



**Invitation to the 2017
Annual General Meeting of Shareholders
Thai Oil Public Company Limited**

Friday, April 7, 2017, 2.00 p.m.
Bangkok Convention Center, 5th Floor,
Central Plaza Department Store, Ladprao,
Bangkok, Thailand

Registration starts at 12.00 p.m.

For more convenience in registration,

kindly bring the Registration Form with barcode to the meeting

***** No Tokens Provided for Shareholders and Proxies Participating the Meeting*****

CONTENT

Invitation notice to the 2017 Annual General Meeting of Shareholders (AGM) of Thai Oil Public Company Limited	page	1-8
<u>Attachment 3</u> Roles and Responsibilities of the Company's Board-Committees	page	9
<u>Attachment 4</u> Profile of the Nominated Candidates for the Election of New Directors	page	10-19
<u>Attachment 5</u> The Company's Director Nomination Process and Definition of Independent Director	page	20-21
<u>Attachment 8</u> Registration/ Proxy Procedures and Conditions and Required Documents to be presented at the Meeting	page	22-23
<u>Attachment 9</u> List of the Company's Independent Directors for Proxy Granting in the 2017 AGM	page	24
<u>Attachment 10</u> The Company's Articles of Association relevant to Shareholder's Meeting	page	25-27
<u>Attachment 11</u> Map of 2017 AGM Venue	page	28
<u>Attachment 12</u> The Annual Report and/or the Sustainability Report Requisition Form	page	29
<u>Attachment 13</u> Invitation to the 2017 Thai Oil's Refinery Site Visit	page	30-32

Remarks:	<u>Attachment 1</u>	The 2016 Annual Report in CD-ROM (showing 2016 Financial Statements)
	<u>Attachment 2</u>	The 2016 Sustainability Report in CD-ROM
	<u>Attachment 6</u>	Registration Form (please present this form for meeting registration)
	<u>Attachment 7</u>	Proxy Form B and P.O. Box Envelope (in case of returning the form by post)

The attachments 1, 2, 6 and 7 are sent herewith in separation from this invitation booklet.



บริษัท ไทยออยล์ จำกัด (มหาชน)

Thai Oil Public Company Limited

ทะเบียนเลขที่ 0107547000711 Registration No. 0107547000711

555/1 ศูนย์เอนเนอร์ยี คอมเพล็กซ์ อาคารเอ ชั้น 11 ถนนวิภาวดีรังสิต แขวงจตุจักร เขตจตุจักร กรุงเทพฯ 10900

555/1 Energy Complex Building A, 11th Floor, Vibhavadi Rangsit Road, Chatuchak, Bangkok 10900, Thailand.

Telephone +66(0) 2797 2999, +66(0) 2299 0000, Fax. +66(0) 2797 2970

Ref. TBK 01/0149

March 2, 2017

Subject : Invitation to the 2017 Annual General Meeting of Shareholders (AGM)

To : Shareholders of Thai Oil Public Company Limited

- Attachments:
1. The 2016 Annual Report (showing 2016 Financial Statements) in CD-ROM
 2. The 2016 Sustainability Report in CD-ROM
 3. Document for Consideration of Agenda 3:
Roles and Responsibilities of the Company's Board-Committees
 4. Document for Consideration of Agenda 5:
Profile of the Nominated Candidates for the Election of New Directors
 5. Document for Consideration of Agenda 5: The Company's Director
Nomination Process and Definition of Independent Director
 6. Registration Form (please present this form for meeting registration)
 7. Proxy Form (Form B is recommended) and P.O. Box Envelope (in case of
returning the form by post)
 8. Registration/ Proxy Procedures and Conditions and Required Documents to
be presented at the Meeting
 9. List of the Company's Independent Directors for Proxy Granting in the 2017
AGM
 10. The Company's Articles of Association relevant to Shareholders' Meeting
 11. Map of 2017 AGM Venue
 12. The Annual Report and/or the Sustainability Report Requisition Form
 13. Invitation to the 2017 Thai Oil's Refinery Site Visit

The Board of Directors of Thai Oil Public Company Limited (the Company) at the meeting No.2/2017 held on February 15, 2017 has passed a resolution to set the date, venue and agendas of the 2017 Annual General Meeting of Shareholders (AGM), which will be held on Friday, April 7, 2017, 2.00 p.m. at Bangkok Convention Center, 5th Floor, Central Plaza Department Store, Ladprao, located at 1695 Phaholyothin Road, Chatuchak Sub-District, Chatuchak District, Bangkok 10900. The Board of Directors has set the Record Date to determine the name of shareholders who are entitled to attend and vote at the AGM on March 1, 2017, and to aggregate rightful shareholders list under Section 225 of Securities and Stock Exchange Act by closing the share registered book on March 2, 2017.

In order to set the 2017 AGM agendas, the Company had announced on its website to invite agenda proposal from shareholders in advance from September 30 to December 31, 2016, after the said period there was no agenda proposed to the Company.

The minutes of 2016 AGM was sent out to each shareholder and also uploaded on the Company's website for shareholders to review, object and/or suggest for revision, during April 29 – May 31, 2016. After the set time frame, there was no suggestion or objection received from the shareholders.

The Company, therefore, would like to announce the agendas proposed by the Board of Directors as follows:

Agenda Item 1 To Acknowledge the Company's 2016 Operating Results and to Approve the Audited Financial Statements for the Year Ended December 31, 2016

Objectives and Reasons:

According to Section 112 of the Public Company Limited Act B.E. 2535 (1992) (as amended) and Article 41 of the Company's Articles of Association, the Company has to prepare annual performance and financial statements for submission to the shareholder meeting for consideration and approval.

The Audit Committee's opinion:

The Audit Committee at the meeting No. 2/2017 held on February 10, 2017 has reviewed the Company and the subsidiaries' operating results for the year 2016 and found that they were accurate and contained all essential information. The Audit Committee also reviewed the Company and the subsidiaries' audited financial statements for the year ended December 31, 2016 and found that they were accurate and credible, as well as disclosed adequate information.

Board of Directors' Opinion:

After due consideration, the Board of Directors found it appropriate to propose to the AGM to acknowledge the 2016 operating results and to approve the audited financial statements for the year ended December 31, 2016 which were audited and certified by the Auditor and reviewed by the Audit Committee that they were accurate. Please see Attachment 1: The 2016 Annual Report (showing 2016 Financial Statements for details.)

The Company's consolidated operating result and financial position are as follows:

Consolidated Operating Results		2016
Revenue from Sales of Goods and Rendering of Services (Million Baht)		274,739
Profit for the Year* (Million Baht)		21,222
Earnings per Share (Baht per Share)		10.40

* Represents profit for the year attribute to owners of the Company

Consolidated Financial Position		As at December 31, 2016
Total Assets (Million Baht)		217,731
Total Liabilities (Million Baht)		106,134
Total Equity (Million Baht)		111,597

Required Votes: *Majority votes of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote.*

Agenda Item 2 To Approve the Dividend Payment for the Company's 2016 Operating Results

Objectives and Reasons:

According to Section 115 of the Public Company Limited Act B.E. 2535 (1992) (as amended) and Article 43 of the Company's Articles of Association, the payment of annual dividend shall be approved by the shareholders' meeting; the Board of Directors may pay interim dividend to the shareholders from time to time if the Company has the profits to justify such payment; after the interim dividend has been paid, the matter shall be reported to the shareholders at the next shareholders' meeting.

Board of Directors' Opinion:

After due consideration, the Board of Directors found it appropriate to propose to the AGM to approve the dividend payment from the Company's operating results from January 1 to December 31, 2016 which will be paid to shareholders of total 2,040,027,873 shares at Baht 4.50 per share, totaling approximately Baht 9,180 million. After deduction of the interim dividend payment for the first half of 2016 performance at Baht 1.50 per share, totaling approximately Baht 3,060 million paid on September 23, 2016, the Company will pay the remaining dividend at Baht 3.00 per share, totaling approximately Baht 6,120 Million. The Dividend will be paid from the net profit which is exempted from calculated income tax according to Board of Investment (BOI) privilege. Whereby, shareholders paying personal income tax cannot be credited for the received dividend in accordance with Section 47 bis of the Revenue Code of Thailand.

And the meeting is requested to acknowledge the interim dividend payment approved by the Board of Directors on August 26, 2016 at the rate of Baht 1.50 per share, totaling approximately Baht 3,060 million, which was paid on September 23, 2016.

The Board of Directors has set the Record Date to determine the name of shareholders who are entitled to receive the dividend on March 1, 2017; to aggregate rightful shareholders list under Section 225 of Securities and Stock Exchange Act B.E.2535 (as amended) by closing share registered book on March 2, 2017; and to pay the dividend on April 28, 2017

The table below shows the comparison of the Company's dividend payment during the past 3 years.

Description	Operating Results		
	2016 (Current Proposal)	2015	2014 ⁽¹⁾ (Restated)
No. of Common Shares (Shares)	2,040,027,873	2,040,027,873	2,040,027,873
Net Profit (Loss) (Million Baht)	21,222	12,181	(4,140)
Earnings (Loss) per Share (Baht per Share)	10.40	5.97	(2.03)
Dividend Payment (Baht per Share)	4.50	2.70	1.16
• Interim Dividend (Baht per Share)	1.50	0.90	0.56
Dividend Payment Date	September 23, 2016	September 25, 2015	September 26, 2014
• Annual dividend (Baht per Share)	3.00	1.80	0.60
Dividend Payment Date	April 28, 2017	April 29, 2016	April 29, 2015
Total Dividend Payment (Million Baht)	9,180	5,508	2,366
Dividend payment ratio ⁽²⁾ (%)	43	45	N/A

Remarks:

- (1) Restated in accordance with Thai Financial Reporting Standard 10 (TFRS10) on Consolidated Financial Statements which is effective for annual accounting periods beginning on or after January 1, 2015
- (2) The proposed dividend payment for the Company's 2016 operating results is in line with the Company's dividend payment policy to pay at least 25 percent of the consolidated net profit after deductions of all categories of reserves as specified in the Company Articles of Association, Regulations and applicable laws. Payment of such dividend is subject to the cash flows and investment plans of the Company and its subsidiaries in each year, and other requirements and considerations as determined by the Board of Directors.

Required votes: *Majority votes of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote.*

Agenda Item 3 To Approve the 2017 Remuneration for the Company's Directors

Objectives and Reasons:

According to Section 90 of the Public Company Limited Act B.E. 2535 (1992) (as amended) and Article 23 of the Company's Articles of Association, Directors are eligible for remuneration in forms of rewards, meeting allowance, gratuity, bonus or other benefit according to the resolution of the Shareholders Meeting by not less than two-thirds (2/3) of the total number of vote of the shareholders attending the meeting and having the right to vote.

The Nomination and Remuneration Committee's Opinion:

The Nomination and Remuneration Committee (NRC) at the meeting No. 2/2017 held on February 9, 2017 considered the 2017 remuneration for the Board of Directors and the Board-Committees carefully, by taking into account various relating factors e.g. comparison with other companies within the same industry of similar size, the Company's performance, responsibilities of the Board of Directors and the Board-Committees, including overall business situations. The NRC proposed to the Board of Director meeting No. 2/2017 held on February 15, 2017 to increase the attendance fee for the Board of Directors from the rate paid in 2016 of 15,000 Baht per attendance to 20,000 Baht per attendance. The retainer fee for Directors and the Board-Committee shall be maintained at the same rate as 2016. The NRC also proposed that an annual bonus based on the Company's 2016 operating result shall be paid to Directors in total amount of 50 million Baht equivalent to 0.24% of the net profit, which in line with the set criteria of 0.30% of net profit but no exceeding 50 million Baht.

