

(Draft - Translation)

**The Minute of 2007 Annual General Meeting of Shareholders
Thai Oil Public Company Limited (TOP)**

The Meeting was held on April 10, 2007 from 2.15-4.10 p.m. at Army Club, 3rd Floor, Makawan Rungsan Room, 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 Leopairote | Independent Director, and
Chairman of Audit Committee |
| (3) Mr. Prasert Bunsumpun | Director, and Nominating and
Remuneration Committee Member |
| (4) Mr. Chakramon Phasukavanich | Independent Director, and Nominating and
Remuneration Committee Member |
| (5) Mr. Olarn Chaipravat | Independent Director, and Chairman of
Corporate Governance Committee |
| (6) Mr. Nibhat Bhukkanasut | Independent Director |
| (7) Mr. Prajya Phinyawat | Director, and Audit Committee Member |
| (8) Mr. Nit Chantramonklasri | Independent Director, and
Audit Committee Member |
| (9) Mr. Pichai Chunhavajira | Director |
| (10) Mr. Norkun Sittiphong | Director, Independent Director, and
Audit Committee Member |
| (11) Mr. Viroj Mavichak | Director, and Managing Director |
| (12) Mr. Somkeirt Hudthagosol | Deputy Managing Director-Business |

Directors who did not attend the Meeting

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| Mr. Pala Sookawesh | Director, and Chairman of Nominating and
Remuneration Committee |
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The Meeting convened at 2.15 p.m.

Mr. Cherdpong Siriwit, Chairman of the Board, chaired the Meeting (“the Chairman”). The ten Board of Directors and one Company executive 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 325 shareholders and 152 representatives by proxy present, totaling 477 attendants and representing 1,606,439,077 shares, or equivalent to 78.75 percent of the total issued share capital, which was more than one-third 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 2007 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 according to the Company’s Articles of Association:

- One share was entitled to one vote. Shareholders who had a conflict of interest on any issues 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 had asked if anyone had any enquiries concerning the voting process. Apparently, no shareholders had any questions. The Chairman then proceeded with the following items of business according to the agenda.

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 then invited questions and comments from shareholders, asking that all the questions be preceded by the shareholders' name. The issues raised by shareholders were as follows:

Mr. Chatri Charoenuang – Shareholder and Representative by Proxy Present

: Held the opinion that the minutes were quite thorough. However, the name of shareholders who asked questions and proposed comment should be stated so that they would be known to those who did not attend the Meeting.

The Chairman : Thanked to the shareholder and accepted the proposed comment for further action.

Mr. Soontorn Savetsin – Shareholder and Former TOP Employee

: With reference to the last Meeting, questioning on one of the directors, Mr. Pichai Chunchavajira, the shareholder needed to know if there was any progress/ how the Company has taken the action on it. If no action has been taken, he would do something as appropriate.

The Chairman : Explained to the Meeting that the Company has continuously taken the action on this issue. A Committee was appointed to investigate the fact and summations were reported to the Company's management. According to the procedure, the data must next be reported to the Audit Committee to consider the truth of the primary investigation. Then the Audit Committee will propose the issues to the Board of Directors for further process.

The Chairman then again invited questions and comments from shareholders, but there were none. He, therefore, proposed that the Meeting considered adopting the minutes of the 2006 Annual General Meeting held on April 20, 2006, which had been distributed to shareholders together with the notice calling this Meeting.

The Meeting resolved by majority votes to adopt the minutes of the 2006 Annual General Meeting of Shareholders held on April 20, 2006.

**AGENDA ITEM 2 ADOPTION OF 2006 OPERATING RESULTS AND APPROVAL OF
AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED
DECEMBER 31, 2006**

The Chairman informed the Meeting that Section 112 and 113 of the Public Company Limited Act B.E. 2535 (1992) provided that the public company must prepare the operating results and the audited financial statements to be adopted and approved at the following meeting. The Chairman then reported that the operating results of the Company for 2006 and the audited financial statements for the year ended December 31, 2006 were published in the 2006 Annual Report as from page 129 to 222, 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 report the Meeting on the operating results of the preceding year.

