

(Translation)

3 March 2017

Re: Invitation to the 2017 Annual General Meeting of Shareholders

To: Shareholders of Star Petroleum Refining Public Company Limited

Enclosures:

1. Copy of minutes of the Extraordinary General Meeting of Shareholders No. 1/2016 held on 16 December 2016
2. 2016 Financial Statements and 2016 Annual report (CD-ROM) and 2016 Sustainability Report (CD-ROM)
3. Names and profiles of nominated candidates to replace directors who will be retired by rotation
4. Details of the independent directors proposed to serve as a proxy of shareholders
5. Registration and Voting Procedure
6. Articles of Association of the Company in relation to the 2017 Annual General Meeting of Shareholders and voting requirements for each agenda item
7. Map of the meeting venue
8. Requisition form for printed copy of the 2016 Financial Statements, 2016 Annual Report and/or 2016 Sustainability Report
9. Proxy form B
10. Registration Form
11. Requisition form for attend SPRC refinery site visit

The Board of Directors of Star Petroleum Refining Public Company Limited (the “**Company**”) No. 1/2017 held on 15 February 2017 resolved to hold the 2017 Annual General Meeting of Shareholders on Wednesday, 5 April 2017 at 09:00 hrs at Royal Maneeya Ballroom, M Floor, Renaissance Bangkok Ratchaprasong Hotel, 518/8, Ploenchit Road, Pathumwan, Bangkok, 10330, to consider the following agenda:

**Agenda Item 1**                      **To certify minutes of the Extraordinary General Meeting of Shareholders No. 1/2016 held on 16 December 2016**

**Objective and Rationale:**                      The Company held the Extraordinary General Meeting of Shareholders No. 1/2016 on 16 December 2016 and copy of the minutes of such meeting is sent to the shareholders together with this invitation. Details of which are provided in Enclosure 1. The minutes of the Extraordinary General Meeting of Shareholders No. 1/2016 held on 16 December 2016 is presented to the shareholders to certify.

**Opinion of the Board:**                      The Board of Directors considers and recommends the shareholders to certify the minutes of such meeting

**Vote required:**                      A majority of the votes of the shareholders attending and eligible to vote shall be required for passing the resolution.

**Agenda Item 2****To acknowledge 2016 Company's performance**

- Objective and Rationale:** To report the Company's performance for the year ending 31 December 2016 and the 2016 Annual Report to the shareholders to acknowledge, details of which are provided in Enclosure 2.
- Opinion of the Board:** The Board of Directors considers and recommends the shareholders to acknowledge the Company's performance for the year ending 31 December 2016 and the 2016 Annual Report.
- Vote required:** This agenda is for shareholders' acknowledgment. Therefore, voting is not required.

**Agenda Item 3****To approve financial statements year-ended 31 December 2016**

- Objective and Rationale:** Section 112 of Public Limited Company Act B.E. 2535, as amended (the "PLC Act") and Article 47 of the Articles of Association of the Company provide that the Board of Directors shall cause proper balance sheets and income statements to be drawn up at the end of each accounting year. The financial statements shall be presented to the shareholders in ordinary general meeting for approval. It shall be duly audited before it is presented at the meeting.
- The financial statements year-ended 31 December 2016 and the auditor's report are included in 2016 Annual Report, details of which are provided in Enclosure 2. The financial statements have been audited by the external auditor and considered by the Audit Committee.
- The summary of statement of financial position and statement of comprehensive income are as follows:

Description	Amount (Million US\$)	Amount (Million Baht)
Assets	1,672	60,188
Liabilities	513	18,469
Equity	1,159	41,719
Total Revenue	4,374	155,082
Profit for the year	245	8,688
Earnings per share	(US\$) 0.06	(Baht) 2.00

- Opinion of the Board:** The Board of Directors considers and recommends the shareholders to approve the financial statements year-ended 31 December 2016, which have been audited by the external auditor and considered by the Audit Committee.
- Vote required:** A majority of the votes of the shareholders attending and eligible to vote shall be required for passing the resolution.

