

(Translation)
The Minutes of 2019 Annual General Meeting of Shareholders
Thai Oil Public Company Limited

Thai Oil Public Company Limited (“the Company”) held 2019 Annual General Meeting of Shareholders on Wednesday, April 10, 2019, 9.30 hrs. at Bangkok Convention Center, 5th Floor, Central Plaza Ladprao, located at 1695 Phaholyothin Road, Chatuchak Sub-District, Chatuchak District, Bangkok 10900, Thailand.

Directors Attending the Meeting

- | | |
|---|---|
| 1) Professor Dr. Thosaporn Sirisumphand | Director / Chairman of the Board |
| 2) Ms. Chularat Suteethorn | Independent Director / Chairman of the Audit Committee / Member of the Nomination and Remuneration Committee |
| 3) Mr. Chen Namchaisiri | Independent Director / Member of the Audit Committee |
| 4) Associate Prof. Dr. Pasu Decharin | Independent Director / Member of the Audit Committee |
| 5) ACM Suttipong Inseepong | Independent Director / Chairman of the Nomination and Remuneration Committee |
| 6) Mr. Auttapol Rerkpiboon | Director / Chairman of the Risk Management Committee / Member of the Nomination and Remuneration Committee |
| 7) Pol. Gen. Aek Angsanant | Independent Director / Chairman of the Corporate Governance Committee |
| 8) Mr. Yongyut Jantararotai | Director / Member of the Corporate Governance Committee |
| 9) Mr. Kanit Si | Independent Director / Member of the Corporate Governance Committee |
| 10) Ms. Pannalin Mahawongtikul | Director / Member of the Risk Management Committee |
| 11) Gen. Kukiatt Srinaka | Independent Director |
| 12) Ms. Duangporn Thiengwatanatham | Director |
| 13) Mr. Praphon Wongtharua | Director |
| 14) Mr. Atikom Terbsiri | Director / Member of the Risk Management Committee / Chief Executive Officer and President / Secretary to the Board |

Directors Absent from the Meeting

- None -

Auditor Attending the Meeting

- | | |
|-----------------------------------|---|
| 1) Mr. Waiyawat Kosamarnchaiyakij | Certified Public Accountant Registration No. 6333 |
|-----------------------------------|---|

Independent Legal Advisors Attending the Meeting

- 1) Mrs. Veeranuch Thammavaranucpt Senior Partner, Weerawong, Chinnavat & Partners Ltd.
- 2) Ms. Rapeeporn Sangchampah Associate, Weerawong, Chinnavat & Partners Ltd.

Independent Financial Adviser Attending the Meeting

- 1) Mr. Montree Sornpaisarn Chief Executive Officer - Maybank Kim Eng Securities (Thailand) Public Company Limited
- 2) Mr. Thaveesith Santatikul Executive Vice President - Investment Banking Department - Maybank Kim Eng Securities (Thailand) Public Company Limited

Executives Attending the Meeting

- 1) Mr. Bandhit Thamprajamchit Senior Executive Vice President - Refinery and Petrochemical and Executive Vice President - Operation Excellence (Act.)
- 2) Mr. Surachai Saengsamran Executive Vice President - CFP Project Sponsor
- 3) Mr. Charlee Balmongkol Executive Vice President - CFP Project Director (Act.)
- 4) Mr. Jeerawat Pattanasomsit Executive Vice President - Manufacturing (Act.)
- 5) Mr. Chatapong Wungtanagorn Executive Vice President - Corporate Commercial
- 6) Ms. Pattaralada Sa-ngasang Executive Vice President - Finance and Accounting
- 7) Mr. Viroj Wongsathirayakhun Executive Vice President - Organization Effectiveness
- 8) Mr. Pongpun Amornvivat Executive Vice President - Strategy and Executive Vice President - Innovation and Digitalization (Act.)
- 9) Mr. Viroj Meenaphant Executive Vice President - Corporate Governance and Affairs (Act.) and Company Secretary

Before the Meeting convened, all meeting participants were shown a safety briefing VDO presentation of Bangkok Convention Center, 5th Floor, Central Plaza Ladprao.

Meeting Convened: 9.30 hrs.

Professor Dr. Thosaporn Sirisumphand, Chairman of the Board, presided over the meeting (the “Chairman”) introducing the Directors, attending all 14 members equaling 100% of the members of the Board, as well as Executives, Auditor, Independent Financial Advisors, and Independent Legal Advisors attending the meeting as the name listed above before starting the Meeting.

The Chairman reported to the Meeting that the Company had 2,040,027,873 common shares in total with a par value per share of Baht 10 and a paid-up registered capital of Baht 20,400,278,730. As the Meeting started, there were 726 shareholders attending in person and 2,538 proxies presented at the Meeting totaling up to 3,264 attendees, representing 1,465,539,188 shares or 71.8392% of the total issued share which was more than 680,009,291 shares or one-third (1/3) of the total issued share. This constituted a quorum according to Section 103 of the Public Company Limited Act B.E. 2535 (1992) (as amended) and Section 35 of the Articles of Association of the Company. The Chairman, therefore, called the 2019 Annual General Meeting of Shareholders (AGM) to consider matters under the agenda stated in the 2019 Annual General Meeting of Shareholders invitation notice for this Meeting.

The Chairman informed the Meeting about the voting process and meeting procedures that comply with the Articles of Association of the Company and for the order of the Meeting as follows:

- Section 37 of the Articles of Association of the Company states that one share is entitled to one vote. Shareholder who has conflict of interests on a given matter has no rights to cast their vote except to vote for election of directors.
- The Chairman has informed voting criteria to the Meeting. In each agenda, he will ask and count only those who disapprove and abstain from voting. If there were no disapproving or abstaining votes, the resolution would be considered as approved with unanimity. Should any shareholders wished to disapprove and abstain from voting, they are to mark on the given voting ballot. If corrections need to be made, they are requested to countersign such corrections and raise their hands so that officers may collect such ballots and put them together at the central vote-tallying unit for further announcement of the voting result. Any voting ballot received after voting close of each agenda shall be deemed an affirmative vote.
- For the agenda item that needs the majority voting of shareholders attending the Meeting and casting their votes, the ballots stating abstention and invalid ballots are not included as part of the total votes. For the agenda item that needs two-thirds voting and three-fourths voting of attending eligible shareholders, such ballots stated above are to be included as part of the total votes.
- Since shareholders and proxies tend to register for and attended the Meeting at different times, it is only natural for the number of shareholders and proxies for each agenda item to fluctuate.
- For verification purposes, the Company is to collect approved voting ballots for all agenda items at the end of the meeting. Voting is to be done openly. Collection of voting ballots from all shareholders and proxies is done for voting transparency.
- If shareholders or proxies wish to express their views or ask questions on each agenda item, they are asked to use the prepared microphones. For accurate and complete recording of the minutes, they are requested to state their names, last names, and attending status (shareholders or proxies).
- In the event that the shareholders have questions or comments, in addition to the considered agenda, please ask or make comments in the last agenda at the end of the meeting. The shareholders are also urged to keep their comments and questions concise and to refrain from asking or commenting on redundant points so as to allow other shareholders to exercise their rights and help manage the Meeting time.
- Should foreign shareholders or proxies ask questions in English, the Company has officers to translate their questions into Thai for directors and executives to answer in Thai for accurate understanding by the majority of participants. The officers are to translate the replies into English for the inquiring shareholders or proxies.

- The Company had publicized the Extraordinary General Meeting of Shareholders No.1/2018 minutes (held on August 27, 2018) on its website since September 10, 2018, and mailed it to all shareholders since September 21, 2018, for review or correction by October 19, 2018. After the set time frame, there was no objection received from the shareholders. There was only asking for corrections which the Company had corrected and posted on the Company's website already.

