



Invitation to the Extraordinary General Meeting of Shareholders No.1/2020

Thai Oil Public Company Limited

Wednesday, October 28, 2020, 10.00 hrs.

Bangkok Convention Center, 5th Floor, Central Plaza Ladprao, Bangkok, Thailand

Guidelines for attending the meeting

Thai Oil Public Company Limited (the “Company”) kindly asks shareholders to thoroughly read and strictly comply with the guidelines for attending the meeting indicated in this invitation to prevent the spread of COVID-19.

To reduce the risk of spreading the disease and due to the seat limitation from social distancing,

- shareholders are requested to grant a proxy to the Company’s independent director instead of attending the meeting in person and submit relevant questions, comments or recommendations prior to the meeting.

For shareholders who wish to attend the meeting in person,

- please cooperate with the health screening process, including filling in the health declaration form without concealing any facts;
- prepare and wear a facemask at all times at the meeting venue;
- no tea and coffee will be served by the Company, and eating and drinking are strictly prohibited at the meeting venue;
- please cooperate in registering through Thai Chana QR Code before attending the meeting.

Registration starts at 8.00 hrs.

(Please study the map and department store entrances before opening hours in Enclosure 8)

***** For the convenience of the registration process, *****

***** please bring the registration form with barcode on the meeting date. *****

***** No gift will be provided to the shareholders and proxies attending the meeting. *****

Privacy Notice
For Extraordinary General Meeting of Shareholders No. 1/2020
Thai Oil Public Company Limited
On Wednesday 28th October 2020 (“EGM”)

Thai Oil Public Company Limited (the “**Company**”) values a personal information of the shareholder(s) and/or proxy (“**You**”) and acts in compliance with Personal Data Protection Act B.E. 2562 (A.D. 2019). The Company would like to inform You as follows:

Data Controller Information: Thai Oil Public Company Limited. The contacting details are as appeared in the invitation of the Company’s EGM.

- 1. Personal Data:** The Company needs to collect your personal data for the purpose of EGM arrangement and EGM attendance as follows:
 - 1.1. General Personal Data:** name, age, address, telephone number, identification number, e-mail, fax number, shareholder identification number, occupation.
 - 1.2. Sensitive Personal Data:** body temperature, travelling record which is related to the health information, and symptom. In addition, the Company will also take photograph and carry out video recording during the EGM.
- 2. Objectives, Legal basis, and Data Processing:** The Company processes the personal data in accordance with the objectives and legal basis as follows:
 - 2.1. Legal basis**
 - The Company collects and uses your data under item no. 1.1. and item no. 1.2. for the purpose of calling, arranging, and conducting the EGM including verifying your identification and sending any related documents and carrying out any action according to the EGM’s resolutions and the laws as well as carrying out any other activities to comply with the laws and any order of the governmental authorities in accordance with the Public Limited Companies Act B.E. 2535 (A.D. 1992), the Civil and Commercial Code, and any other laws.
 - 2.2. Legitimate interest**
 - The Company collects and uses your data under item no. 1.1. for the purpose of preparing the minutes of EGM, and keeping evidences of your attendance to the EGM as well as for any activity as necessary and related to the legitimate interest of Company and other person to the extent that it is within the scope of the objectives which You can reasonably expect.
 - The Company collects and uses your data under item no. 1.2. for the purpose of screening any person at risk of being infected with COVID-19 in order to achieve public health interest to prevent any contagious disease and in compliance with the measures and guidelines of EGM.
 - The Company takes photograph and records the video during the EGM for the use of reporting and publicizing the EGM via electronic means and printing. You may appear in the photograph or video recording of the EGM but the details of your identity will not be identified.
- 3. Source of Personal Data:** The Company collects your personal data directly from You and from Thailand Securities Depository Co., Ltd.
- 4. Personal Data Disclosure:** The Company may need to disclose your personal data for the purpose of EGM arrangement and EGM attendance as follows:
 - Law enforcement agencies (such as Ministry of Commerce, the Office of Securities and Exchange Commission and the Stock Exchange of Thailand).
 - PTT Digital Solutions Company Limited as the personal data processor.
 - Electronic and Print Media for the use of reporting and publicizing the meeting.
- 5. Personal Data Storage:** The Company will keep your personal data so long as it is necessary for the accomplishment of the objectives as stated above. In this regard, the Company expects to keep your personal data under item no. 1.1. for a period of 10 years, and under item no. 1.2. for a period of 6 months from the date that the Company receives your personal data. In order to comply with the above objectives, upon the lapse of those respective periods, the Company will destroy your personal data or anonymize such data.
- 6. Right of Data Owner:** Personal data owner has the rights to access and receive the copy of your personal data, to object the collection, use, or disclosure of the data, to correct your personal data, to erase your personal data within the prescribed period, to restrain from using your personal data, to transfer your personal data to other person, and to complain in accordance with the conditions of related laws.

If You would like to exercise any of your rights, please contact the Company and the Company will consider your request and contact You as soon as possible. If the Company fails to comply with the laws related to personal data protection, You can file a complaint to the Office of the Personal Data Protection Commission.

Table of Contents

Measures and Guidelines for Attending the Meeting under the Pandemic of Coronavirus Disease 2019	page 1 - 2
Invitation to the Extraordinary General Meeting of Shareholders No. 1/2020 of Thai Oil Public Company Limited	page 3 - 8
<u>Enclosure 5</u> Conditions and Procedures on the Registration, the Granting of Proxies and Required Documents to be Presented on the Meeting Date	page 9 - 10
<u>Enclosure 6</u> List of Independent Directors of Thai Oil Public Company Limited as Representatives for the Granting of Proxies in the Meeting	page 11
<u>Enclosure 7</u> Articles of Association of Thai Oil Public Company Limited in relation to the Shareholders' Meeting	page 12 - 14
<u>Enclosure 8</u> Map of the Venue of the Extraordinary General Meeting of Shareholders No. 1/2020	page 15

Remarks :

Enclosure 1 Information Memorandum on Acquisition and Disposition of Assets Transactions and Connected Transaction of Thai Oil Public Company Limited

Enclosure 2 Report on the Opinions of the Independent Financial Advisor on Acquisition and Disposition of Assets Transactions and Connected Transaction

Enclosure 3 Registration Form with Barcode (please bring this form on the meeting date)

Enclosure 4 Proxy Form B and P.O. Box Envelope for Return of the Proxy Form and Form of Notice of Intent to Attend the Extraordinary General Meeting of Shareholders No. 1/2020 by Post

Enclosure 9 COVID-19 Screening Health Declaration Form (please present this form on the meeting date)

Enclosure 10 Form of Notice of Intent to Attend the Extraordinary General Meeting of Shareholders No. 1/2020

The Company has delivered such documents per Enclosures 1, 2, 3, 4, 9 and 10 separately from this Invitation Letter.

