



STAR PETROLEUM REFINING PUBLIC COMPANY LIMITED

บริษัท สตาร์ ปิโตรเลียม รีไฟน์นิ่ง จำกัด (มหาชน)

เลขทะเบียนนิติบุคคล 0107555000155

(Translation)

7 March 2022

Re: Invitation to the 2022 Annual General Meeting of Shareholders
To: Shareholders of Star Petroleum Refining Public Company Limited
Enclosures:

Documents relating to the agenda being considered

1. Copy of minutes of the 2021 Annual General Meeting of Shareholders held on 9 April 2021
2. 2021 Financial Statements, 2021 Annual Report (56-1 One Report) and 2021 Sustainability Report (QR Code)
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

Documents relating to the meeting

6. Registration and voting procedures for E-AGM
7. Articles of Association of the Company in relation to the 2022 Annual General Meeting of Shareholders and voting requirements
8. Proxy form B
9. Details of the independent directors proposed to serve as a proxy of shareholders
10. Registration form for E-AGM

The meeting of the Board of Directors of Star Petroleum Refining Public Company Limited (the “Company”) No. 1/2022 held on 22 February 2022 resolved to hold the **2022 Annual General Meeting of Shareholders**, having the details as follows:

Date: Friday 8 April 2022

Time: 09:00 hr.

Method: meeting through electronic media (E-AGM),

in accordance with the Emergency Decree on Electronic Meeting B.E. 2563, to consider the following agenda:

Agenda Item 1 **To certify minutes of the 2021 Annual General Meeting of Shareholders held on 9 April 2021**

Objective and Rationale: The Company held the 2021 Annual General Meeting of Shareholders on 9 April 2021 and the 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 2021 Annual General Meeting of Shareholders held on 9 April 2021 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 2021 Company's performance**

Objective and Rationale: To report the Company's performance for the year ended 31 December 2021 and the 2021 Annual Report (56-1 One 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 ended 31 December 2021 and the 2021 Annual Report (56-1 One Report).

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

Agenda Item 3 **To approve the financial statements for the year ended 31 December 2021**

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 (the "AOA") 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 annual general meeting for approval. It shall be duly audited before it is presented at the shareholders' meeting.

The financial statements for the year ended 31 December 2021 and the auditor's report are included on page numbers 116 - 156 of the 2021 Annual Report (56-1 One 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 income are as follows:

Description	As of 31 December 2021		As of 31 December 2020	
	Amount (Million US\$)	Amount (Million Baht)	Amount (Million US\$)	Amount (Million Baht)
Total Assets	1,748	58,726	1,541	46,541
Total Liabilities	725	24,355	666	20,114
Total Equity	1,023	34,371	875	26,427
Total Revenue	5,350	172,484	4,152	130,163
Profit (loss) for the year	150	4,746	(187)	(6,005)
Earnings (loss) per share	US\$ 0.03	Baht 1.09	US\$ (0.04)	Baht (1.38)

Opinion of the Board:

The Board of Directors considers and recommends the shareholders to approve the financial statements for the year ended 31 December 2021, 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 approve the payment of annual dividend for 2021 performance

Objective and Rationale:

Section 115 of the PLC Act and Article 52 of the AOA of the Company provide that dividend must be paid out of 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 or by the Board of Directors' resolution in the case of interim dividend, and must be paid equally in proportion to the total number of issued shares.

In addition, section 116 of the PLC Act and Article 55 of the AOA 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 2021, 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 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 2021 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:

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\$)
Thursday, 3 February 2022	1	33.3382
Friday, 4 February 2022	2	33.1956
Monday, 7 February 2022	3	33.1084
Tuesday, 8 February 2022	4	33.1364
Wednesday, 9 February 2022	5	33.0478
Thursday, 10 February 2022	6	32.8860
Friday, 11 February 2022	7	32.8774
Monday, 14 February 2022	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 33.0843 Baht/US\$.

On 6 August 2021, the Board of Directors approved the non-payment of interim dividend for the first half of 2021 performance because, as of 30 June 2021, the Company carried the unappropriated retained loss amounting to US\$ 19,988,922.

However, as of 31 December 2021, after deduction of retained loss and legal reserve, the Company had total comprehensive income of US\$ 38,985,958. The Company proposed to make the dividend payment at 60% of total comprehensive income after deduction of retained loss and legal reserve which is in compliance with the Company's dividend policy, which is to make 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
2021 Total Comprehensive Income	US\$	148,281,748
Retained Loss	US\$	(109,295,790)
2021 Legal Reserve Allocation	US\$	-
2021 Total Comprehensive Income after deduction of retained loss and legal reserve	US\$	38,985,958
60% of 2021 Total Comprehensive Income after deduction of retained loss and legal reserve	US\$	23,391,575
Average Selling Exchange Rate of BOT for 7 Banking Days	Baht/US\$	33.0843
Convert 60% of 2021 Total Comprehensive Income after deduction of retained loss and legal reserve to Baht	Million Baht	Approximately 774
Total Number of Shares	Shares	4,335,902,125
Total Dividend per Share for 2021	Baht/Share	0.1785
Interim Dividend Paid during 2021	Baht/Share	-
Remaining Dividend to be Paid on 6 May 2022	Baht/Share	0.1785

Details of the comparison of dividend payments in 2021, 2020 and 2019 are as follows:

Description	Unit	2021	2020	2019
Net Profit (Loss)	US\$	149,599,186	(187,015,401)	(93,877,336)
Total Comprehensive Income (Loss)	US\$	148,281,748	(187,015,401)	(94,297,056)
Retained Loss	US\$	(109,295,790)	0	0
Total Comprehensive Income (Loss) after deduction of retained loss	US\$	38,985,958	(187,015,401)	(94,297,056)
Number of Shares the Interim and Annual Dividend Payment being Paid to	Shares	4,335,902,125	0	4,335,902,125
Total Dividend Per Share	Baht/Share	0.1785	0	0.1827
1. 1 st Interim Dividend	Baht/Share	0	0	0.1202
2. 2 nd Interim Dividend	Baht/Share	0	0	0.0625
3. Annual Dividend	Baht/Share	0.1785	0	0
Total Dividend Paid	US\$	23,391,575	0	25,311,835
Total Dividend Paid (approximately)	Million Baht	774	0	792

Opinion of the Board:

The Board of Directors considers and recommends the shareholders to approve a dividend payment from the total comprehensive income after deduction of retained loss and legal reserve of 1 January to 31 December 2021 to the shareholders of US\$ 23,391,575, which is an equivalent of Baht 0.1785 per share. The dividend payment will be made from the total comprehensive income which was not subject to corporate income tax due to the Company's loss carried forward. Therefore, shareholders are not entitled to claim for tax credit.

This dividend payout is equivalent to 60% of the 2021 total comprehensive income after deduction of retained loss and 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 8 March 2022.

Subject to the shareholders' approval at the 2022 AGM, the dividend is scheduled to be paid to the shareholders on 6 May 2022.

Vote required:

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

Agenda Item 5

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

Objective and Rationale:

Section 71 of the PLC Act and Article 18 of the AOA of the Company provide that one-third of directors, or if it is not a multiple of three, then the number nearest to one-third, shall be retired by rotation at the annual general meeting. The retiring directors are eligible for re-election.

For the 2022 Annual General Meeting of Shareholders, the following directors will be retired by rotation:

- (a) Mr. Robert Joseph Dobrik
 - Director
 - Chairman of the Human Resources Committee
 - Member of the Nomination, Remuneration and Corporate Governance Committee
 - Chief Executive Officer
- (b) Mr. Pliu Mangkornkanok
 - Independent Director
 - Vice Chairman of the Board of Directors
 - Member of the Audit Committee
 - Member of the Human Resources Committee
- (c) Ms. Kamonwan Wipulakorn
 - Independent Director
 - Chairperson of the Audit Committee
 - Member of the 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 2022 Annual General Meeting of Shareholders. The proposal must be submitted to the Company from 1 October until 31 December 2021. Neither candidates nor agenda items were proposed by shareholders during such period.

The Nomination, Remuneration and Corporate Governance (“NRCG”) Committee completed the nomination procedures (details of which are specified on page 80 of the 2021 Annual Report (56-1 One Report) in Enclosure 2) by carefully and cautiously considering the qualifications, knowledge, expertise and experiences, and propose to re-elect the following candidates for another term.

- | | | |
|-----|--------------------------|---------------------------------------|
| (a) | Mr. Robert Joseph Dobrik | Director
(re-election) |
| (b) | Mr. Pliu Mangkornkanok | Independent Director
(re-election) |
| (c) | Ms. Kamonwan Wipulakorn | Independent Director
(re-election) |

The names and brief personal profiles of nominated candidates are provided in Enclosure 3.

Mr. Pliu Mangkornkanok and Ms. Kamonwan Wipulakorn 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. In addition, the NRCG Committee also carefully and cautiously considered, and viewed that each of Mr. Pliu Mangkornkanok and Ms. Kamonwan Wipulakorn could decide at his/her discretion as well as being able to independently raise his/her opinions in compliance with the relevant rules and regulations. The definition of independent director is provided in Enclosure 4.

With respect to Mr. Pliu Mangkornkanok who has been elected as independent director of the Company for 7 years since 2015, which is the year in which the Company was firstly listed on the SET (or 10 years counting from his first appointment in 2012), the NRCG Committee considered the appropriateness, qualifications and experiences carefully and cautiously, and considered that he is qualified and has experiences, knowledges and understandings of the Company’s business as well as being able to decide at his discretion, independently raise his opinions and fully perform his duties as independent director, and his appointment is for the best interest of the Company.

Opinion of the Board:

The Board of Directors carefully and cautiously considers the recommendation of the NRCG Committee and agrees that Mr. Robert Joseph Dobrik, Mr. Pliu Mangkornkanok and Ms. Kamonwan Wipulakorn are qualified and have no disqualification pursuant to the PLC Act and the Securities and Exchange Act B.E. 2535, as amended.

In addition, they have knowledge, expertise and experiences in relation to, and beneficial 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. Pliu Mangkornkanok and Ms. Kamonwan Wipulakorn are qualified to be independent directors pursuant to the definition specified by the SET and the Company, and each of them is able to decide at his/her discretion and independently raise his/her opinions in compliance with the relevant rules and regulations.

In addition, the Board of Directors carefully and cautiously considered the recommendation of the NRCG Committee as well as the appropriateness, qualifications and experiences of Mr. Pliu Mangkornkanok who has been elected as independent director of the Company for 7 years since 2015, which is the year in which the Company was firstly listed on the SET (or 10 years counting from his first appointment in 2012), and is of view that he is qualified and has experiences, knowledges and understandings of the Company's business as well as being able to decide at his discretion, independently raise his opinions and fully perform his duties as independent director, and his appointment is for the best interest of the Company.

Therefore, the Board of Directors recommends the shareholders to re-elect Mr. Robert Joseph Dobrik as a director, and Mr. Pliu Mangkornkanok and Ms. Kamonwan Wipulakorn as independent directors of the Company.

The directors who have special 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 6

To approve the directors' remuneration for year 2022

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 2022, which is in the scope specified by the NRCG Committee, are as follows:

For 2022	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 Company does not provide any other form of remuneration (e.g. bonuses) to the directors other than those specified above.

The 2022 directors' remuneration package is the same package as applied in the previous year. Details of the directors' remuneration package for the year 2021 are provided on page 47 of the 2021 Annual Report (56-1 One Report) in Enclosure 2.

Opinion of the Board:

The NRCG Committee considered the directors' remuneration package for year 2022 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.

The Board of Directors recommends the shareholders to approve the directors' remuneration package for year 2022 per the recommendation of the NRCG Committee.

Vote required:

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

Agenda Item 7

To appoint an external auditor and determination of audit fee for year 2022

Objective and Rationale:

Section 120 of the PLC Act and Article 47 of the AOA 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 2022, the independence as well as the qualification specified in the relevant regulations, considered PricewaterhouseCoopers ABAS Limited appropriate, therefore recommending the shareholders' meeting to appoint the following persons of PricewaterhouseCoopers ABAS Limited as the Company's auditor for year 2022.

Auditor's Name	CPA License	Service Year for the Company
Mr. Chanchai Chaiprasit	No. 3760	4
Mr. Pongthavee Ratanakoses	No. 7795	3
Mr. Kan Tanthawirat	No. 10456	1

Any one of these recommended auditors shall be authorized to conduct the audit and express opinion about the financial statements of the Company for the year 2022.

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

Mr. Pongthavee Ratanakoses conducted the audit and expressed his opinion about the financial statements of the Company for the year 2018, 2019 and 2020.

Mr. Kan Tanthawirat conducted the audit and expressed his opinion about the financial statements of the Company for the year 2021.

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 2022 at Baht 2,955,000, which is the same rate as applied in 2019, 2020 and 2021.

Service Description	2019 (Baht)	2020 (Baht)	2021 (Baht)	2022 (Baht)
Audit the financial statements	1,620,000	1,620,000	1,620,000	1,620,000
Review the interim financial information for quarterly ending	735,000	735,000	735,000	735,000
Completion of procedures required for the group reporting purpose	600,000	600,000	600,000	600,000
Total	2,955,000	2,955,000	2,955,000	2,955,000

There is no other fee (non-audit fee) given to PricewaterhouseCoopers ABAS Limited other than the audit fee specified above.

Also, as the Company has no subsidiary, there is neither an appointment of an external auditor nor determination of audit fee for the subsidiary.

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. Pongthavee Ratanakoses Certified Public Account (Thailand) No. 7795 or Mr. Kan Tanthawirat Certified Public Account (Thailand) No. 10456 as the Company's auditor(s) for the year 2022 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 8**Other businesses (if any)**

The date of determining the names of the shareholders entitled to attend and vote at the 2022 Annual General Meeting of Shareholders (Record Date) is on 8 March 2022.

