



**Invitation to the 2018  
Annual General Meeting of Shareholders  
Thai Oil Public Company Limited**

Wednesday, April 11, 2018, 09.30 a.m.  
Bangkok Convention Center, 5<sup>th</sup> Floor,  
Central Plaza Ladprao,  
Bangkok, Thailand

Registration starts at 07.30 a.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\*\*\***

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Remarks:	<u>Attachment 1</u>	The 2017 Annual Report in CD-ROM (showing 2017 Financial Statements)
	<u>Attachment 2</u>	The 2017 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.**



Ref. TBK 01/0175

March 6, 2018

Subject : Invitation to the 2018 Annual General Meeting of Shareholders (AGM)

To : Shareholders of Thai Oil Public Company Limited

- Attachments:
1. The 2017 Annual Report (showing 2017 Financial Statements) in CD-ROM
  2. The 2017 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 B 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 2018  
AGM
  10. The Company's Articles of Association relevant to the Shareholders' Meeting
  11. Map of the 2018 AGM Venue
  12. The Annual Report and/or the Sustainability Report Requisition Form
  13. Invitation to the 2018 Thaioil's Refinery Site Visit

The Board of Directors of Thai Oil Public Company Limited (the Company) at the meeting No.2/2018 held on February 15, 2018 has passed a resolution to set the date, venue and agendas of the 2018 Annual General Meeting of Shareholders (AGM), which will be held on Wednesday, April 11, 2018, 09.30 a.m. at Bangkok Convention Center, 5<sup>th</sup> Floor, Central Plaza, 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 2, 2018.

In order to set the 2018 AGM agendas, the Company had announced on its website to invite agenda proposal from shareholders in advance from September 29 to December 31, 2017, after the said period there was no agenda proposed to the Company.

The minutes of 2017 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 28 – May 31, 2017. After the set time frame, there was no objection received from the shareholders. There was only shareholder requesting to amend the minutes of the meeting which the Company had corrected and submitted to the Stock Exchange of Thailand and the Ministry of Commerce already.

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 2017 Operating Results and to Approve the Audited Financial Statements for the Year Ended December 31, 2017**

**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. 2/2018 held on February 12, 2018 has reviewed the Company and the subsidiaries' operating results for the year 2017 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, 2017 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 2017 operating results and to approve the audited financial statements for the year ended December 31, 2017 which were audited and certified by the Auditor and reviewed by the Audit Committee that they were accurate. Please see Attachment 1: The 2017 Annual Report (showing 2017 Financial Statements for details.)

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

<b>Consolidated Operating Results</b>		<b>2017</b>
Revenue from Sales of Goods and Rendering of Services (Million Baht)		337,388
Profit for the Year* (Million Baht)		24,856
Earnings per Share (Baht per Share)		12.18

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

<b>Consolidated Financial Position</b>		<b>As at December 31, 2017</b>
Total Assets (Million Baht)		228,108
Total Liabilities (Million Baht)		100,960
Total Equity (Million Baht)		127,148

**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 2017 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, 2017 which will be paid to shareholders of total 2,040,027,873 shares at Baht 5.25 per share, totaling approximately Baht 10,710 million. After deduction of the interim dividend payment for the first half of 2017 performance at Baht 1.50 per share, totaling approximately Baht 3,060 million paid on September 22, 2017, the Company will pay the remaining dividend at Baht 3.75 per share, totaling approximately Baht 7,650 million. The Dividend will be paid from the retained earnings as at 31 December 2017 with 30%, 23% and 0% Corporate Income Tax rate of Baht 0.94, 0.94 and 1.87 per share respectively.

And the meeting is requested to acknowledge the interim dividend payment approved by the Board of Directors on August 25, 2017 at the rate of Baht 1.50 per share, totaling approximately Baht 3,060 million, which was paid on September 22, 2017.

The Board of Directors has set the Record Date to determine the name of shareholders who are entitled to receive the dividend on March 2, 2018 and to pay the dividend on April 27, 2018

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

Description	Operating Results		
	2017 (Current Proposal)	2016	2015
No. of Common Shares (Shares)	2,040,027,873	2,040,027,873	2,040,027,873
Net Profit (Loss) (Million Baht)	24,856	21,222	12,181
Earnings (Loss) per Share (Baht per Share)	12.18	10.40	5.97
Dividend Payment (Baht per Share)	5.25	4.50	2.70
• Interim Dividend (Baht per Share)	1.50	1.50	0.90
Dividend Payment Date	September 22, 2017	September 23, 2016	September 25, 2015
• Annual Dividend (Baht per Share)	3.75	3.00	1.80
Dividend Payment Date	April 27, 2018	April 28, 2017	April 29, 2016
Total Dividend Payment (Million Baht)	10,710	9,180	5,508
Dividend Payment Ratio <sup>(1)</sup> (%)	43	43	45

#### Remarks:

- <sup>(1)</sup> The proposed dividend payment for the Company's 2017 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 2018 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.1/2018 held on January 24, 2018 considered the 2018 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 Directors' meeting No. 2/2018 held on February 15, 2018 to maintain the Board of Directors Retainer Fee and Per Attendance Fee at the same rate as of 2017 and set the Annual Bonus based on the same principles and guidelines which has been practiced in the past, in total amount of Baht 50 Million or 0.20% 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.

#### **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 2018 Remuneration for the Company's Directors and Board-Committees as follows:

<b><u>Types of Remuneration</u></b>	<b>2018 (Current Proposal)</b>	<b>2017</b>
<b>1. Retainer Fee</b>		
<b>1.1 Retainer Fee for Directors</b>		
- Chairman <sup>(1)</sup>	75,000 Baht/Month	75,000 Baht/Month
- Vice Chairman (if appointed) <sup>(1)</sup>	67,500 Baht/Month	67,500 Baht/Month
- Directors	60,000 Baht/Month	60,000 Baht/Month
<b>1.2 Retainer Fee for Board Committees</b>		
Audit Committee, Nomination and Remuneration Committee, Corporate Governance Committee, Risk Management Committee and other committees (if any)		
- Chairman of the Committee <sup>(1)</sup>	31,250 Baht/Month	31,250 Baht/Month
- Directors of the Committee	25,000 Baht/Month	25,000 Baht/Month
<b>2. Per Attendance Fee for Board of Directors (only actual attendance)</b>		
- Chairman <sup>(1)</sup>	25,000 Baht/attendance	25,000 Baht/attendance
- Vice Chairman (if appointed) <sup>(1)</sup>	22,500 Baht/attendance	22,500 Baht/attendance
- Directors	20,000 Baht/attendance	20,000 Baht/attendance
<b>3. Annual Bonus</b>	50 Million Baht <sup>(2)</sup>	50 Million Baht
<b>4. Other Remuneration</b>	-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 2017 operating results will be paid to Directors who served the Company in 2017, including those who completed the term and / or resigned during 2017, in total amount of Baht 50 million or 0.20 % 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 2018 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 Shareholders' 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. 7/2017 held on December 15, 2017, 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. Winid Silamongkol or Mr. Charoen Phosamritlert or Mr. Waiyawat Kosamarnchaiyakij from KPMG Phoomchai Audit Ltd. as the Company's auditors in 2018 (current proposal). Mr. Winid Silamongkol who signed the Company's 2013 - 2014 financial statements and Mr. Waiyawat Kosamarnchaiyakij who signed the Company's 2015 - 2017 financial statements showed good performance as auditors. Together with this, the Audit Committee also proposed the 2018 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 2017.

