



**Minutes of Shareholders' Annual General Meeting No. 1/2009  
of  
Electricity Generating Public Company Limited**

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The annual general meeting (“AGM”) was convened at 2.00 p.m. on April 24, 2009 at the Vibhavadee Ballroom B, Sofitel Centara Grand Bangkok Hotel, 1695 Paholyothin Road, Chatuchak, Bangkok. Nine hundred and fifty five (955) shareholders attended the meeting which comprised four hundred and sixteen (416) attending in person and five hundred and thirty-nine (539) attending by proxies, representing 326,201,985 shares which accounted for 61.961% of the total units of shares and constituting a quorum as prescribed in the Articles of Association. Mr. Pornchai Rujiprapa, Chairman of the Board of Directors of the Electricity Generating Public Company Limited (“Company”), chaired the meeting.

Before calling the meeting to order, the Company presented to the shareholders the video on the business of the Company and its affiliates (to be collectively called “Group Companies”) along with the meeting room’s emergency fire exits for safety purpose. Shareholders were also requested to provide the feedback in the meeting appraisal forms to improve the quality of the AGM next year.

The Chairman then declared the meeting open and introduced directors who attended the AGM to the shareholders as follows:

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|-----|--------------------------------|-------------------------------------------------------------------------------------------------------|
| 1.  | Mr. Aswin Kongsiri             | Independent director, Vice Chairman and member of the Nomination and Remuneration Committee           |
| 2.  | Mr. Chaipat Sahasakul          | Independent director and Chairman of the Audit Committee                                              |
| 3.  | Mr. Mark Takahashi             | Director, Chairman of the Nomination and Remuneration Committee and Member of the Executive Committee |
| 4.  | Mr. Hideaki Tomiku             | Director and member of the Executive Committee                                                        |
| 5.  | Mr. Peter Albert Littlewood    | Director                                                                                              |
| 6.  | Mr. Phaiboon Siripanoonsathien | Independent director and member of the Nomination and Remuneration Committee                          |
| 7.  | Mr. Somboon Arayasakul         | Director and member of the Nomination and Remuneration Committee                                      |
| 8.  | Mr. Apichart Diloksophon       | Director and member of the Executive Committee                                                        |
| 9.  | Mr. Hideo Kuramochi            | Director                                                                                              |
| 10. | Mrs. Wattanee Phanachet        | Independent director and member of the Audit Committee                                                |

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|-------------------|--------------|----------------------------------------------------------------------------------------------------------------------|
| 11. Mr. Somphot   | Kanchanaporn | Independent director and member of the Audit Committee                                                               |
| 12. Mr. Thanapich | Mulapruk     | Independent director                                                                                                 |
| 13. Mr. Vinit     | Tangnoi      | Director, President, member of the Executive Committee and Chairman of the Corporate Social Responsibility Committee |

The Chairman informed the shareholders that apologies were received from Mr. Wisudhi Sreesuphan, director for not being able to attend the meeting due to last minute's business.

Mr. Vinit Tangnoi, director and President, then introduced the senior executives attending the meeting with the purpose to clarify any arising questions as follows:

- |                |             |                                                                             |
|----------------|-------------|-----------------------------------------------------------------------------|
| 1. Mr. Sakda   | Sreesangkom | SEVP – Finance                                                              |
| 2. Mr. John    | Palumbo     | SEVP – Business Development                                                 |
| 3. Mr. Chumsak | Desudjit    | SEVP and Managing Director of Rayong Electricity Generating Company Limited |
| 4. Mr. Chankij | Jearaphunt  | SEVP and Managing Director of Khanom Electricity Generating Company Limited |
| 5. Mr. Rasda   | Pongpaew    | EVP and Managing Director of EGCO Engineering & Service Company Limited     |

The Chairman informed the shareholders that the Company invited Mr. Suchart Luengsurawat, the Company's auditor from PricewaterhouseCoopers ABAS Limited ("PwC") to attend the AGM and to answer inquiries on the financial statements. For shareholders' confidence and transparency, the Company engaged Ms. Kanitnoy Praneechit and Mr. Kijpong Siripattanapoonphol from PricewaterhouseCoopers Legal&Tax Consultants Ltd. as the inspectors to review the shareholders' document checking process, the meeting quorum and the voting procedure.

To provide the shareholders with significant information, the Company organized the following:

- Mini exhibition and shareholders' corner in front of the meeting room which was attended by the Company's staffs to provide business information as well as tax credit on dividend payment to shareholders,
- Help desk on share register, change of shareholders' name and other registration services attended by Ms. Patima Prachuabdee, Supervisor- Marketing & Customer Relations of the Thailand Securities Depository Company Limited ("TSD"), which was the Company's registrar.

It was noted that the Company and the TSD had invited shareholders to make advance reservation to the shareholders meeting via TSD Call Center's IVR system. Although

there were not many responses this year, the Company hoped that the reservation rate would increase next year. This reservation would enable the Company to better estimate the number of shareholders attending the AGM so that adequate and efficient services would be provided at the meeting.

Ms. Busakorn Kakanumpornwong, corporate secretary, then informed the voting procedure. Each shareholder had the voting rights equal to the number of shares held in the Company (one share one vote). The voting procedures for the shareholders and the shareholders' proxies were as follows:

1. Shareholders who attended the meeting in person were requested to show their hands if wanting to vote against or abstain their votes in each poll. If there was no show of hand, it would be resolved that the shareholders were in favor of the proposal.
2. The voting procedure for shareholders' proxies was as follows.

Proxy Form A Holders of Proxy Form A were requested to exercise their votes in the same manner as the shareholders who attended the meeting in person.

Proxy Form B In a case that the shareholders chose to fix their votes in the proxy form in advance, such particular votes would be collected and recorded at the time of the meeting registration and the proxies did not have to vote in the meeting room. If the shareholders entrusted the proxies to vote at their discretion, the proxies were required to cast their votes in the same manner as the shareholders who attended the meeting in person.

Proxy Form C This was used only in a case that foreign shareholders appointed a custodian in Thailand to vote on their behalf as stipulated in the announcement made by the Department of Business Development, the Ministry of Commerce. The voting procedure was the same as the holders of Proxy Form B. That was, if the shareholders had fixed their vote in advance, the proxies did not have to vote in the meeting room.

The ballots were used for polling. Although the voting for director election would be done on an individual basis, the ballots with the vote in favor, against and abstention would be all collected at the same time to speed up the process. For other items, only the ballots with the vote against or abstention would be collected when the Chairman call for the poll. The remaining would be collected at the end of the meeting for review to ensure transparency and correctness of the vote counting process which was in line with the AGM's guidelines recommended by the Investor Promotion Association, Thai Listed Company Association and the Securities and Exchange Commission ("SEC").

The Chairman would declare each poll result. It was noted that the barcode system was applied to facilitate the shareholders' registration and to speed up the vote counting process.

The Company had invited shareholders' recommendation on agenda item and director nominees during December 17, 2008 to January 31, 2009. Shareholders were also requested to ask questions relating to the meeting in advance. However, none were received. For the benefit of minutes of meeting record, shareholders and proxies should identify themselves before asking questions at the meeting room.

The Chairman then convened the meeting in accordance with the following notified items.

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

The Chairman proposed to the shareholders to consider and approve the minutes of the Shareholders' AGM No. 1/2008 held on April 21, 2008, a copy of which was distributed to the shareholders as Attachment # 1 to the notice to the meeting dated March 24, 2009 and was posted on the Company's website since May 6, 2008. The Chairman further reported that the Company had considered and accepted the shareholders' recommendations in such meeting as follows.

