

Registration and Voting Procedures for E-AGM

As the 2023 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

- (1) Thai individual shareholder: A valid Thai national identification card
- (2) Foreign individual shareholder: A valid passport

(b) Attendance by proxy

- (1) a proxy form B (Enclosure 9), which is completely filled in and signed by the proxy grantor and the proxy, and affixed with Baht 20 of stamp duty
- (2) 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
- (3) 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 **24 March 2023** 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) 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
- (2) 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) a proxy form B (Enclosure 9) which is completely filled in and signed by the proxy grantor and the proxy, and affixed with Baht 20 of stamp duty
- (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 such 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
- (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

(c) Attendance by proxy given by a Thai Custodian

- (1) 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
- (2) the documents specified in 1.(b)(2) or 2.(b)(2) and (3), as the case may be (except where the shareholder is a foreign juristic person who authorizes a custodian who is a Thai financial institution)
- (3) 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
- (4) 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
- (5) 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
- (6) 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

- (7) 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 **24 March 2023** 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 independent director of the Company to attend the meeting and vote on his/her behalf.

The shareholder may give proxy to the following independent directors:

- (1) Mr. Pliu Mangkornkanok; or
- (2) Mr. Robert Stair Guthrie; or
- (3) Ms. Kamonwan Wipulakorn.

Details of the independent director proposed to serve as a proxy of shareholders are attached as Enclosure 10.

To give proxy, please arrange for a proxy form B (Enclosure 9), 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 **24 March 2023** 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 15 March 2023 and closed for registration on 5 April 2023 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/th/dap/services/e-shareholder-meeting>

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. 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 15 March 2023 to 5 April 2023 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 6 regarding the approval of the directors' remuneration for year 2023** requires the approval of at least two-thirds of the shareholders attending the meeting to pass the resolution.

The resolution of **Agenda item 8 regarding election of directors for replacement of two directors who will be retired by rotation** and **Agenda 9 regarding the approval of the increase of number of directors and appointment of a new director** require 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 10 regarding the approval of the amendment to the Articles of Association of the Company** requires the approval of at least three-fourths of the shareholders attending and eligible to vote to pass the resolution.

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 8 regarding election of directors for replacement of two directors who will be retired by rotation** and **Agenda 9 regarding the approval of the increase of number of directors and appointment of a new director**), 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 8 regarding election of directors for replacement of two directors who will be retired by rotation** and **Agenda 9 regarding the approval of the increase of number of directors and appointment of a new director**, 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 2022 Company’s performance and Agenda item 4, which is to acknowledge the interim dividend payment from 1H/2022 performance**, there are no vote casting as they are agenda for acknowledgement.
 - (b) for **Agenda item 8 regarding election of directors for replacement of two directors who will be retired by rotation**, voting will be divided into subsections. Each candidate’s name will be specified in each subsection for election of director on an individual basis.
9. 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 voting result of each agenda in DAP system.

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
