



Star Petroleum Refining Public Company Limited

Invitation to the 2017 Annual General Meeting of Shareholders

Date : Wednesday, 5 April 2017

Time : 9:00 hrs

Venue : Royal Maneeya Ballroom,
M Floor, Renaissance Bangkok Ratchaprasong Hotel
518/8, Ploenchit Road, Pathumwan, Bangkok, 10330

Registration counters open at 7:00 hrs

To speed up the registration, please bring the Registration Form
for registration prior to the meeting

**For the good corporate governance,
please be advised that no souvenir will be provided at this shareholders' meeting.**

(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:

<u>Agenda Item 1</u>	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:

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

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:

Date	7 Banking Days before the Date of Notification of the Board of Directors Meeting	Average selling exchange rate of Bank of Thailand (Baht/US\$)
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

Date	7 Banking Days before the Date of Notification of the Board of Directors Meeting	Average selling exchange rate of Bank of Thailand (Baht/US\$)
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:

Description	Unit	Amount
2016 Net Profit	US\$	245,037,217.00
2016 Legal Reserve Allocation	US\$	(3,213,660.00)
2016 Net Profit after Legal Reserve	US\$	241,823,557.00
60% of Net Profit after Legal Reserve	US\$	145,094,134.20
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
Total Dividend per Share for 2016	Baht/Share	1.1824
Interim Dividend Paid on 9 September 2016	Baht/Share	0.5378
Remaining Dividend to be Paid on 3 May 2017	Baht/Share	0.6446

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

Description	Unit	2016	2015
Net Profit	US\$	245,037,217	244,549,435
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
Total Dividend Per Share	Baht/Share	1.1824	1.97746772
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
Payout Ratio	Percentage	60	95

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.

Auditor's Name	CPA License	Service Year for the Company
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.

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

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



**Minutes of the Extraordinary General Meeting of Shareholders No. 1/2016
of
Star Petroleum Refining Public Company Limited**

--Translation--

Time and Place

The Extraordinary General Meeting of Shareholders No. 1/2016 (the “**Meeting**”) of Star Petroleum Refining Public Company Limited (the “**Company**”) was held on Friday, 16 December 2016 at 9.30 hrs. at Royal Maneeya Ballroom, M Floor, Renaissance Bangkok Ratchaprasong Hotel, 518/8, Ploenchit Road, Pathumwan, Bangkok, 10330.

Before the Meeting

Miss Nattawan Khumwiwat, the Company Secretary, introduced the Board of Directors and the Management of the Company who were in attendance.

Directors Present

- | | | |
|----|---------------------------|--|
| 1. | Mr. Andrew Benjamin Walz | Director and Chairman of the Board of Directors |
| 2. | Mr. Pliu Mangkornkanok | Independent Director, Vice Chairman of the Board of Directors, Chairman of Audit Committee and member of Human Resources Committee |
| 3. | Mr. Nicolas Michel Bossut | Director and member of Nomination, Remuneration and Corporate Governance Committee |
| 4. | Ms. Kheng Ling Lok | Director and member of Human Resources Committee |
| 5. | Mr. Manoon Siriwan | Independent Director, member of Audit Committee, member of Nomination, Remuneration and Corporate Governance Committee |
| 6. | Mr. William Lewis Stone | Director, Chairman of Human Resources Committee, member of Nomination, Remuneration and Corporate Governance Committee and Chief Executive Officer |

Management Present

- | | | |
|----|--------------------------|--|
| 1. | Mr. Wichai Chunhasomboon | Chief Financial Officer |
| 2. | Ms. Pornthip Viraphand | Manager of Public & Government Affairs |

Auditor and Legal Advisor Present

The Company Secretary introduced Dr. Primyadar Duangrat and Mr. Youththachai Vitheekol from Baker & McKenzie Ltd. who are the legal advisors of the Company, and Mr. Chanchai Chaiprasit from PricewaterhouseCoopers ABAS Ltd. who is the auditor of the Company.

Mr. Andrew Benjamin Walz, the Chairman of the Board of Directors of the Company who acted as the Chairman of the Meeting (the “**Chairman**”) welcomed the shareholders to the Extraordinary General Meeting of Shareholders No. 1/2016. The Chairman assigned the Company Secretary to assist him in moderating the Meeting.

--Translation--

The Company Secretary informed the Meeting that there were 126 shareholders attending the Meeting in person, representing 2,262,108 shares and 529 shareholders attending the Meeting by proxy, representing 3,314,806,683 shares, totalling 655 shareholders attending the Meeting, representing 3,317,068,791 shares or 76.5 percent of the paid-up capital of the Company, thus the quorum as specified in the Article of Association of the Company was formed.

Preliminary Proceedings

The Chairman then declared the Meeting open and asked the Company Secretary to explain the meeting proceedings, the voting methodology and the vote counting to the shareholders, which could be summarized as follows:

- The Meeting will consider the agenda items in the sequence as specified in the notice of the Meeting by presenting related information and the shareholders will have an opportunity to ask questions in relation to each agenda item. The shareholders or proxies of the shareholders who would like to ask or give opinions, please do so through the microphones which are set up and please introduce yourself before asking or giving opinions.
- Each shareholder shall have a number of votes equal to one share per one vote and the shareholder may vote "approve" or "disapprove", or "abstain" in each agenda according to the number of shares he/she holds and cannot allocate the number of shares to vote separately, except for a custodian.
- Any ballots that are not marked clearly to represent the intentions of their respective shareholders or proxies shall be deemed void. In this regard, a voided ballot is the ballot that falls into one of the following categories:
 - the ballot in which its mark does not belong to the agenda item under consideration;
 - the ballot in which its mark is not put in one of the checkboxes provided;
 - the symbol used in the ballot does not specify the intention of the shareholder who cast the vote, i.e. whether to vote for approval, disapproval or abstention;
 - the ballot in which the shareholder put more than one mark in the checkbox, except for a custodian who is permitted to allocate votes for approval, disapproval and abstention in the number he/she deems appropriate; or
 - the ballot which is so damaged that the voting intention becomes unclear.
- In the process of vote counting for all agendas, the shareholder who wishes to object or abstain from voting should clearly mark their ballot to specify their intentions, and hand their ballots over to our staff. Those who choose not to hand over their cast ballot will be assumed to have approved the agenda in question.
- If (i) a proxy grantor does not specify his/her intention as to how to vote on an agenda item in the proxy form; (ii) such intention is not clearly specified therein; (iii) there is any matter other than those specified in the proxy form which is to be considered and resolved in the Meeting; or (iv) there is any change or amendment to any fact in the Meeting, the proxy will be entitled to consider and vote on such agenda item as the proxy deems appropriate.
- In the event that a shareholder appoints a proxy to attend and vote on his/her behalf pursuant to his/her intention to cast approval, disapproval or abstention vote (as the case may be) as marked in the proxy form for the relevant agenda item in compliance with the regulations, the Company will record and collect such vote as marked or specified by the shareholder in the proxy form in advance, and will mark as such in the ballot given to the proxy.

--Translation--

- For the convenience of time, the Meeting shall move forward during the vote counting process, and the Meeting shall not wait for such results unless the Chairman requests so.
- If any shareholder or proxy needs to leave prior to the conclusion of the Meeting, shareholders and/or proxies are asked to inform staff in order to return any ballots in their possession. The Company will count and conclude voting results of each motion only during the time allocated for such motion. Therefore, only votes of shareholders and proxies who are present in the meeting (no sign-off recorded) will be counted.

In addition, the Chairman has invited a legal advisor from Baker & McKenzie Ltd. to monitor the registration and the vote counting of this Meeting. The Chairman asked 2 shareholders to witness the vote counting. Ms. Varaporn Arpornrat and Ms. Saowapha Thamsurak volunteered to be the witnesses.

