



MINUTES OF THE 2016 ANNUAL GENERAL MEETING OF SHAREHOLDERS

IRPC Public Company Limited

Friday, April 1, 2016 at 09.30 a.m.

At Bangkok Convention Center, 22nd Floor

Centara Grand & Bangkok Convention Center at CentralWorld,

No. 999/99 Rama 1 Rd., Phatumwan, Bangkok 10330

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**Before the meeting started**

IRPC PLC played a video to inform the shareholders of the safety measures in using the meeting room and the emergency exits.

**The meeting started at 09.30 a.m.**

Mr. Tevin Vongvanich, Chairman of the Board of Directors, presided over the 2016 Annual General Meeting of Shareholders, as its chairman. He gave a welcome speech to all shareholders and introduced Directors, the management, Auditor, and Legal Advisor who attended the Meeting as follows:

**Directors present at the meeting** (100% in total)

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| 1. Mr. Tevin Vongvanich                 | Chairman of the Board  |
| 2. Mr. Cherdpong Siriwit                | Independent Director / Chairman of the Audit Committee   |
| 3. Mr. Woothisarn Tanchai               | Independent Director / Chairman of the Nomination and Remuneration Committee                               |
| 4. Mr. Watcharakiti Watcharothai        | Independent Director / Chairman of the Corporate Governance Committee                                      |
| 5. Mr. Sarun Rungkasiri                 | Director / Chairman of the Risk Management Committee / Member of the Nomination and Remuneration Committee |
| 6. Mr. Songpope Polachan                | Independent Director / Member of the Audit Committee / Member of the Nomination and Remuneration Committee |
| 7. Mr. Trumph Jalichandra               | Independent Director / Member of the Audit Committee   |
| 8. Mr. Ekniti Nitithanprapas            | Director / Member of the Risk Management Committee   |
| 9. Lieutenant General Sasin Thongpakdee | Independent Director / Member of the Corporate Governance Committee  |
| 10. Mr. Pramoul Chanpong                | Director / Member of the Corporate Governance Committee  |
| 11. Mr. Somnuk Bomrungsalee             | Director   |
| 12. Mr. Chavalit Punthong               | Director   |
| 13. Mr. Chansin Treenuchagron           | Director   |
| 14. Mr. Jessada Promjart                | Director   |
| 15. Mr. Sukrit Surabotsopon             | Director / Member of the Risk Management Committee / President   |

#### The management present at the meeting

1. Mrs. Rachadaporn Rajchataewindra Senior Executive Vice President, Corporate Accounting & Finance
2. Mr. Somkiat Lertritpuwadol Senior Executive Vice President, Corporate Commercial and Marketing
3. Ms. Monwipa Choopiban Executive Vice President, Corporate Affairs / Company Secretary
4. Mr. Pravet Assavadakorn Executive Vice President, Innovation Product Center
5. Ms. Awrapin Ketratanakul Executive Vice President, Office of Sustainability Management
6. Ms. Wanida Utaisomnapa Executive Vice President, Corporate Business Planning
7. Mr. Thammasak Panyowatkool Executive Vice President, Officiate as Office of Internal Audit Manager and Secretary of Audit Committee
8. Mr. Sirimet Leepagorn Executive Vice President / EVEREST Project Director
9. Mr. Chalor Panutrakul Executive Vice President, Corporate Business Development
10. Mr. Kraisit Anukoolutaiwong Executive Vice President, Corporate Human Resource
11. Mr. Phothiwat Paopongchuang Executive Vice President
12. Mr. Manit Suthaporn Legal Advisor

#### Auditor present at the meeting

Mr. Vichien Khingmontri CPA, license No. 3977  
PricewaterhouseCoopers ABAS Limited (PwC)

#### Legal Advisor present at the meeting

Ms. Peangpanor Boonklum Weerawong, Chinnavat & Peangpanor Co., Ltd.

#### Observer and neutral vote counter

Ms. Ratchada Klongprong Volunteer from the shareholders present at the meeting

The Chairman advised the Meeting that currently, the registered capital of IRPC PLC, 'the Company', was Baht 20,475,000,000 (Twenty Thousand Four Hundred and Seventy-Five Million Baht), divided into 20,475,000,000 (Twenty Thousand Four Hundred and Seventy Five Million) ordinary shares, at par value of Baht 1 per share and the Company had paid-up capital of Baht 20,434,419,246 (Twenty Thousand Four Hundred Thirty-Four Million Four Hundred Nineteen Thousand Two Hundred and Forty-Six Baht), representing 99.80 percent of the registered capital.

At the meeting held on the day, there were 3,286 shareholders\*, both present in person and by proxy, amounting to 13,305,111,204 shares held in total, representing 65.11 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 2016 Annual General Meeting of the Shareholders was called to order.

**\* Remarks**

1. In the course of the meeting, there were shareholders gradually attending the meeting. Therefore, at this meeting, there were 4,348 shareholders and proxies altogether with 13,375,364,511 shares in total, representing 65.46 percent of the paid-up shares. The Company presented the summary of the number of shareholders before the meeting was adjourned.

2. The Company provided extra care to facilitate shareholders who were elderly, physically challenged, or pregnant by arranging special seats and personnel to take care of them. Interpreters were also made available for foreign shareholders.

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, that a single shareholder or shareholders holding not less than 4 percent of the total shares were invited to propose any additional agenda items to be considered in the 2016 Annual General Meeting of the Shareholders, 3 months in advance commencing from September 25, 2015 to December 31, 2015. However, there was no additional agenda item proposed. Therefore, the Chairman would like the Meeting to consider the Agenda indicated in the invitation to the 2016 AGM sent to all 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 as follows:

1) In the vote counting, one share is equivalent to one vote. Each shareholder or proxy holder has a number of votes equal to the number of shares which the shareholder or proxy grantor holds. If a shareholder has any stake in any particular subject, the shareholder has no right to vote on such subject, except on electing directors.

2) Only votes casted on the agenda for considerations 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. In order to conveniently save time, those persons who voted 'against' and 'abstain' were requested to present themselves by raising their hands so that the staff would collect those ballots first. The ballots marked 'approve' were then collected afterwards. Those not submitting their ballots would be deemed voting 'approve' on the agenda. The ballots that were not submitted in each agenda were to be put in a box located near the exit of the convention hall.

4) If a shareholder or proxy holder would like to make comments or inquire further in each agenda item, it was advisable to do so by using the microphones prepared specifically for such activities. A shareholder or proxy was asked to introduce oneself by sharing one's full name and identifying oneself as shareholder or proxy before asking questions or making comments so that the minutes would be taken correctly and precisely.

## AGENDA 1: Notice of Chairman for Acknowledgement

The Chairman stated that in the year 2015, the Board of Directors, the Management and the Company's staff discharged their duties pursuing the Company's vision, policies, strategies and shareholders' resolutions. The Company had made progresses and was ready to grow steadily. The success was made possible because of the trust, cooperation and support received from all shareholders including all stakeholders.

On behalf of the Board of Directors 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. On the day, the meeting was organized with the Green Meetings approach\* to help conserve energy and reduce global warming. The Company's organization of the AGM aligning with this approach had continuously been certified by Thailand Business Council for Sustainable Development (TBCSD) since 2013. The Chairman thanked everyone for their support in the matter for the common benefits of every party.

### \* Remarks

The Green Meetings approach adopted by the Company: publishing the invitation to the 2016 AGM and supplement documents by using planted-forest papers, sending the AGM invitation to the shareholders enclosing the Annual Report and Sustainability Report in the form of CD-ROM as a replacement of the form of publication, preparing meals for the shareholders by selecting local product as most of the ingredients, setting the air-conditioning temperature at 25°C to save energy, decorating the venue with decorative plants grown in pots or with reusable plastic flowers, arranging bins for different types of recyclable garbage, providing self-service food and drink corner for the shareholders, preparing a return spot for leftover unused paper from the meeting, and selecting a meeting venue accessible by public buses and the sky train.

## AGENDA 2: To acknowledge the reports of the Board of Directors relating to the Company's business operations of the year 2015 and to consider the Company's financial statement of the year 2015

The Chairman presented the summary of the Company's operating results for the year 2015 to the meeting, the details of which appeared in the 2015 Annual Report page 146 – 155, submitted to shareholders along with the invitation to the 2016 AGM. The objectives that the Board of Directors put strong emphasis on involved business operations, the society, the environment, anti-corruption, and corporate governance. The Company was able to comply with its plans and create added value to the business under the supervision of the Board. 13 meetings were held in 2015 under guidance from the 4 committees namely the Audit Committee, the Nomination and Remuneration Committee, the Corporate Governance Committee, and the Risk Management Committee. Then, the Chairman of each committee was asked to summarize the performance results to the Meeting.

