

(Draft)
Minutes of 2006 Annual General Meeting of Shareholders
Thai Oil Public Company Limited

The Meeting was held on April 20, 2006 from 2.00-4.30 p.m. in Makawan Rungsan Room 3rd Floor, Army Club, 214 Vibhavadi Rangsit Road, Samsen Nai Sub-District, Phayathai District, Bangkok, Thailand.

Attending Directors and Executives

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|------|-----------------------------|--|
| (1) | Mr. Cherdpong Siriwit | Chairman of the Board |
| (2) | Mr. Manu Leoparote | Independent Director, and
Chairman of Audit Committee |
| (3) | Mr. Pala Sookawesh | Director, and
Chairman of Nominating and Remuneration
Committee |
| (4) | Mr. Prasert Bunsumpun | Director, and
Nominating and Remuneration Committee
Member |
| (5) | Mr. Chakramon Phasukavanich | Independent Director, and
Nominating and Remuneration Committee
Member |
| (6) | Mr. Olarn Chaipravat | Independent Director, and
Chairman of Corporate Governance
Committee |
| (7) | Mr. Prapun Naigowit | Independent Director, and
Corporate Governance Committee Member |
| (8) | Mr. Nibhat Bhukkanasut | Independent Director |
| (9) | Mr. Prajya Phinyawat | Director, and
Audit Committee Member |
| (10) | Mr. Nit Chantramonklasri | Independent Director, and
Audit Committee Member |
| (11) | Mr. Viroj Mavichak | Director, and
Managing Director |

(12) Mr. Somkeirt Hudthagosol	Deputy Managing Director-Business and Human Resources, and Acting Deputy Managing Director-Finance
(13) Mr. Dhawatchai Hengrasme	Deputy Managing Director-Refinery

The Meeting convened at 2 p.m.

Mr. Cherdpong Siriwit, Chairman of the Board, chaired the Meeting (“the Chairman”). The eleven Board directors and two Company executives attending the Meeting, as listed above, were introduced.

The Chairman then reported, prior to proceeding with the Meeting, that the Company had a paid-up registered capital of 20,400,278,730.00 baht comprising 2,040,027,873 common shares with a par value per share of 10 baht. There were 285 shareholders and 1,043 representatives by proxy present, totaling 1,328 attendants and representing 1,348,573,668 shares, or equivalent to 66.10 percent of the total issued share capital. This constituted a quorum according to Section 103 of the Public Company Limited Act B.E. 2535 (1992), and Article 35 of the Articles of Association of the Company. The Chairman, therefore, called the 2006 Annual General Meeting of Shareholders to order to consider matters according to the agenda which had been distributed to shareholders with the notice calling this Meeting.

The Chairman informed the Meeting of the following voting process provided in the Articles of Association:

- One share was entitled to one vote. Shareholders who had a conflict of interest on any issue to be voted were disqualified from casting a vote except in voting for a director nomination.
- In voting for a resolution, the chairman of the meeting would ask for votes and count only the abstentions or votes against any proposal. These votes would then be deducted from all the qualified votes at the Meeting, the remainder of which would constitute the votes in favor of that item of business.

The Chairman then proceeded with the following items of business according to the agenda.

AGENDA ITEM 1 ADOPTION OF MINUTES OF 2005 ANNUAL GENERAL MEETING ON APRIL 28, 2005

The Chairman informed the Meeting that Section 96 of the Public Company Limited Act B.E. 2535 (1992) provided that the public company must prepare minutes of the shareholders meeting, and according to good governance practice, the minutes must be adopted at the following meeting. The Chairman, therefore, proposed that the Meeting considered adopting the minutes of the 2005 Annual General Meeting held on April 28, 2005, which had been distributed to shareholders together with the notice calling this Meeting.

The Meeting resolved unanimously to adopt the minutes of the 2005 Annual General Meeting of Shareholders held on April 28, 2005.

AGENDA ITEM 2 ADOPTION OF 2005 OPERATING RESULTS AND AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2005

The Chairman reported that the operating results of the Company for 2005 and the audited financial statements for the year ended December 31, 2005 were published in the 2005 Annual Report as from page 121 onward, copies of which had been distributed to shareholders together with the notice calling this Meeting. The Chairman then asked Mr. Viroj Mavichak, the Managing Director, to brief the Meeting on the operating results of the preceding year.