Afterward, the Chairman proceeded with the Meeting with following agenda:

Agenda Item 1 To certify the minutes of the 2016 Annual General Meeting of Shareholders held on 26 April 2016

The Chairman requested the Meeting to consider and certify the Minutes of the 2016 Annual General Meeting of Shareholders which was held on 26 April 2016, the copy of which was attached to the notice of this Meeting.

The Board of Directors have considered and recommended the shareholders to certify the minutes of such meeting.

The Chairman allowed shareholders to raise questions and comments regarding the minutes of the 2016 Annual General Meeting of Shareholders held on 26 April 2016.

The questions raised by the shareholders regarding the certification of the minutes of the 2016 Annual General Meeting of Shareholders held on 26 April 2016 could be summarized as follows:

1. Questions from Mr. Phanu Tungpulsinthana
 - 1.1. At the 2016 Annual General Meeting of Shareholders, the Chief Financial Officer mentioned about the payment of dividend that the Company must convert from US Dollar to Baht. What is the exchange rate used in such conversion?
 - 1.2. At the 2016 Annual General Meeting of Shareholders, Mr. Phanu Tungpulsinthana noted to the meeting that the information in relation to the remuneration of the directors in the 2015 annual report was incorrect, but the minutes of such meeting specified that the information was unclear, instead of incorrect. He asked the Company to explain further on this matter.

The answers provided by the Chairman and Mr. Wichai Chunhasomboon, Chief Financial Officer, could be summarized as follows:

- 1.1. Mr. Wichai Chunhasomboon responded that, due to the fact that the Company used US Dollar as its functional currency, the determination of dividend payment is based on the net profits which is in US Dollars. However, the payment of dividend to shareholders must be paid in Baht. As such, when the dividend rate has been set, the Company will multiply the rate by the net income in US Dollars and then convert the same to Thai Baht. The exchange rate used by the Company in the conversion is 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. After the conversion to Thai Baht, the Company will divide the number by the total issued shares, and this will specify the dividend rate of each share in Thai Baht.

--Translation--

To ensure transparency, the Company does not specify a specific date of exchange rates as this may affect shareholders' rights in the event that exchange rates are affected by event that occurs only on such particular day. This is why the Company uses 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.

1.2. The Chairman confirmed that the information regarding the remuneration of the directors specified in the 2015 annual report was correct. However, the presentation of such information might not be clear enough. Therefore, the Company would make the presentation of the information in the 2016 annual report of the Company to be clearer.

2. Recommendation from Mr. Hangchai Akkawasakun, a proxy of Mr. Supot Ouechailertkul
Minutes of the 2016 Annual General Meeting of Shareholders did not mention the names of each of the shareholders who raised questions during the meeting. He would suggest the Company to provide the names of the shareholders who raised questions in the minutes and classify the questions in according to each considering agenda in the succeeding meetings of the shareholders.

The answers provided by the Chairman, could be summarized as follows:

The chairman acknowledged and thanked for the advice.

As there were no further questions, the Chairman requested the Meeting to consider and certify the minutes of such Annual General Meeting of Shareholders.

This matter must be passed by the majority of votes of the shareholders attending and having the right to vote at the Meeting, excluding the vote of the shareholders having an interest on the matter.

Resolution The Meeting certified the Minutes of the 2016 Annual General Meeting of Shareholders held on 26 April 2016 by the majority of votes of the shareholders attending and having the right to vote at the Meeting, excluding the vote of the shareholders having an interest on the matter, having details as follows:

	Approve	Disapprove	Abstain	Voided Ballot	Total
Number of Votes	3,317,008,825	0	0	0	3,317,008,825
Percentage	100	0	0	0	100

Remark In this agenda item, a total number of 661 shareholders were present in person or by proxy, representing 3,317,008,825 shares, which equals to 76.5010 percent of the total paid-up capital of the Company.

Agenda Item 2 To approve the revision to article 51 of the Company's Articles of Association

The Chairman asked the Company Secretary to inform the Meeting that Board of Directors deemed appropriate that the Meeting consider and approve the revision to article 51 of the Company's Articles of Association in order to clarify the process of capital reduction of the Company in case of reducing the registered shares that have neither been purchased nor offered for sale, which reflects section 140 of the Public Limited Company Act B.E. 2535 (as amended) (the "PLC Act"). In addition, section 141 of the PLC Act explicitly says that the duty to inform the creditors of the company about the resolution to

--Translation--

reduce capital does not apply to the case under section 140. Therefore, the second paragraph to article 51 was proposed, having details as follows:

“Article 51 If the Company wishes to reduce its capital, it must send a notice specifying the resolution of shareholders approving the capital reduction to all creditors known to the Company within fourteen (14) days after the date on which the resolution was passed. The notice must provide that the creditors may raise any objection within two (2) months after receipt of that notice. The Company must also publish the resolution of shareholders in a newspaper within fourteen (14) days after the date on which the resolution was passed for a period of three (3) consecutive days.

The first paragraph of Article 51 does not apply to the reduction of capital by decreasing the number of registered shares that have neither been purchased nor offered for sale.”

The Chairman gave an opportunity to the Meeting to express opinions or ask question.

No shareholders raised any questions or expressed their views.

As there was no question, the Chairman requested the Meeting to consider and approve the revision to article 51 of the Articles of Association.

This matter must be passed by an affirmative vote of not less than three-fourths of the total number of the votes of the shareholders attending and having the rights to vote at the Meeting, excluding the vote of the shareholders having an interest on the matter.

Resolution The Meeting approved the revision to article 51 of the Articles of Association by an affirmative vote of not less than three-fourths of the total number of the shareholders attending and having the right to vote at the Meeting, excluding the vote of the shareholders having an interest on the matter, having the details as follows:

	Approve	Disapprove	Abstain	Voided Ballot	Total
Number of Votes	3,551,522,196	16,100	34,000	0	3,551,572,296
Percentage	99.9985	0.0004	0.0009	0	100

Remark In this agenda item, a total number of 665 shareholders were present in person or by proxy, representing 3,551,572,296 shares, which equals to 81.9108 percent of the total paid-up capital of the Company.

Agenda Item 3 To approve (a) the reduction of the Company's registered capital and (b) the revision to article 4 of the Company's Memorandum of Association to reflect the capital reduction

Agenda Item 3(a)

The Chairman asked the Company Secretary to inform the Meeting that, in order to maintain an appropriate level of the legal reserve in which the Company is required to maintain pursuant to section 116 of the PLC Act and article 55 of the Company's Article of Association, it is appropriate that the Meeting consider and approve reduction of the Company's registered shares:

--Translation--

from 4,774,343,003 (four billion seven hundred and seventy-four million three hundred and forty-three thousand and three) shares or equivalent to 33,038,453,580.76 Baht (thirty-three billion thirty-eight million four hundred fifty-three thousand five hundred eighty Baht and seventy-six satang)

to 4,335,902,125 (four billion three hundred and thirty-five million nine hundred and two thousand and one hundred and twenty-five) shares or equivalent to 30,004,442,705.00 Baht (thirty billion four million four hundred and forty-two thousand and seven hundred and five Baht)

by cancelling 438,440,878 (four hundred thirty-eight million four hundred forty thousand eight hundred and seventy-eight) existing registered shares or equivalent to 3,034,010,875.76 Baht (three billion thirty-four million ten thousand eight hundred seventy-five Baht and seventy-six satang) that have neither been purchased nor offered for sale pursuant to section 140 of the PLC Act. The Company had already delivered copies of the details of the aforesaid capital reduction together with the notice to all shareholders.

Section 116 of the PLC Act and article 55 of the Company's Article of Association provides that the Company must allocate part of the annual net profit as reserve fund in an amount of not less than five (5) percent of the annual net profit less the sum of accumulated loss brought forward (if any) until the reserve fund amounts to not less than ten (10) percent of the registered capital.

