

**Documents Required for Attending the Shareholders' Meeting,
Proxy, Registration and Voting**

The barcode system is utilized in the registration to attend the 2019 Shareholders' Annual General Meeting of the Ratchaburi Electricity Generating Holding Public Company Limited ("The Company") will proceed with barcode system and each shareholder's barcode is printed on the **"Registration Form for the AGM Meeting"** (Enclosure No.3 attached to the Notice of the Meeting). The attendants both shareholders in person and the proxies are hereby requested to bring such the registration form for their convenience. (Please present this form at the registration desk)

A. Documents Required for Attending the Shareholders' Meeting

Each attendant shall present and submit the following documents to the registration officials as the case may be before attending the Meeting.

1. For the shareholder in person

1.1 The natural person shareholder (Thai or foreign nationality)

The shareholder shall present his/her identification such as a citizen identification card, a government officer identification card, a state enterprise officer identification card, a passport or any other identification card, which has his/her photograph and was issued by a government agency.

1.2 The juristic person (Thai or foreign nationality)

The authorized person of the juristic person shareholder shall present a certificate of juristic person registration issued by the registrar of the companies or any other evidence or a photocopy of such certificate certified by the registrar (each certificate is valid for 3 months). The authorized person of the juristic person shall also present evidence of his/her authorization and identification card as stated in 1.1

2. For the proxy

2.1 The proxy of a natural person shareholder residing in Thailand shall submit the following documents before attending the Meeting;

2.1.1 The proxy form (as attached to the notice of shareholders' meeting) containing accurate required data with signatures of the shareholder and the proxy. The proxy form shall be affixed with crossed out Baht 20 revenue stamp.

2.1.2 A certified photocopy of the shareholder's identification card (as stated in 1.1)

2.1.3 A certified photocopy of the proxy's identification card (as stated in 1.1)

2.2 The proxy of a Thai natural person shareholder residing outside Thailand shall submit the following documents before attending the Meeting;

2.2.1 The proxy form (as attached to the notice of shareholders' meeting) containing accurate required data with signatures of the shareholder

and the proxy. The proxy form shall be affixed with crossed out Baht 20 revenue stamp.

2.2.2 A certified photocopy of the shareholder's identification card (as stated in 1.1)

2.2.3 A certified photocopy of the proxy's identification card (as stated in 1.1)

2.3 The proxy of a foreign natural person shareholder residing outside Thailand shall submit the following documents before attending the Meeting;

2.3.1 The proxy form (as attached to the notice of shareholders' meeting) containing accurate required data with signatures of the shareholder and the proxy. The proxy form shall be affixed with crossed out Baht 20 revenue stamp.

2.3.2 A certified photocopy of the shareholder's identification card (as stated in 1.1)

2.3.3 The signatures appeared in documents stated in 2.3.1 and 2.3.2 must be certified by the Thai embassy or consul in that country or notary public or other authorized person.

2.3.4 A certified photocopy of the proxy's identification card (as stated in 1.1)

2.4 The proxy of a juristic person registered within Thailand shall submit the following documents before attending the Meeting;

2.4.1 The proxy form (as attached to the notice of shareholders' meeting) containing accurate required data with signatures of the shareholder and the proxy. The proxy form shall be affixed with crossed out Baht 20 revenue stamp. The proxy form shall be affixed with crossed out Baht 20 revenue stamp.

2.4.2 A photocopy of the certificate of juristic person registration issued by the registrar certified by an authorized person of the juristic person (each certificate is valid for 3 months).

2.4.3 A certified photocopy of the identification card (as stated in 1.1) of the authorized person of the juristic person

2.4.4 A certified photocopy of the proxy's identification card (as stated in 1.1)

2.5 The proxy of a juristic person registered outside Thailand shall submit the following documents before attending the Meeting;

2.5.1 The proxy form (as attached to the notice of shareholder's meeting) containing accurate required data with signatures of the shareholder and the proxy. The proxy form shall be affixed with crossed out Baht 20 revenue stamp.

2.5.2 A certified photocopy of the certificate of registration or other documents that identify the name of an authorized person.

