

(Translation)

Ref. TBK 14/0413

October 1, 2010

Subject : Rights of shareholders to propose AGM agenda and to nominate director candidates

To : President of the Stock Exchange of Thailand

Dear Sir,

In accordance with the good corporate governance regarding equitable treatment of shareholders, Thai Oil Public Company Limited (the Company) would like to invite our shareholders to propose agenda and to nominate director candidates to be elected in the 2011 Annual General Meeting of Shareholders in advance **from October 1, 2010 until January 31, 2011**. The criteria have already been placed on the Company's website <http://www.thaioilgroup.com>

Please be informed accordingly.

Yours Sincerely,
Thai Oil Public Company Limited

Surong Bulakul
Chief Executive Officer

Office of the Secretary
Tel. 66-2797-2999 ext. 7312-15
Fax. 66-2797-2973



Criteria for proposal of agenda and nomination of director candidates for the 2011 Annual General Meeting of Shareholders, Thai Oil Public Company Limited

Objectives

Thai Oil Public Company Limited (“The Company”) is committed to conducting our business at a high standard of the Good Corporate Governance practices. Emphasizing the importance of our business conducts, in regards to equitable treatment of shareholders and our responsibility to all stakeholders, and with objectives to enhance the stakeholders’ confidence in our business conducts, the Company would like to invite our shareholders to propose agenda and to nominate director candidates to be elected in the 2011 Annual General Meeting of Shareholders (AGM) in advance with the criteria as described below.

Criteria

- 1. *Qualifications of shareholder*** who is eligible to propose AGM agenda and/or to nominate candidates to be elected as directors:
 - 1.1 One single shareholder or several shareholders together hold the Company’s shares at least 5 percent of total voting rights of the Company (approximately 102,001,394 shares).
 - 1.2 Shareholder(s) according to 1.1 must hold the above mentioned shares consecutively for at least 12 months prior to the date of proposing agenda(s) and/or nominating director candidate(s).
 - 1.3 Shareholder(s) according to 1.1 and 1.2 is requested to provide evidence to confirm the foregoing qualifications, such as copies of share certificates or the statement / confirmation of share holding from the brokers. For the benefit of identity verification, identification documents of shareholders, namely copies of identification card or passport (in case of foreigners), home address, telephone number, and mobile number which are convenient to contact, are required.

- 2. *AGM agenda proposal & directors nomination***; the shareholders can submit their Proposal for Agenda of the 2011 Annual General Meeting of shareholders Form (Form A) and Nomination of Candidate for the Director Election in 2011 Form (Form B) to the Company **from October 1, 2010 until January 31, 2011** by addressing to 1) Chairman of the Board of Directors or 2) Chief Executive Officer or 3) Company Secretary, Thai Oil Public Company Limited at 555/1 Energy Complex Building A, 11th Floor, Vibhavadi Rangsit Road, Chatuchak, Chatuchak, Bangkok 10900.
 - 2.1 In case a group of shareholders, who are qualified according to criteria 1, wishes to propose an agenda and/or nominate a director candidate, each shareholder must individually fill in and sign Form A and/or Form B respectively. The shareholders must provide the required documents as stated in both forms. All forms and certified copies of documents should be gathered into one set. Each group of shareholders must identify a contact person of the group.
 - 2.2 In case shareholders or groups of shareholders, who are qualified according to criteria 1, wish to propose more than one agenda item and/or nominate more than one

candidate, the shareholders must complete 1 set of Form A per 1 agenda and/or 1 set of Form B per 1 candidate. All forms must be signed.

