

(Translation)

2 March 2018

Re: Invitation to the 2018 Annual General Meeting of Shareholders

To: Shareholders of Star Petroleum Refining Public Company Limited

Enclosures:

1. Copy of minutes of the 2017 Annual General Meeting of Shareholders held on 5 April 2017
2. 2017 Financial Statements, 2017 Annual report and 2017 Sustainability Report (CD-ROM)
3. Names and profiles of nominated candidates to replace directors who will be retired by rotation
4. Definition of independent director
5. Names and profiles of the proposed external auditors
6. Details of the independent directors proposed to serve as a proxy of shareholders
7. Registration and voting procedure
8. Articles of Association of the Company in relation to the 2018 Annual General Meeting of Shareholders and voting requirements
9. Map of the meeting venue
10. Requisition form for printed copy of the 2017 Financial Statements, 2017 Annual Report and/or 2017 Sustainability Report
11. Proxy form B
12. Registration form
13. Application form for attend SPRC refinery site visit

The Board of Directors of Star Petroleum Refining Public Company Limited (the “**Company**”) No. 1/2018 held on 13 February 2018 resolved to hold the 2018 Annual General Meeting of Shareholders on Thursday, 5 April 2018 at 14:00 hr at Grand Ballroom, 7<sup>th</sup> Floor, The Landmark Bangkok Hotel, 138 Sukhumvit Soi 4, Sukhumvit Road, Khlong Toei, Bangkok 10110, to consider the following agenda:

**Agenda Item 1**                      **To certify minutes of the 2017 Annual General Meeting of Shareholders held on 5 April 2017**

**Objective and Rationale:**                      The Company held the 2017 Annual General Meeting of Shareholders on 5 April 2017 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 2017 Annual General Meeting of Shareholders held on 5 April 2017 are 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 2017 Company's performance**

**Objective and Rationale:** To report the Company's performance for the year ending 31 December 2017 and the 2017 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 2017 and the 2017 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 2017**

**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 2017 and the auditor's report are included in 2017 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	As of 31 December 2017		As of 31 December 2016	
	Amount (Million US\$)	Amount (Million Baht)	Amount (Million US\$)	Amount (Million Baht)
Total Assets	1,821	59,797	1,672	60,188
Total Liabilities	539	17,696	513	18,469
Total Equity	1,282	42,101	1,159	41,719
Total Revenue	5,009	170,535	4,374	155,082
Profit for the year	261	8,895	245	8,688
Earnings per share	(US\$) 0.06	(Baht) 2.05	(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 2017, 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/2017 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 next shareholders' meeting.

The Board of Directors Meeting No. 3/2017 held on 11 August 2017 approved the interim dividend payment from the net profit of 1 January to 30 June 2017 to the shareholders in an amount of US\$ 59,596,402.80 which is an equivalent of Baht 0.4621 per share for a total approximately Baht 2,004 Million. The interim dividend payment was made to shareholders on 8 September 2017.

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

The Board of Directors considers and recommends the shareholders to acknowledge the interim dividend payment from 1H/2017 performance.

##### **Vote required:**

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

#### **Agenda Item 5**

#### **To approve the dividend payment from the Company's performance in 2017**

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

Section 115 of the PLC Act and Article 52 of the Articles of Association of the Company provide that dividend must be paid out of net profit of the Company, and only if the Company has no accumulated loss. In addition, the declaration of dividend must be approved by shareholders' resolution, and must be paid equally in proportion to the total number of issued shares.

Section 116 of the PLC Act and Article 55 of the Articles of Association of the Company provide 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.

The Company's registered capital is Baht 30,004,442,705. Ten percent of the Company's registered capital is Baht 3,000,444,271.

As of 31 December 2016, the Company's legal reserve is Baht 3,000,444,271, which has reached the legal requirement. Therefore, the Company is not required to make any additional allocation from the profit of 2017 to the reserved fund.

The Company's Dividend Policy is to pay twice per year of 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 2017 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 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>
Wednesday, January 24	1	31.8966
Thursday, January 25	2	31.6041
Friday, January 26	3	31.5448
Saturday, January 27	-	-
Sunday, January 28	-	-
Monday, January 29	4	31.5023
Tuesday, January 30	5	31.6209
Wednesday, January 31	6	31.5393
Thursday, February 1	7	31.5408
Friday, February 2	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 31.6070 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>2017 Net Profit</b>	US\$	<b>261,254,100</b>
2017 Legal Reserve Allocation	US\$	-
<b>60% of Net Profit after Legal Reserve</b>	US\$	<b>156,752,460</b>
Average Selling Exchange Rate of BOT for 7 Banking Days	Baht/US\$	31.6070
Convert 60% of 2017 Net Profit after Legal Reserve to Baht	Million Baht	2,951
Total Number of Shares	Shares	4,335,902,125
<b>Total Dividend per Share for 2017</b>	Baht/Share	<b>1.1427</b>
Interim Dividend Paid on 8 September 2017	Baht/Share	0.4621
<b>Remaining Dividend to be Paid on 3 May 2018</b>	Baht/Share	<b>0.6806</b>

