

**Document for the 2017
Annual General Meeting of Shareholders
THE BANGCHAK PETROLEUM PUBLIC COMPANY LIMITED**

Wednesday, April 5, 2017 at 13.30 hours

Grand Hall 201-203, 2nd floor

Bangkok International Trade & Exhibition Centre (BITEC)

88 Bangna-Trad Road (Km.1), Bangna, Bangkok

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

Cancellation of tokens Tokens are canceled in respect of the regulators' campaign for the reduction and abolishment of tokens given away at the Annual General Meeting of Shareholders (AGM). The Company will, however, still provide a set of drinks and lunch to the shareholders or their attending proxies (one lunch box is limited per one person).

(Unofficial Translation)

Translation

10000/026/2017

March 3, 2017

- Subject** : Invitation to the 2017 Annual General Meeting of Shareholders
- Attention** : Shareholders
- Enclosures** :
1. 2016 Annual Report (CD-ROM);
 2. Biographies of the Proposed Directors;
 3. Table Comparing the Existing Articles of Association with the Draft New Articles of Association with the Reasons and Necessities of the Amendments;
 4. Draft of the New Articles of Association (47 Clauses in total);
 5. Excerpt of the Relevant Law relevant to the Amendment of the Company's Articles of Association;
 6. Biographies of the Proposed Auditors;
 7. Profiles of Independent Directors for proxy in the Annual General Meeting of Shareholders;
 8. The Company's Articles of Association with regard to Shareholders' Meetings;
 9. Map for the Venue of the Annual General Meeting of Shareholders;
 10. Documents for the Rights to Attend the Meeting;
 11. Proxy Form;
 12. 2016 Annual Report (Book) Request Form.

The Board of Directors of The Bangchak Petroleum Public Company Limited (the "Company") has resolved to convene 2017 Annual General Meeting of Shareholders on Wednesday, April 5, 2017 at 13.30 hrs. at the 201-203 Grand Hall of Bangkok International Trade & Exhibition Centre, 2nd Floor, 88 Bangna-Trad Road (Km.1), Bangna, Bangkok 10260, to acknowledge and consider the matters in accordance with the agendas as follows:

1. To acknowledge the Board of Directors report on 2016 performance statement.

Facts and Rationale: The Company's 2016 performance statement can be found in the Annual Report as per details in Enclosure 1.

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose the report on the Company's 2016 performance statement to the shareholders for acknowledgement.

2. To consider and approve Audited Financial Statements for the Year Ended December 31, 2016.

Facts and Rationale: The Company's Audited Financial Statements for the year ended December 31, 2016 was audited by the auditor and also reviewed and endorsed by the Company's Audit Committee. 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 annual report for “Financial Statements” section on page 141-240 as per details in Enclosure 1.

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose that the shareholders’ meeting consider and approve the Audited Financial Statements for the Year Ended December 31, 2016, which have been audited by the auditor and reviewed by the audit committee.

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

Facts and Rationale: The Company has the policy to pay out dividend to the shareholders at the rate of not less than 30 percent of net profit 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 2016, the Company’s operations had a net profit of Baht 4,729 million of consolidated financial statements, of which Baht 4,773 million was shareholders’ portion (profit per share is 3.47 Baht). The performance results of Bangchak Group are regarded as good. Despite the annual turnaround, the refinery business posted a higher capacity utilization rate, and the marketing business posted clear growth. The implemented strategic plan for business growth and investment in other businesses of Bangchak Group increased expenditure for sales and administration and that unrelated to normal business, which was due to business acquisition and company formation. Nevertheless, Bangchak Group posted better results from last year. In view of factors like the dividend policy, actual dividend payouts, and cash flow, the Board of Directors has considered proposing the shareholders to approve in respect of the allocation of profit from retained earnings for dividend payment for the performance in 2016 at the rate of 1.80 Baht per share, including the interim dividend for the first-half-year operations of 2016 at the rate of 0.80 Baht per share, amounting to Baht 1,101.54 million. (The interim dividend was paid on September 9, 2016) and the dividend for the second-half-year operations of 2016 is 1.00 Baht per share, total amounting to approximately Baht 1,376.92 million. The dividend of 1.00 Baht per share, paid from the net profit with 30% Corporate Income Tax, can be credited at 30/70 in accordance with Section 47 bis of the Revenue Code of Thailand.

The following table shows the dividend comparison with last year

Dividend Details	2016	2015
1. Net profit (Million Baht) *	4,773	4,151
2. Number of shares (Million share)	1,377	1,377
3. Profit per share (Baht: Share)	3.47	3.01
4. Dividend per share (Baht: Share)	1.80	2.00
- interim dividend payment	0.80	1.00
- dividend payment	1.00	1.00
5. Total dividends payment (Million Baht)	2,478	2,754
6. Dividend payment ratio (Percent)	52	66

Note: * only the owners of the Company

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose that the shareholders' meeting consider and approve the allocation of profit from retained earnings for dividend payments for the second-half-year operations of 2016 at the rate of 1.00 Baht per share. The total 2016 dividend will be 1.80 Baht per share, amounting to approximately Baht 2,478.46 million, including the interim dividend for the first-half-year operations of 2016 at the rate of 0.80 Baht per share. The Board of Directors had determined the date to collect the names of shareholders entitled to receive dividend on March 3, 2017, and the date to collect the names of shareholders pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 by means of share register book closure, on March 6, 2017. The dividend payment date is on April 21, 2017. However, the entitlement to receive the dividend is uncertain because it has yet to be approved by the shareholders.

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

Facts and Rationale: According to Article 18 of the Company's Articles of Association, the board of directors is composed of a maximum of 15 members. And Article 20, 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.

Present, the Board of Directors has 15 directors. In this year, the five retired directors are:

- 1) Mr. Suthep Wongvorazathe (Independent Director)
- 2) Pol.Lt.Gen.Chaiwat Chotima (Independent Director)
- 3) Lt.Gen.Apirat Kongsompong (Independent Director)
- 4) Mr. Prasong Poontaneat (Representative from Ministry of Finance)
- 5) M.L. Puntrik Smiti (Representative from Social Security Office)

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, 2016. 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. In addition, to set needed directors' qualifications, due attention was paid to Board diversity and the development of a Board skills matrix. Reviewed were missing essential skills and suitable qualifications for Board composition and structure under business strategies, together with business continuity. Also under consideration was IOD's Director's Pool. Finally, independent directors' freedom in performing their duties and their ability to express free views were reviewed against applicable criteria. These elements are taken into consideration for director recruitment, undertaken under an open process, which fosters confidence among the shareholders.

The Nomination and Remuneration Committee excluding the directors who have conflict of interests, agreed to re-appoint Mr. Suthep Wongvorazath, Pol.Lt.Gen.Chaiwat Chotima, Lt.Gen.Apirat Kongsompong,

Mr. Prasong Poontaneat and M.L. Puntrik Smiti directors who are due to retire by rotation. The Biographies of the five nominees as detailed in Enclosure 2.

Opinion of the Board of Directors: 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. Suthep Wongvorazath, Pol.Lt.Gen.Chaiwat Chotima, Lt.Gen.Apirat Kongsompong, Mr. Prasong Poontaneat and M.L. Puntrik Smiti to be re-appointed as Directors.

5. To consider and approve the directors' remuneration.

Facts and Rationale: Section 90 of the Public Limited Company Act B.E. 2535 stated 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. In addition, the Company has provided other essential business expenses while in their positions to ease their business performance. Details appear in the annual report, page 47.

The Nomination and Remuneration Committee reviewed the remuneration for the Company's Directors in 2016, 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 deemed it appropriate to propose the remuneration for the Company's Directors in 2017 as follows:

1. Monthly Remuneration and Meeting Allowance (same as 2016)

The Board of Directors	Monthly Remuneration (Baht/person)	Meeting Allowance (Baht/person/time) (Only for attending directors)
The Board of Directors	30,000	30,000
The Sub-Committees		
1. The Audit Committee	10,000	15,000
2. The Nomination and Remuneration Committee	-	15,000
3. Enterprise-wide Risk Management Committee	-	15,000
4. Corporate Governance Committee	-	15,000
5. Other committees that may be appointed in the future by the Board as seen fit and necessary	-	15,000

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 2016)

0.75 percent of the net profit, but not over 3,000,000 Baht/year per director. The calculated amounts are to reflect individual periods of service. Moreover, the Chairman and Vice Chairman shall receive the bonus higher than those of members by 25 percent and 12.5 percent respectively.

3. Other Remunerations

Group health insurance: in-patient (IPD) and out-patient (OPD) with annual premium not over 50,000 Baht (excluding vat) per director.

Note Details of responsibility of the Sub-Committees and the policy in determination of Directors' Remuneration appear in the annual report, page 41-44, 46.

Opinion of the Board of Directors: Having examined the opinion of the Nomination and Remuneration Committee, the Board of Directors deemed it appropriate to propose that the shareholders' meeting consider and approve the determination of Directors' Remuneration for 2016 same as 2015 as proposed.

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

Facts and Rationale: In section 120 of the Public Limited Company Act B.E. 2535 stated 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."

The Audit Committee selected the external auditor by examining its performance, experience, readiness of personnel, well-accepted performance standard, and audit fee proposed by the external auditor. The Audit Committee deemed it appropriate to propose that the shareholders' meeting consider and approve the appointment of Mr. Charoen Phosamritlert, Certified Public Accountants, Number 4068 or Mr. Waiyawat Kosamarnchaiyakij, Certified Public Accountants, Number 6333 or Mr. Natthaphong Tantichattanon, Certified Public Accountants, Number 8829 (The Auditors' Profile as detailed in Enclosure 6.) of KPMG as the Company's auditors for the year 2017 and the 2017 fee is 1,825,400 Baht same as 2016.

Comparative information on the payment of Auditor's remuneration in the previous year can be shown in the following table.

Auditor's Remuneration	2017 (Baht)	2016 (Baht)
Audit Fee*	1,825,400	1,825,400

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

In addition, in 2017 Auditor Procurement, KPMG will be the Auditor of 13 subsidiaries of the Company.

In this regard, KPMG has neither relationship nor conflicts of interests with the Company/Subsidiary/ Executives/Major Shareholder or person who concern with those.

Opinion of the Board of Directors: Having examined the opinion of the Audit Committee, the Board of Directors deemed it appropriate to propose that the shareholders' meeting consider and approve the appointment of Mr. Charoen Phosamritlert, Certified Public Accountants, Number 4068 or Mr. Waiyawat Kosamarnchaiyakij, Certified Public Accountants, Number 6333 or Mr. Natthaphong Tantichattanon, Certified

Public Accountants, Number 8829 of KPMG as the Company's auditors for the year 2017 and the 2017 fee is 1,825,400 Baht, excluding out of pocket expenses such as transportation, communication, post, duty stamp, photocopying etc., but not exceeding 10% of the audit fee.

7. To consider and approve the change of the Company name, and the amendment to the Memorandum of Association to be in line with the change of the Company name.

Facts and Rationale: At present, the business of the Company has been expanded to include other businesses which are relating to and in support of the core business, and its investment has been expanded into various new businesses which are not limited to the business in connection with petrochemicals. As a result, the juristic person name of the Company which has been used since the incorporation comprising the word "Petroleum" as a part of the name, does not entirely convey the current nature of the business operation of the Company. The Company, therefore, deems it appropriate to propose that the shareholders meeting consider and approve the change of the Company name as follows:

Existing name: Thai: "บริษัท บางจากปิโตรเลียม จำกัด (มหาชน)"
English: "The Bangchak Petroleum Public Company Limited"
New name: Thai: "บริษัท บางจาก คอร์ปอเรชั่น จำกัด (มหาชน)"
English: "**Bangchak Corporation Public Company Limited**"

The securities symbol "BCP" of the Company will remain unchanged.

In this regard, as the Company name is one of the clauses set out in the Memorandum of Association, the amendment to the name requires the Company to amend its Memorandum of Association to be in line with such change subject to Sections 18 and 31 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto). The Company, therefore, deems it appropriate to propose that the shareholders meeting consider and approve the amendment to Clause 1 of the Memorandum of Association to read as follows:

"Clause 1. The Company name is "บริษัท บางจาก คอร์ปอเรชั่น จำกัด (มหาชน)",
and the English name of the Company is
BANGCHAK CORPORATION PUBLIC COMPANY LIMITED".

Opinion of the Board: The Board of Directors deemed it appropriate to propose that the shareholders meeting approve the change of the Company name, and the amendment to the Memorandum of Association to be in line with the change of the Company name as proposed.

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

Facts and Rationale: From the incorporation, the Company has been operating its business for the past 32 years. During this period, the Company has converted itself into a public limited company, and listed its shares on the Stock Exchange of Thailand (the "Stock Exchange") in 1994. Up until the present, the Company has changed its business operation to be more appropriate and expanded its business to correspond with that of an industry that is changing from time to time. In addition, there are also other external factors regarding the changes of rules, regulations, and law, as well as the policies of the relevant regulatory authorities. Consequently, certain clauses of the Company's Articles of Association are not in line with the said changes, and certain clauses are not valid as required by law.

In this regard, the Company deems it appropriate to propose that the Articles of Association be entirely updated and amended to be in compliance with the provisions of law, and the current guidelines of the relevant regulatory authorities, and in accordance with the standard of the companies listed on the Stock Exchange, as well as to be more flexible and not cause any obstacles to the business operation or expansion of the Company in the future. The Articles of Association to be amended still adhere to the principles of good corporate governance and would not prejudice the rights of shareholders. In amending the Articles of Association, the Company deems it appropriate to propose that the entire existing Articles of Association be cancelled and replaced with the new Articles of Association. The new Articles of Association comprise 47 clauses (the existing Articles of Association comprise 42 clauses). The subject matters of the amendments to the Articles of Association can be categorised in two main parts as follows:

Amendment	Subject Matter and Reason for Amendment
1. Remove the introduction part of the Articles of Association (Summary of the Company's Incorporation)	The summary of the Company's incorporation is set out in the annual report which has been updated on an annual basis. Also, most of the articles of association of public limited companies comprise no introduction part.
2. Amend the contents to make the Articles of Association clear, complete, in line with general practice and in accordance with the law	<p>For instance:</p> <p>2.1 Change the method for share register book closing to be in accordance with the procedure of Record Date to determine the right of the shareholders under the law;</p> <p>2.2 Amend the details and procedures in the case of a shareholder's acceptance of share transfer exceeding the foreign limit to be in line with general practice;</p> <p>2.3 Amend the scope of authorization of the President to be in line with general practice;</p> <p>2.4 Amend the the criteria on treasury stock to make it completed;</p> <p>2.5 Amend the criteria on the issuance of share certificates and the appointment of a securities registrar to to make them complete and in line with general practice at present;</p> <p>2.6 Amend the vote counting procedures in the shareholders meeting to be in accordance with the law;</p> <p>2.7 Amend the authorized directors' authority to be more flexible which is "two directors jointly sign with the Company seal affixed";</p> <p>2.8 Add the new articles regarding the convening of Board of Directors meetings via electronic media as prescribed under the law.</p>

The shareholders are able to consider the additional information set out in the table comparing the existing Articles of Association with the draft new Articles of Association with the reasons and necessities of the

amendments explained on a clause-by-clause basis (Enclosure 3), the draft new Articles of Association and the excerpt of the relevant law relevant to the amendment (Enclosures 4 and 5 respectively).

In addition, in order for the filing of the application for the registration of the new Articles of Association with the Department of Business Development, Ministry of Commerce to be complete and in accordance with the registrar's order, the Company deems it appropriate to propose that the person delegated by the Board of Directors or by the authorized directors shall be authorized to amend and/or add details in the Articles of Association to be in accordance with the registrar's order without affecting the subject matters of the amendment of the Articles of Association of the Company so proposed.

Opinion of the Board: The Board of Directors deemed it appropriate to propose that the shareholders meeting approve the amendment to the entire Articles of Association of the Company as proposed.

9. Other matters (if any)

In this regard, the Company fix the date to determine the names of shareholders entitled to attend the 2017 Annual General Meeting of Shareholders on March 3, 2017, and the date to collect the names of shareholders entitled to attend the shareholders' meeting pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 by means of share register book closure, on March 6, 2017.

The Company has publicized the invitation letter and supporting documents on the Company's website (www.bangchak.co.th) in "download" menu. 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 0-2335-8000.

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 hrs. The 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 Enclosure 10 and 11 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 Enclosure 10 and 11 in order to proceed with your intentions in the future.

Yours faithfully,

(Signed) *Chaiwat Kovavisarach*

(Mr. Chaiwat Kovavisarach)

President and Chief Executive Officer

The Secretary to the Board of Directors Division

Tel: 0-2335-4584, 4000

Fax: 0-2335-8000

Biographies of the Proposed Independent Director	
Name	Mr. Suthep Wongvorazathe Independent Director
Age	68 years old
Education / Training	- Master of Business Administration, University of Wisconsin, U.S.A. - Bachelor of Business Administration, University of Wisconsin, U.S.A. - Director Accreditation Program (DAP48/2005), Thai Institute of Directors (IOD)
Years as the Director	4 Years and 5 months (Started on October 30, 2012)
Shareholding percentage in the Company	None (Both directly and indirectly held) (As of December 31, 2016)
Experience (5 years past experiences)	- 2003 – 2016 : Chairman of Audit Committee and Independent director : Chumporn Palm Oil Industry Public Company Limited - 2010 – 2011 : Chairman of the Executive Board, Export-Import Bank of Thailand - 2009 – 2011 : Director, Board of Investment of Thailand
Knowledge/Skill	Retail Sales Business, International Business, Accounting and Finance, and Internal Control
Present Position	
o Other listed companies	- Chairman, Khonburi Sugar Public Company Limited - Chairman, Seamico Securities Public Limited Company - Chairman, M.K. Real Estate Development Public Company Limited
o Non-listed businesses	4
o Business which may cause the conflict of interest to the Company	None
Attendance in meetings during Year 2016	The Board of Directors' meetings : 17 / 17 Times The Audit Committee's meetings : 12 / 12 Times The Nomination and Remuneration Committee's meetings : 4 / 4 Times



Biographies of the Proposed Independent Director

Performance of 2016

- Participated in the definition of policies, vision, missions, directions, and strategic plans for the Company's sustainable growth
- Provided oversight and monitoring of the Company's performance against goals
- Provided helpful recommendations for the Company's business development to grow value and long-term competitiveness for sustainable growth
- Encouraged business conduct on the basis of good governance, while looking after all stakeholders in an equitable way.
- Served as the Chairman of the Audit Committee to oversight and review of the Company's financial reporting, internal control and audit system, the Company's auditor nomination and remuneration, efficiency of risk management, ensuring the compliance with safety standard and being environmentally friendly.
- Served as the member of the Nomination and Remuneration Committee performed to propose that the shareholders' meeting consider and approve the director nomination, determination of remuneration and review the director nomination policy.