Board of Directors' Opinion:

After due consideration, the Board of Directors endorsed the NRC's proposal and found it appropriate to propose to the AGM to approve the 2017 Remuneration for the Company's Directors and Board-Committees as follows:

<u>Types of Remuneration</u>	2017 (Current Proposal)	2016
1. Retainer Fee		
1.1 Retainer Fee for Directors		
- Chairman ⁽¹⁾	75,000 Baht/Month	75,000 Baht/Month
- Vice Chairman (if appointed) ⁽¹⁾	67,500 Baht/Month	67,500 Baht/Month
- Directors	60,000 Baht/Month	60,000 Baht/Month
1.2 Retainer Fee for Board Committees		
Audit Committee, Nomination and Remuneration Committee, Corporate Governance Committee, Risk Management Committee and other committees (if any)		
- Chairman of the Committee ⁽¹⁾	31,250 Baht/Month	31,250 Baht/Month
- Directors of the Committee	25,000 Baht/Month	25,000 Baht/Month

2. Per Attendance Fee for Board of Directors (only actual attendance)		
- Chairman ⁽¹⁾	25,000 Baht/attendance	18,750 Baht/attendance
- Vice Chairman (if appointed) ⁽¹⁾	22,500 Baht/attendance	16,875 Baht/attendance
- Directors	20,000 Baht/attendance	15,000 Baht/attendance
3. Annual Bonus	50 Million Baht ⁽²⁾	36.5 Million Baht
4. Other Remuneration	-None-	-None-

Remark:

- (1) The Remuneration of Chairman of Board of Directors and the Chairman of the Board Committees shall be 25% higher than Directors'. The Remuneration for the Vice Chairman (if appointed) shall be 12.5 % higher than Directors'.
- (2) Bonus for 2016 operating results will be paid to Directors who served the Company in 2016, including those who completed the term and / or resigned during 2016, in total amount of Baht 50 Million or 0.24 % of Net Profit, which in line with the set criteria of 0.30% of the Net Profit and within the capped amount at Baht 50 Million. The bonus portion is calculated based on the term of each Director. Chairman of the Board of Directors shall receive 25% higher bonus than Directors'.

Required Votes: *Not less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting and having the rights to vote.*

Agenda Item 4 To Approve the 2017 Annual Appointment of Auditors and Determination of their Remuneration

Objectives and Reasons:

According to Section 120 of the Public Company Limited Act B.E. 2535 (1992) (as amended) and Article 38 (5) of the Company's Articles of Association, the annual general meeting shall appoint an auditor and determine the auditing fee of the Company every year. In appointing the auditor, the former auditor may be re-appointed.

The Audit Committee's opinion:

The Audit Committee at the meeting No. 10/2016 held on December 16, 2016, carefully sought the appropriate auditor by considering a number of key qualifications such as competency, experience, independency, etc. and also considered the suitable remuneration commensurate to the auditor's duty and responsibility, and expressed their opinions to the Board of Directors to propose the appointment of Mr. Charoen Phosamritlert or Mr. Vairoj Jindamaneepitak or Mr. Waiyawat Kosamarnchaiyakij or Mr. Natthaphong Tantichattanon from KPMG Phoomchai Audit Ltd. as the Company's auditors in 2017 (current proposal). Mr. Waiyawat Kosamarnchaiyakij who signed the Company's 2015 - 2016 financial statements showed good performance as auditors. Together with this, the Audit Committee also proposed the 2017 audit fee amounted to Baht 2,540,000, other expenses as per actual but not exceeding 10% of the audit fee. The proposed remuneration of the auditor's annual, quarterly and other miscellaneous expense is the same rate as approved by the Annual General Meeting of Shareholders in 2016.

Board of Directors' Opinion:

After due consideration, with recommendation from the Audit Committee, the Board of Directors found it appropriate to propose to the AGM to appoint auditors from KPMG Phoomchai Audit Ltd. which is also the auditors of the Company's subsidiaries in 2017 as the Company's auditors. One of the following auditors may audit and provide opinions on the Company's 2017 financial statements.

- | | |
|-----------------------------------|-------------------------------------------------------------------------------------------------------------------|
| 1. Mr. Charoen Phosamritlert | Certified Public Accountant Registration No. 4068
Auditing during the past 5 years: None, or |
| 2. Mr. Vairoj Jindamaneepitak | Certified Public Accountant Registration No. 3565
Auditing during the past 5 years: None, or |
| 3. Mr. Waiyawat Kosamarnchaiyakij | Certified Public Accountant Registration No. 6333
Auditing during the past 5 years: 2 years (2015 and 2016) or |
| 4. Mr. Natthaphong Tantichattanon | Certified Public Accountant Registration No. 8829
Auditing during the past 5 years: None |

The proposed auditors have no relations and / or no conflict of interest to the Company / Subsidiaries / Executives / Major Shareholders or any persons in related to the aforementioned parties.

The Board of Directors also found it appropriate to propose to the AGM to approve the auditors' remuneration for 2017 quarterly review and annual audit which are the same rates as 2016 fees, illustrated in the table below:

Types of Fees	2017 (Current Proposal)	2016
1. Audit Fee - Annual audit fee and quarterly review fee - Other expenses which cover miscellaneous expenses during work period such as traveling, documentation and facsimile expenses, etc.	2,540,000 Baht Per actual but not exceeding 10% of audit fee	2,540,000 Baht Per actual but not exceeding 10% of audit fee

Required votes: *Majority Votes* of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote.

Agenda Item 5 To Approve the Appointment of New Directors in Replacement of those who complete their terms by rotation in 2017

Objectives and Reasons:

According to Section 70, 71 of the Public Company Limited Act B.E. 2535 (1992) (as amended) and Article 17, 18 of the Company's Articles of Association, the Shareholder Meeting elects the Directors under the regulations provided by the law and that the terms of one-third (1/3) of the Directors must be completed each year at the annual general meeting. The Directors whose terms are completed are eligible for re-election.

There are 5 Directors who complete their terms by rotation at the 2017 Annual General Meeting of Shareholders, namely:

- | | |
|----------------------------------------------------------------------------------------------|-------------------------------|
| (1) Mr. Kurujit Nakornthap | (2) ACM Suttipong Inseepong |
| (3) Mr. Yongyut Jantararotai | (4) Mrs. Nitima Thepvanangkul |
| (5) Vacant position due to the resignation of Mr. Thaworn Phanichaphan since October 1, 2016 | |

The Company had announced on its website providing an opportunity to shareholders to nominate candidate(s) with qualifications required by the Public Company Limited Act B.E. 2535 (1992) (as amended), laws governing Securities and Stock Exchange, and the Company's corporate governance policy to be elected as Directors from September 30 to December 31, 2016. There was no Director candidate nominated.

The Nomination and Remuneration Committee's Opinion:

The Nomination and Remuneration Committee (NRC) at the meeting No. 2/2017 held on February 9, 2017 sought qualified candidates according to the nomination procedure (please see Attachment 5 for details), considering their qualifications and appropriateness as required by the Public Company Limited Act B.E. 2535 (1992) (as amended), number of independent Directors, the definition of independent Directors according to the Company's policy and the notification of Capital Market Supervisory Board. Also brought into consideration were the candidate's qualifications in terms of knowledge, capabilities and experience both individually and collectively that will be useful to the Company's business. After careful consideration, the NRC proposed the re-election of 3 Directors who shall vacant the office in 2017 for another term: namely, ACM Suttipong Inseepong, Mr. Yongyut Jantararotai, and Mrs. Nitima Thepvanangkul; and the appointment of two new Directors in replacement of Mr. Kurujit Nakornthap and Vacant position due to the resignation of Mr. Thaworn Phanichaphan namely:

- | | |
|----------------------------|-----------------------------------------------------------------------------------------------------------------|
| (1) Mr. Chen Namchaisiri | Independent Director
(Replacement of Mr. Kurujit Nakornthap) |
| (2) Pol.Gen. Aek Angsanant | Independent Director
(Replacement of the vacant position due to the resignation of Mr. Thaworn Phanichaphan) |

The NRC proposed the list of qualified candidates to the Board of Directors at the meeting No. 2/2017 held on February 15, 2017.

Board of Directors' Opinion:

After due consideration, the Board of Directors, abstained by Directors with having conflicts of interest in this agenda, agreed with the Nomination and Remuneration Committee's proposal and found it appropriate to propose to the AGM to consider the appointment / re-elected of Directors as follows:

- | | |
|-------------------------------|------------------------------------------------------------------------------------------------------------------------|
| (1) Mr.Chen Namchaisiri | Appointed as Independent Director in replacement of Mr. Kurujit Nakornthap |
| (2) ACM Suttipong Inseepong | Re-elected as Independent Director |
| (3) Mr. Yongyut Jantararotai | Re-elected as Director |
| (4) Mrs. Nitima Thepvanangkul | Re-elected as Director |
| (5) Pol.Gen.Aek Angsanant | Appointed as Independent Director in replacement of vacant position due to the resignation of Mr. Thaworn Phanichaphan |

Required Votes: *Majority votes of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote.*

Agenda Item 6 To Consider and Approve the Issuance and Offering of Debentures

Objectives and Reasons:

According to Section 145 of the Public Company Limited Act B.E. 2535 (1992) (as amended) and Article 37 (2) of the Company's Articles of Association, the issuance and offering of debentures of the Company must be approved by the Shareholder Meeting with not less than three-fourths (3/4) of total numbers of votes of shareholders who attend the meeting and have the rights to vote.

Board of Directors' Opinion:

After due consideration, the Board of Directors found it appropriate to propose to the AGM for the approval to allow the Company to issue and offer debentures for domestic and foreign investors in the additional amount of USD 1,000 million or its equivalence, (calculating from foreign currency rates at the debenture issuance date) within the year 2022. The issue of debenture shall be solely for the purposes of financing the long - term capital investments and expenditures, business expansion, debt repayment and/or working capital and for the Company's general business purposes. Each debenture issuance as well as any conditions under the aforementioned debenture amount, will be subject to the Board of Directors' approval.

Required Votes: Not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the rights to vote.

Agenda Item 7 Others (if any)

The Company will open for shareholders and/or proxies' registration at 12.00 p.m. Please study the Registration/ Proxy Procedures and Conditions as Attachment 8. For the convenience of shareholders and proxies in the registration process, please present documents and evidences as listed in Attachment 6 and 7 for registration.

In case Shareholders would like the Company to give explanation for the issues relating to the meeting agenda, questions can be sent in advance to Investor Relations Section; ir@thaioilgroup.com Tel: 02-797-2961 or Corporate Management Support Section Tel: 02-797-2999 ext. 7312-7315

Please be informed accordingly. Your attendance of the 2017 AGM on the prior mentioned date, time and venue is greatly appreciated.