The shareholders may download the supporting documents via this QR Code.



Measures and Guidelines for Attending the Meeting under the Pandemic of Coronavirus Disease 2019 (COVID - 19)

The Company is well aware of and concerned over the risk of the infection at the shareholders' meeting, and therefore, kindly asks shareholders to be informed and established the understanding about measures as follows:

- 1. Shareholders are requested to cooperate in granting a proxy to the Company's independent director to attend the meeting on behalf of the shareholders.**
- 2. Shareholders are welcome to submit relevant questions or suggestions in advance** regarding the meeting and agenda items prior to the meeting date via the following channels:
 - 2.1 Mail: by enclosing together with proxy form and using the P.O. Box Envelope (no affixture of stamp is required) which is delivered together with the invitation
 - 2.2 E-mail: ir@thaioilgroup.com
 - 2.3 Investors Relations Section Tel. 02-797-2961 or Corporate Secretary and Governance Section Tel. 02-797-2999, 02-299-0000 ext. 43320, 43322, 43323, 43326
 - 2.4 Fax: 02-797-2973
3. In case that any shareholder or proxy-holder still wants to attend the meeting in person, the Company would like to inform all meeting attendants of the Company's measures to prevent and reduce the risk of the spread of COVID-19 as follows:
 - 3.1 As required by law, the Company needs to limit the number of the meeting attendants, the shareholders are, therefore, requested to inform the Company of his/her intent to attend the meeting in advance by using Form of Notice of Intent to Attend the Extraordinary General Meeting of Shareholders No. 1/2020 (**Enclosure 10**) and send it to the Company within October 22, 2020 via fax number 02-797-2973, or e-mail at company_secretary@thaioilgroup.com, or using the P.O. Box Envelope for advance reservation of the seating. Please be present at the meeting venue at least 30 minutes prior to the meeting time, otherwise the Company may need to allocate your seat to other shareholders.
 - 3.2 The Company will conduct health screening, in compliance with the guidance of Department of Disease Control, at the meeting entrance. For those being identified with fever or respiratory symptom, the Company reserves the right to deny entry into the meeting. In case that the aforementioned person is a shareholder, a proxy can be granted to the Company's independent director to attend the meeting.

Each attendant will be required to stand at any queuing line for health screening, documents check and registration, with approximately at least one meter space from each other.
 - 3.3 The Company reserves the right to deny attendants' entry into the meeting for those who recently visited or returned from any countries specified as Disease Infected Zone by Ministry of Public Health less than fourteen (14) days, as well as attendants who have had close contact with those identified with high-risk situations less than fourteen (14) days, having high fever or showing any sign of respiratory symptoms.

- 3.4 Attendants shall be seated with a designated seat number and an appropriate social distancing at one meter from each other; also, moving provided seats is not allowed. The venue will be sanitized and cleaned prior to the meeting.
- 3.5 The Company kindly requests all meeting attendants to prepare and wear a facemask at all times.
- 3.6 Neither coffee nor tea will be served at the meeting; also, eating and drinking are strictly prohibited in the meeting venue in order to minimize the risk of the disease infection. Drinking area is located outside the meeting room.
- 3.7 The meeting attendants are required to fill in the health declaration form and shall not to conceal the health information or traveling record.
- 3.8 Meeting attendants shall be required to check in through Thai Chana QR code before entering the meeting venue.
- 3.9 Meeting attendants are requested for cooperation not to gather in close range or speak with loud voice in the meeting venue.

If many attendants are present at the same time, there may be delay in screening and registration for the meeting. The Company hereby apologizes for any inconvenience that may arise.



Ref. TBK. 01/0462

September 21, 2020

- Subject:** Invitation to the Extraordinary General Meeting of Shareholders No. 1/2020
- Attention:** Shareholders of Thai Oil Public Company Limited
- Enclosures**
1. Information Memorandum on Acquisition and Disposition of Assets Transactions and Connected Transaction of Thai Oil Public Company Limited
 2. Report on the Opinions of the Independent Financial Advisor on Acquisition and Disposition of Assets Transactions and Connected Transaction
 3. Registration Form with Barcode (please bring this form on the meeting date)
 4. Proxy Form (Proxy Form B is recommended) and P.O. Box Envelope for Return of the Proxy Form by Post
 5. Conditions and Procedures on the Registration, the Granting of Proxies and Required Documents to be Presented on the Meeting Date
 6. List of Independent Directors of Thai Oil Public Company Limited as Representatives for the Granting of Proxies in the Meeting
 7. Articles of Association of Thai Oil Public Company Limited in relation to the Shareholders' Meeting
 8. Map of the Venue of the Extraordinary General Meeting of Shareholders No. 1/2020
 9. COVID-19 Screening Health Declaration Form (please present this form at the meeting)
 10. Form of Notice of Intent to Attend the Extraordinary General Meeting of Shareholders No. 1/2020 (“**Notice of Intent to Attend the Meeting Form**”)

The Board of Directors' Meeting No. 8/2020 of Thai Oil Public Company Limited (the “**Company**”), held on August 20, 2020, has resolved to call the Extraordinary General Meeting of Shareholders No. 1/2020 on Wednesday, October 28, 2020 at 10.00 hours at Bangkok Convention Center, 5th Floor, Central Plaza Ladprao, located at No. 1695 Phaholyothin Road, Chatuchak Sub-district, Chatuchak District, Bangkok 10900, and set the record date to determine the list of shareholders entitled to attend the meeting on September 8, 2020.

The Company would like to inform that the Company has delivered the minutes of the 2020 Annual General Meeting of Shareholders, which was held on June 10, 2020, to all shareholders and posted the same on the Company's website on June 23, 2020 in order for the shareholders to verify the accuracy of, and to object to or revise, such minutes of meeting during the period from July 8, 2020 to July 31, 2020. Upon the lapse of such period, none of the shareholders objected to or requested to revise such minutes of meeting.

