giving gifts, receptions, and other benefits; and whistleblowing and whistleblower protection policy, as detailed below.

- Executives and Employees

GPSC held orientation sessions for its new employees to communicate to them and foster an understanding about the company's principles of good corporate governance, code of business conduct, and anti-fraud and corruption policy.

On August 29, 2019, GPSC communicated its anti-fraud and corruption measures to GPSC personnel through an activity entitled QSHE & KM Day 2019, which featured activities that tested the understanding of the executives and employees about the company's code of business conduct.

- Suppliers

On November 14, 2019, GPSC communicated its anti-fraud and corruption measures to its supplier in GPSC Annual Supplier Seminar 2019, stressing the roles and responsibilities of GPSC personnel and suppliers in mutual upholding governance in their operation.

- Companies in PTT Group / Subsidiaries

On September 11, 2019, GPSC and PTT Group organized PTT Group CG Day 2019 under the theme "Digitization: CHALLENGE The GOVERNANCE," in which relevant government agencies and the suppliers of each subsidiary were invited to witness PTT Group's commitment to corporate governance.

2. Whistleblowing

In 2019, GPSC reviewed and revised its complaint handling and investigation procedure to better correspond with the revised organizational structure and ensure greater promptness. The revised procedure, which is scheduled to be enacted in 2020, is detailed below.

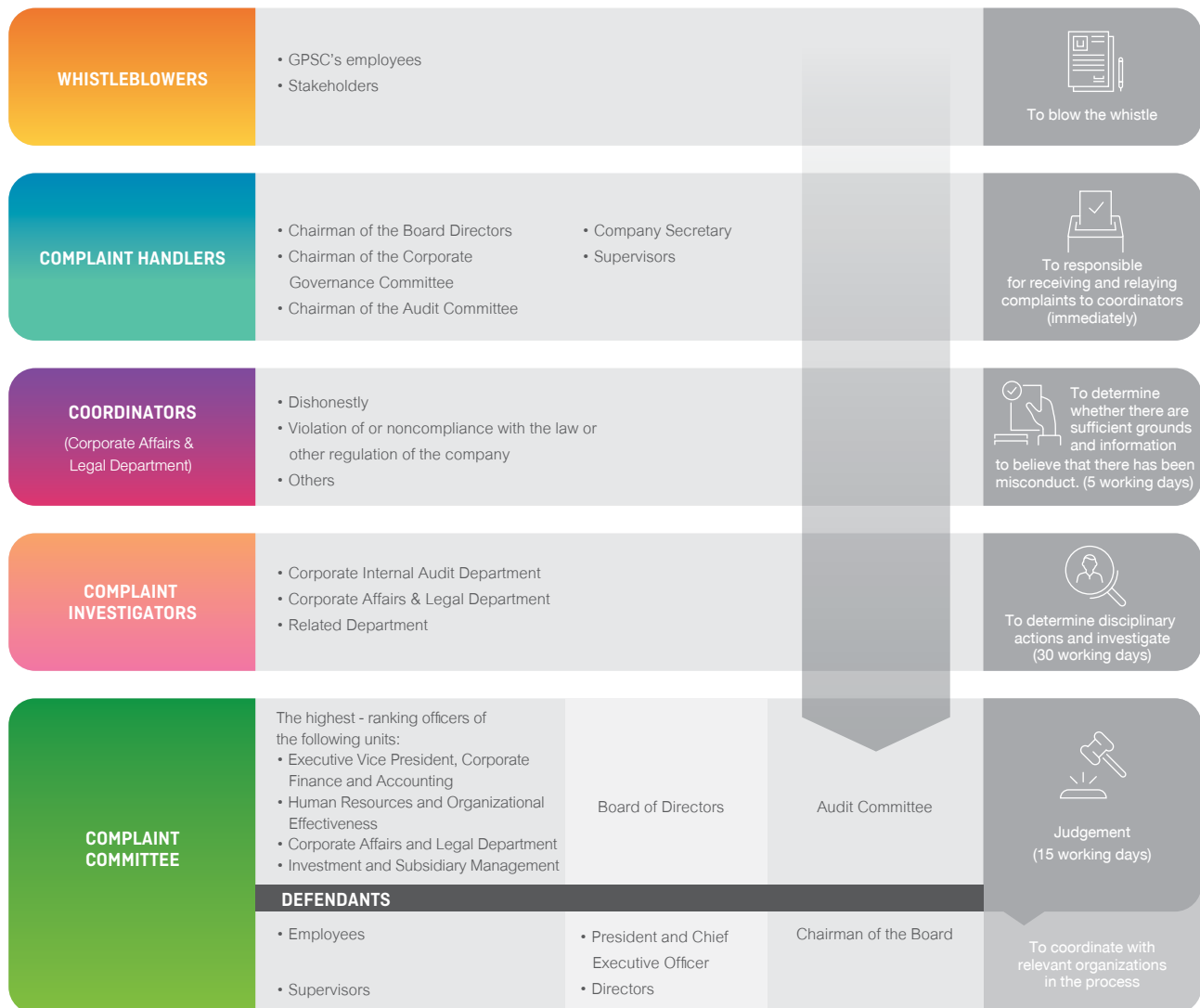
Whistleblowing and Whistleblower Protection

All stakeholders can report or provide information on cases of fraud, violation of laws, or non-compliance with the company's regulations, through the following channels.

Complaints Channels

- Mail Address:
Address: Global Power Synergy Public Company Limited
555/2 Energy Complex Building B, 5th Floor,
Vibhavadi - Rangsit Road, Chatuchak Sub-district,
Chatuchak District, Bangkok 10900
- E-mail Address: compliance_cg@gpscgroup.com
- Website: <http://www.gpscgroup.com/th/cg/whistle-blowing>
- In person: Compliance Division
- Telephone: 0 2140 4600, contact Compliance Division.