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

In the year 2015, the Audit Committee comprised 3 independent directors, namely Mr. Cherdpong Siriwit, Mr. Trumph Jalichandra and Mr. Songpope Polachan. There were 12 meetings altogether. Their major tasks were

as follows:

- To verify the Financial Statement of the year 2015, in alignment with the accounting standard and to sufficiently disclose important information.
- To verify connected transactions between the Company and related parties to prevent any conflict of interest and comply with general trading norms for the maximum benefits of the Company.
- To review the Company's risk management plan and to monitor the operations of the Company to ensure the alignment with such the plan, obtaining reports from the Secretary to the Risk Management Committee twice a year.
- To review the operations of the Company to ensure their compliance with the Securities and Exchange Act and other related laws concerning the business operations as well as the continual implementation of the anti-corruption policies and procedures of the Company.
- To verify and supervise internal audit to ensure that the Company had sufficient and suitable internal control system.
- To consider selecting, appointing and determining the remuneration of the Company's auditor for the year 2015.

**Mr. Woothisarn Tanchai, Chairman of the Nomination and Remuneration Committee**, informed the Meeting as follows:

In the year 2015, the Nomination and Remuneration Committee comprised 3 committee members, namely Mr. Woothisarn Tanchai, Mr. Songpope Polachan and Mr. Sarun Rungkasiri. There were 8 meetings held. Their major tasks were as follows:

- To consider, review, and amend rules and regulations on determining the Board structure, formerly pertaining to the number of 5-17 directors, to decrease to the number of 5-15 directors in compliance with good governance principles, and to nominate the President and the Secretary to the Board of Directors by presenting to the Board for its consideration before being forwarded to the Shareholder's meeting.
- In nominating the Board members, diversification of the Board had been taken into consideration to obtain the complete and effective director skill matrix in correspondence with the corporate strategies.
- To consider the evaluation on the performance of the President, in relations to the business and leadership under the challenging criteria, specified to tangibly assess the capability of large organization management, and to review such the criteria in keeping up with the Company's circumstances.
- In specifying the criteria of the nomination and remuneration of the directors and key performance indicators of the President's performance, alignment and impact, both positive and negative, on shareholders, communities, the society and other stakeholders had been taken into account, to enhance fairness and to ensure that the most appropriate and explainable guidelines had been considered.

**Mr. Sarun Rungkasiri, Chairman of the Risk Management Committee**, informed the Meeting as follows:

In the year 2015, the Risk Management Committee comprised 3 committee members, namely Mr. Sarun Rungkasiri, Mr. Prasit Suebchana and Mr. Sukrit Surabotsopon. There were 5 meetings held. Their major tasks were as follows:

- To consider and determine the risk management policies and guidelines to ensure the suitability and efficiency of the organization's operations, which were then proclaimed and fostered to be implemented throughout the organization.
- To consider the assessment of the corporate risk factors and to specify the risk management measurement for the year 2015 to be kept at the acceptable levels as well as to achieve the target set.
- To oversee, monitor and review the performance undertaken in accordance with the corporate risk management measurement regularly on a quarterly basis.
- To consider and specify the risk management framework and conditions in terms of prices and finance, utilizing financial tools and options contracts such as purchasing and selling crude oil futures contracts
- To consider and specify the corporate risk factors for the year 2016.
- To review the improvement of emergency plans and business continuity plans.
- To review the performance on price risk management and the financial statement of the year 2015 regularly on a quarterly basis.

**Mr. Pramoul Chanpong, Member of the Corporate Governance Committee**, informed the Meeting as follows:

In the year 2015, the Corporate Governance Committee comprised 3 committee members, namely Mr. Watcharakiti Watcharothai, Lieutenant General Sasin Thongpakdee and Mr. Pramoul Chanpong. There were 7 meetings held. Their major tasks were as follows:

- To consider and make suggestion to the Board of Directors the evaluation of the Board's performance conducted by external assessors, in compliance with the ASEAN CG Scorecard, for the first time and planned to continually conducted once every 3 years. This conduct was additional to the annual evaluation of the Board's performance.
- To consider and approve the revision of the Corporate Governance Handbook, adjusted to keep up with the more stringent international standards, to elevate the Company's standards by adding the compliance policy and the sustainability policy. The Corporate Governance Handbook, 2<sup>nd</sup> revision, was published, to which all staff and management could adhere.
- To consider and approve the survey of the conflict of interest between the Company and all staff via the Intranet system of the Company
- To oversee the Company to comply with the Corporate Governance action plans of the year 2015 entirely, in all dimensions ranging from the compliance with laws, corporate governance principles,

communications, environmental governance and corporate social responsibility, and report to the Board of directors on a quarterly basis.

- To oversee the implementation of the anti-corruption actions continuously taken by the Company, which was one of the members of the Collective Action Coalition Against Corruption (CAC) since the year 2014 and had arranged the training for directors, management and employees, accounting for 2,872 people or representing 68 percent of all employees.
- To oversee the arrangement of anti-corruption activities, internal and external, and to encourage the directors and management to participate in anti-corruption activities in the national level through all the year.

Mr. Sukrit Surabotsopon, President, presented the summary of the operating results of the year 2015 by using a video of 22 minutes in length. The details were as follows:

\* **Remarks**

1. The produced a video, which was narrated in Thai, with English subtitles to enable foreign shareholders to understand the content correctly and precisely to ensure equal treatment of the shareholders.

2. On this agenda item, there were questions sent in advance by shareholders, as the Company notified all shareholders of the opportunity in the invitation to the 2016 AGM. The questions were summarized in the video to let the shareholders equally receive the information.

**Summary of IRPC's operating results of the year 2015**

The Company had the net revenue of Baht 199,000 million, decreasing 27 percent compared to that in the year 2014, and gained the net profit of Baht 9,402 million. Major factors were as follows:

1. The petroleum business gained higher margins due to the decrease of costs of crude oil and fuel. On average, crude oil prices had dropped significantly by 47 percent, while the refined products dropped by merely 34 percent. This resulted in the increase of margins.

2. The Company had enhanced the production efficiency, operating under the DELTA Project, which was classified into 3 dimensions, namely 1) Operational Excellence 2) Commercial Excellence and 3) HR Excellence. This enabled the Company to lessen the expenditures while increase the profit which was greater than the goal set at Baht 4,000 million, to be at Baht 4,300 million.

3. In the year 2014, the Company had experienced a great extent of stock loss due to the crude oil prices, decreasing from the level of over US\$ 100 per barrel to merely US\$ 50 per barrel. However, in the year 2015, the decrease of the crude oil prices was slighter. Thus, the stock loss was less severe.

4. The Company gained special revenue from non recurring items. First, the Company received the repayment capital from TPI Aromatics Public Company Limited, which was the Company's debtor. This led to the increase of profit of approximately Baht 2,800 million. In addition, the Company received the bail of approximately Baht 1,300 million from the insurance company due to the fire incident occurred at the VGOHT unit in the year 2014.

## Major occurrences in the year 2015

The year 2015 seemed to be the Company's golden year due to the fact that the Company's financial operations were reverted to be positive. The Company could achieve its business goal to a greater extent than the target set, making the net profit of Baht 9,402 million. First, the PHOENIX Project was a project aimed to fortify the efficiency to increase the production capacity of diverse production units. The major innovation was the entire production of pipe-grade polyethylene, leading the Company to become the major producer. The Company targeted to increase the production of specialty and high value-added products for 5 percent per year continually and to increase such the proportion to 60 percent by the year 2020. High value-added products were expected to increase the margin higher than usual by 10 percent and the specialty by 20 percent. In the year 2015, the Company owned the specialty or high value-added products, accounted for 40 percent of the entire petrochemical products. As the Company was the first petrochemical producer in Thailand, most production units were somehow small. Therefore, the conversion to the specialty production was easy and caused fewer losses, compared to that of other companies. For those with higher capacity, the production conversion on grades would create more losses.