Biographies of the Proposed Independent Director



Name	Pol.Lt.Gen. Chaiwat Chotima Independent Director
Age	64 years old
Education / Training	<ul style="list-style-type: none"> - M.Pol.Sc, Eastern New Mexico University, United States of America - B.Pol.Sc, Thammasat University - Top Executive program, Capital Market Academy, class 15 - Advance Security Management Program (3/2011), National Defence College - The Joint State - Private Sector Course (19/2006), National Defence College - Advanced Police Administration Program , class 17, Institute of Police Administration Development - Conference concerning Narcotics and launder money Control in others countries i.e. USA, UK, Canada, Germany, Australia, Japan, Hong Kong etc - Director Certification Program (DCP194/2014) Thai Institute of Directors (IOD) - Financial Statements for Directors (FSD26/2014) Thai Institute of Directors (IOD) - Executive Program Class 7, Thailand Energy Academy
Years as the Director	3 years (Started on April 9, 2014)
Shareholding percentage in the Company	None (Both directly and indirectly held) (As of December 31, 2016)
Experience (5 years past experiences)	<ul style="list-style-type: none"> - 2011 : Commissioner , Narcotics Suppression Bureau - 2010 : Inspector-General (Inspection Division 8)
Knowledge/Skill	Social / Environmental / Safety Matters, and Risk and Crisis Management
Present Position	
o Other listed companies	None
o Non-listed businesses	1
o Business which may cause the conflict of interest to the Company	None
Attendance in meetings during Year 2016	<p>The Board of Directors' meetings : 17 / 17 Times</p> <p>The Audit Committee's meetings : 7 / 9 Times</p> <p>The Nomination and Remuneration Committee's meetings : 4 / 4 Times</p>

Biographies of the Proposed Independent Director

Performance of 2016

- Participated in the definition of policies, vision, missions, directions, and strategic plans for the Company's sustainable growth
- Provided oversight and monitoring of the Company's performance against goals
- Provided helpful recommendations for the Company's business development to grow value and long-term competitiveness for sustainable growth
- Encouraged business conduct on the basis of good governance, while looking after all stakeholders in an equitable way.
- Served as the member of Audit Committee to oversight and review of the Company's financial reporting, internal control and audit system, the Company's auditor nomination and remuneration, efficiency of risk management, ensuring the compliance with safety standard and being environmentally friendly.
- Served as the member of the Nomination and Remuneration Committee performed to propose that the shareholders' meeting consider and approve the director nomination and determination of remuneration

Biographies of the Proposed Independent Director



Name	Lt.Gen.Apirat Kongsompong Independent Director
Age	56 years old
Education / Training	<ul style="list-style-type: none"> - Master Degree, Master of Business Administration (MBA), Southeastern University, USA - Bachelor Degree, Chulachomklao Royal Military Academy, Year 1985 - Army Command and General Staff College, Course 47, Year 2006 - Army Command and General Staff College, Course 73, Year 1995 - Army Aviation Cadet Course Class 25, Year 1991 - Infantry Officer Advance Course, FT.Benning, USA , Year 1989 - American Language Course, Lackland, USAF BASE, USA, Year 1988
Years as the Director	2 years and 6 month (Started on September 26, 2013)
Shareholding percentage in the Company	None (Both directly and indirectly held) (As of December 31, 2016)
Experience (5 years past experiences)	<ul style="list-style-type: none"> - 2016- Present : 1st Army Area Commander - 2015 : 1st Corps Commander - 2014 : 1st Army Area Deputy Commander : Commanding General, The 1st Division, The King's Guard - 2013 : Commanding General, 15th Military Circle - 2012 : Commanding General, 11th Infantry Division - 2011 : Deputy Commanding General, The 1st Division, The King's Guard
Knowledge/Skill	Accounting and Finance, Social / Environmental / Safety Matters, and Risk and Crisis Management
Present Position	
o Other listed companies	None
o Non-listed businesses	3
o Business which may cause the conflict of interest to the Company	None
Attendance in meetings during Year 2016	The Board of Directors' meetings : 14 / 17 Times The Nomination and Remuneration Committee's meetings : 4 / 4 Times
Performance of 2016	<ul style="list-style-type: none"> - Participated in the definition of policies, vision, missions, directions, and strategic plans for the Company's sustainable growth - Provided oversight and monitoring of the Company's performance against goals - Provided helpful recommendations for the Company's business development to grow value and long-term competitiveness for sustainable growth - Encouraged business conduct on the basis of good governance, while looking after all stakeholders in an equitable way. - Served as the member of the Nomination and Remuneration Committee performed to propose that the shareholders' meeting consider and approve the director nomination and determination of remuneration

Biographies of the Proposed Director	
Name	Mr. Prasong Poontaneat
Age	57 years old
Education / Training	<ul style="list-style-type: none"> - Ph.D. in Public Administration, Management for Development College, Thaksin University - Master of Business Administration (Organization Management), Dhurakij Pundit University - Bachelor of Business Administration in Accounting, Rajamangala University of Technology - Bachelor of Laws, Sukhothai Thammathirat Open University - Director Certification Program (DCP76/2006), Thai Institute of Directors (IOD) - Top Administrator Program (Class 49), Interior College, Prince Damrong Rajanupab Institute of Research and Development - Senior Police Officers Course (Class 18), Police College - Leader Program (Class 14), Capital Market Academy, The Stock Exchange of Thailand - Leader Program (Class 2), Energy Academy, Thailand Energy Academy - Diploma, National Defence Course (Class 52/2009), National Defence College
Years as the Director	4 years and 11 months (Started on April 24, 2012)
Shareholding percentage in the Company	None (Both directly and indirectly held) (As of December 31, 2016)
Experience (5 years past experiences)	<ul style="list-style-type: none"> - 2014-Present : Director General, Revenue Department - 2011-2014 : Director General, State Enterprise Policy Office - 2010-2011 : Director General, Thailand Customs Department
Knowledge/Skill	Accounting and Finance, Law, and Risk and Crisis Management
Present Position	
o Other listed companies	Chairman, Airports of Thailand Plc
o Non-listed businesses	2
o Business which may cause the conflict of interest to the Company	None
Attendance in meetings during Year 2016	<p>The Board of Directors' meetings : 15 / 17 Times</p> <p>The Enterprise-wide Risk Management Committee's meetings : 5 / 6 Times</p>



Biographies of the Proposed Director

Performance of 2016

- Participated in the definition of policies, vision, missions, directions, and strategic plans for the Company's sustainable growth
- Provided oversight and monitoring of the Company's performance against goals
- Provided helpful recommendations for the Company's business development to grow value and long-term competitiveness for sustainable growth
- Encouraged business conduct on the basis of good governance, while looking after all stakeholders in an equitable way.
- Served as the Chairman of the Enterprise-wide Risk Management Committee to oversight and review of the Company's policy and core risk management, oversight and comments on Company's investment, Support to BCM, and ensuring that the Company commands proper oversight and due risk management.

Biographies of the Proposed Director	
Name	M.L. Puntrik Smiti
Age	59 years old
Education / Training	<ul style="list-style-type: none"> - Doctor of Public Administration, Chaiyaphum Rajabhat University - Master of Public Administration, National Institute of Development Administration - Diploma, National Defence College, The National Defence Course Class 53 - Diploma, National Defence College, The Joint State - Private Sector Course Class 23 - Senior Administrator Program (Class 50), Prince Damrong Rajanuphab Institute of Research and Development, Ministry of Interior - Skill development program (Class 3) - Strategic Leadership for GMS Cooperation program, People's Republic of China - ILO/SKILLS AP/Japan Regional Workshop and Study on Workplace Training, Japan
Years as the Director	1 year and 5 months (Started on October 27, 2015)
Shareholding percentage in the Company	None (Both directly and indirectly held) (As of December 31, 2016)
Experience (5 years past experiences)	<ul style="list-style-type: none"> - 2015-Present : Permanent Secretary, Ministry of Labour - 2014 : Director-General, Department of Skill Development - 2013 : Deputy Permanent Secretary, Ministry of Labour Inspectors-General, Ministry of Labour
Knowledge/Skill	Organizational Development and innovation, and Social / Environmental / Safety Matters
Present Position	
o Other listed companies	None
o Non-listed businesses	1
o Business which may cause the conflict of interest to the Company	None
Attendance in meetings during Year 2016	<p>The Board of Directors' meetings : 16 / 17 Times</p> <p>The Corporate Governance Committee's meetings : 2 / 3 Times</p>



Biographies of the Proposed Director

Performance of 2016

- Participated in the definition of policies, vision, missions, directions, and strategic plans for the Company's sustainable growth
- Provided oversight and monitoring of the Company's performance against goals
- Provided helpful recommendations for the Company's business development to grow value and long-term competitiveness for sustainable growth
- Encouraged business conduct on the basis of good governance, while looking after all stakeholders in an equitable way.
- Served as the member of Corporate Governance Committee to monitor the work of the management in compliance with the principles of corporate governance and review the 13th revision of corporate governance.

Table Comparing the Existing Articles of Association with the Draft New Articles of Association with the Reasons and Necessities of the Amendments

	Existing Articles of Association	Draft New Articles of Association	Reasons and Necessities with reference to relevant law
First Page	<p style="text-align: center;">Preamble</p> <p>Whereas the Cabinet adopted a resolution on 19 June 1984 to reform the operation of the military refinery factory (Bangchak) with purpose to have unique structure and independence in administration and smooth operations on administration and finance, etc., all in the same organization, and it can steadily, efficiently and proficiently operate petroleum business.</p> <p>In this regard, the Cabinet approved to have the operation be in form of a limited company under the Civil and Commercial Code by having the Company's administration be in the form of a general private refinery factory, and the orders, rules, regulations, by-laws, Cabinet's resolutions which govern any state enterprises shall not apply to it, except for those enacted to govern this Company particularly in the future. Also, the Company shall have their own rules and by-laws for operations in various aspects of the Company which is the same as general refinery factory. Such shall include regulations and procedures on budget, administration, and financial and accounting management, articles undertaking and personnel administration. It shall be free in selecting persons to work for it and be able to determine salaries and benefits of its employees to be suitable and comparable with other businesses of the same type so that it will be interested by persons who have abilities to work with the Company if the Company deems necessary.</p> <p>Later, on 10 March 1992, the Cabinet had a resolution to let the Company increase its capital and issue new shares in the Stock Exchange of Thailand. The Company, therefore, had to converse from a limited company to a public limited company to be consistent with the Securities and Stock Exchange Act B.E. 2535 and the Public Limited Companies Act B.E. 2535. Thus, the shareholders of the Company have discussed and deemed suitable to set the new Articles of Association of the Company as follows:</p>	No Preamble (removed)	<p>(1) <i>The existing Articles of Association comprise the introduction part which comprises a summary of the Company's incorporation and business operation up to the year 1992 only (the information is not up-to-date).</i></p> <p>(2) <i>The profile of the Company is set out in the annual report which has been updated on an annual basis. In the case that the Company wishes to include its profile which will be updated every year in the Articles of Association, the Company must obtain an approval from the shareholders meeting for every amendment regardless of the significance of the amendment.</i></p> <p>(3) <i>Most of the clauses of the articles of association of public limited companies comprise no introduction part.</i></p>

Existing Articles of Association		Draft New Articles of Association		Reasons and Necessities with reference to relevant law
Clause 1	These Articles of Association shall be called the Articles of Association of The Bangchak Petroleum Public Company Limited.	Clause 1	These Articles of Association shall be called the Articles of Association of [Bangchak Corporation Public Company Limited].	<i>To be in line with the proposed change to the Company name (subject to the resolution of the shareholders' meeting in Agenda Item 7)</i>
Clause 2	"Company" used herein means The Bangchak Petroleum Public Company Limited.	Clause 2	Unless otherwise expressly stated herein: "Company" shall mean [บริษัท บางจาก คอร์ปอเรชั่น จำกัด (มหาชน)] with its English name of " ["BANGCHAK CORPORATION PUBLIC COMPANY LIMITED"]; "Board of Directors" shall mean the Board of Directors of ["BANGCHAK CORPORATION PUBLIC COMPANY LIMITED"]; "director" shall mean director(s) of ["BANGCHAK CORPORATION PUBLIC COMPANY LIMITED"]; "Managing Director" includes the President and Chief Executive Officer or any high level executive who holds an equivalent position.	<i>Amend the contents to make it in line with general practice.</i>
Clause 3	Other statements not specified herein shall be subject to and governed by the provisions of the law governing the public limited company in all respects. In case the Company or its subsidiary (a company where more that 50 % of its paid-up capital are held	Clause 3	Other statements not specified herein shall be subject to and governed by the provisions of the law governing the public limited company in all respects. In case the Company or its subsidiary enters into any transaction which is deemed material to its financial status or operating result,	<i>Amend the contents to make it in compliance with the law. (Securities and Exchange Act B.E.2535 Section 89/12, 89/13, 89/29)</i>

Existing Articles of Association		Draft New Articles of Association		Reasons and Necessities with reference to relevant law
	<p>directly or indirectly by the Company) has a related transaction or has acquisition or disposition of core assets of the Company which the Company has duty to report to the Stock Exchange of Thailand, the Company shall have to comply with such subject set by the Stock Exchange of Thailand.</p> <p>In case where these Articles of Association specifically refer to or state any law, regulation or rule, such law, regulation or rule shall mean and include the amendment or addition of such law, regulation or rule, which is enacted or issued thereafter to repeal or replace or apply in addition to the said law, regulation or rule.</p>		<p>or any transaction which may cause a conflict of interest, the Company shall obtain approval for entering into such transaction provided that the Company shall disclose sufficient information and comply with relevant regulations and laws.</p> <p>In case where these Articles of Association specifically refer to or state any law, regulation or rule, such law, regulation or rule shall mean and include the amendment or addition of such law, regulation or rule, which is enacted or issued thereafter to repeal or replace or apply in addition to the said law, regulation or rule.</p>	
Clause 4	The Company's shares are ordinary shares issued in the name of the holder.	Clause 4	The Company's shares are ordinary shares issued in the name of the holder.	<i>(remain unchanged)</i>
Clause 4/1	The Company may buy back its shares from the shareholders and dispose such shares within the stipulated time. If not, or if all are not disposed within the time so prescribed, the Company shall reduce paid-up capital by canceling the remaining shares held in accordance with Public Company Limited Law or all applicable regulations, rules and laws.	Clause 5	<p>The Company shall not own its own shares or accept the pledge of its own shares, save for the following cases:</p> <p>(1) The Company may repurchase its shares from the shareholders who vote in dissent of a resolution of the shareholders' meeting for the amendment of the Articles of Association of the Company on the part relating to the voting rights and the right to receive dividends, such amendment being viewed by the dissenting shareholders to be unfair to them.</p> <p>(2) The Company may repurchase its shares for the purpose of financial management in the event that the Company has</p>	<p><i>Amend the contents to make it in compliance with the law.</i></p> <p><i>(Public Limited Companies Act B.E.2535, Section 66/1 and Ministerial Regulation concerning the repurchase of shares)</i></p>

Existing Articles of Association		Draft New Articles of Association		Reasons and Necessities with reference to relevant law
			<p>accumulated profits and surplus liquidity, and such repurchase of the shares will not cause the Company to face financial problems.</p> <p>The shares held by the Company shall not be counted to constitute a quorum in a shareholders' meeting and shall be excluded from the exercise of voting rights and receiving dividends.</p> <p>The Company shall dispose of the repurchased shares as stated in the previous paragraph within the period specified by the Ministerial Regulations. If the Company fails to do so or if the shares are not entirely disposed of within the specified period, the Company shall decrease the paid-up capital by means of cancelling the undisposed registered capital shares.</p> <p>The repurchase, disposal of, and cancellation of shares shall be made in accordance with the rules and procedures as prescribed in the ministerial regulations and the relevant laws.</p>	
Clause 4/2	A share buy back under Clause 4/1 shall be obtained a prior approval from the general meeting of the shareholders. In the case of a share buyback not exceeding ten percent (10 %) of paid-up capital, the Board of Directors shall have the power to approve such buyback without any prior approval from the general meeting of the shareholders.	Clause 6	The repurchase of the shares of the Company shall be approved by a shareholders' meeting, except in the case that the Company is a company listed on the Stock Exchange of Thailand and the volume of the repurchase of shares does not exceed ten (10) percent of the paid-up capital, which shall be subject to the approval of the Board of Directors.	<p><i>Amend the contents to make it in compliance with the law.</i></p> <p><i>(Public Limited Companies Act B.E.2535, Section 66/1 and Ministerial Regulation concerning the repurchase of shares)</i></p>

Existing Articles of Association		Draft New Articles of Association		Reasons and Necessities with reference to relevant law
Clause 5	<p>The Company's share is indivisible. If two persons or more jointly hold the Company's share or jointly subscribe for the share, they shall appoint only one among themselves to exercise the right as a shareholder or a subscriber, as the case may be.</p> <p>The name of the said appointed shareholder shall appear in the first order among the names of those shareholders in the register book. The delivery of the share certificate and notification by the Company to the said person shall be deemed to be delivered and notified to all shareholders.</p> <p>Each share certificate shall contain the signature of director or the share registrar pursuant to the law governing securities and exchange or by other means pursuant to the law governing securities and exchange.</p>	Clause 7	<p>The Company's share is indivisible. If two (2) persons or more jointly hold the Company's share or jointly subscribe for the share, they shall appoint only one among themselves to exercise the right as a shareholder or a subscriber, as the case may be. The delivery of the share certificate and notification by the Company to the said person shall be deemed to be delivered and notified to all shareholders.</p> <p>Each share certificate of the Company shall indicate the name of the shareholder and bear the signature of at least one (1) director, signed or printed with the Company's seal affixed, but the Board of Directors may authorize the Securities Registrar pursuant to the law governing securities and exchange, to sign or print his or her signature on its behalf.</p> <p>The signature of the directors or the Securities Registrar on the share certificate or any other securities certificate may be made by their own handwriting, machine, or computer, or affixed by any other means as per the rules and procedures prescribed by the law governing securities and exchange.</p> <p>However, the Company may appoint any person or juristic person to act as the Securities Registrar, and the registration procedures of the Company shall be as determined by the Securities Registrar.</p>	<p><i>Amend the contents to make it in line with general practice and in compliance with the law.</i></p> <p><i>(Public Limited Companies Act B.E.2535, Section 56(5))</i></p>
Clause 6	<p>For any share certificate substantially damaged or defaced, the shareholder may request the Company to issue a new one to the shareholder by surrendering the</p>	Clause 8	<p>For any share certificate substantially damaged or defaced, the shareholder, upon the surrender of the damaged or defaced share certificate, may request the Company to issue a new one to the</p>	<p><i>Amend the contents to make it in compliance with the law.</i></p> <p><i>(Public Limited Companies</i></p>

