



Invitation to attend the Annual General Meeting of Shareholders for the year 2013 of IRPC Public Company Limited

April 5, 2013 at 09.30 a.m.

at Bangkok Convention Centre, 22nd floor (Convention Centre Side)

Centara Grand & Bangkok Convention Centre at CentralWorld

No. 999/99 Rama 1 Road, Pathumwan, Bangkok 10330

Hand in hand with stakeholders, supplementing business value

THE
FUTURE
BEGINS
NOW

**CREATING
SHARED
VALUE**



-Translation-

March 5, 2013

Subject: Invitation to attend the 2013 Annual General Meeting of Shareholders
To: Shareholders of IRPC Public Company Limited
Enclosure: 1. Registration Form (must bring to attend the meeting)
2. Details of evidence required for shareholders to attend the meeting
3. Map of the meeting venue
4. Copy of the minutes of the Annual General Meeting of Shareholders 2012
5. 2012 Annual Report and 2011-2012 Sustainability Development Report in CD-ROM
6. Brief personal profile of nominated candidates to be elected as new directors in replacement of the directors who are due to retire by rotation
7. The Company's definition of Independent Director
8. Information of the Company's independent directors for proxy granting
9. The Company's Articles of Association related to the shareholders' meeting
10. Proxy Form (Form A and Form B)

The Board of Directors of IRPC Public Company Limited (the "Company") resolved to call for the 2013 Annual General Meeting for Shareholders on Friday, April 5, 2013 at 09.30 a.m. at Bangkok Convention Center, 22nd Floor, Centara Grand & Bangkok Convention Centre at Central World, located at 999/99 Rama 1 Rd., Phatumwan, Bangkok 10330 (a map of the meeting venue is enclosed as in Enclosure 3) to consider the following agendas:

Remark: The Company facilitated shareholders to exercise their rights to put forward an AGM agenda in advance during September 28 – December 31, 2010. However no shareholders submitted such agenda during the period.

Agenda 1 Notice of Chairman for Acknowledgement

Agenda 2 To certify the minute of IRPC 2012 Annual General Meeting of Shareholders held on April 5, 2012
(Required vote: Majority Vote of the shareholders who attend the meeting and cast their vote)

The Company submitted the 2012 AGM minutes to the Stock Exchange of Thailand and posted online to public on Company's website (www.irpc.co.th) since April 19, 2012. However, no shareholders requested for the amendment during the period.

-Translation-

Board's opinion: After due consideration, the Board of Directors found it appropriate to propose to the AGM to certify the minutes of the 2012 Annual General Meeting of Shareholders held on April 5, 2012. (A copy of the minutes is enclosed as in Enclosure 4).

Agenda 3 To acknowledge the report of the Board of Directors relating to the Company's business operation of the year 2012

The Company has summarized its business operations and performance for the year 2012 in its 2012 Annual Report page 79-94 and 2011-2012 Sustainability Development Report page 92-95 (Enclosed as in Enclosure 5)

Board's opinion: After due consideration, the Board of Directors found it appropriate to propose to the AGM to acknowledge the report of the Company's business operation of the year 2012.

Agenda 4 To consider and approve the Company's Financial Statement of the year 2012
(Required vote: Majority Vote of the shareholders who attend the meeting and cast their vote)

The Company's Financial Statement of the year 2012 has been audited by the Company's auditor, the Pricewaterhouse Coopers ABAS Limited (PWC), and reviewed by the Audit Committee. (Details shown in the Company's 2012 Annual Report page 165-261 enclosed as in Enclosure 5)

Financial Position	2012 (Baht Million)
Current Assets	54,971
Total Assets	141,977
Current Liabilities	22,352
Total Liabilities	67,815
Shareholder's Equity	74,162
Registered Capital	20,475
Paid -up Capital	20,434

Operating Performance	2012 (Baht Million)
Sales	292,430
Cost of Goods Sold	289,769
Gross Profit	2,661
EBITDA	4,125
Net (Loss) Profit	(959)

Board's opinion: After due consideration, the Board of Directors found it appropriate to propose to the AGM to consider and approve the Company's Financial Statement of the year 2012 as of December 31, 2012.

Agenda 5 To consider and approve the dividend payment of the Company's 2012 Operating Results
(Required vote: Majority Vote of the shareholders who attend the meeting and cast their vote)

As the Company's dividend payment policy approved by the Extraordinary General Meeting of Shareholders No. 1/2007 held on January 19, 2007, the dividends shall be paid at least 25 percent of the net profit for relevant year, after deductions of all categories of reserves as specified in the Company's Articles of Association and the applicable laws. Payment is subject to the investment plans, necessity and other suitability as the Board of Directors deems appropriate.

In 2012, the Company had the net loss in the amount of Baht 959 million. After consideration of the Company's overall performance, financial statement, dividend payment policy, the capital investment in Phoenix Projects and cash flow, the Board of Directors found it appropriate to propose to the AGM to consider and approve the dividend payment for the year 2012 in compliance with Section 115 of the Public Limited Company Act B.E. 2535 and Article 36 of the Articles of Association of the Company (details of which are enclosed as in Enclosure 9).

The proposal to the AGM is to approve the dividend payment for the year 2012 of Baht 0.08 per share, amounted to approximately Baht 1,635 million. The dividend shall be paid as follows:

- Baht 0.01 per share from BOI tax exemption retained earnings; therefore, this is not entitled to claim tax credit.
- 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 company has set the Record Date to entitle rightful shareholders may receive the dividend on March 5, 2013; to aggregate rightful shareholders list under Section 225 of the Securities and Exchange Act B.E. 2535 (Amended in B.E. 2551) by recording from closed share registration book on March 6, 2013; and to pay the dividend on May 3, 2013.

The dividend payment of the Company's 2012 Operating Results is in accordance with the Company's dividend payment policy and Articles of Association. The table below shows the comparison of the Company's dividend payment during the past 2 years.

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

*Remark: The rate of dividend payment still subjects to the approval of the 2013 AGM.

Board's opinion: The Board of Directors found it appropriate to propose to the AGM to approve the dividend payment for the year 2012 of Baht 0.08 per share amounted to approximately Baht 1,635 million.

Agenda 6 To consider and approve the election of new directors in replacement of those who are due to retire by rotation
(Required vote: Majority Vote of the shareholders who attend the meeting and cast their vote)

As per the Article 17 of the Company's Article of Association, at every annual ordinary shareholder's meeting one-third of the directors, or, 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 to vacate office in the first and second years following the registration of the conversion of the Company shall be drawn by lots. In subsequent years, the directors who have remained in office for the longest time shall vacate office.

A vacating director may be eligible for re-election.

As per the Article 36 (4) of the Company's Article of Association, the shareholders' meeting shall elect the directors who are due to retired by rotation.

There are 5 directors who are due to retire by rotation in the 2013 Annual General meeting of Shareholders as follows:

Name	Position
1. Mr. Prasert Bunsumpun	Director
2. Mr. Chulayuth Hirunyavasit	Independent Director
3. Mr. Pailin Chuchottaworn	Director
4. Mr. Triumph Jalichandra	Independent Director
5. Mr. Sirisak Wittayaudom	Director

For the continuity of management and for the utmost benefits of the shareholders, the Nomination and Remuneration has considered recruiting and proposing the persons to be appointed as the directors of the Company in replacement of the directors who are due to retire by rotation as named above based on the following criteria:

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, expertise and experience in various areas of professions which will benefit and increase value of the Company; and

4. The nominees must possess characteristics which will encourage good corporate governance and increase value of the Company such as moral, ethic, independence, self-confidence, creativity, duty of care and loyalty, devotion, suitable age, good mental and physical condition, preparation in relation to the board meeting in advance and well-known in the society.

5. The nominees, as directors, had put all the effort for the Company's benefits.

The Nomination and Remuneration Committee has considered that it is appropriate to propose 5 persons as listed below to the Board of Directors (excluding the directors who have conflict of interest in this matter) to be appointed as the directors of the Company in replacement of directors who are due to retire by rotation.

Name	Position	Remarks
1. Mr. Chainoi Puankosoom	Director	Expertise in Energy, Finance, and Business Management
2. Mr. Wichit Plungsrisakul	Independent Director	Expertise in Laws, Public Administration, and management
3. Mr. Pailin Chuchottaworn	Director	Re-elect for another term Expertise in Energy, Petroleum, Petrochemical, and Business Management
4. Mr. Triumph Jalichandra	Independent Director	Re-elect for another term Expertise in Legal, Governance and Management
5. Mr. Songpope Polachan	Director	Expertise in Energy and Management

The Nomination and Remuneration Committee brought into consideration that the 5 candidates proposed above are competent and possess experiences that will be useful for the Company's business as well as supporting the Company's sustainable growth which will benefit all stakeholders. Besides, candidates in 2 and 4 are qualified as independent directors according to the Stock Exchange of Thailand and the Company's definition.

In addition, the Company's definition of independence director imposed the stricter rules than the requirement of the Capital Market Supervisory Board on the percentage of shareholding, which must not exceed 0.5% (Capital Market Supervisory Board Regulations' limit of 1%) of the total voting shares in the Company, its subsidiaries, associates, major shareholder or person with controlling power over the Company, whilst the number of shares held by any related person of such independent director must also be counted. The Company's definition of Independent Director is attached as in Enclosure 7.

Brief profiles of the persons nominated to be directors in replacement of the directors who are due to retire by rotation are attached as in Enclosure 6.

Board's opinion: After reviewing the candidates' qualification which in line with regulations and good corporate governance policy along with their expertise which will benefit all stakeholders, the Board of Directors excluding the directors who have conflict of interest in this matter, agreed with the Nomination and Remuneration Committee to propose to the AGM the election of 5 mentioned above candidates.

Remarks: Roles of Directors is described in page 141-143 of the 2012 Annual Report

Agenda 7 To consider and approve the directors' remuneration for the year 2013
(Required vote: Majority Vote of the shareholders who attend the meeting and cast their vote)

The Article 26 of the Article of Association (attached as in Enclosure 9) stated that "A director is entitled to emoluments from the Company in the form of a reward, meeting allowance, remuneration, bonus or other forms of benefits pursuant to the Articles or as stipulated by the shareholders' meeting... "

Consequently, in considering remuneration and bonus for Board of Directors, the Nomination and Remuneration Committee relied on the Good Practices of Considering Remuneration of Directors issued by Thai Institute of Directors, in comparison with other companies in the same industry in terms of experience, duty and scope of responsibility as follows:

1. Determine the remuneration for the directors' into 2 parts, which are monthly fee and meeting allowance per meeting.
2. Determine the remuneration by considering the scope of responsibility, suitability and performance, the Company's profit, the standard of other companies in the same industry and business risk.
3. Scope of responsibility assigned to the directors.
4. 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.

Therefore, the Nomination and Remuneration Committee has thoroughly considered the remunerations of the Company's directors and found it appropriate to propose to the Board as follows:

The Board of Directors' remuneration in 2013 is maintained at the same rate of 2012's which approved by the 2012 AGM on April 5, 2012 as per the following:

Board of Directors:

Board of Directors shall receive monthly fee and meeting allowance per attendance as follows:

	Monthly Fee	Meeting Allowance (per attendance)
Chairman	Baht 60,000	Baht 60,000
Director	Baht 45,000	Baht 45,000

Sub-committee of directors comprises the Audit Committee, the Executive Committee, the Nomination and Remuneration Committee, and the Corporate Governance Committee (including other sub-committees which will be appointed in the future). A meeting allowance for Sub-Committee will be paid as follows:

	Monthly Remuneration	Meeting Allowance (per attendance)
Chairman	-	Baht 60,000
Director	-	Baht 45,000

Board's opinion: The Board of Directors with recommendation of the Nomination and Remuneration Committee has thoroughly considered the remunerations of the Company's directors found it appropriate to propose to the AGM to approve the remuneration of the Company's directors for the year 2013 as per the aforesaid details.

Remarks:

- There will be no bonus payment for the performance of the year 2012 to the Directors according to the net loss of Company. (The 2012 AGM approved the director's bonus for the performance of the year 2011 in the amount of Baht 18 million, details are show in minutes of the 2012 AGM page 20-23)
- Roles and responsibilities of the Sub-Committee are stated in the Company's annual report page 143-145.
- Director's remunerations for the year 2012 is shown in the Company's annual report page 147-148.
- The comparison between the Company's remunerations and IOD's Good Practices of Considering Remuneration of Directors stated in the Company's annual report page 53.

Agenda 8 To consider and approve the appointment of auditor and determine auditors' fee for the year 2013

(Required vote: Majority Vote of the shareholders who attend the meeting and cast their vote)

To comply with Section 120 of the Public Limited Companies Act B.E. 2535 and Article 36 of the Articles of Association (attached as in Enclosure 9) which prescribed that auditors and their remuneration shall be appointed and determined annually by the Annual General Meeting of Shareholders.

The Audit Committee has reviewed and considered the expertise and experience as well as working standards and remuneration in comparison other listed companies of the auditors as follows:

1. Auditor

The Audit Committee found it appropriate to propose Pricewaterhouse Coopers ABAS Limited (PWC) to be the auditors of the Company for the year 2013 for the 6th consecutive year.

2. Auditor's name

The Audit Committee found it appropriate to propose auditors namely below:

- 1) Mr. Vichien Khingmontri Certified Public Accountant Registration No. 3977; or
(Signed the Company's financial statement in 2012)
- 2) Mr. Somchai Jinnovart Certified Public Accountant Registration No. 3271; or
(Never signed the Company's financial statement)
- 3) Ms. Amornrat Pearmpoonvatanasuk Certified Public Accountant Registration No. 4599
(Never signed the Company's financial statement)

However, the 3 nominated auditors had been appointed to be the Company's auditor in the 2012 AGM.

3. Audit Fee

The audit fee of the Company for the year 2013 shall be maintained at the same rate of 2012 at the total amount of Baht 3,100,000 (excluding miscellaneous expenses, not exceeding Baht 120,000 in total).

4. Other services within the Company

The nominated auditors has no relationship with, or any interest in the Company, the Company's subsidiaries, the executives, major shareholders, or any related person of the aforesaid persons, Therefore, they are able to audit and comment on the financial statement of the Company independently.

5. Services to other subsidiaries and associated

Pricewaterhouse Coopers ABAS Limited (PWC) is also nominated to be the auditor(s) for 12 subsidiaries, namely Thai ABS company Limited, IRPC Oil Company Limited, IRPC Polyol company Limited, Thai Polyurethane Industry Company Limited, IRPC Energy Company Limited, IRPC A&L Company Limited, Technology IRPC Company Limited, Rayong Tank Terminal Company Limited, IRPC Service Company Limited, Rakpasak Company Limited, TPI Internet Portal Company Limited, and PTT Polymer Marketing Company Limited.

Besides, PWC has been the Company's auditor for sixth consecutive year and has thoroughly understand the Company's business. Besides, the audit fee is maintained at the same rate as the previous year.

The Audit Committee's opinion: The Audit Committee has reviewed and considered the working record of each auditor to ensure that there is a proper auditor rotation in compliance with the Notification of Securities and Exchange Commission on Auditor Rotation and the information on the rate of audit fee in the same industry and business expansion, and resolved to propose to the AGM to consider appointing an auditor and approve the remuneration of the auditor proposed by the Management.

Board's opinion: The Board of Directors agreed with the Audit Committee to propose to the AGM the appointment of Mr. Vichien Khingmontri, C.P.A. (Thailand) Reg.No.3977 or Mr. Somchai Jinnovart, C.P.A. (Thailand) Reg.No. 3271 or Ms. Amornrat Pearmpoonvatanasuk C.P.A. (Thailand) Reg.No.4599 of the Pricewaterhouse Coopers ABAS Limited (PWC) to be the Company's auditor for the year 2013 and approve auditing fee of Baht 3,100,000. (Three million and one hundred thousand baht)

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

(Required vote: not less than three-fourth (3/4) of the total number of votes of the shareholders who attend the meeting and having the right to vote)

Based on the Company's business plan for the year 2013-2017, the Company plans for the future investment in various projects in the amount of Baht 63,738 million; aiming to improve operation efficiency, and increase the utilizing of existing resources to maximize the Company's long-term benefits, especially the investment in the Upstream Project for Hygiene and Value Added Products (UHV) which will be completed in the year 2015. From the aforesaid investment plans, the Company's capital requirement in the year 2013-2015 is in the amount of Baht 40,000 million.

Therefore, the Board found it appropriate to propose to the AGM to approve the issuance of domestic and/or oversea debentures, with a period of 5 years (2013-2017) in the aggregate amount of Bath 30,000 million and/or USD 1,000 Million.

Board's opinion: After due consideration, the Board found it appropriate to propose to the AGM to approve the issuance of domestic and/or oversea debentures, with a period of 5 years (2013-2017) in the aggregate amount of Bath 30,000 million and/or USD 1,000 Million. This is for the purposes of financing the long-term capital investments and expenditures, debt repayment and/or working capital and for the Company's general business purposes. The total amount of debentures shall be issued at one time or several times as it deems appropriate and relevant to the Company's fund raising plan. Each debenture issuance will be subject to the prior Board's approval.

Agenda 10 To consider other matters (if any)

Shareholders who cannot attend the meeting may grant proxy to other person who is at least 20 years old, or to one of the Company's independent directors whose names and brief profile are listed in Enclosure 8, to attend the meeting and vote on behalf of shareholders by filling up the proxy form as attached in Enclosure 10 and affixed stamp duty of Baht 20, together with the copy of the identification card of the shareholders and their proxy holder. (certified true copy).