**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 2018 as the Company's auditors. One of the following auditors may audit and provide opinions and sign on the Company's 2018 financial statements.

- |                                   |  |
|-----------------------------------|--|
| 1. Mr. Winid Silamongkol          | Certified Public Accountant Registration No. 3378<br>Auditing during the past 5 years: 2 years (2013 and 2014), or   |
| 2. Mr. Charoen Phosamritlert      | Certified Public Accountant Registration No. 4068<br>Auditing during the past 5 years: -None-, or                    |
| 3. Mr. Waiyawat Kosamarnchaiyakij | Certified Public Accountant Registration No. 6333<br>Auditing during the past 5 years: 3 years (2015, 2016 and 2017) |

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 2018 quarterly review and annual audit which are the same rates as 2017 fees, illustrated in the table below:

Types of Fees	2018 (Current Proposal)	2017
<b>1. Audit Fee</b> - 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 2018 and Resigned Director**

**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's 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 Directors who complete their terms by rotation at the 2018 Annual General Meeting of Shareholders, namely:

- |  |                               |
|--|-------------------------------|
| (1) Professor Dr. Thosaporn Sirisumphand | (2) Mr. Atikom Terbsiri       |
| (3) Ms. Chularat Suteethorn              | (4) Mrs. Suvimol Chrityakerne |
| (5) Mr. Suchalee Sumamal                 |                               |

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 29 to December 31, 2017. There was no Director candidate nominated.

Later, Mr. Sarun Rungkasiri resigned from the Company's Director effective on January 1, 2018. Therefore, it is necessary to appoint a person as the Company's director to replace the vacant position.

**The Nomination and Remuneration Committee's Opinion:**

The Nomination and Remuneration Committee (NRC) at the meeting No. 1/2018 held on January 24, 2018 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 Directors who shall vacant the office in 2018 for another term: namely, Professor Dr. Thosaporn Sirisumphand, Mr. Atikom Terbsiri, Ms. Chularat Suteethorn and Mr. Suchalee Sumamal; and proposed the appointment of Associate Professor Dr. Pasu Decharin in replacement of Mrs. Suvimol Chrityakierne. The NRC considered that the candidates nominated as an Independent Director are able to provide opinions independently.

In addition, the NRC also proposed the appointment of Mr. Auttapol Rerkpiboon to replace the position of Mr. Sarun Rungkasiri who resigned and to serve the remaining term of Mr. Sarun Rungkasiri which due to complete in 2019. Since Mr. Auttapol Rerkpiboon is currently assuming the directorship of another company considered to be in the same nature as and in competition with the business of the Company (please see attachment 4(6) topic "Present Positions"), it is therefore necessary to inform the AGM before appointment according to Section 86 of the Public Limited Companies Act, B.E. 2535 (1992) (as amended) and Article 28 of the Company's Articles of Association.

The NRC proposed the list of qualified candidates to the Board of Directors at the meeting No. 1/2018 held on January 26, 2018.

#### **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) To Approve the Appointment of New Directors in Replacement of those who complete their terms by rotation in 2018

- |   |  |
|---|--|
| (1.1) Professor Dr. Thosaporn Sirisumphand  | Re-elected as (Independent) Director   |
| (1.2) Mr. Atikom Terbsiri                   | Re-elected as Director   |
| (1.3) Ms. Chularat Suteethorn               | Re-elected as (Independent) Director   |
| (1.4) Associate Professor Dr. Pasu Decharin | Appointed as (Independent) Director in replacement of Mrs. Suvimol Chrityakierne |
| (1.5) Mr. Suchalee Sumamal                  | Re-elected as Director   |

(2) To Approve the Appointment of New Director in Replacement of resigned Director

- |                         |  |
|-------------------------|--|
| Mr. Auttapol Rerkpiboon | Replacement and holding the remaining term of Mr. Sarun Rungkasiri which will be completed in 2019 |
|-------------------------|--|

**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 Approve the change/amendment of the Company’s Articles of Association**

**Objectives and Reasons:**

Due to the amendment of Section 100 of the Public Limited Companies Act, B.E. 2535 (1992) (as amended) regarding the reduction of shares eligible to call for the Extraordinary General Meeting (EGM) and the extension of days, within which the Company must hold the EGM as requested from 30 days to 45 days, counting from the day the formal written request is received, the Article 33 of the Company’s Articles of Association which referring to such Act, therefore, should be amended accordingly. The Section 31 of the Public Limited Companies Act, B.E. 2535 (1992) (as amended) and Article 37 (2) (D) of the Company’s Articles of Association, states that the amendment of memorandum of association or articles of association requires shareholders’ approval with the votes not less than three-fourths of the total number of votes casted by the shareholders attended the meeting and entitled to vote.

**Board of Directors’ Opinion:**

The Board of the Directors considers it appropriate to propose to the Annual General Meeting of the Shareholders to consider the amendment of the Company’s Articles of Association, Article 33 to comply with Section 100 of the Public Company Limited Act B.E 2535 (as amended), by repealing the existing wordings and replacing with the new wordings as per the below details, including any amendment, addition, change that may be recommended or required by the Ministry of Commerce without affecting the substance of the amendment of the Company's Articles of Association as proposed.

<b>The Company’s Articles of Association</b>	<b>Current</b>	<b>Proposed Amendment / Change</b>
Article 33	<p>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.</p> <p>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</p>	<p>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.</p> <p>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</p>

The Company's Articles of Association	Current	Proposed Amendment / Change
Article 33 (cont'd)	<p><u>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.”</u></p>	<p><u>A shareholder or shareholders holding shares amounting to not less than ten (10) percent 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 agenda and reason(s) 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 shareholders’ meeting to be held within a period of forty-five (45) days from the date of the receipt of such request from the said shareholder(s).</u></p> <p><u>In the case that the board of directors does not call a shareholders’ meeting within the period under the third paragraph, shareholder(s) who subscribe their names or other shareholder(s) who hold shares in aggregate as prescribed by law, may call the shareholders’ meeting within forty-five (45) days from the end of the period under the third paragraph. In this case, it shall be deemed that the shareholders’ meeting is called by the board of directors. The Company shall bear all necessary expenses arising from the arrangement for such shareholders’ meeting and provide any reasonable facilitation.</u></p> <p><u>In the case that such shareholders’ meeting is called as a result of a request by the shareholders under the fourth paragraph, if the number of shareholders attending the meeting does not constitute a quorum as prescribed in</u></p>

The Company's Articles of Association	Current	Proposed Amendment / Change
Article 33 (cont'd)		<u>this Articles of Association, the shareholders under the fourth paragraph shall jointly be responsible for the expenses arising from the arrangement for such shareholders' meeting to the Company."</u>

*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 7.30 a.m. Please study the Registration/ Proxy Procedures and Conditions and Required Documents to be presented at the meeting as Attachment 8. For the convenience of shareholders and/or 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](mailto: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 2018 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](http://www.thaioilgroup.com)

(Document for Consideration of Agenda 5:  
To Approve the Appointment of New Directors in Replacement of  
those who complete their terms by rotation in 2018 and Resigned Director