**Agenda Item 4****To acknowledge the interim dividend payment from 1H/2016 performance****Objective and Rationale:**

Section 115 of the PLC Act and Article 53 of the Articles of Association of the Company provide that the Board of Directors may from time to time pay to the shareholders the interim dividend if the Board of Directors considers that the profits of the Company justify such payment. Such dividend payment shall be reported to the shareholders at the shareholders' meeting.

The Board of Directors Meeting No. 3/2016 held on 11 August 2016 approved the interim dividend payment from the net profit of 1 January to 30 June 2016 to the shareholders in an amount of US\$ 66,335,931 which is an equivalent of Baht 0.5378 per share for a total approximately Baht 2,332 Million. The interim dividend payment was made on 9 September 2016.

**Opinion of the Board:**

The Board of Directors considers and recommends the shareholders to acknowledge the interim dividend payment from 1H/2016 performance.

**Vote required:**

This agenda is for shareholders' acknowledgment. Therefore, voting is not required.

**Agenda Item 5****To approve the dividend payment from 2016 performance****Objective and Rationale:**

Section 116 of the PLC Act and Article 55 of the Articles of Association of the Company provides that the Company shall allocate not less than 5% of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund reaches an amount not less than 10% of its registered capital.

Description	Amount (US\$)	Amount (Baht)
2016 Net Profit	245,037,217	8,688,088,327
5% of 2016 Net Profit	12,251,861	434,404,416

The Company's registered capital is Baht 30,004,442,705. As of 31 December 2015, the Company's legal reserve is Baht 2,886,500,098. It requires additional Baht 113,944,173 to meet legal reserve requirement.

Description	Amount (Baht)
Company's Registered Capital	30,004,442,705
10% of Company's Registered Capital	3,000,444,271
Company's Legal Reserve as of 31 December 2015	2,886,500,098
Company's Legal Reserve for 31 December 2016 to Meet Legal Reserve Requirement of 10% of Company's Registered Capital	113,944,173

Therefore, for 2016, the Company reserved funds less than 5% of net profit and met the legal requirement that the reserve fund has reached an amount not less than 10% of its registered capital.

The Company's Dividend Policy is to pay a dividend of at least 50% of net profits, subject to meeting the legal reserve requirements, the Articles of Association, the shareholders' approval and other considerations as the Board of Directors deems relevant.

The Company applies US Dollar as the Company's functional currency and considers the dividend payment based on net profit in US Dollar. The dividend declaration in Baht shall be in reference to the performance in 2016 in US Dollar and converted to Thai Baht, using the average selling exchange rate of the Bank of Thailand for 7 banking days before the notification date of the Board of Directors for consideration on the dividend payment.

Details regarding the Company's 2016 annual net profit and the appropriation of a legal reserve are as follows:

<b>Description</b>	<b>Amount (US\$)</b>
2016 Net Profit	245,037,217
2016 Legal Reserve Allocation	3,213,660
<b>2016 Net Profit after Legal Reserve</b>	<b>241,823,557</b>

Details regarding the average selling exchange rate of the Bank of Thailand for 7 banking days before the date of notification of the Board of Directors meeting for consideration on the dividend payment are as follows:

<b>Date</b>	<b>7 Banking Days before the Date of Notification of the Board of Directors Meeting</b>	<b>Average selling exchange rate of Bank of Thailand (Baht/US\$)</b>
Friday, January 27	1	35.4970
Saturday, January 28	-	-
Sunday, January 29	-	-
Monday, January 30	2	35.4365
Tuesday, January 31	3	35.3723
Wednesday, February 1	4	35.3182
Thursday, February 2	5	35.2638
Friday, February 3	6	35.2696
Saturday, February 4	-	-
Sunday, February 5	-	-
Monday, February 6	7	35.1854

<b>Date</b>	<b>7 Banking Days before the Date of Notification of the Board of Directors Meeting</b>	<b>Average selling exchange rate of Bank of Thailand (Baht/US\$)</b>
Tuesday, February 7	The date of notification of the Board of Directors meeting	

Therefore, the average selling exchange rate of the Bank of Thailand for 7 banking days before the date of notification of the Board of Directors meeting was 35.3347 Baht/US\$.

