


(Attachments No. 4)

**Independent Directors that Shareholders Could Grant Proxy**

Details	Name of nominated person qualified as independent directors	
		 <p>Mr. Suchat Boonbanjersri Age 58 years <b>Position:</b> Independent Director and Chairman of Auditing Committee</p>
Address	276 Moo 12, Bangna District Bangna Bangkok.	77 Moo 3 Bangkrood District, BanPo, Chachoengsao.
<b>Holding of GEL Share</b>		
- Amount	-None-	-None-
- Ratio of issued shares having voting rights	-None-	-None-
Being close relatives to other directors / executive / major shareholders / controlling person / or person to be nominated as director / executive / controlling person of company and its subsidiaries	-None-	-None-
<b>Having relationship in any of these characteristics to SCC / parent company / subsidiary company / associate company / major shareholder / or controlling person either at present or during the past 2 years</b>		
- Be an executive director, staff, employee or advisor who receives salary.	-None-	-None-
- Be a professional service provider (such as an auditor or a lawyer)	-None-	-None-
- Having material business relationship in such a way that may affect their independence (such as buy / sell raw materials / products / services / lending / borrowing) – specify transaction size (if any)	-None-	-None-

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**Definition of Independent Committee**

The General Engineering Public Company Limited has specified the definition of Independent directors more than the minimum requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand. According to the Capital Market Commission, the details are as follows.

Independent directors mean the persons who is fully qualified and are independent as the Board of Directors defined in the Corporate Governance policy of the Company and also complied with the regulations of the Capital Market Commission.

1. Hold less than 1% of the total ordinary shares of the company, corporate, subsidiaries, associates or corporation that might have conflicts. The count must be inclusive of share belong to the independent director's associates.
2. Never or used to be executive director, employee, consultant with fixed salary or the bank's, corporation's, subsidiary's, joint venture's, same level subsidiary's authorized person, majority shareholders or the bank's authorized person, except being exempt from the above characteristic for at least 2 years prior.
3. Don't have a relationship directly or legally married to executives, majority shareholders, authorized person or person who has been nominated an executive position or subsidiary, including not being parents, siblings, children, and being in-law of such person as stated above.
4. Never or used to have business relationship with the company, corporation, subsidiary, majority shareholders, joint venture, majority shareholders or the company's authorized person of which obstructed independent judgment, including not being or used to be significant shareholders or an authorized person having business relationship with corporation, subsidiary, joint venture, majority shareholders or the bank's authorized person, exempt from the above characteristics at least two years before appointed the position.
5. Never or used to be the company's corporation's joint venture's major shareholders' auditor or the authorized person of the company and not a significant shareholder, authorized person or partner of the corporation, subsidiary, joint venture, major shareholder auditor or authorized person of the company belong, except for being exempt from the above characteristic for at least 2 years before appointed the position.
6. Never or used to be a professional service provider whose business includes legal or financial consultation, who receives more than 2 million baht per annual service fee from the bank, corporation, subsidiary, joint venture, major shareholders or authorized person of the company and not a significant shareholder, authorized person or partner of the professional service provider, except for being exempt from the above characteristic for at least 2 years before appointed the position.
7. Not an appointed committee by the representative of the company's director, major shareholders or shareholders who associate with majority shareholders of the company.
8. No other characteristics preventing the independent opinion on the company's operation.
9. If the independent directors appointed as an independent director of the Company, its subsidiaries of the same. Companies must disclose information about such positions. And total compensation of independent directors has been in with 56-1 and 56-2.
10. There is no any other way that makes it impossible to provide an independent opinion about the operation of the Company.