

Director to Be Re-Elected



Mr. Somphot Kanchanaporn

Age	67
Nationality	Thai
Educational Background	Bachelor of Police Science and Administration, California State University at Los Angeles, the United States of America Master of Business Administration, National Institute of Development Administration (NIDA)
Director's Certificates	Certificate of Directors Certification Program, Thai Institute of Directors Association Certificate of Directors Accreditation Program, Thai Institute of Directors Association Certificate of National Defense Course, National Defense College Certificate of Executive Program, Capital Market Academy Certificate of Monitoring Fraud Risk Management, Thai Institute of Directors Association Certificate of Monitoring the System of Internal Control and Risk Management, Thai Institute of Directors Association Certificate of Monitoring the Quality of Financial Reporting, Thai Institute of Directors Association Certificate of Finance for Non-Finance Directors, Thai Institute of Directors Association
Proposed Position	Independent Director

Current Position in EGCO

December 2013 - Present Independent Director and Member of Audit Committee

Current Positions in Other Organization

- Listed Companies None
- Non-listed Companies None
- Others that may cause conflict of interests to EGCO None

Experiences

April 2010 – February 2012 Independent Director, Electricity Generating Public Company Limited

2008 - November 2010 Chairman of the Inspector General, Ministry of Energy

2008 – April 2009 Independent Director, PTT Aromatics and Refining Public Company Limited

2007 Independent Director, Aromatics (Thailand) Public Company Limited

December 2006 - 2008 Chairman of Standing Committee on Energy, The National Legislative Assembly

October 2006 - 2008 Member, The National Legislative Assembly

Achievement in year 2013 – March 2014 ● Devoting time to the Company's management and governance

Legal Dispute No legal dispute during the past 5 years

Year of Service 4 months

Term of Service 1st term : December 16, 2013 – Shareholders' Annual General Meeting for year 2014

EGCO Shareholding None

Meeting Attendance in Year 2013 Audit Committee: 1 out of 1 (100%) (Successor of Mr. Pasan Teparak as an independent Director on December 16, 2013)

Nomination Rationale The Board endorses the Nomination and Remuneration Committee's proposal that Mr. Somphot Kanchanaporn should be re-elected as a director for another term as his qualifications complied with the Company's definitions of independent directors. He has extensive knowledge and experiences on corporate governance and time devotion. His re-election will ensure the continuity in the governance of the Company.

Additional information to consider for Independent Director Election

Relationship Characteristics	Qualifications
Holding of EGCO's shares, please specify no. of shares and ratio of voting right (if any)	None
Having the following relationship with EGCO, parent company, subsidiary company, associated company or any legal entity that may have the conflict of interest during the past two years <ul style="list-style-type: none"><li data-bbox="284 734 1209 768">● Being an executive director, an employee, an advisor who receives regular salary<li data-bbox="284 819 1177 898">● Providing any professional services namely auditors, financial advisors or legal advisors<li data-bbox="284 949 1145 983">● Having material business relationship which affects directors' independence	No No No
Having maternity or registration relationship with directors, management, EGCO's major shareholders, controlling persons or persons to be nominated as management or controlling persons of EGCO and its subsidiaries	No

Director to be re-elected



Mr. Toshiro Kudama

Age	55
Nationality	Japanese
Educational Background	Bachelor of Mechanical Engineering, Tokyo Institute of Technology, Japan Master of Mechanical Engineering, Tokyo Institute of Technology, Japan
Director's Certificates	None
Proposed Position	Director
Current Positions in EGCO	
February 2011- Present	Director
Current Positions in Other Organization	
● Listed Companies	None
● Non-listed Companies	1 company
2013 - Present	Corporate Executive Officer, Head of International Operations, Tokyo Electric Power Company, Inc.
● Others that may cause conflict of interests to EGCO	None
Experiences	
2010 - 2013	Executive Officer, Executive General Manager, International Affairs Department, Tokyo Electric Power Company, Inc.
2006 - 2010	Executive General Manager, International Affairs Department, Tokyo Electric Power Company, Inc.

Achievement in January – March 2014	<ul style="list-style-type: none"> ● Being member of the Board of Directors and devoting time and paying attention to the Company's interest ● Providing guidance on business operation especially on engineering and international investment in power business
Legal Dispute	No legal dispute during the past 5 years
Year of Service	3 Years and 1 month
Term of Service	<p>1st term: February 2011 – Shareholders' Annual General Meeting for year 2011</p> <p>2nd term: April 2011 – Shareholders' Annual General Meeting for year 2014</p>
EGCO Shareholding	None
Meeting Attendance in Year 2013	<ul style="list-style-type: none"> ● Board of Directors: 8 out of 12 (66.67%)
Nomination Rationale	<p>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 qualification, leadership and experiences in engineering with expertise in international power business which would strengthen the governance of the Company. In addition, his individual director performance is good. His re-election will ensure the continuity in the governance of the Company.</p>

Director to be re-elected



Mr. Satoshi Yajima

Age	46
Nationality	Japanese
Educational Background	Bachelor of Electrical Engineering, Waseda University, Tokyo, Japan
Director's Certificates	None
Proposed Position	Director
Current Positions in EGCO	
January 2012 - Present	Director, Chairman of Nomination and Remuneration Committee and Member of Investment Committee
Current Positions in Other Organization	
● Listed Companies	None
● Non-listed Companies	1 company
2013 - Present	General Manager, Business Planning & Coordination Group, International Affairs Department, Tokyo Electric Power Company, Inc.
● Others that may cause conflict of interests to EGCO	None
Experiences	
2012 - 2013	General Manager, Overseas Business Group 2, International Affairs Department, Tokyo Electric Power Company, Inc.

