

*(Translation)*

MINUTES OF THE 2013 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
IRPC Public Company Limited

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**Date, time and place of the Meeting**

The 2013 Annual General Meeting of IRPC Public Company Limited Shareholders was held on Friday, April 5, 2013 at 09.30 a.m. at Bangkok Convention Centre, 22<sup>nd</sup> Floor, Centara Grand & Bangkok Convention Centre at Central World (Rajprasong) located at 999/99 Rama 1 Rd. Phatumwan Bangkok.

**Chairman of the Meeting**

Mr. Prasert Bunsumpun, Chairman of the Board of Directors

**Meeting started at 09.30 a.m.**

Mr. Prasert Bunsumpun, the Chairman, welcomed the shareholders and introduced the Directors, Auditor, Legal Advisor and Members of the Management present at the Meeting, as follows:

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|-----------------------------------|---|
| 1. Mr. Cherdpong Siriwit          | Independent Director / Chairman of the Audit Committee and Chairman of the Corporate Governance Committee                         |
| 2. Mr. Chulayuth Hirunyavasit     | Independent Director / Chairman of the Nomination and Remuneration Committee  |
| 3. Mr. Woothisarn Tanchai         | Independent / Executive Director / Member of the Nomination and Remuneration Committee  |
| 4. Ms. Sopawadee Lertmanaschai    | Director  |
| 5. Mr. Kritsda Udyanin            | Director  |
| 6. Mr. Sirisak Wittayaudom        | Director  |
| 7. Mr. Narongkorn Chawalsantati   | Independent Director  |
| 8. Mr. Trumph Jalichandra         | Independent Director  |
| 9. Mr. Atikom Terbsiri            | Director / Executive Director and President   |
| 10. Mr. Pailin Chuchottaworn      | Director / Executive Director   |
| 11. Mr. Wichai Pornkeratiwat      | Director / Executive Director / Member of the Nomination and Remuneration Committee/ Member of the Corporate Governance Committee |
| 12. Mr. Watcharakiti Watcharothai | Director  |
| 13. Lt.Gen. Preecha Wanarat       | Independent Director  |
| 14. Mr. Jade Thanawat             | Independent Director/ Member of the Corporate Governance Committee  |
| 15. Mr. Woravit Chailimpamontri   | Director  |
| 16. Miss Duangkamol Settanung     | Senior Executive Vice President, Corporate Accounting and Finance   |

17. Mr. Manit Suthaporn	Senior Executive Vice President, Corporate Legal
18. Mr. Chansin Treenuchagron	Senior Executive Vice President, Corporate Commercial and Marketing
19. Mr. Wittawat Svasti-Xuto	Senior Executive Vice President, Corporate Strategy & Planning
20. Mr. Sahaschai Panichpong	Senior Executive Vice President, Port and Asset Management Business Unit
21. Mr. Peerapong Atcharyacheewin	Senior Executive Vice President, Petrochemical and Refinery Business Unit
22. Miss Orawan Leelarasamee	Senior Executive Vice President, Corporate Human Resources and Administration
23. Mr. Vichien Kingmontri	Auditor, PricewaterhouseCoopers ABAS Co., Ltd.
24. Miss Paralee Techachongchintana	Legal Advisor, Baker & McKenzie Ltd.

The Chairman advised the Meeting that currently, the registered capital of IRPC Public Co., Ltd., “the Company”, was Baht 20,475,000,000.00 (Twenty Thousand Four Hundred Seventy Five Million Baht), divided into 20,475,000,000 (Twenty Thousand Four Hundred Seventy Five Million) ordinary shares, at par value of Baht 1.00 per share and the Company had paid-up capital of Baht 20,434,419,246.00 (Twenty Thousand Four Hundred Thirty Four Million Four Hundred Nineteen Thousand Two Hundred Forty Six Baht) representing 99.80 percent of the registered capital.

As the meeting started a total of 2,593 shareholders and proxies were presented, representing to 12,599,873,074 shares, equivalent to 61.66 percent of the paid-up shares which were over one-third of all shares sold. Therefore, a quorum was constituted according to Article 33 of the Articles of Association of the Company and the 2013 Annual General Meeting of the Shareholders was called to order.

In addition, in the course of the meeting, there were additional shareholders arriving at the meeting. Therefore, at this meeting, there were 2,099 shareholders present in person and 1,875 shareholders present by proxy, totaling 3,974 shareholders and amounting to 13,467,531,096 shares representing 65.91 percent of the paid-up shares. The detail of which was provided in the following summary of shareholders who were registered for the meeting:-

Registration	No. of Shareholders	No. of shares held	
		Amount	Percent
Present in person	2,099	156,363,908	0.77
Present by proxy	1,875	13,311,167,188	65.14
Total	3,974	13,467,531,096	65.91

The Chairman informed the Meeting that in order to enhance the good corporate governance relating to the rights and equitable treatment of the shareholders, the Company had notified the shareholders, through the system of the Stock Exchange of Thailand (SET) and the Company's official website, to propose any additional

agenda items to be considered in the 2013 Annual General Meeting of the Shareholders, 3 months in advance commencing from September 28, 2012 to December 31, 2012. The shareholders were able to submit the additional agenda items to the Company through the website, by mail or by fax. However, there was no additional agenda item proposed. Therefore, the Chairman proceeded with the meeting in accordance with the Agenda included in the Notice of the Meeting, sent to the shareholders.

Before considering the Agenda, the Chairman would like to clarify the vote counting method pursuant to Article 34 of the Articles of Association of the Company, and to request for the approval of the Meeting for such vote counting method so that the meeting may proceed in an orderly and expeditious manner. The vote counting would be carried out as follows:

- 1) Each shareholder or proxy holder has a number of votes equal to the number of shares which the shareholder or proxy grantor holds.
- 2) Only votes casted on the Agenda for considerations and the Agenda to certify the Minutes of the Meeting would be counted.
- 3) The staff would collect all the voting ballots in accordance with the Best Practices issued by the Stock Exchange of Thailand.
- 4) In order to conveniently speed up, those persons who voted "Disapprove" and "Abstain", were requested to present themselves by raising their hands and the staff would collected those ballots first followed by the ballots marked "Approve". The rest of the ballots were to be put in a box located near the exit of the convention hall.

For transparency in the meeting, the Company arranged for three observers to join in counting the votes at the counting facility. The observers were representatives of major shareholders and minor shareholders, and a volunteer. The three observers were as follows:

- |                                    |  |
|------------------------------------|--|
| 1. Mr. Chanin Tayakkanond          | Representative of the group of major shareholders, acting as the Proxy of the Government Pension Fund, holding 1,193,448,370 shares. |
| 2. Mr. Suraphan Temboonprasertsook | Representative of the group of minor shareholders, holding 100 shares.   |
| 3. Miss Thapanee Kaew-im           | Volunteer representing the shareholders, holding 5,200 shares.   |

To facilitate foreign shareholders, the Company arranged for an interpreter to clarify any arising questions to create correct understanding. Then, the Chairman proceeded with the meeting as follows:

#### **AGENDA 1: Notice of Chairman for Acknowledgement**

The Chairman expressed his thanks to the Board of Directors, the Management and the Company's staff, all of whom had discharged their duties pursuing the Company's vision, policies and strategies. The Company had made progresses and was ready to grow steadily. The success was made possible because of the trust, cooperation and support received from all shareholders including all agencies.

On behalf of the Company, the Chairman took the opportunity to thank all shareholders who had continually placed their trust in and given their support to the Company.

The meeting that day was organized as 'Green Meeting', according to the Notice sent to the shareholders. The Chairman thanked every shareholder for their cooperation in helping reduce global warming and conserve energy in accordance with the policies set by the Company and the government for collective benefits.

**AGENDA 2: To certify the Minutes of IRPC 2012 Annual General Meeting of Shareholders held on April 5, 2012**

The Chairman informed the Meeting that the Company had already sent the Minutes of 2012 Annual General Meeting of Shareholders to the Stock Exchange of Thailand on April 19, 2012 and posted the Minutes on the Company's official website ([www.irpc.co.th](http://www.irpc.co.th)) the same day for the shareholders and investors in general. Up to the present, there had been no shareholder recommending any amendment to the Minutes, therefore, the Meeting was proposed to adopt the Minutes of IRPC 2012 Annual General Meeting of the Shareholders held on April 5, 2012.