- Mr. Boonruen Jangbua and Mr. Sakrin Choosaktrakul, minor shareholders, recommended the Company to pay the dividend to shareholders sooner. The Company accepted such recommendation. Although the 2009 AGM was on April 24, 2009 which was later than the 2008 AGM on April 21, 2008, the dividend would be paid sooner from May 7 in 2008 to May 6 in 2009.
- Mr. Nopadol Pansamrith, a minor shareholder, recommended that the bid for auditor should be called every year. The Company had taken this recommendation into consideration which would be discussed under item no. 5.
- Mr. Somkiat Promrattana, a minor shareholder, recommended the Company to increase the frequencies of the newsletters to shareholders, and to change the company's seal to be consistent with the new logo. The Company had increased the frequencies of the newsletters from two times to four times a year. In addition, the Company proposed to the shareholders to consider the change of the Company's seal under item no. 8.

The Chairman further reported that the shareholders in the AGM no. 1/2008 also approved the transfer of the entire business of the Rayong Electricity Generating Company Limited (“REGCO”) to the Company. Such business transfer had not yet been complete pending the amendment of related regulations by the Energy Regulatory Commission. It was expected that the transaction would be complete within this year.

After that, the Chairman invited questions/ recommendations from shareholders. There being no questions/ recommendations, the Chairman called for the poll to approve the minutes of the Shareholders' AGM No. 1/2008 held on April 21, 2008. The resolution required the majority of votes of shareholders present and voting.

**RESOLUTION:**

Having considered the matter, the shareholders approved with the majority of votes the minutes of the Shareholders' AGM No. 1/2008 with details as shown below.

<u>Voting result</u>	<u>No. of votes</u>	<u>%</u>
For	359,456,104	99.581
Against	0	0.000
Abstention	1,512,566	0.419
Total voting shares	360,968,670	100.000

**Item 2      **To Consider and Acknowledge the Company's 2008 Annual Report and Interim Dividend Payment****

The Chairman reported to the shareholders that starting from 2004, the annual report was presented in a CD ROM format to reduce the number of paper used. The incurred cost saving was donated on behalf of the Electricity Generating Public Company Limited's shareholders to the “Thai Forest Foundation” which had the objective to conserve the environment. In 2008, the cost of saving of 1,735,326 baht was donated. The Chairman also informed that the printed version of the annual reports was also available upon request.

After that, the Chairman presented the video on the Company's annual report and delegated Mr. Vinit Tangnoi, director and President, to present the highlights of 2009 plan. The summary of the presentations was as follows:

## **1. 2008 Annual Report**

### **1.1 Operating result**

The Company posted the consolidated net profit of 6,927 million baht or 13.16 baht per share, a decrease of 1,475 million baht or 18% compared to 2007. Excluding the loss on foreign exchange rate due to the baht depreciation, the consolidated net profit was 7,491 million baht, an increase of 99 million baht or 1.34% compared to 2007 mainly resulting from the Gulf Electric Public Company Limited's recognition of the operating result of unit 2 of Kaeng Khoi II, which achieved the commercial operation on February 27, 2008. Such amount was greater than the decrease in electricity sales revenue of the Khanom Electricity Generation Co., Ltd. ("KEGCO") from the decline in the tariff rate in accordance with the tariff structure set forth in the Power Purchase Agreement ("PPA").

### **1.2 Capacity**

The Company committed to foster sustainable growth. As of the end of 2008, the Company operated 13 power plants with the total installed and operational generating capacity of 3,967.6 MW equity, representing 13.27% of Thailand's installed capacity, and was up by 458.5 MW from 3,509 MW equity in 2007. Significant events were as follows:

- The 755-MW Kaeng Khoi II (Unit 2) started the pre-commercial operation on February 27, 2008 which was before the scheduled commercial operation date on March 1, 2008.
- EGCO International (BVI) Co., Ltd. ("EGCO BVI"), the Company's wholly owned subsidiary, acquired a 90% ownership of GPI Quezon Ltd shares. The purchase provided EGCO BVI with a 23.4% indirect ownership interest in Quezon Power (Philippines) Limited ("Quezon Power") which owned, operated and maintained a 502.5 MW (gross installed capacity) coal fired electric generation representing 117.6 MW equity on November 29, 2008. EGCO BVI was successful again in increasing the indirect 2.6% stake in Quezon Power on March 27, 2009 resulting in the total stake in Quezon Power of 26% representing 130.65 MW equity. Quezon Power was operational on a base load basis since 2000. Apart from having a good operation and safety records with secured commercial contracts, Quezon Power won various awards and recognitions which proved their corporate social responsibilities in line with the Company's aspiration. Examples of such awards were the Asian Power Awards 2006: Best Operation and Maintenance Plant in Asia, Asian Power Awards 2007: Best Environmental Company of the Year, and the 2007 Corporate

Social Responsibility-Environmental Excellence Awards by the American Chamber of Commerce.

The acquisition of Quezon Power was in line with EGCO's business plan to invest in power business in the ASEAN region with the focus on acquiring the operating assets to increase the revenue, and to provide portfolio diversity and long-term value prospects. The acquisition also strengthened the Company's presence in the Republic of the Philippines which should provide opportunities for future growth.

- The Company divested its entire shares in EGCO Joint Venture & Development Company Limited ("EGCO JD") which held shares in Amata EGCO Power Co., Ltd. and Amata Power (Bang Pakong) Co., Ltd. on May 15, 2008. The divestment rationales were that the assets comprised mature business in which EGCO held minority interests. Disposal of these minority assets allowed the Company to deploy the proceeds and its resources on new investment opportunities with potential for expansion and earnings upside.
- EGCO Engineering and Services Co., Ltd. ("ESCO"), the Company'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.
- The 1,086.8 MW Nam Theun 2 hydropower plant developed by Nam Theun 2 Power Company Limited of which the Company held a 25% ownership achieved the overall progress of 95.1% at the end of 2008 which was as planned. The project was expected to achieve the commercial operation date within December 2009 as scheduled.

### **1.3 Working Standards**

To ensure the quality and reliability of the power supply, the Company continuously took measures to improve the quality of its management systems which included ISO 9001:2000 quality management system, ISO 14001:2004 environment management system, TIS 18001 & OHSAS 18001:1999 (Occupational Health and Safety Assessment Series) and the benchmarking with local and international peer companies to ensure continuous improvement. As a result, the reliability and availability of all power plants in the Group exceeded the requirements in their respective PPAs with the Electricity Generating Authority of Thailand ("EGAT") and industrial users.

### **1.4 Environment Conservation**

The Group Companies carried out a number of environment-friendly initiatives which covered three main areas as follows:

- Projects to mitigate the business impacts on the environment: Initiatives in this area included the cross check of stack emission measuring, the efficiency inspection of air pollution control treatment equipment and noise level measurement at worksites, and the checking of the waste water and equipment efficiency.

- Projects to promote power saving awareness: Programs included re-use of treated water to water trees around the power plants, waste separation and recycling and the construction of the energy conservation center at KEGCO.
- Projects to enhance the environment around the power plants and the nearby communities.

Due to continued efforts in environment conservation program, the Company's power plants won the awards and recognitions from various organizations. In addition, there was no incident which led to disabling injury in the Company's subsidiaries in 2008.

### **1.5 Community Involvement**

The Company implemented several programs to support the society and communities especially the ones surrounding the Power Plants. The Company's corporate social activities in 2008 covered three main areas; natural resources and environment conservation, education and public mindedness, and community development for quality of life.