All shareholders are hereby invited to join the 2022 Annual General Meeting of Shareholders at the time and date specified above. As this meeting will be held through electronic media (E-AGM), the registration process will be done electronically. For shareholders who wish to attend the meeting, please follow the detailed procedures provided in Enclosure 6. The registration must be done through the SET's e-registration system which will be available from 16 March 2022, and the e-registration system will be closed on 8 April 2022 at 12:00 hrs.

For shareholders who wish to appoint a proxy(ies) to attend the meeting and vote on their behalf, please fill in the details and sign the proxy form B (which is available in Enclosure 8 and downloadable on www.sprc.co.th), and the registration form for E-AGM (which is available in Enclosure 10), and submit such forms as well as following the detailed procedures specified in Enclosure 6 before attending the meeting. The registration must be done through the SET's e-registration system which will be available from 16 March 2022, and the e-registration system will be closed on 8 April 2022 at 12:00 hrs.

For convenience in attending the meeting, please register through the SET's e-registration system at least 1 day in advance before the meeting on 8 April 2022. For registration trouble shooting, please contact DAP Operation at telephone number 02-009-9888 ext. 1 or the Company's Investor Relations at telephone number 038-699-887 and 038-699-699 from 16 March 2022 to 8 April 2022 on Monday to Friday at 8:00 – 16:30 hrs.

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 2022.

To: Investor Relations
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 9.

The Company will conduct the meeting in compliance with the AOA of the Company, details of which are provided in Enclosure 7.

In addition, the shareholders can download the 2021 Financial Statements, 2021 Annual Report (56-1 One Report) and/or 2021 Sustainability Report from the QR Code provided in Enclosure 2 or contact ir@sprc.co.th for any inquiry.

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 7 March 2022 in Rayong province, Thailand.

By the resolution of the Board of Directors
Yours sincerely,



(Mr. Robert Joseph Dobrik)
Chief Executive Officer

(Translation)

**Minutes of the 2021 Annual General Meeting of Shareholders
of Star Petroleum Refining Public Company Limited
conducted via electronic media (E-AGM)**

Time and place

The 2021 Annual General Meeting of Shareholders (the “**Meeting**”) of Star Petroleum Refining Public Company Limited (the “**Company**”) was held on 9 April 2021 at 9:30 a.m. via electronic media (E-AGM) in accordance with the Emergency Decree on Electronic Meeting B.E. 2563. The Meeting was broadcasting from Studio 6 room, 4th Floor, Renaissance Bangkok Ratchaprasong Hotel, 518/8, Ploenchit Road, Pathumwan, Bangkok, 10330.

Before the meeting

Ms. Nattawan Khumwiwat, company secretary, (the “**Company Secretary**”) introduced the Board of Directors and management of the Company who were in attendance.

Directors present at the broadcasting room

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|-----------------------------|--|
| 1. Mr. Pliu Mangkornkanok | Independent director, Vice-Chairman of the Board of Directors, member of Audit Committee and Human Resources Committee |
| 2. Mr. Robert Stair Guthrie | Independent director, Chairman of the Nomination, Remuneration, and Corporate Governance Committee, and member of the Audit Committee |
| 3. Ms. Kamonwan Wipulakorn | Independent director, Chairman of Audit Committee and member of Human Resources Committee |
| 4. Mr. Timothy Alan Potter | Director, Chairman of Human Resource Committee, member of Nomination, Remuneration and Corporate Governance Committee, and Chief Executive Officer |

Directors attending the Meeting via DAP e-Shareholder Meeting from abroad

Due to the current situation of COVID-19 pandemic and the limitation in traveling across the country, our directors residing abroad were not able to present in the broadcasting room. However, they were attending the Meeting via electronic media.

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| 1. Mr. Brant Thomas Fish | Director and Chairman of the Board of Directors
attended the Meeting via electronic media from the United States |
| 2. Mr. Nicolas Michel Bossut | Director and member of Human Resources Committee
attended the Meeting via electronic media from Singapore |
| 3. Mrs. Barbara Frances Harrison | Director and member of Nomination, Remuneration and Corporate Governance Committee
attended the Meeting via electronic media from Singapore |

Seven directors, or 100 percent of the Company's total directors, attended the meeting.

Management present at the broadcasting room

- | | |
|-----------------------------|---|
| 1. Mr. Steve Lewis Gibson | Deputy Chief Executive Officer – Operations |
| 2. Mr. Wichai Chunhasomboon | Chief Financial Officer |
| 3. Mr. Sakchai Thamsuruk | Manager of Supply and Planning |
| 4. Ms. Pornthip Viraphand | Manager of Corporate Affairs |

Legal advisor and auditor present at the broadcasting room

The Company Secretary introduced Ms. Poonsook Pornpathananangoon from Chandler MHM Limited, legal advisor of the Company, and Mr. Pongthavee Ratanakoses from PricewaterhouseCoopers ABAS Ltd., auditor of the Company.

Mr. Pliu Mangkornkanok, Vice Chairman of the Board of Directors, presided at the Meeting as the Chairman (the “**Chairman**”) and welcomed shareholders to the 2021 Annual General Meeting of Shareholders. He assigned the Company Secretary as assistant to the Chairman at the Meeting.

The Company Secretary informed the attendees that 14 shareholders, representing 796,600 shares, were present in the E-AGM in person, and 42 shareholders, representing 3,473,402,035 shares, attended the E-AGM by proxy. In total, 56 shareholders, representing 3,474,198,635 shares, or 80.13 percent of the paid-up capital of the Company, attended the Meeting. Therefore, the meeting was quorate in accordance with the Company's Articles of Association.

Representative from the Shareholders' Right Protection Volunteer Club of the Thai Investors Association

Khun Poonsri Kancharoenkulwong

Preliminary Proceedings

The Chairman declared the Meeting open and informed the Meeting that as COVID-19 pandemic continues to rise, the government has been asking the private sectors to be cautious in hosting activities that include the gathering of a large number of people. In order to prevent the spread of COVID-19 and for public safety and health, the Company decided to hold this-year Annual General Meeting of shareholders via electronic media. For the purpose of good governance, the agenda items would be discussed in the same order as indicated in the invitation. The Company had invited shareholders to nominate qualified candidates for directorships and propose agenda items for the 2021 Annual General Meeting of Shareholders from 1 October to 31 December 2020. However, neither candidates nor agenda items were proposed by shareholders during that period.

The Company also allowed shareholders to submit questions regarding the agenda items to the Company before the meeting date. These questions and answers would be recorded in the minutes of the Meeting as appropriate.

Then, the Chairman invited the shareholders to watch the VDO, which provided information about the agenda item being considered, the Meeting procedures, voting methodology and the vote counting to the shareholders. The summary of which are specified below.

- The agenda items will be discussed 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. Shareholders who wish to ask questions shall go back to the DAP e-Shareholder Meeting system and request to ask question(s) as well as typing in the questions to

the system. When such shareholder is allowed to ask question(s), the Company will call his/her name and ask him/her to turn on his/her microphone and/or camera via WebEx for this purpose. However, if there is any issue(s) in turning on microphone of the relevant shareholder, the Company may read the question(s) submitted to the system instead.

In the event that there are many questions submitted, the Company will provide answers to an appropriate number of questions in the Meeting and consider recording the questions that are not answered in the Meeting in the minutes of the shareholders' meeting as it deems appropriate.

- For the voting in the Meeting, each shareholder shall have a number of votes equal to one share per one vote and the shareholder may vote “approve”, “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.
- The Company will open a voting system for each agenda item for a specified period, and shareholders are entitled to cast the votes during the voting period allocated to such agenda item only. No shareholder is entitled to cast a vote in advance for the agenda that has not been considered by the Meeting or casting the vote after the voting period of such agenda has lapsed.
- In the process of vote counting for all agenda items, except for agenda item 5 regarding the election of directors, all shareholders are asked to vote by pressing “Approve”, “Disapprove”, or “Abstain” button in the online voting system.

All the votes, whether approval, disapproval or abstention, will be counted. Those who choose not to cast their votes will be assumed to “Approve” the agenda item in question.

- For the vote counting for agenda item 5 regarding election of directors, all shareholders are asked to vote on such motions by casting their votes by pressing “Approve”, “Disapprove”, or “Abstain” button in the online voting system for each candidate individually.

All the votes, whether “Approval”, “Disapproval” or “Abstention”, will be counted. However, those who choose not to cast their votes via online voting system will be deemed to be “Abstain” from voting.

- In the event that a shareholder marked in the proxy form on any agenda (approve, disapprove or abstain, as the case may be) in compliance with the regulations, the system will record such vote as marked in the proxy form in advance, and the proxy will not be entitled to change the votes marked in the system.

However, if (i) a proxy grantor does not specify his/her intention on 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 via electronic voting system as the proxy deems appropriate.

In any case, independent director(s) who has special conflict of interest on Agenda item 5 regarding election of directors shall abstain from voting on this agenda.

- The Company uses e-meeting platform of Digital Access Platform Company Limited (which is a company within the same group as the Stock Exchange of Thailand) to count the votes. The Company will announce the result of vote counting to the Meeting after the voting result of the relevant agenda is available. After the voting process of each agenda is closed and the Company has announced the voting results, shareholders can view the result of each agenda via DAP system.

- The Company requested that shareholders and proxies remain present throughout the Meeting to consider all motions on the agenda. Nonetheless, any shareholders wishing to leave the e-meeting before the e-meeting is adjourned will not be entitled to vote on the agenda considered after he/she left.
- Shareholders or proxies who have trouble logging into the DAP system, submission of question(s), voting via DAP system or any other proceedings during the Meeting could contact the Company at 061-951-5659 or 092-365-9499.
- Shareholders and proxies could access Meeting materials which are available on the Company's website or via QR Code appeared on the screen during the Meeting.

The Chairman informed the Meeting that vote counting for this Meeting will be conducted via DAP e-Shareholder Meeting system, and the votes of shareholders and proxies will be counted by DAP's automatic system. The Company invited a representative of Chandler MHM Limited to monitor the vote counting, and a representative of PricewaterhouseCoopers ABAS Ltd., to be an eyewitness of the vote counting process.

The Chairman proceeded with the Meeting with following agenda items.

Agenda item 1: To certify minutes of the 2020 Annual General Meeting of Shareholders held on 25 September 2020

The Chairman asked the Meeting to certify the minutes of the 2020 Annual General Meeting of Shareholders held on 25 September 2020, the copy of which had been sent to the shareholders along with the Meeting invitation.

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

The Chairman provided an opportunity to the Meeting to ask questions or make comments on the minutes of the 2020 Annual General Meeting of Shareholders held on 25 September 2020.

There were no questions or opinions from the shareholders.

Therefore, the Chairman asked the Meeting to certify the minutes of the 2020 Annual General Meeting of Shareholders held on 25 September 2020.

This matter must be passed by the majority of votes of the shareholders attending and eligible to vote at the Meeting.

Resolution The Meeting resolved to certify the minutes of the 2020 Annual General Meeting of Shareholders, which was held on 25 September 2020, with the majority of votes of the shareholders attending and eligible to vote at the Meeting, as per the details below.

	Approve	Disapprove	Abstain	Voided Ballot	Total
Number of Votes	3,467,941,835	0	0	0	3,467,941,835
Percentage	100.00	0.00	0.00	0.00	100.00

Agenda Item 2: To acknowledge 2020 Company's performance

The Chairman asked the Meeting to watch the VDO which reported the 2020 Company's performance overview and assigned Mr. Timothy Alan Potter, Chief Executive Officer, to report on the Company's performance overview and operating results for 2020 to the Meeting. The summary of which are specified below.

Vision and Mission

The Company's vision has been changed to "One Caring Family Energizing Our Future".

The Company's new mission is "to energize our future". In this regard, the Company will:

- invest in the Company's people to enhance SPRC's caring family culture;
- deliver safe, reliable and sustainable operations;
- strengthen our competitiveness through smart investments; and
- work to meet or exceed the stakeholders' expectations.

Award and Recognition

In 2020, the Company achieved several awards and recognition, for example, recertification by the Thailand Private Sector Collective Action Coalition Against Corruption (CAC) as a certified company, receipt of the "Corporate Governance Award for 2020 with excellent performance" and the "Corporate Social Responsibility – Department of Industrial Works (CSR-DIW) Continuous Award 2020" and achieved the "Green System Award: Level 3".

2020 Performance Overview

1. Performance Highlights in 2020

In terms of safety, the Company was able to continue the Company's long streak of no Days Away From Work Rate (DAFWR) for the last 8 years. In terms of reliability, the Company had 100 percent operational availability for the second, third and fourth quarters of 2020 and 99.9 percent for the whole 2020.

The Company suffered impacts from the COVID-19 pandemic resulting in the decrease of overall demands for all of the Company's products, however, the Company was able to maintain the Utilization of Equivalent Distillation Capacity (UEDC) at the rate of 85.6 percent. If there were no impacts from COVID-19, the Company's Utilization of Equivalent Distillation Capacity (UEDC) would be 95.5 percent.

2. Crude and Product Optimization

The Company's recent investments in the refinery has given flexibility to the Company's production, especially during the spread of COVID-19 as the Company could adjust the proportion of products being produced to maximize the gasoline production from 28 percent to 32 percent and the diesel production from 43 percent to 50 percent while minimizing jet fuel production from 8 percent to 0 – 2 percent. In addition, the Company was able to choose more types of crude, which enables the Company to tailor the products to meet the market demand, thereby maximizing value for the Company.

3. Cash Flow Improvement Initiatives

The Company took much effort to reduce as much operating expenses as possible and maximize the cash flow. The Company focused on 4 areas being:

- (a) inventory reduction: the inventory reduction offered about USD 29 million in the Company's cashflow improvement;
- (b) investment optimization: the Company postponed certain investment projects to future years and saved about USD 15 million;
- (c) reduction of operating expenses: running the refinery as optimal as possible;
- (d) process optimization: crude and product optimization allows the Company to increase product yield about USD 8 million – 9 million.

In total, the Company was able to achieve USD 83.3 million in cash flow and operating expense improvement in 2020. Despite the current weaker domestic demands and margins, the Company was able to maximize the Company's market gross refinery margin at USD 2.79 per barrel. Nevertheless, it was offset by the stock loss associated with the decrease of crude prices and the product prices throughout the year. As a result, the Company had net loss amounting to approximately US\$ 187 million.