The shareholders requested that the Minutes of 2012 Annual General Meeting of Shareholders be corrected (due to typing mistakes) as follows:

Company Secretary:	Requesting a correction be made on Page 21 in the section of Auditor's Fee for the year 2012 from "Baht 53,100,000" to "Baht 3,100,000"
Mr. Somkiat Saleepattana: Shareholder	Requesting a correction of his surname be made on Page 22 from "Mr. Somkiat Saleewattana" to "Mr. Somkiat Saleepattana"

No further question was raised in connection with this agenda. The Chairman proposed the Meeting to cast a vote and declared the result as follows:

Shareholders and Proxies voted "Approve" amounting to 13,119,481,473 shares, representing 98.990 percent; "Disapprove" amounting to 395,081 shares, representing 0.003 percent, and "Abstain" amounting to 133,467,729 shares, representing 1.007 percent .

**Resolution:**

The Meeting considered and resolved by majority of the votes cast by the shareholders present, to certify and adopt the Minutes of the 2012 Annual General Meeting of the Shareholders convened on April 5, 2012.

**AGENDA 3: To acknowledge the reports of the Board of Directors relating to the Company's business operation of the year 2012**

The Chairman presented the summary of the Company's operating results for the year 2012 to the meeting, the details of which appeared in the Annual Report 2012, page 79-94, and in 2011-2012 Sustainability Development Report page 92-95 enclosed with the Notice of the Meeting. The mission was to achieve sustainable growth for the Company in connection with economy, society and environment. The Company was able to comply with its plan and added value to the business under the supervision of the Board and guidance from the 4 Sub-Committees which the Board had previously appointed namely the Audit Committee, the Executive Committee, the Nomination and Remuneration Committee, and the Corporate

Governance Committee. Then, the Chairman of each Committee was asked to summarize the performance results to the Meeting.

**Mr. Cherdpong Siriwich, Chairman of the Audit Committee,** informed the Meeting as follows:

The Audit Committee (2012) consisted of 3 independent directors namely Mr. Cherdpong Siriwich, Lt.Gen. Preecha Wannarat, and Mr. Triumph Jalichandra. In the year 2012, there were 13 meetings altogether. The Audit Committee performed their duties with carefulness and caution. They expressed their opinions freely. Their responsibilities were as follows:

- To verify the Financial Statements for the year 2012 in alignment with the International Financial Reporting Standards (IFRS) in which changes were made and sufficient and extensive information was disclosed. (Financial Statement of the year 2011, Financial Statement for 1<sup>st</sup>, 2<sup>nd</sup>, and 3<sup>rd</sup> quarter of the year 2012)
- To verify the connected transactions between the Company and related persons to prevent any conflict of interest by considering general trading conditions and maximum benefits of the Company as key factors.
- To verify work plans and the risk management guidelines, having the Risk Management Committee to manage them as specified. (4 reports; Risk Management Report for the year 2011, and report for 1<sup>st</sup>, 2<sup>nd</sup>, and 3<sup>rd</sup> quarter of the year 2012)
- To provide advice in producing and rehearsing business continuity management (BCM).
- To review and monitor the operations of the Company to ensure that they were complying with the Securities and Exchange Act, the regulations of the Stock Exchange and other related laws.
- To verify and supervise the internal audit to ensure appropriate and sufficient internal control.

**Mr. Prasert Bunsumpun, Chairman of the Executive Committee,** informed the Meeting as follows;

The Executive Committee, in 2012, comprised 5 Members, being Mr. Prasert Bunsumpun, Mr. Pailin Chuchottaworn, Mr. Woothisarn Tanchai, Mr. Wichai Pornkeratiwat, and Mr. Atikom Terbsiri and convened 12 meetings altogether with the core responsibilities as follows:

1. To consider, scrutinize and make recommendations before submitting the matters to the Board, for example,
  - To buy stocks of Ube Chemicals (Asia) Public Company Limited.
  - To set guidelines on 6 subsidiaries which were the Company's non-core businesses
  - To consider the 5-year Business Plan of the Company (2013-2018), and estimate operation expenses on risk management plans, organization indicators and the loan acquisition plan of the Company.
2. To authorize works within the power of the Executive Committee, for example,
  - Nomination of persons to hold office as Directors of subsidiaries and joint ventures
  - Principles on managing valuable alloys among catalysts
  - Principles on selling stocks to invest in companies which were the Company's non-core businesses
  - Drafting of the long-term service contract of Gas Turbine and
  - Procurement of crude oil in the form of term contract 2013

**Mr. Chulayuth Hirunyavasit, Chairman of the Nomination and Remuneration Committee,** reported to the Meeting as follows:

In 2012, there were 3 Members of the Nomination and Remuneration Committee, who were Mr. Chulayuth Hirunyavasit, Mr. Woothisarn Tanchai and Mr. Wichai Pornkeratiwat and the Committee held 6 meetings. The main responsibilities were:

- To nominate replacements of 9 directors who resigned or retired by rotation.
- To nominate members of the 3 Sub-Committees.
- To assess the President's performance results and recommend the remuneration of the President

**Mr. Cherdpong Siriwit, Chairman of Corporate Governance,** informed the Meeting as follows:

In 2012, the Corporate Governance Committee consisted of 3 Members, being Mr. Cherdpong Siriwit, Mr. Wichai Pornkeratiwat and Mr. Jade Thanawat and there were 6 meetings held. The core responsibilities were:

- To conduct a self-assessment of the performance of the Board, which included assessment of the performance of the entire Board, themselves, and the Sub-Committees. In 2012, the self-assessment scored over 90 percent in all categories.
- To support project implementations to encourage participation from stakeholders in areas of social and environmental responsibilities and good governance, for example,
  - 1) "IRPC's Shareholders Paint Thai Society with Green Color" Project
  - 2) Publication of "New Trend of Industry: Saving the World Operation" and
  - 3) Organization of the talk "How to supervise an organization in the changing world."
- To suggest the Board to improve and strengthen the guidelines on the corporate governance with an aim to be prepared in the same direction of the Asian Economic Community (AEC). In 2012, the Company received the "Golden Peacock Awards 2012" for its good governance in the international stage.
- To join the Thai private sector in the Collective Active Coalition (CAC).
- To supervise the operations of the Company in accordance with the Corporate Governance Plan for the year 2012 to ensure complete and efficient compliance.

**Mr. Atikom Terbsiri, President,** presented a summary of the operating results for the year 2012 to the Meeting in form of video of 12-minutes length in order to facilitate the shareholders in obtaining a clearer picture and easier understanding. The detail was as follows:

IRPC Public Company Limited was still steering towards being Asia's leading unified petrochemical company by operating to continuously create benefits and add value to the Company, shareholders, and stakeholders. The actions taken were as follows.

**Production** In 2012, the Company's production stability was as high as 99.56 percent, against 97.88 percent in 2011. The figure was a result from the stability of the steam electricity system, which was boosted significantly thanks to the combined heat and power plant (CHP) and the improvement of the loop line and control systems. The management strategies, which were "Operational Excellence" and "Zero Unplanned

Shutdown”, also played important roles. Under the strategies, there were up to 7 generating units that did not stop operating outside maintenance schedule, creating a decrease in relevant expenses from the year 2011 by Baht 435 million.

The Company was capable of bringing 64.22 million barrels of crude oil into refinery, an average refinery level of 175,000 barrels per day. As a result, the Company earned Baht 283,668 million from the operation (excluding excise tax), amounting to an increase of Baht 47,149 million over 2011. It was calculated as 20 percent of the total income. The main sale revenue of Baht 221,390 million came from the petroleum business. The sale revenue of Baht 58,979 million came from the petrochemical business, and Baht 3,229 million from the electricity and infrastructure business. The domestic income was 62 percent, whereas the overseas income was 38 percent.

**Investment projects** Investment plans had been implemented for 3 years and 3 months under the Phoenix Projects to enhance competency on its competitiveness. It was aimed to be successfully completed in 2015. At the end of the year 2012, the completion was about 43 percent through achievements of minor investment projects which were as follows.

