

Document for the 2013

Annual General Meeting of Shareholders

THE BANGCHAK PETROLEUM PUBLIC COMPANY LIMITED

Wednesday April 10, 2013 at 13.30 hours

The Synergy Hall 6th Floor, Building C Energy Complex,

555/1 Vibhavadi Rangsit Road, Chatuchak, Bangkok

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

(Unofficial Translation)



บริษัท บางจากปิโตรเลียม จำกัด (มหาชน)

สำนักงานใหญ่ : ชั้น 10 อาคาร A ศูนย์เอนเนอร์ยีคอมเพล็กซ์
555/1 ถนนวิภาวดีรังสิต แขวงจตุจักร เขตจตุจักร กรุงเทพฯ 10900
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แขวงบางจาก เขตพระโขนง กรุงเทพฯ 10260
Refinery : The Bangchak Petroleum Public Company Limited
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Translation

1000/020/2013

February 28, 2013

- Subject** : Invitation to Attend the 2013 Annual General Meeting of Shareholders
- Attention** : Shareholders
- Attachments** :
1. Copy of the Minutes of the 2012 Annual General Meeting of Shareholders
 2. The 2012 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 2013 Annual General Meeting of Shareholders on Wednesday April 10, 2013 at 13.30 hours at the Synergy Hall 6th Floor, Building C Energy Complex, 555/1 Vibhavadi Rangsit Road, Chatuchak, Bangkok, 10900, to consider the following matters:

1. To consider and adopt the Minutes of the 2012 Annual General Meeting of Shareholders.

Rationale & Background: The Company convened the Annual General Meeting of the year 2012 on April 3, 2012 to consider issues as required by laws. The minutes of such meeting is appended as Attachment 1 and sent to the Stock Exchange of Thailand and the Ministry of Commerce within the period of time set by law and also available on the Company's website (www.bangchak.co.th) as per details in Attachment 1.

The Board's Opinion: The Minutes of the Annual General Meeting of the year 2012 which was held on April 3, 2012 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 2012 performance statement.

Rationale & Background: The Company's 2012 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 2012 performance statement to the shareholders for acknowledgement.

3. To consider and approve Audited Financial Statements for the Year Ended December 31, 2012.

Rationale & Background: The Company's Audited Financial Statements for the year ended December 31, 2012 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 145-222 as per details in Attachment 2.

The Board's opinion: Agreed to propose the Audited Financial Statements for the Year Ended December 31, 2012 to the shareholders for approval.

4. To consider and approve the allocation of profit for dividend payments.

Rationale & Background: The Company has the policy to pay out dividend to the shareholders at the rate of not less than 30 percent of net profit of consolidated financial statements after deduction of allocation of legal reserve. However, this is subject to the economic situation, the Company's cash flow and investment plans of the Company and its subsidiaries according to the necessary, appropriation and other concerning as the Board of Directors' consideration.

According to the performance in 2012, the Company's operations had a net profit of Baht 4,303 million of consolidated financial statements, of which Baht 4,273 million was shareholders' portion (profit per share is 3.10 Baht per share). Moreover, the Company is expanding business which continually generates benefit to all shareholders. In consideration with its dividend policy and cash flow, the total 2012 dividend will be 1.25 Baht per share including the interim dividend for the first-half-year operations of 2012 at the rate of 0.35 Baht per share, amounting to Baht 481.92 million. (The interim dividend was paid on September 21, 2012) and the dividend for the second-half-year operations of 2012 is 0.90 Baht per share, total amounting to approximately Baht 1,239 million. The dividend of Baht 0.30, 0.15 and 0.45, paid from the net profit with 30%, 23% and 0% Corporate Income Tax, respectively.

Whereby, shareholders paying personal income tax shall be entitled to a tax credit for the received dividend in accordance with Section 47 bis of the Revenue Code of Thailand as follows:

- The dividend of Baht 0.30 per share, paid from the net profit with 30% Corporate Income Tax, can be credited at 30/70.
- The dividend of Baht 0.15 per share, paid from the net profit with 23% Corporate Income Tax, can be credited at 23/77.
- The dividend of Baht 0.45 per share, paid from the net profit with the net loss from no more than 5 years prior to the present accounting period, cannot be credited.

The following table shows the dividend comparison for Year 2012 and Year 2011.

Dividend Details	2012	2011
1. Net profit (Million Baht)	4,273	5,610
2. Number of shares (Million share)	1,377	1,377
3. Profit per share (Baht: Share) ⁽¹⁾	3.10	4.24
4. Dividend per share (Baht: Share)	1.25	1.65
- interim dividend payment	0.35	0.65
- dividend payment	0.90	1.00
5. Total dividends payment (Million Baht)	1,721	2,272
6. Dividend payment ratio (Percent)	40	39

Note: (1) Calculate from average number of shares in Year 2012 and 2011 which were 1,377 and 1,324 million shares respectively.

The Board's Opinion: Agreed to propose to the shareholders for approval in respect of the allocation of profit from retained earnings for dividend payments for the second-half-year operations of 2012 at the rate of Baht 0.90 per share. The total 2012 dividend will be 1.25 Baht per share, amounting to approximately 1,721 million Baht, including the interim dividend for the first-half-year operations of 2012 at the rate of 0.35 Baht per share. The Board of Directors had determined the date to list shareholders who are entitled to receive dividend on March 6, 2013, 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 7, 2013. The dividend payment date is on April 24, 2013. However, the entitlement to receive the dividend is uncertain because it has yet to be approved by the shareholders.

5. To consider and 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) Mr. Anusorn Tamajai (Independent Director)
- 2) Mr. Surin Chiravisit (Independent Director)
- 3) Mr. Issra Shoatburakarn (Independent Director)
- 4) Mr. Sarakorn Kulatham (PTT Plc representative)
- 5) Mr. Suphon Tubtimcharoon (PTT Plc representative)

For nominating the directors, the Company made an announcement to invite the shareholders to propose the names the qualified candidates for the positions of the directors via the Stock

Exchange of Thailand's channel and also on the Company's website (www.bangchak.co.th) from September 1 - December 31, 2012. 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, which are the major shareholders.

The Nomination and Remuneration Committee excluding the director who has conflict of interests, agreed to propose Mr. Anusorn Tamajai, Mr. Surin Chiravisit and Mr. Sarakorn Kulatham, retired Directors, to be re-appointed, and appoint two outsiders, Ms. Arunporn Limskul and Mr. Vikrom Koopirochana to act as new Directors of the Company in place of Mr. Issra Shoatburakarn and Mr. Suphon Tubtimcharoon, Directors who retired by rotation, respectively. (Biographies of the five nominees are attached herewith in Attachment 3)

The Board's opinion: The Board of Directors excluding the Directors who have conflict of interests considered based on the matters proposed by the Nomination and Remuneration Committee, and agreed to propose Mr. Anusorn Tamajai, Mr. Surin Chiravisit and Mr. Sarakorn Kulatham to be re-appointed as Directors and appoint Ms. Arunporn Limskul and Mr. Vikrom Koopirochana to act as new directors in place of retired directors.

6. To consider and approve the directors' remuneration.

Rationale & Background: Section 90 of the Public Limited Company Act B.E. 2535 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"

According to the remuneration policy for Directors, the Company will take into consideration the appropriateness of duties and responsibilities as assigned and compared with listed companies on SET with a similar industry and business size. The remuneration for the Directors is sufficient to induce the Directors to work with quality and meet the objectives and business direction as determined by the Company through transparent procedures, giving confidence to the shareholders.

The Nomination and Remuneration Committee reviewed the remuneration for the Company's Directors in 2013, took into account the average remuneration from the survey report on the directors' remuneration in listed companies by Thai Institute of Directors, 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 in 2013 to the shareholders as following:

1. Monthly Remuneration and Meeting Allowance (same as 2012)

The Board of Directors

- Monthly Remuneration 30,000 Baht/person/month
- Meeting Allowance 30,000 Baht/person/time (Only for attending directors)

The Sub-Committees*

1) The Audit Committee

- Monthly Remuneration 10,000 Baht/person/month
- Meeting Allowance 15,000 Baht/person/time (Only for attending directors)

2) The Nomination and Remuneration Committee

- Monthly Remuneration -None-
- Meeting Allowance 15,000 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 (same as 2012)

Bonus for the Board of Directors shall be the same rate of 1 percent of net profit, but not over 25,000,000 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 Sub-Committees and the policy in determination of Directors' Remuneration are available in the Annual Report, Pages 61-65.

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 2013 at the same rate (same as 2012).

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

Rationale & Background: In section 120 of the Public Limited Company Act B.E. 2535 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 policy on 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. Winid Silamongkol, Certified Public Accountants, Registration Number 3378 from KPMG Phoomchai Audit Limited (KPMG) which has excellence performance and audit results.

The Audit Committee considered the Company's auditor qualified with the competence, experience, staff's readiness, acknowledged performance standard and audit fee, considering with rate of inflation and significant change in 2013. Thus, it is appropriate to propose the shareholders to appoint the Company's Auditor, KPMG which composed of Mr. Winid Silamongkol, Certified Public Accountants, Number 3378 or Mr. Vairoj Jindamaneepitak, Certified Public Accountants, Registration Number 3565 or Mr. Charoen Phosamritlert, Certified Public Accountants, Number 4068, to sign in financial statement 2013 and the 2013 fee is Baht 1,710,000. (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 2013 Auditor Procurement, KPMG will be also the Auditor of 8 subsidiaries of the Company by receiving total audit fee Baht 1,128,000.

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	2013 (Baht)	2012 (Baht)
Audit Fee ^{1/}	1,710,000	1,661,000
The Subsidiaries' Audit Fee ^{2/}	1,128,000	881,750

Note 1/ excluding out of pocket expenses such as transportation, communication, post, duty stamp, photocopying etc., but not over 10% of the audit fee.

2/ in 2012, the Company's subsidiaries have been increased from 3 to 8.