The Chairman then invited Ms. Rapeeporn Sangchampah, Associate from Weerawong, Chinnavat & Partners Ltd. and Mr. Somjate Mepom, a proxy who volunteered from the shareholders to be a witness in the vote counting. The Chairman then invited shareholders to question on the voting process, requesting that they were to precede the questions with their names. There were no questions; therefore, the Chairman proceeded the Meeting with the following agenda.

Agenda Item 1 To Acknowledge the Company's 2018 Operating Results and to Approve the Audited Financial Statements for the Year Ended December 31, 2018

The Chairman informed the objectives and reasons of the agenda to the Meeting that according to Section 112 of the Public Company Limited Act B.E. 2535 (1992) (as amended) and Section 41 of the Articles of Association of the Company, the Company had to prepare annual performance report and financial statements to be approved by the shareholders at the AGM.

The Board of Directors prepared the Company's performance report and financial statements for the year ended December 31, 2018 which were audited and certified by the Auditor and reviewed by the Audit Committee. The details of which are presented in 2018 annual report which Shareholders can download via QR Code shown in the AGM invitation notice. In order for the Shareholders to easily and thoroughly comprehend, the Company's 2018 performance was presented via 8 minutes video presentation for conciseness.

In 2018, the overall global economy expanded by 3.7%, closed to the year 2017, driven mainly by economies of developing countries and countries in the Middle East. While China's economy slowed down due to the impact of trade wars with the United States. In the first nine months, crude oil price continuously increased due to the reduction in the crude oil production and measures to prohibit crude oil imports from Iran. However, at the end of the year, crude oil price has been challenged, driven by increasing the crude oil production and the relaxation of measures for Iran oil imports. Meanwhile, the crude oil demand was still under pressure from the trade war between the United States and China, resulting in a sharp drop in crude oil prices in the fourth quarter.

For business overview, the refining business was weakened due to the average crude oil price has increased and the oversupply of gasoline. The lubricant business was also weakened due to the operations of new production capacity in Asia. The domestic solvent business grew at a slow rate due to the fierce market competition from China's exports. The power business was also affected by rising fuel costs. Meanwhile, the paraxylene business has improved due to the new capacity was unable to operate as planned, together with the rising needs for plastic pellets

due to measures to reduce the import of plastic waste for recycling in China. The ethanol business saw higher demands due to the gasoline price measures to attract consumers of the government sector. The marine transportation business has improved due to economic recovery and higher vessels demands of neighboring countries.

In 2018, the Company and Subsidiaries continued to focus on operational excellence, integrated with the production planning, profit improvement strategies and effective financial management to manage operating expenses and financial costs. All of these strategies and measures generated profit of Baht 5,234 million and allowed the Company and Subsidiaries' to have a net profit, excluding the impact of stock loss and net realizable value (NRV), of Baht 12,777 million. However, the crude oil prices dropped sharply in the final quarter. The Company and Subsidiaries recorded the stock loss and NRV, which are uncontrollable external factors of approximately Baht 2,628 million. As of December 31, 2018, the Company and Subsidiaries had a net profit of Baht 10,149 million and the total assets of Baht 268,613 million, with Baht 126,472 million in equities and Baht 142,141 million in liabilities.

For the investment projects to expand business and enhance competitiveness, included the signing of a new land lease agreement with the Treasury Department to ensure confidence in long-term business operations, the strategic Clean Fuel Project has developed and progressed according to plan. This; the construction of new crude oil tanks to support legal reserve and create flexibility in manufacturing management; the infrastructure improvement project to support future projects; the Jetty Expansion Project to reduce the congestion of the current jetty and support the larger vessels; and the New Sriracha Building project to effectively utilize the refinery areas to achieve greater efficiency and capable of supporting future projects.

In addition to strategic goals, Thaioil prioritized business operations under good corporate governance principles with social responsibilities. Being recognized and accepted by various organizations and institutions, both nationally and internationally, confirmed a balanced business approach covering the essences of economic, social, and environment.

After the VDO presentation, the Chairman then invited shareholders to question and comment. Issues raised were as followed:

Mr. Suriyaphong Wattanasak, Shareholder 1) What were the Company measures to reduce the impacts from stock loss in the late 2018 resulted from decreasing crude oil price?
2) What does the Company plan to improve the profit from increasing crude oil price in the early 2019?

Chairman Asked Mr. Atikom Terbsiri, CEO & President, to address the inquiries.

CEO & President Informed that since the Company is in the energy business, it is necessary to have an efficient management to reduce the impact from volatile crude oil price. The management of which is divided into two measures: 1) the management of the Company's crude oil inventory by reducing from the usual 9 million barrels to 6-7 million barrels, approximately; and 2) entering into the forward contract to minimize the impact from changing crude oil price. However, in

Q4/2018, the crude oil price was highly volatile and quickly plummet due to different factors as explained in the performance video, leading to the stock loss that impacts the Company's 2018 performance.

For the crude oil price at the end of Q1/2019, it was around USD 67 per barrel, increasing from the end of 2018 price of USD 57 per barrel. This leads to stock gain from the increasing crude oil price.

*Mr. Direk
Khunnawutwanich,
Shareholder*

1) The Company's profit reduces from that of the year 2017 by approximately Baht 12,000 million; approximately Baht 2,000 million of which is stock loss. What are the reasons for the profit decreasing of approximately Baht 10,000 million, and what measures does the Company plan to prevent such incident?

2) As also inquired last year, what is the progress on the project of low-sulfur diesel to support the new regulation announced by the International Maritime Organization (IMO)?

Chairman

Asked Mr. Atikom Terbsiri, CEO & President, to address the inquiries.

CEO & President

Informed as follows:

1) The profit decreasing from the year 2017 results from many reasons as follows: 1) petroleum demand and supply balance is one of the factors determining the fluctuating trend of spread of petroleum prices over crude oil; the condition of which is resulted from the trade war between the United States and China affecting petroleum demand leading to the decreasing gross refining margin (GRM) and the Company's gross profit; and 2) the crude oil premium in 2018 averaged at USD 3.1 per barrel compared with that of 2017 at USD 1.7 per barrel. Both aforementioned factors cause the decrease in the Company's profit of approximately Baht 8,000 million. In addition, the Company had to recognize another Baht 2,600 million of stock loss.

2) IMO has announced the new regulation addressing the reduction of sulfur content in marine fuels from 3.5% to 0.5%, causing oil refineries to improve the production process to produce low sulfur products, especially diesel oil which is a significant part of marine fuels. The Company has been preparing for the specification change by investing in the Clean Fuel Project (CFP), already approved by the shareholders and now on process of the engineering design. The CFP construction is expected to start in the middle of the year 2019, and the commercial operation date is estimated by the year 2023, equipping the Company with the capability of low sulfur diesel production matching the market demand. However, before the CFP finishes in 2023, the Company also plans to improve the existing

refining process to be capable of producing low sulfur diesel along with the construction of CFP.

Mrs. Kanchala Mahidhiharn, Shareholder

1) Why the 2018 operating expense increased from that of 2017 of Baht 305,000 million by Baht 60,000 million to Baht 370,000 million?

2) Despite the volatility of crude oil price, why does the Company still construct more crude oil tanks?

Chairman

Asked Mr. Atikom Terbsiri, CEO & President, to address the inquiries.

CEO & President

Informed as follows:

1) The operating expense increased due to the hike in production cost which result from three reasons: 1) the increase in production cost following the increase in crude oil price especially crude premium; 2) the shutdown of some process unit in 2018 resulting in the necessity to import more petroleum or partial on-specification products to address the domestic demand; and 3) the increase in utility cost especially the increase in electricity cost following the fuel oil price.

2) The Company needs to construct more crude oil tanks due to the following reasons: 1) to support the future capacity expansion which will enhance the Company's flexibility and increase the opportunity to procure various types of crude oil with high quality but low price to be used in the process, benefiting the Company in the long run; 2) the expansion of production capacity requires the Company to increase the legal reserve to enhance Thailand's energy security.