Existing Articles of Association		Draft New Articles of Association		Reasons and Necessities with reference to relevant law
	<p>existing certificate. In this case the Company shall issue a new share certificate to the shareholder within the period specified by the law.</p> <p>In case the share certificate is lost, defaced, or damaged, the shareholder shall present an evidence of filing a report to the inquiry officer or other necessary evidences to the Company, and the Company shall issue a new share certificate to the shareholder within the period specified by the law.</p>		<p>shareholder by surrendering the existing certificate. In this case the Company shall issue a new share certificate to the shareholder within the period specified by the law.</p> <p>In case the share certificate is lost, defaced, or damaged, the shareholder shall present an evidence of filing a report to the inquiry officer or other necessary evidences to the Company, and the Company shall issue a new share certificate to the shareholder within the period specified by the law.</p>	<i>Act B.E.2535, Section 63)</i>
Clause 7	The Company may charge fee for issuance of a new share certificate in substitution of the lost, defaced or damaged one or for the case that the shareholder has requested for a copy of the shareholder register, in whole or in part, together with the Company's certification at the maximum rate set by the law.	Clause 9	The Company may charge fee for issuance of a new share certificate in substitution of the lost, defaced or damaged one or for the case that the shareholder has requested for a copy of the shareholder register, in whole or in part, together with the Company's certification but the fee shall not exceed the rate prescribed by the law.	<i>Amend the contents to make it in compliance with the law. (Public Limited Companies Act B.E.2535, Section 63)</i>
-	- <i>(not included in the existing Articles of Association)</i>	Clause 10	<p>The issuance, offering and transfer of securities to the public or any person shall be in accordance with the law governing public limited companies and the law governing securities and exchange.</p> <p>The transfer of other securities registered as listed securities on the Stock Exchange of Thailand or other secondary markets, other than ordinary shares, shall be in accordance with the law governing securities and exchange.</p> <p>The term "securities" means securities as defined by the law governing securities and exchange.</p>	<i>Amend the contents to make it in compliance with the law. (Public Limited Companies Act B.E.2535, Section 24)</i>

Existing Articles of Association		Draft New Articles of Association		Reasons and Necessities with reference to relevant law
Clause 8	<p>The Shares of the Company can be transferred without limitation except when the transfer causes the Company to have individual with Non-Thai Nationality holding more than 25% of total issued shares or there is Non-Thai Nationalities holding shares more than 5% of the total paid-up capital.</p> <p>In the case that the transfer causes the Company to have individual with Non-Thai Nationality holding more than the aforementioned proportion, the Company shall take the following action ; reject the registration of transfer and send the letter to the transferor about the violation of the above Articles of Association, cancel/withdraw the share transfer, or send the letter to the transferee about the violation of the above Articles of Association and sell shares to Thai National(s) in order to preserve the shareholding proportion of individual with Non-Thai Nationality in the Company to no more than the aforementioned proportion.</p> <p>In the case that the Company sends the letter to the transferee about the denial of share registration, the transferee shall not have a voting right in the amount of shares transferred or which are forced to dispose. The Company shall restrain the dividend paid for the transferee in the amount of shares transferred or which</p>	Clause 11	<p>The Shares of the Company can be transferred without limitation except when the transfer causes the Company to have individual with Non-Thai Nationality holding more than twenty five (25) percent of total issued shares or there is Non-Thai Nationalities holding shares more than five (5) percent of the total paid-up capital.</p> <p>In the case that the transfer causes the Company to have individual with Non-Thai Nationality holding more than the aforementioned proportion, the Company shall reject the registration of transfer.</p> <p>In this regard, the aforementioned “individuals” means a natural person and a juristic person.</p>	<p><i>Amend the contents to make it in line with general practice.</i></p>

Existing Articles of Association	Draft New Articles of Association	Reasons and Necessities with reference to relevant law
<p>are forced to dispose. The transferee shall not have the rights to claim the Company, the Board of Directors or any director of the Company to reimburse the interest and/or any damage or compensation from restraining the dividend paid or limitation on voting rights in the shareholders' meeting in any matter.</p> <p>In the case that a Thai National shareholder has changed to a Non-Thai National or a Thai National shareholder has changed to a Non-Thai Nationality by law, the shareholder shall send a letter to the Board of Director at once. In case that Non- Thai National shareholder causes the Company to have Non-Thai Nationalities holding ordinary shares of more than the aforementioned proportion, the Company shall send the letter to the shareholder to sell the ordinary share to a Thai National in the minimum amount so as to preserve the shareholding proportion of Non-Thai Nationality in the Company to no more than the aforementioned proportion.</p> <p>In the case that any individual with Non-Thai Nationality hold shares greater than 5% of the total paid-up capital, prior to the date that shareholders meeting resolve this amendment of the Company's Articles of Association, the paid individual can continue hold the aforementioned proportion share; but, unable to increase his/her holding</p>		

Existing Articles of Association		Draft New Articles of Association		Reasons and Necessities with reference to relevant law
	<p>proportion except in the case that the aforementioned Non-Thai holding proportion decreases to lower than 5% of total issued shares and future possessions shall not affect the shareholding proportion to be more than 5% of total issued shares.</p> <p>Therefore, the aforementioned “individuals” means a natural person and a juristic person.</p>			
Clause 9	<p>Unless it is contrary to or disputed with the law or the Company’s Articles of Association, the transfer of share is valid when the transferor has endorsed the share certificate by stating a name of the transferee and having it signed by the transferor and transferee and delivered same to the transferee. The transfer of shares will be effective against the Company upon the Company having received a request to register the transfer of shares.</p> <p>When the Company deems that the transfer of shares is legal according to the law and the Company’s Articles of Association, the Company shall register the shares transfer within 14 days of the date receiving the request. If the transfer is not valid, the Company shall inform the person making a request within 7 days.</p> <p>If the Company’s shares are registered as the registered securities in the Stock Exchange of Thailand, the</p>	Clause 12	<p>Unless it is contrary to or disputed with the law or the Company’s Articles of Association, the transfer of share is valid when the transferor has endorsed the share certificate by stating a name of the transferee and having it signed by the transferor and transferee and delivered same to the transferee. The transfer of shares will be effective against the Company upon the Company having received a request to register the transfer of shares. However, such transfer of shares will be effective against a third party only when the Company has registered such transfer of shares in the share register book.</p> <p>When the Company deems that the transfer of shares is legal according to the law and the Company’s Articles of Association, the Company shall register the shares transfer within fourteen (14) days of the date receiving the request. If the transfer is not valid, the Company shall inform the person making a request within seven (7) days.</p> <p>If the Company’s shares are registered as the registered securities</p>	<p><i>Amend the contents to make it in compliance with the law.</i></p> <p><i>(Public Limited Companies Act B.E.2535, Section 58)</i></p>

Existing Articles of Association		Draft New Articles of Association		Reasons and Necessities with reference to relevant law
	transfer of the shares shall be subject to the law governing securities and exchange.		in the Stock Exchange of Thailand, the transfer of the shares shall be subject to the law governing securities and exchange.	
Clause 10	The Company may close the share transfer registration during 21 days prior to each shareholder meeting by announcing to the shareholders in advance at its head office and all branches not less than 14 days prior to the closing date of share transfer registration.	Clause 13	<p>In a shareholders' meeting, a person who has the right to vote shall be a shareholder whose name is recorded in the shareholders' register as of the date determined by the Board of Directors and the amount of shares for which each shareholder has the right to vote shall be in accordance with the shareholders' register as of the same date. In this regard, the right of such person shall not be affected even though the information in the shareholders' register as of the date of the shareholders' meeting has been changed.</p> <p>The date determined by the Board of Directors under the first paragraph shall not exceed two (2) months prior to date of the shareholders' meeting but not prior to date on which the Board of Directors has approved to call for the meeting provided that the Company shall notify the shareholders not less than fourteen (14) days in advance or other period in accordance with the regulations of the Stock Exchange of Thailand. Once the Board of Directors determines the date on which the recorded shareholders have the right to attend the meeting, such date shall not be altered.</p>	<p><i>Amend the contents to make it in line with general practice.</i></p> <p><i>(Securities and Exchange Act B.E.2535 Section 89/26)</i></p>
Clause 11	<p>The Board of Directors shall call a shareholder meeting which is an annual general meeting within 4 months of the last day of the Company's fiscal year.</p> <p>Shareholder meetings other than the one referred to above shall be called extraordinary general meetings.</p>	Clause 14	<p>The Board of Directors shall call a shareholder meeting which is an annual general meeting within four (4) months of the last day of the Company's fiscal year.</p> <p>Shareholder meetings other than the one referred to above shall be called extraordinary general meetings. The Board of Directors may</p>	<p><i>Amend the contents to make it in compliance with the law.</i></p> <p><i>(Public Limited Companies Act B.E.2535, Section 100)</i></p>

Existing Articles of Association		Draft New Articles of Association		Reasons and Necessities with reference to relevant law
	<p>The Board of Directors may call an extraordinary general meeting of shareholders at any time the Board of Directors considers it expedient to do so, or the shareholders holding shares amounting to not less than one-fifth of the total number of shares sold or the shareholders numbering not less than twenty-five persons holding shares amounting to not less than one-tenth of the total number of shares sold submit their names in a request directing to the Board of Directors to call extraordinary general meeting at any time by clearly stating the reason and purpose for calling the meeting. In case the shareholders makes a request, the Board of Directors shall proceed to call a shareholder meeting to be held within one month of the date of receipt of such request from the shareholders.</p>		<p>call an extraordinary general meeting of shareholders at any time the Board of Directors considers it expedient to do so.</p> <p>Shareholders holding shares in aggregate of not less than one-fifth (1 / 5) of the total number of shares sold, or shareholders in a number of not less than twenty five (25) persons holding shares in aggregate of not less than one-tenth (1/10) of the total number of shares sold, may at any time subscribe their names and clearly state the purpose in a letter requesting the Board of Directors to call an extraordinary general meeting. In this case, the Board of Directors shall call the shareholders' meeting within one (1) month from the date of receipt of such letter from the shareholders.</p>	
Clause 12	<p>The purposes of an annual ordinary general meeting of shareholders are as follows:</p> <ol style="list-style-type: none"> (1) To consider an annual report of the Board of Directors with respect to the performance made during the previous period and business to be transacted. (2) To consider approval of a balance sheet and a profit and loss statement for a previous fiscal year as well as an auditor's report. (3) To consider approval on dividend payment and 	Clause 15	<p>The purposes of an annual ordinary general meeting of shareholders are as follows:</p> <ol style="list-style-type: none"> (1) To consider and acknowledge the report of the Board of Directors concerning the Company's business during the previous year. (2) To consider and approve the balance sheet and profit and loss account of the past accounting year. (3) To consider and approve the appropriation of profits, dividend payment, and the appropriation of a reserve fund. (4) To consider and appoint new directors to replace the 	<i>Amend the contents to make it in line with general practice.</i>

Existing Articles of Association		Draft New Articles of Association		Reasons and Necessities with reference to relevant law
	<p>remuneration, as well as appropriation of reserved fund by proposing to the Board of Directors.</p> <p>(4) To consider appointment of a director who shall replace the director retiring by rotation and determination of remuneration or other benefits of the Board of Directors.</p> <p>(5) To consider selection and determination of remuneration of an auditor.</p> <p>(6) To discuss and consider other businesses.</p>		<p>directors who have retired from office upon the expiration of their term of office.</p> <p>(5) To consider and determine the directors' remuneration.</p> <p>(6) To consider and appoint an auditor and fix his/her remuneration.</p> <p>(7) To transact other businesses.</p>	
Clause 13	<p>In calling a shareholder meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matter to be proposed to the meeting with reasonable detail by indicating whether it is the matter proposed for information, approval or consideration, including the Board of Directors' opinion in the said matters, and the said notice shall be sent to the shareholders and the Registrar not less than 7 days prior to the meeting date. The notice calling for the meeting shall be published in newspaper at least for 3 consecutive days and not less than 3 days prior to the meeting date.</p> <p>The place of the meeting may be other places than the province where the Company's head office is located at</p>	Clause 16	<p>In calling a shareholder meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matter to be proposed to the meeting with reasonable detail by indicating whether it is the matter proposed for information, approval or consideration, including the Board of Directors' opinion in the said matters, and the said notice shall be sent to the shareholders and the Registrar not less than seven (7) days prior to the meeting date. The notice calling for the meeting shall be published in newspaper at least for three (3) consecutive days and not less than three (3) days prior to the meeting date.</p> <p>The place of the meeting may be other places than the province where the Company's head office is located at or nearby province as may be fixed by the Board of Directors.</p>	<p><i>Amend the contents to make it in compliance with the law.</i></p> <p><i>(Public Limited Companies Act B.E.2535, Section 101)</i></p>

Existing Articles of Association		Draft New Articles of Association		Reasons and Necessities with reference to relevant law
	or nearby province.			
Clause 14	<p>In the shareholder meeting, there shall be shareholders and proxies (if any) attending at a meeting amounting to not less than 25 persons or not less than one half of the total number of shareholders and such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold of the Company to constitute a quorum.</p> <p>At any shareholder 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, and if such shareholder meeting was called as a result of request by the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting a quorum is not required.</p>	Clause 17	<p>In the shareholder meeting, there shall be shareholders and proxies (if any) attending at a meeting amounting to not less than twenty five (25) persons or not less than one half (1/2) of the total number of shareholders and such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of shares sold of the Company to constitute a quorum.</p> <p>At any shareholder meeting, if one (1) 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, and if such shareholder meeting was called as a result of request by the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting a quorum is not required.</p>	<i>(remain unchanged)</i>
Clause 15	In all shareholder meetings the Chairman of the Board shall be the chairman of shareholder meeting. If the Chairman of The Board is not present at a meeting or cannot perform his duty for any reason, the Vice-chairman present at the meeting shall be the chairman	Clause 18	In all shareholder meetings the Chairman of the Board of Directors shall be the chairman of shareholder meeting. If the Chairman of The Board of Directors is not present at a meeting or cannot perform his duty for any reason, the Vice-chairman present at the meeting shall be the chairman of the meeting. If the Vice-chairman	<i>Amend the contents to make it in compliance with the law. (Public Limited Companies Act B.E.2535, Section 104)</i>

Existing Articles of Association		Draft New Articles of Association		Reasons and Necessities with reference to relevant law
	of the meeting. If the Vice-chairman is not present at the meeting, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.		is not present at the meeting or cannot perform his duty as well, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.	
Clause 16	<p>In a shareholder meeting, a shareholder may appoint any other person who is sui juris as proxy to attend the meeting and vote on his or her behalf. An instrument appointing the proxy shall be dated and signed by the shareholder who appoints proxy and be in accordance with the form set by the Registrar.</p> <p>The instrument appointing the proxy shall be submitted to the Chairman of the Board or to the person designated by the Chairman of the Board at the place of the meeting before the proxy attends the meeting.</p>	Clause 19	<p>In a shareholder meeting, a shareholder may appoint any other person who is sui juris as proxy to attend the meeting and vote on his or her behalf. An instrument appointing the proxy shall be dated and signed by the shareholder who appoints proxy and be in accordance with the form set by the Registrar.</p> <p>The instrument appointing the proxy shall be submitted to the Chairman of the Board of Directors or to the person designated by the Chairman of the Board of Directors at the place of the meeting before the proxy attends the meeting.</p>	<i>(remain unchanged)</i>
Clause 17	<p>In voting, one share equals to one vote and a resolution of the shareholder meeting shall consist of the following votes:</p> <p>(1) In any ordinary event, the majority vote of the shareholders who attend the meeting and are entitled to vote. In case of a tie vote, the chairman of the meeting shall have a casting vote.</p> <p>(2) In the following events a vote of not less than three-quarters of the total number of votes of the shareholders who attend the meeting and are entitled to vote:</p>	Clause 20	<p>In voting, one (1) share equals to one (1) vote and a resolution of the shareholder meeting shall consist of the following votes:</p> <p>(1) In any ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote.</p> <p>(2) In the following events a vote of not less than three-quarters (3/4) of the total number of votes of the shareholders who attend the meeting and are entitled to vote:</p> <p>(a) the sale or transfer of the whole or important parts of the business of the Company to other persons;</p> <p>(b) the purchase or acceptance of transfer of the business</p>	<p><i>Amend the contents to make it in compliance with the law.</i></p> <p><i>(Public Limited Companies Act B.E.2535, Section 107)</i></p>

Existing Articles of Association		Draft New Articles of Association		Reasons and Necessities with reference to relevant law
	<ul style="list-style-type: none"> (a) the sale or transfer of the whole or important parts of the business of the Company to other persons; (b) the purchase or acceptance of transfer of the business of other companies or private companies by the Company; (c) the making, amending, or terminating of contracts with respect to the granting of a lease of the whole or important parts of the business of the Company, the assignment of management of the business of the Company to any other person or the amalgamation of the business of the Company with other persons for purpose of profit and loss sharing; (d) the amendment of the Memorandum and Articles of Association; (e) the increase or reduction of the Company's capital or the issuance of debentures; (f) the amalgamation or dissolution of the Company. 		<ul style="list-style-type: none"> of other companies or private companies by the Company; (c) the making, amending, or terminating of contracts with respect to the granting of a lease of the whole or important parts of the business of the Company, the assignment of management of the business of the Company to any other person or the amalgamation of the business of the Company with other persons for purpose of profit and loss sharing; (d) the amendment of the Memorandum and Articles of Association; (e) the increase or reduction of the Company's capital or the issuance of debentures; (f) the amalgamation or dissolution of the Company. 	
Clause 18	The Board of Directors is composed of a minimum of 5 and a maximum of 15 members, of which, at least one-third being independent directors. Not less than half of the Board must be residents in Thailand. Qualifications	Clause 21	The Board of Directors is composed of a minimum of five (5) and a maximum of fifteen (15) members, of which, at least one-third (1/3) being independent directors. Not less than half (1/2) of the Board of Directors must be residents in Thailand. Qualifications of all	<i>Amend the contents to make it in line with general practice and in compliance with the law.</i>

Existing Articles of Association		Draft New Articles of Association		Reasons and Necessities with reference to relevant law
	<p>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 director signing his/her name jointly with the Chairman of the Board being two directors or any one director signing his/her name jointly with the Managing Director being two directors, with affixation of the Company's seal is an authority to sign to bind the Company.</p> <p>The Board of Directors shall have power to determine the signatory of the Company in accordance with the Company's Articles of Association.</p>		<p>directors have to meet with the stipulations of laws and the company's regulations. At least one (1) director is knowledgeable in accounting and finance.</p> <p>A director needs not necessarily be a shareholder of the Company.</p> <p>The directors who are authorized to sign and bind the Company are any two (2) directors jointly signing their names with the Company's seal affixed.</p> <p>The Board of Directors shall have power to determine the signatory of the Company in accordance with the Company's Articles of Association.</p>	<p><i>(Public Limited Companies Act B.E.2535, Section 69)</i></p>
Clause 19	<p>The shareholder meeting shall elect the directors at the majority vote. Each shareholder shall have votes at one vote for one share. The candidates who shall be ranked in order descending from the highest number of votes received to the lowest shall be appointed as directors in that order until all of the director positions are filled. In case the votes cast for candidates in descending order are tied, which would otherwise cause the excess in the number of directors to be have or to be elected thereat, the chairman of the meeting shall have casting vote.</p>	Clause 22	<p>The directors shall be elected by the shareholders' meeting in accordance with the following rules and procedures:</p> <ol style="list-style-type: none"> (1) Each shareholder shall have one (1) vote for one (1) share. (2) Each shareholder may exercise all the votes he or she has under (1) above to elect one or several persons to be a director or directors, but cannot divide his/her votes in an unequal number to any particular person. (3) Persons who are elected to be directors will be those who receive the highest number of votes, in descending order, according to the number of directors who are to be elected. In the event of a tie for the last position to be elected and this exceeds the said number of directors, the chairman of 	<p><i>Amend the contents to make it in compliance with the law.</i></p> <p><i>(Public Limited Companies Act B.E.2535, Section 70)</i></p>

