

(Translation)



Ref: 2062/009

March 1, 2019

Subject: Invitation to the Annual General Meeting of Shareholders for the Year 2019  
To: Shareholders

This notice is hereby given by the Board of Directors of Banpu Power Public Company Limited (the "Company") that the Annual General Meeting of Shareholders for the year 2019 (the "AGM") will be scheduled to be held on Tuesday, April 2, 2019 at 14.00 hours at Royal Paragon Hall 3<sup>rd</sup>, 5<sup>th</sup> Floor of Siam Paragon No. 991, Siam Paragon Shopping Center, Rama I Road, Pathumwan District, Bangkok 10330, to conduct the following agendas:

**1. To acknowledge the minutes of the Annual General Meeting of Shareholders for the year 2018**

**Fact and Reason** The Secretary of the Meeting prepared the minutes of the General Meeting of Shareholders for the year 2018, which was held on April 2, 2018. The Board of Directors considered and had the opinion that it was correctly reflected the resolutions passed by the said Shareholders' Meeting. Therefore, the Board proposes this Shareholders Meeting to acknowledge the minutes of the General Meeting of Shareholders for the year 2018. The copy of the said minutes has been 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 General Meeting of Shareholders for the year 2018

**Resolution** – this agenda shall not be determined by votes since it is only a report for shareholders' acknowledgment.

**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**

**Fact and Reason** The Company prepared the report of the Board on the performance of the Company for the year ended on December 31, 2018. The report shows the performance during the fiscal year 2018, which the Board has considered correct and adequate. Therefore, the Board proposes the said report to this Shareholder Meeting in order 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. The said report appears in the Section "Operational Results During the Previous Year" of the annual report, which has been sent to the shareholders in the form of QR Code as per the Enclosure No. 1.

**Board's Opinion** – the shareholders should 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

**Resolution** – this agenda shall be approved by the majority of votes of the shareholders present and casting their votes pursuant to Clause 40 of the Company's Articles of Association.

**3. To consider and approve the audited Statements of Financial Position and Statement of Income for the Year ended on December 31, 2018**

**Fact and Reason** The Company prepared the Statements of Financial Position and Statement of Income for the Year ended on December 31, 2018, which was duly audited. The Board and the Audit Committee considered it was correct, complete and adequate in accordance with the general accounting principles, and therefore wish to propose it to this Shareholder Meeting for approval. The details appear in the Sections “Company and Consolidated Financial Statements”, “Report of the Board of Directors’ Responsibility in the Financial Statements” and “Report of the Audit Committee to Shareholders” of the annual report, which has been sent to the shareholders in the form of QR Code as per the Enclosure No. 1.

**Board’s Opinion** – it is appropriate to propose the shareholders to approve the said audited Statements of Financial Position and Statement of Income.

**Resolution** – this agenda shall be approved 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 consider and approve the distribution of annual profits and annual dividend payment**

**Fact and Reason** The statement of the Company’s dividend payment policy is as follow: “The Company will pay dividend at a rate of not less than 50% of the net profits of the consolidated accounts after provisioning all statutory reserves, provided that the rate of dividend payment will be subject to cash flows and investment plans of the Company and its subsidiaries, as well as regulatory restrictions and other requirements.”

In this year, the Company has earned profits and carried no retained loss. In addition, the Company has sufficient cash flow to pay dividends. The Board considered that it is appropriate to propose the Shareholders Meeting to approve the allocation of the annual profits by declaration of the dividend payment for the Company’s performance of the Year 2018, at the rate of Baht 0.60 per share, of which Baht 0.30 was paid as an interim dividend to the shareholders holding 3,051,021,700 shares in the amount of Baht 915 million. Therefore, the remaining of dividend payment for the Year 2018 performance will be paid to the shareholders holding 3,051,021,700 shares at the rate of Baht 0.30 per share, which is considered to be the declaration of dividend at the rate of 48 percent of the Company’s net profit, which is less than the dividend policy of the Company. The dividend would be payable from the corporate income tax – exempted profit on which shareholders are not entitled to tax credits. The dividend payment is scheduled to be on April 26, 2019. In this regard, the Record Date was fixed on April 11, 2019 in order to determine the eligible shareholders who shall be entitled to have the right to receive such dividend. The appropriation of annual profits at the rate of 5 percent as a legal reserve for a total amount of Baht 115 million, following this allocation, the Company will have a total legal reserve of Baht 1,363 million; and the comparison between the dividend payment are as follows:

