



**Document for the Extraordinary Shareholders' Meeting No. 1 / 2015**

**SEA OIL PUBLIC COMPANY LIMITED**

**Tuesday 26<sup>th</sup> May 2015 at 2.00 p.m.**

**At Ballroom B, Maple Hotel**

**No.9 Srinakarin Road, Bangna, Bangkok 10250**

For your convenience, shareholders or proxy holders wishing to attend the meeting, kindly bring the registration form



No. SEA/030/2015

24 April 2015

**Subject Invitation to the Extraordinary Shareholders' Meeting No. 1/2015**

**To Shareholders of Sea Oil Public Company Limited**

Enclosure:

1. Copy of the minutes of the Annual General Meeting of Shareholders for 2015
2. Information memorandum on the acquisition of asset, Schedule 1
3. Capital increase report form (F53-4)
4. The Company's Articles of Association in respect of shareholders' meeting
5. Registration form and document to identify the right to attend the meeting
6. Proxy form and details of independent director(s) to represent shareholders in attending the shareholders' meeting
7. Map of the meeting venue

Sea Oil Public Company Limited (the "Company") would like to invite you to attend the Extraordinary Shareholders' Meeting No. 1/2015 on 26 May 2015 at 2.00 p.m., at Ballroom B, Maple Hotel, No. 9, Srinakarin Road, Bangna District, Bangkok to consider the following agendas:

**Agenda 1 To consider and certify the minutes of the Annual General Meeting of Shareholders for 2015**

Board of Directors' opinion: The Shareholders' meeting should certify the minutes which was recorded correctly according to the fact and has been submitted to the relevant authorities within the prescribed period under the law and has been disseminated via the Company's website.

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders presenting at the meeting and cast their votes, excluding abstentions in the counting of votes.

The matters in agenda items 2 to 7 are related to one another, and agenda items 2 to 7 are conditional upon one another. If any of these agenda items are not approved by the meeting of Shareholders, the other agenda items having been approved formerly by the meeting of shareholders shall be cancelled and no further agenda shall be considered.

**Agenda 2 To consider and approve the acquisition of approximately 100% of the total issued shares in Nakornchai Prakarn Chemical Product Company Limited**

The Company intends to acquire the approximate amount of 100% of the total issued shares in Nakornchai Prakarn Chemical Product Company Limited ("NPC") at the purchase price not exceeding Baht 220,000,000. The consideration for such acquisition shall be in the form of newly issued shares of the Company allocated through private placement to NPC's existing shareholders. In this regard, this transaction is considered as a purchase or acceptance of transfer of the business of other companies or private companies by the Company, which must be approved by a vote of not less

than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote, under Section 107 of the Public Limited Company Act B.E. 2535 (as amended).

Board of Directors' opinion: The Shareholders' meeting should approve the acquisition of approximately 100% of the total issued shares in NPC at the purchase price not exceeding Baht 220,000,000. The acquisition shall be in the form of newly issued shares of the Company allocated through private placement to NPC's existing shareholders, as detailed above, due to this investment is appropriate and will be benefits for the Company, i.e., the investment in NPC, a company operating condensate separation and bio-diesel production businesses, will greatly support the Company to integrate into the petroleum exploration and production businesses, including the Company's business as a petroleum product trader, by using products derived from the petroleum production and/or purchased from other companies providing raw materials to produce by the Company itself. This shall be an opportunity to invest in a project which will earn good revenues. Even though the condensate separation and bio-diesel production businesses have high risks, the Board of Directors took this into their consideration, and deemed that this project has a potential and will continuously generate returns form investment for the Company and its shareholders, as expected.

Voting: To approve this matter, a resolution must be passed by a vote of not less than three-fourth of the total number of votes of shareholders attending the meeting and having the right to vote, including abstentions in the counting of votes.

**Agenda 3 To consider and approve the decrease of the Company's registered capital after the allocation of share dividends from Baht 359,996,408 to Baht 359,993,848 by cancelling approximately 2,560 authorized but unissued shares of the Company with a par value of Baht 1 per share**

As the Company intends to increase its registered capital, set forth in Agenda 5, Section 136 of the Public Limited Company Act B.E. 2535 (as amended) prescribes that the Company may increase its registered capital by issuing new shares, provided that all shares have been sold and fully paid-up.

In order to comply with the requirement prescribed by the law, the Company proposed the Shareholders' meeting to consider and approve the decrease of the Company's registered capital after the allocation of share dividends from Baht 359,996,408 to Baht 359,993,848 by cancelling 2,560 authorized but unissued shares of the Company with a par value of Baht 1 per share.

Board of Directors' opinion: The Shareholders' meeting should approve the decrease of the Company's registered capital after the allocation of share dividends from Baht 359,996,408 to Baht 359,993,848 by cancelling 2,560 authorized but unissued shares of the Company with a par value of Baht 1 per share, as detailed above.

Voting: To approve this matter, a resolution must be passed by a vote of not less than three-fourth of the total number of votes of shareholders attending the meeting and having the right to vote, including abstentions in the counting of votes.

**Agenda 4 To consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company in consequence of the decrease of the registered capital of the Company.**

In consequence of the decrease of the Company's registered capital, as detailed in Agenda 3 above, the Company proposed the Shareholders' meeting to consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company, by using the following term. In this regard, the person(s) assigned by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development shall be authorized to amend and provide additional statement in order to comply with the registrar's orders.

"Clause 4. Registered capital	359,993,848 Baht	(Three hundred fifty nine million nine hundred ninety three thousand and eight hundred forty eight Baht)
-------------------------------	------------------	--

Divided into	359,993,848 shares	(Three hundred fifty nine million nine hundred ninety three thousand and eight hundred forty eight shares)
Par value of	1 Baht	(One Baht)
Which is classified into:		
Ordinary shares	359,993,848 shares	(Three hundred fifty nine million nine hundred ninety three thousand and eight hundred forty eight shares)
Preference shares	- shares	( - )”

**Board of Directors’ opinion:** The Shareholders’ meeting should approve the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the decrease of the registered capital of the Company, as detailed above.

**Voting:** To approve this matter, a resolution must be passed by a vote of not less than three-fourth of the total number of votes of shareholders attending the meeting and having the right to vote, including abstentions in the counting of votes.

**Agenda 5** **To consider and approve the increase of the Company’s registered capital at Baht 19,130,434, from Baht 359,993,848 to Baht 379,124,282, by issuing 19,130,434 newly issued ordinary shares with a par value of Baht 1 per share.**

The Company intends to increase its registered capital at Baht 19,130,434, from Baht 359,993,848 to Baht 379,124,282, by issuing 19,130,434 newly issued ordinary shares with a par value of Baht 1 per share, as consideration for the acquisition of shares in NPC, as detailed in Agenda 2.

**Board of Directors’ opinion:** The Shareholders’ meeting should approve the increase of the Company’s registered capital at Baht 19,130,434, from Baht 359,993,848 to Baht 379,124,282, by issuing 19,130,434 newly issued ordinary shares with a par value of Baht 1 per share, as detailed above.

**Voting:** To approve this matter, a resolution must be passed by a vote of not less than three-fourth of the total number of votes of shareholders attending the meeting and having the right to vote, including abstentions in the counting of votes.

**Agenda 6** **To consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company in consequence of the increase of the registered capital of the Company.**

In consequence of the increase of the Company’s registered capital, as detailed in Agenda 5 above, the Company proposed the Shareholders’ meeting to consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company, by using the following term. In this regard, the person(s) assigned by the Board of Directors to register the amendment of memorandum of association at the Department of Business Development shall be authorized to amend and provide additional statement in order to comply with the registrar’s orders.

“Clause 4.	Registered capital	379,124,282 Baht	(Three hundred seventy nine million one hundred twenty four thousand and two hundred eighty two Baht)
	Divided into	379,124,282 shares	(Three hundred seventy nine million one hundred twenty four thousand and two hundred eighty two shares)
	Par value of	1 Baht	(One Baht)
	Which is classified into:		
	Ordinary shares	379,124,282 shares	(Three hundred seventy nine million one hundred twenty four thousand

Preference shares - shares ( - )” and two hundred eighty two shares)

**Board of Directors’ opinion:** The Shareholders’ meeting should approve the amendment to Clause 4. of the Memorandum of Association of the Company in consequence of the increase of the registered capital of the Company, as detailed above.

**Voting:** To approve this matter, a resolution must be passed by a vote of not less than three-fourth of the total number of votes of shareholders attending the meeting and having the right to vote, including abstentions in the counting of votes.

**Agenda 7 To consider and approve the allotment of up to 19,130,434 newly issued ordinary shares with a par value of Baht 1 per share**

Due to the Company will increase its registered capital by issuing new 19,130,434 shares, as detailed in Agenda 6 above and the consideration for the acquisition of shares in NPC, as detailed in Agenda 2, the Company proposed the Shareholders’ meeting to consider and approve the allotment of up to 19,130,434 newly issued ordinary shares with a par value of Baht 1 per share as follows:

- (1) to allocate up to 19,130,434 newly issued ordinary shares of the Company with a par value of Baht 1 per share through private placement at an offering price of Baht 11.50 per share according to the Notification of the Capital Market Supervisory Board No. TorJor. 28/2551 re: Application for and Approval of Offer for Sale of Newly Issued Shares (as amended). The private placement investors shall not be a connected person of the Company. In regard to the consideration to the NPC’s existing shareholders, the ordinary shares in NPC shall be paid by the Company’s newly issued ordinary shares with the value not exceeding Baht 220,000,000, in which will be considered as a payment in kind other than monetary payment. In this regard, the offering price shall not be less than 90% of the market price according to the relevant Notifications of the Office of the Securities and Exchange Commission.

“Market price” means weighted average price of ordinary shares in companies listed on the Stock Exchange of Thailand in the past 15 consecutive business days, prior to the date that the Board of Directors resolved to propose agendas for the Extraordinary Shareholders’ Meeting No. 1/2015 to consider and approve the offering of newly issued shares. In this respect, the market price during such period, 18 March 2015 – 8 April 2015, was Baht 9.25 per share (information provided from SETSMART via [www.setsmart.com](http://www.setsmart.com) of the Stock Exchange of Thailand)

- (2) to approve the authorization of Ms. Neeracha Panboonhom, the Managing Director, to determine any details relevant to the issue and allotment of newly issued ordinary shares such as (1) allotment of newly issued ordinary shares for one time or occasionally during the offering period, determination of purchase price, payment of shares, other conditions and details relating to the allotment of newly issued ordinary shares; (2) negotiation, entering into agreements and signing documents and contracts relating to the allotment of newly issued ordinary shares, including taking any actions in connection with the allotment of newly issued ordinary shares; and (3) signing applications to request permission, waiver applications and evidence necessary for and relating to the allotment of newly issued ordinary shares, including correspondence and filing of application or waiver application, documents and evidence with the relevant state organizations or authorities, including listing the newly issued ordinary shares of the Company on the Stock Exchange of Thailand and taking any other actions necessary and appropriate for the allotment of newly issued ordinary shares.

**Board of Directors’ opinion:** The Shareholders’ meeting should approve the allotment of up to 19,130,434 newly issued ordinary shares with a par value of Baht 1 per share and authorization of Ms. Neeracha Panboonhom, the Managing Director, to determine any details relevant to the issue and allotment

of newly issued ordinary shares such as (1) allotment of newly issued ordinary shares for one time or occasionally during the offering period, determination of purchase price, payment of shares, other conditions and details relating to the allotment of newly issued ordinary shares; (2) negotiation, entering into agreements and signing documents and contracts relating to the allotment of newly issued ordinary shares, including taking any actions in connection with the allotment of newly issued ordinary shares; and (3) signing applications to request permission, waiver applications and evidence necessary for and relating to the allotment of newly issued ordinary shares, including correspondence and filing of application or waiver application, documents and evidence with the relevant state organizations or authorities, including listing the newly issued ordinary shares of the Company on the Stock Exchange of Thailand and taking any other actions necessary and appropriate for the allotment of newly issued ordinary shares, as detailed above.

**Voting:** To approve this matter, a resolution must be passed by a majority of the shareholders presenting at the meeting and cast their votes, excluding abstentions in the counting of votes.

**Agenda 8 To consider and approve the issuance and offering of debenture in the amount of not exceeding Bath 2,000,000,000**

**Board of Directors' opinion:** The Shareholders' meeting should approve the issuance and offering of debenture in the amount of not exceeding Baht 2,000,000,000 as the following details:

- Purpose : 1) to repay existing bank debt, to expand business and/or to serve as working capital  
2) to make available alternative investment product for investors of the Company
- Type of debt instrument : Debentures in named certificate form or issued to bearer, subordinated or unsubordinated, secured or unsecured, with or without guarantor, and with or without debenture holder representative.
- Offering value : Not exceeding Baht 2,000,000,000, during a certain period, which may be offered once or several times in the same time, so long as the total outstanding value of debentures does not exceeding Baht 2,000,000,000.  
  
In case of early redemption of debentures, the Company may issue a new set of debentures. The offering value of the new set of debentures together with the outstanding value of the unredeemed debentures shall not exceed the total offering value of Baht 2,000,000,000 or in the equivalent amount.
- Tenor : Up to 10 years from the date of issuance of debentures
- Currency : Baht or in the equivalent amount of other currencies
- Interest rate : Subject to the market condition during each period of issuance and offering
- Early redemption : Debentures may or may not be embedded with Call and/or Put option in respect of early redemption by the debenture holders and the Company, in this respect, in accordance with the terms and conditions specified in each issuance of debenture.
- Placement : Debentures may be offered for sale in Thailand and/or abroad, to the public and/or private placement and/or institutional investors in Thailand and/or abroad, and/or high net worth investors according to the Notification of the Securities and Exchange Commission and/or the Notification of the Capital Market Supervisory Board and/or any enforced regulation at the moment of issuance of Debt Instruments, which may be offered once or several times and/or as a project and/or on a revolving basis.

Other conditions : Issuance and offer of debentures shall be subject to the appropriate of market condition at the period of issuance and offering of debentures, and other relevant factors.

In this respect, the Board of Directors or Board of Executive Directors or the person designated by the Board of Directors or Board of Executive Directors shall have a power to consider and determine criteria, conditions and other details relating to the issuance and offering for sale of debentures which have not yet been determined as necessary and appropriate according to the relevant laws and regulations, such as, name and characteristics, type of offering, amount of debentures to be issued and offered for sale each time, type of debentures, guarantee, collateral, offering price per unit, term, maturity, early redemption right, other rights and duties according to the debentures to be issued at such time, interest rate, principal and interest payment method, allocation method and details of offering, details of sale, debenture registrar, debenture holders' representative, etc. Moreover, it includes listing of debentures on the Bond Exchange, the Stock Exchange of Thailand, securities trading center or any other secondary markets including any other organizations. Authorized persons also have the power to apply for approval from, make disclosure to, and proceed any and all relevant acts with the relevant regulatory agencies, and to take any action relating to the issuance and offering of debentures as necessary and appropriate.