Existing Articles of Association		Draft New Articles of Association		Reasons and Necessities with reference to relevant law
			the meeting shall have a casting vote.	
Clause 20	<p>At every annual general meeting, one-third of the directors shall retire. If the number of directors is not a multiple of three, the number of directors closest to one-third shall retire.</p> <p>Unless otherwise agreed among directors the directors retiring from office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the director who has held office longest shall retire. A director who retires by rotation may be re-elected.</p>	Clause 23	<p>At every annual general meeting, one-third (1/3) of the directors shall retire. If the number of directors is not a multiple of three, the number of directors closest to one-third (1/3) shall retire.</p> <p>Unless otherwise agreed among directors the directors retiring from office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the director who has held office longest shall retire. A retiring director is eligible for re-election.</p>	<p><i>Amend the contents to make it clear, completed and in compliance with the law.</i></p> <p><i>(Public Limited Companies Act B.E.2535, Section 71)</i></p>
Clause 21	<p>Apart from vacation upon expiration of its term a director shall vacate office upon:</p> <ul style="list-style-type: none"> (1) death; (2) resignation; (3) lack of qualification or possession of prohibited characteristic under Section 68 of the Public Limited Companies Act B.E. 2535; (4) removal by a resolution of the shareholder meeting under Section 76 of the Public Limited companies Act B.E. 2535; (5) removal by a court order. 	Clause 24	<p>Apart from retirement upon expiration of the term of office, a director shall vacate office upon:</p> <ul style="list-style-type: none"> (1) death; (2) resignation; (3) lacks the requisite qualifications or possesses prohibited characteristics under the law governing public limited companies and the law governing securities and exchange; (4) removal by a resolution of the shareholders' meeting as specified in Article 25; (5) removal by a court order. 	<p><i>Amend the contents to make it flexible.</i></p> <p><i>(Public Limited Companies Act B.E.2535, Section 72)</i></p>
-	- <i>(not included in the existing Articles of Association)</i>	Clause 25	Any director who wishes to resign from the Company shall submit a resignation letter to the Company. The resignation shall be	<i>Amend the contents to make it in compliance with the law.</i>

Existing Articles of Association		Draft New Articles of Association		Reasons and Necessities with reference to relevant law
			<p>effective from the time the resignation letter reaches the Company.</p> <p>A director who resigns according to the first paragraph may inform the Registrar of his or her resignation.</p> <p>A shareholders' meeting may pass a resolution removing any director from office prior to the expiration of the term of office, by a vote of not less than three-quarters (3 / 4) of the number of shareholders attending the meeting and eligible to vote, and the shares held by the voting shareholders shall, in aggregate, be not less than one-half (1/2) of the number of shares held by the shareholders attending the meeting and eligible to vote.</p>	<i>(Public Limited Companies Act B.E.2535, Sections 73 and 76)</i>
Clause 22	<p>The Board of Directors shall elect one of the directors to be the Chairman of the Board. In case the Board of Directors deems appropriate, the Board may elect one or several directors to be Vice-chairman. And the Board has power to appoint any director or any person to be a Managing Director of the Company and also has power to remove him/her. In case a Managing Director is a Company's director, he/she shall be called a President. A Managing Director shall be a secretary of the Board.</p> <p>A Managing Director shall have power and duties with respect to the Company's a management as assigned by the Board and shall strictly manage the Company according to the plan or budget approved by the Board of Directors with honesty, integrity and use his/her best</p>	Clause 26	<p>The Board of Directors shall elect one of the directors to be the Chairman of the Board of Directors. In case the Board of Directors deems appropriate, the Board of Directors may elect one or several directors to be Vice-chairman. And the Board of Directors has power to appoint any director or any person to be a Managing Director of the Company and also has power to remove him/her. In case a Managing Director is a Company's director, he/she shall be called a President. A Managing Director shall be a secretary of the Board of Directors.</p> <p>A Managing Director shall have power and duties with respect to the Company's a management as assigned by the Board of Directors and shall strictly manage the Company according to the plan or budget approved by the Board of Directors with honesty, integrity and use his/her best effort to preserve the Company and</p>	<i>Amend the contents to make it in line with general practice.</i>

Existing Articles of Association		Draft New Articles of Association		Reasons and Necessities with reference to relevant law
	<p>effort to preserve the Company and shareholders' interest. The power and duties of a Managing Director shall included the following activities:</p> <p>(1) operate and/or manage the Company's daily work;</p> <p>(2) employ, appoint, remove, transfer, change, reduce, cut salaries or wages, take disciplinary action against an employee and staff, as well as to dismiss employee and staff according to the regulation prescribed by the Board of Directors, but if it is the staff in the managerial level below the Managing Director for two levels, it must be approved by the Board of Directors first;</p> <p>(3) cause to be done and deliver the Company's business policy and work plan and budget to the Board of Directors for approval and be obligated to report the progress of work plan and budget so approved to the Board of Directors at every three months;</p> <p>(4) operate and/or perform the work to be in accordance with the policy, work plan and budget approved by the Board.</p>		shareholders' interest.	
Clause 23	At a meeting of the Board of Directors at least one half of the total number of directors present shall form a quorum. In case the Chairman of the Board is not	Clause 27	At a meeting of the Board of Directors at least one half of the total number of directors present shall form a quorum. In case the Chairman of the Board of Directors is not present at the meet or cannot perform	<i>Amend the contents to make it in compliance with the law. (Announcement of the</i>

Existing Articles of Association	Draft New Articles of Association	Reasons and Necessities with reference to relevant law
<p>present at the meet or cannot perform his/her duty and if there is a Vice-chairman, the Vice-chairman present at the meeting 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 duty, the directors present at the meeting shall elect one of the directors to be the chairman of the meeting.</p> <p>Decisions at the Board's meeting shall be made by majority vote. Each director is entitled to one vote, but the director who has interest in any matter may not be entitled to vote on such matter. In the event of a tie vote, the chairman of the meeting shall have a casting vote.</p>	<p>his/her duty and if there is a Vice-chairman, the Vice-chairman present at the meeting 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 duty, the directors present at the meeting shall elect one of the directors to be the chairman of the meeting.</p> <p>In each meeting of the Board of Directors, the Chairman may allow the directors to attend and participate in such meeting through electronic devices provided that at least one third (1/3) of the directors to form a quorum must be in the same meeting location and all of them must be in Thailand during the meeting.</p> <p>Such electronic meeting must be held via a controlled electronic system applying IT security measures by voice and/or video recording (as the case may require) of all meeting attendants throughout the meeting period, including computer traffic data from such voice or video record. Such controlled electronic system must contain fundamental components according to the relevant law.</p> <p>Any director who attends a meeting of the Board of Directors through electronic devices in accordance with procedures and criteria as aforementioned shall be deemed as part of the quorum and such electronic meeting shall be regarded as a meeting held in accordance with the law and this Articles of Association.</p> <p>Decisions at the Board of Directors' meeting shall be made by majority vote. Each director is entitled to one vote, but the director who has interest in any matter may not be entitled to vote on such</p>	<p><i>National Council for Peace and Order no.74/2014 and Clarification of the Department of Business Development dated 23 September 2016)</i></p>

Existing Articles of Association		Draft New Articles of Association		Reasons and Necessities with reference to relevant law
			matter. In the event of a tie vote, the chairman of the meeting shall have a casting vote.	
Clause 24	<p>In case of vacancy in the Board of Directors for other reasons than retire by rotation, the Board shall elect a person who have qualifications and does not possess the prohibited characteristic under Clause 21 hereof to be a director in such place at the next Board's meeting except the remaining term of office of the said director is less than two months.</p> <p>The resolution of the Board under paragraph one shall be made of note less than three-fourth of votes of the remaining directors.</p> <p>A person who shall replace the director under paragraph one shall remain office only for the remaining term of office of the said director.</p>	Clause 28	<p>In case of vacancy in the Board of Directors for other reasons than retire by rotation, the Board of Directors shall elect a person who have qualifications and does not possess the prohibited characteristic under Clause 24. hereof to be a director in such place at the next Board's meeting except the remaining term of office of the said director is less than two (2) months.</p> <p>The resolution of the Board of Directors under paragraph one shall be made of note less than three-fourth (3/4) of votes of the remaining directors.</p> <p>A person who shall replace the director under paragraph one shall remain office only for the remaining term of office of the said director.</p>	<i>(remain unchanged)</i>
Clause 25	<p>The Chairman of the Board shall be the person who calls the meeting of the Board of Directors.</p> <p>Two or more directors may request the chairman of the Board to call a meeting. In case two or more directors request for a meeting of the Board of Directors, the chairman of the Board shall determine the date of the meeting within fourteen days of the date of receipt of such request.</p> <p>The secretary of the Board shall be the person who</p>	Clause 29	<p>The Chairman of the Board of Directors shall be the person who calls the meeting of the Board of Directors.</p> <p>Two (2) or more directors may request the Chairman of the Board of Directors to call a meeting. In case two (2) or more directors request for a meeting of the Board of Directors, the Chairman of the Board of Directors shall determine the date of the meeting within fourteen (14) days of the date of receipt of such request.</p> <p>The secretary of the Board of Directors shall be the person who informs of the meeting of the Board of Directors as assigned by the</p>	<i>(remain unchanged)</i>

Existing Articles of Association		Draft New Articles of Association		Reasons and Necessities with reference to relevant law
	informs of the meeting of the Board of Directors as assigned by the Chairman of the Board.		Chairman of the Board of Directors.	
Clause 26	The meeting of the Board of Directors may be set to be held in other provinces than the province where the Company's head office is located at or in nearby provinces.	Clause 30	The meeting of the Board of Directors shall be held at least once every three (3) months. The Board of Directors may be set to be held in other provinces than the province where the Company's head office is located at or in nearby provinces.	<i>Amend the contents to make it in compliance with the law. (Public Limited Companies Act B.E.2535, Section 79)</i>
Clause 27	In calling a meeting of the Board of Directors, the notice of the meeting shall be served to the directors or his/her representative not less than seven days prior to the meeting date. In case it is necessary or urgent to preserve the rights or benefits of the Company the meeting may be called by other methods and an earlier meeting date may be chosen.	Clause 31	In calling a meeting of the Board of Directors, the notice of the meeting shall be served to the directors or his/her representative not less than seven (7) days prior to the meeting date. In case it is necessary or urgent to preserve the rights or benefits of the Company the meeting may be called by other methods and an earlier meeting date may be chosen. In delivering an invitation to the Board of Directors' meeting and the meeting documents the Company may send them e-mail.	<i>Amend the contents to make it in compliance with the law. (Announcement of the National Council for Peace and Order no.74/2014 and Clarification of the Department of Business Development dated 23 September 2016)</i>
Clause 28	For purpose of operation of the Company, the Board shall have power to assign a group or groups of persons or assign any member of the Board of Directors or other persons deemed suitable to perform any Company's business. The Board of Directors shall form the audit committee by appointing at least three independent directors to be audit committee, provided that at least one audit committee member shall be the person with knowledge	Clause 32	For purpose of operation of the Company, the Board shall have power to assign a group or groups of persons or assign any member of the Board of Directors or other persons deemed suitable to perform any Company's business. The Board of Directors shall form the audit committee by appointing at least three (3) independent directors to be audit committee, provided that at least one (1) audit committee member shall be the person with knowledge on finance and accounting who has qualifications as set by the securities and exchange law. The audit	<i>Amend the contents to make it in line with general practice.</i>

Existing Articles of Association	Draft New Articles of Association	Reasons and Necessities with reference to relevant law
<p>on finance and accounting who has qualifications as set by the securities and exchange law. The audit committee shall be responsible for examining and supervising the Company's operation, reviewing financial report, internal control system, selecting the auditor, considering conflict of interest and preparing a report on monitoring activities of the audit committee, as well as performing other acts as assigned by the relevant laws and/or by the Company's Board of Directors.</p> <p>The Board should arrange a selective committee by appointing at least three members of the Company's Board of Directors to be the selective committee, and at least one selective committee member must be the independent director. The selective committee shall be responsible for selecting a person suitable to be nominated as a new director or selecting the Managing Director, provided that the method for selection of the selective committee shall be prescribed on reasonable and clean basis.</p> <p>The Board of Director should arrange a committee to determine remuneration by appointing at least three members of the Company's Board of Directors to be the committee to determine remuneration, and at least one member of the committee to determine remuneration</p>	<p>committee shall be responsible for examining and supervising the Company's operation, reviewing financial report, internal control system, selecting the auditor, considering conflict of interest and preparing a report on monitoring activities of the audit committee, as well as performing other acts as assigned by the relevant laws and/or by the Company's Board of Directors.</p> <p>The Board of Director may appoint other sub-committees to perform or undertake any specific matter of the Company and/or for business operation of the Company to be in compliance with the principle of good corporate governance as it may deem fit.</p>	

Existing Articles of Association		Draft New Articles of Association		Reasons and Necessities with reference to relevant law
	<p>shall be the dependent director. The committee to determine remuneration shall be responsible for determining guideline for setting remuneration of the directors and General Manager by prescribing criteria or method for determination of remuneration of the directors with fair and reasonable basis.</p> <p>In case the Board of Director deems suitable, it may consider appointing the selective committee and committee to determine remuneration to be the same committee called the selective and remuneration determining committee.</p>			
Clause 29	<p>In conducting the business of the Company, the directors shall perform according to the laws, the objectors and Articles of Association of the Company as well as the resolutions of the shareholder meetings in good faith and with care to preserve the Company's interest.</p> <p>In case any director acts or omits to act which is inconsistent with the first paragraph, the Company or the shareholders, as a case maybe, may proceed as follows:</p> <p>(1) If such act or omission causes the Company to suffer damage, the Company may claim for compensation to such director.</p>	Clause 33	<p>In conducting the business of the Company, the directors shall perform according to the laws, the objectors and Articles of Association of the Company as well as the resolutions of the shareholder meetings in good faith and with care to preserve the Company's interest.</p> <p>In case any director acts or omits to act which is inconsistent with the first paragraph, the Company or the shareholders, as a case maybe, may proceed as follows:</p> <p>(1) If such act or omission causes the Company to suffer damage, the Company may claim for compensation to such director</p> <p>In case the Company does not make such claim, any one or more shareholders holding shares not less than five (5) percent of the total number of shares sold of the Company</p>	<i>(remain unchanged)</i>



Existing Articles of Association	Draft New Articles of Association	Reasons and Necessities with reference to relevant law
<p>In case the Company does not make such claim, any one or more shareholders holding shares not less than five percent of the total number of shares sold of the Company may issue a written notice directing to the Company to make such claim. If the Company fails to make such claim as directed by such shareholders, such shareholders may bring an action to claim compensation on behalf of the Company.</p> <p>(2) In case such act or omission might cause damage to the Company, any one or more shareholders holding shares not less than five percent of the total number of shares sold of the Company may request the court to order to stop such act.</p> <p>In case the shareholders are the persons who proceed under paragraph two, they may also request the court to order removal of such director from office.</p> <p>The shareholders who proceed under paragraph two and paragraph three must hold shares of the Company at the time such director performs or omits to perform the act which causes the Company to suffer damage or which may cause damage to the Company, as the case may be.</p>	<p>may issue a written notice directing to the Company to make such claim. If the Company fails to make such claim as directed by such shareholders, such shareholders may bring an action to claim compensation on behalf of the Company.</p> <p>(2) In case such act or omission might cause damage to the Company, any one or more shareholders holding shares not less than five (5) percent of the total number of shares sold of the Company may request the court to order to stop such act.</p> <p>In case the shareholders are the persons who proceed under paragraph two, they may also request the court to order removal of such director from office.</p> <p>The shareholders who proceed under paragraph two and paragraph three must hold shares of the Company at the time such director performs or omits to perform the act which causes the Company to suffer damage or which may cause damage to the Company, as the case may be.</p>	

Existing Articles of Association		Draft New Articles of Association		Reasons and Necessities with reference to relevant law
Clause 30	All the businesses undertaken on behalf of the Company by a director shall be valid as if it were done by the person who was lawfully and correctly appointed and qualified to be a director, notwithstanding it may be discovered later that there was any defect in the appointment of said director or qualification of the director.	Clause 34	All the businesses of the Company undertaken on behalf of the Company by the Board of Directors or the directors or persons entrusted by the Board of Directors shall be valid and binding on the Company, notwithstanding any defect that may later be discovered in the election, appointment or qualifications of the directors.	<i>Amend the contents to make it in compliance with the law. (Public Limited Companies Act B.E.2535, Section 84)</i>
Clause 31	No director shall operate any business of the same nature as and in competition with the business of the Company or become a partner in an ordinary partnership or a partner with unlimited liability of a limited partnership or a director of private company or other companies operating businesses of the same nature as and in competition with the business of the Company, either for his/her own benefit or other persons, unless he/she notifies the same to the shareholder meeting prior to the resolution for his/her appointment.	Clause 35	No director shall operate any business of the same nature as and in competition with the business of the Company or become a partner in an ordinary partnership or a partner with unlimited liability of a limited partnership or a director of private company or other companies operating businesses of the same nature as and in competition with the business of the Company, either for his/her own benefit or other persons, unless he/she notifies the same to the shareholder meeting prior to the resolution for his/her appointment.	<i>(remain unchanged)</i>
Clause 32	The director shall notify the Company without delay when the following events occur: (1) he/she has a direct or indirect interest in any contract which is made by the Company during a fiscal year, and shall indicate the nature the contract, names of the contracting party and interest of the director in the contract (if any);	Clause 36	The director shall notify the Company without delay when the following events occur: (1) he/she has a direct or indirect interest in any contract which is made by the Company during a fiscal year, and shall indicate the nature the contract, names of the contracting party and interest of the director in the contract (if any); (2) he/she holds shares or debentures of the Company or an	<i>(remain unchanged)</i>

