

**Document for the 2010 Annual General Meeting
of Shareholders**

THE BANGCHAK PETROLEUM PUBLIC COMPANY LIMITED

Thursday April 8, 2010 at 13.30 Hours

Main Conference Room, The Bangchak Refinery,

210 Sukhumvit 64 Road, Phrakanong, Bangkok

(Unofficial Translation)



บริษัท บางจากปิโตรเลียม จำกัด (มหาชน)

สำนักงานใหญ่ : ชั้น 10 อาคาร A ศูนย์เอนเนอร์ยีคอมเพล็กซ์
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Translation

1000/041/2010

March 3, 2010

- Subject** : Invitation to Attend the 2010 Annual General Meeting of Shareholders
- To** : Shareholders
- Attachments** :
1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No.1/2009
 2. The 2009 Annual Report (CD-Rom)
 3. Biographies of the proposed directors
 4. Profiles of Independent Directors for proxy case
 5. The Company's Articles of Association with regard to the Annual General Meeting of Shareholders
 6. Map for the Meeting Venue
 7. Documents for the Rights to Attend the Meeting
 8. Proxy Form
 9. Annual Report (Book) Request Form

The Board of Directors of the Bangchak Petroleum Public Company Limited has resolved to hold the 2010 Annual General Meeting of Shareholders on Thursday April 8, 2010 at 13.30 hours at the main conference room of the Bangchak refinery, 210 Sukhumvit 64 Road, Phrakanong, Bangkok, to consider the following matters:

1. To consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2009.

Rationale & Background: The Company convened the Extraordinary General Meeting of Shareholders No. 1/2009 on September 24, 2009 to consider issues as required by laws. The minutes of such meeting is appended and sent to the Stock Exchange of Thailand within the period of time set by law and also available on the Company's web site (www.bangchak.co.th) as per details in Attachment 1.

The Board's Opinion: The Minutes of the Extraordinary General Meeting of Shareholders No. 1/2009 which was held on September 24, 2009 was completely and accurately recorded in a written form. The Board of Directors, therefore, recommended to the shareholders for approval.

2. To acknowledge the Board of Directors report on 2009 performance statement.

Rationale & Background: The Company's 2009 performance statement can be found in the Annual Report which was attached together with this invitation as per details in Attachment 2.

The Board's opinion: Agreed to propose the report on the Company's 2009 performance statement to shareholders for acknowledgement.

3. To consider and approve the Balance Sheets and the Statements of Income for the year, ending December 31, 2009 and the Auditor report.

Rationale & Background: The Company's Balance Sheets and the Statements of Income for the year ended December 31, 2009 was reviewed and endorsed by the Company's Audit Committee and also audited by the Company's auditor. Based on the auditor's opinion, the consolidated financial statements of the Company and its subsidiary were presented fairly in all material respects and in accordance with generally accepted auditing standards. The details of which are attached herewith in the Company's Annual Report for "Financial Statements" section on page 48-96 (Attachment 2)

The Board's opinion: Agreed to propose the Audited Balance Sheets and the Statements of Income for the year ended December 31, 2009 to shareholders for approval.

4. To approve on allocation profit for dividend payment.

Rationale & Background: The Company has the policy to pay out dividend to the shareholders at the rate of 50 percent of net profit of consolidated financial statements. However, this is subject to the economic situation and the Company's future business projects and also not contradiction with The Public Limited Company Law in terms of the dividend payment.

According to the performance in 2009, the Company's operations had a net profit of Baht 7,524 million of consolidated financial statements, amounting to 6.57 Baht per share. This is the result of an increase in oil prices, which is dependent on high working capital (excluding oil stock profit and dividend payment profit per share is approximate to 4.50 Baht). Moreover, the Company is expanding several renewable energy businesses which will generate benefit to all shareholders afterward; thus, the Company has to prepare the capital for those investments. The dividend payment for the second-half-year operations of 2009 is at the rate of 0.80 Baht per share, amounting to approximately Baht 936 million. The total 2009 dividend will be 1 Baht per share from retained earning profit including the interim dividend for the first-half-year operations of 2009, amounting to approximately Baht 1,170 million (The interim dividend was paid on September 7, 2009); therefore, in 2009, the dividend payment will be equivalent to 1.80 Baht per share. Ordinary Shareholders (BCP) paying personal income tax shall be entitled to a tax credit at 30/70 of the dividends for the received dividend in accordance with Section 47 bis of the Revenue Code.

Additionally, Depository Receipt holders (BCP-DR1) receive the equivalent dividend through Siam DR Co., Ltd. However, the dividend is income according to Section 40 (4) (a) of the Revenue Code. Thus, holders who receive income which is equivalent to the dividend shall not be entitled to a tax credit.

The following table shows the dividend comparison for Year 2009 and Year 2008.

Dividend Details	2009	2008
1.Net profit (Million Baht)	7,524	(750)
2.Number of shares (Million share)	1,170	1,119
3.Profit per share (Baht: Share)	6.57	(0.67)
4.Dividend per share (Baht: Share)	1.80	0.50
- interim dividend payment	1.00	-
- dividend payment	0.80	0.50
5.Total dividends payment (Million Baht)	2,106	560
6. Dividend payment ratio (Percent)	28	Pay from the Company's retained earnings.

Note: Shareholders acknowledged the interim dividend payment on September 24, 2009 at the Extraordinary General Meeting of Shareholders No.1/2009.

The Board's Opinion: It is appropriate to propose to the shareholders for approval in respect of the dividend payment for the second-half-year operations of 2009 at the rate of Baht 0.80 per share. The total 2009 dividend will be 1 Baht per share from retained earning profit including the interim dividend for the first-half-year operations of 2009; therefore, the 2009 dividend payment will be 1.80 Baht per share, amounting to approximately 2,106 million Baht. The Board of Directors had determined the date to list shareholders who are entitled to receive dividend on March 8, 2010, and list shareholders' names according to Section 225 of the Securities and Exchange Act. B.E. 2535 (Amended B.E. 2551) by closing the shareholders' registration book on March 9, 2010. The dividend payment date is on April 22, 2010.

5. To approve the appointment of new directors in replacement of those who are due to retire by rotation.

Rationale & Background: According to Article 20 of the Company's Articles of Association, on each Annual General Meeting of shareholders, one-third (nearest to one-third) of the directors who served the Company longest must be retired by rotation; however, the retired directors may be re-elected.

In this year, the five retired directors are:

- 1) General Tawat Ked-Unkoon (Independent Director)
- 2) Mr. Anusorn Tamajai (Independent Director)
- 3) Mr. Nipon Surapongrukchareon (Independent Director)
- 4) Mr. Chaivat Churitti (PTT Plc)
- 5) Mr. Tevin Vongvanich (PTT Plc)

For nominating the directors, the Company made an announcement to invite the minor shareholders to propose the names the qualified candidates for the positions of the directors via the Stock Exchange of Thailand's media channel and also on the Company's web site (www.bangchak.co.th) from October 1 - December 31, 2009. The consequence is none of shareholders propose the name of candidates to the Company.

In selecting and nominating the candidates, the Nomination and Remuneration Committee considered the candidates qualified with the competence, experience, good working records, leadership, vision, virtue, ethics, good attitude to the Company and ability to sufficiently devote their time to the Company's operation benefit. Additionally, the Nomination and Remuneration Committee took into account the candidate's qualifications which are in line with the Board of Directors component and structure of the Company's Business Strategy and also considered the proposal of PTT Plc, a major shareholder.

The Nomination and Remuneration Committee excluding the Directors who might have conflict of interests agreed to propose Mr. Anusorn Tamajai, a retired Directors, to be re-appointed, and appoint Mr. Sukrit Surabotsophon and Mr. Sarakorn Kulatham to act as new directors in place of Mr. Chaivat Churitti and Mr. Tevin Vongvanich who retired by rotation as the proposal of PTT Plc. Moreover, two outsiders, Mr. Surin Jirawisit and Mr. Issara Chotibulakarn are proposed to act as a new Director of the Company in place of a Director who retired by rotation because their qualification, competence and experience are beneficial to the Company's operation. (Biographies of the five nominees are attached herewith in Attachment 3)

The Board's opinion: The Board of Directors excluding Directors who might have conflict of interests considered based on the matters proposed by the Nomination and Remuneration Committee, and agreed to propose Mr. Anusorn Tamajai to be re-appointed as a Directors and appoint Mr. Sukrit Surabotsophon and Mr. Sarakorn Kulatham, Mr. Surin Jirawisit and Mr. Issara Chotibulakarn to act as new directors in place of retired directors.

6. To consider the directors' remuneration

Rationale & Background: Section 90 of the Public Limited Company Act indicated that "the remuneration payment for directors requires approval from the shareholders and the resolution shall be supported by a vote of not less than two-third of the total number of shareholders present at the meeting and entitled to vote"

The Nomination and Remuneration Committee reviewed the remuneration for the Company's Directors in 2010, took into account the remuneration's appropriateness which is compatible with roles and responsibilities and compared with other operators in the similar industry, size as stated, business expansion and the performance growth of the Company. The Nomination and Remuneration Committee thus agreed to propose the remuneration for the Company's Directors the shareholders as following:

1. Monthly Remuneration and Meeting Allowance (same as 2009)

The Board of Directors

- | | |
|------------------------|--|
| - Monthly Remuneration | 20,000 Baht/person/month |
| - Meeting Allowance | 20,000 Baht/person/time (Only for attending directors) |

The Sub-Committees *

1) The Audit Committee

- Monthly Remuneration 10,000 Baht/person/month
- Meeting Allowance 5,000 Baht/person/time (Only for attending Directors)

2) The Nomination and Remuneration Committee

- Monthly Remuneration -None-
- Meeting Allowance 10,000 Baht/person/time (Only for attending Directors)

3) Other Sub-Committees

The determination of the monthly remuneration and meeting allowance of other Sub-Committees, appointed by the Board of Directors, depends on the consideration of the Board of Directors as to the appropriateness and relevance of their responsibilities.

The Chairman of the Board of Directors and the Chairman of the Sub-Committees shall receive monthly remuneration and meeting allowances higher than those of members by 25 percent, whilst the Vice Chairman of the Board of Directors shall receive monthly remuneration and meeting allowances higher than those of members by 12.5 percent respectively.

2. Bonus

Bonus for the Board of Directors shall be adjusted from the same rate of 1 percent of net profit, but not over 15,000,000 Baht/year for all directors to the rate of 1.0 percent of net profit, but not over 20,000,000 Baht/year for all directors. Moreover, the Chairman and Vice Chairman shall receive the bonus higher than those of members by 25 percent and 12.5 percent respectively.

Note * Details about responsibility and remuneration of the Company's Committees and the policy in determination of Directors' Remuneration are available in the Annual Report, Pages 161-165

The Board's opinion: Based on the Nomination and Remuneration Committee's opinion, the Board of Directors agreed to propose to the shareholders to approve the determination of Directors' Remuneration for 2010 according to the Nomination and Remuneration Committee's proposal.

7. To consider the Appointment and Determination of the fee for the Auditor.

Rationale & Background: In section 120 of the Public Limited Company Act indicated that "In every Annual General Meeting, the shareholders have to appoint and determinate the fee for auditor (s) and auditor (s) of preceding year can be re-elected."

With regard to principles of corporate governance, the Company formulated policy on auditor rotation which has been stipulated for every 3 years so as to enhance stability of the internal control as well as independence of the auditor in auditing the Company's financial statements.

Currently, the Company's Auditor is Mr. Vairoj Jindamaneepitak, a certified Public Accountant of Thailand no. 3565 from KPMG Phoomchai Audit Limited (KPMG) who has worked excellently as the auditor and had a good internal control record.

