

No Souvenir



INVITATION LETTER

TO

THE 2016 ANNUAL GENERAL MEETING OF SHAREHOLDERS

OF

SEA OIL PUBLIC COMPANY LIMITED

Wednesday 27 April 2016 at 3.00 PM.

at The Chamber Room Meeting, S31 Sukhumvit Hotel

No.545 Sukhumvit Road, Klongtoey-nua Sub-district, Wattana District, Bangkok

For your convenience, shareholders or proxies wishing to attend the meeting,
please kindly bring the registration form at the meeting

March 25, 2016

Subject: Invitation to the 2016 Annual General Meeting of Shareholders

To: Shareholders of Sea Oil Public Company Limited

- Enclosures
1. The copy of the minutes of the Extraordinary General Meeting No. 1/2015
 2. The annual report for the year 2015 (CD-ROM)
 3. The capital increase report form (F 53-4)
 4. The profile of directors nominated to be as the director in replacement of those directors who retired by rotation
 5. The Company's Articles of Association in respect of shareholders' meeting
 6. List of document to identify the right to attend the meeting
 7. The proxy form together with names list and profiles of independent directors nominated by the Company to represent shareholders in attending the shareholders' meeting
 8. The independent director's definition
 9. The map of the meeting venue
 10. The registration form

The Board of Directors of Sea Oil Public Company Limited (the "**Company**") at the meeting No. 3/2016 resolved to convene the 2016 Annual General Meeting of Shareholders on Wednesday 27 April 2016 at 3.00 PM., at The Chamber Room Meeting, S31 Sukhumvit Hotel No.545 Sukhumvit Road, Klongtoey-nua Sub-district, Wattana District, Bangkok to consider the following agendas:

Agenda 1 To consider and certify the minutes of Extraordinary General Meeting of Shareholders No. 1/2015 on 26 May 2015

Objectives and Reasons: The Company prepared the minutes of the Extraordinary General Meeting No. 1/2015 held on 26 May 2015 and submitted to relevant authorities within the period as required by applicable laws and also posted on the Company's website (www.seaoilthailand.com)

The Board of Directors' Opinion: The minutes of the Extraordinary General Meeting No. 1/2015 was duly and accurately record and therefore the Board of Directors deemed as appropriate to propose the shareholders for certification, the details of such minutes was attached with the invitation letter (*Enclosure No. 1*)

Agenda 2 To acknowledge of the operating result for the year 2015

Objectives and Reasons: The Company prepared the summary of operating result for the year 2015 ending 31 December 2015 which was presented in the 2015 annual report attached with the invitation letter (*Enclosure No. 2*)

The Board of Directors' Opinion: The Board of Directors deemed it's appropriate to propose the operating result for the year 2015 to the shareholders for acknowledgement.

Agenda 3 To consider and approve the Company’s financial statement for the year ending 31 December 2015

Objectives and Reasons: Pursuant to Public Limited Company Act B.E. 2535, The Company was required to prepare the statement of financial position and statement of comprehensive income prepared for the accounting year of the Company which it was audited by the Company’s auditor and also reviewed by the Company’s Audit Committee. The details of which was presented in the 2015 annual report as attached with the invitation letter. (Enclosure No.2)

Consolidated of Financial Position	
Unit : Million Baht as 31 December 2015	
Total Assets	2,167.44
Total Liabilities	1,088.75
Total Shareholders ’s equity	1,078.69
Consolidated of 2015 income statement	
Unit : Million Baht	
Revenue from sales and services	2,769.29
EBITDA	79.00
Net Profit	6.50

The Board of Directors’ Opinion: The Board of Directors’ deemed it’s appropriate to propose the shareholder meeting to approved the audited finance statement for the year 2015 ending 31 December 2015 which has been considered and reviewed by the Audit Committee.

Agenda 4 To consider and approve the allocation of profit into the legal reserve and dividend payment for the year 2015

Objectives and Reasons: The Company’s dividend policy was to pay dividend at not less than 30 % of net profit after corporate income tax and all reserves as required by laws. In year 2015, the Company and it subsidiaries had net profit of Baht 6.50 million, the net profit of the company of Baht 105.28 million and there is no accumulated loss, therefore the Company might consider to make a dividend payment to the shareholders pursuant to Section 115 of the Public Limited Company Act B.E. 2535 and Article 44 of the Company’s Articles of Association.

Pursuant to Section 116 of the Public Limited Company Act B.E. 2535 and Article 45 of the Company’s Articles of Association stated that “a company shall allocate not less than 5% of its annual net profit less the accumulated losses (if any) into a reserve fund until this fund reaches an amount not less than 10% of the registered capital...”

