

No. EGCO 110/ 133

March 24, 2009

Subject: Notice of the Shareholders' Annual General Meeting No.1/2009

To: Shareholders of the Electricity Generating Public Company Limited

Attachments: 1. A copy of minutes of the Shareholders' Annual General Meeting No. 1/2008

2. Board of Directors' annual report for year 2008 (CD ROM)

3. Summary of Annual Report

4. Tax Credit on Dividend for a shareholder, being a person, according to the Revenue Code, Section 47 bis

5. Resume of Directors and definition of Independent Director

6. Proxy form A, B, C (form B is recommended)

7. Conditions and procedures for registration, proxy and voting

8. Registration Form (to bring along for registration process)

9. Articles of Association relating to the shareholders' meeting

10. Document Request Form

11. Feedback Form on Annual Report

12. Profiles of Volunteer Proxies

13. Board Committees' Scope of Duty and Responsibilities

14. Map of venue of the 2009 Annual General Meeting

Notice is hereby given that the Company's Board of Directors unanimously resolved to call the Shareholders' Annual General Meeting No. 1/2009 on April 24, 2009 at 2.00 p.m. at Vibhavadee Ballroom B, Sofitel Centara Grand Bangkok Hotel, 1695, Phaholyothin Road, Chatuchak, Bangkok for the following purposes:

**Agenda 1      To Consider and Approve the Minutes of the Shareholders' Annual General Meeting No. 1/2008**

**General Information:** The Company held the Shareholders' Annual General Meeting No. 1/2008 on April 21, 2008. The minutes of the said meeting were detailed in Attachment #1 and were posted on the Company website ([www.egco.com](http://www.egco.com)) on May 6, 2008.

**Board of Directors' Opinion:** The minutes of meeting were accurate and complete. The shareholders' meeting should approve the minutes of the Shareholders' Annual General Meeting No. 1/2008.

**Voting Requirement:** A resolution shall be adopted by the majority votes of shareholders present and voting.

**Agenda 2**      **To Consider and Acknowledge the Company's Annual Report for Year 2008 and to Acknowledge the Interim Dividend Payment**

**General Information:** The Company posted the net profit for 2008 operating performance as at December 31, 2008 of 6,927 million baht with the total assets of 58,330 million baht. The interim dividend was paid from the first half-year operation at 2.50 baht per share on September 11, 2008.

Currently, the Company operated 13 power plants with 3,967.6 equity MW which accounted for 13.27% of the total installed capacity of Thailand. It should be noted that the equity MW of operating assets increased by 458.5 MW from 3,509.1 equity MW in 2008. Significant events were as follows:

1. Kaeng Khoi 2 (Block 2), Gulf Power Generation's project with the capacity of 755.0 MW, started the pre-commercial operation date on February 27, 2008 which was before the commercial operation date on March 1, 2008.
2. EGCO International (B.V.I.) Ltd ("EGCO BVI"), EGCO's wholly owned subsidiary, acquired 90% ownership of GPI Quezon Ltd shares. This purchase provides EGCO BVI with a 23.4% indirect ownership interest in Quezon Power (Philippines) Limited Co. (A Philippine Limited Partnership) which owns, operates and maintains a 502.5 MW (gross installed capacity) coal fired electric generation representing 117.6 equity MW on November 29, 2008. This acquisition is in line with EGCO's business plan to invest in power businesses in the ASEAN region. The acquisition strengthens EGCO's presence in the Republic of the Philippines which should provide opportunities for future growth.
3. EGCO divested its entire shares in EGCO Joint Ventures & Development Company Limited (EGCO JD) which held shares in Amata EGCO Power Ltd and Amata Power (Bang Pakong) Ltd on May 15, 2008. The divestment reasons are that the assets comprise mature business in which EGCO held minority interests. Disposal of these minority assets allows EGCO to deploy the proceeds and its resources on new investment opportunities with potential for expansion and earnings upside.

4. EGCO Engineering and Service Co., Ltd. (ESCO), EGCO's wholly owned subsidiary, divested all its shares in Amata Power-ESCO Service Co., Ltd which provided operation and maintenance services to power plants under EGCO JD on May 15, 2008.
5. The 1,086.8-MW Nam Theun 2 hydropower plant developed by Nam Theun 2 Power Company Limited ("NTPC") of which EGCO holds a 25% ownership achieved the overall progress of 95.1% at the end of 2008 which was as planned. The project is expected to achieve the COD within December 2009 as scheduled.

