

Independent Director to be re-elected**Mr. Chaipat Sahasakul****Age 56 years****Nationality**

Thai

Educational Background

Ph.D. in Economics, University of Rochester, USA

M.A. in Economics, Thammasat University

B.A. in Economics, Thammasat University

The National Defense Course for the Joint Public-Private Sectors, Class 21,
National Defence CollegePolitics and Governance in Democratic Systems for Executives Course 11,
King Prajadhipok's Institute**Director's Certificates**Certificate of Directors Certification Program, Thai Institute of Directors
AssociationCertificate of Audit Committee and Continuing Development Program, Thai
Institute of Directors AssociationCertificate of Monitoring Fraud Risk Management, Thai Institute of Directors
AssociationCertificate of Monitoring the System of Internal Control and Risk
Management, Thai Institute of Directors AssociationCertificate of Monitoring the Quality of Financial Reporting, Thai Institute of
Directors Association**Proposed Position**

Independent Director

Current Position in EGCO

April 2002-Present

Director, Electricity Generating Public Company Limited

January 2004-Present

Chairman of Audit Committee, Electricity Generating Public Company
Limited**Current Position in Other
Organizations**

- Listed companies
May 2010-Present

2
Independent Director and Member of Audit Committee, Thai Vegetable Oil
Public Company Limited

July 2005-Present

Independent Director and Member of Audit Committee, Pylon Public
Company Limited

- Non-listed companies 2
August 2010-Present Governor, The Stock Exchange of Thailand
May 2009-Present Chairman, University Research Policy Committee, Bangkok University
- Others that may cause conflict of interests to EGCO None

Experience

2001 – April 2009 Secretary – General Agricultural Futures Trading Commission
2005-2006 Director, Member of Audit Committee and Chairman of Risk Management Committee, Government Housing Bank
1998-2001 Senior Executive Vice President, MFC Asset Management Public Company Limited

Achievement in year 2010-March 2011

- Being the independent directors and the Chairman of the Audit Committee which he reviews the accuracy and adequacy of EGCO's financial reporting, the appropriateness and effectiveness of internal control systems and internal audit functions, monitors EGCO's compliance with Securities and Exchange Acts and Regulations of the SET, and any other laws relevant to EGCO's business and also recommends the Board of Directors the external auditing firm as well as the audit fees for appointment by the shareholders to audit EGCO's financial statements.
- 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

Year of Service

9 years

Term of Service

1st term : April 2002-April 2005
2nd term : April 2005-AGM 2008
3rd term : April 2008-AGM 2011

EGCO Shareholding

None

Meeting Attendance in Year 2010

Board of Directors : 8 out of 8
Audit Committee : 13 out of 13

Meeting Attendance in Year 2011

(January-March)

Board of Directors : 2 out of 2
Audit Committee : 4 out of 4

Nomination Rationale

The Board endorses the Nomination and Remuneration Committee's proposal that Mr. Chaipat Sahasakul should be re-elected 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 0.5% of the paid-up capital with the voting right of EGCO, parent company, subsidiary company, associated company or any legal entity that may have the conflict of interest (including the connected persons as stipulated in section 258 of securities laws) 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 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. Yes
- 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. Phaiboon Siripanoosatien

Age 48 years

Nationality

Thai

Educational background

Master of Political Science, Sukhuthai Thammathirat University

Bachelor of Engineering, Chulalongkorn University

Certificate of Directors Certification Program, Thai Institute of Directors Association

Certificate of Democratic Politics and Governance for High-Level Administrators, Class 7, King Prajadhipok Institute

Certificate of Management of Public Economy, Class 1, King Prajdhipok's Institute

Certificate of Executive Program, Class 3, Capital Market Academy

Director's Certificates

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

Proposed Position

Independent Director

Current Position in EGCO

September 2008-Present

Director, Electricity Generating Public Company Limited

September 2008-Present

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

April 2010-Present

Member of Corporate Governance and Social Responsibility Committee, Electricity Generating Public Company Limited

Current Position in Other

Organizations

- Listed companies

2

2008-Present

Independent Director and Member of Audit Committee Member, Finansia Syrus Securities Public Company Limited

2008-Present

Independent Director, Metrostar Property Public Company Limited

- Non-listed companies

3

2009-Present

Director, Government Saving Bank

2009-Present

Independent Director, Asia Credit Securities Company Limited

1998-Present

Managing Director Trinity Plus Company Limited

- Others that may cause conflict of interests to EGCO

None

Experience

2004-2006

Specialist, Commission of Budget Management Monitoring, National Assembly

Achievement in year 2010-March 2011

- Being member of the Nomination and Remuneration Committee
- Being member of the Corporate Governance and Social Responsibility 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

Year of Service

2 years and 9 months

Term of Service1st term: September 2008-AGM 2011**EGCO Shareholding**

None

Meeting Attendance in Year 2010

Board of Directors : 8 out of 8

Nomination and Remuneration Committee : 11 out of 11

Corporate Governance and Social Responsibility Committee : 1 out of 1

Meeting Attendance in Year 2011

(January – March)

Board of Directors : 2 out of 2

Nomination and Remuneration Committee : 4 out of 4

Corporate Governance and Social Responsibility Committee : 1 out of 1

Nomination Rationale

The Board endorses the Nomination and Remuneration Committee's proposal that Mr. Phaiboon Siripanoosatien should be re-elected 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 0.5% of the paid-up capital with the voting right of EGCO, parent company, subsidiary company, associated company or any legal entity that may have the conflict of interest (including the connected persons as stipulated in section 258 of securities laws) 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 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 Yes
- 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. Toshiro Kudama