The Managing Director presented a thirteen-minute video presentation of Thairoil's operating results for 2006 according to the details and key figures published in the 2006 Annual Report.

The Chairman then invited questions and comments from shareholders, asking that all the questions be preceded by the shareholders' name. The issues raised by shareholders were as follows:

Mr. Chatri Charoenuang – Shareholder and Representative by Proxy Present

: Asked the Company to invite shareholders to visit the plant site.

The Chairman

: Thanked the shareholder and answered that, after discussing with the Managing Director, the Company was pleased to take the

proposal into action as requested.

Mr. Chatri Charoenuang – Shareholder and Representative by Proxy Present

: Requested a prompt action and asked that the site visit should not be arranged during the raining season.

The Chairman then again invited questions and comments from shareholders, but there were none. He, therefore, proposed that the Meeting considered adopting the 2006 operating results and approving the audited financial statements for the year ended December 31, 2006.

The Meeting resolved by majority votes to adopt the 2006 operating results, and to approve the audited financial results for the year ended December 31, 2006.

AGENDA ITEM 3 APPROVAL OF PROFIT APPROPRIATION AND DIVIDEND PAYMENT

At the Chairman's request, the Managing Director reported that Article 44 of the Articles of Association of the Company provided that the Company must prepare appropriation at least 5 percent of the Annual net profit as a legal reserve, deducted by the retained loss (if any), until the legal reserve reaches at least 10percent of the registered capital. In addition, the Company had declared as a dividend payout policy of at least 25 percent of net profit after legal reserve reduction.

In 2006, the Company & the Subsidiaries had earned a consolidated net profit of Baht 16,595 million which was equivalent to earning per share of Baht 8.13. At the end of 2006, the Company had the accumulated legal reserve amounted to Baht 1,285 million. The Board found it appropriate to approve the appropriation of Baht 755 million or 4.5 percent of the 2006 net profit to fulfill the legal reserve requirement of 10percent of the registered capital. The profit after deducting the legal reserve then remained Baht 15,840 million or Baht 7.76 per share.

The Board found it appropriate to propose to the Meeting to approve dividend payment of Baht 3.50 per share amounted to Baht 7,140 million. After deduction of the interim dividend at the rate of Baht 1.50 per share for the operation result of the first half of the year which was paid on October 4th, 2006, the remaining dividend at the rate of Baht 2.00 per share or equivalent to Baht 4,080 million will be paid on May 3rd, 2007.

The Chairman summarized the proposal to the Meeting to approve:

- (1) The appropriation of seven hundred fifty-five million Baht (Baht 755 million) or 4.5percent of the net profit to fulfill the legal reserve requirement of 10percent of the registered capital
- (2) Dividend payment of Baht 3.50 per share to shareholders of the Company. After deduction of the interim dividend at the rate of Baht 1.50 per share, the remaining dividend at the rate of Baht 2.00 per share will be paid on May 3rd, 2007.

The Chairman then invited questions and comments from shareholders. The issues raised by shareholders were as follows:

Mr. Chatri Charoenuang – Shareholder and Representative by Proxy Present

: Held the opinion that the report was good, but not good enough. It should state whether, from the appropriation, shareholders could get tax credit or waive so that they would know the exact amount they would get. The shareholder asked for clarification from financial department.

Managing Director : asked Mr. Wirat to clarify to the Meeting.

Mr. Wirat : Explained the case of natural persons that there is a 10percent withholding tax for Thais and foreigners having local business. They can get a tax credit at the rate of 25/75 (25 divided by 75) or approximately 33percent in normal tax calculation. For foreigners without having local business, there is a 10percent withholding tax as well. However, they are unable to get a tax credit because they don't pay tax in Thailand.

Mr. Chatri Charoenuang – Shareholder and Representative by Proxy Present

: Gave a comment that this should be stated clearly in the report so that shareholders can make a calculation and know the exact amount they would receive.

The Chairman : Accepted the comment for further action.

The Chairman then invited shareholders to question and comment, but there were none. He, therefore, proposed that the Meeting vote to approve the profit appropriation and dividend payment.