The Company has diverted its business strategy to expand its investment in the ASEAN markets. The Company will also seek investment opportunities in domestic renewable energy projects using wind, waste and biomass as fuel.

In addition, the Company endeavors to be a good corporate citizen by ensuring compliance with governing laws and regulations and the good corporate governance. With respect to this, the Company was rated "excellent" from the quality assessment of 2008 Annual General Shareholders' Meeting organized by the Securities and Exchange Commission.

Moreover, at the 2008 SET Awards, the Company was presented the "Top Corporate Governance Report Awards" from the Stock Exchange of Thailand, the "Excellent CGR Rating" from the Thai Institution of Directors, and the "Best Shareholders Awards" from Thailand Securities Depository Company Limited, and was selected one of the finalists for the best CSR award.

The operating results of the Company for year 2008 are presented in the Annual Report (CD ROM) and the summary of annual report as in Attachment # 2 and Attachment # 3, respectively. Shareholders who want a hard copy of the annual report can fill the form in Attachment #10 and send it to the Corporate Secretary at facsimile number 0-2955-0956 ext. 5020-4 or call the Corporate Secretary at telephone number 0-2998-5020-4.

**Board of Directors' Opinion:** The Company's performance was satisfactory. The shareholders' meeting should acknowledge the Company's Annual Report for year 2008 and the payment of interim dividend for the first half-year operation of 2.50 baht per share.

**Voting Requirement:** This agenda does not require the votes of shareholders since it is the matter for acknowledgement.

**Agenda 3**      **To Consider and Approve the Balance Sheet and Statement of Income as at December 31, 2008**

**General Information:** The Balance Sheet and the Statement of Income as at December 31, 2008 which were reviewed by the Audit Committee and audited by the Company's auditor (Mr. Suchart Luengsuraswat) are presented in the section on "Financial Statements" of the Annual Report, submitted to the shareholders with this Notice. The summary is as follows:

Description	Consolidated (baht)	Company (baht)
Total Assets	58,330,177,462	49,932,098,491
Total Liabilities	12,788,022,177	7,736,754,954
Total Revenues and share of profit (loss) from Subsidiaries and Joint Venture Entities	15,316,210,175	7,366,811,654
Equity holders of the Company	6,926,708,007	6,551,057,518
Earnings per Share	13.16	12.44

**Board of Directors' Opinion:** The 2008 financial statements had been audited and reviewed by the Auditor and the Audit Committee. The shareholders' meeting should approve the Balance Sheet and Statement of Income as at December 31, 2008.

**Voting Requirement:** A resolution shall be adopted by the majority votes of shareholders present and voting.

**Agenda 4**      **To Consider and Approve the Appropriation of Net Profit and the Payment of Dividend**

**General Information:** The Public Limited Companies Act, Section 116 and Article 42 of the Articles of Association of the Company stipulate that the Company shall allocate not less than 5% of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than 10% of the registered capital.

In the absence of unforeseen circumstances, the Company has a policy to dividend 40% of the consolidated net profit after taxation, or to increase the dividend amount in a steady manner, to the shareholders. This dividend policy may change in the light of investment opportunities that may become available to the Company or as a result of other economic or financial factors or when a dividend payment may have a significant impact on the normal operation of the Company. The dividend payment shall not exceed the retained earnings of the Company financial statements.

The Company's reserve fund has reached the amount of 530 million baht which is 10% of the registered capital as required by law.

With a view that the Company posted positive result and has adequate cash to pay dividend and to meet the committed investment plan, it is proposed that the dividend payment for the 2008 operating year should be 5.00 baht per share totaling 2,632 million baht which accounted for 38% of the net profit, higher than last year's payment which accounted for 30% of the net profit. Consequently, the shareholders will receive the dividend payment of 5.00 baht per share which is higher than the dividend payment in 2007 which was paid at 4.75 baht per share.