The Audit Committee considered the Company's auditor qualified with the competence, experience, staff's readiness, acknowledged performance standard. Thus, it is appropriate to propose the shareholders to appoint KPMG including Mr. Vairoj Jindamaneepitak, Certified Public Accountants, Registration Number 3565 or Mr. Winid Silamongkol, Certified Public Accountants, Registration Number 3378 or Mr. Charoen Phosamritlert, Certified Public Accountants, Number 4068 to be the Company's auditor and the 2010 fee is Baht 1,515,000. (As alternates in case a need to change the auditor arises during a period ahead of the next Annual General Meeting of shareholders)

In addition, in 2010 Auditor Procurement, KPMG is also appointed to be the Auditor of Bangchak Green Net Company Limited and Bangchak Biofuel Company Limited which are subsidiaries of the Company by receiving audit fee not greater than Baht 616,300 and 135,700 respectively.

In this regard, KPMG has neither relationship nor conflicts of interests with the Company/subsidiary/Executives/Major Shareholder or person who concern with those. Comparative information on the payment of Auditor's remuneration in the previous year can be shown in the following table.

Auditor's Remuneration	2010 (Baht)	2009 (Baht)
Audit Fee	1,515,000	1,450,000
The Subsidiary's Audit Fee	752,000	720,000

The Board's opinion: Based on the Audit Committee' opinion, the Board of Directors agreed to propose the shareholders to appoint KPMG including Mr. Vairoj Jindamaneepitak, Certified Public Accountants, Registration Number 3565 or Mr. Winid Silamongkol, Certified Public Accountants, Registration Number 3378 or Mr. Charoen Phosamritlert, Certified Public Accountants, Number 4068 to be the Company's auditor and the 2010 fee is Baht 1,515,000.

8. To consider and approve the amendment to the Company's Articles of Association.

Rationale & Background: Presently Company's Articles of Association determine that shareholders who are Non-Thai Nationality shall hold shares of the Company not exceeding 20% of total issued shares and there is no limitation holding proportion of individual with Non-Thai Nationality.

Referring to the Extra Ordinary General Meeting No. 1/2009 (EGM) held on September 24, 2009, the Ministry of Finance, a Depository Receipt holder (BCP-DR1), proposed the EGM to include the limitation, "any Non-Thai Nationality can hold shares not exceeding to 5% of the total issue share" during considering and approving the amendment to the Company's Articles of Association agenda in order to prevent possible takeover when the Non-Thai Nationality holding proportion is increased up to 20% or more in the future. Furthermore, this limitation shall provide liquidity on the Company's share trading because there are more trading minor shareholders.

In accordance with the policy of the Ministry of Finance and prevention possible takeover by a Non-Thai National, it would be appropriate to include the limitation proportion of individual with Non-Thai Nationality not exceeding to 5% of total issue share in the Company's Articles of Association as same as the companies which operate in oil refinery business i.e. PTT Plc and Thai Oil Plc. determine the proportion of Non-Thai Nationality not exceeding to 5% and 10% of total issue share. Additionally, for the purpose of the liquidity on share trading and the protection of shareholders' interest, it would be appropriate to amend the Non-Thai holding proportion from 20 to 25 of total issued shares.

The Board's opinion: It is appropriate to propose to shareholders for approval the amendment of the Company's Articles of Association in Section 3, Clause 8 as follows:

Current Articles of Association	Proposed amendment of Articles of Association
<p>Article 8. The Shares of the Company can be transferred without limitation except when the transfer causes the Company to have individual with Non-Thai Nationality holding more than <u>20%</u> of total issued shares.</p> <p>In the case that the transfer causes the Company to have individuals with Non-Thai Nationality holding <u>more than 20% of total issued shares</u>, the Company shall take the following action ; reject the registration of transfer and send the letter to the transferor about the violation of the above Articles of Association, cancel/withdraw the share transferring, or send the letter to the transferor about the violation of the above Articles of Association and sell shares to Thai National(s) in order to preserve the shareholding proportion of individual with Non-Thai Nationality in the Company to no <u>more than 20% of total issued shares</u>.</p> <p>In the case that the Company sends the letter to the transferee about the denial of share registration, the transferee shall not have a voting right in the amount of shares transferred or which are forced to dispose. The Company shall restrain the dividend paid for the transferee in the amount of shares transferred or which are forced to dispose. The transferee shall not have the rights to claim the Company, the Board of Directors or any director of the Company to reimburse the interest and/or any damage or</p>	<p>Article 8. The Shares of the Company can be transferred without limitation except when the transfer causes the Company to have individual with Non-Thai Nationality holding more than <u>25%</u> of total issued shares <u>or there is Non-Thai Nationalities holding shares more than 5% of the total paid-up capital.</u></p> <p>In the case that the transfer causes the Company to have individual with Non-Thai Nationality holding <u>more than the aforementioned proportion</u>, the Company shall take the following action ; reject the registration of transfer and send the letter to the transferor about the violation of the above Articles of Association, cancel/withdraw the share transfer, or send the letter to the transferor about the violation of the above Articles of Association and sell shares to Thai National(s) in order to preserve the shareholding proportion of individual with Non-Thai Nationality in the Company to no <u>more than the aforementioned proportion</u>.</p> <p>In the case that the Company sends the letter to the transferee about the denial of share registration, the transferee shall not have a voting right in the amount of shares transferred or which are forced to dispose. The Company shall restrain the dividend paid for the transferee in the amount of shares transferred or which are forced to dispose. The transferee shall not have the rights to claim the Company, the Board of Directors or any director of the Company to reimburse the interest and/or any damage or</p>

Current Articles of Association	Proposed amendment of Articles of Association
<p>compensation from restraining the dividend paid or limitation on voting rights in the shareholders' meeting in any matter.</p> <p>In the case that a Thai National shareholder has changed to a Non-Thai National or a Thai National shareholder has changed to a Non-Thai Nationality by law, the shareholder shall send a letter to the Board of Director at once. In case that Non- Thai National shareholder causes the Company to have - Non-Thai Nationalities holding ordinary shares of <u>more than 20% of total issued shares</u>, the Company shall send the letter to the shareholder to sell the ordinary share to a Thai National in the minimum amount so as to preserve the shareholding proportion of Non-Thai Nationality in the Company to no <u>more than 20% of total issued shares</u>.</p>	<p>compensation from restraining the dividend paid or limitation on voting rights in the shareholders' meeting in any matter.</p> <p>In the case that a Thai National shareholder has changed to a Non-Thai National or a Thai National shareholder has changed to a Non-Thai Nationality by law, the shareholder shall send a letter to the Board of Director at once. In case that Non- Thai National shareholder causes the Company to have Non-Thai Nationalities holding ordinary shares of <u>more than the aforementioned proportion</u>, the Company shall send the letter to the shareholder to sell the ordinary share to a Thai National in the minimum amount so as to preserve the shareholding proportion of Non-Thai Nationality in the Company to no <u>more than the aforementioned proportion</u>.</p> <p><u>In the case that any individual with Non-Thai Nationality hold shares greater than 5% of the total paid-up capital, prior to the date that shareholders meeting resolve this amendment of the Company's Articles of Association, the paid individual can continue hold the aforementioned proportion share; but, unable to increase his/her holding proportion except in the case that the aforementioned Non-Thai holding proportion decreases to lower than 5% of total issued shares and future possessions shall not affect the shareholding proportion to be more than 5% of total issued shares.</u></p> <p><u>Therefore, the aforementioned "individuals" means a natural person and a juristic person.</u></p>

9. To consider and approve the amendment to the Company's Memorandum of Association

Article 3 (The Company's Objective)

Rationale & Background: The Company has committed to expand new high value businesses for driving the Company towards sustainable growth both directly and indirectly relating to existing business which is the key to return a long term profit to all shareholders and reduce an oil business risk.

Nevertheless, the Company's Memorandum of Association (The Company's Objective), is uncover an upstream and downstream businesses as well as the other renewable energy businesses such as solar, wind, wave and plant energy.

The Board's opinion: It is appropriate to propose to shareholders for approval the amendment of the Company's Memorandum of Association (The Company's Objective) for developing new businesses related and unrelated to the Company's current business and which are not contrary to the Company's objectives. The amendment of the Company's Memorandum of Association in Article (1), (3) and (13) as follows:

Current Memorandum of Association	Proposed amendment of Memorandum of Association
<p>(1) deal in petroleum business which term includes prospecting, developing, producing, procuring, refining, processing, reserving, custodying, importing, exporting, transporting, buying, selling, and distributing petroleum which term includes crude oil (including all kinds of natural crude mineral oil, asphalt, ozokerite, hydrocarbon, bitumen, irrespective whether in solid, viscous or liquid form), natural gas (including hydrocarbon in all forms of gas irrespective whether in humid or dry form produced from oil pits or gas pits and also including residual gas out of separation of liquefied hydrocarbon or any by-product substance from this kind of humid gas), liquefied natural gas (including liquefied hydrocarbon or hydrocarbon having high level of steam pressure simultaneously produced along with natural gas or derived from separation of natural gas), by-products (including helium, carbon-dioxide, sulphur, or any other substances derived out of petroleum production), other hydrocarbon components arising naturally and in the state of independence irrespective whether it be in solid, viscous, or liquid or gas form and various heavy hydrocarbon that may be brought about from direct sources by virtue of heat or chemical process, to the inclusion of coal, fossil or any other type of rock capable of being refined in order to separate oil by virtue of heat or chemical process, including chemical products; deal in chemical petroleum industry.</p>	<p>(1) deal in petroleum business which term includes prospecting, developing, producing, procuring, refining, processing, reserving, custodying, importing, exporting, transporting, buying, selling, and distributing petroleum which term includes crude oil (including all kinds of natural crude mineral oil, asphalt, ozokerite, hydrocarbon, bitumen, irrespective whether in solid, viscous or liquid form), natural gas (including hydrocarbon in all forms of gas irrespective whether in humid or dry form produced from oil pits or gas pits and also including residual gas out of separation of liquefied hydrocarbon or any by-product substance from this kind of humid gas), liquefied natural gas (including liquefied hydrocarbon or hydrocarbon having high level of steam pressure simultaneously produced along with natural gas or derived from separation of natural gas), by-products (including helium, carbon-dioxide, sulphur, or any other substances derived out of petroleum production), other hydrocarbon components arising naturally and in the state of independence irrespective whether it be in solid, viscous, or liquid or gas form and various heavy hydrocarbon that may be brought about from direct sources by virtue of heat or chemical process, to the inclusion of coal, fossil or any other type of rock capable of being refined in order to separate oil by virtue of heat or chemical process, including chemical products; <u>deal in chemical petroleum industry and petro-chemical industry and related industries applying petro-chemical products as raw material and other petro-chemical by-products.</u></p>

Current Memorandum of Association	Proposed amendment of Memorandum of Association
<p>(3) deal in business, buy, procure, by whatever means, all types of goods or assets, or sell, distribute by whatever means, all types of goods or assets, employ others or be employed to undertake any business relating to, in connection with, similar to, or beneficial to carrying out business according to (1) and/or (2)</p>	<p>(3) deal in, procure, by whatever means, <u>produce, custody, transport, trade or dispose of, of whatever means, import into and export out of the Kingdom, including providing logistic support to any other concerns</u>, all types of goods or assets, <u>including any other types of chattels capable of being traded, for example, carbon credit, etc.;</u> employ others or be employed to undertake any business relating to, in connection with, similar to, or beneficial to carrying out business according to <u>the objects of the company, e.g.</u></p> <p>a. <u>all types of electricity businesses, e.g. thermal electricity plants, co-generation plant, solar-power electricity plants, hydro-power electricity plants, nuclear-power electricity plants, and all other types of electricity plants, including production, procurement, distribution, and sale of electricity or controlling of electrical systems;</u></p> <p>b. <u>supplying, producing, custodying, transporting, trading or distributing energy, energy-related businesses including energy substitute businesses and logistic support to all types of energy businesses in all forms, namely, bio-diesel, ethanol, methanol, energy from plants, from animals, solar energy, wind energy, wave energy, hydrogen energy, nuclear energy, bio-gas energy, geothermal energy, including, but not limited to by-products of aforementioned energy.</u></p> <p>c. <u>mining, rock, gravel, sand, soil, as well as all industries, purchasing, distributing minerals, rock, gravel, soil and products derived there from as well as other resources.</u></p> <p>d. <u>producing raw materials, chemical substances, chemical supplies, and all types of chemical products from minerals, natural substances, natural resources, substances to enhance efficiency, catalyst elements, or other chemical substances through various processes to arrive at new products, substances, chemical products, pharmaceutical</u></p>