Details of the comparison of dividend payments in 2016 and 2017 are as follows:

Description	Unit	2017	2016
<b>Net Profit</b>	US\$	<b>261,254,100</b>	<b>245,037,217</b>
Number of Shares the Interim and Annual Dividend Payment being Paid to	Shares	4,335,902,125	4,335,902,125
<b>Total Dividend Per Share</b>	Baht/Share	<b>1.1427</b>	<b>1.1824</b>
1. Interim Dividend	Baht/Share	0.4621	0.5378
2. Annual Dividend	Baht/Share	0.6806	0.6446
Total Dividend Paid (approximately)	Million Baht	4,955	5,127
<b>Payout Ratio</b>	Percentage	<b>60</b>	<b>60</b>

**Opinion of the Board:**

The Board of Directors considers and recommends the shareholders to approve a dividend payment from the net profits of 1 January to 31 December 2017 to the shareholders of US\$ 156,752,460, which is an equivalent of Baht 1.1427 per share.

After deduction of the interim dividend payment for the first half of 2017 performance at Baht 0.4621 per share paid on 8 September 2017, the remaining dividend to be paid is at Baht 0.6806 per share, totaling approximately Baht 2,951 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 2017, 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 18 April 2018.

The dividend is scheduled to be paid to the shareholders on 3 May 2018.

**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 2018 Annual General Meeting, the following directors will be retired by rotation:

- (a) Mr. Manoon Siriwan
  - Independent Director
  - Audit Committee
  - Nomination, Remuneration and Corporate Governance Committee
- (b) Mr. Robert Stair Guthrie
  - Independent Director
  - Audit Committee
  - Chairman of Nomination, Remuneration and Corporate Governance Committee
- (c) Ms. Kheng Ling Lok
  - Director
  - Human Resources Committee

The Company invited shareholders to nominate qualified candidate(s) for a directorship, together with the invitation to propose agenda items for consideration at 2018 AGM. The proposal must be submitted to the Company from 1 September until 31 December 2017. Neither candidates nor agenda items were proposed by shareholders during such period.

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

- |                              |                                    |
|------------------------------|------------------------------------|
| (a) Mr. Manoon Siriwan       | Independent Director (re-election) |
| (b) Mr. Robert Stair Guthrie | Independent Director (re-election) |
| (c) Ms. Kheng Ling Lok       | Director (re-election)             |

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

Mr. Manoon Siriwan and Mr. Robert Stair Guthrie are proposed to be independent directors. They are qualified to be independent directors pursuant to the definition specified by the Stock Exchange of Thailand (SET) and the Company. The definition of independent director is provided in Enclosure 4.

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

The Board of Directors considers the recommendation of the NRCG Committee and agrees that Mr. Manoon Siriwan, Mr. Robert Stair Guthrie and Ms. Kheng Ling Lok are qualified and have no disqualification pursuant to the PLC Act and the Securities and Exchange 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.

Mr. Manoon Siriwan and Mr. Robert Stair Guthrie are qualified to be independent directors according to the SET's and the Company's definition.

The Board of Directors recommends the shareholders to re-elect Mr. Manoon Siriwan and Mr. Robert Stair Guthrie as the independent directors and Ms. Kheng Ling Lok as a director 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:**

The persons to be elected shall receive the majority votes of the shareholders attending and eligible to vote, and the persons who obtained the highest number of votes in respective order higher to lower according to the required number of directors will be elected as directors of the Company.

**Agenda Item 7**

**To approve the directors' remuneration for year 2018**

**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. The proposed directors' remuneration for year 2018, which is in the scope specified by the NRCG Committee, are as follows:

For 2018	Monthly Fee (Baht/Month)			Meeting Allowance (Baht/Meeting)		
	Chairman	Vice Chairman	Member	Chairman	Vice Chairman	Member
Board of Directors	180,000	170,000	145,000	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 amount of the proposed monthly fees for Board of Directors increase about 20% from the 2017 monthly fee. Details of which are as follows:

Position	Monthly Fee in 2018 (Baht/Month)	Monthly Fee in 2017 (Baht/Month)	Increased Amount (Baht/Month)
Chairman	180,000	150,000	30,000
Vice Chairman	170,000	140,000	30,000
Director	145,000	120,000	25,000

The amount of the proposed meeting allowances for Board of Directors and all committees are the same rates as applied in the previous year.

Details of the directors' remuneration package for year 2017 are provided in 2017 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 NRCG Committee considered the directors' remuneration package for year 2018 thoroughly, taking into account the appropriateness, work performance, company performance, and comparing with other Thai refineries and other listed companies that are in the same industry. The majority of Thai refineries provide bonus to their directors based on companies' performances. The NRCG Committee viewed that the directors' remuneration package should not include bonus, however, it should be competitive and attractive to future qualified candidates in making a decision on joining the Board of Directors of the Company. In addition, as the Company has applied the same directors' remuneration package for the last 6 years (from 2012 - 2017), the NRCG Committee proposed to increase the monthly fee of approximately 20% for Chairman, Vice Chairman and directors in 2018, and maintain the same rate for board meeting and committee meeting allowances.