The Meeting resolved by majority votes to approve the appropriation of 755 million baht as the legal reserve, and the dividend payment of Baht 3.50 per share to shareholders of the Company. After deduction of the interim dividend at the rate of Baht 1.50 per share, the remaining dividend at the rate of Baht 2.00 per share will be paid on May 3rd, 2007.

Remark: The dividend payment was calculated from the Company's profit after corporate income tax payment at the rate of 25 percent of net profit.

**AGENDA ITEM 4 ELECTION OF DIRECTORS TO REPLACE RETIRING DIRECTORS FOR
THE YEAR 2007**

The Chairman called on the Managing Director to report to the Meeting that Section 70 and 71 of the Public Company Limited Act B.E. 2535 (1992), and Article 17 and 18 of 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:

- (1) Mr. Prasert Bunsumpun;
- (2) Mr. Norkun Sittiphong;
- (3) Mr. Prapun Naigowit; and
- (4) Mr. Olarn Chaipravat.

The Managing Director reported that the Board, on the recommendation of the Nominating and Remuneration Committee, proposed that the Meeting considered re-appointing two of the four directors for another term, i.e. Mr. Prasert Bunsumpun and Mr. Norkun Sittiphong; and appointing two new directors, i.e. LTG.Prayut Chan-o-cha and Mr. Apisak Thanthiwarawongse. 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 comments from shareholders. The issues raised by shareholders were as follows:

Mr. Chatri Charoenuang – Shareholder and Representative by Proxy Present

: Proposed that the retiring directors proceed outside the Meeting in order that the election would be transparent and justified.

(Mr. Prasert Bunsumpun; Mr. Norkun Sittiphong; and Mr. Olarn Chaipravat proceeded outside the Meeting)

The Chairman gave shareholders another opportunity to discuss and ask questions, but there were none. He, therefore, requested the Meeting to vote each director whose term had expired and appoint two new directors.

The Meeting resolved by majority votes to re-elect two directors whose terms had expired and elect two new directors as follows:

- (1) Mr. Prasert Bunsumpun;
- (2) Mr. Norkun Sittiphong;
- (3) LTG. Prayut Chan-o-cha; and
- (4) Mr. Apisak Thanthiwarawongse.

AGENDA ITEM 5 2007 REMUNERATION FOR DIRECTORS

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

The Managing Director informed the Meeting that Section 90 of the Public Company Limited Act B.E. 2535 (1992), and Article 23 of the Articles of Association of the Company provided that directors were eligible for remuneration in forms of reward, meeting fee, pension, bonus or other remunerations according to the resolutions of the Meeting by more than two-thirds of shareholders present at the Meeting and entitled to vote.

The Managing Director then reported to the Meeting that the Board, on the recommendation of the Nominating and Remuneration Committee, agreed to propose that the shareholders fix the 2007 remuneration for directors at the same rate as the previous year as the following details:

- (1) Remuneration
 - (1.1) 60,000 baht per director per month

(1.2) 25,000 baht per member of the Audit Committee per month

(1.3) 25,000 baht per member of the Nomination and Remuneration Committee per month

(1.4) 25,000 baht per member of the Corporate Governance Committee per month

Remark: The Chairman of the Board and the Chairmen of the Sub-Boards listed above were awarded another 25 percent on top of the remuneration of the members of each committee.

(2) Bonus

Directors, serving in 2006, were entitled to the bonus payment for the Operating Result of the year 2006 amounted to Baht 50 million, the same rate as the year 2005, or 0.3 percent of the 2006 net profit.

The Chairman then invited questions and comments from shareholders. The issues raised by shareholders were as follows:

Mr. Somkiat Salipattana - Shareholder

: Commented that Director fees referred to the remuneration of directors being requested for approval according to the attachment of the Agenda 5. The shareholder had doubt about the meeting fees, details of which were not given in the annual report, and asked for more clarification.

The Chairman : Clarified that the remuneration would be paid monthly, without any meeting fees.

Mr. Somkiat Salipattana - Shareholder

: Continued that on page 109 in the annual report, both director fees and meeting fees were indicated. He then asked for the meaning of both terms.

