

**Profiles of the nominated persons to be elected as Directors
and the Company's definition on Independent Director**



1. Curricula Vitae of the nominated persons

1.1 Mr. Kurujit Nakornthap

Nominated to be elected as Director
Representative of Major Shareholder,
The Electricity Generating Authority of Thailand

Age 58 years

Education/ - Ph.D. in Petroleum Engineering, University of Oklahoma, U.S.A.

Training

- Master of Science in Petroleum Engineering, University of Oklahoma, U.S.A.
- Bachelor of Science (with Special Distinction) in Petroleum Engineering, University of Oklahoma, U.S.A.
- Certificate, Senior Executive Development Program (Visionary Leadership) Class 46, Office of the Civil Service Commission
- Senior Executive Program (SEP 60), London Business School, U.K.
- Diploma, The National Defence Course (Class 51), National Defence College (2008 – 2009)
- Certificate, Top Executive Program in Commerce and Trade Program (Class 3)
- Certificate, Senior Executive Program on Administrative Justice, (Class 2), Institute of Administrative Justice Development (2011)
- Certificate, Capital Market Academy Executive Program (CMA), (Class 13), Capital Market Academy (2011)
- Certificate, Executive Program on Energy Literacy for a Sustainable Future (TEA), (Class 1), Thailand Energy Academy (2012)

Training related to Director's Roles

- Certificate, Director Accreditation Program (DAP 64/2007), Thai Institute of Directors Association
- Certificate, Audit Committee Program (ACP 32/2010), Thai Institute of Directors Association
- Certificate, Role of Compensation Committee (RCC 12/2011), Thai Institute of Directors Association

Working experiences

Current

- Since 2011 Board of Directors Member
The Electricity Generating Authority of Thailand
- Since 2010 Deputy Permanent Secretary, Ministry of Energy
- Since 2007 Board of Directors Member, Esso (Thailand) Public Company Limited

Previous

- 2008 - 2010 Director-General of the Department of Mineral Fuels, Ministry of Energy
- 2006 - 2008 Deputy Permanent Secretary, Ministry of Energy
- 2006 Deputy Director-General of the Department of Mineral Fuels, Ministry of Energy
- 2000 - 2004 Chief Executive Officer, Malaysia-Thailand Joint Authority (MTJA)

Forbidden qualifications

1. Never dishonestly committed an offence against property
2. Never entered into any transaction which may cause conflict of interest against the Ratchaburi Electricity Generating Holding Public Co., Ltd. during the previous year

Attendance at the Board of Directors' Meeting in the previous year

1. Attended the Board of Directors' Meeting : 12 meetings from total 12 meetings

Position in the Ratchaburi Electricity Generating Holding Public Co., Ltd.

1. Elected as the Company's Director since 19th December 2011.
2. At this Meeting, he is proposed to be re-elected and this term will be his second term.

**1.2 Mr. Sutat Patmasiriwat
Nominated to be elected as**

Director
Representative of Major Shareholder,
The Electricity Generating Authority of Thailand



Age 60 years

**Education/
Training**

- Bachelor of Engineering (Mechanical Engineering), Chulalongkorn University
- Certificate, Advanced Management Program, Harvard Business School, U.S.A.
- Certificate, Senior Executive Development Program-2, Foundation for International Human Resource Development
- Certificate, Creating Value Through Product Management and Customer Profitability, SASIN Graduate Institute of Business Administration, Chulalongkorn University
- Certificate, ASEAN Executive Development Program, Thammasat Business School, Thammasat University

Training related to Director's Roles

- Certificate, Director Certification Program, Thai Institute of Directors Association

Working experiences

Current

- Since 2011 Board of Directors Chairman
EGAT International Co., Ltd.
- Since 2010 Board of Directors Chairman
Ratchaburi Electricity Generating Company Limited
- Since 2010 Board of Directors Chairman
Ratchaburi Power Company Limited
- Since 2010 Board of Directors Member
The Electricity Generating Authority of Thailand (EGAT)
- Since 2009 Governor
The Electricity Generating Authority of Thailand (EGAT)

Previous

- 2010-2011 Board of Directors Chairman
EGAT Diamond Service Company Limited
- 2009-2010 Board of Directors Member
EGAT International Company Limited
- 2008-2009 Deputy Governor-Generation
The Electricity Generating Authority of Thailand (EGAT)
- 2007-2008 Assistant Governor-Generation Administration
The Electricity Generating Authority of Thailand (EGAT)
- 2006-2007 Assistant Governor-Operation and Maintenance Business
The Electricity Generating Authority of Thailand (EGAT)

Forbidden qualifications

1. Never dishonestly committed an offence against property
2. Never entered into any transaction which may cause conflict of interest against the Ratchaburi Electricity Generating Holding Public Co., Ltd. during the previous year

Attendance at the Board of Directors' Meeting in the previous year

1. Attended the Board of Directors' Meeting : 10 meetings from total 12 meetings

Position in the Ratchaburi Electricity Generating Holding Public Co., Ltd.