Yours truly,
Thai Oil Public Company Limited



Atikom Terbsiri
Chief Executive Officer and President

Corporate Management Support Section
Tel 0 2797 2999, 0 2299 0000 ext. 7312-7315
Fax 0 2797 2973

**Roles and Responsibilities of
Thai Oil Public Company Limited's Board-Committees**

Audit Committee consists of at least three independent directors with qualifications as required by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) with at least one member who must have qualified knowledge and experiences to review the consistency of the financial statements. The committee performs audits and balances of management of various Company functions, including financial report, internal audit system, external auditor selection, as well as related party transactions to ensure reliability and integrity while serving the best interest of all shareholders.

Nomination and Remuneration Committee consists of at least three non-executive directors, most of whom must be independent directors and not serve as Chairman of the Board. Its duty is to consider the recruitment and selection process of the nomination of directors and senior management; deliberate the succession plan for the Chief Executive Officer; select directors who are qualified as committee members; propose compensation criteria for the Board in line with their responsibilities and overall performance; as well as conduct performance appraisal and decide the compensation for the Chief Executive Officer before presenting to the Board for approval.

Corporate Governance Committee consists of at least three non-executive directors, most of whom must be independent directors and not serve as Chairman of the Board. Its duty is to provide support to the Board of Directors with respect to the formulation of policy and guidelines for the Company to continuously enhance its corporate governance thus creating good standards for the work ethic. It also oversees the Company's business operation and reviews the corporate governance policy regularly, by adjusting to international practices and recommendations made by regulating institutions, including the SET and SEC.

Risk Management Committee consists of at least three directors, with the Chief Executive Officer / President serving as one of the members and not serve as Chairman of the Board. Its duty is to establish and implement a risk management framework that is suitable and practical for efficient business management, as well as meets international standards throughout the organization. It also defines and reviews the enterprise risk management policy to ensure that they are in compliance with the Company's enterprise risk management framework, and are effective and adequate for the changing conditions.

The Company has disclosed the roles and responsibilities of all four Board-Committees in the Company's annual report and on the website, which can be downloaded at www.thaioilgroup.com



Profile of the Nominated Candidate for the Election of New Directors

- Name – Last name** : **Mr. Chen Namchaisiri**
(Nominated for election as **Independent Director**)
- Current Position(s) in the Board** : -
- Director Nominee** : Independent Director
- Age** : 61 Yrs.
- Education** : Bachelor of Engineer (Industrial Engineering), Chulalongkorn University
: Master of Mechanical and Industrial Engineering, Stanford University,
California, U.S.A.
- Expertise** : Engineering, Energy, Finance, Management, Corporate Governance
- Director Training of Thai Institute of Directors Association, Thailand (IOD)**
: Director Accreditation Program (DAP 11/2004)
: Directors Certification Program (DCP 138/2010)
- Other Training** : The Joint State – Private Course, Class 17, National Defence College
: The Executive Program in Energy Literacy for a Sustainable Future, Class 2,
Thailand Energy Academy
: Capital Market Academy Leader Program, Class 23, Capital Market
Academy
: Modern Managers Program, Chulalongkorn Business School
: Internal Accounting Control Seminar, SGV-Arthur Anderson
: Cooperate Finance, Institute for International Research, SGV-Arthur
Anderson
: Activity Based Costing, Institute for International Research, SGV-Arthur
Anderson
: CSR for Corporate Sustainability , The Stock Exchange of Thailand -
Sustainable Development
- Experiences in the 5 preceding years**
1989 – present : Manager, Siri Holding Co.,Ltd
1996 – present : Managing Director, Chen Ann Chul Co.,Ltd.
1997 – present : Executive Director & President, Asia Fiber Public Company Limited
- Director Term Duration** : -
- Meeting Attendance (Board of Directors) in 2016** : -
- Meeting Attendance (Board-Committees) in 2016** : -

(Document for Consideration of Agenda 5:
To Approve the Appointment of New Directors in Replacement of
those who Complete their Terms by Rotation in 2017)

Present Positions:

Director or Executive Position in other Organizations that may have conflict of interest with the Company	- None -
Other Organizations / Companies (Not Listed in the Stock Exchange of Thailand)	<ul style="list-style-type: none"> - Manager, Siri Holding Co.,Ltd - Manager, Chen Ann Chul Co.,Ltd. - Chairman, The Federation of Thai Industries - Member of the National Legislative Assembly - Director, Energy Research Institute , Chulalongkorn University - Director, Energy Fund Administration Institute (Public Organization) , Ministry of Energy - Executive Director, Sirindhorn International Institute of Technology, Thammasat University - Director, Industrial Estate Authority of Thailand - Director, Thailand Institute of Scientific and Technological Research - Director, Thailand Greenhouse Gas Management Organization (Public Organization)
Listed Companies in the Stock Exchange of Thailand	- Executive Director & President, Asia Fiber Public Company Limited

Shareholding of Thaioil (Including spouse and minors) : - None -

Directorship Qualifications according to applicable laws and does not have prohibited qualifications according to the announcement of the Capital Market Supervisory Board : Yes

Dispute in the 10 preceding years : - None -

Family Relation with Other Directors : - None -



Profile of the Nominated Candidate for the Election of New Directors

- Name – Last name** : **ACM Suttipong Inseepong**
(Nominated for re-election)
- Current Position(s) in the Board** : Independent Director (Non-Executive) and
Chairman of the Corporate Governance Committee
- Director Nominee** : Independent Director
- Age** : 59 Yrs.
- Education** : Bachelor of Science (Aeronautical Engineering),
Royal Thai Air Force Academy
: Bachelor of Political Science (International Relations and Comparative
Politics and Government), Sukhothai Thammathirat Open University
- Expertise** : Security, Management, Corporate Governance, Engineering
- Director Training of Thai Institute of Directors Association, Thailand (IOD)**
: Director Accreditation Program (DAP 114/2015)
- Other Training** : Pilot Training Course, Flying Training School, Royal Thai Air Force
: Flight Safety Course, Royal Thai Air Force
: Air Command and Staff Course, Royal Thai Air Force
: Air War Course, Royal Thai Air Force
: National Defence Course, Class 52, National Defence College
- Experiences in the 5 preceding years**
- 2011 - 2012 : Commandant, Air Command and Staff Collage, Royal Thai Air Force
- 2012 - 2013 : Director of Operations, Royal Thai Air Force Headquarters
- 2013 - 2014 : Assistant Chief of the Air Staff for Operations, Royal Thai Air Force
Headquarters
- 2014 - 2015 : Deputy Chief of the Air Staff, Royal Thai Air Force Headquarters
: Independent Director, Chairman of the Corporate Governance
and Member of Audit Committee, Global Power Synergy Public Company
- 2015 – Sept 30, 2016 : Commander of Directorate of Air Operations Control,
Royal Thai Air Force
- Oct 1, 2016 - Present : Assistant Commander-in-Chief, Royal Thai Air Force Headquarters
- Oct 13, 2016 - Present : Member of the National Legislative Assembly

(Document for Consideration of Agenda 5:
To Approve the Appointment of New Directors in Replacement of
those who Complete their Terms by Rotation in 2017)

Director Term Duration : 1 Term (February 1, 2016 - Present)

Meeting Attendance (Board of Directors) in 2016 : 11/12

Meeting Attendance (Board-Committees) in 2016 : 4/4

Present Positions:

Director or Executive Position in other Organizations that may have conflict of interest with the Company	- None -
Other Organizations / Companies (Not Listed in the Stock Exchange of Thailand)	- Assistant Commander-in-Chief, Royal Thai Air Force Headquarters - Member of the National Legislative Assembly
Listed Companies in the Stock Exchange of Thailand	- None -

Shareholding of Thaioil (Including spouse and minors) : - None -

Directorship Qualifications according to applicable laws and does not have prohibited qualifications according to the announcement of the Capital Market Supervisory Board : Yes

Dispute in the 10 preceding years : - None -

Family Relation with Other Directors : - None -



Profile of the Nominated Candidate for the Election of New Directors

- Name – Last name** : **Mr. Yongyut Jantararotai**
(Nominated for re-election)
- Current Position(s) in the Board** : Director (Non-Executive) and
Member of the Corporate Governance Committee
- Director Nominee** : Director
- Age** : 57 Yrs.
- Education** : Bachelor of Engineering (Civil Engineering), Kasetsart University
- Expertise** : Engineering, Corporate Governance, Law, Security
- Director Training of Thai Institute of Directors Association, Thailand (IOD)**
: Corporate Governance for Executives Program (CGE 5/2015)
: Financial Statements for Directors (FSD 30/2016)
- Other Training** : Civil Service Executive Program, Class 59, Office of the Civil Service
Commission
: National Defence Course, Class 52, National Defence College
: Training Course on Government Fiscal Management for Executives, Class
1, Comptroller General’s Department
: The 6th Training Course on Administrative Justice for Executives, Office
of the Administrative Courts of Thailand
: Academic Seminar : “Money Laundering in Dairy life that We Must Have”
- Experiences in the 5 preceding years**
- Jul 13, 2011 : Director, Bureau of Energy Studies
- Jan 1, 2012 : Expert on Energy Strategy, Central Administration
- Jan 16, 2012 : Director, Bureau of Public Participation Cooperation
- Mar, 18 – Oct 31, 2013 : Director, Office of the Minister, Ministry of Energy
- Nov 1, 2013 – Nov16, 2014 : Assistant for Permanent Secretary, Ministry of Energy
- Nov 17, 2014 – Sep 30, 2015 : Deputy Director General of the Department of Alternative Energy
Development and Efficiency, Ministry of Energy
- Oct 1, 2015 – Present : Inspector, Ministry of Energy
- Director Term Duration** : 1 Term (April 2, 2014 - Present)
- Meeting Attendance (Board of Directors) in 2016** : 12/13
- Meeting Attendance (Board-Committees) in 2016** : 5/5

(Document for Consideration of Agenda 5:
To Approve the Appointment of New Directors in Replacement of
those who Complete their Terms by Rotation in 2017)

Present Positions:

Director or Executive Position in other Organizations that may have conflict of interest with the Company	- None -
Other Organizations / Companies (Not Listed in the Stock Exchange of Thailand)	- Inspector, Ministry of Energy
Listed Companies in the Stock Exchange of Thailand	- None -

Shareholding of Thaioil (Including spouse and minors) : - None -

Directorship Qualifications according to applicable laws and does not have prohibited qualifications according to the announcement of the Capital Market Supervisory Board : Yes

Dispute in the 10 preceding years : - None -

Family Relation with Other Directors : - None -

Profile of the Nominated Candidate for the Election of New Directors

Name – Last name	: Mrs. Nitima Thepvanangkul (Nominated for re-election)
Current Position(s) in the Board	: Director (Non-Executive)
Director Nominee	: Director
Age	: 59 Yrs.
Education	: Bachelor of Accounting, Chulalongkorn University : Master of Finance, National Institute of Development Administration
Expertise	: Accounting–Finance, Management



Director Training of Thai Institute of Directors Association, Thailand (IOD)

- : Director Certification Program (DCP 126/2009)
- : Risk Management Committee Program (RMP 3/2014)
- : Anti Corruption : The Practical Guide (ACPG 18/2015)
- : Ethical Leadership Program (ELP 3/2016)

Other Training

- : NIDA-Wharton Executive Leadership Program, The Wharton School, University of Pennsylvania , U.S.A.
- : PTT Executive Leadership Program, General Electric, New York, U.S.A.