### **1.6 Corporate Governance**

As a result of strict compliance to the good corporate governance principles, the Company was well recognized by various institutions as follows.

- 8th best top ten companies in Thailand and 4th best public companies in power and utility industry in a poll conducted by Finance and Banking Magazine;
- 7th best investor relations and 4th best commitment to dividend policy in Thailand in a poll conducted by FinanceAsia;
- Being rated the score of 105 from the quality assessment of 2008 Annual General Shareholders' Meeting, organized by the SEC and the Thai Investor Association;
- Top Corporate Governance Report Award from the Stock Exchange of Thailand ("SET");
- Best Shareholders Award from TSD; and
- Excellent Corporate Governance Report Rating from the Thai Institute of Directors.

The Company was also one of the final shortlisted candidates for best CSR awards.

## **2. Future Plans**

The Company planned to increase its market shares in power business by development or acquisition of domestic or regional projects. Key investment criteria included the feasibility of the projects, the Company's experiences and expertise to increase the value to the project, cost of capital and acceptable risks. Apart from the objective to increase the profitability from efficient management, the Company would adhere to the



ethical conducts under the Good Corporate Governance Principles. The projects under study and development were as follows:

### 2.1 IPP and SPP projects

- Prefeasibility study of IPP investment using the existing location of REGCO and KEGCO after their PPA expiry: The Company believed that there were various alternatives to extend the PPA or to repower the facilities for the benefits of stakeholders.
- Feasibility study of Ladkrabang SPP project: This project was in line with the government's policy for the economic stimulus package.
- Study on the opportunity to invest in other IPP and SPP projects: The Company was of high potential to partner in investment projects given its strong technical knowledge and financial strengths.

### 2.2 Renewable Projects

The Company valued the investment in renewable projects to reduce fuel import and the use of fossil fuel which led to global climate change.

- Wind Power Project: The Company joined hands with PTT PLC ("PTT"), Wind Energy Generating Co., Ltd ("WEGCO"), and Eurus Energy Japan Corporation to conduct feasibility study on developing a wind power project with the capacity of 35 MW along the eastern coast of Nakorn Srithammarat provinces.
- Other renewable energy projects: Wind, solar and biomass projects were under study. These projects were supported by the government and the Company had the potential to develop such projects using state-of-art technology.

### 2.3 Overseas Projects

- Nam Theun 1: The Company and Gamuda Co., Ltd. ("Gamuda") jointly developed a 523-MW hydro power project in Laos PDR. The commercial operation date had not yet been agreed due to the review of the long term Power Development Plan by the state agencies.
- Other overseas projects: The Company developed the knowledge on energy market, investment opportunity and governance structure of other countries in the region to identify new investment projects which would increase the value of the shareholders.

The Chairman further informed the shareholders that the Company paid the interim dividend from the operating results of the first half-year of 2008 at 2.50 baht per share totaling 1,316 million baht on September 11, 2008.

After that, the Chairman invited questions/recommendations from shareholders of which the discussion was summarized below.

**Question:** Mr. Somkiat Promrattana, a minor shareholder, asked whether the Company had a plan to develop solar power projects. If yes, what was the progress?

**Answer:** With the plan to develop a portfolio across a number of fuel types, the Company was conducting the feasibility study on solar power development with the installed capacity of 30 MW using modern and efficient technology. Such development was subject to its commercial viability of which the investment decision should be concluded within 2009.

**Question:** Mr. Boonprasit Rojanapruek, a minor shareholder, asked whether the Company still planned to invest in LNG Receiving Terminal Project ("LNG Project"). If yes, what would be the Company's shareholding in the project and when would the project start?

**Answer:** The Management clarified that with a view that the LNG Project would foster the security of the energy sector in the future; the Company was still interested in investing in such project. It had a number of discussions with PTT to this effect. For the time being, PTT wanted to be the sole owner until the construction was completed. Since the Company did not have a confirmation on its status, the project was removed from the 2009 investment plan.

**Question:** Mr. Jiraphunt Buaboocha, a minor shareholder, asked questions relating to the Audit Committee's report set out on page 125 of the Annual Report as follows:

1. What were the examples of the Audit Committee's recommendations which were proven to be useful to the Company?
2. How did the Audit Committee's make sure that the process to prepare the financial statements was in line with the generally acceptable accounting principles? Does the Audit Committee rely only on the Auditor's report?
3. The Audit Committee's report stated that the Audit Committee worked with the Management to reconsider the risk management policy and its implementation? In fact, the Audit Committee should "review" rather than "reconsider" the policy. Reconsideration should be carried out by policy owner while review should be done by a unit that was not involved with the policy making and its implementation.

Answer: Mr. Chaipat Sahasakul, Chairman of the Audit Committee, provided clarifications as follows:

1. The examples of useful recommendations made by the Audit Committee were the development of corporate governance such as adding a direct channel for stakeholders to communicate with the Audit Committee, review of disclosure on connected transactions or any transactions with conflicts of interest, review of the internal control system, purchasing system and approval authority, along with the review of risk management policy with the Management.
2. The Audit Committee ensured that the process to prepare the financial statements were in line with the generally accepting accounting principles by asking questions and providing comments and useful recommendations to the Auditor and Management, ensuring the adequacy and efficiency of the internal control system and the independence of the internal audit division. The Audit Committee had an exclusive meeting with the auditors without Management's presence and also made sure that the other services performed by the audit firm to the Company were not significant and did not influence the independence of the auditor.
3. Since the Company had established the Risk Management Committee at the management level chaired by the President, the Audit Committee worked with the Management to consider whether the risk management policy was in line with acceptable standards and that there was compliance with such policy.

Question: Mr. Jiraphunt Buaboocha, a minor shareholder, requested the Management to elaborate on the impact of foreign exchange rate as stated on line 27, page 7 of the Financial Report that "...Excluding the loss on foreign exchange rate due to the Baht depreciation which was mostly an accounting number to be shown in accordance with the Thai Accounting Standard, EGCO would post the net profit of 7,491 million baht, up by 99 million baht ...." What would be the impact on the Company's net profit if it adopted other accounting standards such as the standards of the country where it invested such as Laos or the Philippines?

Answer: The Management clarified that the Accounting Act B.E 2543, the Securities and Exchange Act and the notification of the SEC required that the Company had to prepare the financial statements in accordance with the Thai generally acceptable accounting principles.

The Management further elaborated on the exchange rate and the accounting standard. Based on Thai accounting standard, incomes and expenses transaction in foreign currencies were translated into Thai baht using the exchange rates prevailing at the date of the transaction. Meanwhile, monetary assets and liabilities denominated in foreign currencies were translated into Thai baht at the exchange rate prevailing at the balance sheet date. Gains and losses resulting from the settlement of foreign currency transactions and from the translation of monetary assets

and liabilities denominated in foreign currencies were recognized in the consolidated and company statements of income.

Since the Company had foreign denominated debt while Thai baht depreciated at the end of the year, there were exchange rate losses. However, such losses were unrealized because the debt had not yet been serviced.

If there was an adoption of international accounting standards, such losses might not be recorded in the statement of income in a case that the Company had the foreign currency-linked revenue in the amount consistent with foreign currency denominated debt which would reduce the foreign exchange risk exposure. Instead, such losses might be recorded in the shareholders' equity.

Question: Mr. Prasert Kaewduangtian, a minor shareholder, stated that the Company was previously successful in maintaining a good statistic of consistent increase in dividend payment. What would be the dividend guidelines for 2009 since the earnings per share trended downward?