The Upstream Project for Hygiene and Value Added Products (UHV) was the last project under the PHOENIX Project, requiring the investment of approximately Baht 34,000 million. It was a major project that created added value. The refineries were fortified by this project. UHV owned a production unit which could turn the low value heavy crude oil into higher value products. The main product was for instance propylene, increased by 320,000 tons per year and served as raw materials for the production expansion project of polypropylene. The first quarter of the year 2016 was the period of test-run and safety preparation for the input feeding process. This was a mega project. Thus, it consumed quite a long time. The perceived income would start in the second quarter of the year 2016 onwards.

Another key project was the production expansion of polypropylene, the Company's most important petrochemical product, for another 300,000 tons per year, from the capacity of 475,000 tons per year to 775,000 tons per year. Seemingly, the Company was one of the largest polypropylene producers in the region. The production expansion of polypropylene for 300,000 tons per year was divided into 2 parts. The first part extended from the existing production unit for another 160,000 tons per year. This did not require large amount of investment as it was merely the adjustment of the existing unit. The second part was the production expansion of polypropylene compound for 140,000 tons per year. It utilized the latest, highly efficient technology from Japan, called PP Inline Compound. Such the technology helped reducing production processes, bettering the quality control and addressing the demand of automobile producers. The project was subjected to complete in the midyear 2017. The perceived income would start in the third quarter of the year 2017 onwards.

The risk factor on crude oil price depended on the spread of prices between the finished products and crude oil. In the year 2015, the spread was pretty good as the crude oil price had decreased evidently while the finished product price decreased less. However, in the year 2016, the spread might be weaker as several companies were expanding their production capacity of both petrochemical and refineries. In the year 2016, it was



expected that the chance to occur stock loss would be very few. In the year 2015, the average crude oil price from the beginning of the year to yearend dropped. As compared to the year 2014, the Company experienced the stock loss of Baht 2,000 million.

#### **Major investments in 2016 / Future goals**

The Company had set the goal to become the “Leading Integrated Petochemical Complex in Asia by 2020” or the industry’s top quartile, which was expected to create the Return on Invested Capital (ROIC) at the level of 14 percent, increasing from 8 percent in the year 2015. The EVEREST Project was commenced jointly with global leading consultant companies, in assessing and analyzing the additional direction to enhance the productivity and improve the production processes. Best practices were adopted, with an emphasis on the human resources development in order to create the maximum benefit of the organization, employees and stakeholders. Over 800 initiatives would cover the operations in 5 dimensions, namely 1. Operation, 2. Commercial, 3. Procurement, 4. Corporate and 5. Organization Health. These elements were essential and a foundation of the goal achievement, as they tended to improve the efficiency of human resources management in all aspects, stimulate self-development and create cognitive processes, core values and corporate culture. These would allow the operations with full capability towards the same direction.

#### **Corporate Governance and Corporate Social Responsibility**

The Company acquired the policies of business operations to grow hand in hand with the responsibility towards the society, community and environment. Major social activities were as follows:

- Human Rights: The Prostheses Project was conducted in collaboration with the Prostheses Foundation of H.R.H. the Princess Mother (for 5 consecutive years). The Company donated the polypropylene pellets for 20-25 tons per year to produce prostheses. It could be said that every piece of prosthesis produced by the Foundation was made of the Company’s plastic pellets.

- Corporate Governance: The Company initiated the IRPC Cubic Academy Project, arranging the training on Corporate Governance, CSR, Green Business, Sustainability and Corporate Image for employees and external parties in 2 classes. There were approximately 200 employees and 30 external individuals who took part in the project. It was planned to be consistently held for 2 classes each year.

- Society and Environment: The Company conducted the “Build Canal, Build Generation” Project, the name of which was changed to the “Lam Sai Yong Model” Project, at Ban Nong Yang, Lam Sai Yong Sub-district, Nang Rong District, Buriram Province, to solve the problem of water reservoir. The Company increased the capacity of 5 community reservoirs for two fold. This enabled a village of 300-400 families residing to have adequate water during the dry season in the year 2015. This project could ensure the provision of water throughout the year and could really solve the problem.

- Art and Culture: The Company, jointly with the Fine Arts Department, completed in developing and renovating the historic site called Wat Krua Ta Petch, taking 5-6 years, and organized the celebration ceremony at

the temple, an ancient site aged over 300 years, located within IRPC's Ayutthaya Depot vicinity in Ayutthaya Province. The renovation was aimed to be the national treasure conservation and planned to be developed into the learning center for students and interested parties, allowing the study on correct procedures of ancient site renovation conducted by the Fine Arts Department.

- Awards of Pride: In addition to becoming one of DJSI members, which was considered as an international award received with pride, at the national level the Company was granted the Thailand Sustainability Investment Awards for the first time from the Stock Exchange of Thailand (SET) and the Board of the Year Award 2015 and the Audit Committee of the Year Award 2015 from the Thai Institute of Directors in collaboration with the SET also for the first time. During the past 10 years, the Company had consistently developed, namely the PHOENIX Project, which was the fortification in petrochemical and refineries, the DELTA Project, which enhanced the efficiency with the utilization of advanced software and tools, and the EVEREST Project, which improved the capability for further development to achieve the goal of becoming the "Leading Integrated Petochemical Complex in Asia by 2020".

The President took the opportunity, on behalf of all staff, to express his gratitude towards shareholders, partners, customers, financial institutions, all related parties from both governmental and private sectors, media and communities for being supportive to IRPC Public Company Limited to achieve such a firm and consist development and took his pledge with all shareholders to jointly develop the organization continuously and sustainably for good.

#### **The Company's financial statement of the year 2015**

In the year 2015, the Company gained gross earnings from the market GIM of US\$ 14.0 per barrel, an increase of US\$ 6.4 per barrel in 2014, as a result of following factors:

- 1) An increase of the market GIM of US\$ 5.3 per barrel
- 2) An increase from the DELTA Project of US\$ 1.1 per barrel

Furthermore, due to the continual decrease of crude oil prices, the stock loss and oil hedging loss was accounted for US\$ 1.5 per barrel (while in 2014 there were stock loss and oil hedging gain, accounted for a net loss of US\$ 4.1 per barrel). As a result, in 2015, the accounting GIM was US\$ 12.5 per barrel, higher than 2014 of US\$ 3.5 per barrel. The net profit was Baht 9,402 million. In comparison, in 2014 the net loss was Baht 5,235 million. Hence, there was an increase of Baht 14,637 million or 280 percent.

#### **Statements of Financial Position**

##### **Assets**

As of December 31, 2015, the Company's total assets amounted to Baht 163,174 million, an increase of Baht 376 million due to the following reasons.

- The commercial debtors decreased by Baht 2,250 million due to the reduction of product prices in the market while the sales volume increased.

- The merchandise inventories dropped by Baht 4,038 million due to the cost reduction of merchandise inventories in a correlation with the reduction of the crude oil prices. Meanwhile, the inventories at the end of the year 2015, when compared with that of 2014, rose from 7.41 million barrels to 8.93 million barrels, or by 21 percent.

- Land, buildings, and machinery grew by Baht 13,877 million or 14 percent, thanks to the progress made in the management of the UHV project.

- Other assets decreased by Baht 8,780 million, mostly due to the clearance of the loan account and the accrued interest receivable because of the termination of the lawsuits against TPI Aromatics Public Company Limited, accounted for Baht 3,310 million, the decrease of the deferred tax by Baht 2,357 million because of the increase of profit in 2015, the decrease of the refundable tax by Baht 2,125 million, and the decrease of the accrued indemnity debtors from insurance companies by Baht 1,009 million.

### Liabilities

As of December 31, 2015, the Company's total liabilities amounted to Baht 87,296 million, an increase over December 31, 2014 by Baht 7,598 million or 8 percent because of the following reasons.

- The short-term loans from financial institutions decreased by Baht 8,643 million.
- The trade account payable fell by Baht 74 million due to the reduction in crude oil price. On the other hand, the debts payable to creditors in the construction works rose by Baht 537 million.

- The long-term loans grew by Baht 1,556 million, as a result of an additional loan of Baht 8,000 million, while there were the redemption of the Baht 5,000 million debentures, the loan repayment of Baht 2,709 million and the unrealized foreign exchange loss of Baht 1,253 million.

### Equity

As of December 31, 2015, the Company's equity was Baht 75,878 million, an increase over December 31, 2014 by Baht 7,974 million or 12 percent, mostly due to the net profit of Baht 9,402 million and the dividend payment of Baht 1,633 million to the shareholders in 2015.

The 2015 Financial Statement was audited by certified auditors from PricewaterhouseCoopers ABAS Limited (PwC) and reviewed by the Audit Committee. The consolidated financial statements were available on page 224-328 in the 2015 Annual Report, enlisted as Enclosure 4 in the invitation to the 2016 AGM.