Experiences in the 5 preceding years

2011 – April 2014	: Executive Vice President, PTT Public Company Limited Secondment to Thai Oil Public Company Limited as Executive Vice President - Finance and Accounting
May 2014 – May 2016	: Executive Vice President, Corporate Accounting, PTT Public Company Limited
Jun – Sep 2016	: Executive Vice President, Group Finance and Accounting Policy, PTT Public Company Limited
1 Oct 2016 – Present	: Executive Vice President, Acting Chief Financial Officer, PTT Public Company Limited

Director Term Duration : 1 Term (October 28, 2016 - Present)

Meeting Attendance (Board of Directors) in 2016 : 2/2

Meeting Attendance (Board-Committees) in 2016 : -

(Document for Consideration of Agenda 5:
To Approve the Appointment of New Directors in Replacement of
those who Complete their Terms by Rotation in 2017)

Present Positions:

Director or Executive Position in other Organizations that may have conflict of interest with the Company	- Executive Vice President, Acting Chief Financial Officer, PTT Public Company Limited
Other Organizations / Companies (Not Listed in the Stock Exchange of Thailand)	- Director and Chairman of the Board, PTT International Trading Private Limited - Director, PTT Energy Resources Company Limited
Listed Companies in the Stock Exchange of Thailand	- 1 company (details as in “Position in other Organizations that may have conflict of interest”)

Shareholding of Thaioil (Including spouse and minors) : 2,000
(%) Share Possession : 0.0000

Directorship Qualifications according to applicable laws and does not have prohibited qualifications according to the announcement of the Capital Market Supervisory Board : Yes

Dispute in the 10 preceding years : - None -

Family Relation with Other Directors : - None -

(Document for Consideration of Agenda 5:
To Approve the Appointment of New Directors in Replacement of
those who Complete their Terms by Rotation in 2017)

Profile of the Nominated Candidate for the Election of New Directors

- Name – Last name** : **Pol.Gen. Aek Angsanant**
(Nominated for election as Independent Director)
- Current Position(s) in the Board** : -
- Director Nominee** : Independent Director
- Age** : 61 Yrs.
- Education** : Bachelor of Law (First Class Honor), Ramkhamhaeng University
: Master of Law, Chulalongkorn University
: Barrister, Institute of Legal Education, Thai Bar Association
- Expertise** : Law, Political Science, Management, Security
- Director Training of Thai Institute of Directors Association, Thailand (IOD)**
: Directors Certification Program (DCP 111/2008)
- Other Training** : The Joint State – Private Sector Course, Class 4414, National Defence Collage
: Capital Market Academy Leader Program, Class 7, Capital Market Academy
: The Program for Senior Executives on Justice Administration Batch 8, Judicial Training Institute, National Justice Academy
: Advanced Administration Program, Class 34, Institute of Administration Development
: Advanced Certificate Course in Politics and Governance in Democratic Systems for Executives, Class 7, King Prajadhipok’s Institute
: Public Director Certification Program, Public Director Institute (PDI), Class 3, King Prajadhipok’s Institute
: The Executive Program in Energy Literacy for a Sustainable Future, Class 1, Thailand Energy Academy
: Training Course on Administrative Justice for Executives, Class 3, The Administration Court
- Experiences in the 5 preceding years**
- 2010 - 2015 : Deputy Commissioner General, Royal Thai Police
- 2015 - 2016 : Permanent Secretary, Office of the Permanent Secretary, The Prime Minister’s Office



(Document for Consideration of Agenda 5:
To Approve the Appointment of New Directors in Replacement of
those who Complete their Terms by Rotation in 2017)

Director Term Duration : -

Meeting Attendance (Board of Directors) in 2016 : -

Meeting Attendance (Board-Committees) in 2016 : -

Present Positions:

Director or Executive Position in other Organizations that may have conflict of interest with the Company	- None -
Other Organizations / Companies (Not Listed in the Stock Exchange of Thailand)	- President, the Board of Directors of the Bangkok Mass Transit Authority - Member of National Legislative Assembly - Member of Committee of Property Management Office, Thai Red Cross Society - Independent Director, Asean Potash Chaiyaphum Public Company Limited
Listed Companies in the Stock Exchange of Thailand	- Independent Director and Audit Committee, TWZ Corporation Public Company Limited - Independent Director, Big C Supercenter Public Company Limited

Shareholding of Thaioil (Including spouse and minors) : - None -

Directorship Qualifications according to applicable laws and does not have prohibited qualifications according to the announcement of the Capital Market Supervisory Board : Yes

Dispute in the 10 preceding years : - None -

Family Relation with Other Directors : - None -

Director Nomination Process

Regarding the selection of qualified candidates for nomination as directors in replacement of those who are retired by rotation, the Company gives the opportunity to our shareholders to nominate candidates with qualifications required by Securities and Exchange laws and by the Company's regulations to be elected as directors. Announcement has been posted on the Company's website to invite nomination from shareholders. The Nomination and Remuneration Committee will then select qualified candidates and propose to the Board of Directors for consideration. After the Board's agreement, the list of such candidates will be proposed to the Annual General Meeting of Shareholders to approve the election by majority votes of the shareholders who attend the meeting and cast their votes. The Nomination and Remuneration Committee also select qualified directors to be members of Board-Committees in replacement of the vacancy after the AGM and propose to the Board for approval.

Definition of Independent Director of Thai Oil Public Company Limited

The Board of Directors must comprise of sufficient number of independent directors to inspect and balance the performance of the Board and the operation of Management team. Independent directors on the Board must represent at least one-third of all directors and must not be less than three directors.

The Company's definition of independent director is more strict than the qualifications required by the Notification of Capital Market Supervisory Board which are:

- 1) Holding shares not exceeding 0.5 percent of the total number of shares with voting rights of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, including shares held by related persons of such independent director.
- 2) Neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the Company, its parent company, subsidiary, affiliate, same-level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than two years prior to taking the independent directorship.
- 3) Not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child to other director, executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the Company or its subsidiary company.
- 4) Neither having nor used to have a business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, in the manner which may interfere with his/her independent judgement, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary company, affiliate, major shareholder or controlling person, unless the foregoing

relationship has ended not less than two years prior to taking the independent directorship.

The term 'business relationship' under the first paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or the counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the Company or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board. The consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences.

- 5) Neither being nor used to be an auditor of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, affiliate, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to taking the independent directorship.
- 6) Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to taking the independent directorship.
- 7) Not being a director appointed as representative of directors of the Company, major shareholder or shareholder who is related to major shareholder.
- 8) Not undertaking any business in the same nature and in competition to the business of the Company or subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the Company or its subsidiary company.
- 9) Not having any other characteristics which cause the inability to express independent opinions with regard to the Company's business operations.
- 10) The Company's independent directors shall hold the directorship not more than 6 consecutive years. (Director's term shall be counted as of August 23, 2012 onwards)

**Registration / Proxy Procedures & Conditions
and Required Documents to be presented at the meeting**

The registration and proxy document check on Friday, April 7, 2017 will be started from 12.00 p.m. onwards at the venue mentioned in the AGM invitation notice. For convenience during the registration, which will be conducted with barcode system, **shareholders and/or proxies are requested to present the Registration Form with barcode of shareholder's registration number (Attachment 6) together with documents as described below.**

1. **Attendance of Meeting in Person** – Shareholders must present following documents for registration:
 - Registration Form (Attachment 6) signed by the shareholder
 - Original of identification card or driving license or government official identification or passport (in case of foreigners). In case of any changes of name or last name, evidence of such changes must be presented.

2. **Proxy Granting** - Shareholders are allowed to grant a proxy to only one representative to attend and vote at the AGM by using the attached Proxy Form B (Attachment 7). If other forms (Form A or Form C (Only for foreign investors who appointed custodians in Thailand)) are needed, please download them from Thaioil's website: www.thaioilgroup.com.

2.1 Shareholders who wish to appoint a representative, please proceed with either of these 2 methods:

- 1) **Granting proxy to one of the Company's independent directors** as listed in Attachment 9 – shareholders are requested to fill up and sign the proxy form (if using Form B attached herewith, please sign on page 4 and page 5) and a certified copy of identification card or driving license or government official identification or passport (in case of foreigners) and the Registration Form attached. Please send all documents to the Company within March 25, 2017 to register in advance, (The company will affix 20-Baht Stamp duties for the shareholders.)
or
- 2) **Granting proxy to other person** – shareholders are requested to fill up the proxy form which must be presented by the proxy at the meeting together with all documents as listed in item 2.2, as well as the signed Registration Form for convenience during the registration.

2.2 Required Documents for Proxy

- 1) **Natural-person grantor:**
 - Proxy form signed by the grantor and the proxy (if using Form B attached herewith, please sign on page 4 and page 5) with a stamp duty of Baht 20 affixed. (Stamp duties will be provided for grantees at the documentation-check counter.)
 - Registration Form (signed by the proxy attending the meeting)

- Certified true copy of identification card or driving license or government official identification or passport (in case of foreigners) of the grantor
- Certified true copy of identification card or driving license or government official identification or passport (in case of foreigners) of the proxy, with the original presented.

2) **Juristic-person grantor:**

- Proxy form signed by an authorized person according to its Affidavit, with the seal of the juristic person affixed (if any), and by the proxy (if using Form B attached herewith, please sign on page 4 and page 5) with a stamp duty of Baht 20 affixed. (Stamp duties will be provided for grantees at the documentation-check counter.)
- Registration Form (signed by the proxy attending the meeting)
- If the grantor is a juristic person registered under Thai laws, a copy of the Affidavit of that juristic person - issued by the Ministry of Commerce or the relevant government authority, bearing a date within 60-day period prior to the meeting date, and certified as a true copy by the authorized person of the juristic person with the seal of the juristic person (if any) - must be presented.
- If the grantor is a foreign juristic person, a copy of the Affidavit of that juristic person - issued by the relevant government authority of the country where the juristic person is located and certified by a notary public or other government authorities bearing a date within 6-month period prior to the meeting date - must be presented.
- For foreign juristic person, unless an original document is in the English language, an English translation certified as a true and correct translation by an authorized person of that juristic person must be provided.
- Certified true copy of identification card or driving license or government official identification or passport (in case of foreigners) of the proxy, with the original presented.