Since the Company declared an interim dividend totaling 1,316 million baht for the first half-year operation of 2008 at 2.50 baht per share which was paid on September 11, 2008, another 2.50 baht per share or 1,316 million baht in total will be paid as final dividend on May 6, 2009 subject to the shareholders' approval at the Annual General Meeting No. 1/2009. The comparison of the dividend payment between 2008 and 2007 is illustrated below.

<b>Descriptions</b>	<b>2008</b>		<b>2007</b>	
Net Profit (million baht)	6,927		8,402	
Total number of shares	526,465,000		526,465,000	
Earnings per share (baht)	13.16		15.96	
Dividend per share (baht)	5.00		4.75	
	2.50	2.50	2.25	2.50
Total dividend amount (million baht)	2,632		2,501	
Dividend Payout Ratio (%)	38		30	

The tax credit on dividend for individual shareholder according to the Revenue Code, section 47 bis is illustrated in Attachment # 4.

**Board of Directors' Opinion:** The shareholders' meeting should approve the appropriation of the net profit and approve the final dividend for 2008 at 2.50 baht per share to be paid on May 6, 2009.

**Voting Requirement:** A resolution shall be adopted by the majority votes of shareholders present and voting.

**Agenda 5****To Consider and Appoint the Auditors and to Determine the Audit Fee**

**General Information:** Section 120 of the Public Company Act and Article 29 of the Company's Articles of Association stipulate that the Company shall appoint the auditor and determine the audit fee at the Shareholders' Annual General Meeting. The Securities and Exchange Commission's notification on October 12, 2005 states that the listed companies should rotate their auditors every five years, and newly appointed auditors can come from the same audit firms as the former auditors.

The Board of Directors with the endorsement of the Audit Committee resolved to select a new auditor for 2009 by quotation and price comparison and recommended that the shareholders should appoint the auditors of PricewaterhouseCoopers ABAS Limited (PwC) to be the Company's auditors for 2009 as follows:

1. Ms. Nangnoi Charoenthaveesub, Certified Public Accountant (Thailand) No. 3044 or,
2. Mr. Prasan Chuaphanich , Certified Public Accountant (Thailand) No. 3051 or,
3. Mr. Somchai Jinnovart, Certified Public Accountant (Thailand) No. 3271

PwC and the proposed auditors do not have any interest or relationship with the Company, its subsidiaries, the Management, major shareholders, or other related parties in a way that will affect their independence in discharging their duties. In addition, the non-audit fee paid to the office of the auditors and other related parties of the auditors' office is insignificant and should not affect their independent judgment in reviewing the financial statements. The details of the audit fee and the non-audit fee are as follows:

<b>Audit Fee</b>	<b>2008 (baht)</b>	<b>2009(baht)</b>
Audit Fee	2,366,000	1,180,000
Non-Audit Fee	1,018,965	-

The shareholders should authorize anyone of the above auditors to conduct the audit and express the opinions on the financial statements of the Company due to the auditing experience and their independence along with PwC's reputation for its international auditing standards. The audit fee is 1,180,000 baht, a decrease of 1,186,000 baht or 50.1% compared to 2008. The decrease in audit fee is due to the decreasing work load and is in line with the norm of peer companies in energy sector.

It should be noted that PwC auditors are also appointed the auditor of the Company's subsidiaries namely Rayong Electricity Generating Company Limited (REGCO), Khanom Electricity Generating Company Limited, EGCO Engineering and Service Company Limited, Egcom Tara Company Limited, Agro Energy Company Limited, EGCO Green Energy Company Limited, Roi Et Green Company Limited and EGCO Cogeneration Company Limited.

**Board of Directors' Opinion:** The appointment of the auditors and audit fee has been thoroughly reviewed and endorsed by the Audit Committee taking into account the qualification and experience of the auditors, the reputation of the auditors' office and the reasonable audit fee. The shareholders' meeting should approve as follow.

