

(Translation)

Ref: Bor.Por. 0256 / 031

4 March 2013

Subject: Invitation to the Annual General Meeting of Shareholders for the Year 2013

To: Shareholders

By virtue of the resolution of the Board of Directors, Banpu Public Company Limited will hold the Annual General Meeting of Shareholders for the year 2013 on Wednesday, April 3, 2013 at 13.00 hours at Athenee Crystal Hall , Plaza Athenee Bangkok, A Royal Meridien Hotel, No. 61 Wireless Road, Lumpini, Pathumwan, Bangkok 10330, Thailand, to conduct the following agendas:

**1. To acknowledge the minutes of the Annual General Meeting of Shareholders for the Year 2012**

**Board's Opinion** – the shareholders should acknowledge the minutes of the Annual General Meeting of Shareholders for the Year 2012.

**Resolution** – this agenda shall not be determined by votes since it is only a report for shareholders' acknowledgement.

**2. To acknowledge the performance of the Company for the year 2012 and adopt the directors' report for the performance of the Company for the year ended on December 31, 2012**

**Board's Opinion** – the shareholders should acknowledge the performance of the Company for the Year 2012 and adopt the directors' report for the performance of the Company for the Year ended on December 31, 2012.

**Resolution** – this agenda shall be determined by the majority of votes of the shareholders present and casting their votes pursuant to Clause 40 of the Company's Articles of Association.

**3. To approve the audited statements of financial position and Statement of Income for the Year ended on December 31, 2012**

**Board's Opinion** – the shareholders should approve the said audited Statements of financial position and Statement of Income.

**Resolution** – this agenda shall be determined by the majority of votes of the shareholders present and casting their votes pursuant to Clause 40 of the Company's Articles of Association.

**4. To approve the distribution of annual profits and annual dividend payment**

**Board's Opinion** – the shareholders should approve the distribution of annual dividend 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 September 26,2012) 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. The dividends would be payable to the shareholders on April 26,2013.

**Resolution** – this agenda shall be determined by the majority of votes of the shareholders present and casting their votes pursuant to Clause 40 of the Company's Articles of Association.

**5. To consider the appointment of directors in place of those retiring by rotation.**

**Board's Opinion** – the shareholders should approve the appointment of 4 directors retiring by rotation, namely Mr.Somkiat Chareonkul, Mr.Rawi Korsiri, Mr.Teerana Bhongmakapat and Mr.Chanin Vongkusolkrit to be the directors for another term.

**Resolution** – this agenda shall be determined by the majority of votes of the shareholders present and casting their votes pursuant to Clause 40 of the Company's Articles of Association.

**6. To consider the directors' remunerations.**

**Board's Opinion** – the shareholders should approve the remunerations to the directors as follows:

1. Annual remunerations of 49 Million Baht for the year 2012 payable to all directors.
2. Remunerations for the year 2013 to the Board of Directors and sub-committees, namely the Audit Committee, the Corporate Governance and Nomination Committee and the Compensation Committee should be proposed to maintain the remunerations for the year 2012.

**Resolution** – this agenda shall be determined by the votes of not less than two-thirds of the total votes of shareholders present pursuant to Section 90 of the Public Limited Company Act B.E.2535.

**7. To appoint the Company's auditor and fix his/her remuneration**

**Board's Opinion** – the shareholders should approve the appointment of the auditors from PricewaterhouseCoopers ABAS, namely Mr. Somchai Jinnovart of C.P.A. No. 3271 and/or Ms. Amornrat Pearnpoonvatanasuk of C.P.A. No. 4599 and/or Mr. Vichien Khingmontri of C.P.A. No. 3977 to be the auditors of the Company for the year 2013 and fix the audit remuneration at 2,100,000 Baht.

**Resolution** – this agenda shall be determined by the majority of votes of the shareholders present and casting their votes pursuant to Clause 40 of the Company's Articles of Association.

**8. Other businesses (if any)**

**Board's Opinion** – the shareholders are free to ask any questions and the Board will answer their queries (if any).

For consideration of the shareholders, the Company has prepared the factual details and reasons of each of the above agenda, the particulars of which appear in the Enclosure No. 1. The annual report of the Company for the year 2012 was made in the form of CD-ROM, which has been sent to the shareholders together with the notice of this meeting as per the Enclosure No. 3. However, if any shareholders would like to receive the printing of the annual report, kindly fill in the Annual Report Requisition Form as per the Enclosure No. 8 and send it to the Company Secretary Division via post (reply-paid service) as per the Enclosure No. 12 or fax at the facsimile number 0-2207-0698.

The registration and document examination of all attendees will take place at the meeting venue during 11:00-13:00 hours. The Company will conduct the meeting in accordance with the Rules for Shareholder Meetings, which are described in the Enclosure No. 6.

The Company is pleased to invite the shareholders to attend the meeting at the above-mentioned time and venue. Should you be unavailable to participate in the meeting yourself, please appoint your proxy to do so. You may use any one of the proxy forms as appear in the Enclosure No. 9. *(Please also see the Remark below.)* For your convenience, however, the Company would recommend the Proxy Form B., which provides more definite details of the authorization, and by which you may appoint any person or any one of the persons specified below to attend the meeting and vote on your behalf. The credentials and backgrounds of those persons appear in the Section "Board of Directors and Management" of the annual report, which has been sent to the shareholders together with the notice of this meeting as per the Enclosure No. 3 and "Information of the Company's Directors who represent to be a proxy in the AGM 2013" as per the Enclosure No. 10:

1. Mr. Krirk-Krai	Jirapaet	Independent Director and Chairman of the Board
2. Mr. Somkiat	Chareonkul	Independent Direct
3. Mr. Montri	Mongkolswat	Independent Director
4. Mr. Rutt	Phanijphand	Independent Director
5. Mr. Anothai	Techamontrikul	Independent Director
6. Mr. Teerana	Bhongmakapat	Independent Director

Sincerely yours,

- signature -

(Mr. Krirk-Krai Jirapaet)  
Chairman of the Board

- Encs.**
1. Factual details and reasons of the agenda for shareholders' consideration
  2. The copy of the minutes of the 2012 Annual General Meeting of Shareholders.
  3. A report of the Board on the performance of the Company for the year ended on December 31, 2012 (CD-ROM)
  4. Credentials and Backgrounds of the nominated persons to be elected as directors and the Company's definition on independent director
  5. Articles of Association of the Company relating to the Shareholders' Meeting
  6. Rules for the Shareholder Meetings
  7. Registration Form (to be submitted on the Meeting day)
  8. Annual Report Requisition Form
  9. Two proxy forms (A. and B.) (Form B is recommended)
  10. Information of the Company's Directors who represent to be a proxy in the AGM 2013
  11. Application of BLCP Site Visit
  12. Reply-Paid Envelope
  13. Map showing the location of the meeting venue

**Remark:** PROXY FORM (C.) which is designed for foreign shareholders who have appointed a Custodian to act as their Depository and Trustee in Thailand, can be downloaded at [www.banpu.com](http://www.banpu.com)