Current Memorandum of Association	Proposed amendment of Memorandum of Association
	<p><u>products, irrespective whether such products be in finished or semi-finished forms or by-products with all such products capable of being utilized as raw material for industries, handicrafts, commerce, agriculture or in any other fields.</u></p> <p>e. <u>producing and trading agricultural produce including engaging in forestry, e.g. wood trading, forestation and activities associated with interest out of forestry business; engaging in rice farming, salt-field, agricultural plantation, rubber plantation, palm-oil plantation, tapioca flour, and other plants; producing finished or semi-finished products therefrom; agricultural produce processing, as well as all businesses associated with interest out of such activities; or supporting undertaking of businesses pursuant to the objects of the company including trading in agricultural produce futures, derivatives or consumables.</u></p> <p>f. <u>industries related to food, pharmaceuticals, medication, pharmaceutical products, medical equipment, scientific equipment and tools, fertilizer, herbicide, plant maintenance products and animal health products;</u></p> <p>g. <u>plants producing oil extracted from plants or animals; paper producing plants, distillery, sugar plants, plastic utensils plants and other kinds of plant for the benefit of or in support of the objects of the company;</u></p> <p>h. <u>dealing in wholesaling and retailing of all types of consumables, agricultural produce, industrial products ; and engage in providing all types of services;</u></p> <p>i. <u>dealing in designing, producing, providing audio-visual equipment services, e.g. multi-vision slides, still slides, motion picture and sound recording, negative film processing; designing of magazines and printed matters, information circulars, and other public relation media;</u></p> <p>j. <u>deal in electronic business for all types of businesses; provide services for researches</u></p>

Current Memorandum of Association	Proposed amendment of Memorandum of Association
	<p><u>via the internet; provide advisory services and provide advice to traders in general in laying down electronic business system; provide services in connection with electronic business development; lay down systems for, manage, distribute, market payment systems, goods transportation and trading to traders in general; deal in importing, exporting, distributing, surveying, researching, developing, producing, procuring, refining, extracting, processing, mixing, packaging, accumulating, reserving, custodying, transporting, port business, warehousing, of petroleum, natural gas, substitute energies, products derived from petroleum, petro-chemical, electricity, water, steam, including other undertakings related to or in connection with or in support of other petroleum industries and all types of goods through electronic business.</u></p> <p>k. <u>develop, improve on, land, to make it appropriate for commercial, industrial, agricultural purposes, and to dispose of the same pursuant to the objects of the company; or to separate the land into plots or parts and sell only the land or the structures thereon or both the land and the structures thereon;</u></p> <p>l. <u>provide services of counseling, researching, hire of work, or undertaking by whatever means, to analyze for water, soil contaminated substances or others; treatment and transportation of hazardous or non-hazardous waste water, air, or industrial waste, disposal of waste, including garbage processing, disposal of radio-active waste; treatment of water, soil, and furnaces for waste treatment purposes;</u></p> <p>m. <u>contract to produce, design, build, erect work relating to engineering, architecture, industry, facilities and safety enhancement products and to administer environment including engage in contracting to build buildings, commercial buildings, residences, offices, every type of industrial plants, roads,</u></p>

Current Memorandum of Association	Proposed amendment of Memorandum of Association
	<p><u>bridges, dams, tunnels, mines, oil and gas rigs, system for transporting goods by tube, infrastructure system and all other types of construction including civil works and erecting all types of equipment.</u></p> <p>n. <u>build and administer businesses relating to communities and industrial estates;</u></p> <p>o. <u>procure such infrastructure facilities as electricity, water on tap, treated water, demineralized water, steam (once permits therefore have been obtained) for the company's own use; or produce or distribute by any means such acquired infrastructure facilities as well as trading in related equipment;</u></p> <p>p. <u>deal in port and goods depot businesses;</u></p> <p>q. <u>deal in transportation, loading and unloading petroleum, liquefied natural gas, products derived from all kinds of petroleum, petro-chemical products, products derived from petro-chemicals; loading and unloading goods and passengers through tube system and its sub-system on land, by sea or by air, both within the country and at international level including undertaking any other related businesses, or any other businesses in connection with such transportation, loading and unloading; contracting to process through customs clearance at port and administer the freight services;</u></p>
<p>(13) serve as advisor and provide counsel on any other kinds of business as well as provide counsel to solve problems associated with industries; preparing feasibility studies; designing; issuing standardization certificates, e.g. on specifications of fuel and lube, environment, bio-sanitation, including engaging in any other businesses and/or providing support to any other businesses related to energy, conservation of energy and environment.</p>	<p>(13) serve as advisor and provide counsel on <u>engineering, architecture, law, accounting, finance, marketing, advertising, public relation,</u> any other kinds of business as well as provide counsel to solve problems associated with industries; preparing feasibility studies; designing; issuing standardization certificates, e.g. on specifications of fuel and lube, environment, bio-sanitation, including engaging in any other businesses and/or providing support to any other businesses related to energy, conservation of energy and environment.</p>

10. Other Business (if any)

Anyhow the Company set the date to list shareholders who are entitled to receive dividend and may participate the 2010 AGM on March 8, 2010, and list shareholders' names according to Section 225 of the Securities and Exchange Act. B.E. 2535 (Amended B.E. 2551) by closing the shareholders' registration book on March 9, 2010.

The Company has publicized the 2010 AGM the invitation letter and supporting documents on the Company's web site (www.bangchak.co.th). For any questions concerning the proposed agendas, the Company welcomes opportunity to clarify these matters in the Meeting. Please forward your questions in advance to ir@bangchak.co.th or to facsimile number 0-2140-8902.

Please be invited to attend the meeting at the time and place as mentioned. The Company will allow the shareholders to register from 11.00 hours Shareholders can either attend the Meeting themselves or appoint representatives who are of juristic age to attend and cast vote on their behalf. In order to register conveniently and quickly, Shareholders or the Proxy attending the Meeting on behalf of the Shareholders are requested to bring evidence(s) as stated in the Attachment 7 and 8 and show it for the rights to attend the Meeting. In case the Shareholders appoint the independent director of the Company, the Shareholders are requested to send the reply envelope enclosed documents evidence(s) as stated in the Attachment 7 and 8 and a proxy to the Company in order to proceed with your intentions in the future.

Yours faithfully,

Signed Anusorn Sangnimnuan

(Mr. Anusorn Sangnimnuan)

President and the Secretary to the Board of Directors

The Company organizes the refinery visit, the interested shareholders are able to visit the refinery from 11:00-12:30 hours and after the adjournment of the meeting.

Office of the Secretary to the Board of Directors

Tel: 0-2335-4584

Fax: 0-2140-8902

The Minutes of the Extraordinary General Meeting of Shareholders No. 1/2009

The Bangchak Petroleum Public Company Limited

The Meeting was held on Thursday September 24, 2009, at the main conference room of the Bangchak Petroleum Public Company Limited (“the Company”) Head Office, located at 210 Sukhumvit 64 Rd., Phrakanong, Bangkok.

Preliminary Proceeding at 13.30 Hours

Before the commencement of the meeting, The President, Mr. Anusorn Sangnimnuan, informed that there were a total of 536 shareholders, of whom, 310 was present in person and 226 was present as proxy holders. A total of 551,051,921 shares were represented at the meeting equaling to 47.11 percent of the Company’s outstanding sold shares; therefore, this was sufficient to constitute a quorum under the Company’s Articles of Association.

General Tawat Ked-Unkoon, the Chairman of the Board of Directors, presided as the Chairman of the Meeting and Mr. Anusorn Sangnimnuan, the President and Secretary to the Board of Directors, presided as Secretary to the Meeting. The directors and executive officers who attended the Meeting are as follows;

Directors Present:

- | | | | |
|-----|---------------|--------------------|--|
| 1. | General Tawat | Ked-Unkoon | Chairman of the Board of Directors |
| 2. | Mr. Chai-Anan | Samudavanija | Vice Chairman and Chairman of the
Nomination and Remuneration Committee |
| 3. | Mr. Anusorn | Tamajai | Director and Chairman of the Audit
Committee |
| 4. | Mr. Nipon | Surapongrukchareon | Director, Audit Committee, and Chairman of
the Enterprisewide Risk Management Committee |
| 5. | Mr. Wirat | Iam-Ua-Yut | Director, Audit Committee, and Chairman of
the Corporate Governance Committee |
| 6. | Miss Pranom | Kowinwipat | Director and Audit Committee |
| 7. | Mr. Thana | Putarungsi | Director |
| 8. | Mr. Chaivat | Churitti | Director |
| 9. | Mr. Tevin | Vongvanich | Director |
| 10. | Mr. Surong | Bulakul | Director |
| 11. | Mr. Thevan | Vichitakul | Director |
| 12. | Mr. Twarath | Sutabutr | Director |
| 13. | Mr. Anusorn | Sangnimnuan | President and Secretary to the Board of Directors |

Executives Present:

- | | | |
|----|-----------------------------|--|
| 1. | Mr. Vichien Usanachote | Senior Executive Vice President / Refinery Business |
| 2. | Mr. Patiparn Sukorndhaman | Senior Executive Vice President / Accounting and Finance |
| 3. | Mr. Wattana Opanon-Amata | Senior Executive Vice President /
Corporate Administration and Information Technology |
| 4. | Mr. Yodphot Wongrukmit | Executive Vice President / Marketing Business |
| 5. | Mr. Mr.Bundit Sapianchai | Executive Vice President / Business Development
and Strategy |
| 6. | Mr. Surachai Kositsareewong | Executive Vice President / Accounting and Finance |

The Chairman welcomed shareholders and Depository Receipt holders (BCP-DR1) who attended the Meeting and assigned Mr. Anusorn Sangnimnuan, the President, to inform the agenda and voting procedures for the Meeting.

The President informed that the Company posted an announcement on the Company's website and The Stock Exchange of Thailand's (SET) channel to invite shareholders and holders of BCP-DR1 to propose questions for the Meeting in advance; however, no questions were submitted. Then, the President briefed voting procedures for the Meeting as follows:

- For ordinary shares holders or "BCP", only opposing and abstention votes of shareholders would be tallied and their numbers subtracted from the quorum to determine if the proposed resolution had been successfully carried. The remaining votes would be deemed to have voted in favor of the proposed resolution. In case of a proxy, officers have tallied their respective proxy votes in advance. However, if shareholders did not specify or clearly specify voting intentions, the proxy shall be authorized to correspondingly consider matter(s) and vote; raising their hands for opposing and abstention votes, so that ushers would collect the ballot paper from them.

- For holders of BCP-DR1, according to the Terms and Conditions of the Prospectus, the holders of the warrants have voted through the Siam DR Company Limited in advance. Holders of these warrants attend the Meeting only as observers who receive information from the Company, and therefore are not entitled to receive ballot paper accordingly.

According to the voting regulations stipulated in Article 17 of the Company's Articles of Association, voting shall be one share per one vote. In such cases where the votes are equal, the Chairman of the Meeting shall have a casting vote. In order to be consistent with clarity and transparency practices of the Company's Corporate Governance Practice in the casting of votes for each agenda and compliance with laws and the Company's regulations, the Company invited Mr. Visith Uervirojnangkoorn, a representative from the Kanung and Partners Law Offices Company Limited, to serve as an inspector for the monitoring of the verification of required documents, voting process and result of votes and resolutions.