The Company hereby informs the shareholders of the agenda items of the Extraordinary General Meeting of Shareholders No. 1/2020 according to the resolutions of the Board of Directors as follows:

Agenda Item 1 **To consider approving the restructure of the Company’s shareholding in power business, comprising a disposal of all shares directly held by the Company in Global Power Synergy Public Company Limited (“GPSC”) to PTT Public Company Limited (“PTT”); and an acceptance of the entire business transfer from Thaioil Power Company Limited (“TP”), which are the connected transaction and the acquisition and disposition of assets of listed company**

Objectives and Rationale:

The Company has a strategy to invest in power business as a source of steady revenue stream. At present, the Company is holding shares in three companies which engage in power business, namely: (1) TOP SPP Company Limited (holding 100 percent of its shares); (2) TP (holding approximately 74.0 percent of its shares and the remaining of 26.0 percent of its shares held by PTT); and (3) GPSC (directly holding approximately 8.9 percent and indirectly holding through its shareholding in TP which holds approximately 20.8 percent in GPSC, representing the Company’s effective shareholding in GPSC at approximately 15.4 percent).

The Company wishes to restructure its shareholding in power business (the “**Restructuring Plan**”) for the purpose of reducing the complexity of the shareholding structure in order to enhance transparency, flexibility and efficiency in managing and driving the business forward. In addition, the completion of the Restructuring Plan will generate additional cash flow which will strengthen the Company’s financial position and increase funds for the Company’s future investment projects. The Company expects that it will be able to maintain its former target of profits from the power business.

Prior to the Restructuring Plan, the Company holds the effective shareholding in GPSC through its direct shareholding and its shareholding in TP totaling approximately 24.3 percent of all issued shares of GPSC. After the Restructuring Plan, the Company’s effective shareholding in GPSC will reduce to approximately 20.8 percent through its direct shareholding only. In this regard, the Restructuring Plan consists of Step 1 a disposal of all ordinary shares directly held by the Company in GPSC to PTT; and Step 2 an acceptance of the entire business transfer from TP, a subsidiary of the Company, with the details as follows:

Step 1 Disposal of all ordinary shares directly held by the Company in GPSC to PTT in the amount of 251,173,540 shares with a par value of Baht 10 each, representing approximately 8.9 percent of all issued shares of GPSC at the total price of approximately Baht 16,882 million, before deduction of dividend paid after June 30, 2020 until the share transfer date (the “**Share Disposal Transaction**”) (details as described in Clause 1 of the Enclosure 1).

The Share Disposal Transaction is a connected transaction under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (A.D. 2003) (as amended) (collectively, the “**Notifications on Connected Transactions**”) since PTT, as the buyer, is the Company’s major shareholder. The size of the transaction is equal to 17.0 percent of the net tangible assets (NTA) of the Company and its subsidiaries (based on the Company’s consolidated financial statements reviewed by the certified auditor for the period ended June 30, 2020), which is regarded as a connected transaction under the Notifications on Connected Transactions having the aggregate transaction value exceeding Baht 20 million, and having the aggregate transaction size exceeding

3 percent of the net tangible assets (NTA) of the Company and its subsidiaries. Therefore, the Share Disposal Transaction is required to be approved by the shareholders' meeting before execution of such transaction. In this regard, the Company and PTT or PTT's related persons have not entered into any other connected transactions during the past six months.

Step 2 Acceptance of the entire business transfer from TP, the Company's subsidiary in which the Company holds 74.0 percent of all shares of TP and PTT holds the remaining 26.0 percent of all shares of TP, at the total price of business transfer of approximately Baht 26,773 million (which is the price before deduction of dividend distributed by TP after June 30, 2020 until before the date of the entire business transfer and is subject to an adjustment according to the market price thereof as of the date of the entire business transfer appraised by an independent appraiser in accordance with the approach to be agreed between the Company and TP so that the price of entire business transfer reflects the fair value of the total assets of TP as of the date of the entire business transfer) (the "**EBT Transaction**"), whereby the Company agrees to accept the transfer of all assets, liabilities, rights, duties and obligations of TP existing on the day prior to the date of the entire business transfer, including contracts and licenses related to and used in the business operations of TP to enable the Company to continue the business operations of TP (details as described in Clause 2 of the Enclosure 1).

In this connection, after the entire business transfer of TP to the Company, TP will cease its business operations, pay dividend, undergo dissolution and start the liquidation process within the same fiscal year in which the entire business transfer occurs. After the completion of the liquidation, TP will distribute its assets to the Company and PTT as TP's shareholders in proportion to their respective shareholding.

The EBT Transaction is a connected transaction under the Notifications on Connected Transactions since PTT, as the Company's major shareholder, holds shares representing over 10 percent of all shares in TP, the business transferor. The size of the transaction is equal to 7.0 percent of the net tangible assets (NTA) of the Company and its subsidiaries (based on the Company's consolidated financial statements reviewed by the certified auditor for the period ended June 30, 2020), which is regarded as a connected transaction under the Notifications on Connected Transactions having the aggregate transaction value exceeding Baht 20 million, and having the aggregate transaction size exceeding 3 percent of the net tangible assets (NTA) of the Company and its subsidiaries. Therefore, the EBT Transaction is required to be approved by the shareholders' meeting before execution of such transaction. In this regard, the Company and TP or TP's related parties have not entered into any other connected transactions during the past six months.

In addition, the EBT Transaction is also regarded as an acceptance of transfer of the entire business by a public company pursuant to Section 107 of the Public Limited Companies Act B.E. 2535 (A.D. 1992) (as amended) (the "**Public Limited Companies Act**"), therefore, the EBT Transaction is required to be approved by the shareholders' meeting before execution of such transaction.

