

**CONDITIONS AND PROCEDURES FOR REGISTRATION, PROXY AND VOTING**

The barcode system is utilized in the registration process for the right to attend the Shareholders' Annual General Meeting no. 1/2011 of Electricity Generating Public Company Limited ("The Company"). Each shareholder's barcode is printed on the "**Registration Form for the Shareholders' Annual General Meeting**" (Attachment no. 8 to the notice of the meeting). Shareholders who attend the meeting in person and the proxies are hereby **requested to bring the registration form for convenient registration.**

The registration desk will be open prior to the commencement of the meeting starting from 12.00 noon on April 21, 2011 in front of the Convention Hall, Rama Gardens Hotel, 9/9, Vibhavadi Rangsit Road, Tungsonghong, Laksi, Bangkok. Please refer to the map as attached.

**I. Conditions and Procedures for the registration of the shareholders attending the Meeting**

1.1 Natural Person

Each Thai or foreign individual shareholder or the Proxy attending the Meeting is required to identify himself/herself by submitting either one of the following identification:

- Official identity card issued by the Government agencies or State Enterprises; or
- Passport; or
- Other kind of the photo identity card issued by the Government or State agency

1.2 Legal Entity

Authorized director of Thai or foreign legal entity attending the Meeting is required to show his/her identity card (in accordance with paragraph 1.1) together with the original or a certified copy of the company affidavit or other identification of its legal entity status issued not more than 3 months prior to the Meeting date by the Registrar Office.

**II Conditions and Procedure for Proxy**

2.1 In case the Proxy has been appointed by an individual shareholder residing within the Kingdom of Thailand, the following documents shall be submitted by such Proxy:

- 2.1.1 Filled proxy form (in accordance with the form attached to this Notice); and
- 2.1.2 Certified copy of the shareholders' identity card (as stipulated in paragraph 1.1).

2.2 In case the Proxy has been appointed by an individual shareholder residing outside the Kingdom of Thailand, the following documents shall be submitted by such Proxy:

- 2.2.1 Filled proxy form (in accordance with the form attached to this Notice); and
- 2.2.2 Certified copy of the shareholders' identity card (as stipulated in paragraph 1.1); and
- 2.2.3 Signatures of shareholders appeared in the documents mentioned in 2.2.1 and 2.2.2 have to be certified by the Thai Consulate, or the notary public, or other competent person legally authorized by local laws of such country.

- 2.3 In case the Proxy has been appointed by Thai legal entity, the following documents shall be submitted by such Proxy:
- 2.3.1 Filled proxy form (in accordance with the form attached with the Notice); and
  - 2.3.2 Company affidavit issued not more than 3 months prior to the Meeting date by the Registrar Office, the Ministry of Commerce, Thailand.; and
  - 2.3.3 Certified copy of identity card (as stipulated in paragraph 1.1) of the authorized director (s) whose signature appear(s) in such proxy.
- 2.4 In case that the Proxy has been appointed by foreign legal entity, the following documents shall be submitted by such Proxy:
- 2.4.1 Filled proxy form (in accordance with the form attached with the Notice); and
  - 2.4.2 Original, or the certified copy of the company affidavit, or other certified documents of incorporation together with the list of the authorized director(s) of such foreign legal entity; and
  - 2.4.3 Certified copy of identity card (as stipulated in 1.1) of the authorized director(s), being consistent with the list provided under 2.4.2, whose signature(s) appear(s) in such proxy.
  - 2.4.4 Documents mentioned from 2.4.1 to 2.4.3 must be certified by the Thai Consulate, or the notary public, or other competent person legally authorized by local laws of such country.
- 2.5 The appointment of Proxy by any Form of Proxy (attached herewith) shall strictly conform to the terms and conditions stipulated in such particular Form of Proxy.
- 2.6 The authorized director, or the Proxy especially from foreign shareholders are hereby requested to kindly show up at the registration desk as earliest as possible in order that the Company shall be able to timely verify the completeness of the required documents.
- 2.7 The attendant changes his/her title, name, surname has to present the document certifying such change at the registration desk.
- 2.8 The Company reserves the right to allow only the attendant whose documents are complete and accurate to attend the meeting.

### III. Proxy

The Company provides the following three proxy forms as prescribed by the Department of Business Development, Ministry of Commerce.

- Proxy Form A is a general and simple form.
- Proxy Form B specifies voting guidelines for the proxy.
- Proxy Form C is used only in case of foreign shareholders who appoint the Custodian in Thailand to be in charge of his/her shares.

Shareholders who cannot attend the Meeting may appoint a person as their proxy by taking the following steps.

- (1) **Complete only one of the above proxy forms** The foreign shareholder who appoints the Custodian in Thailand to be in charge of his/her shares may use any Proxy Form A or B or C. And other shareholders may use either Proxy Form A or B.
- (2) Authorize a person to attend and vote at the meeting on his/her behalf by specifying the name with details of such person or authorize an independent director of the Company by ticking the box in front of the name of such independent director on the proxy form.
- (3) Affix crossed out 20 baht revenue stamp on the proxy form. For the convenience of attendants, the Company will facilitate in affixing the stamp duty the registration to attend the meeting.
- (4) Return the completed proxy form to the Company's Corporate Secretary before the meeting date or present it at the document examination desk before the meeting commences.

The voting right has to be assigned to only one Proxy, therefore, this voting right cannot be split and separately assigned to more than one Proxy.

Shareholders may apply any other types of proxy form as convenient apart from the forms proposed above by the Company.

#### **IV. Voting Conditions**

In each agenda, each shareholder shall have the voting rights equal to the number of shares held (one share one vote). The voting procedures for the shareholders and the shareholders' proxies shall be as follows:

1. **Present Shareholders:** Shareholders are requested to show their hands if wanting to vote against or abstain their votes for each polling. If there is no show of hands, it will be resolved that the shareholders are in favor of the proposal.
2. **Proxies:** The voting procedure is as follows.
  - **Proxy Form A** The shareholders delegate the proxies to exercise their votes in the same manner as the present shareholders.
  - **Proxy Form B** If the shareholders choose to fix their votes in advance, the Company will collate and record such votes at the time of the meeting registration. If the shareholders delegate the proxies to vote at their discretion or the vote is not clear, the proxies are required to cast their votes in the same manner as the present shareholders.
  - **Proxy Form C** The voting procedure is the same as the holders of Proxy Form B. That is, if the shareholders had fixed their vote in advance, the proxies do not have to vote in the meeting room.

The voting cards are used for polling. With regard to the directors' election, the voting cards for all nominees will be collected at the same time to speed up the process although the voting on the each director nominee will be done on a one by one basis. For other agenda, the voting cards with the vote against or abstention will be collected when the Chairman asks for the polling. The remaining would be collected at the end of the meeting for review to ensure transparency and correctness of the voting counting process.