The Chairman then proceeded to commenced with the meeting agenda with the following items:

Agenda No. 1 To consider and adopt the Minutes of the 2009 Annual General Meeting of Shareholders.

The Chairman proposed the Meeting to consider and adopt the Minutes of the 2009 Annual General Meeting of Shareholders held on April 9, 2009. The copy of the Minutes was attached in the meeting Notice sent to all Shareholders.

The Chairman asked if shareholders if there were any questions or comments as to which there was the following comment:

Shareholder : Praised the Board of directors, executive officers and the Company's (Mr. Chatree Charoenuang) officers for arranging the meeting conveniently which was better than meetings in the past, which greatly impressed shareholders.

As there was no further proposal or query, the Chairman then proposed the Meeting to vote and concluded as follows:

	<u>No. of Votes</u>	<u>Percentage</u>
Agreed	551,919,020	100.0000
Disagreed	0	0.0000
Abstained	1	0.0000

Resolution: The Meeting approved the Minutes of the 2009 Annual General Meeting of Shareholders by the majority vote of the Meeting.

Agenda No. 2 To acknowledge the interim dividend payment.

The Chairman invited Mr. Anusorn Sangnimnuan, the President, to brief the Meeting on the allocation of profit from retained earnings for interim dividend payments.

The President reported that Section 115 of the Public Limited Company Act, B.E. 2535 and Article 37 of the Company's Articles of Association, indicates that the Board of Directors may occasionally pay out interim dividend to shareholders when the Company generates reasonable net profit, which is to be reported to shareholders at the next General Meeting.

The total income of the Company and its subsidiary for the first six months was Baht 48,635 million, a 29.92 percent decrease from the previous year due to the plummeted oil prices which kept sales prices low for the marketing business. The Company's EBITDA was Baht 7,094 million with a net profit of Baht 4,295 million, accumulating to Baht 3.67 earnings per share, 5.91 percent increase from the previous year as a result of engaging in hedging investments to mitigate risks.

The Adjusted EBITDA of the Refinery Business was Baht 4,819 million and the Gross Refinery Margin (GRM) excluding Inventory Loss was 10.69 USD/BBL, compared to last year's GRM of 6.98 USD/BBL. The Company's crude run was at 82,700 Barrel per day increasing from last year's 72,100 Barrel per day.

The EBITDA of the Marketing Business was Baht 954 million increasing from last year's Baht -470 million. The average marketing margin excluding lubricant business was 0.64 Satang per liter increasing from last year's -0.13 Satang per liter, because oil prices have climbed gradually which was different from last year where prices rose sharply. The Company could control and assess the average marketing margin to be consistent with the capital. The marketing business sales volume equaled 55,600 Barrel per day, an increase of 2.9 percent from previous year.

The Company prudently considered its financial obligations and future investment projects, and found that it still had sufficient capital to support continuous business growth and expansion. Thus the Board of Directors resolved to allocate profit from retained earnings for interim dividend payments at 1.00 Baht per share, accumulating to Baht 1,170 million and the interim dividend payment was paid on September 7, 2009.

According to the law and the Company's Articles of Association, the Board of Directors agreed to report to the shareholders as to the allocation of profit from retained earnings for interim dividend payment.

The Chairman asked shareholders if there were any questions or comments and there were none.

Resolution: The Meeting acknowledged the interim dividend payment.

Agenda No. 3 To consider and approve the amendment to the Company's Articles of Association.

The Chairman invited Mr. Anusorn Sangnimnuan, the President, to brief to the Meeting the amendment to the Company's Articles of Association for their consideration and approval.

Presently, the Company's Articles of Association determine that shareholders who are of Non-Thai Nationality shall hold shares of the Company not exceeding 10% of total paid-up capital. As of April 23, 2009, the Company has holders of securities as follows:

- 1) Shareholders who are of Non-Thai Nationality hold ordinary shares of the Company in the amount of 31,408,398 shares or equivalent to 2.81% of the total paid-up capital.
- 2) Shareholders holding through Non-Voting Depository Receipt (NVDR) hold in the amount of 75,840,660 shares or equivalent to 6.78% of total paid-up capital.

- 3) Depository Receipts holders (BCP-DR1) who are of Non-Thai Nationality hold in the amount of 160,262,030 shares or equivalent to 14.32% of total paid-up capital.
- 4) Convertible Debenture holders who are of Non-Thai Nationality hold in the amount of approximately 172,498 units. If this amount of Convertible Debenture is fully converted, it is equivalent to approximately 120,627,972 ordinary shares or equivalent to approximately 9.73% of total paid up capital after conversion (1,239,760,022 shares).

If holders in number 2-4 (shareholder information as of April 23, 2009 which is most complete) converted all their shares to ordinary shares, shareholders who are of Non-Thai Nationality would hold approximately 388,139,060 ordinary share of the Company or equivalent to 31.31% of total paid-up capital after conversion (1,239,760,022 shares). The Company's Articles of Association, stipulates that shareholders who are of Non-Thai Nationality and converts their securities to ordinary shares in the amount exceeding 10% of total paid-up capital, will receive NVDR. If those shareholders who are of Non-Thai Nationality have a limitation on holding NVDR, they shall sell their shares in the SET and as a result, the price of ordinary shares of the Company would be affected.

Additionally, when comparing with other listed companies in the SET in the oil refinery business, determining the proportion of Non-Thai Nationality does not exceed 30-100 percent of the total paid-up capital, the Company thus has the lowest determined percentage of Non-Thai Nationality holdings in the industry. As a result the ordinary shares of the Company may not be attractive to foreign investors and may cause the liquidity on share trading to be lower than other companies in the same industry.

Increasing the Non-Thai Nationality holding proportion will lessen the impact on the price of Company capital stocks, whereby the Non-Thai Nationality cannot convert to ordinary shares and are obligated to sale their holding shares; furthermore, it strengthen the confidence of financial institutes in the business growth and expansion of the Company, as well as attract investors to the Company's assets and benefit the international image of the Company and enhance the liquidity of the Company's share trading.

To be consistent with the current proportion of Non-Thai Nationality shareholders, it would be appropriate to propose the amendment of the Company's Articles of Association in Section 3 Article 8 for the meeting's approval. Transferring shares as follow:

"Article 8. The Shares of the Company can be transferred without limitation except when the transfer causes the Company to have Non-Thai Nationality holdings exceeding 20 percent of total issued shares.

In the case that the transfer causes the Company to have Non-Thai Nationality holding the share exceeding 20 percent of total issued shares, The Company shall

reject the registration of transferring, send a notice to the transferor about the violation of the above Articles of Association, cancel/withdraw the share transfer, or send a notice to the transferee about the violation of the above Articles of Association and sell shares to Thai National(s) in order to preserve the shareholding proportion of Non-Thai Nationality holdings in the Company not exceeding 20 percent of total issued shares.

In case that the Company sends the notice to the transferee about the denial of their share registration, the transferee shall not have a voting right in the amount of shares transferred or which are forced to dispose. The Company shall restrain the dividend payment to the transferee for the amount of shares transferred or which are forced to dispose. The transferee shall not have the rights to claim on the Company, the Board of Directors or any director of the Company to reimburse the interest and/or any damage or compensation as a result of restrained dividend payment or the limitation on voting rights in the shareholders' meeting in any matter.

In case a Thai National shareholder has changed to a Non-Thai Nationality or a Thai National shareholder has changed to a Non-Thai Nationality by law, the shareholder shall send a letter to the Board of Director at once. In case that Non-Thai National shareholder causes the Company to have a Non-Thai Nationality holding ordinary shares exceeding 20 percent of total issued shares, the Company shall send a notice to the shareholder to sell the ordinary share to a Thai National in the minimum amount so as to preserve the shareholding proportion of Non-Thai Nationality in the Company not exceeding 20 percent of total issued shares.”

The Chairman asked if shareholders if there were any questions or comments as to which there were the following comments:

Shareholder : 1) What are the principles that the Company used to determine that the proportion of Non-Thai Nationality holdings shall not exceed 20 percent?
(Mr. Sataporn Why does the Company not emulate other companies and determine Non-Thai Nationality holding proportion between 30-40 percent?
Pangniran)

2) Please describe how to calculate the 31.31 percentage on page 3 of the meeting Notice concerning correctness of the figure of Non-Thai Nationality proportion holdings, for upon converting the shareholdings of converted ordinary shares for shareholder in numbers 2-4, it is found that the number is not congruent with the figure in the meeting Notice.

- Securities Consulting Company (Kim Eng Securities (Thailand) Plc.)** (Mr. Thaveesith Santatikul) : Described that the ordinary shares in number 1-3 were calculated on the basis of total paid-up capital as of April 23, 2009 which was equivalent to 1,119,132,050 shares; nevertheless, number 4 was calculated on the basis of 1,239,760,022 converted ordinary shares ; therefore, the Company's result which was written in the meeting Notice will not as same as shareholders'.
- Shareholder** (Colonel Phuan Klaypong) : The Company should increase the Non-Thai Nationality holding proportion to 30 percent which is equivalent to PTT Public Company Limited to increase the ability of the Company to compete with both domestic and international businesses and increase the present capital stock.
- Shareholder** (Mr. Metha Wanadilok) : Thai people, especially in provinces, rather admire the Company for preserving Thai cultural identity, i.e. community products as promotional gifts in service stations. Increasing the Non-Thai Nationality holding proportion to 30 percent, as proposed by the shareholders, the Company should pertinently deliberate and not only consider just profits but also the Company's preservation of Thai cultural identity.
- Shareholder** (Mr. Prasert Titsayatikom) : The reason that the Company wish to amend the Company's Articles of Association to increase the price of the capital stock, personally, I think it is also linked to the Company's performance as well.
- President** : At the present, the Company has a strong image as a Thai company that has worked consistently for the better good of Thai society, a philosophy that the Company continues to adheres, therefore increasing the Non-Thai Nationality holding proportion from 10 to 20 percent is suitable now; however, increasing the Non-Thai Nationality proportion holding in the future is something we have discuss and consider once again.
- Siam DR Co. Ltd Proxy** (Ms. Pornpreeya Wattanasuk) : The Ministry of Finance, a Depository Receipt holders (BCP-DR1), agreed to amend the Company's Articles of Association as detailed in the EGM meeting Notice No. 1/2009. However, this amendment of the Company's Articles of Association in Section 3 does not conclude the limitation for the Non-Thai Nationality holding proportion; therefore, it is suitable to propose to the Meeting to consider the inclusion to the content that **“any Non-Thai Nationality can hold shares not exceeding 5 percent of the total paid-up capital”** in order to prevent possible takeover when the Non-Thai Nationality holding proportion is increased up to 20 percent or more in the future. Furthermore, this limitation shall provide liquidity on

the Company's share trading because there are more trading minor shareholders. Thus, increasing this limitation is in accordance with the criteria of the Securities and Exchange Act, B.E. 2535 and equivalent to other companies' Articles of Association in the industry such as PTT Public Company Limited or Thai Oil Public Company Limited etc.

The Chairman summarized that the BCP-DR1 proxy holder informed that the Ministry of Finance, Depository Receipt holder (BCP-DR1), proposed to the Meeting to include the limitation, "any Non-Thai Nationality can hold shares not exceeding to 5 percent of the total paid-up capital" as reasoned earlier by the BCP-DR1 proxy holder. However, this case is beyond the agenda in the EGM Notice, therefore, before considering this proposal, it is necessary to receive a concurring resolution from the meeting by more than three-fourths of the total number of votes cast by the shareholders presented and entitled to vote. In accordance with the Articles 17 (1) of the Company's Articles of Association, prescribe that by majority votes cast by the shareholders presented and entitled to vote.