Existing Articles of Association		Draft New Articles of Association		Reasons and Necessities with reference to relevant law
	(2) he/she holds shares or debentures of the Company or an affiliated company and shall indicate the total number of shares increasing or decreasing during a fiscal year (if any).		affiliated company and shall indicate the total number of shares increasing or decreasing during a fiscal year (if any).	
Clause 33	The Company's fiscal year shall commence on 1 January and end at 31 December of every year.	Clause 37	The Company's fiscal year shall commence on one (1) January and end at thirty-first (31) December of every year.	<i>(remain unchanged)</i>
Clause 34	The Company shall prepare and maintain accounts, including the auditing of accounts under the relevant law and shall cause a balance sheet as well as a statement of profit and loss at least once in every twelve month period which is a fiscal year of the Company. The balance sheet, the statement of profit and loss and the auditor's report shall be made in Thai language and be printed in Thai language.	Clause 38	The Company shall prepare and maintain accounts, including the auditing of accounts under the relevant law and shall cause a balance sheet as well as a statement of profit and loss at least once in every twelve (12) month period which is a fiscal year of the Company. The balance sheet, the statement of profit and loss and the auditor's report shall be made in Thai language and be printed in Thai language.	<i>(remain unchanged)</i>
Clause 35	The Board of Directors shall prepare the balance sheet and the statement of profit and loss as at the ending date of the fiscal year of the Company to be submitted to the annual general shareholder meeting for consideration and approval. The Board of Directors must have said balance sheet and statement of profit and loss completely audited by the auditor prior to the submission to the shareholder meeting.	Clause 39	The Board of Directors shall prepare the balance sheet and the statement of profit and loss as at the ending date of the fiscal year of the Company to be submitted to the annual general shareholder meeting for consideration and approval. The Board of Directors must have said balance sheet and statement of profit and loss completely audited by the auditor prior to the submission to the shareholder meeting.	<i>(remain unchanged)</i>
Clause 36	The Board of Directors shall deliver the following documents to the shareholders along with the written	Clause 40	The Board of Directors shall deliver the following documents to the shareholders along with the written notice calling for an annual	<i>(remain unchanged)</i>

Existing Articles of Association		Draft New Articles of Association		Reasons and Necessities with reference to relevant law
	<p>notice calling for an annual general meeting:</p> <p>(1) copies of the balance sheet and the statement of profit and loss audited by the auditor together with the auditor's report;</p> <p>(2) the annual report of the Board of Directors.</p>		<p>general meeting:</p> <p>(1) copies of the balance sheet and the statement of profit and loss audited by the auditor together with the auditor's report;</p> <p>(2) the annual report of the Board of Directors.</p>	
Clause 37	<p>Annual dividends can be made only upon the resolution of the shareholder meeting.</p> <p>Subject to the provision in Clause 38, dividend shall not be paid other than out of profits. If the Company still has accumulated loss, no dividends shall be distributed.</p> <p>The dividend on ordinary shares shall be paid according to its number at equal amount per share.</p> <p>The Board of Directors may pay interim dividends to the shareholders from time to time if the Board sees that the Company's profits justify such payment. The resolution of the Board thereof shall consist of not less than three-fourth of the number of directors present at the meeting, and same shall be reported to the shareholders at the next shareholder meeting.</p> <p>Payment of dividends shall be made within one month of the date of the resolution of the shareholder meeting or the meeting of the Board of Directors, as the case may be. The shareholders shall be notified in writing of such dividend payment and the notice shall also be published</p>	Clause 41	<p>Annual dividends can be made only upon the resolution of the shareholder meeting.</p> <p>Subject to the provision in Clause 42., dividend shall not be paid other than out of profits. If the Company still has accumulated loss, no dividends shall be distributed.</p> <p>The dividend on ordinary shares shall be paid according to its number at equal amount per share.</p> <p>The Board of Directors may pay interim dividends to the shareholders from time to time if the Board of Directors sees that the Company's profits justify such payment. The resolution of the Board of Directors thereof shall consist of not less than three-fourth (3/4) of the number of directors present at the meeting, and same shall be reported to the shareholders at the next shareholder meeting.</p> <p>Payment of dividends shall be made within one (1) month of the date of the resolution of the shareholder meeting or the meeting of the Board of Directors, as the case may be. The shareholders shall be notified in writing of such dividend payment and the notice shall also be published in a newspaper within one (1) month of the date</p>	<p><i>Amend the contents to make it in compliance with the law.</i></p> <p><i>(Public Limited Companies Act B.E.2535, Section 115)</i></p>

Existing Articles of Association		Draft New Articles of Association		Reasons and Necessities with reference to relevant law
	in a newspaper within one month of the date of the resolution of the shareholder meeting or the meeting of the Board, as a case may be.		of the resolution of the shareholder meeting or the meeting of the Board of Directors, as a case may be.	
Clause 38	The Company shall allocate not less than five percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten percent of the registered capital. Other than the specified reserve fund and the reserve fund separate from this reserved fund under Section 51 of the Public Limited Companies Act B.E. 2535, the Board of Directors may propose to the shareholder meeting to adopt a resolution to allocate for other reserve funds as it deems suitable for the Company's business operation.	Clause 42	The Company shall allocate not less than five (5) percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten (10) percent of the registered capital. Other than the specified reserve fund and the reserve fund separate from this reserved fund under the law governing public limited companies, the Board of Directors may propose to the shareholder meeting to adopt a resolution to allocate for other reserve funds as it deems suitable for the Company's business operation.	<i>Amend the contents to make it clear and completed.</i> <i>(Public Limited Companies Act B.E.2535, Section 116)</i>
Clause 39	The annual ordinary shareholder meeting shall appoint an auditor and determine the auditing fee of the Company every year.	Clause 43	The annual ordinary shareholder meeting shall appoint an auditor and determine the auditing fee of the Company every year.	<i>(remain unchanged)</i>
Clause 40	The auditor who vacates office may be re-appointed.	Clause 44	The auditor who vacates office may be re-appointed.	<i>(remain unchanged)</i>
Clause 41	The auditor shall not be a director, staff member, employee, or person holding any position in the Company.	Clause 45	The auditor shall not be a director, staff member, employee, or person holding any position in the Company.	<i>(remain unchanged)</i>
-	- <i>(not included in the existing Articles of Association)</i>	Clause 46	The auditor has the power to examine, during the office hours of the Company, the Company's accounts, documents, and any other evidence relating to income and expenses, as well as the assets and	<i>Amend the contents to make it in compliance with the law.</i> <i>(Public Limited Companies</i>

Existing Articles of Association		Draft New Articles of Association		Reasons and Necessities with reference to relevant law
			liabilities of the Company. In this regard, the auditor shall be authorized to interrogate the directors, staff, employees, persons holding any position in the Company, and the agents of the Company, and to instruct such persons to give facts or furnish documents or evidence pertaining to the business operation of the Company.	Act B.E.2535, Section 122)
Clause 42	The Company's seal is as affixed below. 	Clause 47	The Company's seal is as affixed below. 	To be in line with the proposed change to the Company name (subject to the resolution of the shareholders' meeting in Agenda Item 7)

Remark: For convenience of the shareholders' meeting to consider the agenda item 8 and in order to avoid any delay or taking more time of the meeting, the Company gives this opportunity and encourage all shareholders, who wish to ask questions or give comments in relation to the new draft Articles of Association of the Company, to send such questions or comments to the Company in advance before the meeting date via email at ir@bangchak.co.th or facsimile no.0-2335-8000. The Company will accumulate all questions and comments received and clarify them in the meeting accordingly.

(Draft)
Articles of Association
of
[Bangchak Corporation] Public Company Limited

Chapter I General Provisions

Clause 1 These Articles of Association shall be called the Articles of Association of [Bangchak Corporation Public Company Limited].

Clause 2 Unless otherwise expressly stated herein:

“Company” shall mean [บริษัท บางจาก คอร์ปอเรชั่น จำกัด (มหาชน)] with its English name of [“BANGCHAK CORPORATION PUBLIC COMPANY LIMITED”];

“Board of Directors” shall mean the Board of Directors of [“BANGCHAK CORPORATION PUBLIC COMPANY LIMITED”];

“director” shall mean director(s) of [“BANGCHAK CORPORATION PUBLIC COMPANY LIMITED”];

“Managing Director” includes the President and Chief Executive Officer or any high level executive who holds an equivalent position.

Clause 3 Other statements not specified herein shall be subject to and governed by the provisions of the law governing the public limited company in all respects.

In case the Company or its subsidiary enters into any transaction which is deemed material to its financial status or operating result, or any transaction which may cause a conflict of interest, the Company shall obtain approval for entering into such transaction provided that the Company shall disclose sufficient information and comply with relevant regulations and laws.

In case where these Articles of Association specifically refer to or state any law, regulation or rule, such law, regulation or rule shall mean and include the amendment or addition of such law, regulation or rule, which is enacted or issued thereafter to repeal or replace or apply in addition to the said law, regulation or rule.

Chapter II Insurance of Shares

Clause 4 The Company’s shares are ordinary shares issued in the name of the holder.

Clause 5 The Company shall not own its own shares or accept the pledge of its own shares, save for the following cases:

(1) The Company may repurchase its shares from the shareholders who vote in dissent of a resolution of the shareholders’ meeting for the amendment of the Articles of

Association of the Company on the part relating to the voting rights and the right to receive dividends, such amendment being viewed by the dissenting shareholders to be unfair to them.

- (2) The Company may repurchase its shares for the purpose of financial management in the event that the Company has accumulated profits and surplus liquidity, and such repurchase of the shares will not cause the Company to face financial problems.

The shares held by the Company shall not be counted to constitute a quorum in a shareholders' meeting and shall be excluded from the exercise of voting rights and receiving dividends.

The Company shall dispose of the repurchased shares as stated in the previous paragraph within the period specified by the Ministerial Regulations. If the Company fails to do so or if the shares are not entirely disposed of within the specified period, the Company shall decrease the paid-up capital by means of cancelling the undisposed registered capital shares.

The repurchase, disposal of, and cancellation of shares shall be made in accordance with the rules and procedures as prescribed in the ministerial regulations and the relevant laws.

Clause 6 The repurchase of the shares of the Company shall be approved by a shareholders' meeting, except in the case that the Company is a company listed on the Stock Exchange of Thailand and the volume of the repurchase of shares does not exceed ten (10) percent of the paid-up capital, which shall be subject to the approval of the Board of Directors.

Clause 7 The Company's share is indivisible. If two (2) persons or more jointly hold the Company's share or jointly subscribe for the share, they shall appoint only one among themselves to exercise the right as a shareholder or a subscriber, as the case may be. The delivery of the share certificate and notification by the Company to the said person shall be deemed to be delivered and notified to all shareholders.

Each share certificate of the Company shall indicate the name of the shareholder and bear the signature of at least one (1) director, signed or printed with the Company's seal affixed, but the Board of Directors may authorize the Securities Registrar pursuant to the law governing securities and exchange, to sign or print his or her signature on its behalf.

The signature of the directors or the Securities Registrar on the share certificate or any other securities certificate may be made by their own handwriting, machine, or computer, or affixed by any other means as per the rules and procedures prescribed by the law governing securities and exchange.

However, the Company may appoint any person or juristic person to act as the Securities Registrar, and the registration procedures of the Company shall be as determined by the Securities Registrar.

Clause 8 For any share certificate substantially damaged or defaced, the shareholder, upon the surrender of the damaged or defaced share certificate, may request the Company to issue a new one to the shareholder by surrendering the existing certificate. In this case the Company shall issue a new share certificate to the shareholder within the period specified by the law.

In case the share certificate is lost, defaced, or damaged, the shareholder shall present an evidence of filing a report to the inquiry officer or other necessary evidences to the Company, and the Company shall issue a new share certificate to the shareholder within the period specified by the law.

Clause 9 The Company may charge fee for issuance of a new share certificate in substitution of the lost, defaced or damaged one or for the case that the shareholder has requested for a copy of the shareholder register, in whole or in part, together with the Company's certification but the fee shall not exceed the rate prescribed by the law.

Clause 10 The issuance, offering and transfer of securities to the public or any person shall be in accordance with the law governing public limited companies and the law governing securities and exchange.

The transfer of other securities registered as listed securities on the Stock Exchange of Thailand or other secondary markets, other than ordinary shares, shall be in accordance with the law governing securities and exchange.

The term "securities" means securities as defined by the law governing securities and exchange.

Chapter III Transfer of Share

Clause 11 The Shares of the Company can be transferred without limitation except when the transfer causes the Company to have individual with Non-Thai Nationality holding more than twenty five (25) percent of total issued shares or there is Non-Thai Nationalities holding shares more than five (5) percent of the total paid-up capital.

In the case that the transfer causes the Company to have individual with Non-Thai Nationality holding more than the aforementioned proportion, the Company shall reject the registration of transfer.

In this regard, the aforementioned "individuals" means a natural person and a juristic person.

Clause 12 Unless it is contrary to or disputed with the law or the Company's Articles of Association, the transfer of share is valid when the transferor has endorsed the share certificate by stating a name of the transferee and having it signed by the transferor and transferee and delivered same to the transferee. The transfer of shares will be effective against the Company upon the Company having received a request to register the transfer of shares. However, such transfer of shares will be effective against a third party only when the Company has registered such transfer of shares in the share register book.

When the Company deems that the transfer of shares is legal according to the law and the Company's Articles of Association, the Company shall register the shares transfer within fourteen (14) days of the date receiving the request. If the transfer is not valid, the Company shall inform the person making a request within seven (7) days.

If the Company's shares are registered as the registered securities in the Stock Exchange of Thailand, the transfer of the shares shall be subject to the law governing securities and exchange.

Clause 13 In a shareholders' meeting, a person who has the right to vote shall be a shareholder whose name is recorded in the shareholders' register as of the date determined by the Board of Directors and the amount of shares for which each shareholder has the right to vote shall be in accordance with the shareholders' register as of the same date. In this regard, the right of such person shall not be affected even though the information in the shareholders' register as of the date of the shareholders' meeting has been changed.

The date determined by the Board of Directors under the first paragraph shall not exceed two (2) months prior to date of the shareholders' meeting but not prior to date on which the Board of Directors has approved to call for the meeting provided that the Company shall notify the shareholders not less than fourteen (14) days in advance or other period in accordance with the regulations of the Stock Exchange of Thailand. Once the Board of Directors determines the date on which the recorded shareholders have the right to attend the meeting, such date shall not be altered.

Chapter IV Shareholders' Meeting

Clause 14 The Board of Directors shall call a shareholder meeting which is an annual general meeting within four (4) months of the last day of the Company's fiscal year.

Shareholder meetings other than the one referred to above shall be called extraordinary general meetings. The Board of Directors may call an extraordinary general meeting of shareholders at any time the Board of Directors considers it expedient to do so.

Shareholders holding shares in aggregate of not less than one-fifth (1/5) of the total number of shares sold, or shareholders in a number of not less than twenty five (25) persons holding shares in aggregate of not less than one-tenth (1/10) of the total number of shares sold, may at any time subscribe their names and clearly state the purpose in a letter requesting the Board of Directors to call an extraordinary general meeting. In this case, the Board of Directors shall call the shareholders' meeting within one (1) month from the date of receipt of such letter from the shareholders.

Clause 15 The purposes of an annual ordinary general meeting of shareholders are as follows:

- (1) To consider and acknowledge the report of the Board of Directors concerning the Company's business during the previous year.
- (2) To consider and approve the balance sheet and profit and loss account of the past accounting year.
- (3) To consider and approve the appropriation of profits, dividend payment, and the appropriation of a reserve fund.
- (4) To consider and appoint new directors to replace the directors who have retired from office upon the expiration of their term of office.

- (5) To consider and determine the directors' remuneration.
- (6) To consider and appoint an auditor and fix his/her remuneration.
- (7) To transact other businesses.

Clause 16 In calling a shareholder meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matter to be proposed to the meeting with reasonable detail by indicating whether it is the matter proposed for information, approval or consideration, including the Board of Directors' opinion in the said matters, and the said notice shall be sent to the shareholders and the Registrar not less than seven (7) days prior to the meeting date. The notice calling for the meeting shall be published in newspaper at least for three (3) consecutive days and not less than three (3) days prior to the meeting date.

The place of the meeting may be other places than the province where the Company's head office is located at or nearby province as may be fixed by the Board of Directors.

Clause 17 In the shareholder meeting, there shall be shareholders and proxies (if any) attending at a meeting amounting to not less than twenty five (25) persons or not less than one half (1/2) of the total number of shareholders and such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of shares sold of the Company to constitute a quorum.

At any shareholder meeting, if one (1) 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, and if such shareholder meeting was called as a result of request by the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

Clause 18 In all shareholder meetings the Chairman of the Board of Directors shall be the chairman of shareholder meeting. If the Chairman of The Board of Directors is not present at a meeting or cannot perform his duty for any reason, the Vice-chairman present at the meeting shall be the chairman of the meeting. If the Vice-chairman is not present at the meeting or cannot perform his duty as well, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

Clause 19 In a shareholder meeting, a shareholder may appoint any other person who is sui juris as proxy to attend the meeting and vote on his or her behalf. An instrument appointing the proxy shall be dated and signed by the shareholder who appoints proxy and be in accordance with the form set by the Registrar.

The instrument appointing the proxy shall be submitted to the Chairman of the Board of Directors or to the person designated by the Chairman of the Board of Directors at the place of the meeting before the proxy attends the meeting.

Clause 20 In voting, one (1) share equals to one (1) vote and a resolution of the shareholder meeting shall consist of the following votes:

- (1) In any ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote.
- (2) In the following events a vote of not less than three-quarters (3/4) of the total number of votes of the shareholders who attend the meeting and are entitled to vote:
 - (a) the sale or transfer of the whole or important parts of the business of the Company to other persons;
 - (b) the purchase or acceptance of transfer of the business of other companies or private companies by the Company;
 - (c) the making, amending, or terminating of contracts with respect to the granting of a lease of the whole or important parts of the business of the Company, the assignment of management of the business of the Company to any other person or the amalgamation of the business of the Company with other persons for purpose of profit and loss sharing;
 - (d) the amendment of the Memorandum and Articles of Association;
 - (e) the increase or reduction of the Company's capital or the issuance of debentures;
 - (f) the amalgamation or dissolution of the Company.

Chapter V Board of Directors

Clause 21 The Board of Directors is composed of a minimum of five (5) and a maximum of fifteen (15) members, of which, at least one-third (1/3) being independent directors. Not less than half (1/2) of the Board of Directors 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 (1) director is knowledgeable in accounting and finance.

A director needs not necessarily be a shareholder of the Company.

The directors who are authorized to sign and bind the Company are any two (2) directors jointly signing their names with the Company's seal affixed.

The Board of Directors shall have power to determine the signatory of the Company in accordance with the Company's Articles of Association.

Clause 22 The directors shall be elected by the shareholders' meeting in accordance with the following rules and procedures:

- (1) Each shareholder shall have one (1) vote for one (1) share.

- (2) Each shareholder may exercise all the votes he or she has under (1) above to elect one or several persons to be a director or directors, but cannot divide his/her votes in an unequal number to any particular person.
- (3) Persons who are elected to be directors will be those who receive the highest number of votes, in descending order, according to the number of directors who are to be elected. In the event of a tie for the last position to be elected and this exceeds the said number of directors, the chairman of the meeting shall have a casting vote.