Voting: To approve this matter, a resolution must be passed by a vote of not less than three-fourth of the total number of votes of shareholders attending the meeting and having the right to vote, including abstentions in the counting of votes.

**Agenda 9 Other matters (if any)**

Please be informed accordingly and all shareholders are hereby invited to attend the meeting on the date, at the time and place as mentioned above. If any shareholder is unable to attend the meeting, such shareholder may appoint another person to attend the meeting on their behalf.

Your sincerely,

**Sea Oil Public Company Limited**

(Ms. Neeracha Panboonhom)

Chairman of Executive Committee and Managing Director

- Unofficial Translation -

**MINUTES OF THE 2015 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
SEA OIL PUBLIC COMPANY LIMITED  
ON 8 APRIL 2015  
AT ROYAL JASMINE ROOM, JASMINE CITY HOTEL  
NO.2 SOI PRASARNMIT, KLONGTOEY-NUA SUB-DISTRICT, WATTANA DISTRICT, BANGKOK**

---

**Directors Present**

- |    |                     |                 |  |
|----|---------------------|-----------------|--|
| 1. | Mr. Apisit          | Rujikeatkamjorn | Chairman   |
| 2. | Mr. Tawee           | Soontornsingha  | Vice Chairman / Independent Director / Audit Committee |
| 3. | Assoc.Prof.Dr. Ruth | Banomyong       | Independent Director / Chairman of Audit Committee     |
| 4. | Dr. Chalermwit      | Chimtragoon     | Independent Director / Audit Committee                 |
| 5. | Mr. Suraphon        | Meesathien      | Director   |
| 6. | Ms. Neeracha        | Panboonhom      | Chairman of Executive Director / Managing Director     |

**Directors Absent**

- |    |              |                 |          |
|----|--------------|-----------------|----------|
| 1. | Mr. Prompong | Chaisrisawatsuk | Director |
|----|--------------|-----------------|----------|

**Managements Present**

- |    |               |                |  |
|----|---------------|----------------|--|
| 1. | Ms. Pornladda | Dathratwibul   | Duty Managing Director   |
| 2. | Ms. Kusuma    | Wanapreuk      | Executive Director / Manager - Financial and Accounting Department |
| 3. | Mr. Chayawat  | Timmaitree     | Executive Director / Manager - Sale Department                     |
| 4. | Ms. Siriwan   | Champhan       | Manager - Quality Control and Investor Relation Department         |
| 5. | Ms. Siranee   | Komintornchart | Manager – Customer Services Department                             |
| 6. | Ms. Saowanee  | Sutthitham     | Company Secretary  |

**Auditor Present**

- |    |              |                      |  |
|----|--------------|----------------------|--|
| 1. | Ms. Nattaya  | Tungpradit           | Certified Public Accountant, A.M.T. Associates |
| 2. | Mr. Siramate | Akkharachotikullanun | Certified Public Accountant, A.M.T. Associates |

**Advisor Present**

- |    |              |                 |                      |
|----|--------------|-----------------|----------------------|
| 1. | Mr. Thitipun | Semsuntad       | Advisor – Management |
| 2. | Mr. Kosit    | Fuengsawat      | Advisor – Technical  |
| 3. | Mr. Wichan   | Kittirattanapan | Advisor – Legal      |

Prior to the commencement of the Meeting, the moderator of the Meeting was pleased to welcome shareholders to the 2015 Annual General Meeting of shareholders and subsequently, Ms. Saowanee Sutthitham as the Company Secretary, who acted as the secretary of the Meeting informed the Meeting on the Company's Article of Association (the "AOA") with respect to quorum and voting right as follows:



*- Unofficial Translation -*

- Clause 33 of the AOA stipulates that, in order to constitute a quorum, the shareholders' meeting is required to have at least 25 shareholders and proxies (if any) attending the meeting or at least one half of the total number of shareholders, and such shareholders must hold shares not less than one-thirds of the total number of the Company's issued shares.
- Clause 35 of the AOA stipulates that, in respect of voting in shareholders' meeting, it shall be deemed that one share equals to one vote and any shareholder, having interest in a matter, shall not be entitled to vote for such matter, except for voting to appoint director.
- The Meeting will be proceed in sequence of agenda, totaling 14 agendas, as informed to the shareholders in the invitation letter. For convenience in conducting the Meeting, the Company has prepared voting slips for all shareholders for voting of each agenda. The Company requested shareholders who wish to abstain or disapprove to raise their hands for the officer to collect the voting slips. Any shareholder who does not raise his/her hand shall be deemed as casting an approving vote in such agenda.
- In counting votes, barcode scanner will be used. After the counting, the Chairman will announce the result to the Meeting, representing the number of votes in relation to "approve", "disapprove" and "abstain". In regard to voting slips marked as approved that were not collected during the Meeting, please return them after the Meeting for further counting of votes.
- In case of shareholders or proxies wish to express their opinions or have any inquiry in each of the agenda, please raise your hand. When he/she is authorized by the Chairman, he/she will be required to inform his/her name and last name to the Meeting before expressing opinion or inquiry in order for the minutes of meeting to be correctly recorded and completed.

The Company provided an opportunity to the shareholders to be a witness for counting votes. Mr.Saranphat Sutjaritchan, a shareholder, volunteered to the Meeting as witness in vote counting.

The moderator then introduced the Board of Directors, managements and relevant advisors who attended the Meeting to the shareholders and requested the Chairman to commence the 2015 Annual General Meeting of shareholders.

**The Meeting commenced at 2:00 PM.**

Mr. Apisit Rujikeatkamjorn, the Chairman of the Board of Directors, acted as the Chairman of the Meeting (the "**Chairman**") informed the Meeting that there was 57 shareholders and 46 proxies present at the Meeting, totaling 103 shareholders representing 201,336,539 shares or 63.917 percent of total paid-up capital and that a quorum was thus constituted pursuant to the AOA. The Chairman informed that the Meeting duly convened to consider the following agendas:

**Agenda 1            To consider and certify the Extraordinary General Meeting No. 1/2014 on 17 December 2014**

The Chairman informed the Meeting that the Company convened the Extraordinary General Meeting of Shareholders No. 1/2014 on 17 December 2014 of which the Company duly prepared the minutes of the meeting and circulated to relevant authorities within the certain period of time as required by laws including disclosing such minutes on the Company's website as detailed in Enclosure 1 together with the invitation letter circulated to shareholders.

Upon due consideration of the completeness and accuracy of the minutes by the Board of Directors, the Board of Directors deemed as it appropriate to propose the Meeting to consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2014 on 17 December 2014.

The Chairman thereafter requested the Meeting to make any suggestion or inquiry.

**- Unofficial Translation -**

No further inquiries or comments were made in the Meeting. The Chairman then proposed that the Meeting to certify the Extraordinary General Meeting of Shareholders No. 1/2014 on 17 December 2014 as proposed and subsequently informed the Meeting that that this agenda would be resolved with an affirmative vote of all shareholders attending the Meeting.

**Resolution** Upon due consideration, the Meeting resolved to certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2014 on 17 December 2014, as proposed in all respects, with an affirmative majority vote of all shareholders attending the Meeting and casting the vote, detailed as follows:

Votes in favor :	201,461,331 Votes	Accounting for 100.00 percent
Votes against :	0 Votes	Accounting for 00.00 percent
Abstentions :	0 Votes	Accounting for 00.00 percent

**Agenda 2 To acknowledge the Company' performance for the year 2014**

The Chairman requested Ms. Neeracha Panboonhom, the Managing Director to inform the Company's performance for the year 2014.

Ms. Neeracha Panboonhom, Managing Director informed that in year 2014, the Company had fundamental factors that result in the Company growths continually same as the previous year. In this regard, the Company prepared the summary of the Company's performance for the year 2014 ending 31 December 2014 as detailed in the annual report for the year 2014 circulated to shareholders together with the invitation letter (Enclosure 2).

For the business overview in the year 2014, it deemed that the Company had significant growth in several areas due to in year 2014, the Company had business expansion and studied to invest continually in several projects even though such activities would increase the Company costs but it was necessary for the business expansion in the future. However, the Company considered related factors and change of economic including fluctuation of currency exchange and oil price that might happen at all time. During year 2014, the Company evaluated risk from those factors and planned to handle it at all time. Therefore, the Company revenues still increase and had ability to gain more profits. For the convenience of shareholders to understand the Company's performance in the year 2014, it would be presented in form of VDR

*- The Company's performance for the year 2014 was presented on VDR -*

- Revenue structure and performance of the year 2014

The Company had total revenue of 3,083.95 million Baht, the main revenue came from sale of fuel and lubricant of 2,811.76 million Baht representing 91.17 % whereby the revenue from sale of fuel to marine customers at rig, marines and industrial sector and the Company had revenue from the services of 8.42 % and other revenue of 0.41%. Based on total revenue of the Company in the year 2014, the Company had total net profits of 85.44 million Baht which was increased at the ratio of 6.1 % compared to the year 2013 of which the increase profits came from the sale of fuel and services.

- Company's financial status as at the end of year 2014

A total asset of the Company was 1,226.65 million Baht increased from the year 2013 of 706.84 million Baht due to the increase of cash flow and account receivable.

For liabilities the Company had total liabilities of 148.3 million Baht increased from the year 2013 of 100.13 million Baht due to the increase of short-term loan for working capital of the Company.

**- Unofficial Translation -**

For equities, the Company had total equities of 1,78.35 million Baht increased from the year 2013 of 606.71 million Baht. The current ratio was equal to 8.22x, D/E ratio was equal to 0.14x and ROE ratio was equal to 11.02%.

The Chairman thereafter requested the Meeting to make any suggestion or inquiry.

No further inquiries or comments were made in the Meeting. The Chairman informed the Meeting that this agenda was for the acknowledgment therefore, the vote casting was not required.

**Resolution** The Meeting acknowledged the Company's performance for the year 2014 as proposed in all respects.

**Agenda 3 To consider the Financial Statement for the year ending 31 December 2014**

The Chairman requested Ms. Neeracha Panboonhom, the Managing Director to inform the details of financial statement for the year ending 31 December 2014 to the Meeting.

Ms. Neeracha Panboonhom, Managing Director informed the Meeting that the Company duly prepared the balance sheet and profit and loss statement for the year 2014 ending 31 December 2014 of which it was audited by the certified auditor and reviewed by the Audit Committee. The certified auditor was of the opinion that they are correct, complete, and adequate according to financial reporting standards. The details are shown in the enclosure of the invitation to the Meeting (*Enclosure 2*). Summaries of the financial statements for the year ending 31 December 2014 are as follows:

<b>Unit: Baht Million</b>	<b>2014</b>		<b>2013</b>
	<b>Consolidated Financial Statement</b>	<b>Separate Financial Statement</b>	
<b>Balance sheet</b>			
Total assets	1,226.66	1,227.78	519.81
Total liabilities	148.30	148.30	48.17
Shareholders' equity	1,078.35	1,079.48	471.64
<b>Profit and loss statement</b>	<b>Consolidated Financial Statement</b>	<b>Separate Financial Statement</b>	
Total revenue	3,083.00	3,083.93	2,721.72
Total cost	2,976.25	2,974.86	2,622.78
Gross profit	106.76	109.07	98.94
Net profit	<b>85.44</b>	<b>87.76</b>	<b>80.54</b>
Earnings per share (Baht)	<b>0.43</b>	<b>0.44</b>	<b>0.60</b>

The Chairman thereafter requested the Meeting to make any suggestion or inquiry.

No further inquiries or comments were made in the Meeting. The Chairman then proposed that the Meeting to approve the financial statement for the year ending 31 December 2014 as proposed and subsequently informed the Meeting that that this agenda would be resolved with an affirmative vote of all shareholders attending the Meeting.

**Resolution** Upon due consideration, the Meeting resolved to approve the minutes of the financial statement for the year ending 31 December 2014, as proposed in all respects, with an affirmative majority vote of all shareholders attending the Meeting and casting the vote, detailed as follows:

Votes in favor :	201,492,698 Votes	Accounting for 100.00 percent
Votes against :	0 Votes	Accounting for 00.00 percent
Abstentions :	0 Votes	Accounting for 00.00 percent

*- Unofficial Translation -***Agenda 4 To consider and approve the dividend payment and the allocation of net profit as legal reserve for the year 2014**

The Chairman requested Ms. Neeracha Panboonhom, the Managing Director to inform the details of this agenda to the Meeting.

Ms. Neeracha Panboonhom, Managing Director informed that the Company had dividend policy not less than 30 percent of net profit after taxes and all reserves as required by laws and the AOA. For the year 2014, the Company and its subsidiaries had net profit of 85.07 million Baht and no accumulated losses. Therefore, the Company was able to make dividend payment to shareholders according to the laws and AOA. In addition, pursuant to Section 116 of the Public Company Limited Act B.E. 2535 and Section 45 of the AOA stated that the Company shall reserve certain part of net profit as a legal reserve not less than 5 percent of the annual net profit deducted by accumulated loss of the previous year (if any), until the legal reserve is not less than 10 percent of the registered capital.

The Board of Directors considered and resolved to propose the shareholders' meeting to allocate the net profit to pay the dividend in respect of operating result for the year 2014 as follows:

- 1) To allocate as legal reserve for the year 2014 of 4.40 million Baht
- 2) To make dividend payment by allocating common shares of 44,999,551 shares with par value at 1 Baht each to shareholders, at the ratio of 7 existing shares to 1 dividend share, totaling 44,999,551 Baht or 0.142857 Baht per share. If any shareholder receive a fraction of existing shares after the allocation of dividend shares, cash will be made for the replacement of the payment at the rate of Baht 0.142857 per share, and to make dividend payment in cash at the rate of Baht 0.015873 per share or 4,999,945.11 million Baht. The total dividend payment both in shares and cash is Baht 0.158730 per share. This payment rate is in accordance with the Company's dividend payment policy and such payment shall be subject to tax as specified by the law.

The Company determined the list of shareholders entitled to receive the dividend on 12 March 2015 and gathered the list of shareholders under Section 225 of the Securities and Exchange Act by closing register book of the Company on 13 March 2015, and determined the date of dividend payment on 28 April 2015.

The Chairman thereafter requested the Meeting to make any suggestion or inquiry.

No further inquiries or comments were made in the Meeting. The Chairman then proposed that the Meeting to approve the dividend payment and allocation of net profit as legal reserve for the year 2014 as proposed and subsequently informed the Meeting that that this agenda would be resolved with an affirmative vote of all shareholders attending the Meeting.