- The project to increase the production capacity of Gasoline EURO4 for the environment: It was completed in February 2012, building up the overall production capacity to 15,000 barrels per day.
- The Specialty Products Focus project to produce the base oil ‘TDAE’ of 50,000 tons of per year: This type of rubber oil can reduce carcinogen. It was completed in September 2012.
- The Upstream Project for Hygiene and Value Added Products (UHV) Project: The investment capital was the greatest in the Phoenix project. The progress had reached the stage of hiring suppliers to design engineering details. At present, the completion was 40 percent. It was expected that the UHV project would be successfully concluded in the second quarter of 2015. Upon completion, the Company would be enabled to reach the full production capacity of the refining unit, thus adding value to products and expanding the petrochemical business to a greater extent.

**The Phoenix investment projects expected to be completed in 2013 were as follows.**

- The project to produce Diesel EURO 4, in partnership with PTT Group, was expected to be finished in 2013.
- The EBSM Project to increase its production capacity from 200,000 tons per year to 260,000 tons per year. The EBSM plant construction was due to be completed in the third quarter of 2013.

Besides the Phoenix project, there were projects finished in 2012, for example,

- The Project to increase propylene production capacity from 312,000 tons per year to 412,000 tons per year. The commercial production commenced in October.
- The project to increase production capacity of ABS and SAN plastic pellets of 60,000 tons per year, previously from 120,000 tons per year. This construction was to reach its completion and start producing approximately in April 2013.

### Asset Management

- The Company developed a compound in the IRPC industrial park, covering about 1,867 rais, to receive domestic and overseas customers. The Department of Industrial Works selected the IRPC industrial park to be Thailand's role model of an eco-industrial town because of the Company's physical readiness, management potential, and participation from the community.
- The land in Ban Khai was developed by the Company and the Industrial Estate Authority of Thailand. The main target was customers in industries that did not produce environmental pollution.
- The Company sold land and assets that were non-core property of 107.5 rais and sold land in the extended industrial park of 132 rais. The gained income was Baht 800 million.
- As for the port business, in 2012 the Company generated income from outside customers worth Baht 540 million, 15 percent higher than that of 2011. The income was broken down into income from the cargo port business valued at Baht 305 million, a 12 percent increase over 2011, income from the container business valued at Baht 235 million, up 19 percent from 2011. The Company had expanded its customer base to the steel business and other cargoes, which helped increase the volume of bulk cargo service. There was also an increase in services in the areas of bulk cargo compound and warehouse covering over 70,000 sqm. The improvement on the infrastructure of the port promoted 16.24 million tons of cargoes through the port, which was a 4 percent increase over 2011. The IRPC Prapradaeng Depot was developed to be the storage and transfer center for ethanol and basic chemical products to support the expansion of the domestic industrial business.
- In 2012, agreements of tank services were made with 6 new customer sectors, valued at Baht 525 million in total.
- The IRPC port received 'EIA Monitoring Awards 2011' from The Green Port Project.

### Petrochemical Innovation

- The Company was the first in Asia Pacific to have achieved technical cooperation with Oxford University in R&D of high-performance polymers.
- Launched of new product "POLIMAXX BANBAX", a special polymer mixed with bacteria killing substance.
- Organized Petrochemical Business Forum.

### Human Resources

- The Company continuously developed the human resource knowledge management and human resource management system to enhance efficiency in an international working direction in the areas of personnel capacities, professional developments, and leadership. Along the road, the employees were supported to develop more experience, broader visions, safety awareness, ethics, integrity, and social and environmental responsibilities. Additionally, they were trained to give importance to running the business by sharing with the stakeholders, conserving energy, and using natural resources mindfully.

## Finance

- The Company succeeded in the joint venture with Ube Chemicals (Asia) Public Company Limited with 25 per cent of paid-up capital to expand the value chain of the products to engineering plastics with special quality and highly-added value.
- In 2012, the Company acquired long-term loans from domestic financial institutions in a total amount of Baht 3,700 million, long-term loans from overseas financial institutions in a total amount of US\$ 100 million and revolving loans from overseas financial institutions in a total amount of US\$ 75 million to support capital investment and pay operating expenses.
- Debentures of Baht 10,000 million were offered to institutional investors and the public. The Company received the 'Best Investor Relations' award from the Corporate Governance Asia journal.

## Summary of the Company's Performance

In 2012, the Company was affected by the financial crisis in Europe and the United States of America. The sale revenue was Baht 292,430 million (including excise tax), an 18 percent increase over 2011. The sale volume was up from 56.65 million barrels to 66.09 million barrels.

The financial crisis pushed down the demand, causing the Gross Integrated Margin (GIM) to reduce to US\$ 5.83 per barrel. The profit was US\$ 3.81 per barrel lower than in the previous year. As a result, in 2012 the Company's EBITDA was Baht 4,125 million, with a decrease of 60 percent. The net loss was Baht 959 million.

At the end of the year 2012, the Company had the total assets of Baht 141,977 million, with a 7 percent increase as a result from progresses made in investment projects. The total liabilities were Baht 67,815 million, increasing 21 percent.

Under the 'Creation Share Value' concept, every step was anchored with sharing to create value to the society, environment, stakeholders, and the Company alongside. It had always complied with a business philosophy that gave importance to the balance among the economy, society, and environment. From this moment on, IRPC Public Company Limited was determined to continue its missions to add value to the Company and stakeholders in the entire business chain for happiness, success, sustainable growth, and interests all across.

**Mr. Atikom Terbsiri, President**, explained more about the remarks and questions raised by the shareholders in advance about the causes that made the Company suffer deficit, an inability to use the production capacity to the full, and other preventive measures. An illustrative slide presentation was used to facilitate easier understanding with the following information.

### **1. Structure and Production Cost**

- Production capacity and crude oil usage ratio: The Company used an average of 80 percent of the refining capacity (around 175,000 barrels per day from its full capacity of 215,000 barrels per day).

- Raw material: The raw material was crude oil, all of which the Company had to import from the Middle East. The transportation cost was high. So was the volatility of the oil prices. Other domestic refineries did not have to import the raw material. Thus, their costs and price volatility were lower.

- Petroleum product structure: According to the Company's production structure, when refining oil, approximately 31 percent of the oil produced was fuel oil, of which the GIM was lower than other types of oil. Especially, in the 4/2012 quarter, the GIM reduced by US\$ 9 per barrel (down from the value of the crude oil used in the refining process). The Company was severely affected. Hence, it could not proceed to allow 100 percent refinery. If it had allowed 100 percent refinery, there would have been a 43 percent increase in fuel oil. It was because the Company did not have a cracking unit / conversion unit that could enable the Company to refine crude oil into a larger variety of oil.

- Petrochemical product structure: There product lines were aromatics, styrenics, and olefins. In 2012, the aromatics products which gave high GIM were benzene and paraxylene. The Company's product structure did not have these two products, whereas other petrochemical plants had them. Most of the products that the Company had were styrenics, toluene, and mixed xylenes. As for the olefin product line, the Company had a production capacity for propylene of approximately 50 percent. The rest was for HDPE and olefins. The overall capacity was much lower than other plants. The current capacity was only 700 tons per year.

- Comparison between costs and GIM In the same industry, the Company's costs were higher than GIM, while other refineries' costs were lower than GIM.

## 2. External conditions affecting the operation namely

- Dubai's crude oil prices: In 2012, the average price was US\$ 109 per barrel. However, in 2011, the average price was around US\$ 106 per barrel. In 2010, the average price was US\$ 78 per barrel. Considering the prices in 2010-2011, Dubai's crude oil prices differed largely. They had always been increasing. Nonetheless, in the period of 2011-2012, the price differences were small, causing the profit from oil surplus to reduce significantly.

- Impact on the Company's manufactured products: When calculating the differences of petroleum products in 2012 as presented, it could be seen that the price differences decreased by Baht 2,100 million when compared with 2011. The price differences of petrochemical products decreased approximately by Baht 1,900 million from 2011. The calculations of the impact on the Company's operation in 2012 could be made as follows.

1) Decrease in price differences	Baht 4,000 million
2) Increase in energy prices	Baht 1,900 million
3) Decrease in profit from inventory	Baht 1,500 million
4) Increase in value depreciation	Baht 900 million
Total	Baht 8,300 million

However, thanks to the Company's measures to increase efficiency (Cost Reduction Project, and Efficiency Augmentation in Production, Supply Chain Management, and Financial and Assets Management Project) and the Phoenix projects that started to bear its fruits in 2012, the mentioned impact had been lessened by Baht 3,400 million. Therefore, in 2012 the net loss was Baht 959 million. Had the Company been without the Phoenix project (13 projects yielding benefits and 5 projects still in progress) or other preventive measures, the Company's net loss might have been as much as Baht 4,359 million. The details were shown in the slide presentation.

