

(Translation)

**Minutes of the Annual General Meeting of Shareholders for the Year 2003
Of
Banpu Public Company Limited
No. Bor. Mor. Jor. 152**

Date of the Meeting: Monday, 28 April 2003 at 2.30 p.m.

Venue of the Meeting: The Company's head office at 27th Floor, Grand Amarin Tower, No. 1550 New Petchburi Road, Makkasan, Ratchathewi, Bangkok.

Chairman: Mr. Chira Panupong

Attendants: There were 61 persons attending the meeting, consisting of:
47 shareholders, representing 14,814,814 shares, and
14 proxies attending on behalf of 270 shareholders, representing 91,902,053 shares,
totaling 106,716,867 shares out of the total of 265,766,275 issued shares, or
equivalent to 40.15 per cent of the total issued shares.

The quorum was constituted in accordance with the law and the Articles of Association.

The Chairman welcomed the shareholders and introduced the following directors and the auditor to the Meeting:

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| 1. Mr. Chira Panupong, | Chairman of the Board, |
| 2. Mr. Soonthorn Vongkusolkit, | Vice Chairman |
| 3. Mr. Manus Leeviraphan | Director and Chairman of the Audit Committee |
| 4. Ms. Sukon Kanchanalai | Director and Chairwoman of the Nomination Committee |
| 5. Mr. Chanin Vongkusolkit | Director and Chief Executive Officer |
| 6. Mr. Somdee Chareonkul | Director |
| 7. Mr. Vitoon Wongkusolkit | Director |
| 8. Mr. Sawatdiparp Kantatham | Director |
| 9. Mr. Ongart Auapinyakul | Director |
| 10. Mr. Prachuab Trinikorn | Director and Secretary to the Board |
| 11. Ms. Anothai Leekijwattana | Auditor from PricewaterhouseCoopers |

Prior to the commencement of the meeting, the Chairman advised the Meeting of the governing rules for shareholder meetings including the voting process for the business agenda as appear in the Enclosure No. 5. The Chairman encouraged shareholders to ask questions and queries, and then clarified the same to their thorough satisfaction. Then, the Chairman commenced the meeting and conducted the following business agenda.

1. To adopt the minutes of the Annual General Meeting of Shareholders for the year 2002

The Chairman informed the Meeting of the opinion of the Board of Directors that the minutes of the Annual General Meeting of Shareholders for the year 2002, which was held on 23 April 2002, had been prepared to correctly reflect the resolutions passed by the said Shareholder Meeting, and that the Meeting adopt the said minutes of the Annual General Meeting of Shareholders for the year 2002. The Chairman, therefore, proposed the Meeting to consider the minutes of the Annual General Meeting of Shareholders for the year 2002, the copy of which had been sent to the shareholders together with the notice of this meeting as per the Enclosure No. 1. The Chairman invited the shareholders to ask questions and queries, and then clarified the same to their thorough satisfaction.

After due consideration, the Meeting passed a resolution to approve the minutes of the Annual General Meeting of Shareholders for the year 2002 by the following voting:

<u>106,716,867</u>	approving votes
<u>none</u>	disapproving votes
<u>none</u>	abstaining votes

2. To acknowledge the performance of the Company for the year ended on 31 December 2002

The Chairman informed the Meeting that the Company had prepared the report of the Board on the performance of the Company for the year 2002, which the Board of Directors considered correct and adequate, and that the Meeting approve the annual report of the Board of Directors for the year 2002 and acknowledge the performance of the Company for the year 2002. The Chairman explained that the Company had recognized the revenue and the profit in 2002 twice as much as in 2001. The revenues increased from 5,415 Million Baht to 10,909 Million Baht, and the profits from 784 Million Baht to 1,449 Million Baht. It was said that the Company had a very good performance for another year despite the tough competition as well as the price weakening situation in the coal market of the year before.