Details of dividend payment	Year 2018	Year 2017
1. Net profit (Loss) (Million Baht)	3,812.67	4,154.63
2. Number of shares (Shares)	as details in remark 1 and 2	as details in remark 3 and 4
3. Annual Dividend Payment ratio (Baht: share)		
- Interim dividend payment (period of Jan 1, to June 30)	0.30 <sup>1</sup>	0.30 <sup>3</sup>
- dividend payment (period of July 1, to December 31)	0.30 <sup>2</sup>	0.30 <sup>4</sup>
4. Total dividend payment (Million Baht)	1,830	1,829
5. Percentage of dividend payment	48	44

*Remark: <sup>1</sup>Interim dividend payment at 0.30 Baht per share for 3,051,021,700 shares, totaling of Baht 915 million paid out of the profits from the operations during the period of January 1 to June 30, 2018.*

*<sup>2</sup>Dividend payment at 0.30 Baht per share for 3,051,021,700 shares, totaling of Baht 915 million paid out of the profits from the operations during the period of July 1 to December 31, 2018.*

*<sup>3</sup>Interim dividend payment at 0.30 Baht per share for 3,048,235,000 shares, totaling of Baht 914 million paid out of the profits from the operations during the period of January 1 to June 30, 2017.*

*<sup>4</sup>Dividend payment at 0.30 Baht per share for 3,050,881,700 shares, totaling of Baht 915 million paid out of the profits from the operations during the period of July 1 to December 31, 2017.*

**Board's Opinion** – it is appropriate to propose the shareholders to approve the distribution of annual dividend as follows:

- 4.1 the appropriation of annual profits at the rate of 5 percent as legal reserve for a total amount of Baht 115 million, following this allocation, the Company will have a total legal reserve of Baht 1,363 million; and
- 4.2 the declaration of the total annual dividend for the Company's performance of the Year 2018 at the rate of Baht 0.60 per share, of which Baht 0.30 was paid as an interim dividend to the shareholders holding 3,051,021,700 shares in the amount of Baht 915 million. Therefore, the remaining of dividend payment for the Year 2018 performance will be paid to the shareholders holding 3,051,021,700<sup>1</sup> shares at the rate of Baht 0.30 per share, which is considered to be the declaration of dividend at the rate of 48 percent of the Company's net profit, payable from the corporate income tax – exempted profit on which shareholders are not entitled to tax credits. The dividend payment is scheduled to be on April 26, 2019. In this regard, the Record Date was fixed on April 11, 2019 in order to determine the eligible shareholders who shall be entitled to have the right to receive such dividend. However, the right to receive dividend is uncertain as it shall be approved by the shareholders' meeting.

**Resolution** – this agenda shall be approved 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 and approve the appointment of directors in place of those retiring by rotation**

**Fact and Reason** In accordance with clause 17 of the Articles of Association stipulated that one-third of the total number of Directors shall be required to vacate their offices by rotation at every general meeting of shareholders. If the number of directors is not a multiple of three, the number of directors closest to one-third vacate their offices. Directors who have to vacate their offices during the first and second year after the Company's registration shall be decided by drawing of names. For the successive years, directors who have been in offices for the longest shall retire from their offices. A retiring director is eligible for reelection.

There are 9 directors at present, for this year, there are 3 directors who shall retire by rotation, namely:

- |                  |               |                        |
|------------------|---------------|------------------------|
| 1. Mr. Chanin    | Vongkusolkrit | Non-Executive Director |
| 2. Mr. Rawi      | Corsiri       | Non-Executive Director |
| 3. Mr. Voravudhi | Linananda     | Executive Director     |

In the regards of director nomination, the Company has invited the shareholders to nominate the qualified directors to be selected and to propose the Shareholder Meeting for election during 1-30 December 2018 by announcement through the communication channels of the Stock Exchange of Thailand and publish on the Company's website. After the expiration of the above mentioned period, there has no any shareholders nominated anyone to be elected as director.

The Board and the Corporate Governance and Nomination Committee have considered qualifications, experience and backgrounds of each nominated director, including the qualifications

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<sup>1</sup> Number of the Company shares at present, which has not yet included the ordinary shares that maybe increasing from the exercising of the right to purchase the ordinary share No. 8 on 29 March 2019 of warrants representing the right to purchase the newly issued ordinary shares of the Company, issued and offered to the directors and employees of Banpu Group and the issue and offering of newly issued ordinary shares of the Company under the Employee Stock Option Plan for Directors and Employees of the Company.

of independent directors in accordance with the Company's nomination procedures by which consistent with the composition and structure of the directors, appear in the Section "Management Structure" of the annual report, which has been sent to the shareholders in the form of QR Code as per the Enclosure No. 1. The Board has considered that the nominated directors who have been proposed as the director by the Corporate Governance and Nomination Committee, have appropriate qualifications.