**Profile of the Nominated Candidate for the Election of New Directors**



- Name – Last name** : **Professor Dr. Thosaporn Sirisumphand**  
**(Nominated for re-election)**
- Current Position(s) in the Board** : Independent Director (Non-Executive)  
and Chairman of the Board
- Director Nominee** : Independent Director
- Age** : 57 Yrs.
- Education** : Bachelor of Public Administration (Honors), Chulalongkorn University  
: Master of Public Administration, Pi Alpha Alpha (National Honor Society  
for Public Affairs and Administration), Northern Illinois University, USA  
: Ph.D. in Policy Analysis, Public Administration and Comparative Politics,  
Northern Illinois University, USA
- Expertise** : Management, Corporate Governance, Political Science, Social Science
- Director Training of Thai Institute of Directors Association, Thailand (IOD)**  
: Director Certification Program (DCP 80/2006)  
: Finance for Non-Finance Director (FND 30/2006)  
: Director Certification Program Update (DCPU 4/2015)
- Other Training** : Capital Market Academy Leader Program, Class 10,  
Capital Market Academy  
: The Programme for Senior Executives on Justice Administration,  
Batch 15, Judicial Training Institute, National Justice Academy  
: The Executive Program in Energy Literacy for a Sustainable Future,  
Class 4, Thailand Energy Academy  
: Corporate Governance : Effectiveness and Accountability in the  
Boardroom 2014, Kellogg School of Management,  
Northwestern University, USA  
: Chairman Forum : “The Role of Chairman in Leading Strategic Risk  
Oversight”
- Experiences in the 5 preceding years**
- 2002 – 2013 : Secretary General, the Public Sector Development Commission
- 2013 – 2014 : Secretary General, the Higher Education Commission
- 2014 – Sep 30, 2016 : Advisor, Prime Minister’s Office
- Oct 1, 2016 - Present : Secretary General, the Public Sector Development Commission

(Document for Consideration of Agenda 5:  
To Approve the Appointment of New Directors in Replacement of  
those who complete their terms by rotation in 2018 and Resigned Director

**Director Term Duration (Independent Director)** : 2 Terms (May 25, 2012 - Present)

**Meeting Attendance (Board of Directors) in 2017** : 15/15

**Meeting Attendance (Board-Committees) in 2017** :

- Nomination and Remuneration Committee : 3 / 3
- Corporate Governance Committee : 1 / 1

**Present Positions:**

<b>Director or Executive Position in other Organizations that may have conflict of interest with the Company</b>	- None -
<b>Other Organizations / Companies (Not Listed in the Stock Exchange of Thailand)</b>	- Member of Chulalongkorn University's Council - Director, Electronic Government Agency (Public Organization) - Councilor, Thailand Management Association (TMA) - Advisor to Executive Board, Thailand institute of Justice (Public Organization)
<b>Listed Companies in the Stock Exchange of Thailand</b>	- 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. Atikom Terbsiri**  
(Nominated for re-election)
- Current Position(s) in the Board** : Director (Executive),  
Member of the Risk Management Committee,  
Chief Executive Officer and President,  
and Secretary to the Board of Directors
- Director Nominee** : Director
- Age** : 55 Yrs.
- Education** : Bachelor of Business Administration, Assumption University  
: Master of Business Administration, (Finance & International Business),  
High Distinction, Armstrong University, USA
- Expertise** : Industry, Energy, Petroleum, Petrochemical,  
Accounting, Finance, Audit, Management,  
Social Science, Corporate Governance
- Director Training of Thai Institute of Directors Association, Thailand (IOD)**  
: Director Certification Program (DCP 125/2009)  
: Risk Management Program for Corporate Leaders (RCL 4/2016)  
: Role of the Chairman Program (RCP 41/2017)
- Other Training** : The Executive Program in Energy Literacy for a Sustainable Future,  
Class 6, Thailand Energy Academy  
: The State, Private Sector and Political Sectors Course, Class 5,  
National Defence College  
: Advanced Security Management Program, Class 1,  
National Defence College  
: Capital Market Academy Leader Program, Class 17,  
Capital Market Academy  
: Executive Education Program, Harvard Business School,  
Harvard University, USA  
: Seminar : “Anti-corruption: Leadership Role of the Board”
- Experiences in the 5 preceding years**
- 2011 – 2013 : President, IRPC Plc.
- 2013 – Sep 2014 : Senior Executive Vice President - Petrochemicals & Refining Business Unit,  
PTT Plc.
- Oct 2014 – Present : Chief Executive Officer and President, Thai Oil Plc  
: Senior Executive Vice President, PTT Plc



To Approve the Appointment of New Directors in Replacement of those who complete their terms by rotation in 2018 and Resigned Director

**Director Term Duration** : 2 Terms (September 12, 2014 - Present)

**Meeting Attendance (Board of Directors) in 2017** : 15/15

**Meeting Attendance (Board-Committees) in 2017** : 9/9

**Present Positions:**

<b>Director or Executive Position in other Organizations that may have conflict of interest with the Company</b>	- Senior Executive Vice President, PTT Plc ( Type of business * : Petroleum related)
<b>Other Organizations / Companies (Not Listed in the Stock Exchange of Thailand)</b>	<ul style="list-style-type: none"> <li>- Director and Chairman of the Board, Thai Lube Base Plc</li> <li>- Director and Chairman of the Board, Thai Paraxylene Co., Ltd.</li> <li>- Director and Chairman of the Board, Labix Co., Ltd.</li> <li>- Director and Chairman of the Board, Thairoil Power Co., Ltd.</li> <li>- Director and Chairman of the Board, TOP SPP Co., Ltd.</li> <li>- Director and Chairman of the Board, Thairoil Solvent Co., Ltd.</li> <li>- Director and Chairman of the Board, TOP Solvent Co., Ltd.</li> <li>- Director and Chairman of the Board, Thairoil Marine Co., Ltd.</li> <li>- Member of Trustee (as Company representative), Petroleum Institute of Thailand</li> <li>- Director, Policy Planning on Materials Technology Development, National Science Technology and Innovation Policy Office</li> <li>- Director, Thai Industries Estate Foundation</li> <li>- Director, Power of Innovation Foundation</li> <li>- Director, Power of Learning Foundation</li> <li>- Member of Council, Vidyasirimedhi Institute of Science and Technology</li> <li>- Executive Director, Thailand Energy Academy</li> <li>- Executive Director, Thailand Swimming Association</li> <li>- Chairman of Petroleum Refining Industry Club, The Federation of Thai Industries</li> <li>- Director, Thai Listed Companies Association</li> </ul>
<b>Listed Companies in the Stock Exchange of Thailand</b>	<ul style="list-style-type: none"> <li>- Senior Executive Vice President, PTT Plc</li> <li>- Director and Member of the Risk Management Committee, Global Power Synergy Plc</li> </ul>

\* Only those related to the Company's business

Document for Consideration of Agenda 5:

To Approve the Appointment of New Directors in Replacement of those who complete their terms by rotation in 2018 and Resigned Director

<b>Shareholding of Thairoil (Including spouse and minors)</b>	: - None -
<b>Directorship Qualifications according to applicable laws and does not have prohibited qualifications according to the announcement of the Capital Market Supervisory Board</b>	: Yes
<b>Dispute in the 10 preceding years</b>	: - None -
<b>Family Relation with Other Directors</b>	: - None -