Answer: The Company was well aware that the shareholders wanted to have a consistent dividend payment. The Company would adhere to the policy to pay dividend at 40% of the consolidated net profit after tax or a consistent increase. However, such policy might change in light of major business expansion.

With regard to the Company's operating result, the Company would tighten the expenses control and would explore business opportunities in overseas markets which were currently not as well served as the Thai market was. The revenue from such project would replenish the revenue shortfall from the decline in revenue from REGCO and KEGCO.

Question: Mr. Veera Chaimanowong, a minor shareholder, asked that if the Audit Committee was confident in the accuracy of the financial statements, why the Company still engaged the external auditor.

Answer: Mr. Chaipat Sahasakul, Chairman of the Audit Committee, clarified that the Audit Committee was entrusted to safeguard the benefits of the shareholders. As such, the Audit Committee reviewed the Company's working systems which included the preparation of the financial statements. Meanwhile, the external auditor was engaged to assure that the financial statements presented fairly in all material aspects the financial position of the Company in accordance with generally accepted accounting principles. In addition, the Department of Business Development, the Ministry of Commerce, required that the Thai legal entity prepare the financial statements that were audited by the chartered auditor on an annual basis. Consequently, the Company had to engage the external auditor to audit the financial statements.

**Question:** Mr. Veera Chaimanowong, a minor shareholder, supported the Company's policy to present the annual report in CD ROM format instead of a printed version which would incur the cost saving. Since only a small number of shareholders were familiar with CD ROM, such CD ROMs would finally become trash. Consequently, the Company should post the annual report on the website while the annual report on CD ROM or printed version was available upon request.

**Answer:** The Chairman thanked the shareholder for the support and would take the recommendation for consideration whether such on-line disclosure was legally possible. The result would be later notified to the shareholders.

There being no other questions/recommendations, the Chairman concluded the resolution of the meeting.

**RESOLUTION:**

With the permission from the shareholders, the Company's Annual Report for year 2008 including the interim dividend payment from the first half year operation of 2008 and the Company's future plans were taken as read.

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

The Chairman delegated Mr. Chaipat Sahasakul, Chairman of the Audit Committee, to present the information in relation to the financial statements and information disclosure in 2008 to the shareholders.

Mr. Chaipat Sahasakul presented that the Audit Committee reviewed with the Management and the auditors from PwC the quarterly and annual financial statements. The Audit Committee also gave recommendations to them to ensure that the Company's financial reporting was consistently complete, accurate, reliable and covering all material information in compliance with the generally accepted accounting principles and relevant rules and regulations. The Statement of Directors' Responsibilities, Audit Committee's Report, Auditor's Report and Consolidated Financial Statements were presented on page 129-181 of the Company's Annual Report.

After that, the Chairman invited questions/ recommendations from shareholders of which the discussions were summarized below.

**Question:** Mr. Boonprasit Rojanapruek, a minor shareholder, asked the following questions:

1. The balance sheet as set out on page 130 of the Annual Report showed that there was a short term loan from financial institution of 3,500 million baht. Was such loan used to fund the acquisition of

Quezon Power? Why did the Company not secure the long term loan to match the revenue structure?

2. The balance sheet set out on page 131 of the Annual Report showed the reduction of the unrealized gains on investments in marketable securities- available-for-sale from 614.26 million baht in 2007 to 33.47 million baht in 2008. Why was that? Was such item the investment in Eastern Water Resources Development and Management Public Co., Ltd (“East Water”)?
3. The statement of income set out on page 132 showed that the Company suffered the share of loss exceeding interest in a joint venture for two consecutive years (249.71 million baht in 2007 and 93.53 million baht in 2008). Was such loss caused by the investment in Nam Theun 2 project?
4. The notes to the Consolidated and Company Financial Statements no. 19 “Debentures” on page 166 of the Annual Report stated that the weighted average effective interest rate exposure of the debentures was 12.24% per annum. Why did the Company not repurchase such debentures as the interest rate was very high?

Answer: The Management provided the clarifications as follows:

1. Such short term loan was for the acquisition of the shares in Quezon Power. Since such acquisition came with time constraint, the Company had to use the short term loan under a long term promissory note agreement with a local bank which was signed in April 2008. Such promissory note was of six month tenure and could be extended under the period of three years. The interest rate of such facility was very good as the loan was signed before the financial crisis. However, the Management would discuss with the lender to change the tenure of such facility from three years to seven years. The discussion would be concluded soon.
2. Such unrealized gain was from the investment in East Water which was booked on a mark-to-market basis. The decline in such gain was because of the drop in East Water’s share price.
3. Such share of loss was from the investment in Nam Theun 2 hydropower project.
4. Such debentures were KEGCO’s debentures. The weighted average effective interest rate exposure was high because they were issued in 1996 when there was an economic boom. The banks’ interest rate at that time was in the range of 15%-16% per annum. Investors did not want to sell such debentures due to the high return. Since the Company had to purchase such debentures in the secondary market which would need a lot of money, the Company decided not to implement the debenture repurchase program. To prevent such problem in the future, the Company might set a condition for the next debenture issuance that the Company could repurchase the debentures at the pre-determined prices.

Question: Mr. Boonruen Jangbua, a minor shareholder, questioned the inconsistency of the administrative expenses in 2007. The 2008 financial statements set out the comparison between the income statement of 2008 and 2007 on page 28 that the administrative expenses in 2007 was 1,037.80 million baht. Meanwhile the 2008 income statement on page 27 showed that the administrative expenses were 1,018.08 million baht. Was such change considered a significant change from the approved 2007 financial statements?

Answer:

- The Management reported that due to the introduction of the new financial statement format in 2008, the expenses were re-classified. The other financial expenses were moved from administrative expenses group to interest expenses under financial expenses group resulting in the change in the 2007 administration expenses. Such change was not considered significant.
- Mr. Suchart Luengsurawat, External Auditor from PwC, clarified that due to the adoption of new accounting standards, the Company regrouped the items in the financial statements of 2007 for the benefit of comparing with 2008's. There was no change in the amount of each item. The auditor had reviewed the information in the financial statements before providing the auditors' opinion.

Question: Mr. Jiraphunt Buaboocha, a minor shareholder, asked the following questions:

1. The Management Discussion and Analysis on page 17 of the Financial Report disclosed the impairment recognition of Conal Holdings ("Conal") amounting to 48 million baht. Was what the cause of such impairment? Did the new Thai accounting standard on Impairment of Asset, which would be effective in 2009, have any effect on the Company and the Group companies?
2. The 2008 statements of cash flows set out on page 31 of the Financial Report showed that the amount of consolidated cash in hand and deposits at financial institutions increased by 3,422 million baht from 1,011million baht in 2007 to 4,433million baht in 2008 On the contrary, the cash in hand of the Company decreased by 85 million baht. The Company should therefore explain which company was the main contributor for the cash increase and when such increase occurred.
3. Item 17 of the Notes to the consolidated and company financial statements on page 164 of the Annual Report stated that the Company entered into a long-term promissory note agreement with a local bank to obtain a credit facility of 4,000 million baht of which 3,500 million baht had been drawn. The interest rate of such facility was equal to 3-month THBFIX rate plus a certain margin per annual. The Company

committed to pay a commitment fee at 0.25% per annum for the credit facility portion that was not drawn or cancelled. Please therefore clarify what was the overall charge (interest rate plus the commitment fee) for this loan?

