



### 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

<b>Name-Surname</b>	<b>Mr. Angkhani Vorasaph</b>	
<b>Type of director</b>	Independent Director, Chairman of Audit Committee and Chairman of Nomination & Remuneration Committee	
<b>Age</b>	80	
<b>Nationality</b>	Thai	
<b>Education</b>	Master of Public Administration, Harvard University, USA. Bachelor of Business Administration, Boston University, USA. National Defence College Diploma (Class 2)	
<b>Directorship training program</b>	Certificate, Director Accreditation Program 49/2005, IOD	
<b>Years of directorship</b>	17 years, since April 1, 1999	
<b>Nomination Procedure</b>	Under the consideration of the Nomination and Remuneration Committee and the Board of Directors	
<b>Positions in other listed companies</b>	Director, Krungdhep Sophon Pcl.	
<b>Positions in non-listed companies</b>	Chairman, Tak Mining Co.,Ltd.	
<b>Working experience</b>	Chairman, SFG Co.,Ltd. Chairman of the Audit Committee for the Ministry of Culture Chairman, Credit Bureau Co.,Ltd. Audit Committee, MFC Asset Management Plc. Advisor to Deputy Prime Minister (Capt. Suchart Jaovisidha) Chairman of the Audit Committee for the Ministry of University Affairs Chairman, Siam City Bank Plc. Head of the Co-operation Center for Finance and Privileges (the 13 <sup>th</sup> Asian Game)	
<b>Meeting attendance in 2015</b>	12 of 14 Board of Directors Meeting 5 of 6 Audit Committee Meeting 3 of 3 Nomination & Remuneration Committee Meeting	
<b>GENCO shareholding</b>	None	
<b>Interest both direct and indirect in any company which the company or affiliated companies is a contracting party</b>	None	
<b>Holding of positions in competing/related business of the company</b>	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**

<b>Name-Surname</b>	<b>Ms. Nawarat Anomasiri</b>	
<b>Type of director</b>	Independent Director, Member of Audit Committee and Member of Nomination & Remuneration Committee	
<b>Age</b>	63	
<b>Nationality</b>	Thai	
<b>Education</b>	Master of Arts (Economics) Long Island University, USA. Bachelor of Arts (Economics), Chiang Mai University National Defence College Diploma (Class 48) Certificate, Civil Service Executive Development Program (Class 44), Office of the Civil Service Commission	
<b>Directorship training program</b>	Certificate, Director Accreditation Program 109/2014, IOD	
<b>Years of directorship</b>	2 years 1 months, since March 14, 2014	
<b>Nomination Procedure</b>	Under the consideration of the Nomination and Remuneration Committee and the Board of Directors	
<b>Positions in other listed companies</b>	None	
<b>Positions in non-listed companies</b>	None	
<b>Working experience</b>		
2012-2013	Deputy Directors, Bureau of the Budget	
2009-2012	Senior Advisor, Bureau of the Budget	
2003-2009	Director, Budget Preparation Office	
<b>Meeting attendance in 2015</b>	10 of 14 Board of Directors Meeting 6 of 6 Audit Committee Meeting 2 of 3 Nomination & Remuneration Committee Meeting	
<b>GENCO shareholding</b>	None	
<b>Interest both direct and indirect in any company which the company or affiliated companies is a contracting party</b>	None	
<b>Holding of positions in competing/related business of the company</b>	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**

<b>Name-Surname</b>	<b>Mr. Jakkarat Lertopas</b>	
<b>Type of director</b>	Independent Director	
<b>Age</b>	56	
<b>Nationality</b>	Thai	
<b>Education</b>	Bachelor of Law, Ramkhamhaeng University, Thailand Barrister at Law, Institute of Legal Education of the Thai Bar Association Diploma in Water Leadership Program (Class 3), Water Institute for sustainability, The Federation of Thai Industries National Defence College Diploma (Class 54) Certificate, Advanced security Management Program (ASMP) Class 2, Association of the National Defence College Certificate, Political and Governance Program, King Prajadhipok's Institute (Class 14) Certificate, Top Executive Program in Commerce and Trade (TEPCoT), Commerce Academy Diploma in Advanced Senior Executive Program, The James L.Allen Center, Kellogg School of Management, Northwestern University, USA. Diploma in Potential Development Executive Program, Sasin Business School, Chulalongkorn University	
<b>Years of directorship</b>	1 year 8 months, since August 14, 2014	
<b>Nomination Procedure</b>	Under the consideration of the Nomination and Remuneration Committee and the Board of Directors	
<b>Positions in other listed companies</b>	None	
<b>Positions in non-listed companies</b>	Independent Director, General Environmental Conservation Plc. Deputy Governor (Operation 2), The Industrial Estate Authority of Thailand Chairman, Eastern Fluid Transport Co.,Ltd. Director, Global Utilities Services Co.,Ltd.	
<b>Working experience</b>		
2011-2012	Deputy Governor (Industrial Port), The Industrial Estate Authority of Thailand	
2010-2011	Deputy Governor (Operation 1), The Industrial Estate Authority of Thailand	
2008-2010	Deputy Governor (Administration), The Industrial Estate Authority of Thailand	
2005-2008	Director, Legal Department, The Industrial Estate Authority of Thailand	
<b>Meeting attendance in 2015</b>	5 of 14 Board of Directors Meeting	
<b>GENCO shareholding</b>	None	
<b>Interest both direct and indirect in any company which the company or affiliated companies is a contracting party</b>	None	
<b>Holding of positions in competing/related business of the company</b>	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		
	Mr. Angkhani Vorasaph	Ms. Nawarat Anomasiri	Mr. Jakkarat Lertopas
Shareholding in the company -Amount of the shares -Ratio of Amount of the shares with voting rights	None None	None None	None None
Being closed relative of administrators/major shareholders of company/affiliated companies	None	None	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	None None None	None None None