4. Market Situation

The viewpoint is that the oil demand growth and gross refinery margin in Asia are expected to have the strongest recovery compared to other regions. However, the timing and the extent of such recovery is still quite unknown.

There has been some market recovery in Thailand as the gasoline and diesel demand have recovered to pretty much the pre-COVID-19 pandemic level, but the jet fuel demand has not yet recovered. The vaccines and the travelling are the key factors to unleash the demand growth as jet fuel will start to come back in.

5. Future Opportunities

The Company is studying on various opportunities and continues to evaluate several attractive opportunities that are relating to oil and gas industry. The Company's Board of Directors has been informed and are considering these opportunities on a quarterly basis.

From looking ahead perspective, the Company's primary focus will be on ensuring the safety as well as maintaining good and strong operational excellence. The Company will also continue to work on margin improvement and focus on additional opportunities for cash flow improvement and cost reduction.

The Board of Directors considered and recommended the shareholders to acknowledge the Company's performance in 2020 and the 2020 Annual Report (56-1 One Report).

The Chairman provided an opportunity to the Meeting to ask questions or make comments on 2020 Company's performance.

The questions from the shareholders regarding the Company's performance in 2020 could be summarized as follow:

1. Question from Ms. Ratree Visitsurawong

According to the Company's financial statements for the year 2020, the Company's revenue decreased and the Company suffered extremely high loss resulting in extremely negative retained earnings. What are the Company's plan for this year and future plan to solve the said issues?

Mr. Timothy Alan Potter answered that question, as summarized below.

The loss in 2020 was primarily driven by stock loss associated with crude price decrease that occurred in the first quarter of 2020. The Company also suffered margin decrease associated with the lack of demand and the overall economy due to the COVID-19 pandemic which impacted the entire industry globally. However, since then, there has been a recovery in the crude prices and the product prices as well as the demand of gasoline and diesel. As mentioned in the performance review, the Company is still waiting for the jet fuel demand to come back so that the sales volumes and the overall earnings will increase accordingly.

The Company's current plan is to continue to run as efficiently as possible and maintain the Company's cashflow and operating expense reduction. As previously highlighted, last year, the Company was able to achieve USD 83.3 million in cash flow and operating expense improvement. The Company anticipates continuing the said effort and as the COVID-19 pandemic eases and the product demands continue to come back, the recovery should be heading to the right direction.

2. Question from Ms. Chayanisa Sittimetha

What would the Company's performance for this year be and is the gross refinery margin expected to improve from the previous year?

Mr. Timothy Alan Potter answered that question, as summarized below.

As mentioned earlier, thus far this year, the general trend is that the crude oil and product prices recover as the COVID-19 pandemic has started to ease. However, the prices were fluctuating depending on different waves around the world. It is quite early at this stage to conclude what the Company's performance in the year is going to be. As for the gross refinery margin (GRM), there has been a general recovery. As mentioned in the Company's performance update, at the end of 2020, the Company's market gross refinery margin is about USD 2.79 per barrel. The improvement trend is expected to continue in 2021.

Mr. Pliu Mangkornkanok further added as summarized below.

The Company suffered loss in the previous year primarily due to stock loss associated with the crude oil price decrease. However, currently, the crude oil price has started to increase. Therefore, the Company's performance also tends to get better.

3. Questions from Ms. Poonsri Kancharoenkulwong, the representative from the Shareholders' Right Protection Volunteer Club of the Thai Investors Association

3.1 Please provide an update on the case where the Company received the email attack in the fourth quarter of 2019. The Company has recognized all such damages in the financial statements for the year 2020, and based on the 2020 Annual General Meeting of Shareholders held on 25 September 2020, it was informed that the Company was able to track down approximately USD 5 – 6 million and the Company was expected to receive the said amount within 2020.

3.2 What are the Company's strategies to deal with the clean energy trend that is going to replace the use of oil which is a traditional source of energy? According to the Company's performance for the past years, the Company's profits continuously decreased until the Company suffered loss in 2019 and 2020.

Mr. Timothy Alan Potter answered that question, as summarized below.

- 3.1 The Company has recovered about USD 6 million (it is around 27 percent of the total amount) and the Company continues to take relevant actions to recover the remaining amount.
- 3.2 Margin erosion began in 2019 primarily due to supply and demand balances around the world. In addition, the Company invested in 2019 for the turnaround and inspection (T&I) and the capacity increase with the budget of about USD 256 million but the project was completed under budget of approximately USD 235 million. Without that investment, the Company would have been positive for 2019. Performance in 2020 was the primary impact due to the COVID-19 pandemic, which were out of the norm and greatly impacted the oil industry.

The Company's plan is to continue to work on its efficiency and effectiveness so as to capture as much margin as possible. While there are discussions about the clean energy transition, the actual penetration and its impact on the overall business is actually quite low at this point. The demands for the Company's products in the foreseeable future is still forecasted to increase even with those EV penetration and other energy transition devices that are coming out. The Company is monitoring the transition very closely. In the interim, the Company wants to stay focus also on operating as efficiently and effectively as possible because the demands for the Company's current products remain strong. Nevertheless, the Company will position itself to also participate in that transition going forward. That is a part of the growth opportunities discussed earlier.

4. Question from Ms. Ratree Visitsurawong

What are the Company's plan and direction on its operation of other businesses which should benefits the Company more than relying on the oil cycle only?

Question from Mr. Jakkapong Inthasoi

Based on the global car market, there is a plan to reduce and even cease the use of oil. What is the Company's business plan in this regard?

Mr. Pliu Mangkornkanok answered that questions, as summarized below.

As the Chief Executive Office has already explained, the margin decreased during the past 3 – 4 years was caused by oil and gas supply and demand adjustment. It was not caused by the clean energy transition. The Company's current revenues still rely on its current business. The Company must focus on its efficiency and cost reduction. However, the Company does not ignore the renewable energy transition and will monitor this matter closely.

Mr. Timothy Alan Potter further stated as summarized below.

The "caring" aspect of the Company's new vision is about caring, not only ourselves and family, but also the environment. "Energizing our future" is capturing the coming transition. Nevertheless, there is still a very strong demand for the Company's current products. Therefore, the Company will continue to focus on manufacturing its products at the lowest possible cost capturing the highest possible margins. However, the Company is looking at different alternatives to diversify its business into areas that can help ensure that the Company is contributing to that transition and staying viable going into the future.

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

The Meeting acknowledged the Company's performance in 2020 and the 2020 Annual Report (56-1 One Report).

Agenda Item 3: **To approve financial statements for the year-ended 31 December 2020**

The Chairman asked the Company Secretary to clarify on the relevant laws and asked Mr. Timothy Alan Potter, Chief Executive Officer, to report on the financial statements for the year ended 31 December 2020, which was audited by the Company's auditor, PricewaterhouseCoopers ABAS Ltd., and considered by the Audit Committee. The summary of which are specified below.

The Company Secretary informed the Meeting that Section 112 of Public Limited Company Act B.E. 2535, as amended (the “**PLC Act**”) and Article 47 of the Articles of Association (the “**AOA**”) 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 for the year ended 31 December 2020 and the auditor’s report are included on page numbers 111 - 153 of the 2020 Annual Report (56-1 One Report), the copy of which had been sent to the shareholders along with the Meeting invitation.

Afterward, Mr. Timothy Alan Potter reported to the Meeting on the statement of financial position and statement of income, which could be summarized as follows:

Description	As of 31 December 2020		As of 31 December 2019	
	Amount (Million US\$)	Amount (Million Baht)	Amount (Million US\$)	Amount (Million Baht)
Total Assets	1,541	46,541	1,790	54,294
Total Liabilities	666	20,114	719	21,818
Total Equity	875	26,427	1,071	32,476
Total Revenue	4,152	130,163	5,392	168,840
Loss for the year	(187)	(6,005)	(94)	(2,809)
Basic loss per share	US\$ (0.04)	Baht (1.38)	US\$ (0.02)	Baht (0.65)

The Board of Directors considered and recommended the shareholders to approve the financial statements year-ended 31 December 2020, which was audited by the external auditor and considered by the Audit Committee.

The Chairman provided an opportunity to the Meeting to ask questions or make comments on the financial statements year-ended 31 December 2020.

No questions were asked in this agenda item.

The Chairman then requested the Meeting to approve the financial statements year-ended 31 December 2020.

This matter must be passed by the majority of votes of the shareholders attending and eligible to vote at the Meeting.

Resolution

The Meeting approved the financial statements year-ended 31 December 2020 by a majority vote of shareholders attending and eligible to vote at the Meeting, with the details as follows:

	Approve	Disapprove	Abstain	Voided Ballot	Total
Number of Votes	3,466,567,035	1,000	1,401,600	0	3,467,969,635
Percentage	99.96	0.00	0.04	0.00	100.00

Agenda Item 4: To approve the non-payment of annual dividend for 2020 performance

The Chairman asked the Company Secretary to clarify on the relevant laws and Mr. Timothy Alan Potter, Chief Executive Officer, to report on the approval of no distribution of annual dividend payment for the year 2020. The summary of which are specified below.

The Company Secretary explained that Section 115 of the PLC Act, Article 52 of the AOA 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 or by the Board of Directors' resolution in the case of interim dividend and must be paid equally in proportion to the total number of issued shares.

In addition, Section 116 of the PLC Act and Article 55 of the AOA of the Company provided that the Company shall allocate the annual net profit as a reserve fund for no less than 5 percent of the annual net profit, with the deduction of cumulative loss (if any) until the reserve fund has reach the amount of 10 percent of the registered capital.

Mr. Timothy Alan Potter, Chief Executive Officer, reported that, as of 31 December 2020, 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 to the reserve 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.

However, on 14 August 2020, the Board of Directors approved the non-payment of interim dividend for the first half of 2020 performance because the Company had net loss amounting to US\$ 224,311,305 and the unappropriated retained loss amounting to US\$ 146,591,694.

As of 31 December 2020, the Company had net loss amounting to US\$ 187,015,401 and the unappropriated retained loss amounting to US\$ 109,295,790. Therefore, the Board of Directors Meeting No.1/2021 held on 19 February 2021 has considered and approved no distribution of annual dividend for the year 2020.

The Board of Directors considered and recommended the shareholders to approve no distribution of annual dividend payment for the year 2020 because, as of 31 December 2020, the Company had net loss amounting to US\$ 187,015,401 and the unappropriated retained loss amounting to US\$ 109,295,790.

The Chairman provided an opportunity to the Meeting to ask questions or make comments on no distribution of annual dividend payment for the year 2020.

No questions were asked in this agenda item.

The Chairman then requested the Meeting to approve no distribution of annual dividend for the year 2020.

This matter must be passed by the majority of votes of the shareholders attending and eligible to vote at the Meeting.

Resolution

The Meeting approved no distribution of annual dividend payment for the year 2020 with a majority of votes of the shareholders attending and eligible to vote at the Meeting, with the details as follows:

	Approve	Disapprove	Abstain	Voided Ballot	Total
Number of Votes	3,467,968,635	1,000	0	0	3,467,969,635
Percentage	100.00	0.00	0.00	0.00	100.00

Agenda Item 5:

To elect the directors for replacement of two directors who will be retired by rotation and election of a new director to fill the vacancy

The Chairman informed the Meeting that Mrs. Barbara Frances Harrison and Mr. Robert Stair Guthrie are deemed as having conflict of interest in considering and voting on this agenda item. For good governance, Mrs. Barbara who attended the E-AGM via DAP e-Shareholder Meeting, and Mr. Robert who attended the E-AGM at the broadcasting room were asked to leave the Meeting during consideration of this matter.

The Chairman asked the Company Secretary to clarify on the relevant laws. The Company Secretary informed the Meeting that 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, or if it is not a multiple of three, then the number nearest to one-third must retire from office. The retiring directors are eligible for re-election.

For the 2021 Annual General Meeting of Shareholders, the following directors will be retired by rotation:

- | | |
|----------------------------------|--|
| 1. Mrs. Barbara Frances Harrison | Director and member of the Nomination, Remuneration and Corporate Governance Committee |
| 2. Mr. Robert Stair Guthrie | Independent Director, Chairman of the Nomination, Remuneration and Corporate Governance Committee, and member of the Audit Committee |

The Company invited shareholders to nominate qualified candidate(s) for a directorship for consideration at 2021 Annual General Meeting of Shareholders. The proposal must be submitted to the Company from 1 October until 31 December 2020. No candidates were proposed by shareholders during such period.

The Chairman further informed the Meeting that the Nomination, Remuneration and Corporate Governance (“NRCG”) Committee completed the nomination procedures (details of which are included on page 78 of the 2020 Annual Report (56-1 One Report) by carefully and cautiously considering the qualifications, knowledge, expertise and experiences, and propose to re-elect the following candidates for another term. In addition, the NRCG Committee proposed to elect Mr. Verapong Chaiperm as the new independent director to fill the vacancy:

- | | | |
|----------------------------------|----------------------|---------------|
| 1. Mrs. Barbara Frances Harrison | Director | (re-election) |
| 2. Mr. Robert Stair Guthrie | Independent Director | (re-election) |
| 3. Mr. Verapong Chaiperm | Independent Director | |

In this regard, if elected, Mr. Verapong Chaiperm’s appointment will be effective on 10 April 2021.

All of them are qualified and have no disqualification pursuant to the PLC Act and the Securities and Exchange Act B.E. 2535, as amended. In addition, they have knowledge, expertise and experiences in relation to, and beneficial 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. Robert and Mr. Verapong 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. In addition, the NRCG Committee also carefully and cautiously considered, and viewed that each of Mr. Robert Stair Guthrie and Mr. Verapong Chaiperm could decide at his discretion as well as being able to independently raise his opinion in compliance with the relevant rules and regulations.