The Chairman further informed that to pursue the continuing growth and profits to the business, the Company had always adhered to the principles of professional ethics, fairness, honesty, transparency, and good corporate governance. During the previous year, the Company compiled and proclaimed the policies of the good corporate governance and the business ethics as a standard framework for the strict practices of directors, management and employees. Moreover, the Board of Directors set up two sub-committees in addition to the Audit Committee, namely the Nominating Committee and the Compensation Committee. The Nominating Committee was assigned to assist the Board in screening suitable persons to be directors and Chief Executive Officer of the Company while the Compensation Committee was assigned to assist in determining appropriate remuneration to directors and executives of the Company, which would accord the best practices of the good corporate governance. Furthermore, the Company established measures to prevent and control a variety of risks exposed to the business of the Company with the purpose to maintaining and maximizing values to the shareholders both in short term and long term as well as taking good care of the society. Afterwards, the Chairman invited the Chief Executive Officer to explain the details of the performance of the Company.

Mr. Chanin Vongkusolkrit, the Chief Executive Officer, explained the details of the performance by the Company during the year 2002 as elucidated in the annual report of the Board of Directors for the year 2002, which had been sent to the shareholders together with the notice of this meeting as per the Enclosure No. 2. He concluded that the year 2002 was another year of the Company's growth. Following the consolidation of the coal mining business in Indonesia, the coal production capacity increased from 6 Million Tons per annum to 14 Million Tons per annum, which ranked Top 4 of the coal production in Indonesia. In addition, the Company expanded the customer base to various countries in Asia and a few countries in Europe.

Although the coal prices of the year before had dropped drastically as the Chairman addressed, the Company doubled the revenues from 5,415 Million Baht to 10,909 Million Baht as a result of the increase in sales of coal produced in Indonesia to Asian Region. The net profits also increased from 784 Million Baht to 1,449 Million Baht, equivalent to an increase by 85% of the profits of the year before. 833 Million Baht of the profits was derived from the business operation while the other 616 Million Baht was earned from the foreign exchange gain. The earnings per share was 6.82 Baht per share compared to 3.73 Baht per share in the year before.

In addition, there were major events which could be summarized as follows:

- The power business of the year before had good performance. The Company recognized the profits of approx. 533 Million Baht from the investment in Tri Energy Company Limited, and earned dividends of approx. 217 Million Baht received from Ratchavuri Electricit Generating Holding Public Company Limited
- There were divestments of non-core businesses by selling out all shares in Banpu Terminal Company Limited in March 2002, and reducing the investment in kaolin and ball clay business to 30% in July 2002.
- The Company increased the equity interest in Trubaindo coal mine from 65% to 90% in February 2002.
- The Company redeemed on-shore and off-shore bonds, and transformed types of credit facilities obtained from domestic financial institutions, resulting in lowering the financial costs and the volatility of foreign exchange exposures.
- The volume of coal reserves was evaluated by overseas specialists to meet the international standard of coal reserve evaluation.
- The Company removed the machinery and personnel to operate in Indonesia with the purpose to enhance the effectiveness and reduce the production costs of the following years.

Other details were described in the annual report of the Board of Directors for the year 2002. Thus, the Meeting was requested to acknowledge the performance of the Company for the year ended on 31 December 2002 and approve the annual report of the Board of Directors for the year 2002.

The Chairman invited the shareholders to ask questions and queries, and then the Chairman and the Chief Executive Officer clarified the same to their thorough satisfaction.

After due consideration, the Meeting passed a resolution to acknowledge the performance of the Company for the year ended on 31 December 2002 and approve the annual report of the Board of Directors for the year 2002 by the following voting:

<u>106,716,867</u>	approving votes
<u>none</u>	disapproving votes
<u>none</u>	abstaining votes