The Board of Directors considered the proposed amount of directors' remuneration and deemed it commensurate with roles and responsibilities of the directors, competitive and is consistent with the practice of listed companies. The Board of Directors recommends the shareholders to approve the directors' remuneration package for year 2018 per the recommendation of the NRCG 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 2018****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 2018, 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 2018.

<b>Auditor's Name</b>	<b>CPA License</b>	<b>Service Year for the Company</b>
Mr. Chanchai Chaiprasit	No. 3760	4
Mr. Boonrueng Lerdwiseswit	No. 6552	-
Mr. Pongthavee Ratanakoses	No. 7795	-

Anyone of these recommended auditors shall be authorized to conduct the audit and express opinion about the financial statements of the Company for the year 2018.

Mr. Chanchai Chaiprasit has conducted the audit and expressed his opinion about the financial statements of the Company for the year 2014, 2015, 2016 and 2017.

The names and brief personal profiles of the proposed external auditors are provided in Enclosure 5.

The Audit Committee additionally recommended approving the audit fees for year 2018 at Baht 2,955,000, which is the same rate as applied in 2017.

Service Description	2015	2016	2017	2018
Audit the financial statements	1,470,000	1,544,000	1,620,000	1,620,000
Review the interim financial information for quarterly ending	693,000	728,000	735,000	735,000
Completion of procedures required for the group reporting purpose	598,500	598,500	600,000	600,000
Certification of management's statement accompanying the corporate income tax return	10,500	11,000	-	-
<b>Total</b>	<b>2,772,000</b>	<b>2,881,500</b>	<b>2,955,000</b>	<b>2,955,000</b>

**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. Boonrueng Lerdwiseswit, Certified Public Account (Thailand) No. 6552, and/or Mr. Pongthavee Ratanakoses Certified Public Account (Thailand) No. 7795 as the Company's auditor(s) for 2018 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**

**To approve the amendment to Article 39 of the Company's Articles of Association**

**Objective and Rationale:**

Section 100 of the PLC Act, which specifies the process of calling an extraordinary shareholders' meeting of a public limited company by shareholder(s), was amended by the Order of the Head of the National Council for Peace and Order No. 21/2560 on Amendments of Laws to Facilitate the Ease of Doing Business dated 4 April 2017.

The proposed amendment to Article 39 of the Company's Articles of Association is to reflect the process specified in the amended Section 100 of the PLC Act, by cancelling the entire existing content in Article 39 and replacing with the new content as follows:

Original Article 39:

**“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.”

Proposed amendment:

**“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. One or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total issued shares may request the board of directors in writing to call an extraordinary meeting of shareholders at any time, but the agenda and reasons for holding such meeting shall be clearly indicated in such a request. In such event, the board of directors is required to call the extraordinary general meeting within forty-five (45) days from the date on which such written request is received.

If the board of directors does not hold the meeting within the forty-five (45) day period under paragraph three, the shareholders who subscribe their names or other shareholders holding shares in the required amount may call the meeting within forty-five (45) days from the date on which the period of time in paragraph three ends. In such case, the meeting is deemed to be shareholders’ meeting called by the board of directors and the Company shall be responsible for the expenses necessarily incurred in the holding of such meeting and facilitate such meeting as reasonably required.

If the quorum is not constituted in any general meeting called pursuant to paragraph four, the shareholders requesting the meeting shall compensate the Company for the expenses incurred in the arrangements for holding that meeting.”

**Opinion of the Board:** The Board of Directors considers and recommends the shareholders to approve the proposed amendment to Article 39 of the Company's Articles of Association to be in accordance with the amended section 100 of the PLC Act by cancelling the entire existing content in Article 39 and replacing with the new content as specified above.

**Vote required:** At least three-fourths of the shareholders attending and eligible to vote shall be required for passing the resolution.

**Agenda Item 10**                      **Other businesses (if any)**

The date of determining the names of the shareholders entitled to attend and vote at the 2018 Annual General Meeting of Shareholders (Record Date) will be on 2 March 2018.

The Company would like to invite all shareholders to attend the 2018 Annual General Meeting of Shareholders on the specified date and time. The registration for the meeting will start from 12:00 hr (noon) 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 11 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 7 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 12, 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 2018.

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 6.

The Company will conduct the meeting in compliance with the Articles of Association of the Company, details of which are provided in Enclosure 8.

In addition, for the shareholders who wish to receive printed copies of the 2017 Financial Statements, 2017 Annual Report and/or 2017 Sustainability Report, please fill in the form provided in Enclosure 10.

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 2 March 2018 in Rayong, Thailand.

By the resolution of the Board of Directors

Yours sincerely,



(Mr. William Lewis Stone)  
Chief Executive Officer