**Profile of the Nominated Candidate for the Election of New Directors**



- Name – Last name** : **Ms. Chularat Suteethorn**  
**(Nominated for re-election)**
- Current Position(s) in the Board** : Independent Director (Non-Executive),  
Chairman of the Audit Committee  
And Member of the Nomination and  
Remuneration Committee
- Director Nominee** : Independent Director
- Age** : 63 Yrs.
- Education** : Bachelor of Economics (Banking and Finance) (2<sup>nd</sup> Class Honors),  
Kasetsart University  
: Master of Development Studies (Economic Policy and Planning),  
Institute of Social Studies, The Netherlands.
- Expertise** : Accounting, Finance, Audit, Economy, Management
- Director Training of Thai Institute of Directors Association, Thailand (IOD)**
- : Director Accreditation Program (DAP 40/2005)
  - : Director Certification Program (DCP 72/2006)
  - : Finance for Non-Finance Director (FND 28/2006)
  - : Financial Statement for Director (FSD 10/2010)
  - : Audit Committee Program (ACP 39/2012)
  - : The Role of Chairman Program (RCP 28/2012)
  - : Financial Institutions Governance Program (FGP 4/2012)
  - : Role of the Nomination and Governance Committee (RNG 3/2012)
  - : Anti-Corruption for Executive Program (ACEP 10/2014)
  - : Advance Audit Committee Program (AACP 15/2014)
  - : Director Certification Program Update (DCPU 4/2015)
  - : Role of the Compensation Committee (RCC 20/2015)
  - : Ethical Leadership Program (ELP 7/2017)
  - : Board Nomination & Compensation Program (BNCP 1/2017)

To Approve the Appointment of New Directors in Replacement of those who complete their terms by rotation in 2018 and Resigned Director

**Other Training**

- : Civil Service Executive Program: Visionary and Moral Leadership, Class 41, Office of the Civil Service Commission
- : Strategic Thinking and Executive Action, Kellogg Executive Program, Northwestern University, USA
- : The Joint State-Private Sector Course, Class 19, National Defence College
- : Advanced Security Management Program Class 1, National Defence College
- : Capital Market Academy Leader Program Class 12, Capital Market Academy
- : Top Executive Program in Commerce and Trade (TEPCoT), Class 5, Commerce Academy, University of the Thai Chamber of Commerce
- : The Executive Program in Energy Literacy for a Sustainable Future, Class 3, Thailand Energy Academy
- : Thammasat Leadership Program, Class 4, Thammasat University
- : Advanced Certificate Course in Politics and Governance in Democratic Systems for Executives, Class 18, King Prajadhipok's Institute
- : Audit Committee Seminar-Get Ready for the Year End
- : Seminar "PTT Group AC Forum 2017 : Infinite AC Challenge"
- : "Resource Revolution : Another Chapter in the 4<sup>th</sup> Industrial Revolution"
- : Seminar : "Key Audit Matters"
- : Training in Development Assistance, Canada
- : Training course on Administrative court and its procedured matter, The Administrative Court
- : Training Course on Good Governance for Directors and Executives of State-Owned Enterprises and Public Organization, Class 11, King Prajadhipok's Institute, State Enterprise Policy Office and Office of the Public Sector Development Commission

**Experiences in the 5 preceding years**

- 2010 – 2014 : Director and Chairman of the Investment Committee, Deposit Protection Agency
- 2011 – 2012 : Inspector General, Ministry of Finance
- 2011 – 2014 : Executive Director, Thailand Tobacco Monopoly
- 2012 – 2014 : Director, Chairman of the Risk Management Committee and Member of the Corporate Governance, the Government Savings Bank

(Document for Consideration of Agenda 5:

To Approve the Appointment of New Directors in Replacement of those who complete their terms by rotation in 2018 and Resigned Director

2012 – 2014 : Director-General, Public Debt Management Office, Ministry of Finance

2014 – 2015 : Vice Minister for Finance, Ministry of Finance

**Director Term Duration (Independent Director) : 2 Terms (September 20, 2013 - Present)**

**Meeting Attendance (Board of Directors) in 2017 : 14/15**

**Meeting Attendance (Board-Committees) in 2017 :**

- Audit Committee : 9/9
- Nomination and Remuneration Committee : 6/6

**Present Positions:**

<b>Director or Executive Position in other Organizations that may have conflict of interest with the Company</b>	- None -
<b>Other Organizations / Companies (Not Listed in the Stock Exchange of Thailand)</b>	- Chairman of the Board, Neighbouring Countries Economic Development Cooperation Agency (Public Organization) - Independent Director, Member of the Audit Committee and Member of the Nomination and Remuneration Committee, Advance Finance Plc
<b>Listed Companies in the Stock Exchange of Thailand</b>	- Director, MFC Asset Management Plc

**Shareholding of Thaioil (Including spouse and minors) : 10,000**

((%) Share Possession : 0.0004)

**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 -**

To Approve the Appointment of New Directors in Replacement of those who complete their terms by rotation in 2018 and Resigned Director

**Profile of the Nominated Candidate for the Election of New Directors**



- Name – Last name** : **Associate Professor Dr. Pasu Decharin**  
**(Nominated for election as Independent Director)**
- Current Position(s) in the Board** : -
- Director Nominee** : Independent Director
- Age** : 49 Yrs.
- Education** : Bachelor of Business Administration (Management),  
Faculty of Commerce and Accountancy, Chulalongkorn University  
: Master of Business Administration (General Management),  
University of Colorado (Boulder), U.S.A.  
: Doctor of Philosophy in Management of Technology,  
School of Management, Asian Institute of Technology
- Expertise** : Accounting, Finance, Audit, Management
- Director Training of Thai Institute of Directors Association, Thailand (IOD)**  
: Director Accreditation Program (DAP 121/2015)
- Other Training** : Executive Development Program (EDP), Class 3,  
Thai Listed Companies Association (TLCA)
- Experiences in the 5 preceding years**
- 2004 – 2011 : Assistant to the President for Strategy, Chulalongkorn University
- 2007 – 2011 : Head of Commerce Department, Faculty of Commerce and Accountancy,  
Chulalongkorn University
- 2011 – Present : Dean, Faculty of Commerce and Accountancy, Chulalongkorn University
- Director Term Duration** : -
- Meeting Attendance (Board of Directors) in 2017** : -
- Meeting Attendance (Board-Committees) in 2017** : -

(Document for Consideration of Agenda 5:

To Approve the Appointment of New Directors in Replacement of those who complete their terms by rotation in 2018 and Resigned Director

**Present Positions:**

<b>Director or Executive Position in other Organizations that may have conflict of interest with the Company</b>	- None -
<b>Other Organizations / Companies (Not Listed in the Stock Exchange of Thailand)</b>	<ul style="list-style-type: none"> <li>- Director, Aksorn Education Plc</li> <li>- Director and Member of the Audit Committee, Islamic Bank of Thailand</li> <li>- Director, Warrix Sport Co., Ltd.</li> <li>- Immediate Past President and Executive Committee, Association of Asia Pacific Business School (AAPBS)</li> <li>- Committee, EPAS Accreditation Board, European Foundation for Management Development (EFMD)</li> <li>- Committee, International Accreditation Committee (Y), Association to Advance Collegiate Schools of Business (AACSB)</li> </ul>
<b>Listed Companies in the Stock Exchange of Thailand</b>	- Independent Director and Member of the Audit Committee, Krungthai Car Rent & Lease Plc

**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. Suchalee Sumamal  
(Nominated for re-election)  
**Current Position(s) in the Board** : Director (Non-Executive)  
**Director Nominee** : Director  
**Age** : 60 Yrs.  
**Education** : Bachelor of Economics, Ramkhamhaeng University  
: Master of Public Administration, Sripatum University  
**Expertise** : Energy, Petroleum, Petrochemical, Economy, Laws,  
Corporate Governance

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

: Director Accreditation Program (DAP 142/2017)