**Resolution** Upon due consideration, the Meeting resolved to approve the minutes of the dividend payment and allocation of net profit as legal reserve for the year 2014, as proposed in all respects, with an affirmative majority vote of all shareholders attending the Meeting and casting the vote, detailed as follows:

Votes in favor :	201,492,699 Votes	Accounting for 100.00 percent
Votes against :	0 Votes	Accounting for 00.00 percent
Abstentions :	0 Votes	Accounting for 00.00 percent

**Agenda 5 To consider and approve the reduction of the registered capital of the Company by Baht 221, from Baht 314,997,078 to Baht 314,996,857, by cancelling 221 authorized but unissued ordinary shares of the Company with a par value of Baht 1 per share**

*- Unofficial Translation -*

The Chairman informed the Meeting that at present, the Company had its registered capital of 314,997,078 Baht and unissued ordinary shares of 221 shares with par value at 1 Baht each. The Board of Directors resolved to propose the Meeting to cancel such authorized but unissued ordinary shares therefore the new registered capital was 314,996,857 Baht.

The Chairman thereafter requested the Meeting to make any suggestion or inquiry.

No further inquiries or comments were made in the Meeting. The Chairman then proposed that the Meeting to approve the reduction of registered capital as proposed and subsequently informed the Meeting that that this agenda would be resolved with an affirmative vote of not less than three-fourths of all shareholders attending the Meeting.

**Resolution** Upon due consideration, the Meeting resolved to approve the minutes of the dividend payment and allocation of net profit as legal reserve for the year 2014, as proposed in all respects, with an affirmative vote of not less than three-fourths of all shareholders attending the Meeting and casting the vote, detailed as follows:

Votes in favor :	201,492,699 Votes	Accounting for 100.00 percent
Votes against :	0 Votes	Accounting for 00.00 percent
Abstentions :	0 Votes	Accounting for 00.00 percent

**Agenda 6 To consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the reduction of the registered capital of the Company**

The Chairman proposed that the Meeting to approve the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the reduction of the registered capital of the Company, the details as follows:

“Clause 4.	Registered capital	314,996,857 Baht	(Three hundred fourteen million , nine hundred ninety six thousand and eight hundred fifty seven Baht)
	Divided into	314,996,857 shares	(Three hundred fourteen million ,nine hundred ninety six thousand and eight hundred fifty seven shares)
	Par value	1 Baht	(One Baht)
		Divided into	
	Ordinary shares	314,996,857 shares	(Three hundred fourteen million , nine hundred ninety six thousand and eight hundred fifty seven shares))
	Preferred shares	- shares	( - shares)”

, and empowered the person as authorized by the Board of Directors or any authorized directors to bind the Company according to the Company’s Affidavit to register such amendment to the Company’s Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to amend and/or add any information as determined by the Registrar.

The Chairman thereafter requested the Meeting to make any suggestion or inquiry.

*- Unofficial Translation -*

No further inquiries or comments were made in the Meeting. The Chairman then proposed that the Meeting to approve the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the reduction of the registered capital of the Company as proposed and subsequently informed the Meeting that that this agenda would be resolved with an affirmative vote of not less than three-fourths of all shareholders attending the Meeting.

**Resolution** Upon due consideration, the Meeting resolved to approve the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the reduction of the registered capital of the Company, as proposed in all respects, with an affirmative vote of not less than three-fourths of all shareholders attending the Meeting and casting the vote, detailed as follows:

Votes in favor :	201,492,699 Votes	Accounting for 100.00 percent
Votes against :	0 Votes	Accounting for 00.00 percent
Abstentions :	0 Votes	Accounting for 00.00 percent

**Agenda 7 To consider and approve the increase of capital of 44,999,551 shares to reserve for the stock dividend payment**

The Chairman informed the Meeting that due to the Company had the resolution on the dividend payment in form of ordinary shares according to Agenda 4. Therefore, the Company is obliged to allocate share to reserve for dividend payment of 44,999,551 shares and resolved to propose the Meeting to approve the increase of capital from 314,996,857 Baht to 359,996,408 Baht by issuing newly issued shares of 44,999,551 shares with the par value at 1 Baht each, totaling 44,999,551 shares to reserve for the stock dividend payment.

The Chairman thereafter requested the Meeting to make any suggestion or inquiry.

No further inquiries or comments were made in the Meeting. The Chairman then proposed that the Meeting to approve the increase of registered capital of 44,999,551 shares to reserve for the stock dividend payment and subsequently informed the Meeting that that this agenda would be resolved with an affirmative vote of not less than three-fourths of all shareholders attending the Meeting.

**Resolution** Upon due consideration, the Meeting resolved to approve the increase of registered capital of 44,999,551 shares to reserve for the stock dividend payment, as proposed in all respects, with an affirmative vote of not less than three-fourths of all shareholders attending the Meeting and casting the vote, detailed as follows:

Votes in favor :	201,492,699 Votes	Accounting for 100.00 percent
Votes against :	0 Votes	Accounting for 00.00 percent
Abstentions :	0 Votes	Accounting for 00.00 percent

**Agenda 8 To consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the increase of the registered capital of the Company**

The Chairman proposed that the Meeting to approve the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the registered capital of the Company, the details as follows:

“Clause 4.	Registered capital	359,996,408 Baht	(Three hundred fifty nine million, nine hundred ninety six thousand , four hundred and eight Baht)
	Divided into	359,996,408 shares	(Three hundred fifty nine million, nine

*- Unofficial Translation -*

		hundred ninety six thousand , four hundred and eight Shares)
Par value	1 Baht	(One Baht)
	Divided into	
Ordinary shares	359,996,408 shares	(Three hundred fifty nine million, nine hundred ninety six thousand , four hundred and eight Shares)
Preferred shares	- shares	( - shares)''

, and empowered the person as authorized by the Board of Directors or any authorized directors to bind the Company according to the Company's Affidavit to register such amendment to the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to amend and/or add any information as determined by the Registrar.

The Chairman thereafter requested the Meeting to make any suggestion or inquiry.

No further inquiries or comments were made in the Meeting. The Chairman then proposed that the Meeting to approve the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the registered capital of the Company as proposed and subsequently informed the Meeting that that this agenda would be resolved with an affirmative vote of not less than three-fourths of all shareholders attending the Meeting.

**Resolution** Upon due consideration, the Meeting resolved to approve the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the registered capital of the Company, as proposed in all respects, with an affirmative vote of not less than three-fourths of all shareholders attending the Meeting and casting the vote, detailed as follows:

Votes in favor :	201,541,664 Votes	Accounting for 100.00 percent
Votes against :	0 Votes	Accounting for 00.00 percent
Abstentions :	0 Votes	Accounting for 00.00 percent

**Agenda 9 To consider and approve the allocation of newly issued ordinary shares for the stock dividend payment**

The Chairman informed the Meeting that the Company would allocate newly issued ordinary shares of 44,999,551 shares with a par value at 1 Baht each to shareholders at the ratio of 7 existing shares to 1 newly issued share, totaling 44,999,551 Baht.

The Chairman thereafter requested the Meeting to make any suggestion or inquiry.

No further inquiries or comments were made in the Meeting. The Chairman then proposed that the Meeting to approve the allocation of shares for the stock dividend payment as proposed and subsequently informed the Meeting that that this agenda would be resolved with an affirmative majority vote of all shareholders attending the Meeting.

**Resolution** Upon due consideration, the Meeting resolved to approve the allocation of newly issued ordinary shares of 44,999,551 shares with a par value at 1 Baht each to shareholders at the ratio of 7 existing shares to 1

**- Unofficial Translation -**

newly issued share, totaling 44,999,551 Baht, as proposed in all respects, with an affirmative majority vote of all shareholders attending the Meeting and casting the vote, detailed as follows:

Votes in favor :	201,559,664 Votes	Accounting for 100.00 percent
Votes against :	0 Votes	Accounting for 00.00 percent
Abstentions :	0 Votes	Accounting for 00.00 percent

**Agenda 10 To consider and approve the appointment of directors to replace the directors who retired by rotation**

The Chairman informed that Meeting that under the Public Limited Company Act B.E. 1992 and clause 17 of the AOA, they stipulate that in every annual general meeting of shareholders, one-third of the directors at that moment shall retire and the retiring directors are eligible for reappointment. There were 3 directors who shall retire from the position in year 2015 as follows:

- 1) Assoc. Prof. Dr. Ruth Banomyong Independent Director / Chairman of Audit Committee
- 2) Mr. Suraphon Meesathien Director
- 3) Mr. Prompong Chaisrisawatsuk Director

For this agenda, such 3 directors who shall retire from their positions having interest in this agenda were not present for the consideration.

The Board of Directors (excluding the directors who have interest in this matter) considered under nomination rules and was of the opinion that there are fully qualified under the Public Limited Company Act B.E. 2535, knowledgeable, competent, experienced, and skillful in the benefit to the Company's operations, the profiles of those directors appear in the enclosure (*Enclosure 4*) of the meeting's invitation. The Board of Directors deemed appropriate to propose the shareholders to consider the appointment of 3 directors retiring as the term expired back to their positions as directors of the Company. For this agenda, the Board of Directors requested the shareholders to vote individually.

The Chairman thereafter requested the Meeting to make any suggestion or inquiry.

No further inquiries or comments were made in the Meeting. The Chairman then proposed that the Meeting to approve the appointment of directors to replace the directors who retired by rotation and as proposed and subsequently informed the Meeting that that this agenda would be resolved with an affirmative majority vote of all shareholders attending the Meeting. For this agenda, the Board of Directors requested the shareholders to vote individually.

**Resolution** Upon due consideration, the Meeting resolved to approve the reappointment of those 3 directors to their positions, as proposed in all respects, with an affirmative majority vote of all shareholders attending the Meeting and casting the vote, detailed as follows:

1) Assoc. Prof. Dr. Ruth Banomyong	Independent Director / Chairman of Audit Committee
Votes in favor :	201,559,664 Votes Accounting for 100.00 percent
Votes against :	0 Votes Accounting for 00.00 percent



*- Unofficial Translation -*

Abstentions :	0 Votes	Accounting for 00.00 percent
2) Mr. Suraphon Meesathien	Director	
Votes in favor :	199,809,665 Votes	Accounting for 99.1317 percent
Votes against :	0 Votes	Accounting for 00.00 percent
Abstentions :	1,749,999 Votes	Accounting for 0.8683 percent
3) Mr. Prompong Chaisisawatsuk	Director	
Votes in favor :	199,809,665 Votes	Accounting for 99.1317 percent
Votes against :	0 Votes	Accounting for 00.00 percent
Abstentions :	1,749,999 Votes	Accounting for 0.8683 percent

**Agenda 11 To consider and approve the appointment of new director**

The Chairman informed the Meeting that due to the business expansion of the Company therefore it is necessary to propose the Meeting to appoint 1 new director to in line with the business expansion by appointing Acting Sub.Lt.Chanwit Anakkul to be the directors of the Company where his profile and experience was attached in Enclosure 5 of the invitation letter.

The Chairman thereafter requested the Meeting to make any suggestion or inquiry.

Ms.Jinapuk Pornpibul, the shareholder asked that such new director would take care what area of business and based on his experience whether the Company can expand its business to renewable energy.

The Chairman informed that Acting Sub.Lt.Chanwit Anakkul had experience in many area of business including energy logistic, ship management, renewable energy which would support core business of the Company in relation to offshore sale of oil and expansion of business in offshore. For renewable energy did not a target business of the Company.

No further inquiries or comments were made in the Meeting. The Chairman then proposed that the Meeting to approve the appointment of new director i.e. Acting Sub.Lt.Chanwit Anakkul and as proposed and subsequently informed the Meeting that that this agenda would be resolved with an affirmative majority vote of all shareholders attending the Meeting.

**Resolution**

Upon due consideration, the Meeting resolved to approve the appointment of new director i.e. Acting Sub.Lt.Chanwit Anakkul, as proposed in all respects, with an affirmative majority vote of all shareholders attending the Meeting and casting the vote, detailed as follows:

Votes in favor :	201,560,213 Votes	Accounting for 100.00 percent
Votes against :	0 Votes	Accounting for 00.00 percent
Abstentions :	0 Votes	Accounting for 00.00 percent

**Agenda 12 To consider and approve the remuneration of directors for the year 2015**

*- Unofficial Translation -*

The Chairman informed the Meeting that the Board of Directors considered the director's remuneration from appropriation in various aspects. The Company considered the remuneration by comparing with other organizations being in the same industry and having equivalent size, including performance and responsibilities of the director.

The Board of Directors deemed appropriate to propose the shareholders' meeting to approve the director's remuneration for 2015 in a limited amount of not exceeding Baht 4.20 million, having compensation rate according to details of remuneration appearing in the meeting's invitation as follows:

Details of remuneration		2015 (proposed year)	2014
Board of directors	Monthly wage • Chairman • Member	<b>Baht 33,000/month</b> <b>Baht 27,500/month</b>	Baht 33,000/month Baht 27,500/month
Authorized director	Monthly wage	<b>Baht 11,000/month</b>	Baht 11,000/month
<b>Sub-committee * remuneration per meeting attendance</b>			
Audit committee	Meeting allowance • Chairman • Member	<b>Baht 20,000/ Attendance</b> <b>Baht 15,000/Attendance</b>	Baht 16,500/Attendance Baht 11,000/ Attendance
Executive committee	Meeting allowance • Chairman • Member	<b>Baht 16,500/Attendance</b> <b>Baht 11,000/Attendance</b>	Baht 16,500/ Attendance Baht 11,000/ Attendance
Nomination and Remuneration Committee	Meeting allowance • Chairman • Member	<b>Baht 20,000/Attendance</b> <b>Baht 15,000/Attendance</b>	- -

The Chairman thereafter requested the Meeting to make any suggestion or inquiry.

Jinapuk Pornpibul, the shareholder asked that the background for not increase the remuneration of executive committee.

The Chairman informed that the Board of Directors resolved that the remuneration of executive committee was appropriate.

No further inquiries or comments were made in the Meeting. The Chairman then proposed that the Meeting to approve the remuneration of directors for the year 2015 as proposed and subsequently informed the Meeting that that this agenda would be resolved with an affirmative vote of not less than two-thirds of all shareholders attending the Meeting.

**Resolution** Upon due consideration, the Meeting resolved to approve the remuneration of directors for the year 2015 of 4.20 million Baht, as proposed in all respects, with an affirmative vote of not less than two-thirds of all shareholders attending the Meeting and casting the vote, detailed as follows:

Votes in favor :	186,667,753 Votes	Accounting for 92.6113.00 percent
Votes against :	0 Votes	Accounting for 00.00 percent
Abstentions :	14,892,498 Votes	Accounting for 7.3887 percent

### **Agenda 13 To consider and approve the appointment of auditor and its remuneration for the year 2015**

The Chairman requested Assoc.Prof.Dr. Ruth Banomyong, the Chairman of Audit Committee to inform the details of the appointment of auditor and its remuneration for the year 2015 to the Meeting.