4. The Statements of Income set out on page 27 of the Financial Report showed the decrease in sales and service income by 620 million baht from 10,939.39 million baht to 10,319.66 million baht while the costs of sales and services increase by 179 million baht from 5,710.73 million baht to 5,889.52 million baht. Was the increase in EGCO Cogeneration Co., Ltd (“EGCO Cogen”)’s cost of sale by 152 million baht as stated in the Management Discussion and Analysis on page 14 the main driver? Why was there an increase in EGCO Cogen’s cost of sale and maintenance cost?
5. The Statements of Income set out on page 132 of the Annual Report showed the total administrative expenses of 622.08 million baht. Since there was no breakdown of such expenses, it was difficult to appraise such expenses. The Company should therefore provide the actual expenses of the public relations, corporate social responsibility (“CSR”) taxable and non-taxable entertainment allowances along with the Board of Directors’ travelling expenses.

Answer:

The Management provided the following clarifications.

1. The impairment was caused by Conal which had ownership in the power plants in the Mindanao of the Republic of Philippines. Based on the accounting principle, the investment in joint venture would be recorded on the equity basis of which the price was based on the discounted cash flow. Since Conal had consistently paid out dividends to shareholders, its present value based on the discounted cash flow become lower than the initial purchase price. Based on the accounting principle, impairment loss would be recognized if the carrying amount of such assets recorded under the equity method was lower than the recoverable amounts. As a matter of fact, Conal was a good asset. The impairment loss was only the accounting figure.

The adoption of the accounting standard on Impairment of Asset should have no impact on the Company or the Group companies because the assets were of quality and could generate cash which met or exceeded the projections.

2. The increase in cash in hand and deposits at the financial institutions of 3,422 million baht was because of the error in including the short term investment-maturities within three months of 4,116 million baht in the cash in hand and deposit at the financial institutions. However, the ending balance of the 2008 net increase in cash and cash equivalent of 4,978 million baht was accurate. The increase in consolidated cash and cash equivalent of 1,228 million baht was



because of the dividend incomes from joint ventures.

With regard to the cash management, the Company set the policy that the subsidiaries declared the dividend payment on a quarterly basis. The Company would manage cash in accordance with the Treasury Management Guidelines with the objective to maintain the liquidity and prepare adequate fund for expenditure budget taking into account the minimum financial cost. The management of cash in excess of the expenditure budget would be based on optimal benefits with acceptable risks.

3. The Company could not disclose the overall charge of a credit facility of 4,000 million baht because the margin per annual was considered confidential information of the lender. However, the Company confirmed that the charge was very reasonable.
4. The reason for the decrease in sales and services income was because of the drop in tariff rate of KEGCO. The increase in cost of sales and services was because of the high natural gas price in the middle of 2008 including the planned maintenance shutdown of EGCO Cogeneration Co., Ltd.
5. The breakdown of the advertising, CSR and entertainment expenses were as shown below.

Expenses	2008 (million baht)	2007 (million baht)
Advertisement	46	82
CSR (public donation)	3.5	8
Entertainment	3	3

Since there was no separate accounting code for the Board of Directors' travelling expenses, the Company could not disclose such figure.

Question: Mr. Somsak Sakdiburanapongsa, a minor shareholder, questioned the consistency of the foreign exchange rate loss. This was because the Statement of Incomes set out on page 27 of the Financial Report showed the exchange rate loss of 25.37 million baht. Meanwhile, the Company stated in the Management Discussion and Analysis on page 9 that the exchange rate loss was 564 million baht.

Answer: The Management clarified that EGCO currently adopted the accounting standards which differently treated the investment in subsidiaries and interest in joint ventures.

For the subsidiary, income and expenses would be combined to EGCO on a line-by-line basis of which the consolidated exchange rate loss was 25.37 million baht. For the joint ventures, only the share of profit and loss for each of the joint venture was shown in the consolidated Statement of Income while the exchange rate loss was not.

For clarity and transparency, the Company disclosed both the losses on foreign exchange rate of EGCO, subsidiaries and joint ventures in the Management Discussion and Analysis report which resulted in the aggregate exchange rate loss of 564 million baht.

There being no other questions/recommendations, the Chairman put to shareholders the voting to approve the Company's audited balance sheet and the income statement as at December 31, 2008 which was reviewed by the Audit Committee as shown in the Annual Report distributed to the shareholders with the notice to the meeting. The resolution required the majority of votes of shareholders present and voting.

**RESOLUTION:**

Having considered the matter, the shareholders with the majority of votes approved the balance sheet and the income statement as at December 31, 2008 as proposed by the Chairman with details as shown below.

<u>Voting result</u>	<u>No. of votes</u>	<u>%</u>
For	394,905,255	95.664
Against	1,610	0.000
Abstention	17,898,411	4.336
Total voting shares	412,805,276	100.000

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

The Chairman reported to the shareholders that the Company posted the 2008 net profit of 6,927 million baht or 13.16 baht per share. Including the retained earnings brought forward of 23,671 million baht, the total retained earnings amounted to 30,598 million baht. In the absence of unforeseen circumstances, the Company had 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 might change in the light of investment opportunities that became available to the Company or as a

result of other economic or financial factors or when a dividend payment might have a significant impact on the normal operation of the Company. It should be noted that the Company's reserve fund had reached the amount of 530 million baht which was 10% of the registered capital.

With a view that the Company posted positive result and had adequate cash to pay dividend and to meet the committed investment plan, it was 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 consolidated net profit, higher than 2007 payment which accounted for 30% of the consolidated net profit.

Since the Board of Directors approved the interim dividend of 2.50 baht per share totaling 1,316 million baht from the first half-year operation of 2008 on September 11, 2008, another 2.50 baht per share or 1,316 million baht in total would be paid as final dividend on May 6, 2009. The comparison of the dividend payment between 2008 and 2007 was illustrated in the notice to this meeting.

The Chairman invited questions and recommendations from the shareholders. There being no questions/recommendations, the Chairman called for the poll to approve the appropriation of net profit and the payment of final dividend from the second half-year operation of 2008 as detailed above. The resolution required the majority of votes of shareholders present and voting.

**RESOLUTION:**

Having considered the matter, the shareholders with the majority of votes approved the appropriation of the 2008 net profit and final dividend payment from the second half-year operation of 2008 at 2.50 baht per share or 1,316 million baht in total with the payment date on May 6, 2009 as proposed by the Chairman. The voting details were as shown below.

<u>Voting result</u>	<u>No. of votes</u>	<u>%</u>
For	395,206,065	95.737
Against	0	0.000
Abstention	17,599,211	4.263
Total voting shares	412,805,276	100.000

**Item 5            To Consider Auditor Appointment and to Determine Audit Fee**

The Chairman delegated Mr. Chaipat Sahasakul, Chairman of the Audit Committee, to present the information on auditor selection to the shareholders.

Mr. Chaipat Sahasakul reported to the shareholders that the Company put priorities on the independence of the auditor. In this regard, the Audit Committee set the policy to change the statutory auditor of the Company at every five years whereby the auditors from the same office could be appointed. This policy was in consistent with the recommendation of the SEC. The last bid for Auditor appointment was done in 2003 which was five years ago. To comply with the Company's policy and to take the shareholder's recommendation to call the bid for auditor appointment every year, the Company opened the bid and compared auditing fees from three leading auditing offices, taking into account qualifications, reputation and proposed auditing fees.

It was proposed that the auditors from PwC should be appointed the auditors of the Group companies for year 2009 due to its experiences in auditing companies in power business and better scope of services than other bidders. Besides, the quoted audit fee for 2009 of 1,180,000 baht was lower than the rate quoted by other offices, and was down by 1,186,000 baht or 50.1% from last year's due to the decrease in work load and was in line with the norm of peer companies. To ensure uniform accounting standards, PwC auditors were also appointed the auditor of 8 subsidiaries namely REGCO, KEGCO, ESCO, EGCOM Tara Company Limited, Agro Energy Company Limited, EGCO Green Energy Company Limited, Roi Et Green Company Limited and EGCO Cogeneration Company Limited.