1. Elected as the Company's Director since 30th March 2010.
2. At this Meeting, he is proposed to be re-elected and this term will be his second term.



1.3 Mr Thana Putarungsi

Nominated to be elected as Director
Representative of Major Shareholder,
The Electricity Generating Authority of Thailand

Age 58 years

**Education/
Training**

- Master of Engineering (Electrical Engineering), Kasetsart University
- Bachelor of Engineering (Electrical Engineering), Kasetsart University
- Certificate, Political Government in Democracy Regime Program for Senior Executive, King Prajadhipok's Institution
- Certificate, Senior Executive Development Program-2, Foundation for International Human Resource Development
- Certificate, Senior Executive Development Program-2, Australia
- Certificate, Masterful Coaching Workshop, Hay Group
- Certificate, Finance for Executive Decision Program, Continuing Education Center, Chulalongkorn University
- Certificate, Public Sector Executive Development Program, Office of the Public Sector Development Commission, Thailand

Training related to Director's Roles

- Certificate, Director Certification Program, Thai Institute of Directors Association
- Certificate, Financial Statements for Directors, Thai Institute of Directors Association

Working experiences

- | | | | |
|-----------------|---|-------------|---|
| Current | - | Since 2010 | Deputy Governor-Transmission System Operation The Electricity Generation Authority of Thailand (EGAT) |
| Previous | - | 2011 - 2012 | Board of Directors Member Ratchaburi Electricity Generating Company Limited |
| | - | 2008 - 2010 | Assistant Governor- Transmission System Operation The Electricity Generation Authority of Thailand (EGAT) |
| | - | 2003 - 2008 | Director, Demand Side Management Implementation Division The Electricity Generation Authority of Thailand (EGAT) |

Forbidden qualifications

1. Never dishonestly committed an offence against property
2. Never entered into any transaction which may cause conflict of interest against the Ratchaburi Electricity Generating Holding Public Co., Ltd. during the previous year

Attendance at the Board of Directors' Meeting in the previous year

1. Attended the Board of Directors' Meeting : 12 meetings from total 12 meetings

Position in the Ratchaburi Electricity Generating Holding Public Co., Ltd.

1. Elected as the Company's Director since 16th January 2012.
2. At this Meeting, he is proposed to be re-elected and this term will be his second term.

1.4 Mr. Satit Rungkasiri
Nominated to be elected as Independent Director



Age 54 years

**Education/
Training**

- Doctor of Arts in Financial and Banking, Honoris Causa, Siam University
- Ph.D. (Honorary Degree) in Economics, Maejo University
- Master of Economics, Atlanta University, U.S.A.
- (Scholarship & Outstanding Student Award from the National Deans' Lists of America)
- Bachelor of Science (Economics), Kasetsart University
- Certificate, Advanced Management Program, Harvard Business School, U.S.A.
- Certificate, Executive Program, Class 2, Capital Market Academy
- Diploma, The National Defence Course, National Defence College (2007)
- Certificate the Civil Service Executive Program for Senior Civil Servants, Office of the Civil Service Commission
- Diploma on Taxation, France, by ACTIM scholarship
- Certificate, EDI Taxation Technology, University of Canberra, Australia
- Certificate, Tax Authorities' Use of the Internet, University of New South Wales, Australia

Training related to Director's Roles

- Certificate, Director Certification Program, Thai Institute of Directors Association