For the nomination of the 3 mentioned directors, the Board and the Corporate Governance and Nomination Committee (excluding interested directors) considered and had the opinion that all 3 persons are knowledgeable, capable and have appropriate qualifications. The credentials and backgrounds of the proposed directors, including the definition of independent director have been sent to the shareholders together with the notice to this meeting as per the Enclosure No.3.

The 3 persons have neither been punished, dismissed or removed on the ground of dishonest performance, nor been imprisoned for an offense related to property committed with dishonest intent, nor engaged in the business or become a partner or shareholder in the business which has the same nature as, and is in competition with, the business of the Company.

**Board's Opinion** – the Board (excluding interested directors) has considered in accordance with the Company's nomination procedures and had the opinion that the nominated directors have appropriate qualifications, the Board, then considered that it is appropriate to propose the shareholders to approve the appointment of 3 directors retiring by rotation, namely 1) Mr. Chanin Vongkusolkrit 2) Mr. Rawi Corsiri 3) Mr. Voravudhi Linananda to be the directors for another term.

**Resolution** – this agenda shall be approved 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 and approve the directors' remunerations**

**Fact and Reason** According to Section 90 of the Public Limited Company Act B.E. 2535 stipulated that no company shall pay money or give any property to any director unless it is a payment of remuneration under the Company's Articles of Association.

In addition thereto, clause 30 paragraph 1 of the Articles of Association of the Company states that directors are eligible to remuneration, which may be paid in one or more or all forms of monthly cash payment, meeting allowance, per diem, bonus, welfare, securities of the Company or benefits of other natures, etc., provided that they shall be determined by a shareholder meeting. The shareholder meeting may either fix the amount of remuneration or consider fixing the remuneration from time to time or setting up the criteria for the remuneration or effecting the remuneration perpetually until it is changed.

The Company will take into consideration the appropriateness of duties and responsibilities as assigned and compared with the listed companies on SET with a similar industry and business size. The remuneration for the Directors is sufficient to induce the Directors to work with quality and meet the objectives and business direction as determined by the Company through transparent procedures, giving confidence to the shareholders.

The Board and the Compensation Committee considered that the directors' remuneration shall be determined from the Company's overall performance, the dividend payment to the Shareholders, the duties and responsibilities of each committee, and had the opinion that this Shareholder Meeting may fix the remunerations to the directors as follows:

1. Total annual remunerations of Baht 12 million for the year 2018, increasing Baht 2 million from the year 2017. The details of the remuneration of each director appear in the Section "Remuneration of the Board of Directors and Management" of the annual report, which has been sent to the shareholders in the form of QR Code as per the Enclosure No.1. The remunerations of the Chairman is higher than the other Board members 30%.

However, the 6 directors, namely 1) Mr. Chanin Vongkusolkrit 2) Mr. Rawi Corsiri 3) Mr. Metee Auapinyakul 4) Mrs. Somruedee Chaimongkol 5) Mr. Voravudhi Linananda 6) Mr. Sutee Sukruan have expressed their intentions not to receive the annual remunerations totaling Baht 7,741,938, therefore, the total annual remunerations for the year 2018 will be paid to the other 3 directors in the total of Baht 4,258,065.

2. Allocation of the newly issued ordinary shares of the Company under the Employee Stock Option Plan for Directors and Employees of the Company and its subsidiaries (BPP-ESOP) in the amount of 300,000 shares to a director, namely Mr. Sutee Sukruan which has been approved by the Compensation Committee Meeting No. 4/2018 held on December 12, 2018.
3. Remunerations to all committees of the Company for the year 2019 have been considered and proposed to be equal rate with the year 2018, the details are as follows:

Details	2019 (Proposed)	2018
<b>2.1 Monthly compensation</b>		
2.1.1 Monthly compensation (Baht/month)		
- Chairman	52,000	52,000
- Other Board members	40,000	40,000
2.1.2 Meeting allowances to the Board payable only attending the meeting in person per meeting (Baht per meeting)		
- Chairman	26,000	26,000
- Other Non-Executive Board members	20,000	20,000
<b>2.2 Meeting allowances to the Audit Committee</b> payable only attending the meeting in person per meeting (Baht per meeting)		
- Chairman of audit committee	31,200	31,200
- Audit Committee members	24,000	24,000
<b>2.3 Meeting allowances to the Corporate Governance and Nomination Committee and the Compensation Committee</b> payable only attending the meeting (Baht per meeting)		
- Chairman of Corporate Governance and Nomination Committee and the Chairman of Compensation Committee	26,000	26,000
- Corporate Governance and Nomination Committee members and the Compensation Committee members	20,000	20,000

**Board's Opinion** – the Board has considered according to the comments of the Compensation Committee and has the opinion that the shareholders should approve the remunerations to the directors.

**Resolution** – this agenda shall be approved by the votes of not less than two-thirds of the total votes of shareholders present pursuant to Clause 30 of the Company's Articles of Association.

**7. To consider and approve the appointment of the Company's auditor and fix his/her remuneration**

**Fact and Reason** In accordance with clause 41 of the Articles of Association stipulated that an annual general meeting shall act upon the following: (5) To appoint the Company's Auditor and to fix the remuneration.

The Board and the Audit Committee considered selecting PricewaterhouseCoopers ABAS (or "PwC") to be the Company's Auditor in the year 2019 since PwC has multinational networks, which has been recognized internationally and has been well-performed for the past years. The details of the proposed matters appear in the Section "Report of the Audit Committee to Shareholders" of the annual report, which has been sent to the shareholders in form of QR Code as per the Enclosure No.1. The Board and the Audit Committee propose this Shareholder Meeting to appoint the 3 auditors from PwC, the auditors' profile appears in the Enclosure No. 4 of the notice of this meeting, namely:

1. Ms. Amornrat Pearmpoonvatanasuk C.P.A. (Thailand) No. 4599 to be the auditor of the Company for the year 2019 who has initialed the Company's Financial Statement for 6<sup>2</sup> years and been throughout well-performed and/or:
2. Mr. Pongthavee Ratanakoses C.P.A. (Thailand) No. 7795 to be the auditor of the Company for the year 2019 and/or:
3. Mr. Vichien Khingmontri C.P.A. (Thailand) No. 3977 to be the auditor of the Company for the year 2019

To be the Company's auditor by any one of the above 3 auditors shall proceed to audit and express his/her opinion on the Financial Statements of the Company for the accounting year ended on December 31 2019, in the case that any of the above 3 auditors could not perform their duties, PwC shall provide the other auditors of PwC to supersede any of those 3 auditors if the case may be.

And fix the audit remuneration in the total of Baht 1,703,363 increasing Baht 49,613 from the year 2018 at the rate of 3 percent. The comparison of the audit remunerations are as follow:

Audit Remuneration	Year 2018	Year 2017
Audit Fee*	1,703,363 Baht	1,653,750 Baht

*Note: \* - excluding out of pocket expenses such as domestic transportation, communication, post, duty stamp, photocopying etc., but not over 5% of the audit fee.  
- No additional audit remuneration.*

The auditors named above do not have neither relation with nor interest in the Company, its subsidiaries, management, major shareholders or other related persons. Therefore, all proposed auditors are independent to audit and express their opinions for the Financial Statement of the Company. The Board, therefore, proposes this Shareholder Meeting for consideration and approval, including acknowledging the approximate audit remuneration for auditing the financial statements of the Company' subsidiaries in the total of Baht 12,624,358.

In this regard, the Company place importance to specify the auditors from the same audit firm on reviewing and auditing the Company and its subsidiaries' financial statements. In any necessary case of requesting the auditor from the different audit firm, the Board will pay attention and monitor to prepare the financial statements on a timely basis in accordance with the relevant laws and regulations.

**Board's Opinion** – the Board has considered by the comments of the Audit Committee and has the opinion that the shareholders should approve the appointment of any of these 3 auditors from PricewaterhouseCoopers ABAS, namely 1) Ms. Amornrat Pearmpoonvatanasuk C.P.A. (Thailand) No. 4599 and/or 2) Mr. Pongthavee Ratanakoses C.P.A. (Thailand) No. 7795 and/or 3) Mr. Vichien Khingmontri C.P.A. (Thailand) No. 3977 to be the auditors of the Company to audit and express his/her opinion on the Financial Statements of the Company for the year 2019 by any one of the above 3 auditors shall proceed to audit and express his/her opinion on the Financial Statements of the Company, in the case that any one of the above 3 auditors could not perform their duties, PwC shall provide the other auditors of PwC to supersede any of those 3 auditors if the case may be with the audit remuneration at Baht 1,703,363 increasing from the year 2018 at the rate of 3 percent.