In 2013, the Company had a plan to source more raw materials domestically to reduce costs and inventory. It had asked PTT Public Company Limited to help source more crude oil and condensates to 12,000 barrels per day. The quantity would increase to 24,000 barrels per day in the following year. Approximately in the third or fourth quarter of 2013, the Company would finish the construction of the mercury removal unit, facilitating the use of domestic raw materials containing high mercury content.

In addition, the Company would drive the Upstream Project for Hygiene and Value Added Products (UHV) project to completion in 2015. Product quality would be improved. Especially, the quantity of fuel oil production would be lower. The production of propylene, which had higher value, would increase; doubling the GIM and helping the Company's refinery use a larger variety of crude oil. In effect, the Company could reach its full production capacity. The urgent measures were 1. Creation of supplementary income (by adjusting the financial management strategy, adjusting the maintenance period to be more appropriate for the market condition, adjusting the land management to add value, and adjusting the marketing strategy of special-graded products with high prices) and 2. Cost reduction for 2013 (by reducing production energy costs, maintenance expenses, over-time works, and outsourcing, and implementing other cost-saving measures).

**The shareholders made additional remarks and raised questions as follows:**

Mr. Chatree Charoenneoung: Shareholder	Mr. Chatree inquired about the forecast on the Company's operating results in the following 2-3 years.
Mr. Prasert Bunsumpun: Chairman	The Chairman advised that the projects including the UHV project under the Phoenix project would be finished in 2015. The Company's refinery would be enabled to push forward to its full capacity, earn higher GIM, and efficiently gain returns from the Phoenix project. The Chairman believed that the Company's operating results would definitely be better.
Mr. Thong-In Saeng-Ngam Proxy	Mr. Thong-In questioned about the causes that made the Company suffer deficit and about its ability to pay the dividends. Mr. Thong-In also proposed that the Company find ways to increase income and reduce unnecessary expenses.
Mr. Atikom Terbsiri President	The president clarified that the causes were explained at the beginning in terms of the production structure, production costs, and outside conditions affecting the business operation. The sum was calculated to amount to Baht 8,300 million. In the mean time, the Company had launched the Phoenix project, and implemented efficiency-boosting measures and other urgent measures to lessen the impact. What the Company had done headed towards the same direction of the advice given by the shareholders. As for the dividend payment, the Company had money in reserve, which did not affect the Company's investment.

<p>Mr. Prasert Bunsumpun Chairman</p>	<p>The Chairman explained that the Company stepped out of the business reorganization plan in 2006. At the moment, the Company was in a development phase to gain business strength. Due to the volatilities in the petrol and petrochemical businesses and the Company's having a lot of dispersed assets which had a development potential, a period of time was needed to improve and enhance the potential. The Chairman believed the Company would definitely regain its sustainable growth.</p>
<p>Mr. Hung-Chai Akkawassakul Shareholder</p>	<p>Mr. Hung-Chai praised PTT Group's businesses for supporting the country not to face energy shortage and for exporting petrochemical products. Mr. Hung-Chai proposed that the Company consider businesses in the forms of electrical power, steam power, and alternative power to strengthen electrical energy for the country and to reduce dependence on imported gas. As IRPC had abundant assets and enough potential to develop, Mr. Hung-Chai requested that the fellow shareholders ask succinct questions and state issues clearly so that answers could be given more clearly for the benefits of the shareholders.</p>
<p>Mr. Prasert Bunsumpun: President</p>	<p>PTT Group had established Global Power Synergy Co. Ltd. with an objective to generate electrical and steam power to supply the industrial sector. If there was power left, it would sell the power to Electricity Generating Authority of Thailand (EGAT). IRPC had a Combined Heat and Power (CHP) plant using natural gas as fuel to generate approximately 200 MW of electricity. IRPC was in the phase of constructing another two blocks or generating units of Small Power Producer (SPP). The generating capacity was approximately 200 MW altogether. The Company would, later on, bring suggestions from the shareholders in considering partnering with Global Power Synergy Co., Ltd. on electrical power.</p>
<p>Mr. Rittichai Yipcharoenporn: Shareholder</p>	<p>Mr. Rittichai inquired about the potential of the Company's refinery after the Phoenix project enjoyed its success in terms of research and development to add value to the Company's products, the production process control system, and the Company's selection of raw materials and products.</p>
<p>Mr. Atikom Terbsiri: President</p>	<p>Generally, in the fuel refinery industry, there are evaluations made depending on regions, sizes and complexities. The indicators were called complexity index. At the moment, IRPC refinery was categorized as a highly efficient refinery with the rating of 6.6. If the UHV project was completed, IRPC refinery would be assigned the rating of 9.9, which</p>

would be on the same level with other Thailand's leading refineries. It would only be second to India's Reliance Industries Ltd. in Jamnagar which was a large refinery with the complexity index at level 12. Considering the margin-wise competitiveness, IRPC refinery was approximately 20 percent more competitive than those in Singapore. Speaking of the research and development of petrochemical products, the Company worked with academic institutions and other entities within and outside Thailand to bring knowledge and the market's demand to be shared with and developed together. When an innovation was successful, it would be copyrighted or patented for collective benefits. At the moment, the Company put a strong emphasis on developing special products to gain added value. The proportion of such products was 30 percent at the moment. The 70 percent was general-graded products. The Company aimed that in 2015 it would increase the proportion of special-graded products to 60 percent. Furthermore, in maximizing the efficiency of the refinery, the Company had a tool called "Linear Program", which was a computer program used to analyze and plan ahead according to the market's demand. The program would calculate how much the production quantity should be, and which types of raw materials were best for the Company in terms of benefits and suitability for the market's demand. The Company also had a supply chain management system, enabling the Company to track and adjust itself to changing economic and environmental conditions. It would very well help reduce the risk of price fluctuation and increase GIM.

Mr. Nattaphong Abhimonraksa:  
Shareholder

Mr. Nattaphong asked how the Directors and the Executive Directors monitored the performance of the Company.

Mr. Prasert Bunsumpun:  
Chairman

Mr. Prasert answered that the Board, the Executive Committee, and the management had seen the problems and impact and had continuously been meeting to discuss the problems and how to prevent or fix them. Obviously, the Company had been affected by outside factors. If there had been no prevention, or careful management, or preventive measures as explained by the President, the Company would have been hit harder than this. However, Mr. Prasert asked the shareholders not to worry and to place their trust in the Company's potential. The Board, the Management, and every employee were determined to perform their duties to the full capacity. The performance had been closely monitored to bring the Company back to a position with better operating results.

The Chairman informed the Meeting that there was no further question raised by the shareholder on this agenda item, therefore it was considered that the Meeting acknowledged this Agenda.

**Resolution:**

The Meeting considered and resolved to acknowledge the reports of the Board of Directors relating to the Company's business operation of the year 2012

**AGENDA 4: To Consider and approve the Company's Financial Statement of the year 2012**

The Chairman assigned Mr. Atikom Terbsiri, President, to report to the Meeting on the Financial Statement of the Company for the year 2012.

Mr. Atikom Terbsiri, President, summarized the operating results of the year 2012 that the Company's net loss was Baht 959 million, which was a decrease over 2011 whose net loss was Baht 3,941 million. There were factors resulting in the decrease in the net loss.

- The market GIM decreased by 40 percent to US\$ 5.83 per barrel, against US\$ 9.64 per barrel in 2011. The decreasing figure resulted from the reduction of the supply hit by the financial crisis in Europe, and the economic slowdown in China and the United States of America.
- The net profit from oil surplus decreased from that of the year 2011 by Baht 1,515 million, representing a 64 per cent decrease.

**Statements of Financial Position**

**Assets**

As of December 31, 2012, the Company's total assets amounted to Baht 141,977 million, with a Baht 9,858 million increase, representing 7 percent from December 31, 2011 because of the following reasons.

- The trade account receivable increased by Baht 4,217 million or 42 percent because of the sales in December 2012. When compared with the account receivable of December 2011, the increase was 27 percent whereas the sale prices increased by 12 percent.
- The merchandise inventory decreased by Baht 7,557 million or 19 percent because the quantity of merchandise dropped in alignment with the inventory management policy which aimed to keep the inventory at an appropriate level.

