

(Translation)

Ref: BorPor 0456 / 054

3 April 2013

Re: Resolutions of the Annual General Meeting of Shareholders for the year 2013

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 2013, which was held on 3 April 2013 from 13.00 – 16.30 hours.

1. The Meeting acknowledged the minutes of the Annual General Meeting of Shareholders for the year 2012 held on 5 April 2012.

The Meeting acknowledged the minutes of the Annual General Meeting of Shareholders for the Year 2012

2. The Meeting acknowledged the performance of the Company for the year 2011 and adopted the directors' report for the performance of the Company for the year ended on 31 December 2012.

The Meeting acknowledged and adopted this agenda by simple majority with the voting comprising:

approved	111,963,975	votes, equivalent to	99.88%
objected	4,100	votes, equivalent to	0.00%
abstained	125,760	votes, equivalent to	0.11%

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 2012.

The Meeting approved this agenda by simple majority with the voting comprising:

approved	112,028,880	votes, equivalent to	99.94%
objected	23,550	votes, equivalent to	0.02%
abstained	42,810	votes, equivalent to	0.04%

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

4. The Meeting approved the distribution of annual profits and annual dividend payment at the rate of 18 Baht per share, which consists of the annual dividend for the period during January 1 to December 31, 2012 at the rate of 18 Baht per share (of which 9 Baht was paid as interim dividend on 26 September 2012). Thus, the remaining 9 Baht dividend for 2012 performance would be further paid out of the retained earnings and the profits from the operations during the period of July 1, 2012 to December 31, 2012 to the shareholders whose names appear on the Record Date as of 10 April 2013 and the share register book will be closed on 11 April 2013 for gathering the shareholders' names in accordance with the Section 225 of the Securities and Exchange Act B.E. 2535 as amended by the Securities and Exchange Act (No.4) B.E. 2551. The dividend 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 26 April 2013. 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 by simple majority with the voting comprising:

approved	112,033,590	votes, equivalent to	99.95%
objected	23,400	votes, equivalent to	0.02%
abstained	38,250	votes, equivalent to	0.03%

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

5. The appointment of directors in place of those retiring by rotation.

Approval of the appointment of directors in place of those retiring by rotation. The Meeting reelected the 5 retiring directors to be the directors for another term, namely:

5.1 Mr.Somkiat Chareonkul Independent Director

The Meeting approved this agenda by simple majority with the voting comprising:

approved	109,538,841	votes, equivalent to	97.71%
objected	1,387,350	votes, equivalent to	1.24%
abstained	1,179,749	votes, equivalent to	1.05%

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

5.2 Mr. Rawi Korsiri Director

The Meeting approved this agenda by simple majority with the voting comprising:

approved	107,616,732	votes, equivalent to	96.00%
objected	4,327,148	votes, equivalent to	3.86%
abstained	162,060	votes, equivalent to	0.14%

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

5.3 Mr. Teerana Bhonmakapat Independent Director

The Meeting approved this agenda by simple majority with the voting comprising:

approved	111,927,527	votes, equivalent to	99.84%
objected	23,753	votes, equivalent to	0.02%
abstained	154,660	votes, equivalent to	0.14%

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

5.4 Mr. Chanin Vongkusolkit Director and Chief Executive Officer

The Meeting approved this agenda by simple majority with the voting comprising:

approved	111,627,247	votes, equivalent to	99.57%
objected	323,933	votes, equivalent to	0.29%
abstained	154,760	votes, equivalent to	0.14%

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

6. Approval of the directors' remunerations.

1. Annual remunerations of 49 Million Baht for the year 2012 payable to all directors.
2. Remunerations to all committees of the Company for the year 2013 would be maintained compared with the year 2012 with the following details:
 - 2.1. Remunerations to the Board comprising of
 - 2.1.1. monthly compensation payable to the Chairman at the rate of 78,000 Baht/month, Vice- Chairman 69,000 Baht/month and each of other Board members 60,000 Baht/month.
 - 2.1.2. meeting allowances to the Board payable only attending the meeting in person per meeting to the Chairman at the rate of 39,000 Baht, Vice-Chairman 34,500 Baht and each of other Non-Executive Board members 30,000 Baht;
 - 2.2. Meeting allowances to the Audit Committee payable only attending the meeting in person per meeting to the Chairperson at the rate of 46,800 Baht and each of the other committee members 36,000 Baht;
 - 2.3. Meeting allowances to the Corporate Governance and Nomination Committee and the Compensation Committee payable only attending the meeting in person per meeting to the Chairperson at the rate of 39,000 Baht and each of the other committee members 30,000 Baht.

The Meeting approved this agenda by votes not less than two-thirds with the voting comprising:

approved	106,183,639	votes, equivalent to	99.88%
objected	65,303	votes, equivalent to	0.06%
abstained	66,320	votes, equivalent to	0.06%

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

Remark: The directors holding an aggregate of 5,790,678 votes, were having special interest in this agenda. Thus, the total of eligible shares present in the Meeting for voting on this agenda were 106,315,262 votes.

7. The Meeting approved to appoint the auditors from PricewaterhouseCoopers ABAS (or “PwC”) namely;

1. Mr. Somchai Jinnovart of C.P.A. No. 3271 and/or
2. Mr. Amornrat Pearmpoonvatanasuk of C.P.A. No. 4599 and/or
3. Mr. Vichien Khingmontri of C.P.A. No. 3977

to be the auditors of the Company for the accounting year ended on 31 December 2013. The audit remuneration was fixed at 2,100,000 Baht.

The Meeting has approved this agenda by simple majority with the voting comprising:

approved	111,112,444	votes, equivalent to	99.11%
objected	948,296	votes, equivalent to	0.85%
abstained	45,200	votes, equivalent to	0.04%

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

8. Other business (if any)
- None -

Please be informed accordingly.

Sincerely yours,

-signature-

(Mr. Chanin Vongkusolkit)
Chief Executive Officer