- 2.3 *For AGM agenda proposal*; the shareholder is requested to correctly and fully complete and sign Form A and identify objectives, details of the proposed agenda and supporting information deemed useful for the consideration such as background, rationale, justification as well as the expected benefits so that the AGM can be convened in the effective manner.
- 2.4 The Company reserves its right to decline inclusive of the following matters in the AGM Agenda;
- 2.4.1 Matters that do not comply with above criteria;
 - 2.4.2 Matters to do with normal business operation and allegation made by shareholders which do not present reasonable cause to suspect the abnormality of the said business operation;
 - 2.4.3 Matters that are beyond authority of the Company to conduct in order to meet the expected results;
 - 2.4.4 Matters with no benefit to the Company;
 - 2.4.5 Matters that have been previously proposed to Shareholder Meetings during the past 12 months and were supported by less than ten percent of total voting rights of the Company. It is exceptional if the fact in the latter proposals have been changed significantly from the previous ones;
 - 2.4.6 Matters that are against laws and/or government & authority's rules and regulations and/or matters that are not corresponding to the Company Objectives, Articles of Association, Statement of Business Conduct of the Company;
 - 2.4.7 Matters which have been completed;
 - 2.4.8 Other matters corresponding to notification of Capital Market Supervisory Board.
- 2.5 *For director nomination proposal*; the proposer is requested to correctly and fully complete and sign Form B, then enclose with it the certified copies of the personal profile, curriculum vitae and current contact address of the candidate, as well as other relevant documents to support the selection process. The proposed candidate must also sign and certify Form B and other documents to be submitted to the Company. The candidate of Independent Director must have qualifications according to criteria 3.

3. Qualifications of Directors / Independent Directors

3.1 Directors

- 3.1.1 Are highly qualified and possess none of the characteristics prohibited under the Public Company Limited Act, B.E. 2535
- 3.1.2 Are not over 70 years of age.
- 3.1.3 Are knowledgeable, capable and possess a variety of skills and working experiences that are beneficial for the Company.
- 3.1.4 Are capable of providing leadership and able to efficiently and effectively monitor the business conduct of the Company's executives.

3.2 Independent Directors

Independent directors are directors independent of majority shareholders or group of majority shareholders and management with adequate authority to assess financial and business information as well as other business so as to express opinions freely in performing the assigned task of protecting the interests of minority shareholders. The

independent directors are responsible for preparing their independence report when appointed and disclose the information in the Company's annual report.

Independent directors must have all the qualifications required by the Securities and Exchange Commission (SEC) which are:

- 3.2.1 Must not hold more than 1% of the total voting rights in the Company, the Company's subsidiary or affiliated companies.
- 3.2.2 Must not be an executive director, contractor, employee, or advisor who receive a salary, or a person with controlling power of the Company, its subsidiaries, or affiliated companies in the past 2 years.
- 3.2.3 Must not be a person who has blood ties or by the registered under the law to directors, executives, major shareholders, or a person who have the power to control the Company, its subsidiaries, or affiliated companies.
- 3.2.4 Must not be a person who has business relationships with the Company during the past 2 years, both in the fields of professional services, such as the auditor or a provider of professional services with a fee exceeding 2 million baht in commercial and business, e.g. no significant transactions with the Company.
- 3.2.5 Must not be a representative of directors, shareholders, or a person associated with the major shareholders.
- 3.2.6 Must not possess qualification or other manners that prevent the ability to provide independent opinion.
- 3.2.7 Must be able to participate in decision-making operation in the form of a quorum.
- 3.2.8 Must not operate the same business and in competition with the Company, its subsidiaries, or affiliated companies; shall not hold more than 1% shares; or being a director who is involved in administration, contractor, or employee who receives a salary or a person with power to control the business.

4. *Judgement & consideration of the AGM agenda proposal and director nomination proposal* will be deliberated by the Board of Directors. The Company will notify the result of the consideration to the shareholders after the Board of Directors meeting, which will be held in February 2011, endorses all AGM agendas. Those endorsed agendas and candidates will be included in the invitation letters to the 2011 AGM which will be distributed to the shareholders accordingly.



Thai Oil Public Company Limited

Proposal for Agenda of the 2011 Annual General Meeting of Shareholders

Date.....

Name – Surname (Proposer).....