Shareholders and proxies must bring the Registration form, with barcode printed as in Enclosure 1, or the proxy form with required evidences (in case of proxy granting) and present at registration desk; otherwise, shareholders will not be entitled to attend the meeting.

-Translation-

We would like to invite all shareholders to attend the 2013 Annual General Meeting of Shareholders on Friday, April 5, 2013 at 09.30 a.m. at Bangkok Convention Center, 22nd Floor, Centara Grand & Bangkok Convention Centre at Central World, located at 999/99 Rama 1 Rd., Phatumwan, Bangkok 10330. The registration will be available at 07.30 a.m. onwards.

Please be informed accordingly.

Yours sincerely

- Signature -

(Mr. Atikom Terbsiri)

President

By the resolutions of the Board of Directors

IRPC Public Company Limited

Remarks

1. The company has set the Record Date to entitle rightful shareholders may attend the 2013 AGM and receive the dividend on March 5, 2013; to aggregate rightful shareholders list under Section 225 of the Securities and Exchange Act B.E. 2535 (Amended in B.E. 2551) by recording from closed share registration book on March 6, 2013
2. Shareholders who wish to grant proxy to the Company's independent director should select only one independent director's name stated in a proxy form. The proxy form, the required documents, and the evidence of shares as attached in Enclosure 2 must be signed, certified and submit to the Investor Relation Department, IRPC Public Company Limited, No. 555/2, Energy Complex, Building B, 8th Floor, Vibhadi Rangsit Road, Chatuchak, Bangkok 10900 prior to the meeting.
3. Shareholders who wish receive the book of the 2012 Company's Annual Report, please kindly notify such request in writing providing shareholder's name, address and copies of documentation or evidence confirming shareholding status in accordance with the details specified in Enclosure 2 and submit them to the Corporate Governance Division, IRPC Public Company Limited, No. 555/2, Energy Complex, Building B, 10th Floor, Vibhadi Rangsit Road, Chatuchak, Bangkok 10900 or by facsimile at number 02 649 7999 or by email at email address: ceo.office@irpc.co.th. Each shareholder is entitled to receive only one book of 2012 Annual Report.
4. The Company has disclosed the Thai and English version of Invitation to the 2013 Annual General Meeting of Shareholders online at the Company's website (www.irpc.co.th).
5. The foreign shareholders who have appointed a custodian in Thailand shall download the Proxy Form (Form C) at the Company's website (www.irpc.co.th).
6. Any inquiries regarding the agenda of the meeting, please send the questions prior to the meeting to the Corporate Governance Division, IRPC Public Company Limited, No. 555/2, Energy Complex, Building B, 10th Floor, Vibhadi Rangsit Road, Chatuchak, Bangkok 10900 or at the email address: ceo.office@irpc.co.th

*The meeting will be conducted as a Green Meeting

Details of evidence required for shareholders to attend the meeting

- **Registration**

- The Shareholders or proxies can register their attendance and submit documents or evidence for inspection at the place of the Meeting before the time of the Meeting, starting from 07:30 am. on April 5, 2013.
- For the convenience of registration, Shareholders or proxies who will attend the Meeting please bring the registration form and proxy documents with you.

- **Attendance of Meeting in Person**

- Please present the original identification card, government official identification card or passport (in case of foreign shareholders) for registration. In the event of change of name - last name, evidence certifying such change must also be presented.

- **Appointment of Proxy**

- A Shareholder must appoint only one proxy to attend and vote at the Meeting in accordance with the form of proxy attached hereto.
- If a Shareholder wishes to appoint the Company's Independent Director to be his/her proxy, he/she may appoint:

1) Mr. Cherdpong Siriwit	Independent Director /Chairman of Audit Committee / Chairman of Corporate Governance Committee
2) Mr.Woothisarn Tanchai	Independent Director /Executive Director / Nomination and Remuneration Director
3) Mr.Narongkorn Chawalsantati	Independent Director
4) LTG.Preecha Wanarat	Independent Director / Audit Committee
5) Mr. Jade Thanawat	Independent Director / Corporate Governance Committee

- Information of the Independent Directors from items 1) to 5) is attached as in Enclosure 8.
- For convenience, please deliver the form of proxy with documents or evidence to the Company no later than 1 day prior to the meeting date. Form of proxy must be completely filled in and signed. All corrections or deletions, if any, made to material contents therein must be duly initialed by the grantor. A form of proxy must be affixed with stamp duty of Baht 20.

Supporting Documents for the Appointment of Proxy

- (1) **In case of individual grantor:** The grantor must submit and the proxy must present the following documents:

- Form of proxy signed by the grantor.
- Copy of grantor identification card, government official identification card or passport (in case of foreign appointer) which must be certified true and correct by the grantor.
- The proxy must present his/her original identification card, government official identification card or passport (in case of foreign proxy) for the purpose of registration.

- (2) **In case of juristic person grantor:** The grantor must submit and the proxy must present the following documents:

- Form of proxy signed by a person authorized to sign to bind the juristic person according to its Affidavit (issued within 30 days of the meeting by the Ministry of Commerce), with the seal of the juristic person affixed (if any).

- In case that the grantor is a juristic person registered in Thailand, please submit a copy of Affidavit issued within 30 days of the meeting by the Ministry of Commerce and certified as a true and correct copy by the authorised person. such juristic person with the seal of the juristic person affixed (if any).
- In case the grantor is a juristic person registered abroad, please submit a copy of the constitutional document issued by competent authority in the country where the juristic person is located, and certified by a notary public or other competent authority for no longer than 3 months.
- For a foreign juristic person, if an original of any document is not in the English language, the English translation thereof must be prepared and attached. Such translation must also be certified true and correct by a person authorized to sign to bind the juristic person.
- The proxy must present his/her original identification card, government official identification card or passport (in case of foreign proxy) for the purpose of registration.

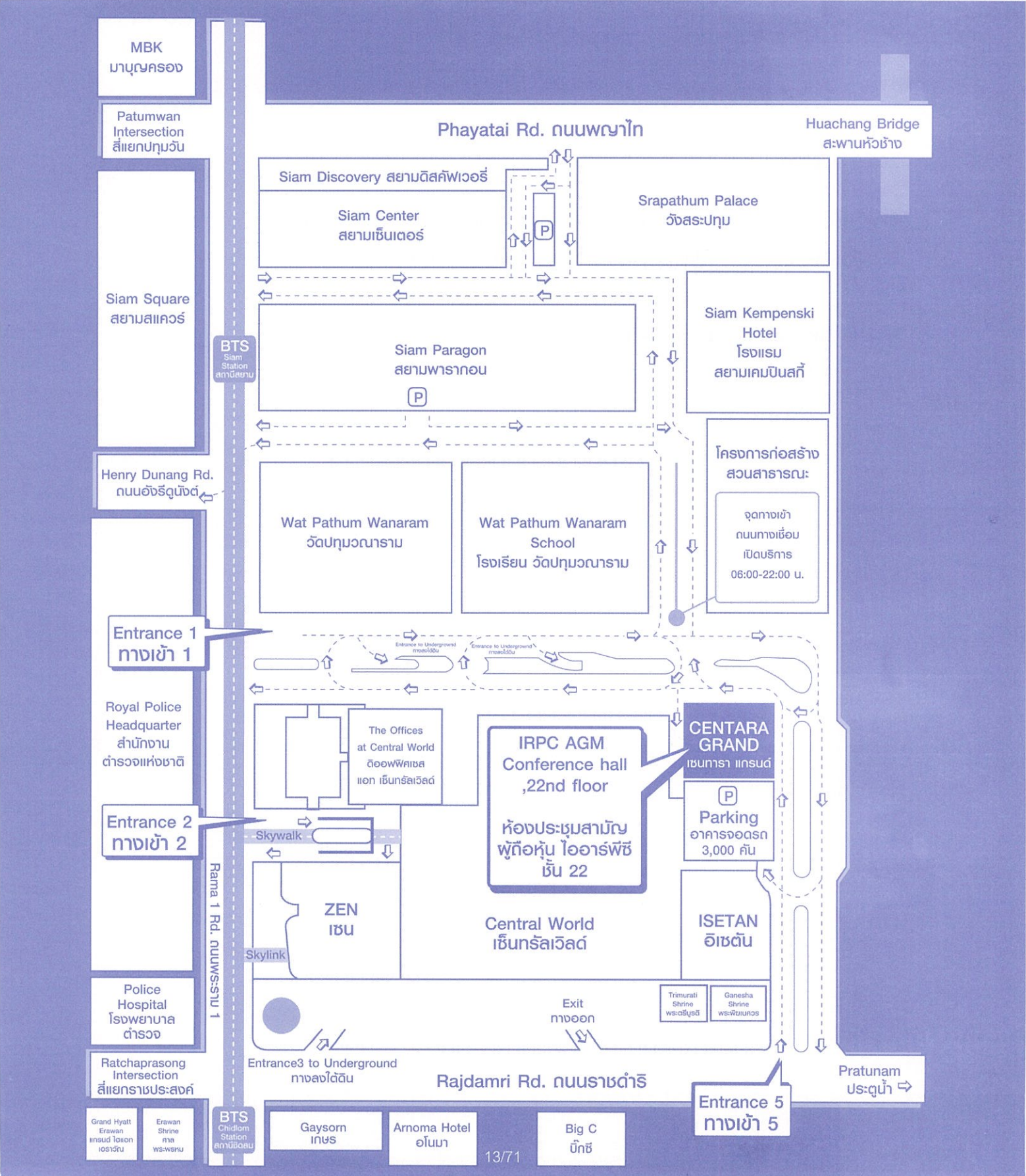
(3) **In case grantor is custodian that the Company's shares are deposited with and such custodian is taking care of the Company's shares for the foreign investor whose name appears in the register book, and custodian appoints the proxy to attend the meeting with Proxy Form C.** The grantor must submit and the proxy must present the following documents:

- Power of Attorney from the shareholder who is a foreign investor authorizes the custodian to execute the proxy on his/her behalf.
- Confirmation letter showing that signatory of the Proxy is authorized to operate custodian business.
- If any of the aforementioned documents is not in the English language, the English translation thereof must be prepared and attached. The translation must also be certified true and correct by a person referring to such document or a person authorized to act on behalf of such person.
- The proxy must present his/her original identification card, government official identification card or passport (in case of foreign proxy) for the purpose of registration.

แผนที่สถานที่ประชุมสามัญผู้ถือหุ้นประจำปี 2556
ของบริษัท ไออาร์พีซี จำกัด (มหาชน)
ณ ห้องบางกอกคอนเวนชันเซ็นเตอร์ ชั้น 22
โรงแรมเซ็นทาราแกรนด์ และบางกอกคอนเวนชันเซ็นเตอร์ เซ็นทรัลเวิลด์
เลขที่ 999/99 ถนนพระราม 1 เขตปทุมวัน กรุงเทพมหานคร 10330
โทร : (662) 100-1234 แฟกซ์ : (662) 100-1235

Map of 2013 AGM Venue
IRPC Public Company Limited
at Bangkok Convention Centre, 22nd floor
Centara Grand & Bangkok Convention Centre at Central World
No. 999/99 Rama 1 Road, Pathumwan, Bangkok 10330

เส้นทางเข้าสู่โรงแรมเซ็นทาราแกรนด์ และบางกอกคอนเวนชันเซ็นเตอร์ เซ็นทรัลเวิลด์ จอดรถได้ที่ชั้น P2 - P10
Centara Grand & Bangkok Convention Centre at Central World, Parking at P2 - P10



ข้อแนะนำการเดินทาง

รถไฟฟ้า BTS : ณ สถานีสยาม หรือ ชิดลม ใช้ทางเข้าหมายเลข 2
โดยรถประจำทาง : รถโดยสารประจำทางสายธรรมดา: สาย 2, 15, 16, 25, 40, 54, 73, 204
รถโดยสารประจำทางปรับอากาศ: 16, 25, 73, 79, 204, 511, 513, 514
โดยรถยนต์ส่วนบุคคล / แท็กซี่ : ใช้ทางเข้าหมายเลข 1 หรือ 5

Transportation

Sky Train : Siam station or Chidlom Station (Entrance Number 2)
Bus Routes : Bus : No. 2, 15, 16, 25, 40, 54, 73, 204
A/C bus : 16, 25, 73, 79, 204, 511, 513, 514
Private Car / Taxi : Entrance Number 1 or 5

MINUTES OF THE 2012 ANNUAL GENERAL MEETING OF SHAREHOLDERS
IRPC Public Company Limited

DATE, TIME AND VENUE

The meeting was held on Thursday, April 5, 2012 at 10.00 a.m. at Bangkok Convention Center, 5th Floor (Department Store Side), Centara Grand at Central Plaza Ladprao Bangkok, 1695 Phaholyothin Road, Khet Chatuchak, Bangkok 10900.

CHAIRMAN of THE MEETING

Mr. Prasert Bunsumpun, Chairman of the Board

Before the meeting, IRPC presented a video detailing safety instructions for the use of meeting halls.

PRELIMINARY PROCEEDINGS

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

- | | |
|---------------------------------------|---|
| 1. Mr. Cherdpong Siriwit | Independent Director / Chairman of Audit Committee and
Chairman of Corporate Governance Committee |
| 2. Mr. Chulayuth Hirunyavasit | Independent Director / Chairman of Nomination and
Remuneration Committee |
| 3. Mr. Pailin Chuchottaworn | Director / Executive Director |
| 4. Lt.Gen.Udomdej Sitabutr | Independent Director |
| 5. Mr. Woothisarn TanchailIndependent | Director / Executive Director / Nomination and
Remuneration Director |
| 6. Mr. Watcharakiti Watcharothai | Director |
| 7. Mr. Lersuk Chuladesa | Director |
| 8. Miss Sopawadee Lertmanaschai | Director |
| 9. Mr. Wichai Pornkeratiwat | Director / Executive Director / Nomination and
Remuneration Director / Corporate Governance Director |
| 10. Mr. Sirisak Wittayaudom | Director |
| 11. Mr. Kritsda Udyanin | Director |
| 12. Lt.Gen. Preecha Wanarat | Independent Director |
| 13. Mr. Atikom Terbsiri | Director / Executive Director / President |

14. Mr. Sahaschai Panichpong	Senior Executive Vice President, Petrochemical and Refinery Business Unit
15. Mr. Nuntachai Prapawatwech	Senior Executive Vice President, Corporate Commercial and Marketing
16. Mr. Manit Suthaporn	Advisor officiating as Senior Executive Vice President, Corporate Legal / acting Senior Executive Vice President, Corporate Human Resources and Administration.
17. Miss Duangkamol Settanung	Senior Executive vice President, Corporate Accounting and Finance
18. Mr. Chansin Treenuchagron	Senior Executive Vice President, Port and Asset Management Business Unit / Acting Senior Executive Vice President, Corporate Strategy & Planning
19. Miss Naengnoi Charoentavisub	Auditor, PricewaterhouseCoopers ABS Co. Ltd.
20. Mr. Montri Charoenchom	Legal Advisor,.Pochongsakul Law Office.

In addition, Mr. Chulayuth Hirunyavasit and Lt.Gen. Preecha Wanarat were the independent directors who also act as proxies for the shareholders who cannot attend the meeting.

The Chairman advised the Meeting that currently, the registered capital of IRPC PLC, '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) represented 99.80 % of the registered capital and equivalent to 20,434,419,246.00 ordinary shares (Twenty Thousand Four Hundred Thirty Four Million Four Hundred Nineteen Thousand Two Hundred Forty Six Shares)

At the meeting held on this day, there were 2,487 shareholders, both present in person and by proxy, amounting to 12,053,839,200 shares held in total, representing 58.99 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 Annual General Meeting of the Shareholders 2012 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 2,272 shareholders present in person and 1,868 shareholders present by proxy, totaling 4,140 shareholders and amounting to 13,971,128,460 shares representing 68.37% 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	2,272	172,550,274	0.84440
Present by proxy	1,868	13,798,578,186	67.52620
Total	4,140	13,971,128,460	68.37060

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 news system of the Stock Exchange of Thailand and the Company's official website, to propose any additional agenda items to be considered in the Annual General Meeting of the Shareholders 2012, 31 days in advance commencing from the 1st December, 2011 to the 31st December, 2011. The shareholders may 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 which was sent to the shareholders.

Before considering the Agenda, the Chairman would like to explain 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. Each shareholder may cast votes of approval, disapproval or abstain, on each agenda item, equal to the number of shares held by them or the person who granted them proxy, using the ballot received on registration.
- 2) Only votes casted on the Agenda: To consider and adopt 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.

Moreover, in order to conveniently speed up, those persons who voted 'against' and 'abstain', were requested to present themselves by raising their hands and the staff would collected those ballots first followed by the ballots marked 'for'.

For transparency in the meeting, the Chairman asked for two volunteers, one representing the group of major shareholders and the other representing the group of minor shareholders to join as observers in counting the votes at the counting facility. The two volunteers were as follows:

1. Mr. Chanin Tayakkanond Representing the group of major shareholders, acting as the Proxy of the Government Pension Fund, holding 1,213,846,970 shares.
2. Mr. Wiengchai Kaewsida Representing the group of minor shareholders, holding 200 shares.

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 in a highly creditable manner pursuing the Company's vision, policies and strategies. As a result, in the past year of 2011, the Company met with success in its performance and was prepared to enjoy a steady growth. 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.

