

Independent Director to be Re-Elected



Mr. Thanapich Mulapruk

Age	65
Nationality	Thai
Educational Background	<ul style="list-style-type: none">– Master of Laws, Chulalongkorn University– Certificate of Thai Bar, Thai Barrister at law of Thailand– Bachelor of Laws, Thammasat University
Director's Certificates	<ul style="list-style-type: none">– Certificate of Director Certification Program, Thai Institute of Directors Association– Certificate of Audit Committee and Continuing Development Program, Thai Institute of Directors Association– 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 Monitoring the Internal Audit Function, Thai Institute of Directors Association
Proposed Position	Independent Director
First Appointment	Apr 25, 2007 (2007 AGM)
Latest Appointment	Apr 25, 2012 (2012 AGM)
Year of Service	8 years

Term of Service*

- 1st term: 2007 AGM – 2009 AGM
 2nd term: 2009 AGM – 2012 AGM
 3rd term: 2012 AGM – 2015 AGM

EGCO's Board of Directors in the meeting no. 2/2011 on February 28, 2011 approved the limited terms of Independent Directors not exceeding 3 terms (9 years), the counting of which started from 2011 AGM date onwards, in order not to affect the existing Independent Directors.

As such, the terms of Mr. Thanapich Mulapruck should be counted for 2 terms, namely

- ***1st term: 2009 AGM – 2012 AGM;***
- ***2nd term: 2012 AGM – 2015 AGM***

Current Position in EGCO

Independent Director and Chairman of the Audit Committee

Current Positions in Other Organization

- Listed Companies None
- Non-listed Companies and Other Organizations 1 position
 - Senior Prosecutor, Office of Attorney - General
- Others that may cause conflict of interests to EGCO None

Experiences

- | | |
|-------------|--|
| 2009 – 2014 | Director, The Airports of Thailand Public Company Limited |
| 2005 – 2014 | Director, The Transport Company Limited |
| 2009 – 2011 | Director General of Department of Special Litigation, Office of Attorney-General |
| 2008 – 2011 | Director, The Port Authority of Thailand |
| 2008 – 2009 | Director, The Government Lottery Office |
| 2005 – 2009 | Director General of Department of Economic Crime Litigation, Office of Attorney-General |
| 2008 | Executive Director, The Bangkok Mass Transit Authority |
| 2007 – 2008 | Director, The Marketing Organization for Farmers, Ministry of Agriculture and Cooperatives |

Achievement in year 2014 – Mar 2015

- Being Chairman of the Audit Committee
- Devoting time and paying attention to the Company's governance and always attending the Company's meetings

Legal Dispute	No legal dispute during the past 5 years
EGCO Shareholding	None
Meeting Attendance in year 2014	<ul style="list-style-type: none"> – Board of Directors: 12 out of 12 (100%) – Audit Committee: 16 out of 16 (100%)
Nomination Policy	<p>EGCO’s policy on director nomination is based on the following:</p> <ol style="list-style-type: none"> 1. Qualification of individual candidates as prescribed in the Limited Public Company Act B.E. 2535; and the Notification of the Stock Exchange of Thailand and Securities and Exchange Commission; as well as devotion of time to EGCO; 2. Requirement of skills and experiences; 3. Mixture of director diversity, namely age, gender, knowledge and skills; and 4. Composition of knowledge and professional skills necessary or missing for the Board of Directors based on the Board Skill Matrix
Nomination Rationale	<p>The Board endorses the Nomination and Remuneration Committee’s proposal that Mr. Thanapich Mulapruk should be re-elected as an independent director for another term as his qualifications complied with the Company’s definitions of independent directors. Mr. Thanapich maintains his independence from the Major Shareholders and the Management. He has extensive knowledge and experiences on good corporate governance and time devotion. During his service as the Chairman of Audit Committee, he has performed his duty completely well as specified in the charter of Audit Committee and provided useful recommendations. His re-election will ensure the continuity in the governance of the Company, which will bring about EGCO’s benefits.</p>