WHISTLEBLOWING'S PROCEDURES



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

Protection of Whistleblowers and Related Parties

- Whistleblowers will receive appropriate protection from, for example, changes in job descriptions or work locations, employment suspension, threats, disturbance, employment termination, or other acts that are unusual or unfair to them. Such protection is determined on a case - by - case basis.
- Any individual apprised of a complaint or other information related to a complaint as stipulated in this policy shall keep the complaint and all related information confidential and shall not disclose it to another party to ensure the safety of the whistleblower, information sources, or related parties them and protect them from potential harm.

Unless the disclosure is required by the procedure of this policy or the law.

If any information is intentionally disclosed, GPSC will take disciplinary and/or legal actions against the perpetrator, determined on a case - by - case basis.

- If the whistleblower or those cooperating with the fact - finding process believe that they are not safe and may be affected, they may file a petition to the Audit Committee to determine appropriate protection measures.
- Those affected will receive remedies through an appropriate and fair method or process.

Penalties for Bad-faith Whistleblowers

1. Should there be sufficient evidence that the whistleblower has filed a complaint in bad faith, GPSC shall protect the reputation of the accused party as follows.
 - 1.1 If the whistleblower is an employee, an investigation will be carried out to determine disciplinary actions in accordance with the company's regulations on human resources management.
 - 1.2 If the whistleblower is an external party and if GPSC, its subsidiaries, its affiliates, or the accused party suffer damage, GPSC may consider taking legal actions.
2. Any individuals, either intentionally or by negligence, do not comply with this policy or harass, threaten, impose undue disciplinary actions on, or discriminate against the whistleblower or individuals involved in the complaint filing in accordance with this policy will be considered to have committed an offense and will be required to compensate the company or affected individuals as well as assume civil and criminal liabilities or bear any relevant legal consequences.

In 2019, GPSC received complaints related to the violation of GPSC's code of business conduct through its whistleblowing channels, and a total of four cases were found to have met the criteria and thus accepted. For each case, an investigation was conducted and disciplinary actions were taken on related parties in accordance with the company's whistleblowing and whistleblower protection policy.

DISCLOSURE AND TRANSPARENCY

1. Information Disclosure

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

2. Investor Relations

The company has attached utmost significance to disclosure of material information to investors as it recognizes that accurate and equal information is vital to investment decisions. As such, Investor Relations Division has been formed to serve as a disclosure center of material information, financial statements, and information disclosed to the SET. To this end, the company's management has pursued strategies that place emphasis on

sufficient, accurate, reliable, up-to-date, and fair information disclosure, in accordance with the criteria prescribed by SEC and SET. In addition, the company has organized Investor Relations activities to present the company's performance as well as activities aimed at fostering relations and creating an understanding of the company's operation among institutional and non-institutional investors, both domestic and overseas, to inform investment decisions, which will create an appropriate shareholder structure and ultimately lead to stability and liquidity of the prices of the company's securities.

In the previous year, the Investor Relations Division executed strategies to develop its information disclosure to investors and analysts by means of various documents such as the Management's Discussion and Analysis (MD & A), analyst presentations, and investor notes to ensure sufficient, complete, accurate, and ready-to-use information on the company's performance and financial positions for investors and analysts as well as to reflect accurate the prices of the company's securities. Other information of materiality is published on the company's website at www.gpscgroup.com both in Thai and English. Any investor with inquiries may contact the company via its website or contact Investor Relations Division Telephone Number +66 (0) 2140 4628, +66 (0) 2140 4630, +66 (0) 2140 4691, +66 (0) 2140 5318, +66 (0) 2140-4715, E-mail: ir@gpscgroup.com.

KEY ACTIVITIES IN 2019

ACTIVITY	FREQUENCY IN 2019
Roadshow in Thailand	13
Roadshow Aboard	8
Analyst Meeting	5
Company Visit / Conference Call	>15
Roadshow with SET / Other Institutions	5
Institutional Investors Site Visit	2
Shareholders Site Visit	1

RESPONSIBILITIES OF THE BOARD

1. Good Corporate Governance and Code of Business Conduct

On December 18, 2019, the Board of Directors approved the Revised Corporate Governance and Code of Conduct Manual, which is in compliance with current laws, namely the Public Limited Companies Act, B.E. 2535, the Securities and Exchange Act, B.E. 2535, and the Organic Act on Anti-corruption, B.E. 2561 (including amendments); as well as the principles of the United Nations Global Compact, the governance principles of the Organization for Economic Cooperation and Development (OECD), the Corporate Governance Code for Listed Companies 2017 issued by the Securities and Exchange Commission (SEC), as well as other internationally recognized standards.

This manual, which will be enacted and come into effect from 2020 onwards, will provide guidelines for employees at all levels to ensure that GPSC's operation is efficient and effective and that its management is characterized by development towards excellence, transparency, and accountability, all of which will assure all stakeholders that GPSC is a leading SET-listed public company whose business is guided by governance and strives towards sustainable growth.

2. Specification of Policies, Directions, Business Strategies, and Key Performance Indicators

- In 2019, the Board of Directors reviewed and specified the policies, directions, and business strategies of GPSC as well as reviewed GPSC's vision, mission, and goals.
- In 2019, the Board of Directors approved GPSC's Key Performance Indicators (KPIs) both financial aspects and non-financial aspects, in accordance with the Balanced Scorecard. The indicators included Financial Perspective (EBITDA and net profit), Stakeholder Perspective (Customers' satisfaction), Internal Process Perspective, and Learning & Growth Perspective (Employee Engagement and Employee Capability).