List of the Company's Independent Directors for Proxy Granting in the 2017 AGM

Name of Directors ⁽¹⁾	Position	Age	Address	Conflict of Interest
1. Ms. Chularat Suteethorn	Independent Director / Chairman of Member of the Audit Committee / Member of the Nomination and Remuneration Committee	62	82/1 Soi Phaholyothin 14, Samsennai, Phayathai, Bangkok 10400	Deemed to have Conflict of Interest in <u>Agenda 3</u> : To Approve the 2017 Annual Remuneration for the Company's Directors.
2. Mrs. Suvimol Chrityakierne	Independent Director / Member of the Audit Committee	65	DIA International Audit Company Limited 316/32 Soi Sukhumvit 22 (Soi Sainumthip), Sukhumvit Road, Klongtoey Bangkok 10110	Deemed to have Conflict of Interest in <u>Agenda 3</u> : To Approve the 2017 Annual Remuneration for the Company's Directors.
3. Mr. Siri Jirapongphan	Independent Director / Member of the Audit Committee	62	34/33 Moo 16, Bangkaeo, Bangphli, Samut Prakan, 10540	Deemed to have Conflict of Interest in <u>Agenda 3</u> : To Approve the 2017 Annual Remuneration for the Company's Directors.
4. Gen. Thanakarn Kerdnaimongkol	Independent Director / Member of the Audit Committee	60	Baan Tanwana, 84 Soi Suanpak 42/1, Suanpak Road, Chimplee, Taling Chan, Bangkok 10170	Deemed to have Conflict of Interest in <u>Agenda 3</u> : To Approve the 2017 Annual Remuneration for the Company's Directors.
5. ACM Suttipong Inseepong	Independent Director / Chairman of the Corporate Governance Committee	59	171, Royal Thai Air Force, Don Muang, Bangkok 10210	Deemed to have Conflict of Interest in <u>Agenda 3</u> : To Approve the 2017 Annual Remuneration for the Company's Directors. And <u>Agenda 5</u> : To Approve the Appointment of New Directors in Replacement of those who Complete their Terms by Rotation in 2017
6. Mr. Thosaporn Sirisumphan ⁽¹⁾	Independent Director / Chairman of the Nomination and Remuneration Committee / Member of the Corporate Governance Committee	56	99 Soi Bangna-Trad 1, Bangna-Trad Road, Bangna, Bangkok 10260	Deemed to have Conflict of Interest in <u>Agenda 3</u> : To Approve the 2017 Annual Remuneration for the Company's Directors.

Remark: ⁽¹⁾ Details of Directors' profile is shown in the 2016 Annual Report page 77-81 under the topic of the Company's Board of Directors

The Company's Articles of Association Relevant to the Shareholder's Meeting

1. Calling of the Shareholders Meeting

Article 33. The board of directors shall call for a shareholders' meeting which is an annual general meeting of shareholders within four (4) months from the last day of the fiscal year of the Company.

Shareholders' meetings other than the one referred to in the first paragraph shall be called extraordinary general meetings. The board of directors may call for the extraordinary general meeting of shareholders at any time as deemed appropriate.

Shareholders holding shares amounting to not less than one-fifth (1/5) of the total number of shares wholly sold or not less than twenty-five (25) shareholders holding shares amounting to not less than one-tenth (1/10) of the total number of shares wholly sold may submit their names and request the board of directors in writing to call for an extraordinary general meeting at any time, provided that, the reasons of request for calling for such meeting shall be clearly stated in the said written request. In such an event, the board of directors shall proceed to call for a shareholder meeting to be held within a period of one (1) month from the date of the receipt of such request from the said shareholders.

Article 34. In calling a shareholders' meeting, the board of directors shall prepare a written notice specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting in appropriate detail by clearly indicating whether it is a matter proposed for acknowledgement or for consideration, as the case may be, including the opinion of the board of directors on the said matters, and the said notice shall be distributed to the shareholders and the registrar not less than seven (7) days prior to the date of the meeting. The notice shall be published in the newspaper for not less than three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

The place of the meeting shall be in the province in which the head office of the Company is situated or at any other place where the board of directors prescribed.

Article 38. The matters which should be conducted by the annual general meeting of shareholders are as follows:

- (1) to consider the report of the board of directors concerning the Company's business in the past year period
- (2) to consider and approve the balance sheet, the statement of profit and loss as of last days of the Company's fiscal year.
- (3) to consider and approve of profit allocation and dividend payment.
- (4) to consider and elect new directors in place of those whose office term expires fix the remuneration of directors;
- (5) to consider and appoint auditor and fix the remuneration of the auditor.
- (6) other business.

Article 41. The board of directors shall prepare the balance sheet and the statement of profit and loss as of the last day of the fiscal year of the Company for submission to the shareholders for consideration and approval at the annual general meeting. The board of directors shall cause balance sheet and the statement of profit and loss to be examined by an auditor prior to submission to the shareholder's meeting.

Article 42. The board of directors shall deliver the following documents to the shareholders together with the notice calling for an annual general meeting of shareholders:

- (1) copies of the balance sheets and statement of profit and loss, which have already been audited by the auditor, including the auditor's report; and
- (2) annual report of the board of directors.

2. The Quorum

Article 35. At a shareholders' meeting there shall be not less than twenty five (25) shareholders and proxies (if any) attending the meeting or not less than one-half (1/2) of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of shares sold, whereby a quorum would then be constituted.

At any shareholders' meeting, if one (1) hour has passed from the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed in the first paragraph, and if such shareholders' meeting was called as a result of a request of the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request of the shareholders, a new meeting shall be called for and the notice calling for such meeting shall be dispatched to shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting, a quorum is not required

Article 36. The chairman of the board shall be the chairman of shareholders' meetings. If the chairman of the board is not present at a meeting or cannot perform his duty, the vice-chairman shall be chairman of the meeting. If there is no vice-chairman or there is a vice-chairman but he is not present or cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

3. Voting

Article 37. A resolution of a shareholders' meeting, the shareholders shall be entitled to one (1) vote per one (1) share. Any shareholder who has a special interest in any matters shall not be entitled to vote in that matter except for voting on the election of directors. A resolution of the shareholders' meeting shall require:

- (1) in an ordinary event, the majority votes of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote.
- (2) in the following events, a vote of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote:
 - (a) the sale or transfer of the whole or the substantial part of the Company's business to any other person;
 - (b) the purchase or acceptance of transfer of the business of private company (s) or public company(s) by the Company;
 - (c) the making, amending or terminating of any agreement with respect to the granting of a lease of the whole or substantial parts of the Company's business, the assignment of the management of the business of the Company to any person(s), or the amalgamation of the business with other persons for the purpose of profit and loss sharing;
 - (d) the amendment of the Memorandum of Associations or Articles of Association of the Company;
 - (e) the increasing or reducing the Company's capital;
 - (f) the dissolution of the Company;
 - (g) the issuance and offering of debentures of the Company;
 - (h) the amalgamation of business of the Company with other company(s); or
 - (i) other activities as prescribed by law which are required the shareholders' meeting approval by a vote of not less than three-fourths (3/4) of the total

number of votes of shareholders who attend the meeting and have the right to vote.

4. Board of Directors

Article 16. The Company shall have a board of directors to carrying out the company's business, which shall consists of not less than five (5) persons and no more than fifteen (15) persons. Not less than one half of the number of the directors must reside within the Kingdom of Thailand.

A director need not be a shareholder in the Company.

Article 17. The directors shall be elected at the shareholder's meeting in accordance with the criteria and procedures as follows:

- (1) Each shareholder shall have one(1) share for one(1) vote;
- (2) Each shareholder may exercise all the votes he or she has under (1) to elect one or several persons as directors or directors, but the shareholder cannot be divided his or her votes to any person in any number as the shareholder pleases; and
- (3) Persons who receive the highest votes arranged in order from higher to lower in a number equal to that of the number of directors to be appointed are elected to be the directors of the Company in the meeting. In the event of a tie at a lower place, which would make the number of directors greater than that required, the chairman of the meeting should have a casting vote.

Article 18. At every annual ordinary shareholder's meeting one-third (1/3) of the directors, or, if the number of directors cannot be divided exactly into three parts, the number of directors nearest to one-third (1/3) shall vacate office.

A vacating director may be eligible for re-election.

The directors to vacate office in the first and second years following the registration of the conversion of the Company shall be drawn by lots. In subsequent years, the directors who have remained in office for the longest time shall vacate office.

Article 21. The shareholders' meeting may pass a resolution to remove any director from his / her office prior to expiration of his / her office term by a vote of not less than three-fourths (3/4) of the number of shareholders attending the meeting and having the right to vote and the shares held by them shall, in aggregate, be not less than one half of the number of shares held by the shareholders attending the meeting and having the right to vote.

Article 23. A director shall have a right to receive remuneration from the Company in the form of rewards, meeting allowance, gratuity, bonus or other benefits in accordance with the approval of the shareholders' meeting which has passed a resolution by not less than two-third (2/3) of the total number of votes of the shareholders attending the meeting and having the right to vote. It may be prescribed in fixed amount or establish the rules and prescribed for particular circumstance(s) or being perpetual rules until be changed by shareholder's meeting resolution. Moreover, a director shall have a right to receive the allowance and welfare according to the Company's rule.

The provisions in the first paragraph shall not affect the right of the director appointed from the officers or employees of the Company to receive remuneration and benefit in his/her capacity as an officer or employee of the Company.

**Map to the 2017 AGM of Thai Oil Public Company Limited
 Bangkok Convention Center, 5th Floor, Central Plaza Department Store, Ladprao
 1695 Phaholyothin Road, Chatuchak, Bangkok 10900**



The Annual Report and/or the Sustainability Report Requisition Form

To the Shareholders

The Company's 2016 Annual Report (showing 2016 financial statements) and the 2016 Sustainability Report in the form of bilingual CD-ROM have been enclosed with this invitation to the Annual General Meeting of Shareholders.

In case that any shareholders require the complete printed of the Annual Report and/or Sustainability Report, containing the same information as in the CD-ROM, please fill and return this requisition form to the Company, using the enclosed P.O. Box envelope. The Company will send to you upon your request.

Name..... Surname

Address
.....
.....
.....

Tel. No. E-mail

Would like to receive the complete printed of the followings (please check box)

- The 2016 Annual Report (Thai)
- The 2016 Annual Report (English)
- The 2016 Sustainability Report (Thai)
- The 2016 Sustainability Report (English)





บริษัท ไทยออยล์ จำกัด (มหาชน)
Thai Oil Public Company Limited

Attachment 13

ทะเบียนเลขที่ 0107547000711 Registration No. 0107547000711

555/1 ศูนย์เอนเนอร์ยี คอมเพล็กซ์ อาคารเอ ชั้น 11 ถนนวิภาวดีรังสิต แขวงจตุจักร เขตจตุจักร กรุงเทพฯ 10900

555/1 Energy Complex Building A, 11th Floor, Vibhavadi Rangsit Road, Chatuchak, Bangkok 10900, Thailand.

Telephone +66(0) 2797 2999, +66(0) 2299 0000, Fax. +66(0) 2797 2970

Ref. TBK 01/0150

March 2, 2017

Subject Invitation for the 2017 Thai Oil Public Company Limited's Refinery site visit
To Shareholders of Thai Oil Public Company Limited
Attachment: 1. Itinerary for the 2017 Thai Oil Public Company Limited's Refinery site visit
2. The correspondence form for Thairoil's Refinery site Visit

Thai Oil Public Company Limited ("the Company") has arranged for the 2017 Refinery site visit to be held on Thursday 29 June, 2017 for the first round and the second round on Friday 30 June, 2017. The Refinery site visit will be organized as a one-day trip with 100 participants for each round. Its itinerary and the correspondence form are attached herewith as Attachment 13 (1) and 13 (2). The Company would like to invite interested shareholders to submit their correspondence form to the company via post (P.O Box envelope) by **Wednesday 17 May, 2017**. Submissions via other channels are deemed a violation of condition, the form will not be considered.

