



Documents in Support of Consideration**In Agenda 5: To approve the election of directors to replace the directors who must leave the office according to the office term.**


Name list and records of directors who must leave the office according to the office term for the shareholders to re-elect to the position

Name-Surname	Dr. Witoon Simachokedee	
Type of director	Chairman	
Age	57	
Nationality	Thai	
Education	Ph.D. in Public Administration (Public and Private Management), Ramkhamhaeng University Master of Business Administration, Thammasat University Bachelor of Law, Thammasat University Bachelor of Engineering (Electrical Engineering), Kasetsart University National Defence College Diploma (Class 46) Certificate, Senior Executives on Justice Administration (Class 13), National Justice Academy	
Directorship training program	Certificate, Director Certification Program 115/2009, Thai Institute of Directors Certificate, Financial Statement for Director Program 4/2009, Thai Institute of Directors	
Years of directorship	1 Year 5 Months	
Positions in other listed companies	Chairman, Ratchburi Electricity Generating Holding Pcl. Director, PTT Chemical Pcl. Director, PTT Aromatics and Refining Pcl.	
Positions in non-listed companies	Permanent Secretary, Ministry of Industry Chairman, EGAT International Co.,Ltd. Director, the Electricity Generating Authority of Thailand	
Working experience		
2009	Director-General, Department of Industrial Works, Ministry of Industry	
2008-2009	Director-General, Department of Primary Industries and Mines, Ministry of Industry	
Meeting attendance in 2010	10 of 10 Board of Directors Meeting	
GENCO shareholding	None	
Interest both direct and indirect in any company which the company or affiliated companies is a contracting party	None	
Holding of positions in competing/related business of the company	None	

Name list and records of directors who must leave the office according to the office term for the shareholders to re-elect to the position

Name-Surname	Mr. Prapat Vanapitaksa	
Type of director	Vice Chairman	
Age	59	
Nationality	Thai	
Education	Master of Business Administration (Management), Eastern New Mexico University, USA. Bachelor of Engineering, South Eastern Oklahoma University, USA. National Defence College Diploma (Class 47) Certificate, Civil Service Executive Development Program, Office of the Civil Service Commission Certificate, Logistics School (Class 2), Royal Thai Army	
Years of directorship	1 Year 5 Months	
Positions in other listed companies	None	
Positions in non-listed companies	Director-General, Department of Industrial Works, Ministry of Industry	
Working experience		
2006-2009	Inspector General, Ministry of Industry	
2004-2006	Deputy Director-General, Department of Industrial Promotion	
2000-2004	Director, Bureau of Supporting Industries Development, Department of Industrial Promotion	
1994-2000	Director, Industrial Promotion Center, Region 8, Rayong Province, Department of Industrial Promotion	
Meeting attendance in 2010	7 of 10 Board of Directors Meeting	
GENCO shareholding	None	
Interest both direct and indirect in any company which the company or affiliated companies is a contracting party	None	
Holding of positions in competing/related business of the company	None	

Name list and records of directors who must leave the office according to the office term for the shareholders to re-elect to the position

Name-Surname	Air Vice Marshal Kosok Prakongsap	
Type of director	Independent Director, Member of Audit Committee and Member of Nomination and Remuneration Sub-Committee	
Age	62	
Nationality	Thai	
Education	Bachelor of Science (RTAF) in Aeronautical Engineering National Defence College Diploma (Class 48)	
Directorship training program	Certificate, Director Certification Program 101/2008, IOD Certificate, Director Accreditation Program 22/2008, IOD	
Years of directorship	2 Years 11 Months	
Positions in other listed companies	None	
Positions in non-listed companies	None	
Working experience		
2006-2009	Royal Thai Air Force Expert	
2005-2006	Chief of Staff, Air Combat Command, RTAF	
2003-2005	Director, Air Warfare Center, Air Combat Command, RTAF	
2000-2003	Deputy Commander, Directorate of Logistics	
Meeting attendance in 2010	10 of 10 Board of Directors Meeting 5 of 5 Audit Committee Meeting	
GENCO shareholding	None	
Interest both direct and indirect in any company which the company or affiliated companies is a contracting party		None
Holding of positions in competing/related business of the company		None

Name list and records of directors who must leave the office according to the office term for the shareholders to re-elect to the position

Name-Surname	Mr.Asawin Wipoosiri	
Type of director	Director, Chairman of the Executive Committee	
Age	60	
Nationality	Thai	
Education	Master of Public and Private Management, National Institute of Development Administration (NIDA) Master of Art (Political Science), Ramkhamhaeng University Bachelor of Art (Political Science), Ramkhamhaeng University Certificate of City Planning, Dominican College, San Francisco, USA. National Defence College Diploma (Class 18)	
Directorship training program	Certificate, Director Accreditation Program 44/2005, IOD	
Years of directorship	1 Year 2 Months	
Positions in other listed companies	None	
Positions in non-listed companies	Director, Asia Patana Land Co.,Ltd. Member of the House of Representative	
Working experience	2008-2009 2003-2007 1996-2007 1994-2007 1993-1997 1991-1993	
Meeting attendance in 2010	6 of 9 Board of Directors Meeting 4 of 10 Executive Committee Meeting	
GENCO shareholding	None	
Interest both direct and indirect in any company which the company or affiliated companies is a contracting party		None
Holding of positions in competing/related business of the company		None

Definition of an independent Director.