AGENDA 2: To certify the minute of IRPC 2011 Annual General Meeting of Shareholders held on April 5, 2011

The Chairman proposed the Meeting to consider and adopt the Minutes of the Annual General Meeting of Shareholders 2011, held on 5th April, 2011, as detailed in the copy of Minutes of the 2011 Annual General Meeting of Shareholders which had been dispatched to the shareholders with the Notice of Annual General Meeting. The Company had already sent the Minutes of the 2011 Annual general Meeting of the Shareholders to the Stock Exchange of Thailand on 19th April, 2011 and published on the Company's official website on 19th April, 2011 for disclosure of the said Minutes to the shareholders and the general public. Up to the present, there was no shareholder recommending any amendment to the Minutes and therefore, the Meeting was proposed to adopt the Minutes of the 2011 Annual General Meeting of the Shareholders, of the Company.

There was no question 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 13,773,125,568 shares, representing 98.61400 percent; "Against" amounting to 367,619 shares, representing 0.00260 percent, "Abstain" amounting 193,205,689 shares, representing 1.38330 percent and "Voided Ballots" amounting to 0 shares, representing 0.00000 percent.

Resolutions	No. of Shareholders		No. of Shares	
	Persons	Percent	Shares	Percent
Approve	3,993	99.39120	13,773,125,568	98.61400
Against	11	0.27380	367,619	0.00260
Abstain	13	0.33490	193,205,689	1.38330
Voided Ballots	0	0.00000	0	0.00000

Resolution:

The Meeting considered and resolved by majority of the votes cast by the shareholders present, to adopt the Minutes of the 2011 Annual General Meeting of the Shareholders.

Agenda 3: To acknowledge the report of the Board of Directors relating to the Company's business operation of the year 2011.

The Chairman presented the summary of the Company's performance for the year 2011 to the meeting, the detail of which appeared in the Annual Report 2011, page 43-50, enclosed with the Notice of the Meeting, whereby the foremost mission assigned to the Board for 2011 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 created maximum added-value to the business under the supervision of the Board. In 2011, there were 14 meetings of the Board to which recommendations and suggestions of the 4 Committees, which were appointed by the Board being Audit Committee, Executive Committee Nomination and Remuneration Committee, and Corporate Governance Committee, were made. Then, the Chairman of each Committee was asked to summarize the relevant performance to the Meeting.

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

In 2011, the Audit Committee consisted of 3 independent Members, who were Mr. Cherdpong Siriwit, M.R.Pongsvas Svasti and Mrs.Ravitha Pongnuchit and held 14 meetings. The primary responsibilities were:

- to verify the Financial Statements for the year 2011 and monitor the changes in International Financial Reporting Standards (IFRS) including selecting the Auditor for the year 2011.
- to verify the related items between the Company and its connected companies and to assure its disclosure as required by the Securities and Exchange Commission and other relevant laws.
- to review the risk management including monitoring, developing and enhancing the work plans in conjunction with the prevailing conditions.
- 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, make recommendations and to monitor the adjustments of any significant issues including reviewing the work performance following any complaints and discreet leads received.

In summary, the Audit Committee was confident that the Financial Statements of the Company had been prepared in accordance with the generally accepted auditing standards and the risk management and the internal control were efficient and effective, resulting in that all connected parties would receive optimum benefits.

The Audit Committee had performed its duties with due diligence and could express its opinions in a forthright and independent manner in compliance with the Charter and Best Practices of the Stock Exchange of Thailand in all respects.

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

The Executive Committee, in 2011, comprised of 5 Members, being Mr. Prasert Bunsumpun, Mr. Pailin Chuchottaworn, Mr. Woothisan Tanchai, Mr. Wichai Pornkeratiwat and Mr. Atikom Terbsiri, and convened 12 meetings altogether with the core responsibilities as follows:

1. to consider, scrutinise and make recommendations before submitting the matters to the Board, for example,
 - to approve the joint-establishment of PTT Energy Solutions PLC. ("PTTES") which is a joint-investment with Thai Oil PLC. and PTTCG, in which 20% of the common shares was held by the Company;
 - to approve in principle and authorize the Management to negotiate with the business allies to jointly-invest in the propylene by-products processing projects;
 - to approve the Electricity Sale/Purchase Agreements for the Electricity Generating and Sale Project, under the category of Small Power Producer (SPP);
 - to approve the 5-year Business Plan of the Company (2555-2559);
 - to approve the business plan, annual budget and expenditure framework for the year 2555;
2. To authorize works and projects within the power of the Executive Committee, for example,
 - to authorize the Project of electricity transmission improvement in the IRPC Industrial Park, Rayong Province;
 - to authorize the investment budget for Phase I (2011-2013) of sustainable land development, under the Phoenix Project, in order to become a green industrial estate (IP4 Industrial Estate, Rayong Province);
 - to authorize the investment budget framework for the Project producing special grade petrochemical products, (2011-2014);

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

In 2011, 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 5 meetings. The main responsibilities were:

- to nominate replacement(s) of the director(s) who resigned or retired by rotation, and submit to the Board for consideration;
- to nominate members of the Committees and submit to the Board for consideration;
- to nominate replacement of the President upon expiration of his term and submit to the Board for consideration;
- to assess and recommend the remuneration of the President to the Board for consideration;
- to recommend bonuses for the directors/members of the Committees for the 2011 performance and remunerations of the directors/members of the Committees, to the Board for consideration to propose to the Annual General Meeting of the shareholders 2011.

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

In 2011, the Corporate Governance Committee consisted of 2 Members, being Mr. Cherdpong Siriwit and Mr. Wichai Pornkeratiwat and there were 2 meetings held. The core responsibilities were:

- to supervise the operations of the Company in accordance with the Corporate Governance Plan for the year 2011 which comprised the Action Plan and Strategy Plan;
- to supervise the organization of the Meeting of the Shareholders. The Company had been assessed by the Securities and Exchange Commission and the Thai Investors Association and scored 96 points under AGM Checklist and received the CG-Rating of 'Excellent' and scored 80% under the Shareholders' Satisfaction;
- to distribute information and news to all groups of shareholders and stakeholders fairly and equally, i.e. sending Newsletter to all shareholders;
- to become an associate member of the UN Global Compact on 21st November, 2011;
- to set a policy on forming a CG-Working Group which would ensure that the operations and working environment of the Company were in conjunction with the governance practices;
- to integrate the Corporate Risk Management Plans so that these would be beneficial to the Corporate Governance.
- to conduct a self-assessment of the performance of the Board once a year, which was divided into 3 categories so that the Board could review its performance, issues and obstacles during the past year. In 2011, the assessment was rated 'very good', scoring over 90% in all categories.

The Corporate Governance Committee was determined to gradually raise the governance practices to a higher standard in order to build the stakeholders' confidence in the Company which was the foundation of mutual sustainability.

The Chairman assigned Mr. Atikom Terbsiri, President, to present the operating results for the year 2011 to the Meeting in form of video of 15 minutes approximately in order to present the overall view and make it simple to understand for the shareholders.

Once again, in 2011, IRPC had proven its strength to firmly take its place in the petrochemical business amid fluctuations in the world market and intended to stride towards global excellence by focusing on the balance among economy, society and environment, to attain sustainable growth. During the past year, 2011, IRPC's achievements were as follows:

Petroleum Business

Crude oil of 58.25 million barrels in total had been processed and the refining rate was at 160 barrels per day or 74% of the refining capacity. The Company would be able to start producing and distributing Gasoline (Benzene) or Gasohol Euro 4 on 1st April, 2012 in the Rayong Province before the law was enforced.

Petrochemical Business

The Company launched the trademark "POLIMAXX" for its plastic and petrochemical products. At the same time, the special products of high value had been developed and increased in production to 30.69% in 2011 over 21.93% in 2010. These were Green ABS, PE products, PP products and wood-plastic composite products.

Port Business

IRPC Port was one of the deepest sea ports in Thailand and readily available for commercial service. The port could accommodate the transportation of petrochemical products and liquid petroleum, containers and general cargoes. It was one of the major ports in ASEAN countries for exports and imports. In 2011, the income from the Port Business amounted to Baht 475 million as compared with Baht 456 million in 2010 and the growth was increased by 4%. In December 2011, the Company was honored by the Chamber of Commerce of Thailand and Rayong Province to use the compound of IRPC Port as the venue for hosting a seminar for Chambers of Commerce nationwide. When HTMS *Chakri Naruebet* anchored at the Port as an emergency drill with an intention to use IRPC Port as the Naval Reserve Strategic Port in the event of natural disaster or emergency, this displayed the potential of the Port in terms of sturdiness, safety and full range of public utilities.

Asset Management Business

The Company had a plan and an intention to develop the land in Rayong Province and other provinces of about 10,000 rais. In 2011, the Company developed the area in IRPC Industrial Park, Rayong Province in preparation for accommodating the Company's projects and external clients by making improvements for stability to the electricity transmission lines, and began to build protection strip by planting 30,299 trees - using up an area of 98.57 rais and being 7.58 km. long and 20 m. wide. However, the Company aimed to plant a total of 220,000 trees on the area of 240 rais for a distance of 8 km. and to increase the width for a further 30 m. making it 50 m. in total, by the year 2012.

The Combined Heat and Power Project was completed and officially put in operation on 19th August, 2011 with the generating capacity of 220 megawatts of electricity and 420 tons of steam per hour, fueled by natural gas in lieu of fuel oil which reduced the emission of carbon dioxide of about 400,000 tons annually and the release of sulfur dioxide of more than 40%, thus saving the Company Baht80-100 million per month. Upon completion of three projects, namely the Combined Heat and Power Project, the Power Management Project and the Power Loop Line Project, and placing in operation, the power system of the Company would become more stable and reliable.

In addition, the Combined Heat and Power Project was the first project in Rayong Province to receive the Crown Standard award from Thailand Greenhouse Gas Management Organization.

The objectives of the Phoenix Project were to increase the competitive capability, the added-value of the business and to be eco-friendly as well. The initial investment had commenced in 2010 and would continue up to 2014 with the investment amounting to US\$ 1,342 million in total. This was a project aimed to enhance the performance efficiency, to raise asset utilization efficiency, to improve products and services, to expand ability in production and to produce variety of products. Currently, most of the projects were in progress and about 16% were completed which was according to the schedule. The Phoenix Project had been clearly proven to be a success after being in operation as planned for 2 years. In 2011, the Company had benefited from 9 projects with the value of Baht 2,100 million, the detail of which was as follows:

- 46%, derived from the Petrochemical Operational Efficiency and Energy Saving Project eg. the continuous delivery of Catalyst in PP Plant, the improvement made to the batch reactor in the HDPE plant and the enhancement of efficiency of steam turbines in the Ethylene Plant, all of which amounted to Baht 923 million;

- 43%, gained from the Petroleum Operational Efficiency and Energy Saving Project eg. the installation of the Advanced Process Control or APC in the refinery, and a future expansion of the Petrochemical plant. These were computed to be Baht 992 million;
- And from other projects which amounted to Baht 185 million.

The Phoenix Project was the key mission that IRPC was determined to carry out according to its plan in order to attain the goal of being 'the Top Quartile Integrated Petrochemical Complex in Asia by 2014'.

Development of Organization and Human Resources

IRPC had made an internal development with a view to strengthen the management, to increase the competitiveness and to meet the business expansion in future, for example:

1. Performance Appraisal.
2. Staff Development and Trainings.
3. Career Development.
4. Data Storage for Knowledge Management.
5. Leadership Development.
6. Communications and Employee Relations with a purpose to maintain amicable relationships between the Management and staff.
7. Business Continuity Management to prevent any shut-down resulting from natural disasters or accidents.

Innovation and Research & Development

The Company fully supported innovations, research and development of production process and services. In 2011, there were two outstanding innovations which were actually implemented, being:

- Catalyst SAN Process which made it more optically transparent, and
- Ultra High Molecular Weight Polyethylene (UHMW-PE) which, in the past, had to be imported.

Concerning the Financial Operations, the Company had undertaken the following:

- Acquisition of additional long-term loan from domestic financial institutions in a total amount of Baht3,700 million, for capital investment and operating expenses;
- Acquisition of additional working capital from domestic financial institutions in a total amount of Baht4,500 million, in order to increase the financial flexibility and the confidence in liquidity;
- Development of financial innovation in terms of export insurance;
- Cooperation with members of PTT Group to develop the World-class Corporate Finance and Accounting.

The success with definite evidences and resulted from the innovations, in which great pride was taken, under the drive of the Phoenix strategic plan, had positively affected the operating results of IRPC:

- In 2011, the Company's sale revenue was Baht 246,888 million, making an increase over the past year of Baht25,277 million or 11% while the average sale volume reduced;

- In 2011, the Company's EBITDA was Baht 9,541 million, with an increase of Baht 1,302 million or 16%; its GIM was US\$ 9.7 /bbl with an increase of US\$1.2 /bbl;
- However, the Company earned a net profit of Baht 4,107 million as compared with Baht 6,100 million in 2010, with a decrease of 33% as a result of plant shut down for 49-day Turnaround Maintenance as planned;
- As at the year end, the Company had the total assets of Baht 132,176 million Baht with an increase of Baht 11,718 million, representing 10%;
- In 2011, the Company's total liabilities were Baht 56,246 million, with an increase of Baht 10,502 million from those in 2010.

Environmental Responsibility

- IRPC was unwavering to develop the business with full concern for the society and environment. The mangrove forest around Klong Kon Puek was replanted and five air-quality monitoring stations were set up in Rayong Province, at Kon Nong, Ban Laeng Club, Office of Tambon Administration Organization at Ban Laeng, IRPC Technical College and Wat Plouk Ket.

Social Responsibility

The Company fully realized its responsibilities towards the society and placed great importance on the stakeholders including the chain-supply businesses, and to co-exist with them in harmony. The Company's activities were classified into:

Activities on Improving Quality of Life

- Tap Water for Communities Project.
- Heavy Machinery Center for Communities.

Activities Concerning Sports and Health

- 7-Land Cycling Project to celebrate HM the King's 7th Cycle, 84 years old.
- Health Promoting Hospital Improvement Project at Tambon Ban Nong Chok.
- Health Promoting Hospital Improvement Project at Tambon Ban Kon Nong.
- Mobile Medical Units.

Activities for Education

- Community Education Center.
- White Elephant Scholarship Project for Communities.

Activity supporting Conservation and Environment

- Love Thailand - Save the Sea Youth Camp

Activity supporting Traditions and Culture

- Project on sponsoring Department of Fine Arts to study and restore a temple in the compound of Ayutthaya Oil Depot.

The IRPC Management and Staff together with the lecturers and students from IRPC Technical College joined hands to help the flood victims and restore happiness to Thailand:

- Assigned certain areas to assist Flood Relief Operation Center (FROC).
- Manufactured 200,000 sand bags which were to be delivered to the provinces in the flood risk zones, for flood protection.
- Set up mobile medical units and volunteer kitchen to prepare food, distributed relief bags and provided free hair-cutting service to the flood victims.
- Sent a group of boats, designated as "Namjai Thai - IRPC", to help the flood victims in Khet Bang Plad and Khet Bangkok Noi.
- Delivered plastic bags - 'Big Bags' for filling with sand to delay flood water.
- 'Duckling' device to detect and warn of any electrical currents in the flood water was produced by the students from IRPC Technical College.

Operating the business with determination and efficiency, IRPC had been certified meeting international standard and received many awards as follows:

- Award for Corporate Social Responsibility, for passing the required compliance with the Notices of Department of Industrial Works (CRS-DIW).
- Crown Standard Award.
- 2 Awards for implementing ICT system and Software as a tool to strengthen the organization.
- Certificate and Carbon Label.
- Green Industry Certificate.
- National Innovation Award (Economics) for the production of plastic resins 'Green ABS'.
- Platts 2011 Global Energy Award.
- 2 Energy Awards 2011.

The successful achievements in the past year emphasized that the Company's performance had been guided by its vision to become 'the Top Quartile Integrated Petrochemical Complex in Asia by 2014'.

IRPC would maintain its dedication to undertake the business with efficiency, transparency, and firm commitment to good corporate governance together with fulfilling its responsibilities to society, community and environment, in order to develop the Company's potential to stride forward towards steadfast and sustainable growth

The shareholders made additional remarks and raised questions as follows:

Mr. Ritthichai Yibcharoenporn: Shareholder	Mr. Ritthichai inquired about the reason for decrease in the profit and commented that this might be the consequence of capacity reduction from the turnaround maintenance, and he further remarked that the GRM in 2011 was higher than 2010 but the Company's production was lower.
---	---

Mr. Prasert Bunsumpun:
Chairman

The Chairman advised that the turnaround maintenance may cause the Company to lose its opportunity but it was essential and must be done. Then, the Chairman assigned Mr. Atikom Terbsiri, President, to clarify on the Company's profit which suffered a decrease, to the shareholders.

Mr. Atikom Terbsiri:
President

The President advised on the impacts or reasons for the decrease in the 2011 profit as follows:

1. The shut down of approximate 49 days for turnaround maintenance which was scheduled for every five years, had compelled the Company to lower its production capacity down to 121,000 barrels per day, representing 56% of the overall production capacity and consequently reduced the profit receivable from sales of other products as well. In addition, the cost of turnaround maintenance was more than Baht 375 million while in 2010, there was no such turnaround maintenance.

2. Combined Heat & Power Project.

The Company had started to operate the machinery of CHP by using natural gas which was a clean fuel to reduce the emission of pollution and as a result, the boilers fed by fuel-oil were removed and the obsolete machinery was written off. This CHP was able to reduce the emission of Carbon Dioxide CO₂ of about 400,000 tons per year and the release of Sulfur Dioxide down to more than 40%.