The Board's opinion: Based on the Audit Committee' opinion, the Board of Directors agreed to propose the shareholders to appoint the Company's Auditor, KPMG which composed of Mr. Winid Silamongkol, Certified Public Accountants, Number 3378 or Mr. Vairoj Jindamaneepitak, Certified Public Accountants, Registration Number 3565 or Mr. Charoen Phosamritlert, Certified Public Accountants, Number 4068, to sign in financial statement 2013 and the 2013 fee is Baht 1,710,000. (As alternates in case a need to change the auditor arises during a period ahead of the next Annual General Meeting of shareholders)

8. To consider and approve the Amendment to the Company's Article of Association.

Rationale & Background: The Company's business plan focuses on generating additional income from new business, particularly in renewable energy business, while retaining its Thainess, which takes communities and the environment seriously for sustainable development under the Sufficiency Economy philosophy. In addition, the announcements of the Securities and

Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) require independent directors to make up at least one-third of the boards of listed companies. Since the Company currently has six independent directors out of 14 directors, it is necessary to add competent, experienced directors to help push its plans toward greater success. This increase will boost the Board's efficiency while ensuring conformance to the above-mentioned criteria.

The Board's opinion: Agreed to propose to the shareholders to approve the amendment the Company's Articles of Association (AOA), Section 5 No. 18 as following:

Current AOA	Proposed AOA Amendment
<p>No. 18 "The Board of Directors is composed of a minimum of 5 and a maximum of <u>14</u> members <u>and has to be included at least 3 independent directors</u>. Not less than half of the Board must be residents in Thailand. Qualifications of all directors have to meet with the stipulations of laws and the company's regulations. At least one director is knowledgeable in accounting and finance.</p> <p>Any one of directors can jointly sign together with the Chairman of the Board or the President to be two authorized directors and affix with the company seal shall bind the Company.</p> <p>The Board of Directors has the authority to specify the persons authorized to sign on behalf of the Company in accordance with the Articles of Association".</p>	<p>No. 18 "The Board of Directors is composed of a minimum of 5 and a maximum of <u>15</u> members, <u>of which, at least one-third being independent directors</u>. Not less than half of the Board must be residents in Thailand. Qualifications of all directors have to meet with the stipulations of laws and the company's regulations. At least one director is knowledgeable in accounting and finance.</p> <p>Any one of directors can jointly sign together with the Chairman of the Board or the President to be two authorized directors and affix with the company seal shall bind the Company.</p> <p>The Board of Directors has the authority to specify the persons authorized to sign on behalf of the Company in accordance with the Articles of Association".</p>

9. To consider and approve 5-year external fund raising plan (for 2013-2017)

Rationale & Background: Having revised its five-year investment plan for 2011-2015, the Company identified a need to secure investment capital and/or working capital and/or fund to refinance loans. This need totals up to Baht 30,000 million between 2013 and 2017 for projects like refinery efficiency improvement, solar farm, ethanol production, potash mining, and renewable energy plants. The fund raising might be any appropriate loans from financial institutions, corporate bonds, other securities from domestic and/or international sources in any one or more of Thai and foreign currency, depending on capital need and the market situation. Key conditions and other details about such fund raising plan are at the discretion of the Board or a Board-assigned party. According to the 2011 Annual General Meeting of shareholders held on Tuesday April 5, 2011, approved the external fund raising plan of not exceeding Baht 15,000 million, Baht 12,000 million is currently remaining. Therefore, The Board of Directors has

considered proposing the shareholders to repeal the remaining and approve an external fund raising plan of not exceeding Baht 30,000 million within 5 years (2013-2017) for such investments.

The Board's opinion: Agreed to propose to the shareholders to approve the 5-year external fund raising plan (for 2013-2017)

10. Other Business (if any)

Anyhow the Company set the date to list shareholders who are entitled to receive dividend and may participate the 2013 AGM on March 6, 2013, 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 7, 2013.

The Company has publicized the 2013 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 in order to proceed with your intentions in the future.

Yours faithfully,

(Signed) *Vichien Usanachote*

(Mr. Vichien Usanachote)

President and the Secretary to the Board of Directors

The Secretary to the Board of Directors Office

Tel: 0-2335-4584, 4000

Fax: 0-2140-8902

The Minutes of the 2012 Annual General Meeting of Shareholders

The Bangchak Petroleum Public Company Limited

The Meeting was held on Tuesday April 3, 2012 at the Synergy Hall 6th Floor, Building C Energy Complex, 555/1 Vibhavadi Rangsit Road, Chatuchak, Bangkok, 10900.

Preliminary Proceeding at 13.28 Hours

Before the commencement of the meeting, the slide multi-vision of the operating results for the 2011 fiscal year was shown. There were a total of 2,547 shareholders, of whom, 1,255 were present in person and 1,292 were present as proxy holders. A total of 767,572,676 shares were represented at the meeting equaling to 55.75 percent of the Company's outstanding sold shares; therefore, this was sufficient to constitute a quorum under the Company's Articles of Association.

Mr. Krairit Nilkuha, 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. | Mr. Krairit | Nilkuha | 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. Wirat | Iam-Ua-Yut | Director and member of the Audit Committee |
| 5. | Mr. Issra | Shoatburakarn | Director and member of the Audit Committee |
| 6. | Mr. Thana | Putarungsi | Director |
| 7. | Mr. Surin | Chiravisit | Director and Chairman of the Corporate
Governance Committee |
| 8. | General Dapong | Ratanasuwan | Director |
| 9. | Mr. Nattachat | Charuchinda | Director |
| 10. | Mr. Sarakorn | Kulatham | Director |
| 11. | Mr. Chumphon | Thitayaruks | Director |
| 12. | Ms. Supa | Piyajitti | Director and Chairman of the Enterprisewide
Risk Management Committee |
| 13. | Mr. Anusorn | Sangnimnuan | President and Secretary to the Board of Directors |

Director Absent:

- | | | | |
|----|-------------|----------------|----------|
| 1. | Mr. Pitipan | Tepartimargorn | Director |
|----|-------------|----------------|----------|

Executives Present:

1. Mr. Vichien Usanachote Senior Executive Vice President, Refinery Business
2. Mr. Wattana Opanon-Amata Senior Executive Vice President, Corporate Administration and Information Technology
3. Mr. Yodphot Wongrukmit Senior Executive Vice President, Marketing Business
4. Mr. Bundit Sapianchai Acting Senior Executive Vice President, Corporate Business Development
5. Mr. Surachai Kositsareewong Acting Senior Executive Vice President, Accounting and Finance
6. Mr. Pongchai Chaichirawiwat Executive Vice President, Renewable Energy Business

Auditor Present:

Mr. Vairoj Jindamaneepitak KPMG Phoomchai Audit Limited

The Chairman welcomed shareholders 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 to propose agenda items, nominate of directors, and propose questions for the Meeting in advance. However, there were no propositions, nominations and questions sent to the Company. The President briefed voting procedures for the Meeting that only opposition or 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 opposition and abstention votes, so that ushers would collect the ballot paper from them.

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 Policy in the casting of votes for each agenda and compliance with laws and the Company's regulations, the Company invited Mr. Visith Uevirojnangkoorn, an independent counselor, 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 with the Meeting in accordance with the Meeting agenda items.

Agenda No. 1 To consider and adopt the Minutes of Annual General Meeting of Shareholders 2011.

The Chairman proposed the Meeting to consider and adopt the Annual General Meeting of Shareholders 2011 held on April 5, 2011. The copy of the Minutes has been sent to the Stock Exchange of Thailand and the Ministry of Commerce within the prescribed period of time, also posted on the Company's website.

The Chairman asked the Meeting if there were any questions or comments. There were questions as follows:

Shareholder and Proxy Holder
(Mr. Thammanoon Junlamaneechote)

: For better Corporate Governance, suggested that 1) The first agenda of the meeting should be Report of the Chairman, which not only inform the shareholders of the Board of Directors report on 2011 performance statement, but business directions and the Company's plans. 2) Consider adding an agenda related to the follow up of the progress from the previous shareholder meeting, to find if there is anything still uncompleted. 3) There should be a representative of minor shareholders to serve as an inspector for the monitoring of the voting process and the results of votes and resolutions, to assure that the resolutions have been approved by shareholders who are attending the meeting and are entitled to vote.

According to agenda 5: to approve the appointment of new directors of the invitation letter for the 2011 Annual General Meeting of Shareholders, there were two directors; Ms. Supa Piyajitti and General Dapong Ratanasuwan, whose qualification does not satisfy the resolution of the cabinet; made on January 24th 2011; and the Act on Standards Qualifications for Directors and Employees of State Enterprises, that prohibited government officers from being directors of the State Enterprises and/or juristic person with the State Enterprise's holding shares of over three places.

President

: The agenda related to follow up of the progress from the previous shareholder meeting is a part of agenda no.2 which will be reported after this agenda. Concerning the director's qualification, it is given great importance and is managed according to the resolution of the cabinet. Since the resolution of the cabinet, directors whose qualifications do not satisfy the resolution, have since resigned.

Director
(General Dapong Ratanasuwan)

: The 2011 Annual General Meeting of Shareholders, General Dapong was director of Industrial Estate Authority of Thailand and director of Defence Technology Institute (Public Organization), it was a total of

three places where he was directors of including Bangchak Petroleum Plc., it wasn't prohibited by the resolution of the cabinet at all. However, after appointed by the Company's shareholder, he had resigned from Industrial Estate Authority of Thailand and Defence Technology Institute (Public Organization) at the end of April and October respectively so that he could fully devote himself to work for the Company.

Director

(Ms. Supa Piyajitti)

: Ms. Supa is the director of Siam Commercial Bank Plc., National Credit Bureau Co.,Ltd. and Bangchak Petroleum Plc. it is a total of three places where she hold directorship. The other company is an insurance business which is regulated by Office of Insurance Commission and is now under business suspension. As it is a particular business, it is not under the Act on Standards Qualifications for Directors and Employees of State Enterprises.

