

Independent Director to be Newly Elected



Mr. Pasu Loharjun

Age	58
Nationality	Thai
Educational Background	<ul style="list-style-type: none">– Ph.D. in Industrial Engineering and Operations Research, Virginia Polytechnic Institute and State University, USA– Master of Industrial Engineering, Polytechnic Institute of New York, USA– Bachelor of Electrical Engineering, Chulalongkorn University
Director's Certificates	Top Executive Program, Capital Market Academy
Proposed Position	Independent Director
Current Positions in Other Organization	
● Listed Companies	1 company <ul style="list-style-type: none">– Chairman, General Environmental Conservation PCL.
● Non-listed Companies and Other Organizations	4 organizations <ul style="list-style-type: none">– Permanent Secretary, Ministry of Industry– Chairman, Industrial Estate Authority of Thailand– Chairman, SME Development Bank– Chairman, Thai Cane and Sugar Co., Ltd.
● Others that may cause conflict of interests to EGCO	None
Experiences during the past 5 years	
2016	Director General, Department of Industrial Promotion, Ministry of Industry
2014	Director General, Department of Industrial Works, Ministry of Industry

Skills / Expertise	Engineering
Legal Dispute	No legal dispute during the past 5 years
EGCO Shareholding	None
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 to support the achievement of EGCO's strategy; 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 would like to propose for the Shareholders' approval that Mr. Pasu Loharjun should be elected as a new independent director, giving that Mr. Pasu Loharjun has the qualifications in line with the Company's definition of independent director. He is not dominated by the major shareholders and Management. As such, he can provide comments independently and aligning with related obligatory rules. In addition, he is well-rounded in engineering and business governance, which will enhance and strengthen the performance of the Company.</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 ● 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

Independent Director to be Re-Elected



Ms. Nualnoi Treerat

Age	57
Nationality	Thai
Educational Background	<ul style="list-style-type: none">– Ph.D. in Economics, Australian National University, Australia– Master of Economics of Development, Australian National University, Australia– Bachelor of Economics (Hons.), Thammasat University
Director’s Certificates	None
Proposed Position	Independent Director
First Appointment	September 1, 2017
Latest Appointment	September 1, 2017
Year of Service	7 months
Term of Service*	1 st term: September 1, 2017 – 2018 AGM
Current Position in EGCO	Independent Director, Member of Nomination and Remuneration Committee, Member of Corporate Governance and Social Responsibility Committee
Current Positions in Other Organization	
● Listed Companies	None
● Non-listed Companies and Other Organizations	1 organization <ul style="list-style-type: none">– Director of Institute of Asian Studies and Associate Professor of Faculty of Economics, Chulalongkorn University
● Others that may cause conflict of interests to EGCO	None

Experiences during the past 5 years

2008 – 2016

Sub-committee for Research, National Anti-Corruption Commission

Skills / Expertise

Economics and Asian Study

Achievement in year 2017 – Mar 2018

Being an independent director, a member of the Nomination and Remuneration Committee and the Corporate Governance and Social Responsibility Committee, and devoting time with full attention to the Company's governance as well as attending the Company's meetings regularly. She has also provided comments and suggestions with due care which are beneficial to the Company, taking seriously into account the shareholders' benefits, the potential impacts on stakeholders and the good governance principles of the Company.

Legal Dispute

No legal dispute during the past 5 years

EGCO Shareholding

None

**Meeting Attendance from September 1, 2017 until February 28, 2018
(due to the appointment with effect on September 1, 2017)**

- Board of Directors: 6 out of 6 (100%)
- Nomination and Remuneration Committee: 6 out of 6 (100%)
- Corporate Governance and Social Responsibility Committee: 3 out of 3 (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 to support the achievement of EGCO's strategy;
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

The Board considered and recommended proposing for the shareholder's approval that Ms. Nualnoi Treerat be re-elected as an independent director for another term, given that Ms. Nualnoi Treerat has expertise in economics and Asian studies which will support EGCO's strategies to expand its investment to the Asia Pacific. Moreover, Ms. Nualnoi Treerat has devoted her time to

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govern the Company, provide comments independently in accordance with related obligatory rules and provided useful recommendations based on the good corporate governance principles; therefore, her re-election will bring the benefits to the shareholders and the sustainable growth to the Company.