The Company proposed to make the dividend payment at 60% of net profit after legal reserve which is in compliance with the Company's Dividend Policy provided making the dividend payment at least 50% of net profits after legal reserve.

Details on calculation for the dividend payment and dividend per share are as follows:

<b>Description</b>	<b>Unit</b>	<b>Amount</b>
<b>2016 Net Profit</b>	US\$	<b>245,037,217.00</b>
2016 Legal Reserve Allocation	US\$	(3,213,660.00)
2016 Net Profit after Legal Reserve	US\$	241,823,557.00
<b>60% of Net Profit after Legal Reserve</b>	US\$	<b>145,094,134.20</b>
Average Selling Exchange Rate of BOT for 7 Banking Days	Baht/US\$	35.3347
Convert 60% of 2016 Net Profit after Legal Reserve to Baht	Million Baht	5,127
Total Number of Shares	Shares	4,335,902,125
<b>Total Dividend per Share for 2016</b>	Baht/Share	<b>1.1824</b>
Interim Dividend Paid on 9 September 2016	Baht/Share	0.5378
<b>Remaining Dividend to be Paid on 3 May 2017</b>	Baht/Share	<b>0.6446</b>

Details of the comparison of dividend payments in 2015 and 2016 are as follows:

Description	Unit	2016	2015
<b>Net Profit</b>	US\$	<b>245,037,217</b>	<b>244,549,435</b>
1. Number of Shares the Interim Dividend Payment being Paid to	Shares	4,335,902,125	4,102,951,025
2. Number of Shares the Annual Dividend Payment being Paid to	Shares	4,335,902,125	4,335,902,125
<b>Total Dividend Per Share</b>	Baht/Share	<b>1.1824</b>	<b>1.97746772</b>
1. Interim Dividend	Baht/Share	0.5378	1.71370000
2. Annual Dividend	Baht/Share	0.6446	0.26376772
Total Dividend Paid (approximately)	Million Baht	5,127	8,175
<b>Payout Ratio</b>	Percentage	<b>60</b>	<b>95</b>

**Opinion of the Board:**

The Board of Directors considers and recommends the shareholders to approve as follows:

- (a) the allocation as a legal reserve in the total amount of US\$ 3,213,660 which is an equivalent of Baht 113,944,173 for the full year 2016. This allocation results in the Company meeting the minimum requirement of legal reserve of 10% of its registered capital.
- (b) a dividend payment from the net profits of 1 January to 31 December 2016 after appropriation of a legal reserve in (a) to the shareholders of US\$ 145,094,134.20, which is an equivalent of Baht 1.1824 per share for a total approximately Baht 5,127 Million. After deduction of the interim dividend payment for the first half of 2016 performance at Baht 0.5378 per share paid on 9 September 2016, the remaining dividend to be paid is at Baht 0.6446 per share, totaling approximately Baht 2,795 Million. Such dividend payment is paid from the net profit with 20% corporate income tax, which can be credited at 20/80 of the dividend.

This dividend payout is equivalent to 60% of the net profits of 2016, after the allocation for the required legal reserve, which is in compliance with the Company's Dividend Policy.

The date of determining the names of the shareholders entitled to the dividend payment (Record Date) will be on 19 April 2017. The list of shareholders shall be compiled pursuant to section 225 of the Securities and Exchange Act B.E. 2535 (as amended) (the "SEC Act") by closing the shares register book on 20 April 2017. The dividend is scheduled to be paid to the shareholders on 3 May 2017.

**Vote required:**

A majority of the votes of the shareholders attending and eligible to vote shall be required for passing the resolution.

## **Agenda Item 6**

### **To elect the directors for replacement of the directors who will be retired by rotation**

#### **Objective and Rationale:**

Section 71 of the PLC Act and Article 18 of the Articles of Association of the Company provide that one-third of directors will be retired by rotation at the annual general meeting, and the retiring directors are eligible for re-election.