Moreover, the Share Disposal Transaction is also regarded as a disposition of assets by the Company under the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposition of Assets 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 or Disposition of Assets B.E. 2547 (A.D. 2004) (as amended) (collectively, the "**Notifications on Acquisition or Disposition of Assets**"). In addition, the EBT Transaction is also regarded as an acquisition of assets by the Company under the Notifications on Acquisition

or Disposition of Assets. The size of each of such transactions is lower than 15 percent (details as described in Clause 5 of the Enclosure 1); therefore, the Company is not required to disclose information or take any actions under the Notifications on Acquisition or Disposition of Assets. However, the Company's board of directors viewed that as the Share Disposal Transaction and the EBT Transaction form an integral part of the Company's Restructuring Plan, and the Company will nevertheless call the Extraordinary General Meeting of Shareholders of the Company No. 1/2020 to consider approving both transactions under the Notifications on Connected Transactions and to consider approving the EBT Transaction under Section 107 of the Public Limited Companies Act, it was thus deemed appropriate to also propose both transactions to the shareholders' meeting for consideration and approval under the Notifications on Acquisition or Disposition of Assets accordingly.

Therefore, for the purpose of execution of the Share Disposal Transaction and the EBT Transaction under the Company's Restructuring Plan, the Company has the obligations under the Notifications on Connected Transactions and the Notifications on Acquisition or Disposition of Assets as follows:

(1) To convene a board of directors' meeting to consider approving the Share Disposal Transaction and the EBT Transaction;

(2) To prepare and submit a report and disclose information memorandum on the Share Disposal Transaction and the EBT Transaction to the Stock Exchange of Thailand (the "SET");

(3) To engage an independent financial advisor to provide opinions on the Share Disposal Transaction and the EBT Transaction and submit such opinions to the Office of the Securities and Exchange Commission (the "SEC Office"), the SET and the Company's shareholders;

(4) To convene a shareholders' meeting of the Company by delivering the invitation letter for the shareholders' meeting at least 14 days prior to the date of the shareholders' meeting, and obtain approval from the shareholder' meeting of the Company with not less than three-fourths of all votes of the shareholders present at the meeting and entitled to vote, excluding such votes of the interested shareholder, i.e., PTT. As of the record date to determine the list of shareholders of the Company on September 8, 2020, PTT holds shares in the Company, directly and indirectly, in the amount of 979,765,183 shares, representing 48.0 percent of all issued shares of the Company.

The details of the Share Disposal Transaction and the EBT Transaction are described in the Information Memorandum on Acquisition and Disposition of Assets Transactions and Connected Transaction of Thai Oil Public Company Limited (**Enclosure 1**).

Opinion of the Audit Committee:

The Meeting of the Audit Committee of the Company (Extra) No. 1/2020, which was held on August 20, 2020, resolved to approve the Restructuring Plan and the execution of the Share Disposal Transaction and the EBT Transaction according to the two steps of the Restructuring Plan, with its opinion that the matter was justifiable based on the conditions on an arm's length basis and using the market price to appropriately determine the price range, primarily taking into account the best interest of the Company.

Opinion of the Board of Directors:

The Board of Directors' Meeting No. 8/2020, which was held on August 20, 2020, resolved to approve the Restructuring Plan comprising the Share Disposal Transaction and the EBT Transaction, including the execution of the relevant contracts and agreements, with its opinion that the implementation of the Restructuring Plan in two steps will enable the

Company to obtain cash flow after the execution of the transactions, which will enhance the liquidity and strengthen the Company's financial position, and increase funds for the Company's future investment projects, and to reduce the complexity and increase the flexibility in managing its investment in power business.

In this regard, the board of directors' meeting of the Company deemed it appropriate to propose to the Shareholders' Meeting to consider authorizing the Chief Executive Officer and President to take any actions necessary for and in connection with the Share Disposal Transaction and the EBT Transaction, including but not limited to (a) sign, negotiate, change and amend any agreements and documents relating to the Share Disposal Transaction and the EBT Transaction; (b) sign, change and amend the applications for permission, including any other documents and evidence necessary for and in connection with the Share Disposal Transaction and the EBT Transaction, including to contact with, submit, give statement and explanation to any authorities and/or regulatory bodies and/or any persons or organizations necessary for and in relation to the successful completion of the Share Disposal Transaction and the EBT Transaction, and to appoint any employee in the Thai Oil's group of companies to be substitute(s) having the scope of authority as the Company's Chief Executive Officer and President may deem appropriate.

In order to ensure that the shareholders have obtained information which is reliable, complete and sufficient to make their decisions, the Company has appointed Avantgarde Capital Co., Ltd., which is a financial advisor on the list approved by the SEC Office, as the independent financial advisor (IFA) to provide its opinions on the Share Disposal Transaction and the EBT Transaction to the Company's shareholders.

Opinion of the Independent Financial Advisor:

In determining the appropriateness of these transactions, Avantgarde Capital Co., Ltd. as an independent financial advisor, has analyzed the objectives of these transactions, the operating ability of GPSC and TP as well as their current and future operation policies, including information on the situation of the related power businesses, in order to analyze the reasonableness of these transactions. In conclusion, these transactions will allow the Company to restructure the shareholding structure of the power business to reduce its complexity which will make the management more transparent and more agile. In addition, the connected person, PTT, has a potential to enter into these transactions and will create positive effects in a long term for GPSC since it has a strong financial position and a diversified business structure which can benefit and support the business of GPSC, in which the Company will continue holding shares. In addition, an interested shareholder, who is a connected person, will not be entitled to vote on such agenda at the extraordinary general meeting of shareholders. Therefore, the independent financial advisor views that these transactions are **reasonable**.

Regarding the reasonableness of the price of the GPSC shares under the Share Disposal Transaction of approximately 8.9 percent of the total number of issued shares of GPSC at Baht 16,882 million is an **appropriate** price as it is within the price range evaluated by the independent financial advisor which is between Baht 16,291.3 - 18,946.7 million based on market price method as GPSC shares which have high liquidity, and net present value of cash flow method which can reflect the future operating results under GPSC's reasonable business plan and assumptions. In addition, the business transfer price at Baht 26,773 million is an **appropriate** value as it is within the value range evaluated by the independent financial advisor which is between Baht 25,749.8 - 28,884.0 million based on net present value of cash flow method which can reflect the future operating result under TP's reasonable business plan and assumptions.

In this regard, details of the opinions of independent financial advisor on the Share Disposal Transaction and the EBT Transaction are as described in the Report on the Opinions of the Independent Financial Advisor on Acquisition and Disposition of Assets Transactions and Connected Transaction (**Enclosure 2**).