*- Unofficial Translation -*

Assoc.Prof.Dr. Ruth Banomyong, the Chairman of Audit Committee informed the Meeting that pursuant to Section 120 of the Public Company Limited Act B.E. 2535 and Section 36 of the AOA require the Meeting to appoint the auditor and determine auditor's remuneration every year. The Audit Committee considered many auditors by qualification of auditor, auditing standard, independent and audit fees and then resolved to propose to the Board of Directors to subsequently propose to the Meeting to appoint Pricewaterhouse Cooper ABAS Limited to be the Company's auditor for the year 2015, the details of auditors are as follows:

1. Ms. Sukhumaporn Wong-Ariyaporn Certified Auditor No, 4843; or
2. Ms. Varaporn Vorathitikul Certified Auditor No, 4474; or
3. Mr. Vichien Khingmontri Certified Auditor No, 3977

In this regard, those proposed auditors had no relationship and/or conflict of interest with the Company, its subsidiaries, managements, major shareholders or related persons of those persons,

And determine the audit fee of the Company and its subsidiaries for the year 2015 of 2.30 million Baht where the audit was fee per annum and quarter.

The Chairman thereafter requested the Meeting to make any suggestion or inquiry.

Jinapuk Pornpibul, the shareholder asked whether the reason of change of auditor and how many auditors were compared with it and what was the criteria for consideration.

Assoc.Prof.Dr. Ruth Banomyong, the Chairman of Audit Committee informed the Meeting that due to the Company expanded its business and set up many subsidiary companies in foreign countries therefore the determination of auditor shall be appropriate with the Company's business whereby the Company considered many big audit firms that have full qualifications as required by the Securities and Exchange Commission and have experience in auditing similar business to the Company and its subsidiaries' business and Pricewaterhouse Cooper ABAS Limited was selected as the auditor for the year 2015 where the Audit Committee considered it in many criteria including appropriate of fee and scope of services and network of auditor in foreign countries as well as additional service in relation to accounting course for directors and management of the Company, including the Company invested in petroleum exploration and production therefore it was necessary to have another audit system where auditor having experience in such business was required.

Mr.Wichien Sarakornanawat the shareholder asked whether the new auditor and previous one came from same firm and audit fee is different.

Assoc.Prof.Dr. Ruth Banomyong, the Chairman of Audit Committee informed that the auditor came from different firms and audit fee was different as well due to scope of services was different in term of type of business that expanded to offshores and had business in petroleum exploration and production therefore it was necessary to engage experienced audit firm, the audit fee was different.

No further inquiries or comments were made in the Meeting. The Chairman then proposed that the Meeting to approve the appointment of auditor and determination of audit fee for the year 2015 as proposed and subsequently informed the Meeting that that this agenda would be resolved with an affirmative majority vote of all shareholders attending the Meeting.

**Resolution**

Upon due consideration, the Meeting resolved to the appointment of auditor and determination of audit fee of the Company and its subsidiaries for the year 2015 of 2.30 million Baht as the audit fee per annum and quarter, as proposed in all respects, with an affirmative majority vote of all shareholders attending the Meeting and casting the vote, detailed as follows:

Votes in favor :	201,568,854 Votes	Accounting for 100.00 percent
------------------	-------------------	-------------------------------

*- Unofficial Translation -*

Votes against :	0 Votes	Accounting for 00.00 percent
Abstentions :	0 Votes	Accounting for 00.00 percent

**Agenda 14 Other businesses (there was no other agenda proposed to the Meeting)**

The Chairman informed the Meeting that all agendas as listed in the invitation letter were considered by the Meeting and asked whether any shareholders had inquiries or comments in other matters.

Mr. Teetauch Vanidsathien, the shareholder asked on the business direction of the Company in the next 3 to 5 years.

The Chairman informed that the Company had experience in sale of oil for marine of which it was required specific qualification i.e. honest, quality of product that in line with purchase order, accurate quantity, on-time delivery and safety measurement regarding delivery standard that is acceptable to customers. Therefore, the Company still focused on sale of oil for marine. However, the Company had business in relation to sale of fuel such as oil trading, sale of oil to neighbor countries of which companies carrying out this business shall be reliable and have reputation in product quality and delivery. Therefore, the Company had business expansion in oil trading to offshore countries in the near future whereby setting up the Company's subsidiaries in offshore countries including the Company also had approval from shareholders to acquire 49.99 percent of shares in Pan Orient Energy (Siam) Limited of which it mean the Company was step in petroleum exploration and production and it was necessary to acknowledge that energy in Thailand was not sufficient. For energy consumption in this country, it partly came from energy inside Thailand and we still mostly imported energy from outside Thailand. Therefore, the acquisition of POES, which carried out petroleum exploration and production business, by the Company created opportunity for the Company to be concessionaire in the future. The Company also had business relating to sale of oil for marine i.e. catering and services for staffs who worked on offshore drill of which such services included procurement of goods and services per customers' requirements of which it was deemed as business' expansion. For the next 3 to 5 years, the Company would remain have the same business direction and would expand its business by focusing on the Company's core business or related business.

Mr. Teetauch Vanidsathien, the shareholder further asked on business plan in the future whether it would be organic growth or inorganic growth and how does the Company handle the oil price of the world market as well as if the Company carried out its business in term of inorganic growth, how does the Company seek source of fund.

The Chairman requested Mr. Kosit Fuengswat, the technical advisor to inform the shareholder on this matter.

Mr. Kosit Fuengswat, the technical advisor informed that the Company did not directly growth from petroleum exploration and production business therefore, it could not be deemed as organic growth meaning growth from main line business. The Company had a few chance to growth as organic growth and it would take more time. Therefore, at the beginning, the Company might growth as inorganic growth and be minimize risk by acquiring company which carried out petroleum production and had the remaining fields that was potential for petroleum exploration in the future.

For the oil price, it was happened from the imbalance of demand and supply due to the world economic did not meet expectation however, at the present, all relevant circumstances of oil price were unwind. Therefore, the concern on oil price in the world market went to better direction before the oil price backed to new balance, such circumstance should be settled such as drilling of shale gas and shale oil in the U.S. resulted in supply in the world market was increase. The increasing of production volume at Libya and nuclear issue of Iran and western world where world market expected that last quarter of this year, the oil price in the world market would go to balance one more time. Therefore, it was a good period for inorganic growth to expand its business to exploration and production business. Especially, in Southeast Asia, including Thailand, except for Malaysia and Brunei due to rapid economic growth but there is insufficient power, therefore it also needs to import large amounts of energy.

*- Unofficial Translation -*

The Chairman further informed that if there is a need for funding, the company would raise funds by way of a loan of which it has many options. The option to be selected depended on appropriate timing. If the Company required loan in the large amount, it would be propose to the Meeting for approval whereby at the present, the Company had debt to equity at low level. For business operation, the Company would not use all working capital due to it would cause the Company has no liquidity for business expansion and meanwhile if the Company borrow large amount of loan, it will cause the Company to have more interest. Therefore, the Company had to ensure that the management on both of matters was balance.

Ms.Nattanan Suksamosorn, the volunteer to protect the shareholders' right, Thai Investor Association informed that the Company joined for anti-corruption since September 2014 and the Company determined the anti-corruption policy and guideline as presented in the annual report therefore, it would like to wish the Company success and get certificate from CAC soon. In addition, it was found that in the annual report, the Company had corporate social responsibility to society, employees and environments therefore the Company should produce VDR on it to present it the Meeting in the next meeting in agenda regarding acknowledgment of the Company's performance and in MD&A of which the SEC would like the Company make it for the best benefit of public investors and the Company presented it on its annual report therefore, the Company should consider to disclose it on the Company's website on specific topic in order for the convenience of shareholders and any persons.

The Chairman thanked to the suggestion and would consider this matter.

Mr.Teetauch Vanidsathien, the shareholder asked whether in the previous period, the oil price was fluctuating, the Company affected from such fluctuation in oil price and what does the highest risk of the Company.

The Company informed that sale of oil business of the Company was oil trading therefore, the Company did not affect from such fluctuation in oil price directly and the Company had turnovers from spreads of different oil prices and the Company did not reserve oil that might cause the Company has damage from decreasing of oil price. The Company purchased oil and resell to customers as per purchase order only therefore it would not affect from the such fluctuation in oil price.

Mostly, the Company risk came from risk on resources and operations however the Company attempted to determine guideline and rules to minimize such risks and to avoid malfunction of operation.

Ms.Jinapuk Pornpibul ,the shareholder asked on accommodation barge, accommodation rig and catering and services whether what it looks like.

The Chairman informed that accommodation rig was rig that was placed on ground and accommodation barge looked like room in hotel or cruise which can be moved to other areas. The pictures were presented in the annual report for the year 2015, page 2.

Ms. Neeracha Panboonhom, Managing Director further informed that the staffs who worked on accommodation rig, accommodation barge or ship in the area closing to rig that needed on services in relation to foods, laundering, cleaning, purchasing of goods. For the foods service, the Company would support food cooking to those staffs of which it was similar to the service provided in the hotel. For the chef, it was required to pass training not less than 6 months to qualify to service. The Company prepared its employees by training and reserving to ensure that it would be ready and sufficient for service at any time.

No further inquiries or comments were made in the Meeting. The Chairman thanked all shareholders and proxies for attending the Meeting.

**The Meeting was adjourned at 5:00 P.M.**

Signed - Mr. Apisit Rujikeatkamjorn - Chairman  
(Mr. Apisit Rujikeatkamjorn)  
Chairman of the Board of Directors

- *Unofficial Translation* -

Signed - Ms. Saowanee Sutthitham - Minutes keeper  
(Ms. Saowanee Sutthitham)  
Company Secretary

**Information Memorandum on the Acquisition of Assets  
Of  
SEA OIL PUBLIC COMPANY LIMITED**

The Board of Directors' Meeting of Sea Oil Public Company Limited ("the Company" or "SEOIL") no. 3/2558 held on 9 April 2015 has passed a resolution to approve the entry of the Company into the acquisition of assets transaction by purchasing ordinary shares of Nakornchai Prakarn Chemical Product Company Limited ("NPC") from the existing shareholders, totalling 1,500,000 ordinary shares of par Baht 100 each, representing 100 percent of the total issued share capital of NPC ("the Transaction").

The Transaction is considered as an acquisition of assets of listed companies under the Notification of the Capital Market Supervisory Board no. TorJor. 20/2551 (2008) Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) as amended ("the Notification of the Acquisition or Disposition of Asset"). According to Value of Consideration method, the size of the Transaction is equivalent to 9.3 percent of the total assets of SEOIL as at 31 December 2014, including total assets of Pan Orient (Siam) Limited ("POES") which was acquired after 31 December 2014 by purchasing 49.99 percent of total issued and paid-up shares of POES. Therefore, this Transaction is categorised as Class 3 transaction under such Rules. The Company is required to prepare the Information memorandum of such asset acquisition as specified in the Notification of the Acquisition or Disposition of Asset and disclose to the Stock Exchange of Thailand ("SET") immediately.

The Transaction details are as follows;

**1. Transaction Date**

The Transaction will be done after obtaining an approval from the Board of Directors' Meeting no. 3/2558 held on 9 April 2015 and after all of the conditions precedent stated in the Share Sale and Purchase Agreement ("SPA") have been fulfilled.

**2. The parties involved**

**Buyer**

Sea Oil Public Company Limited ("the Company" or "SEOIL"), a company incorporated in Thailand and listed on the SET under the symbol "SEOIL" and/ or its wholly owned subsidiaries.

**Seller**

Existing shareholders of NPC as listed below;

No.	Name	Number of shares	% shareholding
1	Mr. Chokechai Wongphatrawanich	299,999	19.99

No.	Name	Number of shares	% shareholding
2	Ms. Chalinee Gadekaew	1,200,000	80.00
3	Mr. Tiam Kumpol	1	0.01
<b>Total</b>		<b>1,500,000</b>	<b>100.00</b>

#### Relationship with the Company

SEAOIL and/or its wholly owned subsidiaries have no relationship with the Seller.

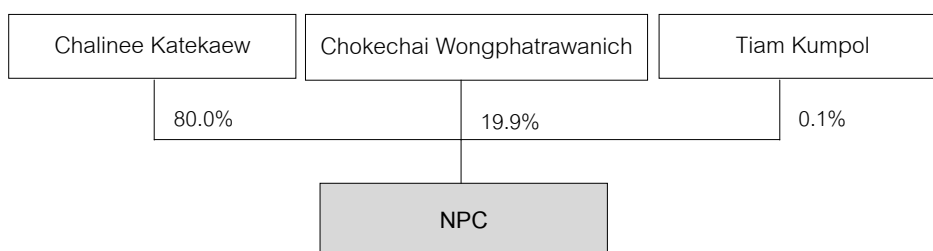
### 3. General characteristics, type and size of the Transaction

#### 3.1 General Characteristics of the Transaction

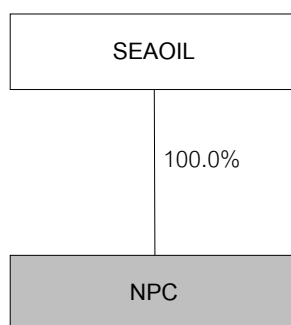
SEAOIL will acquire 1,500,000 ordinary shares of NPC of par Baht 100 each, representing 100 percent of the total issued share capital.

The shareholding structures of NPC before and after the transaction are as follows;

#### Before



#### After



#### 3.2 Type and size of the Transaction

The Transaction is considered as an acquisition of assets of listed companies under the Notification of the Capital Market Supervisory Board no. TorJor. 20/2551 (2008) Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets



B.E.2547 (2004) as amended (“the Notification of the Acquisition or Disposition of Asset”), whereby a listed company or its wholly owned subsidiaries has entered into an agreement to acquire a non-listed company and the consideration will be paid by issued shares. According to Value of Consideration method which yields the highest transaction size among all methods, the transaction size is equivalent to 9.3 percent of the total assets of SEA OIL as at 31 December 2014, including total assets of POES which was acquired after 31 December 2014 by purchasing 49.99 percent of total issued and paid-up shares of POES. Therefore, this transaction is categorised as Class 3 transaction under such Rules. The Company is required to prepare the Information memorandum of such asset acquisitions as specified in the Notification of the Acquisition or Disposition of Asset and disclose to the SET immediately.

The detailed comparison of the Transaction size by each calculation method is shown below;

Calculation method	Calculation	Transaction size
1. Net Tangible Asset Value (NTA)	$[(\text{NTA of the target company} \times \% \text{ shareholding}) / \text{NTA of the Company}] \times 100 = [(28,081,026^1 \times 100\%) / (1,075,708,312 + 284,295,326^2)]$	2.1%
2. Net Income	$[\text{Net income of the target company} \times \% \text{ shareholding}] / \text{Net income of the Company} \times 100$	This method is not applicable as NPC incurred net loss for the period ending 31 December 2014.
3. Value of Consideration	$(\text{Total value of consideration paid to the target company} / \text{Value of assets of the Company}) \times 100 = [220,000,000 / (1,226,655,412 + 1,136,595,656^3)] \times 100$	9.3%
4. Equity Share Value	$(\text{No. of shares issued for payment} / \text{Total paid-up shares of the Company}) \times 100 = (19,130,434 / 359,995,857) \times 100$	5.3%

<sup>1</sup> NTA of NPC as at 31 December 2014 includes only net asset relating to refinery business.