Working experiences

| | | | |
|----------|---|-------------|---|
| Current | - | Since 2012 | Board of Directors Member National Credit Bureau Company Limited |
| | - | Since 2011 | Board of Directors Member TOT Public Company Limited |
| | - | Since 2010 | Director-General Revenue Department, Ministry of Finance |
| Previous | - | 2009 - 2011 | Board of Directors Member Securities and Exchange Commission |
| | - | 2009 - 2010 | Board of Directors Member Bank of Thailand |
| | - | 2009 -2010 | Vice Chairman Financial Institution Development Fund |
| | - | 2009 -2010 | Board of Directors Member Government Pension Fund |
| | - | 2009 -2010 | Board of Directors Member Credit Information Protection Commission |
| | - | 2009 -2010 | Capital Market Supervisory Board, Securities and Exchange Commission |
| | - | 2009 -2010 | Director-General, Fiscal Policy Office, Ministry of Finance |
| | - | 2009 | Deputy Permanent - Secretary Ministry of Finance |

Forbidden qualifications

1. Never dishonestly committed an offence against property
2. Never entered into any transaction which may cause conflict of interest against the Ratchaburi Electricity Generating Holding Public Co., Ltd. during the previous year

Attendance at the Board of Directors' Meeting in the previous year

1. Attended the Board of Directors' Meeting : 7 meetings from total 12 meetings

Position in the Ratchaburi Electricity Generating Holding Public Co., Ltd.

1. Elected as the Company's Director since 30th March 2010.
2. At this Meeting, he is proposed to be re-elected and this term will be his second term.

1.5 Mr. Songpope Polachan
Nominated to be elected as Independent Director



Age 59 years

- Education/
Training**
- Ph.D. in geology, University of London, England
 - Bachelor of Science, Chiang Mai University
 - Certificate, Senior Executive Development Program (Visionary Leadership) Office of the Civil Service Commission (2004)
 - Certificate, ASEAN Executive Program, New York, U.S.A.
 - Certificate, Advance Executive Program, Kellogg School of Management, Northwestern University, U.S.A.
 - Diploma, The National Defence Course (Class 50), National Defence College (2007 – 2008)
 - Certificate, Senior Executive Program on Administrative Justice, (Class 3), Institute of Administrative Justice Development (2012)
 - Certificate, Executive Program on Energy Literacy for a Sustainable Future (TEA), (Class 2), Thailand Energy Academy (2013)

Training related to Director's Roles

- Certificate, Director Accreditation Program (DAP 23/2004), Thai Institute of Directors Association
- Certificate, Financial for Non-Finance Directors Program (Class 9), Thai Institute of Directors Association

Working experiences

- Current**
- Since 2010 Director-General of the Department of Mineral Fuels Ministry of Energy
- Previous**
- 2005-2013 Board of Directors Member Ratchaburi Electricity Generating Company Limited
 - 2006-2010 Deputy Director-General of the Department of Mineral Fuels Ministry of Energy
 - 2002-2006 Director, Coordination Office Policy and Strategy, Office of the Permanent Secretary, Ministry of Energy
 - 2004-2005 Board of Directors Member Bangchak Petroleum Public Company Limited
 - 2000-2002 Chief, Office of Policy and Planning, Mineral Fuel Division, Department of Mineral Resources, Ministry of Industry
 - 1996-2000 Deputy Chief Executive Officer, Malaysia-Thailand Joint Authority (MTJA)

Forbidden qualifications

1. Never dishonestly committed an offence against property
2. Never entered into any transaction which may cause conflict of interest against the Ratchaburi Electricity Generating Holding Public Co., Ltd. during the previous year

Attendance at the Board of Directors' Meeting in the previous year

None, since he is nominated for the first term office.

1.6 Mr. Suwit Kongsengbhak
Nominated to be elected as Independent Director



Age 53 years

- Education/
Training**
- Master of Law, Ramkhamhaeng University
 - Bachelor of Law, Ramkhamhaeng University
 - Barrister at laws, The Thai Bar Association Under the Royal Patronage

Training related to Director's Roles

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Working experiences

- Current**
- Since 1983 Lawyer
 - Since 1994 Head of Siam Legal Consultants Law office
 - Since 2010 Managing Director, SLC Law Co., LTD.
 - Since 2010 Board of Directors Member,
Pornpiyacharn Transport Co., LTD.

Forbidden qualifications

1. Never dishonestly committed an offence against property
2. Never entered into any transaction which may cause conflict of interest against the Ratchaburi Electricity Generating Holding Public Co., Ltd. during the previous year

Attendance at the Board of Directors' Meeting in the previous year

None, since he is nominated for the first term office.