The Managing Director gave an eight-minute video presentation of Thaioil's operating results for 2005 according to the details and key figures published in the 2005 Annual Report.

The Chairman then invited question and comment from shareholders, but there were none.

The Meeting resolved unanimously to adopt the 2005 operating results, and to approve the audited financial results for the year ended December 31, 2005.

At the Chairman's request, the Managing Director reported that, pursuant to Thairoil netting a profit in 2005 of 18,753 million baht, or earnings per share of 9.19 baht, the Board proposed that the Meeting approved that five percent of the profit be appropriated as legal reserve. The Board further proposed that dividend at the rate of 3.50 baht per share be paid to shareholders on May 4, 2006.

The Chairman then invited shareholders to question and comment, but there were none.

The Meeting resolved unanimously to approve the appropriation of 938 million baht as the legal reserve, and the payment of 3.50 baht per share of dividend to shareholders on May 4, 2006.

The Chairman reported that there were three sub-items proposed under this agenda item: the election of directors to fill directorships whose terms had expired; the increase in the number of directors on the Board; and the election of the additional director.

1. Election of Retiring Directors

At the Chairman's request, the Managing Director informed the Meeting that the Public Company Limited Act of B.E. 2535 (1992), and the Articles of Association of the Company provided that the terms of one-third of the directors must expire each year at the annual general meeting. The directors whose terms had expired were eligible for re-election. At this Meeting, the following four directors had completed their terms in office:

- i. Mr. Chakramon Phasukavanich;
- ii. Mr. Nibhat Bhukkanasut;
- iii. Mr. Prajya Phinyawat; and
- iv. Mr. Nit Chantramonklasri.

The Managing Director reported that the Board, on the recommendation of the Nominating and Remuneration Committee, proposed that the Meeting considered re-appointing these four directors for another term. The brief biographical information of

each director had been distributed to shareholders together with the notice calling this Meeting.

The Chairman then invited questions and opinions from shareholders, but there were none. He, therefore, requested the Meeting to re-appoint the directors whose terms had expired, namely Mr. Chakramon Phasukavanich, Mr. Nibhat Bhukkanasut, Mr. Prajya Phinyawat, and Mr. Nit Chantramonklasri.

The Meeting resolved by majority vote to re-elect the four following directors whose terms had expired:

- (i) Mr. Chakramon Phasukavanich;
- (ii) Mr. Nibhat Bhukkanasut;
- (iii) Mr. Prajya Phinyawat; and
- (iv) Mr. Nit Chantramonklasri.

2. Additional member to the Board of Directors

The Chairman informed the Meeting that the Board, on the recommendation of the Nominating and Remuneration Committee, proposed that the Meeting approved an increase in the number of directors from 12 to 13 members.

The Chairman then invited questions and comment from shareholders, asking that all the questions be put forward by the shareholders first, followed by answers and clarification from the Board. The issues raised by shareholders were as follows:

Shareholder : Held the opinion that the current Board was already capable of guiding the Company to success and worldwide recognition. There was, therefore, no call to increase the number of directors on the Board.

In addition, the nominee was an employee of PTT Public Company Limited, and held directorships in several companies and organizations operating in the same business or which were trading partners of the Company. Were the nominee to be elected as a director of Thairoil, he would be privy to the affairs and decisions of the Company, which could have adverse impact on the

business of Thaipol. The shareholder further remarked that, apart from the nominee being professionally unqualified for the position, he was also of a suspicious character with behavior that unsettled shareholders. There should, therefore, be no increase in the size of the Board were this to lead to any legal dispute. Should the appointment result in any legal termination or revocation, the reputation of the Company would be damaged. In this event, who would be responsible for any complication that might arise as in the case of the Electricity Generating Authority of Thailand?

Shareholder

: As the ex-chairman of Thaipol's labor union, the shareholder agreed and supported the previous shareholder's comment. The current Board had made the Company successful, inspiring investor confidence in Thaipol's shares. There was, therefore, no need to increase the size of the Board. He also viewed that the nominee for the additional directorship was already a member on 16 other boards, and might not be able to fully contribute to the affairs of Thaipol.