Mr. Vicha Chokphongphan, Shareholder

At present, the Shareholders' equity is approximately Baht 120,000 million; moreover, it has a plan to expand capacity as well as to construct more crude oil tanks, leading to continuous increase of staff to work for the Company. It is expected that the Company's stock price is to increase from Baht 70 per share to Baht 100 per share as it used to be.

Chairman

Informed that the direction of a future project's operation will be presented in agenda 6.

Mr. Basant Kumar Dugar, Shareholder

Admired and complimented the Company's previous year performance stating that the Company still has an efficient cash management despite negative free cash flow due to the large project investment. Moreover, the Company has an efficient inventory management and stock price increased.

Chairman

Thanked Mr. Dugar for the compliment and conviction in the Company's operation.

*Mr. Suriyaphong
Wattanasak-
Shareholder*

According to the 2018 annual report page 5, the sales revenue during 2014-2016 tends to decrease before hiking again during 2017-2018. However, considering earnings per share, it is found that during 2014-2017 the Company's earnings per share increase before going down in 2018. How does the Company explain the relations between sales revenue and earnings per share?

Chairman

Asked Mr. Atikom Terbsiri, CEO & President, to address the inquiries.

CEO & President

Informed that the refinery business' sales revenue depends on the petroleum price which is usually in the same direction with crude oil price. However, the spread of sales revenue over the production cost, affecting earnings per share, depends on the demand and supply of petroleum. If the demand increases at a particular moment when the supply increases less due to the shutdown of some refineries, the profitability is likely to rise and probably not in the same direction of the sales revenue.

After giving opportunity to shareholders to question and comment and there were no more questions or comments, the Chairman requested the Meeting to consider the resolution for this agenda.

Resolution

The Meeting, by the majority votes of the shareholders who attended the Meeting and cast their votes, resolved to acknowledge the Company's 2018 operating results and to approve the audited financial statements for the year ended December 31, 2018 with the following votes:

Approved	1,463,875,446	votes,	or	99.9592%
Disapproved	598,200	votes,	or	0.0408%
Abstained	5,565,402	votes		
Voided Ballots	5,320	votes		

Agenda Item 2 **To Approve the Dividend Payment for the Company's 2018 Operating Results**

The Chairman assigned Mr. Atikom Terbsiri, CEO & President, to present the details of this agenda to the Meeting.

Mr. Atikom informed the Meeting of the objectives and reasons of this agenda, explaining that according to Section 115 of the Public Company Limited Act B.E. 2535 (1992) (as amended) and Section 43 of the Articles of Association of the Company, profit allocation and the payment of annual dividend shall be approved by the AGM; and the Board of Directors may pay an interim dividend to the shareholders from time to time if the Company has profits to justify such payment; and after the interim dividend has been paid, the matter shall be reported to the shareholders at the next meeting of Shareholders.

Mr. Atikom reported that currently the Company has the policy on dividend payment of no less than 25% of the net profit of the consolidated financial statements after deducting all legal reserves, as indicated in the Company's Articles of Association and in line with the related

laws. The dividend payment depends on the Company's cash flow and the investment plan of the Company and its subsidiaries each year, as well as other necessary and suitable factors that the Board of Directors deems appropriate.

From January 1 to December 31, 2018, the Company and its subsidiaries had a consolidated net profit of Baht 10,149 million, which was equivalent to Baht 4.97 per share.

The Board of Directors had considered all relevant factors such as the Company's cash flow, investment plan and retained earning, and found it appropriate to propose that the Meeting consider the approval of the dividend payment, with the following details:

- (1) Approve the dividend payment for the Company's operating results from January 1 to December 31, 2018 which will be paid to the shareholders holding a total 2,040,027,873 shares at Baht 2.65 per share, totaling approximately Baht 5,406 million. After the deduction of the interim dividend payment for the first half of 2018 at Baht 1.50 per share, totaling approximately Baht 3,060 million paid on September 28, 2018, the Company will pay the remaining dividend for the second half of 2018 at Baht 1.15 per share, totaling approximately Baht 2,346 million. The Dividend will be paid from the retained earnings as at 31 December 2018 with 30%, 20% and 0% Corporate Income Tax rate of Baht 0.29, 0.29 and 0.57 per share respectively. The Company will, therefore, pay the dividend to the shareholders who are entitled to receive the dividend on March 1, 2019 (Record Date) and will pay the dividend on April 26, 2019.
- (2) Acknowledge the interim dividend payment approved by the Board on August 31, 2018 at the rate of Baht 1.50 per share, totaling approximately Baht 3,060 million, which was paid on September 28, 2018.

The Chairman then invited shareholders to question and comment. The issues raised were as follows:

*Mr. Chatree
Charoennueng,
Shareholder*

1) The dividend payment from the Company's 2018 operating results is in the lower rate than that of 2016 and 2017; therefore, it is suggested that the Company should not impose the dividend payment policy limiting the maximum payment at 25%; but instead, the Company should set a proper rate which can be 70-80% of the profit.
2) Inquired about the Company's retained earnings with 30%, 20%, and 0% tax, and also inquired about how much the retained earnings remain after the payment of the dividend from the Company's 2018 operating results? Mr. Chatree, moreover, suggested that if the shareholders resolve to approve the dividend payment from the Company's operating results, the Company is requested to consider the interim dividend payment from the retained earnings with tax percentage that shareholders gain more tax credit.

*Mr. Pithi
Khunkulworanunt,
Shareholder*

Suggested that the Company considered the dividend payment first from the appropriated retained earnings with 30% tax. This would directly benefit shareholders when filing for tax credit. Mr. Pithi also supported comments of the previous shareholder stating that the

Company is requested to consider the interim dividend payment from the retained earnings with tax percentage that shareholders gain more tax credit.

*Mr. Vicha
Chokphongphan,
Shareholder*

Requested the Company to consider moving up the dividend payment schedule on April 26, 2019 to April 17, 2019, so that shareholders could invest further with the paid dividend in the time of decreasing stock price.

*Mr. Basant Kumar
Dugar, Shareholder*

Complimented the Company's dividend payment from the consolidated financial statement. For the dividend tax credit commented by other shareholders, the foreign shareholders still gain a partial tax credit from the dividend payment from appropriated retained earnings with 0% tax according to double tax agreement. Therefore, the dividend payment is agreed and appreciated.

Chariman

Asked Mr. Atikom Terbsiri, CEO & President, to address the inquiries.

CEO & President

Informed that the Company's balance of retained earnings is approximately Baht 73,400 million, inclusive of retained earnings with 30% tax around Baht 1,600 million or 2% of the total retained earnings, 20% tax around Baht 41,000 million or 56% of the total retained earnings, and 0% tax around Baht 30,000 million or 42% of the total retained earnings.

The Company allocates dividend calculating based on the weighted average of retained earnings with different tax rates. The Company's average tax rate of retained earnings at 2018 year end is around 12%. This is to be distributed to the dividend payment with the tax rate around or close to 12% to ensure the equality and satisfaction of both short-time and long-time shareholders.

For the dividend payment from the retained earnings with 30% tax, the total amount as of the end of 2018 is Baht 1,646 million. Should the shareholders resolve to approve the dividend payment as proposed, the remaining amount of retained earnings with 30% tax would be approximately Baht 1,000 million. The Company embraces the comments from shareholders and would take them into account when considering the interim dividend payment from all the remaining of retained earnings with 30% tax.

Chairman

Thanked the shareholders for comments and suggestions and would take them into account when considering the interim dividend payment as CEO has stated.

After giving opportunity to shareholders to question and comment and there were no more questions or comments, the Chairman requested the Meeting to consider the resolution for this agenda.