1. To appoint Ms. Nangnoi Charoenthaveesub, Certified Public Accountant (Thailand) No. 3044 or, Mr. Prasan Chuaphanich, Certified Public Accountant (Thailand) No. 3051 and Mr. Somchai Jinnovart, Certified Public Accountant (Thailand) No. 3271 of PwC to be the Company's auditors, anyone being authorized to conduct the audit and express the opinions on the financial statements of the Company with the audit fee for year 2009 of not exceeding 1,180,000 baht and out-of-pocket expenses for audit in Thailand of not exceeding 89,600 baht. The Company shall also be responsible for the auditors' traveling expenses in the countries where the Company invests as deemed appropriate.
2. To authorize the Board of Directors to appoint alternate certified public accountant with PwC in case of absence of the three auditors as stated above.
3. To authorize the Board of Directors to consider and approve the review fee of the financial statements of subsidiary, associated and joint venture companies which are established or acquired during the year and the transfer of the remaining audit fees of REGCO to the Company in case of successful business transfer to the Company in year 2009.

**Voting Requirement:** A resolution shall be adopted by the majority votes of shareholders present and voting.

## **Agenda 6**

### **To Consider and Elect Directors to Replace the Retiring Directors**

**General Information:** Section 71 of the Public Company Act and Article 17 of the Company's Articles of Association stipulate that one-third or the nearest number to one-third of the directors shall retire by rotation at the Shareholders' Annual General Meeting and the retiring directors may be re-elected. In 2009, there are five directors

who will retire by rotation comprising two outside directors, namely Mr. Pornchai Rujiprapa and Mr. Wisudhi Srisuphan and three independent directors, namely Mr. Aswin Kongsiri, Mrs. Wattanee Phanachet and Mr. Thanapich Mulapruk.

The Company has announced on its website and SET Portal to invite all shareholders to recommend director nominees but received no recommendation. The Board with the recommendation of the Nomination and Remuneration Committee excluding directors who were considered having a conflict of interest in this election, considered the appropriate director mix as well as qualifications, experiences and expertise of each candidate and proposed that the four retiring directors should be re-elected to be the Company's directors for another term and that a new director should be elected. All the proposed nominees as listed below have the qualifications that will be beneficial to the Company's governance.

1. Mr. Pornchai Rujiprapa (To be re-elected)
2. Mr. Wisudhi Srisuphan (To be re-elected)
3. Mr. Aswin Kongsiri (To be re-elected)
4. Mr. Thanapich Mulapruk (To be re-elected)
5. Police Lieutenant General Pijarn Jittirat

The director nominees no. (3), (4) and (5) have the qualifications that meet the definition of the Company's independent director.

**Board of Directors' Opinion:** The nomination of director nominees has been carried out in accordance with the established process. The shareholders' meeting should re-elect the four retiring directors namely Mr. Pornchai Rujiprapa, Mr. Wisudhi Srisuphan, Mr. Aswin Kongsiri and Mr. Thanapich Mulapruk for another term. The shareholders should also elect Police Lieutenant General Pijarn Jittirat as a new director to replace Mrs. Wattanee Phanachet. Director nominees' information as well as definition of Company's independent director is in Attachment # 5.

**Voting Requirement:** A resolution shall be adopted by a vote of not less than four-fifths of the total votes of shareholders attending the meeting and having voting right.

#### **Agenda 7**

#### **To Consider and Determine the Directors' Remuneration**

**General Information:** Article 14 of the Company's Articles of Association prescribes that directors are entitled to remuneration being salary, meeting allowance, per-diem, or bonus.

The Board of Directors with the recommendation of the Nomination and Remuneration Committee considered that taking into account the Company's performance, responsibility of the Board, conformity with the market and industry norm, and the motivation to attract and retain quality directors to enhance the governance of the Board, the shareholders should fix the directors' remuneration as follows.

1. The monthly retainer fee and meeting allowance of 30,000 baht and 10,000 baht, respectively, should be maintained. Directors not attending the Meeting shall not receive the allowance. The Chairman and the Vice Chairman of the Board shall receive 25% and 10% additional remuneration for both retainer fee and meeting allowance.
2. The bonus amount, to be appropriated at the Board's discretion, should be 17.5 million baht, which accounts for 0.25% of the net profit, taking into account the recognition in terms of good corporate governance and the Company's growth. The absolute amount of directors' bonus is, however, 2.5 million baht lower than the 2007's approved amount of 20 million baht.
3. The existing rate of remuneration for Board's Committees being Executive Committee, Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee should be maintained.