As of 30 September 2016, the total net profit for nine months is 5,877,738,024 Baht (five billion eight hundred seventy seven million seven hundred thirty eight thousand and twenty four Baht) and the amount of legal reserve is 2,886,500,098 Baht (two billion eight hundred eighty-six million five hundred thousand ninety-eight Baht). The amount of required legal reserve to be further allocated by the Company in the case where the registered capital of the Company equals to the current registered capital and the new registered capital after capital reduction are as follows:

	Current Registered capital (33,038,453,580.76 Baht)	New Registered Capital (30,004,442,705.00 Baht)
10% of Registered capital	3,303,845,358	3,000,444,271
Reserve as of 30 September 2016	2,886,500,098	2,886,500,098
Additional reserve requirement to meet 10% of registered capital	417,345,260	113,944,173

The Company Secretary also informed the Meeting that the reduction of the registered capital of the Company herein does not impact the paid up capital of the Company and will have no material impact on the Company's financial results. In addition, such capital reduction will result in the lowering of the amount of required legal reserve of the Company.

The questions raised by the shareholders regarding the reduction of the Company's registered capital could be summarized as follows:

1. Question from Mr. Phanu Tungpulsinthana

The amount of registered capital of the Company prior to the capital reduction was 33,038,453,580.76 Baht, which contains fraction. Did the fraction come from the conversion of the registered capital from US Dollar to Baht? If so, did the exchange rate affect the reduction of the Company's registered capital?

--Translation--

2. Question from Ms. Rajee Sudawong
How does the capital reduction affect the shareholders? What will be the number of shares?
3. Question from Mr. Anu Wongsarakij
Has the required legal reserve of 10% been allocated by the Company? If the Company reduced its capital in this year, does it mean the Company no longer have an obligation to allocate any additional amount as a reserve fund next year?
4. Question from Mr. Sawong Kitisiripan
Will the reduction of the Company's registered capital be completed within 2016?

The answers provided by Mr. Wichai Chunhasomboon, Chief Financial Officer, and Miss Nattawan Khumwiwat, the Company Secretary, could be summarized as follows:

1. Mr. Wichai Chunhasomboon said that the registered capital of the Company was not converted from US Dollar to Baht. It was in Baht. Therefore, exchange rates did not affect the reduction of the Company's registered capital. He explained further that the fraction in the registered capital prior to the capital reduction was as a result of the reduction of capital by way of reduction of par value of the shares of the Company, which used to be 10.00 Baht per share prior to the initial public offering of the Company. The par value of the shares of the Company after such capital reduction was 6.92 Baht per share. If multiply the par value of 6.92 Baht per share by the total number of shares, the result would equal to the registered capital of the Company which contains fraction.
2. Mr. Wichai Chunhasomboon said that the reduction of the Company's registered capital did not have an adverse effect on the shareholders as it did not reduce the value of the shares nor refund the capital to the shareholders, but it was a cancellation of existing registered shares that have yet to be purchased. This is done so that the amount required to be allocated as a legal reserve will not be too high. If the amount required to be allocated as a legal reserve decrease, the same amount will remain as the net profit of the Company and will therefore be taken into account during dividend calculation. As a result, the amount of dividend paid to the shareholders may increase slightly. For these small things, the Company would like to give to its shareholders since the Company's stock is a dividend stock.
3. Mr. Wichai Chunhasomboon said that as of 30 September 2016, the Company had an amount of legal reserve of 2,886,500,098 Baht. Furthermore, the Company was required to maintain the legal reserve in the amount of not less than 10% of the registered capital. If the Company did not reduce the registered capital, the registered capital would be 33,038,453,580.76 Baht and the Company shall maintain the legal reserve in the amount of not less than 10% of the registered capital which equals to 3,303,845,358 Baht. Therefore, the additional amount that Company shall allocate as a legal reserve shall be 417,345,260 Baht. But if the Company reduces the registered capital to be 30,004,442,705.00 Baht, the Company shall be required to maintain the legal reserve in the amount of not less than 10% of the registered capital, which equals to 3,000,444,271 Baht. Therefore, the Company shall only be required to allocate additional amount of 113,944,173 Baht. In this regard, the Company would no longer be required to allocate any additional amount as a legal reserve.
4. Miss Nattawan Khumwiwat said that, if the shareholders' resolution for the reduction of the Company's registered capital is passed, it shall be registered within 14 days from the date of approval. Therefore, the reduction of the Company's registered capital would be completed by this year.

As there were no further questions, the Chairman requested the Meeting to consider and approve the reduction of the Company's registered capital.

--Translation--

This matter 3 (a) must be passed by an affirmative vote of not less than three-fourths of the total number of votes of the shareholders attending and having the rights to vote at the Meeting, excluding the vote of the shareholders having an interest on the matter.

Resolution The Meeting approved the reduction of the Company's registered capital by an affirmative vote of not less than three-fourths of the total number of the shareholders attending and having the right to vote at the Meeting, excluding the vote of the shareholders having an interest on the matter, having the details as follows:

	Approve	Disapprove	Abstain	Voided Ballot	Total
Number of Votes	3,551,562,796	24,000	0	0	3,551,586,796
Percentage	99.9993	0.0006	0	0	100

Remark In this agenda item, a total number of 670 shareholders were present in person or by proxy, representing 3,551,586,796 shares, which equals to 81.9111 percent of the total paid-up capital of the Company.

Agenda Item 3(b)

The Company Secretary also informed the Meeting that, with respect to the approval on the capital reduction as mention above, it is deemed appropriate that the Meeting approve the revision to the Company's Memorandum of Association to reflect the new registered capital, by cancelling the entire existing content in article 4 and replacing it with new content as follows. The copy of which was attached to the notice of this Meeting.

“Article 4 Registered capital of 30,004,442,705 Baht (thirty billion four million four hundred forty-two thousand seven hundred and five Baht)
divided into 4,335,902,125 shares (four billion three hundred thirty-five million nine hundred two thousand one hundred and twenty-five shares)
each with a par value of Baht 6.92 (six Baht ninety-two satang)
and separated into
ordinary shares 4,335,902,125 shares (four billion three hundred thirty-five million nine hundred two thousand one hundred and twenty-five shares)
preference shares - share (-).”

The Chairman gave an opportunity to the Meeting to express opinions or ask questions apart from the matters that have been considered.

The question raised by the shareholders regarding the revision to article 4 of the Company's Memorandum of Association could be summarized as follows:

1. Question from Mr. Phanu Tungpulsinthana
Are all of the registered shares of the Company after the capital reduction paid-up shares?

--Translation--

The answer provided by the Chairman, could be summarized as follows:

The Chairman said that all Company's registered shares after capital reduction are paid-up shares.

As there were no further questions, the Chairman requested the Meeting to consider and approve the revision to article 4 of the Company's Memorandum of Association to reflect the capital reduction.

This matter (b) must be passed by an affirmative vote of not less than three-fourths of the total number of votes of the shareholders attending and having the rights to vote at the Meeting, excluding the vote of the shareholders having an interest on the matter.

Resolution The Meeting approved the revision to article 4 of the Company's Memorandum of Association to reflect the capital reduction by an affirmative vote of not less than three-fourths of the total number of the shareholders attending and having the right to vote at the Meeting, excluding the vote of the shareholders having an interest on the matter, having the details as follows:

	Approve	Disapprove	Abstain	Voided Ballot	Total
Number of Votes	3,551,565,696	10,000	11,100	0	3,551,586,796
Percentage	99.9994	0.0002	0.0003	0	100

Remark In this agenda item, a total number of 670 shareholders were present in person or by proxy, representing 3,551,586,796 shares, which equals to 81.9111 percent of the total paid-up capital of the Company.

Agenda Item 4 Other businesses (if any)

The Chairman informed the Meeting that the Meeting has duly considered all matters of agenda items as proposed in the notice of the Meeting. The shareholders were given a chance to raise any questions or comments.