With respect to Mr. Robert Stair Guthrie who has been elected as independent director of the Company for more than 9 years (counting from his first appointment in 2012, but, 6 years, if counting from 2015, which is the year in which the Company was firstly listed on the SET), the NRCG Committee considered the appropriateness, qualifications and experiences carefully and cautiously, and considered that he is qualified and has experience, knowledge and understanding of the Company's business as well as being able to decide at his discretion, independently raise his opinion and fully perform his duties as independent director, and his appointment is for the best interest of the Company.

The Board of Directors carefully and cautiously considered the recommendation of the NRCG Committee and agreed on such matters. The directors who have special conflict of interest did not participate in the vote for this proposal.

The brief personal profiles of nominated candidates were attached to the notice of this Meeting, and were presented to the Meeting as follows:

1. Mrs. Barbara Harrison

Current Position in the Company:	<ul style="list-style-type: none"> • Director • member of the Nomination, Remuneration and Corporate Governance Committee
Appointment Date:	Effective on 13 November 2020
Tenure:	5 months
Education:	Bachelor's degree in Sciences, Chemical Engineering University College Dublin, Ireland
Work experience in the past 5 years:	<p>2019 - Present</p> <ul style="list-style-type: none"> • General Manager, Value Chain Optimization, International Products Chevron USA, Inc., (Singapore Branch), Singapore <p>2018 - 2019</p> <ul style="list-style-type: none"> • General Manager, Corporate Planning Chevron Corporation, USA <p>2017 - 2018</p> <ul style="list-style-type: none"> • District Sales Manager Chevron USA, Inc., USA <p>2014 - 2017</p> <ul style="list-style-type: none"> • Manager, Raw Materials Optimization Chevron USA, Inc., USA

2. Mr. Robert Stair Guthrie

Current Position in the Company:	<ul style="list-style-type: none"> • Independent Director • Member of Audit Committee • Chairman of Nomination, Remuneration and Corporate Governance Committee
Appointment Date:	<ul style="list-style-type: none"> • 28 May 2012 (First appointment) • 28 April 2015 (re-elect) • 5 May 2018 (re-elect)
Tenure:	8 years 11 months from the date of the first appointment, or 5 years 4 months from the date on which the Company being listed on the Stock Exchange of Thailand
Education:	Bachelor Degree in Civil Engineer, University of Cape Town, South Africa
Work experience in the past 5 years:	2012 – Present <ul style="list-style-type: none"> ○ Independent Director, Star Petroleum Refining Public Company Limited

3. Mr. Verapong Chaiperm

Current Position in the Company:	None
Appointment Date:	None
Tenure:	None
Education:	<ul style="list-style-type: none"> • Ph.D.: Engineer (Environment) Asian Institute of Technology, Thailand • Master's Degree: Master of Science (Civil Engineer) University of Missouri-Rolla, USA • Bachelor's degree: Engineer (Civil Engineer) Chulalongkorn University, Thailand
Work experience in the past 10 years:	2019 - Present <ul style="list-style-type: none"> • Vice Chairman of the Board of Directors and Chairman of the Executive Committee Proud Real Estate Plc 2019 - Present <ul style="list-style-type: none"> • Independent Director and member of the Audit Committee Industrial and Commercial Bank of China (Thai) Plc. 2018 - Present <ul style="list-style-type: none"> • Chief Expert in Industry Development Industries Eastern Economic Corridor Office (EEC) 2012 - 2018 <ul style="list-style-type: none"> • Governor, Industrial Estate Authority of Thailand 2011 - 2012 <ul style="list-style-type: none"> • Deputy Governor (Strategy and Finances) Industrial Estate Authority of Thailand

The Chairman provided an opportunity to the Meeting to ask questions or make comments on the election of directors for replacement of directors who will be retired by rotation and the election of the new director to fill the vacancy.

No questions were asked in this agenda item.

As no questions were raised, the Chairman asked the Meeting to consider and elect two directors for replacement of the directors who will be retired by rotation, and elect the new director to fill the vacancy.

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.

Resolution

The Meeting approved to elect two directors for replacement of the directors who will be retired by rotation, and elect the new director to fill the vacancy. The details of the persons receiving the highest number of votes of the shareholders present at the Meeting who were eligible to vote are as follows:

(1) Mrs. Barbara Harrison

	Approve	Disapprove	Abstain	Voided Ballot	Total
Number of Votes	3,421,951,749	45,509,286	508,600	0	3,476,969,635
Percentage	98.67	1.31	0.02	0.00	100.00

(2) Mr. Robert Stair Guthrie

	Approve	Disapprove	Abstain	Voided Ballot	Total
Number of Votes	3,389,968,917	77,436,518	564,200	0	3,467,969,635
Percentage	97.75	2.23	0.02	0.00	100.00

(3) Mr. Verapong Chaiperm

	Approve	Disapprove	Abstain	Voided Ballot	Total
Number of Votes	3,464,166,635	3,182,100	620,900	0	3,467,969,635
Percentage	99.89	0.09	0.02	0.00	100.00

The Chairman invited Mrs. Barbara Frances Harrison and Mr. Robert Stair Guthrie, who had left the Meeting temporarily, to come back to the Meeting.

Agenda Item 6: **To approve the directors' remuneration for year 2021**

The Chairman informed the Meeting that this agenda is to consider approving the remuneration of the Board of Directors and Sub-committees. As none of the Company's directors hold any shares in the Company, there is no concern in the directors having special conflict of interest issues in considering and approving this agenda item.

The Chairman asked Mr. Robert Stair Guthrie, Chairman of the NRCG Committee, to present the details of the directors' remuneration for year 2021, which could be summarized as follows:

For 2021	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 Company does not provide any other form of remuneration (e.g. bonuses) to the directors other than those specified above.

The directors' remuneration package is the same package as applied in the previous year. Details of the directors' remuneration package for year 2020 are provided on page 88 of the 2020 Annual Report (56-1 One Report).

The NRCG Committee considered the directors' remuneration package for year 2021 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.

The Board of Directors considered the NRCG Committee's suggestion and deemed it appropriate that the Meeting should approve the directors' remuneration for year 2021.

The Chairman provided an opportunity to the Meeting to ask questions or make comments on directors' remuneration for year 2021.

No questions were asked in this agenda item.

As no questions were raised, the Chairman asked the Meeting to consider and approve the directors' remuneration for year 2021.

This matter must be passed by at least two-third votes of the shareholders attending the Meeting, excluding the vote of the shareholders having a special interest on this matter.

Resolution

The Meeting resolved to approve the directors' remuneration for the year 2021 with at least two-third votes of the shareholders attending the Meeting, with the details as follows:

	Approve	Disapprove	Abstain	Voided Ballot	Total
Number of Votes	3,467,357,535	7,000	605,100	0	3,467,969,635
Percentage	99.98	0.00	0.02	0.00	100.00

Agenda Item 7: **To appoint an external auditor and determination of audit fee for year 2021**

The Chairman informed the Meeting that PricewaterhouseCoopers ABAS Ltd. has conflicts on this agenda item and asked the auditors from PwC to leave the Meeting whilst considering and voting on this agenda item.

The Chairman asked the Company Secretary to clarify on the relevant laws and assigned Mrs. Kamonwan Wipulakorn, the Chairman of Audit Committee, to report on the appointment of an external auditor and determination of audit fees for year 2021. The summary of which are specified below.

The Company Secretary informed the Meeting that Section 120 of the PLC Act and Article 47 of the AOA 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.

Mrs. Kamonwan then informed the Meeting that the Audit Committee, after considering the quality of work provided, the appropriateness in providing auditing services for year 2021, the independence as well as the qualifications specified in the relevant regulations, considered PricewaterhouseCoopers ABAS Ltd. appropriate, therefore recommending the Meeting to appoint the following persons of Pricewaterhouse Coopers ABAS Ltd. as the Company's auditor(s) for year 2021.

Auditor's Name	CPA License	Service Year for the Company
Mr. Chanchai Chaiprasit	No. 3760	4
Mr. Pongthavee Ratanakoses	No. 7795	3
Mr. Kan Tanthawirat	No. 10456	-

Anyone of these recommended auditors are authorized to conduct audit and express opinions about the financial statements of the Company for the year 2021.

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.

Mr. Pongthavee Ratanakoses has conducted the audit and expressed his opinion about the financial statements of the Company for the year 2018, 2019, and 2020.

Neither PricewaterhouseCoopers ABAS Limited nor the nominated persons are related to or engaged in any conflicts of interest with the Company, any of the executives, major shareholders or their related persons.

The Audit Committee additionally recommended approving the audit fees for year 2021 at Baht 2,955,000, which is the same rate as applied in 2018, 2019, and 2020.

Service Description	2018 (Baht)	2019 (Baht)	2020 (Baht)	2021 (Baht)
Audit the financial statements	1,620,000	1,620,000	1,620,000	1,620,000
Review the interim financial information for quarterly ending	735,000	735,000	735,000	735,000
Completion of procedures required for the group reporting purpose	600,000	600,000	600,000	600,000
Total	2,955,000	2,955,000	2,955,000	2,955,000

There is no other fee (non-audit fee) given to PricewaterhouseCoopers ABAS Limited other than the proposed audit fee.

Moreover, the Company has no subsidiary. Therefore, there is neither an appoint of an external auditor nor determination of audit fees for the subsidiary.

The Board of Directors considered and recommended the shareholders to appoint the nominated persons as the Company's auditor for 2021 at a fee of Baht 2,955,000 pursuant to the recommendation of the Audit Committee.

The Chairman provided an opportunity to the Meeting to ask questions or make comments on the appoint of external auditor and determination of audit fees for year 2021.

No questions were asked in this agenda item.

As no questions were raised, the Chairman asked the Meeting to consider and approve the appointment of external auditor and determination of audit fees for year 2021.

This matter must be passed by the majority of votes of the shareholders attending and eligible to vote at the Meeting.

Resolution

The Meeting approved the appointment of Mr. Chanchai Chaiprasit, Certified Public Account (Thailand) No. 3760, Mr. Pongthavee Ratanakoses Certified Public Account (Thailand) No. 7795 or Mr. Kan Tanthawirat Certified Public Account (Thailand) No. 10456 of PricewaterhouseCoopers ABAS Limited as the Company's auditor for the year 2021 at the fee of Baht 2,955,000 by a majority vote of shareholders attending and eligible to vote at the Meeting, with the details as follows:

	Approve	Disapprove	Abstain	Voided Ballot	Total
Number of Votes	3,410,024,835	0	57,944,800	0	3,467,969,635
Percentage	98.33	0.00	1.67	0.00	100.00

Agenda Item 8: Other Businesses (if any)

The Chairman informed the Meeting that the Meeting duly considered all matters of all agenda items as proposed in the Meeting notice. The shareholders were offered the opportunity to ask questions and express further opinions.

The questions raised by shareholders could be summarized as follow:

1. Questions from Mr. Chaivasit Arammongkolwichai

- 1.1 How would the increase of oil price affect Company's performance?
- 1.2 What is the Company's goal for this year performance?

Mr. Timothy Alan Potter answered that questions, as summarized below.

- 1.1 The increase in crude oil price helps with, from an IFRS perspective, the overall capital of the Company will go up which could result in stock gain. For a margin, it depends on how margins then also react. If the margins also increase in step with the crude prices, then it really has no impact on the Company's overall earnings. Recently, as crude prices increase, the margin on the products that the Company manufacture has also increased in step resulting in the recent recoveries in the overall business.
- 1.2 The Company's focus for this year is primarily always on operating as efficiently and safely as possible. The Company will focus on cost control and efficiency in the business so as to maximize the margins of the products manufactured by the Company. The Company has no major projects or turnarounds this year so the Company will be running all out throughout the year. However, it would also depend on how the demands recover in the region. As mentioned earlier, there has been a strong demand recovery to pretty much pre-COVID-19 level on the gasoline and diesel, but the jet fuel demand still remains reduced because of the international travel restrictions that have been going on.

The goal for this year is to run as full as we can based on the demands and to manage cost effectively.

2. Questions from Ms. Ratre Visitsurawong

Will the current third wave of COVID-19 impact the Company's operation? As this wave may be more serious than the previous ones, how would the Company deal with the situation, prevent negative impact or increase the Company's earnings?


Mr. Timothy Alan Potter answered that questions, as summarized below.


The Company has been monitoring the recent developments of COVID-19 cases in Thailand very closely and has been working closely with the Ministry of Health as well as the local authorities in Rayong. The Company's overall business received the biggest impact from the initial wave in April and May 2020 primarily due to the demand destruction. However, the Company was able to effectively manage through that and as previously mentioned, by about June and July 2020, it pretty much returned to normal gasoline and diesel demands throughout the rest of 2020. The biggest impact was on jet fuel.

For the second wave coming towards the end of December 2020 and carrying into January and February 2021, there were some impacts to the recovered gasoline and diesel demand but did not impact the way the refinery was running. The levels of those two products are about the same as the period before the second wave of COVID-19. Jet fuel demand still remains reduced albeit the Company is producing and delivering some for domestic use within Thailand.

For the recent third wave, the Company anticipates that there is a potential for flattening of the current demand. However, the impact is not expected to be that significant because the overall products of the Company continue to be ordered from the Company's customers. If the situation continues about this pace, there should be no significant impact on the Company.

As no further questions were raised, the Chairman thanked shareholders who attended the 2021 Annual General Meeting and declared the Meeting adjourned at 11.30 am.

Sign  Chairman of the Meeting
(Mr. Pliu Mangkornkanok)
Vice Chairman of the Board of Director

Sign  Minutes taker
(Ms. Nattawan Khumwiwat)
Company Secretary

Financial Statements, Annual Report (56-1 One Report) and Sustainability Report for 2021

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand (SET), has developed a system which allows SET listed companies to send to the shareholders documents regarding the Annual General Meeting of Shareholders, Financial Statements, Annual Report (56-1 One Report) and Sustainability Report in the form of e-books accessible through QR Code, thus allows the shareholders to access the information with ease.

QR Code for

2021 Financial Statement and 2021 Annual Report (56-1 One Report)



2021 Sustainability Report



Instruction for Downloading of QR Code

▪ For iOS System (iOS 11 and above)

1. Turn on the mobile camera.
2. Turn the mobile camera to the QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.


Remark: If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR Code Reader, Facebook or LINE.