**Other Training**

: The Executive Program in Energy Literacy for a Sustainable Future,  
Class 9, Thailand Energy Academy  
: Ministry Inspector General Skills, Class 2016,  
Office of the Civil Service Commission  
: Public Legal Executive Training Programme, Class 4,  
Public Lawyer Development Institute, Officer of the Council of State  
: Training Course on Administrative Justice for Executives, Class 6,  
Office of the Administrative Courts of Thailand

**Experiences in the 5 preceding years**

2010 – 2013 : Director Petroleum and Petrochemical Policy Bureau, Ministry of Energy  
2013 – 2015 : Deputy Director - General, Energy Policy and Planning Office,  
Ministry of Energy  
2015 – 2017 : Inspector General, Ministry of Energy  
2017 – Present : Chief of Inspector General, Ministry of Energy

**Director Term Duration** : 1 Term (December 1, 2017 - Present)

**Meeting Attendance (Board of Directors) in 2017** : 1/1

**Meeting Attendance (Board-Committees) in 2017** : - None -



To Approve the Appointment of New Directors in Replacement of  
Those who complete their terms by rotation in 2018 and Resigned Director

**Present Positions:**

<b>Director or Executive Position in other Organizations that may have conflict of interest with the Company</b>	- None -
<b>Other Organizations / Companies (Not Listed in the Stock Exchange of Thailand)</b>	- None -
<b>Listed Companies in the Stock Exchange of Thailand</b>	- 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. Auttapol Rerkpiboon**  
(Nominated for election as Director)
- Current Position(s) in the Board** : -
- Director Nominee** : Director
- Age** : 52 Yrs.
- Education** : Bachelor of Engineering (Civil Engineering),  
Chulalongkorn University  
: Master of Economics Program,  
National Institute of Development Administration  
: Diploma of Petroleum Management, College of Petroleum Studies,  
Oxford University, England (British Council Scholarship)
- Expertise** : Engineering, Industry, Energy, Petroleum, Petrochemical, Economy,  
Management, Corporate Governance
- Director Training of Thai Institute of Directors Association, Thailand (IOD)**  
: Director Certification Program (DCP 173/2013)
- Other Training** : TLCA Executive Development Program (EDP) (Class of 1<sup>st</sup>)  
Thai Listed Companies Association (TLCA)  
: Advanced Certificate Course in Politics and Governance in Democratic  
Systems for Executives, Class 14, King Prajadhipok's Institute  
: National Defence Course, Class 58, National Defence College  
: Capital Market Academy Leader Program, Class 20,  
Capital Market Academy  
: NIDA-Wharton Executive Leadership Program 2009,  
The Wharton School, University of Pennsylvania, USA  
: PTT Executive Leadership Program, General Electric, New York, USA
- Experiences in the 5 preceding years**
- 2011 – 2014 : Executive Vice President, Commercial & International Marketing,  
PTT Plc
- 2014 – September 30, 2014 : Executive Vice President, Retail Marketing, PTT Plc
- October 2014 – September 2015 : Senior Executive Vice President, Sustainability Management and  
Project Engineering, PTT Plc
- October 2015 – September 2017 : Senior Executive Vice President Oil Business Unit, PTT Plc
- October 2017 – Present : Chief Operating Officer, Downstream Petroleum Business Group and  
Acting Senior Executive Vice President, Downstream Business Group  
Alignment, PTT Plc

To Approve the Appointment of New Directors in Replacement of those who complete their terms by rotation in 2018 and Resigned Director

**Director Term Duration** : -

**Meeting Attendance (Board of Directors) in 2017** : -

**Meeting Attendance (Board-Committees) in 2017** : -

**Present Positions:**

<p><b>Director or Executive Position in other Organizations that may have conflict of interest with the Company</b></p>	<ul style="list-style-type: none"> <li>- Chief Operating Officer, Downstream Petroleum Business Group and Acting Senior Executive Vice President, Downstream Business Group Alignment, PTT Plc ( Type of business * : Petroleum related)</li> <li>- Director, Member of the Corporate Governance Committee and Member of the Risk Management Committee, PTT Global Chemical Plc ( Type of business * : Production and Sale of Petroleum and Aromatics Products)</li> </ul>
<p><b>Other Organizations / Companies (Not Listed in the Stock Exchange of Thailand)</b></p>	<ul style="list-style-type: none"> <li>- Chairman, PTT Oil and Retail Business Co., Ltd.</li> <li>- Director, Sustainable Energy Foundation</li> <li>- Committee, Chulalongkorn University Engineering Alumni</li> <li>- Director, Public- Private collaborative committee on trade and investment promotion</li> <li>- Honorary Advisor of Thailand-Laos Business Council</li> <li>- Executive Director, Thailand Swimming Association</li> <li>- Director, Committee on Promotion and Development of Entrepreneurs in Bangkok</li> <li>- Board Committee, the Royal Automobile Association of Thailand under Royal Patronage (RAAT)</li> </ul>
<p><b>Listed Companies in the Stock Exchange of Thailand</b></p>	<ul style="list-style-type: none"> <li>- Chief Operating Officer, Downstream Petroleum Business Group and Acting Senior Executive Vice President, Downstream Business Group Alignment, PTT Plc</li> <li>- Director, Member of the Corporate Governance Committee and Member of the Risk Management Committee, PTT Global Chemical Plc</li> </ul>

\* Only those related to the Company's business

**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 -

To Approve the Appointment of New Directors in Replacement of those who complete their terms by rotation in 2018 and Resigned Director

### **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

To Approve the Appointment of New Directors in Replacement of those who complete their terms by rotation in 2018 and Resigned Director

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 Wednesday, April 11, 2018 will be started from 07.30 a.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 Thairoil's website: [www.thaioilgroup.com](http://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 23, 2018 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 2018 AGM**

Name of Directors	Position	Age	Address	Conflict of Interest
1. Professor Dr. Thosaporn Sirisumphan <sup>(1)</sup>	Independent Director / Chairman of the Board	57	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 2018 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 2018 and resigned Director
2. Ms. Chularat Suteethorn <sup>(1)</sup>	Independent Director / Chairman of the Audit Committee / Member of the Nomination and Remuneration Committee	63	82/1 Soi Phaholyothin 14, Samsennai, Phayathai, Bangkok 10400	Deemed to have Conflict of Interest in <u>Agenda 3</u> : To Approve the 2018 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 2018 and resigned Director
3. Mrs. Suvimol Chrityakierne <sup>(1)</sup>	Independent Director / Member of the Audit Committee	66	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 2018 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 2018 and resigned Director
4. Gen. Thanakarn Kerdnaimongkol <sup>(1)</sup>	Independent Director / Member of the Audit Committee	61	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 2018 Annual Remuneration for the Company's Directors.