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

Mr. Chatree Charoennueng Shareholder	Mr. Chatree asked for permission from the Chairman to let Mr. Suebsak Phiphobmongkol, on behalf of the shareholders, to praise the management led by the Board, which resulted in positive financial operations and dividends paid to the shareholders, and to bless the Company for a further prosperity. The representatives from the shareholders, comprising Mr. Suebsak Phiphobmongkol, Mr. Chatree Charoennueng, Mr. Attapol Udomwanich, Mr. Hungchai Akkawasakul, Mr. Supoj
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	<p>Aeuchailertkul, Mr. Somchai Padphai, Mr. Sathaporn Pungnirun, Ms. Suwattee Sae-Eung and Mr. Chaiyuth Sukwanichnun, together gave a flower bouquet to the Board of Directors.</p>
<p>Mr. Tevin Vongvanich Chairman of the Board</p>	<p>On behalf of the Company's directors, executives and employees, The Chairman thanked all shareholders who were the owners of the Company for sharing support and encouragement for further operations.</p>
<p>Mr. Vicha Chokpongpan Shareholder</p>	<p>Mr. Vicha advised the Company to consider paying the interim dividends.</p>
<p>Mr. Tongin Saengngam Shareholder</p>	<p>Mr. Tongin praised the Board for the positive financial operations in 2015 and advised the Company to pay the dividends at the rate of Baht 0.25 per share. In addition, he made queries on the agenda of verify the minutes of the shareholders' meeting to be added and the minutes of the shareholders' meeting to be submitted to the shareholders who had made questions and suggestions enabling them to consider such minutes.</p>
<p>Mr. Tevin Vongvanich Chairman of the Board</p>	<p>Based on best practices, the Company would submit the minutes of the shareholders' meeting to the Stock Exchange of Thailand and disseminate those on the Company's website within 14 days from the date of AGM. The minutes would be submitted to all shareholders to allow them to consider the accuracy. In 2015, there was no shareholder amending the minutes. In the matter of the dividends, the Company would present for the consideration on dividends to be paid to the shareholders in the Agenda Item 3.</p>
<p>Ms. Suporn Pathumsuwanwadee Shareholder</p>	<p>Ms. Suporn advised the Company to consider providing the shareholders with a complimentary gift for the shareholders attending the meeting and reducing the expenditures (on staff) paid in an arrangement of the meeting as well as cutting the costs of staff training.</p>
<p>Mr. Sukrit Surabotsopon President</p>	<p>Mr. Sukrit stated that most expenditure was spent on the location rental and supplier fee for only the light and sound system. The registration staff facilitating the shareholders and most staff assisting in the meeting were the Company's employees. There was no extra hire expenditure.</p>

<p>Mr. Tevin Vongvanich Chairman of the Board</p>	<p>Mr. Tevin thanked the shareholders for their concerns on the Company's expenditure. Through all the past 10 years, the Company had continually developed hardware, software and the employees' capability thanks to the PHOENIX Project and the DELTA Project, in which the reduction of the expenditure was always emphasized. Thus, the shareholders could rest assured that the Board of Directors had been monitoring closely on this matter.</p>
<p>Mr. Sathaporn Pungnirun Proxy</p>	<p>Mr. Sathaporn suggested the Company to provide additional details of the financial statement and financial ratios, to elevate the knowledge, understanding and standards of the shareholders and general investors. Furthermore, he requested the Company to present the information detailing the domestic and global market outlook, for the analysis on the cohesion and association of the Company's business plans.</p>
<p>Mr. Tevin Vongvanich Chairman of the Board</p>	<p>Mr. Tevin thanked the shareholder and would take the suggestions for further improvement.</p>
<p>Mr. Thamnoon Julamaneechoti Proxy</p>	<p>Mr. Thamnoon congratulated the Company for achieving the successful financial operations and made certain notices / queries, according to the Corporate Governance principles as follows: 1. The minutes of the previous meeting were submitted directly to the shareholders, and were already received and reconfirmed. He agreed upon the statement that there should be the agenda on verifying the minutes of meeting to monitor the operations conducted by the Company in accordance with the meeting's resolutions. 2. He requested to be acknowledged on the steps and dates in order, of which the financial statements conducted by the auditor were presented to the Audit Committee. 3. The Audit Committee members should not hold the office of other sub-committees. 4. He made a request to the Company to clarify the details of the corporate financial statement, pertaining to the profit of over Baht 11,000 million. 5. Regarding the specification of the date of the AGM, in compliance with the Public Companies Act, Section 60, as the Board had a resolution to call the 2016 AGM on February 9, 2016, the XM Book Closing Date (XM) must be no less than 14 days from the date of the Board's resolution and the AGM must be held within 21 days. Thus, the date of the 2016 AGM should be on March 15, 2016. He then asked why the 2016 AGM was held on April 1, 2016. 6. The expenditure on business management in 2015 increased significantly from 2014.</p>

<p>Mr. Cherdpong Siriwit Chairman of the Audit Committee</p>	<p>The Audit Committee had reviewed the Financial Statement of the Year 2015 in a joint meeting with the Company's auditor on February 5, 2016. After the consideration had been completed, the auditor then signed the signature and presented to the Board of Directors on February 9, 2016, in line with the general practices of listed companies. When the Board approved, the financial statement was disseminated through the SET portal. To the query concerning the Audit Committee member holding an office in other sub-committees, formerly during the 2015 AGM Mr. Cherdpong used to be appointed as the Chairman of the Corporate Governance Committee, as the SET's regulations were rechecked and no prohibition was found. Nonetheless, when there were notices made by the shareholders, he then resigned from the position of the Chairman of the Corporate Governance Committee. At present, he solely held the office of the Audit Committee. The acknowledgement on this matter was made in light of the transparency.</p>
<p>Mr. Vichien Khingmontri Auditor from PwC</p>	<p>Mr. Vichien stated about the work process of the auditors. In general, meetings with the Audit Committee were held 4 times per year on the agenda of the quarter financial statement and twice yearly on the annual financial statement. On February 5, 2016, the meeting with the Audit Committee to consider the Financial Statement of the Year 2015, before presenting to the Board of Directors on February 9, 2016, in line with the financial statement work plans.</p>
<p>Mr. Tevin Vongvanich Chairman of the Board</p>	<p>The corporate financial statement was detailed in the Company's consolidated financial statement, which reflected the overall business to the shareholders. (Remarks: The Company scheduled the date for shareholders' rights in attending the meeting and obtaining the dividends utilizing the method of the Record Date (RD), according to the Securities and Exchange Act, Section 89/26 and Section 225, requiring that the shareholders' meeting must be held within 2 months starting from the RD. By this means, there was more time for the preparation of the document and longer time in advance for the submission to the shareholders, allowing the shareholders to have adequate time to study on the matters. This was a method used by most listed companies.)</p>
<p>Mr. Sukrit Surabotsopon President</p>	<p>Expenditure on selling and operating in the year 2015 rose by Baht 2,353 million or 20 percent approximately. Mostly, they were spent on the salary and bonus for employees, accounted for Baht 1,400 million (in relation to the annual salary increase, based on general practices, and bonus for employees), the maintenance</p>

	<p>fees for the high-risk machinery examination projects, increased by Baht 272 million, the insurance premiums due to the VGOHT fire incident, increased by Baht 337 million, and the donation to the Vidyasirimedhi Institute and the Kamnoetvidya Science Academy, amounted to Baht 370 million as the provision of support to academic institutions in collaboration with the PTT Group. Other items were mostly one-time occurrence. Nonetheless, the Company obtained the reward from the operation of the DELTA Project, as presented previously. The shareholders could rest assured that the Company was attempting to control the expenditure stringently.</p>
<p>Mr. Rittichai Yibcharoenporn Shareholder</p>	<p>Mr. Rittichai made queries as follows: 1. How much could be generated by the projects presented by the Company? 2. What were the mechanisms of risk prevention on the spread between propylene and polypropylene? 3. Suggestions were made for the Company to do a research on environmentally- friendly added-value products. 4. How the EVEREST Project, targeted to achieve the EBITDA at Baht 29,029 million, could reach the goal? 5. As the Company had targeted to increase the high value added products and specialty by 60 percent by the year 2020, what were their compositions and how much could be generated as the EBITDA?</p>
<p>Mr. Sukrit Surabotsopon President</p>	<p>1. The UHV Project was the project that would generate the core earnings and could compensate with the special income of the year 2015. The project would create US\$ 1-2 per barrel approximately and every US\$ 1 increased would be equivalent to Baht 2,000 million, depending on the spread of the finished products and polypropylene. The EVEREST Project was targeted to create roughly US\$ 300 million per year or Baht 10,000 million per year. Especially in 2016, the target on the revenue was set at US\$ 100 million or Baht 3,500 million. However, the Company would attempt to retain the financial operations of this year not to be lower than that of the previous year.</p> <p>2. The spread of propylene was a cyclical regularity. When a major producer produced more in quantity, the price would drop. The Company, therefore, produced the polypropylene utilizing the propylene. Formerly, the production capacity was at 475,000 tons per year. It increased by 300,000 tons per year, to 775,000 tons per year. The Company was regarded as one of the largest polypropylene producers in the region. The UHV Project helped fortify the refineries, while the polypropylene production expansion project helped strengthen the petrochemicals.</p> <p>3. The Company had a long-term plan to increase the budget for the research and development, with a goal to become competitive to the global leading petrochemical</p>