Achievement in year 2013 - March 2014	<ul style="list-style-type: none"> ● Being member of the Board of Directors and serving as the chairman of the Nomination and Remuneration Committee and a member of Investment Committee ● Devoting time and paying attention to the Company's interest and always attending the Company's meetings ● Providing guidance on business operation especially on engineering, business plan and international business management
Legal Dispute	No legal dispute during the past 5 years
Year of Service	2 Years 2 months
Term of Service	1 st term : January 2012 - Shareholders' Annual General Meeting for year 2014
EGCO Shareholding	None
Meeting Attendance in Year 2013	<ul style="list-style-type: none"> ● Board of Directors : 12 out of 12(100%) ● Investment Committee : 13 out of 13 (100%) ● Nomination and Remuneration Committee : 4 out of (100%)
Nomination Rationale	The Board endorses the Nomination and Remuneration Committee's proposal that Mr.Satoshi Yajima should be re-elected as a director for another term due to his qualification, leadership, experiences in engineering and expertise in business plan and international power business as well as time devotion which would strengthen the governance of the Company. In addition, his individual director performance is good. His re-election will ensure the continuity in the governance of the company.

Director to be elected



Mr. Bandhit Sotipalarit

Age	65
Nationality	Thai
Educational Background	Bachelor of Laws, Thammasat University National Defend Collage, Class 36
Director's Training	Certificate of Executive 12 th , Office of The Civil Service Commission (OCSC) Certificate of role of state enterprise's director on good governance, The Office of the National Counter Corruption Commission Certification of good governance and executive of state enterprise 5 th , Public Director Institute Certificate of Role of the Chairman Program, Thai Institute of Directors (IOD)
Proposed Position	Independent Director
Current Positions in EGCO	None
Current Positions in Other Organization	
● Listed Companies	None
● Non-listed Companies	None
● Others that may cause conflict of interests to EGCO	None
Experiences	
2011- 2013	Director, Provincial Generating Authority

2009 - 2013 Chairman of Board of Director, Islamic Bank of Thailand

2011 Chairman, Thailand-Myanmar Association for Friendship

2006 – 2009 Ambassador of Canberra, Commonwealth of Australia

Legal Dispute No legal dispute during the past 5 years

EGCO Shareholding None

Nomination Rationale The Board endorses the Nomination and Remuneration Committee's proposal that Mr. Bandhit Sotipalarit should be elected as a new director as his qualifications complied with the Company's definitions of independent directors. He is independent from major shareholders and the Management and has extensive knowledge in laws and experiences in good corporate governance.

Additional information to consider for Independent Director Election

Relationship Characteristics	Qualifications
Holding of EGCO's shares, please specify no. of shares and ratio of voting right (if any)	None
Having the following relationship with EGCO, parent company, subsidiary company, associated company or any legal entity that may have the conflict of interest during the past two years <ul style="list-style-type: none">● Being an executive director, an employee, an advisor who receives regular salary● Providing any professional services namely auditors, financial advisors or legal advisors● Having material business relationship which affects directors' independence	No
Having maternity or registration relationship with directors, management, EGCO's major shareholders, controlling persons or persons to be nominated as management or controlling persons of EGCO and its subsidiaries	No

Director to be elected



Mr. Yasuo Ohashi

Age	39
Nationality	Japanese
Educational Background	Department of Mechanical Engineering, Waseda University, Japan
Director's Certificates	None
Proposed Position	Director
Current Positions in EGCO	None
Current Positions in Other Organization	
● Listed Companies	None
● Non-listed Companies	None
May 2011 - Present	Director, Business Development, Diamond Generating Asia, Limited (Secoded from Mitsubishi Corporation)
● Others that may cause conflict of interests to EGCO	None
Experiences	
May 2010	Manager, Business Development, Diamond Generating Asia, Limited
April 2010	Manager, Global Power Generation & Market, International Unit, Power & Power Generation Division, Mitsubishi Corporation Tokyo Head Office
April 2009	Manager, Power Generation & Marketing, International Unit, Power & Electrical Systems Division, Mitsubishi Corporation Tokyo Head Office

April 2008	Manager, Investment Administration Team, Risk Management Department, Mitsubishi Corporation Tokyo Head Office
Legal Dispute	No legal dispute during the past 5 years
EGCO Shareholding	None
Meeting Attendance in Year 2013	None
Nomination Rationale	The Board endorses the Nomination and Remuneration Committee's proposal that Mr. Yasuo Ohashi should be elected as a new director due to his qualification, leadership and proficiency in engineering and international power business which would strengthen 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 judgement 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.

The terms of independent directors

The term of independent directors is limited at 3 terms, of which the counting of the term would start from the 2011 Annual General Shareholder Meeting onwards.