Securities Consulting Company (Kim Eng Securities (Thailand) Plc.) (Mr. Montree Sornpaisarn) : Concerning this agenda, due to the fact that Siam DR Company Limited proposed to approve the amendment of the Non-Thai Nationality holding proportion to 20 percent, but proposed the Meeting to consider agenda item No. 3 in 2 steps:

Step 1. Consider the amendment to increase the Non-Thai Nationality holding proportion to 20 percent.

Step 2. Consider out of the 20 percent proportion, should the investment limitation be capped at 5 percent?

This incorporates 2 steps in one agenda item.

Chairman : According to the proposal of the Securities Consulting Company, I summarized that concerning agenda No. 3, the amendment of the Company's Articles of Association, will be voted in 2 steps. The first step is the amendment of the Non-Thai Nationality holding proportion from 10 to 20 percent.

The first step is to amend the Non-Thai Nationality holding proportion from 10 to 20 percent. The Chairman asked the shareholders who oppose or abstain from the vote to raise hands; the resolution is shown below:

	No. of Votes	Percentage
Agreed	552,544,026	99.9983
Disagreed	5,001	0.0009
Abstained	4,201	0.0008

The Meeting resolved the amendment of the Company's Articles of Association by more than three-fourths of the total number of votes cast by the shareholders presented and entitled to vote as stipulated in the meeting Notice.

The second step concerns the proposal of increasing the limitation in the Non-Thai Nationality holding proportion to 20 percent, "any Non-Thai Nationality can hold shares not exceeding to 5 percent of the total paid-up capital". This step will be voted in 2 parts, and the first part is to agree to keep this issue for consideration requiring more than half the total number of votes casted. This vote is to the agreement to consider the issue, not to approve the amendment in the Company's Articles of Association.

The Chairman asked the shareholders who oppose or abstain from the vote to raise hands, and repeated shareholders to vote this issue via the fifth ballot paper. The resolution is shown below:

	<u>No. of Votes</u>	<u>Percentage</u>
Agreed	548,727,228	99.3075
Disagreed	3,822,200	0.6917
Abstained	4,000	0.0007

The Meeting approved, with more than half the total number of votes casted, the resolution to consider the issue of including the limitation amendment in Article 8 of the Company's Articles of Association, following the proposal of shareholders.

Then, the Chairman asked the shareholders, for the second part, to approve the condition that was proposed to increase the limitation to the Non-Thai Nationality holding proportion to 20 percent, "any Non-Thai Nationality can hold shares not exceeding to 5 percent of the total paid-up capital" via the sixth ballot paper. The Chairman asked the shareholders who oppose or abstain from the vote to raise hands.

During this time, there was a comment from a shareholder as follows:

Shareholder : While considering this issue, we do not have any information of holding (Mr. O-Wat Seneetantikul) shares not exceeding to 5 percent that whether there are any supporting rules, laws or rights of this Meeting to pass this condition; moreover, in case that the resolution is passed, what will happened to the Non-Thai Nationality who may, in theory, already hold more than 5 percent of total shares. Could the condition have any retroactive effect on them? Therefore, we should assign this limitation to the Board of Directors for consideration, and then propose to the next Meeting to approve or resolve once again. For if we resolve this condition now, and it is contrary to any rules or laws, what will happen to the Non-Thai Nationality who may, in theory, already hold more than 5 percent of total shares.

President : At the present, there is not any Non-Thai Nationality with more 5 percent of total shares.

The resolution of increasing the condition for a Non-Thai Nationality “any Non-Thai Nationality can hold shares not exceeding 5 percent of the total paid-up capital” is shown below:

	<u>No. of Votes</u>	<u>Percentage</u>
Agreed	547,304,521	99.0487
Disagreed	4,189,400	0.7582
Abstained	1,066,900	0.1931

The Meeting, by more than three-fourths of the total number of votes casted, resolved to increase the condition “any Non-Thai Nationality can hold shares not exceeding 5 percent of the total paid-up capital” in the Company’s Articles of Association.

Securities Consulting Company (Kim Eng Securities (Thailand) Plc.) : We were inform that some shareholders abstained from the vote, so please allow the officer to check the total number of vote cast again.
(Mr. Montree Sornpaisarn)

President : There are ordinary shareholders and Depository Receipt holders (BCP-DR1) of the Company. But, the holders of the warrants have voted through the Siam DR Company Limited in advance, so it is suspect as to the extent of their right to vote.

The Chairman announced that with the objective of organizing this Meeting transparently and correctly, the aforementioned resolution may be inaccurate. As Dr. Anusorn, the President, has informed that the number of votes casted included the vote of BCP-DR1 but Siam DR Company limited, a proxy, was not assign to vote. The new resolution is shown as below:

	<u>No. of Votes</u>	<u>Percentage</u>
Agreed	346,033,089	62.6235
Disagreed	4,189,400	0.7582
Abstained	202,338,332	36.6183

The Meeting resolved to amend the Company's Article of Association by 62.6235 percent, which are less than three-fourths of the total number of votes casted by shareholder presented and entitled to vote. Hence this resolution does not pass.

Further of the aforementioned condition shall be determined and discussed by the Board of Directors. Thusly, the Board of Directors has tried their best to ensure that the Meeting today proceeded correctly and transparently; a practice the Company has always upheld.

Agenda No. 4 Other Business (if any)

The Chairman asked the Meeting if there were any matters for the Meeting to consider; however, there was no proposition. The Chairman then asked the Meeting if there were any questions or comments; and there was no further question and query. Consequently, the Chairman extended his thanks to the shareholders and holders of BCP-DR1 to join and observe and also announced that should shareholders have any question or comment, they may contact the Company through an Investor Relationship Officer at 0-2335-4581-83, 85 or at e-mail address: ir@bangchak.co.th.

The Company also established channels to receive the report of wrongdoings or complaints regarding unlawful or unethical acts, falsified financial reports or defective internal control systems and the procedures to improve the effectiveness of the stakeholders' participation in overseeing the Company's interests. The whistle blowers are able to send electronic mails to ico@bangchak.co.th or postal mails to the Internal Control Office, The Bangchak Petroleum Plc, 210 Sukhumvit 64, Bangchak, Phrakanong, Bangkok 10260. The Chairman then closed the meeting.


The Meeting adjourned at 15.30 hours.

After 13.30 hours, there were additional Shareholders registered to attend the Meeting, with Shareholders in person totaling up to 339 shareholders and by proxies totaling up to 248 shareholders, making a total of 587 shareholders present at the Meeting with a total of 552,560,821 shares. This is equal to 47.23 percent of the Company's total outstanding shares.

(Signed) General Tawat Ked-Unkoon, the Chairman
(General Tawat Ked-Unkoon)
Chairman of the Board of Directors

(Signed) Anusorn Sangnimnuan, the Secretary to the Board of Directors
(Anusorn Sangnimnuan)
President

Documents for No. 5 Topic on the Agenda

Biographies of the proposed Independent Director		
Name	Mr. Anusorn Tamajai	
Position	Independent Director Chairman of Audit Committee	
Age	44 years	
Education	<ul style="list-style-type: none"> - Ph. D.Econ., (International economics, finance and development), Fordham University New York, USA - M.B.A., Southeastern University - M.Econ, Fordham University New York, USA - B.Econ (Honours), Chulalongkorn University 	
Directorship Training	<ul style="list-style-type: none"> - Director Certification Program (DCP), IOD - Strategy and Policy Development, IOD - Audit Committee Program (ACP), IOD - Role of the Chairman Program (RCP), IOD - Role of the Compensation Committee (RCC), IOD - Financial Statement for Directors (FSC), IOD - Monitoring the System of Internal Control and Risk Management (MIR), IOD - Monitoring the Quality of Financial Reporting (MFR), IOD - State-enterprise Leadership Development for Senior Managers (Class 2) King Prajadhipok's Institute 	
Years as the Director	8 Years	
Relation with the Company		
o Shareholding percentage in the Company	None	
o Relations with the Company/Subsidiary/Affiliated Company or Legal Entities that may pose conflict of interests at present or during the past two years	<ul style="list-style-type: none"> - Director in charge of management, employees, workers or paid advisors : No - Provider of professional services : No - Business relations : No 	
Experience	<ul style="list-style-type: none"> - 2000 : Vice President, Corporate Regulatory, Research and Public Affairs, Citibank - 2002 – 2005 : Senior Director, Research and Fund Management Office, Bankthai Public Company Limited - 2002 – 2003 : Managing Director, BT Asset Management Company Limited - 2002 – 2006 : Director and Chairman of Internal Audit Committee, Thailand Post Company Limited - 2002 – 2006 : Director, Family Know How Company Limited (a subsidiary of Stock Exchange of Thailand) - 2005 – 2007 : Director, Center for the Promotion of National Strength on Moral Ethics and Values, Moral Center, Office of the Prime Minister 	
Present Position		
o Other listed companies	Director and chairman of audit committee, MCOT Public Company Limited	
o Non-listed businesses	6	
o Business which may cause the conflict of interest to the Company	None	
Attendance in meetings during Year 2009	The Board of Directors' meetings : 12 / 13 Times	
	The Audit Committee : 12 / 12 Times	

Biographies of the proposed Independent Director



Name	Mr. Sukrit Surabotsophon
Position	Acting Senior Executive Vice President; Petrochemicals and Refining, PTT Plc.
Age	52 years
Education	B.Eng., Chulalongkorn University
Directorship Training	None
Shareholding percentage in the Company	BCP 600,000 shares, equivalent to 0.05128% (as of August 31, 2009)
Experience	<ul style="list-style-type: none"> - 2007 : Assistant Managing Director, Business, Thai Oil Plc. - 2008 : Assistant Managing Director, Strategic Planning and Business Development, Thai Oil Plc. - 2009 : Executive Vice President, Subsidiary Planning & Management, PTT Plc. - 2010 : Acting Senior Executive Vice President, Petrochemicals and Refining, PTT Plc.
Present Position	
o Other listed companies	Acting Senior Executive Vice President Petrochemicals and Refining, PTT Plc.
o Non-listed businesses	5
o Business which may cause the conflict of interest to the Company	Acting Senior Executive Vice President Petrochemicals and Refining, PTT Plc., which is the Company's crude oil supplier and products buyer follows normal business practices.

Biographies of the proposed Independent Director



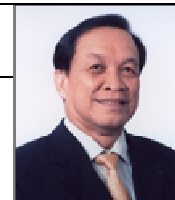
Name	Mr. Sarakorn Kulatham Executive Vice President, PTT Plc. (working at Star Petroleum Refining Co., Ltd.)
Age	56 years
Education	<ul style="list-style-type: none"> - M.S. (Civil Engineering), University of Missouri, USA - B.Sc. (Sanitation), Chulalongkorn University - Finance for Non Finance Executive (2007) - PTT Group EVP Leadership Development Program Class 1 (2008) - IMD – BPSE (2009)
Directorship Training	None
Shareholding percentage in the Company	None (as of August 31, 2009)
Experience	<ul style="list-style-type: none"> - 2001 - 2004 : Vice President, Petroleum Products and LPG Trading Department, PTT Plc. - 2004 - 2007 : Vice President, PTT Plc. (working at Alliance Refining Co., Ltd.) - 2007 - 2009 : Executive Vice President, PTT Plc. (working at Alliance Refining Co., Ltd.) - 2009 - Present : Executive Vice President, PTT Plc. (working at Star Petroleum Refining Co., Ltd.)
Present Position	
o Other listed companies	Executive Vice President, PTT Plc. (working at Star Petroleum Refining Co., Ltd.)
o Non-listed businesses	None
o Business which may cause the conflict of interest to the Company	Executive Vice President, PTT Plc. which is the Company's crude oil supplier and products buyer follows normal business practices.