The questions raised by the shareholders could be summarized as follows:

1. Questions from Mr. Phanu Tungpulsinthana

- 1.1. The notice of the Meeting did not mention agenda 3 (b) the revision to the Company's Memorandum of Association, but it was considered in the Meeting. Therefore, the notice of the succeeding meetings shall be more precise.
- 1.2. The dividend policy of the Company is to pay a dividend of at least 50% of net profits, subject to meeting the legal reserve requirements, but if the Company considers itself a dividend stock, it should increase the dividend policy, e.g. to be at least 70%.
- 1.3. Within the past 2-3 months, there were news that Esso (Thailand) Public Co., Ltd. were looking to sell their refinery business, and the Company were one of companies that were interested in purchasing the refinery business of Esso (Thailand) Public Co., Ltd. If the Company could please clarify on this matter.

--Translation--

The answers provided by the Chairman could be summarized as follows:

- 1.1. The Chairman said that the Company would handle the matter better in the succeeding meetings.
- 1.2. The Chairman acknowledged and said that the Board of Directors would make consideration on the dividend policy.
- 1.3. The Chairman said that this was speculation of the press; as such, it may not be appropriate to discuss this issue. Furthermore, Mr. William Lewis Stone added that, as of today, the Company did not have such plan. The Company also had made announcements via media channels that as of today, the Company did not have such plans in relation to Esso (Thailand) Public Co., Ltd.

2. Question from Mr. Anu Wongsarakij

Nowadays, a number of material changes occur in this world, such as the fluctuation of the exchange rate, the decrease of the production of crude oil, or changes of margin. What is the Company's opinion on those changes? How would the Company deal with such changes?

The answer provided by the Chairman and Mr. William Lewis Stone, the Chief Executive Officer, could be summarized as follows:

The Chairman said that such situations were not under the Company's control. However, one of the things that are in the Company's control is the production operations. The Company focuses on quality control of production to ensure the safety standards and reliability. Furthermore, the Company always has new strategies and initiatives to handle or mitigate the risks and effects from these external factors. The fluctuations in crude prices and foreign exchange rates are normal cycle of the refinery business. They are nothing new to the Company. Mr. William Lewis Stone also said those are external factors, which are general risk. However, having a safe and reliable operation is under the control of the Company and this would maintain the profitability of the Company.

As there were no further questions, the Chairman declared the Meeting adjourned at 10.45 hrs.

sign



Mr. Andrew Benjamin Walz
Chairman of the Board

Chairman of the Meeting

sign




Miss Nattawan Khumwiwat
Company Secretary

Minutes Recorder

- ♦ 2016 Financial Statements and 2016 Annual report (CD-ROM) and
- ♦ 2016 Sustainability Report (CD-ROM)

**Names and Profiles of Nominated Candidates
to Replace Directors who will be Retired by Rotation**

	Proposed Position:	Director
	Name:	Mr. Andrew Benjamin Walz
	Age:	49 years
	Current Position in SPRC:	Chairman of the Board of Directors
	Appointment Date:	First term: 13 August 2015
	Number of Terms:	1

Education: Bachelor Degree in Civil Engineering
Colorado State University, USA

Training records with IOD: Directors Accreditation Program (DAP 125/2016)

Current director position in other Thai listed company(s): None

Current director or management position in other company(s):

2016 – Present	President - International Products, Asia Pacific Chevron International Pte. Ltd., Singapore
2015 - Present	Director Chevron Trading Pte. Ltd., Singapore
2015 - Present	Director GS Caltex Corporation, South Korea

Director or management position that may have conflict of interest with SPRC:

As the President of International Products, Asia Pacific, Chevron International Pte., Ltd., I have management oversight of Chevron (Thailand) Company Limited.

Working experience:

- ♦ 27 years of experience in the Downstream Oil and Gas industry
- ♦ Various assignments in the United States, Latin America, Canada, Australia and Singapore
- ♦ Leadership positions across Refining, Marketing and Supply and Trading

Working experience in past 5 years:


2015 - 2016	Vice President - Joint Ventures & Affiliates, International Products Chevron International Pte. Ltd., Singapore
2015 - 2016	Vice Chairman of the Board of Directors Singapore Refining Company Pte. Ltd., Singapore
2013 - 2015	Vice President - Product Supply & Trading Chevron USA, Inc., USA
2008 - 2013	Marketing General Manager Caltex Australia Limited, Australia

Meeting attendance in 2016: Board of Directors Meeting: 5 out of 5 meetings (100%)

Number of Shares held in the Company: 0% (3 shares)

Relationship to other directors or executives in the Company: None

Directorship Qualifications according to applicable laws and does not have prohibited qualifications according to the announcement of the Capital Market Supervisory Board: Yes

	Proposed Position: Director	
	Name:	Mr. Nicolas Michel Bossut
	Age:	42 years
	Current Position in SPRC:	<ul style="list-style-type: none"> ♦ Director ♦ Member of the Nomination, Remuneration and Corporate Governance Committee
	Appointment Date:	First term: 11 August 2016
Number of Terms:		1

Education: M.B.A. (Finance)
 University of California, Berkeley, Haas School of Business, USA
 Bachelor Degree in Political Science
 University of California, Berkeley, USA

Current director position in other Thai listed company(s): None

Current director or management position in other company(s):

2016 - Present	Manager Opco Financing, Asia Pacific Chevron International Pte. Ltd., Singapore
----------------	--

Working experience:

- ♦ 18 years of experience in finance management and business development
- ♦ Strategic Planning and Financing risk management
- ♦ Various assignments in the United States, Latin America, Europe and Asia

Working experience in past 5 years:

2014 - 2016	General Manager, Finance and Planning, Technology Projects and Services Chevron USA, Inc., USA
2013	Finance Sponsor Chevron USA, Inc., USA
2010 – 2012	Administration and Finance Manager, Petroindependencia JV Chevron Venezuela, Venezuela

Meeting attendance in 2016: Board of Directors Meeting: 1 out of 1 meeting (100%)
NRCG Committee Meeting: 1 out of 1 meeting (100%)

Number of Shares held in the Company: None

Relationship to other directors or executives in the Company: None

Directorship Qualifications according to applicable laws and does not have prohibited qualifications according to the announcement of the Capital Market Supervisory Board: Yes

Details of the Independent Directors Proposed to Serve as a Proxy of Shareholders

1.

**Name:** Mr. Pliu Mangkornkanok

Position: Independent director
 Vice-chairman of the Board of Directors
 Chairman of Audit Committee
 Member of Human resources Committee

Age: 68 years

Address: 70/8 Soi Inthamara 1, Suttisarn Winitchai road,
 Samsennai, Phayathai, Bangkok

First Appointment: on 28 May 2012**Second Appointment:** on 25 May 2013 (re-elected)**Latest Appointment:** on 26 April 2016 (re-elected)**Other Current Positions:**

Chairman of Board of Directors
 TISCO Financial Group Public Company Limited
 Chairman of Board of Directors
 TISCO Bank Public Company Limited
 Director
 Chuchawal Royal Haskoning Company limited
 Director
 Design 103International Company Limited

Conflicts in Meeting Agenda: None

2.

**Name:** Mr. Manoon Siriwan

Position: Independent director
 Member of Audit Committee
 Member of Nomination, Remuneration and
 Corporate Governance Committee

Age: 70 years

Address: 143/3 soi Sukhumvit 55 (Thonglor),
 Khlong Tan Nuea, Wattana, Bangkok

First Appointment: on 28 May 2012**Latest appointment:** on 28 April 2015 (re-elected)**Other Current Positions:**

Advisor of the Energy Reform Steering Committee
 The National Reform Steering Assembly of Thailand

Conflicts in Meeting Agenda: None

3.

**Name:** Mr. Robert Stair Guthrie

Position: Independent director
 Member of Audit Committee
 Chairman of Nomination, Remuneration and
 Corporate Governance Committee

Age: 70 years

Address: 251/7 The Heights, Coke Tanod, Karon,
 Muang, Phuket

First Appointment: on 28 May 2012**Latest appointment:** on 28 April 2015 (re-elected)**Other Current Positions:** None**Conflicts in Meeting Agenda:** None

Registration and Voting Procedure

1. Conditions of the registration

The Company will open the registration counter for meeting attendance and document examination at 7.00 am at Royal Maneeya Ballroom, M Floor, Renaissance Bangkok Ratchaprasong Hotel, 518/8, Ploenchit Road, Pathumwan, Bangkok, 10330 as shown in the map (Enclosure 7).