1.7 Miss Rattana Tripipatkul
Nominated to be elected as Independent Director



Age 63 years

Education/ Training

- Bachelor of Economics, Ramkhamhaeng University
- Certificate, National Security Management for Senior Executives Course (Class 4), National Defence College
- Certificate, Political Government in Democracy Regime Program for Senior Executive, (Class 15) King Prajadhipok's Institution

Training related to Director's Roles

- Certificate, Director Accreditation Program (Class 58), Thai Institute of Directors Association

Working experiences

Current

- Since 2006 Board of Directors Member, P. Overseas Steel Public Company Limited
- Since 2006 Board of Directors Member, P. Overseas International Company Limited
- Since 2006 Board of Directors Member, P.O.C. Concrete Company Limited
- Since 2006 Board of Directors Member, P Blue Lagoon Gems Company Limited
- Since 2007 Managing Director, P Blue Lagoon Gems Company Limited
- Since 2005 Executive Director - Customer Services, P. Overseas Steel Public Company Limited, P. Overseas International Company Limited, P.O.C. Concrete Company Limited

Previous

- 1980 - 2006 Managing Director, Sanguan Charoen Metal Company Limited

Forbidden qualifications

1. Never dishonestly committed an offence against property
2. Never entered into any transaction which may cause conflict of interest against the Ratchaburi Electricity Generating Holding Public Co., Ltd. during the previous year

Attendance at the Board of Directors' Meeting in the previous year

None, since he is nominated for the first term office.

2. RATCH shareholding of the nominated persons

| Nominated person | Number of share | % of issued shares |
|-----------------------------|-----------------|--------------------|
| 1. Mr. Kurujit Nakornthap | None | - |
| 2. Mr. Sutat Patmasiriwat | None | - |
| 3. Mr. Thana Putarungsi | None | - |
| 4. Mr. Satit Rungkasiri | None | - |
| 5. Mr. Songpope Polachan | None | - |
| 6. Mr. Suwit Kongsangbhak | None | - |
| 7. Miss Rattana Tripipatkul | None | - |

3. Holding at Present a directorship in other rival incorporations or has any related business with RATCH

| Nominated person | Listed company | | Other incorporation (non-listed company) | Other rival incorporation / any related business with RATCH |
|-----------------------------|----------------|------------------|--|---|
| | Number | Type of director | | |
| 1. Mr. Kurujit Nakornthap | None | - | None | 2 companies ¹ |
| 2. Mr. Sutat Patmasiriwat | None | - | None | 4 companies ² |
| 3. Mr. Thana Putarungsi | None | - | None | 1 company ³ |
| 4. Mr. Satit Rungkasiri | None | - | 1 company ⁴ | None |
| 5. Mr. Songpope Polachan | None | - | - | None |
| 6. Mr. Suwit Kongsangbhak | None | - | 3 companies ⁵ | None |
| 7. Miss Rattana Tripipatkul | None | - | 4 companies ⁶ | None |

¹ Mr. Kurujit Nakornthap is currently holding directorship in related organization/company as follows.

- (1) Board of Directors Member and Governor, the Electricity Generating Authority of Thailand (major shareholder)
- (2) Esso (Thailand) Public Company Limited (energy business)

² Mr. Sutat Patmasiriwat is currently holding directorship in related organization/company as follows.

- (1) Governor, the Electricity Generating Authority of Thailand (major shareholder)
- (2) Board of Directors Chairman, EGAT International Company Limited (subsidiary of major shareholder and energy business)
- (3) Board of Directors Chairman, Ratchaburi Electricity Generating Company Limited and Ratchaburi Power Company Limited (subsidiary and joint venture of the Company and energy business)

³ Mr. Thana Putarungsi is currently holding directorship in related organization/company as follows.

- (1) Deputy Governor-Transmission Line System Operation, the Electricity Generating Authority of Thailand (major shareholder)

⁴ Mr. Satit Rungkasiri is currently holding directorship in other incorporation (non-listed company) as follows.

- (1) Board of Directors Member, TOT Public Company Limited (telecommunication business)

⁵ Mr. Suwit Kongsangbhak is currently holding directorship in other incorporation (non-listed company) as follows.

- (1) Head of Siam Legal Consultants Law office (law firm)
- (2) Managing Director, SLC Law Co., LTD. (law firm)
- (3) Board of Directors Member, Pornpiyacharn Transport Co., LTD. (transportation business)

⁶ Miss Rattana Tripipatkul is currently holding directorship in other incorporation (non-listed company) as follows.

