"Translation"

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Form to Report on Names of Members and Scope of Work of the Audit Committee

The Board of Directors' meeting of Ratchaburi Electricity Generating Holding Public Company Limited No. 1/2015 held on 20 January 2015 resolved the meeting's resolutions in the following manners:

⊘ Appointment of the Audit Committee:

☑ Chairman of the Audit Committee ☑ Member of the Audit Committee

As follows: 1. Chairman of the Audit Committee Mr. Chavalit Pichalai

2. Member of the Audit Committee Mr. Satit Rungkasiri

3. Member of the Audit Committee Miss Piyathida Praditbatuga

The appointment is effective since 20 January 2015

The Audit Committee consists of:

1. Chairman of the Audit Committee	Mr. Chavalit Pichalai	remaining term in office 3 years
2. Member of the Audit Committee	Mr. Satit Rungkasiri	remaining term in office 3 years
4. Member of the Audit Committee	Miss Piyathida Praditbatuga	remaining term in office 3 years
Secretary to the Audit Committee	Mrs. Chatsuree Thammakulkrajang	

Enclosed hereto are the certificates and biographies of 3 Audit Committee Members. In which all members of Audit Committee have adequate expertise and experience to review creditability of the financial reports.

The Audit Committee of the Company has the scope of duties and responsibilities to the Board of Directors on the following matters:

1. To review the Company's financial reports to ensure that they are accurate and adequate;
2. To review the Company's internal control system and internal audit system to ensure that they are suitable and efficient;
3. To review the Company's compliance with the law on securities and exchange, the Stock Exchange of Thailand's rules and regulations, and other laws relating to the Company's business;
4. To consider, select and nominate an independent person to be the Company's auditor, and to propose such person's remuneration, as well as to attend a non-management meeting with an auditor at least once a year;
5. To review the Connected Transactions, or the transactions that may lead to conflicts of interests, to ensure that they are in compliance with the laws and the Stock Exchange of Thailand's regulations;

6. To prepare, and to disclose in the Company's annual report, an Audit Committee's report, which must be signed by the Audit Committee's Chairman and consist of at least the following information:
   (a) an opinion on the accuracy, completeness and creditability of the Company's financial reports;
   (b) an opinion on the adequacy of the Company's internal control system;
   (c) an opinion on the compliance with the law on securities and exchange, the Stock Exchange of Thailand's regulations, or the laws relating to the Company's business;
   (d) an opinion on the suitability of an auditor;
   (e) an opinion on the transactions that may lead to conflicts of interests
7. To review the Internal's Audit Division's works in the following areas:
   (a) approve the scope of work, annual audit plan, budget and personnel recruitment to ensure it is sufficient to support the Committees' duties and responsibilities;
   (b) review the appointment, reshuffle or termination of the Internal Audit Division Director;
   (c) review the internal audit reports;
   (d) scrutinize the status of independence of the Internal Audit Division
8. Consider and review audit criteria and process to ensure that they regularly comply with current business environment
9. Summarize and report the Audit's Committee's tasks and movement to the Board of Directors
10. Reporting the findings or suspicious transactions or any of the following acts which may materially affect the Company's financial condition and operating results, to the Board of Directors for rectification within the period of time that the Audit Committee thinks fit:
    (a) a transaction which causes a conflict of interest;
    (b) any fraud, irregularity, or material defect in an internal control system; or
    (c) an infringement of the law on securities and exchange, the Stock Exchange of Thailand's regulations, or any law relating to the Company's business.

If the Company's Board of Directors or Management fails to make a rectification within the period of time under the first paragraph, any Audit Committee member may report on the transaction or act under the first paragraph to the Office of the Securities and Exchange Commission or the Stock Exchange of Thailand.

11. Implement the tasks stated above for subsidiaries as assigned or requested by subsidiaries within the Audit Committee's scope of work

12. Other tasks actions assigned by the Board of Directors which is approved by the Audit Committee

The Company hereby certifies that

1. The qualifications of the Company's Audit Committee members meet all the requirements of the Stock Exchange of Thailand; and
2. The scope of duties and responsibilities of the Audit Committee as stated above meet all the requirements of the Stock Exchange of Thailand

Signed ..... Chief Executive Officer

(Mr. Pongdith Potchana)

(Seal) 20 January 2015