3. Decrease in the gain on foreign exchange. In 2010, the Company recorded a gain on foreign exchange but in 2011, the Baht weakened and consequently, the gain on foreign exchange declined when compared with 2010.

4. Profit/Loss on investment in securities. As the Company was holding shares in Thai Oil PLC or TOP in the amount of 17.7 million shares (which had been held for quite a long time ago). In 2010, under MTM (Mark to Market) accounting method, the Company made a profit of over Baht700 million on TOP-securities. However, in 2011, the security price declined from about Baht 78 per share at the end of 2010 to Baht 58.50 per share at the end of 2011 and consequently, the Company suffered loss under MTM of about Baht900 million.

The major factors as mentioned above did adversely affect the Company's Net Profit and brought it to a lower level than 2010.

Mr. Chaichai Kun-ngam:
Shareholder

He inquired about the directions which would make the Company to become 'the Top Quartile Integrated Petrochemical Complex in 2014', along the Company's vision, and the land or fixed asset development, the enhancement of education and the management of 5 affiliated companies as published in the press.

Mr. Atikom Terbsiri:
President

For the Company to achieve its goal and become 'the Top Integrated Petrochemical Complex by 2014', a business operation plan had been devised to drive its strategies for business operation by means of the Phoenix Project and there were 4 strategies as follows:

- 1) Operational Excellence.
- 2) Asset Utilization
- 3) Products and Services Enhancement.
- 4) Innovation / Create New Business.

From the above strategies, it would lead to the Phoenix Operational Plan which comprised initiatives of more than 20 projects.

With regard to land or fixed asset development of which the Company had approximately 15,000 rais, a Master Plan had been drawn up for development of land and fixed assets and about 5,000 rais in the compound of IRPC Industrial Park in Rayong Province were in progress while land in other areas were also under way as planned including the development of oil depot and the Company's own port, so that the asset utilization would be maximized.

Mr. Pailin Chuchottaworn:
Director

Mr. Pailin further clarified on the enhancement of education that the Company had set up one of the best technical colleges in the Eastern Region, called IRPC Technical College and located in Rayong Province near the Company's plant, for a purpose to produce quality workforce. The college had received a Royal Award. In addition, the affiliates of PTT Group had a concept to join hands and found a university in Rayong Province, on a piece of land of approximately 200 rais with a hope that it would become one of the best research institutes in this region. This concept was strongly supported by the Government. Furthermore, there was also another concept of setting up the best secondary school and it was expected to be completed and open for service soon which would be beneficial to the citizens of Rayong Province, people in the Eastern Region and the country as well.

Mr. Manit Suthaporn: Advisor	Mr. Manit explained to the Meeting on the management of 5 subsidiaries of IRPC released by the press, which were IRPC Oil Co. Ltd., Thai ABS Co. Ltd., IRPC Polyol All Co. Ltd., IRPC Energy Co. Ltd. and Thai Polyurethane Industry Co Ltd. This issue arose because the law was misconstrued causing problem in registering the change of directors with Department of Business Development, Ministry of Commerce. However, currently, the said problem had been solved and the meetings of the shareholders of the five companies were held wherein it was resolved to appoint new directors who were already registered with Department of Business Development, Ministry of Commerce. At present, the management of the five affiliates had proceeded smoothly without any problem and all shareholders could rest assured of that.
Mr Basant Kumar Dugar: Shareholder	He suggested on an expansion of petrochemical business and asked about the Financial Statements and Cash Flow Statement which stated that the Company's Operating Cash Flow was of Baht 13,000 million but the Net Investment was only Baht 7,000 million (Annual Report, page 135-136). In such case, more investment should be possible. <u>Notes:</u> A member of staff translated the foreign shareholder's question and the Director responded in Thai for general understanding.
Mr. Atikom Terbsiri: President	The President advised that the Company's Operating Cash Flow was substantially strong. The Company saw an opportunity to expand its business by focusing on high-value products or specialty products. This was one of the reasons for the investments under the Phoenix Project so that all products could be utilized for maximum benefits. Currently, the ratio of liabilities to capital was still low, at 0.3 approximately which raised the financing cost to a high level. As a result, the Company was considering new method of acquiring additional loan to reduce the financing cost from which the shareholders and investors would gain maximum benefits.
Mr. Ritthichai Yibcharoenporn: Shareholder	Mr. Ritthichai commented that as the Company did not operate at full capacity but only at 70-80%, it would be possible to postpone the turnaround maintenance to the period where Gross Refining Margin was low or not.
Mr. Prasert Bunsumpun: Chairman	The Chairman clarified that the Company operated at 70-80% of its capacity was because this was the optimum level achieved by systematic production planning. The Company applied the demand chain management system as a tool to operate the business, starting from the production planning, options in buying crude and feedstock inclusive of selling suitable products by focusing on

maximum profit. If operating at a capacity higher than the level acquired from the analysis, there would be a huge quantity of surplus products which would become burden and increase the expenses. However, if the Phoenix Project became successful, all products would be fully supported and the Company would be able to operate at full capacity as suggested by the shareholder. With regard to the turnaround maintenance, this was a time-consuming planning and had to be made in advance.

Mr. Kerk Samontdham:
Shareholder:

He expressed his thanks to the Company for giving the minor shareholders an opportunity to visit the Plant in Rayong Province and also inquired about the Company's Selling Expenses of about Baht 1,000 million (Annual Report, Page 131) and the benefits receivable from investing in the Propylene Booster Project which was a massive project in need of a significant amount of investment. He further recommended that in the Company's Annual Report, there should be some information on risk factors of product prices which would affect the operating results.

Mr. Atikom Terbsiri:
President

The President clarified that the Company's sales volume was recorded at Baht 230,000 million approximately and having the Selling Expenses of Baht 1,000 million was, therefore, not regarded as a large amount of expenses. Concerning the Natural Hedge, as the Company's products were sold in Baht currency and US\$ currency, whether the exchange rate moved up or down, the EBITDA would always be affected. Currently, the Company's EBITDA was about US\$ 300 million with smaller amount of debt in US\$. Therefore, if the Baht became weak, the Company would gain on the foreign exchange, and if the oil price rose, the Company would gain as well.

With regard to the Propylene Booster Project, the completion was expected around June 2012 and the production capacity of PP would increase by 100,000 tons approximately in addition to 300,000 tons currently produced. Therefore, the production capacity would be 400,000 tons in total and the import of feedstock would be reduced significantly.

Mr. Hungchai Ukkwaskul:
Shareholder

Mr. Hungchai thanked the Company for having a staff-member translating the question of the foreign shareholder which eliminated any time loss and enabled every one to understand fully. He commented that the budget allocated to the Company's Research Institute was worthwhile and commendable, and recommended the Company to allocate certain amount of the budget to other research projects which were useful and would strengthen the country, especially

the research projects on substitute energy and optional plants used as component of biodiesel or gasohol instead of forage crops or human crops which would raise the production cost.

Mr. Prasert Bunsumpun:
Chairman

The Chairman explained that the Cabinet had passed a resolution requiring the state enterprises to allocate 3% of Net Profit to the research projects or reserve and development programs and PTT PLC. had been adhering to the said policy. Dr. Pailin, President and CEO of PTT PLC., was requested to give further clarification.

Dr. Pailin Chuchottaworn:
Director

Pursuant to the resolution of the Cabinet which required the state enterprises to allocate 3% of Net Profit to the research projects, PTT had advised PTT's affiliated companies including IRPC PLC. in which PTT was the major shareholder, to comply with the said policy. In addition, currently, PTT and TISTR (Thailand Institute of Scientific and Technological Research) were working jointly on a research project on single cell seaweed which was not a forage crop, as an optional energy crop to be processed for fuel oil in future. If this project was successful, the country would greatly benefit from it.

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 acknowledged the report of the Board on the performance of the Company for the year 2011.

Agenda 4: To Consider and approve the Company's Financial Statement of the year 2011

The Chairman assigned Mr. Atikom Terbsiri, President, to report to the Meeting on the Financial Statements of the Company for the year 2011.

Mr. Atikom Terbsiri, President, presented the overall view of the situation of oil and petrochemical prices to the shareholders and further clarified on the operating results and financial statements for the year 2011 as follows:

Oil Price Overview

The Dubai crude oil price was averaged at US\$106.2/bbl, increased by US\$28/bbl against US\$78/bbl in 2010, representing 36% of the increase. This was the significant factor caused by:

- The unrest in Egypt which spread to other oil producing countries;
- Impact from the sovereign debt crises in Greece and the Euro-zone countries.

In the first half of 2011, the oil price volatility was strongly significant as a result of:

- Failure to solve economic problems;
- A lack of clarity in the approach to problems;
- Refineries shut down for scheduled maintenance in succession and this caused quite high volatility

Feedstock and Petrochemical Product Prices

In respect of Petrochemical business of which the products were derived from the petroleum, naphtha was one of such by-products of the refinery. The petrochemical products were affected by the volatile oil prices, economic slowdown and debt crisis in Europe, all of which had impact on the economic growth and caused the prices of and demands for Monomer and plastic resins to soar in the same direction as the feedstock prices.

Operating Results for the Year 2011

The Company earned a net profit of Baht 4,107 million, lower than that in 2010 which was Baht 6,100 million and this was due to the following major factors:

1. The margin of product prices and feedstock (GIM) in 2011 was US\$9.7/bbl, being US\$1.2 higher than that in 2010 which was US\$8.5/bbl.
2. Even though the Company could manage to produce and make sales continuously in a volatile market resulting from natural disaster, and was able to achieve higher GIM, the Company had to shut down for turnaround maintenance at the end of October up to mid-December 2011, and this had lowered the average total production from 174 KBD in 2010 to 160 KBD in 2011.
3. Moreover, in 2011, the profit arising from extraordinary items, as compared with 2010, was lowered to Baht 2,667 million. These extraordinary items comprised:
 - Discrepancies in the values of shares quoted on the Exchange, of Baht956 million.
 - Depreciation expense arising from the previous turnaround maintenance and machinery of Baht 512 million.
 - Gain on Foreign Exchange decreased by Baht 1,416 million.

Statements of Financial Position

Assets

As at the end of the year 2011, the Company's Total Assets amounted to Baht132,176 million, with an increase over 2010 by Baht11,718 million, as a result of:

- The value of inventories increased by Baht 8,709 million because the price of the inventory of crude oil increased from US\$88 /bbl in 2010 to US\$110 /bbl at the year end 2011;
- Net value of Property, plant and equipment increased by Baht 6,151 million from the major investment projects which were:
 - Combined Heat and Power Project.
 - Expansion in PP production capacity Project;
 - Turnaround Maintenance as planned.

Liabilities

As at the year end 2011, the Company's Total Liabilities amounted to Baht 56,246 million, an increase over 2010 by Baht 10,502 million or 23%, as a result of

- Trade account payable increased by Baht 10,434 million, suffering from the crude oil price which had risen;
- Non-Current Liabilities increased due to the long-term loan drawdown for the investment projects.

Shareholders' Equity

As at the end of the year 2011, the Shareholders' Equity was of Baht 75,931 million, with an increase of Baht 1,217 million as a result of:

- Net Profit for 2011 amounted to Baht 4,107 million and the conversion of warrants held by the employees had made the issued and paid-up capital shares rise to Baht 265 million while the Company made dividend payment based on the 2010 operating results Baht 3,666 million.

The shareholders remarked and raised questions as follows:

Mr. Kerk Samontdham: Shareholder:	Mr. Kerk inquired the reason why the financing cost in 2011 was higher than 2010 by approximately Baht 1,200, including Administrative Expenses (Annual Report, page 131) and would like to have some information on trend of oil price and petrochemical prices together with the benefits receivable from the Phoenix investment projects.
Mr. Atikom Terbsiri: President	Mr. Atikom explained that in 2010, the Company had made substantial investments but the financing cost of such investments was recorded in 2011 and therefore, it made the financing cost seem high. With regard to the increase in the Administrative Expenses, it was partially due to the big flood in the previous year which lowered the domestic demand and in turn, the Company had to seek overseas market for export. As a result, the expenses pertaining to this had risen.
Dr. Pailin Chuchottaworn: Director	<p>Dr. Pailin further clarified that the closure of Hormuz Strait could halt the transport of oil from the inner Gulf countries completely and therefore, would drive up the prices of oil and commodities.</p> <p>Concerning the benefits receivable from the investments, as IRPC was a large company, it would take some time before the investors or shareholders could realize the result (share price). However, one of the big projects under the Phoenix, with an investment of about US\$1,000 was in progress and upon completion, the Company would be able to operate at full capacity which would definitely and positively affected the operating results. Moreover, the</p>

Company was confident that the Phoenix Project would lead it to success as its vision and build confidence and trust among the shareholders as well.

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 13,772,999,262 shares, representing 98.58480 percent; "Against" amounting to 627,909 shares, representing 0.00450 percent, "Abstain" amounting 197,085,190 shares, representing 1.41070 percent and "Voided Ballots" amounting to 0 shares, representing 0.00000 percent.

Resolution	No. of Shareholders	No. of Shares	
		Shares	Percent
Approve	4,063	13,772,999,262	98.58480
Against	18	627,909	0.00450
Abstain	40	197,085,190	1.41070
Voided Ballots	0	0	0.00000

Resolution:

The Meeting considered and resolved by majority of the votes cast by the shareholders present, to approve the Company's Financial Statements for 2011.

Agenda 5: To Consider and approve an allocation of the net profit and the dividend payment for the year 2011

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

Based on the 2011 operating results, the Company registered a net profit of Baht 4,107 million and the unappropriated retained earnings, as at 31st December, 2011, of Baht 24,955 million. When taking into consideration of the operating results and the financial positions of the Company, the policy on and criteria for dividend payment which required to be not less than 5% of the net profit of the prevailing year, together with sufficient cash flow, the Board deemed it fit to propose the Meeting to consider and approve the dividend payment based on the 2011 operating results, pursuant to Section 115 of the Public Companies Act B.E. 2535 and Article 36 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 2011 operating results would be made at Baht 0.12 per share, amounting to Baht 2,452 million approximately or 60% of the Net Profit for 2011. The Company had paid the Interim Dividend based on the operating results for the first half of 2011 at Baht 0.08 per share on 30th September, 2011, therefore, the remaining dividend, based on the operating results for the second half of 2011, was to be paid at Baht 0.04 per share for which no tax credit would be allowed as it was exempted from tax under BOI privileges and benefits and the Company had also exercised the privilege of the brought-forward accumulated deficit.

The Record Date was fixed on 29th February, 2012 to determine those shareholders eligible for receiving dividend, 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 1st March, 2012 and the payment of dividend was to be made on 4th May, 2012.

The shareholders submitted additional remarks and questions as follows:

Mr. Vichan Chokepongpan: Shareholder	Mr. Vichan asked about the rate of dividend payment and PTT's investment in IRPC.
Mr. Wanchai Charoen-ieam: Shareholder	Mr. Wanchai inquired about the Estimated Operating Results for 2012.
Mr. Atikom Terbsiri: President	In 2012, there would be several investment projects amounting to Baht 1,300 million and it was essential to reserve cash for these investments. Therefore, the Board had considered that the dividend payment, based on the 2011 Operating Results, would be made at Baht 0.12 per share, amounting to about Baht 2,452 million, representing 60% of the 2011 Net Profit, which was the proper rate. With regard to the Estimated Operating Results for 2012, this was difficult to predict. However, there were risk factors such as the sovereign debt crises in Europe and worries over a reverse growth or a severe slow down in Chinese economy. If the global economy did not suffer any crisis, it was believed that the Company's operating results would definitely improve on those for the past year.
Mr. Prasert Bunsumpun: Chairman	On the issue that the shareholders were worried about the Company's enormous investments and that these would have an impact on the profit or not, the Chairman further clarified that even though there were enormous investments in 2012, these investments would not be completed in one year. The depreciation and amortization would be made gradually and there were quite a few of small projects which would be completed and take effect in 2012. Therefore, the Company was confident that the 2012 Operating Results would improve. Concerning the PTT's investment in its subsidiaries, this was difficult to give an answer because it might violate the rules and regulations of the SET and the SEC, and regrettably, as such no answer could be made.

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 13,773,721,011 shares, representing 98.58950 percent; "Against" amounting to 2,114,871 shares, representing 0.01510 percent, "Abstain" amounting 193,652,886 shares, representing 1.38610 percent and "Voided Ballots" amounting to 1,283,600 shares, representing 0.00920 percent.

Resolution	No. of Shareholders		No. of Shares	
	Persons	Percent	Shares	Percent
Approve	4,053	98.26730	13,773,721,011	98.58950
Against	27	0.65470	2,114,871	0.01510
Abstain	39	0.95670	193,652,886	1.38610
Voided Ballots	5	0.12120	1,283,600	0.00920

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 2011 Operating Results, to the shareholders at Baht 0.12 per share, amounting to Baht 2,452 million or 60% of the Net Profit for 2011. The Company had paid the Interim Dividend based on the Operating Results for the first half of 2011 at Baht 0.08 per share on 30th September, 2011, therefore, the remaining dividend, based on the Operating Results for the second half of 2011, was to be paid at Baht 0.04 per share for which no tax credit would be allowed as it was exempted from tax under BOI privileges and benefits and the Company had also exercised the privilege of the brought-forward accumulated deficit.

The Record Date was fixed on 29th February, 2012 to determine those shareholders eligible for receiving dividend, 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 1st March, 2012 and the payment of dividend was to be made on 4th May, 2012.