	<p>companies. This year the target was set at 1 percent or Baht 600 million approximately.</p> <p>4. The EVEREST Project would fully increase the efficiency, by applying best practices brought from around the globe. The period of the operations in collaboration with the global leading consultant agencies would be around 2 years, with an aim to become the “Leading Integrated Petochemical Complex in Asia by 2020”. With this aim, the Company must achieve the EBITDA roughly at Baht 29,000 million. The number of the EBITDA was similar to that of the EVEREST Mountain’s height at 29,029 feet. This was where the project’s name was come up. The Company had over 800 initiatives, which would push the Company forward to reach such goal. Examples of these initiatives were best practices on the procurement management and the product cost analysis.</p> <p>5. High value added products &amp; specialty were targeted to increase by 5 percent yearly. By 2020, these products would increase to 60 percent, creating more added value than usual for over 10 percent as previously mentioned.</p>
<p>Mr. Hungchai Aukkawassakul Shareholder And Representative from Thai Shareholder Club</p>	<p>Mr. Hungchai advised the shareholders and the Chairman of the Board to manage the time during Q&amp;A session precisely, directed to the point, and based on the agenda items. He also asked for the origin of the cashflow balance sheet of the year 2015, in the interim corporate financial statement, gaining the received cash from the capital reduction of the registered capital of subsidiaries, amounted to Baht 1,875 million, and the long-term investments increased from the conversion of debt into equity, amounted to Baht 3,200 million approximately.</p>
<p>Mr. Sukrit Surabotsopon President</p>	<p>The received cash from the capital reduction of the registered capital of subsidiaries, amounted to Baht 1,875 million, was a result of the capital reduction of Thai A B S Co., Ltd., a subsidiary in which the Company was holding shares at 99.99 percent, for the appropriateness in merger and acquisition, which would be presented in the Agenda 7 of the Meeting. Furthermore, the received cash amounted to Baht 3,200 million was a result of the conversion of debt into equity of Pornchai Enterprises Company Limited and TPI Holding Company Limited, which were the investment in the past and the debt restructuring of the Company (while as TPI). Currently, these companies had no longer operated.</p>
<p>Mr. Basant Kumar Dugar Shareholder</p>	<p>Mr. Basant congratulated for the Company’s successful performance and financial statement as well as expressed his admiration that the Company was one of the</p>



	<p>SET5 companies organizing the meeting according to the Green Meetings guideline. He also suggested the Company to present the performance to the credit rating companies to readjust the credit rating. Besides, as the Company had been operating a number of initiatives, particularly the UHV project, and the production capacity were increasing, the Company should manage for the maximum profit.</p> <p>(Remarks: The Company provided foreign shareholders with interpreters and translated the summary of queries so that other shareholders in the meeting could be acknowledged at the same time.)</p>
<p>Mr. Tevin Vongvanich Chairman of the Board</p>	<p>Mr. Tevin thanked the shareholders for the suggestions. Currently, the credit rating assigned to the Company was at the non-investment grade by S&amp;P and Moody. However, as the Company gained positively improved results, the trend of such the financial operations remained positive according to the crude oil price at low rate, and the UHV Project was due to the completion in no time, the Company had prepared the supporting information and plans for the upgrade of the credit rating.</p>
<p>Mr. Wiwat Khusakul Proxy</p>	<p>Mr. Wiwat admired the Company's financial performance of the year 2015. He also expressed his concerns on the financial performance of 2016 which might lack special income, unlike the performance in 2015. Additionally, he made a query on the Company's accumulated profit, questioning whether the tax abstaining was the result of the payment of the income tax or the tax benefit against the loss carried forward.</p>
<p>Mr. Sukrit Surabotsopon President</p>	<p>The Company had the accumulated profit of over Baht 20,000 million, stemmed from the debt restructuring, the tax benefit against the loss carried forward claiming the tax benefit for the full amount, and partially BOI tax exemption. Therefore, the dividend payment for the operations of the year 2015 was not entitled to claim tax credit.</p>
<p>Mr. Tevin Vongvanich Chairman of the Board</p>	<p>Mr. Tevin thanked the shareholders for their interests, queries and admiration on the Company's operations. The Company had exited from the rehabilitation for approximately 10 years and had been improving its operations continually until today. It could be regarded that the Company was gradually becoming fortified.</p>

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

Approved	13,330,689,436	Votes	Percent	100.00
Disapproved	352,421	Votes	Percent	0.00
Abstained	42,751,757	Votes		
Void ballots	4,000	Votes		

**Resolution** The Meeting acknowledged the reports of the Board of Directors on the Company's business operations of the year 2015 and approved the Company's Financial Statement of the Year 2015 with the majority of the Shareholders present and casting votes, as the details presented above.

**AGENDA 3: To consider and approve an allocation of the dividend payment for the year 2015**

The Chairman assigned Mr. Sukrit Surabotsopon, President, to advise the Meeting as follows:

The Company had set the policy to allocate the dividend payment at the rate of not lower than 25 percent of the annual net profit, after deducting the reserve as required by law as well as other reserves.

In the year 2015, the Company's financial operations were in a good position and higher than expected. Thus, the Company had the debt at the lower rate when compared to the year 2014 and gained the improved financial ratios. However, in 2016-2017, the Company would remain to bear the burden of the long-term loans which had to repay at the amount of Baht 23,000 million. Furthermore, the Company had to allocate the investment payment on the UHV Project and the Polypropylene Production Expansion Project (PPE&PPC) for another Baht 12,000 million.

Therefore, to continuously comply with the dividend payment policy, while the Company could maintain its financial liquidity at a level appropriate for operating the business, the Board deemed it fit to propose the Meeting to consider and approve the dividend payment based on the 2015 operating results, pursuant to Section 115 of the Public Companies Act B.E. 2535 and Article 36 and 44 of the Articles of Association of the Company, as detailed in the enclosure 8 as follows:

The dividend payment based on the 2015 operating results would be made at Baht 0.22 per share, amounting to Baht 4,496 million. The dividends shall be paid as follows:

- Baht 0.027 per share from BOI tax exemption retained earnings; therefore, this is not entitled to claim tax credit.
- Baht 0.193 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 had set the Record Date to entitle rightful shareholders to receive the dividends on February 23, 2016; to aggregate rightful shareholder 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 February 24, 2016; and to pay the dividends on April 22, 2016.

The dividend payment rate was based on the operating results of the year 2015, in accordance with the Company's dividend payment policy and regulations and shall be compared with the rate in 2014 as follows:

Details of dividend payment	Year 2014	Year 2015
Net profit (loss) (Million Baht)	(5,235)	9,402
Number of shares (Million shares)	20,434	20,434
Reserve required by law* (Million Baht)	-	-
Dividend payment per share (Baht per share)	0.08	0.22
Dividend payment (Million Baht)	1,635	4,496
Dividend payment ratio / net profit (Percentage)	n.a.	47.82

**Remark:\*** The Company had completely setup the reserve as required by law at 10 percent of the registered capital since 2007.