Moreover, the Board already comprised of directors in sufficient numbers with experience in finance and accounting. The additional director nominee had a somewhat flawed history given that the majority of Company employees, or about 80 to 90 percent, recently filed formal objections to and protests against the behavior of this nominee with the Chairman and the Board. Mr. Pichai was, therefore, unqualified according to restrictions announced in the notification of the Securities and Exchange Commission, particularly under Section 3(6) and (7). The shareholder expressed concern that should a group of staff refuse to permit the nominee to manage the Company, this could lead to difficulties that

affect the price of Thairoil's stock.

Shareholder : Asked for an explanation on the reasons for proposing an additional member to the Board.

Shareholder : Requested clarification on the increase in the number of directors by an additional member. The information on the nominee for the additional directorship indicated he was a director and shareholder of Bangchak Petroleum Public Company Limited, which was in a similar business as Thairoil. It was asked whether this would violate Section 86 of the Public Company Limited Act B.E. 2535 (1992). The shareholder was also worried that the nominee would not have time to discharge his responsibilities as a Thairoil director given his directorship at 16 other organizations.

The Chairman : Explained to the Meeting that in nominating Mr. Pichai Chunhavajira as a director, the Board had taken into consideration his knowledge and experience from working with PTT which clearly demonstrated he possessed the expertise and skills that earned him recognition from investors and the Stock Exchange of Thailand. The Board, therefore, believed the expertise and skills of Mr. Pichai would be beneficial to Thairoil.

The Board consisted of independent directors from outside who were highly qualified and well respected. Adding another member to the Board would not negatively affect the management or the business of the Company as feared by the shareholders.

Mr. Prasert Bunsumpun : Added that Mr. Pichai was experienced in finance and accounting, and had been previously involved with Thairoil as a director prior to becoming a public company. He also participated in the debt restructuring during the financial difficulty faced by the Company. The Board viewed that

Mr. Pichai was a director at several organizations because of his recognized financial and accounting skills. Were Mr. Pichai to be appointed as a director, he would contribute to the successful growth and expansion of Thairoil's business.

As Mr. Pichai was an employee of PTT, which held shares in both Bangchak Petroleum and Thairoil, there should be no conflict of interest with him sitting on the boards of both companies. Instead, this should facilitate the coordination of efforts between the two refineries to generate greater revenues for both.

On for the concern that Mr. Pichai's directorships at several organizations could cut into the time he would otherwise devote to Thairoil, it was explained that the Board met six to seven times a year for about only three hours each session, which directors were able to manage. If Mr. Pichai was unable to attend the meetings, the current 12-member Board would consider him unqualified to perform as a director at Thairoil.

Mr. Manu Leopairote : Further informed the Meeting that, having been Chairman of the Board of Thairoil from 1999 to 2005 and worked with Mr. Pichai during the debt restructuring period, considered him to have been of great assistance to the Company. Mr. Pichai was well recognized for his financial and accounting expertise, and Thammasat University conferred upon him an honorary doctorate degree. As a director of Thairoil, Mr. Pichai would, therefore, contribute to the success of the Company.

The Chairman then provided shareholders with another opportunity to discuss and ask further questions. The additional points raised were as follows:

Shareholder : From impartially listening to the concerns of minority shareholders and their reasons for the objections, it was

feared that the appointment of an additional director could lead to problems further down the road. With the Board as it currently existed doing fine, there was no need to appoint an additional member. The Chairman was, therefore, requested to withdraw this sub-item from the agenda.

Shareholder : Was of the opinion that were it the intention of the Company to reward Mr. Pichai for his assistance with the debt restructuring, he should have been nominated as a director during that period, not at the present time. Based on the clarification of directors, it still remained unclear as to how the appointment of Mr. Pichai could benefit the Company's growth.

The shareholder also noted that the objections and reasons of minority shareholders would have no impact on the voting for the resolution because the item was proposed by PTT who was the major shareholder. The shareholder, therefore, proposed that the resolution was not put to a vote. Furthermore, it was asked that opportunity be given to minority shareholders to participate as directors to better understand of the work of the Board.