3. Orientation of New Directors

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

4. Director Development

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

DIRECTORS' TRAINING RECORD WITH THAI INSTITUTE OF DIRECTORS (IOD)

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ANNUAL REPORT
2019

NO.	NAME - SURNAME	DCP	DAP	RCP	ACP	AACP	RCL	RCC	OTHERS
1	Mr. Pailin Chuchottaworn	51/2004	24/2004						FND14/2004 ACEP4/2012
2	Mr. Kurujit Nakornthap		64/2007		32/2010			12/2011	R-CF2/2013 C-Conference 1/2014
3	Mr. Payungsak Chartsutipol		SCC/2004				3/2016		
4	Maj.Gen. Chaowalek Chayansupap	217/2016				24/2016			
5	Mrs. Nicha Hiranburana Thuvatham		164/2019						
6	Mr. Wittawat Svasti-Xuto	146/2011							FSD 12/2011
7	Mr. Wuttikorn Stithit	158/2012							
8	Ms. Peangpanor Boonklum	7/2001					18/2019		ACPG38/2017 BNCP 7/2019
9	Mr. Wirat Uanarumit	8/2001			38/2012				DCPU5/2015 ELP7/2017
10	Mr. Kongkrapan Intarajang	119/2009		21/2009					
11	Mr. Bandhit Thamprajamchit	187/2014							
12	Mr. Boonchai Chunhawiksit	244/2017							
13	Mr. Chawalit Tippawanich	152/2011							

DCP: Director Certification Program
DAP: Director Accreditation Program
RCP: Role of the Chairman Program
ACP: Audit Committee Program
AACP: Advanced Audit Committee Program
ACEP: Anti-corruption for Executive Program
R-CF: R-CF-Chairman Forum
ACPG: Anti-Corruption: The Practical Guide

RCL: Risk Management Program for Corporate Leaders
RCC: Role of Compensation Committee
FSD: Financial Statements for Directors
FND: Finance for Non-Finance Director
C-Conference: Collective Action Against Corruption Conference
DCPU: Director Certification Program Update
BNCP: Board Nomination and Compensation Program
ELF: Ethical Leadership Program

Additional Directors' Training Record in 2019

In 2019, the following directors received additional training as detailed below.

- Mrs. Nicha Hiranburana Thuvatham attended in the Director Accreditation Program (DAP 164/2019), organized by the Thai Institute of Directors.
- Ms. Peangpanor Boonklum attended the Risk Management Program for Corporate Leaders (RCL 18/2019) and the Board Nomination and Compensation Program (BNCP 7/2019), organized by the Thai Institute of Directors.
- Mr. Kongkrapan Intarajang attended the Top Executives in the Energy Education Program (Batch 14: TEA 14/2019),

organized by the Thailand Energy Academy, and the Leadership Development Program III (Batch 4: LDP III/2019), organized by PTT Leadership and Learning Institute.

- Mr. Bandhit Thamprajamchit attended the Top Executives in the Energy Education Program (Batch 14: TEA 14/2019), organized by the Thailand Energy Academy, and the Leadership Development Program III (Batch 4: LDP III/2019), organized by PTT Leadership and Learning Institute.
- Mr. Wuttikorn Stithit, Mr. Pailin Chuchottaworn, and Mr. Boonchai Chunhawiksit attended an orientation for new directors.

SELF-ASSESSMENT OF THE BOARD OF DIRECTORS AND THE SUB - COMMITTEES OF 2019

Assessment Process and Criteria

In 2019, the Board of Directors, with recommendation from the Corporate Governance Committee approved assessment criteria and assessment forms which composed of the Board of Directors assessment form, Individual director assessment forms (self-assessment and assessment of other directors), Sub-committee assessment forms (the entire committee) for the four sub-committees, and Sub-committee assessment forms (individual member) for the Audit Committee

Assessment Scales

the percentages represent the assessment results as follows:

Over 85%	=	Excellent
Over 75%	=	Very Good
Over 65%	=	Satisfactory
Over 50%	=	Good Under
Below 50%	=	Poor

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

Assessment Result

1. The Board of Directors assessment Comprises 5 topics which are
 - 1) Composition and qualification of the Board
 - 2) Policy of the Board
 - 3) Roles, duties, and responsibilities of the Board
 - 4) Meeting of the Board
 - 5) Self-development of the board
 - **Assessment result: "Excellent" (91.66%)**
2. Individual director assessment (self-assessment and assessment of other directors) Comprises 6 topics which are
 - 1) Accountability
 - 2) Responsibility
 - 3) Equitable treatment of stakeholders
 - 4) Transparency
 - 5) Vision to create long-term value
 - 6) Ethics
 - **Assessment result (self-assessment): "Excellent" (98.31%)**
 - **Assessment result (assessment of other directors): "Excellent" (98.36%)**
3. Sub-committees assessment
 - 3.1 Sub-committee assessment forms (the entire committee) for the four sub-committees comprises 3 topics which are
 - 1) Composition and qualification of the committee
 - 2) Meeting of the committee
 - 3) Roles, duties, and responsibilities of the committee
 - **Assessment result (Audit Committee): "Excellent" (99.00%)**
 - **Assessment result (Nomination and Remuneration Committee): "Excellent" (96.11%)**
 - **Assessment result (Corporate Governance Committee): "Excellent" (96.20%)**
 - **Assessment result (Risk Management Committee): "Excellent" (91.22%)**
 - 3.2 Sub-committee assessment forms (individual member) for the Audit Committee comprises 6 topics which are
 - 1) Business knowledge
 - 2) Expertise
 - 3) Roles, duties, and responsibilities
 - 4) Independence and fairness
 - 5) Understanding of duties and accountability
 - 6) Commitment to the roles
 - **Assessment result: "Excellent" (96.33%)**



PERFORMANCE ASSESSMENT AND REMUNERATION POLICY OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER

In 2019, the Board of Directors prescribed a performance assessment of the President and Chief Executive Officer, with the criteria consisting of two main factors, namely the performance in relation to the Key Performance Indicators (KPIs), which included annual performance (short-term) and performance in pursuing the company's policies in the long term, and the managerial ability and leadership, which would contribute to the company's long-term sustainability. Informed by a careful review by the Nomination and Remuneration Committee, the Board of Directors conducted a performance assessment and determined the remuneration of the President and Chief Executive Officer using the aforementioned criteria in tandem with the self-assessment of the President and Chief Executive Officer.