In the event that the correspondences submitted to the Company exceed 200, the Company will randomly select 200 correspondences from the draw to be held on Monday 22 May, 2017 and will also randomly compile a waiting list in case of cancellation for shareholder(s). In case of cancellation, the Company will grant the rights to the shareholder whose name appears first on the waiting list to attend the Refinery site visit. The Company will disclose the list of 200 correspondences drawn on the Company's website www.thaioilgroup.com on Monday 29 May, 2017 and will contact the concerned parties for confirmation.

As the Company has many shareholders, therefore in order to treat them equitably according to the corporate governance principles, the Company reserves the rights for the Refinery site visit as 1 shareholder per 1 visit only (no accompanying person and no transfer of rights).

Please be informed accordingly.

Sincerely Yours,
Thai Oil Public Company Limited

(Atikom Terbsiri)
Chief Executive Officer and President

Investor Relations Section

Phone 0 2797 2961 or 0 2797 2999 Ext 7370-7374 Fax 0 2 797 2977

Note The name of shareholders; are entitle rightful shareholders who may attend and vote in the AGM and may receive the dividend on March 1,2017; to aggregate rightful shareholders list under Section 225, Securities and Stock Exchange Act B.E.2535 (as amended) by share registration closing on March 2, 2017

Itinerary for the 2017 Thai Oil Public Company Limited's Refinery site visit

1st round : Thursday 29 June, 2017 or

2nd round : Friday 30 June, 2017

7.00 - 7.30 a.m. Register at Energy Complex (EnCo), Building C, Ground Floor, Vibhavadee Rangsit Road

7.45 a.m. Leave Bangkok by 40-seat air-conditioned bus (3 buses)
(Breakfast and beverage available on board)

10.00 a.m. Arrive at Thairoil Refinery, Sriracha, Chonburi

- Refreshments
- Welcome speech by Management
- VDO presentation
- Performance summary / Q&A by Management
- Refinery site tour (stay on bus) with summary briefing by Thairoil staff

12.30 p.m. Lunch

2.00 p.m. Recreation Activity

4.30 p.m. Leave for Bangkok
(Snack box and beverage available on board)

6.30 p.m. Arrive safely at the Energy Complex Building, Vibhavadee Rangsit Road

*The Company reserves the rights to change traveling itinerary as deemed appropriate.

Thai Oil Public Company Limited
Correspondence Form for the 2017 Thaioil's Refinery site visit at Sriracha, Chonburi

- 1st round : Thursday 29 June, 2017 or
 2nd round : Friday 30 June, 2017

I (Mr. /Mrs./Ms.).....Age..... Years
 is a shareholder of Thai Oil Public Company Limited residing at No.
 Telephone number Home.....Work.....Mobile.....
 Preferred contact number.....

Intend to participate on the Refinery site visit as

- a natural person attending the visit by him/herself
 a juristic person authorizing (Mr./Mrs./Ms.).....

Age..... Years Residing at.....
 Telephone number Home.....Work.....Mobile.....
 to attend the Refinery site visit on behalf of myself at this time.

I hereby disclose my personal information to the Company regarding personal illness / allergy / non-preferable food as follows.....

I have read and agreed by the conditions as stated below and certify that information provided in this correspondence form is true and authentic.

Signature.....Shareholder

(.....)

Date.....

(For Shareholders)

Conditions

1. **The shareholders are granted with the rights for 1 seat per 1 shareholder only.**
2. The name of shareholders; are entitle rightful shareholders who may attend and vote in the AGM on March 1, 2017; to aggregate rightful shareholders list under Section 225, Securities and Stock Exchange Act B.E.2535 (as amended) by share registration closing on March 2, 2017
3. **Please submit the correspondence form to the Company within Wednesday 17 May, 2017 via post only** (using the P.O. Box envelope attached with the Invitation for 2017 AGM, no stamps required). Submissions via other channels are deemed a violation of condition, the form will not be considered.
4. **The draw to select shareholders will be held on Monday 22 May, 2017,** in the event that the numbers of submitted correspondences exceed 200.
5. **The list of selected shareholders and the waiting list will be announced on the Company's website www.thaioilgroup.com on Monday 29 May, 2017**
6. **The Company will contact (by phone) the selected shareholders, as announced on the website,** for traveling confirmation. In case that the Company is unable to contact the shareholders within 7 working days (start from the announcement date as stated in No. 5), the Company will regard it as a withdrawal from the shareholders and will contact the shareholder whose name appears first on the waiting list.
7. In case of personal illness, allergy or non-preferable food, please bring along your medication and notify the Company in advance.
8. If you are unable to attend, please notify us 7 days prior the event. (to preserve your right to attend the next round).
9. **The Company reserves the rights to:**
 - 9.1 consider only a real correspondence form which attached with this invitation to the 2017 Annual General Meeting of Shareholders (AGM) and not consider correspondence forms with incomplete and incorrect information and unable to contact.
 - 9.2 decline the accompanying persons from traveling.
 - 9.3 not allow the transfer of rights to travel.
 - 9.4 not allow the transfer of Date of travel
 - 9.5 change traveling itinerary attached as deemed appropriate.

สิ่งที่ส่งมาด้วย 7-หนังสือมอบฉันทะ แบบ ข

เอกสารประกอบการมอบฉันทะ

กรณีผู้มอบฉันทะเป็นบุคคลธรรมดา

ในวันประชุม โปรดแสดงเอกสาร ณ จุดตรวจสอบเอกสาร ดังนี้

- ✓ หนังสือมอบฉันทะ ซึ่งลงนามโดยผู้มอบฉันทะ และผู้รับมอบฉันทะ (โปรดลงนามหน้า 4 และ หน้า 5 กรณีใช้หนังสือมอบฉันทะแบบ ข)
- ✓ สำเนาบัตรประจำตัวประชาชน หรือ ใบขับขี่ หรือบัตรประจำตัวข้าราชการ หรือหนังสือเดินทาง (กรณีเป็นชาวต่างชาติ) ของผู้มอบฉันทะ พร้อมลงนามรับรองสำเนาถูกต้องโดยผู้มอบฉันทะ
- ✓ สำเนาบัตรประจำตัวประชาชน หรือ ใบขับขี่ หรือบัตรประจำตัวข้าราชการ หรือหนังสือเดินทาง (กรณีเป็นชาวต่างชาติ) ของผู้รับมอบฉันทะ พร้อมลงนามรับรองสำเนาถูกต้องโดยผู้รับมอบฉันทะ และให้นำเอกสารฉบับจริงมาแสดงในการลงทะเบียนด้วย
- ✓ สำหรับท่านที่ประสงค์จะส่งหนังสือมอบฉันทะ / แบบฟอร์มขอรับรายงานประจำปี และ/ หรือ รายงานความยั่งยืนแบบรูปเล่ม / การสมัครเข้าร่วมโครงการเยี่ยมชมกิจการ กรุณารวบรวมเอกสารที่ต้องการจัดส่งใส่ในซองธุรกิจตอบรับที่แนบมาพร้อมกันนี้และส่งกลับมาที่บริษัทฯ

Attachment 7- Proxy Form B

Required Documents for Proxy Granting

(For Natural-person Grantor)

In the meeting day, kindly present the following documents at the Documentation-Check Counter

- ✓ Proxy form signed by the grantor and the proxy (kindly sign on page 4 and page 5 for Proxy Form B)
- ✓ Certified true copy of identification card or driving license or government official identification card or passport (in case of foreigners) of the grantor
- ✓ Certified true copy of identification card or driving license or government official identification card or passport (in case of foreigners) of the proxy, with the original presented
- ✓ For those who wish to submit proxy form, Annual Report and/or Sustainability Report request form, and Refinery site visit application form, please insert all documents into the business P.O. Box envelopes attached hereto and return it to the Company.



หนังสือมอบฉันทะ (แบบ ก)
Proxy (Form A)

สิ่งที่ส่งมาด้วย 7/ Attachment 7

อากรแสตมป์ 20 บาท
Duty Stamp 20 B

เลขทะเบียนผู้ถือหุ้น _____
Shareholders' Register No.

เขียนที่ _____
Written at
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

1 ข้าพเจ้า _____
I / We
อยู่บ้านเลขที่ _____
Address

สัญชาติ _____
Nationality

2 เป็นผู้ถือหุ้นของบริษัท ไทยออยล์ จำกัด (มหาชน) (“บริษัท”)
Being a Shareholder of Thai Oil Public Company Limited (“the Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
holding the total amount of shares and have the rights to vote equal to votes as follows:
 หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Ordinary share shares have the rights to vote equal to votes
 หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Preferred share shares have the rights to vote equal to votes

3 ขอมอบฉันทะให้ (ท่านสามารถมอบฉันทะให้กรรมการอิสระของบริษัทฯ เป็นตัวแทนเข้าประชุมฯ ตามรายละเอียดในหนังสือเชิญประชุมฯ ตามสิ่งที่ส่งมาด้วย 9)

Hereby appoint (You may grant proxy to the Company's Independent Directors as listed in Attachment 9 to attend the meeting)

- (1) นาย / นาง / นางสาว _____ อายุ _____ ปี
Mr. / Mrs. / Ms. Age Years,
อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____
residing at Road Sub - District
อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
District Province Postal Code or
(2) นาย / นาง / นางสาว _____ อายุ _____ ปี
Mr. / Mrs. / Ms. Age Years,
อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____
residing at Road Sub - District
อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
District Province Postal Code or
(3) นาย / นาง / นางสาว _____ อายุ _____ ปี
Mr. / Mrs. / Ms. Age Years,
อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____
residing at Road Sub - District
อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
District Province Postal Code

คนหนึ่งคนใดเพียงผู้เดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้นประจำปี 2560 บริษัท ไทยออยล์ จำกัด (มหาชน) ในวันศุกร์ที่ 7 เมษายน 2560 เวลา 14.00 น. ณ ห้องบางกอกคอนเวนชันเซ็นเตอร์ ชั้น 5 ศูนย์การค้าเซ็นทรัลพลาซ่า ลาดพร้าว เลขที่ 1695 ถนนพหลโยธิน แขวงจตุจักร เขตจตุจักร กรุงเทพฯ 10900 หรือที่ที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of above as my/our proxy to attend and vote on my/our behalf at the meeting of the 2017 Annual General Meeting of Shareholders (AGM) of Thai Oil Public Company Limited on Friday, April 7, 2017, 2.00 p.m. at Bangkok Convention Center, 5th Floor, Central Plaza Department Store, Ladprao, 1695 Phaholyothin Road, Chatuchak, Bangkok 10900 or such other date, time and place as the meeting may be adjourned.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting shall be deemed to be the actions performed by myself/ourselves.

ลงนาม / Signed _____ ผู้มอบฉันทะ / Grantor
(_____)
ลงนาม / Signed _____ ผู้รับมอบฉันทะ / Proxy
(_____)
ลงนาม / Signed _____ ผู้รับมอบฉันทะ / Proxy
(_____)
ลงนาม / Signed _____ ผู้รับมอบฉันทะ / Proxy
(_____)

หมายเหตุ: ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุม และออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

Remarks: A shareholder shall appoint only one proxy to attend and vote at the Meeting. A shareholder shall not appoint more than one proxy, each with the voting rights in respect of a certain portion of shares.



หนังสือมอบฉันทะ (แบบ ข)
Proxy (Form B)

สิ่งที่ส่งมาด้วย 7 / Attachment 7

อากรแสตมป์ 20 บาท
Duty Stamp 20 B

เลขทะเบียนผู้ถือหุ้น _____

Shareholders' Registration No.