Voting Requirements: *not less than three-fourths (3/4) of all votes of the shareholders present at the meeting and entitled to vote, excluding such votes of the interested shareholders.*

Agenda Item 2 **Other matters (if any)**

The Company is well aware of and concerned over the risk of the spread of the Coronavirus Disease 2019 as well as the health and safety of all shareholders and meeting attendants, and therefore, asks the shareholders to thoroughly read and strictly comply with the measures and guidelines for attending the meeting as indicated on page no. 1 - 2 of this document. The Company requests the shareholders' cooperation to grant proxy to the Company's independent director instead of attending the meeting in person and submit relevant questions, comments or recommendation in advance to the Company along with the proxy form in the prepaid postal envelope provided (no stamp is required) or via electronic mail to ir@thaioilgroup.com or contact the Investor Relations Section at Tel. 02-797-2961 or the Corporate Secretary and Governance Section at Tel. 02-797-2999 Ext. 43320, 43322, 43323, 43326, Fax. 02-797-2973.

On the meeting date, the Company will open for shareholders and/or proxies' registration and verify the relevant documents in support of the proxy forms at 8.00 hours onwards. The Company requests cooperation from the shareholders and/or proxies to read the Conditions and Procedures on the Registration, the Granting of Proxies and Required Documents to be Presented on the Meeting Date (**Enclosure 5**). For the convenience of the registration process, the shareholders and/or proxies are requested to bring and present such documents and evidence as listed in the Registration Form (**Enclosure 3**) and the Proxy Form (**Enclosure 4**) for registration on the meeting date. In case many attendants are present at the same time, there may be delay in screening and registration process. Since the number of seats is limited, please reserve the seat in advance by notifying the Company of an intent to attend the meeting by submitting the Notice of Intent to Attend the Meeting Form (**Enclosure 10**). When all seats are fully occupied, the Company would ask the shareholders present in person to grant proxy to the Company's independent director to attend the meeting on their behalf. The Company hereby apologizes for any inconvenience that may arise.

Yours truly,

Thai Oil Public Company Limited



(Mr. Wirat Unarumit)

Chief Executive Office and President

Corporate Secretary and Governance Section
Tel.: 02-797-2999, 02-299-0000 Ext. 43320, 43322, 43323, 43326
Fax: 02-797-2973

**Conditions and Procedures on the Registration, the Granting of Proxies
and Required Documents to be Presented in Attending
the Extraordinary General Meeting of Shareholders No.1/2020**

The registration and proxy document check on the meeting date will be started from 8.00 hours onwards at the venue specified in the invitation and the registration will be conducted with barcode system. **For the convenience of the registration process, shareholders and/or proxies are requested to present the registration form with barcode of shareholder's registration number (Enclosure 3) together with documents as described below:**

1. **Attendance of Meeting in Person** - Shareholders must present the following documents for registration:
 - 1.1 Registration form (**Enclosure 3**) signed by the shareholder
 - 1.2 Original of valid 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 shall grant a proxy to only one representative to attend and vote at the meeting by using the attached Proxy Form B (**Enclosure 4**). If you would like to use other forms of the proxy form (Form A or Form C (only for foreign investors who appointed custodians in Thailand)), please download them from the Company's website: www.thaioilgroup.com.
 - 2.1 **Shareholders who wish to appoint a representative, please proceed with either of these 2 methods:**
 - 1) **Granting proxy to one of the Company's independent directors** as listed in Enclosure 6 - shareholders are requested to fill in and sign the proxy form (if using Form B attached herewith, please sign on page no. 2 and page no. 4), and provide a certified copy of valid 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 October 22, 2020 for registration in advance (the company will affix 20-Baht stamp duty for the shareholders),
or
 - 2) **Granting proxy to other person** - shareholders are requested to fill in the proxy form which must be presented by the proxy at the meeting together with all documents as listed under item no. 2.2. In addition, for the convenience of the registration process, the proxy is requested to prepare the registration form which was signed and to present it together with the proxy form.

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 no. 2 and page no. 4) with a stamp duty of 20-Baht 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 valid identification card or driving license or government official identification or passport (in case of foreigners) of the grantor.
- Certified true copy of valid identification card or driving license or government official identification or passport (in case of foreigners) of the proxy and the original thereof must be 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 no. 2 and page no. 4) with a stamp duty of 20-Baht 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 1-year 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 valid identification card or driving license or government official identification or passport (in case of foreigners) of the proxy and the original thereof must be presented.

**List of the Company's Independent Directors as Representatives for the Granting of Proxies
in the Extraordinary General Meeting of Shareholders No. 1/2020**

Name - Surname	Position	Age	Address	Major Conflict of Interest
1. Pol. Gen. Aek Angsanant	Independent Director / Chairman of the Audit Committee / Chairman of the Corporate Governance Committee	64 years	Thai Oil Public Company Limited 555/1 Energy Complex Building A, 11 th Floor, Vibhavadi Rangsit Road, Chatuchak Sub-district, Chatuchak District, Bangkok 10900	No special conflict of interest in Agenda Item No. 1
2. Associate Prof. Dr. Pasu Decharin	Independent Director / Member of the Audit Committee / Member of Nomination and Remuneration Committee	51 years	Thai Oil Public Company Limited 555/1 Energy Complex Building A, 11 th Floor, Vibhavadi Rangsit Road, Chatuchak Sub-district, Chatuchak District, Bangkok 10900	No special conflict of interest in Agenda Item No. 1
3. ACM Suttipong Inseepong	Independent Director / Chairman of the Nomination and Remuneration Committee	62 years	Thai Oil Public Company Limited 555/1 Energy Complex Building A, 11 th Floor, Vibhavadi Rangsit Road, Chatuchak Sub-district, Chatuchak District, Bangkok 10900	No special conflict of interest in Agenda Item No. 1
4. Gen. Kukiatt Srinaka	Independent Director / Member of the Corporate Governance Committee	59 years	Thai Oil Public Company Limited 555/1 Energy Complex Building A, 11 th Floor, Vibhavadi Rangsit Road, Chatuchak Sub-district, Chatuchak District, Bangkok 10900	No special conflict of interest in Agenda Item No. 1
5. Mr. Praphaisith Tankeyura	Independent Director / Member of the Audit Committee	64 years	Thai Oil Public Company Limited 555/1 Energy Complex Building A, 11 th Floor, Vibhavadi Rangsit Road, Chatuchak Sub-district, Chatuchak District, Bangkok 10900	No special conflict of interest in Agenda Item No. 1

Articles of Association of Thai Oil Public Company Limited
in relation to the Shareholders' 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.

