

(Translation)

**Credentials and Backgrounds of the nominated persons to be elected as directors
and the Company's definition on independent director**

1. Credentials and Backgrounds of the nominated persons

1.1 Mr. Soonthorn Vongkusolkit

Nominated to be elected as Director

Age: 71 years

Nationality: Thai

Education:

- Honorary Ph.D. in Business Administration, University of the Thai Chamber of Commerce
- Chairman Program 2000 # 7/2002, Thai Institute of Directors Association (IOD)
- Directors Accreditation Program (DAP) # 19/2004, Thai Institute of Directors Association (IOD)
- Modern Managers Program (MMP), Chulalongkorn University
- Mattayomsuksa

Experience: Finance/Accounting, Management, Business Relations

Present positions:

- Vice Chairman, Banpu Public Company Limited
- Member of the Corporate Governance and Nomination Committee, Banpu Public Company Limited
- Honorary Advisor, Mitr Phol Sugar Corp., Ltd. and its affiliates
- Director, TME Capital Company Limited
- Director, City Holding Company Limited

Holding a position of Director: - 4 Companies

Directorship in Banpu: - Director, Banpu PCL. from 1983 - Present

Meeting attendance:

- Board Meetings in 2007 & 2008: 14/14 and 14/14 times
- Corporate Governance and Nomination Committee Meetings in 2008: 2/4* times (* Being a member of Corporate Governance and Nomination Committee from July 2008)



1.2 Mr.Vitoon Vongkusolkit



Nominated to be elected as Director

Age: 68 years

Nationality: Thai

Education:

- B.Sc. (Pharmacology), Chulalongkorn University
- Directors Certification Program (DCP) # 17/2002, Thai Institute of Directors Association (IOD)
- Senior Executive Program # 6, Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Chairman 2000 # 11/2005, Thai Institute of Directors Association (IOD)

Experience: Finance/Accounting, Management, Technique, Business Relations

Present positions:

- Director, Banpu Public Company Limited
- Member of the Compensation Committee, Banpu Public Company Limited
- Director, The Erawan Group Public Company Limited and its affiliates
- Chairman of the Financial and Risk Management Committee, The Erawan Group Public Company Limited and its affiliates
- Director, Erawan Hotel Public Company Limited
- Director, Mitr Phol Sugar Corp., Ltd. and its affiliates
- Chairman, IAG Insurance (Thailand) Co., Ltd. (Royal & Sun Alliance Insurance (Thailand) Ltd.)
- Director, United Standard Terminal Public Company Limited

Holding a position of Director: - 6 Companies

Directorship in Banpu: - Director, Banpu PCL. from 1983 - Present

Meeting attendance:

- Board Meetings in 2007 & 2008: 14/14 and 14/14 times
- Compensation Committee Meeting in 2007 & 2008: 5/5 and 5/5 times

1.3 Mr.Anothai Techamontrikul

Nominated to be elected as Independent Director

Age: 66 years

Nationality: Thai



Education:

- Bachelor's degree in Accounting, Chulalongkorn University
- Diploma in Advanced Vocational Training, GERMANY
- Directors Accreditation Program (DAP) # 5/2003, Thai Institute of Directors Association (IOD)
- Directors Certification Program (DCP) # 89/2007, Thai Institute of Directors Association (IOD)

Experience: Finance/Accounting, Management, Business Relations

Present positions:

- Independent Director, Banpu Public Company Limited
- Member of the Corporate Governance and Nomination Committee, Banpu Public Company Limited
- Member of the Audit Committee, Banpu Public Company Limited
- Chairman (Executive Board), D.T.C. Industries Public Company Limited
- Vice Chairman, Alcan Packaging Strongpack Public Company Limited
- Vice Chairman, United Auditing PKF Company Limited
- Director, Safety Steel Industry Company Limited

Holding a position of Director: - 5 Companies

Directorship in Banpu: - Independent Director, Banpu PCL. from 2006 - Present

Meeting attendance:

- Board Meetings in 2007 & 2008: 14/14 and 13/14 times
- Audit Committee Meetings in 2007 & 2008: 7/7 and 8/8 times
- Corporate Governance and Nomination Committee Meetings in 2007 & 2008: 4/5* times and 4/4 times
(* Being a member of Corporate Governance and Nomination Committee from April 2007)

1.4 Mr. Ongart Auapinyakul



Nominated to be elected as Director

Age: 53 years

Nationality: Thai

Education:

- B.S. (Mechanical Engineering), University of Missouri, Columbia, U.S.A.
- Senior Executive Program 3, Sasin Graduate Institute of Business Administration of Chulalongkorn University
- National Defense College (Class 4414)
- Certificate of "Directors Certification Program (DCP) # 23/2002, Thai Institute of Directors Association (IOD)

Experience: Management, Technique

Present positions: - Director / Executive Officer, Banpu PCL.

Holding a position of Director: - 1 Company

Directorship in Banpu: - Director, Banpu PCL. from 1983 - Present

Meeting attendance: - Board Meetings in 2007 & 2008 11/14 and 12/14 times

2. Information of BANPU shareholding of the nominated persons (As of 30 December 2008)

Nominated persons	Number of shares	Percentage of issued shares
1. Mr. Soonthorn Vongkusolkit	1,798,196	0.66
2. Mr. Vitoon Vongkusolkit	3,590,911	1.32
3. Mr. Anothai Techamontrikul	0	0
4. Mr. Ongart Auapinyakul	459,300	0.17

3. Information of holding a directorship in listed company or other rival incorporation/ any related business with the Company

Nominated persons	Listed Company		Other rival incorporation / any related business with the Company
	Number	Type of Director	
1. Mr. Soonthorn Vongkusolkit	1	- Director, Banpu PCL.	None
2. Mr. Vitoon Vongkusolkit	3	- Director, Banpu PCL. - Director, The Erawan Group PCL. and its affiliates - Director, United Standard Terminal PCL.	None
3. Mr. Anothai Techamontrikul	2	- Independent Director, Banpu PCL. - Director D.T.C. Industries PCL.	None
4. Mr. Ongart Auapinyakul	1	Director, Banpu PCL.	None

4. Relationship characteristics of nominated persons qualified as an independent director

Relationship characteristics	Name of nominated persons as an independent director
	Mr. Anothai Techamontrikul
Holding of Banpu's ordinary share - Amount - The ratio of voting Rights	None None
Being related persons or close relatives to management or major shareholders of the company and its subsidiaries	None
Having relationship in any of these characteristics to the company, its subsidiaries, affiliated company, major shareholders or any juristic entity which may cause conflict of interest to the Company during the past 2 years - Being a director and participate in day-to-day business, or being an officer, employee or consultant who receives regular salary - Being a professional service provider (such as Auditor or Legal Consultant) - Having business relationship (such as buy/sell goods, raw materials, or giving financial support such as borrowing or lending, etc.)	None None None

5. BANPU Definition of Independent Director

Rules regarding the qualification of “Independent Directors” under the Notification of Capital Market Supervisory Board No. TorJor. 4/2552 dated 20 February B.E.2552 are as follows:

1. Holds shares not exceeding 1% of the total shares with voting right of the applicant, its parent company, subsidiaries, associates, major shareholders, and controlling parties of the applicant, provided that the shares held by the related parties of such independent director shall be included.
2. Is not or has never been an executive director, employee, staff, advisor who receives salary, nor controlling parties of the applicant, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling parties of the applicant unless the foregoing status ended at least 2 years prior to the date of submitting the application to the Securities and Exchange Commission (SEC), provided that such prohibition shall not include the case that such independent director has ever been official or advisor of the government sector that is the major shareholder or controlling party of the applicant.
3. Is not the person who has relationship by means of descent or legal registration under the status of father, mother, spouse, brothers and sisters, and children. The prohibitive persons also include spouses of daughters and sons of management, major shareholders, controlling party or the person who is in the process of nomination to be the management or controlling party of the applicant or its subsidiary.
4. Have no or never had business relationship with the applicant, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the applicant in respect of holding the power which may cause the obstacle of the independent decision, including not being or never been the significant shareholder, or controlling parties of any person having business relationship with the applicant, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the applicant unless the foregoing status ended at least 2 years prior to the date of submitting the application to the SEC.