The shareholders submitted additional remarks and questions as follows:

Mr. Thamnoon Julamaneechoti Proxy	Mr. Thamnoon advised that, as the Company's financial statement of the year 2015 was bettering, the Company should consider allocate the dividend payment at Baht 0.25 per share and should amend the dividend payment policy from not lower than 25 percent, to not lower than 40 percent of the net profit, to retain the attraction among shareholders. In addition, the dividend payment based on the corporate financial operations should be considered.
Mr. Tevin Vongvanich Chairman of the Board	The Company's dividend payment policy was approved by the Extraordinary General Meeting of Shareholders on January 19, 2007, with the specification to allocate the dividend payment at the rate of not lower than 25 percent of the net profit of the year, after the deduction as the reserves of all types as required by The Company's Articles of Association and by law. This allowed the Company to maintain the flexibility in cashflow management and the financial liquidity. The Board of Directors considered the investment plans, necessities, appropriateness, credit rating maintenance, and the equilibrium between short-term rewards and long-term strength as presented by the management, finding appropriate to present to the Shareholders' Meeting to consider the dividend payment of Baht 0.22 per share, which was competitive among other leading companies. However, the dividend payment in the past had been allocated at the rate of exceeding 40 percent of the net profit. For the consideration on the dividend payment based on the corporate financial operations, pursuant to the SET's regulations, the dividend payment should be considered based on the

	consolidated financial statement. Nevertheless, this comment would be taken into account for further consideration on the feasibility.
Mr. Basant Kumar Dugar Shareholder	Mr. Basant approved the dividend payment as proposed, enabling the Company to maintain the financial position.
Mr. Wiwat Khusakul Proxy	Mr. Wiwat advised the Company to set the Book Closing Date to entitle rightful shareholders to receive the dividends (XD) after the date on which the shareholders had resolved and approved the dividend payment.
Mr. Tevin Vongvanich Chairman of the Board	Mr. Tevin took the suggestions into account for further consideration in the Board's meeting.

There was no further comment raised by the shareholders. The Chairman proposed the Meeting to vote and declared the result as follows:

Approved	13,367,572,474	Votes	Percent	99.98
Disapproved	2,576,020	Votes	Percent	0.02
Abstained	3,870,157	Votes		
Void ballots	670,304	Votes		

**Resolution** After having considered, the Meeting resolved by the majority of the votes cast by the shareholders present and casting votes, to approve the dividend payment based on the operating results of the year 2015, to the shareholders at Baht 0.22 per share, amounting to Baht 4,496 million. The dividends shall be paid as follows:

- Baht 0.027 per share from BOI tax exemption retained earnings; therefore, this is not entitled to claim tax credit.
- Baht 0.193 per share from normal retained earnings; however, the Company uses loss carried forward, so this portion is not entitled to claim tax credit.
- The payment date was set to be on April 22, 2016.

**AGENDA 4: To consider and approve the election of new directors in replacement of those who are due to retire by rotation**

Before considering the agenda, the directors who were due to retire by rotation and nominated left the meeting. They were Mr. Pramoul Chanpong, Mr. Chavalit Punthong, Mr. Songpope Polachan and Mr. Triumph Jalichandra.

The Chairman asked Mr. Woothisarn Tanchai, Chairman of the Nomination and Remuneration Committee, to advise the Meeting as follows:

In accordance with Article 17 of the Company's Articles of Association, it states that at every annual general meeting of shareholders, one-third of the directors are required to vacate office. The directors vacating office are eligible for re-election.

In the 2016 Annual General Meeting of Shareholders, there were 4 directors who are due to retire by rotation as follows:

- |                           |                      |
|---------------------------|----------------------|
| 1) Mr. Pramoul Chanpong   | Director             |
| 2) Mr. Chavalit Punthong  | Director             |
| 3) Mr. Songpope Polachan  | Independent Director |
| 4) Mr. Trumph Jalichandra | Independent Director |

The Nomination and Remuneration Committee had considered selecting persons with suitable qualifications in compliance with the Public Companies Act B.E. 2535, regulations of Capital Market Supervisory Board, the regulations of the Securities and Exchange Commission, the guidelines on corporate governance, Independent Directors' qualifications, and the resolution by the cabinet on January 24, 2011 about appointing high-ranking government officials or persons to take positions as directors in many state enterprises. Additionally, the committee took into account knowledge, capabilities, experiences, and expertise in many related fields, which could benefit the Company. The consideration also included the performance as directors in the previous term and structural elements of the entire Board, which provided diversity and would respond to the Company's strategies in the overall picture for the Board to consider, allowing the shareholders to elect and appoint the suitable persons as directors in lieu to those who were due to retire by rotation.

The Board of Directors, excluding the directors who had conflict of interest, considered and resolved according to the opinions of the Nomination and Remuneration Committee to select six nominees to be proposed to the Meeting as follows:

Name	Position	Expertise / Appointment
1. Mr. Pramoul Chanpong	Director	Expert in Engineering, Energy, Corporate Governance (To be re-elected as Director for another term)
2. Mr. Chavalit Punthong	Director	Expert in Engineering, Energy, Petroleum, Petrochemical, and Business Management (To be re-elected as Director for another term)
3. Mr. Songpope Polachan	Independent Director	Expert in Energy, Petroleum (To be re-elected as Director for another term)
4. Miss Ruenvadee Suwanmongkol	Independent Director	Expert in Laws, and Business Management (To be re-elected as Director for another term)

The third and fourth nominees were qualified as Independent Director. Brief profiles of the 4 persons above and the Company's definition of Independent Director appear in Enclosures 5 and 6 of the invitation letter of the AGM.

The shareholders remarked and raised questions as follows:

Mr. Thamnoon Julamaneechoti Proxy	Mr. Thamnoon advised the Company 1. To present the previous performance conducted by the proposed directors for shareholders' consideration. 2. The qualifications of Director stipulated that a director must not be over 70 years old. He suggested to amend, to minimize the limitation concerning the age of directors.
Mr. Woothisarn Tanchai Chairman of the Nomination and Remuneration Committee	The details on the directors' performance were summarized in the invitation letter of the AGM. Additionally, the suggestion on the limitation concerning the age of directors would be taken into further consideration.

There were no other comments made. The Chairman of the Nomination and Remuneration Committee proposed the Meeting to vote and declared the result as follows:

Name	Approved		Disapproved		Abstained	Void ballots
	Shares	Percent	Shares	Percent	Shares	Percent
Mr. Pramoul Chanpong	13,309,008,021	99.55	60,807,665	0.45	4,869,269	4,000
Mr. Chavalit Punthong	13,309,359,022	99.55	60,806,664	0.45	4,519,269	4,000
Mr. Songpope Polachan	13,342,878,700	99.80	26,813,432	0.20	4,992,823	4,000
Miss Ruenvadee Suwanmongkol	13,341,243,500	99.78	29,645,332	0.22	3,795,123	5,000

**Resolution** The Meeting considered and resolved by the majority of the votes cast by the shareholders present, to elect 4 nominees listed above to the office of Director or Independent Director as proposed.

**AGENDA 5:** To consider and approve the directors' remuneration for the year 2016

The Chairman informed the Meeting that the Board resolved to approve the proposal of the Nomination and Remuneration Committee to propose the Meeting to consider the directors' remuneration for the year 2016. The Chairman assigned Mr. Woothisarn Tanchai, Chairman of the Nomination and Remuneration Committee, to present the details of the agenda to the meeting. The summary was as follows:

According to Article 26 of the Company's Articles of Association, it states, "A director shall be entitled to receive remuneration from the Company in forms of reward, meeting allowance, compensation, bonus or beneficial reward in other nature as specified herein or as the Meeting may consider fit..."

The Nomination and Remuneration Committee had considered and determined the directors' remuneration by taking into account the "Good Practices of Considering Remuneration of Directors" by the Thai Institute of Directors (IOD) and the practices by companies of similar field of business. The details were as follows:

**1. Monthly remuneration for the directors and meeting allowance for the sub-committees for the year 2016**

The remuneration and meeting allowances were proposed to maintain at the same rates of 2015 as approved (the Company had been adopting the rates since 2006) as per the followings:

- **The Board of Directors:** shall receive monthly remuneration and meeting allowances as follows:

	Monthly fee	Meeting allowance (per attendance)	Other rewards/ benefits
Chairman	Baht 60,000	Baht 60,000	None
Directors	Baht 45,000	Baht 45,000	None

- **The sub-committees:** At the time, there were 4 committees, namely the Audit Committee, the Nomination and Remuneration Committee, the Corporate Governace Committee, and the Risk Management Committee (including other sub-committees appointed by the Board as might be necessary and appropriate in the future). The details were as follows:

	Monthly fee	Meeting allowance (per attendance)	Other rewards/ benefits
Chairman of the sub-committee	None	Baht 60,000	None
Directors	None	Baht 45,000	None

**2. Directors' bonus based on the operating results of the year 2015**

The Nomination and Remuneration Committee had considered proposing the bonus payment thoroughly and appropriately, at the rate similar to other companies within the PTT Group, the rate of Directors' bonus in the past, the profit of the Company and the correlation with the rate of dividend payment to the shareholders.