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

The Chairman asked the 5 directors who were to retire by rotation 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 Nomination and Remuneration Committee explained that in accordance with Article 17 of the Company's Articles of Association which stated that at every annual general meeting of shareholders, 1/3 of the directors were required to retire from office. The directors who were to retire in the first and second year following the registration of the Company, would be selected by drawing lots and in the subsequent years, those directors who had been longest in office since their last appointment or reappointment would retire by rotation.

In 2012, there were five directors to retire by rotation and one director resign from office, totaling six directors who were

- 1) Mr. Cherdpong Siriwit
- 2) Mr. Woothisarn Tanchai
- 3) Mr. Narongkorn Chawalsantati
- 4) Mr. Wichai Pornkeratiwat
- 5) Mr. Atikom Terbsiri
- 6) M.R.Pongvas Svasti (resignation was effective on 16th January and no replacement was made yet.)

The Nomination and Remuneration Committee had considered and nominated those persons whose qualifications conformed to the Public Company Act B.E. 2535, Notice of the Capital Market Supervisory Board, Notice of the Securities and Exchange Commission, the Company's Corporate Good Governance Manual and Qualifications of Independent Directors, and Resolution passed by the Cabinet on 24th January, 2011, on Appointment of High-level Government Officials or Persons holding the office of director in the state enterprises, inclusive of knowledge, skill, ability, experiences and expertise in the business related to the Company's operations, performance as director in the past, the component and structure of the Board answering the Company's strategies in an overall view, and submit 6 nominees to the Board for approval and proposal to the Meeting to elect as directors replacing those retiring by rotation as mentioned above, who were as follows:

- 1) Mr. Cherdpong Siriwit, to be re-elected as an independent director for another term;
- 2) Mr. Woothisarn Tanchai, to be re-elected as an independent director for another term;
- 3) Mr. Narongkorn Chawalsantati, to be re-elected as an independent director for another term;
- 4) Mr. Wichai Pornkeratiwat, to be re-elected as a director for another term;
- 5) Mr. Atikom Terbsiri, to be re-elected as a director for another term;
- 6) Mr. Jade Thanawat, to be elected as an independent director.

Outlined backgrounds of these six nominees and definition of Independent Director of the Company appeared in the Enclosure 3 and 4, enclosed with the Notice of the Meeting. Moreover, the 1st, 2nd, 3rd and 6th nominees on the list were qualified as independent directors of the Company.

The Board had considered the recommendation of the Nomination and Remuneration Committee and was of an opinion that all six nominees were fully qualified according to the criteria and nomination method mentioned above. Therefore, the Board deemed it fit to propose the Meeting to elect all six nominees to the office of Director of the Company.

The shareholders remarked and raised questions as follows:

Mrs. Thiraporn Chatchawalnart: Shareholder	Mrs. Thiraporn expressed her worries about the ethics and impartiality in making decision as a director of the Company, of Mr. Woothisarn Tanchai.
Mr. Vichan Chokepongpan: Shareholder	Mr. Vichan made inquiry about the qualifications of Mr. Woothisarn Tanchai for the directorship.
Mrs. Thanomwong Mongkolrangsri: Shareholder	Mrs. Thanomwong expressed her worries about the impartiality of Mr. Woothisarn Tanchai in making decision.
Mr. Prasert Bunsumpun: Chairman and Mr. Chulayuth Hirunyavasit: Chairman of Nomination and Remuneration Committee	Explanation was given on the process for nomination of a director including the performance of duties and responsibilities of Mr. Woothisarn Tanchai. He had been appointed to the office of director since 2010 and had been holding important positions in the Company, namely an Independent Director, Member of Executive Committee, Member of Nomination and Remuneration Committee. He was knowledgeable and had expertise in education, social and public policy, and development management. During the past year, Mr. Woothisarn attended the meetings and made comments and suggestions all of which were valuable to the Company. The statistics of his meeting attendance were as follows: The Board of Directors - 12 out of 13 meetings (representing 92%); Executive Committee - 11 out of 12 meetings (representing 92%); Nomination and Remuneration Committee - 5 out of 5 meetings (representing 100%). His past performance was meritorious, valuable to the Company and he was in no way connected to politics.

There was no further question raised by 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	Approve		Against		Abstain		Voided Ballots	
	Shares	Percent	Shares	Percent	Shares	Percent	Shares	Percent
1.Mr. Cherdpong Siriwit	13,772,724,072	98.58240	2,174,190	0.01560	194,261,692	1.39050	1,612,414	0.01150
2.Mr. Woothisarn Tanchai	13,766,364,995	98.53690	5,973,704	0.04280	196,661,091	1.40770	1,772,578	0.01270
3.Mr. Narongkorn Chawalsantati	13,772,275,616	98.57920	1,654,078	0.01180	194,865,092	1.39480	1,977,582	0.01420
4.Mr. Wichai Pornkeratiwat	13,738,238,764	98.33560	35,972,693	0.25750	194,923,329	1.39520	1,637,582	0.01170
5.Mr. Atikom Terbsiri	13,738,965,404	98.34080	35,975,930	0.25750	194,443,452	1.39180	1,387,582	0.00990
6.Mr. Jade Thanawat	13,771,701,083	98.57510	3,283,278	0.02350	194,240,411	1.39030	1,547,596	0.01110

Resolution:

The Meeting considered and resolved by majority of the votes cast by the shareholders present, to elect 6 nominees as listed above to the office of Director or Independent Director as proposed.

Agenda 7: To consider and approve the directors' bonus for the year 2011 and the directors' remuneration for the year 2012

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' bonus for the performance for the year 2011 and remuneration for the year 2012, to the Meeting for consideration. The Chairman assigned Mr. Chulayuth Hirunyavasit, Chairman of the Nomination and Remuneration Committee to advise 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' bonus and remuneration by taking 'Director Compensation Best Practices' published by Thai Institute of Directors into account as follows:

1. Directors' Bonus for the Performance for the year 2011

The Directors' bonus for the 2011 Performance had been determined at Baht 18 million, by taking into account of the rates of bonus paid by the Company in the past years combined with the 2011 operating results and the rate was close to 2010 (Baht 24 million). The bonus would be allocated and paid to each director according to the number of attendance in the Board Meeting. The Chairman of the Board would receive more than other members by approximately 30%.

2. Monthly Remuneration of Directors and Meeting Allowance for the Committees

The amounts approved by the Meeting in 2011 still applied.

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 Committees who attended the meetings, at Baht 60,000 per attendance for the Chairman and Baht 45,000 per attendance for each member.

The shareholders submitted additional remarks and questions as follows:

- Mr. Kerk Samontdham: He asked what level the remuneration of the Directors was if compared to other
Shareholder: companies in similar industry. In addition, he suggested an appointment of a
representative of the minor shareholders in order to facilitate and be efficient in
contacting and coordinating between the Company and the minor shareholders for
joint activities.
- Mr. Prasert Bunsumpun: The Chairman clarified that the remuneration of the Directors had remained at the
Chairman same rate since its exit from rehabilitation. Currently, the rate of remuneration was
similar to PTTEP but lower than SCG. He also thanked the shareholder for his
suggestion and asked the responsible unit to look into the possibility of doing as
suggested.

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 13,771,898,796 shares, representing 98.57410 percent; "Against" amounting to 1,460,599 shares, representing 0.01050 percent, "Abstain" amounting 196,203,983 shares, representing 1.40440 percent and "Voided Ballots" amounting to 1,555,082 shares, representing 0.001110 percent.

Resolution	No. of Shareholders		No. of Shares	
	Persons	Percent	Shares	Percent
Approve	4,006	96.79910	13,771,898,796	98.57410
Against	48	1.16000	1,460,599	0.01050
Abstain	78	1.89600	196,203,983	1.40440
Voided Ballots	6	0.14500	1,555,082	0.01110

Resolved:

After consideration, the Meeting resolved by not less than two-thirds of the votes cast by the shareholders present, to approve the bonus payable to the Directors/Members of the Committees for the performance for the year 2010

Agenda 8: To consider appointment of Auditor and to determine Auditor's Fee for the year 2012

The Chairman informed the Meeting that the Board had approved the recommendation of the Audit Committee and proposed to the Meeting to consider and approve the appointment of Auditor and to determine the Auditor's Fee for the year 2012. The Chairman assigned Mr. Cherdpong Siriwit, Chairman of Audit Committee, to advise the Meeting on this Agenda Item.

Mr. Cherdpong Siriwit, Chairman of Audit Committee, reported to 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 attached to the Notice of the Meeting which required 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 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 2012, for the fifth year.

The auditors were as follows:

1. Mr.Vichien Kingmontri, CPA, Licence No. 3977, or
2. Mr. Somchai Jinnawat, CPA, Licence No. 3271, or
3. Miss Amornrat Permpoonwattanasuk, CPA, Licence No. 4599.

The above three auditors were nominated to be the auditors of the Company for the 2012 accounting year as their first year.

With regard to the audit fee payable by the Company for the year 2012, it was fixed at Baht 3,100,000 which didn't 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 was in accordance with the general practice.

Except for rendering the advisory service as mentioned above, the auditors on the proposed list had no relation to or any interest in the Company, its affiliates, the Management or any major shareholders or connected persons to the aforesaid parties whatsoever. Therefore, they were independent in auditing and expressing their opinions on the Financial Statements of the Company. In addition, PricewaterhouseCoopers ABAS Co. Ltd. (PWC) had continuously been the Company's Auditor and therefore, they had good knowledge and understanding in the Company's business which would ensure the auditing being carried out efficiently and there was also a reduction in the Auditor's Fee from 2011.

The shareholders remarked and raised questions as follows:

Mr. Pattana: Shareholder	Mr. Pattana made inquiry about the process of selecting the Auditor including the reason for a reduction in the Auditor's Fee from 2011, of quite a significant amount and whether this would affect the auditing efficiency or not.
Mr. Cherdpong Siriwit Chairman of Audit Committee	Mr. Cherdpong explained the process of selecting the Company's Auditor to the shareholders: the Company invited bids and there were three world-leading auditing companies submit their bids and a selection was made according to criteria and PricewaterhouseCoopers ABAS Co. Ltd. (PWC) came on top of the list. In addition, the Company had used the service of PwC for the past four years, so PwC had acquired a good understanding of the Company's accounting system. Though the Company had successfully negotiated the price even lower than 2012, PwC was a

leading company with high standards, one of the top five of the world's leading auditing companies and as such the Company was confident that the said reduction in the Auditor's Fee would have no effect on the efficiency of their work whatsoever.

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 13,775,875,396 shares, representing 98.60250 percent; "Against" amounting to 779,409 shares, representing 0.00560 percent, "Abstain" amounting 194,337,573 shares, representing 1.39100 percent and "Voided Ballots" amounting to 136,082 shares, representing 0.00100 percent

Resolution	No. of Shareholders		No. of Shares	
	Persons	Percent	Shares	Percent
Approve	4,048	97.76680	13,775,875,396	98.60250
Against	25	0.60390	779,409	0.00560
Abstain	65	1.58100	194,337,573	1.39100
Voided Ballots	2	0.04830	136,082	0.00100

Resolution:

After having considered, the Meeting resolved by majority of the votes to appoint the auditors from PricewaterhouseCoopers ABAS Co. Ltd. as the Auditor of the Company for 2012, and the auditors were to be as follows:

1. Mr.Vichien Kingmontri, CPA, Licence No. 3977, or
2. Mr. Somchai Jinnawat, CPA, Licence No. 3271, or
3. Miss Amornrat Permpoonwattanasuk, CPA, Licence No. 4599.

The above three auditors were appointed to be the auditors of the Company for the 2012 accounting year as their first year.

The audit fee payable by the Company was fixed at Baht 3,100,000 for 2012. However, the said auditor's fee didn't 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 was in accordance with the general practice.

Agenda 9: To consider other businesses (if any)

The Chairman informed the Meeting that this Agenda, which was to consider other businesses, was added in order to give the shareholders an opportunity to make remarks or submit questions in seek of better understanding.

The shareholders submitted additional remarks and questions as follows:

Mr. Somkiat Saliwattana: Shareholder	Mr. Somkiat inquired about the Phoenix's projects which were expected to be completed in 2012, the income receivable from the IRPC Port, the progress of Industrial Park in Rayong Province and directions of land and fixed asset development including the lawsuits against the previous group of shareholders.
Mr. Atikom Terbsiri President	The Phoenix's projects which were expected to be completed and would generate benefits in 2010, comprised the Combined Heat & Power Project: CHP; the Propylene Booster Project to be implemented in the third quarter of 2012 with production capacity of 100,000 tons/year; Lube Group 1 Project to be implemented in the third quarter of 2012, producing TDAE which was a green product used in automobile industry and reduced the carcinogenic agents in automobile tyres; and expansion of the production capacity of a lubricant which was Bright Stock base oil. With regard to the Company's Port, it could handle the petrochemical products, petroleum and gases. The Port was divided into 6 terminals able to accommodate vessels of 1,000-250,000 DWT and in 2011 the income from the Port Business amounted to Baht 475 million, having an increase of 4% over 2010. Moreover, in December 2011, the Company had displayed the potential of IRPC Port by hosting the seminar of Chambers of Commerce nationwide in the Port's compound and at the same time, the HTMS <i>Chakri Naruebet</i> anchored at the Port as an emergency drill with an intention to use IRPC's Port as the Naval Reserve Strategic Port, and for the Thai Navy to be well-prepared strategically, in the event of natural disaster or emergency. Concerning the fixed asset development, the Company had set up an Asset Management Section to be in charge of it and a master plan for development was drawn up. In the Industrial Park in Rayong Province, there was a further land development of approximately 500 rais in preparation for accommodating other projects of the Company and external clients while other land developments were in accordance with the Master Plan.
Mr. Manit Suthaporn: Advisor	Mr. Manit clarified on the lawsuits that currently there were 117 cases, of which 19 cases were finalized and 98 cases pending in the Court. These lawsuits bore no obstacle to the Company's management whatsoever.

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 Annual General Meeting of the Shareholders 2012 of IRPC adjourned.

(The MC asked the shareholders to deposit all remaining ballots, as evidence, in the box placed in front of the meeting room.)

The meeting was adjourned at 13.04 hours.

.....

(Mr. Prasert Bunsumpun)

Chairman of the Board of Directors

.....

(Mr. Atikom Terbsiri)

President and Secretary to the Board of Directors

.....

(Miss Monwipa Choopiban)

Company Secretary / Recorder of the Meeting



Name-Last Name : Mr. Chainoi Puankosoom

Age : 62 Years

Proposed Position : Director

Education : Bachelor Degree in Higher Accounting,
California College of Commerce, USA

: Master of Management (MM), Sasin Graduate Institute of Business Administration,
Chulalongkorn University

Training Program : Diploma in Politics and Governance in Democratic Systems for Executives Course,
Class 6, King Prajadhipok's Institute

: Capital Market Academy Leader Program, Class 9, Capital Market Academy

Training Program for Director : Director Accreditation Program (DAP), Class 63/2007

: Financial Institutions Governance Program, Class 3/2011

Present Position : Advisor, PTT Public Company Limited

: Director, Energy Fund Administration Institute (Public Organization)

: Director, TISCO Financial Group Public Company Limited
(Director's term ends in April 2013)

: Director, Tipco Asphalt Public Company Limited

: Director and Audit Committee, Golden land Property Development
Public Company Limited

: Chairman, HMC Polymers Company Limited

: Director, National Power Supply Public Company Limited

: Director, Rayong Olefins Company Limited

: Member of the Council of Trustees, Petroleum Institute of Thailand

: Director, The Federation of Thai Industries

Work Experience : 2010 – 2012 - Vice Chairman, the Federation of Thai Industries

- Director, the Federation of Thai Industries

- Chairman, Executive Environment Committee, the Federation of
Thai Industries

: 2009 – 2010 - Chairman, Petroleum Refining Industrial Club, the Federation of
Thai Industries

: 2007– 2010 - Senior Executive Vice President, Petrochemicals and Refining
Business Group, PTT Public Company Limited

: 2008 – 2010 - President & CEO,
PTT Aromatics & Refining Public Company Limited

: 2007 – 2008 - President, PTT Aromatics and Refining Public Company Limited

: 2005 – 2007 - President, Rayong Refinery Public Company Limited

Expertise : Energy, Finance, and Business Management

Nomination Procedure : Under the consideration of The Nomination and Remuneration Committee and the Board of Directors (Details stated in the Invitation to attend the 2013 AGM page 4-5)

Qualification according to Cabinet's Resolution on January 24, 2011 regarding the - : Yes
appointment of high-level government officials or persons as directors in many state enterprises

Criminal Offence Record during the Past 10 years : None

Qualification according to the laws and does not have prohibited qualification : Yes
according to the announcement of the Capital Market Supervisory Board (CMSB)

Family relationship within the Company, major shareholder or subsidiaries : None

Term of IRPC Directorship : None

Meeting Attendance in 2012 : None

Possession of IRPC Shares : None

Holding Position of Director/ Executive/ Advisor in other companies

The Nominee	Listed Companies		Non-Listed Companies		Board Member/Management in other organization that may have conflicts of interest with IRPC
	Total	Position	Total	Position	
Mr.Chainoi Puankosoom	4	1. Advisor, PTT Plc. 2. Director, TISCO Financial Group Plc. (Director's term ends in April 2013) 3. Director, Tipco Asphalt Plc. 4. Director and Audit Committee, Golden land Property Development Plc.	6	1. Director, Energy Fund Administration Institute (Public Organization) 2. Member of the Council of Trustees, Petroleum Institute of Thailand 3. Director, National Power Supply Plc. 4. Chairman, HMC Polymers Company Limited 5. Director, Rayong Olefins Company Limited 6. Director, The Federation of Thai Industries	1. Advisor, PTT Plc, which operates in Petroleum and Petrochemical businesses and IRPC's major shareholder (38.52%) with related/ connected transactions 2. Chairman, HMC Polymers Co. Ltd. which is a subsidiary of PTT Plc. (41.44%) 3. Director, Rayong Olefins Co., Ltd. which is a subsidiary of HMC Polymers Co., Ltd.