**Liabilities**

As of December 31, 2012, the Company's total liabilities amounted to Baht 67,815 million, an increase over December 31, 2011 by Baht 11,618 million or 21 percent because of the following reasons.

- The trade account payable decreased by Baht 1,880 million or 11 percent due to the decrease in crude oil purchase against the increase in the average crude oil price as of December 2012.
- Non-current liabilities increased by Baht 16,859 million due to the long-term drawdown of Baht 17,204 million. The loan of Baht 2,000 million was paid.

The 2012 financial statement of the Company was audited by certified auditors from PricewaterhouseCoopers ABAS Co., Ltd. (PwC) and reviewed by the Company's Auditing Committee. The consolidated financial statements were available on page 165-261 in the 2012 annual report, enlisted as the enclosure 5 in the invitation letter to the Annual General Meeting of Shareholders.

**The shareholders remarked and raised questions as follows:**

Mr. Suriyont Chitrakant: Mr. Suriyont inquired about the 2011's accrued bonus of Baht 884 million  
Proxy and the interest rate of the loan.

Mr. Atikom Terbsiri: The president informed that the accrued bonus was approved by the Board  
President in 2011 but the bonus payout was actually due in 2012. As a result, it had to be reported in the statement as accrued bonus. The details were shown in the notes to financial statement on page 223 onwards in the 2012 Annual Report.

Mr. Pisit Ngamkijworasin: Mr. Pisit voiced his opinion about investing in alternative businesses  
Shareholder besides petroleum and petrochemical which were subjective to much volatility.

Mr. Prasert Bunsumpun: Currently, the Company had established an industrial park in Rayong (Ban  
Chairman Khai) in partnership with the Industrial Estate Authority of Thailand (IEAT) by developing the Company-owned land of about 2,200 rais in Ban Khai District, Rayong Province to be of use. The land development was still in the stage of requesting for an allocation plan from IEAT. After that, the land would be allocated for sale to interested investors. Other pieces of land and property were under development. If there were allies to partner with, the Company would not object to investments in other businesses as advised by the shareholders.

Mr. Suthep Chatchawalpun: Mr. Suthep proposed that the company consider investing in wind power or  
Shareholder other alternative power businesses.

Mr. Prasert Bunsumpun: Mr. Prasert explained that the Company owned land of about 2,200 rais in  
Chairman Jana District, Songkhla Province. It was conducting a feasibility study whether it was able to generate power by using wind turbines or establishing a solar farm.

Mr. Chatchai Kun-Ngam: Mr. Chatchai asked 4 questions as follows;  
Shareholder

1. Was the IRPC refinery categorized as "simple refinery"? Were refineries of Thai Oil and Bangchak were caterogized as "multiplex refineries"?
2. How much progress had been made in terms of percentage for the Phoenix project? Was the progress going as planned?
3. What were the guidelines of the Company's property management?
4. Had the Government Pension Fund (GPF) sold any IRPC stocks?

- Mr. Prasert Bunsumpun:  
Chairman
- The Chairman answered that the IRPC refinery was categorized as “simple refinery” which could be developed to become a complex refinery. It was already in the Company’s agenda to proceed. The refineries of Thai Oil and Bangchak were categorized as “complex/multiplex” refineries because they had molecular ionization units, and oil quality modification/augmentation units which could improve the quality of products to become value-added. The type of distillers was a complex indicator of refineries.
- Mr. Atikom Terbsiri:  
President
- Mr. Atikom elaborated about the Phoenix project which included 18 initiatives or main projects. Of the 18 initiatives, 13 were completed. There were still 5 projects under development (UHV, Utilities, LAB, Hydrocarbon Loss, and Intellectual Property). The project completion (as of February 2013) was about 45.2 percent, different from the target set at 45.7 percent. The Phoenix project will be completed in 2015 as scheduled.
- Ms. Sopawadee Lertmanaschai:
- Ms. Sopawadee clarified about the GPF’s shareholding that in 2012 GPF did not sell any IRPC stock. At present, they are still holding a proportion of about 5 percent.
- Mr. Basant Kumar Dugar:  
Shareholder
- Mr. Basant praised the Company for having a strong financial statement, a low level of liabilities per share, and a healthy cash flow from the operation. Mr. Basant also suggested that the Company use its existing assets to maximize benefits and efficiency, consider prolonging the depreciation, and decrease the stock of spare parts. If necessary, the Company should acquire funding through selling financial products e.g. offering subordinated debentures, convertible bonds, and hybrid bonds.

There was no further question raised by the shareholders on this agenda item. The Chairman proposed the Meeting to vote and declared the result as follows:

Shareholders and Proxies voted “Approve” amounting to 13,333,548,253 shares, representing 99.023 percent; “Disapprove” amounting to 1,026,481 shares, representing 0.007 percent, and “Abstain” amounting 130,414,793 shares, representing 0.969 percent.

**Resolution:**

The Meeting considered and resolved by majority of the votes cast by the shareholders present, to approve the Company’s Financial Statements for 2012.

**AGENDA 5: To Consider and approve an allocation of the dividend payment for the year 2012**

The Chairman assigned **Mr. Atikom Terbsiri, President**, to advise the Meeting as follows:

In 2012 the Company's net loss was Baht 959 million. When taking into consideration of the operating results and the financial positions of the Company, the policy on and criteria for dividend payment, the need to invest in the Phoenix project and other projects to boost the operation efficiency, together with sufficient cash flow, the Board deemed it fit to propose the Meeting to consider and approve the dividend payment based on the 2012 operating results, pursuant to Section 115 of the Public Companies Act B.E. 2535 and Article 36 and 44 of the Articles of Association of the Company, the detail of which was enclosed with the Notice of the Meeting as Enclosure 9.

The dividend payment based on the 2012 operating results would be made at Baht 0.08 per share, amounting to Baht 1,635 million. The dividends shall be paid as follows:

- Baht 0.01 per share from retained earnings with an exemption from tax under BOI privileges and benefits; no tax credit will be allowed.
- Baht 0.07 per share from normal retained earnings; however, the Company uses loss carried forward, so this portion is not entitled to claim tax credit.

The Record Date was fixed March 5, 2013 to determine those shareholders eligible for receiving dividends, by collecting names of shareholders pursuant to Section 225 of the Securities and Exchange Act. B.E. 2535 (Amended B.E. 2551) through the closing of the Register on March 6, 2013 and the dividends will be paid on May 3, 2013.

The dividend payment rate was based on the 2012 operating results, in compliance with the Company's dividend payment policy and regulations and shall be compared with the rate in 2011 as follows:

Details of dividend payment	Year 2011	Year 2012
Net profit (Million Baht)	3,941	(959)
Numbers of shares (Million Shares)	20,434	20,434
Reserve required by law (Million Baht)	-	-
Dividend payment per share (Baht per share)	0.12	0.08
Dividend payment (Million Baht)	2,447	1,635
Dividend payment ration / net profit (Percentage)	62	N/A

**The shareholders submitted additional remarks and questions as follows:**

Ms. Siriporn Siripaiboon:  
Shareholder

Ms. Siriporn inquired about factors affecting the Company's operation of around Baht 8,000 million and asked whether the factors were to be impactful until the following year. Ms. Siriporn also requested the damage costs created by the breaching of the Baht 196-million-worth vessel rental contract, which appeared in the notes of the financial statement on Page 261 in the 2012 annual report.

- Mr. Atikom Terbsiri:  
President
- Mr. Atikom stated that as explained earlier the outside factors affecting the business operation are expected to get better in 2013. The price differences between those of raw materials and products rose when compared with the price differences in the fourth quarter in 2012. Additionally, the U.S. economy has a tendency to improve. Moreover, the investments by the Thai government will stimulate Thailand's economy in many areas, thus yielding benefits to the Company.
- About the vessel rental, the damages occurred when the Company made the vessel rental agreement to transport crude oil in 2008-2009 but the vessel was not up to the required safety standard. Instead the company had to rent another vessel which was up to the standard and whose rental cost was lower than the one under the contract. As a result, reparation of Baht 196 million was demanded. Nevertheless, when comparing the pros and cons in terms of safety and the amount of money saved, the Company gained more benefits from renting the new vessel than from paying the demanded reparation by Baht 26 million.
- Mr. Wanchai Charoenwajjade:  
Shareholder
- Mr. Wanchai praised the Company for the increase in sale revenue and would like to inquire about the increase of Baht 250 million in the management expenses.
- Mr. Atikom Terbsiri:  
President
- The President explained that the increase in the management expenses included the damages from the breaching of the vessel rental contract which were valued at Baht 196 million. If the cost of the damages were deducted from the expenses, the recalculated figure would be similar to that of the previous year.
- Mr. Chatchai Khun-Ngam:  
Shareholder
- Mr. Chatchai thanked the Board for considering paying dividends to the shareholders despite the deficit.