Additional Information to Consider for Independent Director Election

Relationship Characteristics	Qualifications
Holding EGCO’s shares not more than <u>0.5%</u> of the paid-up capital with the voting right	Holding None of EGCO’s shares
Having the following relationship with EGCO, subsidiary company, associated company or any legal entity that may have the conflict of interests during the past 2 years	
<ul style="list-style-type: none"> ● Being an executive director, an employee, an advisor who receives regular salary 	No
<ul style="list-style-type: none"> ● Providing any professional services namely auditors, financial advisors or legal advisors 	No
<ul style="list-style-type: none"> ● Having material business relationship which affects directors’ independence 	No

Relationship Characteristics	Qualifications
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

Independent Director to be Re-Elected



Mr. Pongstorn Kuanusorn

Age	63
Nationality	Thai
Educational Background	<ul style="list-style-type: none">– Master of Business Administration, North Texas State University, Denton, Texas, USA– Mini MBA (Joint Program between Finance Associate and Thammasat University)– Bachelor of Business Administration, Chiangmai University
Director's Certificates	<ul style="list-style-type: none">– Certificate of Director Certification Program, Thai Institute of Directors Association– Certificate of Audit Committee Program, Thai Institute of Directors Association– Certificate of Public Director Certification Program, Public Director Institute
Proposed Position	Independent Director
First Appointment	Apr 25, 2012 (2012 AGM)
Latest Appointment	Apr 25, 2012 (2012 AGM)
Year of Service	3 years
Term of Service	1 st term: 2012 AGM – 2015 AGM
Current Positions in EGCO	Independent Director and Audit Committee Member

Current Positions in Other Organization

- Listed Companies None
- Non-listed Companies and Other Organizations 3 positions
 - Chairman - Ministering in Treasury and Asset, The Church of Christ in Thailand
 - Chairman - The Bangkok Christian Hospital
 - Director - The World Vision Foundation of Thailand
- Others that may cause conflict of interests to EGCO None

Experiences

2012 – 2014	Director, The Mass Rapid Transit Authority of Thailand (MRTA)
2011 – 2014	Chairman of the Audit Committee Ministering in Treasury and Asset, The Church of Christ in Thailand
2011 – 2014	Director of the Committee of the Foundation of the Church of Christ in Thailand Development, The Church of Christ in Thailand Fund Administration
2011 – 2013	Director, The Amanah Leasing Public Company Limited
2010 – 2011	Chairman, CAT Wireless Network Company Limited
2010 – 2011	Director, CAT Mobile Company Limited
2010 – 2011	Director, CAT Contact Center Company Limited
2008 – 2009	Director, Dhanarak Asset Development Company Limited
2005 – 2011	Senior Executive Vice President, Islamic Bank of Thailand

Achievement in year 2014 – Mar 2015

- Being a member of the Audit Committee
- Devoting time and paying attention to the Company's governance and always attending the Company's meetings

Legal Dispute

No legal dispute during the past 5 years

EGCO Shareholding

None

Meeting Attendance in Year 2014

- Board of Directors: 12 out of 12 (100%)
- Audit Committee: 16 out of 16 (100%)

Nomination Policy

EGCO's policy on director nomination is based on the following:

1. Qualification of individual candidates as prescribed in the Limited Public Company Act B.E. 2535; and the Notification of the Stock Exchange of Thailand and Securities and Exchange Commission; as well as devotion of time to EGCO;
2. Requirement of skills and experiences; and

3. Mixture of director diversity, namely age, gender, knowledge and skills

4. Composition of knowledge and professional skills necessary or missing for the Board of Directors based on the Board Skill Matrix

Nomination Rationale

The Board endorses the Nomination and Remuneration Committee’s proposal that Mr. Pongstorn Kunanusorn should be re-elected as an independent director for another term as his qualifications complied with the Company’s definitions of independent directors. Mr. Pongstorn maintains his independence from the Major Shareholders and the Management. He has extensive knowledge and experiences on accounting and finance, and time devotion. His re-election will ensure the continuity in the governance of the Company, which will bring about EGCO’s benefits.