SUCCESSION MANAGEMENT

GPSC has devised a succession planning system for key positions, in which a list of individuals with potential for executive positions is compiled before they are assessed for their capacity as executives on competency and personal attributes. Subsequently, the assessment results are utilized to

create Individual Development Plans (IDPs) so as to prepare these individuals for succession either by taking office left vacant by retirement or filling new positions created with future expansion of the business. The progress of succession planning is constantly being reported to the executives. In 2019, 20 executives were assessed and provided with IDPs, and more executives will be assessed in the near future.

POLICY ON HOLDING DIRECTORSHIP IN OTHER COMPANIES BY THE PRESIDENT AND CHIEF EXECUTIVE OFFICER

The Board of Directors has determined that the President and Chief Executive Officer may hold directorship in other companies in which GPSC is a shareholder in order to ensure the uniformity and efficiency of their operations. For listed companies, the President and Chief Executive Officer may hold directorship in no more than five companies listed on SET, in accordance with GPSC's good corporate governance guidelines. As for other companies, organizations, or juristic persons, the Board of Directors has approved in principle that GPSC's directors, the President and Chief Executive Officer, and other personnel may take office in another company, organization, or juristic person so that GPSC would have a systematic review procedure.

Guidelines for Office Holding in Other Companies, Organizations, and Juristic Persons

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

THE SUB-COMMITTEES

THE AUDIT COMMITTEE

As of December 31, 2019 the Audit Committee comprises three members as follows.

NO.	NAME-SURNAME	POSITION
1	Mr. Kurujit Nakornthap	Chairman (Independent)
2	Mrs. Nicha Hiranburana Thuvatham	Member (Independent)
3	Maj.Gen. Chaowalek Chayansupap	Member (Independent)

The Audit Committee of Global Power Synergy Public Company Limited comprises three independent directors, who have expertise in engineering and energy businesses, laws, financial accounting, and management and are qualified to review the credibility of financial statements in accordance with the regulations of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). Ms. Attayar Sukotang, Vice President of Corporate Internal Audit, is serving as the Secretary to the Audit Committee.

Composition of the Audit Committee

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

Roles and Responsibilities of the Audit Committee

1. Consider the Audit Committee Charter to conform with the scope of responsibility and communication to the Board of Directors, then review the appropriate and correctness of the Charter at least once a year.
2. Complete and review financial reports:
 - 2.1 Review the process of financial audits, financial status, and essential evidence and facts in order to ensure that they are credibly, correctly, and sufficiently illustrating the financial statements of the company, and that the company complies with accounting standard and other relevant laws.
 - 2.2 Review, select, and nominate external auditors as well as propose their audit fees to ensure their independence; and propose their dismissal if they demonstrate inability to perform their duties, neglect of duty, or abuse of functions.

- 2.3 Promote the independence of external auditors, provide opinions on their suitability, and attend at least one meeting with external auditors per year without the management present.

3. Internal control:

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

4. Internal audit:

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

5. Compliance with the law and other relevant regulations:

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

6. Reporting:

- 6.1 The Board of the Audit committee report must be exposed and published on the company's annual report signed by the chairman of the Audit Committee. The report is detailed as follows:
 - Committee's advice in the case of the utmost credibility and accuracy of company's financial status.
 - Committee's advice in the case of the effectiveness of the internal control system.
 - Committee's advice of the company's compliance with law on the policy of the Stock Exchange of Thailand, regulations of the stock exchange, and other relevant laws of company business.
 - Committee's advice in the case of the suitability of the Auditor's selection.
 - Committee's advice in the case of the possible incident of a conflict of interest.
 - The quantity of meeting arrangements and the frequency of Audit Committee's participation in meetings.
 - The comments of the Audit Committee regarding the compliance with the Audit Committee Charter.
 - The regulations that Shareholders and common investors should know according to The Board of Director's scope of responsibility.

7. Other duties:

- 7.1 Seek independent specialist experts in order to help review some issues continuously and most effectively to propose them to the Board of Directors for approval at the expense of the company. However, the process of employment should comply with the company's regulations. In addition, the Board of Directors is authorized to assign a team to support the Audit Committee's activities.
- 7.2 In the case that the Audit Committee has received a report from internal auditors about any unusual action against compliance, work procedures, policies, company announcements, company direction, a report to the management can be made in order to consider and take action by responsibility department.

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

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

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

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

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

In the case that the audit committee's duties are changed, the Company shall report on a resolution to change its duties, and shall prepare a name list and scope of work of the audit committee according to such change in the form as prescribed by the Exchange. Such name list and scope of work must be submitted to Stock Exchange of Thailand within 3 (three) business days from the date on which the change is made in accordance with the procedures under Stock Exchange of Thailand's regulations relating to reporting via an electronic media.



THE NOMINATION AND REMUNERATION COMMITTEE

As of December 31, 2019 the Nomination and Remuneration Committee comprises three members as follows.

NO.	NAME - SURNAME	POSITION
1	Mr. Payungsak Chartsutipol	Chairman (Independent)
2	Maj.Gen. Chaowalek Chayansupap	Member (Independent)
3	Mr. Wittawat Svasit-Xuto	Member (Independent)

Ms. Pallapa Achanon, Company Secretary and Corporate Governance and Affairs Department, is serving as the Secretary to the Nomination and Remuneration Committee

Composition of the Nomination and Remuneration Committee

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

Roles and Responsibilities of the Nomination and Remuneration Committee

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



CORPORATE GOVERNANCE COMMITTEE

As of December 31, 2019, the Corporate Governance Committee comprises four members as follows.