Biographies of the proposed Independent Director



Name	Mr. Surin Jirawisit
Age	63 years
Education	<ul style="list-style-type: none"> - LL.M., Chulalongkorn University - LL.B., Ramkhamhaeng University - B.Ed., Srinakharinwirot University - National Defense College (Class 40) - Politics and Government in Democracy for Executives (Class 6), King Prajadhipok's Institute
Directorship Training	None
Relation with the Company	
o Shareholding percentage in the Company	None (as of August 31, 2009)
o Relations with the Company/Subsidiary/Affiliated Company or Legal Entities that may pose conflict of interests at present or during the past two years	<ul style="list-style-type: none"> - Director in charge of management, employees, workers or paid advisors : No - Provider of professional services : No - Business relations : No
Experience	<ul style="list-style-type: none"> - 2004 : Director General, Department of labor protection and welfare - 2005 : Deputy Permanent Secretary, Ministry of Labor, Office of the Permanent Secretary for Ministry of Labor - 2006 -retirement : Secretary General, Social Security Office
Present Position	
o Other listed companies	None
o Non-listed businesses	None
o Business which may cause the conflict of interest to the Company	None

Biographies of the proposed Independent Director



Name	Mr. Issara Chotibulakarn
Age	62 years
Education	<ul style="list-style-type: none"> - M.S. (Environment Engineering) Florida Institute of Technology, USA - B.Eng. (Industrial Engineering), Chulalongkorn University
Directorship Training	None
Relation with the Company	
o Shareholding percentage in the Company	None (as of August 31, 2009)
o Relations with the Company/Subsidiary/Affiliated Company or Legal Entities that may pose conflict of interests at present or during the past two years	<ul style="list-style-type: none"> - Director in charge of management, employees, workers or paid advisors : No - Provider of professional services : No - Business relations : No
Experience	
	<ul style="list-style-type: none"> - Chairman of Industrial Standards Committee - Chief Executive, Bangpa-in Paper Mill Industry Co., Ltd. - Chairman, The General Environmental Conservation Public Company Limited - Director, Industrial Estate Authority of Thailand - Director, Metropolitan Waterworks Authority (Thailand) - 2003 - 2004 : Secretary General, Office of the Cane and Sugar Board - 2004 - 2006 : Director General, Department of Industrial Works - 2007 - retirement : Deputy Permanent Secretary, Ministry of Industry
Present Position	
o Other listed companies	None
o Non-listed businesses	None
o Business which may cause the conflict of interest to the Company	None

The Company's Articles of Association with regard to the Annual General Meeting of Shareholders

The Meeting

- Article 11 The Board of Directors shall arrange for an annual general meeting within 4 months from the last date of the fiscal year of the Company.
- Shareholders' meetings other than annual general meetings shall be called extraordinary general meetings. An extraordinary general meeting may be called by: the Board of Directors which may call it at any time; or Shareholders holding an aggregate of not less than one-fifth of the total number of shares sold; or at least 25 shareholders holding an aggregate of not less than one-tenth of the total shares sold, may submit their names in a request directing the Board of Directors to call an extraordinary general meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. The Board of Directors must arrange for an extraordinary general meeting to be held within 1 month from the date of receipt of such request from the shareholders.
- Article 13 In calling a shareholders' meeting, the board of directors shall proceed as follows:
- Prepare a notice stating the place, date, time, agenda of the meeting and matters to be proposed to the meeting together with reasonable details by indicating clearly whether it is the matter proposed for acknowledgement, for approval or for consideration, including the opinions of the board of directors for such matters.
 - Delivery the above notice to the shareholders at least 7 days prior to the date of the meeting; and
 - Publish the above notice in a newspaper for 3 consecutive days and at least 3 days prior to the date of the meeting.
- Article 14 In order to constitute a quorum, there must be at least 25 shareholders and proxies (if any) attending at a shareholders' meeting or at least one half of the total number of shareholders and such shareholders must hold not less than one-third of the total number of the Company's shares sold.
- At any shareholders' meeting, if one hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as defined in the first paragraph of Article 14, and: if such shareholders' meeting was called by the request of the shareholders, such meeting shall be cancelled; but if such shareholders' meeting was not called by the request of the shareholders, the Board of Directors shall call for another meeting by sending a notice to the shareholders at least 7 days prior to the date of the meeting. At the subsequent meeting, a quorum prescribed in the first paragraph of Article 14 is not required.

Article 15 The chairman of the Board of Directors has a duty to be the chairman of the meeting. In case the chairman of the Board is not present at the meeting or cannot perform his duty, and if there is a vice-chairman, the vice-chairman shall be the chairman of the meeting. If there is no vice-chairman, or if there is a vice-chairman but he/she cannot perform his/her duties, the shareholders present at the meeting shall elect one of the shareholders to be the chairman of such meeting.

Proxy for Meeting Participation

Article 16 At any shareholders' meeting, the shareholders may appoint any other person who is sui juris as proxy present and voting on his/her behalf. The proxy form must be dated and signed by the principal and shall comply with the form as prescribed by the registrar. The proxy form must be submitted to chairman of the Board of Directors or other person designated by the chairman, at the meeting venue before the proxy attending the meeting.

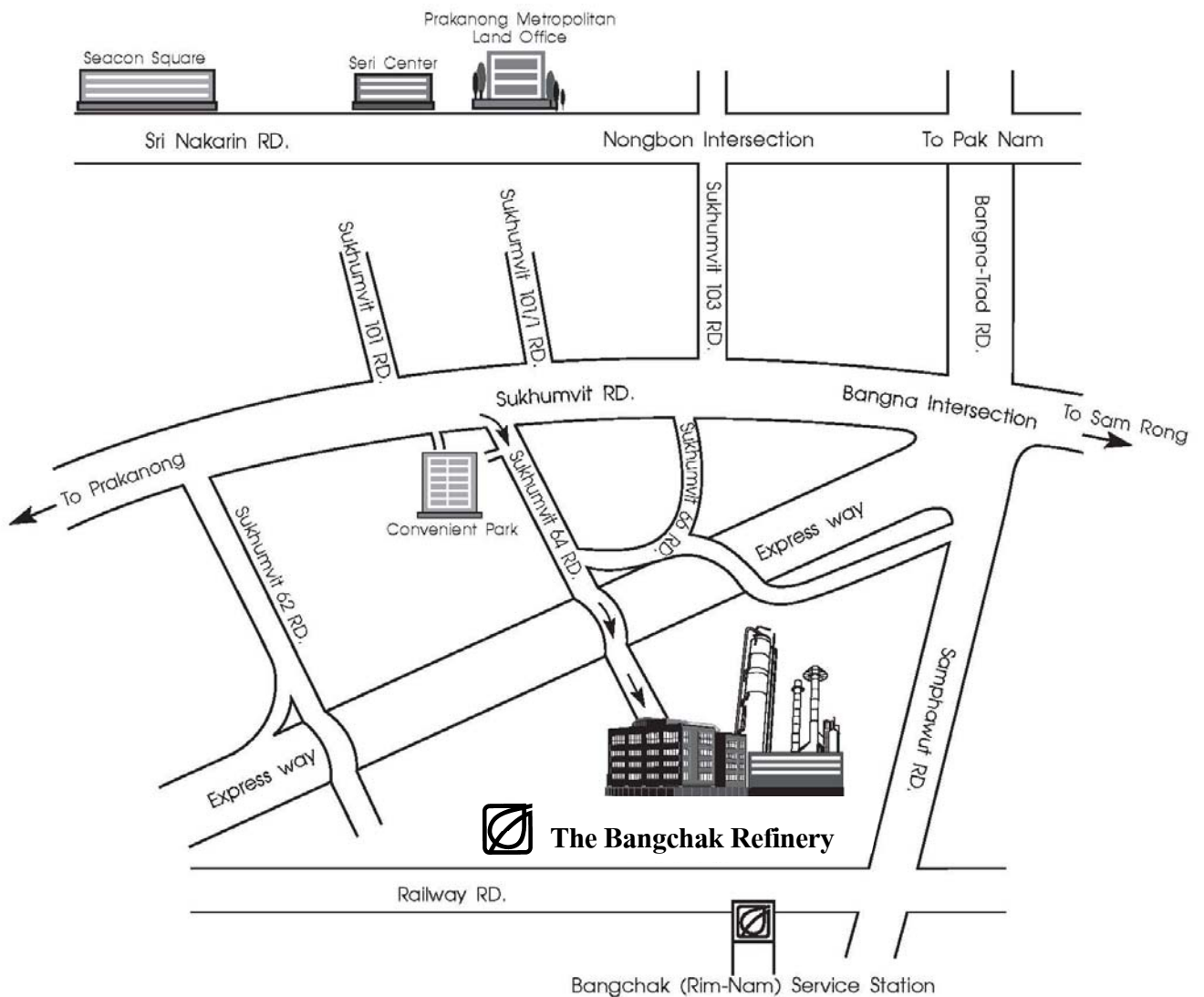
Shareholders' Rights to vote in the Meeting

Article 17 Shareholders are entitled to voting rights according to the number of shares they have, one share per one vote, and the resolution of the shareholders' meeting shall require:

(A) In an ordinary event, shall count the majority vote of the shareholders or proxies (if any) who attend the meeting and have the rights to vote. In case of a tied vote, the chairman of the meeting shall have a casting vote.

(B) In the following events, shall count a vote of not less than three-fourths of shareholders and proxies (if any) present at the meeting and entitled to vote;

- (1) sale or transfer of the whole or certain substantial parts of the Company's business to other persons;
- (2) purchase or acceptance of a transfer of business of other companies or private companies to the Company's own;
- (3) entering into, amending, terminating the contract relating to the leasing out of the Company's business in whole or in essential parts; the authorization of other person to manage the Company's business or the amalgamation of the businesses with other persons for sharing profit and loss;
- (4) amendment, modification or addition of the Memorandum or Articles of Association of the Company;
- (5) increase or decrease of capital or issuance of debentures
- (6) amalgamation or dissolution of the Company



The Bangchak Refinery

210 Sukhumvit 64 Road, Phrakanong, Bangkok, 10260

Tel : 0-2335-4999

Free Transportations are provided on April 8, 2010 at 10.30 - the end of the meeting from BTS On-Nut Station (The company transfers will be available at the car park in front of Tesco-Lotus) and Sukhumvit 64 to the Bangchak Refinery.

Documents for the Rights to Attend

The following documents must be presented prior to attend the Annual General Meeting (as the case may be):

1. In the event that the shareholder is an ordinary person:

- 1.1 Attendance in person: A valid official ID card wherein a photograph is shown, e.g. personal ID card, driver license, or passport.
- 1.2 Attendance by proxy:
 - (A) A completed Proxy Form signed by the proxy grantor (the shareholder) and the proxy;
 - (B) A copy of the proxy grantor's ID card as referred to in 1.1 certified correct by the proxy grantor; and
 - (C) An original of the proxy's ID card as referred to in 1.1

2. In the event that the shareholder is a juristic person:

- 2.1 Attendance by an authorized representative of the shareholder:
 - (A) An original of such authorized representative's ID card as referred to in 1.1; and
 - (B) A copy of the Affidavit or Certificate of Incorporation of the shareholder showing the name of such authorized representative as a person having authority to act on the shareholder's behalf and such copy of the Affidavit or Certificate of Incorporation must be certified correct by such authorized representative together with affixing its Common Seal (if any).
- 2.2 Attendance by proxy:
 - (A) A completed Proxy Form signed by the proxy grantor (the shareholder) and the proxy;
 - (B) A copy of the Affidavit or Certificate of Incorporation of the shareholder showing that the name of the person who signs in the Proxy Form as the proxy grantor is an authorized representative of the shareholder having authority to act on the shareholder's behalf and such copy of the Affidavit or Certificate of Incorporation must be certified correct by such authorized representative together with affixing its Common Seal (if any); and
 - (C) An original of the proxy's ID card as referred to in 1.1

3. In the event that the shareholder is non-Thai shareholder or is a juristic person incorporated under a foreign law:

Paragraph no. 1 and 2 above shall be applied mutatis mutandis to a non-Thai shareholder or a shareholder which is juristic person incorporated under a foreign law as the case may be under the following conditions:

- (A) Affidavit or Certificate of Incorporation of such juristic person may be issued by either the governmental authority of the country in where such juristic person is situated or by an officer of such juristic person, provided that such an Affidavit or Certificate of incorporation must contain the name of the juristic person, the address of the head office of the juristic person, and the name(s) of the person(s) having authority to sign on behalf of the juristic person together with any restrictions or conditions of the power of such person(s); and
- (B) English translation is required to be attached for any original document which is not made in English and such translation must be certified by the authorized representative of such juristic person together with affixing its Common Seal (if any).

