

No. Bor Por. 48214/856

2 November 2005

Subject: Resolution of the Extraordinary General Meeting of Shareholders No.1/2005

To: President of the Stock Exchange of Thailand

We, Banpu Public Company Limited, hereby notify the Stock Exchange of Thailand of the resolutions passed by the Extraordinary General Meeting of Shareholders No.1/2005 held on 2 November 2005 from 2:30 - 3:30 p.m. as follows:

1. The Meeting adopted the minutes of the Annual General Meeting of Shareholders for the year 2005.
2. The Meeting approved the issuance of debentures with the following details:
 - 2.1 The Company may issue and sell debentures in whatever natures and types, in one full amount and/or in separate offerings depending on its discretion and funding needs, in the denomination of Thai Baht and/or USD and/or other foreign currencies as appropriate, in the principal amount of not exceeding Baht 5 Billion or its equivalence in USD or other foreign currencies as calculated at the exchange rate prevailing at the time of each offering. This issuance of debentures is subject to the following conditions:

Types :All or any types of debentures (subordinated or unsubordinated, with or without trustee, and secured or unsecured) depending upon the market suitability at the time of each offering.

Currency :In denomination of Thai Baht, USD and/or other foreign currencies

Principal Amount: Principal amount of the debentures issued will not exceed Baht 5 Billion or its equivalence in USD or other foreign currencies as calculated at the exchange rate prevailing at the time of each offering.

Offering : Through public offering and/or private placement pursuant to the notification of the Securities and Exchange Commission and/or the Office of the Securities and Exchange Commission, to be made either onshore or offshore, in one full amount

and/or separate offerings. The debentures may be issued and sold to replace those already issued and sold by the Company.

- Tenure : Not exceeding 10 years.
- Interest Rate : Upon suitability and condition of the market at the time of offering.
- Repayment : Amortizing or bullet payment.
- Call Option : The Company may set forth the call option to redeem or repurchase the debentures before maturity.
- Put Option : The Company may grant the put option to debenture holders to redeem the debentures before maturity, subject to the conditions as to be set forth by the Company.

Secondary Market: The Company may list the debentures on the Thai Bond Dealing Center or other international bond dealing centers.

In the event that the debentures are redeemed or repurchased for whatsoever reasons, resulting in the outstanding balance of the debentures being reduced, the Company may issue additional debentures subject to the limit of the principal as to be approved by the aforementioned shareholders' meeting.

- 2.2 The Board, the authorized directors, the Chief Executive Officer and/or any person designated by the Board, the authorized directors or the Chief Executive Officer, are empowered to fix the pricing, period and method of offering and other relevant details, including appointing financial advisor(s), underwriter(s), a debenture registrar and/or a trustee, entering into, executing, amending, negotiating upon the agreements and/or other documents as well as contacting, providing information, submitting documents and evidences to the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, credit rating agency and/or other authorities concerning the issuance and the offering of the debentures, and performing any and all related matters as they deem appropriate.

Please be informed accordingly.

Sincerely yours,



(Mr. Chanin Vongkusolkrit)
Chief Executive Officer