

## Director to be re-elected



**Mr. Somphot Kanchanaporn**

**Age 64 years**

**Nationality**

Thai

**Educational Background**

MBA, National Institute of Development Administration (“NIDA”)

B.S. (Police Science and Administration), California State University at Los Angeles

National Defense College, (Class 41<sup>st</sup>)

Certificate of Executive Program, Class 7, Capital Market Academy

**Director’s Training**

Certificate of Director Accreditation Program (“DAP”) Certification from Thai Institute of Directors Association (“IOD”)

**Proposed Position**

Independent Director

**Current Position in EGCO**

January 2009-Present

Director, Electricity Generating Public Company Limited

Audit Committee Member, Electricity Generating Public Company Limited

**Current Position in Other**

**Organizations**

- Listed companies 1  
January 2009-Present Director, B N B Inter Group Public Company Limited
- Non-listed companies 1  
2008-Present Chairman of the Inspector General Committee, Ministry of Energy
- Others that may cause conflict of interests to EGCO None

**Experience**

2008-April 2009

Independent Director , PTT Aromatics and Refining Public Company Limited

October 2006-2008

Member, The National Legislative Assembly

December 2006-2008	Chairman of Standing Committee on Energy , The National Legislative Assembly
November 2003-2005	Deputy Director (Executive Level 10) The National Intelligence Agency
<b>Achievement in year 2009</b>	<ul style="list-style-type: none"> <li>• Being Independent Director and Member of the Audit Committee</li> <li>• Devoting time and paying attention to the Company's interest and always attending the Company's meetings.</li> </ul>
<b>Legal Dispute</b>	No legal dispute during the past 5 years
<b>Years of Service</b>	1 year and 4 months
<b>Term of Service</b>	1 <sup>st</sup> term : January 2009-AGM 2010
<b>EGCO Shareholding</b>	None
<b>Meeting Attendance in Year 2009</b>	Board of Directors : 8 out of 8 Audit Committee : 15 out of 15
<b>Meeting Attendance in Year 2010</b> (January-March)	Board of Directors : 3 out of 3 Audit Committee : 4 out of 4
<b>Nomination Rationale</b>	The Board endorses the Nomination and Remuneration Committee's proposal that Mr. Somphot Kanchanaporn should be re-elected a director for another term due to his qualifications, leadership, business knowledge, and time devotion along with independence from major shareholders and management. In addition, his individual director performance is good. His re-election will ensure the continuity in the governance of the company.

**Additional information to consider for Independent Director Election**

- Holding shares not more than 1% of the paid-up capital with the voting right of EGCO, parent company, subsidiary company, associated company or any legal entity that may have the conflict of interest (including the connected persons as stipulated in section 258 of securities laws) Yes
- Not being a director that takes part in the management (executive director, director who has the same responsibility as management except for the signature in transactions approved by the Board and the joint signing with other directors), employees, advisors who receive regular salary, and controlling person of EGCO, parent company, subsidiary company, associate company and fellow subsidiary (subsidiary of the same holding company) or any entity that may have a conflict of interest during the period of two years before his/her appointment. Yes
- Not being a person who is related by maternity and by registration as parents, spouse, brother, sister, and son and daughter including their spouses of the management, or major shareholders, controlling persons or persons who will be nominated to be the Management or controlling persons of EGCO or its subsidiaries. Yes
- Not having business relationship with and not being a major shareholder, non-independent director or management of EGCO, parent company, subsidiary company, associate company or any entity that may have a conflict of interest in a way that would affect the giving of independent opinions during the period of two years before the filing date. Yes
- Not being an auditor or a major shareholder, director, management or partner of the Yes

audit firm that provides auditing services to EGCO, parent company, subsidiary company, associate company or any entity that may have a conflict of interest during the period of two years before the filing date

- Not providing any professional service or being a major shareholder, non-independent director, management or partner of the company that provide professional service which include financial and legal advices with the fee higher than 2 million baht per year during the period of two years before the filing date Yes
- Not being appointed as a representative to safeguard interests of EGCO director, majority shareholders or shareholders who are related to EGCO's majority shareholders. Yes
- Not having any constraint that would affect the performance of giving independent judgment on EGCO. Yes

## Director to be re-elected



**Mr. Somboon Arayaskul**

**Age 56 years**

**Nationality**

Thai

**Educational background**

Master of Engineering (Mechanical Engineering), Villanova University, U.S.A.