Additional Information to Consider for Independent Director Election

Relationship Characteristics	Qualifications
Holding EGCO’s shares not more than <u>0.5%</u> of the paid-up capital with the voting right	Holding None of EGCO’s shares
Having the following relationship with EGCO, subsidiary company, associated company or any legal entity that may have the conflict of interests during the past 2 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 	<p style="text-align: center;">No</p> <p style="text-align: center;">No</p> <p style="text-align: center;">No</p>
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

Independent Director to be Re-Elected



Mr. Chotchai Charoenngam

Age	51
Nationality	Thai
Educational Background	<ul style="list-style-type: none">– Ph.D. (Construction Engineering and Project Management), University of Texas at Austin, Texas, USA– Master of Science (Construction Engineering and Project Management), The University of Kansas, Kansas, USA– Bachelor of Engineering (Construction Engineering) (Honors Class), King Mongkut's University of Technology Thonburi
Director's Certificates	<ul style="list-style-type: none">– Certificate of Director Certification Program, Thai Institute of Directors Association– Certificate of Anti-Corruption for Executive Program, Thai Institute of Directors Association
Proposed Position	Independent Director
First Appointment	Dec 1, 2013
Latest Appointment	Dec 1, 2013
Year of Service	1 year 4 months
Term of Service	1 st term: Dec 1, 2013 – 2015 AGM
Current Positions in EGCO	<ul style="list-style-type: none">– Independent Director; Member of the Nomination and Remuneration Committee; and Chairman of the Corporate Governance and Social Responsibility Committee

Current Positions in Other Organization

- Listed Companies None
- Non-listed Companies and Other Organizations 1 position
 - Associate Professor, Construction Engineering and Infrastructure Management, Faculty of Engineering and Technology AIT
- Others that may cause conflict of interests to EGCO None

Experiences

2002 – 2013 Consultant for Budget System Development, Bureau of Budget Office of the Prime Minister

Achievement in year 2014 – Mar 2015

- Being Chairman of the Corporate Governance and Social Responsibility Committee and a member of the Nomination and Remuneration Committee
- Devoting time and paying attention to the Company's governance
- Always providing useful advices and ideas for the Company's governance improvement, business investment, project management and HR development

Legal Dispute

No legal dispute during the past 5 years

EGCO Shareholding

None

Meeting Attendance in 2014

- Board of Directors: 12 out of 12 (100%)
- Nomination and Remuneration Committee: 8 out of 8 (100%)
- Corporate Governance and Social Responsibility Committee: 2 out of 3 (66.67%)

Nomination Policy

EGCO's policy on director nomination is based on the following:

1. Qualification of individual candidates as prescribed in the Limited Public Company Act B.E. 2535; and the Notification of the Stock Exchange of Thailand and Securities and Exchange Commission; as well as devotion of time to EGCO;
2. Requirement of skills and experiences; and
3. Mixture of director diversity, namely age, gender, knowledge and skills
4. Composition of knowledge and professional skills necessary or missing for the Board of Directors based on the Board Skill Matrix

Nomination Rationale

The Board endorses the Nomination and Remuneration Committee's proposal that Mr. Chotchai Charoenngam should be re-elected as an independent director for another term as his qualifications complied with the Company's definitions of independent directors. Mr. Chotchai maintains his independence from the Major Shareholders and the Management. He has extensive knowledge and experiences on good corporate governance and time devotion. His re-election will ensure the continuity in the governance of the Company, which will bring about EGCO's benefits.

Additional Information to Consider for Independent Director Election

Relationship Characteristics	Qualifications
Holding EGCO's shares not more than <u>0.5%</u> of the paid-up capital with the voting right	Holding None of EGCO's shares
Having the following relationship with EGCO, subsidiary company, associated company or any legal entity that may have the conflict of interests during the past 2 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 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. Sombat Sarntijaree

Age	65
Nationality	Thai
Educational Background	<ul style="list-style-type: none">– Master of Mechanical Engineering, Lamar University, Texas, USA– Bachelor of Mechanical Engineering, Kasetsart University
Director's Certificates	<ul style="list-style-type: none">– Certificate of Director Certification Program, Thai Institute of Directors Association– Certificate of Role of Chairman Program, Thai Institute of Directors Association
Proposed Position	Director
First Appointment	Sep 29, 2014
Latest Appointment	Sep 29, 2014
Year of Service	7 months
Term of Service	1 st term: Sep 29, 2014 – 2015 AGM
Current Positions in EGCO	Chairman of the Board and Chairman of the Investment Committee
Current Positions in Other Organization	
● Listed Companies	None
● Non-listed Companies and Other Organizations	2 positions <ul style="list-style-type: none">– Honorary Director - Board of Thai Industrial Standards Institute– Honorary Director - Board of Energy Fund Administration Institute (EFAI)
● Others that may cause conflict of interests to EGCO	None