Managing Director : Clarified that, in 2005, Sub-Boards referred to the Audit Committee, the Nominating and Remuneration Committee, and the Corporate Governance Committee. They were rewarded in the form of meeting fees for each meeting without monthly fees. Later in 2006,

it was changed from meeting fees for each meeting to monthly fees. Therefore, there would be no meeting fees, but monthly fees.

The Managing Director added that Director fees referred to fees of the Board of Directors. The meeting fees which were marked in the remark item 2 referred to fees of the Sub-Boards, which were to be paid monthly.

Mr. Kitiya Palagawongse Na Ayudhaya

: Wondered that, in the previous agenda, there was a request for the relevant directors to proceed outside the Meeting. If the previous act was held in this agenda, in which the remuneration of directors were to be considered, how many directors would remain exist in the Meeting.

The Chairman : Explained that it was a proposal which was common for such agenda where directors were to be elected, but for this agenda all directors must be present.

Managing Director : Added that because this was a meeting of shareholders, not of directors, the quorum of shareholders constituted the quorum of the Meeting.

Mr. Chatri Charoennuang – Shareholder and Representative by Proxy Present

: Asked what the bonus was based on and proposed that the operating result of the 2007 performance be calculated from the percentage of dividend payment paid to shareholders. He thought this was the best and most reasonable way for both shareholders and directors. In case of calculating from the profit before net and dividend payment, if there were mistakes from auditors, whom could shareholders make a complaint with because the directors were already paid? He therefore proposed to use this calculation next year.

Mr. Manu Leopairote

: Explained that in the remuneration calculation, it was usually calculated from percentage of net profit. This was generally applied

by all companies. It can be determined in 2 ways, i.e. percentage of net profit and/ or a limited amount.

The Chairman invited questions and comment from shareholders again, but there were none. He then proposed that the Meeting vote to fix the 2007 remuneration for directors.

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 2007 as follows:

(1) Remuneration

(1.1) Remuneration for directors: Baht 60,000 per director per month

(1.2) Remuneration for members of the Audit Committee: 25,000 Baht per member per month

(1.3) Remuneration for members of the Nomination and Remuneration Committee: 25,000 Baht per member per month

(1.4) Remuneration for members of the Corporate Governance Committee: 25,000 Baht per member per month

Remark: The Chairman of the Board and the Chairmen of the Sub-Boards listed above were awarded another 25 percent on top of the remuneration of the members of each committee.

(2) Bonus

Directors, serving in 2006, were entitled to the bonus payment for the Operating Result of the year 2006 amounted to Baht 50 million, the same rate as the year 2005, or 0.3percent of the 2006 net profit.

**AGENDA ITEM 6 APPOINTMENT OF AUDITORS AND DETERMINATION OF THEIR
REMUNERATION FOR 2007**

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

The Managing Director informed the Meeting that Section 120 of the Public Company Limited Act B.E. 2535 (1992) provided that auditors must be appointed and their remuneration determined at the annual general meeting. The same auditors were eligible for re-appointment.

The Managing Director then reported that the Board, on the recommendation of the Audit Committee, proposed that the Meeting appoint KPMB Phoomchai Audit Limited as the Company's auditors for 2007 with

- (1) Mr. Terdthong Thepmunkorn, Certified Public Accountant, registration no. 3787, or
- (2) Ms. Wilai Buranakittisophone, Certified Public Accountant, registration no. 3920

as the Company's auditors for 2007 with a remuneration of 2,100,000 baht, which is 200,000 baht higher than 2006.

The Chairman then gave shareholders the opportunity to discuss and ask questions, but there were none. He, therefore, requested the Meeting to consider the appointment of auditors and the determination of their remuneration for 2007.

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

- (1) Mr. Terdthong Thepmunkorn, Certified Public Accountant, registration no. 3787, or**
- (2) Ms. Wilai Buranakittisophone, Certified Public Accountant, registration no. 3920**

as the Company's auditors for 2007 with a remuneration of 2,100,000 baht.

AGENDA ITEM 7 APPROVAL OF THE ISSUANCE OF DEBENTURES

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

The Managing Director informed the Meeting that Section 145 of the Public Company Limited Act B.E. 2535 (1992), and Article 37 of the Articles of Association of the Company provided that the Company's offering and issuance of debenture must be approved by the Meeting with more than three-fourths of shareholders present at the Meeting and entitled to vote.