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

	<u>No. of Votes</u>	<u>Percentage</u>
Agreed	864,059,356	99.9951
Disagreed	11,200	0.0012
Abstained	31,100	0.0035

Resolution: The Meeting approved the Minutes of Annual General Meeting of Shareholders 2011 by the majority vote of the Meeting.

Agenda No. 2 To acknowledge the Board of Directors report on 2011 performance statement.

The Chairman requested Mr. Anusorn Sangnimnuan, the President, to report on the 2011 performance statement.

The President reported that the Company had some business troubles in 2011. At the beginning of the year, there was a turnaround annual maintenance. Furthermore, Thais in nearly all regions were affected from the most devastating floods in decades at the end of the year. A Flood prevention center was set up to set flood preventive measures, coordination, communication and rehabilitation efforts.

The Company built strong and high dykes to protect the Inner area of Bang Pa-In Terminal and Bangchak Biofuel plant in Ayutthaya Province, to protect the property during floods. However, due to especially high flood in the surrounding areas, fuel transportation operations were temporarily shifted to the Bangchak Refinery and Samut-Sakhon Oil Distribution Center.

The Solar Power Plant Project phase 1 (38 Megawatts) in Ayutthaya Province, covering an area of approximately 500 rai, was inundated during the floods, despite the Company's efforts to

complete the kilometers of dykes needed to protect the property, Nevertheless, the Company had insurance coverage for all damages.

Currently, the Solar Power Plant Project (8 Megawatts) has resumed operations; able to generate power and continue commercial sale since April 2, 2012. The Solar Power Plant Project (30 Megawatts) remains under construction, and is expected to begin operations in July 2012.

The Bangchak Refinery at Sukhumvit 64 was not affected by the floods, although the took preventative measures to protect important equipment and property shall flood barriers fail. 97 Bangchak Service Stations were affected from the floods, but all had resumed operations by December 2011.

Due to the Great Flood, the Company has activated its crisis management plan to minimize impacts from the disaster. This allowed the Company to overcome the obstacle, and in order to prevent similar situation from developing in the future, the Company revised its flood prevention plan so that it may respond to such incidences more effectively and efficiently in the future.

Nevertheless, in 2011, the Company continued to perform well, as follows;

The Company and its subsidiaries earned Baht 158,610 million in total revenue with EBITDA of Baht 9,108 million (adjusted EBITDA was Baht 6,405 million) increasing from last year's Baht 22,241 million due to higher world oil prices in 2011. The average retail price increased by 16.21%, and the sales of gasoline at service stations rose slightly. The net profit was Baht 5,610 million.

The EBITDA of the refinery business of the Company was Baht 7,716 million, increasing from last year's Baht 3,250 million (72.8%). The Gross Refinery Margin (GRM) was 9.24 USD/BBL, compared to last year's GRM of 6.09 USD/BBL, due to better production yield, improvement in spreads of all finished products to crude and the Japanese earthquake in the first quarter of 2011, which resulted in the shutdown of nuclear power plants and led to strong demand for fossil fuel especially crude oil. The Company's crude run was at 85.7 thousand barrels per day, decreasing from 86.0 thousand barrels per day in 2010, due to the turnaround annual maintenance in the first quarter of the year.

The Company's vision of Greenergy Excellence, which is determined to develop alternative energy that is environmentally friendly and for sustainable development through the application of advanced technology to the refining processes, the Company manufacture and retails gasoline, gasohol and diesel under the EURO IV specifications ahead of the government's enforcement date of January 1, 2012, to contribute to more complete engine combustion while cutting down air pollution. The Company completed construction of its EURO IV quality improvement project for gasoline and gasohol as planned, with production and sales beginning in December 2011. The Company had successfully produced and sold EURO IV diesel this since 2008.

In addition, the Company plans to Increase the efficiency of the Bangchak Refinery with a Baht 8,000 million investment in the 3E (Energy / Efficiency / Environment) improvement and

development Project, in order to increase competitiveness and become a High Innovation Refinery. The investment will be separated into two phases, phase 1, approximately Baht 4,000 million, for the gasoline and gasohol quality improvement unit, co-generation plant and the five-star environmental management system and phase 2, approximately Baht 4,000 million, for the improvement of the Hydrocracking Unit.

The EBITDA of the marketing business was Baht 1,292 million with an average marketing margin of 55.0 Satang per liter (excluding lubricants), slightly lower than last year's marketing margin. The marketing business sales volume equaled 71,900 barrels per day, against 67,100 barrels per day in 2010, represently a 7% increase.

To reach the Company's target of having the second largest market share for clear fuels, the Company took key measures to raise its sales and maintain its customer base by emphasizing the quality of service and the image of Bangchak service stations as clean, modern, and responsive to customers' needs, and expanding the number of service stations in high potential areas. It launched the flagship "Green Station", a sizeable station featuring modern looks and environmental friendliness, complete with amenities and supplementary businesses, it also continually promoted and expanded the sales of Gasohol E20, and Gasohol E85. The company raised sales volumes while maintaining its alternative-energy customer base with its customer relationship management project featuring the Gasohol Club card; the Bangchak Gasohol Club Lady Card has now been introduced to attract female drivers. Currently, the market share for gasoline ranked second, while the market share for clear fuels ranked third.

The Company plans to expand the number of "Green Station" and raise the number of service stations retailing Gasohol E20 to 600, and Gasohol E85 to 50 in this year. It also prepares itself for the Asian Economic Community (AEC) by planning to launch service stations in Burma, Laos and Cambodia. To counter fierce competition in the industrial sector and the rising volume of outputs, the Company expanded its distribution of Diesel to the wholesale customer group as well as expanding its exports to neighboring countries. Jet sales increased by approximately 3.7% from the last year.

To increase business value, the Company set goals that strengthen sustainability by restructuring the Company revenue to consist of 50%: 20%: 30% for refining, marketing and new businesses respectively. New businesses will emphasize clean and alternative energy, which will increase EBITDA from Baht 6,000 million to Baht 10,000 million, will consist of the following

The Company has awarded the Bangchak Solar Energy Co., Ltd., the Company's Subsidiary, to employ contractors for Solar Power Plant Project phase 2 (25 Megawatts) at Bamnet Narong District, Chaiyaphum Province which is expected to begin construction in April 2012. The other plant at Bangpahun District, Ayutthaya Province, is under the study of flood prevention system and is expected to start the flood protection construction in second quarter of 2012.

The Company plans to expand investment in the solar-farm power generation project to 170 MW (commercial operation 118 MW) by 2015, whereby the power purchase agreement with PEA, is expected to give steadily rising returns with the projects continual expansion.

For the ethanol business, the Company bought 21.28% ordinary shares of Ubon Bio-Ethanol Co., Ltd., located in Amphoe Na Yia, Ubon Ratchathani. The 400,000-litre/day plant is due for completion by Q4/2012, running on fresh cassava and cassava chips supplied by local farmers, and is to export most of its products to China. Investment in the ethanol business heightens the supply security of ethanol to accommodate the Company's sales expansion plans for E20 and E85 gasohol.

For the biodiesel business; the Bangchak Biofuel Co., Ltd. (BBF) with a production capacity of 300,000 liters per day, will be developed to a capacity of 360,000 liters/day in order to serve as feedstock for Bangchak and also expand to other petroleum companies.

Palm plantation project, the Company rented 1,200 rai of land in Nakhon Nayok from the Bank of Agriculture and Agricultural Cooperatives for palm planting, encouraging farmers to join in its efforts, whereby the Company agreed to take all outputs, which expected in three years times. Moreover, it plans to expand plantation areas in Rangsit to accommodate the development of production capacity of B100 biodiesel.

Since its establishment, the Company has upheld the corporate culture of sustainable business development in harmony with the environment and society. In 2011, the Company runs sales promotional campaigns at its retail stations by continuously promoting community products from the provinces to promote local jobs, including stirred Luk Yee fruits, jackfruit chips brown, rice made into khao klong taen with black sesames and Doi Kham dried baked mangoes. The Company additionally launched the Company Sharing project to help local farmers who suffered from Great Flood in Ayutthaya by buying Chonlasit rice from farmers for sale at Bai Chak and Lemon Green outlets in Bangkok Metropolis and its perimeter, sell fuels one baht/litre cheaper at mobile service stations found in flooded areas, to provide free boats to assist people in hard-hit areas, distribute survival bags and drinking water and provide free auto-check following the flood.

Its Nong Bangchak Sharing project has been launched to help flood victims clean the homes of those who are unable help themselves, public building, temples, and schools approximately 370 places including 16 districts in Bangkok Metropolis and its perimeter along with the Company's executives, employees, and students with a volunteering spirit. The Company values the sharing of knowledge and information with the public, so that they may be prepared to handle natural disasters on their own by distributing free copies of handbooks for Thai people to deal with disasters, written in both Thai and English. The Company also carried out the Thailand Go Green project for the fifth consecutive year under the "Solar Energy for Future" theme to cultivate awareness and knowledge of solar energy among students nationwide.

Bangchak Petroleum Plc, was regularly recognized in 2011 by both the public and private sector as a company with transparent corporate governance and management with efficiency, social

responsibility, and environmental awareness, including; Board of the Year Awards - Hall of Fame 2010/11, SET Awards of Honor, Asian Corporate Director Recognition Award 2011 and Corporate Governance Asia Recognition Award.