<sup>2</sup> 49.99 percent of NTA of POES as at 31 December 2014

<sup>3</sup> 49.99 percent of total assets of POES as at 31 December 2014

#### 4. Details of the acquired assets

1,500,000 ordinary shares of NPC of par Baht 100 each, representing 100 percent of the total issued share capital.

##### 4.1 General information of assets

###### 4.1.1

Company name	Nakornchai Prakarn Chemical Product Company Limited
Types of business	1. Manufacture and distribution of petroleum; 2. Property rental; 3. LPG retail stations
Address	700/340 Moo 6, Donhualor, Muang, Chonburi Province
Entity registration number	No. 0105537076895
Registered share capital	Baht 150,000,000 (As at 29 April 2014)
Issued and paid-up share capital	Baht 150,000,000 (As at 29 April 2014)
Company's directors	Mr. Chokechai Wongphatrawanich
Individual with relationship with the Company	None

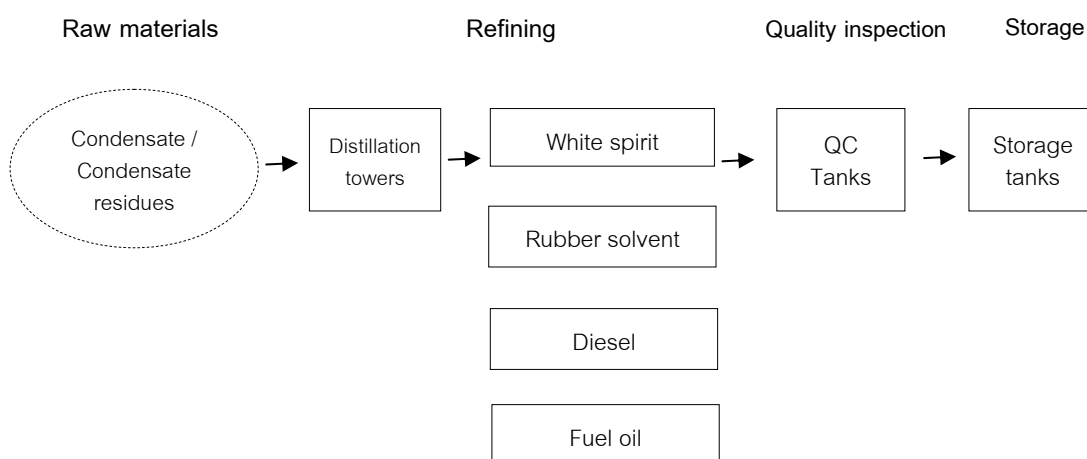
#### 4.2 Business overview

Nakornchai Prakarn Chemical Product Company Limited ("NPC"), incorporated in 1994, engages in businesses of manufacturing and distributing of petroleum products, property rental and LPG retail station.

##### *Manufacturing and distributing of petroleum ("Refinery Business")*

NPC was a manufacturer and distributor of petroleum products, including white spirit, rubber solvent, diesel, and fuel oil through a condensate splitter located in Amata Nakorn Industrial Estate, Chonburi Province. Moreover, NPC also operated a biodiesel refinery.

Condensate refining process can be summarised as below;



- 1) Raw materials, which are condensate and condensate residues, are flown from raw material storage tanks to distillation towers through pipes;
- 2) Raw materials are then distilled through 6 distillation towers (2 white spirit towers, 2 rubber solvent towers, 1 diesel fuel tower, and 1 fuel oil tower);

- 3) Finished products will first be stored in QC tanks for temperature control and further quality inspection; and
- 4) Finished products which pass the quality inspection will be pumped to storage tanks, ready to be distributed to customers.

Currently, NPC has suspended its Refinery Business, therefore it only has revenues from property rental and LPG station businesses. However, NPC still maintains assets for operating the Refinery Business in the company. Following the closing of the Transaction, the Company will renovate the assets and expects that the renovated condensate splitter will be able to produce approximately 180,000 litres of petroleum products per day and approximately 30,000 litres of biodiesel per day.

#### *Property rental business*

NPC owns a 5-storey office building located in Bangna area in Bangkok. Currently, there is only 1 tenant renting space of 2 floors, which is TMB Bank Plc. The remaining space is rented by NPC to be office.

#### *LPG retail station business*

NPC operates 6 LPG retail stations located at various areas including Ladprao, Sukhapiban, Pracha-uthit, Kingkaew, Chonburi Province and Petchburi Province.

### 4.2 Summary of financial information in 2012 - 2014

#### 4.2.1 Financial Performance

(Baht in thousands)	Year 2014 (Unaudited)	Year 2013 (Audited)	Year 2012 (Audited)
<b>Revenue</b>			
Revenue from sales	141,137	131,518	122,083
Revenue from services	4,053	5,174	5,074
Other income	512	841	1,022
<b>Total revenue</b>	<b>145,702</b>	<b>137,533</b>	<b>128,179</b>
<b>Expenses</b>			
Cost of goods sold and services	(121,872)	(111,717)	(104,916)
Selling and Administrative expenses	(31,098)	(32,947)	(32,186)
<b>Total expenses</b>	<b>(152,970)</b>	<b>(144,664)</b>	<b>(137,102)</b>
<b>Loss before interest and taxes</b>	<b>(7,268)</b>	<b>(7,131)</b>	<b>(8,923)</b>
Finance cost	(766)	(1,147)	(1,871)
<b>Net loss</b>	<b>(8,034)</b>	<b>(8,278)</b>	<b>(10,794)</b>

#### 4.2.2 Financial Position

Statutory statements				Refinery business statements
(Baht in thousands)	As at 31 Dec 2014 (Unaudited)	As at 31 Dec 2013 (Audited)	As at 31 Dec 2012 (Audited)	As at 31 Dec 2014 (Unaudited)
Cash and cash equivalent	12,555	11,182	4,748	-
Trade and other receivables	7,375	16,554	8,183	1,313
Inventories	2,001	1,916	1,562	1,096
<b>Total current assets</b>	<b>21,931</b>	<b>29,652</b>	<b>14,493</b>	<b>2,409</b>
Property, plant and equipment *	182,989	176,487	176,668	26,444
Intangible assets	6,377	6,777	2,073	-
Restricted cash	656	656	646	656
Other non-current assets	441	528	1,168	-
<b>Total non-current assets</b>	<b>190,463</b>	<b>184,448</b>	<b>180,555</b>	<b>27,100</b>
<b>Total assets</b>	<b>212,394</b>	<b>214,100</b>	<b>195,048</b>	<b>29,509</b>
Short-term loans	5,200	9,000	10,000	-
Trade and other payables	66,836	52,904	16,990	1,427
Current portion of long-term loans	300	1,200	1,200	-
<b>Total current liabilities</b>	<b>72,336</b>	<b>63,104</b>	<b>28,190</b>	<b>1,427</b>
Long-term loans, net	87,628	90,532	98,181	-
Employee retirement obligation	342	342	277	-
<b>Total non-current liabilities</b>	<b>87,970</b>	<b>90,874</b>	<b>98,458</b>	<b>-</b>
<b>Total liabilities</b>	<b>160,306</b>	<b>153,978</b>	<b>126,648</b>	<b>1,427</b>
Issued and paid-up share capital	150,000	150,000	150,000	150,000
Deficit	(97,912)	(89,878)	(81,600)	(121,918)
<b>Total shareholders' equity</b>	<b>52,088</b>	<b>60,122</b>	<b>68,400</b>	<b>28,081</b>
<b>Total liabilities and shareholders' equity</b>	<b>212,394</b>	<b>214,100</b>	<b>195,048</b>	<b>29,509</b>

Remark \* The value of property, plant and equipment is a book value. Please refer to appraised value of land by the Treasury Department and appraised value of condensate splitter and equipment by an independent valuer in 7. Basis used to determine the value of consideration.

#### 4.4 Shareholders (Information as at 27 April 2014)

No.	Name	Number of shares	% shareholding
1	Mr. Chokechai Wongphatrawanich	299,999	19.99
2	Ms. Chalinee Gadekaew	1,200,000	80.00
3	Mr. Tiam Kumpol	1	0.01
<b>รวม</b>		<b>1,500,000</b>	<b>100.00</b>

#### 5. Total value of consideration

Total value of consideration of the Transaction to be paid to NPC's existing shareholders is at the total amount not exceeding Baht 220,000,000. The total value of consideration shall be paid in full by SEAOIL's newly issued ordinary shares of 19,130,434 shares, offering through private placement to the existing shareholders of NPC, at the offering price of Baht 11.50 per share.

Note that the offer price is not considered lower than 90% of the Market Price as pursuant to the Notification of the Securities and Exchange Commission no. Sor.Jor. 39/2551 Re: Calculation of Securities Selling Price and Market Price Approach for Issuance of New Shares at Low Price dated 28 December 2008. The Market Price derived from 15-consecutive-business-day weighted average closing price of SEAOIL prior to the date on which the Company's Board of Directors passes a resolution to propose the issue to the Extraordinary Shareholders' Meeting no.1/2558 for approval of the issuance and allotment of the new shares via private placement (18 March-8 April 2015), which is Baht 9.25 per share.

#### 6. Value of assets purchased

The purchased assets include 1,500,000 ordinary shares of par Baht 100 each, representing 100 percent of the total issued share capital NPC. The book value per share as at 31 December 2014 is equivalent to Baht 18.7 per share. Note that the major assets from the acquisition of NPC consist of assets necessary for operations of the Refinery Business. NPC shall carve out assets related to property rental business and LPG station business before the Transaction Date which is pursuant to the condition precedent in the SPA.

#### 7. Basis used to determine the value of consideration

The value of consideration was determined based on acceptable and arm's length price between the Buyer and the Seller. The Company have incorporated the equity value derived from Market Comparable approach in determining the value of consideration for NPC.

SEAOIL has adopted a price-to-book ratio for the valuation as NPC has ceased its refinery operation for longer than 5 years and therefore does not have any reliable revenue or profit base to be used for the valuation. The Company adjusted the net asset value by the appraised value by the Treasury Department and an independent valuer as details below;

	Million Baht (unless stated otherwise)
Appraised value of condensate splitter and equipment by an independent valuer	134.6
Appraised value of land by the Treasury Department	32.2
<b>Total</b>	<b>166.8</b>

#### 8. Expected benefits from the Transaction

SEAOIL expects the following benefits from the Transaction;

- 1) The acquisition of NPC will support the Company's business plan to enter into petroleum refining business which is a continuing business from exploration and production business of Pan Orient Energy (Siam) Limited ("POES"), one of petroleum concessionaires in Thailand that the Company has recently acquired. The NPC's refining business will also provide supplies for the current marine fuel distribution business.
- 2) The acquisition of NPC will allow the Company to enhance expertise and develop knowhow from the NPC while saving resources and reducing risk from starting up the business from scratch.

**9. Source of funds for the Transaction and details of securities issued**

The total value of consideration shall be paid in full by SEAOIL's newly issued ordinary shares of 19,130,434 shares, offering through private placement to the existing shareholders of NPC, at the offering price of Baht 11.50 per share, totalling to the value not exceeding Baht 220,000,000.

**10. Transaction conditions**

As the Transaction is considered as Class 3 transaction according to the Notification of the Acquisition or Disposition of Asset, SEAOIL shall disclose the information memorandum of the Transaction to the SET immediately.

**11. The Transaction with the listed company's connected person holding at least 10 percent of the total voting shares of NPC**

– None –

**12. Opinions of the Board of Directors concerning a decision to enter into the Transaction**

The Board of Directors' Meeting of SEAOIL no. 3/2558 held on 9 April 2015 has passed a resolution to approve the Transaction as the Board believes that the investment in NPC will bring benefits to both the Company and its existing shareholders as mentioned under 8, Expected benefits from the Transaction.

**13. Opinions of the Company's Audit Committee and/or directors which are different from the opinions of the Board of Directors under 12**

– None –

The Company hereby certifies that the information contained in this information memorandum is true and complete in all respects.

Signed..... *Apisit Rujikeatkamjorn*.....

(Mr. Apisit Rujikeatkamjorn )

Chairman

Signed..... *Neeracha Panboonhom*.....

(Ms. Neeracha Panboonhom)

Chairman of Executive Committee / Managing Director

(F 53-4)

**Capital Increase Form**  
**SEA OIL PUBLIC COMPANY (LIMITED)**

9 April 2015

We Sea Oil Public Company Limited (“the Company”), hereby report on a resolution of the Board of Director’s Meeting no. 3/2558, held on 9 April 2015, relating to a capital increase and share allotment as follows:

**1. Capital increase**

The Board of Director’s Meeting has passed a resolution approving the increase in the Company’s registered capital from Baht 359,993,848 Baht 379,124,282 by issuing 19,130,434 ordinary shares with a par value of Baht 1.00 each, totalling Baht 19,130,434. Details of the capital increase are as follows:

Type of capital increase	Type of share	Number of shares (shares)	Par value (Baht per share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of utilising proceeds	Ordinary	19,130,434	1	19,130,434
	Preferred	-	-	-
<input type="checkbox"/> General mandate	Ordinary	-	-	-
	Preferred	-	-	-

**2. Allotment of new shares**

**2.1 Specifying the purpose of utilizing proceeds**

Allotted to	Number of shares (shares)	Ratio (old : new)	Offering price (Baht per share)	Subscription and payment period	Remarks
Existing shareholders	-	-	-	-	-
General public	-	-	-	-	-
Other persons (Please refer to details in Attachment 1)	19,130,434	-	11.50	Please refer to details in Attachment 1	Please refer to details in Attachment 1

Allotted to	Number of shares (shares)	Ratio (old : new)	Offering price (Baht per share)	Subscription and payment period	Remarks
To support the conversion/ exercising rights of a given instrument (specify)	-	-	-	-	-

## 2.2 The Company's plan in case there is a fraction of shares remaining

- There is no share fraction from the capital increase.

## 3. Schedule for a shareholders' meeting to approve the capital increase/allotment

The Extraordinary Shareholders' Meeting no. 1/2558 held on 26 May 2015 at 14.00 hours at Maple Hotel, 9 Srinakarin Road, Bangna, Bangkok.

- The share register will be closed to share transfers in order to determine the right to attend this meeting from .....-..... until the meeting has been duly convened.

Or

- The share register will be recorded for share transfer in order to determine the right to attend this meeting on 29 April 2015. Also, 30 April 2015 will be book-closing date on which the shareholder list as specified in section 225 of the Securities and Exchange Act (as amended) shall be compiled.

