Enclosure No. 5

(Duty Stamp of 20 Baht is required)

Proxy (Form B.)

Shareholder Registration No. Issued at …………………………………………….

Date …………Month………………Year………

(1) I, We ……………………………………………..……………….. Nationality …………………………
Residing at No. …………… Road ………………………….. Sub-district ………………………………….
District ………………… Province ……………………. Country ……………………….. Postal code ………..
(2) Being a shareholder of Banpu Public Company Limited, holding ……………..…………………. shares and having ……………………………………. votes, which consist of

No. of ordinary shares ………………………… shares, equivalent to …………………………..votes

(3) Hereby appoint any one of:

☐ 1. Name ……………………………………………………………….. Age ……………………..
Residing at No. ……………… Road ………………………….. Sub-district …………………………………
District ………………… Province ……………………. Country ………………….. Postal code ……….., **or**

☐ 2. Name ……………………………………………………………….. Age ……………………..
Residing at No. ……………… Road ………………………….. Sub-district …………………………………
District ………………… Province ……………………. Country …………………….. Postal code ………., **or**

☐ 3. Name ……………………………………………………………….. Age ……………………..
Residing at No. ……………… Road ………………………….. Sub-district …………………………………
District ………………… Province ……………………. Country …………………….. Postal code ………., **or**

☐ 4. Mr. Krirk-Krai Jirapaet Independent Director and Chairman of the Board
No. 135/23 Moo 9, Sub-district Bang Kruai, District Bang Kruai, Nontaburi 11130,**or**

☐ 5. Mr. Montri Mongkolswat Independent Director
No. 13/47 Moo 8, Sub-district Thawi Watthana, District Thawi Watthana, Bangkok 10170, **or**

☐ 6. Mr. Teerana Bhongmakapat Independent Director
No. 68/347 Soi ramkhamhaeng 164 Sub-district Minburi , District Minburi, Bangkok 10510, **or**

☐ 7. Mr. Rutt Phanijphand Independent Director
No. 86/1 Soi Soonwijai 8, Sub-district Bangkapi, District Huay Kwang, Bangkok 10320, **or**

☐ 8. Mr. Somkiat Chareonkul Independent Director
No. 243 Santinivate Village Soi 5, Ladpraw 115 Road, Sub-district Klongchan, District Bangkapi, Bangkok 10240, **or**

☐ 9. Mr. Anothai Techamontrikul Independent Director
No. 247 Soi Pattanakan 53, Sub-district Suan Luang, District Suan Luang, Bangkok 10250.

to be my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of Shareholders 1/2013 to be held on Monday, September 9, 2013 at 1.00 p.m. at Athenee Crystal Hall, Plaza Athenee Bangkok, A Royal Meridien Hotel, No. 61 Wireless Road, Lumpini, Pathumwan, Bangkok 10330 or at any adjournment thereof.

(4) I/we authorize my/our proxy to vote on behalf of my/our behalf in this Meeting in the following manners:

Agenda 1: **To acknowledge the minutes of the Annual General Meeting of Shareholders for year of 2013**

- This agenda shall not determined by vote, Thus there is no voting on this agenda.**-**

Agenda 2: **To approve the changing of the par value of the Company's shares**

☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:

☐ Approve ☐ Object ☐ Abstain

Agenda 3: **To approve the amendment to Clause 4. of the Memorandum of Association of the Company to be in accordance with the changing of the par value of the Company's shares**

☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:

☐ Approve ☐ Object ☐ Abstain

Agenda 4: **Other businesses (if any)**

The shareholders are free to ask any questions and the Board will answer their queries (if any).

Thus there is no voting on this agenda.

(5) The proxy's voting for any agenda that is not consistent with the intention specified under this proxy shall be deemed invalid and shall not be considered as my voting as the shareholder.

(6) If I/we do not specify or clearly specify my/our intention to vote in any agenda, or if there is any other agenda considered in the Meeting other than those specified above, or if there is any change or amendment to any fact, the proxy shall be authorized to consider the matters and vote on my/our behalf as the proxy deems appropriate.

Any act performed by the proxy during the meeting except the proxy's voting that is not consistent with my intention as specified under this proxy, shall be deemed to have been done by me/us in all respects.

Signed .... Grantor
( )

Signed .... Grantee
( )

Signed .... Grantee
( )

Signed .... Grantee
( )

Remarks:
1. Where more than one proxy are appointed, only one proxy is allowed to attend the meeting and cast the votes on behalf of the appointing shareholder. No voting shares can be split to more than one proxy for voting purpose.
2. With respect to the agenda appointing directors, it is optional to elect all or any of the proposed directors.