3. To approve the audited balance sheet and the profit and loss statement for the year ended on 31 December 2002

The Chairman informed the Meeting that the Company had prepared the balance sheet and the profit and loss statement for the year ended on 31 December 2002, which was duly audited, that the Board and the Audit Committee considered it to be correct, complete and adequate in accordance with the general accounting principles, and that the Meeting approve the audited balance sheet and the audited profit and loss statement for the year ended on 31 December 2002. The Chairman explained that according to the said balance sheet and the profit and loss statement on the consolidation basis as illustrated in the Section "Financial Statements" of the annual report, the Company had, as of 31 December 2002, the total assets of 23,701.08 Million Baht, the total liabilities of 14,850.42 Million Baht, and the total equity of 8,850.66 Million Baht. The total income was 10,908.68 Million Baht, resulting in the gross profit of 2,823.07 Million Baht and the net profit of 1,449.32 Million Baht. The earning per share was, then, 6.82 Baht. Other details were described in the said balance sheet and the profit and loss statement. The Chairman, therefore, proposed the Meeting to consider and approve the audited balance sheet and the audited profit and loss statement for the year ended on 31 December 2002. The Chairman invited the shareholders to ask questions and queries, and then the Chairman and the Chief Executive Officer clarified the same to their thorough satisfaction.

After due consideration, the Meeting passed a resolution to approve the audited balance sheet and the audited profit and loss statement for the year ended on 31 December 2002 by the following voting:

<u>106,716,867</u>	approving votes
<u>none</u>	disapproving votes
<u>none</u>	abstaining votes

4. To consider an appropriation of the annual profits:

4.1 Approval of the annual dividend payment.

The Chairman informed the Meeting of the dividend payment policy of the Company that it would pay out dividends to shareholders when:

1. The performance of the Company was positive;
2. Cash flow was sufficiently available for the dividend payment;
3. The dividend payment was subject to various investment projects.

In the present year, the Company earned profits and held sufficient cash flow to pay dividends. Taking into account the investment projects, the Board considered that the Company pay the annual dividend of the year 2003 at the rate of 2.60 Baht per share, 1.50 Baht of which was paid as interim dividend on 24 September 2002, and the remaining of 1.10 Baht of which would be further paid out of the retained earnings and the profits from the operation during the period of 1 July 2002 – 31 December 2002. The dividends would be payable to the shareholders whose names appear on the shareholder register book as of 8 April 2003, which would be appropriated from the profits derived from the non-BOI business operation. The payment would be made on 7 May 2003. The Chairman, therefore, proposed the Meeting to consider and approve the payment of dividends as recommended by the Board. The Chairman invited the shareholders to ask questions and queries, and then the Chairman and the Chief Executive Officer clarified the same including the policy and the guidelines to the dividend payment to their thorough satisfaction.

After due consideration, the Meeting passed a resolution to approve the payment of dividends for the year 2003 as recommended by the Board by the following voting:

<u>106,716,867</u>	approving votes
<u>none</u>	disapproving votes
<u>none</u>	abstaining votes

4.2 Approval of the legal reserve fund

The Chairman stated that according to Section 116 of the Public Limited Company Act B.E. 2535, not less than 5 per cent of the annual net profit shall be appropriated to the legal reserve fund until such fund reaches not less than 10 per cent of the registered capital. In the present year, the Company earned profits and therefore, was required to appropriate the same for the legal reserve fund. Since the Company had set up the legal reserve fund of 339.961 Million Baht, equivalent to 9.61% of the registered capital of 3,540.50 Million Baht, the Board considered the Company to fulfill the said legal reserve fund at 10% of the registered capital, and therefore proposed the Meeting to consider and approve the appropriation of additional 14.089 Million Baht out of the profits derived from non-BOI business operation to the legal reserve fund. Following the appropriation, the legal reserve fund would reach 354.05 Million Baht or 10% of the registered capital as required by the law. The Chairman, therefore, proposed the Meeting to consider and approve the appropriation of additional 14.089 Million Baht of the net profit derived from the non-BOI business operation to the legal reserve fund. The Chairman invited the shareholders to ask questions and queries, but no questions were raised.

After due consideration, the Meeting passed a resolution to approve the appropriation of the net profit to the legal reserve fund as recommended by the Board by the following voting:

<u>106,716,867</u>	approving votes
<u>none</u>	disapproving votes
<u>none</u>	abstaining votes

5. To consider the appointment of directors and fix their remunerations

5.1 Approval of the appointment of directors in place of the retiring ones.

The Chairman informed the Meeting that in accordance with clause 16 of the Articles of Association, one-third of the total number of Directors shall be required to vacate their offices by rotation at every general meeting of shareholders. If the number of directors is not a multiple of three, the number of directors closest to one-third shall vacate their offices. Directors who have been in offices for the longest shall retire from their offices. A retiring director is eligible for reelection.