Shareholder : Following explanations by the Chairman and directors, it was the opinion of this minor shareholder that the Board should be respected and Mr. Pichai given the chance to perform. If his performance proved to be unproductive, Mr. Pichai could then be removed from office.

Shareholder : Requested the Chairman to guarantee that the appointment of Mr. Pichai as an additional member to the Board would not violate any law, and that this warrant was duly recorded in the minutes of the Meeting.

The Chairman : Guaranteed that the appointment of Mr. Pichai would not violate any law. On the issue of the minutes, it was explained that the annual general meeting was a public affair. Therefore, the views expressed by each shareholder at the Meeting would be duly recorded.

Shareholder : Asked whether approval would be sought in following years for more directors given that the Public Company Limited Act allowed for the Board to comprise up to 15 directors. It should be noted that any increase in the number of directors would reduce returns to minority shareholders as more funds were allocated to pay for bonuses and meeting fees to the additional directors. This excluded warrants to be issued in future to directors and employees of Thairoil, which meant they would again be entitled to this benefit but not the minority shareholders. This was similar to what happened at PTT.

The Chairman : Clarified the query about the number of directors that presently no thought had been given to increase the Board beyond 13 members. As for the warrant, it was the general practice of profitable companies to reward executives and employees whose performances had contributed to the strong operating results. However, in the case of warrants issued by PTT, the directors of PTT were not allocated any.

The Chairman then requested that the Meeting approved one additional member to the Board, and the appointment of Mr. Pichai Chunhavajira as the additional director of the Company, both issues which the shareholders had discussed and commented at length.

The Meeting resolved by majority vote to approve:

- one additional member to the Board, raising the number from 12 to 13 directors; and
- the appointment of Mr. Pichai Chunhavajira as the additional director.

The Chairman recapped the resolution under this agenda item that the Meeting by majority vote resolved to:

- (1) Approve the re-election of the four following directors whose terms had expired:
 - (i) Mr. Chakramon Phasukavanich;
 - (ii) Mr. Nibhat Bhukkanasut;
 - (iii) Mr. Prajya Phinyawat; and
 - (iv) Mr. Nit Chantramonklasri.
- (2) Approve the addition of one more member to the Board, raising the number from 12 to 13 directors.
- (3) Approve the appointment of Mr. Pichai Chunhavajira as the additional director.

AGENDA ITEM 5 2006 REMUNERATION FOR DIRECTORS

The Chairman called on the Managing Director to make the presentation.

The Managing Director informed the Meeting that the Board, on the recommendation of the Nominating and Remuneration Committee, proposed that the shareholders fixed the 2006 remuneration for directors at the same rate as the previous year. For directors on the newly appointed Corporate Governance Committee, and the Nominating and Remuneration Committee, it was proposed that remuneration be fixed at the same rate as that of the directors on the Audit Committee.

The Board further proposed that the Meeting fixed the bonus for the 2005 performance for directors in office during 2005 in the amount of 50 million baht (or approximately 0.27 percent of the 2005 net profit).

The Chairman then invited questions and comment from shareholders, but there were none.

The Meeting resolved by more than two-thirds of shareholders present at the Meeting who were entitled to vote to approve the remuneration and bonus of directors for 2005 as follows:

(i) **Remuneration**

- 60,000 baht per month for a director
- 25,000 baht per month for an Audit Committee member
- 25,000 baht per month for a Nominating and Remuneration Committee member
- 25,000 baht per month for a Corporate Governance Committee member

Note: The Chairman of the Board, Chairman of the Audit Committee, Chairman of the Nominating and Remuneration Committee, and Chairman of the Corporate Governance Committee were awarded another 25 percent on top of the remuneration of the members of each committee.

(ii) **Bonus**

The bonus for the 2005 performance of directors serving in 2005 amounted to 50 million baht.

AGENDA ITEM 6 APPOINTMENT OF AUDITORS AND DETERMINATION OF THEIR REMUNERATION FOR 2006

The Chairman called on the Managing Director to make the presentation.