▪ For Android System


- Open applications LINE
- Click on "Add friends" → Choose "QR Code" → Scan the QR Code
- Open applications QR Code Reader → Scan the QR Code
- Open applications Facebook and Click on "Search" → Click on "QR Code" → Scan the QR Code

In addition, Shareholders may download the Financial Statements, Annual Report (56-1 One Report) and Sustainability Report for 2021 from our website at www.sprc.co.th in the "Investor Relations Section" >> Publications >> Annual Report.

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

Proposed Position: Director											
	Name: Mr. Robert Joseph Dobrik										
	Age: 60 years										
	Current Position in SPRC: <ul style="list-style-type: none"> Director Chairman of the Human Resources Committee Member of the Nomination, Remuneration and Corporate Governance Committee Chief Executive Officer 										
	Appointment: Effective on 1 October 2021 (First Appointment)										
Tenure: 5 Months											
Meeting attendance in 2021: Since the effective date on 1 October 2021 <ul style="list-style-type: none"> Board of Directors Meeting: 1 out of 1 meeting (100%) NRCG Committee Meeting: 1 out of 1 meeting (100%) HR Committee Meeting: 1 out of 1 meeting (100%) 											
Education: <ul style="list-style-type: none"> Bachelor's Degree Chemical Engineering, University of Waterloo, Canada 											
Training records with IOD: Director Certification Program (DCP 313/2021)											
Current director or management position in other company(s): <ul style="list-style-type: none"> Listed Company: None Non-Listed Company: None Other companies that may have conflict of interest or rival competition: None 											
Working experience in past 5 years: <table style="width: 100%; border: none;"> <tr> <td style="width: 20%;">2021 – Present</td> <td>Director, Chairman of the Human Resources Committee, Member of the Nomination, Remuneration and Corporate Governance Committee and Chief Executive Officer Star Petroleum Refining Public Company Limited</td> </tr> <tr> <td>2020 – 2021</td> <td>President and Director Chevron Canada Limited, Canada</td> </tr> <tr> <td>2018 – 2020</td> <td>Production Operations Manager Chevron Australia Pty Ltd., Australia</td> </tr> <tr> <td>2015 – 2018</td> <td>Asset Manager Chevron Australia Pty Ltd., Australia</td> </tr> <tr> <td>2012 – 2015</td> <td>General Manager Operations Chevron Corporation, USA</td> </tr> </table>		2021 – Present	Director, Chairman of the Human Resources Committee, Member of the Nomination, Remuneration and Corporate Governance Committee and Chief Executive Officer Star Petroleum Refining Public Company Limited	2020 – 2021	President and Director Chevron Canada Limited, Canada	2018 – 2020	Production Operations Manager Chevron Australia Pty Ltd., Australia	2015 – 2018	Asset Manager Chevron Australia Pty Ltd., Australia	2012 – 2015	General Manager Operations Chevron Corporation, USA
2021 – Present	Director, Chairman of the Human Resources Committee, Member of the Nomination, Remuneration and Corporate Governance Committee and Chief Executive Officer Star Petroleum Refining Public Company Limited										
2020 – 2021	President and Director Chevron Canada Limited, Canada										
2018 – 2020	Production Operations Manager Chevron Australia Pty Ltd., Australia										
2015 – 2018	Asset Manager Chevron Australia Pty Ltd., Australia										
2012 – 2015	General Manager Operations Chevron Corporation, USA										
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											

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

Proposed Position: Independent Director		
	Name: Mr. Pliu Mangkornkanok	
	Age: 73 years	
	Current Position in SPRC:	
	<ul style="list-style-type: none">• Independent Director• Vice-Chairman of the Board of Directors• Member of the Audit Committee• Member of the Human Resources Committee	
Appointment: Mr. Pliu Mangkornkanok has been an independent director of the Company since 28 May 2012, and the Company has been listed in the Stock Exchange of Thailand since 8 December 2015. <ul style="list-style-type: none">• 26 April 2016• 10 April 2019 (re-elected)		
Tenure: 7 Years (Since the Company has been listed in the Stock Exchange of Thailand)		
Meeting attendance in 2021:		
<ul style="list-style-type: none">• Board of Directors Meeting: 6 out of 6 meeting (100%)• Audit Committee Meeting: 4 out of 4 meeting (100%)• HR Committee Meeting: 6 out of 6 meeting (100%)		
Education:		
<ul style="list-style-type: none">• Master Degree Business Administration (Finance) University of California at Los Angeles, USA• Master Degree Industrial Engineering Stanford University, USA• Bachelor Degree Industrial Engineering Chulalongkorn University		
Training records with IOD :		
<ul style="list-style-type: none">• Director Certification Program (DCP 11/2001)• The Role of Chairman 2000 Program (RCP 3/2001)• Audit Committee Program (ACP 43/2012)• Anti-Corruption for Executive Program (ACEP 2/2012)• Strategic Board Master (SBM 1/2017)• Board Matters and Trends (BMT 6/2018)• Director Leadership Certification Program (DLCP 0/2021)		
Other Training:		
<ul style="list-style-type: none">• Capital Market Academy Leadership Program (Batch 10) Capital Market Academy• Executive Program in Energy Literacy for a Sustainable Future (Batch 5) Thailand Energy Academy		

Current director position in other company(s):


- Listed Company: 2 Companies
 - Chairman of the Board of Directors and Independent Director, TISCO Financial Group Public Company Limited
 - Chairman of the Board of Directors and Independent Director, TISCO Bank Public Company Limited
- Non-Listed Company: 2 Companies
 - Director of Chuchawal-Royal Haskoning Limited
 - Director of Amata Spring Development Company Limited
- Other organizations: 3 Organizations
 - Advisor of Design 103 International Limited
 - Advisor of Sem Pringpuangkeo Foundation
 - Vice Chairman of TISCO Foundation
- Other companies that may have conflict of interest or rival competition: None

Working experience in past 5 years:

2020 – Present	Independent Director, Vice-Chairman of the Board of Directors, Member of the Audit Committee and Member of Human Resources Committee Star Petroleum Refining Public Company Limited
2019 – Present	Advisor Design 103 International Limited
2019 – Present	Advisor Sem Pringpuangkeo Foundation
2016 – Present	Director Amata Spring Development Company Limited
2015 – 2018	Advisor Thai Institute Of Directors Association
2012 – 2020	Independent Director, Vice-Chairman of the Board of Directors, Chairman of the Audit Committee and Member of Human Resources Committee Star Petroleum Refining Public Company Limited
2010 – Present	Independent Director and Chairman of the Board of Directors TISCO Financial Group Public Company Limited
2009 – Present	Independent Director and Chairman of the Board of Directors TISCO Bank Public Company Limited
2011 – Present	Director Chuchawal Royal-Haskoning Limited
2011 – Present	Vice Chairman TISCO Foundation

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

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

Proposed Position: Independent Director		
	Name: Ms. Kamonwan Wipulakorn	
	Age: 59 years	
	Current Position in SPRC: <ul style="list-style-type: none"> Independent Director Chairperson of Audit Committee Member of the Human Resources Committee 	
Appointment: Effective on 11 April 2019 (First Appointment)		
Tenure: 3 Years		
Meeting attendance in 2021: <ul style="list-style-type: none"> Board of Directors Meeting: 6 out of 6 meeting (100%) Audit Committee Meeting: 4 out of 4 meeting (100%) HR Committee Meeting: 6 out of 6 meeting (100%) 		
Education: <ul style="list-style-type: none"> Master Degree Business Administration (Finance) Western Illinois University, USA Bachelor Degree Political Sciences, International Relations Chulalongkorn University Certificate Executive Program Stanford University, USA Certificate Executive Program Harvard University, USA 		
Training records with IOD : <ul style="list-style-type: none"> Director Accreditation Program (DAP 26/2009) Director Certification Program (DCP 122/2009) Strategic Board Master (SBM 2/2017) Advance Audit Committee Program (AACP 29/2018) Board that Make a Difference (BMD 8/2018) Director Leadership Certification Program (DLCP2/2021) 		
Other Training: <ul style="list-style-type: none"> Capital Market Academy Leadership Program (Batch 19/2014) Tourism Management Program for Executives by TAT Academy (2/2018) Executive Program by the University of the Thai Chamber of Commerce (1/2019) 		
Current director position in other company(s): <ul style="list-style-type: none"> Listed Company: 2 Companies <ul style="list-style-type: none"> – Independent Director, Chairperson of the Audit Committee and Member of Corporate Governance Committee, Total Access Communication Public Company Limited – Director Member of the Executive Committee and Member of the Risk Management Committee, Bound and Beyond Public Company Limited Non-Listed Company: 1 Company <ul style="list-style-type: none"> – Chairperson of the Board of Directors, Dtac TriNet Co., Ltd. Other companies that may have conflict of interest or rival competition: None 		

Working experience in past 5 years:

2021 – Present	Director, Member of the Executive Committee and Member of the Risk Management Committee Bound and Beyond Public Company Limited
2020 – Present	Chairperson of the Board of Directors Dtac TriNet Co., Ltd.
2020 – Present	Independent Director, Chairperson of the Audit Committee and Member of the Human Resources Committee Star Petroleum Refining Public Company Limited
2019 – 2020	Independent Director, Member of the Audit Committee and Member of the Human Resources Committee Star Petroleum Refining Public Company Limited
2018 – 2020	Director Origin Property Public Company Limited
2017 – Present	Independent Director, Chairperson of the Audit Committee and Member of Corporate Governance Committee Total Access Communication Public Company Limited
2011 – 2017	Director and President The Erawan Group Public Company Limited

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

Definition of Independent Director

Star Petroleum Refining Public Company Limited (the “**Company**”) defines the meaning of “independent director” to be more stringent than the definition specified in the Notification of the Capital Market Supervisory Board No. Tor Chor. 39/2559 Re: Application for and Approval of Offer for Sale of Newly Issued Shares, as amended.

The criteria are as follows:

- be able to read and understand financial statements;
- at least one independent director should have accounting or related financial management qualifications and experience to undertake the role and responsibilities of the Audit Committee chairman position, and in order to review the performance of the Company, monitor the financial transactions, internal control system, selection of the auditor, consider conflicts of interest and prepare reports on the compliance with the code of conduct adopted by the Board of Directors of the Company;
- at least one independent director should have detailed knowledge and understanding of the industry in which the Company operates, bringing a depth of experience across operational, strategic and business issues for matters that come to the Board of Directors of the Company;
- should not hold more than three consecutive terms directorship;
- be independent from any major shareholder of the Company and have no involvement in the Company’s day-to-day operations;
- must not hold shares in excess of 0.1 percent of the total amount of voting right of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director;
- neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the Company, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than two years prior to the appointment of such independent director. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the Company;
- not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child of other directors, executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the Company or its subsidiary company;
- neither having nor used to have a business relationship with the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgement, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the appointment of such independent director;

- neither being nor used to be an auditor of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the appointment of such independent director;
- neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding Baht two million per year from the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the appointment of such independent director;
- not being a director appointed as representative of directors of the Company, major shareholder or shareholder who is related to major shareholder;
- not undertaking any business in the same nature and in competition to the business of the Company or its subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one per cent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the Company or its subsidiary company; and
- not having any other characteristics which cause the inability to express independent opinions with regard to the Company's business operations.

Names and profiles of the proposed external auditors

1. Mr. Chanchai Chaiprasit

Partner & CEO of PricewaterhouseCoopers ABAS Limited, Thailand

Service year for the Company: 4 years

Direct or indirect benefit or interest in the Company, its subsidiaries, management, the Company's major shareholders or related persons: None



Education and Qualifications

- Bachelor's degree in Accounting, Thammasart University
- Higher Graduate Diploma in Auditing, Thammasart University
- LL.B. Law, Chulalongkorn University
- Certified Public Accountant in Thailand, Register Number 3760
- SEC Licensed Auditor

Industry Experience

- Energy & Mining
- Property development
- Transportation & Logistics
- Hospitality & Leisure

2. Mr. Pongthavee Ratanakoses

Partner of PricewaterhouseCoopers ABAS Limited, Thailand

Service year for the Company: 3 years

Direct or indirect benefit or interest in the Company, its subsidiaries, management, the Company's major shareholders or related persons: None



Education and Qualifications

- Bachelor's Degree in Business Administration with Accounting Major, Thammasat University
- Master of Accountancy, University of Illinois at Urbana-Champaign
- Certified Public Accountant in Thailand, Register Number 7795
- SEC Licensed Auditor
- US CPA

Industry Experience

- Oil & Gas
- Utilities and Mining
- Property development
- Hospitality & Leisure
- Manufacturing

3. Mr. Kan Tanthawirat

Partner of PricewaterhouseCoopers ABAS Limited, Thailand

Service year for the Company: 1 year

Direct or indirect benefit or interest in the Company, its subsidiaries, management, the Company's major shareholders or related persons: None



Education and Qualifications

- Bachelor's Degree in Business Administration with Accounting Major, Thammasat University
- Certified Public Accountant in Thailand, Register Number 10456
- SEC Licensed Auditor

Industry Experience

- Oil & Gas
- Utilities and Mining
- Transport & Logistic
- Manufacturing

Contact Detail: PricewaterhouseCoopers ABAS Ltd.

