(Translation)

Ref: BorPor. 0259/017

10 March 2016

Re: Resolutions of the Board of Directors Meeting No. 3/2016 regarding the date of the Annual General Meeting of Shareholders for the year 2016.

To: President of the Stock Exchange of Thailand

Banpu Public Company Limited ("the Company") would like to inform the Stock Exchange of Thailand for the following resolutions passed by the Board of Directors Meeting No. 3/2016, which was held on 10 March 2016 from 13.30 – 15.30 hours.

1. The Meeting resolved to fix the date of the Annual General Meeting of Shareholders for the year 2016 on Tuesday 19 April 2016 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. In addition, to determine the entitlement of shareholders to attend the Annual General Meeting for the year 2016, the schedule of the record date and the closing date of share register book were fixed as follows:

   1.1 March 25, 2016 is the Record Date on which the shareholders whose names appear on the Company's share register book shall have the right to attend the Annual General Meeting.

   1.2 March 28, 2016 is the closing date of share register book for gathering the shareholders' names in accordance with the Section 225 of the Securities and Exchange Act B.E. 2535.

2. The agendas of the Annual General Meeting for the year 2016 were determined as follows:

   1. To acknowledge the minutes of the Annual General Meeting of Shareholders for the year 2015
   Board's Opinion – the shareholders should acknowledge the minutes of the Annual General Meeting of Shareholders for the year 2015

   2. To acknowledge the performance of the Company for the year 2015 and adopt the directors' report for the performance of the Company for the year ended on December 31, 2015.
   Board's Opinion – the shareholders should acknowledge the performance of the Company for the year 2015 and adopt the directors' report for the performance of the Company for the year ended on December 31, 2015.

3. To approve the audited balance sheet and the profit and loss statements for the year ended on December 31, 2015.

Board's Opinion – the shareholders should approve the audited balance sheet and the profit and loss statements for the year ended on December 31, 2015.

4. To approve the distribution of annual profits and annual dividend payment.

Board's Opinion – the shareholders should approve the annual dividend payment at the rate of 1.00 Baht per share, which is the annual dividend for the period during 1 January 2015 – 31 December 2015 of which 0.5 Baht was paid as interim dividend on September 25, 2015. Thus, the remaining 0.50 Baht dividend for 2016 performance would be further paid out of the retained earnings and profits from the operation during the period of 1 July 2015 – 31 December 2015. The remaining 0.50 Baht dividend is appropriated from the corporate income tax – exempted profit on which shareholders are not entitled to tax credits. The dividend payment is scheduled on 13 May 2016. In addition, to determine the entitlement of shareholders to receive the dividend, the schedule of the record date and the closing date of share register book were fixed as follows:

- April 27, 2016 is the Record Date on which the shareholders whose names appear on the Company's share register book shall have the right to receive the dividend.
- April 28, 2016 is the closing date of share register book for gathering the shareholders' names in accordance with the Section 225 of the Securities and Exchange Act B.E. 2535

However, the right to receive such dividend is subject to the approval of the Meeting.

5. To consider the appointment of directors

5.1 To consider appointment a new director to replace resigned director.

Board's Opinion – the shareholders should approve the appointment a new director. Mr. Anon Sirisaengtaksin to be the director. The term of office will retain office only remaining term of resigned directors namely Mr. Krirk-Krai Jirapaet Chairman who intend to resign together with Mr.Anothai Thechamontrikul Vice Chairman and Chairman of the Corporate Governance and Nomination Committee from being the Company's directors and sub-committees which will be effective after the date of 2016 Annual General Shareholders' Meeting onwards.

5.2 To consider 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. Chanin Vongkusolkit , Mr. Sudiarso Prasetio, Mr. Rawi Corsiri and Mr. Teerana Bhongmakapat

6. To approve the directors' remunerations.

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

1. Annual remunerations of 25 Million Baht for the year 2015 payable to all directors.
2. Remunerations for the year 2016 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 10% remunerations from the year 2015 as follows:

Details	2016(Proposed)	2015
2.1 Monthly compensation		
2.1.1 Monthly compensation (Baht/month)		
- Chairman	46,800	52,000
- Vice-Chairman	41,400	46,000
- Other Board members	36,000	40,000
2.1.2 Meeting allowances to the Board payable only attending the meeting in person per meeting (Baht per meeting)		
- Chairman	23,400	26,000
- Vice-Chairman	20,700	23,000
- Other Non-Executive Board members	18,000	20,000
2.2 Meeting allowances to the Audit Committee payable only attending the meeting in person per meeting (Baht per meeting)		
- Chairman of audit committee	28,080	31,200
- Audit Committee members	21,600	24,000
2.3 Meeting allowances to the Corporate Governance and Nomination Committee and the Compensation Committee payable only attending the meeting (Baht per meeting)		
- Chairman of Corporate Governance and Nomination Committee the Compensation Committee	23,400	26,000
- Corporate Governance and Nomination Committee and the Compensation Committee members	18,000	20,000

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 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 2016 and fix the audit remuneration at 2,206,500 Baht which remain unchanged from the previous year.

8.To approve the reduction of the Company's registered capital in the amount of Bath 823,026,240 from the current registered capital of Baht

3,404,904,790 to the new registered capital of Baht 2,581,878,550 by cancelling 823,026,240 unissued ordinary shares at a par value of Baht 1 per share and To approve the amendment to Article 4 of the Company's Memorandum of Association regarding the registered capital to reflect the reduction of the Company's registered capital.

9. To approve the increase of the Company's registered capital in the amount of Baht 2,581,878,550 from the registered capital of Baht 2,581,878,550 to the new registered capital of 5,163,757,100 by issuing 2,581,878,550 new ordinary shares at a par value of Baht 1 per share and To approve the amendment to Article 4 of the Company's Memorandum of Association regarding the registered capital to reflect the increase of the Company's registered capital.

10. To consider and approve the distribution of shares of the Company and ordinary capital shares for the issuance of warrant.

11. Other businesses (if any).

Please be informed accordingly.

Sincerely yours,

-signature-

(Mrs. Somruedee Chaimongkol)
Chief Executive Officer