NO.	NAME - SURNAME	POSITION
1	Mr. Kurujit Nakornthap	Chairman (Independent)
2	Mrs. Nicha Hiranburana Thuvatham	Member (Independent)
3	Ms. Peangpanor Boonklum	Member
4	Mr. Bandhit Thamprajamchit	Member

Ms. Pallapa Achanon, Company Secretary and Corporate Governance and Affairs Department, is serving as the Secretary to the Corporate Governance Committee.

Composition of the Corporate Governance Committee

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

Roles and Responsibilities of the Corporate Governance Committee

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

THE RISK MANAGEMENT COMMITTEE

As of December 31, 2019, the Risk Management Committee comprises five members as follows.

NO.	NAME - SURNAME	POSITION
1	Mr. Payungsak Chartsutipol	Chairman (Independent)
2	Mr. Wittawat Svasti-Xuto	Member
3	Mr. Kongkrapan Intarajang	Member
4	Mr. Wirat Uanarumit	Member
5	Mr. Chawalit Tippawanich	Member

Mrs. Wanida Boonpiraks, Executive Vice President, Corporate Finance and Accounting, is serving as the Secretary to the Risk Management Committee.

Composition of the Risk Management Committee

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

Roles and Responsibilities of the Risk Management Committee

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

NOMINATION AND APPOINTMENT OF DIRECTORS AND THE HIGHEST RANKING EXECUTIVE

INDEPENDENT DIRECTORS

As of December 31, 2019, GPSC has a total of five independent directors, who maintain independence from the executive team and the company's major shareholders, in line with the criteria of the Securities and Exchange Commission, which stipulate that at least one third of the members of the Board of Directors, but no fewer than three, shall be independent directors. GPSC has adopted the definition of independent directors as set forth in the notification of the Capital Market Supervisory Board, as detailed below.

1. Not holding shares exceeding 0.5 percent of the total voting shares of the company, its parent company, subsidiaries, associates, major shareholder, or controlling person, including the shares held by the related persons of independent directors
 2. Not being or having been an executive director involved in the management of the business; employee; staff member; salaried consultant; or controlling person of the company, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or the company's controlling persons unless the foregoing status has ended for at least two years prior to the date of appointment. In this regard, such prohibited characteristics shall exclude the case where an independent director used to be a government official or consultant of a government agency which is a major shareholder or the controlling person of the company.
 3. Not being a person who is related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, other directors, executives, major shareholders, controlling person or person to be nominated as director, executive, or controlling person of the company or its subsidiaries
 4. Not having or having had a business relationship with the company, its parent company, subsidiaries, associates, major shareholder, or controlling person in a manner that may interfere with independent discretion nor being or having been a significant shareholder or the controlling person of any person having a business relationship with the company, its parent company, subsidiaries, associates, major shareholder, or controlling person, unless such foregoing relationships have ended for at least two years prior to the date of appointment
- The business relationship under Paragraph 1 shall include normal business transactions, rental, or lease of real estate; transactions related to assets or services; or granting or receipt of financial assistance through receiving or extending loan, guarantee; providing assets as collateral; and any other similar actions, which result in the company or the counterparty being subject to indebtedness payable to the other party in an amount starting from three percent of the net tangible assets of the company or twenty million baht or more, whichever is lower. The calculation of such indebtedness shall be in accordance with the method for calculating the value of related party transactions under the Notification of the Capital Market Supervisory Board Re: Rules on Execution of Related Party Transactions, *mutatis mutandis*. In any case, the consideration of such indebtedness shall include the indebtedness incurred during the period of one year to the date of establishing the business relationship with the related person.
5. Not being or having been an auditor of the applicant, its parent company, subsidiaries, associates, major shareholder, or controlling person, and not being a significant shareholder, controlling person, or partner of the audit firm which employs the auditor of the company, its parent company, subsidiaries, associates, major shareholder, or controlling person, unless the foregoing relationship has ended for no less than two years prior to the date of appointment
 6. Not being or having been a provider of professional services, including a legal advisor or financial advisor being paid with a service fee of more than two million baht per year by the company, its parent company, subsidiaries, associates, major shareholder, or controlling person, and not being a significant shareholder, controlling person, or partner of such provider of professional services, unless the foregoing relationship has ended for no less than two years prior to the date of appointment
 7. Not being a director who is appointed as the representative of directors of the company, major shareholder, or shareholder who is a connected person of a major shareholder
 8. Not undertaking any business of the same nature and in significant competition with the business of the company or its subsidiaries, or not being a significant partner in a partnership, or an executive director, employee, staff, advisor earning regular monthly salary, or holding more than one percent of the voting shares of another company that undertakes a business of the same nature and in significant competition with the business of the company or its subsidiaries
 9. Not having any other characteristics that result in the inability to express independent opinions

The business relationship under Paragraph 1 shall include normal business transactions, rental, or lease of real estate; transactions related to assets or services; or granting or receipt of financial assistance through receiving or extending loan, guarantee; providing assets as collateral;



GPSC's definition of independent directors is that set forth by the Capital Market Supervisory Board with respect to the shareholding proportion. That is, GPSC has prescribed that its independent directors may "hold shares not exceeding 0.5 percent of the total number of shares with the total voting shares of GPSC, its parent company, subsidiaries, associates, major shareholder, or controlling person, including shares held by related persons of independent directors." (The Capital Market Supervisory Board has stipulated this number at one percent.) GPSC has also limited the consecutive terms of service for independent directors to be no more than 9 years.

NOMINATION OF DIRECTORS AND THE HIGHEST-RANKING EXECUTIVE

1. Nomination, Appointment, and Retirement of Directors

Nomination of Directors

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

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

The selection process shall be free from discrimination on grounds of gender, race, religion, or other considerations.

