

Banpu to issue rights offering at THB 5.00 plus warrants
*Long-term growth strategy offering investment opportunities
to all shareholders*

Banpu Public Company Limited is preparing to propose to the Annual General Meeting of the Shareholders for the Year 2016 to approve the increase of the Company's registered capital by offering new shares to the existing shareholders of the Company in proportion to their respective shareholding (Rights Offering: RO) at the ratio of 2 existing shares to 1 new share at the price of THB 5.00 per share. The existing shareholders shall be entitled to subscribe for the New Shares in excess of their entitlements pursuant to a given ratio (Oversubscription). The Company also allocates the named certificate and transferable warrants to purchase newly issued ordinary shares of "BANPU-W3" to the entitled and allotted subscribers at the ratio of 1 new share to 1 unit of warrants. **Banpu will pay a dividend for the second half of 2015 at THB 0.50 per share, with XD and XR signs to be posted on 25 April 2016.**

Ms. Somruedee Chaimongkol, Chief Executive Officer of Banpu Public Company Limited said, "The Board of Directors has considered various ways of fund raising. They see that the most appropriate method is to raise fund through RO at the subscription price of THB 5.00 to the existing shareholders, coupled with the allocation of the BANPU-W3 Warrants, at no cost, at the same number as the allotted RO, with the exercise price of THB 5.00 per unit. The warrant is exercisable within one year with quarterly exercise dates. This will enable all the existing shareholders to participate as it is an opportunity to generate an attractive return on the long-term investment."

Banpu is set to offer RO in the amount of not exceeding 1,290,939,275 shares with THB 1.00 par value per share, together with an allocation of newly issued ordinary shares in the amount of not exceeding 1,290,939,275 shares with THB 1.00 par value per share to accommodate the exercise of the Warrants BANPU-W3.



In case the RO are fully subscribed and the BANPU-W3 Warrants are fully exercised, the Company will be able to raise a fund of THB 12,900 million to proceed with its debt repayment and the interest expense reduction of approximately THB 500 million, improving the debt-to-equity ratio (D/E Ratio) from 1.62 to 1.23. This will increase its financial flexibility and allow greater access to funding when investment opportunities arise in the future. The resolutions of the Board of Directors will be proposed to the Annual General Meeting of Shareholders for the year 2016 to approve.

Additional agendas which will also be proposed for Banpu shareholders' consideration and approval at the upcoming 2016 Annual General Meeting include the annual dividend payment at the rate of THB 1.00 per share for the period of 1 January 2015 – 31 December 2015, of which THB 0.50 was paid as interim, thus, the remaining THB 0.50 dividend would be further paid out on 13 May 2016. Further, potential candidates for the retiring Board of Directors will also be proposed as the Company needs to replace two Directors: Mr. Krirk-Krai Jirapaet, Chairman of the Board, and Mr. Anothai Techamontrikul Vice Chairman & Chairman of the Corporate Governance and Nomination Committee. According to the Company's retirement policy for Directors, and in line with good corporate governance, Directors are required to retire at the age of 72. The Company has already notified the SET of their resignations, effective on 20 April 2016 onwards.

Banpu's 2016 Annual General Meeting of Shareholders will be held on 19 April 2016, at 13.00 hrs, at the Royal Paragon Hall 3, located on the 5th floor of Siam Paragon. To be eligible for the Rights Offering as well as the second-half 2015 dividend payment of THB 0.50 per share, Banpu shareholders must have acquired shares prior to 25 April 2016, on which the Excluding-Rights (XR) and Excluding-Dividend (XD) signs will be posted. The RO subscription period would be during 23-31 May 2016.

"Our filing process for the IPO of Banpu Power, or BPP, is on track as planned. Currently the filing documents are under the consideration and approval by the SEC. We will monitor market conditions to determine the optimal timing for launching the IPO," **added Ms. Chaimongkol.**

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For more information, please contact: BANPU Corporate Communications
Rinlita Srirojpinyo 02.694.6892 Rinlita_S@banpu.co.th