**Resolution** – this agenda shall be approved by the majority of votes of the shareholders present and casting their votes pursuant to Clause 40 of the Company's Articles of Association.

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<sup>2</sup> According to the office of the Securities and Exchange Commission has announced the practice guidelines No. Nor Por. 5/2561 dated on 20 November 2018 which was effective on 1 January 2019 by revising the regulation related to the rotation of the auditor from 5 years of auditing in the listed company and waive to be the auditor for 2 years to be 7 years of auditing and waive to be the auditor for 5 years prior to perform the new term of auditing in order to be consistent with the international standard.

**8. To consider and approve the amendment Clause 31 of the Company’s Articles of Association in relation to the Meetings of Shareholders**

**Fact and Reason** According to the Order of the Head of the National Council for Peace and Order No. 21/2560 Re: On Amendment of Laws to Facilitate the Ease of Doing Business, to amend Section 100 of the Public Limited Companies Act B.E. 2535 related to the calling for shareholders’ meeting with the following details:

Section 100 “One or more shareholders holding the aggregate number of shares of not less than ten percent of the total issued shares may, by subscribing their names, request the board of directors in writing to call an extraordinary meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the board of directors shall proceed to call a meeting of shareholders to be held within forty-five days as from the date the request in writing from the shareholders is received.”

In case the board of directors fails to arrange for the meeting within such period under paragraph one, 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 one. 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 two, the number of the shareholders presented does not constitute quorum as prescribed by section 103, the shareholders under paragraph two shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.”

In order to be consistent with the amendment to the Public Limited Companies Act, the Board has deemed to propose the shareholders to approve the amendment of Clause no. 31 of the Company’s Articles of Association

Clause 31 (Existing Provision)	Clause 31 (Proposed Provision)
<p>The board of directors shall call an annual general meeting of shareholders to be held within four months from the end of each fiscal year of the Company and shall deliver documents required by laws to the shareholders together with a notice of the meeting.</p> <p>A meeting of shareholders other than the one referred to above shall be called extraordinary general meetings. The board of directors may call an extraordinary general meeting at any time as it considers appropriate, <b>or when shareholders holding an aggregate number of not less than one-fifth of the total issued shares, or not less than 25 shareholders holding an aggregate number of not less than one-tenth of the total issued shares, requesting the board of directors to do so in writing and clearly indicating the reasons of such request. In such case, the board of directors shall proceed to call a meeting of shareholders within one month from the date of receipt of such request.</b></p>	<p>The board of directors shall call an annual general meeting of shareholders to be held within four months from the end of each fiscal year of the Company and shall deliver documents required by laws to the shareholders together with a notice of the meeting.</p> <p>A meeting of shareholders other than the one referred to above shall be called extraordinary general meetings. The board of directors may call an extraordinary general meeting at any time as it considers appropriate, <b>or when any one or more shareholders holding an aggregate number of not less than ten percent of the total issued shares, requesting the board of directors to do so in writing and clearly indicating the subjects and reasons of such request. In such case, the board of directors shall proceed to call a meeting of shareholders within forty-five days from the date of receipt of such request.</b></p>

Clause 31 (Existing Provision)	Clause 31 (Proposed Provision)
	<p><b>In case that the Board of Directors fails to convene the meeting within the period prescribed in paragraph two, the shareholders who collectively executed the letter or the other shareholders holding in aggregate the required number of shares, may convene the meeting on their own within forty-five days from the ending date of the period under paragraph two. In this case, it shall be deemed that such meeting is convened by the Board of Directors in which the Company shall be responsible for the necessary expenses incurred from holding the meeting and for reasonable facilitation.</b></p> <p><b>In case it appears that any shareholders' meeting is convened due to the request of shareholders under paragraph three, if the attending shareholders do not constitute a quorum as required under Clause 34, the shareholders under paragraph three shall jointly be liable to pay the Company the expenses incurred from convening such meeting.</b></p>

**Board's Opinion** – it should appropriate to propose the shareholders to approve the amendment of Clause 31 of the Company's Articles of Association as the above details and authorize the authorized directors of the Company or any person assigned by the authorized directors to amend any text according to the recommendations, opinions of the registrar or any other related government agencies.