Bachelor of Engineering (Mechanical Engineering), Mapua Institute of Technology, Philippines

Certificate of the General Manager Program, Harvard Business School

**Director's Certificates**

Director Certification Program, Thai Institute of Directors ("IOD")

**Proposed Position**

Director

**Current Position in EGCO**

January 2009-Present

Director, Electricity Generating Public Company Limited

Member of Nomination and Remuneration Committee, Electricity Generating Public Company Limited

**Current Position in Other Organizations**

- | Current   | Potion                | in | Other  |
|---|-----------------------|----|--|
| • Listed companies                                    |                       |    | None   |
| • Non-listed companies                                |                       |    | 1  |
|   | December 2007-Present |    | Deputy Governor- Development, Electricity Generating Authority of Thailand |
| • Others that may cause conflict of interests to EGCO |                       |    | None   |

**Experience**

April 2008-January 2009

Director, Ratchaburi Electricity Generating Holding Public Company Limited

October 2006-December 2007

Vice President - Thermal Power Plant Construction, Electricity Generating Authority of Thailand

**Achievement in year 2009**

- Being Member of the Nomination and Remuneration Committee
- Providing guidance on business operation especially on engineering and management in the electricity industry
- Devoting time and paying attention to the Company's interest and always attending the Company's meetings

**Legal Dispute**

No legal dispute during the past 5 years

**Years of Services**

1 year and 4 months

**Term of Service**

1<sup>st</sup> term: January 2009-AGM 2010

**EGCO Shareholding**

None

**Meeting Attendance in Year 2009**

Board of Directors : 7 out of 8

**Meeting Attendance in Year 2010**

(January – March)

**Nomination Rationale**

Nomination and Remuneration Committee : 9 out of 9

Board of Directors : 3 out of 3

Nomination and Remuneration Committee : 3 out of 3

The Board endorses the Nomination and Remuneration Committee's proposal that Mr. Somboon Arayaskul should be re-elected a director for another term due to his qualifications, leadership, business knowledge and expertise in engineering and power business and time devotion. In addition, his individual director performance is good. His re-election will ensure the continuity in the governance of the company.

## Director to be re-elected



**Mr. Hideaki Tomiku**

**Age 52 years**

<b>Nationality</b>	Japanese
<b>Educational background</b>	Bachelor of International Law, Tokyo University
<b>Director's Certificates</b>	None
<b>Proposed Position</b>	Director
<b>Current Position in EGCO</b>	
2006-Present	Director, Electricity Generating Public Company Limited
2008-Present	Executive Committee Member, Electricity Generating Public Company Limited
<b>Current Position in Other Organizations</b>	
• Listed Companies	None
• Non-listed companies	2
2009-Present	Chief Executive Officer, Diamond Generating Asia, Limited
2006 –Present	Director and Executive Vice President, OneEnergy Limited
• Others that may cause conflict of interests to EGCO	None
<b>Experience</b>	
2003 – 2006	Deputy General Manager, Head of International IPP, Mitsubishi Corporation
2001 –2003	Assistant General Manager, Power Generation & Marketing for Japanese Market, Mitsubishi Corporation
<b>Achievement in year 2009 - March 2010</b>	<ul style="list-style-type: none"><li>• Being member of the Executive Committee</li><li>• Providing guidance on business operation especially on laws and international business</li><li>• Devoting time and paying attention to the Company's interest and always attending the company's meetings.</li></ul>
<b>Legal Dispute</b>	No legal dispute during the past 5 years
<b>Years of Service</b>	4 Years
<b>Term of Service</b>	1 <sup>st</sup> term : June 2006-April 2007 2 <sup>nd</sup> term : April 2007- April 2010
<b>EGCO Shareholding</b>	None
<b>Meeting Attendance in Year 2009</b>	Board of Directors : 8 out of 8 Executive Committee : 12 out of 12

**Meeting Attendance in Year 2010** Board of Directors : 3 out of 3

(January-March) Executive Committee : 4 out of 4

**Nomination Rationale**

The Board endorses the Nomination and Remuneration Committee's proposal that Mr. Hideaki Tomiku should be re-elected a director for another term due to his qualifications, leadership, and international business and legal proficiency along with time devotion. In addition, his individual director performance is good. His re-election will ensure the continuity in the governance of the company.