The Chairman asked the Meeting if there were any questions or comments. There were questions as follows:

Shareholder : Expressed understanding and confidence in the Company following the performance report. However, 1) Concerning the Solar-cell power generation plants, how were the flood damages covered by insurance? When will the compensations be paid? 2) Is it true that the insurance premium has increased?
(Mr. Supoj
Eu-chailerdkul)

President : 1) The Company has insurance coverage for all damages. The 8 MW plant had been in commercial operation since Aug 5, 2011, but ceased its operation due to the flood. The insurance covered both property and business interruption damages. Compensation for business interruption is about Baht 50-80 million and is expected to be recorded in the financial statement for the second quarter of this year. The 30 MW plant remains under construction and has not yet hand-over. The insurance coverage was arranged by the contractor. 2) It is true that the insurance premium has increased, but currently, damages from floods have been refused by the insurance companies. To prevent the effects from future floods, the Company has continued to build dykes with similar strength to dam and are 5.50 meters higher than moderate sea level. This incident got the Company important lessons learned for better improvement.

Shareholder : 1) Since the Solar-cell power generation plants have not commenced construction, Mr. Supoj got an opportunity to visit the site and had suggested that it would help prevent flooding if the solar panels could have been higher. After the completion of the plant, the Company should invite shareholders to visit the site again. 2) Due to the Company's changing of dividend policy to pay out to shareholders at the rate of not less than 30% of net profit of consolidated financial statements and the government's policy that decreased juristic person's tax from 30% to 23%, the Company, should consider to pay out dividend from its retained earnings since the juristic person's tax had been 30% so it will be more beneficial to minor shareholders.
(Mr. Supoj
Eu-chailerdkul)

President : 1) The Company had considered to set the solar panels higher as well, however, the height of flood was 3 meters last year 2) The Company has carefully considered and consulted with the external legal

counselors before changing the dividend policy. As the Company is currently undergoing extensive investment growth to continually add value to shareholders, the dividend policy has yet to be changed properly. Nevertheless, the Company thoroughly considers the benefit of shareholders, this year; it proposes to pay out dividend to shareholders at the rate of 39% of net profit of consolidated financial statements. Next year, if the Company's performance is satisfactory, it will be able to pay out dividend; the Company will take shareholder's suggestions into consideration.

Proxy Holder : The video presentation about the Company's performance in 2011 should be shown prior to the commencement of the meeting. Nevertheless, the Company's performances over the last 3 years have continually improved, and believed that shareholders are more confident in the Board of Directors' management of the Company and inquired further as follows 1) The Company produces jet fuel, is it JP or Octane? And how much JP or Octane is it? 2) Is it possible to increase the value of the souvenir 300 Baht Bangchak cash cards to 500 or 800 Baht? The Company used to distribute discount fuel card to shareholders, is it possible to do it again? 3) The annual report of the Company has no significant performance report and financial information, the Company should consider to add more information in it.

(Mr. Thong-in Sangngam)

President : 1) The Company's jet fuel is JP-1, and has no Octane level. 2) The suggestion to increase the value of Bangchak cash card will be taken into consideration. The Bangchak Gasohol Club Card, shareholders had received, allows you to accumulate award points every time you fill your tank at Bangchak service stations, and these award points allow the cardholder to earn a discount of 0.2 baht/liter/award point. 3) The given suggestion related to the annual report, will be used to improve the annual report.

Shareholder and Proxy Holder : Commented and inquired about the annual report 1) The predominant orange tone of the Annual report is not appropriate for the elderly. Though it is an informative report, there are too many pages, and should consider the expenses in accordance to the Sufficiency Economy Philosophy that the Company should mainly realize. 2) The Report of the Board of Directors, the Sub-Committee and Executives, should be dated. As the Audit Committee Report is the only one that is dated, specifically February 14, 2012, it will be beneficial to know when the Audit Committee and the Board of Directors consider the principle of corporate governance. 3) What is the objective of Press Tour in China that the

(Mr. Thammanoon Junlamaneechote)

Company held last September and how much did the Company spend?

4) The changing of the Company's dividend policy last September has affected on the Company's stock price and shareholder's right. The right to change the policy should belong to the shareholders, and had sent a letter inquiring of and opposing the said change. The Company exercise good corporate governance on all aspects of its operations.

President

: 1) Agreed that the orange tone may present some legibility issues, and the suggestion be used for future improvement. The Company intended to give as much information to shareholders as possible, hence the rather informative report. Nevertheless, with the Company's commitment to the environment and the Sufficiency Economy Philosophy, the reports are published CD-Rom, and only limited quantity using recycled paper. 2) The given suggestion related to showing the date of report of the Board of Directors, the Sub-Committee and Executives, will be used for future improvement. 3) The Press Tour in China was the first time the Company had organized such event. As the Company has invested heavily the Solar Power Plant Project. Giving information about the projects advantage to the press would be beneficial to the Company's business and Thailand as well. 4) The Company has carefully considered the issue and has consulted with the external legal counselors prior to changing the dividend policy. The change was made with shareholder returns in mind, along with constant growth. If the Company performs well, it is able to payout larger dividends.

Shareholder

(Mr. Kitiya Palkawong
Na Ayutthaya)

: In early March 2012, it was shown in the news that oil price in Thailand were higher than in neighboring countries, what is the reason behind this difference? And is there any way oil prices in Thailand would decreased?

President

: Oil price in Thailand is based on the market price in Singapore which serves as referred trading price in the region with the addition of other expenses such as the logistics costs and the quality of oil. Two factors affect oil price in Thailand namely, tax and the oil fund, dependant on government policy and beyond the control petroleum companies. The refinery price in Thailand and neighboring countries are slightly different, and much of the difference lies in tax structure and the oil fund. The simple fact is that some countries do not have oil funds. The market margin has been approximately Baht 1.50 per liter for over 20 years, while the management expenses of service station have continuously been increasing. Retail oil prices have been adjusted fairly and the Company has never taken advantage from our customers.

Shareholder : 1) Praised the Company about the venue of the meeting. 2) Agreed with (Mr. Chatchai Mr.Thammanoon, a shareholder, who suggested that the Company Khunngam) inform the business directions and the Company's plans, not only the Board of Directors report on 2011 performance statement in order to have the same practices as PTT group. 3) What is the present Gross Refinery Margin (GRM)? And what is the average Gross Refinery Margin (GRM) for 2012? 4) The Company plans to adjust its revenue structure to be 50%: 20%: 30% for refining, marketing and new businesses, the Company should have provided more information relating to service stations, such as network share and market share of each service station, its market value, because it reflects the efficiency of each station. 5) Encourage the continuation of the Company visit.

President : 1) In the first quarter of the year, the Company's crude run was more than 100 thousand barrels per day, while the Gross Refinery Margin (GRM) was more than 6 USD/BB. There will be the turnaround annual maintenance in the second quarter of the year and changing of Hydrocracking Catalyst at the end of May. Then, the Company's average crude run would be around 100-110 thousand barrels per day. It is therefore expected that this year the Company's average crude run would be around 96.0 thousand barrels per day increasing from last year, and the Gross Refinery Margin (GRM) would be 6-7 USD/BB. The nuclear crisis in Japan resulted in an increased demand for fuel oil, so the Company could export the product for a better price. 2) The network share of the Company's service stations is currently 8%, while the Market Share for clear fuels is ranked third or about 13.5% (PTT ranked first, and Esso ranked second). Nevertheless, the Company's market share for gasoline is ranked second. The Company is committed to achieve its goal to gain the second largest market share for all products within 2-3 years time, carrying out key measures to raise its sales and maintain its customer base by continually stressing the quality of service and the image of Bangchak service stations or "Rebranding" and expanding the "Green Station". Moreover, there are a number of service station intent on adopting the Bangchak Service Stations, which will boost the Company's network.

When there was no more proposal or query, the Chairman concluded as follows:

Resolution: The Meeting acknowledged the Board of Directors report on 2011 performance statement.

Agenda No. 3 To consider and approve the Balance Sheets and the Statements of Income for the year, ending December 31, 2011 and the Auditor report.

The Chairman proposed that the Meeting consider and approve the Company and subsidiary's Balance Sheets and the Statements of Income for the year ended December 31, 2011 and the Auditor's Report, which was reviewed and endorsed by the Company's Audit Committee and also certified by the Company's auditor, KPMG Phoomchai Audit Limited (KPMG), as being correct in accordance with the generally accepted auditing standard.

The Chairman asked the Meeting if there were any questions or comments. There were questions as follows:

Shareholder : Inquired about the notes to the financial statements in the annual report
(Mr. Krit Jarassatian) relating to the employee benefit obligations 1) What is the rule for considering employee benefits? As it is the obligations for Post-employment benefits, will it be improved or changed in the future? 2) Are these benefits result from the Company's status as a semi-official entity? 3) If those benefits could be changed, it should benefit present employees, or benefit each working project; this could reduce the Company's expenses and be more beneficial to the Company.

Acting Senior Executive Vice President, Accounting and Finance : Clarified that employee benefits payment was the normal benefits like the provident fund and other earnings for Post-employment, while the reason that it lately shown in the financial statement is due to revised financial reporting standards, which estimates the amount of future benefits that employees will earn in post-employment. Moreover, employee benefits payment depends on the company, where the Company's employee benefit obligations will amount to Million Baht 760, estimating the amount of future benefit of employee pension and legal compensation in 80% and 20%. The exact calculations are detailed in Notes to the financial statements, note 5(O) and 24.
(Mr. Surachai Kositsareewong)

Shareholder and Proxy Holder : Suggested that the Company should correct the name of this agenda from "Balance Sheet" to "Statement of Financial Position" in compliance with the Accounting Standard I B.E.2552 of Federation of Accounting Professions.
(Mr. Somboon Jongsatapornpong)

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

	<u>No. of Votes</u>	<u>Percentage</u>
Agreed	904,111,502	99.4389
Disagreed	4,197,100	0.4616
Abstained	904,200	0.0994

Resolution: By the majority vote, the Meeting unanimously approved the Company and subsidiary's Balance Sheets and the Statements of Income for the year ended December 31, 2011 and the Auditor's Report by the majority vote of the Meeting.

Agenda No. 4 To approve on allocation profit for dividend payment.

The Chairman asked Mr. Anusorn Sangnimnuan, the President, to report on the topic.

The President reported that according to the performance in 2011, the Company's operations had a net profit of Baht 5,610 million of consolidated financial statements, amounting to 4.24 Baht per share.