It should be noted that PwC and the proposed auditors did not have any interest or relationship with the Company, its subsidiaries, the Management, major shareholders, or other related parties in a way that would 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 was insignificant and should not affect their independent judgment in reviewing the financial statements.

The Board of Directors, with the recommendation of the Audit Committee, then proposed the appointment of PwC's Certified Public Accountants, namely 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 would be responsible for the auditors' traveling expenses in the countries where the Company invested as deemed appropriate.

The shareholders should entrust the Board of Directors to appoint alternate certified public accountant from PwC in case of absence of the three auditors as stated above. In addition, the Board of Directors should be entrusted to consider and approve the review fee of the financial statements of subsidiary, associated and joint venture companies which were established or acquired during the year including the transfer of the remaining audit fees of REGCO to the Company in case of successful business transfer to the Company in year 2009.

After that, the Chairman invited questions/recommendations from the shareholders of which the discussions were summarized below.

Question: Mr. Boonruen Jangbua, a minor shareholder, requested the clarification on the following.

1. Why did the Company propose to the shareholders to approve the out of pocket expenses for audit in Thailand of not exceeding 89,600 baht when it was not proposed by the Auditor? Would such expenses be paid to the Auditor or PwC?
2. What were the details of the non-audit fees shown on page 182 of the Annual Report? Would such fee be paid to the Auditor or PwC?
3. Why was the 2008 audit fee (2,166,167 baht) shown on page 182 of the Annual Report lower than the approved audit fee for 2007 of 2,366,000 baht?

Answer: The Management provided the clarification as follows:

1. The out of pocket expenses of 89,600 baht was quoted by PwC for other actual expenses on audit work in Thailand. Such fee would be paid to PwC and not the Auditor.
2. The non-audit fee as stated above was the fee paid to PwC and its affiliates for other services apart from the auditing work. Examples were the engagement of PwC for the review of development cost of projects in Laos PDR and the engagement of PricewaterhouseCoopers Legal & Tax Consultants Ltd. as the AGM inspectors to review the shareholders' document checking process, the quorum, and the voting procedure. The Management had reported to the Audit Committee that such engagement did not involve the conflict of interest or the review of its own work which would influence the independent judgment of the Auditor.
3. The actual 2008 audit fee was lower than the approved audit fee thanks to the reduction of work scope as the Company divested its holding in EGCO JD.

There being no other questions/recommendations, the Chairman proposed the poll to approve the appointment of the Company's statutory auditors and the audit fee. The approval of this item required the majority of votes of shareholders present and voting.

**RESOLUTION:**

Having considered the matter, the shareholders resolved with majority of votes the appointment of the auditors, namely Ms. Nangnoi Charoenthaveesub, Certified Public Accountant (Thailand) No. 3044, Mr. Prasan Chuaphanich, Certified Public Accountant (Thailand) No. 3051, and Mr. Somchai Jinnovart, Certified Public Accountant (Thailand) No. 3271 of PwC, anyone being authorized to conduct the audit and express an opinion on the annual financial statements of the Company. The audit fee was approved at not exceeding 1,180,000 baht plus the out-of-pocket expenses for audit in Thailand at not exceeding 89,600 baht. The Company would also be responsible for the auditors' traveling expenses in the countries where the Company invested as deemed appropriate.

The shareholders also authorized the Board of Directors to consider and approve the alternate certified public auditors of PwC in case of the absence of the above auditors and to approve the additional quarterly review fees of any subsidiaries, associate or joint venture companies, to be incorporated during the year from business expansion including the transfer of the remaining audit fees of REGCO to the Company in case of successful business transfer to the Company in year 2009, as proposed by the Board. Details of voting result were as shown below.

<u>Voting result</u>	<u>No. of votes</u>	<u>%</u>
For	394,803,505	95.639
Against	402,560	0.098
Abstention	17,599,211	4.263
Total voting shares	412,803,276	100.000

**Item 6      **To Consider and Elect Directors to Replace Retired Directors****

The Chairman reported to the shareholders that article 17 of the Company's Articles of Association stipulated that one-third or the nearest number to one-third of the directors would retire by rotation at the Shareholders' AGM. Upon this meeting, the following five directors would retire by rotation.

- |                           |                                                                                      |
|---------------------------|--------------------------------------------------------------------------------------|
| 1. Mr. Pornchai Rujiprapa | Chairman and Executive Committee Chairman                                            |
| 2. Mr. Wisudhi Srisuphan  | Director and Nomination and Remuneration Committee Member                            |
| 3. Mr. Aswin Kongsiri     | Independent Director, Vice Chairman and Nomination and Remuneration Committee Member |

- |                            |                                                  |
|----------------------------|--------------------------------------------------|
| 4. Mr. Thanapich Mulapruek | Independent Director, and Audit Committee Member |
| 5. Ms. Wattanee Phanachet  | Independent Director, and Audit Committee Member |

For transparency and for shareholders' convenience to freely discuss the director election, all the retired directors voluntarily excused from the meeting. Since both the Chairman and the Vice Chairman retired by rotation, the Chairman delegated Mr. Somboon Arayasakul, member of the Nomination and Remuneration Committee, to provide information to the shareholders.

Mr. Somboon Arayasakul, member of the Nomination and Remuneration Committee, presented to the meeting that the Company had posted on the Company's website to welcome the shareholders' recommendations on director nominees but no recommendation was made. The Board of Directors excluding directors who were considered having the conflict of interest in this election had considered the appropriate director mix that would optimize the benefit of the Company taking into account the knowledge, expertise and the past performance of the directors, and proposed the following.

1. That the four retired directors, namely Mr. Pornchai Rujiprapa, Mr. Wisudhi Srisuphan, Mr. Aswin Kongsiri and Mr. Thanapich Mulapruek should be re-elected for another term as they had shown their business proficiency with proven time devotion for the Company's governance and distinguished appraisal result. Their re-election would ensure the continuity in the governance of the Company; and
2. That Police Lieutenant General Pijarn Jittirat should be elected a new director to succeed Mrs. Wattanee Phanachet who would be 72 years old in 2009.

Mr. Aswin Kongsiri, Mr. Thanapich Mulapruek and Police Lieutenant General Pijarn Jittirat were qualified as independent directors based on the Company's definition. The resume of all the proposed candidates were shown on Attachment # 5 of the notice to the meeting.

After that, Mr. Somboon Arayasakul, member of the Nomination and Remuneration Committee, invited discussion on each director nominee of which the summary was as shown below.

Question: Mr. Jiraphunt Buaboocha, a minor shareholder, stated that the Company proposed an election of a new director to replace an independent director who was also an Audit Committee member. He then asked what the criteria to consider the qualifications of a new director were and who recommended a new director?

Since the Company stated in the notice to the AGM that a new director candidate was a qualified person and his election would provide the utmost benefit to the Company, there should be a clear explanation why such selection would provide the utmost benefit to the Company.

Answer: Mr. Somboon Arayasakul, member of the Nomination and Remuneration Committee, clarified that since the minor shareholders did not recommend any nominee, the Board considered the slate of nominees from the Company's database. Such consideration took into account the experience and expertise that would strengthen the Company's governance. The Board endorsed the nomination of Police Lieutenant General Pijarn Jittirat due to his expertise in state agency management and his qualifications that met the Company's definition of independent directors. Given that the development of domestic projects needed the understanding and acceptance of the communities, Police Lieutenant General Pijarn Jittirat's expertise especially in government relations and community relations would be beneficial to the Company.