The Managing Director reported that the Board, on the recommendation of the Audit Committee, proposed that the Meeting appointed KPMB Phoomchai Audit Limited as the Company's auditors for 2006 with the same remuneration as in 2005, which was 1,900,000 baht.

The Chairman then gave shareholders the opportunity to discuss and ask questions, but there were none.

The Meeting resolved by majority vote to appoint KPMB Phoomchai Audit Limited with

- (i) Mr. Terdthong Thepmunkorn, Certified Public Accountant, registration no. 3787, or
- (ii) Ms. Nittaya Chetchotiros, Certified Public Accountant, registration no. 4439, or
- (iii) Mr. Narong Luktharn, Certified Public Accountant, registration no. 4700, or
- (iv) Ms. Wilai Buranakittisophone, Certified Public Accountant, registration no. 3920

as the Company's auditors for 2006 with a remuneration of 1,900,000 baht.

The Chairman offered the opportunity for shareholders to query and comment on other issues. The points raised were as follows:

- Shareholders** : Fifteen minutes were spent on discussions and remarks, the key points of which can be summarized as follows:
- In light of Thairoil's good cash flow and the strong Thai baht, the Company should take the opportunity to prepay foreign currency loans.
 - Financial risk management should include future exposure to exchange rate fluctuations.
 - The following recommendations on the management of oil prices and supply were made:
 - Thailand was an oil importer and should not adopt a price-pegging policy as did oil producing countries because it would breed wasteful consumption.
 - PTT should review its response to the government's oil pricing policy with a view of minimizing the impact on the country and the public.
 - Keeping the price of, for example, diesel fuel pegged instead of allowing it to move relative to cost would lead to shortages. By allowing prices to float freely, they might rise steeply but there would be adequate supplies.
 - The impact of oil imports should be minimized by using more indigenous crude oil, as well as importing oil from neighboring countries to reduce transportation costs through private-to-private, and government-to-government negotiations.

Shareholder : Given the uncertain oil situation and which could deteriorate to the point of oil rationing in the future, and with Thaioil reporting a profit of over 18,000 million baht, it was suggested that the Company appropriated part of the profit to uphold Buddhism by building a large Buddha image or Buddhist temple. The merit would bring good to the Company.

Shareholder : Because the nature of the Company's business was directly affected by oil prices and exchange rates, how did Thaioil manage these risks? Also, what was the proportion of the foreign exchange swap referred to in the note to the financial statements?

The Chairman : Asked Mr. Nitas Krongvanitchayakul, Accounting Manager and Treasurer, to respond.

Mr. Nitas

Krongvanitchayakul : Using the US dollar as the reference currency for finished oil products, sales more or less leveled with foreign currency loans, providing an intrinsic mechanism for hedging exchange rate risks. The financial statements report only the exchange rate gain/loss from the loans, while the exchange rate gain/loss from oil product sales was incorporated in the sales profit/loss.

Moreover, the impact of crude oil prices was being overseen and monitored by Thaioil's Risk Management Committee. Rising crude prices were being offset by global undercapacity of refineries, including in this region, and new additions to meet demand growth. Therefore, in the next three to five years, Thaioil believed there would be no impact.

Managing Director : Clarified further that the impact on the Company from rising oil prices did not result from the higher crude prices; it was due to the price spread between crude oil

and product. If crude and product prices moved in the same upward direction, there would be no impact on the operations of Thairoil.

On the issue of baht appreciation, Thairoil had in place measures to manage the exposure. For example, the Company had repaid US\$ 100 million of the US\$ 200 Million Revolving Credit Facility in early 2006, which substantially reduced Thairoil's interest expenses.

Shareholder : Asked why the Company incurred over 1,000 million baht in exchange rate loss.

Managing Director : The amount reported in the financial statements was the total loss from the exchange rates for the loans. This was only an accounting figure, not an actual payment.

Shareholder : With PTT also a shareholder of Rayong Refinery Public Company Limited, and attempting to list Rayong Refinery on the Stock Exchange of Thailand, what would be the impact on Thairoil were this effort successful. Further remarked that if Thairoil's directors were in principle committed to the Company's interests, the shareholders would be happy.