## 4. Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any)

- None –

## 5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

The new shares will be used for payment of the purchase price regarding the acquisition of equity stake in Nakomchai Prakam Chemical Product Company Limited ("NPC") from the existing shareholders. (Please refer to details in Attachment 1)

## 6. Benefits which the Company will receive from the capital increase/share allotment

The capital increase will allow the Company to maintain sufficient working capital for normal operations and business expansion, increase financial liquidity and strengthen the Company's capital structure.

## 7. Benefits which shareholders will receive from the capital increase/share allotment



The capital increase will support an investment in other businesses relating to marine fuel distribution business. This will provide the Company with a capability to offer more diverse and integrated products and services to customers, increase profitability and ability to pay dividends to shareholders in the future.

#### 8. Other details necessary for shareholders in approval of the capital increase/share allotment

On the Closing Date, against compliance of the condition precedent stated in the Share Sale and Purchase Agreement and the receipt of the list of subscribers of the new shares issued by Thai Securities Depository Co., Ltd. no later than 12.00 p.m. (noon) on such date, the Company shall make payment of the purchase price to the persons specified under 3. Detailed information of the persons who are offered private placement, by issuance and allocation of new shares. The Company shall be responsible in filing relevant applications and documents with the Department of Business Development, Ministry of Commerce for the registration of the increase in the Company's paid-up capital in respect of the new shares.

#### Schedule of actions if the Board of Directors passes a resolution approving the capital increase/allotment of new shares

No.	Procedures of the capital increase	Date
1	Date of The Board of Directors' Meeting no. 3/2558	9 April 2015
2	Record date to determine shareholders who are entitled to attend the Extraordinary Shareholders' Meeting	29 April 2015
3	Date of compilation of the list of entitled shareholders by closing the share register book pursuant to section 225 of the Securities and Exchange Act (as amended) for the right to attend the Extraordinary Shareholders' Meeting	30 April 2015
4	Date of the Extraordinary Shareholders' Meeting no. 1/2558	26 May 2015

The Company hereby certifies that the information contained in this form is true and complete in all respects.

Signed..... *Apisit Rujikeatkamjorn*.....

(Mr. Apisit Rujikeatkamjorn )

Chairman

Signed..... *Neeracha Panboonhom*.....

(Ms. Neeracha Panboonhom)

Chief Executive Officer and Managing Director

**Information Memorandum Regarding Allotment of Newly-Issued Shares via Private Placement  
SEA OIL PUBLIC COMPANY LIMITED**

The Board of Directors' Meeting of Sea Oil Company Limited ("The Company") no.3/2558 held on 9 April 2015 has passed a resolution approving the issuance and the allotment of the Company's ordinary shares via private placement by 19,130,434 shares with a par value of Baht 1.00 each. The issuance and the allotment of new shares increases the Company's registered capital from Baht 359,993,848 to Baht 379,124,282. We hereby disclosed information relevant to shareholders' decision as follows:

**1. The purpose of the capital increase/share allotment via private placement**

The new shares will be used for payment of the purchase price regarding the acquisition of equity stake in Nakomchai Prakam Chemical Product Company Limited ("NPC") from the existing shareholders in total number of 19,130,434 shares.

**2. The rational of share allotment via private placement and investor selection criteria**

The Company will allot 19,130,434 of newly-issued shares with a par value of Baht 1.00 each to the following persons;

No.	Name	Number of shares (shares)	Selection criteria
1.	Mr. Chokchai Wongphattharawanit	3,824,174	The existing shareholders of NPC has a long-established and good relationship with the Company and the management of the Company.
2.	Ms. Chalinee Katekaew	15,304,347	
3.	Mr. Tiam Kumpol	1,913	

**3. Detailed information of the persons who are offered private placement**

The detailed information of the persons who are offered private placement is as follows;

No.	Name	Occupation	Address	Relationship with the Company
1.	Mr. Chokchai Wongphattharawanit	Business person	1771/329 Paholyothin 34, Senanikom, Chatuchak, Bangkok	None
2.	Ms. Chalinee Katekaew	Business person	4/45 Sukhumvit 21 Road (Asoke) ,Klongtoey-Nua, Wattana, Bangkok	None
3.	Mr. Tiam Kumpol	Business	222 Village No. 15 Bang Bua, Chiangklang,	None

No.	Name	Occupation	Address	Relationship with the Company
		person	Nan Province	

#### 4. Basis and rationale of the offer price

The Company will offer the newly-issued ordinary shares at a price of Baht 11.50 each which is an acceptable, arm's length price by both the Company and the existing shareholders of NPC. The offering price is not considered lower than 90% of the Market Price as pursuant to the Notification of the Securities and Exchange Commission no. SorJor. 39/2551 Re: Calculation of Securities Selling Price and Market Price Approach for Issuance of New Shares at Low Price dated 28 December 2008. The Market Price derived from 15-consecutive-business-day weighted average closing price of SEAOL prior to the date on which the Company's Board of Directors passes a resolution to propose the issue to the Extraordinary Shareholders' Meeting no.1/2558 for approval of the issuance and allotment of the new shares via private placement (18 March-8 April 2015), which is Baht 9.25 per share.

#### 5. The opinion of the Board of Directors and the Audit Committee regarding the share allotment via private placement

The Board of Directors and the Audit Committee of the Company has agreed that the issuance and the allotment of the new shares via private placement is considered appropriate both in terms of offer price and persons that are offered the private placement and is in the best interest for shareholders.

#### 6. Benefits apart from capital increase

The investment in equity stake of NPC will be beneficial for the Company as described below;

- 1) The acquisition of NPC will support the Company's business plan to enter into petroleum refining business which is a continuing business from exploration and production business of Pan Orient Energy (Siam) Limited ("POES"), one of petroleum concessionaires in Thailand that the Company has recently acquired. The NPC's refining business will also provide supplies for the current marine fuel distribution business.
- 2) The acquisition of NPC will allow the Company to enhance expertise and develop knowhow from the NPC while saving resources and reducing risk from starting up the business from scratch.

#### 7. Other conditions relevant to the share allotment via private placement

On the Closing Date, against the compliance of the condition precedent stated in the Share Sale and Purchase Agreement and the receipt of the list of subscribers of the new shares issued by Thai Securities Depository Co., Ltd. no later than 12.00 p.m. (noon) on such date, the Company shall make payment of the purchase price to the persons specified under 3, Detailed information of the persons who are offered private placement, by issuance and allocation of new shares. The Company shall be responsible in filing relevant applications and documents with the Department of Business Development, Ministry of Commerce for the registration of the increase in the Company's paid-up capital in respect of the new shares.

## 8. Impact from the private placement (Dilution Effect)

### 8.1 Control Dilution

= Number of new shares to be issued via private placement / (Number of new shares to be issued via private placement + Number of paid-up shares)

= 19,130,434 / (19,130,434 + 359,995,857)

= 5.0%

### 8.2 Price Dilution

There is no price dilution as the offering price of the private placement is higher than the Market Price.

### 8.3 EPS Dilution

=  $(\text{EPS}_{\text{old}} / \text{EPS}_{\text{new}}) - 1$

The EPS was calculated based on net profit of the Company for the period ending 31 December 2014.

=  $(0.43 / 0.22) - 1$

= 91.6%

## 9. Impact to the Company's management structure after the private placement

The persons that will be entitled to the share allotment via private placement will not participate in the Company's management, take no seat in the Board of Directors or cause any change in the operations of the Company. They are entitled to as equal voting rights as other shareholders of the Company.

**The Company's Articles of Association with regard to the Shareholders Meeting**

**The Shareholder Meeting**

**Article 31** The Board of Directors shall arrange for an annual general meeting within 4 months from the last date of the fiscal year of the company.

Shareholders meeting other than annual general meeting shall be called "extraordinary general meetings". An extraordinary general meeting may be called by the Board of Directors which may call it at any time

Shareholders holding an aggregate of not less than one-fifth of the total number of shares sold; or at least 25 shareholders holding an aggregate of not less than one-tenth of the total shares sold, may submit their names in a request directing the Board of Directors to call an extraordinary general meeting at any time but the reason for calling such meeting shall be clearly stated in such request. The Board of Directors must arrange for an extraordinary general meeting to be held within 1 month from the receipt date of such request from the shareholders.

**Article 32** In calling shareholders meeting, the Board of Directors shall proceed as follows:

-Prepare a notice stating the place, date, time, agenda of the meeting and matters to be proposed to the meeting together with reasonable details by indicating clearly whether it is the matter proposed for such matters.

-Delivery the above notice to the shareholders at least 7 days prior to the date of the meeting; and

-Public the above notice in a newspaper for 3 consecutive days and at least 3 days prior to the date of the meeting.

A Place of shareholders meeting can be convened at the province where the Company's head office is located or other place that it decided by the Board of Directors.

**The Quorum**

**Article 33** In order to constitute a quorum, there must be at least 25 shareholders and proxies (If any) attending at a shareholders meeting or at least one half of the total number of shareholders and such shareholders must hold not less than one-third of the total number of the company's share sold.

At any shareholders meeting, if one hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as defined in the first paragraph of Article 33, and: if such shareholders meeting was called by the request of the shareholder, such meeting shall be cancelled; but if such shareholders meeting was not called by the request of the shareholders, the Board of Directors shall call for another

meeting by sending a notice to the shareholders at least 7 days prior to the date of the meeting. At the subsequent meeting, a quorum prescribed in the first paragraph of article 33 is not required.

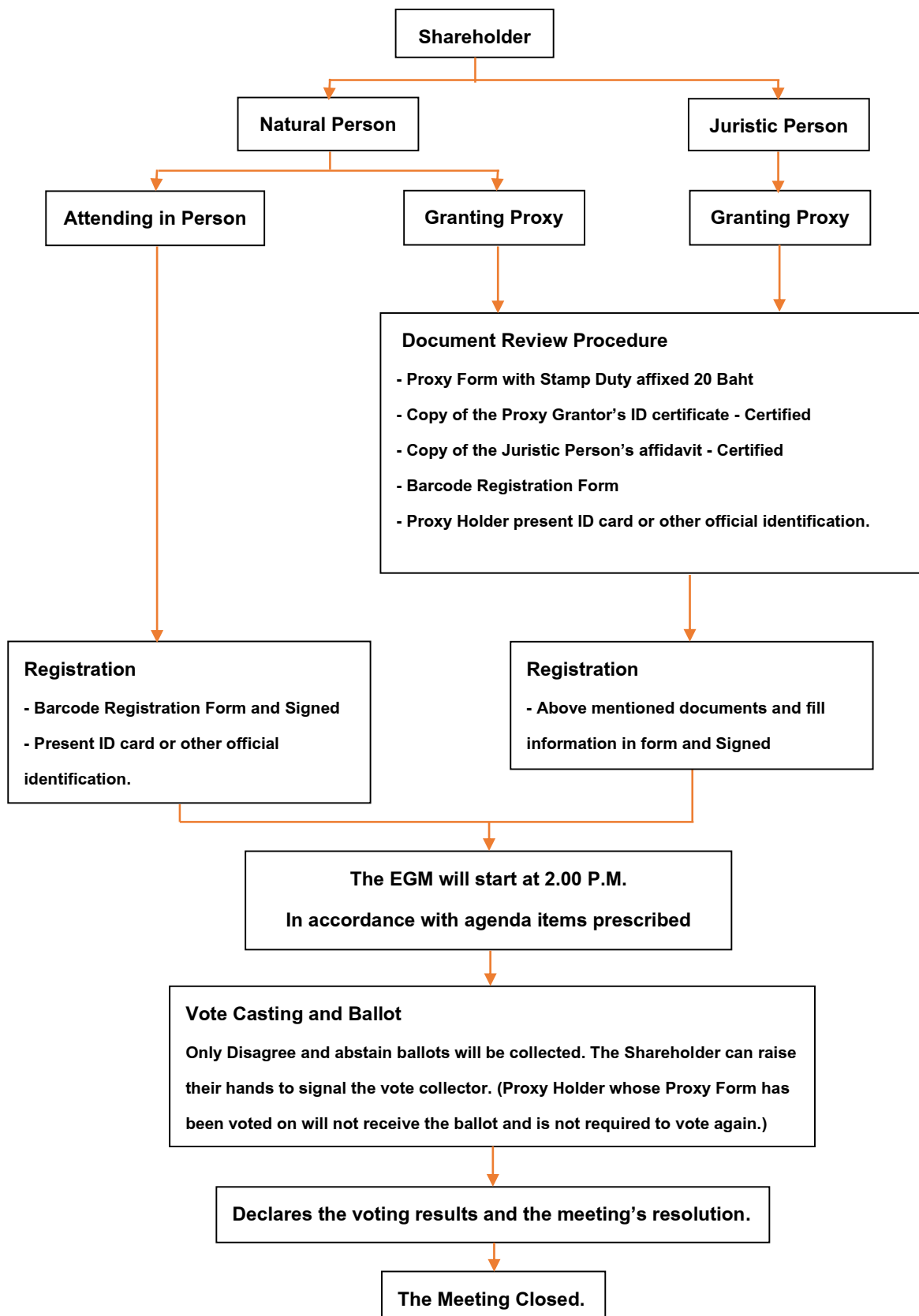
**Article 34** The chairman of the Board of Directors has a duty to be the chairman of the meeting. In case the chairman of the Board is not present at the meeting or cannot perform his duty, and if there is a vice-chairman shall be the chairman of the meeting. If there is no vice-chairman, or if there is a vice-chairman but he/she cannot perform his/her duties, the shareholders present at the meeting shall elect one among themselves as the chairman of meeting.

**Shareholder Rights to vote in the Meeting**

**Article 35** Shareholders are entitled to voting rights according to the number of shares. They have one share per one vote, and the resolution of the shareholders meeting shall require:

- (A) In an ordinary event, shall count the majority vote of the shareholders or proxies (if any) who attend the meeting and have the rights to vote. In case of tied vote, the chairman of the meeting shall have a casting vote.
- (B) In the following event, shall count a vote of not less than three-fourths of shareholders and proxies (if any) present at the meeting and entitled to vote;
  - (1) Sale or transfer of the whole or certain substantial parts of the company's business to other persons;
  - (2) Purchase or acceptance of a transfer of business of other companies or private companies to the Company's own;
  - (3) Entering into, amending, terminating the contract relating to the leasing out of the Company's business in whole or in essential parts; the authorization of other person to manage the Company's business or amalgamation of the businesses with other persons for sharing profit and loss;
  - (4) Amendment, modification or addition of the Memorandum or Articles of Association of the Company;
  - (5) Increase or decrease of capital
  - (6) Dissolution of the Company
  - (7) Issuance of debentures
  - (8) Amalgamation of the Company

**Procedures for Attending the Extraordinary General Meeting 1/2015**



The Company will start document review and registration at 1.00 P.M.