2. Registration procedure

- 2.1 Bring the documents specified in Item 3 below to the document verification booth for the staff to review.
- 2.2 Bring the reviewed documents to the registration booth. The Company uses a barcode system for the convenience and to speed up the registration process. Therefore, it is required to bring the document that has a printed barcode that the Company sent to the shareholder together with this document to the meeting.
 - (a) For shareholders and proxies who are individuals, please proceed to “Individual or Proxy” booths for the registration.
 - (b) For proxies who are juristic persons, funds and institutions, please proceed to “Juristic Person, Fund or Institution” booths for the registration.
- 2.3 The registered attendance will receive voting ballots, an identification sticker, a snack box voucher and a satisfaction survey form.
- 2.4 The meeting room will be opened at 8.30 am and the meeting will start at 9.00 am.
- 2.5 The Chairman will proceed with the meeting according to the proposed agenda. The meeting will be adjourned after completing all agenda items.

3. Required documents for the registration (as the case may be)

A. Individual shareholders

(1) Attendance in person by the shareholder

a valid photo-ID issued by a government authority, e.g. a national identification card, an official identification card, a foreigner identification card or a passport (in case of foreign shareholder)

(2) Attendance by proxy

- (a) a proxy form B (Enclosure 9), which is completely filled in and signed by the proxy grantor and the proxy, and affixed with Baht 20 of stamp duty
- (b) a photocopy of a valid photo-ID issued by a government authority of the proxy grantor (shareholder), which is certified as a true copy by the proxy grantor
- (c) a valid photo-ID issued by a government authority of the proxy

B. Juristic person shareholders

- (1) Attendance in person by the authorized representative of the shareholder
 - (a) a valid photo-ID issued by a government authority of the authorized representative of the shareholder
 - (b) a photocopy of an affidavit of the shareholder issued by the Ministry of Commerce or a competent authority of the country where such juristic person is situated, which has been issued for not more than 1 year prior to the meeting. The document must also be certified as a true copy by the authorized representative and contain the information showing that the authorized person has the authority to act on behalf of such juristic person shareholder
- (2) Attendance by proxy
 - (a) a proxy form B (Enclosure 9) which is completely filled in and signed by the proxy grantor and the proxy, and affixed with Baht 20 of stamp duty
 - (b) a photocopy of a valid photo-ID issued by a government authority of the authorized representative of the shareholder, which is certified as a true copy by such authorized representative
 - (c) a photocopy of an affidavit of the shareholder issued by the Ministry of Commerce or a competent authority of the country where such juristic person is situated, which has been issued for not more than 1 year prior to the meeting. The document must also be certified as a true copy by the authorized representative and contain the information showing that the authorized person has the authority to act on behalf of such juristic person shareholder
 - (d) a valid photo-ID issued by a government authority of the proxy
- (3) Attendance by proxy given by a Thai Custodian
 - (a) a valid power of attorney, authorizing the custodian to give proxy, which is completely filled in and signed by the principal and the attorney, and affixed with Baht 30 of stamp duty
 - (b) a photocopy of the documents of the shareholder as specified in A. (2) (b) or B. (2) (b) and (c), as the case may be (except where the shareholder is a foreign juristic person who authorizes a custodian who is a Thai financial institution)
 - (c) a photocopy of a valid photo-ID issued by a government authority of the authorized representative of the custodian, which is certified as a true copy by such authorized representative
 - (d) a photocopy of an affidavit of the custodian issued by the Ministry of Commerce, which has been issued for not more than 1 year prior to the meeting. The document must also be certified as a true copy by the authorized representative and contain the information showing that the authorized person has the authority to act on behalf of the custodian
 - (e) a confirmation letter as to the fact that the custodian has obtained a license to undertake or engage in custodian business

- (f) a proxy form C (available for download at www.sprc.co.th), which is completely filled in and signed by the proxy grantor (i.e. the custodian) and the proxy, and affixed with Baht 20 of stamp duty
- (g) a valid photo-ID issued by a government authority of the proxy

C. Shareholders who give proxy to the independent director of the Company

A shareholder may give proxy to the independent director of the Company to attend the meeting and vote on his/her behalf.

The shareholder may give proxy to the following independent directors:

- (1) Mr. Pliu Mangkornkanok; or
- (2) Mr. Manoon Siriwan; or
- (3) Mr. Robert Stair Guthrie.

To give proxy, the shareholder must fill in and sign the proxy form as well as the documents required. In this regard, the Company has prepared proxy form B (Enclosure 9), and details of the independent directors proposed to serve as a proxy of shareholders (Enclosure 4).

Please arrange for such documents to arrive at the Company by 31 March 2017 for our further arrangement.

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

4. Voting

- 4.1 Voting shall be conducted openly and one share is entitled to one vote.
- 4.2 Voting in on each agenda item: each shareholder may vote "Approve" or "Disapprove", or "Abstain" in each agenda according to the number of shares he/she holds and cannot allocate the number of shares to vote separately, except for a custodian.
- 4.3 Voting in case of the proxy: the proxy must cast votes as indicated by the shareholders in the proxy form only. In case the Shareholder does not specify the authorization or the authorization is unclear, the Proxy shall be authorized to consider and vote such matter on behalf of the Shareholder as appropriate.
- 4.4 The resolution of the meeting of shareholders must consist of the following votes:-
 - (a) Ordinary cases: it shall require a majority of the votes of the shareholders attending and eligible to vote to pass the resolution,
 - (b) Other cases which the laws or the Company's Articles of Association and/or the laws provided otherwise: the vote shall be in accordance with the laws or the Company's Articles of Association.

The resolution of agenda item 7 regarding **the approval of the directors' remuneration for year 2017** requires the approval of at least two-thirds of the shareholders attending the meeting.

The Chairman of the meeting shall inform the shareholders in the meeting for their acknowledgement before casting votes on each agenda.

- 4.5 In case of equality of votes, the Chairman of the meeting shall be entitled to a final casting vote.
- 4.6 Any shareholder or proxy who has interest in any specific issue shall have no right to cast his/her vote on the said issue and that shareholder or proxy may be invited by the Chairman to temporarily leave from the meeting, except for voting on election of the Directors.
- 4.7 The Chairman of the Meeting shall propose to shareholders to consider and vote on each agenda by requesting the Shareholders to vote "Approve" or "Disapprove", or "Abstain" in the ballots. The ballots shall be collected upon request of the Chairman of the Meeting

In the process of vote counting for all agendas, the shareholder who wishes to object or abstain from voting should clearly mark their ballot to specify their intentions, and hand their ballots over to our staff. Those who choose not to hand over their cast ballot will be assumed to have approved the agenda in question.

- 4.8 Each registered shareholders or the proxies will receive a ballot for each agenda. Shareholders and proxies must use ballots consistent with agenda specified therein.
 - (a) For Agenda 2: To acknowledge **2016 Company's performance**, there is no vote casting as it is agenda for acknowledgement.
 - (b) For Agenda 4: To acknowledge **the interim dividend payment from 1H/2016 performance**, there is no vote casting as it is agenda for acknowledgement.
 - (c) For Agenda 6: To **elect the directors for replacement of the directors who will be retired by rotation**, voting will be required with a ballot divided into subsections. Two directors' names would be specified in each ballot for election of director on an individual basis.

5. Counting Votes

- 5.1 The Chairman of the meeting shall inform the meeting of the vote counting method for their acknowledgement before the commencement of the meeting.
- 5.2 At this shareholders meeting, the Company uses barcode system for the Company's counting of the votes.
- 5.3 The Chairman of the meeting shall announce the result of vote counting to the meeting on each agenda.

