



(Translation)

Ref: BorPor 52101 / 131

3 April 2009

Re: Resolutions of the Annual General Meeting of Shareholders for the year 2009

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 for the Year 2009, which was held on 3 April 2009 from 13.00 – 16.00 hours.

1. The Meeting acknowledged the minutes of the Annual General Meeting of Shareholders for the year 2008 held on 4 April 2008.

The Meeting acknowledged the minutes of the Annual General Meeting of Shareholders for the year 2008.

2. The Meeting acknowledged the performance of the Company for the year 2008 and certified the report of the Board on the performance of the Company ended on 31 December 2008.

The Meeting acknowledged and certified this agenda with the voting comprising

approved	173,147,026	votes, equivalent to	98.40 %
objected	-	votes, equivalent to	0.00 %
abstained	2,814,100	votes, equivalent to	1.60 %

of the total votes of shareholders attending the Meeting and entitled to vote.

3. The Meeting approved the audited balance sheet and the profit and loss statements for the year ended on 31 December 2008.

The Meeting approved this agenda with the voting comprising

approved	169,948,120	votes, equivalent to	96.56 %
objected	-	votes, equivalent to	0.00 %
abstained	6,060,300	votes, equivalent to	3.44 %

of the total votes of shareholders attending the Meeting and entitled to vote.

4. The Meeting approved the payment of the annual dividend for the period during January 1 to December 31, 2008 at the rate of 12 Baht per share, 7 Baht of which was paid as interim dividend on October 31, 2008 and the remaining 5 Baht of which would be further paid out of the retained earnings and the profits from the operations during the period of July 1, 2008 to December 31, 2008. The dividends would be payable to the shareholders whose names appear on the shareholder register book as of April 16, 2009, which would be appropriated from the corporate income tax – exempted profit on which shareholders are not entitled to tax credits. The dividend payment would be made on April 30, 2009. No appropriation of the profits to the legal reserve was required since the legal reserve has already reached 10% of the registered capital as stipulated by laws.

The Meeting approved this agenda with the voting comprising

approved	173,287,520	votes, equivalent to	98.45 %
objected	-	votes, equivalent to	0.00 %
abstained	2,720,900	votes, equivalent to	1.55 %

of the total votes of shareholders attending the Meeting and entitled to vote.

5. The appointment of directors and fix the remunerations of directors:

5.1. Approval of the appointment of directors in place of those retiring by rotation. The Meeting reelected the 4 retiring directors to be the directors for another term, namely:

5.1.1. Mr. Soonthorn Vongkusolkit Director

The Meeting approved this agenda with the voting comprising

approved	172,711,138	votes, equivalent to	98.13 %
objected	575,882	votes, equivalent to	0.33 %
abstained	2,721,400	votes, equivalent to	1.54 %

of the total votes of shareholders attending the Meeting and entitled to vote.

5.1.2. Mr. Vitoon Vongkusolkit Director

The Meeting approved this agenda with the voting comprising

approved	172,711,138	votes, equivalent to	98.13 %
objected	575,882	votes, equivalent to	0.33 %
abstained	2,721,400	votes, equivalent to	1.54 %

of the total votes of shareholders attending the Meeting and entitled to vote.

5.1.3. Mr. Anothai Techamontrikul Independent Director

The Meeting approved this agenda with the voting comprising

approved	173,136,320	votes, equivalent to	98.37 %
objected	150,700	votes, equivalent to	0.08 %
abstained	2,721,400	votes, equivalent to	1.55 %

of the total votes of shareholders attending the Meeting and entitled to vote.

5.1.4. Mr. Ongart Auapinyakul Director

The Meeting approved this agenda with the voting comprising

approved	172,875,720	votes, equivalent to	98.22 %
objected	411,300	votes, equivalent to	0.23 %
abstained	2,721,400	votes, equivalent to	1.55 %

of the total votes of shareholders attending the Meeting and entitled to vote.

5.2. Approval of the directors' remunerations.

1. Annual remunerations of 32 Million Baht for the year 2008 payable to all directors.
2. Remunerations to all committees of the Company for the year 2009 are as follows:
  - 2.1. Remunerations to the Board comprising of
    - 2.1.1. monthly compensation payable to the Chairman at the rate of 65,500 Baht/month, Vice- Chairman 57,500 Baht/month and each of other Board members 50,000 Baht/month.
    - 2.1.2. meeting allowances to the Board payable per meeting to the Chairman at the rate of 32,500 Baht, Vice-Chairman 28,750 Baht and each of other None-Executive Board members 25,000 Baht;
  - 2.2. Meeting allowances to the Audit Committee payable per meeting to the Chairperson at the rate of 39,000 Baht and each of the other committee members 30,000 Baht;
  - 2.3. Meeting allowances to the Corporate Governance and Nomination Committee and the Compensation Committee payable per meeting to the Chairpersons at the rate of 32,500 Baht and each of the other committee members 25,000 Baht.

The Meeting approved this agenda with the voting comprising

approved	158,693,994	votes, equivalent to	94.61 %
objected	6,229,958	votes, equivalent to	3.71 %
abstained	2,818,000	votes, equivalent to	1.68 %

of the total votes of shareholders attending the Meeting and entitled to vote.

**Remark:** The directors holding an aggregate of 8,266,468 votes, were having special interest in this agenda. Thus, the total of eligible shares present in the Meeting for voting on this agenda were 167,741,952 votes.

6. The Meeting approved to appoint the auditors from PricewaterhouseCoopers ABAS (or "PwC") namely;

1. Ms. Nangnoi Charoenthaveesub of C.P.A. No. 3044 and/or
2. Mr. Prasit Yuengsrikul of C.P.A. No. 4174 and/or
3. Mr. Somchai Jinnovart of C.P.A. No. 3271

to be the auditors of the Company for the accounting year ended on 31 December 2009. The audit remuneration was fixed at 1,840,000 Baht.

The Meeting has approved this agenda with the voting comprising

approved	173,286,820	votes, equivalent to	98.45 %
objected	-	votes, equivalent to	0.00 %
abstained	2,721,600	votes, equivalent to	1.55 %

of the total votes of shareholders attending the Meeting and entitled to vote.

7. Other business (if any)  
- None -

Please be informed accordingly.

Sincerely yours,

-signature-

(Mr. Chanin Vongkusolkit)  
Chief Executive Officer