The nomination of candidates to replace directors retiring by rotation at annual general meetings of shareholders shall be published on GPSC's website to invite advance nomination

of qualified candidates from shareholders, after which the Board of Directors will consider their qualifications and propose qualified candidates at annual general meetings of shareholders in accordance with GPSC's criteria.

Appointment of Directors

1) Appointment of Directors to Replace Directors Retiring by Rotation

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

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

2) Appointment of Directors to Fill Vacancies Incurred by Reasons Other than Expiration of Term of Office

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

Retirement of Directors

- 1) At each annual general meeting of shareholders, one third (1/3) of the total number of the directors must retire from office by rotation. If the number is not a multiple of three, the number nearest to one third (1/3) of the total number of the directors must retire from office by rotation. The directors retiring from office in the first and second years after the registration of GPSC shall be selected by means of lot drawing. In subsequent years, the director who has held office the longest shall retire. A retiring director is eligible for re-election.
- 2) Apart from retirement upon expiration of the term of office, a director shall cease to hold office if he or she dies, resigns, possesses a prohibited characteristic under the law



governing public limited companies and the law governing securities and exchange, is removed by a resolution of the shareholders' meeting, or is removed by a court order.

- 3) Any director who wishes to resign from GPSC shall submit a resignation letter to GPSC. The resignation shall be effective from the time the resignation letter reaches GPSC. A director who resigns may inform the registrar of his or her resignation.
- 4) A shareholders' meeting may pass a resolution to remove any director from office prior to the expiration of the term of office, by a vote of no less than three-quarters (3/4) of the number of shareholders attending the meeting and eligible to vote, and the shares held by the voting shareholders

shall, in aggregate, be no less than one-half of the number of shares held by the shareholders attending the meeting and eligible to vote.

2. Nomination of the Highest-Ranking Executive

In the event that the position of President and Chief Executive Officer becomes vacant, the Nomination and Remuneration Committee is required to review candidates who have qualifications in accordance with relevant criteria and laws as well as other appropriate qualifications, such as knowledge, competency, experience, leadership, and breadth of vision, and nominates such candidates to the Board of Directors at a Board Meeting to be approved for appointment.

GOVERNANCE OF THE INVESTED COMPANIES

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

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

The duties as GPSC's representatives consist of governance of subsidiaries, associates, and related companies so that they may command an approach or management practices, together with practical guidelines, that strictly agree and comply with GPSC's own policy framework and business directions, including the corporate governance policy, legal policy, finance and accounting policy, quality-safety-occupational health-environmental policy, personnel management policy, and related key policies.

2. Structuring the management of subsidiaries and associates GPSC structures the management of subsidiaries and associates to take responsibility for steering their management and for the performances of subsidiaries, associates, and related companies under the following scope:
 - Monitor and guide the businesses of subsidiaries, associates, and related companies under applicable agreements and regulations
 - Constantly track various aspects of subsidiaries', associates', and related companies' performance and mentor them to ensure that their businesses are in line with goals and that potential obstacles can be promptly and suitably overcome

- Review, monitor, and mentor subsidiaries, associates, and related companies so that they may institute efficient and effective internal control systems and business protocols
 - Review, monitor, and organize reviews and amendment of key policies and work plans for the businesses of subsidiaries, associates, and related companies so that these policies and plans may always be up to date and suitable for business circumstances.
3. GPSC has set a policy on corporate investment and governance of subsidiaries as a framework for its subsidiary management in key aspects such as investment criteria, investment management, operational guidelines, etc.
 4. GPSC defines plans and ensures that subsidiaries, associates, and related companies disclose information about their performance outcomes and financial standings together with factual, complete, and credible information to regulators, related government agencies, outside investors, and the public.
 5. If subsidiaries, associates, and related companies need to engage in connected transactions or those potentially causing conflicts of interest, GPSC must ensure that they do so with transparency and fairness. GPSC will comply strictly with applicable regulators' criteria on connected transaction engagement, and acquisition and disposal of assets.
 6. GPSC will take necessary steps and monitor subsidiaries', associates', and related companies' systematic disclosure of information and internal control systems that are adequate and suitable for their businesses.

PROTECTION AGAINST ABUSE OF INSIDER INFORMATION

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

POLICY ON THE PROTECTION AGAINST ABUSE OF INSIDER INFORMATION

- 1) GPSC's directors and executives have been informed of their duty to submit reports of change in securities holding of themselves, their spouses, and their minor children to the Securities and Exchange Commission (SEC), a duty of directors and executives as stipulated by the Securities and Exchange Act B.E. 2535 (1992) (including its amendment).
- 2) GPSC's directors and executive must report changes in their holding of GPSC's securities in the Board of Directors' meetings.
- 3) GPSC's directors and executives, including executive officers in accounting or finance at or above the vice president level and employees involved in operations that give them knowledge of insider information material to changes in securities prices, must suspend their purchase and selling of GPSC's securities until the public disclosure of GPSC's financial statements or positions. These individuals will be informed of their suspension in written forms at least 30 days prior to the public disclosure and should wait at least 24 hours after the disclosure before making any trade.
- 4) GPSC's directors, executives, and employees are prohibited from employing insider information that may affect changes in GPSC's securities prices which has not been publicly disclosed but is accessible to them by virtue of their offices or positions to, whether directly or indirectly, purchase or sell, offer to purchase or sell, or invite any other person to purchase, sell or offer to purchase or sell GPSC's stocks or securities (if any) in such a way as to damage GPSC, whether or not such an act is done for their own or another person's benefit, or to disclose such information so that they will receive consideration from the person who engages in the aforesaid acts.
- 5) GPSC's directors, executives, and employees, both current and former, are prohibited from disclosing GPSC's insider information and secrets as well as confidentiality of GPSC's suppliers accessible to them by virtue of their duties to an external person even if such disclosure may not damage GPSC and its suppliers.
- 6) GPSC's directors, executives, and employees, both current and former, are obligated to protect GPSC's confidentiality and/or insider information as well as the duty to use GPSC's insider information solely for its business operations. In addition, GPSC's directors, executives, and employees are prohibited from exploiting GPSC's confidentiality and/or insider information to benefit any other companies in which they are shareholders, directors, executives, and employees.
- 7) Disciplinary actions shall be enforced for any violation of the use of insider information for personal interest, ranging from warning notifications, payment cuts, temporary suspension without pay, or termination of employment. The severity of the disciplinary action is based the intention behind and the gravity of the violation.