Remark

- If the attendees leave the meeting before it ends, please cast your vote and complete the satisfaction survey form. Please deliver them to our staff for reference.
- The Company reserves the rights not to complete registration if the documents provided are not complete or if the registration occurs after the meeting is adjourned.
- If the attendees change their title, name or surname, the evidence of such changes is required.
- If any of the required documents is not in Thai or English, its English translation, which is certified as a correct translation by the authorized representative of the relevant juristic person, must also be attached.
- If there is any amendment to the proxy, it must be accompanied by the signature of the proxy grantor. If there is no such signature, it will be deemed that the proxy is not entitled to vote in such agenda.
- The shareholder who wishes to give general proxy may use proxy form A. The shareholder who is a foreign investor for which a custodian of the shares in Thailand is appointed may use proxy form C.
- Proxy form A and proxy form C are available for download at www.sprc.co.th.

**Articles of Association of the Company in relation to
the 2017 Annual General Meeting of Shareholders
and Voting Requirements**

1. Closing of the share registration book

(Article 14) During a period of twenty-one (21) days before a meeting of shareholders, the Company may close the share register book and refuse to record any transfer of shares if it makes an announcement at least fourteen (14) days at the head office and all branch offices of the Company of its intention to close the books.

2. Calling of Shareholders' Meeting

(Article 39) A meeting of shareholders must be held at least once in every year and this meeting is called a "general meeting". The general meeting must be held within four (4) months after the end of the accounting period of the Company.

Any other meeting of shareholders is called an "extraordinary general meeting".

The board of directors may call an extraordinary general meeting at any time whenever it thinks fit. Shareholders (i) holding in aggregate one-fifth (1/5) or more of the total issued shares or (ii) twenty-five (25) shareholders or more holding in aggregate one-tenth (1/10) or more of the total issued shares may submit a written request to the board of directors to call an extraordinary general meeting. The request must clearly specify the purpose of such meeting. The board of directors must call a meeting of shareholders to take place within one (1) month from the date of receipt of that request.

(Article 40) To call a meeting of shareholders, the board of directors must prepare a notice indicating the place, date, time, agenda and matters to be proposed at the meeting together with any other appropriate details. The notice must clearly specify the matter for acknowledgment, approval or consideration, together with the opinion of the board of directors on those matters. The notice must be sent to the shareholders and the Public Companies Registrar seven (7) days or more before the meeting date. The notice must also be published in a newspaper at least three (3) days before the meeting date for a period of three (3) consecutive days.

3. The quorum

(Article 41) A quorum of a meeting of shareholders requires the lesser of twenty-five (25) shareholders or one-half or more of the total number of shareholders, holding in aggregate one-third (1/3) or more of the total issued shares, present in person or by proxy (if any).

If after one (1) hour from the time fixed for a meeting of shareholders a quorum has not been constituted, the meeting which was called at the request of shareholders must be dissolved. If the meeting is called other than at the request of the shareholders, an adjourned meeting must be called and a notice of the meeting must be sent to the shareholders seven (7) days or more before the date of the adjourned meeting. No quorum is required at the adjourned meeting.

4. Voting

(Article 42) A shareholder may appoint a proxy to attend and vote at a meeting of shareholders on his/her behalf. The instrument appointing a proxy must be made in writing, signed by the shareholder and made in a form prescribed by the Public Companies Registrar. The proxy instrument must be submitted with the Chairman or his/her assignee before the proxy attends the meeting. The proxy instrument must contain at least the following particulars:

- (1) the amount of shares held by the shareholder;
- (2) the name of the proxy; and
- (3) the meeting at which the proxy is appointed to attend and vote.

(Article 44) The Chairman of the board of directors will act as the Chairman of the meeting of shareholders. If the Chairman is not present or is unable to discharge his/her duties, the Vice-Chairman will serve as the Chairman. If there is no Vice-Chairman or the Vice-Chairman is unable to discharge his/her duties, the shareholders attending the meeting must elect one of them to act as the Chairman.

(Article 45) In every meeting of shareholders, a shareholder has one vote for each share. A shareholder who has a special interest in any matter may not cast votes on that matter, except for the election of directors.

(Article 46) A resolution of shareholders must be passed by a majority of the votes cast by the shareholders attending and eligible to vote at the meeting, except where it requires otherwise in these Articles of Association or by law or in any of the following cases where a resolution must be passed by three-quarters (3/4) or more of the votes cast by the shareholders attending and eligible to vote at the meeting:

- (1) a sale or transfer of all or substantial part of the business of the Company to any person;
- (2) a purchase or acceptance of transfer of business of other public or private companies;
- (3) an entering into, amendment or termination of any agreement concerning a lease out of all or a substantial part of the business of the Company or an assignment of the management control of the business of the Company to any person or a merger with any person for the purposes of profit and loss sharing;
- (4) an amendment to the Memorandum or Articles of Association of the Company;
- (5) an increase or reduction of capital;
- (6) an issue of debentures; or
- (7) an amalgamation or a dissolution of the Company.

(Article 17) A meeting of shareholders must elect the directors in accordance with the following procedures and rules:

- (1) Each shareholder has one vote for each share held;
- (2) Each shareholder may exercise the votes in electing one or more persons to be the directors but the votes are indivisible; and
- (3) The persons who obtain the highest number of votes will be elected as directors in respective order of votes higher to lower according to the required number of directors, but if two or more persons obtain equal votes, the Chairman must exercise a casting vote.

(Article 36) The directors' fees and remuneration must be fixed by a meeting of shareholders.

5. Agenda of the meeting

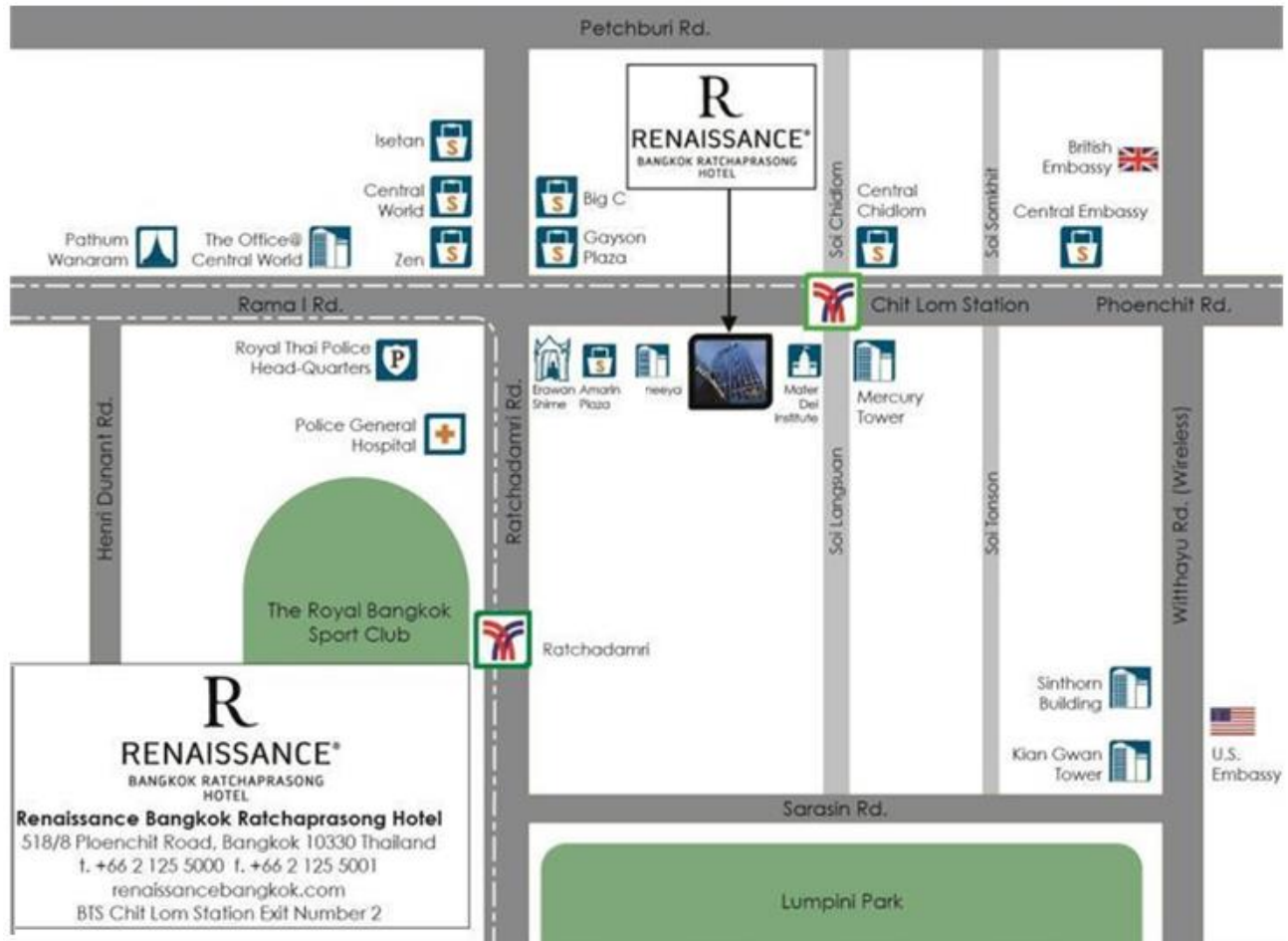
(Article 43) The meeting of shareholders must proceed according to the agenda specified in the notice of the meeting in respective order. However, the meeting may vary the sequence of the agenda if approved by a resolution passed by two-thirds (2/3) or more of the votes cast by the shareholders attending the meeting.