The Chairman : Asked Mr. Prasert Bunsumpun to respond on the question of Rayong Refinery.

Mr. Prasert Bunsumpun : Rayong Refinery was not a new processing complex. It had been in operation for many years and marketed its refined products in Thailand. Thairoil should, therefore, not be affected in any way and would be able to continue producing at full capacity, which was presently at 104 percent. Thairoil also had long-term supply agreements with PTT which would remain unchanged for 10-14 years.

In addition, PTT had been a shareholder in Rayong

Refinery prior to acquiring the stake held by Shell which it wanted to dispose. This portion of the shares would be offered to the public on the Stock Exchange of Thailand at a later date.

Shareholder : Enquired whether it was Thairoil's policy to acquire additional oil tankers.

Managing Director : Replied that the Company did not have any policy to acquire additional vessels at this time.

Shareholder : Further questioned the Board on risk management. While rising crude oil prices were generating inventory profits for the Company, how did the Board or Company executives plan to manage the risk from the loss that would incur in the event of oil prices dropping rapidly.

Mr. Manu Leoparote : With the Chairman's permission, responded that petroleum refining was only one of Thairoil's core activities. Other businesses within the Thairoil Group were Thai Lube Base Public Company Limited, Thai Paraxylene Company Limited, Thairoil Power Company Limited, Independent Power (Thailand) Company Limited, and Thairoil Marine Company Limited. The operating results in 2005 demonstrated that the activities of Thairoil's subsidiaries contributed to the increased revenue and profit of Thairoil. This proved that the Company was far-sighted in adopting the business diversification strategy, which effectively stabilized Thairoil's revenue from oil pricing fluctuations.

Shareholder : Asked what was the Company's vision regarding strategies and approaches to volatile oil movements and the baht appreciation. Also, could some examples be given as to how the Company planned to improve performance.

The Chairman : Answered that Thairoil's Throughput Committee was responsible for monitoring changes in oil prices and foreign exchange rates. The committee also issued quarterly, monthly, weekly and daily oil pricing forecasts. The Company was mainly interested in the spread in prices of crude oil and refined products. When the timing was right, Thairoil would lock crude purchases in advance. But this approach was used for only part of the supply, not all, because of the risks involved. Price management was not the most important issue for the refinery; the refinery's top priority was overseeing the smooth running of the plant and maintaining the plant in peak condition, ready to run at full capacity whenever it was advantageous to do so. For example, during this time, the price spread was very good and plant utilization was 110 percent of capacity. In addition to good forecasts and advance locking of crude purchases, the Company also hedged oil prices in advance. But this covered only a small portion because great care must be taken and approval must first be obtained from the Board.

Shareholder : Wanted to know that, were the government to adopt an oil conservation policy during this period of rising oil prices, how would the Company handle any impact on the Company.

Managing Director : Responded that whether oil prices were high or low, Thailand must have an oil conservation plan. As a company owned by Thai people, Thairoil, therefore, fully supported the oil conservation policy. Such a policy, however, did not affect the Company because the country's current total oil production was still slightly less than the rate of consumption. Therefore, while energy was being conserved, the refinery could still produce at full capacity and be able to market the production.

Mr. Nibhat Bhukkanasut : Requested the Chairman's permission in adding that market mechanism would bring about conservation in the face of rising oil prices. When oil prices were allowed to move freely with actual market conditions, consumers would decide for themselves whether or not to conserve energy. For this to work, it needed the market's mechanism to ensure there was no interference in the pricing process which could otherwise lead to unrealistic prices or future problems.

Shareholder : Asked why the Company's processing fees had fluctuated so much, and what was break-even for Thairoil.

Managing Director : Explained that the processing fee fluctuated according to prices of crude oil and refined products. This was particularly true since the third quarter of 2005 when prices were very volatile because of natural disasters such as the Katrina hurricane in the United States which had disabled the operations of several oil refineries in that country as well as oil tankers. There were also a number of seasonal abnormalities around the world whether in terms of very cold winters, and short and long winter seasons. Then there were the political unrests, such as terrorism, not to mention fire incidents at two refineries in Japan in early April 2006. All these events negatively impacted on the purchase and sale of oil supplies as well as oil transportation. Price speculation and constantly changing demand and supply further contributed to the volatile processing fee.

