

The issuance and offering debenture in an amount of not exceeding Baht 5,000 million**Rationale:**

Due to the lower of current interest rate while the power plant projects of group of Company are on process and under construction. Under such circumstances, it is good opportunity to issue and offer the debenture in order to raising funds to support the group the group Company's projects and to reduce the expenditure of the group of Company.

The Board's opinion: The Board recommended that The Meeting approved and resolved for further shareholders' approval the issuance and offering debenture in an amount of not exceeding Baht 5,000 million with the preliminary details as follows:

| | | |
|-------------------------|---|---|
| Objective | : | To refinance the Company's debt and to use for business operation or to use as capital of the Company and its affiliates. |
| Type | : | All types and all kinds of bonds (with or without collateral), depending on the appropriateness of the market conditions at the time that each bond is issued and offered. |
| Currency | : | Baht and/or foreign currency by using the exchange rate at each time the bond is issued and offered. |
| Total value | : | Not exceeding Baht 5,000 million or in an equivalent amount in another currency In this regard, the Company is able to issue and offer additional bonds and/or issue and offer bonds in place of the existing bonds which have been redeemed within such credit line. Any bond issued by the Company at any time shall have a value not exceeding such credit line. |
| Term of the Bond | : | Not exceeding 10 years since the date of each issuance. |
| Offering | : | To offer for one time or several times and/or as a project and/or on a revolving basis, though a public offering and/or private placement offering and/or Institutional Investor and/or High Net Worth, at the same time or at a different time, pursuant to the Notification of the Securities and Exchange Commission and/or the Office of the Securities and Exchange Commission and/or other related regulations which are in force at the time such debenture is issued and offered. |
| Interest Rate | : | Depending on the market condition at the time of the issuance and offering of the bond, or the terms and conditions of the bond issued at such time, provided that pursuant to the Notification of the Securities and Exchange Commission and/or the Office of the Securities and Exchange Commission and/or other related regulations which are in force at the time such debenture is issued and offered. |
| Call | : | The debenture-holder and the Company may or may not have the right |

Enclosure 7

| | |
|-------------------------|---|
| Redemption | to redeem their bonds before their maturity date, depending on the terms and conditions of each issuance of bonds. |
| Secondary Market | : The Company may register the bonds with The Thai Bond Market Association or any other secondary market as is deems appropriate. |
| Other details | : Board of Directors or person whose Board of Directors give a power of attorney to shall have the following powers: <ol style="list-style-type: none">1. To determine details relevant to the debentures, including type, name, interest rate, redemption period, appointment of the debenture-holder's representative, as well as the details relating to the offering, including but not limited to, price, procedure and offering and allotment period.2. To appoint the financial advisor and/or the underwriter and/or credit rating institution of the issuer and/or the securities and/or any other person where the appointment is regulated as required by the relevant rules or in any other cases which the Company deems appropriate.3. To register the bonds with The Thai Bond Market Association or any other secondary market as appropriate and also as well as seek an approval, provide information and, submit documentation to relevant agencies.4. To deal with, negotiate, execute and/or amend the agreements and/or documentation, as well as provide information, submit documentation to the Office of the Securities and Exchange Commission and/or other agencies relating to the issuance and offering of such bonds, including the undertaking of any actions relevant to or necessary for such transaction as it deems appropriate. |