179/74-80 Bangkok City Tower, 15th Floor, South Sathorn Road, Bangkok 10120

Tel: +66 (0) 2844 1000 Fax: +66 (0) 2286 5050

Registration and Voting Procedures for E-AGM

As the 2022 annual general meeting of shareholders will be conducted through electronic media (E-AGM), the Company would like to provide guidelines for the registration and voting through electronic media as follows:

Required documents for registration

1. Individual shareholders

- (a) Attendance in person by Thai individual shareholders who will use Thai national ID card as verification document
 - (1) A valid Thai national identification card
- (b) Attendance in person by individual shareholders who will use other type of verification document
 - (1) Registration form for E-AGM (Enclosure 10)
 - (2) a photocopy of a valid photo-ID issued by a government authority, e.g. an official identification card, a foreigner identification card or a passport (in case of foreign shareholder), which is certified as a true copy by the shareholder
- (c) Attendance by proxy
 - (1) Registration form for E-AGM (Enclosure 10)
 - (2) a proxy form B (Enclosure 8), which is completely filled in and signed by the proxy grantor and the proxy, and affixed with Baht 20 of stamp duty
 - (3) 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
 - (4) a photocopy of a valid photo-ID issued by a government authority of the proxy, which is certified as a true copy by the proxy

Please submit all required documents to the Company via email **and** post in accordance with the details specified in item no. 4 below and arrange for such documents to arrive at the Company by 31 March 2022 for the Company to review and verify the documents and proceed further with the registration. However, submission of documents are not required for the individual shareholders who will register through e-registration system using Thai national ID card as verification document.

2. Juristic person shareholders

(a) Attendance in person by the authorized representative of the shareholder

- (1) Registration form for E-AGM (Enclosure 10)
- (2) 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 the authorized representative
- (3) 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

(b) Attendance by proxy

- (1) Registration form for E-AGM (Enclosure 10)
- (2) a proxy form B (Enclosure 8) which is completely filled in and signed by the proxy grantor and the proxy, and affixed with Baht 20 of stamp duty
- (3) 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
- (4) 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
- (5) a photocopy of a valid photo-ID issued by a government authority of the proxy, which is certified as a true copy by the proxy

(c) Attendance by proxy given by a Thai Custodian

- (1) Registration form for E-AGM (Enclosure 10)
- (2) a photocopy of 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, which is certified as a true copy by the authorized representative of the custodian

- (3) the documents specified in 1.(c)(3) or 2.(b)(3) and (4), as the case may be (except where the shareholder is a foreign juristic person who authorizes a custodian who is a Thai financial institution)
- (4) 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
- (5) 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
- (6) a photocopy of a confirmation letter as to the fact that the custodian has obtained a license to undertake or engage in custodian business, which is certified as a true copy by the authorized representative of the custodian
- (7) 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
- (8) a photocopy of a valid photo-ID issued by a government authority of the proxy, which is certified as a true copy by such proxy

Please submit all required documents to the Company via email **and** post in accordance with the details specified in item no. 4 below and arrange for such documents to arrive at the Company by 31 March 2022 for the Company to review and verify the documents and proceed further with the registration.

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

A shareholder may give proxy to the Company's independent director, Mr. Robert Stair Guthrie, to attend the meeting and vote on his/her behalf.

Details of the independent director proposed to serve as a proxy of shareholders are attached as Enclosure 9.

To give proxy, please arrange for a proxy form B (Enclosure 8), which is completely filled and signed by the shareholder to arrive via post in accordance with the details specified in item no. 4 below by 31 March 2022 for the Company to review and verify the documents and proceed the documents further.

4. Delivery address and email address

A. For delivery of documents via post

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

B. Email: ir@sprc.co.th

5. e-Registration

The e-Registration system will be opened for registration on 16 March 2022 and closed for registration on 8 April 2022 at 12:00 hrs.

❖ **Link for registration**

<https://portal.eservice.set.or.th/Account/Login?refer=QIMQaUzkdJHNKLVIYRv%2fmLzMk%2fY9RWnG6oclHtwDN1nN3QwPFEvTg%3d%3d>

or scan



❖ **Link for DAP e-Shareholder Meeting User Manual**

<https://www.set.or.th/en/eservice/shareholder.html>

or scan



For convenience in attending the meeting, please register through the SET's e-registration system at least 1 day in advance before the meeting on 8 April 2022. For registration trouble shooting, please contact DAP Operation at telephone number 02-009-9888 ext. 1 or the Company's Investor Relations at telephone number 038-699-887 and 038-699-699 from 16 March 2022 to 8 April 2022 on Monday to Friday at 8:00 – 16:30 hrs.

Voting

1. Voting shall be conducted openly, and one share is entitled to one vote.
2. Voting 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. Please see detailed guideline of the voting procedure in [DAP e-Shareholder Meeting User Manual](#).
3. Voting by a proxy: In the event that a shareholder marked in the proxy form on any agenda (approve, disapprove or abstain, as the case may be) in compliance with the regulations, the system will record such vote as marked in the proxy form in advance, and the proxy will not be entitled to change the votes marked in the system. However, if (i) a proxy grantor does not specify his/her intention on 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 via electronic voting system as the proxy deems appropriate. In any case, independent director(s) who has special conflict of interest on **Agenda item 5 regarding election of directors** shall abstain from voting on this agenda.
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; and
 - (b) Cases in which the Company’s Articles of Association and/or the laws provided otherwise: the vote shall be in accordance with the laws and/or the Company’s Articles of Association.

The resolution of **Agenda item 5 regarding election of directors** requires 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.

The resolution of **Agenda item 6 regarding the approval of the directors’ remuneration for year 2022** 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.
5. In case of equality of votes, the Chairman of the meeting shall be entitled to a final casting vote.
6. Any shareholder or proxy who has special conflict of 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 directors.

7. In the process of vote counting for all agendas (other than **Agenda item 5 regarding election of directors**), the shareholder who wishes to “Disapprove” or “Abstain” from voting should cast their votes using online voting system. Those who choose not to cast their votes via online voting system will be assumed to “Approve” the agenda in question.

For the vote counting for **Agenda item 5 regarding election of directors**, all shareholders are asked to vote on such motions by casting their votes using online voting system for each candidate individually. All the votes, whether approval, disapproval or abstention, will be collected and counted. However, those who choose not to cast their votes via online voting system will be deemed to be “Abstain” from voting.

8. During the voting period, the Company will notify the registered shareholders and proxies, and will open a voting system for each agenda.


However:

- (a) for **Agenda item 2, which is to acknowledge 2021 Company’s performance**, there is no vote casting as it is agenda for acknowledgement.
- (b) for **Agenda item 5 regarding election of directors**, voting will be divided into subsections. Each candidate’s name will be specified in each subsection for election of director on an individual basis.

Before casting the vote for each agenda item, the shareholders will have an opportunity to ask questions in relation to such agenda item. In this regard, shareholders who wish to ask questions shall type the questions into the system. When such shareholder is allowed to ask question, the Company will call such shareholder’s name and ask him/her to turn on his/her microphone and/or camera. Please see detailed guideline for asking questions in [DAP e-Shareholder Meeting User Manual](#). However, the Company will provide answers to an appropriate number of questions during the e-meeting and consider recording the questions that are not answered in during meeting in the minutes of the shareholders' meeting as deem appropriate.

Vote Counting

1. The Chairman of the meeting will inform the meeting of the vote counting method for their acknowledgement before the commencement of the meeting.
2. At this shareholders meeting, the Company uses e-meeting platform of Digital Access Platform Company Limited (a company within the same group as the Stock Exchange of Thailand) for the Company’s counting of the votes.
3. The Chairman of the meeting shall announce the result of vote counting to the meeting on each agenda. After the voting process of each agenda is closed and the Company has announced the

voting results, shareholders can view the result of each agenda by clicking on  the icon.

Remark

- Attendees wishing to leave the e-meeting before the e-meeting is adjourned will not be entitled to vote on the agenda considered after he/she left as advance voting is not allowed.
- The total number of votes cast on each agenda item may fluctuate as attendees may enter and leave the e- meeting from time to time. Therefore, the number of persons attending the e-meeting during each agenda item may change.
- The Company reserves the rights not to complete the registration process if the documents provided are not complete or if the registration occurs after the end of registration period.
- 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.

Privacy Notice: In holding shareholders' meetings through the DAP e-Shareholder Meeting system, the Company collects, uses and discloses personal information of shareholders to perform their duties as required by law and for the benefit of providing services to shareholders at shareholders' meetings, where shareholders are protected by the personal data protection policy or privacy notice as shown on the company's website www.sprc.co.th

User Manual

e-Shareholder Meeting System



DAP e-Shareholder Meeting

Contents

1

Preparation for DAP e-Shareholder Meeting

2

Steps of e-Registration

3

Steps of joining the e-Meeting

4

e-Question and e-Voting functions

5

Resetting password

1

Preparation for DAP e-Shareholder Meeting



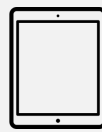
For registration, please prepare an electronic device with a camera.



PC Computer



Notebook



Tablet



Mobile



Access to DAP e-Shareholder Meeting via Web Browser.



Google Chrome (recommended)



Safari



Internet Explorer

Documents required for registration

Individual shareholder



ID Card

or



Passport

Juristic person



Juristic person
certificate



ID Card

or



Passport

1

Preparation for DAP e-Shareholder Meeting



Registration methods for attending
the shareholder meeting

1

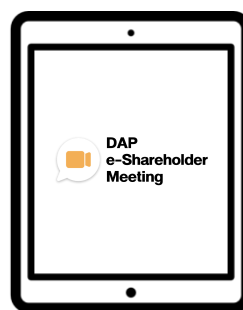
e-Registration via DAP e-Shareholder Meeting system

Attend the meeting in person

Thai person Foreign person Juristic person

Proxy to another person (A)

Proxy to independent director (B)



* In the case of appointing a proxy to another person (B), registration can be done by sending documents to the company (Method 2).

2

Register by sending documents to the company*

For registration, shareholders submit the documents for identity verification to the company, as specified in the invitation to the shareholders' meeting

The company officer will check the information and proceed registration. The system will inform the shareholders of the registration result and username for attending the meeting.

*Please study the details of registration such as document list / document submission, as specified in the invitation to the shareholders' meeting

In case of proxy

For shareholder who is unable to attend the meeting, they may appoint a proxy. Please find more information about proxy in the invitation letter to shareholders' meeting.

2

Steps of e-Registration

Log in to register from the registration link provided in the invitation to the shareholders' meeting.

1. Click “New registration”

2. Shareholders accept the terms and conditions for attending the shareholders' meeting via DAP e-Shareholder system by marking ☒ and click “OK”

2

Steps of e-Registration

2.1 Attend the meeting in person – Individual person with the ID Card

Step 1

Choose a registration form



Attend in person



Proxy

Step 2

Specify the type of shareholder



Thai person



Foreign person /
Person without the ID card



Juristic person

Step 3

Fill out shareholder's information

- Name-Surname
- ID card number / laser code on the back of the ID card
- Date of birth
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

Your password must be between 8-15 characters and must contain:

1. Uppercase letter
2. Lowercase letter
3. Number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking ☒ and click "Next"

Step 4

Enter OTP



Please fill 6 digits to confirm

Reference Code : YBPCYJ

[Resend OTP](#) (02:56)

OTP will be sent to the mobile phone number and email you have entered.

(If shareholder have entered a foreign phone number, the OTP will be only sent to your email.)

Enter OTP and click "Next"

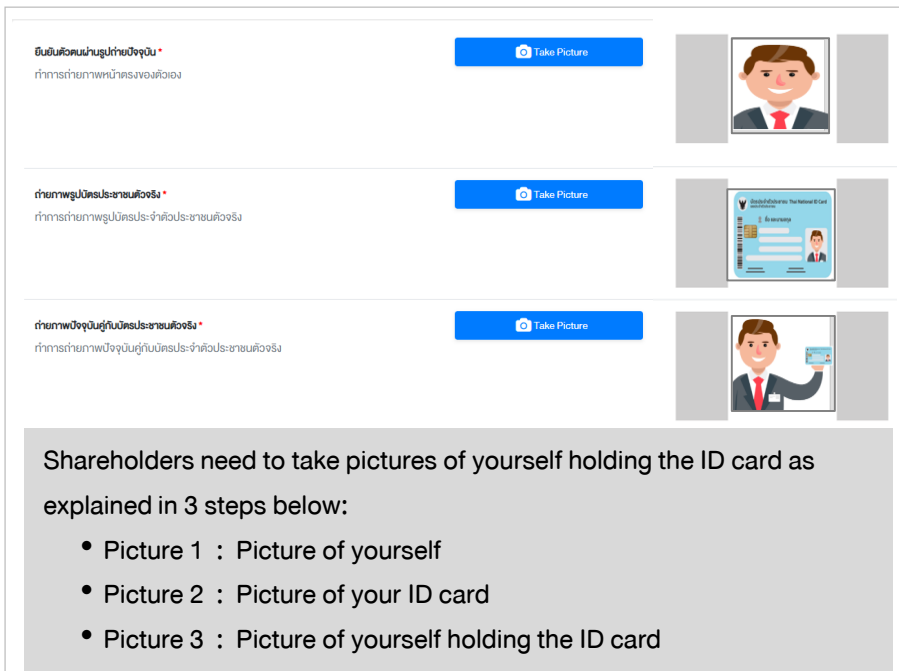
2

Steps of e-Registration

2.1 Attend the meeting in person – Individual person with the ID Card

Step 5

Take pictures of yourself



ยืนยันตัวตนผ่านรูปถ่ายปัจจุบัน *

ทำการถ่ายภาพหน้าตนเอง

Take Picture

ถ่ายภาพรูปบัตรประชาชนตัวจริง *

ทำการถ่ายภาพรูปบัตรประชาชนตัวจริง

Take Picture

ถ่ายภาพปัจจุบันถือบัตรประชาชนตัวจริง *

ทำการถ่ายภาพปัจจุบันถือบัตรประชาชนตัวจริง

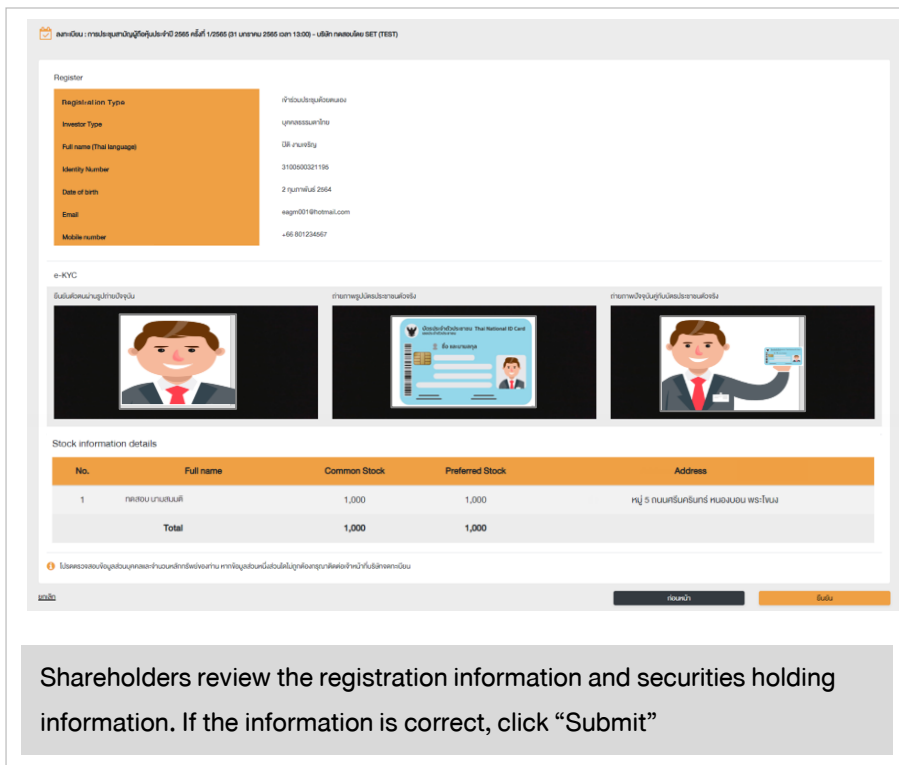
Take Picture

Shareholders need to take pictures of yourself holding the ID card as explained in 3 steps below:

- Picture 1 : Picture of yourself
- Picture 2 : Picture of your ID card
- Picture 3 : Picture of yourself holding the ID card

Step 6

Review registration and securities holding information



สถานะ: ยืนยัน - การลงทะเบียนเสร็จสิ้นแล้ว (วันที่ 12/05/2564 เวลา 10:00 น.) - บริษัทมหาชน SET (SET)

Register

Registration Type	เจ้าของประเภทบุคคล
Investor Type	บุคคลธรรมดา
Full name (Thai language)	DR. นวรัตน์
Identity Number	31050321195
Date of birth	2 กุมภาพันธ์ 2564
Email	eeagn001@hotmail.com
Mobile number	+66 801234567

e-KYC

ยืนยันตัวตนผ่านรูปถ่ายปัจจุบัน

ถ่ายภาพรูปบัตรประชาชนตัวจริง

ถ่ายภาพปัจจุบันถือบัตรประชาชนตัวจริง

Stock information details

No.	Full name	Common Stock	Preferred Stock	Address
1	หุ้นสามัญ	1,000	1,000	หมู่ 5 ถนนวิภาวดีรังสิต แขวงจตุจักร เขตจตุจักร
Total		1,000	1,000	

หมายเหตุ: ข้อมูลการลงทะเบียนและการถือหุ้นจะแสดงตามข้อมูลที่ยืนยันแล้วเท่านั้น การถือหุ้นจะแสดงตามข้อมูลที่ยืนยันแล้วเท่านั้น

ยืนยัน

Submit

Shareholders review the registration information and securities holding information. If the information is correct, click “Submit”

Please keep your username and password confidential.
Your login account should never be disclosed to others.

2

Steps of e-Registration

2.2 Attend the meeting in person – Foreign person / Person without the ID card OR Juristic Person

Step 1

Choose a registration form



Attend in person



Proxy

Step 2

Specify the type of shareholder



Thai person



Foreign person /
Person without the ID card



Juristic person

Step 3

Fill out personal information

Foreign person /

Person without the ID card

- Name-Surname
- Passport / Non-Thai ID / Government Officer Number
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

Juristic person

- Juristic person Name (Company Name)
- Registration Number
- Juristic person representative information: ID card number / laser code on the back of the ID card and date of birth
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

Your password must be between 8-15 characters and must contain:

1. Uppercase letter
2. Lowercase letter
3. Number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking ☒ and click “Next”

Step 4

Enter OTP



Please fill 6 digits to confirm
Reference Code : YBPCUJ

Resend OTP (02:56)

OTP will be sent to the mobile phone number and email you have entered.

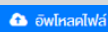
(If shareholder have entered a foreign phone number, the OTP will be only sent to your email.)

Enter OTP and click “Next”

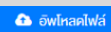
Step 5

Take a picture of yourself / Attach files

Take a picture of yourself and upload attachments as specified in the invitation letter



Upload attachments as specified in the invitation letter



Step 6

Review registration and securities holding information

Shareholders review the registration information and securities holding information. If the information is correct, click “Submit”

Please keep your username and password confidential.
Your login account should never be disclosed to others.

2

Steps of e-Registration

2.3 Proxy to another person (A)

Step 1

Choose a registration form

☐ Attend in person ☒ Proxy

Step 2

Specify the type of proxy

☒ Proxy to another person (A) ☐ Proxy to independent director (B)

Step 3

Fill out the information of the [shareholder who appoints a proxy](#) and enter OTP

- Name-Surname
- ID card number / laser code on the back of the ID card
- Date of birth
- Email Address
- Mobile phone number

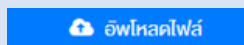
Shareholders consent to receive documents in electronic format from the meeting organizer by marking ☒ and click “Next”

- Enter OTP

Step 4

Fill out [proxies](#) information

- Name-Surname / Age
- ID card number / Address
- Email Address
- Mobile phone number



The shareholder uploads the proxy form A with attachments as specified in the invitation letter

Proxy form A can be downloaded at [เอกสารใบมอบฉันทะ ก.](#)

Click “Next”

Step 5

Review registration and securities holding information

Shareholders review the registration information and securities holding information. If the information is correct, click “Submit”

Proxies will receive an email with the initial password.

Proxies will have to [reset a new password](#) before logging in to DAP e-Shareholder Meeting

2

Steps of e-Registration

2.4

Proxy to independent director (B)

Step 1

Choose a registration form

Step 2

Specify the type of proxy

Step 3

Fill out the information of the [shareholder who appoints a proxy](#) and enter OTP

Step 4

Specify the name of the independent director

Step 5

Cast a vote in advance

Step 6

Review registration and securities holding information

☐ Attend in person ☒ Proxy

☐ Proxy to another person (A) ☒ Proxy to independent director (B)

- Name-Surname
- ID card number / laser code on the back of the ID card
- Date of birth
- Email Address
- Mobile phone number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking ☒ and click "Next"

- Enter OTP

Specify an independent director you wish to appoint a proxy

Independent Director*

Independent Director

Agenda No 1 To acknowledge the overall operation of the Company during 2020

Agenda No 2 To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2020

☒ Agree ☐ Disagree ☐ Abstain

Agenda No 3 To consider and approve the appointment of Directors for replacement of those who retired.

Agenda No 3.1 Mr. Somchai Kamtong

☐ Agree ☐ Disagree ☐ Abstain

The shareholder who appoints a proxy cast a vote in advance for all agenda.

There are 3 voting options:

- Agree
- Disagree
- Abstain

อัปโหลดไฟล์

The shareholder uploads the proxy form B with attachments as specified in the invitation letter

Proxy form B can be downloaded at [เอกสารใบมอบอำนาจ](#)

Click "Next"

Shareholders review the registration information and securities holding information. If the information is correct, click "Submit"

The shareholder will receive an email informing your proxy registration result to confirm that the proxy registration has been completed. However, the shareholder will not receive the password, as the proxy are appointed to independent director and your vote was already casted.

3

Steps of joining the e-Meeting

Step 1

<https://portal.eservice.set.or.th>

Shareholders log in to DAP e-Shareholder Meeting system on the date and time specified by the company
Click the meeting link in the email received from the system.

Step 2

Login

Email
Email

Password
Password

[Forgot password](#)

Login

Enter username (email address that you have registered) and password

Step 3

Meeting list

Company Name Meeting Type Status Year

Company Name Meeting Type Status Year

Search Cancel

Annual General Meeting of Shareholder for the year 2022 No. 1/2022

บริษัท คอลอยด์ SET

Active

19 July 2022 AGM Online

1. Search for the meeting by finding the Company name / Meeting type etc.
2. Click on the meeting you wish to join

Step 4

Meeting list

Join Meeting

Meeting information Agenda Q&A Summary voting results

Meeting information

Company Name: DAP (มหาชน) SET

Company Symbol: TSET

Meeting Name: Annual General Meeting of Shareholder for the year 2022 No. 1/2022

Meeting Type: AGM

Meeting Location: via electronic meeting @ ASX at 11:00 PM

Stock information details

No.	Full name	Common Stock	Preferred Stock	Address
1	metoicron Ltd.	1,000	1,000	201011 ng 11 road (Burund) road (Burund) road (Burund)
Total		1,000	1,000	

Menu bar will display information as follow:

1. Meeting information
2. Meeting agenda
3. Your question list
4. Voting result (after announced)

- Click "Join Meeting" Join Meeting
- Agree to the terms and conditions of service by marking ☒ and click "Join Meeting"
- Confirm name and voting rights
- Enter OTP

3

Steps of joining the e-Meeting

Meeting Room

Open WebEx

Leave Meeting

DAP e-Shareholder Meeting

1

คุณกรรมการ อิสระ ประธานกรรมการ

ประชุมสามัญผู้ถือหุ้นประจำปี 2564

Unmute Start video Start Sharing

3 4

Send Question or Vote

Submit Vote Send Question

- Agenda
- To acknowledge the overall operation of the Company during 2021
 - To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year 2020
 - ★ To consider and approve the appointment of Directors for replacement of those who retired.
 - 2 Mr. A
Mr. B
 - Agenda No 4 To consider appointing auditors and setting audit fees for the year 2022
Agenda No 4.1 To consider appointing auditors of ABC Company in place of the former company whose contract has expires in 2021
Agenda No 4.2 To consider and approve the audit fee for the year 2022

Q&A 5

Summary voting results 6

Q&A

⊕ To acknowledge the overall operation of the Company during 2021

Question : I would like to know the operating results of the company in 2021

Remark :

🕒 06 February 2022 14:09

Delete

Completed

Question : สอบถามการเลือกตั้งกรรมการที่จะครบกำหนดลาออก

Remark : ยกยอดไปตอบในวาระที่ 3

🕒 06 February 2022 14:09

Delete

Completed

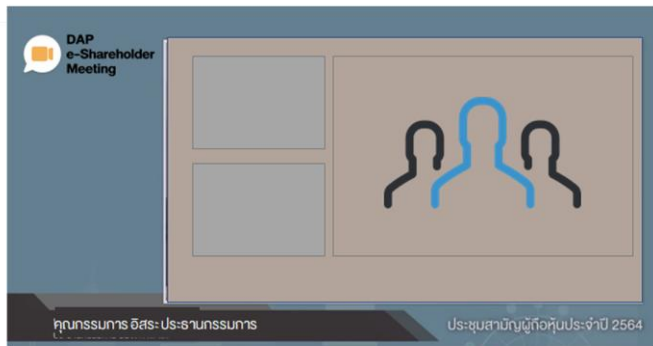
Description

- Meeting Display: Webex Meeting screen will be embedded in DAP e-Shareholder Meeting, If the screen does not work, click 'Open WebEx' on the top right to view the meeting via Application Cisco Webex Meeting instead
- Current agenda will be indicated by star icon and yellow bar.
- e-Voting functions: voting can be casted only within appointed time frame
- e-Question functions: queueing your questions for both current and upcoming agenda
- Your questions submitted in the meeting
- Voting results: It will be only shown after the company has announced results for each agenda

4

e-Question and e-Voting functions

e-Question functions



- Agenda
- 1 To acknowledge the overall operation of the Company during 2021
 - 2 To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year 2020
 - 3 To consider and approve the appointment of Directors for replacement of those who retired.
Mr. A
Mr. B
 - 4 Agenda No 4 To consider appointing auditors and setting audit fees for the year 2022
Agenda No 4.1 To consider appointing auditors of ABC Company in place of the former company whose contract has expires in 2021
Agenda No 4.2 To consider and approve the audit fee for the year 2022

Submit Vote

Send Question

During the meeting, shareholders can submit questions in advance:

1. Click "Send Question" Send Question
2. Choose the agenda you wish to ask question
3. Type your question (Optional)
4. Click "Send Question" Send Question

Send Question

Agenda *

Select agenda

Question (Optional)