**Remark:**

<sup>(1)</sup> Details of Directors Bibliography is shown on page 74-85 of the Company's 2017 annual report under the topic of the Company's Board of Directors



Name of Directors	Position	Age	Address	Conflict of Interest
5. ACM Suttipong Inseeyong <sup>(1)</sup>	Independent Director / Chairman of the Nomination and Remuneration Committee	60	127 The Office of Deputy Chief of Defence Forces (3), The Royal Thai Armed Forces, Chaengwattana Road, Thung Song Hong, Lak Si, Bangkok 10170	Deemed to have Conflict of Interest in <u>Agenda 3</u> : To Approve the 2018 Annual Remuneration for the Company's Directors.
6. Pol. Gen. Aek Angsanant <sup>(1)</sup>	Independent Director / Chairman of the Corporate Governance Committee	62	19/12 Sittakarn Building, Room 8B, Chidlom Road, Lumpini, Patumwan, Bangkok 10330	Deemed to have Conflict of Interest in <u>Agenda 3</u> : To Approve the 2018 Annual Remuneration for the Company's Directors.
7. Mr. Chen Namchaisiri <sup>(1)</sup>	Independent Director	61	Asia Fiber Public Company Limited 33/133-136 Wall Street Tower, 27 Floor, Surawongse Road, Suriyawongse, Bangrak, Bangkok 10500	Deemed to have Conflict of Interest in <u>Agenda 3</u> : To Approve the 2018 Annual Remuneration for the Company's Directors.
8. Mr. Kanit Si <sup>(2)</sup>	Independent Director	68	Bangkok Bank Public Company Limited 333 Silom Road, 13 Floor, Silom, Bangrak, Bangkok 10500 Thailand	Deemed to have Conflict of Interest in <u>Agenda 3</u> : To Approve the 2018 Annual Remuneration for the Company's Directors.

**Remark:**

<sup>(1)</sup> Details of Directors Bibliography is shown in on page 74-85 of the Company's 2017 annual report under the topic of the Company's Board of Directors

<sup>(2)</sup> Details of Directors Bibliography is shown in the Company's Invitation to the 2018 AGM of Shareholders letter page 32-33

**Profile of the Company's Independent Directors who Represent to be a Proxy in the 2018 AGM**

**(Profile of the Directors not shown in the 2017 Annual Report)**



**Name – Last name** : Mr. Kanit Si

**Current Position(s) in the Board** : Independent Director (non-executive)

**Director Term Duration** : Independent Director (February 1, 2018 - present)

**Board-Committee Term Duration** : - None -

**Age** : 68 Yrs.

**Education** : Bachelor of Engineering in Mining Engineering  
(2<sup>nd</sup> Class Honors, Gold Medal), Chulalongkorn University

: Master of Business Administration (MBA)  
(Finance and Quantitative Method), University of New Orleans, USA

**Expertise** : Engineering, Accounting, Finance, Management

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

: Director Certification Program (DCP 28/2003)

: Finance for Non – Finance Directors (FND 5/2003)

**Other Training** : Capital Market Academy, Class 9,  
Thailand Capital Market Academy

: Global Leadership Development Program (GLDP),  
International Centre of Leader in Finance (ICLIF) 2004

**Experiences in the 5 preceding years**

1995 – Present : Senior Executive Vice President, Bangkok Bank Plc

**Present Positions:**

**1. Listed Company (1)**

- Independent Director, Member of Nomination, Compensation and Corporate Governance Committee  
Indorama Ventures Plc

**2. Public Company (2)**

- Director, TPT Petrochemicals Plc
- Director, Indorama Polyester Industries Plc

**3. Limited Company (2)**

- Director, Bangkok Industrial Gas Co., Ltd.
- Director, HMC Polymers Co., Ltd.

**4. Other Organizations / Institutions** : -None-

**5. State Enterprise** : -None-

**Director or Executive Position in other Organizations that may have conflict of interest with the Company** : -None-

**Shareholding of Thaioil (Including spouse and minors)** : 20,000  
((%) Share Possession : 0.0009)

**Conflict of Interest** : -None-

**Family Relation with Other Directors** : -None-

**Dispute in the 10 preceding years** : -None-

**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.

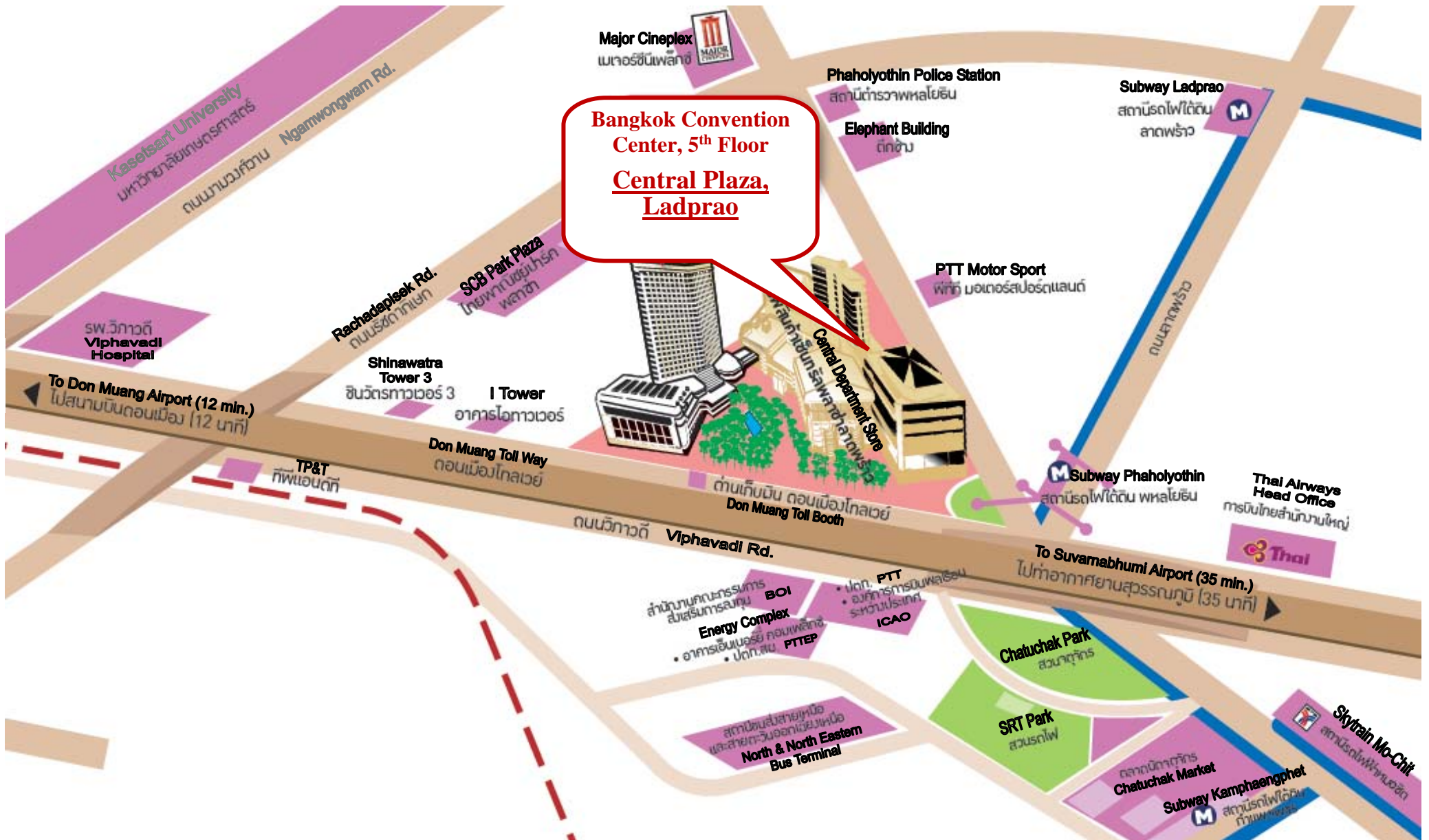
The directors to vacate office in the first and second years following the registration of the conversion of the Company shall be drawn by lots. In subsequent years, the directors who have remained in office for the longest time shall vacate office.