## Director to be re-elected



**Mr. Vinit Tangnoi**

**Age 59 years**

**Nationality**

Thai

**Educational Background**

Master of Science (Industrial Engineering), University of Texas at Arlington, U.S.A.

B.Eng. (Mechanical), Kasetsart University

Certificate of Advance Management Program, Harvard Business School, Harvard University, U.S.A.

Certificate of Senior Executive Program, Sasin Graduate Institute of Business Administration of Chulalongkorn University

Certificate of Army War College Regular Program, Institute of Army Academics

Certificate of Leader Program, Capital Market Academy

**Director's Certificate**

Certificate of Directors Certification Program, Thai Institute of Directors Association (IOD)

**Proposed Position**

Director

**Current Position in EGCO**

2008-Present

President, Electricity Generating Public Company Limited

2008-Present

Executive Committee member, Electricity Generating Public Company Limited  
Chairman of Corporate Social Responsibility Member, Electricity Generating Public Company Limited

**Current Position in Other Organizations**

● Listed companies

None

● Non-listed companies

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August 2009-Present

Chairman of the Board of Directors Natural Energy Development Co., Ltd.

October 2008-Present

Chairman of the Board of Directors, Khanom Electricity Generating Company Limited

October 2008-Present

Chairman of the Board of Directors, EGCO Engineering and Service Company Limited

January 2009-Present

Director, Gulf Electric Company Limited

October 2008-Present

Director, BLCP Power Company Limited

● Others that may cause conflict of interests to EGCO

None

**Work Experience**

October 2008-September 2009

Chairman of the Board of Directors, Rayong Electricity Generating Company Limited

December 2007- September 2008

Deputy Governor-Generation, Electricity Generating Authority of Thailand



	Director, EGAT International Co., Ltd.
2006-2008	Director, Ratchaburi Electricity Generating Holding Public Company Limited
March 2006	Deputy Governor-System Control, Electricity Generating Authority of Thailand
October 2005	Senior Executive Vice President- System Control, Electricity Generating Authority of Thailand
June 2005	Assistant Chief Executive Officer-Planning, Electricity Generating Authority of Thailand
October 2004	Assistant Governor-Policy and Planning, Electricity Generating Authority of Thailand
October 2003	Assistant Governor-Fuel Management, Electricity Generating Authority of Thailand
<b>Legal Dispute</b>	No legal dispute during the past 5 years
<b>Achievement in year 2009</b>	<ul style="list-style-type: none"> <li>• Being a Director, President, Member of Executive Committee and Chairman of Corporate Social Responsibility Committee</li> <li>• Providing guidance on business operation especially in engineering</li> <li>• Devoting time and paying attention to the Company's interest and always attending the company's meetings.</li> </ul>
<b>Legal Dispute</b>	No legal dispute during the past 5 years
<b>Years of Service</b>	2 Years and 3 months
<b>Term of Service</b>	1st term : April 2008- AGM 2010
<b>EGCO Shareholding</b>	None
<b>Meeting Attendance in Year 2009</b>	<p>Board of Directors : 8 out of 8</p> <p>Executive Committee : 12 out of 12</p> <p>Corporate Social Responsibility Committee : 2 out of 2</p>
<b>Meeting Attendance in Year 2010</b>	<p>Board of Directors : 2 out of 2</p> <p>Executive Committee : 4 out of 4</p> <p>Corporate Social Responsibility Committee : 1 out of 1</p>
(January – March)	
<b>Nomination Rationale</b>	<p>The Board endorses the Nomination and Remuneration Committee's proposal that Mr. Vinit Tangnoi should be re-elected a director for another term due to his qualifications and proficiency in engineering with knowledge on power industry which will strengthen the governance of the company. His time devotion to the company has also been proven as he attends all the board meetings. In addition, his individual director performance is good. His re-election will ensure the continuity in the governance of the company.</p>