Clause 23 At every annual general meeting, one-third (1/3) of the directors shall retire. If the number of directors is not a multiple of three, the number of directors closest to one-third (1/3) shall retire.

Unless otherwise agreed among directors the directors retiring from office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the director who has held office longest shall retire. A retiring director is eligible for re-election.

Clause 24 Apart from retirement upon expiration of the term of office, a director shall vacate office upon:

- (1) death;
- (2) resignation;
- (3) lacks the requisite qualifications or possesses prohibited characteristics under the law governing public limited companies and the law governing securities and exchange;
- (4) removal by a resolution of the shareholders' meeting as specified in Article 25;
- (5) removal by a court order.

Clause 25 Any director who wishes to resign from the Company shall submit a resignation letter to the Company. The resignation shall be effective from the time the resignation letter reaches the Company.

A director who resigns according to the first paragraph may inform the Registrar of his or her resignation.

A shareholders' meeting may pass a resolution removing any director from office prior to the expiration of the term of office, by a vote of not less than three-quarters (3/4) of the number of shareholders attending the meeting and eligible to vote, and the shares held by the voting shareholders shall, in aggregate, be not less than one-half (1/2) of the number of shares held by the shareholders attending the meeting and eligible to vote.

Clause 26 The Board of Directors shall elect one of the directors to be the Chairman of the Board of Directors. In case the Board of Directors deems appropriate, the Board of Directors may elect one or several directors to be Vice-chairman. And the Board of Directors has power to appoint any director or any person to be a Managing Director of the Company and also has power to remove him/her. In case a Managing Director is a Company's director, he/she shall be called a President. A Managing Director shall be a secretary of the Board of Directors.

A Managing Director shall have power and duties with respect to the Company's a management as assigned by the Board of Directors and shall strictly manage the Company according to the plan or budget approved by the Board of Directors with honesty, integrity and use his/her best effort to preserve the Company and shareholders' interest.

Clause 27 At a meeting of the Board of Directors at least one half of the total number of directors present shall form a quorum. In case the Chairman of the Board of Directors is not present at the meet or cannot perform his/her duty and if there is a Vice-chairman, the Vice-chairman present at the meeting 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 duty, the directors present at the meeting shall elect one of the directors to be the chairman of the meeting.

In each meeting of the Board of Directors, the Chairman may allow the directors to attend and participate in such meeting through electronic devices provided that at least one third (1/3) of the directors to form a quorum must be in the same meeting location and all of them must be in Thailand during the meeting.

Such electronic meeting must be held via a controlled electronic system applying IT security measures by voice and/or video recording (as the case may require) of all meeting attendants throughout the meeting period, including computer traffic data from such voice or video record. Such controlled electronic system must contain fundamental components according to the relevant law.

Any director who attends a meeting of the Board of Directors through electronic devices in accordance with procedures and criteria as aforementioned shall be deemed as part of the quorum and such electronic meeting shall be regarded as a meeting held in accordance with the law and this Articles of Association.

Decisions at the Board of Directors' meeting shall be made by majority vote. Each director is entitled to one vote, but the director who has interest in any matter may not be entitled to vote on such matter. In the event of a tie vote, the chairman of the meeting shall have a casting vote.

Clause 28 In case of vacancy in the Board of Directors for other reasons than retire by rotation, the Board of Directors shall elect a person who have qualifications and does not possess the prohibited characteristic under Clause 24. hereof to be a director in such place at the next Board's meeting except the remaining term of office of the said director is less than two (2) months.

The resolution of the Board of Directors under paragraph one shall be made of note less than three-fourth (3/4) of votes of the remaining directors.

A person who shall replace the director under paragraph one shall remain office only for the remaining term of office of the said director.

Clause 29 The Chairman of the Board of Directors shall be the person who calls the meeting of the Board of Directors.

Two (2) or more directors may request the Chairman of the Board of Directors to call a meeting. In case two (2) or more directors request for a meeting of the Board of Directors,

the Chairman of the Board of Directors shall determine the date of the meeting within fourteen (14) days of the date of receipt of such request.

The secretary of the Board of Directors shall be the person who informs of the meeting of the Board of Directors as assigned by the Chairman of the Board of Directors.

Clause 30 The meeting of the Board of Directors shall be held at least once every three (3) months. The Board of Directors may be set to be held in other provinces than the province where the Company's head office is located at or in nearby provinces.

Clause 31 In calling a meeting of the Board of Directors, the notice of the meeting shall be served to the directors or his/her representative not less than seven (7) days prior to the meeting date. In case it is necessary or urgent to preserve the rights or benefits of the Company the meeting may be called by other methods and an earlier meeting date may be chosen.

In delivering an invitation to the Board of Directors' meeting and the meeting documents the Company may send them e-mail.

Clause 32 For purpose of operation of the Company, the Board shall have power to assign a group or groups of persons or assign any member of the Board of Directors or other persons deemed suitable to perform any Company's business.

The Board of Directors shall form the audit committee by appointing at least three (3) independent directors to be audit committee, provided that at least one (1) audit committee member shall be the person with knowledge on finance and accounting who has qualifications as set by the securities and exchange law. The audit committee shall be responsible for examining and supervising the Company's operation, reviewing financial report, internal control system, selecting the auditor, considering conflict of interest and preparing a report on monitoring activities of the audit committee, as well as performing other acts as assigned by the relevant laws and/or by the Company's Board of Directors.

The Board of Director may appoint other sub-committees to perform or undertake any specific matter of the Company and/or for business operation of the Company to be in compliance with the principle of good corporate governance as it may deem fit.

Clause 33 In conducting the business of the Company, the directors shall perform according to the laws, the objectors and Articles of Association of the Company as well as the resolutions of the shareholder meetings in good faith and with care to preserve the Company's interest.

In case any director acts or omits to act which is inconsistent with the first paragraph, the Company or the shareholders, as a case maybe, may proceed as follows:

(1) If such act or omission causes the Company to suffer damage, the Company may claim for compensation to such director

In case the Company does not make such claim, any one or more shareholders holding shares not less than five (5) percent of the total number of shares sold of the Company may issue a written notice directing to the Company to make such claim. If

the Company fails to make such claim as directed by such shareholders, such shareholders may bring an action to claim compensation on behalf of the Company.

- (2) In case such act or omission might cause damage to the Company, any one or more shareholders holding shares not less than five (5) percent of the total number of shares sold of the Company may request the court to order to stop such act.

In case the shareholders are the persons who proceed under paragraph two, they may also request the court to order removal of such director from office.

The shareholders who proceed under paragraph two and paragraph three must hold shares of the Company at the time such director performs or omits to perform the act which causes the Company to suffer damage or which may cause damage to the Company, as the case may be.

Clause 34 All the businesses of the Company undertaken on behalf of the Company by the Board of Directors or the directors or persons entrusted by the Board of Directors shall be valid and binding on the Company, notwithstanding any defect that may later be discovered in the election, appointment or qualifications of the directors.

Clause 35 No director shall operate any business of the same nature as and in competition with the business of the Company or become a partner in an ordinary partnership or a partner with unlimited liability of a limited partnership or a director of private company or other companies operating businesses of the same nature as and in competition with the business of the Company, either for his/her own benefit or other persons, unless he/she notifies the same to the shareholder meeting prior to the resolution for his/her appointment.

Clause 36 The director shall notify the Company without delay when the following events occur:

- (1) he/she has a direct or indirect interest in any contract which is made by the Company during a fiscal year, and shall indicate the nature the contract, names of the contracting party and interest of the director in the contract (if any);
- (2) he/she holds shares or debentures of the Company or an affiliated company and shall indicate the total number of shares increasing or decreasing during a fiscal year (if any).

Chapter VI Accounting, Finance and Dividend Payment

Clause 37 The Company's fiscal year shall commence on one (1) January and end at thirty-first (31) December of every year.

Clause 38 The Company shall prepare and maintain accounts, including the auditing of accounts under the relevant law and shall cause a balance sheet as well as a statement of profit and loss at least once in every twelve (12) month period which is a fiscal year of the Company.

The balance sheet, the statement of profit and loss and the auditor's report shall be made in Thai language and be printed in Thai language.

Clause 39 The Board of Directors shall prepare the balance sheet and the statement of profit and loss as at the ending date of the fiscal year of the Company to be submitted to the annual general shareholder meeting for consideration and approval.

The Board of Directors must have said balance sheet and statement of profit and loss completely audited by the auditor prior to the submission to the shareholder meeting.

Clause 40 The Board of Directors shall deliver the following documents to the shareholders along with the written notice calling for an annual general meeting:

- (1) copies of the balance sheet and the statement of profit and loss audited by the auditor together with the auditor's report;
- (2) the annual report of the Board of Directors.

Clause 41 Annual dividends can be made only upon the resolution of the shareholder meeting.

Subject to the provision in Clause 42., dividend shall not be paid other than out of profits. If the Company still has accumulated loss, no dividends shall be distributed.

The dividend on ordinary shares shall be paid according to its number at equal amount per share.

The Board of Directors may pay interim dividends to the shareholders from time to time if the Board of Directors sees that the Company's profits justify such payment. The resolution of the Board of Directors thereof shall consist of not less than three-fourth (3/4) of the number of directors present at the meeting, and same shall be reported to the shareholders at the next shareholder meeting.

Payment of dividends shall be made within one (1) month of the date of the resolution of the shareholder meeting or the meeting of the Board of Directors, as the case may be. The shareholders shall be notified in writing of such dividend payment and the notice shall also be published in a newspaper within one (1) month of the date of the resolution of the shareholder meeting or the meeting of the Board of Directors, as a case may be.

Clause 42 The Company shall allocate not less than five (5) percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten (10) percent of the registered capital.

Other than the specified reserve fund and the reserve fund separate from this reserved fund under the law governing public limited companies, the Board of Directors may propose to the shareholder meeting to adopt a resolution to allocate for other reserve funds as it deems suitable for the Company's business operation.

Clause 43 The annual ordinary shareholder meeting shall appoint an auditor and determine the auditing fee of the Company every year.

Clause 44 The auditor who vacates office may be re-appointed.

Clause 45 The auditor shall not be a director, staff member, employee, or person holding any position in the Company.

Clause 46 The auditor has the power to examine, during the office hours of the Company, the Company's accounts, documents, and any other evidence relating to income and expenses, as well as the assets and liabilities of the Company. In this regard, the auditor shall be authorized to interrogate the directors, staff, employees, persons holding any position in the Company, and the agents of the Company, and to instruct such persons to give facts or furnish documents or evidence pertaining to the business operation of the Company.

Chapter VII Additional Provisions

Clause 47 The Company's seal is as affixed below.

Excerpt of the Relevant Law relevant to the Amendment
of the Company's Articles of Association

Securities and Exchange Act B.E. 2535

Section 89/12. A director, an executive or a related person may enter into any transaction with the company or subsidiary only after obtaining approval from the shareholders' meeting unless such transaction is categorized as any of the following manners:

- (1) a transaction with the same commercial terms as those an ordinary person would agree with any unrelated counterparty under similar circumstances, on the basis of commercial negotiation and without any dependent interest resulted from the status of the director, executive or related person, as the case may be, provided further that the said commercial terms have been approved by the board of directors or in compliance with the principle approved by the board of directors;
- (2) a loan in accordance with the regulations on the welfare for staff members and employees;
- (3) a transaction in which the counterparty to the company or both parties are;
 - (a) a subsidiary or subsidiaries whose shares are held by the company in the amount not less than ninety percent of its total number of shares sold; or
 - (b) a subsidiary or subsidiaries whose shares are held by a director, an executive or a related person or in which such person has interest, whether directly or indirectly, not more than the amount, rate or characteristic as specified in the notification of the Capital Market Supervisory Board;
- (4) a transaction in a particular category or with value not more than the amount or rate as specified in the notification of the Capital Market Supervisory Board.

In specifying the notification under (3) (b) or (4), the Capital Market Supervisory Board may prescribe that the specified transaction shall be approved by the board of directors

The provision of Section 87 of the Public Limited Companies Act B.E.2535 shall not apply to the transaction between the director and the company or the subsidiary.

Section 89/13. Where circumstances render it reasonable, by considering the significant results of the transaction to the company or the relationship between such transaction and the ordinary business of the company, the Capital Market Supervisory Board shall be empowered to specify the rules governing the following matters applicable to the transaction between the company or the subsidiary and a director, an executive or a related person:

- (1) disclosure of information in relation to entering into such transaction to general investors, or in a notice calling a meeting of the board of directors or a shareholders' meeting;

- (2) number of votes at the shareholders' meeting in the resolution which approves entering into such transaction;
- (3) rules governing the shareholders' meetings including arrangement of voting cards of shareholders, arrangement of an inspector for the shareholders' meeting or consideration of special interest of a shareholder who shall not be entitled to vote.

Section 89/26. In a shareholders' meeting, a person who has the right to vote shall be a shareholder whose name is recorded in the shareholders' register as of the date determined by the board of directors and the amount of shares for which each shareholder has the right to vote shall be in accordance with the shareholders' register as of the same date. In this regard, the right of such person shall not be affected even though the information in the shareholders' register as of the date of the shareholders' meeting has been changed.

The date determined by the board of directors under the first paragraph shall not exceed two months prior to date of the shareholders' meeting but not prior to date on which the board of directors has approved to call for the meeting. Once the board of directors determines the date on which the recorded shareholders have the right to attend the meeting, such date shall not be altered.

Section 89/29. The following transactions shall be approved by the shareholders' meeting if significant to the company in accordance with rules as specified by the notification of the Capital Market Supervisory Board:

- (1) acquisition or disposal of assets regardless of whether they are the assets of the company or the subsidiary;
- (2) transfer or abdication of the right and interest or the claim over any person who causes damage to the company regardless of whether such right and interest or claim is related to the assets of the company or the subsidiary;
- (3) entering, amending or terminating of contract with respect to the granting of a lease or hire-purchase of business or assets in whole or in part regardless of whether such business or assets is operated by the company or its subsidiary;
- (4) entrusting other persons to manage the business in whole or in part regardless of whether such business is operated by the company or the subsidiary;
- (5) merger with other persons which is likely to affect the management structure of the company;
- (6) lending of money, providing credit facility, guarantee, engaging in juristic act binding the company to increase its cost of capital in cases where a third person lacks liquidity or is unable to perform the obligation or giving financial assistance to other persons in any other means which is not the ordinary business of the company regardless of whether the said act is done by the company or the subsidiary;
- (7) any other acts as specified in the notification of the Capital Market Supervisory Board. The Capital Market Supervisory Board shall have the power to specify additional rules governing the following matters to apply to the operation of the company under the first paragraph:

- (1) disclosure of information to investors in relation to the operation of the company under the first paragraph, or information in written notice calling for the meeting of the board of directors or the shareholders' meeting;
- (2) number of votes in the shareholders' meeting exercised for an approval of the said transactions.

Public Limited Companies Act B.E.2535

Section 24. The offer of shares for sale to the public or to any person shall be in accordance with the law on securities and stock exchange.

Section 56. A certificate of shares shall contain at least the following particulars:

- (1) the name of the company;
- (2) the registration number of the company and the date of acceptance of registration of the company by the Registrar;
- (3) the types, value, serial numbers of certificate of shares and number of shares;
- (4) the name of the shareholder;
- (5) the signature of at least one director, signed or printed, but the directors may authorize the share Registrar, in accordance with the law on securities and stock exchange , to sign or print his or her signature on their behalf;
- (6) the date of issuance of the certificate of shares.

Section 58. A transfer of shares shall be valid only upon the transferor's endorsement of the certificate of shares by indicating the name of the transferee and having it signed by both the transferor and the transferee and upon delivery of the certificate of shares to the transferee. The transfer of shares will be set up against the company only when the company has received a request to register the transfer of the shares but it may be set up against a third person only after the company has registered the transfer of the shares. In such case, if the company considers such transfer to be legal, the company shall register the transfer of shares within fourteen days as from the date of receipt of the request. If the company believes that such transfer is incorrect or invalid, it shall notify the person making the request within seven days.

In the case where a transferee of shares wishes to acquire a new certificate of shares, he or she shall submit to the company a written request bearing the signatures of the transferee of shares and of at least one witness in certification thereof and simultaneously return the old certificate of shares or other relevant evidence to the company. In this regard, if the company believes that such transfer is legal, the company shall register the transfer of shares within seven days from the date of receipt of the request, and the company shall issue a new share certificate within one month as from the date of receipt of the request.

Section 63. The shareholders shall have the right to examine the particulars in the register of shareholders and the evidence relevant to the registration during the working hours of the keeper of the register. In this regard, the keeper of the register may specify the period for such purpose which shall not be less than two hours a day.

In the case where a shareholder applies for a copy of the register of shareholders, in whole or in part, together with certification of its accuracy by the company or apply to the company for the issuance of a new certificate of shares in substitution for the certificate which was lost, defaced or substantially damaged and has duly paid the fees required by the articles of association to the company, the company shall comply within fourteen days as from the date of receipt of the application.

The lost, defaced or damaged certificate of shares for which a new certificate of shares has been issued in substitution shall be repealed.

The fees required by the articles of association of the company under paragraph two shall not exceed the rates prescribed by the Ministerial Regulations.

Section 66. The company shall not own its own shares or take them in pledge.

Section 66/1. The provision of section 66 relating to the company owning its shares shall not apply in the following cases:

- (1) the company may repurchase its shares from a shareholder who votes against the resolution of the meeting of shareholders to amend the articles of association of the company relating to the right to vote and the right to dividend payment which is unfair in view of such shareholder;
- (2) the company may repurchase its shares for the purpose of financial administration, when it has accumulated profits and surplus liquidity and such repurchase shall not cause a financial problem for the company.

The shares held by the company shall not be counted to constitute the quorum of a meeting of shareholders and such shares shall have no right to vote and to dividend payment.

The company shall dispose of the shares repurchased under paragraph one within the period prescribed in the Ministerial Regulations. If it does not dispose of or is unable to dispose of all the shares within such period, the company shall reduce its paid-up capital by canceling the remaining registered shares indisposable.

The repurchase of the shares under paragraph one, dispose of the shares and cancellation of the shares under paragraph three shall be in accordance with the rules and procedures prescribed in the Ministerial Regulations.

Section 69. There shall be no restrictions to prevent a shareholder to become a director.

Section 70. Unless otherwise prescribed by the company in its articles of association, the directors shall be elected at the meeting of shareholders in accordance with the following rules and procedures:

- (1) each shareholder shall have a number of votes equal to the number of shares held multiplied by the number of the directors to be elected;
- (2) each shareholder may exercise all the votes he or she has under (1) to elect one or several persons as director or directors. If several persons are to be elected as directors, the shareholder may allot his or her votes to any person in any number;

- (3) after the vote, the candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order, until all of the director positions are filled. Where there is an equality of votes cast for candidates in descending order causing the number of directors to be exceeded, the remaining appointments shall be made by drawing lots.