There was no further question raised by the shareholders on this agenda item. The Chairman proposed the Meeting to vote and declared the result as follows:

Shareholders and Proxies voted 'Approve' amounting to 13,333,020,147 shares, representing 99.014 percent; 'Disapprove' amounting to 1,633,423 shares, representing 0.012 percent, and 'Abstain' amounting 131,105,530 shares, representing 0.974 percent.

**Resolution:**

After having considered, the Meeting resolved by majority of the votes cast by the shareholders present, to approve the dividend payment based on the 2012 Operating Results, to the shareholders at Baht 0.08 per share, amounting to Baht 1,635 million. The dividends will be paid as follows:

- Baht 0.01 per share from retained earnings with an exemption from tax under BOI privileges and benefits; no tax credit will be allowed.
- Baht 0.07 per share from normal retained earnings; however, the Company uses loss carried forward, so this portion is not entitled to claim tax credit.

The Record Date was fixed on March 5, 2013 to determine those shareholders eligible for receiving dividends, by collecting names of shareholders pursuant to Section 225 of the Securities and Exchange Act. B.E. 2535 (Amended B.E. 2551) through the closing of the Register on March 6, 2013 and the dividends will be paid on May 3, 2013.

**AGENDA 6: To consider and approve the election of new directors in replacement of those who are due to retire by rotation**

Before considering the Agenda, the Chairman asked the directors who were to retire by rotation and were nominated to serve another term as directors (2 persons) to leave the meeting and assigned Mr. Chulayuth Hirunyavasit, Chairman of Nomination and Remuneration Committee, to advise the Meeting on the details.

Mr. Chulayuth Hirunyavasit, Chairman of the Nomination and Remuneration Committee, informed the Meeting as follows:

In accordance with Article 17 of the Company's Articles of Association which states that at every annual general meeting of shareholders, one-third of the directors are required to retire from office. If the number of directors cannot be divided exactly into three parts, the number of directors nearest to one-third shall vacate office.

The directors who are to retire in the first and second year following the registration of the Company, will be selected by drawing lots and in the subsequent years, those directors who have been longest in office since their last appointment or reappointment will retire by rotation. The directors who retire from the office are eligible for re-election.

According to Article 26 (4) of the Company's Articles of Association, the Meeting was required to select directors to elect new directors to replace the directors who were to retire by rotation.

In the 2013 Annual General meeting of Shareholders, there were five directors who were due to retire by rotation as follows:

- |                               |                      |
|-------------------------------|----------------------|
| 1. Mr. Prasert Bunsumpun      | Director             |
| 2. Mr. Chulayuth Hirunyawasit | Independent Director |
| 3. Mr. Pailin Chuchottaworn   | Director             |
| 4. Mr. Trumph Jalichandra     | Independent Director |
| 5. Mr. Sirisak Wittayaudom    | Director             |

For the Company's continuous management and the greatest benefits of the shareholders, the Nomination and Remuneration Committee had considered and nominated persons to replace the directors retiring by rotation by considering the following qualities.

1. The nominees must possess the qualifications required under the Public Limited Companies Act, the Securities and Exchange Act, regulations of the Securities and Exchange Commission, regulations of the Stock Exchange of Thailand, requirements relating to the good corporate governance of the Company and other relevant regulations;

2. The nominees must possess the qualification according to Cabinet's Resolution on January 24, 2011 regarding the appointment of high-level government officials or persons as directors in many state enterprises;

3. The nominees must possess knowledge, skills, abilities, experiences and expertise in a variety of professional fields so that the entire Board had an appropriate and extensive proportion of experts in the fields that responded well to the Company's strategies. This would bring greatest benefits and add value to the Company and the shareholders; and

4. The nominees must possess characteristics and images which would encourage good corporate governance and increase value of the Company such as moral standards, ethics, independence, courage to express opinions, creativity, duty of care and loyalty, devotion, time dedication, being widely accepted by the society.

5. The nominees, as directors, had put all the effort for the Company's benefits and given opinions/suggestions that were beneficial to the Company.

Name	Position	Remarks
1. Mr. Chainoi Puankosoom	Director	Expert on Energy, Finance, and Business Management
2. Mr. Wichit Plangriskul	Independent Director	Expert on Laws, Public Administration, and management
3. Mr. Pailin Chuchottaworn	Director	Expert on Energy, Petroleum, Petrochemical, and Business Management To be re-elected for another term
4. Mr. Triumph Jalichandra	Independent Director	Expert on Laws, Governance and Management To be re-elected for another term
5. Mr. Songpope Polachan	Director	Expert on Energy and Management

The Nomination and Remuneration Committee brought into consideration that the 5 candidates proposed above possess a variety of abilities and experiences that will be useful for the Company's business. It will help strengthen the Board, support the Company's business management and benefit the shareholders. Besides, the 2<sup>nd</sup> and 4<sup>th</sup> nominees on the list were qualified as independent directors according to the Company's definition.

The Board (whose Directors who had conflicting interest abstained) considered according to the opinions of the Nomination and Remuneration Committee and was of an opinion that all the five nominees are fully qualified as required by law and in accordance with the good corporate governance policy. The

qualifications were of benefit to the Company and the shareholders in an overall view. Therefore, the Board deemed it fit to elect all five nominees to hold the positions of Director or Independent Director of the Company. The brief profiles and qualifications of the five nominees above appeared in the Enclosure 6, enclosed with the Notice of the Meeting.

There was no question raised the shareholders on this Agenda item. The Chairman proposed the Meeting to vote on person by person basis and declared the result as follows:

Name	Approved		Disapproved		Abstained	
	Shares	Percent	Shares	Percent	Shares	Percent
1. Mr. Chainoi Puankosoom	13,301,646,841	98.781	32,835,532	0.244	131,297,627	0.976
2. Mr. Wichit Plangriskul	13,329,832,950	98.990	4,799,958	0.036	131,057,192	0.973
3. Mr. Pailin Chuchottaworn	13,305,503,822	98.810	29,267,651	0.217	130,923,627	0.972
4. Mr. Triumph Jalichandra	13,330,698,338	98.997	3,533,555	0.023	131,463,207	0.977
5. Mr. Songpope Polachan	13,304,960,383	98.806	29,506,510	0.220	131,228,207	0.975

**Resolution:**

The Meeting considered and resolved by majority of the votes cast by the shareholders present, to elect five nominees listed above to the office of Director or Independent Director as proposed.

**AGENDA 7: To consider and approve the directors' remuneration for the year 2013**

The Chairman informed the Meeting that the Board resolved to approve and to propose the recommendation of the Nomination and Remuneration Committee on the Directors' remuneration for the year 2013, to the Meeting for consideration. The Chairman assigned Mr. Chulayuth Hirunyavasit, Chairman of the Nomination and Remuneration Committee, to present the details of the Meeting on this agenda item.

Mr. Chulayuth Hirunyavasit, Chairman of the Nomination and Remuneration Committee, advised the Meeting that pursuant to Article 26 of the Company's Articles of Association, "A director shall be entitled to receive remuneration from the Company in form of reward, meeting allowance, compensation, bonus or beneficial reward in other nature as specified herein or as the Meeting may consider fit..."

The Nomination and Remuneration Committee had considered and determined the Directors' remuneration by taking the "Good Practices of Considering Remuneration of Directors" published by Thai Institute of Directors (IOD) into account as follows:

1. The remuneration was divided into 2 parts which are monthly remuneration and meeting allowance.
2. The remuneration was determined by considering roles, responsibilities, appropriateness and relevance to performance, the Company's operating results, guidelines of other companies in the same industry, and business operation risks.

3. The remuneration was determined by the scope of responsibilities assigned to the Directors.

4. The remuneration was determined by the scope of responsibility of sub-committee of directors and other sub-committee of directors who might be appointed by Board of Directors in the future.