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).

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.

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 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.

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; and
- (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);
- (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 consist 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.

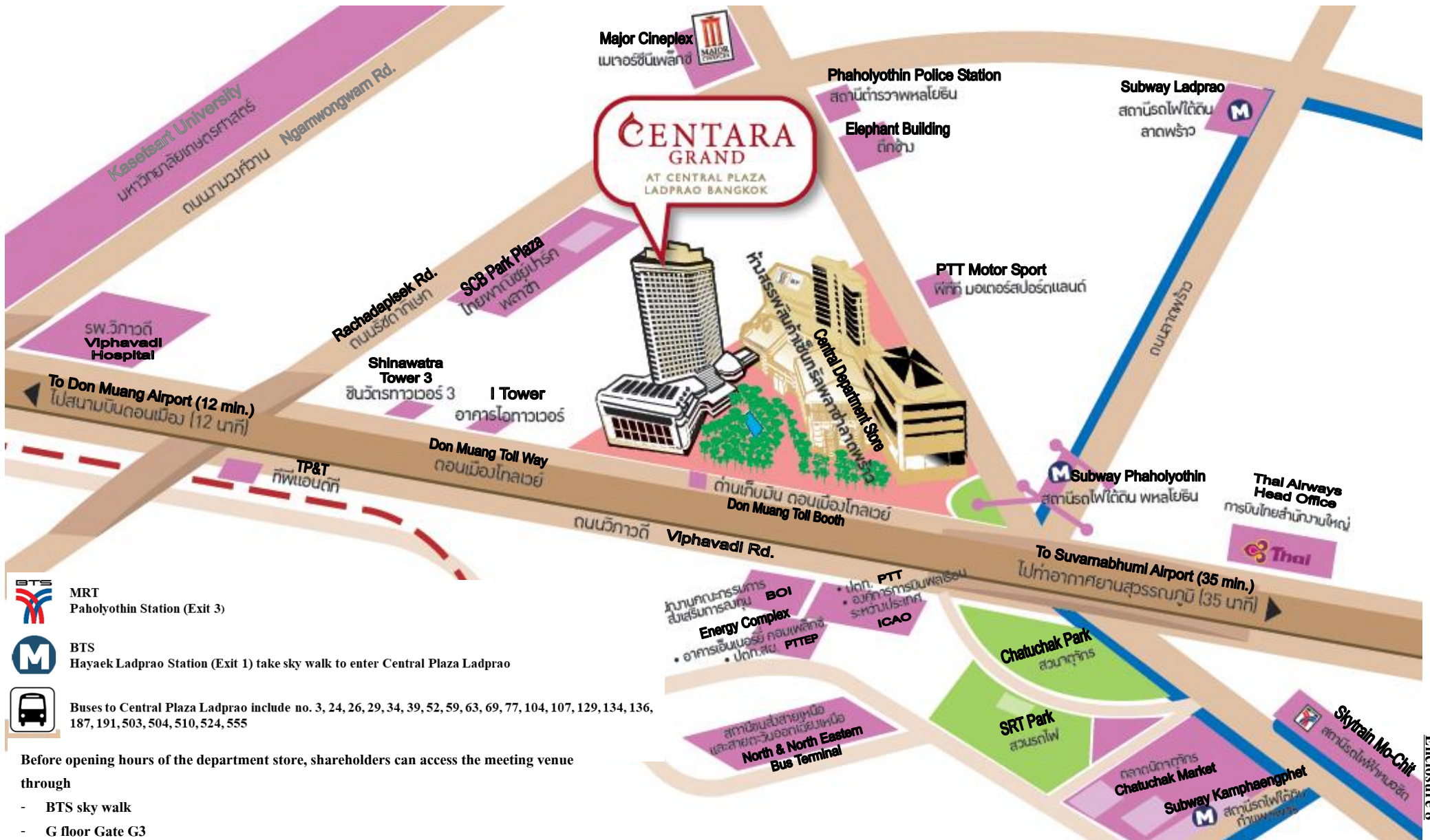
The directors to vacate office in the first and second years following the registration of the conversion of the Company shall be drawn by lots. In subsequent years, the directors who have remained in office for the longest time shall vacate office.

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 Extraordinary General Meeting of Shareholders No. 1/2020 of Thai Oil Public Company Limited
Bangkok Convention Center, 5th Floor, Central Plaza Ladprao,
No. 1695 Phaholyothin Road, Chatuchak Sub-District, Chatuchak District, Bangkok 10900**



15

-  **MRT**
Paholyothin Station (Exit 3)
-  **BTS**
Hayaek Ladprao Station (Exit 1) take sky walk to enter Central Plaza Ladprao
-  Buses to Central Plaza Ladprao include no. 3, 24, 26, 29, 34, 39, 52, 59, 63, 69, 77, 104, 107, 129, 134, 136, 187, 191, 503, 504, 510, 524, 555

Before opening hours of the department store, shareholders can access the meeting venue through

