

(Translation)

0162/038

21 February 2019

Re: Resolutions of the Board of Directors Meeting No. 2/2019 regarding the date of the Annual General Meeting of Shareholders for the year 2019, dividend payment.

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. 2/2019, which was held on 21 February 2019 from 14.00 – 17.30 hours.

1. The Meeting resolved to fix the date of the Annual General Meeting of Shareholders for the year 2019 on Wednesday 3 April 2019 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 2019, on March 7, 2019 is the record date of shareholders shall have the right to attend the Annual General Meeting.
2. The Meeting resolved to approve the annual dividend payment at the rate of 0.70 Baht per share, which is the annual dividend for the period during 1 January 2018 – 31 December 2018 of which 0.35 Baht was paid as interim dividend on September 28, 2018. Thus, the remaining 0.35 Baht dividend for 2018 performance would be further paid out of the retained earnings and profits from the operation during the period of 1 July 2018 – 31 December 2018. The remaining 0.35 Baht dividend is appropriated from the corporate income tax – exempted profit on which shareholders are not entitled to tax credits. In addition, to determine the entitlement of shareholders to receive the dividend, the schedule of the record date is on April 10, 2019 which the shareholders shall have the right to receive the dividend. The dividend payment is scheduled on 30 April 2019
3. The agendas of the Annual General Meeting for the year 2019 were determined as follows:
 1. To acknowledge the minutes of the Annual General Meeting of Shareholders for the year 2018
 2. To acknowledge the performance of the Company for the year 2018

and adopt the directors' report for the performance of the Company for the year ended on December 31, 2018.

3. To approve the audited balance sheet and the profit and loss statements for the year ended on December 31, 2018.
4. To approve the distribution of annual profits and annual dividend payment.
5. To consider the appointment of directors in place of those retiring by rotation.

5.1 Mr. Chanin Vongkusolkrit	Director
5.2 Mr. Teerana Bhongmakapat	Independent Director
5.3 Mr. Rawi Corsiri	Director
5.4 Mr. Sudiarmo Prasertio	Independent Director
6. To approve the appointment of 2 directors.
 - 6.1 To appoint Mr. Pichai Dusdeekulchai to be a director which the term of office will retain office only remaining term of resigned directors namely Mr. Rutt Phanijsaphand who intend to resign from being the Company's director due to the age retirement at 72.
 - 6.2 To appoint Mr. Teerapat Sanguankotchakorn to be a new director.
7. To approve the directors' remunerations.
8. To appoint the Company's auditor and fix his/her remuneration.
9. To approve the amendment Article 31 of the Articles of Association in order to comply with the amendment of section 100 of the Public Limited Companies Act B.E. amended by the Order of Head of the National Council for Peace and Order No. 21/2560 (A.D. 2016)

Article 31. Current version

The Annual General Meeting of Shareholders shall be held at least once a year. This meeting shall be called general meeting and should be held within four months from the last day of the fiscal year of the Company. The documentation as law required will be sent to shareholders together with the invitation letter.

The Meeting of Shareholders other than that mentioned shall be called the Extraordinary Meeting. The Board of Directors may summon an Extraordinary Meeting of Shareholders whenever the Board thinks appropriate. One or more shareholders holding shares altogether at not less than one-fifth of the total number of shares sold, or the shareholders of a number of not less than twenty-five persons holding shares altogether at not less than one-tenth of the total number of shares sold may submit their names in a letter requesting the Board of Directors to summon an Extraordinary Meeting of Shareholders at anytime but they shall give express reasons for such request in the letter. In such case, the Board of Directors shall arrange for the Meeting of Shareholders to be held within one month from the date of receipt of such request from the shareholders.

Article 31. Amendment version (comply with the section 100)



The Annual General Meeting of Shareholders shall be held at least once a year. This meeting shall be called general meeting and should be held within four months from the last day of the fiscal year of the Company. The documentation as law required will be sent to shareholders together with the invitation letter.

The Meeting of Shareholders other than that mentioned shall be called the Extraordinary Meeting. The Board of Directors may summon an Extraordinary Meeting of Shareholders whenever the Board thinks appropriate. One or more shareholders holding shares altogether at not less than ten percent of the total number of shares sold may submit their names in a letter requesting the Board of Directors to summon an Extraordinary Meeting of Shareholders at any time but they shall give express subjects and reasons for such request in the said letter. In such case, the Board of Directors shall arrange for the Meeting of Shareholders to be held within forty five days from the date of receipt of such request from shareholders

In case the board of directors fails to arrange for the meeting within such period under the paragraph two, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five days as from the date of expiration of the period under paragraph two. In such case, the meeting is deemed to be shareholders' meeting called by the board of directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation

In the case where, at the meeting called by the shareholders under paragraph three, the number of the shareholders presented does not constitute quorum as prescribed by article 34, the shareholders under paragraph three shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting."

10. To approve the amendment of the Company's Seal and the amendment of Clause 53 of the Articles of Association of the Company to be in line with the amendment of the Company's Seal

Existing Company's Seal	New Company's Seal
	

11. To approve the reduction of the Company's registered capital of 3,331,585 Baht from 5,165,257 Baht to 5,161,925,515 Baht by cancelling 3,331,585 authorised but unissued shares of the Company at 1 Bath par value per share and amendment to the Article 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital. According to the reduction as mentioned above the legal reserve is reached as law required.

“Article 4

Registered Capital of	5,161,925,515	Baht
Divided into	5,161,925,515	Shares
With a par value of	1	Baht
Categorized into		
Ordinary shares	5,161,925,515	Shares
Preferred shares	None	shares

12. Other businesses (if any).

Please be informed accordingly.

Sincerely yours,
-signature-
(Mr. Somruedee Chaimongkol)
Chief Executive Officer