- (1) Board of Directors Member and Executive Director - Customer Services, P. Overseas Steel Public Company Limited (trading company)
- (2) Board of Directors Member and Executive Director - Customer Services, P. Overseas International Company Limited (trading company)
- (3) Board of Directors Member and Executive Director - Customer Services, P.O.C. Concrete Company Limited (production and distribution of concrete)
- (4) Board of Directors Member and Managing Director, P Blue Lagoon Gems Company Limited (jewelry)

4. Relationship characteristics of nominated persons qualified as an independent director

| Relationship Characteristics | Name of nominated person as an independent director | |
|--|---|-----------------------------|
| | Pol. Lt. Gen. Thavorn Chanyim | Miss Piyathida Praditbatuga |
| Holding of RATCH's ordinary share | | |
| - Amount | None | None |
| - The ratio of voting rights | None | None |
| Close relatives to management or major shareholders of company and its subsidiaries | None | None |
| Having relationship in any of these characteristics to company, subsidiary company, affiliated company or any juristic entity which may cause conflict of interest to the Company during the past 2 years | | |
| - Being a director and participate in day-to-day business, or being an officer, employee or consultant who receives regular salary | None | None |
| - Being a professional service provider (such as Auditor or Legal Consultant) | None | None |
| - Having business relationship (such as buy/sell goods, raw materials, or giving financial support such as borrowing or lending, etc.) | None | None |

5. RATCH Independent Director Definition

“Independent Director” of the Company means the Director who possesses the following qualifications:

- (1) holding shares *not* exceeding 0.5 per cent ¹ of the total number of voting rights of the Company, its subsidiary, affiliate or juristic person which may have conflicts of interest, including the shares held by related persons of the Independent Director;
- (2) *neither* being *nor* having been an Executive Director, employee, staff or advisor who receives salary, or a controlling person of the Company, its subsidiary, affiliate, same-level subsidiary or juristic person who may have conflicts of interest unless the foregoing status has ended *not* less than two years prior to the date of appointment as the Independent Director;
- (3) *not* being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children, executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling persons of the Company or its subsidiary;
- (4) *not* having a business relationship with the Company, its subsidiary, affiliate or juristic person who may have conflicts of interest, in the manner which may interfere with his independent judgement, and *neither* being *nor* having a major shareholder, Non-Independent Director or executive of any person having business relationship with the Company, its subsidiary, affiliate or juristic person who may have conflicts of interest unless the foregoing status has ended *not* less than two years prior to the date of appointment as the Independent Director;

The term “business relationship” aforementioned under paragraph one includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, which result in the applicant or his counterparty being subject to indebtedness payable to the other party in the amount of three per cent or more of the net tangible assets or the applicant or twenty million Baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for value of connected transactions under the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Act of Listed Companies Concerning the Connected Transactions *mutatis mutandis*. The combination of such indebtedness shall include indebtedness taking place during the course of one year prior to the date on which the business relationship with the person commences;

- (5) *neither* being *nor* having been an auditor of the Company, its subsidiary, affiliate or juristic person who may have conflicts of interest, and *not* being a major shareholder, Non-Independent Director, executive or partner of an audit firm which employs auditors of the Company, its subsidiary, affiliate of juristic person who may have conflicts of interest unless the foregoing relationship has ended *not* less than two years prior to the date of appointment as the Independent Director;
- (6) *neither* being *nor* having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million Baht from the Company, its subsidiary, affiliate or juristic person who may have conflict of interest, and *neither* being *nor* having been a major shareholder, Non-Independent Director, executive or partner of the professional advisor unless the foregoing relationship has ended *not* less than two years prior to the date of appointment as the Independent Director;
- (7) *not* being a Director who has been appointed as a representative of the Company's Director, major shareholder or shareholders who are related to the Company's major shareholder;
- (8) *not* having any characteristics which make him/her incapable of expressing independent opinions with regard to the Company's business affairs.

After having been appointed as Independent Director with qualifications complying with the criteria under (1) to (8) mentioned above, the Independent Director may be assigned by the Board of Directors to take part in the business decision of the Company, its subsidiary, affiliate, same-level subsidiary or juristic person who may have conflicts of interest on the condition that such decision must be a collective one.

¹ The criteria about the shares held by the Company's Independent Director (which is not exceeding 0.5 per cent) is **more strict** than the criteria enforced by the Capital Market Supervisory Board (which is not exceeding 1 per cent).