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

Independent Director to be Re-Elected



Mr. Bordin Rassameethes

Age	51
Nationality	Thai
Educational Background	<ul style="list-style-type: none">– Ph.D. in Management of Technology, Vanderbilt University, USA– Master of Science in Management, North Carolina State University, USA– Bachelor of Computer Science, University of Miami, USA
Director's Certificates	None
Proposed Position	Independent Director
First Appointment	October 27, 2017
Latest Appointment	October 27, 2017
Year of Service	6 months
Term of Service	1 st term: October 27, 2017 – 2018 AGM
Current Position in EGCO	Independent Director, Member of Nomination and Remuneration Committee, Member of Corporate Governance and Social Responsibility Committee
Current Positions in Other Organization	
● Listed Companies	None
● Non-listed Companies and Other Organizations	8 organizations <ul style="list-style-type: none">– Dean of Faculty of Business Administration, Kasetsart University– Executive Director, Infomining Co., Ltd.– Bright Animal Partner, The European Union Seventh Framework Program for Research and Technological Development (FP7)

- Project Manager for e-Agriculture project and for i-Community project, Ministry of Information Communication and Technology
- Project Manager for The Economic impact on the expansion of electricity in the rural area to use in agricultural sector, Provincial Electricity Authority
- Project Manager for Thailand Organic Agriculture Strategy, National Economic and Social Development Board (NESDB)
- Project Manager for increasing productivity of agricultural products in local and international market project and for ASEAN Rapid Alert System for Food and Feed Pilot Project, National Bureau of Agricultural Commodity and Food Standards (ACFS)
- Project Manager for i-Community project, National Research Council of Thailand

- Others that may cause conflict of Interests to EGCO

None

Experiences during the past 5 years

2002 – 2016

Head of the Operations Management Department, Kasetsart University

2015

Acting Vice President, Kasetsart University

2013 – 2015

Vice President, Kasetsart University

Skills / Expertise

Information Technology and Management

Achievement in year 2017 – Mar 2018

Being an independent director, a member of the Nomination and Remuneration Committee and the Corporate Governance and Social Responsibility Committee and paying attention to the corporate governance, taking into account the impacts on every stakeholder. With his up-to-date perspectives and expertise in management and information technology, he has provided useful suggestions for the Company's business.

Legal Dispute

No legal dispute during the past 5 years

EGCO Shareholding

None

Meeting Attendance from October 27, 2017 – February 28, 2018 (due to the appointment with effect on October 27, 2017)

- Board of Directors: 4 out of 5 (80%)
- Nomination and Remuneration Committee: 3 out of 4 (75%)
- Corporate Governance and Social Responsibility Committee: 1 out of 2 (50%)

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 to support the achievement of EGCO's strategy;
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 would like to propose for the Shareholders' approval that Mr. Bordin Rassameethes should be re-elected as an independent director for another term as his skills and expertise in management and information technology will support the Company's strategies leading to the performance achievements as targeted. In addition, he can provide comments independently and aligning with related obligatory rules. With respect to this, he can provide suggestions and oversee the governance of the Company's information technology. Therefore, his re-election will drive EGCO to enhance its potential to run the business with higher efficiency, resulting in the benefits to the shareholders and all stakeholders.