Resolution

The Meeting, by the majority votes of the shareholders who attended the Meeting and cast their votes, resolved to approve the dividend payment for the Company's 2018 operating results and to acknowledge the interim dividend payment as proposed with the following votes:

Approved	1,470,253,460	votes,	or	99.9992%
Disapproved	12,133	votes,	or	0.0008%
Abstained	15,102	votes		
Voided Ballots	4,820	votes		

Agenda Item 3 To Approve the 2019 Remuneration for the Company's Directors

The Chairman assigned ACM Suttipong Inseeyong, Chairman of the Nomination and Remuneration Committee to present the details of this agenda to the Meeting.

ACM Suttipong informed the objectives and reasons of the agenda to the Meeting that according to Section 90 of the Public Company Limited Act B.E. 2535 (1992) (as amended) and Article 23 of the Articles of Association of the Company, directors were eligible for remuneration in forms of reward, meeting fee, pension, bonus or other remunerations according to the resolution of the Shareholder Meeting by not less than two-thirds (2/3) of the shareholders present at the meeting and having the rights to vote.

The Board of Directors carefully considered the remuneration of the Board of Directors and the Board Committees, by taking into account various relating factors: such as 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, and found it appropriate to propose the Meeting to consider the remuneration of the directors for the year 2019 with the following details:

1) Retainer Fee for Board of Directors; propose to adjust the proportion of the monthly fee and the per-attendance fee of the Board of Directors in order to emphasize the linkage to the Director's performance in functioning the duty through the meeting participation which is in line with the practice of other listed companies in the same industry.

1.1 Monthly Fee

- Chairman	62,500 Baht/Month
- Vice Chairman (if appointed)	56,250 Baht/Month
- Director	50,000 Baht/Month

1.2 Per attendance Fee (only actual attendance)

- Chairman	50,000 Baht/Meeting
- Vice Chairman (if appointed)	45,000 Baht/Meeting
- Director	40,000 Baht/Meeting

2) Retainer Fee for Board Committees; Audit Committee, Nomination and Remuneration Committee, Corporate Governance Committee, Risk Management Committee and other committees (if any), proposed to change the retainer fee for Board Committees from monthly fee to per attendance fee by paying to the directors who attend the meeting only.

- Chairman of the Committee	56,250 Baht/Meeting
- Director of the Committee	45,000 Baht/Meeting

3) Annual Bonus; Bonus for 2018 operating results will be paid to Directors who served the Company in 2018, including those who completed the term and / or resigned during 2018, in total amount of Baht 35 million or 0.34 % of Net Profit, which is not exceeding 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 Director.

4) Other Remuneration; -None-

The Chairman then invited shareholders to question and comment. The issues raised were as follows:

Mr. Basant Kumar Dugar, Shareholder Considering the Company's proposal on the approval of the Board of Directors' bonus for 2018 operating results totaling Baht 35 million or 0.34% of the Company's net profit and not exceeding the capped amount of Baht 50 million, it is suggested the Company should not limit the capped amount since it depends on the operating results each year. The Company is also suggested to grant other remuneration to directors as deemed necessary and appropriate; for example, directors' liability insurance and additional trainings so as to motivate directors to further perform beyond required.

Mr. Athiwat Pattanachaiphuvanont, Shareholder If all directors attend every meeting scheduled, will 2018 and 2019 remuneration be different from each other? If so, how much are they different? Anyway, it is agreed that the Board of Directors' annual bonus payment is at the appropriate rate.

Ms. Janejira Sombutcharoenwong, Shareholder According to the previous shareholder's suggestion on additional trainings for directors, what is the Company's direction on the Board of Directors and executives acquiring knowledge and skill? Will the Company realize it into actions?

Mr. Vicha Chokphongphan, Shareholder Suggested the Company to consider adjusting the staff's salary to match the increase in the remuneration of the Company's directors.

Chairman Thanked shareholders for comments and additionally informed that the 2018 directors' remuneration is disclosed in 2018 annual report page 120. After that, the Chairman asked ACM Sutthipong Inseepong, the Chairman of Nomination and Remuneration Committee, to address the inquiries.

ACM Sutthipong Informed that, in 2018, the Company arranged 16 Board of Directors meetings and 24 Board Committee meetings, resulting in the remuneration of approximately Baht 18.5 million. For 2019, the Company tentatively schedules 12 Board of Directors meetings and 24 Board committee meetings, based on the statistics

in 2018. Calculating by the remuneration rate as proposed, the 2019 remuneration is expected at Baht 19.9 million, increasing by approximately Baht 1.4 million. The adjustment of directors' remuneration in 2019 proposed for the shareholders' approval, is mainly aimed to be in line with directors' responsibilities and compatible with the peer companies in the same industry.

After giving opportunity to shareholders to question and comment and there were no more questions or comments, the Chairman requested the Meeting to consider the resolution for this agenda.

Resolution **The Meeting, by not less than two-thirds of the total number of votes casted by the shareholders attended the Meeting and entitle to vote, resolved to approve the 2019 Remuneration for the Company's Directors as proposed.**

Approved	1,426,952,958	votes,	or	97.0424%
Disapproved	43,440,120	votes,	or	2.9542%
Abstained	48,202	Votes	or	0.0033%
Voided Ballots	800	Votes	or	0.0001%

Agenda Item 4 **To Approve the 2019 Annual Appointment of Auditors and Determination of their Remuneration**

The Chairman assigned Ms. Chularat Suteethorn, Chairman of the Audit Committee to present the details of this agenda to the Meeting.

Ms. Chularat informed the objectives and reasons of the agenda to the Meeting that 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 AGM 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 Board of Directors, with recommendation from the Audit Committee, carefully sought the appropriate auditor by considering the ability, experience and independency of the auditor, including the appropriate audit fee and found it appropriate to propose to the Meeting to appoint auditors from PricewaterhouseCoopers ABAS Ltd., (PwC) which was selected by tender and also the audit office of the Company's affiliates, whereby one of the following auditors may be appointed as the auditor of the Company for year 2019:

1. Mr. Boonrueng Lerdwisewit Certified Public Accountant Registration No.6552 or
2. Ms. Amornrat Pearmpoonvatanasuk Certified Public Accountant Registration No.4599 or
3. Mr. Pongthavee Ratanakoses Certified Public Accountant Registration No.7795

The nominated auditors do not have any relationship and/or conflict of interest with the Company, affiliates, executives, major shareholders or related persons of the said parties.

The Board of Director also found it appropriate to propose to the Meeting to approve the remuneration for year 2019 as followed:

- Annual audit fee and quarterly review fee at the amount of Baht 1,753,800 (decreased by Baht 786,200 or 31% from year 2018)
- Other expenses which cover miscellaneous expenses during work period such as traveling, documentation and facsimile expenses, etc. per actual but not exceeding 8% of audit fee. (decreased by 2% from year 2018)

The Chairman then invited shareholders to question and comment. Issues raised were as followed:

Mr. Sittichoke Boonvanich, Shareholder

- 1) Admired that the Company could reduce the audit fee by approximately Baht 800,000 or 31% less than that of year 2018.
- 2) Inquired about the reasons why the 2019 audit fee decreases and commented that the audit fee should not be increased every year.
- 3) Suggested that the Company should prioritize the assessment of good corporate governance. Should the assessment result be in a good level, the audit company is suggested to take the result into consideration and reduce the audit fee.

Mr. Suriyaphong Wattanasak, Shareholder

Admired that the Company could reduce the audit fee and, as previous shareholder requested, inquired about the reasons why the 2019 audit fee decreases.

Chairman

Thanked shareholders for the admiration toward the Company's operation and asked Ms. Chularat Sutheetorn, the Chairman of Audit Committee, to address the inquiries.