- BTS sky walk
- G floor Gate G3
- 1st floor Gate 1C

สิ่งที่ส่งมาด้วย 4 - หนังสือมอบฉันทะ แบบ ข

เอกสารประกอบการมอบฉันทะ

กรณีผู้มอบฉันทะเป็นบุคคลธรรมดา

ในวันประชุม โปรดแสดงเอกสาร ณ จุดตรวจสอบเอกสาร ดังนี้

- ✓ หนังสือมอบฉันทะ ซึ่งลงนาม โดยผู้มอบฉันทะและผู้รับมอบฉันทะ (โปรดลงนามหน้า 2 และ หน้า 4 กรณีใช้หนังสือมอบฉันทะแบบ ข)
- ✓ สำเนาบัตรประจำตัวประชาชน หรือ ใบขับขี่ หรือบัตรประจำตัวข้าราชการ หรือหนังสือเดินทาง (กรณีเป็นชาวต่างชาติ) ที่ยังไม่หมดอายุของผู้มอบฉันทะ พร้อมลงนามรับรองสำเนาถูกต้อง โดยผู้มอบฉันทะ
- ✓ สำเนาบัตรประจำตัวประชาชน หรือ ใบขับขี่ หรือบัตรประจำตัวข้าราชการ หรือหนังสือเดินทาง (กรณีเป็นชาวต่างชาติ) ที่ยังไม่หมดอายุของผู้รับมอบฉันทะ พร้อมลงนามรับรองสำเนาถูกต้องโดยผู้รับมอบฉันทะ และให้นำเอกสารฉบับจริงมาแสดงในการลงทะเบียนด้วย
- ✓ สำหรับท่านที่ประสงค์จะส่งหนังสือมอบฉันทะ แบบแจ้งความประสงค์เข้าร่วมประชุม วิสามัญผู้ถือหุ้น ครั้งที่ 1/2563 คำถาม ความเห็น หรือข้อเสนอแนะ กรุณารวบรวมเอกสารที่ต้องการจัดส่งใส่ในซองธุรกิจตอบรับที่แนบมาพร้อมกันนี้และส่งกลับมาที่บริษัทฯ

Enclosure 4 - 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 2 and page 4** for Proxy Form B)
- ✓ Certified true copy of valid identification card or driving license or government official identification card or passport (in case of foreigners) of the grantor
- ✓ Certified true copy of valid 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, Form of Notice of Intent to Attend the Extraordinary General Meeting of Shareholders No. 1/2020, relevant questions, comments, recommendation, please insert all documents into the business P.O. Box envelopes attached hereto and return it to the Company.



หนังสือมอบฉันทะ (แบบ ข)
Proxy (Form B)

สิ่งที่ส่งมาด้วย 4/Enclosure 4

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 6)
Hereby appoint (You may grant proxy to the Company's Independent Directors as listed in Enclosure 6 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 เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2563 ของบริษัท ไทยออยล์ จำกัด (มหาชน) ในวันพุธที่ 28 ตุลาคม 2563 เวลา 10.00 น. ณ ห้องบางกอกคอนเวนชันเซ็นเตอร์ ชั้น 5 ศูนย์การค้าเซ็นทรัลพลาซ่า ลาดพร้าว เลขที่ 1695 ถนนพหลโยธิน แขวงจตุจักร เขตจตุจักร กรุงเทพฯ 10900 หรือที่ที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of above as my/our proxy to attend and vote on my/our behalf at the meeting of the Extraordinary General Meeting of Shareholders No. 1/2020 of Thai Oil Public Company Limited on Wednesday, October 28, 2020, 10.00 hrs. at Bangkok Convention Center, 5th Floor, Central Plaza Ladprao, No. 1695 Phaholyothin Road, Chatuchak Sub-district, Chatuchak District, 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

พิจารณาอนุมัติการปรับสัดส่วนและโครงสร้างการถือหุ้นในกลุ่มธุรกิจไฟฟ้าของบริษัทฯ ซึ่งประกอบด้วย การจำหน่ายหุ้นของบริษัท โกลบอล เพาเวอร์ ซินเนอร์ยี จำกัด (มหาชน) ที่บริษัทฯ ถืออยู่โดยตรงทั้งหมดให้แก่ บริษัท ปตท. จำกัด (มหาชน) และการรับโอนกิจการทั้งหมดของบริษัท ไทยออยล์เพาเวอร์ จำกัด ซึ่งเป็นรายการที่เกี่ยวข้องกัน และรายการได้มาและจำหน่ายไปซึ่งสินทรัพย์ของบริษัทจดทะเบียน

Agenda Item No. 1

To consider approving the restructure of the Company's shareholding in power business, comprising a disposal of all shares directly held by the Company in Global Power Synergy Public Company Limited to PTT Public Company Limited; and an acceptance of the entire business transfer from Thaioil Power Company Limited, which are the connected transaction and the acquisition and disposition of assets of listed company

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

ระเบียบวาระที่ 2

เรื่องอื่น ๆ (ถ้ามี)

Agenda Item No. 2

Other matters (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

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

5 การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้น ไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใด นอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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 ให้เสมือนถือว่า ข้าพเจ้าได้กระทำเองทุกประการ

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. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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”)

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2563 ของบริษัท ไทยออยล์ จำกัด (มหาชน) ในวันพุธที่ 28 ตุลาคม 2563 เวลา 10.00 น. ณ ห้องบางกอกคอนเวนชันเซ็นเตอร์ ชั้น 5 ศูนย์การค้าเซ็นทรัลพลาซ่า ลาดพร้าว เลขที่ 1695 ถนนพหลโยธิน แขวงจตุจักร เขตจตุจักร กรุงเทพฯ 10900 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the meeting of the Extraordinary General Meeting of Shareholders No. 1/2020 of Thai Oil Public Company Limited on Wednesday, October 28, 2020, 10.00 hrs. at Bangkok Convention Center, 5th Floor, Central Plaza Ladprao, No. 1695 Phaholyothin Road, Chatuchak Sub-district, Chatuchak District, Bangkok 10900 or such other date, time and place as the meeting may be adjourned.

ระเบียบวาระที่ _____ เรื่อง _____

Agenda

Subject :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

ระเบียบวาระที่ _____ เรื่อง _____

Agenda

Subject :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

ระเบียบวาระที่ _____ เรื่อง _____

Agenda

Subject :

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

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ระเบียบวาระที่ _____ เรื่อง _____

Agenda

Subject :

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

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

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

ลงนาม/Signed _____ ผู้มอบฉันทะ/Grantor

(_____)

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy

(_____)

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy

(_____)

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy

(_____)



หนังสือมอบฉันทะ (แบบ ก)
Proxy (Form A)

สิ่งที่ส่งมาด้วย 4/Enclosure 4

อากรแสตมป์ 20 บาท
Duty Stamp 20 ฿

เลขทะเบียนผู้ถือหุ้น _____
Shareholder's Registration No.