In the case where the articles of association of the company stipulates other procedures for election of directors, such articles of association shall not impair the shareholders' rights in voting for election of directors.

Section 71. At every annual ordinary meeting, the whole board of directors shall be simultaneously elected. However, the former board of directors shall remain in office to conduct the business of the company for the time being, as necessary, until the new board of directors takes office.

The provisions of paragraph one shall not apply in the case where the articles of association of the company stipulate procedures for election of directors different from those prescribed in section 70. In such case, one-third of the directors shall vacate in proportion. If the number of directors is not a multiple of three, the number of directors closest to one-third shall vacate.

Unless otherwise specified by the articles of association, the directors vacating from office in the first and second years after the registration of the company shall be selected by drawing lots. In subsequent years, the director who has held office longest shall vacate.

A director who vacates office under this section may be re-elected.

Section 72. In addition to vacating office upon the termination of the term under section 71, directors shall vacate office upon:

- (1) death;
- (2) resignation;
- (3) being disqualified or being under any of the prohibitions under section 68;
- (4) removal by a resolution of the meeting of shareholders under section 76;
- (5) removal by a court order.

Section 73. Any director wishing to resign from office shall submit his or her resignation letter to the company and the resignation shall be effective from the date on which the company receives the resignation letter.

A director who has resigned under paragraph one may also notify the Registrar for the resignation.

Section 76. The meeting of shareholders may pass a resolution removing any director from office prior to vacancy as a result of the termination of the term of office of the director, by a vote of not less than three-fourths of the number of shareholders attending the meeting and having the right to vote and the total number of shares being not less than half of the number of shares held by the shareholders attending the meeting and having the right to vote.

Section 79. The board of directors shall hold a meeting at least once every three months in the locality in which the head office of the company is located or in a nearby *Changwat*, unless it is stipulated in the articles of association that the meeting can be held elsewhere.

Section 84. All the businesses of the company undertaken on behalf of the company by the board of directors or the directors or persons entrusted by the board of directors shall be valid and binding on the company, notwithstanding any defect that may later be discovered in the election, appointment or qualifications of the directors.

Section 100. Shareholders holding shares amounting to not less than one-fifth of the total number of shares sold or shareholders amounting to not less than twenty-five persons holding shares amounting to not less than one-tenth of the total number of shares sold may, by subscribing their names, request the board of directors to call an extraordinary meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the board of directors shall proceed to call a meeting of shareholders to be held within one month as from the date the request is received from the shareholders.

Section 101. In calling a meeting of shareholders, the board of directors shall prepare a written notice calling the meeting that indicates the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with sufficient detail by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinions of the board of directors in the said matters, and shall be delivered to the shareholders and the Registrar for their information not less than seven days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper not less than three days prior to the date of the meeting.

The place of the meeting under paragraph one shall be in the locality in which the head office of the company is located or in a nearby province, unless otherwise stipulated by the articles of association.

Section 104. The chairman of the board shall preside over the meetings of shareholders. In the case where the chairman of the board is not present at a meeting or is unable to perform his or her duty, if there is a vice-chairman, the vice-chairman shall preside over the meeting. If there is no vice-chairman or there is a vice-chairman, but such vice-chairman is unable to perform his or her duty, the shareholders present shall elect one among themselves to preside over the meeting.

Section 107. Unless otherwise prescribed by this Act, a resolution of the meeting of shareholders shall be made by the following votes:

- (1) in an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of an equality of votes, the chairman of the meeting shall have an additional vote as a casting vote;
- (2) in the following cases, a vote of not less than three-fourths of the total number of votes of shareholders who attend the meeting and have the right to vote:
 - (a) the sale or transfer of the whole or important parts of the business of the company to other persons;
 - (b) the purchase or acceptance of transfer of the business of other companies or private companies by the company;

- (c) the making, amending or terminating of contracts with respect to the granting of a hire of the whole or important parts of the business of the company, the entrustment of the management of the business of the company to any other person or the amalgamation of the business with other persons with the purpose of profit and loss sharing;
- (3) In the case where the provisions of the articles of association of the company provide that the resolution of the meeting of shareholders on any matter shall be made by more votes than that prescribed in (1) or (2), such provisions shall prevail.

Section 115. Dividends shall not be paid other than out of profits. In the case where the company still has an accumulated loss, no dividends shall be paid.

Unless otherwise provided by the articles of association regarding preference shares, dividends shall be distributed according to the number of shares, with each share receiving an equal amount and payment of dividends shall be approved by the meeting of shareholders.

Where permitted by the articles of association of the company, the board of directors may from time to time pay to the shareholders such interim dividends if the board estimates that the profits of the company justify such payment. After the dividends have been paid, such dividend payment shall be reported to the shareholders at the next meeting of shareholders.

Payment of dividends shall be made within one month as from the date of the resolution of the meeting of shareholders or of the meeting of the board of directors, as the case may be and the shareholders shall be notified in writing of such payment of dividends, and the notice shall also be published in a newspaper.

Section 116. The company shall allocate not less than five percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten percent of the registered capital, unless the articles of association of the company or other laws require a larger amount of reserve fund.

Section 122. The auditor has the power to examine the accounts, documents and any other evidence relating to the revenues and expenditures including the property and debts of the company during the working hours of the company. In this regard, the auditor shall also have the power to interrogate the directors, staff, employees, persons holding any position or having any duty in the company and agents of the company, including directing them to clarify any matter or to deliver documents or evidence in connection with the operation of the business of the company.

MINISTERIAL REGULATION

PRESCRIBING RULES AND PROCEDURES FOR THE REPURCHASE OF SHARES, DISPOSAL OF REPURCHASED SHARES AND DEDUCTION OF REPURCHASED SHARES OF COMPANIES,

B.E. 2544 (2001)

By virtue of the provisions of section 14 (4) of the Public Limited Companies Act, B.E. 2535 (1992) and section 66/1 of the Public Limited Companies Act, B.E. 2535 (1992) as amended by the Public Limited Companies Act (No. 2), B.E. 2544 (2001), which are the Acts containing certain provisions in relation to the restriction of rights and liberties of persons, in respect of which section 29 in conjunction with section 35, section 48 and section 50 of the Constitution of the Kingdom of Thailand so permits by virtue of provisions of law, the Minister of Commerce issues this Ministerial Regulation, as follows.

CHAPTER I

REPURCHASE OF SHARES UNDER SECTION 66/1 (1)

Clause 1. Prior to a meeting for an alteration of the company's articles of association in relation to the right to vote and the right to receive dividends, the company intending to repurchase shares from its shareholders shall, in a written notice summoning the meeting, indicate an offer for a repurchase of shares and indicate that the shareholders who vote against the resolution of the meeting of shareholders may sell their shares to the company.

The shareholders who vote against the resolution of the meeting and intend to sell their shares to the company must notify the intention to sell their shares within five days as from the date of the resolution for the alteration of the articles of association.

Clause 2. Within ten days as from the expiration of the time under Clause 1 paragraph two, the company shall send to shareholders who have notified their intention to sell their shares back to the company its share-repurchase offer, with an indication of the share price, the criteria used for fixing the share price, the date, time and place of, and procedures for, the repurchase of shares and the period of time within which the repurchase of shares is to be made. The period of time within which the repurchase of shares is to be made under paragraph one shall commence on the day following the date of the expiration of the time under paragraph one and must be not less than ten days but not more than twenty days.

Clause 3. The share price offered by the company to each shareholder under Clause 2 must be the same price for shares of the same type, provided that the book value and market value shall also be taken into account in the fixing of the share price.

Clause 4. The company shall disclose to the public the following information in relation to the repurchase of shares:

(1) the date, time and place of the meeting of shareholders and the resolution of the meeting at which a resolution was passed for the alteration of the company's articles of association in relation to the

right to vote and the right to receive dividends;

(2) the details related to the shareholders and the number of shares held by the shareholders who voted against the resolution of the meeting of shareholders and declared an intention requesting the company to repurchase their shares;

(3) share prices, the criteria for fixing share prices, the date, time and place of the repurchase of shares as well as the procedures therefore and the period of time for the repurchase of shares;

(4) impacts on the shareholders and on the company subsequent to the repurchase of shares; and

(5) the period of time for the disposal and deduction of the repurchased shares.

The disclosure of information shall be by posting it at the company's principal business office and branch offices (if any) on the date of sending the offer for the repurchase of shares.

The provisions of paragraph one and paragraph two shall not apply in the case where other by-laws, rules or regulations as made under the law on securities and securities exchange require such disclosure of information related to share-repurchase plans as to cover no fewer particulars than those specified in paragraph one and the company has duly complied with such by-laws, rules or regulations.

Clause 5. Upon the completion of the repurchase of shares, the company shall notify the Registrar, in writing, of the details as to the number of shares repurchased by the company and post such details at the company's principal business office and branch offices (if any) within fourteen days of the completion of each share repurchase.

The company may elect not to post the details under paragraph one in the case where other by-laws, rules or regulations as made under the law on securities and securities exchange require such disclosure of information related to the repurchased shares as to cover no fewer particulars than those specified in paragraph one and the company has duly complied with such by-laws, rules or regulations.

CHAPTER II

REPURCHASE OF SHARES UNDER SECTION 66/1 (2)

Clause 6. The repurchase of shares under section 66/1 (2) when the company has accumulated profits and surplus liquidity shall be in accordance with the rules as follows:

(1) the surplus liquidity of the company shall be considered by reference to the company's ability to repay debts which will become due within the next six month as from the date on which the share repurchase is intended to be commenced;

(2) the company shall prepare a share-repurchase plan which must at least contain the following particulars:

(a) information showing the company's accumulated profits and ability to repay debts which will become due within the next six month as from the date on which the share repurchase is intended to be commenced;

(b) reasons for the repurchase of shares;

(c) the number of shares intended to be repurchased, the criteria for fixing share prices and the procedures as well as the period of time for the repurchase of shares;

provided that, in the case where shares intended to be repurchased are securities listed in the Stock Exchange of Thailand, the average of share prices over the past thirty days prior to the date of the

disclosure by the company of the information under Clause 9 shall also be taken in consideration in fixing share prices;

- (d) impacts on the shareholders and on the company subsequent to the repurchase of shares; and
- (e) the period of time for the disposal and deduction of the repurchased shares.

Clause 7. The procedures for the repurchase of shares under Clause 6 shall be as follows:

(1) in the case where shares are securities listed in the Stock Exchange of Thailand and the shares intended to be repurchased under the plan are not more than ten percent of the total shares sold, the repurchase thereof may be made by making purchase offers on the main board of the Stock Exchange of Thailand or by making general offers to purchase from shareholders; and

(2) in the case where shares intended to be repurchased under (1) are more than ten percent of the total shares sold or where shares are not securities listed in the Stock Exchange of Thailand, the repurchase thereof shall be made by making general offers to purchase from shareholders.

The repurchase of shares by making purchase offers in the Stock Exchange of Thailand must be undertaken within the period not in excess of six months.

Clause 8. The procedures for the repurchase of shares by making general offers to purchase from shareholders shall be as follows:

(1) the company shall send a purchase offer to shareholders not less than ten days in advance prior to the date on which the share repurchase is intended to be commenced, provided that such written offer must at least contain the following particulars:

- (a) details of the share-repurchase plan;
 - (b) the number and prices of shares which the company offers to purchase;
 - (c) the date, time and place of the share repurchase and the procedures for declaring an intention to sell shares back to the company and for the delivery of share certificates;
 - (d) the procedures for allotment of shares in the case where the number of shareholders intending to sell shares is greater than the number of shares intended to be repurchased by the company, provided that such repurchase allotment shall be made in proportion to the number of shares offered to be sold, with the possibility of rounding up the number of shares to be purchased to the effect that the number of shares not allotted to shareholders shall equal to the board lot at the Stock Exchange of Thailand; and
 - (e) the date, time, place and mode of payment on shares to shareholders;
- (2) the price offered to each shareholder must be the same price for shares of the same type; and
- (3) the period of time for the repurchase must be not less than ten days but not more than twenty days.

Clause 9. The company shall disclose the information indicated in Clause 6 (2) to the public not less than fourteen days in advance prior to the date of the repurchase of shares, provided that the provisions of Clause 4 paragraph two and paragraph three shall apply *mutatis mutandis*.

Clause 10. Upon the completion of the repurchase of shares, the provisions of Clause 5 shall apply to the company *mutatis mutandis*.

Clause 11. Any purchase of shares under a next share-repurchase plan may be made after the

expiration of one year as from the date of completion of the last share-repurchase plan.

CHAPTER II

DISPOSAL AND DEDUCTION OF REPURCHASED SHARES

Clause 12. The company shall dispose of the repurchased shares after six months as from the completion of each share repurchase under Chapter I or Chapter II and must make the total disposal thereof within the time specified in the share repurchase, provided that it must be not more than three years as from the completion of the share repurchase and that the disposal of such repurchased shares must be completed prior to any sale of new shares.

Clause 13. The procedures for the disposal of shares shall be as follows:

(1) in the case where shares are securities listed in the Stock Exchange of Thailand, the disposal thereof shall be made by making offers for sale on the main board of the Stock Exchange of Thailand or by making general offers for sale to the public under the law on securities and securities exchange; and

(2) in the case where shares are not securities listed in the Stock Exchange of Thailand, the disposal thereof shall be made by making general offers for sale to the public under the law on securities and securities exchange.

Clause 14. If, at the expiration of the period of time required for making total disposal of the repurchased shares under Clause 12, the company has failed to make the disposal thereof or is unable to dispose all of the repurchased shares, the company shall reduce its paid-up capital by deduction therefrom the registered shares not disposed of, provided that the company shall post such details at its principal business office and branch offices (if any) and proceed with the registration of an alteration of its registered capital within fourteen days as from the date of such share deduction.

The company may elect not to post the details under paragraph one in the case where other by-laws, rules or regulations as made under the law on securities and securities exchange require such disclosure, by the company, of information related to the disposal of repurchased shares as to cover no fewer particulars than those specified in paragraph one and the company has duly complied with such by-laws, rules or regulations.

Given on the 23rd Day of November 2001.

Adisai Bodharamik

Minister of Commerce

Announcement of the National Council for Peace and Order

No. 74/2557

Subject: Teleconference through Electronic Devices

(relevant material parts only)

Clause 1. In this announcement of the NCPO:

“Teleconference through electronic devices” means meetings as required by the law conducted through electronic devices with participants consisting of at least one third of the quorum must be in the same meeting location, and all participants must be in the Kingdom during the meeting, though in different locations, and are able to consult each other and express their opinions through electronic devices.

“Meeting participants” means members of a committee, members of a subcommittee, secretary, and assistant secretary of such committee or subcommittee.

Clause 4 . The conduct of a teleconference must be in accordance with security standards for teleconference meeting which the Ministry of Information and Communication Technology has set and announced in the Royal Thai Government Gazette.

Clause 5. Meeting invitation letters and meeting documents can be sent to participants by electronic mail services. However, meeting organizers must retain a copy of such letters and documents which can be kept as electronic data as well.

Clause 6. In a teleconference, meeting organizers are required to:

(1) Arrange for all participants to the teleconference to identify themselves before joining the meeting.

(2) Produce meeting minutes in document form.

(3) Make an audio record or both visual and audio record, depending on each specific case, of the whole session of the meeting in the form of electronic data, except in case of confidential meeting, which shall be considered as a part of the meeting minutes.

Clarification of the Department of Business Development

Re: A Teleconference through Electronic Devices of Registered Partnerships, Limited Companies, Public Limited Companies, Trade Associations and Chambers of Commerce under the Announcement by the National Council for Peace and Order re: Teleconference through Electronic Devices dated 27 June 2014.

(relevant material parts only)

Clause 1. "Teleconference through electronic devices" means meetings as required by the law conducted through electronic devices with participants consisting of at least one third of the quorum must be in the same meeting location, and all participants must be in the Kingdom during the meeting.

Clause 3. An electronic meeting must be held via a controlled electronic system applying IT security measures by voice and/or video recording (as the case may require) of all meeting attendants throughout the meeting period, including computer traffic data from such voice or video record. Such controlled electronic system must contain fundamental components according to the Notification of the Ministry of Information Technology and Communication B.E. 2557 dated 24 November 2014.

Clause 5. A public limited company, trade association and chamber of commerce may hold a meeting through electronic media only if their articles of association is expressly prescribed such holding of a meeting through electronic media.

Clause 6. An invitation to an electronic meeting and meeting documents for a meeting through electronic devices can be sent via e-mail, provided that such e-mail must be sent in accordance with the timeline required by law and published in newspaper as required by law.

Biographies of the Proposed Auditors

Charoen Phosamritlert

Education, Licenses & Certifications

- Bachelor of Accounting, Bangkok University
- Master of Business Administration, Chulalongkorn University
- Senior Executive Program, Sasin Graduate Institute of Business Administration of Chulalongkorn University
- TLCA Leadership Development Program (LDP), Thai Listed Companies Association
- SEC and BOT licensed auditor, CPA No. 4068

Experience

Charoen is an audit partner at KPMG Thailand and has over 25 years of experience in public accounting and business advisory services. Furthermore, he is an audit partner in charge at KPMG Thailand with extensive experiences in variety of industries, primarily in consumer Markets, telecommunications and media, industrial markets, and also covering multinational and listed companies. He is part of the overseas teams for the audit of national clients listed in Foreign Stock Exchanges and coordinator for the global audit of U.S. based clients doing business in Thailand and Asia Pacific. He is involved in merger and acquisition projects on a regular basis. He was invited to many public speaking.

Waiyawat Kosamarnchaiyaki

Education, Licenses & Certifications

- Bachelor of Business Administration (Accounting), Rajamangala Institute of Technology
- Master degree Financial Accounting from Chulalongkorn University
- Diploma in auditing, Thammasat University
- Certificate on taxation and principles of accounting, Ramkhamhaeng University
- SEC licensed auditor, CPA No. 6333

Experience

Waiyawat is an audit partner at KPMG Thailand and has over 18 years of experience in public accounting, including a year secondment program at KPMG office in Singapore. He has managed complex audits for clients in a variety of industries, primarily in the energy and natural resources, power and utility, industrial market and financial services. He is also specialized in IFRS engagements.

Natthaphong Tantichattanon

Education, Licenses & Certifications

- Bachelor's Degree in Business Administration, Thammasat University
- Master's Degree in Executive Business Administration, Graduate Institute of Business Administration of Chulalongkorn University, Bangkok, (Sasin)
- SEC licensed auditor, CPA No. 8829

Experience

Natthaphong is an audit partner at KPMG Thailand and has over 14 years of experience in public accounting, including 1.5 year secondment program at KPMG office in London. He has provided professional audit services to many companies covering multinational and listed companies in accordance with TFRS. He has managed complex audits for clients in a variety of industries, primarily in the energy, utilities and industrial market sectors.