After the meeting of shareholders completes its consideration of the agenda prescribed in the notice of the meeting, the shareholders holding in aggregate one-third (1/3) or more of the total issued shares may request the meeting to consider any matters in addition to the agenda prescribed in the notice of the meeting.

If the meeting of shareholders is unable to complete its consideration of the agenda prescribed in the notice of the meeting or additional matters raised by the shareholders and it is necessary to adjourn the meeting, then the meeting must fix the place, date and time of the adjourned meeting. The board of directors must send a notice of the meeting specifying the place, date, time and agenda to shareholders seven (7) days or more before the meeting date. The notice must also be published in a newspaper at least three (3) days before the meeting date for a period of three (3) consecutive days.

Map of the Meeting Venue

Royal Maneeya Ballroom
M Floor, Renaissance Bangkok Ratchaprasong Hotel
518/8, Ploenchit Road, Pathumwan, Bangkok, 10330



Public Transportation

Subway (MRT): At Sukhumvit Station, use Exit 3 to Sky train (BTS), Asok station.
Then take BTS to Chit Lom station and get off at Exit 2.

Sky train (BTS): Chit Lom station, use Exit 2

Private Car

The Shareholders who travel by private vehicle may park at Renaissance Bangkok Ratchaprasong Hotel parking lot.

**Requisition form for printed copy of
the Financial Statements, Annual Report and Sustainability Report**

(Please fill in the form and fax to 038-699-999 ext. 7887)

Dear Company Secretary,

I.....
residing at..... road..... sub-district.....
district..... province..... country.....
postcode.....

wish to receive a printed copy of the following document(s):

- ☐ 2016 Financial Statements and 2016 Annual Report (English)
- ☐ 2016 Sustainability Report (English)

Proxy (Form B)

(This form prescribed matters for which the power is to be granted in full detail)

Affix
Stamp Duty
20 Baht

Made at.....

Date...Month.....Year.....

1. I/We.....nationality.....
residing at.....road.....sub-district.....
district.....province.....postcode.....

2. I/We am/are a shareholder of Star Petroleum Refining Public Company Limited, holding the ordinary shares in the total amount of.....shares which are entitled to castvotes

3. We wish to appoint

☐ (1).....age.....years,
residing at.....road.....sub-district.....
district.....province.....postcode.....; or

☐ (2).....age.....years,
residing at.....road.....sub-district.....
district.....province.....postcode.....; or

the independent director:

☐ (3) **Mr. Pliu Mangkornkanok**, age 68 years, residing at 70/8, Soi Inthamara 1, Suttisarn Winitchai road, Samsennai, Phayathai, Bangkok ; or

☐ (4) **Mr. Manoon Siriwan**, age 70 years, residing at 143/3, Soi Sukhumvit 55 (Thonglor), Khlong Tan Nuea, Wattana, Bangkok]; or

☐ (5) **Mr. Robert Stair Guthrie**, age 70 years, residing at 251/7 The Heights, Coke Tanod, Karon, Muang, Phuket

any one of them as my/our sole proxy to attend and vote on my/our behalf at the 2017 Annual General Shareholders Meeting (AGM) to be held:

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

or such other date, time and place as may be postponed and rescheduled.

4. I/We hereby authorize the proxy to vote on my/our behalf in this meeting as follows:

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

☐ (a) The proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ (b) The proxy to vote on my behalf as follows:

☐ Approve

☐ Not approve

☐ Abstain

- (2) **Agenda Item 2: To acknowledge 2016 Company's performance**
- (3) **Agenda Item 3: To approve financial statements year-ended 31 December 2016**
- ☐ (a) The proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects.
- ☐ (b) The proxy to vote on my behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain
- (4) **Agenda Item 4: To acknowledge the interim dividend payment from 1H/2016 performance**
- (5) **Agenda Item 5: To approve the dividend payment from 2016 performance**
- ☐ (a) The proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects.
- ☐ (b) The proxy to vote on my behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain
- (6) **Agenda Item 6: To elect the directors for replacement of the directors who will be retired by rotation**
- ☐ (a) The proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects.
- ☐ (b) The proxy to vote on my behalf as follows:
- ☐ Election of all nominee to the Board of Directors
- ☐ Approve ☐ Not approve ☐ Abstain
- ☐ Election of each nominee to the Board of Directors
- (1) Mr. Andrew Benjamin Walz**
- ☐ Approve ☐ Not approve ☐ Abstain
- (2) Mr. Nicolas Michel Bossut**
- ☐ Approve ☐ Not approve ☐ Abstain
- (7) **Agenda Item 7: To approve the directors' remuneration for year 2017**
- ☐ (a) The proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects.
- ☐ (b) The proxy to vote on my behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain
- (8) **Agenda Item 8: To appoint an external auditor and determination of audit fees for year 2017**
- ☐ (a) The proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects.
- ☐ (b) The proxy to vote on my behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

5. Any votes by the proxy in any agenda item not rendered in accordance with my/our intention specified herein shall be deemed incorrect and not considered as my/our votes as a shareholder.

6. If I/We do not specify or clearly specify my/our intention to vote in any agenda item, or if there is any agenda item considered or resolved in the meeting other than those specified above, or if there is any change or amendment to any fact, the proxy shall be authorized to consider the matters and vote on my/our votes on my/our behalf as the proxy deems appropriate.

Any action taken by the Proxy at the meeting shall, unless the proxy does not cast the votes in compliance with my/our intention specified herein, be deemed as being done by me/us in all respects.

SignedThe Grantor
(.....)

SignedThe Proxy
(.....)

SignedThe Proxy
(.....)

Remarks

1. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on his/her behalf and the number of shares held by such shareholder may not be divided among more than one proxy in order to separate the votes to grant more than one proxy.
2. For the agenda of director election, a proxy can vote for all nominees or each nominee for director.
3. If the matters to be considered are more than those specified above, the proxy grantor may use the Annex Proxy Form B as attached for such additional matters.

Annex Proxy Form B

Appointment of proxy by shareholders of Star Petroleum Refining Public Company Limited in connection with the 2017 Annual General Shareholders Meeting (AGM) held 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 or such other date, time and place as may be postponed and rescheduled.