เขียนที่ _____

Written at

วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

1 ข้าพเจ้า _____

I / We

อยู่บ้านเลขที่ _____ สัญชาติ _____

Address

Nationality

2 เป็นผู้ถือหุ้นของ บริษัท ไทยออยล์ จำกัด (มหาชน) (“บริษัท”)

Being a Shareholder of Thai Oil Public Company Limited (“the Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
Holding the total amount of _____ shares and have the rights to vote equal to _____ votes as follows:
 หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Ordinary share _____ shares have the rights to vote equal to _____ votes
 หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Preferred share _____ shares have the rights to vote equal to _____ votes

3 ขอมอบฉันทะให้ (ท่านสามารถมอบฉันทะให้กรรมการอิสระของบริษัทฯ เป็นตัวแทนเข้าประชุมฯ ตามรายละเอียดในหนังสือเชิญประชุมฯ ตามสิ่งที่ส่งมาด้วย 9)

Hereby appoint (You may grant proxy to the Company's Independent Directors as listed in Attachment 9 to attend the meeting)

- (1) นาย / นาง / นางสาว _____ อายุ _____ ปี
Mr. / Mrs. / Ms. _____ Age _____ Years,
อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____
residing at _____ Road _____ Sub - District
อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
District _____ Province _____ Postal Code _____ or
- (2) นาย / นาง / นางสาว _____ อายุ _____ ปี
Mr. / Mrs. / Ms. _____ Age _____ Years,
อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____
residing at _____ Road _____ Sub - District
อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
District _____ Province _____ Postal Code _____ or
- (3) นาย / นาง / นางสาว _____ อายุ _____ ปี
Mr. / Mrs. / Ms. _____ Age _____ Years,
อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____
residing at _____ Road _____ Sub - District
อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
District _____ Province _____ Postal Code _____

คนหนึ่งคนใดเพียงผู้เดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้นประจำปี 2560 บริษัท ไทยออยล์ จำกัด (มหาชน) ในวันศุกร์ที่ 7 เมษายน 2560 เวลา 14.00 น. ณ ห้องบางกอกคอนเวนชันเซ็นเตอร์ ชั้น 5 ศูนย์การค้าเซ็นทรัลพลาซ่าลาดพร้าว เลขที่ 1695 ถนนพหลโยธิน แขวงจตุจักร เขตจตุจักร กรุงเทพฯ 10900 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
Anyone of above as my/our proxy to attend and vote on my/our behalf at the meeting of the 2017 Annual General Meeting of Shareholders (AGM) of Thai Oil Public Company Limited on Friday, April 7, 2017, 2.00 p.m. at Bangkok Convention Center, 5th Floor, Central Plaza Department Store, Ladprao, 1695 Phaholyothin Road, Chatuchak, Bangkok 10900 or such other date, time and place as the meeting may be adjourned.

4 ข้าพเจ้าขอมอบอำนาจให้ผู้รับมอบอำนาจออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

- ระเบียบวาระที่ 1 รับทราบผลการดำเนินงานของบริษัทฯ ประจำปี 2559 และพิจารณาอนุมัติงบการเงินสำหรับปี
สิ้นสุดวันที่ 31 ธันวาคม 2559
- Agenda Item 1 To Acknowledge the Company's 2016 Operating Results and to Approve the Audited Financial Statements for the
Year Ended December 31, 2016
- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|
- ระเบียบวาระที่ 2 พิจารณาอนุมัติการจ่ายเงินปันผล สำหรับผลประกอบการ ปี 2559
- Agenda Item 2 To Approve the Dividend Payment for the Company's 2016 Operating Results
- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|
- ระเบียบวาระที่ 3 พิจารณากำหนดค่าตอบแทนกรรมการ ประจำปี 2560
- Agenda Item 3 To Approve the 2017 Remuneration for the Company's Directors
- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|
- ระเบียบวาระที่ 4 พิจารณาแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนการสอบบัญชี ประจำปี 2560
- Agenda Item 4 To Approve the 2017 Annual Appointment of Auditors and Determination of their Remuneration
- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|
- ระเบียบวาระที่ 5 พิจารณาเลือกตั้งกรรมการใหม่แทนกรรมการที่ครบวาระ ประจำปี 2560
- Agenda Item 5 To Approve the Appointment of New Directors in Replacement of those who Complete their Terms by Rotation in
2017
- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:

เลือกตั้งกรรมการทั้งหมด

Vote for all nominated candidates

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

เลือกตั้งกรรมการเป็นรายบุคคล

Vote for an individual nominated candidate

บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

1. นายเจน น้าชัยศิริ

1. Mr. Chen Namchaisiri

งดออกเสียง
Abstain

บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

2. พล.อ.อ. สุทธิพงษ์ อินทริยงค์

2. ACM Suttipong Inseeyong

งดออกเสียง
Abstain

บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

3. นายยงยุทธ จันทรโรทัย

3. Mr. Yongyut Jantararotai

งดออกเสียง
Abstain

บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

4. นางนิริมา เทพวันังกูร

4. Mrs. Nitima Thepvanangkul

งดออกเสียง
Abstain

บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

5. พล.ต.อ. เอก อังसानนท์

5. Pol.Gen.Aek Angsanant

งดออกเสียง
Abstain

ระเบียบวาระที่ 6
Agenda Item 6

พิจารณาอนุมัติวงเงินในการออก และเสนอขายหุ้นกู้

To Consider and Approve the Issuance of Debentures

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

ระเบียบวาระที่ 7
Agenda Item 7

เรื่องอื่นๆ (ถ้ามี)

Others (if any)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

5 การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of proxy in any agenda that is not as specified in this proxy shall be considered as invalid and not signify my voting as a shareholder.

6 ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the Meeting considers or passes any resolution other than those specified above, including the case of any amendment or addition of any fact, the proxy shall have the rights to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม ให้เสมือนถือว่ามีอำนาจได้กระทำการเองทุกประการ

Any actions performed by the proxy in this Meeting shall be deemed to be the actions performed by myself/ourselves.

ลงนาม/Signed _____ ผู้มอบฉันทะ/Grantor
()
ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()
ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()
ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

หมายเหตุ : ตามประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Remarks: According to the notification of Department of Business Development, Ministry of Commerce regarding Proxy Form (Issue 5) 2007

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
A shareholder shall appoint only one proxy to attend and vote at the Meeting. A shareholder shall not appoint more than one proxy, each with the voting rights in respect of a certain portion of shares.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
Regarding the election of directors, the proxy can either elect the whole set of the nominated directors or by individual.
3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบด้านล่างของหนังสือมอบฉันทะ แบบ ข ฉบับนี้
In case there are additional agenda, the proxy can state other agenda by using the Supplemental Proxy Form B as attached.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข / Supplemental Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ไทยออยล์ จำกัด (มหาชน) (“บริษัท”)

The proxy as a shareholder of Thai Oil Public Company Limited (“The Company”)

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2560 บริษัท ไทยออยล์ จำกัด (มหาชน) ในวันศุกร์ที่ 7 เมษายน 2560 เวลา 14.00 น. ณ ห้องบางกอกคอนเวนชันเซ็นเตอร์ ชั้น 5 ศูนย์การค้าเซ็นทรัลพลาซ่า ลาดพร้าว เลขที่ 1695 ถนนพหลโยธิน แขวงจตุจักร เขตจตุจักร กรุงเทพฯ 10900 หรือที่แจ้งเปลี่ยนแปลงวัน เวลา และสถานที่อื่นด้วย

At the meeting of the 2017 Annual General Meeting of Shareholders (AGM) of Thai Oil Public Company Limited on Friday, April 7, 2017, 2.00 p.m. at Bangkok Convention Center, 5th Floor, Central Plaza Department Store, Ladprao, 1695 Phaholyothin Road, Chatuchak, Bangkok 10900 or such other date, time and place as the meeting may be adjourned.

ระเบียบวาระที่ _____ เรื่อง _____
Agenda Subject :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ระเบียบวาระที่ _____ เรื่อง _____

Agenda Subject :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้า ได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|

ระเบียบวาระที่ _____ เรื่อง _____

Agenda Subject :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้า ได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|

ระเบียบวาระที่ _____ เรื่อง เลือกตั้งกรรมการใหม่ (ต่อ)

Agenda Subject Election of new Directors (continued)

- เลือกตั้งกรรมการทั้งหมด
Vote for all nominated directors
- | | | |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|
- เลือกตั้งกรรมการเป็นรายบุคคล
Vote for an individual nominated candidate
- บุคคลที่ได้รับการเสนอชื่อ
Name of the nominated candidate
- | | | |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|
- บุคคลที่ได้รับการเสนอชื่อ
Name of the nominated candidate
- | | | |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|
- บุคคลที่ได้รับการเสนอชื่อ
Name of the nominated candidate
- | | | |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|
- บุคคลที่ได้รับการเสนอชื่อ
Name of the nominated candidate
- | | | |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ
I/We certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

ลงนาม/Signed _____	ผู้มอบฉันทะ/Grantor
(_____)	
ลงนาม/Signed _____	ผู้รับมอบฉันทะ/Proxy
(_____)	
ลงนาม/Signed _____	ผู้รับมอบฉันทะ/Proxy
(_____)	
ลงนาม/Signed _____	ผู้รับมอบฉันทะ/Proxy
(_____)	

หนังสือมอบฉันทะ (แบบ ค) (สำหรับผู้ถือหุ้นต่างประเทศที่แต่งตั้งคัสโตเดียนในประเทศไทยเท่านั้น)

Proxy (Form C) (For foreign shareholders who have custodians in Thailand Only)

เลขทะเบียนผู้ถือหุ้น _____

Shareholders' Registration No.