PROTECTION AGAINST ABUSE OF INSIDER INFORMATION IN ACTION

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



DIRECTORS AND EXECUTIVES' SHAREHOLDING IN GPSC IN 2019 (INCLUDING SPOUSES AND MINORS)

NAME - SURNAME		NUMBER OF SHARES		INCREASE / (DECREASE)	REMARK
		DEC 31, 2018	DEC 31, 2019		
DIRECTORS					
1	Mr. Pailin Chuchottaworn	-	-	-	Appointed in 2019
2	Mr. Kurujit Nakornthap	30,000	57,029	27,029	-
3	Mr. Payungsak Chartsutipol	73,000	138,789	65,789	-
4	Maj.Gen. Chaowalek Chayansupap	-	-	-	-
5	Mrs. Nicha Hirunburana Thuvatham	-	-	-	-
6	Mr. Wittawat Svasti-Xuto	30,000	57,029	27,029	-
7	Mr. Wuttikorn Stithit	-	-	-	-
	By spouse	10,000	10,000	No change	-
8	Ms. Peangpanor Boonklum	-	-	-	-
9	Mr. Wirat Uanarumit	N/A	-	-	Appointed in 2019
10	Mr. Kongkrapan Intarajang	-	-	-	-
11	Mr. Bandhit Thamprajamchit	-	-	-	-
12	Mr. Boonchai Chunhawiksit	N/A	-	N/A	Appointed in 2019
13	Mr. Chawalit Tippawanich	25,000	47,000	22,000	-
HIGH - LEVEL EXECUTIVES (SEC’S DEFINITION) AND COMPANY SECRETARY					
1	Mr. Chawalit Tippawanich	25,000	47,000	22,000	-
2	Mr. Samornchai Khoonrak	63,000	73,500	10,500	-
3	Mr. Sirimet Leepagorn	-	-	-	-
4	Mrs. Wanida Boonpiraks	58,000	109,100	51,100	-
5	Mrs. Rosaya Teinwan	N/A	28,228	N/A	Appointed in 2019
6	Ms. Sukittee Chaiyarak	-	-	-	-
7	Mrs. Patrinee Suponthana	-	-	-	-
8	Ms. Pallapa Achanon	N/A	1,000	N/A	Appointed in 2019

Remark:

- N/A means no information as the director/executive was appointed during 2019
- Mr. Wuttikorn Stithit is the only director who has indirect shareholding through spouse, Other do not have indirect shareholding
- As of December 31, 2019; total GPSC shares held directly and indirectly by directors and executives is equivalent to 0.020168

AUDIT AND NON - AUDIT FEES

AUDIT FEES

In the previous fiscal year, the audit fees paid to the Company and its subsidiaries amounted to 10.01 million baht in total, consisting of 1.01 million baht for the Company's auditor and 9.00 million baht for the auditors of the subsidiaries.



NON - AUDIT FEES

In the previous fiscal year, the non-audit fees of GPSC and its subsidiaries, which consisted of fees for auditing compliance with the conditions of the BOI Promotion Certificate, review of financial ratios, accounting and tax consultation, comprised 6.29 million baht paid to the audit firm and 8.69 million baht paid to individuals or businesses related to the Company's auditor.

APPLICATION OF SEC'S CORPORATE GOVERNANCE CODE IN 2017

The Board of Directors has assigned the Management to oversee the application of the Corporate Governance Code for Listed Companies 2017 (CG Code), issued by the Securities and Exchange Commission (SEC), to the business context of the company and monitor CG Code compliance. In 2019, GPSC applied all CG Code principles where applicable to the business.

The area of CG Code where GPSC has yet to comply with is the number of directors. While SEC's CG Code prescribes that there should be no more than 12 directors, GPSC currently has 13 directors as the company is expanding its business and is in need of a more diverse set of skills and qualifications in the Board of Directors.



OTHER GOOD CORPORATE GOVERNANCE PRACTICES

CORPORATE GOVERNANCE

In 2018, GPSC established the Compliance Unit a unit dedicated to compliance in accordance with the vision of the Board of Directors under the supervision of the Company Secretary and Corporate Governance and Affairs Department. In 2019, the Compliance Unit oversaw the Company's compliance in its operations.

GPSC structured its compliance structure in to the concept of Three Lines of Defense:

1. **First Line of Defense** is the unit that owns the process
2. **Second Line of Defense** is the legal and regulatory unit, organizations and corporate risk management units, which are responsible for supervising the operation of each process owner's unit laws, regulations and good internal controls.
3. **Third Line of Defense** is the Internal Audit unit, an independent unit that conducts audit of the first and the second lines of defense. Internal Audit is to report the audit findings directly to the Audit Committee and report the managerial aspect to the President and CEO.



Also, GPSC has set is “Compliance Policy” to serve as guiding principles for its directors, executives, and employees in performing their duty and ensure that the company operates in compliance with laws, rules, regulations, orders, and notifications both internally and externally and help prevent risks of non-compliance. The company's directors, executives, and employees have the duty to follow the following policy:

- 1) Compliance with relevant laws and regulations
- 2) Promotion of fair competition and anti-monopoly practices
- 3) Anti-corruption and anti-bribery practices
- 4) Respect for human rights
- 5) Intellectual property protection and safeguarding
- 6) Anti-money laundering and combating the financing of terrorism (AML/CFT)
- 7) Asset management, confidentiality protection, and appropriate use of the company's information
- 8) Compliance with corporate governance policies and principles

Activities of the Compliance Unit

GPSC has placed great significance on compliance with applicable laws, regulations, and rules. In 2019, the Compliance Unit carried out the following activities.