Profiles of Independent Directors for Proxy



1. Name : **Mr. Surin Chiravisit**
Position in the Company: Vice Chairman (Independent Director)
Chairman of the Corporate Governance Committee and
Chairman of the Nomination and Remuneration Committee
Age : 69 years old
Address : The Bangchak Petroleum Public Company Limited
2098 M Tower Building, 8th Floor, Sukhumvit Rd.,
Bangchak, Phra Khanong, Bangkok 10260
Conflict of Interest in : -none-
the Agenda



2. Name : **Mr. Suthep Wongvorazathe**
Position in the Company: Chairman of The Audit Committee (Independent Director)
Age : 68 years old
Address : The Bangchak Petroleum Public Company Limited
2098 M Tower Building, 8th Floor, Sukhumvit Rd.,
Bangchak, Phra Khanong, Bangkok 10260
Conflict of Interest in : Agenda 4: To consider and elect the directors in replacement
the Agenda 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 : **Pol.Lt.Gen. Chaiwat Chotima**
Position in the Company: Independent Director
Age : 64 years old
Address : The Bangchak Petroleum Public Company Limited
2098 M Tower Building, 8th Floor, Sukhumvit Rd.,
Bangchak, Phra Khanong, Bangkok 10260
Conflict of Interest in : Agenda 4: To consider and elect the directors in replacement
the Agenda 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.

Profiles of Independent Directors for Proxy



4. Name : **Lt.Gen. Apirat Kongsompong**
Position in the Company : Independent Director
Age : 56 years old
Address : The Bangchak Petroleum Public Company Limited
2098 M Tower Building, 8th Floor, Sukhumvit Rd.,
Bangchak, Phra Khanong, Bangkok 10260
Conflict of Interest in the Agenda : Agenda 4: To consider and elect the directors in 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.



5. Name : **VAdm. Sucheep Whoungmaitree**
Position in the Company: Independent Director
Age : 60 years old
Address : The Bangchak Petroleum Public Company Limited
2098 M Tower Building, 8th Floor, Sukhumvit Rd.,
Bangchak, Phra Khanong, Bangkok 10260
Conflict of Interest in the Agenda : -none-



6. Name : **Mr. Krisada Chinavicharana**
Position in the Company: Independent Director
Age : 53 years old
Address : The Bangchak Petroleum Public Company Limited
2098 M Tower Building, 8th Floor, Sukhumvit Rd.,
Bangchak, Phra Khanong, Bangkok 10260
Conflict of Interest in the Agenda : -none-



7. Name : **Mrs. Prisana Praharnkhasuk**
Position in the Company: Independent Director
Age : 62 years old
Address : The Bangchak Petroleum Public Company Limited
2098 M Tower Building, 8th Floor, Sukhumvit Rd.,
Bangchak, Phra Khanong, Bangkok 10260
Conflict of Interest in the Agenda : -none-

Profiles of Independent Directors for Proxy



8. Name : **General Vitch Devahasdin**
Position in the Company: Independent Director
Age : 66 years old
Address : The Bangchak Petroleum Public Company Limited
2098 M Tower Building, 8th Floor, Sukhumvit Rd.,
Bangchak, Phra Khanong, Bangkok 10260
Conflict of Interest in : -none-
the Agenda



9. Name : **Mr. Teerapong Wongsiwawilas**
Position in the Company: Independent Director
Age : 52 years old
Address : The Bangchak Petroleum Public Company Limited
2098 M Tower Building, 8th Floor, Sukhumvit Rd.,
Bangchak, Phra Khanong, Bangkok 10260
Conflict of Interest in : -none-
the Agenda

The Company's Articles of Association with regard to Shareholders' Meetings

- 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;

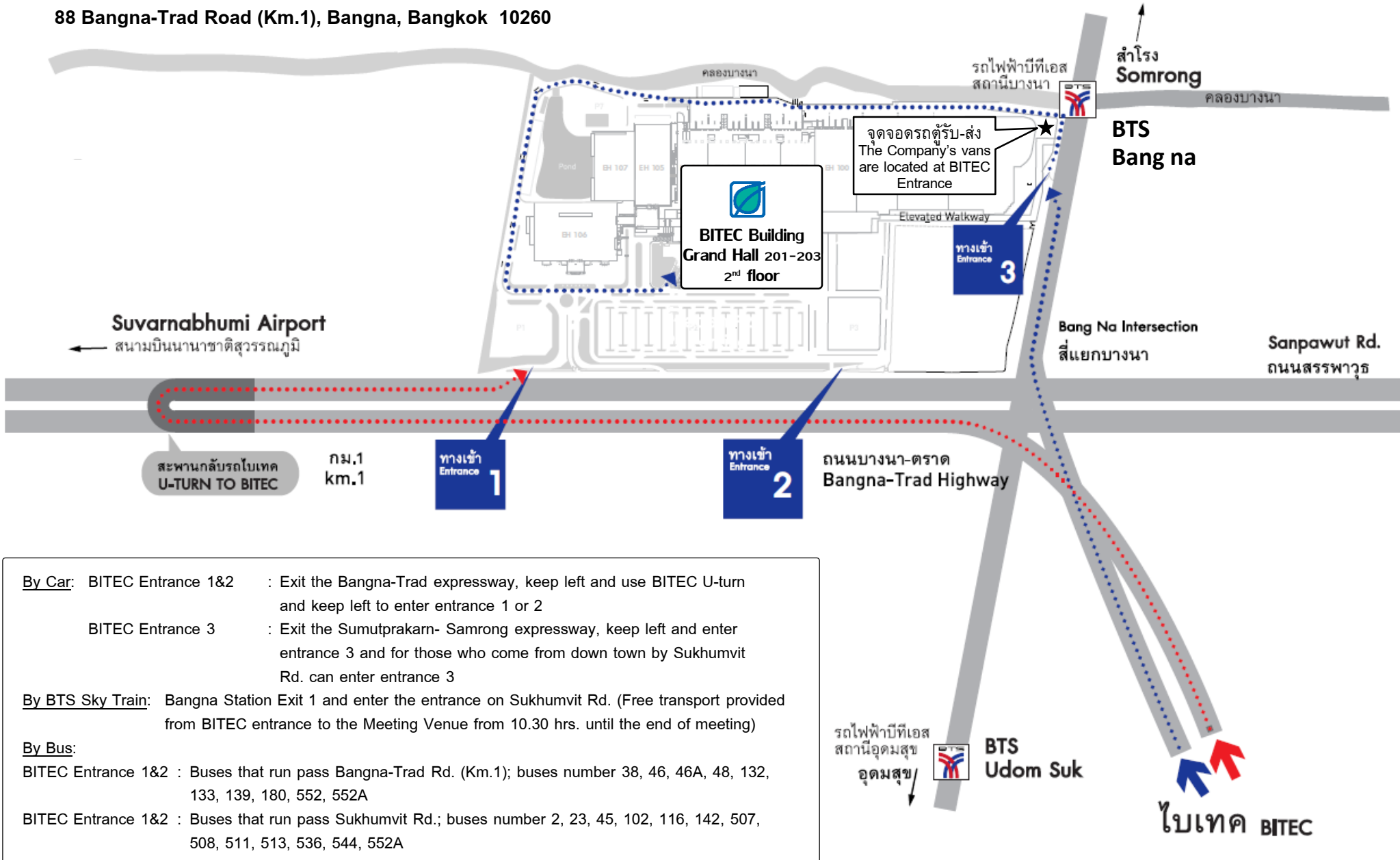
- (1) sale or transfer of the whole or certain substantial parts of the Company's business to other persons;
- (2) purchase or acceptance of a transfer of business of other companies or private companies to the Company's own;
- (3) entering into, amending, terminating the contract relating to the leasing 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 Venue of the Annual General Meeting of Shareholders

BITEC Building, Grand Hall 201 – 203, 2nd Floor

Bangkok International Trade & Exhibition Centre (BITEC)

88 Bangna-Trad Road (Km.1), Bangna, Bangkok 10260



Documents for the Rights to Attend the Meeting

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 as enclosed 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 as enclosed 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 start at 11.00 a.m. and proceed until the Meeting of April 5, 2017 is adjourned.

The attached proxy form or Enclosure 11 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 / We
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 (ผู้ถือหุ้นสามารถมอบฉันทะให้บุคคลที่บรรลุนิติภาวะ หรือกรรมการอิสระของบริษัทฯ ได้ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 7)
Hereby appoint (The shareholder may appoint the representatives who are of juristic age or independent director of the Company of which details as in Enclosure 7)

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 2560 ในวันพุธที่ 5 เมษายน 2560 เวลา 13.30 น. ณ ห้องแกรนด์ฮอลล์ 201 – 203 ชั้น 2 ศูนย์นิทรรศการและการประชุมไบเทค เลขที่ 88 ถนนบางนา-ตราด (กม.1) เขตบางนา กรุงเทพมหานคร 10260 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote on my/our behalf at the 2017 Annual General Meeting of Shareholders on Wednesday April 5, 2017 at 13.30 hours at the 201-203 Grand Hall of Bangkok International Trade & Exhibition Centre, Floor 2nd, 88 Bangna-Trad Road (Km.1), Bangna, Bangkok 10260 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 ไม่สามารถแบ่งแยกจำนวนหุ้น ให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้บุคคลที่บรรลุนิติภาวะ หรือกรรมการอิสระของบริษัทฯ ได้ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 7)

Hereby appoint (The shareholder may appoint the representatives who are of juristic age or independent director of the Company of which details as in Enclosure 7)

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 2560 ในวันพุธที่ 5 เมษายน 2560 เวลา 13.30 น. ณ ห้องแกรนด์ฮอลล์ 201 – 203 ชั้น 2 ศูนย์นิทรรศการและการประชุมไบเทค เลขที่ 88 ถนนบางนา-ตราด (กม.1) เขตบางนา กรุงเทพมหานคร 10260 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote on my/our behalf at the 2017 Annual General Meeting of Shareholders on Wednesday April 5, 2017 at 13.30 hours at the 201-203 Grand Hall of Bangkok International Trade & Exhibition Centre, Floor 2nd, 88 Bangna-Trad Road (Km.1), Bangna, Bangkok 10260 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) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

วาระที่ 1 **รับทราบรายงานของคณะกรรมการเกี่ยวกับผลการดำเนินงานของบริษัทฯ ในรอบปี 2559**

Agenda 1 **To acknowledge the Board of Directors report on 2016 performance statement.**

วาระที่ 2 **พิจารณาอนุมัติงบการเงินสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2559**

Agenda 2 **To consider and approve Audited Financial Statements for the Year Ended December 31, 2016.**

- (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 3 **พิจารณาจัดสรรกำไรเพื่อจ่ายเงินปันผล**

Agenda 3 **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 / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 4 **พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ**

Agenda 4 **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 / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- การแต่งตั้งกรรมการเป็นรายบุคคล
To elect each director individually
- 1) ชื่อกรรมการ (Name) นายสุเทพ วงศ์วรเศรษฐ (Mr. Suthep Wongvorazathe)
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- 2) ชื่อกรรมการ (Name) พล.ต.ท.ชัยวัฒน์ โชติมา (Pol.Lt.Gen.Chaiwat Chotima)
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- 3) ชื่อกรรมการ (Name) พล.ท.อภิรัชต์ คงสมพงษ์ (Lt.Gen.Apirat Kongsompong)
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- 4) ชื่อกรรมการ (Name) นายประสงค์ พูนธเนศ (Mr. Prasong Poontaneat)
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- 5) ชื่อกรรมการ (Name) ม.ล.ปณิตกริก สมิติ (M.L.Puntrik Smiti)
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 5 **พิจารณากำหนดค่าตอบแทนกรรมการ**

Agenda 5 **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 6 **พิจารณาแต่งตั้งและกำหนดค่าตอบแทนผู้สอบบัญชี**

Agenda 6 **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 7 **พิจารณอนุมัติแก้ไขชื่อบริษัทฯ และหนังสือบริคณห์สนธิเพื่อให้สอดคล้องกับการแก้ไขชื่อบริษัทฯ**

Agenda 7 **To consider and approve the change of the Company name, and the amendment to the Memorandum of Association to be in line with the change of the Company name.**

- (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 **พิจารณอนุมัติแก้ไขเพิ่มเติมข้อบังคับของบริษัทฯ ทั้งหมด**

Agenda 8 **To consider and approve the amendment to the entire Articles of Association of the Company.**

- (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 **เรื่องอื่น ๆ (ถ้ามี)**

Agenda 9 **Other business (if any)**

- (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

- (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. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแบบ

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 2560 ในวันพุธที่ 5 เมษายน 2560 เวลา 13.30 น. ณ ห้องแกรนด์ฮอลล์ 201 – 203 ชั้น 2 ศูนย์นิทรรศการและการประชุมไบเทค เลขที่ 88 ถนนบางนา-ตราด (กม.1) เขตบางนา กรุงเทพมหานคร 10260 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The 2017 Annual General Meeting of shareholders on Wednesday April 5, 2017 at 13.30 hours at the 201-203 Grand Hall of Bangkok International Trade & Exhibition Centre, Floor 2nd, 88 Bangna-Trad Road (Km.1), Bangna, Bangkok 10260 or on such other date and at such other place as may be adjourned or changed.

วาระที่ _____ เรื่อง _____
Agenda No _____ **Subject:** _____

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

วาระที่ _____ เรื่อง _____
Agenda No _____ **Subject:** _____

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

วาระที่ _____ เรื่อง _____
Agenda No _____ **Subject:** _____

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

วาระที่ _____ เรื่อง _____
Agenda No _____ **Subject:** _____

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

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

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

หนังสือมอบฉันทะ แบบ ค
Proxy Form C

(สำหรับผู้ถือหุ้นต่างประเทศที่แต่งตั้งผู้ถือหุ้นในประเทศไทยเท่านั้น)
(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 (ผู้ถือหุ้นสามารถมอบฉันทะให้บุคคลที่บรรลุนิติภาวะ หรือกรรมการอิสระของบริษัทฯ ได้ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 7)
Hereby appoint (The shareholder may appoint the representatives who are of juristic age or independent director of the Company of which details as in Enclosure 7)

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 2560 ในวันพุธที่ 5 เมษายน 2560 เวลา 13.30 น. ณ ห้องแกรนด์ฮอลล์ 201 – 203 ชั้น 2 ศูนย์นิทรรศการและการประชุมไบเทค เลขที่ 88 ถนนบางนา-ตราด (กม.1) เขตบางนา กรุงเทพมหานคร 10260 หรือที่แจ้งเปลี่ยนแปลงในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote on my/our behalf at the 2017 Annual General Meeting of Shareholders on Wednesday April 5, 2017 at 13.30 hours at the 201-203 Grand Hall of Bangkok International Trade & Exhibition Centre, Floor 2nd, 88 Bangna-Trad Road (Km.1), Bangna, Bangkok 10260 or on such other date and at such other place as may be adjourned or changed.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี ดังนี้

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

- มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้
Grant proxy the total amount of shares holding and entitled to vote.
- มอบฉันทะบางส่วน คือ
Grant partial shares of
- | | |
|--|---|
| <input type="checkbox"/> หุ้นสามัญ _____ หุ้น | ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง |
| ordinary share shares | and are entitled to vote equal to votes |
| <input type="checkbox"/> 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 **รับทราบรายงานของคณะกรรมการเกี่ยวกับผลการดำเนินงานของบริษัทฯ ในรอบปี 2559**

Agenda 1 **To acknowledge the Board of Directors report on 2016 performance statement.**

วาระที่ 2 **พิจารณาอนุมัติงบการเงินสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2559**

Agenda 2 **To consider and approve Audited Financial Statements for the Year Ended December 31, 2016.**

- (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 3 **พิจารณาจัดสรรกำไรเพื่อจ่ายเงินปันผล**

Agenda 3 **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 4 **พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ**

Agenda 4 **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) นายสุเทพ วงศ์วรเศรษฐ (Mr. Suthep Wongvorazathe)

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

2) ชื่อกรรมการ (Name) พล.ต.ท.ชัยวัฒน์ โชติมา (Pol.Lt.Gen. Chaiwat Chotima)

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

3) ชื่อกรรมการ (Name) พล.ท.อภิรัชต์ คงสมพงษ์ (Lt.Gen. Apirat Kongsompong)

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

4) ชื่อกรรมการ (Name) นายประสงค์ พูนธเนศ (Mr. Prasong Poontaneat)

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

5) ชื่อกรรมการ (Name) ม.ล.ปณิตกริก สมิติ (M.L.Puntrik Smiti)

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 5 พิจารณากำหนดค่าตอบแทนกรรมการ

Agenda 5 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 6 พิจารณาแต่งตั้งและกำหนดค่าตอบแทนผู้สอบบัญชี

Agenda 6 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 7 พิจารณานำมติแก้ไขข้อบริษัทฯ และหนังสือบริคณห์สนธิเพื่อให้สอดคล้องกับการแก้ไขข้อบริษัทฯ

Agenda 7 To consider and approve the change of the Company name, and the amendment to the Memorandum of Association to be in line with the change of the Company name.

- (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 พิจารณานำมติแก้ไขเพิ่มเติมข้อบังคับของบริษัทฯ ทั้งฉบับ

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

- (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 เรื่องอื่น ๆ (ถ้ามี)

Agenda 9 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) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่ากรลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

- 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.
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ 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.
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 2560 ในวันพุธที่ 5 เมษายน 2560 เวลา 13.30 น. ณ ห้องแกรนด์ฮอลล์ 201 – 203 ชั้น 2 ศูนย์นิทรรศการและการประชุมไบเทค เลขที่ 88 ถนนบางนา-ตราด (กม.1) เขตบางนา กรุงเทพมหานคร 10260 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The 2017 Annual General Meeting of shareholders on Wednesday April 5, 2017 at 13.30 hours at the 201-203 Grand Hall of Bangkok International Trade & Exhibition Centre, Floor 2nd, 88 Bangna-Trad Road (Km.1), Bangna, Bangkok 10260 or on such other date and at such other place as may be adjourned or changed.

วาระที่ _____ เรื่อง _____

Agenda No _____ Subject : _____

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

วาระที่ _____ เรื่อง _____

Agenda No _____ Subject : _____

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

วาระที่ _____ เรื่อง _____

Agenda No _____ Subject : _____

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

วาระที่ _____ เรื่อง _____

Agenda No _____ Subject : _____

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

วาระที่ _____ เรื่อง _____ เลือกตั้งกรรมการ

Agenda No _____ Subject: Election of Directors

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

Annual Report (Book) Request Form

To Shareholders,

According to the Bangchak Petroleum Public Company Limited (the Company)'s vision, "Evolving Greenovation" and the realization of global warming impact; thus, the Company provides the 2016 Annual Report and Sustainability Report **CD-ROM** (delivered to all shareholders).

Nevertheless, shareholders, who would like to receive the 2016 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 0-2335-8000 or ir@bangchak.co.th or the reply enclosed envelope as attached or a contact person at number 0-2335-4583, 0-2335-8663; 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)

- 2016 Annual Report (Thai Version)
- 2016 Sustainability Report (Thai Version)