

Ref: Bor.Por. 47214/344

28 April 2004

Subject: Resolutions of the Annual General Meeting of Shareholders for the Year 2004

To: President of the Stock Exchange of Thailand

Banpu Public Company Limited would like to inform the Stock Exchange of Thailand of the following resolutions passed by the Annual General Meeting of Shareholders of the year 2004, which was arranged on 28 April 2004 at 2.30 – 3.40 p.m. :

1. The Meeting adopted the minutes of the Extraordinary General Meeting of Shareholders No. 1/2004.
2. The Meeting acknowledged the performance of the Company for the year ended on 31 December 2003 and approved the annual report of the Board of Directors for the year 2003.
3. The Meeting approved the audited balance sheet and the profit and loss statement for the year ended on 31 December 2003.
4. The Meeting approved the payment of annual dividend for the period of 1 January – 31 December 2003 at the rate of 4.00 Baht per share, 1.50 Baht of which was paid as interim dividend on 22 September 2003, and the remaining of 2.50 Baht of which would be further paid out of the retained earnings and the profits from the operation during the period of 1 July 2003 – 31 December 2003. The dividends would be payable to the shareholders whose names appear on the shareholder register book as of 8 April 2004, which would be appropriated from the profits derived from the business operation under the BOI privileges at the rate of 0.60 Baht per share and from the non-BOI business operation at the rate of 1.90 Baht per share. The payment would be made on 7 May 2004. No appropriation of the profits to the legal reserve was required since the legal reserve has already reached 10% of the registered capital.
5. Election of directors and determination of their remunerations.
 - 5.1 The Meeting approved to appoint Mr. Somdee Chareonkul, Mr. Sawatdiparp Kantatham, Ms. Sukon Kanchanalai and Dr. Kopr Kritayakirana, the directors who had retired by rotation, to be in office for another term. In addition, Dr. Kopr Kritayakirana was appointed to be an independent director of the Company.

- 5.2 The Meeting approved to pay remunerations and meeting allowances to the directors as follows:
- 5.2.1. Annual remunerations of 10,250,500 Baht to all directors for the year 2003.
- 5.2.2. Meeting allowances to the Board and all the committee for the year 2004:
- A. Meeting allowances to the Board to be payable per meeting to the Chairperson at the rate of 50,000 Baht, the Vice-Chairperson 44,000 Baht and each of the other Directors 40,000 Baht;
- B. Meeting allowances to the Audit Committee to be payable per meeting to the Chairperson at the rate of 37,500 Baht and each of the other committee members 30,000 Baht;
- C. Meeting allowances to the Corporate Governance and Nomination Committee and the Compensation Committee to be payable per meeting to the Chairperson at the rate of 15,000 Baht and each of the other committee members 12,000 Baht.
6. The Meeting approved to appoint Ms. Nangnoi Charoentaveesup of CPA No. 3044 and/or Ms. Anothai Leekijwattana of CPA No. 3442 and/or Mr. Prasarn Cheungpanich of CPA No. 3051, of PricewaterhouseCoopers ABAS, to be the auditor of the Company for the accounting year ended 31 December 2004. The remuneration was fixed at 1,650,000.00 Baht.
7. The Meeting approved the amendment to the Article 3 (Business Objectives) of the Memorandum of Association of the Company by adding one new business objective from 20 existing items to 21 items. The new item No. 21 is read as follows:
- “No. 21. To enter into juristic acts or contracts as to control or prevent risk exposures arising from fluctuation of foreign exchange, interest rate, price of goods and assets.”

Please be informed accordingly.

Sincerely yours,

(Mr. Chanin Vongkusolkrit)
Chief Executive Officer