Ms. Chularat

Informed that 2019 audit fee decreases due to the competitiveness in the market. Moreover, the implement of technologies to enhance the efficiency of auditing helps lessen the time spent for auditing. In 2019, the Company selects auditors by way of tender, inviting the leading audit companies to participate in the tender which has two criteria, namely: quality and price. The quality criteria considers the experience of auditors and audit companies, the transfer of auditing information, the auditing method, and the auditing plan. Should any company pass the quality criteria, its proposed price will be considered. The audit company with the lowest proposed audit fee shall be selected. This year, PwC proposed the lowest audit fee and so the Company has proposed the shareholders' approval to appoint PwC as the Company's auditor.

Mr. Basant Kumar Dugar, Shareholder

Suggested that PwC auditors should also pass the audit standard of ASEAN Chartered Professional Accountant (ASEAN CPA).

Mr. Sathaporn Kotheeranuruk, Shareholder

- 1) Admired that the Company could reduce the 2019 audit fee
- 2) Inquired about the audit fee of Thairoil's Subsidiaries

- 3) Due to the change of auditors, how much does it cost for the new (PwC) auditors to verify the audit working papers? Has the Audit Committee taken such information into consideration?
- 4) Does the change of auditors affect the schedule of Q1/2019 financial statement review?

*Mr. Suriyaphong
Wattanasak,
Shareholder
Chairman*

Which page of 2018 annual report contains the auditors' report?

Thanked shareholders for the admiration toward the Company's operation and asked Ms. Chularat Sutheethorn, Chairman of the Audit Committee, to address the inquiries.

Ms. Chularat

Informed that

- 1) the Company's 2019 audit fee is Baht 1.7 million and the total audit fee of Thaioil and Subsidiaries is Baht 6.5 million compared with that of 2018 at Baht 9.1 million.
- 2) the Company estimated the additional cost, incurred from the change of auditors for the audit working papers verification, of approximately Baht 2,200,000. The amount of which, combined with the 2019 decreasing audit fee and other expenses, still cost the Company Baht 770,000 less than 2018 audit fee;
- 3) the Company has already prepared for the Q1/2019 financial statement review in advance, and is confident that will be on schedule;
- 4) the auditor's report is in page 189 of the 2018 annual report.

After giving opportunity to shareholders to question and comment and there were no more questions or comments, the Chairman requested the Meeting to consider the resolution for this agenda.

Resolution

The Meeting, by the majority votes of the shareholders who attended the Meeting and cast their votes, resolved to approve the 2019 annual appointment of auditors and determination of their remuneration as proposed.

Approved	1,454,527,297	votes,	or	98.9655%
Disapproved	15,204,392	votes,	or	1.0345%
Abstained	799,202	votes		
Voided Ballots	0	votes		

Agenda Item 5 **To Approve the Appointment of New Directors in Replacement of those who complete their terms by rotation in 2019**

Before starting the agenda, the Chairman informed the Meeting that directors completing their term: Mr. Auttapol Rerkpiboon, Gen. Kukiatt Srinaka, Ms. Duangporn Thiengwatanatham and Mr. Kanit Si will leave the meeting room. The directors were to return to the meeting room after the agenda was presented.

The Chairman assigned ACM Suttipong Inseepong, Chairman of the Nomination and Remuneration Committee (NRC), to preside over and present the details of this agenda to the Meeting.

ACM Suttipong informed the objectives and reasons of the agenda to the Meeting that 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 Meeting shall elect 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 AGM. The directors whose terms are completed are eligible for re-election.

The directors who complete their terms by rotation at the 2019 Annual General Meeting of Shareholders, namely:

- (1) Mr. Auttapol Rerkpiboon
- (2) Gen. Kukiatt Srinaka
- (3) Ms. Duangporn Thiengwatanatham
- (4) Mr. Kanit Si and
- (5) vacant position due to the resignation of Mr. Noppadol Pinsupa

The Company had announced on its website providing an opportunity for shareholders to nominate candidate(s) with qualifications required. There was no director candidate nominated.

The NRC sought qualified candidates according to the nomination procedure and proposed a list of qualified candidates to the Board of Directors. After due consideration, the Board of Directors agreed with the NRC's proposal and found it appropriate to propose to the Meeting to consider the appointment of directors as followed:

- | | |
|------------------------------------|---|
| (1) Mr. Auttapol Rerkpiboon | Re-elected as Director |
| (2) Gen. Kukiatt Srinaka | Re-elected as (Independent) Director |
| (3) Ms. Duangporn Thiengwatanatham | Re-elected as Director |
| (4) Mr. Kanit Si and | Re-elected as (Independent) Director |
| (5) Mr. Preecha Pocatanaawat | Director replacing the vacant position due to the resignation of Mr. Noppadol Pinsupa |

Biography of the five candidates appears in the Company's of 2019 Shareholders Annual General Meeting invitation notice, page 15 – 25 of attachment 3.

Then, the Chairman invited shareholders to question and comment. And there were no question and comment from shareholders. After that, the Chairman requested the Meeting to consider the resolution for this agenda.

The Chairman, advised an officer to invite the four directors, leaving the meeting room at the beginning of the agenda, to return to the Meeting.

Resolution **The Meeting, by the majority votes of the shareholders who attended the Meeting and cast their votes, resolved to approve the appointment of Directors as proposed:**

(1) **Mr. Auttapol Rerkpiboon**, re-elected as Diector with the following votes:

Approved	1,420,845,052	votes,	or	96.6710%
Disapproved	48,929,223	votes,	or	3.3290%
Abstained	821,420	votes		
Voided Ballots	0	votes		

(2) **Gen. Kukiatt Srinaka**, re-elected as (Independent) Diector with the following votes:

Approved	1,438,818,753	votes,	or	97.8429%
Disapproved	31,720,622	votes,	or	2.1571%
Abstained	54,320	votes		
Voided Ballots	2,000	Votes		

(3) **Ms. Duangporn Thiengwatanatham**, re-elected as Diector with the following votes:

Approved	1,425,495,085	votes,	or	96.9367%
Disapproved	45,046,990	votes,	or	3.0633%
Abstained	51,620	votes		
Voided Ballots	2,000	votes		

(4) **Mr. Kanit Si**, re-elected as (Independent) Diector with the following votes:

Approved	1,456,755,815	votes,	or	99.0623%
Disapproved	13,789,760	votes,	or	0.9377%
Abstained	48,120	votes		
Voided Ballots	2,000	votes		

(5) **Mr. Preecha Pocatanaawat**, appointed as Diector with the following votes:

Approved	1,425,456,228	votes,	or	96.9328%
Disapproved	45,104,547	votes,	or	3.0672%
Abstained	34,920	votes		
Voided Ballots	0	Votes		

Agenda Item 6 To Approve the disposal of assets to transfer ownership in the Energy Recovery Unit (“ERU”) which is a part of the Clean Fuel Project (“CFP”) and the execution of the relevant agreements

The Chairman assigned Mr. Atikom Terbsiri, CEO & President, to report the details of this agenda to the Meeting.

Mr. Atikom informed that The Extraordinary General Meeting of Shareholders (EGM) No. 1/2018 on August 27, 2018, approved the Company’s investment on Clean Fuel Project (“CFP”) with investment of approximately USD 4,825 million and approximately USD 151 million in interest during its construction. In the 2018 EGM, the Company reported the CFP’s implementation guidelines, stating instead of its own investment in the whole CFP project, the

Company is to seek a potential investor in the Energy Recovery Unit (“ERU”), a part of CFP, in order to reduce investment costs of the CFP.

The Company thoroughly considered key and surrounding factors in selecting investors for the ERU; thus found that Global Power Synergy Public Company Limited (GPSC) is fully qualified.