Committee	Retainer Fee (baht)		Meeting Allowance(baht)	
	Chairman	Member	Chairman	Member
Executive Committee	-	-	50,000	40,000
Audit Committee	37,500	30,000	12,500	10,000
Nomination and Remuneration Committee	30,000	24,000	-	-
Corporate Social Responsibility Committee	The outside members will be remunerated the retainer fee of 100,000 baht per year.			

The duties and responsibilities of each Board's committee are shown in Attachment # 13. Shareholders should also authorize the Board to approve remuneration for committees which are established or changed during the year.

4. The President who is the executive director is not entitled to any directors' remuneration.

**Board of Directors' Opinion:** The directors' remuneration has been thoroughly considered and reviewed by the Nomination and Remuneration Committee taking into account all related factors. The shareholders' meeting should determine the directors' remuneration as per the above details.

**Voting Requirement:** A resolution shall be adopted by the majority votes of shareholders present and voting.

**Agenda 8 To Consider the Amendment of Articles of Association, Article 43 : the Company's seal**

**General Information:** The Company implemented the rebranding to enhance the image of EGCO Group which comprises the Company and its subsidiary and joint venture companies. The objective of the rebranding program is to enhance the corporate image and to increase the brand awareness via media advertising and new corporate logo. In this respect, the Board of Directors views that the Company's seal should also be amended to be in line with the corporate logo.

**Board of Directors' Opinion:** The shareholders' meeting should approve the amendment of articles of association, article 43: the Company's seal as follows.

Existing	New
	 บริษัท ผลิตไฟฟ้า จำกัด (มหาชน) Electricity Generating Public Company Limited

**Voting Requirement:** A resolution shall be adopted by a vote of not less than four-fifths of the total votes of shareholders attending the meeting and having voting right.

**Agenda 9 To Consider Other Matters (if any)**

Additionally, the Board of Directors has resolved to determine the names of shareholders who have the rights to attend the 2009 Annual General Shareholders' Meeting and to receive the dividend on March 9, 2009 and to close the share register book, pursuant to section 225 of the Securities and Exchange Act, on March 10, 2009.

You are, therefore, invited to attend the Meeting on the date, time and place specified above. In order to facilitate the shareholders, the Company will run the registration procedure from 12.00 noon until the meeting time. If you are unable to attend the Meeting, please appoint the Proxy to attend the Meeting and vote on your behalf by using a proxy form as Attachment # 6. The notice of the Shareholders' Annual General Meeting No. 1/2009 including relevant information and the proxy form is posted on the Company's website at [www.egco.com](http://www.egco.com). If a shareholder prefers the Company's independent directors to be the proxy, please appoint any one out of three independent directors, namely Mr. Chaipat Sahasakul, Chairman of Audit Committee, Mr. Somphot Kanchanaporn, Member of Audit Committee, and Mr. Phaiboon Siripanoosatien, Member of Nomination and Remuneration Committee. The three independent directors as mentioned above do not have any conflict of interests regarding the agenda of the meeting. Their profiles are as shown on Attachment # 12.

Kindly acknowledge and comply with the conditions and procedures on meeting registration, proxy assignment and voting as set forth in Attachment # 7 and please bring along the registration form (Attachment # 8) for convenient registration process. In order that the Company can clarify any questions at the Meeting which would benefit all shareholders, please forward your questions in advance to directors@egco.com or at facsimile number 0-2955-0956 ext. 5020-4

To facilitate the shareholders to attend the Annual General Shareholders' Meeting, the Company provides a map of venue of the 2009 annual general shareholders' meeting is also attached for the shareholders' information as Attachment # 14.

Yours faithfully,



Vinit Tangnoi

President



Corporate Secretary Division

Tel. 0-2998-5020-4

Remark: The shareholder can inform the intention to attend the shareholder's annual general meeting via IVR system of Thailand Securities Depository Co., Ltd (TSD) starting from the date of receiving the notice of shareholders' annual meeting until three days prior to the meeting date. The steps to walk through are as follows:

- 1) Call TSD Center : Tel. 0 2229 2888
- 2) Press 7 for registration to shareholder meeting
- 3) Press code number in fourteen digits (First 4 digits is 0465/the next 10 digits is shareholders' registration no. which appears on the Registration Form)
- 4) Confirm code number
- 5) Result will be informed by IVR system