Director's Vision

1. Reinforcing the Company to be a leader the in integrated petrochemical business in Asia with sustainable growth by utilizing knowledge, capability and experience in management in setting the Company's strategic plan.
2. Advancing expertise in the Company's business and integrating all gained knowledge and experience to exchange opinions and information in the Board of Directors meeting in order to support the Company to efficiently achieve the set goals.
3. Foster IRPC to be the company with transparency and monitoring system according to the good corporate governance.



Name-Last Name : Mr. Wichit Plungsrisakul

Age : 62 Years

Proposed Position : Independent Director

Education : Bachelor of Laws, Ramkhamhaeng University
: Master of Arts (Political Science), Thammasat University

Training Program : Diploma in Politics and Governance in Democratic Systems for Executives Course,
Class 7, King Prajadhipok's Institute
: Diploma in Security Psychology, Institute of Security Psychology, Class 82

Training Program for Director : - None-

Present Position : Lawyer

Work Experience : 2005 - Director, Thai Rak Thai Party
- Member of Parliament (Party-List)
: 2001– 2005 - Member and Secretary to Government Whip
- Committee on Labour
- Chairman, Government Whip Sub-Committee, Criminal Law
- Committee on Consumer Protection
- Chairman, Sub-Committee on Labour, Labour Law
- Chairman, Sub-Committee on Consumer Protection
- Advisor, Deputy Minister of Commerce
- Advisor, Minister of Industry

Expertise : Laws, Public Administration, and management

Nomination Procedure : Under the consideration of The Nomination and Remuneration Committee and
the Board of Directors (Details stated in the Invitation to attend the 2013 AGM
page 4-5)

Qualification according to Cabinet's Resolution on January 24, 2011 regarding the - : Yes
appointment of high-level government officials or persons as directors in many state enterprises

Criminal Offence Record during the Past 10 years : None

Qualification according to the laws and does not have prohibited qualification : Yes
according to the announcement of the Capital Market Supervisory Board (CMSB)

Family relationship within the Company, major shareholder or subsidiaries : None

Term of IRPC Directorship : None

Meeting Attendance in 2012 : None

Possession of IRPC Shares : None

Holding Position of Director/ Executive/ Advisor in other companies

The Nominee	Listed Companies		Non-Listed Companies		Board Member/Management in other organization that may have conflicts of interest with IRPC
	Total	Position	Total	Position	
Mr. Wichit Plungsrisakul	-	- None -	-	- None -	- None -

Additional Qualifications for the Nominated Independent Director

1. Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years.	Qualifications	
1.1 Taking part in the management of being and employee, staff member, advisor who receives a regular salary.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1.2 Being professional services provider, e.g., auditor, legal advisor.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1.3 Having business relation that is material and could be barrier to independent judgment.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1.4. Family Relationship with other Directors, or management, or major shareholders	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2. Being an owner, director, management, employee or advisor who receive regular salary or holding more than one per cent of shares with voting rights of the company with the same business as IRPC and its competition is significant.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

Remark: The definition of Independent Director is attached as in Enclosure 7

Director's Vision

1. Driving the Company to grow stability and sustainability and to be the role model for other organizations in operating business with transparency, fairness along with consideration given to stakeholders, consumers and society as a whole.
2. Supporting the Company's roles in developing social and environment as well as communicating with public for sustainable business development
3. Supporting the Company in Legal affairs.



Name-Last Name : Mr. Pailin Chuchottaworn

Age : 56 Years

Proposed Position : Director

Education : Bachelor of Engineering in Chemical Engineering with 1st Class Honor
Chulalongkorn University

: Master of Engineering in Chemical Engineering, Tokyo Inst. Of Tech., Japan

: Doctor of Engineering in Chemical Engineering, Tokyo Inst. Of Tech., Japan

: Doctor of Philosophy (Sustainable Energy and Environment) Rattanakosin College
for Sustainable Energy and Environment, Rajamongala University of Technology
Rattanakosin

Training Program : Diploma, The Joint State-Private Sector Course, National Defence College,
Class 22 (2009-2010)

: Capital Market Academy Leader Program, Class 8, Capital Market Academy

: Top Executive Program in Commerce and Trade (TEPCoT),
Commerce Academy, Class 1

: PTT Executive Leadership Program 2008/GE Crotonville , USA

: NIDA Executive Leadership Program 2007/Wharton University of Pennsylvania, USA

: Industrial Liaison Program (ILP) 2005/Massachusetts Institute of Technology, USA

Training Program for Director : Director Certification Program (DCP), Class 51/2004

: Director Accreditation Program (DAP), Class 24/2004

: Finance for Non-Finance Directors (FND), Class 14/2004

Present Position : - Director / Executive Director, IRPC Public Company Limited

- President & Chief Executive Officer, PTT Public Company Limited

- Director, PTT Exploration and Production Public Company Limited

- Chairman, Petroleum Refining Industrial Club,
the Federation of Thai Industries

- Director, the Federation of Thai Industries

Work Experience : Jun-Sep 2011- Chief Operating Officer, Upstream Petroleum and Gas
Business Group, PTT Public Company Limited

: 2009-2011 - President, IRPC Public Company Limited

: 2006-2010 - Director, Bangkok Polyethylene Public Company Limited

: 2008-2009 - Director, SPRC Company Limited

- Director, PTT Phenol Company Limited

: 2006-2009 - President, PTT Asahi Chemical Company Limited

- Director, HMC Polymers Company Limited

- Director, PTT Polymer Logistic Company Limited

: 2005-2009 - Managing Director, PTT Polymer Marketing Company Limited

- President, PTT Asahi Chemical Company Limited

Expertise : Energy, Petroleum, Petrochemical, and Business Management

Nomination Procedure : Under the consideration of The Nomination and Remuneration Committee and the Board of Directors (Details stated in the Invitation to attend the 2013 AGM page 4-5)

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 : Yes

Criminal Offence Record during the Past 10 years : None

Qualification according to the laws and does not have prohibited qualification according to the announcement of the Capital Market Supervisory Board (CMSB) : Yes

Family relationship within the Company, major shareholder or subsidiaries : None

Term of IRPC Director Office : First Term (January 2009-2010)
(Mr. Pailin Chuchottaworn was appointed according to IRPC Board of Directors Resolution No. 15/2008 to replace Mr. Piti Yimprasert)
Second Term (2010-2013)

Meeting Attendance in 2012 : 1. Board of Directors 11/13 Times (or 84.6%)
: 2. Executive Committee 11/12 Times (or 91.7%)

Possession of IRPC Shares : 100,000 shares (or 0.00049% of total voting shares)

Holding Position of Director/ Executive/ Advisor in other companies

The Nominee	Listed Companies		Non-Listed Companies		Board Member/Management in other organization that may have conflicts of interest with IRPC
	Total	Position	Total	Position	
Mr. Pailin Chuchottaworn	2	1. President & CEO, PTT Plc. 2. Director, PTT Exploration and Production Plc.	7	1. Chairman, Petroleum Refining Industrial Club, the Federation of Thai Industries 2. Director, Thai Listed Companies Association 3. Director, the Federation of Thai Industries 4. Director, National Science and Technology Development Agency 5. Director, National Nano Technology Center 6. Director, The Petroleum and Petrochemical College 7. Director, National Metal and Materials Technology Center	1. President & CEO, PTT Plc which operates in Petroleum and Petrochemical businesses and IRPC's major shareholder (38.52%) with related/connected transactions. 2. Director, PTT Exploration and Production Plc. which operates In Petroleum exploration and production, and also has PTT Plc. as major shareholder (65%)

Performance in 2012

1. Giving suggestions that enhance the development of the Company's business to create added value and increase competitiveness in the long run.
2. Promoting the Company's business based on good corporate governance which enhances equitable treatment to all stakeholders and promoting the Corporate Governance principles to employees at all levels.
3. Giving directions to operate the Company's business with considerations on environmental issues as well as corporate social responsibility to reinforce the corporate reputation.
4. As an Executive Director, involved in refining the Company's business plan, annual budget and investment policy and proposing to the Board of Directors.

Brief personal profile of nominated candidates to be elected as new directors



Name-Last Name : Mr. Triumph Jalichandra

Age : 54 Years

Proposed Position : Independent Director

Education : Bachelor of Laws, Ramkhamhaeng University
: Barrister at law
: Master of Law, Bristol University, England

Training Program : None

Training Program for Director : None

Present Position : Independent Director/Audit Committee , IRPC Public Company Limited
: Secretary to Deputy Attorney General, Deputy Attorney General Office

Work Experience : Debt restructuring Committee, Thai Asset Management Corporation
: Debt restructuring Committee, Sukhumvit Asset Management Corporation
: Secretary to Deputy Attorney General, Deputy Attorney General Office
: Secretary to Inspector-General, Inspector-General Office

Expertise : Legal, Governance and Management

Nomination Procedure : Under the consideration of The Nomination and Remuneration
Committee and the Board of Directors (Details stated in the Invitation to attend the
2013 AGM page 4- 5)

Qualification according to Cabinet's Resolution on January 24, 2011 regarding the - : Yes
appointment of high-level government officials or persons as directors in many state enterprises

Criminal Offence Record during the Past 10 years : None

Qualification according to the laws and does not have prohibited qualification : Yes
according to the announcement of the Capital Market Supervisory Board (CMSB)

Family relationship within the Company, major shareholder or subsidiaries : None

Term of IRPC Directorship : First Term (April 2012-2013)
(Mr. Triumph Jalichandra was appointed according to IRPC Board of
Directors Resolution No.3/2012 to replace Mrs. Rawittha Pongnuchit)

Meeting Attendance in 2012 : 1. Board of Directors 7/8 Times (or 87.5%)
: 2. Executive Committee 7/7 Times (or 100%)

Possession of IRPC Shares : - None -

Holding Position of Director/ Executive/ Advisor in other companies

The Nominee	Listed Companies		Non-Listed Companies		Board Member/Management in other organization that may have conflicts of interest with IRPC
	Total	Position	Total	Position	
Mr. Trumph Jalichandra	-	- None -	-	- None -	- None -

Additional Qualifications for the Nominated Independent Director

1. Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years.	Qualifications	
1.1 Taking part in the management of being and employee, staff member, advisor who receives a regular salary.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1.2 Being professional services provider, e.g., auditor, legal advisor.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1.3 Having business relation that is material and could be barrier to independent judgment.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1.4. Family Relationship with other Directors, or management, or major shareholders	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2. Being an owner, director, management, employee or advisor who receive regular salary or holding more than one per cent of shares with voting rights of the company with the same business as IRPC and its competition is significant.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

Remark: The definition of Independent Director is attached as in Enclosure 7

Performance in 2012

1. Giving suggestions that enhance the development of the Company's business to create added value and increase competitiveness in the long run.
2. Promoting the Company's business based on good corporate governance which enhances equitable treatment to all stakeholders and promoting the Corporate Governance principles to employees at all levels.
3. Giving directions to operate the Company's business with considerations on environmental issues as well as corporate social responsibility to reinforce the corporate reputation.
4. As a member of Audit Committee involved in examining and monitoring the Company's performance, financial reports and internal audit system.

Brief personal profile of nominated candidates to be elected as new directors



Name-Last Name : Mr. Songpope Polachan

Age : 59 Years

Proposed Position : Director

Education : Bachelor of Science (Geology), Chiangmai University
: Ph.D. (Petroleum Geology), Royal Holloway and Bedford New College, University of London, U.K.

Training Program : Top Executive Program in Administrative Justice Development, Administrative Justice Development Institute, Class 3
: Executive Program, Energy Literacy for a Sustainable Future (TEA.), Class 2, Thailand Energy Academy
: Diploma, National Defence College, Class 50 (2007)
: Advanced Executive Program, Kellogg School of Management, Northwestern University, USA
: ASEAN Executive Program, New York, USA
: Senior Executive Service Course, Class 19, Office of the Civil Service Commission

Training Program for Director : Director Accreditation Program (DAP), Class 23/2004
: Finance for Non-Finance Directors Program (FND) Class 9/2004

Present Position : Director-General, the Department of Mineral Fuels, Ministry of Energy
: President of Geological Society of Thailand

Work Experience : 2006 - Deputy Director-General, the Department of Mineral Fuels, Ministry of Energy
: 2002 - Director of Policy and Strategy Coordination, Office of the Permanent Secretary, Ministry of Energy
: 2000 - Head of Policy and Planning, Mineral Fuel Division, Department of Mineral Resources
: 1996 - Deputy Chief Executive Office, the Malaysia-Thailand Joint Authority (MTJA)

Expertise : Energy and Management

Nomination Procedure : Under the consideration of The Nomination and Remuneration Committee and the Board of Directors (Details stated in the Invitation to attend the 2013 AGM page 4-5)

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 : Yes

Criminal Offence Record during the Past 10 years : None

Qualification according to the laws and does not have prohibited qualification according to the announcement of the Capital Market Supervisory Board (CMSB) : Yes

Family relationship within the Company, major shareholder or subsidiaries : None

Term of IRPC Directorship : None

Meeting Attendance in 2012 : None

Possession of IRPC Shares : None

Holding Position of Director/ Executive/ Advisor in other companies

The Nominee	Listed Companies		Non-Listed Companies		Board Member/Management in other organization that may have conflicts of interest with IRPC
	Total	Position	Total	Position	
Mr. Songpope Polachan	-	- None –	2	1. Director-General, the Department of Mineral Fuels, Ministry of Energy 2. President of Geological Society of Thailand	- None –

Director's Vision

1. Cooperate with the Board and Management to manage IRPC to become the leading Petrochemical Complex in Asia by adding maximum value and sustainable growth, maintaining the standards of operational excellence, environmental conservation as well as promoting consumption of alternative energy appropriately.
2. Encourage IRPC to perform in compliance with good corporate governance principles and fairness along with consideration to the benefits of all stakeholders.

Definition of Independent Director, IRPC Public Company Limited

1. Hold not more than 0.5% of the voting shares in the Company, its subsidiaries, associates, or related companies, major shareholder or person with controlling power over the Company, whilst the number of shares held by any related person of such an independent director must also be counted.
2. Have not been or are not involved in the management, employees, wage earners, advisors on the payroll of the Company, its subsidiaries, associates, or equivalent companies, major shareholder or person with controlling power over the Company except when such qualifications have ended for more than two years, provided that such restriction or prohibition shall not apply to an independent director who has been a government authority, which is the major shareholder of the Company or the person having controlling power over the Company.
3. Are not related by blood or registration as parents, spouses, siblings, or children, spouses of any of the children to members of the management, major shareholders, those exercising control, or those about to be nominated as members of the management or those exercising control over the Company or subsidiaries.
4. Do not have and have not any business relationship with the Company, subsidiaries, associated companies, major shareholders or those exercising control over the Company in the manner in which independent discretion might be affected, and not be and have not been a substantial shareholder of or a person having power to control the person that has business relationship with the Company, subsidiaries, associated companies, major shareholders or those exercising control over the Company unless such an independent director has not been a person referred to above for at least two years.

Business referred to in the first paragraph above shall meant to include any ordinary course of business or trade for business engagement purpose, any lease taking or lease out of any property, any transaction relating to asset or service, any financial support or acceptance of financial support by way of either borrowing, lending, guaranteeing or collateral providing or any other manner similar thereto that could result to an obligation required to be performed by the applicant or the party thereto in an amount of three percent or more of the net tangible asset value of the applicant or twenty million baht or more, whichever is lesser. In light of this, the method for calculating the value of connected transaction pursuant to the Capital Market Supervising Committee's Notification, Re: Regulations in respect of an Entering into a Connected Transaction shall be applied mutatis mutandis for the purpose of calculation of such amount of debt of the applicant, provided that the amount of the debt incurred during the past one year prior to the date on which such a business relationship with such a business relationship with such person exists;

5. Is not and has not been an auditor of the Company, subsidiary, associated company, major shareholder or those with controlling power over the Company and not be and have not been a substantial shareholder of, a person having power to control over, or a partner of any auditing firm or office in which the auditor of the Company, subsidiary, associated company, major shareholder or those with controlling power over the Company unless such an independent director has not been a person referred to above for at least two years.
6. Is not and has not been a professional advisor, including legal or financial advisor who obtains fee more than two million baht a year from the Company, subsidiary, associated company, major shareholder or those with controlling power over the company and is not and have not been a substantial shareholder of, a person having controlling power over, or a partner of any of such professional service provider firm or office, unless such an independent director has not been a person referred to above for at least two years.
7. Is not a director appointed as a representative of a director of the Company, a representative of a major shareholder of the Company, or a representative of a shareholder of the Company which is a related person of the major shareholder of the Company;
8. Does not engage in any business with similar nature as that of the Company and is competitive with the business of the Company, subsidiary or is not a substantial partner in a partnership, a director participating in any management role, an employee or officer, an advisor obtaining regular salary from, or a shareholder holding more than one percent of the voting shares of accompany engaging in any business with similar nature to the Company or subsidiary.
9. Does not have any characteristics which will inept the ability to provide independent comment or opinion on the operation of the Company.