Question: Mr. Jiraphunt Buaboocha, a minor shareholder, asked the following questions.

1. The Good Corporate Governance Report on page 76 of the annual report stated that the composition of the Board which comprised directors with the background in engineering, economics and finance, laws and political science, and accounting at the ratio of 50, 33, 13 and 7 was appropriate. Would there be any change in such composition if all the nominees were elected?
2. Based on the information that the Company's total headcounts were 121 while the number of directors was 15, directors would account for 12.4% of the Company's headcounts. The ratio of directors/employees was 1:8. Would there be any negative impact on the Company if the number of director reduced by one?

Answer: Mr. Somboon Arayasakul, member of the Nomination and Remuneration Committee, and the Management provided the clarifications as follows:

1. If all nominees were re-elected, the Board of Directors would comprise directors with the background in engineering, economics and finance, laws and political science at similar ratio as the previous one which was also considered appropriate for the Company's governance. It should also be noted that of all the 15 directors, four were foreigner which would help lift up the Company's business practices to the international level.



2. With the duty to govern the Company at the policy level to safeguard the benefits of the shareholders and the stakeholders, the Board should comprise experts with appropriate mix of occupations and experiences that would be beneficial to the Company's business. The Board viewed that the number of directors and the composition of the Board was appropriate to govern the Company with the net asset of 58,330.18 million baht.

With a view that there was no further question, Mr. Somboon Arayasakul, member of the Nomination and Remuneration Committee, invited the retiring directors to the meeting. After that, Mr. Veera Chaimanowong, a minor shareholder, stated that since the voting for director election was on an individual basis, the proposal should be itemized for each director nominee. He also showed his admirations for shareholders who posed the questions for each agenda item and stated that if the Company's process was transparent, it could answer even detailed questions. Mr. Veera also recommended that the selection of director nominee should be based on the governance efficiency.

In this regard, the Chairman clarified that there was no definite rule whether the proposal should be itemized. The Company would take the proposal of the shareholder on the director election and the selection criteria for consideration.

There being no other questions/recommendations, the Chairman put to shareholders the voting on director election on individual basis. The resolution required the four-fifth majority of votes of shareholders present and voting.

Mr. Suchart Lakananurangsee, representative from the Thai Investors Association, proposed that the Company should collate all the ballots for this item as it was the criteria for AGM rating. The Chairman then requested the officers to collect all ballots as it was in line with the announced voting procedure.

**RESOLUTION:**

Having considered the matter, the shareholders resolved to re-elect Mr. Pornchai Rujiprapa, Mr. Wisudhi Srisuphan, Mr. Aswin Kongsiri and Mr. Thanapich Mulapruek to be the Company's directors for another term and elected Police Lieutenant General Pijarn Jittirat as the Company's new independent director to replace Ms. Wattanee Phannachet. The number of the votes in favor for each director exceeded four-fifth of the total shares present and voting. The voting shares for each director were as follows.

Directors	For (%)	Against (%)	Abstention (%)	Total (%)
1. Mr. Pornchai Rujiprapa, director	394,684,505 (95.610)	499,600 (0.121)	17,621,171 (4.269)	412,805,276 (100.000)
2 Mr. Wisudhi Srisuphan, director	395,112,005 (95.714)	31,100 (0.008)	17,662,171 (4.279))	412,805,276 (100.000)
3.Mr. Aswin Kongsiri independent director	394,505,095 (95.567)	638,610 (0.155)	17,661,571 (4.278)	412,805,276 (100.000)
4.Mr.Thanapich Mulapruek independent director	395,099,505 (95.711)	43,600 (0.011)	17,662,171 (4.279)	412,805,276 (100.000)
5.Police Lieutenant General Pijarn Jittirat independent director	394,967,905 (95.679)	167,100 (0.040)	17,670,271 (4.281)	412,805,276 (100.000)

**Item 7 To Consider and Determine Directors' Remuneration**

The Chairman informed that taking into account the operating result of the Company, the authority of the Board of Directors and the comparison with the market norms as well as incentive to attract and retain qualified directors, the Board of Directors with the recommendation of the Nomination and Remuneration Committee proposed to the shareholders to consider the directors' remuneration comprising the director fee and the bonus as follows:

1. To maintain the director fee at the exiting rate which includes the monthly retainer fee of 30,000 baht and the meeting allowance of 10,000 baht. The Chairman and the Vice Chairman of the Board would receive 25% and 10% additional remuneration both in retainer fee and meeting allowance. Any absent directors should not receive the meeting allowance. This was the principle approved by the shareholders since 2003.
2. To allocate the 2008 director bonus of 17.5 million baht, accountable for 0.25% of the net profit. The director bonus was taken into account the outstanding performance of the Board which resulted in the capacity growth of 458.5 MW, the increase in the net profit before the foreign exchange impact of by 99 million baht or 1.34% compared to the last year, and the awards and recognition in terms of good governance. Since the Company realized the decrease in the net profit after the foreign exchange impact due to the depreciation of Thai bath, the director bonus amount was 2.5 million baht lower than the approved 2007 bonus of 20 million baht.

3. To maintain the remuneration of the Board's Committees being Executive Committee, Audit Committee Nomination and Remuneration Committee and Corporate Social Responsibility Committee at the existing rate as follows.

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 would be remunerated the retainer fee of 100,000 baht per year.			

The duties and scope of works of each Board's committees were shown in Attachment # 13. Shareholders should also authorize the Board to approve remuneration for committees which were established or changed during the year to be in line with their duties and responsibilities.

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

The Chairman invited questions/recommendations from shareholders of which the summary was as shown below:

Question: Mr. Jiraphunt Buaboocha, a minor shareholder, asked whether the directors were entitled to any other remuneration apart from what had been approved by the shareholders.

Answer: The Chairman informed that the directors would be paid the cash from the Company in accordance with the approval by the shareholders.

There being no other questions/recommendations, the Chairman proposed to the shareholders to consider and cast votes on directors' remuneration. The resolution required the majority of votes of shareholders present and voting.

**RESOLUTION:**

Having considered the matter, the shareholders approved with majority of votes the monthly retainer fee and the meeting allowance for 2009, the bonus for 2008 and the remuneration for Board committees as proposed by the Chairman. Details of voting result were as shown below.

<u>Voting result</u>	<u>No. of votes</u>	<u>%</u>
For	391,138,155	94.751
Against	4,043,900	0.980
Abstention	17,623,221	4.269
Total voting shares	412,805,276	100.000

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

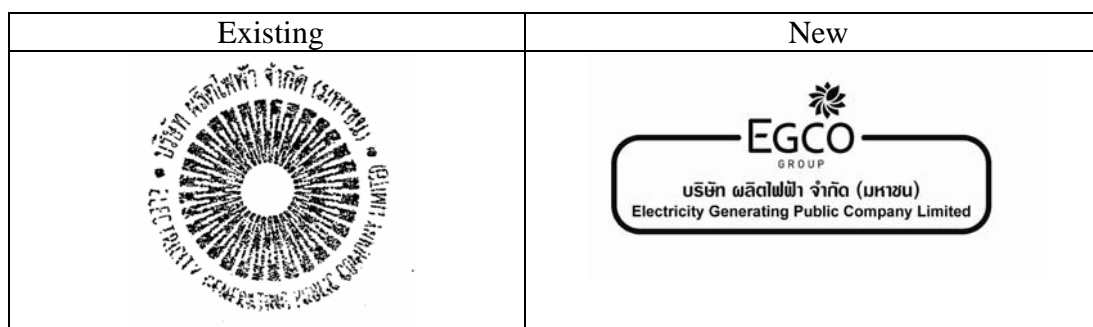
The Chairman informed that the Company implemented the rebranding program to enhance the corporate image and to increase the brand awareness via media advertising and new corporate logo. In 2008, a shareholder asked whether the Company would use the new logo as the company's seal. As such, the company's seal under article 43 of Articles of Association should be amended to replace the existing seal with the new logo.