For the 2017 Annual General Meeting, the following directors will be retired by rotation:

- (a) Mr. Andrew Benjamin Walz
  - Director
  - Chairman of the Board of Directors
- (b) Mr. Nicolas Michel Bossut
  - Director
  - Member of Nomination, Remuneration and Corporate Governance Committee

The Company invited shareholders to nominate qualified candidate(s) for a directorship, together with the invitation to propose agenda items on 30 September 2016. However, neither candidates nor agenda items were proposed.

The Nomination, Remuneration and Corporate Governance Committee completed the nomination procedures by considering the qualifications, knowledge, expertise and experience, and propose to re-elect the following candidates:

- (a) Mr. Andrew Benjamin Walz
  - Director (re-election)
- (b) Mr. Nicolas Michel Bossut
  - Director (re-election)

In addition, the names and brief personal profiles of nominated candidates to replace directors who will be retired by rotation are provided in Enclosure 3.

#### **Opinion of the Board:**

The Board of Directors considers the recommendation of the Nomination, Remuneration and Corporate Governance Committee and agrees that Mr. Andrew Benjamin Walz and Mr. Nicolas Michel Bossut are qualified and have no disqualification pursuant to the PLC Act and SEC Act.

In addition, they have knowledge, expertise and experience in relation and benefits to the Company's business, and they are capable to develop Company's strategy and drive the Company to achieve the Company's goal. The Board of Directors recommends the shareholders to elect the two as directors of the Company for another directorship term. The directors who have conflict of interest did not participate in the vote for this proposal.

#### **Vote required:**

A majority of the votes of the shareholders attending and eligible to vote shall be required for passing the resolution.

**Agenda Item 7****To approve the directors' remuneration for year 2017****Objective and Rationale:**

The amount of directors' remuneration should be commensurate with roles and responsibilities of the directors and consistent with the practices of the listed companies in the same industry. Therefore, the Board of Directors deems appropriate for the shareholders to approve the directors' remuneration for year 2017 which is in the scope specified by the Nomination, Remuneration and Corporate Governance Committee, having details as follows:

For 2017	Monthly Fee (Baht/Month)			Meeting Allowance (Baht/Meeting)		
	Chairman	Vice Chairman	Member	Chairman	Vice Chairman	Member
Board of Directors	150,000	140,000	120,000	25,000	20,000	20,000
Audit Committee	-	-	-	40,000	-	30,000
Nomination, Remuneration and Corporate Governance Committee	-	-	-	40,000	-	30,000
Human Resources Committee	-	-	-	40,000	-	30,000

The directors' remuneration package is the same package as applied in the previous year. Details of the directors' remuneration package for year 2016 are provided in 2016 Annual Report in Enclosure 2.

The Company does not provide bonuses for directors, but the directors can be reimbursed from the Company on the actual expenses from attending of the Company's meetings with original receipt incurred and in accordance with the reimbursement scheme as applied for all Company's staff.

**Opinion of the Board:**

The Nomination, Remuneration and Corporate Governance Committee considered the directors' remuneration package for year 2017 thoroughly, taking into account the appropriateness, work performance, company performance, and comparing with the companies that are in the same industry, and recommends that the amount of directors' remuneration is commensurate with roles and responsibilities of the directors and is consistent with the practice of listed companies.

The Board of Directors considers and recommends the shareholders to approve the directors' remuneration package for year 2017 per the recommendation of the Nomination, Remuneration and Corporate Governance Committee.

**Vote required:**

At least two-thirds of the shareholders attending the meeting shall be required for passing the resolution.



## **Agenda Item 8**

### **To appoint an external auditor and determination of audit fees for year 2017**

#### **Objective and Rationale:**

Section 120 of the PLC Act and Article 47 of the Articles of Association of the Company provide that the annual general meeting shall appoint an auditor and determine the audit fee of the Company. In appointing the auditor, the former auditor may be re-appointed.

The Company's auditor is PricewaterhouseCoopers ABAS Limited, which is neither related to nor engaged in any conflict of interest with the Company, any of the executives, major shareholders or their related persons.