0/1000

Close Send Question

When you are allowed to ask questions, the company will call your name. Please turn on your microphone and/or camera (VDO) to ask such question by yourself

e-Voting functions

Submit Vote

Send Question

Submit Vote

Agenda

To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2020

Submit Vote

☒ Agree All ☐ Disagree All ☐ Abstain All

Shareholder : Mr. A Tester

☐ Agree ☐ Disagree ☐ Abstain

1) Proxy : Mr. B Testertproxy

☐ Agree ☐ Disagree ☐ Abstain

2) Proxy : Mr. C Testertproxy

☐ Agree ☐ Disagree ☐ Abstain

Close Submit Vote

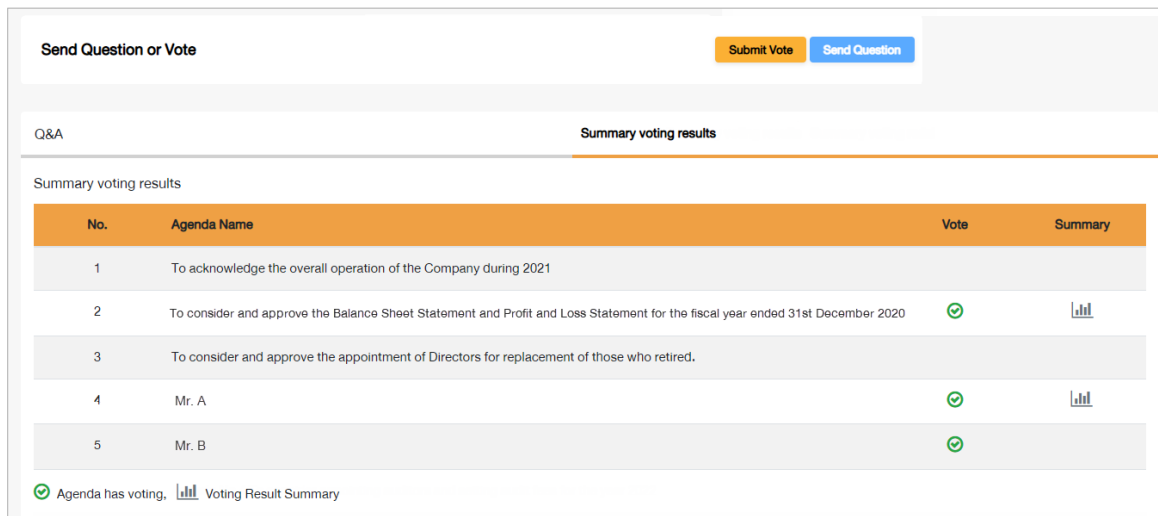
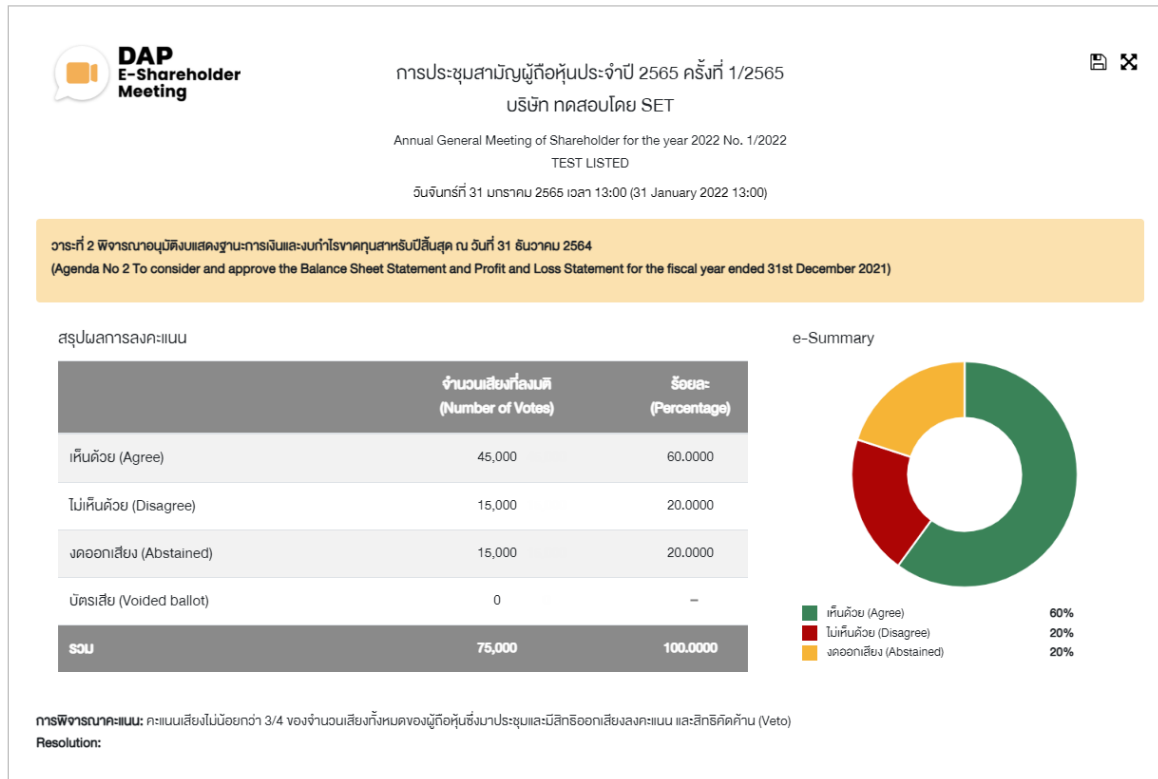
For each agenda, there are 3 voting options:
"Approve", "Disapprove" and "Abstain"

1. Click "Submit Vote"
2. Vote within the period of time given for both your vote rights and proxy's (if any)
3. Click "Submit Vote" Submit Vote

Shareholders are able to vote only within given time frame.

e-Voting functions

Example of voting results



After the closing of voting in each agenda, the company will announce results. Shareholders can check the result of each agenda by clicking the icon

5

Resetting password



To retrieve your password, shareholders can reset password by clicking “Forgot password” button.

DAP E-Shareholder Meeting

TEST LISTED
Annual General Meeting of Shareholder for the year 2022 No. 1/2022
10 February 2022 via electronic meeting (E-AGM) at 3.00 PM

Login

Email
Email

Password
Password

Forgot password

Login

or

New registration

[Investor Registration Manual](#)
Recommended Browser: Chrome

There are 2 options to reset your password:

1 Reset password via email

Enter your registered email

Forgot password

Email *

Email

Please enter the registered email address

[Password reset with mobile number](#)

Close Submit

Check your inbox

Email sent success

Please check your email to reset your password

Close

Set new password

Reset password

Email
eservice002@hotmail.com

Password
Password

Confirm password
Confirm password

Submit

2 Reset password via mobile phone number

Click the link to reset password via mobile phone

Forgot password

Email *

Email

Please enter the registered email address

[Password reset with mobile number](#)

Close Submit

Enter your mobile phone number

Forgot password

Mobile number *

Mobile number

Please enter the registered mobile address

[Password reset with email](#)

Close Submit

Request for OTP and enter OTP

Please fill 6 digits to confirm

Reference Code : FBJMFV

0 0 0 0 0 0

[Resend OTP](#) (01:22)

Set new password

Reset password

Password
Password

Confirm password
Confirm password

Submit

To download user manual,



DAP e-Shareholder Meeting

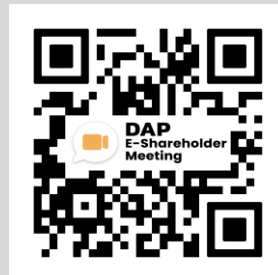


shareholders could study more information at:

<https://www.set.or.th/en/eservice/shareholder.html>



Or scan the following QR Code:



**Articles of Association of the Company in relation to
the 2022 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.

Remark: The Company applies the record date for the shareholders' right to attend the shareholders' meeting and the right to receive dividend without specifying the book closing date, which are consistent with the Circular of the Stock Exchange of Thailand No. Bor.Jor (Wor) 6/2017 re: Adjustment of Record Date for any Shareholders' Right as well as the amended Section 225 of the Securities and Exchange Act B.E. 2535 (as amended).

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. 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.

- (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. 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.

5. Proxy

(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.

6. Voting

(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 52) A declaration of dividends must be approved by a resolution of shareholders or in the case of interim dividends by a resolution of the board of directors.

A written notice of dividend distribution must be sent to all shareholders and advertised in a newspaper for a period of three (3) consecutive days. The payment of dividends must be made within one (1) month after the date on which the resolution was passed.

(Article 53) The board of directors may declare interim dividends payable to all shareholders from time to time if they consider that the amount of profits justifies the declaration of interim dividends. After the interim dividends are paid, the board of directors must report the payment thereof to the shareholders at the next meeting of shareholders.

7. Director Election

(Article 15) The Company shall have a board of directors consisting of at least 5 persons. The board of directors must elect one of their members to be the Chairman and may elect another member to be a Vice-Chairman and any other positions as they see fit. At least one-half of the directors must reside in Thailand.

(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 18) At every annual general meeting of shareholders, one-third (1/3) of the directors, or if it is not a multiple of three, then the number nearest to one-third (1/3) must retire from office.

There must be a drawing by lots to determine the directors retiring on the first and second years following the registration of the Company. In each subsequent year, the directors who occupy the position for the longest period must retire.

A retiring director is eligible for re-election.

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

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. Robert Stair Guthrie**, age 75 years, residing at 251/7, The Heights, Coke Tanod, Karon, Muang, Phuket

any one of them as my/our proxy to attend and vote on my/our behalf at the **2022 Annual General Shareholders Meeting** ("AGM") to be held on **Friday, 8 April 2022 at 9:00 hr.** (Bangkok Time) through electronic media according to the Emergency Decree on Electronic Meeting B.E. 2563.

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 2021 Annual General Meeting of Shareholders held on 9 April 2021**

☐ (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 2021 Company's performance**

(3) **Agenda Item 3: To approve the financial statements for the year-ended 31 December 2021**

☐ (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 approve the annual dividend payment for 2021 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

(5) **Agenda Item 5: To elect the directors for replacement of 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. Robert Joseph Dobrik

☐ Approve ☐ Not approve ☐ Abstain

(2) Mr. Pliu Mangkornkanok

☐ Approve ☐ Not approve ☐ Abstain

(3) Ms. Kamonwan Wipulakorn

☐ Approve ☐ Not approve ☐ Abstain

(6) **Agenda Item 6: To approve the directors' remuneration for year 2022**

- ☐ (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

(7) **Agenda Item 7: To appoint an external auditor and determination of audit fees for year 2022**

- ☐ (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 **2022 Annual General Shareholders Meeting** (AGM) held on Friday, 8 April 2022 at 9:00 a.m. (Bangkok Time) through electronic media according to the Emergency Decree on Electronic Meeting B.E. 2563 to consider the following agenda;

(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

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

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



Name: Mr. Robert Stair Guthrie

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

Age: 75 years

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

Appointment: 28 May 2012 (first appointment)
5 April 2018 (re-elected)
9 April 2021 (re-elected)

Other Current Positions: None

Conflicts in Meeting Agenda: None

Proxy (Form A)

(General Form)

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 cast.....votes

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

☐ (3).....age.....years,
residing at.....road.....sub-district.....
district.....province.....postcode.....

any one of them as my/our proxy to attend and vote on my/our behalf at the **2022 Annual General Shareholders Meeting** ("AGM") to be held on **Friday, 8 April 2022 at 9:00 hr.** (Bangkok Time) through electronic media according to the Emergency Decree on Electronic Meeting B.E. 2563.

Any action taken by the Proxy at the meeting shall be deemed as being done by me/us in all respects.

SignedThe Grantor
(.....)

Signed The Proxy
(.....)

Signed The Proxy
(.....)

Signed The Proxy
(.....)

Remarks : 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.

Proxy (Form C)

(This form is used only if the shareholder is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody)

Affix
Stamp Duty
20 Baht

Made at.....

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

1. I/We.....nationality.....
residing at.....road.....sub-district.....
district.....province.....postcode.....
in our capacity as the custodian for.....
who is a shareholder of Star Petroleum Refining Public Company Limited,
holding the ordinary shares in the total amount of.....shares
which are entitled to cast.....votes

2. 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

☐ (3).....age.....years,
residing at.....road.....sub-district.....
district.....province.....postcode.....

any one of them as my/our proxy to attend and vote on my/our behalf at the **2022 Annual General Shareholders Meeting** ("AGM") to be held on **Friday, 8 April 2022 at 9:00 hr.** (Bangkok Time) through electronic media according to the Emergency Decree on Electronic Meeting B.E. 2563.

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

☐ to vote with the total number of shares held by me/us to which I/we am/are entitled

☐ to vote with the partial number of shares as follows:

total number of the ordinary shares in the total amount of..... shares
which are entitled to cast..... votes

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 2021 Annual General Meeting of Shareholders held on 9 April 2021**
- ☐ (a) The proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects.
- ☐ (b) The proxy may consider the matter and vote on my behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain
- (2) **Agenda Item 2: To acknowledge 2021 Company's performance**
- (3) **Agenda Item 3: To approve audited financial statements year-ended 31 December 2021**
- ☐ (a) The proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects.
- ☐ (b) The proxy may consider the matter and vote on my behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain
- (4) **Agenda Item 4: To approve the annual dividend payment for 2021 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 may consider the matter and vote on my behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain
- (5) **Agenda Item 5: To elect the directors for replacement of 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 may consider the matter and 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. Robert Joseph Dobrik**
- ☐ Approve ☐ Not approve ☐ Abstain
- (2) **Mr. Pliu Mangkornkanok**
- ☐ Approve ☐ Not approve ☐ Abstain
- (3) **Ms. Kamonwan Wipulakorn**
- ☐ Approve ☐ Not approve ☐ Abstain

(6) **Agenda Item 6: To approve the directors' remuneration for year 2022**

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

☐ (b) The proxy may consider the matter and vote on my behalf as follows:

☐ Approve

☐ Not approve

☐ Abstain

(7) **Agenda Item 7: To appoint an external auditor and determination of audit fees for year 2022**

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

☐ (b) The proxy may consider the matter and 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
(.....)

Signed The Proxy
(.....)

Signed The Proxy
(.....)

Signed The Proxy
(.....)

Remarks

1. This Proxy Form C is applicable only to shareholders whose names appear in the shareholder registration book as foreign investors and a custodian in Thailand is appointed thereof.
2. Evidence of documents required to be attached with this proxy form are:
 - (1) a Power of Attorney executed by each of the shareholders authorizing the custodian to execute the proxy form on behalf of such shareholder; and
 - (2) a letter confirming that the person executing the proxy form has obtained a license for being a custodian.
3. 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.
4. For the agenda of director election, a proxy can vote for all nominees or each nominee for director.
5. If the matters to be considered are more than those specified above, the proxy grantor may use the Annex Proxy Form C as attached for such additional matters.

Annex Proxy Form C

Appointment of proxy by shareholders of Star Petroleum Refining Public Company Limited in connection with the **2022 Annual General Shareholders Meeting** (AGM) held on Friday, 8 April 2022 at 9:00 a.m. (Bangkok Time) through electronic media according to the Emergency Decree on Electronic Meeting B.E. 2563 to consider the following agenda.

(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 may consider the matter and 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 may consider the matter and 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 may consider the matter and 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 may consider the matter and vote on my behalf as follows:

☐ Approve ☐ Not approve ☐ Abstain

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

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