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 Newly Elected



Mr. Witoon Kulcharoenwirat

Age	59
Nationality	Thai
Educational Background	<ul style="list-style-type: none">- Master of Safety Engineering, Kasetsart University- Master of Transportation Engineering, Chulalongkorn University- Bachelor of Civil Engineering, Chiang Mai 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
Current Positions in Other Organization	
<ul style="list-style-type: none">● Listed Companies	1 company <ul style="list-style-type: none">- Director, Ratchburi Electricity Generating Holding PCL. (tendered his resignation with effect on April 6, 2018)
<ul style="list-style-type: none">● Non-listed Companies and Other Organizations	2 organizations <ul style="list-style-type: none">- Chairman, Electricity Generating Authority of Thailand- Director General, Department of Energy Business, Ministry of Energy
<ul style="list-style-type: none">● Others that may cause conflict of Interests to EGCO	1 company <ul style="list-style-type: none">- Director, Ratchburi Electricity Generating Holding PCL. (tendered his resignation with effect on April 6, 2018)
Experiences during the past 5 years	
2015 – APR 5, 2018	Director, Ratchburi Electricity Generating Holding PCL.
2015 – FEB 21, 2018	Director, Electricity Generating Authority of Thailand

2012 – 2013	Consultant of Disaster Prevention and Mitigation Commission, House of Representatives
2003 – 2013	Member and Assistant Secretariat of the Hazardous Substance Control Committee, Ministry of Industry

Skills / Expertise Engineering and Energy Business

Legal Dispute No legal dispute during the past 5 years

EGCO Shareholding None

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 to support the achievement of EGCO's strategy;
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 would like to propose for the Shareholders' approval that Mr. Witoon Kulcharoenwirat should be elected as a new director in place of the retiring director, giving that Mr. Witoon Kulcharoenwirat has the qualifications in line with the Company's director qualifications and expertise in engineering and energy business, which will enhance the growth of the Company.

Director to be Re-Elected



Mr. Wisak Watanasap

Age	58
Nationality	Thai
Educational Background	<ul style="list-style-type: none">– Master of Public Administration Program (MPA), Graduate School of Public Administration, National Institute of Development Administration– Bachelor of Business Administration, Sukhothai Thammathirat Open University– Bachelor of Engineering Program in Civil Engineering, Khon Kaen University
Director's Certificates	None
Proposed Position	Director
First Appointment	January 1, 2018
Latest Appointment	January 1, 2018
Year of Service	4 months
Term of Service	1 st term: January 1, 2018 – 2018 AGM
Current Position 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 organization <ul style="list-style-type: none">– Inspector General, Ministry of Energy

- Others that may cause conflict of Interests to EGCO None

Experiences during the past 5 years

Nov 2014 – Sep 2017	Deputy Directors General, Department of Energy Business, Ministry of Energy
Sep 2014 – Nov 2014	Director Division of Energy, Department of Energy Business, Ministry of Energy
Dec 2008 – Aug 2014	Director Bureau of Strategic Management, Department of Energy Business, Ministry of Energy

Skills / Expertise

Engineering, Energy business and Business Administration

Achievement in year 2016 – Mar 2017

Being a director and a member of the Corporate Governance and Social Responsibility Committee and attending the meetings regularly. Moreover, he has provided effective comments and suggestions in terms of energy business and given an importance to the business compliance with the good corporate governance principles, transparent procedures and fair treatment among all stakeholders.

Legal Dispute

No legal dispute during the past 5 years

EGCO Shareholding

None

Meeting Attendance in 2016 until February 28, 2017

- 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 to support the achievement of EGCO's strategy;
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 would like to propose for the Shareholders' approval that Mr. Wisak Watanasap should be re-elected as a director for another term as he has extensive knowledge and expertise in engineering and has experiences in energy business for a long period. In addition, he realizes the importance of the good corporate governance principles as a basis for the Company. Therefore, his re-election will benefit the Company planning the investment strategies and create extended and sustainable growth for 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

Independent Director can hold his/her directorship not exceeding 2 terms or 6 years, with effect from the Shareholders' 2016 Annual General Meeting.