Shareholder : Asked the Board to explain the deducted item of "Net profit of minority interests" on page 127 of the financial statements in the 2005 Annual Report. Also queried about the accident and explosion at the power plant of Independent Power (Thailand) Company Limited, and the impact on the electricity supply. Added the observation

that the country's oil conservation measures had not yet been seriously implemented.

The Chairman

: Replied that the government had given priority to the issue of oil conservation by making it a national agenda. All government units were required to achieve more than 10 percent in energy savings, a measure which had been adopted as the Key Performance Indicator to gauge productivity and would affect the bonus to be paid to each government unit. In addition, the government had also promoted the use of gasohol, bio-diesel and NGV to maximize oil import reduction.

On the part of the private sector, both the business and industrial segments had expedited energy conservation because of the impact on production costs, competitiveness and business survival.

Mr. Nitas

Krongvanitchayakul

: Explained that the "Net profit of minority interests" item did not refer to the Company's minority shareholders, but to the subsidiary companies in which Thairoil had invested. These included, for example, Thairoil Power Company Limited in which the Company owned 55 percent, and Independent Power (Thailand) Company Limited in which Thairoil Power and Thairoil were shareholders.

Managing Director

: Added that in 2005, the net profit of the Company and subsidiaries were over 19,000 million baht. But because Thairoil did not own all 100 percent of some subsidiaries, the net profit could only be calculated for the portion owned by Thairoil, with the portion owned by minority shareholders deducted. Therefore, the net profit for Thairoil's group of companies amounted to around 18,000 million baht as reported in the profit and loss statement.

On the query concerning the power plant of Independent Power (Thailand) Company Limited, there was no

explosion. A high-voltage transformer had sustained internal damage and was sent to Japan for repairs. This was expected to be completed and the plant returned to full capacity in the second half of 2006. This incident did not affect the power purchase agreement because it fell under the force majeure clause.

Shareholder

: Asked for more details on the Company's Risk Management Committee as to the field of expertise of members and who they were. Also enquired on the chance of qualifying for the upcoming power purchase project from independent power producers.

Further questioned about the trade accounts payable over 12 months at the end of 2005 which was three times higher than the amount at the end of 2004 according to the balance sheet on page 163 of the 2005 Annual Report as to whether this was bad debt.

Managing Director

: Responded on the issue of the Risk Management Committee that Thairoil had introduced risk management as part of operations management. The Board had appointed the Risk Management Committee which was chaired by the Managing Director. The Board had also appointed sub-committees to oversee various issues under the supervision of the Audit Committee. Risk studies were regularly reported to the Audit Committee and the Board.

As to the question on the independent power project for which the government would be inviting new rounds of bids, the Company was ready to submit a proposal as soon as the invitation was issued. It was believed the Company held an advantage over other bidders because the infrastructure necessary for this expansion had been put in place when constructing the original power plant.

Mr. Nitas

Krongvanitchayakul : Clarified further the query on the trade accounts payable over 12 months that these came from the subsidiaries in which Thairoil had invested. They were being followed up and were debts that had no problem. Proceedings to settle the debts were expected to be completed within this quarter.

Shareholder : Requested for answers on three issues as follows:

1. Thairoil's targets for the 2006 operating performance;
2. The targets of Thairoil's subsidiaries for the 2006 operating performance; and
3. An assessment of the crisis between Iran and the United States as to the possibility of war.

Managing Director : Replied that the stipulations of the Securities and Exchange Commission prohibit the Board of Company executives from answering questions 1. and 2. with respect to the projection of the operating results of Thairoil and subsidiaries. However, given the current circumstances, it was expected that the performances of Thairoil and subsidiaries would not drop from 2005 levels.

As for the question on the conflict between Iran and the United States, this was a matter of great interest to the Company which was being closely monitored. However, it was not possible to say whether there would be war or not.

After the clarifications, the Chairman gave the shareholders another opportunity to put forward additional questions or remarks. Since there were none, the Chairman thanked all for attending and closed the Meeting.

The Meeting adjourned at 4.30 p.m.