Documents Verification and Registration starting at 11.00 hours and proceeding until the Meeting of April 8, 2010 is adjourned

The attached proxy form or Attachment 8 is the form detailing how the shareholders want their proxies to vote on each agenda (Form B). In case the shareholders prefer simpler, standard proxy form (Form A) or proxy form for foreign investors and custodian appointment (Form C), the forms can be downloaded from the Company's web site, www.bangchak.co.th

หนังสือมอบฉันทะ แบบ ก
Proxy Form A

(ปิดอากรแสตมป์ 20 บาท)
(Duty Stamp 20 Baht)

เลขทะเบียนผู้ถือหุ้น
Shareholder's Registration No.

เขียนที่ _____
Written at

วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า
I/We
อยู่บ้านเลขที่
Address

สัญชาติ
Nationality

(2) เป็นผู้ถือหุ้นของ บริษัท บางจากปิโตรเลียม จำกัด (มหาชน) (“บริษัทฯ”)
being a shareholder of **Bangchak Petroleum Public Company Limited (“The Company”)**

โดยถือหุ้นจำนวนทั้งสิ้นรวม

หุ้นสามัญ
ordinary share

หุ้นบุริมสิทธิ
preference share

หุ้น
shares

หุ้น
shares

และออกเสียงลงคะแนนได้เท่ากับ
and are entitled to vote equal to

ออกเสียงลงคะแนนได้เท่ากับ
and are entitled to vote equal to

เสียง ดังนี้
votes as follows:

เสียง
votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทฯได้ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 4)
Hereby appoint (The shareholder may appoint the independent director of the Company of which details as in Attachment 4)

1. ชื่อ (Name) _____ อายุ (age) _____ ปี (years) อยู่บ้านเลขที่ (residing at) _____
_____ หรือ (or)

2. ชื่อ (Name) _____ อายุ (age) _____ ปี (years) อยู่บ้านเลขที่ (residing at) _____
_____ หรือ (or)

3. ชื่อ (Name) _____ อายุ (age) _____ ปี (years) อยู่บ้านเลขที่ (residing at) _____

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2553 ในวันพฤหัสบดีที่ 8 เมษายน 2553 เวลา 13.30 น. ณ ห้องประชุมใหญ่ โรงกลั่นบางจาก เลขที่ 210 ถนนสุขุมวิท 64 เขตพระโขนง กรุงเทพมหานคร หรือที่ซึ่งพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote on my/our behalf at the 2010 Annual General Meeting of Shareholders on Thursday April 8, 2010 at 13.30 hours at the main conference room of the Bangchak Refinery, 210 Sukhumvit 64 Road, Phrakonong, Bangkok or on such other date and at such other place as may be adjourned or changed.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้นให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me/us in all respects.

ลงชื่อ/Signature _____ ผู้มอบฉันทะ/Proxy Grantor
()

ลงชื่อ/Signature _____ ผู้รับมอบฉันทะ/Proxy Holder
()

ลงชื่อ/Signature _____ ผู้รับมอบฉันทะ/Proxy Holder
()

ลงชื่อ/Signature _____ ผู้รับมอบฉันทะ/Proxy Holder
()

หมายเหตุ / Remark

ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.

หนังสือมอบฉันทะ แบบ ข
Proxy Form B

(ปิดอากรแสตมป์ 20 บาท)
(Duty Stamp 20 Baht)

เลขทะเบียนผู้ถือหุ้น
Shareholder's Registration No.

เขียนที่ _____
Written at

วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า I/We สัญชาติ
อยู่บ้านเลขที่ Address Nationality

(2) เป็นผู้ถือหุ้นของ บริษัท บางจากปิโตรเลียม จำกัด (มหาชน) (“บริษัทฯ”)
being a shareholder of **Bangchak Petroleum Public Company Limited (“The Company”)**

โดยถือหุ้นจำนวนทั้งสิ้นรวม holding the total amount of	หุ้น และออกเสียงลงคะแนนได้เท่ากับ shares and are entitled to vote equal to	เสียง ดังนี้ votes as follows:
<input type="checkbox"/> หุ้นสามัญ ordinary share	หุ้น ออกเสียงลงคะแนนได้เท่ากับ shares and are entitled to vote equal to	เสียง votes
<input type="checkbox"/> หุ้นบุริมสิทธิ preference share	หุ้น ออกเสียงลงคะแนนได้เท่ากับ shares and are entitled to vote equal to	เสียง votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทฯ ได้ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 4)
Hereby appoint (The shareholder may appoint the independent director of the Company of which details as in Attachment 4)

1. ชื่อ (Name) _____ อายุ (age) _____ ปี (years) อยู่บ้านเลขที่ (residing at) _____
_____ หรือ (or)

2. ชื่อ (Name) _____ อายุ (age) _____ ปี (years) อยู่บ้านเลขที่ (residing at) _____
_____ หรือ (or)

3. ชื่อ (Name) _____ อายุ (age) _____ ปี (years) อยู่บ้านเลขที่ (residing at) _____

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2553 ในวันพฤหัสบดีที่ 8 เมษายน 2553 เวลา 13.30 น. ณ ห้องประชุมใหญ่ โรงกลั่นบางจาก เลขที่ 210 ถนนสุขุมวิท 64 เขตพระโขนง กรุงเทพมหานคร หรือที่ จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote on my/our behalf at the 2010 Annual General Meeting of Shareholders on Thursday April 8, 2010 at 13.30 hours at the main conference room of the Bangchak Refinery, 210 Sukhumvit 64 Road, Phrakanong, Bangkok or on such other date and at such other place as may be adjourned or changed.

เพื่อความรวดเร็วในการลงทะเบียน

โปรดนำหนังสือมอบฉันทะซึ่งพิมพ์บาร์โค้ด มาแสดงต่อเจ้าหน้าที่ลงทะเบียนในวันประชุมด้วย
For convenience in the registration, please bring your barcode already printed on the proxy to show at the meeting.

(4) ข้าพเจ้าขอมอบอำนาจให้ผู้รับมอบอำนาจออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We authorize the Proxy to vote on my/our behalf at the Meeting as follows:

วาระที่ 1 **พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2552**

Agenda 1 **To consider and adopt the minutes of the Extraordinary General Meeting of Shareholders No.1/2009.**

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 2 **รับทราบรายงานของคณะกรรมการเกี่ยวกับผลการดำเนินงานของบริษัทฯ ในรอบปี 2552**

Agenda 2 **To acknowledge the Board of Directors report on 2009 performance statement.**

วาระที่ 3 **พิจารณาอนุมัติงบดุลและบัญชีกำไรขาดทุนสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2552 และรายงานของผู้สอบบัญชี**

Agenda 3 **To consider and approve the Balance Sheets and the Statements of Income for the year, ending December 31, 2009 and the Auditor report.**

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 4 **พิจารณาจัดสรรกำไรเพื่อจ่ายเงินปันผล**

Agenda 4 **To approve on allocation profit for dividend payment.**

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 5 **พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ**

Agenda 5 **To approve the appointment of new directors in replacement of those who are due to retire by rotation.**

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:
- การแต่งตั้งกรรมการทั้งหมด
To elect directors as a whole
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- การแต่งตั้งกรรมการเป็นรายบุคคล
To elect each director individually

- 1) ชื่อกรรมการ (Name) นายอนุสรณ์ ธรรมใจ (Mr.Anusorn Tamajai)
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- 2) ชื่อกรรมการ (Name) นายสุกฤตย์ สุรบถโสภณ (Mr.Sukrit Surabotsophon)
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- 3) ชื่อกรรมการ (Name) นายสรากรณ์ กุลธรรม (Mr.Sarakorn Kulatham)
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- 4) ชื่อกรรมการ (Name) นายสุรินทร์ จีระวิศิษฐ์ (Mr.Surin Jirawisit)
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- 5) ชื่อกรรมการ (Name) นายอิสสระ โชติบุรการ (Mr.Issara Chotibulakam)
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 6 พิจารณากำหนดค่าตอบแทนกรรมการ

Agenda 6 To consider the directors' remuneration.

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 7 พิจารณาแต่งตั้งและกำหนดค่าตอบแทนผู้สอบบัญชี

Agenda 7 To consider the Appointment and Determination of the fee for the Auditor.

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 8 พิจารณานุมัติแก้ไขเพิ่มเติมข้อบังคับของบริษัทฯ

Agenda 8 To consider and approve the amendment to the Company's Articles of Association.

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 9 พิจารณานุมัติแก้ไขหนังสือบริคณห์สนธิข้อ 3 (วัตถุประสงค์ของบริษัท)

Agenda 9 To consider and approve the amendment to the Company's Memorandum of Association Article 3 (The Company's Objective)

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 10 เรื่องอื่น ๆ (ถ้ามี)

Agenda 10 Other business (if any)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
In case I/We do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my/our behalf as the Proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ
For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me/us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

ลงชื่อ/Signature _____ ผู้มอบฉันทะ/Proxy Grantor
()

ลงชื่อ/Signature _____ ผู้รับมอบฉันทะ/Proxy Holder
()

ลงชื่อ/Signature _____ ผู้รับมอบฉันทะ/Proxy Holder
()

ลงชื่อ/Signature _____ ผู้รับมอบฉันทะ/Proxy Holder
()

หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

In the agenda relating the election of Directors, it is applicable to elect either directors as a whole or elect each director individually.

3. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there are agendas other than those specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form B as enclosed.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข
Attachment to Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท บางจากปิโตรเลียม จำกัด (มหาชน)

Granting of power to a proxy as a shareholder of The Bangchak Petroleum Public Company Limited in respect of

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2553 ในวันพฤหัสบดีที่ 8 เมษายน 2553 เวลา 13.30 น. ณ ห้องประชุมใหญ่ โรงกลั่นบางจาก เลขที่ 210 ถนนสุขุมวิท 64 เขตพระโขนง กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The 2010 Annual General Meeting of shareholders on Thursday, April 8, 2010 at 13.30 hours at the main conference room of the Bangchak Refinery, 210 Sukhumvit 64 Road, Phrakonong, Bangkok or on such other date and at such other place as may be adjourned or changed.

วาระที่ _____ เรื่อง _____
Agenda No _____ Subject:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ _____ เรื่อง _____
Agenda No _____ Subject:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ _____ เรื่อง _____
Agenda No _____ Subject:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ _____ เรื่อง _____
Agenda No _____ Subject:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ _____ เรื่อง **เลือกตั้งกรรมการ**
Agenda No _____ Subject: **Election of Directors**

- (1) ชื่อกรรมการ (Name) _____
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- (2) ชื่อกรรมการ (Name) _____
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- (3) ชื่อกรรมการ (Name) _____
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- (4) ชื่อกรรมการ (Name) _____
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- (5) ชื่อกรรมการ (Name) _____
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

หนังสือมอบฉันทะ แบบ ค
Proxy Form C

(สำหรับผู้ถือหุ้นต่างประเทศที่แต่งตั้งคัสโตเดียนในประเทศไทยเท่านั้น)
(For foreign shareholders who have custodians in Thailand only.)