The Company is current undergoing extensive investment growth to continually add value to shareholders. Upon the Company's careful consideration based on financial obligations, dividend policy and new business investments in the future; it was found that the total dividend payment in 2011 will be 1.65 Baht per share, amounting to approximately Baht 2,272 million. There were two dividend payments, namely, for the first-half-year operations of 2011, at the rate of 0.65 Baht per share (The interim dividend was paid on September 21, 2011); and the second-half-year operations of 2011 is at the rate of 1 Baht per share.

The Chairman asked the Meeting if there were any questions or comments. There was a comment as follows:

Shareholder and Proxy Holder
(Mr. Thammanoon Junlamaneechote) : Inquired the reason for paying the dividend at this rate and suggested that the Company should pay out dividends from the consolidated financial statements and not the company financial statements in compliance with the declaration of the Department of Business Development, Ministry of Commerce. Moreover, the Company should allocate more profit from its retained earnings for dividend payments in order to enhance market value in the Stock Exchange of Thailand.

President : Clarified that the Company intended to pay the appropriate dividends but because the Company was undergoing business expansion to continually create value to shareholders. The profit partially from feedstock gain. Moreover, when compared with other companies in the industry, a dividend yield of 7.9% was considered as a good dividend yield. Nevertheless, all comments will be used for future consideration.

Shareholder and Proxy Holder
(Mr. Thammanoon Junlamaneechote) : Suggested that the dividend payment should be accelerated.

President : Clarified that the Company had the intention to pay the dividends to shareholders as soon as possible, but had to comply with the procedure of the Stock Exchange of Thailand and Thailand Securities Depository Co.,Ltd.

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

	<u>No. of Votes</u>	<u>Percentage</u>
Agreed	908,691,002	99.9423
Disagreed	508,600	0.0559
Abstained	6,200	0.0007
Voided Ballot	10,000	0.0011

Resolution : By the majority vote, the Meeting unanimously approved in respect of the dividend payment for the second-half-year operations of 2011 at the rate of Baht 1 per share. The total 2011 dividend will be 1.65 Baht per share from retained earning profit including the interim dividend for the first-half-year operations of 2011 at the rate of Baht 0.65 per share; therefore, the 2011 dividend payment will be 1.65 Baht per share, amounting to approximately 2,272 million Baht. The Board of Directors had determined the date to list shareholders who are entitled to receive dividend on February 29, 2012, 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 1, 2012. The dividend payment date is on April 19, 2012.

Agenda No. 5 To approve the appointment of new directors in replacement of those who are due to retire by rotation.

The Chairman informed the meeting that to enhance good corporate governance, the directors who might have conflict of interests with this agenda shall not present in the meeting. The Chairman and four retired directors, who are proposed to be re-appointed and have conflict of interests with this agenda, would like to excuse themselves from the meeting. The Chairman then asked Mr. Anusorn Sangnimnuan, the President, to report on the topic.

The President reported that 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 Mr. Krairit Nilkuha, Mr. Chai-Anan Samudavanija, Mr. Thana Putarungsi, Mr. Nattachat Charuchinda and Mr. Chumphon Thitayaruks.

For nominating the directors, the Company made an announcement to invite shareholders to propose the names of the qualified candidates for the positions of the directors via the Stock Exchange of Thailand's media channel and also on the Company's website (www.bangchak.co.th) from October 1 - December 31, 2011. The consequence is none of the shareholders proposed 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 the Ministry of Finance and PTT Plc, the major shareholders.

The Nomination and Remuneration Committee excluding the directors who might have a conflict of interests agreed to propose Mr. Krairit Nilkuha, Mr. Chai-Anan Samudavanija, Mr. Thana Putarungsi, Mr. Nattachat Charuchinda and Mr. Chumphon Thitayaruks, retired directors, to be re-appointed.

The President briefly introduced the nominated directors for shareholder consideration and voting for each director separately.

The President asked the Meeting if there were any questions or comments. There was a comment as follows:

Shareholder and Proxy Holder (Mr. Thammanoon Junlamaneechote) : Informed that 1) The reason why no directorial candidate was proposed by shareholders suggests that the Company set too many criteria in proposing qualified candidates resulting in the loss of shareholder's voice. 2) requested the proposal details from the major shareholders, Ministry of Finance and PTT Plc.

President : Thanked to all suggestions, they will be used during the Nomination and Remuneration Committee's consideration.

Shareholder (Mr. Kitiya Palkawong Na Ayutthaya) : Informed that in addition to the consideration of the competence and ability of the candidates, the consideration should also be given to the age and dedication of candidates to the Company.

President : Thanked to all suggestions, they will be used during the Nomination and Remuneration Committee's consideration.

Shareholder (Mr. Somkiat Soponpongpipat) : Reiterated his proposal for the 2011 Annual General Meeting of Shareholders that the Board of Directors should reconsider the nomination and remuneration procedure which seem to restrict a number of shareholders from voicing their opinions, and because of cooperations

have played a role in the development of the Company for almost 20 years, a cooperative representative should be present to the Board of Directors.

President : Clarified that the Company had invited all shareholders to nominate the qualified persons to be elected as director between 1 October – 31 December 2011. However, the Company is currently considering to extend the period to three months and reapportion of share holding to propose the Nomination and Remuneration Committee in the future.

Shareholder : Agreed with other shareholders that the Board of Directors should have (Mr. Hangchai Akkawassakul) representatives of minor shareholders to help develop the Company and promote corporate governance.

Shareholder : Informed that in nominating the directors, the Nomination and (Mr. Yutthana Nunnuyong) Remuneration Committee has the proper criteria to ensure the qualified candidates with the competence, ability for the Company's operation benefit, while assuring that the 5 candidates satisfy the criteria.

When there was no proposal or query, the President then proposed the Meeting to vote and concluded as follows:

1. Mr. Krairit Nilkuha

	<u>No. of Votes</u>	<u>Percentage</u>
Agreed	915,173,702	99.8649
Disagreed	1,205,550	0.1315
Abstained	32,200	0.0035

2. Mr. Chai-Anan Samudavanija

	<u>No. of Votes</u>	<u>Percentage</u>
Agreed	915,660,552	99.9180
Disagreed	697,600	0.0761
Abstained	53,300	0.0058

3. Mr. Thana Putarungsi

	<u>No. of Votes</u>	<u>Percentage</u>
Agreed	915,671,502	99.9192
Disagreed	687,750	0.0750
Abstained	52,200	0.0056

4. Mr. Nattachat Charuchinda

	<u>No. of Votes</u>	<u>Percentage</u>
Agreed	913,593,002	99.6924
Disagreed	2,755,150	0.3006
Abstained	53,300	0.0058
Voided Ballot	10,000	0.0010

5. Mr. Chumphon Thitayaruks

	<u>No. of Votes</u>	<u>Percentage</u>
Agreed	915,550,502	99.9060
Disagreed	798,750	0.0871
Abstained	52,200	0.0056
Voided Ballot	10,000	0.0010

Resolution: The Meeting approved the appointment of Mr. Krairit Nilkuha, Mr. Chai-Anan Samudavanija, Mr. Thana Putarungsi, Mr. Nattachat Charuchinda and Mr. Chumphon Thitayaruks, to be re-appointed as directors by the majority vote of the Meeting.

Agenda No. 6 To consider the directors' remuneration

The Chairman requested Mr. Chai-Anan Samudavanija, the Chairman of the Nomination and Remuneration Committee, to report on the topic.

The Chairman of the Nomination and Remuneration Committee reviewed the remuneration for the Company's Directors in 2012, took into account the remuneration's appropriateness which is compatible with roles and responsibilities and motivated enough; moreover, when compared with other operators in the similar industry, size as stated in Survey on Remuneration of the Listed Companies' Directors by Thai Institute of Directors Association, 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

The Board of Directors

- Monthly Remuneration shall be adjusted from the current rate of 20,000 Baht/person/month to the rate of 30,000 Baht/person/month
- Meeting Allowance shall be adjusted from the current rate of 20,000 Baht/person/time to the rate of 30,000 Baht/person/time (Only for attending directors)

The Sub-Committees *

1) The Audit Committee

- Monthly Remuneration shall be paid at the current rate of 10,000 Baht/person/month
- Meeting Allowance shall be adjusted from the current rate of 5,000 Baht/person/time to the rate of 15,000 Baht/person/time (Only for attending directors)

2) The Nomination and Remuneration Committee

- Monthly Remuneration -None-
- Meeting Allowance shall be adjusted from the current rate of 10,000 Baht/person/time to the rate of 15,000 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 current rate of 1 percent of net profit, but not over 20,000,000 Baht/year to the rate of 1 percent of net profit, but not over 25,000,000 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.

The Chairman asked the Meeting if there were any questions or comments. There was a comment as follows:

Shareholder and Proxy Holder (Mr. Tanawat Pinrod) : Suggested and asked that 1) according to the Public Limited Company Act, the payment of remuneration to a director is under the articles of association of the company; therefore, the company should stipulate the articles of association in the notice calling for the meeting. 2) What is the origin of the bonus rate of 1 percent of net profit? 3) Informed that there were insufficient beverages, the Company should consider to take care of all shareholders.

President : Clarified that 1) Considering of the suitability, the compatibility with other similar companies, business expansion and the performance growth which leads to the increased duties and responsibilities of the Board of Directors, the Nomination and Remuneration Committee agreed to propose the payment of remuneration to the shareholders. 2) The Nomination

and Remuneration Committee considered that the rate of 1 percent of net profit is suitable and not an amount too high, considering the suitability, the compatibility with other similar companies, and together with previous net profit 3) Apologized to the shareholder about the insufficient beverages due to the unexpected turnout of shareholders attending the meeting. Nevertheless, all comments will be used for future development.