## New Director



**Mr. Sahust Pratumkukul**

**Age 55 years**

<b>Nationality</b>	Thai
<b>Educational Background</b>	Bachelor of Engineering (Electrical Engineering), Chulalongkorn University Certificate of the Joint Public-Private Sectors Regular Course, National Defence College Certificate of Senior Executive Development Program-1, GE Co., Ltd. Certificate of Finance for Executive Decision, Continuing Education Center, Chulalongkorn University
<b>Director's Certificate</b>	Certificate of Director Certification Program, Thai Institute of Directors Association
<b>Proposed Position</b>	Director, EGAT International Co., Ltd.
<b>Current Position in EGCO</b>	None
<b>Current Position in Other Organizations</b>	
<ul style="list-style-type: none"><li>Listed companies</li></ul>	None
<ul style="list-style-type: none"><li>Non-listed companies</li></ul>	2
October 2009-present	Deputy Governor-Policy and Planning, Electricity Authority of Thailand
January 1, 2008-present	Director, EGAT International Co., Ltd.
<ul style="list-style-type: none"><li>Others that may cause conflict of interests to EGCO</li></ul>	1
January 1, 2008-present	Director, EGAT International Co., Ltd.
<b>Work Experience</b>	
Oct. 1, 2008	Deputy Governor-Policy and Planning
Oct. 1, 2006	Assistant Governor-Policy
Oct. 1, 2005	Assistant Chief Executive Officer-Planning
Oct. 1, 2003	Director, Energy Economic Division
<b>EGCO Shareholding</b>	None
<b>Legal Dispute</b>	No legal dispute during the past 5 years
<b>Nomination Rationale</b>	The Board endorses the Nomination and Remuneration Committee's proposal that Mr. Sahust Pratumkukul should be elected a new director due to his qualifications and proficiency in engineering with knowledge on power industry which will strengthen the governance of the company.

**Definition of Independent Directors**

The Company has defined the qualifications of independent directors which meets the requirement of the SET in accordance with the Capital Market Supervisory Board. Under the new definition, EGCO independent director shall have the following qualifications.

1. Holding shares not more than 1% of the paid-up capital with the voting right of EGCO, parent company, subsidiary company, associated company or any legal entity that may have the conflict of interest (including the connected persons as stipulated in section 258 of securities laws)
2. Not being a director that takes part in the management (executive director, director who has the same responsibility as management except for the signature in transactions approved by the Board and the joint signing with other directors), employees, advisors who receive regular salary, and controlling person of EGCO, parent company, subsidiary company, associate company and fellow subsidiary (subsidiary of the same holding company) or any entity that may have a conflict of interest during the period of two years before his/her appointment.
3. Not being a person who is related by maternity and by registration as parents, spouse, brother, sister, and son and daughter including their spouses of the management, or major shareholders, controlling persons or persons who will be nominated to be the Management or controlling persons of EGCO or its subsidiaries.
4. Not having business relationship with and not being a major shareholder, non-independent director or management of EGCO, parent company, subsidiary company, associate company or any entity that may have a conflict of interest in a way that would affect the giving of independent opinions during the period of two years before the filing date.
5. Not being an auditor or a major shareholder, director, management or partner of the audit firm that provides auditing services to EGCO, parent company, subsidiary company, associate company or any entity that may have a conflict of interest during the period of two years before the filing date
6. Not providing any professional service or being a major shareholder, non-independent director, management or partner of the company that provide professional service which include financial and legal advices with the fee higher than 2 million baht per year during the period of two years before the filing date
7. Not being appointed as a representative to safeguard interests of EGCO director, majority shareholders or shareholders who are related to EGCO's majority shareholders.
8. Not having any constraint that would affect the performance of giving independent judgment on EGCO.

If a person having qualifications stated in item 1 to 8 above is appointed as an independent director of the Company, such independent director may be assigned by the Company's Board of Directors to make decision in respect of business operation of EGCO, parent company, the subsidiary or associated company, the major shareholder of EGCO, or the person having controlling power over EGCO, provided that such decision making is made as a collective decision.