The Nomination and Remuneration Committee had considered and determined the Directors' remuneration and deemed it fit to propose the Director's remuneration as follows:

**1. Monthly Remuneration of Directors and Meeting Allowance for the Sub-Committees for the year 2013**

The remuneration and allowance were proposed to maintain at the same rate of 2012's which approved by the 2012 AGM as per the following:

- The Board of Directors: A monthly remuneration was determined to be at Baht 60,000 per month for the Chairman and Baht 45,000 per month for each director, and the Meeting Allowance for each attendance was determined to be at Baht 60,000 for the Chairman and Baht 45,000 for each director.
- The Sub-Committees: Currently, there were four sets, namely (1) the Audit Committee, (2) the Executive Committee, (3) the Nomination and Remuneration Committee, and (4) the Corporate Governance Committee (including other sub-committees appointed by the Board as may be necessary). The compensation in form of the Meeting Allowance was determined to be payable to those members of the Sub-Committees attending the meetings, at Baht 60,000 per attendance for the Chairman and Baht 45,000 per attendance for each member.

**2. Directors' Bonus for the Performance for the year 2012**

There would be no bonus paid for the performance for the year 2012 because the business had been suffering deficit.

There was no question raised by the shareholders on this agenda item. The Chairman proposed the Meeting to vote and declared the result as follows:

Shareholders and Proxies voted "Approve" amounting to 13,332,544,018 shares, representing 99.005 percent; "Disapprove" amounting to 3,448,795 shares, representing 0.026 percent, "Abstain" amounting 130,615,944 shares, representing 0.970 percent.

**Resolution:**

After consideration, the Meeting resolved by not less than two-third of the votes cast by the shareholders present, to approve the remuneration payable to the Directors/Members of the Committees for the year 2013.

**Agenda 8: To consider appointment of Auditors and to determine Auditor's Fee for the year 2013**

The Chairman assigned Mr. Cherdpong Siriwit, Chairman of the Audit Committee, to advise the Meeting as follows:

In order to comply with Section 120 of the Public Limited Company Act B.E. 2535 and Article 36 of the Articles of Association of the Company, as detailed in Enclosure 9 which requires the appointment of Auditor and determination of Auditor's Fee to be made at the Annual Meeting of the Shareholders every year and the outgoing Auditor be eligible for re-appointment.

The Audit Committee considered appointing the following auditors by taking into account their experiences, professional efficiency standard, expertise in auditing, amount of work, and the audit fee compared with other listed companies with the same size of business as IRPC.

**1. Auditing Company**

The Audit Committee deemed it fit to propose the Meeting to consider and appoint the auditors assigned by PricewaterhouseCoopers ABAS Co. Ltd. (PwC) to be the Auditor of the Company for 2013, for the sixth year.

**2. Name list of auditors**

The auditors were as follows:

1. Mr. Vichien Kingmontri, CPA, license No. 3977, or  
(Certified the Company's financial statement in 2012)
2. Mr. Somchai Jinnawat, CPA, license No. 3271, or  
(Never certified the Company's financial statement)
3. Miss Amornrat Permpoonwattanasuk, CPA, License No. 4599.  
(Never certified the Company's financial statement)

The above three auditors were nominated to be the auditors of the Company for the 2013 accounting year as their second year.

**3. Auditor's Fee for 2013** The fee would be fixed at Baht 3,100,000 which was the same rate as 2012. (The fee did not include other expenses to be charged as may be required for the amount actually paid, for example, traveling expenses etc., but not more than Baht 120,000 which is in accordance with the general practice.)

**4. Relationship with the Company** The auditors above had no relationship with or any interest in the Company, its subsidiaries, the Management or any major shareholders or connected persons in the aforesaid parties whatsoever. Therefore, they are independent to audit and express their opinions on the financial statement of the Company.

**5. Service provision to other subsidiaries and associated** PricewaterhouseCoopers ABAS Co., Ltd. (PwC) had been nominated to be the auditor of the year 2013 by the Company's 12 subsidiaries/joint ventures namely Thai A B S Co., Ltd., IRPC Oil Co., Ltd., IRPC Polyol Co., Ltd., Thai Polyurethane Industry Co., Ltd., IRPC Energy Co., Ltd., IRPC A & L Co., Ltd., Technology IRPC Co., Ltd., Rayong Tank Terminal Co., Ltd., IRPC Service Co., Ltd., Rakpasak Co., Ltd., TPI Internet Portal Co., Ltd. and PTT Polymer Marketing Co., Ltd.

PricewaterhouseCoopers ABAS Co., Ltd. (PwC) had continuously been the Company's Auditor and therefore, they had good knowledge and understanding of the Company's business which would ensure that the auditing would be carried out efficiently. Besides, the Auditor's Fee for the year 2013 would be the same as 2012.

In addition, the Auditing Committee had reviewed the working record of each auditor to ensure that there was proper auditor rotation in compliance with the Notification of Securities and Exchange Commission on Auditor Rotation and that the proposed Auditor's Fee was close to those of other listed companies in the same industry and same size of assets. The Audit Committee deemed it fit to propose the Meeting to consider and appoint the auditors assigned by PricewaterhouseCoopers ABAS Co. Ltd. (PwC) to be the Auditor of the Company for 2013 as presented above.

**The shareholders remarked and raised questions as follows:**

Mr. Supoj Ueachailertkul: Shareholder	Mr. Supoj inquired about the Auditor's Fee of the Company's subsidiaries.
Miss Duangkamol Settanung: Senior Executive Vice President Corporate Accounting & Finance	Ms. Duangkamol answered that the auditor's fee of all 11 subsidiaries was Baht 1,060,000 in total. The amount was the same as the previous year. Adding the Auditor's Fee of the Company, the total amount would be approximately Baht 4,160,000.
Mr. Prasertpob Pamornpairoj: Shareholder	Mr. Prasertpob suggested that a table detailing Auditor's Fee of each year be provided for the shareholders' information.
Mr. Basan Kumar Dugar: Shareholder	Mr. Basan proposed that the Company conduct "Perpetual Audit" bookkeeping which would enable continuous bookkeeping to record the product cost accumulation from the very first step until the final production. The costs of products will always be available for the analysis of production efficiency and effectiveness and for improvement.
Mr. Atikom Terbsiri: President	Mr. Atikom thanked the shareholders for their suggestions and would take them into account including the suggestion on IT data record (I-Cloud).

There was no further question raised by the shareholders on this agenda item. The Chairman proposed the Meeting to vote and declared the result as follows:

Shareholders and Proxies voted "Approve" amounting to 13,334,269,365 shares, representing 99.014 percent; "Disapprove" amounting to 2,614,454 shares, representing 0.019 percent, and "Abstain" amounting 130,241,034 shares, representing 0.968 percent.

**Resolution:**

After having considered, the Meeting resolved by majority of the votes to appoint the auditors from PricewaterhouseCoopers ABAS Co. Ltd. (PwC) as the Auditor of the Company for 2013, and the auditors were as follows:

1. Mr. Vichien Kingmontri, CPA, Licence No. 3977, or  
(Certified the Company's financial statement in 2012)
2. Mr. Somchai Jinnawat, CPA, Licence No. 3271, or  
(Never certified the Company's financial statement)
3. Miss Amornrat Permpoonwattanasuk, CPA, Licence No. 4599.  
(Never certified the Company's financial statement)

The above three auditors had been appointed to be the auditors of the Company for the 2013 accounting year as their second year. The audit fee payable by the Company is fixed at Baht 3,100,000 for 2013 which remained the same as 2012. (The said auditor's fee did not include other expenses to be charged as may be required for the amount actually paid, for example, traveling expenses etc., but not more than Baht 120,000 which is in accordance with the general practice.)

**Agenda 9: To consider and approve the issuance of domestic and/or overseas debentures for the period of 5 years (2013-2017)**

The Chairman assigned Mr. Atikom Terbsiri, President, to report to the Meeting as follows:

According to the Company's financial statement as of December 31, 2012, the Company had financial liabilities of Baht 44,207 million, of which net liabilities of Baht 37,683 million. The net debt to equity ratio was 0.51 time. The fixed interest rate ratio was higher because the Company managed to secure a fixed interest rate amidst the climate of low interest rates and their tendencies to increase. The US dollar currency ratio rose in accordance with the Company's income structure which was in the US dollar currency. In the fourth quarter of 2012, the Company had financial capital of 4.2 percent, which was down from 5.25 percent in the third quarter of 2012.