Shareholder : Informed and suggested that the Annual General Meeting of (Mr. Chatchai Shareholders on the whole was satisfactory, but that the Company Khunngam) should provide sufficient foods and beverages to ensure the equitable treatment of shareholders, and give shareholders an opportunity to visit the Company.

President : Apologized to the shareholder about the insufficient beverages due to the unexpected turnout of shareholders attending the meeting. Nevertheless, all comments will be used for future development and the company will inform shareholders when the Company Visit will be held.

Shareholder and Proxy Holder : Remarked that 1) This is a significant agenda with the resolution of the (Mr. Thammanoon meeting of shareholders based on a vote of not less than two-thirds of Junlamaneechote) the total number of votes of the shareholders attending the meeting; therefore, the vote counting procedure must be careful and transparent. 2) The Company should give more details of the remuneration compared with the information from the Thai Institute of Directors and other companies in PTT Group for clarification and corporate governance.

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

	<u>No. of Votes</u>	<u>Percentage</u>
Agreed	913,847,102	99.7191
Disagreed	2,505,463	0.2733
Abstained	34,600	0.0037
Voided Ballot	33,000	0.0036

Resolution: **The Meeting with not less than two-thirds of the total votes of shareholders or proxies attending the meeting and entitled to vote approved the 2012 directors' remuneration as proposed.**

Agenda No. 7 To consider the Appointment and Determination of the fee for the Auditor.

The Chairman asked Mr. Anusorn Tamajai, Chairman of the Audit Committee, to report on the topic.

The Chairman of the Audit Committee reported that, in section 120 of the Public Limited Company Act indicated that “on each Annual General Meeting of shareholders, 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 three 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) for 3 years (2009-2011). KPMG proposed Mr. Charoen Phosamritlert, Certified Public Accountants, Number 4068 or Mr. Nirun Lilamethawat, Certified Public Accountants, Registration Number 2316 or Mr. Winid Silamongkol, Certified Public Accountants, Registration Number 3378 to sign in financial statement 2012 instead.

The Audit Committee considered the Company's auditor qualified with the competence, experience, staff's readiness, acknowledged performance standard and audit fee, considering with rate of inflation and significant change in 2012. Thus, it is appropriate to propose the shareholders to appoint the Company's Auditor, KPMG which composed of Mr. Charoen Phosamritlert, Certified Public Accountants, Number 4068 or Mr. Nirun Lilamethawat, Certified Public Accountants, Number 2316 or Mr. Winid Silamongkol, Certified Public Accountants, Number 3378, to sign in financial statement 2012 and the 2012 fee is Baht 1,661,000. (As alternates in case a need to change the auditor arises during a period ahead of the next Annual General Meeting of shareholders)

The Chairman asked the Meeting if there were any questions or comments. There was a comment as follows:

Shareholder : Informed that he, already voted in advance in favor of all agendas and (Mr. Chatchai Khunngam) remarked that this agenda is “To consider the Appointment and Determination of the fee for the Auditor”, while the ballot paper only specified “To determination of the fee for the Auditor”

Shareholder : Asked about the amount of fee proposed by the Auditor, the negotiation (Ms. Jinnapak Pornpiboon) by the Audit Committee, and the changing of the fee compared to the previous year.

The Chairman of the Audit Committee : Clarified that the Audit Committee entered into the negotiation for the best interests of shareholders, and a 4.5% rise in the fee is a mild rise over the inflation rate, while the Auditor' responsibilities were increased due to the business growth of the Company and its subsidiaries.

Shareholder : Asked further about the comparison between the fee proposed by the (Ms. Jinnapak Pornpiboon) Auditor and the negotiation by the Audit Committee for transparency and corporate governance principle.

Auditor (Mr. Vairoj Jindamaneejitak) : Clarified that considering the business expansion in the solar power plant project which is more complicated, the inflation rate and its employee remuneration which is rising, KPMG proposed a 10% rise from the fee in 2011 and concluded with a 4-5% rise from the negotiation with the Audit Committee.

The Chairman of the Audit Committee : Clarified that the fee of the Auditor has risen to about Baht 71,000. Nevertheless, thanks to all comments which will be used for future consideration.

The Chairman asked the Meeting if there were any questions or comments. When there was no more proposal or query, the Chairman then proposed the Meeting to vote and concluded as follows:

	<u>No. of Votes</u>	<u>Percentage</u>
Agreed	915,775,274	99.9295
Disagreed	618,541	0.0674
Abstained	26,650	0.0029

Resolution: By the majority vote, the Meeting unanimously approved the appointment of the Company's Auditor, KPMG which composed of Mr. Charoen Phosamritlert, Certified Public Accountants, Number 4068 or Mr. Nirun Lilamethawat, Certified Public Accountants, Number 2316 or Mr. Winid Silamongkol, Certified Public Accountants, Number 3378, to sign in financial statement 2012 and the 2012 fee is Baht 1,661,000. (As alternates in case a need to change the auditor arises during a period ahead of the next Annual General Meeting of shareholders)

Agenda No. 8 Other Business (if any)

The Chairman informed that the consideration of the agendas stipulated in the notice calling was finished, in compliance with section 105 of the Public Limited Company Act B.E.2535, the shareholders holding shares amounting to not less than one-third of the total number of shares sold may request the meeting to consider matters other than those indicated in the notice calling for the meeting...". However, there was no proposition.

The Chairman then asked the Meeting if there were any questions or comments. There were comments as follows:

Shareholder (Mr.Somkiat Promrat) : Praised the Company for arranging the meeting conveniently and impressively. As he has participated in shareholder meetings of some companies, Bangchak Petroleum Plc. is amongst the top five listed companies with the best shareholder meeting. It is possible that the Company has to work harder for the next meetings, for well organized meetings attract investors to the Company. However, a shareholder

mentioned that oil prices in Thailand are higher than neighboring countries, In Malaysia, the government has determined to decrease the oil price while also urged its people to fuel up themselves, these are reasons oil price in Malaysia are lower than Thailand. Praised the Board of directors, executives and the Company's officers for warm welcome and the best meeting arranging.

Shareholder : Praised the Board of directors and Mr.Anusorn Sangnimnuan for their devotion to the Company. Bangchak Petroleum Plc., the simple refinery (Mr. Hangchai Akkawassakul) plant, is now the Renewable Energy Leader, especially, the oil from algae business which is great and benefit both society and the country. Finally, thanked shareholders that shared the useful ideas and the auditor for clarifying information, then urged shareholders to clap their hands for Bagchak Petroleum Plc.

When there was no further question and query. Consequently, the Chairman extended his thanks to the shareholders to join and also announced that should shareholders have any question or comment, they may contact the Company through an Investor Relationship Officer at 0-2335-4583, 0-2140-8952 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 16.35 hours.

After 13.28 hours, there were additional Shareholders registered to attend the Meeting, with Shareholders in person totaling up to 1,507 shareholders and by proxies totaling up to 1,820 shareholders, making a total of 3,327 shareholders present at the Meeting with a total of 916,420,465 shares. This is equal to 66.56 percent of the Company's total outstanding shares.

(Signed) *Krairit Nilkuha*

Mr. Krairit Nilkuha


Chairman of the Board of Directors

(Signed) *Anusorn Sangnimnuan*

Mr. Anusorn Sangnimnuan

President and the Secretary to the Board of Directors

Documents for No. 5 Topic on the Agenda

Biographies of the Proposed Independent Director		
Name	Dr. Anusorn Tamajai Independent Director and Chairman of Audit Committee	
Age	46 years old	
Education / Training	<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.A. (Political Science) (Honours), Chulalongkorn University - 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 - How New Foreign Bribery Laws Affect Companies in Thailand, IOD 	
Years as the Director	11 Years (Started on April 25, 2002)	
Relation with the Company	<ul style="list-style-type: none"> o Shareholding percentage in the Company None (As of February 12, 2013) 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"> - 2008-April 2011 : Director and Chairman of Audit Committee, MCOT Plc - 2008-2011: Executive Director, The Telecommunications Universal Service Obligation - 2008-2010: Director and Chairman of Risk Management Committee, Bank for Agriculture and Agricultural Cooperatives - 2005-2007: Director, Center for the Promotion of National Strength on Moral Ethics and Values, Moral Center, Office of the Prime Minister 	
Present Position	<ul style="list-style-type: none"> o Other listed companies None o Non-listed businesses 7 o Business which may cause the conflict of interest to the Company None 	
Attendance in meetings during Year 2012	The Board of Directors' meetings : 13 / 13 Times The Audit Committee's meetings : 12 / 12 Times	

Biographies of the Proposed Independent Director



Name	Mr. Surin Chiravisit	
	Independent Director	
Age	65 years old	
Education / Training	<ul style="list-style-type: none"> - LL.B., Ramkhamhaeng University - B.Ed., Srinakharinwirot University - LL.M., Chulalongkorn University - Investigation of the criminal case program, Batch#44, The Royal Thailand Police - Senior Administrator Program, Batch#29, Ministry of Interior - Senior Executive Program, Batch#21, Office of The Civil Service Commission - The National Defence Course, Class 40, National Defence College - Politics and Government in Democracy for Executives (Class 6), King Prajadhipok's Institute - Director Certification Program (DCP), IOD - How to Develop a Risk Management Plan (DRP), IOD - Successful Formulation and Execution of Strategy (SFE), IOD 	
Years as the Director	3 years (Started on April 8, 2010)	
Relation with the Company		
o Shareholding percentage in the Company	None (As of February 12, 2013)	
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"> - 2006–retirement : Secretary General, Social Security Office - 2005 : Deputy Permanent Secretary, Ministry of Labor, Office of the Permanent Secretary for Ministry of Labor - 2004 : Director General, Department of Labor Protection and Welfare - 2000 : Director General, Department of Skill Development 	
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	
Attendance in meetings during Year 2012	<ul style="list-style-type: none"> The Board of Directors' meetings : 13 / 13 Times The Corporate Governance Committee's meetings : 4 / 4 Times The Enterprisewide Risk Management Committee's meetings : 7 / 7 Times The Nomination and Remuneration Committee's meetings : 1 / 1 Times 	