Experiences

2014	Chairman, Electricity Generating Authority of Thailand
2013 – 2014	Chairman of the Good Corporate Governance Committee, Gunkul Engineering Public Company Limited
2012 – 2014	Independent Director and Audit Committee Member, Gunkul Engineering Public Company Limited
2010 – 2012	Independent Director and Audit Committee Member, PTT Chemical Public Company Limited
2008 – 2009	Chairman and Board Advisor, Ratchburi Holding Public Company Limited
2006 – 2009	Director, Electricity Generating Public Company Limited
2008 – 2012	Honorary Director, Kasetsart University Council
2008 – 2012	Member of Subcommittee, Office of the National Anti-Corruption Commission
2008 – 2009	Chairman, EGAT International Company Limited
2007 – 2009	Governor, Electricity Generating Authority of Thailand

Achievement in 2014 - Mar 2015

- Being Chairman of the Board and Chairman of the Investment Committee
- Devoting time and paying attention to the Company's governance and always attending the meetings
- Providing guidance on business operation, especially on engineering and power business.

Legal Dispute

No legal dispute during the past 5 years

EGCO Shareholding

None

Meeting Attendance in 2015

- Board of Directors: 4 out of 4 (100%)
- Investment Committee: 4 out of 4 (100%)

Nomination Policy

EGCO's policy on director nomination is based on the following:

1. Qualification of individual candidates as prescribed in the Limited Public Company Act B.E. 2535; and the Notification of the Stock Exchange of Thailand and Securities and Exchange Commission; as well as devotion of time to EGCO;
2. Requirement of skills and experiences; and
3. Mixture of director diversity, namely age, gender, knowledge and skills

4. Composition of knowledge and professional skills necessary or missing for the Board of Directors based on the Board Skill Matrix

Nomination Rationale

The Board endorses the Nomination and Remuneration Committee's proposal that Mr. Sombat Sarntijaree should be re-elected as a director for another term due to his qualifications, leadership and proficiency in engineering and power business which would strengthen the governance of the Company. His re-election will ensure the continuity in the governance of the company.

Director to be Re-Elected



Ms. Puangthip Silpasart

Age	60
Nationality	Thai
Educational Background	Bachelor of Arts (English), Silpakorn University
Director's Certificates	None
Proposed Position	Director
First Appointment	Jan 1, 2015
Latest Appointment	Jan 1, 2015
Year of Service	4 months
Term of Service	1 st term: Jan 1, 2015 – 2015 AGM
Current Positions in EGCO	Director and Member of the Corporate Governance and Social Responsibility Committee
Current Positions in Other Organization	
● Listed Companies	None
● Non-listed Companies and Other Organizations	1 position – Director General – Department of Mineral Fuels, Ministry of Energy
● Others that may cause conflict of interests to EGCO	None
Experiences	
2013 – 2014	Deputy Director General, Department of Mineral Fuels, Ministry of Energy
2008 – 2013	Director of Central Administration Bureau – Department of Mineral Fuels, Ministry of Energy

Achievement in 2014 - Mar 2015

- Being Member of the Corporate Governance and Social Responsibility Committee
- Devoting time and paying attention to the Company's governance, providing useful recommendations and always attending the meetings.

Legal Dispute

No legal dispute during the past 5 years

EGCO Shareholding

None

Meeting Attendance

from Jan 1, 2015 – Feb.28, 2015

(due to the appointment with effect on Jan 1, 2015)

- Board of Directors: 2 out of 2 (100%)
- Corporate Governance and Social Responsibility Committee: 1 out of 1 (100%)

Nomination Policy

EGCO's policy on director nomination is based on the following:

1. Qualification of individual candidates as prescribed in the Limited Public Company Act B.E. 2535; and the Notification of the Stock Exchange of Thailand and Securities and Exchange Commission; as well as devotion of time to EGCO;
2. Requirement of skills and experiences; and
3. Mixture of director diversity, namely age, gender, knowledge and skills
4. Composition of knowledge and professional skills necessary or missing for the Board of Directors based on the Board Skill Matrix

Nomination Rationale

The Board endorses the Nomination and Remuneration Committee's proposal that Ms. Puangthip Silpasart should be re-elected as a director for another term due to her qualifications and proficiency in energy sector 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.