

(Translation)

Ref: Bor.Por. 0258/049

3 March 2015

Subject: Invitation to the Annual General Meeting of Shareholders for the Year 2015

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 2015 on Friday, April 3, 2015 at 13.00 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 Extraordinary General Meeting of Shareholders No.1/2014

Board's Opinion – the shareholders should acknowledge the minutes of the Extraordinary General Meeting of Shareholders No.1/2014

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 2014 and adopt the directors' report for the performance of the Company for the year ended on December 31, 2014

Board's Opinion – the shareholders should acknowledge the performance of the Company for the Year 2014 and adopt the directors' report for the performance of the Company for the Year ended on December 31, 2014.

Resolution – this agenda shall be determined by the majority of votes of the shareholders present and casting their votes.

3. To approve the audited statements of financial position and Statement of Income for the Year ended on December 31, 2014

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 1.20 Baht per share, which consists of the annual dividend for the period during January 1 to December 31, 2014 at the rate of 1.20 Baht per share, (of which 0.50 Baht was paid as interim dividend on September 26,2014. Thus, the remaining 0.70 Baht dividend for 2014 performance would be further paid out of the retained earnings and the profits from the operations during the period of July 1, 2014 to December 31,2014. The dividends would be payable to the shareholders on April 29,2015.

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.

Board's Opinion – the shareholders should approve the appointment of 4 directors retiring by rotation, namely Mr. Anothai Techamontrikul, Mr. Ongart Auapinyakul, Mr. Buntoeng Vongkusolkit and Mr. Verajet Vongkusolkit 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 increasing member of Company's directors from the previous total numbers of 12 persons to be 13 persons and appoint Mrs. Somruedee Chaimongkol to be a new director.

Board's Opinion – the shareholders should approve the increasing number of Company's directors from the previous total numbers of 12 persons to be 13 persons and propose Mrs. Somruedee Chaimongkol to the Shareholders' Meeting for considering and appointing as a new directors.

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.

7. 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 2014 payable to all directors.
2. Remunerations for the year 2015 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 at the same rate of the remunerations for the year 2014.

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.

8. 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 Pearmpoonvatanasuk C.P.A. (Thailand) No. 4599 and/or Ms. Sukhumaporn Wong-ariyaporn C.P.A. (Thailand) No. 4843 and/or Mr. Vichien Khingmontri C.P.A. (Thailand) No. 3977 to be the auditors of the Company for the year 2015 and fix the audit remuneration at 2,206,500 Baht which remain unchanged from the previous year.

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.

9. 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 2014 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 2015 as per the Enclosure No. 10:

1. Mr. Krirk-Krai	Jirapaet	Independent Director and Chairman of the Board
2. Mr. Anothai	Techamontrikul	Independent Direct
3. Mr. Rutt	Phanijphand	Independent Director
4. Mr. Teerana	Bhongmakapat	Independent Director
5. Mr. Suthad	Setboonsarng	Independent Director
6. Mr. Sudiarso	Prasetio	Independent Director

Sincerely yours,

- signature -

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

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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.1/2014
 3. A report of the Board on the performance of the Company for the year ended on December 31, 2014 (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 2015
 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