The Managing Director then clarified that offering and issuance of debenture was an alternative for the purposes of fund raising and finance working capital upon the prevailing market conditions which conformed to the Company's need at that moment.

The Board found it appropriate to propose to the Meeting to approve the Company to offer and issue debenture for domestic and foreign investors in the aggregate amount of US 500 million or its equivalence, for the purposes of finance working capital, business development, capital projects and expenditure, debt repayment or refinance and other corporate activities. Currency, tenor, interest rate, and other conditions were based on the prevailing market conditions while issuing the debenture, which needed to be approved by the Company's Board of Directors.

The Chairman then invited questions and comments from shareholders. The issues raised by shareholders were as follows:

Mr. Chatri Charoenuang – Shareholder and Representative by Proxy Present

: Asked the Chairman to clarify the purpose of this offering and issuance of debenture.

The Chairman : Called on the Managing Director to clarify to the Meeting.

Managing Director : Asked Mr. Wirat for further clarification.

Mr. Wirat : Explained that the Company did not intend to issue debenture immediately. This was merely a request for a credit limit to do so because each issuance of debenture must be approved by the Board of Directors and then by the Shareholder Meetings. This request was to extend the flexibility in fund raising. As an example, he mentioned the case in 2005 when the Meeting approved the Company to issue debenture amounted to 500 million USD. The Company issued two sets of debenture. The first issuance was in 2005 amounted to 350 USD Euro Bond, which helped the Company save as much financial capital as approximately 250 million baht per year. The second issuance amounted to 5,500 million baht or equivalent to 150 million USD. The two issuances altogether fit the amount approved by the 2005 Meeting of Shareholders. Just like this time, the Company was not to issue debenture immediately, but asked for approval to be able to do so whenever the bond or debenture markets allowed and there was a need for money at that moment. He also explained the usefulness of issuing debenture, e.g.

for working capital, long-term fund raising, or refinance, like what the Company did in 2005 to decrease financial capital.

The Chairman : Supported that, apart from the approval from the Meeting, the Company must ask for approval from the Board before each issuance of debenture.

The Chairman then gave shareholders the opportunity to discuss and ask questions, but there were none. He, therefore, requested the Meeting to vote to approve the issuance of debenture.

The Meeting resolved by more than three-fourths of shareholders present at the Meeting who were entitled to vote to approve the company to offer and issue debenture for domestic and foreign investors in the aggregate amount of USD 500 million or its equivalence, for the purposes of finance working capital, business development, capital projects and expenditure, debt repayment or Refinance and other corporate activities. Currency, tenor, interest rate, and other conditions are based on the prevailing market conditions while issuing the debenture, each issuance of which needs to be approved by the company Board of Directors.

AGENDA ITEM 8 OTHER BUSINESS

The Chairman informed the Meeting that the Company had made an announcement on the Company's website for shareholders to propose other agendas prior to the Meeting, but there were none. The Chairman then offered the opportunity for shareholders to query and comment on other issues. The points raised were as follows:

Ms. Jinapak Pornpibul - Shareholder

: proposed 3 questions as follows:

- 1) How did the executives view the tendency of the overall business in the future?
- 2) Following the claim by the Board on Risk Management that Thailoil had an audit and a standard in Risk Management, the shareholder questioned how it was audited and practiced in order to claim that the risk was controlled, and how the figure of Risk

Management was during the past 3 years.

3) Questioned on environmental policy in which Thairoil should be responsible for communities and environment in general. Due to varieties in Thairoil and its subsidiaries' productions which were related to and had great effect on environment, what was the action of the Company to minimize the Green House effect and to reduce energy consumption for better air quality and environment?

The Chairman : Called on executives to respond.