**Resolution** – this agenda shall be approved by the votes of not less than three-fourths of the total votes of shareholders present at the meeting and eligible to vote pursuant to Section 31 of the Public Limited Company Act B.E. 2535.

**9. To consider and approve the amendment Clause 59 of the Company's Articles of Association in relation to the changing of the company seal**

**Fact and Reason** According to the resolution of the Board of Director Meeting No. 1/2019, which was held on 25 January 2019 approved the adjustments of the Company's logo and corporate identity to align with the Company' strategic plan and rebranding, therefore, the Company should propose the shareholders to approve the amendment of the Company' seal and the amendment of Clause 59 of the Company's Articles of Association in order to be consistent with the amendment of the Company' seal with the following details:





**Board’s Opinion** – it should appropriate to propose the shareholders to approve the amendment of the Company’ seal and the amendment of Clause 59 of the Company’s Articles of Association in order to be consistent with the amendment of the Company’ seal.

**Resolution** – this agenda shall be approved by the votes of not less than three-fourths of the total votes of shareholders present at the meeting and eligible to vote pursuant to Section 31 of the Public Limited Company Act B.E. 2535.

#### 10. 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 Company has fixed the record date on 7 March 2019 for the eligible shareholders to attend the Annual General Meeting of Shareholders for the Year 2019 and disseminate the invitation letter and relevant documents by posting on the Company’s website at [www.banpupower.com](http://www.banpupower.com).

For the 2018 annual report, The Stock Exchange of Thailand (SET) by Thailand Securities Depository Co., Ltd., as a securities registrar, has developed a system to allow the listed companies in the SET to distribute the documents related to the shareholders meeting and the 2018 annual report in the form of electronics via QR Code in order to facilitate the shareholders to quickly access to such information as per the Enclosure No.1. In addition, the Company has provided the QR Code loading guidelines for facilitation to the shareholders as per the Enclosure No.12. However, if any shareholders would like to receive the printing of the 2018 annual report, kindly contact the Company Secretary Department at No. 1550, Thanapoom Tower, 26<sup>th</sup> Floor, New Petchburi Road, Makkasan, Ratchathewi, Bangkok 10400, Thailand. Contact Number 0-2007-6000 ext: 6048, 6053 and 6058 or kindly fill in the Annual Report Requisition Form as per the Enclosure No. 7 and fax at the Facsimile Number 0-2007-6060 or by post through Reply-Paid Envelope as per the Enclosure No.11 or pass it through E-mail: [investor\\_relations@banpupower.co.th](mailto:investor_relations@banpupower.co.th).

The registration and document examination of all attendees will take place at the meeting venue during 12:00-14:00 hours. The Company will conduct the meeting in accordance with the Guidelines for Shareholders Meeting, 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. 8. (*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 in the form of QR Code as per the Enclosure No. 1 and “Information of the Company’s Directors who represent to be a proxy in the AGM 2019” as per the Enclosure No. 9.

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|---|--|
| 1. Associate Professor Dr. Naris Chaiyasoot | Independent Director and Chairman of the Board |
| 2. Mr. Yokporn Tantisawetrat                | Independent Director                           |
| 3. Professor Dr. Bundhit Eua-arporn         | Independent Director                           |

Sincerely yours,

- signature -

(Associate Professor Dr. Naris Chaiyasoot)  
Chairman of the Board

- Enclosure
1. **Registration Form with barcode (to be submitted on the Meeting day)** and a report of the board on the performance of the Company for the year ended on December 31, 2018 (QR Code)
  2. The copy minutes of the Annual General Meeting of Shareholders for the year 2018
  3. Credentials and Backgrounds of the nominated persons to be elected as directors and the Company's definition on independent director
  4. Auditor's Profile
  5. Articles of Association of the Company relating to the Shareholders' Meeting
  6. Guidelines for Shareholders Meeting
  7. Annual Report Requisition Form
  8. Proxy Form A. and B. (Form B is recommended)
  9. Information of the Company's Independent Directors who represent to be a proxy in the AGM 2019
  10. Application of the BLCP Power Plant Site Visit
  11. Reply-Paid Envelope
  12. QR Code Downloading Guidelines for the 2018 Annual Report
  13. 2019 Annual General Meeting of Shareholders Venue Map

**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.banpupower.com](http://www.banpupower.com)