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 2018 AGM of Thai Oil Public Company Limited  
 Bangkok Convention Center, 5<sup>th</sup> Floor, Central Plaza, Ladprao  
 1695 Phaholyothin Road, Chatuchak, Bangkok 10900**



**The Annual Report and/or the Sustainability Report Requisition Form**

To the Shareholders

The Company's 2017 Annual Report (showing 2017 financial statements) and the 2017 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 2017 Annual Report (Thai)
- The 2017 Annual Report (English)
- The 2017 Sustainability Report (Thai)
- The 2017 Sustainability Report (English)







Ref TBK 01/0176

March 6, 2018

Subject: Invitation for the 2018 Thai Oil Public Company Limited's Refinery site visit  
To: Shareholders of Thai Oil Public Company Limited  
Attachment: 1. Itinerary for the 2018 Thai Oil Public Company Limited's Refinery site visit  
2. The correspondence for Thaioil's Refinery site Visit

Thai Oil Public Company Limited ("the Company") has arranged for the 2018 Refinery site visit to be held on Monday 2 July, 2018 for the first round and the second round on Wednesday 4 July, 2018. 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 (reply paid service) by Wednesday 16 May, 2018. 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 Tuesday 22 May, 2018 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](http://www.thaioilgroup.com) on Monday 28 May, 2018 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 02 797 2961 or 02 797 2999 Ext. 7370-7374 Fax: 02 229 0025

Note In this letter, the intended Shareholders represent those whose names appear in the Board has resolved to set the record date on Friday 2 March, 2018 to determine the list of shareholders who may exercise their rights and participate in the AGM and are entitled to receive dividend.

**Itinerary for the 2018 Thai Oil Public Company Limited's Refinery site visit**

**1<sup>st</sup> round: Monday 2 July, 2018 or  
2<sup>nd</sup> round: Wednesday 4 July, 2018**

---

- 7.30 - 8.00 a.m. Register at Energy Complex (ENCO), C Building, 6<sup>th</sup> Floor, Synergy Hall  
(Breakfast and beverage served in meeting room)
- 8.00 - 10.00 a.m. Welcome Speech & Performance Summary
- VDO presentation
  - Welcome speech by Management
  - Performance summary / Q&A
- 10.15 a.m. Leave Bangkok by 40-seat air-conditioned bus (3 buses)  
(Snack box and beverage available on board)
- 12.15 p.m. Arrive at Thairoil Refinery, Sriracha, Chonburi
- 12.30 p.m. Lunch
- 1.30 p.m. Refinery site tour (stay on bus)
- 2.00 p.m. Leave from Thairoil Refinery for 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 (ENCO), Vibhavadee Rangsit Road
- 

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

**Thai Oil Public Company Limited**  
**Correspondence Form for the 2018 Thairoil's Refinery site visit at Sriracha, Chonburi**

- 1<sup>st</sup> round: Monday 2 July, 2018 or  
 2<sup>nd</sup> round: Wednesday 4 July, 2018

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 intended shareholders represent those whose names appear in The Board's meeting which resolved to set the record date on Friday 2 March, 2018, to determine the list of shareholders who may exercise their rights and participate in the AGM and are entitled to receive dividend.
3. **Please submit the correspondence form to the Company within Wednesday 16 May, 2018 via post only** (using the reply paid envelope attached with the Invitation for 2018 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 Tuesday 22 May, 2018,** 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 28 May, 2018**
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 2018 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 หรือใบขับขี่ หรือบัตรประจำตัวข้าราชการ หรือหนังสือเดินทาง (กรณีเป็นชาวต่างชาติ) ของผู้มอบฉันทะ พร้อมลงนามรับรองสำเนาถูกต้องโดยผู้มอบฉันทะ
- ✓ สำเนาบัตรประจำตัวประชาชน หรือใบขับขี่ 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 เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้น ประจำปี 2561 บริษัท ไทยออยล์ จำกัด (มหาชน) ในวันพุธที่ 11 เมษายน 2561 เวลา 09.30 น. ณ ห้องบางกอกคอนเวนชันเซ็นเตอร์ ชั้น 5 เซ็นทรัลพลาซ่า 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 2018 Annual General Meeting of Shareholders (AGM) of Thai Oil Public Company Limited on Wednesday, April 11, 2018, 9.30 a.m. at Bangkok Convention Center, 5<sup>th</sup> Floor, Central Plaza, 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:
<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

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 _____ or

คนหนึ่งคนใดเพียงผู้เดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้น ประจำปี 2561 บริษัท ไทยออยล์ จำกัด (มหาชน) ในวันพุธที่ 11 เมษายน 2561 เวลา 09.30 น. ณ ห้องบางกอกคอนเวนชันเซ็นเตอร์ ชั้น 5 เซ็นทรัลพลาซ่า ลาดพร้าว 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 2018 Annual General Meeting of Shareholders (AGM) of Thai Oil Public Company Limited on Wednesday, April 11, 2018, 9.30 a.m. at Bangkok Convention Center, 5<sup>th</sup> Floor, Central Plaza, Ladprao, 1695 Phaholyothin Road, Chatuchak, Bangkok 10900 or such other date, time and place as the meeting may be adjourned.

4 ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

ระเบียบวาระที่ 1

รับทราบผลการดำเนินงานของบริษัทฯ ประจำปี 2560 และพิจารณาอนุมัติงบการเงินสำหรับปี  
สิ้นสุด ณ วันที่ 31 ธันวาคม 2560

Agenda Item 1

To Acknowledge the Company's 2017 Operating Results and to Approve the Audited Financial Statements for the Year Ended December 31, 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:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

ระเบียบวาระที่ 2

พิจารณาอนุมัติการจ่ายเงินปันผลสำหรับผลประกอบการ ปี 2560

Agenda Item 2

To Approve the Dividend Payment for the Company's 2017 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:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

ระเบียบวาระที่ 3

พิจารณากำหนดค่าตอบแทนกรรมการ ประจำปี 2561

Agenda Item 3

To Approve the 2018 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:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

ระเบียบวาระที่ 4

พิจารณาแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนการสอบบัญชี ประจำปี 2561

Agenda Item 4

To Approve the 2018 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:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

ระเบียบวาระที่ 5

พิจารณาเลือกตั้งกรรมการใหม่แทนกรรมการที่ครบวาระ ประจำปี 2561 และแทนกรรมการที่ลาออก

Agenda Item 5

To Approve the Appointment of New Directors in Replacement of those who complete their terms by rotation in 2018 and Resigned Director

- (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:

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

งดออกเสียง  
Abstain

1. ศาสตราจารย์พิเศษ ดร. ทศพร ศิริสัมพันธ์

1. Professor Dr. Thosaporn Sirisumphanh

บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

2. นายอริคม เต็บศิริ

2. Mr. Atikom Terbsiri

บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

3. นางสาวจุฬารัตน์ สุธีธร

3. Ms. Chularat Suteethorn

บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

4. รองศาสตราจารย์ ดร. พสุ เดชะรินทร์

4. Associate Professor Dr. Pasu Decharin

บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

5. นายสุชาลี สุมามาลย์

5. Mr. Suchalee Sumamal

บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

6. นายอรรถพล อุกษ์พิบูลย์

6. Mr. Auttapol Rerkpiboon

ระเบียบวาระที่ 6  
Agenda Item 6

พิจารณาแก้ไข / เพิ่มเติมข้อบังคับบริษัทฯ

To Approve the change/amendment of the Company's Articles of Association

(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:

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

ระเบียบวาระที่ 7  
Agenda Item 7

เรื่องอื่นๆ (ถ้ามี)

Others (if any)

(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:

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

5 การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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 ให้เสมือนถือว่าข้าพเจ้าได้กระทำเองทุกประการ

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. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อตามแนบด้านล่างของหนังสือมอบฉันทะ 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 2561 บริษัท ไทยออยล์ จำกัด (มหาชน) ในวันพุธที่ 11 เมษายน 2561 เวลา 09.30 น. ณ ห้องบางกอกคอนเวนชันเซ็นเตอร์ ชั้น 5 เซ็นทรัลพลาซ่า ลาดพร้าว เลขที่ 1695 ถนนพหลโยธิน แขวงจตุจักร เขตจตุจักร กรุงเทพฯ 10900 หรือที่ซึ่งฟังเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the meeting of the 2018 Annual General Meeting of Shareholders (AGM) of Thai Oil Public Company Limited on Wednesday, April 11, 2018, 09.30 a.m. at Bangkok Convention Center, 5<sup>th</sup> Floor, Central Plaza, 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 | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

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<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

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<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

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

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

คนหนึ่งคนใดเพียงผู้เดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้น ประจำปี 2561 บริษัท ไทยออยล์ จำกัด (มหาชน) ในวันพุธที่ 11 เมษายน 2561 09.30 น. ณ ห้องบางกอกคอนเวนชันเซ็นเตอร์ ชั้น 5 เซ็นทรัลพลาซ่า ลาดพร้าว 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 2018 Annual General Meeting of Shareholders (AGM) of Thai Oil Public Company Limited on Wednesday, April 11, 2018, 9.30 a.m. at Bangkok Convention Center, 5<sup>th</sup> Floor, Central Plaza, Ladprao, 1695 Phaholyothin Road, Chatuchak, Bangkok 10900 or such other date, time and place as the meeting may be adjourned.

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

มอบสิทธิ์เท่ากับจำนวนหุ้นทั้งสิ้นที่ข้าพเจ้าถือและมีสิทธิ์ออกเสียงลงคะแนนได้ตามข้อ (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)

มอบสิทธิ์ บางส่วน คือ  หุ้นสามัญ \_\_\_\_\_ หุ้น และมีสิทธิ์ออกเสียงลงคะแนนได้ \_\_\_\_\_ เสียง

Grant Partial of Ordinary share \_\_\_\_\_ shares and have the right to vote \_\_\_\_\_ votes

หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และมีสิทธิ์ออกเสียงลงคะแนนได้ \_\_\_\_\_ เสียง

Preferred share \_\_\_\_\_ shares and have the right to vote \_\_\_\_\_ votes

รวมสิทธิ์ออกเสียงลงคะแนนทั้งหมด \_\_\_\_\_ เสียง

Totaling \_\_\_\_\_ votes

(4) ข้าพเจ้าขอมอบสิทธิ์ให้ผู้รับมอบสิทธิ์ออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

#### ระเบียบวาระที่ 1

**รับทราบผลการดำเนินงานของบริษัทฯ ประจำปี 2560 และพิจารณาอนุมัติงบการเงินสำหรับปี  
สิ้นสุด ณ วันที่ 31 ธันวาคม 2560**

#### Agenda Item 1

**To Acknowledge the Company's 2017 Operating Results and to Approve the Audited Financial Statements for the Year Ended December 31, 2017**

(ก) ให้ผู้รับมอบสิทธิ์พิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบสิทธิ์ออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า 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

**พิจารณาอนุมัติการจ่ายเงินปันผลสำหรับผลประกอบการ ปี 2560**

#### Agenda Item 2

**To Approve the Dividend Payment for the Company's 2017 Operating Results**

(ก) ให้ผู้รับมอบสิทธิ์พิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบสิทธิ์ออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า 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 2561**

#### Agenda Item 3

**To Approve the 2018 Remuneration for the Company's Directors**

(ก) ให้ผู้รับมอบสิทธิ์พิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบสิทธิ์ออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า 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 2561**

#### Agenda Item 4

**To Approve the 2018 Annual Appointment of Auditors and Determination of their Remuneration**

(ก) ให้ผู้รับมอบสิทธิ์พิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบสิทธิ์ออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า 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 2561 และแทนกรรมการที่ลาออก  
To Approve the Appointment of New Directors in Replacement of those who complete their terms by rotation in 2018 and Resigned Director

- (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

1. ศาสตราจารย์พิเศษ ดร. ทศพร ศิริสัมพันธ์

Name of the nominated candidate

1. Professor Dr. Thosaporn Sirisumphanh

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

บุคคลที่ได้รับการเสนอชื่อ

2. นายอริคม เต็บศิริ

Name of the nominated candidate

2. Mr. Atikom Terbsiri

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

บุคคลที่ได้รับการเสนอชื่อ

3. นางสาวจุฬารัตน์ สุธีธร

Name of the nominated candidate

3. Ms. Chularat Suteethorn

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

บุคคลที่ได้รับการเสนอชื่อ

4. รองศาสตราจารย์ ดร. พสุ เดชะรินทร์

Name of the nominated candidate

4. Associate Professor Dr. Pasu Decharin

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

บุคคลที่ได้รับการเสนอชื่อ

5. นายสุชาติ สุมามาลย์

Name of the nominated candidate

5. Mr. Suchalee Sumamal

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

บุคคลที่ได้รับการเสนอชื่อ

6. นายอรรถพล ฤกษ์พิบูลย์

Name of the nominated candidate

6. Mr. Auttapol Rerkpiboon

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

ระเบียบวาระที่ 6  
Agenda Item 6

พิจารณาแก้ไข / เพิ่มเติมข้อบังคับบริษัทฯ

To Approve the change/amendment of the Company's Articles of Association

- (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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน 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**

1. 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
2. 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.
3. 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.
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
Regarding the election of directors, the proxy can either elect the whole set of the nominated directors or by individual.
5. 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 2561 บริษัท ไทยออยล์ จำกัด (มหาชน) ในวันพุธที่ 11 เมษายน 2561 เวลา 09.30 น. ณ ห้องบางกอกคอนเวนชันเซ็นเตอร์ ชั้น 5 เซ็นทรัลพลาซ่า ลาดพร้าว เลขที่ 1695 ถนนพหลโยธิน แขวงจตุจักร เขตจตุจักร กรุงเทพฯ 10900 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the meeting of the 2018 Annual General Meeting of Shareholders (AGM) of Thai Oil Public Company Limited on Wednesday, April 11, 2018, 09.30 a.m. at Bangkok Convention Center, 5<sup>th</sup> Floor, Central Plaza, 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<br>Approve.....Vote | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง<br>Disapprove.....Vote | <input type="checkbox"/> งดออกเสียง.....เสียง<br>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<br>Approve.....Vote | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง<br>Disapprove.....Vote | <input type="checkbox"/> งดออกเสียง.....เสียง<br>Abstain.....Vote |
|---|---|---|

ระเบียบวาระที่ \_\_\_\_\_ เรื่อง เลือกตั้งกรรมการใหม่ (ต่อ)

Agenda Subject : Election of new Directors (continued)

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

บุคคลที่ได้รับการเสนอชื่อ .....

Name of the nominated candidate

เห็นด้วย.....เสียง

Approve.....Vote

ไม่เห็นด้วย.....เสียง

Disapprove.....Vote

งดออกเสียง.....เสียง

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  
( )