Referring to the 2013-2017 business plans, the Company had investment plans of Baht 65,738 million in total. Most of the capital was to be invested in the Upstream Project for Hygiene and Value Added Products (UHV) project, which was the main project under the Phoenix project, to improve the production capacity and increase the Company's competitiveness in the long run. During 2013-2017, the Company would have to pay the loans of Baht 33,157 million.

Considering the investment plans and the Company's estimation of the cash flow for 2013-2017, the Company would need an additional amount of capital of Baht 40,000 million. Therefore, the Board of Directors deemed it fit to acquire additional long-term fund to be invested in projects by issuing domestic and/or overseas debentures in Thai and/or US currency. The total offering amount would not exceed Baht 30,000 million or equivalent to US\$ 1,000 million for the purpose of investing in the Company's projects and paying the existing loans.

In addition, the 2010 Annual General Meeting of Shareholders was resolved the issuance of the debentures for the period of 4 years (2010-2013) with the total offering amount was not to exceed Baht 20,000 million. In 2012, the Company issued Baht 10,000 million-worth debentures. In 2013, the remaining total offering amount was less than Baht 10,000 million.

The Board of Directors deemed it fit to hold an ordinary meeting of shareholders to consider and approve the issuance of domestic and/or overseas debentures with the 5-year maturation (2013-2017). The total offering amount would not exceed Baht 30,000 million or equivalent to US\$ 1,000 million, which would used as a long-term capital for investments, business expansion, loan payment, and/or revolving fund for the Company's operation. The offering could be done at one time or several times depending on the appropriateness, the

financial need of the Company and the market condition in each time period. Before each offering, the Company would ask the Board of Directors for their consideration and approval.

**The shareholders remarked and made inquiries as follows:**

Mr. Supoj Ueachailertkul: Mr. Supoj expressed his admiration to the Board of Directors for  
Shareholder managing so well that the Company managed to a lower interest rate and suggested that the Company consider issuing warrants to existing shareholders which could lower the interest rate.

Mr. Chatchai Khun-Ngam: Mr. Chatchai made an inquiry about the Company's credit ratings  
Shareholder assigned to the offering of debentures this time compared with the offering in 2010, the time period of the issuance, and the debt to equity ratio (DE).

Mr. Atikom Terbsiri: The President thanked the shareholders for their suggestions and  
President explained about the Company's credit ratings by the 3 credit rating agencies (CRA) which were up to international standard and accepted globally. The ratings were as follows. The Company was assigned ratings of A- from Fitch ratings (Thailand) Ltd., BAA3 from Moody's Investor Service and BBB- from Standard and Poor's.

The interest rate tended to be lower than 2011 because of the high cash flow in the market. However, the situation depended on the credit ratings and how the debentures would be offered at a certain time.

The objective of the offering of the debentures was to acquire funding for investments in accordance with the 2013-2017 business plans. A certain amount would be used to pay the existing loans of about Baht 35,000 million (when due). Therefore, the DE would still be lower than 0.8.

Mr. Prasert Pamornpairoj: Mr. Prasert asked the Company to consider the form and manner of  
Shareholder issuing and offering the debentures in a way that would be of benefit to the shareholders and to present the result of each offering and loan payment in the form of a table for easier understanding.

Miss Siriporn Siripaibul: Mr. Siriporn inquired about the amount of money to be invested in the  
Shareholder Phoenix project in 2013.

Mr. Atikom Terbsiri: The president clarified that most of the loans, about US\$ 1,100 million  
President or equivalent to Baht 33,000 million, would be invested in the UHV project. The rest would be invested in small projects.

Mr. Somkiat Saleepattana: Mr. Somkiat questioned about the remaining total offering amount of  
Shareholder debentures as approved by the shareholders in 2010.

Mr. Atikom Terbsiri: The President continued that in the 2010 Annual General Meeting of  
President Shareholders, it was resolved that the debentures were to be issued with 4-year maturity (2010-2013). The total offering amount was not to exceed Baht 20,000 million. In 2012, the Company issued Baht 10,000 million-worth debentures. In 2013, the remaining total offering amount was less than Baht 10,000 million.

There was no further question raised by the shareholders on this agenda item. The Chairman proposed the Meeting to vote and declared the result as follows:

Shareholders and Proxies voted "Approve" amounting to 13,339,488,613 shares, representing 99.050 percent; "Disapprove" amounting to 3,015,079 shares, representing 0.022 percent, and "Abstain" amounting 124,902,904 shares, representing 0.927 percent.

**Resolution:**

After consideration, the Meeting resolved by not less than three-fourth of the votes cast by the shareholders present, to approve the issuance of domestic and/or oversea debentures in Thai Baht and/or US Dollars for the period of 5 years (2013-2017), in the aggregate amount of Bath 30,000 million or equivalent to US\$ 1,000 Million.

**Agenda 10: To consider other businesses (if any)**

The shareholders submitted additional remarks and questions as follows:

Mr. Prasertpob Pamornpairoj: Mr. Prasert opinioned further about the financial statement that one of  
Shareholder the causes of the deficit might be the management of the selling costs in 2012 which were much higher than 2013 and asked that the Company consider managing the costs more efficiently. Mr. Prasertpob also asked whether the Company could make use of the premium on share as presented in the financial statement and how it could be carried out.

Mr. Atikom Terbsiri: Mr. Atikom informed that the Company used the premium on share as  
President the working capital.

Ms. Suporn Patumsuwanwadee: Ms. Suporn inquired about the factors affecting the Company's  
Shareholder operation that put the Company at loss and about the progress of the lawsuits against the Company's previous Board of Directors.

Mr. Prasert Bunsumpun: Mr. Prasert explained about the causes and factors affecting the  
Chairman Company's operation and the preventive and healing measures which could lessen the impact, saving as much as Baht 3,400 million. In

addition, the Chairman assured that in the future the Company's operating results definitely had a strong tendency to improve. The Company had short-term and long-term measures to add value to the Company's products. Especially after 2015 in which the UHV project would be completed, the Company would be able to achieve its full refining capacity and be able to compete with other companies.

Mr. Manit Suthaporn:  
Senior Executive Vice President  
Corporate Legal

Mr. Manit added that there were 132 lawsuits in total, of which 31 were finalized. The lawsuits were likely to get better and had no impact on the Company's operation.

Mr. Porntas Chittaya:  
Proxy

Mr. Porntas expressed his appreciation to every Director for not taking a bonus based on the performance result of the year 2012 and inquired about the Company's risk management policy.

Mr. Atikom Terbsiri:  
President

The President elaborated that the Company had implemented 3 types of risk management; 1. Management of the crude oil price to match the time spread, 2. Management of price differences between crude oil and products by making sale contracts in advance to guarantee price differences, and 3. Diversification of risks by cooperating with PTT Group's companies to diversify risks and competitiveness to get down to operating downstream businesses, which were less volatile than upstream businesses.

Mr. Chatchai Khun-Ngam:  
Shareholder

Mr. Chatchai expressed his thanks to each Director for their contributions in managing the Company's businesses and considering paying dividends to the shareholders. The shareholder hoped that the Company's operating results would be better in 2013, giving a good amount of returns to the shareholders and stakeholders.

Mr. Thanachot Dhammanusarn:  
Proxy

Mr. Thanachot inquired about the possibility of merging PTTGC with IRPC.

Mr. Prasert Bunsumpun:  
Chairperson

The President informed that The feasibility had to be studied. There were steps to take, criteria and regulations set by SET to follow. Additionally, the Company would have to disclose information to the shareholders. If it could benefit every party, then the suggestion could be taken into action. However, currently the Company was still improving its efficiency for strength. Therefore, no action was made. Nevertheless, the Company had already been studying on investing with PTT Group.

As there was no other question raised by the shareholders on this Agenda Item and no other business to consider, the Chairman thanked all shareholders and expressed his appreciation for their valuable time given to the meeting and further assured that the Board, the Management and all members of staff would carry out their responsibilities with their best efforts to maximize the benefits for the Company, the shareholders, all stakeholders and the country in general. The Chairman declared the 2013 Annual General Meeting of the Shareholders of IRPC Public Company Limited adjourned.

The meeting was adjourned at 12.55 hours.

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(Mr. Prasert Bunsumpun)  
Chairman of the Board of Directors

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(Mr. Atikom Terbsiri)  
President and Secretary to the Board of Directors

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(Miss Monwipa Choopiban)  
Company Secretary / Recorder of the Meeting