2.5.3 A certified photocopy of the identification card (as stated in 1.1) of the authorized person of the juristic person

- 2.5.4 The signatures appeared in documents stated in 2.5.1, 2.5.2 and 2.5.3 must be certified by the Thai embassy or consul in that country or notary public or other authorized person that should not be later than a year.
- 2.5.5 A certified photocopy of proxy's identification card (as stated in 1.1)
- 2.6 In case of the foreign shareholder who appoints the Custodian in Thailand to be in charge of his/her shares, the following evidences shall be submitted with the proxy form.
- 2.6.1 Evidence stating authorization from the shareholder to the Custodian to sign the Proxy Form on behalf of him/her.
- 2.6.2 Evidence confirming that the person who signed on the Proxy Form is a licensed Custodian.
- 2.7 For examining the accuracy of documents, the proxy of a foreign shareholder should be present at the registration desk at the early of the registration period.
- 2.8 In case that the attendant changed his/her title-name-surname, please present to the registration officials the document certifying such changes.
- 2.9 The Company reserves the right to allow only the attendant whose documents are complete and accurate to participate in the Meeting.

B. Proxy

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

- Proxy Form A by which the shareholder assigned the proxy to vote on his/her own opinion on behalf of the shareholder at the Meeting
- Proxy Form B by which the shareholder made specific instructions on voting for each agenda
- Proxy Form C that is used only in case of foreign shareholder who appoints the Custodian in Thailand to be in charge of his/her shares.

Shareholder who cannot attend the Meeting may appoint a person as his/her proxy as follows.

- (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 or Managing Director of the Company by making choice in front of a name of such Independent Director or Managing Director provided on the proxy form. Shareholder may appoint 3 proxies that **only one** of them shall attend the Meeting.
- (3) Affix crossed out Baht 20 revenue stamp on the proxy form. For his/her convenience, the Company will facilitate in affixing the stamp duty during the registration to attend the Meeting.

- (4) Return the completed proxy form to the Company's Corporate Secretary Office before the Meeting date or present it at the document examination desk before the Meeting commences.

Split of shares to several proxies to vote in the Meeting is not allowed. The shareholder shall authorize the proxy to cast the votes equivalent to all shares held by him. Authorization of less than the total number of the shares held is not allowed.

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

C. Meeting Registration

The registration desk will be opened two hours prior to the commencement of the Meeting or since 12.00 p.m. on Friday 12 April 2019 onwards at World Ballroom, Level 23, the Centara Grand & Bangkok Convention Centre at Central World Hotel, No. 999/99 Rama 1 Road, Phatumwan District, Bangkok, Please refer to the map enclosed.

D. Voting

1. General Agenda:

- 1.1 Each shareholder shall have one vote for each share he holds.
- 1.2 The voting shall be made by a show of hand and one share equals one vote. Each shareholder or proxy shall vote in only one of the followings; Agree, Disagree or Abstain. Split of votes is not allowed.
- 1.3 The proxy shall vote in accordance with the authorization prescribed on the proxy form. In case the shareholder does not specify his/her intentions in voting or the authorization is unclear, the proxy shall be authorized to consider and vote on such matter on behalf of the shareholder and a proxy shall vote in only one of the followings; Agree, Disagree or Abstain, and the votes may not be split.
- 1.4 A shareholder who has a special interest in the subject matter of the resolution cannot vote on such resolution, except for the election of directors.
- 1.5 On general matters, a simple majority of vote by shareholders present with voting right shall be counted as the meeting's resolution. In case of equality of vote, the chairman of the meeting shall have a casting vote

2. Approval of determination of Director's remuneration

A voting right of at least two-thirds of the total votes of shareholders present is required.

3. Election of Directors:

Each shareholder shall have a number of votes equivalent to a number of shares held by him/her where one share equals one vote. The voting procedures for the election of directors are as follows.

- 3.1 Each shareholder may cast his/her vote to nominate one or several directors provided that the number of directors nominated by him shall not exceed the maximum number of directors to be elected at such election.

- 3.2 In casting vote to nominate more than one director, a shareholder shall cast votes currently held by him/her in whole for all directors nominated by him/her. His/her number of votes shall not be unequally split among directors nominated by him.
- 3.3 The number of directors to be elected on such election shall be elected from the persons ranked by votes received from the highest amount of votes. In case of equality of votes which results in the number of persons, ranked by the amount of votes received, exceeding the number of directors to be elected on such election, the chairman of the meeting shall have a casting vote to elect the person to make up the number of directors to be elected on such election.

4. Approval of the change of the Company's name and seal

A vote of at least three fourths of the total votes of shareholders present with voting right is required.

5. Approval of the amendment of the Company's Memorandum of Association

A vote of at least three fourths of the total votes of shareholders present with voting right is required.

6. Approval of the amendment of the Company's Article of Association

A vote of at least three fourths of the total votes of shareholders present with voting right is required.