Comparison of dividend payment of the previous year as follows:-

Details of Dividend payment	2015 (proposed year)	2014
Stock dividend payment rate	10 existing shares : 1 dividend share	7 existing shares : 1 dividend share
Stock dividend rate per shares (Baht / share)	0.10	0.142857
Cash Dividend rate per shares (Baht / share)	0.01111	0.015873
Total Dividend payment rate (Baht/share)	0.11111	0.15873
Dividend payout ratio compared with the company net profit	40%	56.98%

The Board of Directors’ Opinion: The Board of Directors deemed it’s appropriate to propose the shareholders for approval of the allocation of the profit as follows:-

- 1) To allocate the net profit into the legal reserve for the year 2015 in the amount of Baht 5.305 million.
- 2) To allocate the retained earnings for the dividend payment by issued the ordinary shares of the company amount of 37,912,428 shares at par value of 1 Baht per share to the Company’s shareholders in the ratio of 10 current shares per 1 dividend share , having the total value of Baht 37,912,428 or equivalent to payment of Baht 0.10 per shares. In case that any shareholder holds the indivisible share remaining after such

allocation, the dividend shall be paid by cash in the amount of Baht 0.10 per shares and propose for approval of cash dividend payment at the rate of Baht 0.01111 per share, or amount of Baht 4,212,492 . In combination of the stock dividend and cash dividend shall be paid at the rate of Baht 0.11111 per share. The dividend payout ratio according to the Dividend payment policy of the company, All dividends shall be subject to withholding tax at the rate stipulated by law.

By specifying the list of shareholders who are entitled to receive stock dividend and cash dividend on 4 April 2016 and collecting the name of shareholder, according to Section 225 of the Securities and Stock Exchange Act by closing the registration book on 5 April 2016 and the dividend payment will be paid on 23 May 2016 (However, the such rights to receive the dividend payment is uncertainty and is subject to the approval of the Annual General Meeting of Shareholders)

Agenda 5 To consider and approve the increase of the Company's registered capital of 37,912,428 shares to reserve for the stock dividend payment and approve the amendment to Clause 4 of the Company's Memorandum of association to be in line with the increase of the registered capital of the company

Objectives and Reasons: Per the resolution regarding the dividend payment in the form of ordinary share to shareholders in Agenda 4, therefore the Company shall increase its registered capital to reserve for the dividend payment of 37,912,428 shares. It is necessary to the Company to propose to the shareholders for approval of the increase of the Company's registered capital from Baht 379,124,282 to Baht 417,036,710 by issuing 37,912,428 newly issued ordinary share with a par value of Baht 1 per share and the Company is required to amend Clause 4 of the Company's Memorandum of association to be in line with the increase of the registered capital of the Company.

The Board of Directors' Opinion: The Board of Directors deemed it's appropriate to propose to the shareholders for approval of the increase of the Company's registered capital from Baht 379,124,282 to Baht 417,036,710 by issuing 37,912,428 newly issued ordinary share with a par value of Baht 1 per share to reserve for the stock dividend payment and amend Clause 4 of the Company's Memorandum of association to be in line with the increase of the registered capital of the company.

Agenda 6 To consider and approve the allocation of shares under the stock dividend payment

Objectives and Reasons: Per the resolution regarding the dividend payment in the form of ordinary shares to the shareholders as mentioned Agenda 4, the Company shall allocate the newly issued ordinary shares in term of dividend payment of 37,912,428 shares to its shareholders by the details of shares allocation per capital increase Form (F 53-4) as attached with the invitation letter. (Enclosure No. 3)

The Board of Directors' Opinion: The Board of Directors deemed it's appropriate to propose to the shareholders for approval of the allocation of 37,912,428 newly ordinary shares to the shareholders who are entitled to receive stock dividend payment as mentioned in Agenda 4.

Agenda 7 To consider the approval for the re-appointment of the company's directors in place of the directors who are retired by rotation.

Objectives and Reasons: Pursuant to the Public Limited Company Act B.E. 2535 and Article 17 of the Company's Articles of Association stated that "one- third of all directors shall be discharged upon the annual general meeting... however, the directors who are retired by rotation may be re-appointed to be the director for another term.

In year 2016, the directors who retired by rotation are as follows:

1)	Mr.Apsit Rujikeatkamjorn	Chairman
2)	Dr.Chalermwit Chimtragoon	Independent Director and Member of Audit Committee
3)	Ms.Neeracha Panboonhom	Chairman of Executive committee and Managing Director

The Company provides an opportunity for shareholders to propose the qualified persons to be elected as director during 29 January 2016 – 15 February 2016. However, no proposal has been submitted by shareholders.

The Nomination and Remuneration Committee has considered under the nomination policy that all of 3 directors as present have fully met the qualification as specified in the Public Limited Company Act B.E.2535, knowledge, capability and experience in the business relating to the company which provide beneficial advice to the Company's operation and agreed to propose to re- appoint such directors to be directors of the Company to another term. The profiles of 3 directors are in the enclosure together with the invitation letter (*Enclosure No. 4*)

The Board of Directors' Opinion: The Board of Director has considered and agreed with the proposal of the Nomination and Remuneration Committee to propose the shareholders' meeting for the approval of the re-appointment of those 3 directors as follows :-

Mr. Apsit Rujikeatkamjorn, Dr.Chalermwit Chimtragoon and Ms.Neeracha Panboonhom to be the directors of the Company for another term.