The company has determined the qualifications of an independent director as follows:

1) Holding no more than one percent of the total shares with voting right in the company, its main, subsidiary, and associate companies or other juristic persons with possible conflict of interest; shares held by spouse, associates, and children lower than legal age of that independent director shall also be counted.

2) Not be or used to be directors who were involved in management or being an employee, staff or advisor who receives fixed salary or controlling persons of the company; its main, subsidiary, same level subsidiary, and associated companies or other juristic persons with possible conflict of interest unless they have not been involved in such positions for at least two years prior to the date of appointment.

3) Not be or have on blood relationship, no relationship in terms of marriage or legal registration with a person of possible conflict of interest as parents, spouse, children including children's spouses or close relatives of executives or major shareholders, controlling persons or a person who's nominated as executive or controlling persons of the company or its subsidiary.

4) Not be or having on business relationship with the company; its main, subsidiary, and associate companies or other juristic persons with possible conflict of interest in a manner that may interfere with the use of personal judgment independently; including that he or she must not be or used to be the major shareholder, director that is not independent director or executive who has business relation with the company; its main, subsidiary, and associate companies or other juristic persons with possible conflict of interest; unless they have not been involved in such positions for at least two years prior to the date of appointment.

Business relation including the normal business transaction that carry on a business, transaction regarding rental or leasing of real estate, transaction regarding assets or services, giving or receiving financial assistance by receiving or giving loan, surety, using assets to collateralize liabilities, including other comport with the same position. Which makes the requestor or the parties hold responsibilities for clearing another parties debt. From three percent of all the net assets value of the requestor or from 20 million bath or more depends on whether which quantity is lower. Therefore debt assessment will be calculated according to the transactions that are related to the announcement of the board of directors of stock exchange of Thailand (SET). In related to information disclosure and the company's operation had been registered in a related transaction. By defer only the considered debt to reckon into the debt that occurred within one year before the start date of business relation with start same individual.

5) They must not be or used to be an auditor of the company; its main, subsidiary, and associate companies or other juristic persons with possible conflict of interest and must not be a major shareholder, a director which is not independent director, executive director or a copartner manager of an audit firm which has the auditor of the company; its main, subsidiary, same level subsidiary and associate companies or other juristic persons with possible conflict with the affiliated; unless they have not been involved in such positions for at least two years prior to the date of appointment.

6) They must not be or used to be a person who provided any professional advice and services, such as legal adviser or financial consultant, who receives service fees more than 2 million baht per annum from the company; its main, subsidiary, and associate companies or other juristic persons with possible conflict of

interest. Anyhow in the case of a person who provided any professional advice and services is the juristic persons, including the major shareholder, director which is not the independent director, manager or copartner manager of that professional service provider; Unless they have not been involved in such positions for at least two years prior to the date of appointment.

7) Must not be a director that was anoint to be the representative of the company's director, major shareholder or shareholder that are related to the major shareholder of the company.

8) Possessing no other qualifications that prevent him/her from independently expressing opinions about the company's operation after being authorize to became an independent director that contain the quality according to number 1 to number 8. Then the independent director may be assign from the board of directors to determine the operation of the company business; it's main, subsidiary, same level subsidiary and associate companies or other juristic persons with possible conflict of interest base on the decision in the form of panel.

Furthermore, the company has defined an independence which is equal to the minimum determination of SEC or Stock Exchange of Thailand on holding the shares of the company i.e. the independent directors of the company must not hold the shares exceeding 1% of the amount of shares which have voting rights. Other than these, the person to be appointed as an Independent Director of the company must have the relationship in form of related nature as follows :

Nature of relationship	List of Directors proposed to be independent
	Directors Air Vice Marshal Kosok Prakongsap
Shareholding in the company -Amount of the shares -Ratio of Amount of the shares with voting rights	None None
Being closed relative of administrators/major shareholders of company/affiliated companies	None
Having following relationship natures with company/affiliated companies/common companies or juristic persons who may have disagreements now or during the past 2 years (1) Being Director who took part in the administration, staff, employee or advisor with regular (2) Being professional service (3) Having business relationship	None None None