In the present year, there were 4 directors who had to retire by rotation, namely Mr. Soonthorn Vongkusolkrit, Mr. Vitoon Wongkusolkrit, Mr. Manus Leeviraphan and Mr. Ongart Auapinyakul. Taking into consideration the opinion of the Nominating Committee, the Board opined that the Meeting re-elect the 4 retiring directors for another term due to their appropriateness. The credentials and background of the proposed persons for reelection were as follows:

- (1) Name: Mr. Soonthorn Vongkusolkrit
 Age: 64
 Nationality: Thai
 Education: Mattayomsuksa
- Present positions: - Vice-Chairman of Banpu Pcl.
 - Chairman of Ufinves Co., Ltd.
 - Chairman of Mitr Phol Sugar Corp., Ltd. and its group
- Former position: Director of Banpu Pcl. from 1983 - present
- Meeting attendance: Attend 10 out of 13 Board meetings in 2001, and 15 out of 16 meetings in 2002.
- (2) Name: Mr. Vitoon Wongkusolkrit
 Age: 61
 Nationality: Thai
Education: B.Sc. (Pharmacology), Chulalongkorn University
- Present positions: - Director / Member of Nominating Committee and Compensation Committee of Banpu Pcl.
 - Director of Banpu Power Limited
 - Chairman of Makkasan Real Estate Co., Ltd.
 - Chairman of United Securities Pcl.
 - Chairman of Management Committee of Amarin Plaza Pcl. and its group
 - Director of Mitr Phol Sugar Corp., Ltd.
- Former position: Director of Banpu Pcl. from 1983 - present
- Meeting attendance: - Attend 10 out of 13 Board meetings in 2001, and 15 out of 16 meetings in 2002.

- Attend 2 out of 2 Compensation Committee meetings in 2001, and 4 out of 5 meetings in 2002.
- Attend 3 out of 3 Nominating Committee meetings in 2002.

- (3) Name: Mr. Manus Leeviraphan
 Age: 69
 Nationality: Thai
 Education: - **M.A. (Finance), University of California Berkeley, U.S.A.**
 - **B.A. (Economics) Honors, McGill University, Canada**
 Present positions: - Director / Chairman of Audit Committee of Banpu Pcl.
 - Chairman of Sarin Property Co., Ltd.
 - Chairman of Saha Patana Inter-Holding Pcl.
 - Chairman of State Auditor Committee - Ministry of Foreign Affairs
 - Director / Chairman of Audit Committee of United Communication Industry Pcl.
 - Director / Chairman of Audit Committee of Bangkok Airport Fuel Service Pcl.
 Former position: Director of Banpu Pcl. from 1994 - present
 Meeting attendance: - Attend 12 out of 13 Board meetings in 2001, and 16 out of 16 meetings in 2002.
 - Attend 9 out of 9 Audit Committee meetings in 2001, and 10 out of 10 meetings in 2002.
- (4) Name: Mr. Ongart Auapinyakul
 Age: 47
 Nationality: Thai
 Education: B.S. (Mechanical Engineering) University of Missouri Columbia, U.S.A.
 Present positions: - Director / Executive Officer of Banpu Pcl.
 - Director of Banpu Singapore Pte. Ltd.
 - Director of Banpu Minerals (Singapore) Pte. Ltd.
 Former position: Director of Banpu Pcl. from 1993 - present
 Meeting attendance: Attend 11 out of 13 Board meetings in 2001, and 15 out of 16 meetings in 2002.

The 4 persons had neither been punished, dismissed or removed on the ground of dishonest performance, nor been imprisoned for an offense related to property committed with dishonest intent, nor engaged in the business or become a partner or shareholder in the business which had the same nature as, and was in competition with, the business of the Company. The opinion of the Nominating Committee was described in the Attachment A, the copy of which had been sent to the shareholders together with the notice of this meeting as per the Enclosure No. 3. The Chairman, therefore, proposed the Meeting to consider and approve the re-election of the 4 retiring directors for another term. The Chairman invited the shareholders to ask questions and queries, but no questions were raised..