The Chairman invited questions/recommendations from shareholders. Mr. Boonruen Jangbua, a minor shareholder, provide the information that the existing corporate seal which was designed by Mr. Chawan Funchian, EGAT employee, was in use since the Company's inauguration. The symbol on the seal showed 32 candles to represent 32 candlepower.

There being no other questions/recommendations, the Chairman proposed to the shareholders to consider and cast votes on the amendment to Article 43 of the Articles of Association regarding the Company's seal. The resolution required the four-fifth majority of votes of shareholders present and voting.

**RESOLUTION:**

Having considered the matter, the shareholders approved with the number of the votes in favor exceeding four-fifths the amendment to Article 43 of the Articles of Association regarding the Company's seal, as proposed by the Chairman.



Details of voting result were as shown below.

<u>Voting result</u>	<u>No. of votes</u>	<u>%</u>
For	395,182,355	95.731
Against	1,610	0.000
Abstention	17,621,311	4.269
Total voting shares	412,805,276	100.000

### **Agenda 9 To Consider Other Matters**

The Chairman asked whether the shareholders had any other matters to propose to the shareholders. There being no other businesses, the Chairman invited questions/recommendations on general issues from the shareholders. The summary of the discussion was as shown below.

**Question:** Mr. Boonruen Jangbua, a minor shareholder, asked about the acquisition of Quezon Power which was notified to the SET on March 31, 2009. He would like to know the amount of such transaction in Thai baht and the difference between this transaction and the BLCP transaction in accordance with the regulation on the acquisition and disposal of assets.

**Answer:** The Management informed that it could not disclose the transaction value of Quezon Power due to the confidentiality agreement with the seller. However, shareholders could calculate the transaction value which was 8.45 % of the consolidated asset of the Company at year-end.

Although the transaction value was lower than 15% which did not require any disclosure to the SET, the disclosure was made to follow the SET's regulation on Rules, Conditions and Procedures Governing the Disclosure of Information or any Act of a Listed Company as the Company's interest in Quezon Power was higher than 10% or more of the paid up capital of the joint venture company.

The acquisition of shares in BLCP was a connected transaction under the asset/service type of which the transaction value was 32.27% of the consolidated net tangible asset as stated in the audited financial statement as at June 30, 2006. As such, it triggered the requirement to seek shareholders' approval with the four-fifth majority of vote of shareholders present and voting excluding the shareholders with conflict of interest.

Question: Mr. Supot Prasoptam, a minor shareholder, recommended that the Company should provide information on net profit change including the explanation in the notice to the meeting for shareholders' information.

Answer: The Chairman thanked the shareholder and would take the recommendation into account when preparing the notice to the meeting.

Question: Mr. Suchart Lakananurangsee, representative from the Thai Investors Association asked the following questions.

1. What was the Company's plan to cope with the current economic situation and how to maintain financial liquidity?
2. The Company stated that it would focus more on overseas project. What were the plan and the progress of such plan?

Answer: The Chairman provided the following clarification.

1. The decrease in power demand due to the economic downturn had no significant impact on the Company's operating assets as they all had the long term PPAs in place. However, there might be an impact on projects in development and on the general outlook for near-term growth. At the same time, there were new growth opportunities in other markets in the region which were currently not as well served as the Thai market was. As a result, the Company would explore such growth opportunity with the focus on operating assets to realize immediate income. In addition, the Company would encourage the use of shared services, resources, system and information including the financial and tax restructure for cost reduction, efficiency and competitiveness enhancement. With regard to financial liquidity, the Company would maintain adequate cash in hand and take careful steps for new investment. The Company would also study the fund raising alternatives with good condition and appropriate cost which included the refinancing of the existing debt.
2. The Company's policy was to selectively invest in power businesses in the ASEAN region that were accretive to the Company and provided portfolio diversity and long-term growth/expansion prospects. The Company believed that it was competitive due to the business expertise and the financial strengths.

Question: Mr. Boonprasit Rojanapruek, a minor shareholder, asked about the Company's policy for the investment in SPP projects.

Answer: The Chairman clarified that the government had a policy for EGAT to purchase power from SPP projects as one of the economic stimulus package. As such, the Company explored the opportunities to invest in the SPP projects along with the alternative power projects such as Lad Krabang Project, wind power project and solar project, etc.

Question: Mr. Veera Chaimanowong, a minor shareholder, showed his admiration for the Company's transparency under the Board's governance. However, there was a tendency that the revenue trended downward. The revenue from the renewable energy might not be sufficient to fill the gap and the overseas projects might incur a higher risk than the domestic projects. What was the Company's plan for growth in the next five years and what would be the guideline on the Company's performance.

Answer: The Chairman informed the shareholders of the investment strategy as follows:

- To prepare for the renewal of the expiring PPA. The Company was confident that the PPA renewal for the two power plants would be beneficial to the country as it should be the least cost option and would help save new investment and import of new investment. The Company had already begun significant amounts of evaluation works and had opened discussion on these potential projects with the relevant authorities. If the proposal for PPA renewal was declined, there was a high possibility that the Company would participate in the next round IPP with the advantage of site locations and existing facilities that would reduce new investment cost with creating the competitiveness.
- To identify investment opportunities in the region which are currently not as well served as the Thai market was. The Company would conduct thorough study and would continue to focus on the core businesses where the Company believed it had sufficient strengths to and which would provide good return with acceptable risks such as Quezon Power in the Philippines.
- To study the opportunity to invest in renewable energy projects and to use the appropriate technology to ensure that the project was commercially viable.

With regard to the revenue stream, there were a number of new projects in the portfolio that have significant revenue generation capacity which were at an early state of operation and had significant lives left to run. In addition, the Company was actively pursuing alternatives in other promising high-potential projects which should be concluded within 2009.

The shareholders should be confident in the Company's investment plan. The Board of Directors would do its best to make sure that the Company would continue to grow during the next five years.

There being no other questions/recommendations, the President informed that the shareholders, investors and analysts were welcome for a site visit to Kaeng Khoi II Power Plant in Saraburi province, on June 3, 2009. Interested shareholders could contact the Investor Relations booth in front of the meeting room or visit the Company's web page at [www.egco.com](http://www.egco.com).

There were no other matters raised for consideration, the Chairman then closed the meeting and thanked all shareholders for attending the meeting and providing beneficial recommendations to the Company.

The meeting adjourned at 5.00 p.m.

After the Chairman declared the meeting open, the shareholders still registered to attend the meeting resulting in the increasing numbers of shareholders and proxies to four hundred and fifty-six (456) and six hundred and eighty-one (681) shareholders attended the meeting in person and by proxy, respectively, or 1,137 in total holding 412,805,276 shares or 78.411% of the total outstanding shares.

Signed \_\_\_\_\_Chairman

(Mr. Pornchai Rujiprapa)

Note: An English version of the Minutes of Shareholders' Annual General Meeting No. 1/2009 had been translated from the Thai version. In the event of a conflict or a difference in interpretation between the two languages, the Thai version shall prevail.