The Audit Committee, after considering the quality of work provided, the appropriateness in providing auditing services for year 2017, the independence as well as the qualification specified in the relevant regulations, considered PricewaterhouseCoopers ABAS Limited appropriate, therefore recommending the meeting to appoint the following persons of PricewaterhouseCoopers ABAS Limited as the Company's auditor(s) for year 2017.

<b>Auditor's Name</b>	<b>CPA License</b>	<b>Service Year for the Company</b>
Mr. Chanchai Chaiprasit	No. 3760	3
Mr. Paiboon Tunkoon	No. 4298	2
Ms. Varaporn Vorathitikul	No. 4474	3

Anyone of these recommended auditors be authorized to conduct the audit and express opinion about the financial statements of the Company for the year 2017.

Mr. Chanchai Chaiprasit has conducted the audit and expressed his opinion about the financial statements of the Company for the year 2015 and 2016.

The Audit Committee additionally recommended approving the audit fees for year 2017 at Baht 2,955,000. The higher fees are due to a new format of the audit report which will provide more details.

<b>Service Description</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>
Audit the financial statements	<b>1,620,000</b>	1,544,000	1,470,000
Review the interim financial statements for quarterly ending	<b>735,000</b>	728,000	693,000
Completion of procedures required for the group reporting purpose	<b>600,000</b>	598,500	598,500
Certification of management's statement accompanying the corporate income tax return	-	11,000	10,500
<b>Total</b>	<b>2,955,000</b>	2,881,500	2,772,000

**Opinion of the Board:**

The Board of Directors considers and recommends the shareholders to appoint Mr. Chanchai Chaiprasit, Certified Public Account (Thailand) No. 3760, Mr. Paiboon Tunkoon, Certified Public Account (Thailand) No. 4298, and/or Ms. Varaporn Vorathitikul Certified Public Account (Thailand) No. 4474 as the Company's auditor(s) for 2017 at the fee of Baht 2,955,000 pursuant to the recommendation of the Audit Committee.

**Vote required:**

A majority of the votes of the shareholders attending and eligible to vote shall be required for passing the resolution.

**Agenda Item 9****Other businesses (if any)**

The date of determining the names of the shareholders entitled to attend and vote at the 2017 Annual General Meeting of Shareholders (Record Date) will be on 2 March 2017. The list of shareholders shall be compiled pursuant to section 225 of the SEC Act by closing the shares register book on 3 March 2017.

The Company would like to invite all shareholders to attend the 2017 Annual General Meeting of Shareholders on the specified date and time. The registration for the meeting will start from 7:00 am onwards.

For shareholders who wish to appoint a proxy(ies) to attend the meeting and vote on behalf of the them, please fill in the details and sign the proxy form B, which is available in Enclosure 9 and downloadable on [www.sprc.co.th](http://www.sprc.co.th), and submit such form, together with other supporting documents as specified in Enclosure 5 before attending the meeting.

For the convenience and to speed up the registration process, it is required to bring the Registration Form which is available in Enclosure 10, and deliver to the staff at the registration booth.

Any shareholder may appoint any independent director of the Company as his or her proxy to attend the meeting and vote on his or her behalf by sending the proxy form and other supporting documents to the Company by 31 March 2017.

To: Company Secretary  
Star Petroleum Refining Public Company Limited  
No. 1, I-3B Road, Map Ta Phut, Amphur Muang Rayong,  
Rayong Province 21150

Brief details of the independent directors proposed to serve as a proxy of shareholders are specified in Enclosure 4.

The Company will conduct the meeting in compliance with the Articles of Association of the Company, details of which are provided in Enclosure 6.

In addition, for the shareholders who wish to receive printed copies of the 2016 Financial Statements, 2016 Annual Report and/or 2016 Sustainability Report, please fill in the form provided in Enclosure 8.

For your benefits, please send us your inquiries regarding to the meeting and agenda items prior to the meeting date at [CompanySecretary@sprc.co.th](mailto:CompanySecretary@sprc.co.th).

This invitation letter is issued on 3 March 2017 in Rayong, Thailand.  
By the resolution of the Board of Directors

Yours sincerely,



(Mr. William Lewis Stone)  
Chief Executive Officer