Biographies of the Proposed Director



Name	Mr. Sarakorn Kulatham	
	Director	
Age	58 years old	
Education / Training	<ul style="list-style-type: none"> - B.Sc. (Sanitation), Chulalongkorn University - M.S. (Civil Engineering), University of Missouri, USA - Finance for Non Finance Executive (2007) - PTT Group EVP Leadership Development Program Class 1 (2008) - IMD – BPSE (2009) 	
Years as the Director	3 years (Started on April 8, 2010)	
Shareholding percentage in the Company	None (As of February 12, 2013)	
Experience	<ul style="list-style-type: none"> - Oct 2010-Present : Senior Executive Vice President, International Trading Unit, PTT Plc. - 2010 - Oct 2010 : Executive Vice President, International Trading Unit, PTT Plc. - 2009 - 2010 : Executive Vice President, PTT Plc. (working at Alliance Refining Co., Ltd.) - 2007 - 2009 : Executive Vice President, PTT Plc. (working at Alliance Refining Co., Ltd.) 	
Present Position		
o Other listed companies	Senior Executive Vice President, International Trading Unit, PTT Plc.	
o Non-listed businesses	2	
o Business which may cause the conflict of interest to the Company	Senior Executive Vice President, International Trading Unit, PTT Plc which orders oil products from the Company with the terms and conditions considered normal business practice.	
Attendance in meetings during Year 2012	The Board of Directors' meetings	: 13 / 13 Times
	The Corporate Governance Committee's meetings	: 5 / 5 Times

Biographies of the Proposed Independent Director



Name	Ms. Arunporn Limskul
Age	45 years old
Education / Training	<ul style="list-style-type: none"> - Master of Business Administration, Asian Institute of Technology - Bachelor of Science (Materials Science), Chulalongkorn University - Strategic Customer Management, Hong Kong - Customer Experience Management, London - Customer Relationship Management in Mobile Industry, London - Customer Relation in Mobile Industry, Spain
Shareholding percentage in the Company	None (As of February 12, 2013)
Relation with the Company	
o Shareholding percentage in the Company	None (As of February 12, 2013)
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"> - 2010-2011 : Executive Vice Presidents, Head of the CRM & Electronic Channel Division, Siam Commercial Bank Plc - 2000-2010 : Assistant Vice President, Customer Relationship Management, Advanced Info Service Plc
Present Position	
o Other listed companies	<ul style="list-style-type: none"> - Director, Krungthai Bank Plc - Director, Krungthai Card Plc
o Non-listed businesses	4
o Business which may cause the conflict of interest to the Company	None

Biographies of the Proposed Director



Name	Mr. Vikrom Koompirochana
Age	67 years old
Education / Training	<ul style="list-style-type: none"> - Honorary Doctorate in Humanities, Schiller International University, USA - Ph.D.Political Science (History of International Relations), Michigan State University, USA - M.A. Political Science (History of International Relations), Michigan State University, USA - B.A. Arts (History), Chulalongkorn University - Director Accreditation Program (DAP 63/2007), IOD - Leadership Program, Capital Market Academy (Class of 14th)
Shareholding percentage in the Company	None (As of February 12, 2013)
Experience	<ul style="list-style-type: none"> - 2003-2006 : Ambassador of Thailand to London and Dublin (retirement) - 2002 : Ambassador of Thailand to Rome, Italy - 2000 : Deputy Permanent Secretary, Ministry of Foreign Affairs - 1997 : Ambassador of Thailand to Wellington, New Zealand, Independent State of Samoa, and Kingdom of Tonga
Present Position	
o Other listed companies	<ul style="list-style-type: none"> - Director, Oishi Group Plc - Chairman, Country Group Development Plc
o Non-listed businesses	3
o Business which may cause the conflict of interest to the Company	None

Profile of Independent Director for Appointment of Proxy *



1. Name : **Mr. Chai-Anan Samudavanija**
 Position in the Company : Vice Chairman (Independent Director)
 Chairman of the Nomination and Remuneration
 Committee
 Age : 68 years old
 Address : 99/131 Soi Mooban-Ngamwongwan, Bangkok,
 Bangkok, 10900
 Conflict of Interest in : -none-
 the Agenda



2. Name : **Mr. Anusorn Tamajai**
 Position in the Company: Independent Director
 Chairman of the Audit Committee
 Age : 46 years old
 Address : 7/528 Moo 9 Salathammasop, Tawewattana, Bangkok
 10170
 Conflicts of Interest in : Agenda 5: To consider and elect the directors in
 the Agenda replacement of those retired by rotation. Since he is a
 Director who retired by rotation and was considered to
 be re-elected as a Director for another term.



3. Name : **Mr. Surin Chiravisit**
 Position in the Company: Independent Director
 Age : 65 years old
 Address : 79 Soi Wattananivet 4, Samsennok, Huaykwang,
 Bangkok, 10320
 Conflict of Interest in : Agenda 5: To consider and elect the directors in
 the Agenda replacement of those retired by rotation. Since he is a
 Director who retired by rotation and was considered to
 be re-elected as a Director for another term.

Note: *The Company has set the definition for the Company's Independent Directors more stringent than what are required by the Office of the Securities and Securities Exchange Commission (SEC) and Stock Exchange of Thailand (SET) when it comes to shareholding percentage. The maximum shares with voting rights in the Company, its affiliated companies, subsidiary, and entitles posing conflict of interests a Company's Independent Director can hold is 0.5 per cent of the total shares with voting rights (SEC and SET allow up to one percent). Qualifications of the Company's Independent Director are available in the Annual Report, Page 54-55

Profile of Independent Director for Appointment of Proxy



4. Name : **General Dapong Ratanasuwan**
Position in the Company: Independent Director
Age : 59 years old
Address : 2/1380 Phaholyothin Rd., Anusawari, Bangkokhen,
: Bangkok, 10220
Conflict of Interest in : -none-
the Agenda



5. Name : **Mr. Suthep Wongvorazathe**
Position in the Company: Independent Director
Age : 64 years old
Address : 64/82 Soi Sukumvit 11 (Chaiyos), North Klonftoey,
Wattana, Bangkok, 10110
Conflict of Interest in : -none-
the Agenda

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

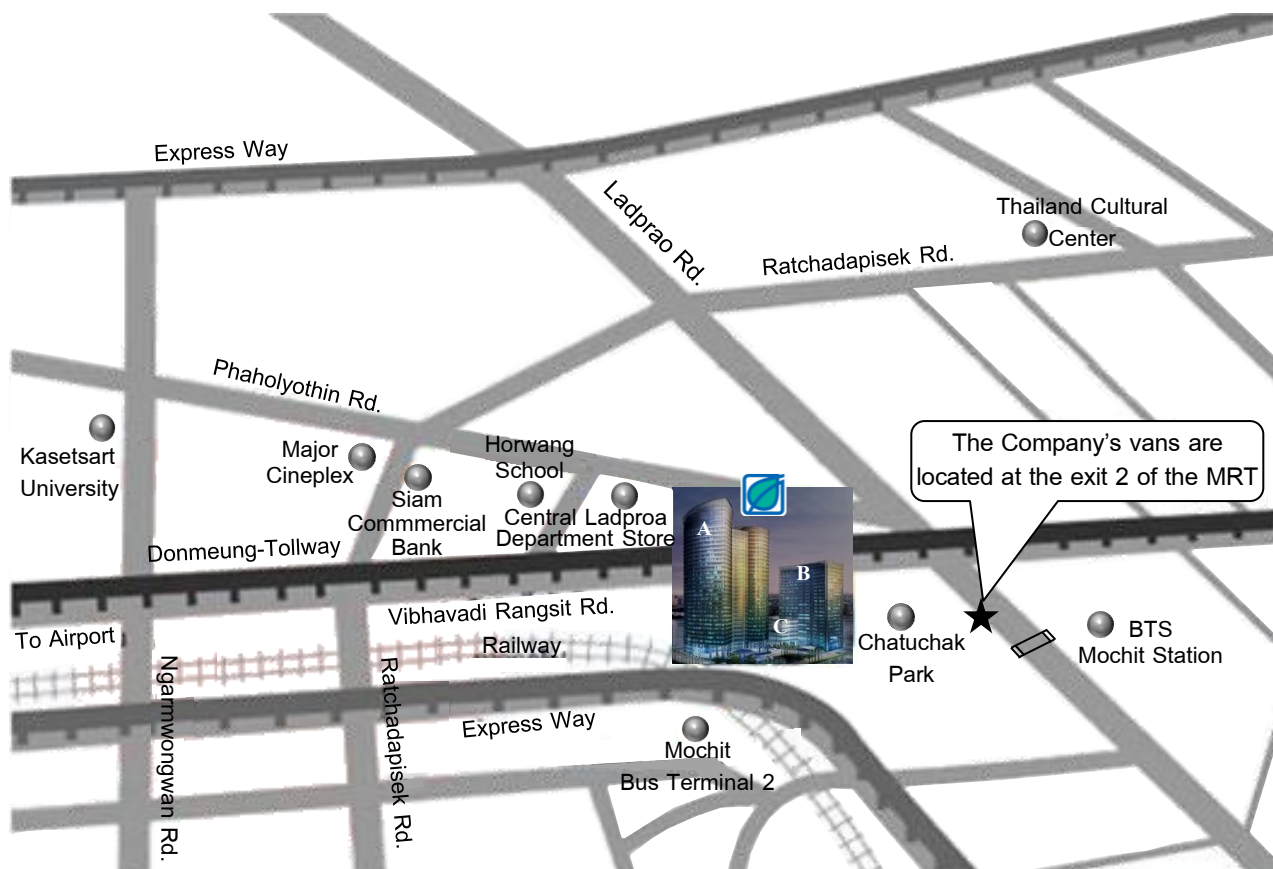
Article 17 Shareholders are entitled to voting rights according to the number of shares they have, one share per one vote, and the resolution of the shareholders' meeting shall require:

(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

Map for the Meeting Venue



The Synergy Hall

6th Floor, Building C

Energy Complex (EnCo) (besides Head office of PTT Plc)

555/1 Vibhavadi Rangsit Road, Chatuchak, Bangkok, 10900

Tel. 0-2140-8999

Transportation

1. Free transportation will be provided from the BTS to the meeting venue, starting from 10.30 hours until the end of the meeting. The Company's vans will be available at the MRT Chatuchak station
 - Shareholders who travel by the BTS, may use the exit 3 at Mochit station.
 - Shareholders who travel by the MRT, may use the exit 2 at Chatuchak station.
2. The shareholders who travel by their own vehicles may park on the 5, 5½ floor, Parking 1
3. Buses on Vibhavadi Rangsit Rd., for example 3, 29, 52, 69, air-conditioning bus 504, air-conditioning bus 510, air-conditioning bus 555.

