

0164/112

August 25, 2021

-Translation-

Re: Notification of the Board of Directors' Resolutions on Connected Transaction
To: President of the Stock Exchange of Thailand

Banpu Public Company Limited (“BANPU”) would like to inform the Stock Exchange of Thailand that the Meeting of the Board of Directors No. 9/2021 held on August 25, 2021, has resolved to approve Banpu Next Company Limited (“Banpu NEXT”), the subsidiary of Banpu Public Company Limited (“BANPU”) and Banpu Power Public Company Limited (“BPP”) by equally hold 50 percent, to invest in Beyond Green Company Limited (“BYG”) in newly-issued shares equivalent to 30 percent in the amount of THB 300 million.

Beyond Green is the authorized Club Car (Commercial utility electric vehicles), provide wide range of services including sell, concession, rental fleet and distribution of Club Car in Thailand, Laos, and Cambodia. It offers varying models to suit all needs, servicing the golf, resorts & hotels, hospitals, industrial and commercial industries. The transaction is expected to complete by September 2021.

The major shareholder of Beyond Green Company Limited is Mr. Chanin Vongkusolkrit and his family. In which, Mr. Chanin Vongkusolkrit, is the Chairman of the Board of Directors of BANPU . Therefore, the investment in BYG is a connected transaction under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551Re: Rules on Connected Transaction dated August 31, 2008 and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies concerning the Connected Transactions, dated November 19, 2003.

The acquisition of newly-issued shares is in the amount of THB 300 million, which falls under the Transaction Category 4 of the Notification of the SET regarding the Disclosure of Information and Other Acts of Listed Companies concerning the Connected Transactions. The transaction size is equal to 0.60 percent of the Net Tangible Assets of the Company (“NTA”) based on the highest remuneration. Therefore, this transaction size is considered to be larger than 0.03 percent but less than 3.00 percent of the Company's NTA according to the latest consolidated financial statements of the Company as of June 30, 2021. The transaction’s details are as specified in the enclosure

บริษัท บ้านปู จำกัด (มหาชน)

ทะเบียนเลขที่ 0107536000781

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This investment is another significant step in accelerating the growth of our Energy Technology business under Greener & Smarter strategy to expand E-mobility services to serve the need of variety group of customers in the market with potential growth. The corporation will also help strengthen both of our business through various activities in the future including research & development, initiatives, and products innovation to improve the products and services quality as well as building the platform to offer services that make life betterment for everyone, support the demand for clean energy vehicles, which is in line with the company's commitment to achieve sustainable growth.

The Company hereby certifies that the above-mentioned transaction has been reasonably considered with the view to the best interest of the shareholders, and that the information contained herein is true and correct in all respects.

Please be informed accordingly.

Sincerely yours,

- signature -

(Ms. Somruedee Chaimongkol)
Chief Executive Officer

Information Memorandum regarding the Connected Transaction

Banpu Public Company Limited

The Meeting of the Board of Directors of Banpu Public Company Limited (the "Company") No. 9/2021 held via electronic media on August 25, 2021, has resolved to approve Banpu Next Company Limited ("Banpu NEXT"), the subsidiary of Banpu Public Company Limited ("BANPU") and Banpu Power Public Company Limited ("BPP") by equally hold 50 percent, to invest in Beyond Green Company Limited ("BYG") in newly-issued shares equivalent to 30 percent in the amount of THB 300 million. The major shareholder of Beyond Green Company Limited is Mr. Chanin Vongkusolkrit and his family. In which, Mr. Chanin Vongkusolkrit, is the Chairman of the Board of Directors of BANPU. Therefore, the investment in Beyond Green Company Limited is a connected transaction under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551Re: Rules on Connected Transaction dated August 31, 2008 and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies concerning the Connected Transactions, dated November 19, 2003. The material details of the transaction are as follows:

1. Expected Transaction Date

By September 2021

2. Details of Connected Person and Relationship

Buyer:	Banpu Next Company Limited
Seller:	Beyond Green Company Limited
Relationship:	The major shareholder of Beyond Green Company Limited is Mr. Chanin Vongkusolkrit and his family. In which, Mr. Chanin Vongkusolkrit, is the Chairman of the Board of Directors of BANPU.

3. General Features of Transaction

Banpu Next Company Limited ("Banpu NEXT"), the subsidiary of Banpu Public Company Limited ("BANPU") by holding 50 percent, to invest in Beyond Green Company Limited ("BYG") in newly-issued shares equivalent to 30 percent in the amount of THB 300 million, is a connected transaction between the company and Beyond Green Company Limited, which

the major shareholder of Beyond Green Company Limited is Mr. Chanin Vongkusolkrit and his family, who is the Chairman of the Board of Directors of BANPU.

Beyond Green is the authorized Club Car (Commercial utility electric vehicles), provide wide range of services including sell, concession, rental fleet and distribution of Club Car in Thailand, Laos, and Cambodia. It offers varying models to suit all needs, servicing the golf, resorts & hotels, hospitals, industrial and commercial industries.

4. Total Value of Consideration, Basis used to determine the Consideration Value and Payment Conditions

4.1 Total value of consideration: THB 300 million

4.2 Size of transaction: It is considered as the medium-sized connected transaction of the Notification of the Stock Exchange of Thailand ("SET") regarding the Disclosure of Information and Other Acts of Listed Companies concerning the Connected Transactions which required the approval from the Board of Director Meeting and to disclose the information of the transaction to the SET and scope of interests of connected persons in entering into connected transactions.

4.3 Criteria to determine size of the transaction:

The total value of the transaction is THB 300 million, compared to the Net Tangible Assets of the Company at the amount of THB 48,136 million, equaling to 0.60 percent (based on the Company's financial statements as of June 30, 2021) Net Tangible Assets of the Company ("NTA").

= THB 300 million / THB 48,136 million

= 0.60 percent

5. Characteristics of the Interest of the Connected Person in the Transaction

This transaction size is the connected transaction between the Company and Beyond Green Company Limited which major shareholder is Mr. Chanin Vongkusolkit and his family. In which, Mr. Chanin Vongkusolkit, is the Chairman of the Board of Directors of BANPU, which is considered as a connected transaction based on the service transaction under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transaction dated August 31, 2008 and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies concerning the Connected Transactions, dated November 19, 2003.

Therefore, based on the related rules and regulations, this transaction size is considered to be larger than 0.03 percent but less than 3.00 percent of the Company's NTA according to the latest consolidated financial statements of the company and subsidiary company as of June 30, 2021, the Company is required to get the approval from the Board of Director Meeting and to disclose the information of the transaction to the SET

6. Names of the Company's directors who have interest

Name	Position(s) in the Company
1. Mr. Chanin Vongkusolkit	Chairman

There were 13 directors attended the Board of Directors Meeting No. 9/2021 held on August 25, 2021. The director who has interest above had not attended this agenda and had no voting right.

7. Opinion of the Board of directors

The Board of Directors has an opinion that the entering into the aforementioned transaction is reasonable based on the management efficiency, including cost reduction of the company which is beneficial to the Company.

8. Opinion of the Audit Committee

The same opinions.

The Company hereby certifies that the above-mentioned transaction has been reasonably considered with the view to the best interest of the shareholders, and that the information contained herein is true and correct in all respects.

Please be informed accordingly.

Sincerely yours,

- signature -

(Ms. Somruedee Chaimongkol)
Chief Executive Officer

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