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

1 ข้าพเจ้า _____

I / We

อยู่บ้านเลขที่ _____ สัญชาติ _____
Address 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 6)

Hereby appoint (You may grant proxy to the Company's Independent Directors as listed in Enclosure 6 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 เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2563 ของบริษัท ไทยออยล์ จำกัด (มหาชน) ในวันพุธที่ 28 ตุลาคม 2563 เวลา 10.00 น. ณ ห้องบางกอกคอนเวนชันเซ็นเตอร์ ชั้น 5 ศูนย์การค้าเซ็นทรัลพลาซ่า 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 Extraordinary General Meeting of Shareholders No. 1/2020 of Thai Oil Public Company Limited on Wednesday, October 28, 2020, 10.00 hrs. at Bangkok Convention Center, 5th Floor, Central Plaza Ladprao, No. 1695 Phaholyothin Road, Chatuchak Sub-district, Chatuchak District, Bangkok 10900 or such other date, time and place as the meeting may be adjourned.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่า ข้าพเจ้าได้กระทำเองทุกประการ

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.



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:

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

(2) ขอมอบฉันทะให้ (ท่านสามารถมอบฉันทะให้กรรมการอิสระของบริษัทฯ เป็นตัวแทนเข้าประชุมฯ ตามรายละเอียดในหนังสือเชิญประชุมฯ ตามสิ่งที่ส่งมาด้วย 6)

Hereby appoint (You may grant proxy to the Company's independent director as listed in Attachment 6 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 เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2563 ของบริษัท ไทยออยล์ จำกัด (มหาชน) ในวันพุธที่ 28 ตุลาคม 2563 เวลา 10.00 น. ณ ห้องบางกอกคอนเวนชันเซ็นเตอร์ ชั้น 5 ศูนย์การค้าเซ็นทรัลพลาซ่า 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 Extraordinary General Meeting of Shareholders No. 1/2020 of Thai Oil Public Company Limited on Wednesday, October 28, 2020, at 10.00 hrs. at Bangkok Convention Center, 5th Floor, Central Plaza Ladprao, No. 1695 Phaholyothin Road, Chatuchak Sub-district, Chatuchak District, Bangkok 10900 or such other date, time and place as the meeting may be adjourned.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะในการเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี ดังนี้

I/we have granted to my/our proxy to attend this meeting and vote therein will be as follows:

มอบฉันทะเท่ากับจำนวนหุ้นทั้งสิ้นที่ข้าพเจ้าถือและมีสิทธิออกเสียงลงคะแนนได้ตามข้อ (1)

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

มอบฉันทะ บางส่วน คือ หุ้นสามัญ _____ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ _____ เสียง

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

หุ้นบุริมสิทธิ _____ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ _____ เสียง

Preferred share shares and have the right to vote votes

รวมสิทธิออกเสียงลงคะแนนทั้งหมด _____ เสียง

Totaling _____ votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี ดังนี้

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

ระเบียบวาระที่ 1

พิจารณาอนุมัติการปรับสัดส่วนและโครงสร้างการถือหุ้นในกลุ่มธุรกิจไฟฟ้าของบริษัทซึ่งประกอบด้วยกรจำหน่ายหุ้นของบริษัท โกลบอล เพาเวอร์ ซินเนอร์ยี จำกัด (มหาชน) ที่บริษัทฯถืออยู่โดยตรงทั้งหมดให้แก่บริษัท ปตท. จำกัด (มหาชน) และการรับโอนกิจการทั้งหมดของบริษัท ไทยออยล์เพาเวอร์ จำกัด ซึ่งเป็นรายการที่เกี่ยวข้องโยงกัน และรายการได้มาและจำหน่ายไปซึ่งสินทรัพย์ของบริษัทจดทะเบียน

Agenda Item No. 1

To consider approving the restructuring of the Company's shareholding in power business, comprising a disposal of all shares directly held by the Company in Global Power Synergy Public Company Limited to PTT Public Company Limited; and an acceptance of the entire business transfer from Thaioil Power Company Limited, which are the connected transaction and the acquisition and disposition of assets of listed company

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

Approve.....Vote

Disapprove.....Vote

Abstain.....Vote

ระเบียบวาระที่ 2

เรื่องอื่น ๆ (ถ้ามี)

Agenda Item No. 2

Other matters (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) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 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 (No. 5) A.D. 2007

- หนังสือมอบฉันทะแบบ ค นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศ และแต่งตั้งคัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้ฝากและดูแลหุ้นเท่านั้น
Only foreign shareholders as registered in the registration book who have custodian in Thailand can use the Proxy Form C
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ แบบ ค คือ
Evidences to be enclosed with the proxy form C are:
 - หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
Power of Attorney from shareholder authorizes a custodian to sign the Proxy form on behalf of the shareholder.
 - หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
Letter of certification to certify that the signer in the proxy Form have a permission to act as a Custodian.
- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
A shareholder shall appoint only one proxy to attend and vote at the meeting. A shareholder shall not appoint more than one proxy, each with the voting rights in respect of a certain portion of shares.
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อตามแนบด้านล่างของหนังสือมอบฉันทะ 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”)

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2563 ของบริษัท ไทยออยล์ จำกัด (มหาชน) ในวันพุธที่ 28 ตุลาคม 2563 เวลา 10.00 น. ณ ห้องบางกอกคอนเวนชันเซ็นเตอร์ ชั้น 5 ศูนย์การค้าเซ็นทรัลพลาซ่า ลาดพร้าว เลขที่ 1695 ถนนพหลโยธิน แขวงจตุจักร เขตจตุจักร กรุงเทพฯ 10900 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the meeting of the Extraordinary General Meeting of Shareholders No. 1/2020 of Thai Oil Public Company Limited on Wednesday, October 28, 2020, 10.00 hrs. at Bangkok Convention Center, 5th Floor, Central Plaza Ladprao, No. 1695 Phaholyothin Road, Chatuchak Sub-district, Chatuchak District, Bangkok 10900 or such other date, time and place as the meeting may be adjourned.

ระเบียบวาระที่ _____ เรื่อง _____

Agenda

Subject :

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

ระเบียบวาระที่ _____ เรื่อง _____

Agenda

Subject :

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

ระเบียบวาระที่ _____ เรื่อง _____

Agenda

Subject :

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย.....เสียง

ไม่เห็นด้วย.....เสียง

งดออกเสียง.....เสียง

Approve.....Vote

Disapprove.....Vote

Abstain.....Vote

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

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

ลงนาม/Signed _____ ผู้มอบฉันทะ/Grantor
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()