Note : Due to limited parking space at ENCO, please travel by the Company's vans, taxi or bus.

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 in Attachment 8 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, with authorized certification 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, with authorized certification by such authorized representative, together with affixing its Common Seal (if any).
- 2.2 Attendance by proxy:
 - (A) A completed Proxy Form in Attachment 8 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, with authorized certification by such authorized representative together with affixing its Common Seal (if any).
 - (C) A copy of such authorized representative's ID card as referred to in 1.1, with authorized certification by such authorized representative.
 - (D) 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 10, 2013 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 holding the total amount of	หุ้น shares	และออกเสียงลงคะแนนได้เท่ากับ and are entitled to vote equal to	เสียง ดังนี้ votes as follows:
<input type="checkbox"/> หุ้นสามัญ ordinary share	หุ้น shares	ออกเสียงลงคะแนนได้เท่ากับ and are entitled to vote equal to	เสียง votes
<input type="checkbox"/> หุ้นบุริมสิทธิ preference share	หุ้น shares	ออกเสียงลงคะแนนได้เท่ากับ 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 2556 ในวันพุธที่ 10 เมษายน 2556 เวลา 13.30 น. ณ The Synergy Hall ชั้น 6 อาคาร C ศูนย์เอนเนอร์ยีคอมเพล็กซ์ เลขที่ 555/1 ถนนวิภาวดีรังสิต แขวงจตุจักร เขตจตุจักร กรุงเทพมหานคร 10900 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote on my/our behalf at the 2013 Annual General Meeting of Shareholders on Wednesday April 10, 2013 at 13.30 hours at the Synergy Hall 6th Floor, Building C Energy Complex, 555/1 Vibhavadi Rangsit Road, Chatuchak, Bangkok, 10900 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
อยู่บ้านเลขที่
Address

สัญชาติ
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 2556 ในวันพุธที่ 10 เมษายน 2556 เวลา 13.30 น. ณ The Synergy Hall ชั้น 6 อาคาร C ศูนย์เอนเนอร์ยีคอมเพล็กซ์ เลขที่ 555/1 ถนนวิภาวดีรังสิต แขวงจตุจักร เขตจตุจักร กรุงเทพมหานคร 10900 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote on my/our behalf at the 2013 Annual General Meeting of Shareholders on Wednesday April 10, 2013 at 13.30 hours at the Synergy Hall 6th Floor, Building C Energy Complex, 555/1 Vibhavadi Rangsit Road, Chatuchak, Bangkok, 10900 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 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2555

Agenda 1 To consider and adopt the Minutes of the 2012 Annual General Meeting of Shareholders.

- (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 2555

Agenda 2 To acknowledge the Board of Directors report on 2012 performance statement.

วาระที่ 3 พิจารณานุมัติงบการเงินสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2555

Agenda 3 To consider and approve Audited Financial Statements for the Year Ended December 31, 2012.

- (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 consider and approve the allocation of profit for dividend payments.

- (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 consider and 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:
- การแต่งตั้งกรรมการทั้งชุด
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) นายสุรินทร์ จีรวินัย (Mr. Surin Chiravisit)
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- 3) ชื่อกรรมการ (Name) นายสรากร กุลธรรม (Mr. Sarakorn Kulatham)
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- 4) ชื่อกรรมการ (Name) นางอรุณภรณ์ ลิ้มสกุล (Ms. Arunporn Limskul)
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- 5) ชื่อกรรมการ (Name) นายวิกรม คุ่มไพโรจน์ (Mr. Vikrom Koompirochana)
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 6 **พิจารณากำหนดค่าตอบแทนกรรมการ**

Agenda 6 **To consider and approve 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 and approve 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 **พิจารณาอนุมัติแก้ไขเพิ่มเติมข้อบังคับของบริษัทฯ**

Agenda 8 **To consider and approve the Amendment to the Company's Article 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 **พิจารณาอนุมัติแผนการจัดหาเงินทุน 5 ปี ของบริษัทฯ (ปี 2556-2560)**

Agenda 9 **To consider and approve 5-year external fund raising plan (for 2013-2017)**

- (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 2556 ในวันพุธที่ 10 เมษายน 2556 เวลา 13.30 น. ณ The Synergy Hall ชั้น 6 อาคาร C ศูนย์เอนเนอร์ยีคอมเพล็กซ์ เลขที่ 555/1 ถนนวิภาวดีรังสิต แขวงจตุจักร เขตจตุจักร กรุงเทพมหานคร 10900 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The 2013 Annual General Meeting of shareholders on Wednesday, April 10, 2013 at 13.30 hours at the Synergy Hall 6th Floor, Building C Energy Complex, 555/1 Vibhavadi Rangsit Road, Chatuchak, Bangkok, 10900 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 C
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	หุ้น shares	และออกเสียงลงคะแนนได้เท่ากับ and are entitled to vote equal to	เสียง ดังนี้ votes as follows:
<input type="checkbox"/> หุ้นสามัญ ordinary share	หุ้น shares	ออกเสียงลงคะแนนได้เท่ากับ and are entitled to vote equal to	เสียง votes
<input type="checkbox"/> หุ้นบุริมสิทธิ preference share	หุ้น shares	ออกเสียงลงคะแนนได้เท่ากับ and are entitled to vote equal to	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 2556 ในวันพุธที่ 10 เมษายน 2556 เวลา 13.30 น. ณ The Synergy Hall ชั้น 6 อาคาร C ศูนย์เอนเนอร์ยีคอมเพล็กซ์ เลขที่ 555/1 ถนนวิภาวดีรังสิต แขวงจตุจักร เขตจตุจักร กรุงเทพมหานคร 10900 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote on my/our behalf at the 2013 Annual General Meeting of Shareholders on Wednesday April 10, 2013 at 13.30 hours at the Synergy Hall 6th Floor, Building C Energy Complex, 555/1 Vibhavadi Rangsit Road, Chatuchak, Bangkok, 10900 or on such other date and at such other place as may be adjourned or changed.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้อย่างนี้
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 **พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2555**

Agenda 1 **To consider and adopt the Minutes of the 2012 Annual General Meeting of Shareholders.**

- (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 2555**

Agenda 2 **To acknowledge the Board of Directors report on 2012 performance statement.**

วาระที่ 3 **พิจารณาอนุมัติงบการเงินสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2555**

Agenda 3 **To consider and approve Audited Financial Statements for the Year Ended December 31, 2012.**

- (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 consider and approve the allocation of profit for dividend payments.**

- (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 consider and 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 / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

2) ชื่อกรรมการ (Name) นายสุรินทร์ จีรวินัย (Mr. Surin Chiravisit)

- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

3) ชื่อกรรมการ (Name) นายสรากร กุลธรรม (Mr. Sarakorn Kulatham)

- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

- 4) ชื่อกรรมการ (Name) นางอรุณภรณ์ ลิ้มสกุล (Ms. Arunporn Limskul)
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- 5) ชื่อกรรมการ (Name) นายวิกรม คุ่มไพโรจน์ (Mr. Vikrom Koompirochana)
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 6 **พิจารณากำหนดค่าตอบแทนกรรมการ**

Agenda 6 **To consider and approve 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 and approve 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 **พิจารณาอนุมัติแก้ไขเพิ่มเติมข้อบังคับของบริษัทฯ**

Agenda 8 **To consider and approve the Amendment to the Company's Article 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 **พิจารณาอนุมัติแผนการจัดหาเงินทุน 5 ปี ของบริษัทฯ (ปี 2556-2560)**

Agenda 9 **To consider and approve 5-year external fund raising plan (for 2013-2017)**

- (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 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

- 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.
- หลักฐานที่ต้องแนบพร้อมหนังสือมอบฉันทะ คือ
The necessary evidence to be enclosed with this proxy form is:
 - 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.
 - หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
(2) A certification that the authorised signatory of the proxy form is licensed to operate the custodian business.
- 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.
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In the agenda relating the election of Directors, it is applicable to elect either directors as a whole or elect each director individually.
- 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 2556 ในวันที่พุธที่ 10 เมษายน 2556 เวลา 13.30 น. ณ The Synergy Hall ชั้น 6 อาคาร C ศูนย์เอเนอจียูคอมเพล็กซ์ เลขที่ 555/1 ถนนวิภาวดีรังสิต แขวงจตุจักร เขตจตุจักร กรุงเทพมหานคร 10900 หรือที่ซึ่งพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The 2013 Annual General Meeting of shareholders on Wednesday, April 10, 2013 at 13.30 hours at the Synergy Hall 6th Floor, Building C Energy Complex, 555/1 Vibhavadi Rangsit Road, Chatuchak, Bangkok, 10900 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
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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.
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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 2010 Annual Report and Sustainability Report **CD-ROM** (delivered to all shareholders).

Nevertheless, shareholders, who would like to receive the 2012 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, 0-2140-8952; 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)

- 2012 Annual Report (Thai Version)
- 2012 Sustainability Report (Thai Version)