Managing Director : Responded to the first question on the overall business in the future that the Company had collected and analyzed data from experts in various fields, as well as information provided by In-House. The business tended to be good for the next few years. This year, Thairoil should actually gain profits at the same level as the previous year, but due to the scheduled shutdown of processing units for 2 months for major turnaround maintenance. In the mean time, we would take this opportunity to tie in the capacity expansion of Crude Distillation Unit-3 (CDU-3). The profits, therefore, might decrease in accordance with the plant utilization. However, the business in general would be good because, according to demand-supply world wide, there would not be capacity expansion of refineries through out the world in the next few years, but in 4-5 years. The latest information from a world conference in USA in March, 2007, showed that the cost of refinery construction or expansion increased sharply. There would be great possibility that the new capacity would be delayed. Thairoil thus saw a good tendency in the next few years. However, TOP's profit might gradually decrease within in the next 4-5 years. The executives and the Board of the Company had been aware of this consequence, and sought strategies to increase the operating results in the next 4-5 years. There would be strategic seminars among Executives and the Board soon to prevent the Company from recession in the next 4-5 years.

The Managing Director asked Mr. Narongrit to respond question 2 on risk management and question 3 on environmental policy.

Mr. Narongrit

: Explained that the risk management policy was set up on organizational level following the international risk management structure. The Company had appointed a risk management committee in which TOP management officers were members. Thairoil had risk management principles reviewed, and potential risks indicated in the annual report. Major performances in risk management were reported to the Audit Committee quarterly. Meanwhile, the Company planned the audit procedures based on Risk-Based Audit. With this, if any high potential risks occurred, the Audit would perform more strictly. In addition, the risk management performances were also reported to PTT Petrochemical and Refinery group monthly and quarterly, and the progress were reviewed. Therefore, it could be seen that the risk management of the Company was systematic, and it was consistently reviewed by executives in all levels. Independent consultants were hired to evaluate the effectiveness of the risk management from time to time. The Company had set the risk management as one of the goals in KPI in 2007. The risk management performances were assessed on a yearly basis to ensure that the goals were accomplished.

In terms of environmental policy, the Company seriously concerned the sensitivity of emission control. The principles were reviewed on a monthly basis by the committee, comprised of managers from relevant departments, evaluating the data that had been measured. The Company had reached standards of risk management, and even higher. The details in brief were already put in the annual report.

The Chairman

: Added to question 1 that Thairoil had petroleum refining as its core activity with petrochemical products and electrical power as non-core businesses. In strategic planning, the Company had

looked through the business in general and found the fluctuation of revenue and profit. This would greatly help minimize the risk in business operation.

Mr. Pitak Netpetcharachai – Shareholder

: Firstly congratulated the two directors who were re-elected, i.e. Mr. Prasert Bunsumpun and Mr. Norkun Sittiphong, and expressed his sorrow to those who retired.

The shareholder held the opinion that the professional experiences of LTG. Prayut Chan-o-cha, whose current position was Commanding General, 1st Army Area, possessing military knowledge and skills; and Mr. Apisak Thanthiwarawongse, whose current position was President of Krung Thai Bank, possessing financial knowledge and skills, were not relevant to oil business. If Thairoil needed to make a loan, he believed that any commercial banks would be pleased. He then asked for reasons why the two new directors were selected despite those two retired directors who were knowledgeable and skillful. The shareholder asked the Chairman of Nominating and Remuneration Committee, Mr. Pala Sookawesh, to clarify.

The Chairman

: Excused Mr. Pala's absence due to his duty overseas. Then explained that Mr. Prapun Naigowit needed to resign due to his duty as a member of Election Commission of Thailand. Mr. Olarn Chaipravat, who had long worked with Thairoil and greatly assisted in finance, accounting, and audit, was widely accepted as an expert in finance and accounting. In terms of nomination process, PTT had considered carefully in several aspects. PTT was a parent company with a number of subsidiaries, and almost all of them which are listed as PLC were significant in Stock Exchange market. Mr. Apisak was also an expert in finance and accounting.

To answer the question on LTG. Prayut, the Chairman explained that, in retrospect, Thairoil had always had military officers sitting on the Board, except in the debt restructuring period during the

financial difficulty faced by the Company. Safety was the most importance for Thairoil and other refineries. There would be great damage if an explosion occurred there. Stability in energy had been highly essential, Thairoil therefore decided to have military officers sitting on the Board. The Chairman then mentioned the current situation that all risky areas, both refineries and oil tank farms, were well-secured. In addition, Thai Army co-operated with the Company in providing security unit. Thus, it was necessary for the Company to have military officers included in the Board.