Address.....

.....

Telephone No. (Home) (Office)

Mobile Phone No.Facsimile No.

E-mail Address.....

No. of Sharesshares / Period of Share Holding.....months

Proposed Agenda

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Objective/Rationale (Please provide supporting documents, if any)

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I, (Mr./Mrs./Miss)....., certify that the information provided above is complete and true, and the evidence of shares held and other supporting documents submitted herewith are authentic.

Signature..... Shareholder
(.....)

Remarks

1. The shareholders must enclose the evidence of share holding such as certificates issued by securities companies or any other certificates from the Stock Exchange of Thailand (SET). In case shareholders are juristic persons, copies of the corporate affidavit and of identification card or passport (in case of foreigners) of authorized director must be enclosed and certified true copies by such director.
2. The shareholders can forward Form A in advance to the Office of the Secretary via facsimile at (66)-0-2797-2973 (unofficial) before submitting original document to the Company by January 31, 2011 (at the Company's address as appeared in Criteria 2 of AGM agenda proposal & directors nomination)
3. In case a group of shareholders proposes one agenda, each shareholder must fill in and sign Form A as evidence separately, and gather into one set according to criteria 2.1.
4. In case the shareholders wish to propose more than one agenda item, form A must be filled separately for each agenda according to criteria 2.2.
5. In case the shareholders have their title, name, or surname changed, the copies of evidence of those changes must be enclosed and certified true copies.
6. The company will revoke the rights of shareholders to propose AGM agenda if it is found that the information provided is incomplete, incorrect, those shareholders cannot be contacted or do not meet the criteria.



Thai Oil Public Company Limited

Nomination of Candidate for the Director Election in 2011

Date.....

Name – Surname (Proposer).....

Address.....

.....

Telephone No. (Home) (Office)

Mobile Phone No.Facsimile No.

E-mail Address.....

No. of Sharesshares / Period of Share Holding.....months

(1) I would like to nominate (Mr./ Mrs./Miss).....
age..... as a qualified candidate who possesses all qualifications as stated in criteria
3 indicating qualifications of directors to be appointed as the Company’s director. Such
person has made his/her consent and certifies that all documents submitted herewith,
personal profile, resume and other supporting documents as such, are true, complete, and
authentic.

(2) I, (Mr./Mrs./Miss)....., certify that the information
provided above is complete and true, and the evidence of shares held and other supporting
documents submitted herewith are authentic.

Signature..... Shareholder
(.....)

(3) I, (Mr./Mrs./Miss)....., who has been nominated as
a director candidate, hereby consent and certify that the information disclosed and documents
submitted herewith are true, complete, and authentic.

Signature..... Nominee
(.....)

Remarks

1. The shareholders must enclose the evidence of share holding such as certificates issued by securities companies or any other certificates from the Stock Exchange of Thailand (SET). In case shareholders are juristic persons, copies of the corporate affidavit and of identification card or passport (in case of foreigners) of authorized director must be enclosed and certified true copies by such director.
2. The candidate must sign and certify all copies of his/her personal profile, curriculum vitae, contacting address and other supporting documents as true and authentic.
3. The shareholders can forward Form B in advance to the Office of the Secretary via facsimile at (66)-0-2797-2973 (unofficial) before submitting original document to the Company by January 31, 2011 (at the Company's address as appeared in Criteria 2 of AGM agenda proposal & directors nomination)
4. In case a group of shareholders proposes one candidate, each shareholder must fill in and sign Form B as evidence separately, and gather into one set according to criteria 2.1.
5. In case the shareholders wish to nominate more than one candidate, Form B must be filled separately for each candidate according to criteria 2.2.
6. In case the shareholders have their title, name, or surname changed, the copies of evidence of those changes must be enclosed and certified true copies.
7. The company will revoke the rights of shareholders to nominate director candidates if it is found that the information provided is incomplete, incorrect, those shareholders cannot be contacted or do not meet the criteria.