(ปิดอากรแสตมป์ 20 บาท)
(Duty Stamp 20 Baht)

เลขทะเบียนผู้ถือหุ้น
Shareholder's Registration No.

เขียนที่ _____
Written at

วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า
I/We
อยู่บ้านเลขที่
Address

สัญชาติ
Nationality

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ _____

in our capacity as the Custodian for _____

ซึ่งเป็นผู้ถือหุ้นของ บริษัท บางจากปิโตรเลียม จำกัด (มหาชน) (“บริษัทฯ”)

being a shareholder of **Bangchak Petroleum Public Company Limited (“The Company”)**

โดยถือหุ้นจำนวนทั้งสิ้นรวม
holding the total amount of

หุ้นสามัญ
ordinary share

หุ้นบุริมสิทธิ
preference share

หุ้น และออกเสียงลงคะแนนได้เท่ากับ
shares and are entitled to vote equal to

หุ้น ออกเสียงลงคะแนนได้เท่ากับ
shares and are entitled to vote equal to

เสียง ดังนี้
votes as follows:
เสียง
votes

เสียง
votes

(2) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทฯ ได้ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 4)
Hereby appoint (The shareholder may appoint the independent director of the Company of which details as in Attachment 4)

1. ชื่อ (Name) _____ อายุ (age) _____ ปี (years) อยู่บ้านเลขที่ (residing at) _____

หรือ (or)

2. ชื่อ (Name) _____ อายุ (age) _____ ปี (years) อยู่บ้านเลขที่ (residing at) _____

หรือ (or)

3. ชื่อ (Name) _____ อายุ (age) _____ ปี (years) อยู่บ้านเลขที่ (residing at) _____

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2553 ในวันพฤหัสบดีที่ 8 เมษายน 2553 เวลา 13.30 น. ณ ห้องประชุมใหญ่ โรงกลั่นบางจาก เลขที่ 210 ถนนสุขุมวิท 64 เขตพระโขนง กรุงเทพมหานคร หรือที่แจ้งเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote on my/our behalf at the 2010 Annual General Meeting of Shareholders on Thursday, April 8, 2010 at 13.30 hours at the main conference room of the Bangchak Refinery, 210 Sukhumvit 64 Road, Phrakanong, Bangkok or on such other date and at such other place as may be adjourned or changed.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We would like to grant proxy holder to attend and vote in the Meeting as follows:

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

Grant proxy the total amount of shares holding and entitled to vote.

มอบฉันทะบางส่วน คือ

Grant partial shares of

หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share shares and are entitled to vote equal to votes

หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share shares and are entitled to vote equal to votes

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด _____ เสียง

Total : _____ votes.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I/We therefore would like to vote for each agenda item as follows:

วาระที่ 1 **พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2552**

Agenda 1 **To consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No.1/2009.**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve _____ votes Disapprove _____ votes Abstain _____ votes

วาระที่ 2 **รับทราบรายงานของคณะกรรมการเกี่ยวกับผลการดำเนินงานของบริษัทฯ ในรอบปี 2552**

Agenda 2 **To acknowledge the Board of Directors report on 2009 performance statement.**

วาระที่ 3 **พิจารณาอนุมัติงบดุลและบัญชีกำไรขาดทุนสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2552 และรายงานของผู้สอบบัญชี**

Agenda 3 **To consider and approve the Balance Sheets and the Statements of Income for the year, ending December 31, 2009 and the Auditor report.**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve _____ votes Disapprove _____ votes Abstain _____ votes

วาระที่ 4 **พิจารณาจัดสรรกำไรเพื่อจ่ายเงินปันผล**

Agenda 4 **To approve on allocation profit for dividend payment.**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve _____ votes Disapprove _____ votes Abstain _____ votes

วาระที่ 5 **พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ**

Agenda 5 **To approve the appointment of new directors in replacement of those who are due to retire by rotation.**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:
- การแต่งตั้งกรรมการทั้งชุด
To elect directors as a whole
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve _____ votes Disapprove _____ votes Abstain _____ votes
- การแต่งตั้งกรรมการเป็นรายบุคคล
To elect each director individually
- 1) ชื่อกรรมการ (Name) นายอนุสรณ์ ธรรมใจ (Mr.Anusorn Tamajai)
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve _____ votes Disapprove _____ votes Abstain _____ votes
- 2) ชื่อกรรมการ (Name) นายสุกฤตย์ สุรบถโสภณ (Mr. Sukrit Surabotsophon)
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve _____ votes Disapprove _____ votes Abstain _____ votes.
- 3) ชื่อกรรมการ (Name) นายสรากร กุลธรรม (Mr.Sarakorn Kulatham)
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve _____ votes Disapprove _____ votes Abstain _____ votes.

- 4) ชื่อกรรมการ (Name) นายสุรินทร์ จิรวินิชย์ (Mr.Surin Jirawisit)
 เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
 Approve _____ votes Disapprove _____ votes Abstain _____ votes
- 5) ชื่อกรรมการ (Name) นายอิสสระ โชติบุรการ (Mr.Issara Chotibulakarn)
 เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
 Approve _____ votes Disapprove _____ votes Abstain _____ votes

วาระที่ 6 พิจารณากำหนดค่าตอบแทนกรรมการ

Agenda 6 To consider the directors' remuneration.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 The Proxy shall vote in accordance with my/our intention as follows:
 เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
 Approve _____ votes Disapprove _____ votes Abstain _____ votes

วาระที่ 7 พิจารณาแต่งตั้งและกำหนดค่าตอบแทนผู้สอบบัญชี

Agenda 7 To consider the Appointment and Determination of the fee for the Auditor.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 The Proxy shall vote in accordance with my/our intention as follows:
 เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
 Approve _____ votes Disapprove _____ votes Abstain _____ votes

วาระที่ 8 พิจารณอนุมัติแก้ไขเพิ่มเติมข้อบังคับของบริษัทฯ

Agenda 8 To consider and approve the amendment to the Company's Articles of Association.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 The Proxy shall vote in accordance with my/our intention as follows:
 เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
 Approve _____ votes Disapprove _____ votes Abstain _____ votes

วาระที่ 9 พิจารณอนุมัติแก้ไขหนังสือบริคณห์สนธิข้อ 3 (วัตถุประสงค์ของบริษัท)

Agenda 9 To consider and approve the amendment to the Company's Memorandum of Association Article 3 (The Company's Objective)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 The Proxy shall vote in accordance with my/our intention as follows:
 เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
 Approve _____ votes Disapprove _____ votes Abstain _____ votes

วาระที่ 10 เรื่องอื่น ๆ (ถ้ามี)

Agenda 10 Other business (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 The Proxy shall vote in accordance with my/our intention as follows:
 เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
 Approve _____ votes Disapprove _____ votes Abstain _____ votes

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.
- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/We do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my/our behalf as the Proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำของทุกประการ

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me/us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

ลงชื่อ/Signature _____ ผู้มอบฉันทะ/Proxy Grantor
()

ลงชื่อ/Signature _____ ผู้รับมอบฉันทะ/Proxy Holder
()

ลงชื่อ/Signature _____ ผู้รับมอบฉันทะ/Proxy Holder
()

ลงชื่อ/Signature _____ ผู้รับมอบฉันทะ/Proxy Holder
()

หมายเหตุ / Remark

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

This Form C. is used only if the shareholders whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

The necessary evidence to be enclosed with this proxy form is:

- (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

(1) The power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf.

- (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)

(2) A certification that the authorised signatory of the proxy form is licensed to operate the custodian business.

3. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.

4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

In the agenda relating the election of Directors, it is applicable to elect either directors as a whole or elect each director individually.

5. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

In case there are agendas other than those specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form C as enclosed.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค
Attachment to Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท บางจากปิโตรเลียม จำกัด (มหาชน)

Granting of power to a proxy as a shareholder of The Bangchak Petroleum Public Company Limited in respect of

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2553 ในวันพฤหัสบดีที่ 8 เมษายน 2553 เวลา 13.30 น. ณ ห้องประชุมใหญ่ โรงกลั่นบางจาก เลขที่ 210 ถนนสุขุมวิท 64 เขตพระโขนง กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The 2010 Annual General Meeting of shareholders on Thursday, April 8, 2010 at 13.30 hours at the main conference room of the Bangchak Refinery, 210 Sukhumvit 64 Road, Phrakonong, Bangkok or on such other date and at such other place as may be adjourned or changed.

วาระที่ _____ เรื่อง _____

Agenda No _____ Subject : _____

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:
 เห็นด้วย/Approve _____ เสียง/votes ไม่เห็นด้วย/Disapprove _____ เสียง/votes งดออกเสียง/Abstain _____ เสียง/votes

วาระที่ _____ เรื่อง _____

Agenda No _____ Subject : _____

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:
 เห็นด้วย/Approve _____ เสียง/votes ไม่เห็นด้วย/Disapprove _____ เสียง/votes งดออกเสียง/Abstain _____ เสียง/votes

วาระที่ _____ เรื่อง _____

Agenda No _____ Subject : _____

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:
 เห็นด้วย/Approve _____ เสียง/votes ไม่เห็นด้วย/Disapprove _____ เสียง/votes งดออกเสียง/Abstain _____ เสียง/votes

วาระที่ _____ เรื่อง _____

Agenda No _____ Subject : _____

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:
 เห็นด้วย/Approve _____ เสียง/votes ไม่เห็นด้วย/Disapprove _____ เสียง/votes งดออกเสียง/Abstain _____ เสียง/votes

วาระที่ _____ เรื่อง _____ **เลือกตั้งกรรมการ**

Agenda No _____ Subject: **Election of Directors**

- (1) ชื่อกรรมการ (Name) _____
 เห็นด้วย/Approve _____ เสียง/votes ไม่เห็นด้วย/Disapprove _____ เสียง/votes งดออกเสียง/Abstain _____ เสียง/votes
- (2) ชื่อกรรมการ (Name) _____
 เห็นด้วย/Approve _____ เสียง/votes ไม่เห็นด้วย/Disapprove _____ เสียง/votes งดออกเสียง/Abstain _____ เสียง/votes
- (3) ชื่อกรรมการ (Name) _____
 เห็นด้วย/Approve _____ เสียง/votes ไม่เห็นด้วย/Disapprove _____ เสียง/votes งดออกเสียง/Abstain _____ เสียง/votes
- (4) ชื่อกรรมการ (Name) _____
 เห็นด้วย/Approve _____ เสียง/votes ไม่เห็นด้วย/Disapprove _____ เสียง/votes งดออกเสียง/Abstain _____ เสียง/votes
- (5) ชื่อกรรมการ (Name) _____
 เห็นด้วย/Approve _____ เสียง/votes ไม่เห็นด้วย/Disapprove _____ เสียง/votes งดออกเสียง/Abstain _____ เสียง/votes

Annual Report (Book) Request Form

To Shareholders,

According to the Banchak Petroleum Public Company Limited (the Company)'s vision, "Greenegy Excellence" and the realization of global warming impact; thus, the Company provides the 2009 Annual Report and Sustainability Report **CD-ROM** (delivered to all shareholders).

Nevertheless, shareholders, who would like to receive the 2009 Annual Report or Sustainability Report **Book** (Thai Version), are requested to fill in this form and send it back to us via a facsimile number 0-2140-8902 or ir@bangchak.co.th or the reply enclosed envelope as attached or a contact person at number 0-2335-4583, 0-2335-4850; then, the Company will deliver it to shareholders .

Name.....Surname.....

Address Moo Soi

Village Road

Sub-District District.....

Province Zip Code.....

Telephone Number..... Fax Number

E-mail.....

I would like to receive the document as follows: (Please mark)

- 2009 Annual Report
- 2009 Sustainability Report