In 2014, the Company suffered a loss, the Nomination and Remuneration Committee deemed it fit to propose no bonus payment for the performance of the year 2014 while the Company proposed the dividend payment for the shareholders at the rate of Baht 0.08 per share. In 2015, the Company retrieved the net profit of

Baht 9,402 million and the Board of Directors proposed the Meeting to approve the dividend payment at the rate of Baht 0.22 per share, amounting to Baht 4,496 million or approximately 48 percent of the net profit of the year 2015.

The Nomination and Remuneration Committee deemed it fit to propose the Directors' bonus payment based on the financial operations of the year 2015, totaling Baht 28 million (or equivalent to 0.30 percent of the net profit), by allocating the payment for each director based on the numbers of the Board's meeting attendance and the Chairman received the payment at the rate of 30 percent higher than that of the directors.

The Board of Directors resolved accordingly as proposed by the Nomination and Remuneration Committee and presented to the Shareholders for approval.

The shareholders remarked and raised questions as follows:

Mr. Chatri Charoenuang Shareholder	Mr. Chatri supported the determination of the remuneration for the Board that it was appropriate. He also inquired about reimbursements such as fuel expenses.
Mr. Thamnoon Julamaneechoti Proxy	Mr. Thamnoon advised that in general the Chairman should receive the remuneration at the rate of 25 percent higher than that of the directors.
Mr. Tevin Vongvanich Chairman of the Board	Mr. Tevin thanked and welcomed the suggestions for further consideration. There was no remuneration in other forms apart from those proposed to the shareholders above.
Mr. Wiwat Khusakul Shareholder	Mr. Wiwat asked what the criteria were for the Directors' bonus, based on the performance in 2015, totaling Baht 28 million or equivalent to 0.30 percent of the net profit. He also suggested the Company to specify the maximum rate.
Mr. Woothisarn Tanchai Chairman of the Nomination and Remuneration Committee	Mr. Woothisarn stated that the Directors' bonus, totaling Baht 28 million or equivalent to 0.30 percent of the net profit, was considered and compared with the rate of the Director's bonus payment in the past. The Company had allocated the Directors' bonus payment only in the year when the Company gained a successful financial operations or positive net profits. In the year when there was a loss, the Company remained to allocate the dividend payment to the shareholders, but abstained the Directors' bonus. The Directors' bonus payment this time did not exceed the previous rate of the Directors' bonus.



<p>Mr. Tevin Vongvanich Chairman of the Board</p>	<p>Setting the maximum limit was the practices in the Directors' bonus payment of each company, for the case that the Directors' bonus was proposed in advance based on the financial operations (in estimation) of the year of being proposed. As a result, the maximum limit was specified. Nonetheless, in the case of IRPC, the Directors' bonus was considered based on the actual achievement of the financial operations of the year of being proposed. The shareholders would be acknowledged on the exact amount of the bonus before the consideration and approval. Therefore, practices were different.</p>
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There was no further comments raised by the shareholders on this agenda item. The Chairman proposed the Meeting to vote and declared the result as follows:

Approved	13,346,120,839	Votes	Percent	99.78
Disapproved	22,967,466	Votes	Percent	0.17
Abstained	5,891,797	Votes	Percent	0.04
Void ballots	64,109	Votes	Percent	0.00

**Resolution** After consideration, the Meeting resolved by not less than two-third of the votes cast by the shareholders present, to approve the remuneration for the year 2016 payable to the directors and the Directors' bonus payment based on the operating results of the year 2015, amounting to Baht 28 million, based on the numbers of the Board's meeting attendance and the Chairman received the payment at the rate of 30 percent higher than that of the directors.

**AGENDA 6: To consider appointment of auditor and to determine audit fee for the year 2016**

The Chairman advised the Meeting that according to the consideration by the Audit Committee, the Board resolved to propose the Meeting to appoint auditors of the Company for the year 2016. He assigned Mr. Cherdpong Siriwit, Chairman of the Audit Committee, to inform the Meeting as follows.

In order to comply with Section 120 of the Public Companies Limited Act B.E. 2535 and Article 36 of the Articles of Association of the Company, the Company is required to appoint auditors and determine audit fee every year and may re-appoint former auditors.

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

1. **Audit firm:**

PricewaterhouseCoopers ABAS Limited was to be the audit firm for IRPC for the year 2015, as their ninth year.

2. **Name list of auditors:** The committee deemed it fit to appoint auditors as follows:

- 1) Mr. Vichien Khingmontri Certified Public Account Registration no. 3977  
(signed the Company's financial statements for 4 years since 2012) or
- 2) Mr. Somchai Jinnovat Certified Public Account Registration no. 3271  
(never signed the Company's financial statements) or
- 3) Ms. Amornrat Pearmpoonvatanasuk Certified Public Account Registration no. 4599  
(never signed the Company's financial statements)

The above 3 auditors were appointed auditors for the Company for the 2016 accounting year, which was the fifth year for PwC.

3. **Audit fee of the year 2016:** The audit fee for the year 2016 was fixed at Baht 3,100,000, which was the same rate as that of the year 2015. The fee did not include other reimbursable expenses as might be required for an amount actually paid, for example, traveling expenses etc. but would not exceed Baht 120,000, which was in accordance with the general practice.

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

5. **Service provision to other subsidiaries and associated:** PwC had been appointed audit firm for the year 2016 by the Company's 6 subsidiaries namely Thai A B S Co., Ltd., IRPC Oil Co., Ltd., IRPC Polyol Co., Ltd., IRPC A & L Co., Ltd., Technology IRPC Co., Ltd., and Rakpasak Co., Ltd. They also audited the Company's 2 joint ventures namely IRPC Clean Power Co., Ltd., and IRPC PCC Co., Ltd.

Hereby, PwC was an internationally-standardized and well-accepted auditor firm. Furthermore, PwC had continually been the auditor firm of the Company and subsidiaries and gained a great extent of understanding on the Company's nature of business. This would allow the auditing process to be fast, efficient and assured that PwC could audit the financial statements of the Company and subsidiaries on a timely basis. The Company had jointly set up the work plan for auditing the quarter financial statements and the annual financial statements of the Company and subsidiaries to be in line with the timeframe of the presentation of the financial statements to the Company.

The shareholders remarked and raised questions as follows:

<p>Mr. Thamnoon Julamaneechoti Proxy</p>	<p>Mr. Thamnoon commented that the audit fee proposed was too costly and suggested the Company to propose the auditor selection methods.</p>
<p>Mr. Cherdpong Siriwit Chairman of the Audit Committee</p>	<p>The Company had provided the leading auditor firms with the opportunity and invited them to proposed to be the Company's auditor firm by taking into account their experiences, professional efficiency standard, expertise in auditing, amount of work, and the audit fee compared with no less than 3 other auditor firms. PwC met the criteria and provided the lowest bid. In addition, PwC had long been the Company's auditor firm, enabling the insight knowledge and understanding of the Company's business.</p> <p>Then, Mr. Cherdpong Siriwit, Chairman of the Audit Committee, took this opportunity to bid farewell on the occasion that he would be completely 70 years old in September 2016. He affirmed that, according to his duty performance throughout 7 years, IRPC had already passed by the crisis and had continually developed. The shareholders could be rest assured that the Company would be fortified and grow sustainably.</p>
<p>Mr. Tevin Vongvanich Chairman of the Board</p>	<p>On behalf of the Board of Directors, and the representative from the Shareholders' Meeting, Mr. Tevin expressed his gratitude to the Chairman of the Audit Committee for performing his duty with diligence, leading the Company to be granted the Audit Committee of the Year Award 2015. This was the first time the Company had received this honorable award.</p>

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:

Approved	13,369,173,145	Votes	Percent	99.99
Disapproved	781,454	Votes	Percent	0.01
Abstained	5,209,978	Votes		
Void ballots	46,134	Votes		

**Resolution** After having considered, the Meeting resolved by the majority of the votes cast by the shareholders present to approve the nomination of the auditors from PricewaterhouseCoopers ABAS Limited (PwC) to be the audit firm for IRPC for the year 2016. The names of the auditors were as follows:

1. Mr. Vichien Khingmontri Certified Public Account Registration no. 3977; or
2. Mr. Somchai Jinnovat Certified Public Account Registration no. 3271; or
3. Ms. Amornrat Pearmpoonvatanasuk Certified Public Account Registration no. 4599

The above 3 auditors had been appointed auditors for the Company for the accounting year 2016, which was their fifth year. The audit fee was determined to be at Baht 3,100,000 for the year 2016, which was the same rate as that of 2015 (the aforesaid fee did not include other reimbursable expenses as might be required for an amount actually paid, for example, traveling expenses etc. but would not exceed Baht 120,000, which was in accordance with the general practice).