เขียนที่ _____

Written at
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____

I/We

สำนักงานตั้งอยู่เลขที่ _____

Office Address

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____

Road Sub - District District

จังหวัด _____ รหัสไปรษณีย์ _____

Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ (ผู้ถือหุ้น) _____

As a custodian for (Shareholders' name)

ซึ่งเป็นผู้ถือหุ้นของ บริษัท ไทยออยล์ จำกัด (มหาชน) (“บริษัท”)

being a shareholder of Thai Oil Public Company Limited (“the Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____	หุ้น	และออกเสียงลงคะแนนได้เท่ากับ _____	เสียง ดังนี้
holding the total amount of	shares	and have the rights to vote equal to	votes as follows:
<input type="checkbox"/> หุ้นสามัญ _____	หุ้น	ออกเสียงลงคะแนนได้เท่ากับ _____	เสียง
ordinary share	shares	have the rights to vote equal to	votes
<input type="checkbox"/> หุ้นบุริมสิทธิ _____	หุ้น	ออกเสียงลงคะแนนได้เท่ากับ _____	เสียง
preferred share	shares	have the rights to vote equal to	votes

(2) ขอมอบฉันทะให้ (ท่านสามารถมอบฉันทะให้กรรมการอิสระของบริษัทฯ เป็นตัวแทนเข้าประชุมฯ ตามรายละเอียดในหนังสือเชิญประชุมฯ ตามสิ่งที่ส่งมาด้วย 9)

Hereby appoint (You may grant proxy to the Company's Independent Directors as listed in Attachment 9 to attend the meeting)

- (1) นาย / นาง / นางสาว _____ อายุ _____ ปี
Mr. / Mrs. / Ms. Age Years,
อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____
residing at Road Sub - District
อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
District Province Postal Code or
- (2) นาย / นาง / นางสาว _____ อายุ _____ ปี
Mr. / Mrs. / Ms. Age Years,
อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____
residing at Road Sub - District
อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
District Province Postal Code or
- (3) นาย / นาง / นางสาว _____ อายุ _____ ปี
Mr. / Mrs. / Ms. Age Years,
อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____
residing at Road Sub - District
อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
District Province Postal Code

คนหนึ่งคนใดเพียงผู้เดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้น ประจำปี 2560 บริษัท ไทยออยล์ จำกัด (มหาชน) ในวันศุกร์ที่ 7 เมษายน 2560 เวลา 14.00 น. ณ ห้องบางกอกคอนเวนชันเซ็นเตอร์ ชั้น 5 ศูนย์การค้าเซ็นทรัลพลาซ่า ลาดพร้าวเลขที่ 1695 ถนนพหลโยธิน แขวงจตุจักร เขตจตุจักร กรุงเทพฯ 10900 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of above as my/our proxy to attend and vote on my/our behalf at the meeting of the 2017 Annual General Meeting of Shareholders (AGM) of Thai Oil Public Company Limited on Friday, April 7, 2017, 2.00 p.m. at Bangkok Convention Center, 5th Floor, Central Plaza Department Store, Ladprao, 1695 Phaholyothin Road, Chatuchak, Bangkok 10900 or such other date, time and place as the meeting may be adjourned.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะในการเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้
I/we have granted to my/our proxy to attend this Meeting and vote therein will be as follows:

มอบฉันทะเท่ากับจำนวนหุ้นทั้งสิ้นที่ข้าพเจ้าถือและมีสิทธิออกเสียงลงคะแนนได้ตามข้อ (1)

Grant proxy equal to all of the number of shares held by me/us and has the right to vote in accordance with Clause (1)

<input type="checkbox"/> มอบฉันทะ บางส่วน คือ <input type="checkbox"/> หุ้นสามัญ _____ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ _____ เสียง
Grant Partial of Ordinary share shares and have the right to vote _____ votes
<input type="checkbox"/> หุ้นบุริมสิทธิ _____ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ _____ เสียง
Preferred share shares and have the right to vote _____ votes
รวมสิทธิออกเสียงลงคะแนนทั้งหมด _____ เสียง
Totaling _____ votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

ระเบียบวาระที่ 1

รับทราบผลการดำเนินงานของบริษัทฯ ประจำปี 2559 และพิจารณาอนุมัติงบการเงินสำหรับปี
สิ้นสุดวันที่ 31 ธันวาคม 2559

Agenda Item 1

To Acknowledge the Company's 2016 Operating Results and to Approve the Audited Financial Statements for the Year Ended December 31, 2016

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง

Approve.....Vote Disapprove.....Vote Abstain.....Vote

ระเบียบวาระที่ 2

พิจารณาอนุมัติการจ่ายเงินปันผล สำหรับผลประกอบการ ปี 2559

Agenda Item 2

To Approve the Dividend Payment for the Company's 2016 Operating Results

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง

Approve.....Vote Disapprove.....Vote Abstain.....Vote

ระเบียบวาระที่ 3

พิจารณากำหนดค่าตอบแทนกรรมการ ประจำปี 2560

Agenda Item 3

To Approve the 2017 Remuneration for the Company's Directors

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง

Approve.....Vote Disapprove.....Vote Abstain.....Vote

ระเบียบวาระที่ 4

พิจารณาแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนการสอบบัญชี ประจำปี 2560

Agenda Item 4

To Approve the 2017 Annual Appointment of Auditors and Determination of their Remuneration

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง

Approve.....Vote Disapprove.....Vote Abstain.....Vote

ระเบียบวาระที่ 5
Agenda Item 5

พิจารณาเลือกตั้งกรรมการใหม่แทนกรรมการที่ครบวาระ ประจำปี 2560
To Approve the Appointment of New Directors in Replacement of those who Complete their Terms by Rotation in 2017

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve.....Vote Disapprove.....Vote Abstain.....Vote

เลือกตั้งกรรมการทั้งหมด

Vote for all nominated candidates

- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve.....Vote Disapprove.....Vote Abstain.....Vote

เลือกตั้งกรรมการเป็นรายบุคคล

Vote for an individual nominated candidate

บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve.....Vote Disapprove.....Vote Abstain.....Vote

1. นายเจน นำชัยศิริ

1. Mr. Chen Namchaisiri

- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve.....Vote Disapprove.....Vote Abstain.....Vote

บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve.....Vote Disapprove.....Vote Abstain.....Vote

2. พล.อ.อ. สุทธิพงษ์ อินทรีย์รงค์

2. ACM Suttipong Inseepong

- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve.....Vote Disapprove.....Vote Abstain.....Vote

บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve.....Vote Disapprove.....Vote Abstain.....Vote

3. นายยงยุทธ จันทรโรทัย

3. Mr. Yongyut Jantararotai

- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve.....Vote Disapprove.....Vote Abstain.....Vote

บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve.....Vote Disapprove.....Vote Abstain.....Vote

4. นางนิธิตา เทพวันงกูร

4. Mrs. Nitima Thepvanangkul

- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve.....Vote Disapprove.....Vote Abstain.....Vote

บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve.....Vote Disapprove.....Vote Abstain.....Vote

5. พล.ต.อ. เอก อังสนานนท์

5. Pol.Gen.Aek Angsanant

- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve.....Vote Disapprove.....Vote Abstain.....Vote

ระเบียบวาระที่ 6
Agenda Item 6

พิจารณาอนุมัติวงเงินในการออกและเสนอขายหุ้นกู้
To Consider and Approve the Issuance of Debentures

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve.....Vote Disapprove.....Vote Abstain.....Vote

ระเบียบวาระที่ 7
Agenda Item 7

เรื่องอื่นๆ (ถ้ามี)

Others (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve.....Vote Disapprove.....Vote Abstain.....Vote

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็น การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
Voting of proxy in any agenda that is not as specified in this proxy shall be considered as invalid and not signify my voting as a shareholder.
- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติ ในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the Meeting considers or passes any resolutions other than those specified above, including the case of any amendment or addition of any fact, the proxy shall have the rights to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

ลงนาม/Signed _____ ผู้มอบฉันทะ/Grantor
()
ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()
ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()
ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

หมายเหตุ : ตามประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Remarks: According to the notification of Department of Business Development, Ministry of Commerce regarding Proxy Form (Issue 5) 2007

- หนังสือมอบฉันทะแบบ ค นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศ และแต่งตั้งคัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้ฝากและดูแลหุ้นเท่านั้น
Only foreign shareholders as registered in the registration book who have custodian in Thailand can use the Proxy Form C
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ แบบ ค คือ
Evidences to be enclosed with the proxy form C are:
(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
Power of Attorney from shareholder authorizes a custodian to sign the Proxy form on behalf of the shareholder.
(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
Letter of certification to certify that the signer in the proxy Form have a permission to act as a Custodian.
- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
A shareholder shall appoint only one proxy to attend and vote at the Meeting. A shareholder shall not appoint more than one proxy, each with the voting rights in respect of a certain portion of shares.
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
Regarding the election of directors, the proxy can either elect the whole set of the nominated directors or by individual.
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อตามแนบล่างของหนังสือมอบฉันทะ แบบ ค ฉบับนี้
In case there are additional agenda, the proxy can state other agenda by using the Supplemental Proxy Form C as attached.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค
(สำหรับผู้ถือหุ้นต่างประเทศที่แต่งตั้งคัสโตเดียนในประเทศไทยเท่านั้น)
Supplemental Proxy Form C
(For foreign shareholders who have custodians in Thailand Only)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ไทยออยล์ จำกัด (มหาชน) (“บริษัท”)

The proxy as a shareholder of **Thai Oil Public Company Limited (“The Company”)**

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2560 บริษัท ไทยออยล์ จำกัด (มหาชน) ในวันศุกร์ที่ 7 เมษายน 2560 เวลา 14.00 น. ณ ห้องบางกอกคอนเวนชันเซ็นเตอร์ ชั้น 5 ศูนย์การค้าเซ็นทรัลพลาซ่า ลาดพร้าว เลขที่ 1695 ถนนพหลโยธิน แขวงจตุจักร เขตจตุจักร กรุงเทพฯ 10900 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the meeting of the 2017 Annual General Meeting of Shareholders (AGM) of Thai Oil Public Company Limited on Friday, April 7, 2017, 2.00 p.m. at Bangkok Convention Center, 5th Floor, Central Plaza Department Store, Ladprao, 1695 Phaholyothin Road, Chatuchak, Bangkok 10900 or such other date, time and place as the meeting may be adjourned.

ระเบียบวาระที่ _____ เรื่อง _____
Agenda Subject :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|---------------------------------------------|------------------------------------------------|-----------------------------------------------|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve.....Vote | Disapprove.....Vote | Abstain.....Vote |

ระเบียบวาระที่ _____ เรื่อง _____
Agenda Subject :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|---------------------------------------------|------------------------------------------------|-----------------------------------------------|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve.....Vote | Disapprove.....Vote | Abstain.....Vote |

ระเบียบวาระที่ _____ เรื่อง เลือกตั้งกรรมการใหม่ (ต่อ)
Agenda Subject : Election of new Directors (continued)

- เลือกตั้งกรรมการทั้งหมด
Vote for all nominated directors
- | | | |
|---------------------------------------------|------------------------------------------------|-----------------------------------------------|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve.....Vote | Disapprove.....Vote | Abstain.....Vote |
- เลือกตั้งกรรมการเป็นรายบุคคล
Vote for an individual nominated candidate
- บุคคลที่ได้รับการเสนอชื่อ _____
Name of the nominated candidate
- | | | |
|---------------------------------------------|------------------------------------------------|-----------------------------------------------|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve.....Vote | Disapprove.....Vote | Abstain.....Vote |
- บุคคลที่ได้รับการเสนอชื่อ _____
Name of the nominated candidate
- | | | |
|---------------------------------------------|------------------------------------------------|-----------------------------------------------|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve.....Vote | Disapprove.....Vote | Abstain.....Vote |
- บุคคลที่ได้รับการเสนอชื่อ _____
Name of the nominated candidate
- | | | |
|---------------------------------------------|------------------------------------------------|-----------------------------------------------|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve.....Vote | Disapprove.....Vote | Abstain.....Vote |
- บุคคลที่ได้รับการเสนอชื่อ _____
Name of the nominated candidate
- | | | |
|---------------------------------------------|------------------------------------------------|-----------------------------------------------|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve.....Vote | Disapprove.....Vote | Abstain.....Vote |

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ
I/We certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects

ลงนาม/Signed _____	ผู้มอบฉันทะ/Grantor
()	
ลงนาม/Signed _____	ผู้รับมอบฉันทะ/Proxy
()	
ลงนาม/Signed _____	ผู้รับมอบฉันทะ/Proxy
()	
ลงนาม/Signed _____	ผู้รับมอบฉันทะ/Proxy
()	