Information of the Independent Directors
who have been appointed as proxy of the shareholders who cannot attend the meeting

Name	Age	Position	Address	Having interest in agenda proposed in the 2013 Annual General Meeting
1. Mr.Cherdpong Siriwit	66	Independent Director / Chairman of Audit Committee / Chairman of Corporate Governance Committee	9/142 Panya Ramintra Soi 2/3 Panya intra road, Khanna Yao Bangkok 10230	None
2. Mr.Woothisarn Tanchai	54	Independent Director / Executive Director / Nomination and Remuneration Director	4 Soi Supapong 1 Intersection 3-1 Srinakarin road, Nong Bon, Prawet, Bangkok 10250	None
3. Mr.Narongkorn Chawalsantati	56	Independent Director	99/164 The Legacy Viphawadi Soi 8 Ladprao road, Ladyao Chatuchak Bangkok 10900	None
4. LTG.Preecha Wanarat	64	Independent Director / Audit Committee	52/712 Muangthongthani Soi 17 Tiwanon Road, Bangpood Pakkred Nonthaburi 11120	None
5. Mr. Jade Thanawat	65	Independent Director / Corporate Governance Committee	20/480 Grand Canal Prachachuen road, Bang Talat, Pakkred Nonthaburi 11120	None

Remark: Profiles of Independent Directors and their business performances are described in the 2012 Annual Report under titles “Board of Directors” Page 18-27, “CG Report Section 5: Board’s Responsibility” Page 47-52 and “Performance Review” Page 79-94.

Articles of Association
of
IRPC Public Company Limited

CHAPTER 1 GENERAL PROVISIONS

Article 1. In this Articles of Association

"Company"	means	IRPC Public Company Limited
"Laws"	means	The Public Limited Company Act and the Securities and Exchange Act
"Registrar"	means	The registrar according to the Public Limited Company Act
"Share Registrar"	means	The securities registrar according to the Securities and Exchange Act

Article 2. Unless otherwise provided herein, the provisions of Laws shall apply.

CHAPTER 2 ISSUANCE OF SHARES

Article 3. The Company's shares consist of fully paid-up ordinary shares of equal value. The Company may issue preference shares, debentures, convertible preference shares and other securities under the law on securities and exchange. The conversion of preference shares (if any) into ordinary shares may be carried out upon the shareholder's submission of an application to the Company in accordance with the form prescribed by the Company along with the return of share certificates.

The conversion of debentures (if any) into ordinary shares may be carried out in accordance with the terms consented to by the Company and in accordance with the stipulations in the documents pertaining to the debentures.

With regard to the payment for shares and/or convertible debentures, the subscriber of shares or purchaser of shares may not set-off debts with the Company, except in the event of a business reorganization of the Company ordered by the court and the business reorganization plan specifies that payment for shares and/or convertible debentures by the subscriber of shares or purchaser of shares may be set-off against debts owed by the Company.

CHAPTER 4 BOARD OF DIRECTORS

Article 15. The board of directors shall comprise not less than 5 directors but not more than 17 directors, provided that not less than half of the total number of directors must have residence in the Kingdom and each director must have qualifications as required by the Public Limited Company Act.

Article 16 The voting method for electing directors shall be as follows:

- (1) Each shareholder shall be entitled to 1 vote per 1 share;

- (2) The election of directors may be made for individual director or directors as a group at one time in order to full the number of directors to be elected at such time as the shareholders' meeting deems appropriate. In voting whether for electing individual director or directors as a group, each director so elected by a shareholder shall receive the votes according to the number of all shares held by such shareholder in accordance with (1). Such votes cannot be allotted to any person at any number.
- (3) After the vote, the candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order until the Company have directors equivalent to the number of directors of the Company or equivalent to the number of directors required at such time. Where the votes for candidates in descending order are tied, which would cause the number of directors to be exceeded the number of directors that the Company may have or that to be elected at such time, the chairman of the meeting shall have a casting vote.

Article 17. At each annual general meeting of shareholders, 1/3 of the directors, that the Company may have, shall retire from office. If the number of directors is not a multiple of 3 then the number nearest to 1/3 must retire from office.

The directors who are to retire during the first and second year following the registration of the Company shall be drawn by lots. In every subsequent year, the director who has held office longest shall retire.

A retiring director may be re-elected.

Article 26. A director is entitled to emoluments from the Company in the form of a reward, meeting allowance, remuneration, bonus or other forms of benefits pursuant to the Articles or as stipulated by the shareholders' meeting. The meeting of shareholders may prescribe a fixed amount or provide rules for making a determination, and the prescription may be applicable to a certain occasion or for an indefinite period until a subsequent alteration. In addition, a director shall receive stipends and welfare benefits pursuant to the regulations of the Company.

The provisions in paragraph one shall not prejudice the rights of employees and hired workers of the Company who are appointed as Directors to receive emoluments and benefits in their capacities as an employee or hired worker of the Company.

CHAPTER 5 SHAREHOLDERS' MEETINGS

Article 30. The board of directors shall arrange for an annual general meeting of shareholders within 4 months from the end of the fiscal year of the Company. All other general meeting of shareholders are called "extraordinary general meeting". The board of directors may convene extraordinary general meeting of shareholders whenever they think fit.

Article 31. The shareholders holding not less than 1/5 of the total number of shares sold or not less than 25 shareholders holding not less than 1/10 of the total number of share sold, may submit their names in writing in order to request the board of directors to convene an extraordinary general meeting of shareholders, provided that the written request shall specify clearly the reasons for convening such meeting. The board of directors

shall convene a shareholders' meeting to be held within 1 month from the date of receipt of such request from the said shareholders.

Article 32. In convening a shareholders' meeting, the board of directors shall prepare a notice specifying the place, date, time, agenda and matters to be proposed to the meeting, as well as adequate details that clearly indicate whether such matters are proposed for acknowledgement, approval, or consideration, as the case may be; and the board of directors' opinions on such matters. The notice shall be sent to the shareholders and the Registrar not less than 7 days prior to the date of the meeting and be advertised in a newspaper for 3 consecutive days, not less than 3 days prior to the date of the meeting.

The place of meeting pursuant to the first paragraph shall be in the area which the head office or branch office of the Company is located or in a nearby province.

Article 33. At a shareholders' meeting, there shall be not less than 25 shareholders and proxies, or not less than one half of the total number of shareholders, whichever is the less, and in either case such shareholders and proxies shall hold shares altogether not less than 1/3 of the total number of share sold attending the meeting to constitute a quorum, unless otherwise stipulated by Laws.

At any shareholders' meeting, if the number of shareholders attending the meeting does not constitute a quorum within 1 hour after the appointed time, the meeting shall be cancelled if it was convened by the request of shareholders. If the meeting was not convened by the request of shareholders, the meeting shall be convened once again and the notice convening the meeting shall be sent to the shareholders not less than 7 days prior to the date of the meeting. At such subsequent meeting, a quorum is not required.

Article 34. Unless otherwise stipulated by this Articles of Association or the Laws, decisions or resolutions of the shareholders' meeting shall be passed by a majority of the shareholders attending and voting in the meeting.

For each vote, 1 share shall count as 1 vote. Any shareholder who has interests in any matter shall not be entitled to vote on such matter except for electing a director.

In the event of a tied vote, the chairman of the meeting shall have a casting vote.

Article 35. In the following cases, the resolutions of the shareholders' meeting shall be passed by a vote of not less than 3/4 of the number of votes of shareholders attending the meeting and being entitled to vote in the meeting:

- (1) A sale or transfer of all or substantial part of the Company's business to any other person;
- (2) A purchase or acquisition or transfer of business of other companies or private companies by the Company;
- (3) An entering into, amendment or termination of any contract relating to a lease out of all or substantial part of the Company's business;
- (4) An assignment of the management control of the Company's business to any other person;

- (5) A merger with any other person for the purpose of profit and loss sharing;
- (6) An amendment to the Memorandum of Association or Articles of Association of the Company;
- (7) An increase or reduction of the capital of the Company or an issuance of debentures;
- (8) An amalgamation or dissolution of the Company.

Articles 35/1. In case the Company enters into any connected transaction, or acquisition or disposal of material assets of the Company under the rules of the Stock Exchange of Thailand, the Company shall comply with the rules as prescribed by the Stock Exchange of Thailand in respect of such matter.

In case the Company requires approval from the shareholders in order to enter into a connected transaction, or acquisition or disposal of material assets of the Company, such approval shall be passed by not less than three-fourth (3/4) of the number of votes of the shareholders or their proxies attending the meeting and being entitled to vote, excluding the votes of the interested shareholders.

Article 36. The agenda to be transacted at the annual general meeting of shareholders shall be as follows:

- (1) To acknowledge report of the board of director with respect to the performance of the past 1 year including their opinions for further actions;
- (2) To consider and approve the balance sheet and the profit and loss statement;
- (3) To consider and approve the appropriation of the profit;
- (4) To elect directors in place of those retiring by rotation;
- (5) To appoint an auditor and specify the remuneration for the auditor;
- (6) Other business.

Article 37. The chairman of the board of directors shall be the chairman of the shareholders' meeting. In the event that the chairman is absent or unable to perform his/her duties, if there is a vice-chairman, the vice-chairman shall act as the chairman of the meeting. If there is no vice-chairman or there is but he/she is unable to perform his/her duties, the shareholders attending the meeting shall elect one of them to act as the chairman of the meeting.

Article 38. The chairman of the shareholders' meeting shall be responsible for conducting the meeting in accordance with the Articles of Association of the Company. The chairman shall conduct the meeting in the order as arranged in the notice of the meeting unless the meeting resolves to change the order of the agenda with votes of not less than 2/3 of the number of shareholders attending the meeting.

Article 39. A shareholder may appoint other person who has reached maturity as his/her proxy to attend the meeting and vote on his/her behalf. The appointment of such proxy must be made in writing. The instrument appointing a proxy shall specify date and

signature of the shareholder in the form as prescribed by the Registrar which shall have at least the following details:

- (1) The number of shares held by the shareholder;
- (2) Name of the proxy;
- (3) The meeting in which the proxy is appointed to attend, as well as period of appointment of the proxy. The proxy shall submit the proxy instrument to the chairman or the person assigned by the chairman at the place of meeting before entering the meeting.

CHAPTER 6 ACCOUNTS, FINANCE AND AUDITION

Article 40. The fiscal year of the Company shall commence on the 1st of January and end on the 31st of December of each year.

Article 41. The Company shall arrange for making, maintaining as well as auditing the accounts in accordance with the laws concerning therewith.

Article 42. The Company shall arrange for making a balance sheet and a profit and loss statement at the end of the fiscal year of the Company and propose them to the annual general meeting of shareholders for consideration and approval.

The board of directors shall arrange such balance sheet and profit and loss statement to be completely audited before proposing to the shareholders' meeting.

Article 43. The board of directors shall send the following documents to the shareholders together with the notice convening the annual general meeting of shareholders:

- (1) Copies of the audited balance sheet and profit and loss statement together with the audit report of the auditor;
- (2) Annual report of the board of directors.

Article 44. Dividends shall not be paid out of any type of fund other than out of the profits. The amount of profits remaining from the dividend payment shall be appropriated as other reserve funds as the board of directors deems appropriate.

The board of director may pay interim dividends from time to time to the shareholders if the Company's profit is adequate for doing so. After such dividend payment, the board of director shall then report the same to the shareholder at the next meeting.

A dividend shall be paid within the time period as prescribed by Laws. A written notice shall be sent to the shareholders and a notice of dividend payment shall also be published in the newspaper.

Article 45. The Company shall appropriate to the reserve fund of not less than 5 percent of the annual net profit, less the accumulated loss carried forward (if any) until the reserve fund reaches not less than 10 percent of the registered capital.

Article 46. Where the shares in the Company have not yet been sold out according to the number of share registered or where the Company has already registered an increase of capital, the Company may pay dividends, in whole or in part, by issuing new ordinary

shares to the shareholders provided that the approval of the shareholders' meeting shall be granted.

- Article 47. The auditor shall not be a director, staff, employee, or officer of any position of the Company.
- Article 48. The auditor has power to examine the accounts, documents and any other evidence relating to the revenues and expenditures as well as the assets and liabilities of the Company during the office hours as well as to request for clarification of fact or delivery of documents or evidence relating to business operations of the Company.
- Article 49. The auditor has a duty to attend the shareholders' meeting whenever it is held to consider the balance sheet, the profit and loss statement and the problems relating to the accounts of the Company in order to give explanation to the shareholders about the auditing of accounts. The Company shall also send to the auditor the reports and documents of the Company which should be sent to the shareholders in that shareholders' meeting.
- Article 50. The annual general meeting of shareholders shall appoint an auditor and determine the auditing fee of the Company every year. In appointing the auditor, the former auditor may be reappointed.
- Article 51. The Company shall deliver to the Registrar the annual report together with copies of the balance sheet and the profit and loss statement which have already been audited by the auditor and approved by the shareholders' meeting and a copy of the minutes of the shareholders' meeting, specifically the part concerning the approval of the balance sheet, the allocation of profit and the distribution of dividends, certified to be true by a person authorised to sign on behalf of the Company. The Company shall also publish the balance sheet for public information in a newspaper for a period of at least 1 day within 1 month of the date of the shareholders' meeting at which approval of the balance sheet was granted.

Remark: The Company's Articles of Association is posted online at the Company's website (www.irpc.co.th)

หนังสือมอบฉันทะ (แบบ ก.) / Proxy Form (Form A)

เขียนที่/Written at _____

วันที่/Date _____ เดือน/Month _____ พ.ศ./year _____

(1) ข้าพเจ้า _____ สัญชาติ _____

I/We _____ Nationality _____

อยู่บ้านเลขที่ _____ ถนน _____ ตำบล / แขวง _____

Residing at _____ Road _____ Sub-district _____

อำเภอ / เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____

District _____ Province _____ Postal Code _____

(2) เป็นผู้ถือหุ้นของบริษัท ไออาร์พีซี จำกัด (มหาชน)

being a shareholder of IRPC Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้

holding a total amount of _____ share(s) and have a right to vote equal to _____ vote(s) as follows:

☐ หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง

ordinary share(s) _____ share(s) having a right to vote equal to _____ vote(s)

☐ หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง

preference share(s) _____ share(s) having a right to vote equal to _____ vote(s)

(3) ขอมอบฉันทะให้

hereby appoint

โปรดกาเครื่องหมายหน้าชื่อผู้รับมอบฉันทะเพียงชื่อเดียว / PLEASE SELECT ONLY ONE PROXY

☐ (1) _____ อายุ _____ ปี

age _____ years

อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____

residing at _____ Road _____ Tambon/Sub-district _____

อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ

Amphur/District _____ Province _____ Postal Code _____ or _____

☐ (2) นายเชิดพงษ์ สิริวิทย์ กรรมการอิสระ อายุ 66 ปี

Mr. Cherdpong Siriwit Independent Director age 66 years

อยู่บ้านเลขที่ 9/142 หมู่บ้านปัญญาธรรมอินตรา ซอย 2/3 ถนน ปันญาอินตรา ตำบล/แขวง คันทวยาว

residing at 9/142 Panya Ramintra Soi 2/3 Road Panya Intra Tambon/Sub-district Khanna Yao

อำเภอ/เขต คันทวยาว จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10230 หรือ

Amphur/District Khanna Yao Province Bangkok Postal Code 10230 or _____

☐ (3) นายวุฒิสาร ตันไชย กรรมการอิสระ อายุ 54 ปี

Mr. Woothisarn Tanchai Independent Director age 54 years

อยู่บ้านเลขที่ 4 ซอยสุภาพพงษ์ แยก 3-1 ถนน ศรีนครินทร์ ตำบล/แขวง นongบอน

residing at 4 Soi Supapong intersection 3-1 Road Srinakarin Tambon/Sub-district Nong Bon

อำเภอ/เขต ประเวศ จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10250 หรือ

Amphur/District Prawet Province Bangkok Postal Code 10250 or _____

☐ (4) นายณรงค์กร ชาวลสันตติ กรรมการอิสระ อายุ 56 ปี

Mr. Narongkorn Chawalsantati Independent Director age 56 years

อยู่บ้านเลขที่ 99/164 เดอะ เลกาซี วิภาวดี ซอย 8 ถนน ลาดพร้าว ตำบล/แขวง ลาดยาว

residing at 99/164 The Legacy Viphawadi Soi 8 Road Laprao Tambon/Sub-district Ladyao

อำเภอ/เขต จตุจักร จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10900 หรือ

Amphur/District Chatuchak Province Bangkok Postal Code 10900 or _____

<input type="checkbox"/> (5)	พลโทปรีชา	วรรณรัตน์	กรรมการอิสระ	อายุ	64	ปี
	Lt. Gen. Preecha	Wanarat	Independent Director	age	64	years
อยู่บ้านเลขที่	52/712	เมืองทองธานี ซอย 17	ถนน	ติวานนท์	ตำบล/แขวง	บางพุด
residing at	52/712	Muangthongthani 17	Road	Tiwanon	Tambon/Sub-district	Bangpood
อำเภอ/เขต	ปากเกร็ด	จังหวัด	นนทบุรี	รหัสไปรษณีย์	11120	
Amphur/District	Pakkred	Province	Nonthaburi	Postal Code	11120	
<input type="checkbox"/> (6)	นายเจตน์	ธนวัฒน์	กรรมการอิสระ	อายุ	65	ปี
	Mr. Jade	Thanawat	Independent Director	age	65	years
อยู่บ้านเลขที่	20/480	หมู่บ้าน แกรนด์ แคนัล	ถนน	ประชาชื่น	ตำบล/แขวง	บางตลาด
residing at	20/480	Grand Canal	Road	Prachachuen	Tambon/Sub-district	Bang Talat
อำเภอ/เขต	ปากเกร็ด	จังหวัด	นนทบุรี	รหัสไปรษณีย์	11120	
Amphur/District	Pakkred	Province	Nonthaburi	Postal Code	11120	

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2556 ในวันศุกร์ที่ 5 เมษายน 2556 เวลา 9.30 นาฬิกา ณ ห้องบางกอกคอนเวนชันเซ็นเตอร์ ชั้น 22 โรงแรมเซ็นทารา แกรนด์ และ บางกอกคอนเวนชันเซ็นเตอร์ เซ็นทรัลเวิลด์ เลขที่ 999/99 ถนนพระราม 1 เขตปทุมวัน กรุงเทพมหานคร 10330 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

only one of the above as my/our proxy to attend and vote on my/our behalf in the 2013 Annual General Meeting of Shareholders to be held on April 5, 2013 as from 9.30 a.m. at Bangkok Convention Centre, 22nd floor Centara Grand & Bangkok Convention Centre at CentralWorld No. 999/99 Rama 1 Road, Pathumwan, Bangkok 10330 or such other date, time and place should the meeting be postponed.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any actions performed by the proxy in the meeting shall have an effect as if such actions have been performed by me/us in all respects.