The Board of Directors meeting No.1/2019 held on January 21, 2019 resolved to approved the the disposal of assets to transfer ownership in the Energy Recovery Unit which is a part of the Clean Fuel Project and the execution of the relevant agreements. In this regard, GPSC may consider the establishment of a subsidiary, wholly owned by GPSC, to enter into the transaction for GPSC. The entering into transaction with GPSC or its subsidiary is considered the transaction with the following details;

(1) The asset disposal transaction pursuant to the Notification of Capital Market Supervisory Board TorChor. 20/2551 (2008) Re: Rules on Entering into Major Transactions Deemed as Acquisition or Disposal of Assets, as amended, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, B.E. 2547 (2004), as amended; as the size of such asset disposal transactions calculated on the basis of the total value of consideration is less than 15% of the total assets of the Company, the Company is not required to comply with the Notifications on Assets Acquisition or Disposal;

(2) The connected transaction relating to assets or service pursuant to the Notification of Capital Market Supervisory Board TorChor. 21/2551 (2008) RE: Rules on Connected Transactions (as amended), and the Notification of the Board of Governors of the Stock Exchange of Thailand RE: Disclosure of the Information and Other Acts of Listed Companies Concerning the Connected Transaction, B.E. 2546 (2003), as amended; as the Company is one of GPSC’s major shareholders with direct and indirect shareholding of 24.29% of GPSC’s paid-up capital (as of August 29, 2018). Additionally, PTT is a major shareholder of both the Company and GPSC, respectively a shareholding of 48.03% and 50.60% of the paid-up capital, the data of which is of the latest record date of the Company and GPSC which is on September 14, 2018 and August 29, 2018, respectively. The calculation of the value of the above transaction pursuant to the Connected Transaction Notifications with reference to the Company’s reviewed consolidated financial statements as of September 30, 2018, aggregated with the value of all connected transactions of the Company entered into during the past 6 months prior to the date of the entry to the transaction has been agreed with amounts to Baht 2,300 million, results in the aggregate transaction size of 319.54% of the value of net tangible assets of the Company (“NTA”), which is equivalent to an aggregate transaction value of approximately USD 12,337.16 million, or approximately Baht 392,971.68 million. Therefore, this transaction is regarded as connected transaction pursuant to the Connected Transaction Notifications with the aggregate value of more than Baht 20,000,000 and higher than 3% of NTA of the Company.

Accordingly, the Company is required to comply with the Connected Transaction Notifications by taking the following actions:

1) Disclose relevant information on the Company’s transactions to SET which the Company has already proceeded that and also attached the information with the AGM 2019 invitation notice.

2) Organize the Company's shareholders meeting to consider and approve the entering into the transaction. The resolution on which must be passes by votes of no less than three-fourths of the total votes of the shareholders attending the Meeting and entitled to vote, excluding the votes of interested shareholders, PTT, of 979,765,183 shares or 48.03% of the company's paid-up capital which is the information on the Record Date on 1 March 2019.

3) Appointed an Independent Financial Advisor to provide opinions on the suitability and benefits of entering into the transaction, price, and conditions of the transaction, the Company has appointed Maybank Kim Eng Securities (Thailand) Public Company Limited, an financial advisor approved by the Securities and Exchange Commission Thailand (SEC), as an Independent Financial Advisor.

The Board of Directors deemed appropriate to propose the 2019 Annual General Meeting of Shareholders to consider and approve the disposal of assets to transfer ownership in the Energy Recovery Unit which is a part of the Clean Fuel Project and the execution of the relevant agreements with GPSC or wholly owned subsidiary of GPSC (the ERU Project), which are important to reduce the CFP investment cost, increase liquidity, and make it more efficient to support future investments. In this regards, the Board of Directors also deemed appropriate to propose to the Shareholders' meeting for the approval of granting the authorization for Chief Executive Officer and President of the Company, or the person assigned by the Chief Executive Officer and President of the Company, to perform any necessary actions relating to the connected transactions with GPSC, including but not limit to, the signing, negotiation, change and amendment of the details and conditions of the Relevant Agreements and other related documents, as well as contacting government agencies or relevant regulatory authorities for the acquisition of related permissions and licenses, as deemed necessary and appropriate, to ensure the completion of the ERU Project according to its objectives and for the maximum benefit of the Company.

Mr. Atikom assigned Mr. Pongpun, Executive Vice President Strategy and Executive Vice President Innovation and Digitalization (Act.), to present on the details of ERU and the relevant agreements to the Meeting. And after that, he invited Mr. Montri Representative from Maybank Kim Eng Securities (Thailand) Public Company Limited, Independent Financial Adviser to summary on the transaction.

Mr. Pongpun informed that the main raw material-pitch, for ERU power generation is the outcome of the modern business technologies operation for the Company's CFP Project to turn the heavy crude oil into the light crude oil by applying the Residue Hydrocracking Unit (RHCU). The ERU will install all 3 fired boilers, with 1 reserved unit in order to increase the reliability of the operation to support the CFP project. The steam will be sent to the 2 steam turbine generators, 125 megawatts for each unit, totaling 250 megawatts of electricity capacity. The generated electricity around 200 megawatts will supply to the CFP while the remaining 50 megawatts would serve internal electricity required of the ERU. There will be remain steam from the ERU to CFP as well.

The disposal of assets to transfer ownership in the ERU to GPSC, significant aims to reduce investment cost of the CFP by 15%, enhance liquidity and efficiently support future investment; furthermore, the transaction will boost the return on investment of the CFP while the Company can continue to manage and oversee the implementation of the CFP and ERU during the

construction phase and the operation phase in respect of the safety, reliability and plant optimization of the projects as originally planned.

GPSC is well versed in the electricity business and having a good understanding of the oil refining and petrochemical business which will help to coordinate in various aspects. The construction of ERU will take around 4 years and will be completed in year 2023. There will be 5 main contracts involved in such transaction, each contract based on the market price. During construction period, the Company will entered into the Novation Agreement to transfer the rights over the ERU with the purchase price of not exceeds USD 757 million, which the Company will be the Seller and GPSC will be the Purchaser. The Company will transfer the ownership of ERU to GPSC after the construction and the Provisional Acceptance of ERU are completed, which expected to be in year 2023. The Environmental Impact Assessment (EIA) report, the Factory Operation Permit and the Electricity Operations Permit need to be approved before the transferring ownership in the ERU.

In the operation phase, there will be 4 main contracts after the transferred ownership in ERU 1) Fuel and Utilities Supply Agreement, the Company must provide pitch, fuels, and other utilities regarding to the operation of ERU to GPSC. 2) Power Purchase Agreement, the Company will buy the electricity, steam, and other by-products which produced by ERU from GPSC. 3) Operation and Maintenance Services Agreement, GPSC will engage the Company to provide the services of operation and maintenance of the ERU. The scope of services includes, management, operation and maintenance of the ERU. 4) Land Sub-Lease Agreement, as ERU is located in the 36 rai of leasing state properties, the Company has the leasing contract with the Treasury Department, the Ministry of Finance, therefore, the Company needs to enter into a land sub-lease agreement with GPSC.

Mr. Montree and Mr. Thaveesith, the Independent Financial Adviser from Maybank Kim Eng Securities (Thailand) Public Company Limited informed that such transaction is a connected transaction, it is necessary to provide an independent financial advisor's opinion to shareholders. And also to present the Characteristics and Details of the Transaction, Objective and Benefit of the Transaction, the Advantages and Disadvantages of Entering into the Transaction and Not Entering into the Transaction, Advantages and Disadvantages of Entering into the Connected Transaction Comparing to Non-Related Company, as well as the Risk of Entering into the Transaction and Other considerations related to the transaction and summary of NPV and Project IRR of the CFP Project. The independent financial advisor is of the opinion that the sale of assets at this time is not comparable to borrowing from financial institutions as compared to the general terms of the loan agreements from financial institutions that may have less than 25 years of the contract period and loan facilities for each project that is not full, including not being able to compare with fund raising through the Infrastructure Fund because there are differences in the characteristics of the assets, the form, and the duration of the benefits of each infrastructure fund. Therefore, the Independent Financial Advisor chooses to use the method of comparing the return of the CFP Project in the case of selling assets and transferring the ownership of the ERU project to the case that there is no sale of assets.