Mr. Pitak Netpetcharachai – Shareholder

: proposed a question on security whether Thairoil could ask for police or army force from the government and whether it was really necessary, the same question with financial issue. The shareholder informed that he had participated in a meeting of AOT and found a change in which all members in the committee resign. He really appreciated that they were in unity. They knew what was taking place. He wondered if Thairoil knew what was happening. From what the Chairman had declared, he found it hardly plausible.

The Chairman : Thanked the shareholder and asked other directors for more clarification, but there were none.

Ms. Jinapak Pornpibul – Shareholder

: Commented that her 3 questions were not clearly responded, especially the question on Risk Management. It was not clarified whether the figure of Risk Management diminished during the past 3 years or how it had been changed. From what she asked, she did not mean to find fault with Thairoil, but she asked as a shareholder who felt ownership of the company. In her opinion, Risk Management included policy and practice. The policy should be handled by the Chairman and the Board who were filled with experiences and skills. In terms of practice, she believed that all operating staffs, not external experts, should be responsible for minimizing risks. Operating staffs would best know how to

minimize the risks if they were well-cultivated. Minimizing risk in terms of expenses was an economical saving and helped increase the Company's revenue. She concluded that all operating staffs who always kept Risk Management in mind were valuable for the Company and all shareholders.

The Chairman : Thanked for the valuable opinion, and explained that in terms of Risk Management, the Company had mainly focused on employees. Still, experts were needed for evaluation and audit, but in practice, all employees were the risk controllers. This comment was very valuable and the Company would accepted it for further action.

Shareholder (Unidentified)

: Questioned on share expansion amount 500 USD. Due to the fact that Thairoil had completely gained the 10 percent legal reserve, would existing minor shareholders receive the par value if the Company expanded the shares?

Managing Director : Explained that the request for approval of the amount 500 USD was not for the purpose of capital increase, but debenture issuance.

Mr. Somkiat Pongtippan – Shareholder

: Commented on the director issue. He expressed his appraisal and sorry for Dr. Olarn Chaipravat who had left the Company. However, Mr. Apisak Thanthiwarawongse also demonstrated his productive performance when he brought flourishing growth to Siam City Bank and moved to Krung Thai Bank. The shareholder believed in his capability and was content to have him sitting on the Board. However, he also believed that there should be some principles in the nomination process to consider the nominees themselves or what kind or expertise were needed for the Company. He then asked if one of the directors was prosecuted or inspected on illegal cases, was there any principle indicating on what process the director should resign, e.g. upon the judge's sentences or upon being sued?

The Chairman : Agreed that Dr. Olarn was one of Thailand's best experts. He had always assisted in the Company's business. The comment from the shareholder would be accepted for further consideration.

Mr. Pattana Pattanasiri – Representative by Proxy Present

: Mentioned that this was his second attendance in the Meeting with Thairoil. He praised the Meeting arrangement being improved from the last Meeting, such as more coffee break served. On the matter of dividend, he recommended that it be calculated in an ordinary way, for instance, 3.50 baht per 10 baht or 35 percent, which could not be paid by other companies, both local and foreign. In addition, he expressed an opinion that very few Thai people studied science. Consequently, many private companies had to be managed by foreigners. However, merely science could not make a man filled with spirit and mind. He proposed, in reference to the last Meeting, that he had asked Thairoil to build a Buddha image, he would like to know whether the Company would consider building it or not.

The Chairman : Answered that Thairoil had emphasized providing communities adjacent to the refinery with medical and public health services, which were beneficial to people in those communities. However, this proposal would be accepted for further consideration.

Ms. Rosaya Tianwan – Shareholder

: To ensure investors and other shareholders, the Company's profit in the first quarter was asked.

Managing Director : Responded that according to the principles of the Stock Exchange of Thailand, and because the account had not been closed, the figure could not be revealed at the moment. Nonetheless, the profit in the first quarter in general was fairly good. The plant utilization was over 100 percent. The business margin was still in high level, and all subsidiaries gained high profits.