ลงชื่อ/Signed _____ ผู้มอบฉันทะ/Appointer
()

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

หมายเหตุ/Remarks

ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorise only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.

กรณีที่มีมอบฉันทะ ผู้รับมอบฉันทะต้องนำแบบฟอร์มลงทะเบียนและหนังสือมอบฉันทะซึ่งกรอกรายละเอียดพร้อมแนบสำเนาเอกสารหลักฐานอย่างครบถ้วนแล้วมาแสดงต่อพนักงานลงทะเบียน

In case the shareholder appoints the proxy, the proxy must present the registration form and the completed proxy form along with the required documents to the registration staff.

หนังสือมอบฉันทะ (แบบ ข.) / Proxy Form (Form B)

อกร
 แสดงปี
 20 บาท

เขียนที่/Written at _____
 วันที่/Date _____ เดือน/Month _____ พ.ศ./year _____

(1) ข้าพเจ้า _____ สัญชาติ _____
 I/We _____ Nationality _____
 อยู่บ้านเลขที่ _____ ถนน _____ ตำบล / แขวง _____
 Residing at _____ Road _____ Sub-district _____
 อำเภอ / เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
 District _____ Province _____ Postal Code _____

(2) เป็นผู้ถือหุ้นของบริษัท ไออาร์พีซี จำกัด (มหาชน)

being a shareholder of IRPC Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
 holding a total amount of _____ share(s) and have a right to vote equal to _____ vote(s) as follows:
☐ หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
 ordinary share(s) _____ share(s) having a right to vote equal to _____ vote(s)
☐ หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
 preference share(s) _____ share(s) having a right to vote equal to _____ vote(s)

(3) ขอมอบฉันทะให้
 hereby appoint

โปรดกาเครื่องหมายหน้าชื่อผู้รับมอบฉันทะเพียงชื่อเดียว / PLEASE SELECT ONLY ONE PROXY

☐ (1) _____ อายุ _____ ปี
 _____ age _____ years

อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____
 residing at _____ Road _____ Tambon/Sub-district _____
 อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
 Amphur/District _____ Province _____ Postal Code _____ or

☐ (2) _____ นายเชิดพงษ์ สิริวิชัย กรรมการอิสระ อายุ 66 ปี
 Mr. Cherdpong Siriwit Independent Director age 66 years

อยู่บ้านเลขที่ 9/142 หมู่บ้านปณณารามอินทรา ซอย 2/3 ถนน ปณณาราม ตำบล/แขวง คันนายาว
 residing at 9/142 Panya Ramintra Soi 2/3 Road Panya Intra Tambon/Sub-district Khanna Yao
 อำเภอ/เขต คันนายาว จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10230 หรือ
 Amphur/District Khanna Yao Province Bangkok Postal Code 10230 or

☐ (3) _____ นายวุฒิสาร ตันไชย กรรมการอิสระ อายุ 54 ปี
 Mr. Woothisarn Tanchai Independent Director age 54 years

อยู่บ้านเลขที่ 4 ซอยสุภาพพงษ์ แยก 3-1 ถนน ศรีนครินทร์ ตำบล/แขวง หนองบอน
 residing at 4 Soi Supapong intersection 3-1 Road Srinakarin Tambon/Sub-district Nong Bon
 อำเภอ/เขต ประเวศ จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10250
 Amphur/District Prawet Province Bangkok Postal Code 10250

☐ (4) _____ นายณรงค์กร ชาวล้านตติ กรรมการอิสระ อายุ 56 ปี
 Mr. Narongkorn Chawalsantati Independent Director age 56 years

อยู่บ้านเลขที่ 99/164 เดอะ เลกซี่ วิภาวดี ซอย 8 ถนน ลาดพร้าว ตำบล/แขวง ลาดยาว
 residing at 99/164 The Legacy Viphawadi Soi 8 Road Laprao Tambon/Sub-district Ladyao
 อำเภอ/เขต จตุจักร จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10900
 Amphur/District Chatuchak Province Bangkok Postal Code 10900

<input type="checkbox"/> (5)	พลโทปรีชา	วรรณรัตน์	กรรมการอิสระ	อายุ	64	ปี
	Lt. Gen. Preecha	Wanarat	Independent Director	age	64	years
อยู่บ้านเลขที่	52/712	เมืองทองธานี ซอย 17	ถนน	ติวานนท์	ตำบล/แขวง	บางพุด
residing at	52/712	Muangthongthani 17	Road	Tiwanon	Tambon/Sub-district	Bangpood
อำเภอ/เขต	ปากเกร็ด	จังหวัด	นนทบุรี	รหัสไปรษณีย์	11120	
Amphur/District	Pakkred	Province	Nonthaburi	Postal Code	11120	
<input type="checkbox"/> (6)	นายเจตน์	ธนวัฒน์	กรรมการอิสระ	อายุ	65	ปี
	Mr. Jade	Thanawat	Independent Director	age	65	years
อยู่บ้านเลขที่	20/480	หมู่บ้าน แกรนด์ คาแนล	ถนน	ประชาชื่น	ตำบล/แขวง	บางตลาด
residing at	20/480	Grand Canal	Road	Prachachuen	Tambon/Sub-district	Bang Talat
อำเภอ/เขต	ปากเกร็ด	จังหวัด	นนทบุรี	รหัสไปรษณีย์	11120	
Amphur/District	Pakkred	Province	Nonthaburi	Postal Code	11120	

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2556 ในวันศุกร์ที่ 5 เมษายน 2556 เวลา 9.30 นาฬิกา ณ ห้องบางกอกคอนเวนชันเซ็นเตอร์ ชั้น 22 โรงแรมเซ็นทารา แกรนด์ และ บางกอกคอนเวนชันเซ็นเตอร์ เซ็นทรัลเวิลด์ เลขที่ 999/99 ถนนพระราม 1 เขตปทุมวัน กรุงเทพมหานคร 10330 หรือที่แจ้งเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

only one of the above as my/our proxy to attend and vote on my/our behalf in the 2013 Annual General Meeting of Shareholders to be held on April 5, 2013 as from 9.30 a.m. at Bangkok Convention Centre, 22nd floor Centara Grand & Bangkok Convention Centre at CentralWorld No. 999/99 Rama 1 Road, Pathumwan, Bangkok 10330 or such other date, time and place should the meeting be postponed.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this meeting, I/we authorise my/our proxy to vote on my/our behalf as follows:

☐ **ระเบียบวาระที่ 1 เรื่อง** **เรื่องที่ประธานแจ้งให้ที่ประชุมทราบ**
 Agenda 1 Subject: Notice of the Chairman for Acknowledgement

☐ **ระเบียบวาระที่ 2 เรื่อง** **รับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2555 เมื่อวันที่ 5 เมษายน 2555**
 Agenda 2 Subject: To certify the minute of IRPC 2012 Annual General Meeting of Shareholders held on April 5, 2012

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
 Approve Disapprove Abstain

☐ **ระเบียบวาระที่ 3 เรื่อง** **รับทราบรายงานของคณะกรรมการบริษัท เกี่ยวกับกิจการของบริษัท ในรอบปี 2555**
 Agenda 3 Subject: To acknowledge the report of the Board of Directors relating to the Company's business operation of the year 2012

☐ **ระเบียบวาระที่ 4 เรื่อง** **พิจารณาอนุมัติงบการเงินของบริษัท ประจำปี 2555**
 Agenda 4 Subject: To Consider and approve the Company's Financial Statement of the year 2012

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
 Approve Disapprove Abstain

☐ **ระเบียบวาระที่ 5 เรื่อง พิจารณานุมัติการจ่ายเงินปันผลสำหรับผลการดำเนินงานปี 2555**

Agenda 5 Subject: To consider and approve the dividend payment of the Company's 2012 Operating Results

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

☐ **ระเบียบวาระที่ 6 เรื่อง พิจารณาแต่งตั้งกรรมการแทนกรรมการที่ออกตามวาระ**

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

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ การแต่งตั้งกรรมการทั้งชุด

Appointment of the entire board of directors

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

☐ การแต่งตั้งกรรมการเป็นรายบุคคล

Appointment of an individual director

ชื่อกรรมการ: นายชายน้อย เผื่อนโกสุม

Name of director: Mr. Chainoi Puankosoom

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

ชื่อกรรมการ: นายวิชิต ปลั่งศรีสกุล (กรรมการอิสระ)

Name of director: Mr. Wichit Plungsrisakul (Independent Director)

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

ชื่อกรรมการ: นายไพรินทร์ ชูโชติถาวร

Name of director: Mr. Pailin Chuchottaworn

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

ชื่อกรรมการ: นายธัมภ์ ชาลิจันทร์ (กรรมการอิสระ)

Name of director: Mr. Triumph Jalichandra (Independent Director)

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

ชื่อกรรมการ: นายทรงภพ พลจันทร์

Name of director: Mr. Songpope Polachan

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

☐ **ระเบียบวาระที่ 7 เรื่อง พิจารณากำหนดค่าตอบแทนกรรมการประจำปี 2556**

Agenda 7 Subject: To consider and approve the directors' remuneration for the year 2013

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve Disapprove Abstain

☐ **ระเบียบวาระที่ 8 เรื่อง พิจารณาแต่งตั้งผู้สอบบัญชีของบริษัทฯ และกำหนดจำนวนเงินค่าสอบบัญชีสำหรับปี 2556**

Agenda 8 Subject: To consider and approve the appointment of auditor and determine auditors' fee for the year 2013

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve Disapprove Abstain

☐ **ระเบียบวาระที่ 9 พิจารณานุมัติการออกหุ้นกู้ในประเทศและ/หรือต่างประเทศระยะเวลา 5 ปี (2556-2560)**

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

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve Disapprove Abstain

☐ **ระเบียบวาระที่ 10 เรื่องพิจารณาอื่นๆ (ถ้ามี)**

Agenda 10 Subject: To consider other matters (if any)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในระเบียบวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Any vote cast by the proxy in any agenda which is not in compliance with this proxy form shall be invalid and shall not be regarded as the vote cast by me/us as the shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในระเบียบวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we do not indicate my/our intention to vote in any agenda, or indicate my/our intention unclearly or in case the meeting considers or resolves on any matter in addition to the above agendas, including where there is any change or addition of fact in any aspect, the proxy shall be entitled to consider and vote on my/our behalf in all matters as it deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any actions performed by the proxy in the meeting, except where the proxy does not cast the vote as specified by me/us in the proxy form, shall have an effect as if such actions have been performed by me/us in all respects.

ลงชื่อ/Signed _____ ผู้มอบฉันทะ/Appointer
()

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

หมายเหตุ/Remarks

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorise only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.

2. ระเบียบวาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

For the agenda to appoint the directors, the entire board of directors can be appointed or each director can be appointed individually.

3. ในกรณีที่ระเบียบวาระที่จะพิจารณาในการประชุมมากกว่าระเบียบวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there are agenda to be considered other than the agenda specified above, the Appointer can further specify in the attachment to the Proxy Form (Form B).

กรณีที่มีมอบฉันทะ ผู้รับมอบฉันทะต้องนำแบบฟอร์มลงทะเบียนและหนังสือมอบฉันทะซึ่งกรอกรายละเอียดพร้อมแนบสำเนาเอกสารหลักฐานอย่างครบถ้วนแล้วมาแสดงต่อพนักงานลงทะเบียน

In case the shareholder appoints the proxy, the proxy must present the registration form and the completed proxy form along with the required documents to the registration staff.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข.

Attachment to the Proxy Form (Form B)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ไออาร์พีซี จำกัด (มหาชน)

Appointment of a proxy by the shareholder of IRPC Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2556 ในวันศุกร์ที่ 5 เมษายน 2556 เวลา 9.30 นาฬิกา ณ ห้องบางกอกคอนเวนชันเซ็นเตอร์ ชั้น 22 โรงแรมเซ็นทาราแกรนด์ และ บางกอกคอนเวนชันเซ็นเตอร์ เซ็นทรัลเวิลด์ เลขที่ 999/99 ถนนพระราม 1 เขตปทุมวัน กรุงเทพมหานคร 10330 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the 2013 Annual General Meeting of Shareholders to be held on April 5, 2013 as from 9.30 a.m. at Bangkok Convention Centre, 22nd floor Centara Grand & Bangkok Convention Centre at CentralWorld No. 999/99 Rama 1 Road, Pathumwan, Bangkok 10330 or such other date, time and place should the meeting be postponed.

☐ ระเบียบวาระที่ เรื่อง

Agenda Subject:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve Disapprove Abstain

☐ ระเบียบวาระที่ เรื่อง

Agenda Subject:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve Disapprove Abstain

☐ ระเบียบวาระที่ เรื่อง

Agenda Subject:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve Disapprove Abstain

☐ ระเบียบวาระที่ เรื่อง

Agenda Subject:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve Disapprove Abstain



ระเบียบวาระที่ _____ เรื่อง _____

พิจารณาเลือกตั้งกรรมการ (ต่อ)

Agenda

Subject:

To consider and approve the election of directors (Continued)

ชื่อกรรมการ _____

Name of director

☐ เห็นด้วย☐ ไม่เห็นด้วย☐งดออกเสียง

Approve

Disapprove

Abstain

ชื่อกรรมการ _____

Name of director

☐ เห็นด้วย☐ ไม่เห็นด้วย☐งดออกเสียง

Approve

Disapprove

Abstain

ชื่อกรรมการ _____

Name of director

☐ เห็นด้วย☐ ไม่เห็นด้วย☐งดออกเสียง

Approve

Disapprove

Abstain

ชื่อกรรมการ _____

Name of director

☐ เห็นด้วย☐ ไม่เห็นด้วย☐งดออกเสียง

Approve

Disapprove

Abstain

ชื่อกรรมการ _____

Name of director

☐ เห็นด้วย☐ ไม่เห็นด้วย☐งดออกเสียง

Approve

Disapprove

Abstain

ชื่อกรรมการ _____

Name of director

☐ เห็นด้วย☐ ไม่เห็นด้วย☐งดออกเสียง

Approve

Disapprove

Abstain

ชื่อกรรมการ _____

Name of director

☐ เห็นด้วย☐ ไม่เห็นด้วย☐งดออกเสียง

Approve

Disapprove

Abstain

ชื่อกรรมการ _____

Name of director

☐ เห็นด้วย☐ ไม่เห็นด้วย☐งดออกเสียง

Approve

Disapprove

Abstain

ชื่อกรรมการ _____

Name of director

☐ เห็นด้วย☐ ไม่เห็นด้วย☐งดออกเสียง

Approve

Disapprove

Abstain

ชื่อกรรมการ _____

Name of director

☐ เห็นด้วย☐ ไม่เห็นด้วย☐งดออกเสียง

Approve

Disapprove

Abstain

The 2012 Annual Report and /or the 2011-2012 Sustainability Development Report Requisition Form

To : Shareholders

The Company's 2012 Annual Report in compliant with the regulations of the Securities and Exchange Commission and the 2011-2012 Sustainability Development Report were prepared in bilingual CD-ROM enclosed with the Invitation to the Meeting.

In case that any Shareholders require the complete printed 2012 Annual Report and/or 2011-2012 Sustainable Development Report containing the same information as CD-ROM, please return the requisition form to the Company via the below address. The Company will send it to you upon your request.

Name.....Surname.....

Address.....

Tel.....E-Mail.....

Would like to receive the printed of (please check box ☐)

2012 Annual Report	2011-2012 Sustainability Development Report
<input type="checkbox"/> Printed	<input type="checkbox"/> Printed
<input type="checkbox"/> Thai	<input type="checkbox"/> Thai
<input type="checkbox"/> English	<input type="checkbox"/> English

Please return the requisition form to the Company at:

Corporate Governance Division

IRPC Public Company Limited

No. 555/2, Energy Complex, Building B, 10th Floor

Vibhvadi Rangsit Road, Chatuchak, Bangkok 10900

Fax. No. 02 649 7999

E-mail: ceo.office@irpc.co.th

*Each shareholder is entitled to receive only one book of 2012 Annual Report and/or 2011-2012 Sustainable Development Report.

IRPC Public Company Limited

555/2 Energy Complex, Building B, 6th Floor,
Vibhavadi Rangsit Road, Chatuchak,
Bangkok 10900 THAILAND
Tel. 66 (0) 2649-7000, 66 (0) 2649-7777
Fax. 66 (0) 2649-7001