Based upon a series of analyses carried out by the Independent Financial Advisor regarding the reasonableness of the Transaction, as well as fairness of the price and terms and conditions of

the entering into the Transaction by means of making investment in the CFP Project under the limitations to information accessibility and limitations to the revealing of certain portions of information on the CFP Project upon the grounds that such signifies confidential sensitive information, the Independent Financial Advisor is of the opinion that such limitations during the preparation of the IFA Report did not produce any significant impacts upon its mod operandi. The details of the Independent Financial Advisor's opinion are as follows:

- The act of entering into this Transaction is considered to be 'reasonable' due to its reasonable pricing and returning value, without interest transferring. The CFP Project, apart from having more chances to gain higher benefits, The Company, thereby, shall learn the experiences shared by the GPSC experts from entering into this connected transaction.
- The act of entering into this Transaction is considered to be 'reasonable' due to fairness of proposing prices and condition lists. The Transaction of ERU Assets would in turn increase the CFP Project NPV, Equity NPV, Project IRR and Equity IRR, comparing to not entering into the Transaction. The Company's net cost for entering the Transaction is of averagely 8.25% annually.

Based on the Transaction valuation, the advantages and disadvantages of entering the transaction, the Independent Financial Advisor therefore considers that the transaction will be beneficial to the shareholders. Therefore, it is recommended that the Shareholders approve the entering into the aforementioned Transaction. (the details are as The Opinion of the Independent Financial Advisor Regarding the Connected Transaction of Disposal of Assets to Transfer Ownership in the Energy Recovery Unit which is a part of the Clean Fuel Project) which has been sent to the shareholders together with the AGM invitation.

The Chairman then invited shareholders to question and comment. Issues raised were as followed:

*Mr. Direk
Khunnawutwanich,
Shareholder*

1) According to the Company reporting that the asset sale to GPSC will increase the Company's liquidity, how would the Company benefit from the increasing liquidity during the construction period (2019-2023) if the transfer of ERU ownership is expected to complete in 2023?

2) According to the Company reporting that the CFP's internal rate of return (IRR) will increase if the Company spins off the ERU for GPSC to invest, is the carve-out considered pushing the investment burden to GPSC? Has the Company taken both direct and indirect returns on equity in GPSC into calculation?

3) What is the difference between Project IRR and Equity IRR?

*Mrs. Kanchala
Mahidhiharn,
Shareholder*

Is the CFP required to receive endorsement of Environmental and Health Impact Assessment (EHIA)? Does the CFP's approved EIA include the ERU operation?

*Mr. Suriyaphong
Wattanasak, Shareholder*

Requested the Company to summarize the overview of ERU project for shareholders to easily comprehend, and inquired if the Company

is capable of operating the ERU on her own without selling or transferring it to GPSC?

*Mr. Sathaporn
Kotheeranuruk,
Shareholder*

- 1) According to the information presented by Independent Financial Advisor (IFA) on the risk factors of the ERU sale and ownership transfer, could the IFA indicate the impact level of each risk factor?
- 2) Does the accounting recording of the five agreements, which are to be signed and in line with International Financial Reporting Standards (IFRS) 15, have any impacts on the Company's financial statement? If so, how is it affected? Has the Company taken the impact from IFRS 16 into consideration when the ERU construction is due to complete in 2023?
- 3) Requested the Company to affirm that prices in the aforementioned five related agreements are based on fair value?

*Mr. Sitthichoke
Boonvanich, Shareholder*

- 1) Inquired about the approaches and criteria used to select the production technology for CFP and ERU.
- 2) After the CFP is completed in 2023, how much investment return does the Company gain each year? And will CFP completion affect the Company's stock price?

*Mr. Vicha
Chokphongphan,
Shareholder*

GPSC is expected to increase its register capital. If it is so, will the Company increase the invested capital in GPSC?

*Ms. Janejira
Sombutcharoenwong,
Shareholder*

Admired the Company's inventory management and expected that the CFP is to yield the highest benefit for the Company, and inquired if the CFP could help minimize the impact from stock loss.

Chairman

Thanked shareholders for interest inquiries and admiration toward the Company's operation, and asked Ms. Pattaralada Sa-ngasang, Executive Vice President of Accounting and Finance, to address the financial inquiries.

Ms. Pattaralada

1) The CFP investment is approximately USD 4,825 million with the current debt to equity ratio at 2:1, which is considered an appropriate level. During the four years of the project construction (2019-2023), the Company's EBITDA is expected at USD 600-800 million each year. This leads to the necessity for additional loan for investment and liquidity support which could in some way affect the Company; for example, more risks and higher financial cost. This leads to a possible reduction of credit rating of the Company. Therefore, the ERU sale and ownership transfer to GPSC within approximately USD 757 million is to lessen the Company's investment cost. Moreover, during the four-year construction, the Company is to receive an advance payment of 20% of the ERU investment value. The accounting recording of which is to record as non financial long-term debt. This will not affect the Company's

loan ability, and help reduce the financial risk as well as secure the strong financial status of the Company.

2) The Company insists that prices in the agreements are fair value, being benchmarked with the market price. The cost and operating expense are taken into consideration and calculation to ensure fair value. Also, the prices in the sale and purchase of feedstock and utility agreements are based on the market price.

3) IFRS 16 is to affect the Company when the ERU ownership transfer happens in 2023. Then, the Company is required to record the right-of-use as asset and debt from the asset using as long-term debt with amortization calculated based on the operating period. Such long-term debt is considered other debt and not financial debt, and therefore is not included when consider the credit rating.

Chairman

Asked Mr. Pongpun Amornvivat, Executive Vice President of Corporate Strategy, to address the inquiries on CFP and ERU.

Mr. Pongpun

The CFP consists of three main process units: 1) the new Crude Distillation Unit with more refining capacity leading to the increase of the Company's total capacity from 275,000 to 400,000 barrels per day; 2) Residue Hydrocracker Unit (RHCU) capable of refining fuel oil (heavy and low value) into diesel and jet fuel with higher value; and 3) Energy Recovery Unit (ERU) generating power for the CFP, the unit of which is considered to be spun off to GPSC. The ERU ownership transfer is to happen in 2023 after the construction is completed. GPSC is to pay in advance 20% of the ERU investment value to the Company aiding the financial liquidity.

2) The EIA report for CFP, which has already been approved, covers all aforementioned three main process units. However, the ERU carve-out to GPSC requires the re-submission of EIA report for ERU, the matter of which is on process and expected to be approved by Q3/2019. The CFP and ERU, however, are not required to submit for the EHIA approval.

Chairman

Asked the IFA to address other related inquiries.

Mr. Montree

1) The ERU transaction is considered the win-win agreement. On one hand, the Company lessens the investment cost of more than USD 700 million as well as receives the advance payment from GPSC which increases the financial liquidity. Moreover, the CFP's Project IRR will increase from 12.1% to 12.5%. On the other hand, GPSC embraces the investment with about 8% returns, which is considered high for power business compared with other investment.

- 2) The difference between Project IRR and Equity IRR is that Project IRR results from the estimate of cash flow from the project operation without loan, and so the interest and loan payment not included. Therefore, the Project IRR yields at 12%; however, with loan, the Equity IRR will increase. As for power business, the appropriate Project IRR is at 8% with partial loan and interest lower than Project IRR. The difference of which is to return to shareholders. For example, the Project IRR of 8% can increase to 10% with loan. GPSC, then, receives high turns as well. However, high project investment can affect the Company's reliability and credit rating. The ERU carve-out can help maintain the Company's credit rating. As for IFA and other expense, it is already included in ERU investment value, yet without high significance.
- 3) The IFA considers the Company is knowledgeable and capable of operating the ERU on her own. However, the carve-out to the company with power business expertise, will lessen the investment cost and increase the efficiency of project management. Such carve-out is, therefore, the win-win agreement.
- 4) It is normal that the project investment are accompanied with risk factors; however, the project returns are worthy and the risks of not implementing the project should be considered. The IFA, thus, supports on the implementing of the project.
- 5) At present, GPSC plans to expand its business with large investment, and GPSC is obliged to set a matching capital plan.