Age 52 years

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| Nationality | Japanese |
| Educational background | Master of Mechanical Engineering, Tokyo Institute of Technology Bachelor of Mechanical Engineering, Tokyo Institute of Technology |
| Director's Certificates | None |
| Proposed Position | Director |
| Current Position in EGCO | |
| February 2011-Present | Director, Electricity Generating Public Company Limited |
| Current Position in Other Organizations | |
| • Listed Companies | None |
| • Non-listed companies | 1 |
| 2010-Present | Executive Officer, Executive General Manager, International Affairs Department, The Tokyo Electric Power Company, Inc. |
| • Others that may cause conflict of interests to EGCO | None |
| Experience | |
| 2006 – 2010 | Executive General Manager, International Affairs Department, The Tokyo Electric Power Company, Inc. |
| 1997 –2006 | Manager and General Manager, Business Development Group, International Affairs Department, The Tokyo Electric Power Company |
| Achievement in February - March 2011 | • Providing guidance on business operation especially on engineering and international business |
| Legal Dispute | No legal dispute during the past 5 years |
| Year of Service | 2 months |
| Term of Service | 1 st term : February 2011- AGM 2011 |
| EGCO Shareholding | None |
| Meeting Attendance in Year 2011 (January-March) | Board of Directors : 1 out of 1 |

Nomination Rationale

The Board endorses the Nomination and Remuneration Committee's proposal that Mr. Toshiro Kudama should be re-elected a director for another term due to his qualifications, leadership, and international business and proficiency in engineering with knowledge on power industry which will strengthen the governance of the company. His re-election will ensure the continuity in the governance of the company.

Director to be re-elected



Mr. Akio Matsuzaki

Age 54 years

Nationality Japanese

Educational Background Master of Energy Science, Tokyo Institute of Technology
Bachelor of Applied Physics, Tokyo Institute of Technology

Director's Certificate None

Proposed Position Director

Current Position in EGCO

February 2011-Present Director, Electricity Generating Public Company Limited

Current Position in Other

Organizations

- Listed companies None
- Non-listed companies 1
2010-Present General Manager, Overseas Power Business, Thermal Power Department, The Tokyo Electric Power Company, Inc.
- Others that may cause conflict of interests to EGCO None

Work Experience

2007-2010 Executive Vice President and Chief Operation Officer, TeaM Energy Corporation, Philippines, The Tokyo Electric Power Company, Inc.
1999-2007 General Manager, Overseas Project Group, Thermal Power plant Engineering Center, Thermal Power Department, The Tokyo Electric Power Company, Inc.

Legal Dispute No legal dispute during the past 5 years

- Achievement in February - March 2011**
- Being member of the Board of Directors
 - Providing guidance on business operation especially on engineering and international business

Legal Dispute No legal dispute during the past 5 years

Year of Service 2 months

Term of Service 1st term : February 2011- AGM 2011

EGCO Shareholding None

Meeting Attendance in Year 2011 Board of Directors : 1 out of 1
(January-March)

Nomination Rationale

The Board endorses the Nomination and Remuneration Committee's proposal that Mr. Akio Matsuzaki should be re-elected a director for another term due to his qualifications, leadership, and international business and proficiency in engineering with knowledge on power industry which will strengthen the governance of the company. His re-election will ensure the continuity in the governance of the company.

Director to be re-elected



Mr. Ryota Sakakibara

Age 38 years

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|---|--|
| Nationality | Japanese |
| Educational Background | Bachelor of Economics, The University of Tokyo |
| Director's Certificate | None |
| Proposed Position | Director |
| Current Position in EGCO | |
| February 2011-Present | Director, Electricity Generating Public Company Limited |
| February 2011-Present | Member of Executive Committee, Electricity Generating Public Company Limited |
| Current Position in Other Organizations | |
| • Listed companies | None |
| • Non-listed companies | 2 |
| 2009-Present | Director, Diamond Generating Asia, Limited |
| 2009-Present | Director, Natural Energy Development Company Limited |
| • Others that may cause conflict of interests to EGCO | None |
| Work Experience | |
| 2006-2009 | Seconded to OneEnergy Limited, a joint venture between Mitsubishi Corporation and China Light & Power |
| Achievement in February - March 2011 | <ul style="list-style-type: none">• Being member of the Investment Committee• Providing guidance on business operation especially on international business |
| Legal Dispute | No legal dispute during the past 5 years |
| Year of Service | 2 months |
| Term of Service | 1st term : February 2011- AGM 2011 |
| EGCO Shareholding | None |

Meeting Attendance in Year 2011 Board of Directors : 1 out of 1

(January-March)

Investment Committee

Nomination Rationale

The Board endorses the Nomination and Remuneration Committee's proposal that Mr. Ryota Sakakibara should be re-elected a director for another term due to his qualifications, leadership, and international business and proficiency in finance with knowledge on power industry which will strengthen the governance of the company. His re-election will ensure the continuity in the governance of the company.

Definition of Independent Directors

The Company has defined the qualifications of independent directors which is stricter than 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 0.5% of the paid-up capital with the voting right of EGCO, parent company, subsidiary company, associated company or any legal entity that may have the conflict of interest (including the connected persons as stipulated in section 258 of securities laws)
2. Not being 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.