Agenda 8 To consider and approve the remuneration of directors and sub-committee for the year 2016

Objectives and Reasons: Pursuant to Section 90 of the Public Limited Company Act B.E.2535 stated that "...the company will not be allowed to pay money or any other assets to its directors unless for remuneration payment as specified in the articles of association of the company..." and Article 22 of the Articles of Association of the Company stated that the directors are entitled to receive the remuneration from the Company in the form of reward, attendance fee, bonus, or other benefits upon the approval of the shareholders.

The Nomination and Remuneration Committee has considered the remuneration of directors and sub – committee according to the remuneration policy and agreed that the rate payment is appropriate under the obligation assigned that compared to the another company in the same business and the same size of business and agreed to proposed to determine the remuneration of directors and sub – committee for the year 2016 in the amount of not exceeding of Baht 4.20 million in total which is equivalent to the payment rate of the year 2015.

The Board of Directors' Opinion: The Board of Directors has considered and agreed with the proposal of the Nomination and Remuneration Committee to propose the shareholders 'meeting for approval of the remuneration of directors and sub-committee for the year 2016 in the amount of not exceeding of Baht 4.20 million in total which is equivalent to the payment rate of the year 2015, the details of the remuneration payment are as follows:

Type of the Remuneration		2016 (Proposed year)	2015
Board of Directors	• Monthly remuneration Chairman Directors	Baht/ Month 33,000 27,500	Baht / Month 33,000 27,500
	• Incentive Fee	-	-
Authorized Directors	• Monthly remuneration	11,000 Baht / Month	11,000 Baht / Month

Sub-Committee Remuneration per meeting attendance			
Type of the Remuneration		2016 (Proposed)	2015
The Audit Committee	<ul style="list-style-type: none"> • Attendance fee • Chairman of Audit Committee • Audit Committee 	Baht / Meeting attendance 20,000 15,000	Baht / Meeting attendance 20,000 15,000
The Executive Committee	<ul style="list-style-type: none"> • Attendance fee • Chairman of Executive Committee • Executive Committee 	Baht / Meeting attendance 16,500 11,000	Baht / Meeting attendance 16,500 11,000
The Nomination and Compensation Committee	<ul style="list-style-type: none"> • Attendance fee • Chairman of Nomination and Compensation Committee • Nomination and Compensation Committee 	Baht / Meeting attendance 20,000 15,000	Baht / Meeting attendance 20,000 15,000

Agenda 9 To consider and approve the appointment of auditors and determination the auditor fee for the year 2016

Objectives and Reasons: Pursuant to Section 120 of Public Limited Company Act B.E. 2535 and Article 36 of the Company's Articles of Association stated that at every the annual general meeting, it shall appoint an auditor and determine its remuneration. The Audit Committee considered that the Company's auditor qualified with the qualification and performance, independence and remuneration and agreed to propose the Shareholders' meeting to appoint the auditors of PriceWaterhouseCoopers ABAS Company Limited to be the Company's auditor for the year 2016 and determine the audit fee of the company in the amount of Baht 3.25 million for the annual auditing and the quarterly review, the details of auditor as follows :-

- | | |
|-----------------------------------|---------------------------------|
| (1)Ms. Sukhumaporn Wong-Ariyaporn | C.P.A. Registration No. 4843 or |
| (2)Ms. Varaporn Vorathitikul | C.P.A. Registration No. 4474 or |
| (3)Mr. Vichien Khingmontri | C.P.A. Registration No. 3977 |

In the absence of the above - named auditors, Price WaterhouseCoopers ABAS limited is authorized to identify one other Certified Public Accountant within Price WaterhouseCoopers ABAS limited to carry out the work. However, the auditor as proposed have no relationship and no conflict of interest with the Company/ Management /Major shareholders at all.

Unit : Baht

Audit Fee (not including other expense)	2016 (Proposed year)	2015
Annual auditing fee and Quarterly review	3,250,000	2,300,000

The Board of Directors' Opinion: The Board of Directors has considered and agreed with the proposal of the Audit Committee to propose the shareholders' meeting to appoint the auditors of PriceWaterhouseCoopers ABAS Company Limited to be the Company's auditor for the year 2016 and also determine the audit fee of the company in the amount of Baht 3.25 million as details per the Audit Committee proposed.

Agenda 10 Other businesses (if any)

Please be informed accordingly and all shareholders are hereby invited to attend the Meeting on the date, time and place as mentioned. If any shareholder unable to attend the meeting, such shareholder may appoint another person or the Company's independent director to attend the meeting on their behalf. Please specified your proxy on the proxy form with the evidences as list in the *Enclosure No.7* that enclosed with this invitation letter.

Yours sincerely,

Sea Oil Public Company Limited

(Miss Neeracha Panboonhom)

Chairman of Executive Committee