**AGENDA 7: To consider and approve the receiving of the entire enterprise from Thai ABS Company Limited**

The Chairman assigned Mr. Sukrit Surabotsopon, President, to inform the Meeting as follows.

The Company had strategically managed the subsidiaries and restructured the business of the Company's subsidiaries, to enhance the efficiency and reduce the management costs, continually since 2010. Based on the analysis of the overall business, it could be found that Thai ABS Co., Ltd. or "TABS" was a subsidiary which gained readiness and suitability for the merger and acquisition.

The Board of Directors considered that TABS, in which the Company was holding 99.99 percent of the shares, with a business objective to produce and sell styrenics plastic pellets, such as ABS, PS and EPS, which were in the petrochemical business likewise, was suitable for the merger and acquisition by transferring all the assets, debts and employees back to the Company. By this means, the management costs and structure in TABS would decrease, efficiently enabling the competitiveness in the market. Merger and acquisition by means of transferring the entire enterprise would be completely entitled to the tax exemption relevant to the enterprise transferring, for instance, corporate income tax, value added tax and specific business tax, pursuant to the Thai Revenue Law, Section 74(1)(c).

The shareholders remarked and raised questions as follows:

Mr. Thanaprasert Pamornpairoj Shareholder	Mr. Thanaprasert asked the Company to explain about the styrenics plastic pellets and when the merger and acquisition would be completed.
Mr. Sukrit Surabotsopon President	The petrochemical chemicals could be categorized in 2 large groups, namely the olefins group, comprising for example ethylene and propylene, and the styrenics group, which utilized benzene as an initial substance for the production of the ABS plastic pellets, which could be manufactured into television parts, automobile parts and safety helmets, etc. The merger and

	<p>acquisition was expected to be completed in September 2016, and the Company would provide the information disclosure through the Stock Exchange of Thailand to acknowledge the shareholders.</p>
<p>Mr. Pruttanun Sriwongliang Proxy</p>	<p>Mr. Pruttanun inquired as follows: 1. The initial objective of the foundation of TABS. 2. What advantages or disadvantages the employees transferred from TABS to IRPC would gain in terms of the benefit. 3. How assets and debts would affect the IRPC's financial statement.</p>
<p>Mr. Sukrit Surabotsopon President</p>	<p>1. Thai ABS Co., Ltd. was founded as a juristic person as a limited company since the year 1991 under the leadership of former management. IRPC held 99.99 percent of its shares. It was assumed that it could benefit from the BOI tax exemption. However, at present, TABS did not benefit from such exemption. Therefore, merger and acquisition was a means to improve the efficiency and reduce the costs. The reduction of the overlapping work process would provide more benefits.</p> <p>2. TABS employees currently received the equal benefits compared with IRPC's employees. Therefore, their benefits remained unchanged.</p> <p>3. Currently, the business of TABS gained profits and no debt. Additionally, IRPC held a stake in TABS at 99.99 percent. The statement should be consolidated. The merger and acquisition, thus, would have no impact on IRPC's consolidated financial statement.</p> <p>4. The reason why this had just been conducted was that formerly TABS shouldered a burden of lawsuits. Currently, all lawsuits were terminated in completion. Therefore, it became ready for the merger and acquisition.</p>
<p>Ms. Patcharin Chanmetha Shareholder</p>	<p>Ms. Patcharin inquired about the merger and acquisition of other IRPC's subsidiaries.</p>
<p>Mr. Sukrit Surabotsopon President</p>	<p>Apart from TABS, the Company had no plan to merge and acquire other subsidiaries. There were approximately 12 subsidiaries and joint ventures operating the business.</p>

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:

Approved	13,346,114,699	Votes	Percent	99.96
Disapproved	613,420	Votes	Percent	0.00
Abstained	4,772,392	Votes	Percent	0.04
Void ballots	5,000	Votes	Percent	0.00

**Resolution** After consideration, the Meeting resolved by not less than three-fourth of the votes cast by the shareholders present, to approve the receiving of the entire enterprise from Thai ABS Company Limited, as proposed above.

**AGENDA 8: To consider other matters (if any)**

The Chairman informed the Meeting that in case the shareholders or proxy intended to propose other agenda items apart from those specified in the invitation letter to the Meeting, pursuant to the Public Companies Limited Act B.E. 2535 (and amendment), Section 105, Clause 2, stipulating that when the meeting consider the agenda in order as presented in the invitation letter to the meeting, shareholders jointly holding shares of no less than one-third of all sold shares could request the meeting to consider other matters apart from those detailed in the invitation letter. Therefore, for shareholders or proxy who desired to propose other matters apart from those specified in the invitation letter to the Meeting, such matters should receive no less than one-third of all sold shares or no less than 5,825,000,000 shares (five thousand eight hundred and twenty-five million shares) to be eligible as an agenda item for the Meeting's consideration.

If there were no shareholders proposing other agenda items, shareholders might take this opportunity to inquire or comment further on other matters.

The shareholders remarked and asked questions as follows;

Mr. Thamnoon Julamaneechoti Proxy	Mr. Thamnoon advised to provide the Board's comments in each agenda item and to reschedule the dividend payment on a sooner date.
Mr. Tevin Vongvanich Chairman of the Board	The Company had incorporated the Board's comments at the end of each agenda item in the invitation letter to the Meeting, and would take the suggestion regarding the sooner date for the dividend payment into further consideration in the Board's meeting.
Mr. Kitti Sanidvongs Na Ayudhya Shareholder	Mr. Kitti asked about the merger and acquisition with other PTT Group companies and the selling of fishing industry oil of the Company.

<p>Mr. Tevin Vongvanich Chairman of the Board</p>	<p>Currently, there was no plan on the merger and acquisition with other PTT Group companies. Nonetheless, if there was a consideration on such matter, the Company would disclose through the Stock Exchange of Thailand and propose for the shareholders' approval. Regarding the selling of fish industry oil, the Company was a producer and sold the fish industry oil through the subsidiaries, namely IRPC Oil Co., Ltd., which was one of the large oil seller according to the Section 7 of the Thailand Fuel Trade Act.</p>
<p>Mr. Sompong Boonthamjinda Rights Protection Volunteer from the Thai Investors Association</p>	<p>Mr. Sompong admirably said that the Company had been recognized as a member of the Collective Action Coalition Against Corruption (CAC) from the Anti-Corruption Organization and inquired about the anti-corruption plans and policies in conjunction with business partners.</p>
<p>Miss Monwipa Choopiban Company Secretary</p>	<p>In 2015, the Company arranged the trainings for management and employees to educate on the anti-corruption policy and practices as well as the code of conduct, incorporated into the human resources development plan. It was communicated under several campaigns, including the anti-corruption campaign organized by the governmental sector. In relation to the business partners, the PTT Group CG Day 2015, the event in which business partners were invited to join, and the seminar forum with 300 partners on the anti-corruption scheme were held. Additionally, the Company continuously constructed the anti-corruption network. In 2016, the Company planned to support its subsidiaries and business partners to create the anti-corruption policy and practices in line with those of the Company and encouraged them to join the membership of the CAC.</p>

As there was no other matter to be considered, the Chairman thanked all shareholders for sacrificing their time to attend the meeting and confirmed that the Board, the management, and employees would carry out their responsibilities with their best efforts to maximize the benefits for the Company, all shareholders, all stakeholders, and the nation as a whole. The Chairman declared the 2016 Annual General Meeting of Shareholders of IRPC PLC adjourned.

The meeting was adjourned at 12.50 p.m.

-Tevin Vongvanich-

.....  
(Mr. Tevin Vongvanich)

Chairman of the Board

- Sukrit Surabotsopon-

.....  
(Mr. Sukrit Surabotsopon)

Director / President

-Monwipa Choopiban -

.....  
(Miss Monwipa Choopiban)

Company Secretary / Minutes Taker