

(Translation)

Ref: Bor.Por. 0856 / 132

26 August 2013

Subject: Invitation to the Extraordinary General Meeting of Shareholders No.1/2013

To: Shareholders

By virtue of the resolution of the Board of Directors, Banpu Public Company Limited will hold the Extraordinary General Meeting of Shareholders No. 1/2013 on Monday, September 9, 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 2013.

Fact and Reason – The Secretary to the Meeting prepared the minutes of the Annual General Meeting of Shareholders for the year 2013, which was held on April 3, 2013. The Board of Directors considered and had the opinion that it correctly reflected the resolutions passed by the said Shareholders' Meeting. Therefore, the Board proposes this Shareholders Meeting to acknowledge the minutes of the Annual General Meeting of Shareholders for the year 2013. The copy of the said minutes was sent to the shareholders together with the notice of this meeting as per the Enclosure No. 1.

Board's Opinion – the shareholders should acknowledge the minutes of the Annual General Meeting of Shareholders for the Year 2013.

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

2. To approve the changing of the par value of the Company's shares.

Fact and Reason – To increase the liquidity of the Company's shares that are listed and traded on the Securities and Exchange of Thailand.

Board's Opinion – the shareholders should approve the changing of the par value of the Company's shares from Baht 10 each to Baht 1 each. Therefore, the registered ordinary shares will be changed from 354,050,479 shares to 3,540,504,790 shares and the paid-up ordinary shares will be changed from 271,747,855 shares to 2,717,478,550 shares.

With regard to the Company's capital, the registered ordinary share capital will be at Baht 3,540,504,790 and the paid-up ordinary share will be at Baht 2,717,478,550.

Resolution – this agenda shall be determined by not less than three-fourths of the shareholders who attend the meeting and have the right to vote.

3. To approve the amendment to Clause 4. of the Memorandum of Association of the Company to be in accordance with the changing of the par value of the Company's shares

Fact and Reason – To be in accordance with the changing of the par value of the Company's shares in agenda 2

Board's Opinion – the shareholders should approve the amendment to Clause 4. of the Memorandum of Association of the Company re: Registered Capital to be in accordance with the changing of the par value of the Company's shares as follows:

Clause 4. Registered capital of	Baht 3,540,504,790	(Three thousand five hundred forty million five hundred four thousand and seven hundred ninety Baht)
Divided into	3,540,504,790 shares	(Three thousand five hundred forty million five hundred four thousand and seven hundred ninety shares)
with a par value of	Baht 1	(One Baht) each, categorized into
Ordinary shares in the number of 3,540,504,790 shares		(Three thousand five hundred forty million five hundred four thousand and seven hundred ninety shares),
Preference shares in the number of	-	

Resolution – this agenda shall be determined by not less than three-fourths of shareholders who attend the meeting and have the right to vote.

4. Other businesses (if any)

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

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 Articles of Association of the Company relating to the Shareholders' Meeting and Rules for Shareholder Meetings, which are described in the Enclosure No. 2 and 3

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 Independent directors as per the Enclosure No. 4. You may use any one of the proxy forms as appear in the Enclosure No. 5. *(Please also see the Remark below.)* For your convenience, the Company would recommend the Proxy Form B., which provides more definite details of the authorization, and "Information of the Company's Directors who represent to be a proxy in the EGM 1/2013" as follows:

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

Sincerely yours,

- signature -

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

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1. The copy of the minutes of the 2013 Annual General Meeting of Shareholders.
 2. Articles of Association of the Company relating to the Shareholders' Meeting
 3. Rules for the Shareholder Meetings
 4. Information of the Company's Directors who represent to be a proxy in the EGM 1/2013
 5. Two proxy forms (A. and B.) (Form B is recommended)
 6. Map showing the location of the meeting venue
 7. Registration Form (to be submitted on the Meeting day)

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