The business relationship mentioned under the first paragraph shall include business transaction in ordinary business manner of rent, or lease the immovable property, transaction related to assets or services, or the financial support regardless of being lent or borrowed, guaranteed, secured, by assets, debt, and any otherwise similar performance which causes liability or obligation to the applicant or counter party, have provided that such liability is equal to or exceed 3% of the net tangible assets of the applicant or equal or above 20 million baht, whichever is lower. In this regard, the calculation of such liability shall be in accordance with the calculation method of the value of connected transaction under the Notification of Capital Market Supervisory Board governing the conditions of connected transaction *mutatis mutandis*. The liabilities incurred during a period of 1 year prior to the date of having business relationship with the above party shall be included on calculation of such liabilities.

5. Is not or has never been the auditor of the applicant, its parent company, subsidiaries, associates, major shareholders, or controlling parties of applicant, and is not the significant shareholder, controlling parties, or partner of the auditing firm which employs such auditor of the applicant, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the applicant unless the foregoing status ended at least 2 years prior to the date of submitting the application to the SEC.
6. Is not or has never been the professional service provider, including but not limited to legal service or financial advisor with received the service fee more than 2 million per year from the applicant, its parent company, subsidiaries, associates, major shareholders, or controlling parties, and is not the significant shareholder, controlling parties, or partner of the above mentioned service firms unless the foregoing status ended at least 2 years prior to the date of submitting the application to the SEC.

7. Is not the director who is nominated to be the representative of directors of the applicant, major shareholders, or any other shareholder related to the major shareholders.
8. Do not operate the same and competitive business with the business of the applicant, or its subsidiaries, or is not a significant partner of the partnership, or is not an executive director, employee, staff, advisor who receives salary, nor holds share for more than 1% of the total shares with voting right of any other company which operates same and competitive business with the business of the applicant, or its subsidiaries.
9. Is not any otherwise which is unable to have the independent opinion regarding the business operation of the applicant.

After being appointed as the independent director in accordance with the conditions under the article (1) - (9), such independent director may be assigned by the board of directors to make decision in respect of collective decision on business operation of the applicant, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling parties of applicant.

The provision under the article (2), (4), (5) and (6) related to the consideration of qualification of independent director of the applicant during the period of 2 years prior to the date of submitting the application to the SEC shall be applied to the application submitting as from 1 July 2010 onwards.

Where the person appointed by the applicant to be the independent director is the person who has or ever had the business relationship with or ever rendered professional service with higher service fees specified under the article (4) and (6), the applicant shall be relaxed from such prohibition related to the conditions of having the business relationship with or ever rendered professional service with higher specified service fees if only the applicant has provided the opinion of the board of directors of the company showing that the board has considered the issue in accordance with the Section 89/7 and found that there is no interference in the independent opinion, and the following information shall be disclosed in the notice of shareholders meeting under the agenda considering the appointment of independent director.

- (a) the business relationship or the professional service providing which cause such person being unqualified
- (b) reasons and necessity to insist the appointment of such person as the independent director
- (c) the opinion of the board of directors of the applicant to propose such person to be the independent director

For the benefit of the article (5) and (6), wording “partner” shall mean the person who is assigned by the auditing firm, or the professional service provider to be the signatory in the audit report or the report of rendering the professional services (as the case may be) on the behalf of the firm.

- * The company has acknowledged the qualification of “Independent Director” which was amended in accordance with the Notification of Capital Market Supervisory Board No. TorJor. 28/2551 dated 15 December B.E.2551 and TorJor. 4/2552 date 1 March B.E.2552, respectively, and is in the process of proceeding.