After due consideration, the Meeting passed a resolution to approve the re-election of the 4 retiring directors for another term by the following voting:

<u>106,716,867</u>	approving votes
<u>none</u>	disapproving votes
<u>none</u>	abstaining votes

5.2 Approval of the directors' remunerations

The Chairman informed the Meeting that according to Section 90 of the Public Limited Company Act B.E. 2535, no company shall pay money or give any property to any director unless it is a payment of remuneration under the articles of association of the company. In addition thereto, clause 29 of the

Articles of Association of the Company states that directors' fees and remunerations shall be determined by the Shareholders' Meeting. Taking into consideration the opinion of the Compensation Committee, the Board opined that the Meeting approve to fix the remunerations to the directors as elucidated in the

Attachment B, the copy of which had been sent to the shareholders together with the notice of this meeting as per the Enclosure No. 3. The Chairman, therefore, proposed the Meeting to consider and approve the remunerations to the directors as follows:

1. Annual remunerations of 7,780,000 Baht to all directors for the year 2002;
2. Annual budget of 7,800,000 Baht for the following meeting allowances to the Board and all the committee for the year 2003:
 - 2.1 Meeting allowances to the Board for the year 2003 to be payable per meeting to the Chairman at the rate of 37,500 Baht, the Vice-Chairman 33,000 Baht and each of the other Directors 30,000 Baht;
 - 2.2 Meeting allowances to the Audit Committee for the year 2003 to be payable per meeting to the Chairman at the rate of 31,250 Baht and each of the other committee members 25,000 Baht;
 - 2.3 Meeting allowances to the Nominating Committee and the Compensation Committee for the year 2003 to be payable per meeting to the Chairman at the rate of 7,500 Baht and each of the other committee members 6,000 Baht.

The Chairman added further that the shareholders who were directors of the Company holding in aggregate of 10,900,048 shares, were deemed interested in the fixing of directors' remunerations, and that they were not eligible to voting for the approval of the remunerations to the directors. The Chairman invited the shareholders to ask questions and queries, but no questions were raised.

After due consideration, the Meeting passed a resolution to approve the remunerations to the directors as proposed by the Board of Directors and the Compensation Committee by the following voting:

<u>95,816,819</u>	approving votes
<u>none</u>	disapproving votes
<u>none</u>	abstaining votes

6. To appoint an auditor and fix his/her remuneration

The Chairman informed the Meeting that in accordance with clause 39 of the Articles of Association, which says that an annual general meeting shall act upon the following:

- (5) To appoint the Company Auditor and to fix the remuneration.

Referring to the Section "Audit Committee's Report" of the annual report, which had been sent to the shareholders together with the notice of this meeting as per the Enclosure No. 2, the Board and the Audit Committee proposed the Meeting to appoint the auditor and fix the audit remuneration for the accounting year ended on 31 December 2003. The proposed auditor was either Ms. Nangnoi Charoentaveesup of CPA No. 3044 and/or Ms. Anothai Leekijwattana of CPA No. 3442 and/or Mr. Prasarn Cheungpanich of CPA No. 3051, of PricewaterhouseCoopers. The reason for the said proposed

appointment was that PwC had multinational networks and had been recognized internationally, which would standardize the auditing of the Company and its subsidiaries located within and outside Thailand. The total audit remuneration for the audit of the Company and the subsidiaries was proposed at 2,039,000 Baht, out of which 1,495,000 Baht was required an approval of the Meeting to be for the Company's account. The Chairman invited the shareholders to ask questions and queries, but no questions were raised.