The Chairman : Asked for permission to continue the session with written

questions asked by shareholders as follows:

Q1 – Would the FTA contract, in which Thailand bonded with other countries, directly affect the business of the Company or its subsidiaries in negative or positive ways?

A – The Managing Director informed that there would be no effect.

Q2 – The international oil business competition in the future were likely to be more serious. Vietnam, for example, had a number of refineries with large capacity. How would that affect the Company's business?

A – In terms of business, there might be more demands of running refineries. However, it depended on the efficiency and the capacity of those refineries. Thaioil, having other businesses such as petrochemical products and electrical power, therefore had various strategic plans.

Q3 – Due to problems of riots through out the world, how much did the Company concern the safety and security? This question was asked for the confidence of investors. If something happened, there would be an effect on the Company's image.

A – As clarified earlier that the security policy of the Company was over 100 percent. The security in the refining area was also supported by police and army units. Therefore, nothing needed to be worry.

Mr. Chatri Charoennuang – Shareholder and Representative by Proxy Present

: Asked about cost and time frame in building a refinery in general.

The Chairman : Called on the Managing Director to respond.

Managing Director : Explained that, from the date of thinking of building a refinery, and if there was no obstacle, it would take at least 4-5 years. The construction cost depended on the performance capacity needed. Last year, the cost to build the new refinery with the capacity of 1 barrel needed 15,000 USD. Therefore, multiply with 100,000 if

100,000 barrels were needed. The size of refinery in general at the moment was 500,000 – 600,000 barrels at a minimum. There must be billions US dollars in building a refinery so to build new refinery, investors had to seriously consider. And with the GRM of around 5 or 6 USD per barrel currently, there was no economic justification

Mr. Chatri Charoenuang – Shareholder and Representative by Proxy Present

: Added a question whether shareholders of Thairoil could be relieved.

Managing Director : Responded that shareholders could be relieved because our competitors would be in difficulty if they needed to build a refinery. On the other hand, the Company would also be in difficulty if the expansion were needed because it would be needed a huge investment.

Shareholder (Unidentified)

: Requested a comparison of Thairoil's and IRPC's business. What were Thairoil's advantages or disadvantages?

The Chairman : Called on Mr. Prasert Bunsumpun, as a representative of the parent company responsible for both companies, to respond to this question.

Mr. Prasert Bunsumpun

: Explained that the capacity of IRPC's refinery was 200,000 barrels per day. It was a simple refinery which produced raw materials for petrochemical plant. IRPC was regarded as a refining – petrochemical business. The leftover finished oil was by-product for sale. According to oil standard quality required in Thailand, some products, for example, diesel oil, needed to be exported owing to their quality which could not be sold in the country. The refining quality could not be compared with Thairoil because Thairoil's refinery, which was slightly larger, had conversion units regarded as a complex refinery, with the Complexity Index in high

rank in Asia Pacific, and with low operating expenses. Thairoil had an efficient refinery with refining products as the core products and some by-products were sent to produce value-added products at TPX. The objectives were, thus, different. Thairoil had refining products as the main products. The refinery, which was highly efficient, had high complexity, but low operating expenses. Its by-products were such as petrochemical products, and other businesses such as electrical power and lube base. IRPC also produced lube base, but it mainly focused on petrochemical products, having an upstream refinery to produce their raw materials. The two companies had different aspects described above, but they were both good depending on which aspect to be looked at, he added.

Shareholder (Unidentified)

: Questioned the necessity of power plant bidding.

The Chairman : Called on the Managing Director to clarify.

Managing Director : Explained that the Company was already equipped with such infrastructure as gas pipeline, transmission line, etc. Thairoil also possessed one power plant. The second plant would be a value adding with low cost. Electrical power business was quite stable, that is, the profit was not outstanding. Therefore, when the refining business dropped, the electrical power business would come into support, which was a way to distribute the risks in investment.

The Chairman : Added that normally, power plants under the IPP program had contract with the EGAT called PPA for 25 years. Therefore, the revenue would be quite consistent, and there would be fewer risks.

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 4.10 p.m.