- The Compliance Unit formulated sub-policies as readily applicable guidelines, which were communicated to GPSC employees to spur adoption. These sub-policies, which were under GPSC's overarching compliance policy, included an anti-money laundering and combating the financing of terrorism policy and an antitrust and fair competition policy, which will be implemented in 2020.
- The Compliance Unit compiled laws relevant to GPSC's operation and consulted relevant internal units to analyze the relevancy of each newly introduced law to the company as well as developed a compliance inventory control system, which detailed the responsibilities and the working status of each unit.
- The Compliance Unit held meetings with PTT Group to ensure uniform practices as well as exchange knowledge and recommendations on compliance-related operations among the companies in PTT Group with the goal of enhancing the efficiency.
- The Compliance Unit developed a compliance monitoring system, which served as an instrument for compiling laws, regulations, and rules related to GPSC's operation; sending alerts to GPSC employees to prevent non-compliance; and preparing compliance reports for the executives.
- The Compliance Unit held a total of three compliance risk management training sessions for its executives and employees to deepen their understanding of their compliance responsibilities.

CORPORATE GOVERNANCE ACTIVITIES AND COMMUNICATIONS

1. PTT Group CG Day

On September 11, 2019, Chawalit Tippawanich, President and Chief Executive Officer of GPSC, along with the executives and employees of PTT Groups, namely PTTEP, GC, TOP, IRPC and PTTOR, attended the opening ceremony of PTT Group CG Day 2019. Organized under the concept "Digitization Challenge for the Governance," the activity was aimed at advancing the corporate governance of the companies in PTT Group and encouraging the use of latest information technology systems to enhance their corporate governance in practice (CG in Practice), with the ultimate goal of ensuring excellence, transparency, and fairness to all stakeholders in their management and of accomplishing growth goals sustainably. The activity was hosted in Synergy Hall in Building C of the Energy Complex in Bangkok.



2. Compliance Risk Management Training Sessions

The Compliance Unit, in collaboration with the Human Resources Management Unit and Office, hosted compliance risk management training sessions to keep GPSC employees informed of their roles and responsibilities related to compliance. The sessions were led by invited speaker Jiraporn Sumetheeprasit.



3. QSHE & KM Day 2019

On August 29, 2019, Pallapa Achanon, Company Secretary and Corporate Governance and Affairs Department, and Patchaneeya Mahaisavariya, Manager of the Compliance Unit, gave a talk entitled "Fighting Fraud" to communicate to the executives and employees the company's anti-fraud and corruption efforts as well as its compliance practices. The session also included tests and games to add elements of fun.

4. Annual Supplier Seminar 2019

On November 14, 2019, Athitayapa Maneechote, a senior compliance officer of the Compliance Unit, communicated to GPSC's suppliers the company's good corporate governance practices and code of business conduct relevant to suppliers as well as the whistleblowing and whistleblower protection policy and the anti-fraud and corruption policy on the receiving/giving of gifts, receptions, or other benefits. The aim was to deepen the participating suppliers' knowledge of the company's corporate governance.



5. National Anti-corruption Day

On September 1, 2019, Chawalit Tippawanich, President and Chief Executive Officer of GPSC, Pallapa Achanon, Company Secretary and Corporate Governance and Affairs Department, and GPSC employees, along with the companies in PTT Group, joined the National Anti-corruption Day event hosted by the Anti-corruption Organization of Thailand to demonstrate GPSC's determination to serve as a model in combating corruption and achieving tangible results. The event was organized under the concept "Join Forces Against Corruption" at the Bangkok International Trade and Exhibition Center (BITEC) in Bangna.

6. International Anti-corruption Day (Thailand)

On December 9, 2019, Attayar Sukotang, Vice President of Corporate Internal Audit, and representatives of GPSC's executive team and employees, along with the executives and employees of the companies in PTT Group, participated in the International Anti-corruption Day (Thailand) event hosted by the Office of National Anti-corruption Commission (NACC). Organized under the concept "Zero Tolerance towards Corruption" in Exhibition Hall 6 of IMPACT Muang Thong Thani in Nonthaburi, the event was presided over by Thailand's Prime Minister, General Prayut Chan-ocha.

CORPORATE GOVERNANCE AWARD (CORPORATE GOVERNANCE REPORT OF THAI LISTED COMPANIES 2019: CGR)

In the Corporate Governance Report of Thai Listed Companies 2019, GPSC was rated excellent (five stars) and received the same average score as in 2018, as detailed below.



YEAR	LISTED COMPANIES (OVERALL)	SET100 INDEX	SET50 INDEX	GPSC
2561	81%	88%	91%	96%
2562	82%	90%	92%	96%

COMPARISON OF SCORES BY CATEGORY

NO.	CATEGORY	SCORE OF 2018					SCORE OF 2019		
		LISTED COMPANIES (OVERALL)	LISTED COMPANIES (OVERALL)	LISTED COMPANIES (OVERALL)	LISTED COMPANIES (OVERALL)	LISTED COMPANIES (OVERALL)	SET100 Index	SET50 Index	GPSC
1	Rights of Shareholders	96%	96%	96%	96%	94%	97%	97%	98%
2	Equitable Treatment of Shareholders	95%	95%	95%	95%	92%	96%	97%	98%
3	Roles of Stakeholders	88%	88%	88%	88%	81%	90%	93%	98%
4	Disclosure and Transparency	93%	93%	93%	93%	86%	94%	96%	99%
5	Board Responsibilities	82%	82%	82%	82%	75%	84%	87%	94%