Mr. Thaweessith

Informed that the IFA financial analysis is an estimate resulted from the project analysis. Should shareholders wish to use such information to evaluate the Company's share value, it must be done with cautions. This is because the information might not be in line with the Company's accounting or other information which is usually supported by other factors. The shareholders, therefore, should not solely use the information in IFA report for the evaluation of the Company's share value.

Chairman

Asked Mr. Bandhit Thamprachamjit, Senior Executive Vice President of Refinery and Petrochemical and Executive Vice President - Operation Excellence (Act.), to address the inquiries on technologies used in CFP and ERU.

Mr. Bandhit

Informed that in operating the ERU, the Company has considered compared and selected appropriate and proven technologies that can stably efficiently and commercially operate. The unit can use oil pitch as fuel to generate power and steam, addressing the CFP's demand.

Chairman Added that the ERU carve-out to GPSC is to lessen the Company's investment cost, supporting the Company to fully focus on the production of petroleum addressing the market demand after the CFP is completed. At the same time, GPSC gains an appropriate level of returns. This project, thus, is considered the win-win agreement.

Mr. Direk Khunnawutwanich, Shareholder If GPSC is considered possessing expertise on power business, when the ERU is purchased and its ownership transferred to GPSC, why does the Company still hold the position of selecting technologies, constructing, and operating the ERU?

Chairman Asked Mr. Pongpun, Executive Vice President of Corporate Strategy, to address the inquiry.

Mr. Pongpun Informed that it is because the Company has already started the discussion and negotiation with the EPC contractor selected to construct the CFP, which includes the ERU. The separation of ERU work scope for GPSC to construct, can cause a delay of the CFP. The Company and GPSC, thus, have agreed to cooperate on the ERU construction. The ERU ownership transfer will be done after the construction completes. The ERU is a significant unit for power generating to assure that the CFP will continuously have power and steam. Moreover, the ERU is located on the Company's refinery ground, and so the Company volunteers for operation and maintenance through the project lifetime to assure that the ERU will always and continuously operate and optimize.

After giving opportunity to shareholders to question and comment and there were no more questions or comments, the Chairman requested the Meeting to consider the resolution for this agenda.

Resolution

The Meeting, by the number of votes of 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, excluding the votes of interested shareholders, resolved to approve the disposal of assets to transfer ownership in the Energy Recovery Unit ("ERU") which is a part of the Clean Fuel Project ("CFP") and the execution of the Relevant Agreements with Global Power Synergy Public Company Limited (GPSC) or wholly owned subsidiary of GPSC ("ERU Project") and approve the granting of authorization to Chief Executive Officer and President of the Company, or the person assigned by the Chief Executive Officer and President of the Company, to perform any necessary actions relating to the connected transactions with GPSC, including but not limit to, the signing, negotiation, change and amendment of the details and conditions of the Relevant Agreements and other related documents, as well as contacting government agencies or relevant regulatory authorities for the acquisition of related permissions and licenses, as

deemed necessary and appropriate, to ensure the completion of the ERU Project according to its objectives and for the maximum benefit of the Company.

The resolution comprised the following votes:

Approved	484,188,149	votes,	or	98.6058 %
Disapproved	50,400	votes,	or	0.0103 %
Abstained	6,795,124	votes	or	1.3838 %
Voided Ballots	600	votes	or	0.0001 %

Agenda Item 7 Others

The Chairman informed the Meeting that the Company invited the shareholders to propose agenda for this Meeting on the website from September 28 to December 31, 2018, however there were no agenda proposals.

The Chairman then announced the criteria for the submission of agenda items in addition to those set in the meeting invitation notice. According to Section 105, second paragraph of the Public Company Limited Act B.E. 2535 (as amended), when the Meeting considers agenda items as set in the meeting invitation notice, shareholders together accounting for no less than one-third of the sold shares may ask the Meeting to consider other matters beyond those specified in the meeting invitation notice.

The main condition for a motion to be included among agenda items is that it is supported by a combined one-third or more of the total sold shares, or no less than 680,009,291 shares of the total 2,040,027,873 shares.

Then, the Chairman invited the shareholders to question and comment on other matters. Issues raised were as follows:

*Mr. Sitthichoke
Boonvanich, Shareholder*

- 1) Can the production capacity with the CFP operation enable the Company to set the petroleum price without having to base on the reference price in Singapore? With such capacity increase, how much legal reserved is required from the Company?
- 2) Can the Company cooperate with the government on strategic legal reserved to minimize the impact from stock loss?
- 3) Inquired about the possibility to process petroleum for military purpose and able to be detected by sonar signal.

Chairman

Acknowledged and would take suggestions into consideration for possible development.

*Mr. Sathaporn
Kotheeranuruk,
Shareholder*

- 1) According to 2018 annual report page 228 in financial statement, the transfer of asset and debt to PTT Oil and Retail Co., Ltd (PTTOR) is shown. Does such transfer affect the Company's revenue? If so, how does it affect? Is the transfer only for PTTOR?

2) According to 2018 annual report page 190-191 on key audit matters, the Company is requested to explain if there is a chance for goodwill and properties plant and equipment to be impaired. The Company is also inquired what measures the Company has to prevent the impairment, and is requested to elaborate about the inventory with fluctuating price.

Chairman

Asked Mr. Atikom Terbsiri, CEO & President, to address the inquiries.

CEO & President

Informed that

1) The Company did not involve in the transfer of assets and debts to PTTOR; the transaction and transfer of which are between PTT Plc and PTTOR. (a PTT subsidiary established according to PTT's business restructuring plan). However, some contracts between the Company and PTT are affected. Since PTT spin off assets to PTTOR; thus, PTT did not possess assets or ability to deliver goods and services to the Company. Rights and responsibilities, once belonged to PTT, are transferred to PTTOR. Yet, no assets of the Company involve in such transfer.

2) There are key audit matters as follows:

The goodwill including reputation branding and customers list which has come along when acquired business currently under TOP Solvent Co., Ltd and TOP Solvent (Vietnam) LLC and the assessment of vessels of Thairoil Marine Co., Ltd. Both goodwill and vessels are assessed each year, and it is found that, in 2018, their fair value is higher than their book value, resulting in no impairment.

The inventory of petroleum product in the Company's stock value is higher than market price due to the decrease of crude oil price, resulting in the asset impairment which appears in the financial statement as net releasable value (NRV) of crude inventory of approximately Baht 1,300 million.

*Ms. Nongluk Tham-aree,
Shareholder*

Suggested that the Company should limit the number of director not exceeding 15 directors and nominate ones with engineering expertise.

Chairman

Informed that according to the Company's Articles of Association, the number of directors is not to exceed 15, and the Company currently implement Competency Matrix as the guideline to consider the director nomination to ensure the diversity of qualifications and expertise.

The Chairman again invited questions and comments from the shareholders but there were no more questions or comments. The Chairman thanked the shareholders for attending the AGM, then, announced that the Meeting is adjourned and all meeting participants were announced to return the remaining voting ballots.

Also, as the Meeting adjourned, there were 1,194 shareholders attending in person or 3,783,963 shares equaling 0.1855%, and 2,854 proxies presenting at the Meeting or 1,467,018,493 shares equaling 71.9117%, totaling up to 4,048 attendees representing, 1,470,802,456 shares or 72.0972% of the total issued share of the Comapny.

Meeting Adjourned: 12.50 hrs.

Recorded by Mr. Viroj Meenaphant
Company Secretary

(Professor Dr. Thosaporn Sirisumphand)
Chairman of the Board

(Mr. Atikom Terbsiri)
Director /
Chief Executive Officer and President