

(Translation)

Ref: Bor.Por. 0257/033

1 March 2014

Subject: Invitation to the Annual General Meeting of Shareholders for the Year 2014

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 2014 on Thursday, April 3, 2014 at 13.00 hours at Grand Hall 2nd Imperial Queen's Park Hotel, Bangkok No. 199 Sukhumvit soi 22, Sukhumvit Road, Bangkok 10110, Thailand, to conduct the following agendas:

1. To acknowledge the minutes of the Extraordinary General Meeting of Shareholders No.1/2013

Board's Opinion – the shareholders should acknowledge the minutes of the Extraordinary General Meeting of Shareholders No.1/2013

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 2013 and adopt the directors' report for the performance of the Company for the year ended on December 31, 2013

Board's Opinion – the shareholders should acknowledge the performance of the Company for the Year 2013 and adopt the directors' report for the performance of the Company for the Year ended on December 31, 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.

3. To approve the audited statements of financial position and Statement of Income for the Year ended on December 31, 2013

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, 2013 at the rate of 1.2 Baht per share, (of which 5 Baht was paid as interim dividend on September 26, 2013 at par value 10 Baht or 0.50 Baht at the current par value 1 Baht) Thus, the remaining 0.7 Baht dividend for 2013 performance would be further paid out of the retained earnings and the profits from the operations during the period of July 1, 2013 to December 31, 2013. The dividends would be payable to the shareholders on April 29, 2014.

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.

5.1 Approval of 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.Krirk-Krai Jirapaet ,Mr.Metee Auapinyakul , Mr.Rutt Phanijphand and Mr.Suthad Setboonsarng replacing Mr.Montri Mongkolswat who expressed his intention not to be nominated to be re-elected 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.

5.2 Approval of the appointment of directors in place of resigned directors and the term of office will retain office only remaining term of resigned directors.

Board's Opinion – the shareholders should approve the appointment of 2 two nominees namely Mr.Buntoeng Vongkusolkrit, Mr.Sudiarso Prasetio to be the directors. The term of office will retain office only remaining term of resigned directors namely Mr. Vitoon Vongkusolkrit and Mr. Somkiat Chareonkul.

Resolution – this agenda shall be determined by the majority of votes of the shareholders

6. To consider the directors' remunerations.

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

1. Annual remunerations of 30 Million Baht for the year 2013 payable to all directors.
2. Remunerations for the year 2014 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 decrease the remunerations for the year 2013(as detail shown in Enclosure No.1)

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 Ms.Amornrat Pearnpoonvatanasuk C.P.A. (Thailand) No. 4599 and/or Ms. Sukhumaporn Wong-ariyaporn C.P.A. (Thailand) No. 4843 and/or Mr. Somchai Jinnovart of C.P.A. No. 3271 to be the auditors of the Company for the year 2014 and fix the audit remuneration at 2,206,500 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 2013 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 2014” as per the Enclosure No. 10:

1. Mr. Krirk-Krai	Jirapaet	Independent Director and Chairman of the Board
2. Mr. Somkiat	Chareonkul	Independent Director
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 Extraordinary General Meeting of Shareholders No.1/2013
 3. A report of the Board on the performance of the Company for the year ended on December 31, 2013 (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 2014
 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