

(Translation)

Ref: Bor.Por. 0957 / 142

22 September 2014

Subject: Invitation to the Extraordinary General Meeting of Shareholders No.1/2014

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. 1/2014 on Monday, October 6, 2014 at 14.00 hours at Royal Paragon Hall 3 , 5th Floor of Siam Paragon No.991, Siam Paragon Shopping Center, Rama I Road , Pathumwan, Bangkok 10330 , Thailand, to conduct the following agendas:

1. To acknowledge the minutes of the Annual General Meeting of Shareholders for the Year 2014.

Fact and Reason – The Secretary to the Meeting prepared the minutes of the Annual General Meeting of Shareholders for the year 2014, which was held on April 3, 2014. 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 2014. The copy of the said minutes was sent to the shareholders together with the notice of this meeting as per the Enclosure No. 2.

Board's Opinion – the shareholders should acknowledge the minutes of the Annual General Meeting of Shareholders for the Year 2014.

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

2. To consider the issuance and sale of debentures in the aggregate principal amount not exceeding Baht 20,000 Million

Board's Opinion - the shareholders should approve the issuance and sale of debentures not exceeding Baht 20,000 Million.

Resolution - this agenda shall be determined by the votes not less than three - fourths of the total votes of the shareholders present at the Meeting and eligible to vote pursuant to Section 145 of the Public Limited Company Act B.E. 2535.

3. 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 at 12:00. 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. 3 and 4

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. 5. You may use any one of the proxy forms as appear in the

Enclosure No. 6. *(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 1/2014 as follows:

1. Mr. Krirk-Krai	Jirapaet	Independent Director and Chairman of the Board
2. Mr. Teerana	Bhongmakapat	Independent Director
3. Mr. Suthad	Setboonsarng	Independent Director
4. Mr. Rutt	Phanijphand	Independent Director
5. Mr. Anothai	Techamontrikul	Independent Director
6. Mr. Sudiarso	Prasetio	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. Translation of Minutes of the Annual General Meeting of Shareholders for the Year 2014
 3. Articles of Association of the Company relating to the Shareholders’ Meeting
 4. Rules for the Shareholder Meetings
 5. Information of the Company’s Directors who represent to be a proxy in the EGM 1/2014
 6. Two proxy forms (A. and B.) (Form B is recommended)
 7. Map showing the location of the meeting venue
 8. 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