(1) **Agenda Item**.....:

☐ (a) The proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ (b) The proxy to vote on my behalf as follows:

☐ Approve

☐ Not approve

☐ Abstain

(2) **Agenda Item**.....:

☐ (a) The proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ (b) The proxy to vote on my behalf as follows:

☐ Approve

☐ Not approve

☐ Abstain

(3) **Agenda Item**.....:

☐ (a) The proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ (b) The proxy to vote on my behalf as follows:

☐ Approve

☐ Not approve

☐ Abstain

(4) **Agenda Item**.....:

☐ (a) The proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ (b) The proxy to vote on my behalf as follows:

☐ Approve

☐ Not approve

☐ Abstain

(5) **Agenda Item**: Election of Directors (continued)

1) Name of the director:

☐ Approve

☐ Not approve

☐ Abstain

2) Name of the director:

☐ Approve

☐ Not approve

☐ Abstain

3) Name of the director:

☐ Approve

☐ Not approve

☐ Abstain

เอกสารสำคัญ – โปรดนำมาในวันประชุม
Important – Please bring this document to the Meeting

แบบฟอร์มลงทะเบียน
Registration Form

ข้าพเจ้า
I/We
อยู่บ้านเลขที่
Address

สัญชาติ
Nationality
เลขทะเบียนผู้ถือหุ้น
Shareholder's Registration No.

เป็นผู้ถือหุ้นของ บริษัท สตาร์ ปิโตรเลียม รีไฟน์นิ่ง จำกัด (มหาชน)
being a shareholder of Star Petroleum Refining Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม
holding the total amount of

หุ้น
shares

หุ้นสามัญ
ordinary share

หุ้น
shares

การประชุมสามัญผู้ถือหุ้นประจำปี 2560
The 2017 Annual General Meeting of Shareholders



บริษัท สตาร์ ปิโตรเลียม รีไฟน์นิ่ง จำกัด (มหาชน)
Star Petroleum Refining Public Company Limited

วันพุธที่ 5 เมษายน พ.ศ. 2560 เวลา 9.00 น.
Wednesday, 5 April 2017 at 9.00 hrs.

ณ ห้องรอยัล มณีเยา บอลรูม ชั้นเอ็ม โรงแรมเรเนซองส์ กรุงเทพฯ ราชประสงค์
518/8 ถนนเพลินจิต เขตปทุมวัน กรุงเทพมหานคร 10330
At Royal Maneeya Ballroom, M Floor, Renaissance Bangkok Ratchaprasong Hotel,
518/8, Ploenchit Road, Pathumwan, Bangkok, 10330

ข้าพเจ้า _____ เป็นผู้ถือหุ้น หรือ ผู้รับมอบฉันทะของผู้ถือหุ้น
I _____ shareholder or proxy holder of the shareholder
หมายเลขบัตรประจำตัวประชาชน _____ ได้มาเข้าร่วมการประชุมดังกล่าวข้างต้น
which the identification number _____ attend the above mentioned meeting.

ลงชื่อ / Sign _____ ผู้เข้าประชุม / Meeting Attendant
()

(Translation)

No. SPRC-CF-OUT-17-128

March 3rd, 2017

Subject: Invitation for the 2017 Star Petroleum Refining Public Company Limited site visit
To: Shareholders of Star Petroleum Refining Public Company Limited
Attachment: 1. Itinerary for the 2017 Star Petroleum Refining Public Company Limited site visit
2. Requisition form for Star Petroleum Refining Public Company Limited site visit

Star Petroleum Refining Public Company Limited ("the Company") will organize 2017 refinery site visit on Monday 22 May 2017, for the first round and the second round on Thursday 25 May 2017. The refinery site visit will be organized as a one-day trip from meeting point at Bangkok to our refinery at Tambol Map Ta Phut, Amphur Muang Rayong, Rayong Province with 100 participants of each round.

The itinerary and requisition form are attached herewith. The Company would like the interested shareholders to submit the requisition form via email ir@sprc.co.th or fax 038-699-999 by Thursday 20 April 2017. In the event that requisition form submitted to the company exceed 100 of each round, the Company will randomly select attendees from the draw to be held on Friday 21 April 2017 and will disclose the list of attendee on SPRC website www.sprc.co.th on Monday 24 April 2017. We will contact each attendee for confirmation accordingly.

The Company reserves the right to revise schedule and agenda as appropriate. And as the Company has many shareholders, in order to treat them equitably according to the corporate governance policy, the Company would reserve the rights for refinery site visit as 1 shareholder per 1 visit only (no accompanying person and no transfer of rights).

Please be informed accordingly.

Yours sincerely,



(William Lewis Stone)
Chief Executive Officer

Investor Relations
Tel: 038 699 887 and 038 699 839

Itinerary of Star Petroleum Refining Public Company Limited's Refinery site visit

1st round: Monday 22 May, 2017
2nd round: Thursday 25 May, 2017

07:00	Meet at Renaissance Bangkok Ratchaprasong Hotel, Bangkok Register (Breakfast box available upon registration)
07:30	Leave Bangkok to SRPC refinery at Tambol Map Ta Phut, Amphur Muang Rayong, Rayong
10:30	Arrive at SPRC (Refreshments available)
11:00	Welcome speech by Khun Bill, CEO of SPRC and Company presentation
11:30	Lunch
13:00	Visit refinery
14:30	Q&A by Management
15:00	Leave from SPRC
18:00	Arrive safely at Renaissance Bangkok Ratchaprasong Hotel, Bangkok

*The Company reserves the rights to change traveling itinerary as deemed appropriate.

Requisition form for attend SPRC refinery site visit

(Please fill in the form and submit it via email ir@sprc.co.th or fax 038-699-999 by 20 April 2017)

☐ Monday 22 May 2017 **or** ☐ Thursday 25 May 2017

I (Mr. /Mrs./Ms.).....Age.....Years
ID Card No. is a shareholder of Star Petroleum Refining Public Company Limited
Telephone number: Home.....Work.....Mobile.....
Intend to participate on the Refinery site visit as
☐ a natural person attending the refinery visit by himself or herself
☐ a juristic person authorizing (Mr./Mrs./Ms.).....
Age.....Years Residing at.....
Telephone number: Home.....Work.....Mobile.....
to attend the Refinery site visit on behalf of myself at this time.

I hereby declare my personal information to the Company regarding personal illness / allergy / dietary restrictions as follows.....

I hereby disclose my shirt size.....and shoe size.....for preparation of Personal Protective Equipment when entering to refinery area.

I have read and agreed by the conditions as stated below and certify that information provided in this Requisition form is true and authentic.

Signature.....Shareholder
(.....)
Date.....

Conditions:-

1. The shareholders are granted with the rights for 1 seat per 1 shareholder only.
2. The intended shareholders represent those whose names appear in the record date on Thursday 2 March 2017 to determine the list of shareholders who may exercise their rights and participate in the AGM and the shareholders' registration book-closing on Friday 3 March 2017 to collect shareholders names.
3. The draw to select shareholders will be held on Friday 21 April 2017, in the event that the numbers of submitted requisition exceed 100 of each round.
4. The list of selected shareholders and the waiting list will be announced on the Company's website www.sprc.co.th on Monday 24 April 2017.
5. The Company will contact (by phone) the selected shareholders, as announced on the website, for traveling confirmation. In case that the Company is unable to contact the shareholders within 7 working days (start from the announcement date as stated in No. 4), the Company will regard it as a withdrawal from the shareholders and will contact the shareholder whose name appears first on the waiting list.
6. In case of personal illness, allergy or non-preferable food, please notify the Company in advance.
7. If you are unable to attend, please notify us 7 days prior the event.
8. The Company reserves the rights to:
 - 8.1 consider only real requisition forms which attached with this invitation to the 2017 Annual General Meeting of Shareholders (AGM) and not consider requisition forms with incomplete and incorrect information and unable to contact.
 - 8.2 decline the accompanying persons from traveling.
 - 8.3 not allow the transfer of rights to travel.
 - 8.4 not allow the transfer of Date of travel
 - 8.5 change traveling itinerary attached as deemed appropriate.