After due consideration, the Meeting passed a resolution to appoint the auditor and fix the audit remuneration as proposed by the Board of Directors and the Audit Committee by the following voting:

<u>106,716,867</u>	approving votes
<u>none</u>	disapproving votes
<u>none</u>	abstaining votes

7. To consider and approve the amendment to the Articles of Association of the Company

The Chairman informed the Meeting that in order to bring the Company's Articles of Association in line with the amendment to the Public Limited Company Act B.E. 2535 and the rules and regulations of the SET and the SEC including the principles of the Good Corporate Governance, the Company, thus, revised the existing Articles of Association adopted in 1993 and amended thereafter, which consisted of 52 clauses, to the new draft with 54 clauses. The revision was made by the following concepts: (1) mainly maintaining the former contents and standardizing the wordings, and (2) amending the contents as necessary as to accord the law, the rules and regulations of the SET and the SEC as well as the principles of the Good Corporate Governance. The new draft Articles of Association had been sent to the shareholders together with the notice of this meeting as per the Enclosure No. 4, the material revisions of which were underlined. The Board opined that the Meeting approve the amendment of the Articles of Association by setting up the new Articles of Association with 54 clauses, which shall be in effect upon the approval by the Shareholder Meeting and the registration by the Public Company Registrar, provided that the Company could clear up all mark-ups (deleted and underlined parts) and present the clean version for registration. The Chairman invited the shareholders to ask questions, but no questions were raised.

After due consideration, the Meeting passed a resolution to approve the Company to amend the Articles of Association as proposed by the following voting:

<u>106,716,867</u>	approving votes
<u>none</u>	disapproving votes
<u>none</u>	abstaining votes

8. To consider and approve the allocation of non-transferable warrants under the Employee Stock Ownership Program (ESOP) to directors and employees

The Chairman informed the Meeting that the Annual General Meeting for the year 1998 had passed a resolution to authorize the Company to issue warrants under the Employee Stock Ownership Program (ESOP) to directors and employees with the condition that an allocation of any number of warrants to any director of the Company or of more than 5 per cent of the total ESOP (being 5,239,224 units) to an individual employee would require an approval of a shareholder meeting.

In the present year, the Board and the ESOP Allocation Committee had considered and concurred that 30,000 warrants under ESOP be granted to Mr. Prachuab Trinikorn, the Group Senior Vice President – Corporate Services, and another 30,000 warrants to Mr. Rawi Corsiri, the Chief Operation Officer, due to their out-performance. Since Mr. Prachuab Trinikorn was a director of the Company, and Mr. Rawi Corsiri would earn the warrants under ESOP in aggregate of 430,000 units including the present year, which would exceed 5% of the total ESOP, the Chairman, then, proposed the Meeting to consider and approve the allocation to the said persons in compliance with the conditions of ESOP.

The Chairman added further that Mr. Prachuab Trinikorn and Mr. Rawi Corsiri, who were shareholders holding in aggregate of 453,791 shares, were deemed interested in the allocation of ESOP, and that they were not eligible to voting for the approval of the allocation of ESOP. The Chairman invited the shareholders to ask questions and queries, but no questions were raised.

After due consideration, the Meeting passed a resolution to approve the allocation of warrants under ESOP for the year 2003 to Mr. Prachuab Trinikorn and Mr. Rawi Corsiri as proposed by the Board of Directors and the ESOP Allocation Committee by the following voting:

<u>106,263,076</u>	approving votes
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none disapproving votes
none abstaining votes

9. Other businesses (if any)

The Chairman informed the Meeting that the Company would prepare the minutes of the Annual General Meeting of Shareholders for the year 2003 within 14 days from the date of the meeting, which would be attached to the Company's website i.e. www.banpu.co.th.

Following were the suggestions from shareholders:

1. The Company should present in the annual report the graphs showing the coal consumption of the international markets.
2. The Company should provide the updated list of top ten shareholders as of 31 December in the annual report.
3. The Section "Other Incomes" in the income statements should provide more details of the other incomes in the Note to Financial Statements.
4. The Company should present the coal prices of the international markets on the first page of the website for easy access by public investors.
5. The Company should change the par value of the shares from 10 Baht to 1 Baht in order to enhance liquidity and enable retail investors to buy the Company's shares.

The Chairman accepted the suggestions for consideration. He asked further whether there were any matters to be raised to the Meeting, but no one proposed. Thus, the Chairman declared the meeting adjourned.

The meeting adjourned at 4.30 p.m.

Signed (signature) Chairman
(Mr. Chira Panupong)