## Registration

The Company will verify document and registration starting at 1.00 p.m., May 26, 2015 at Ballroom B, Maple Hotel, No. 9 Srinakarin Rd., Bangna, Bangkok (Map in Enclosure 7)

### Documents for the Rights to Attend

The following documents must be presented prior to attend the Annual General Meeting (as the case may be):

1. In the event that the shareholder is an ordinary person:
  - 1.1 Attendance in person: A valid official ID card wherein a photograph is shown, e.g. personal ID card, driver license or passport.
  - 1.2 Attendance by proxy:
    - (A) A completed Proxy Form in Enclosure 6 signed by the proxy grantor (the shareholder) and the proxy;
    - (B) A copy of the proxy grantor's ID card as referred to in 1.1, with authorized certification by the proxy grantor; and
    - (C) An original of the proxy's ID card as referred to in 1.1
  
2. In the event that the shareholder is a juristic person:
  - 2.1 Attendance by an authorized representative of the shareholder:
    - (A) An original of such authorized representative's ID card as referred to 1.1; and
    - (B) A copy of the Affidavit or Certificate of Incorporation of the shareholder showing the name of such authorized representative as a person having authority to act on the shareholder's behalf, with authorized certification by such authorized representative, together with affix its Common Seal (if any).
  - 2.2 Attendance by proxy;
    - (A) A completed Proxy Form in Enclosure 6 signed by the proxy grantor (the shareholder) and the proxy;
    - (B) A copy of the Affidavit or Certificate of Incorporation of the shareholder showing that the name of the person who signs in the Proxy Form as the proxy grantor is an authorized representative of the shareholder having authority to act on the shareholder's, with authorized certification by such authorized representative together with affixing its Common Seal (if any).
    - (C) A copy of such authorized representative's ID card as referred to in 1.1, with authorized certification by such authorized representative.
    - (D) An original of the proxy's ID card as referred to in 1.1



3. In the event that the shareholder is non-Thai shareholder or is a juristic person in corporate under a foreign law:

Paragraph no.1 and 2 above shall be applied mutatis mutandis to a non-Thai shareholder or a shareholder which is juristic person in corporate under a foreign law as the case may be under the following conditions:

- (A) Affidavit or Certificate of Incorporation of such juristic person may be issued by either the governmental authority of the country is where such juristic person is situated or by an officer of such juristic person, provided that such an Affidavit or Certificate of incorporation must contain the name of the juristic person, the address of the head office of the juristic person, and the name(s) of the person(s) having authority to sign on behalf of the juristic person together with any restrictions or conditions of the power of such person(s); and
- (B) English translation is required to be attached for any original document which is not made in English and such translation must be certified by the authorized representative of such juristic person together with affixing its Common Seal (if any).

4. Process related to attendance by proxy

- (A) The proxy grantor (the shareholder) and the proxy must fill and sign in Proxy Form and affixed with the stamp duty of Bath 20.
- (B) Completely attach all document as referred to in 1,2 and 3 and send to the company officer before attend the Annual General Meeting
- (C) In case of attendance the proxy grantor (the shareholder) give the rights to attend by Independent Director. Please fill Independent director name (Information of Independent director in Enclosure 6) and send to Sea Oil Public Company Limited before meeting day or before meeting time.

**Kindly send all documents (attendance by proxy) to Company Secretary Office.**

**Sea Oil Public Company Limited**

**Address: 88 Soi Bangna-Trad 30, Bangna-Trad Road, Bangna, Bangkok 10260, Thailand**

**Contact number**

- Telephone : (662) 398-9850 ext. 662
- Facsimile : (662) 398-2125



แบบหนังสือมอบฉันทะ แบบ ก.

**Proxy Form A.**

(แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)

(General Form)

ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Ref : Notification of Department of Business Development regarding Proxy Form (No. 5) B.E. 2550

(ปิดอากรแสตมป์ 20 บาท)

(Duty Stamp Baht 20)

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....

I/We Nationality

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....

Reside at Road Tambol/Khwaeng

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

Amphoe/Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท ซีโอยล์ จำกัด (มหาชน)  
being a shareholder of Sea Oil Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

holding the total amount of shares, and having the right to vote equal to votes as follows:

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

ordinary share shares, having the right to vote equal to votes,

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

preference share shares, having the right to vote equal to votes.

(3) ขอมอบฉันทะให้  
Hereby appoint

(1).....อายุ.....ปี อยู่บ้านเลขที่.....

age years, resides at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Tambol/Khwaeng Amphoe/Khet

จังหวัด.....หรือ

Province Postal Code , or

(2).....อายุ.....ปี อยู่บ้านเลขที่.....

age years, resides at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Tambol/Khwaeng Amphoe/Khet

จังหวัด.....หรือ

Province Postal Code , or

(3).....อายุ.....ปี อยู่บ้านเลขที่.....

age years, resides at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Tambol/Khwaeng Amphoe/Khet

จังหวัด.....หรือ

Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2558 ในวันที่ 26 พฤษภาคม 2558 เวลา 14.00 น. ณ บอลรูม บี โรงแรมแมปิล เลขที่ 9 ถนนศรีนครินทร์ แขวงบางนา เขตบางนา กรุงเทพฯ หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of them to be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of the Shareholders 1/2015, on 26 May 2015 at 2.00 p.m. at Ballroom B, Maple Hotel, No. 9 Srinakarin Rd., Bangna, Bangkok or any adjournment at any date, time and place thereof.



กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy at the said meeting shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor  
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy  
(.....)

หมายเหตุ

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยก  
การลงคะแนนเสียงได้

Remark

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



## แบบหนังสือมอบฉันทะแบบ ข.

(ปิดอากรแสตมป์ 20 บาท)

(Duty Stamp Baht 20)

## Power of Attorney Form B.

(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)

(Specific Detail Form)

ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Ref : Notification of Department of Business Development regarding Proxy Form (No. 5) B.E. 2550

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า I/We..... สัญชาติ Nationality.....

ที่อยู่ Address:.....

(2) เป็นผู้ถือหุ้นของบริษัท ซีโอยล์ จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม..... หุ้นและออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้

a shareholder of Sea Oil Public Company Limited, holding total of shares and having votes as follows;

หุ้นสามัญ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง

Common share shares and having votes

หุ้นบุริมสิทธิ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง

Preference share shares, having the right to vote equal to votes.

(3) ขอมอบฉันทะให้ hereby authorize

(1) นาย / นาง / นางสาว..... อายุ..... ปี

Mr. / Mrs. /Miss Age year(s)

ที่อยู่..... หรือ

Address or

(2) นาย / นาง / นางสาว..... อายุ..... ปี

Mr. / Mrs. /Miss Age year(s)

ที่อยู่..... หรือ

Address or

(3)  รศ.ดร.รุธีร์ พนมยงค์ – กรรมการอิสระ / ประธานกรรมการตรวจสอบ, อายุ 46 ปี อยู่บ้านเลขที่ 39/92 หมู่บ้านนิชดาธานี ถนนสามัคคี ตำบลบางตลาด อำเภอปากเกร็ด จังหวัดนนทบุรี

Assoc. Prof. Dr.Ruth Banomyong – Independent Director / Chairman of Audit Committee, age 46 years, address: 39/92 Nitchadathanee Village, Samakkee Road, BangTarad, Pakkred, Nonthaburi

 ดร.เฉลิมวิทย์ ติมตระกูล – กรรมการอิสระ/กรรมการตรวจสอบ, อายุ 64 ปี อยู่บ้านเลขที่ 93/97 หมู่ 3 ตำบลบึงขังไธ อำเภอดัญญบุรี จังหวัดปทุมธานี

Dr.Chalermwit Chimtragoon – Independent Director / Member of Audit Committee, age 64 years, address: 93/97 Moo 3, Bueng Yitho, Thanyaburi, Pathumthani

 นายทวีป สุนทรสิงห์ – กรรมการอิสระ/กรรมการตรวจสอบ, อายุ 63 ปี อยู่บ้านเลขที่ 62 ซอยสมานนันทน์-บาร์โบส ถนนสุขุมวิท 42 แขวงพระโขนง เขตคลองเตย กรุงเทพมหานคร

Mr.Taweep Soontornsingha – Independent Director / Member of Audit Committee, age 63 years, address: 62 Soi Samardnachan-barboat Sukhumvit 42 Road, Prakanong, Klongtoey, Bangkok

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 1/2558 ในวันที่ 26 พฤษภาคม 2558

เวลา 14.00 น. ณ ห้องบอลรูม บี โรงแรมแมปิล เลขที่ 9 ถนนศรีนครินทร์ แขวงบางนา เขตบางนา กรุงเทพฯ หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of them to be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of the Shareholders 1/2015, on 26 May 2015

at 2.00 p.m. at Ballroom B, Maple Hotel, No. 9 Srinakarin Rd., Bangna, Bangkok or any adjournment at any date, time and place thereof.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I hereby authorize my attorney for voting in this meeting on my behalf as follows;

วาระที่ 1: พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2558

1<sup>st</sup> Agenda: To consider and certify the minutes of the Annual General Meeting of Shareholders for 2015 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The attorney shall have the rights to consider and vote on my behalf as he/she deems appropriate.

 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The attorney shall vote pursuant to my intention as follows;

 เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Agree \_\_\_\_\_

Disagree \_\_\_\_\_

Abstention \_\_\_\_\_



วาระที่ 2: พิจารณานุมัติรายการได้มาซึ่งหุ้นของบริษัท นครชัยปราการ เคมีภัณฑ์ จำกัด ในสัดส่วนประมาณร้อยละ 100 ของจำนวนหุ้นที่ออกและจำหน่ายได้แล้วทั้งหมด

**2<sup>nd</sup> Agenda: To consider and approve the acquisition of approximately 100% of the total issued shares in Nakornchai Prakarn Chemical Product Company Limited**

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The attorney shall have the rights to consider and vote on my behalf as he/she deems appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The attorney shall vote pursuant to my intention as follows;
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Agree _____                       | Disagree _____                       | Abstention _____                    |

วาระที่ 3: พิจารณานุมัติลดทุนจดทะเบียนของบริษัทภายหลังจากที่บริษัทจัดสรรหุ้นปันผลแล้ว โดยลดจำนวน 2,560 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท จากทุนจดทะเบียนเดิม จำนวน 359,996,408 บาท เป็นจำนวน 359,993,848 บาท โดยการตัดหุ้นที่ยังไม่ได้ออกจำหน่ายของบริษัท

**3<sup>rd</sup> Agenda: To consider and approve the decrease of the Company's registered capital after the allocation of share dividends from Baht 359,996,408 to Baht 359,993,848 by cancelling approximately 2,560 authorized but unissued shares of the Company with a par value of Baht 1 per share**

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The attorney shall have the rights to consider and vote on my behalf as he/she deems appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The attorney shall vote pursuant to my intention as follows;
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Agree _____                       | Disagree _____                       | Abstention _____                    |

วาระที่ 4: พิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท

**4<sup>th</sup> Agenda: To consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company in consequence of the decrease of the registered capital of the Company**

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The attorney shall have the rights to consider and vote on my behalf as he/she deems appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The attorney shall vote pursuant to my intention as follows;
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Agree _____                       | Disagree _____                       | Abstention _____                    |

วาระที่ 5: พิจารณานุมัติเพิ่มทุนจดทะเบียนของบริษัท จำนวน 19,130,434 บาท จากทุนจดทะเบียนเดิมจำนวน 359,993,848 บาท เป็นจำนวน 379,124,282 บาท โดยการออกหุ้นสามัญเพิ่มทุนจำนวน 19,130,434 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท

**5<sup>th</sup> Agenda: To consider and approve the increase of the Company's registered capital at Baht 19,130,434, from Baht 359,993,848 to Baht 379,124,282, by issuing 19,130,434 newly issued ordinary shares with a par value of Baht 1 per share**

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The attorney shall have the rights to consider and vote on my behalf as he/she deems appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The attorney shall vote pursuant to my intention as follows;
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Agree _____                       | Disagree _____                       | Abstention _____                    |

วาระที่ 6: พิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท

**6<sup>th</sup> Agenda: To consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company in consequence of the increase of the registered capital of the Company**

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The attorney shall have the rights to consider and vote on my behalf as he/she deems appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The attorney shall vote pursuant to my intention as follows;
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Agree _____                       | Disagree _____                       | Abstention _____                    |

วาระที่ 7: พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัท จำนวนไม่เกิน 19,130,434 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท

**7<sup>th</sup> Agenda: To consider and approve the allotment of up to 19,130,434 newly issued ordinary shares with a par value of Baht 1 per share**

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The attorney shall have the rights to consider and vote on my behalf as he/she deems appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The attorney shall vote pursuant to my intention as follows;
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Agree _____                       | Disagree _____                       | Abstention _____                    |



วาระที่ 8: พิจารณานุมัติการออกหุ้นกู้และเสนอขายหุ้นกู้ ภายในวงเงินไม่เกิน 2,000,000,000 บาท (สองพันล้านบาท)

8<sup>th</sup> Agenda: To consider and approve the issuance and offering of debenture in the amount of not exceeding Bath 2,000,000,000

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The attorney shall have the rights to consider and vote on my behalf as he/she deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The attorney shall vote pursuant to my intention as follows;

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Agree \_\_\_\_\_

Disagree \_\_\_\_\_

Abstention \_\_\_\_\_

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น  
If the vote of the attorney in any agenda which is inconsistent with this proxy, it shall be deemed that the vote is incorrect and shall not be considered my vote as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
In case no instruction is given by me for voting on my behalf for any agenda, unclear instruction or voting any additional matter beyond the aforesaid agenda is required in the meeting including the case where the amendment, modification or addition to the information has been made in any respect, the attorney shall have the right to consider and vote on my behalf for any matter as he/she deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุไว้ในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts that the attorney has performed in connection with the authorization, except for the case where the attorney did not vote in accordance with the power of attorney, shall be deemed as if I did it by myself.

ลงชื่อ \_\_\_\_\_ ผู้มอบฉันทะ  
Signature ( \_\_\_\_\_ ) Authorizer

ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ  
Signature ( \_\_\_\_\_ ) Attorney

ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ  
Signature ( \_\_\_\_\_ ) Attorney

ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ  
Signature ( \_\_\_\_\_ ) Attorney

#### หมายเหตุ

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

#### Remarks

1. The shareholder, who is an authorizer, shall authorize only one attorney for attending the meeting and voting. The shareholder cannot allocate his/her shares to more than one attorney for the purpose of separating his/her vote in the meeting.
2. Election of Director can be made either the whole group of director or individual director.
3. In case where additional agenda is made more than the above agendas, the authorizer can add in the Annex to the of Power of Attorney Form B as attached.



ใบประจำต่อ แบบหนังสือมอบฉันทะแบบ ข.  
**Annex to the Power of Attorney Form B**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ซีโอยล์ จำกัด (มหาชน)

The authorization under this proxy is made by a person who is a shareholder of Sea Oil Public Company Limited.

การประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2558 ในวันที่ 26 พฤษภาคม 2558 เวลา 14.00 น. ณ ห้องบอลรูม บี โรงแรมเมเปิล เลขที่ 9 ถนนศรีนครินทร์ แขวงบางนา เขตบางนา กรุงเทพฯ หรือ  
 ที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

the Extraordinary General Meeting of the Shareholders 1/2015, on 26 May 2015 at 2.00 p.m. at Ballroom B, Maple Hotel, No. 9 Srinakarin Rd., Bangna, Bangkok  
 or any adjournment at any date, time and place thereof .

- วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
 Agenda Topic
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) The attorney shall have the rights to consider and vote on my behalf as he/she deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) The attorney shall vote pursuant to my intention as follows;
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
 Agree \_\_\_\_\_ Disagree \_\_\_\_\_ Abstention \_\_\_\_\_
- วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
 Agenda Topic
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) The attorney shall have the rights to consider and vote on my behalf as he/she deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) The attorney shall vote pursuant to my intention as follows;
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
 Agree \_\_\_\_\_ Disagree \_\_\_\_\_ Abstention \_\_\_\_\_
- วาระที่ \_\_\_\_\_ เรื่อง เลือกตั้งกรรมการ (ต่อ)  
 Agenda Topic: Election of director
- ชื่อกรรมการ \_\_\_\_\_  
 Name of the director
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
 Agree \_\_\_\_\_ Disagree \_\_\_\_\_ Abstention \_\_\_\_\_
- ชื่อกรรมการ \_\_\_\_\_  
 Name of the director
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
 Agree \_\_\_\_\_ Disagree \_\_\_\_\_ Abstention \_\_\_\_\_





## แบบหนังสือมอบฉันทะแบบ ก.

(ปิดอากรแสตมป์ 20 บาท)

(Duty Stamp Baht 20)

## Power of Attorney Form C.

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

(This form is for the purpose where a shareholder is a foreign investor who appointed Custodian in Thailand to be share depository)

เขียนที่ \_\_\_\_\_  
 Written at \_\_\_\_\_  
 วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
 Date Month Year

(1) ข้าพเจ้า I / We \_\_\_\_\_ สัญชาติ Nationality \_\_\_\_\_  
 ที่อยู่ Address: \_\_\_\_\_  
 ในฐานะผู้ประกอบการธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ \_\_\_\_\_ ซึ่งเป็นผู้ถือหุ้นของบริษัท ซีโอยล์ จำกัด (มหาชน)  
 as an operator in the business of the custodian for a shareholder of Sea Oil Public Company Limited,  
 โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
 holding total of shares and having votes as follows;  
 หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
 Common share shares and having votes

(2) ขอมอบฉันทะให้ hereby authorize

- (1) นาย / นาง / นางสาว \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
 Mr. / Mrs. / Miss Age year(s)  
 ที่อยู่ \_\_\_\_\_ หรือ  
 Address or
- (2) นาย / นาง / นางสาว \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
 Mr. / Mrs. / Miss Age year(s)  
 ที่อยู่ \_\_\_\_\_ หรือ  
 Address or
- รศ.ดร.รุธีร์ พนมยงค์ – กรรมการอิสระ / ประธานกรรมการตรวจสอบ, อายุ 46 ปี อยู่บ้านเลขที่ 39/92 หมู่บ้านนิชดาธานี ถนนสามัคคี ตำบลบางตลาด อำเภอกาญจนบุรี  
 Assoc. Prof. Dr. Ruth Banomyong – Independent Director / Chairman of Audit Committee, age 46 years, address: 39/92 Nitchadathanee Village, Samakkee Road, BangTarad, Pakkred, Nonthaburi
- ดร.เฉลิมวิทย์ ติมตระกูล – กรรมการอิสระ/กรรมการตรวจสอบ, อายุ 64 ปี อยู่บ้านเลขที่ 93/97 หมู่ 3 ตำบลบึงขี้โถ อำเภอยะนิงบุรี จังหวัดปทุมธานี  
 Dr. Chalermwit Chimtragoon – Independent Director / Member of Audit Committee, age 64 years, address: 93/97 Moo 3, Bueng Yitho, Thanyaburi, Pathumthani
- นายทวีป สอนทรสิงห์ – กรรมการอิสระ/กรรมการตรวจสอบ, อายุ 63 ปี อยู่บ้านเลขที่ 62 ซอยสมานฉันท์-บาร์โบส ถนนสุขุมวิท 42 แขวงพระโขนง เขตคลองเตย กรุงเทพมหานคร  
 Mr. Taweeep Soontornsingha – Independent Director / Member of Audit Committee, age 63 years, address: 62 Soi Samardnachan-barboat Sukhumvit 42 Road, Prakanong, Klongtoey, Bangkok

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2558 ในวันที่ 26 พฤษภาคม 2558 เวลา 14.00 น. ณ ห้องบอลรูม บี โรงแรมแมปิล เลขที่ 9 ถนนศรีนครินทร์ แขวงบางนา เขตบางนา กรุงเทพฯ หรือที่ที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย  
 Any one of them to be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of the Shareholders 1/2015, on 26 May 2015 at 2.00 p.m. at Ballroom B, Maple Hotel, No. 9 Srinakarin Rd., Bangna, Bangkok or any adjournment at any date, time and place thereof.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I hereby authorize my attorney for voting on my behalf in this meeting as follows;

- มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้  
 Full authorization to vote by all number of shares held by me.

มอบฉันทะบางส่วน คือ  
 Partial authorization:

หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
 Common share shares and having votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I hereby authorize my attorney for voting in this meeting on my behalf as follows;



วาระที่ 1: พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2558

**1<sup>st</sup> Agenda: To consider and certify the minutes of the Annual General Meeting of Shareholders for 2015**

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The attorney shall have the rights to consider and vote on my behalf as he/she deems appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The attorney shall vote pursuant to my intention as follows;
- เห็นด้วย  ไม่เห็นด้วย  งคออกเสียง  
Agree \_\_\_\_\_ Disagree \_\_\_\_\_ Abstention \_\_\_\_\_

วาระที่ 2: พิจารณาอนุมัติรายการได้มาซึ่งหุ้นของบริษัท นครชัยปราการ เคมีภัณฑ์ จำกัด ในสัดส่วนประมาณร้อยละ 100 ของจำนวนหุ้นที่ออกและจำหน่ายได้แล้วทั้งหมด

**2<sup>nd</sup> Agenda: To consider and approve the acquisition of approximately 100% of the total issued shares in Nakornchai Prakarn Chemical Product Company Limited**

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The attorney shall have the rights to consider and vote on my behalf as he/she deems appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The attorney shall vote pursuant to my intention as follows;
- เห็นด้วย  ไม่เห็นด้วย  งคออกเสียง  
Agree \_\_\_\_\_ Disagree \_\_\_\_\_ Abstention \_\_\_\_\_

วาระที่ 3: พิจารณาอนุมัติลดทุนจดทะเบียนของบริษัทภายหลังจากที่บริษัทจัดสรรหุ้นเป็นผลแล้ว โดยลดจำนวน 2,560 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท จากทุนจดทะเบียนเดิม จำนวน 359,996,408 บาท เป็นจำนวน 359,993,848 บาท โดยการตัดหุ้นที่ยังไม่ได้ออกจำหน่ายของบริษัท

**3<sup>rd</sup> Agenda: To consider and approve the decrease of the Company's registered capital after the allocation of share dividends from Baht 359,996,408 to Baht 359,993,848 by cancelling approximately 2,560 authorized but unissued shares of the Company with a par value of Baht 1 per share**

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The attorney shall have the rights to consider and vote on my behalf as he/she deems appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The attorney shall vote pursuant to my intention as follows;
- เห็นด้วย  ไม่เห็นด้วย  งคออกเสียง  
Agree \_\_\_\_\_ Disagree \_\_\_\_\_ Abstention \_\_\_\_\_

วาระที่ 4: พิจารณาอนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท

**4<sup>th</sup> Agenda: To consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company in consequence of the decrease of the registered capital of the Company**

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The attorney shall have the rights to consider and vote on my behalf as he/she deems appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The attorney shall vote pursuant to my intention as follows;
- เห็นด้วย  ไม่เห็นด้วย  งคออกเสียง  
Agree \_\_\_\_\_ Disagree \_\_\_\_\_ Abstention \_\_\_\_\_

วาระที่ 5: พิจารณาอนุมัติเพิ่มทุนจดทะเบียนของบริษัท จำนวน 19,130,434 บาท จากทุนจดทะเบียนเดิมจำนวน 359,993,848 บาท เป็นจำนวน 379,124,282 บาท โดยการออกหุ้นสามัญเพิ่มทุนจำนวน 19,130,434 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท

**5<sup>th</sup> Agenda: To consider and approve the increase of the Company's registered capital at Baht 19,130,434, from Baht 359,993,848 to Baht 379,124,282, by issuing 19,130,434 newly issued ordinary shares with a par value of Baht 1 per share**

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The attorney shall have the rights to consider and vote on my behalf as he/she deems appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The attorney shall vote pursuant to my intention as follows;
- เห็นด้วย  ไม่เห็นด้วย  งคออกเสียง  
Agree \_\_\_\_\_ Disagree \_\_\_\_\_ Abstention \_\_\_\_\_

วาระที่ 6: พิจารณาอนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท

**6<sup>th</sup> Agenda: To consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company in consequence of the increase of the registered capital of the Company**

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The attorney shall have the rights to consider and vote on my behalf as he/she deems appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The attorney shall vote pursuant to my intention as follows;
- เห็นด้วย  ไม่เห็นด้วย  งคออกเสียง  
Agree \_\_\_\_\_ Disagree \_\_\_\_\_ Abstention \_\_\_\_\_



วาระที่ 7: พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัท จำนวนไม่เกิน 19,130,434 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท

**7<sup>th</sup> Agenda: To consider and approve the allotment of up to 19,130,434 newly issued ordinary shares with a par value of Baht 1 per share**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The attorney shall have the rights to consider and vote on my behalf as he/she deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The attorney shall vote pursuant to my intention as follows;
- เห็นด้วย  ไม่เห็นด้วย  งคออกเสียง  
Agree \_\_\_\_\_ Disagree \_\_\_\_\_ Abstention \_\_\_\_\_

วาระที่ 8: พิจารณานุมัติการออกหุ้นกู้และเสนอขายหุ้นกู้ ภายในวงเงินไม่เกิน 2,000,000,000 บาท (สองพันล้านบาท)

**8<sup>th</sup> Agenda: To consider and approve the issuance and offering of debenture in the amount of not exceeding Bath 2,000,000,000**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The attorney shall have the rights to consider and vote on my behalf as he/she deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The attorney shall vote pursuant to my intention as follows;
- เห็นด้วย  ไม่เห็นด้วย  งคออกเสียง  
Agree \_\_\_\_\_ Disagree \_\_\_\_\_ Abstention \_\_\_\_\_

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น  
If the vote of the attorney in any agenda which is inconsistent with this proxy, it shall be deemed that the vote is incorrect and shall not be considered my vote as a shareholder.
- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
In case no instruction is given by me for voting on my behalf for any agenda, unclear instruction or voting any additional matter beyond the aforesaid agenda is required in the meeting including the case where the amendment, modification or addition to the information has been made in any respect, the attorney shall have the right to consider and vote on my behalf for any matter as he/she deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำการไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะนี้ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการทุกประการ  
Any acts that the attorney has performed in connection with the authorization, except for the case where the attorney did not vote in accordance with the power of attorney, shall be deemed as if I did it by myself.

ลงชื่อ \_\_\_\_\_ ผู้มอบฉันทะ  
Signature ( \_\_\_\_\_ ) Authorizer

ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ  
Signature ( \_\_\_\_\_ ) Attorney

ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ  
Signature ( \_\_\_\_\_ ) Attorney

ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ  
Signature ( \_\_\_\_\_ ) Attorney

#### หมายเหตุ

- หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงนามต่างประเทศ และแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
- หลักฐานที่ต้องแนบพร้อมหนังสือมอบฉันทะ คือ
  - หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
  - หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ



Remarks

1. This Proxy Form C is only for a shareholder who as a foreign investor as appeared in the registration record and has appointed Custodian in Thailand to be share depository.
2. The documents required to be attached with the proxy are:
  - (1) The Power of Attorney from the shareholder to the Custodian to sign this proxy.
  - (2) The confirmation letter certifying that the person signing the proxy is permitted to conduct Custodian business.
3. The shareholder, who is an authorizer, shall authorize only one attorney for attending the meeting and voting. The shareholder cannot allocate his/her shares to more than one attorney for the purpose of separating his/her vote in the meeting.
4. Election of Director can be made either the whole group of director or individual director.
5. In case where additional agenda is made more than the above agendas, the authorizer can add in the Annex to the of Power of Attorney Form C as attached.



ใบประจำต่อ แบบหนังสือมอบฉันทะแบบ ก.  
**Annex to the Power of Attorney Form C**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ซีโอยล์ จำกัด (มหาชน)

The authorization under this proxy is made by a person who is a shareholder of Sea Oil Public Company Limited.

การประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2558 ในวันที่ 26 พฤษภาคม 2558 เวลา 14.00 น. ณ ห้องบอลรูม บี โรงแรมเมเปิล เลขที่ 9 ถนนศรีนครินทร์ แขวงบางนา เขตบางนา กรุงเทพฯ หรือ  
 ที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

the Extraordinary General Meeting of the Shareholders 1/2015, on 26 May 2015 at 2.00 p.m. at Ballroom B, Maple Hotel, No. 9 Srinakarin Rd., Bangna, Bangkok  
 or any adjournment at any date, time and place thereof .

- วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
 Agenda Topic
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) The attorney shall have the rights to consider and vote on my behalf as he/she deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) The attorney shall vote pursuant to my intention as follows;
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
 Agree \_\_\_\_\_ Disagree \_\_\_\_\_ Abstention \_\_\_\_\_
- วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
 Agenda Topic
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) The attorney shall have the rights to consider and vote on my behalf as he/she deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) The attorney shall vote pursuant to my intention as follows;
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
 Agree \_\_\_\_\_ Disagree \_\_\_\_\_ Abstention \_\_\_\_\_
- วาระที่ \_\_\_\_\_ เรื่อง เลือกตั้งกรรมการ (ต่อ)  
 Agenda Topic: Election of director
- ชื่อกรรมการ \_\_\_\_\_  
 Name of the director
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
 Agree \_\_\_\_\_ Disagree \_\_\_\_\_ Abstention \_\_\_\_\_
- ชื่อกรรมการ \_\_\_\_\_  
 Name of the director
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
 Agree \_\_\_\_\_ Disagree \_\_\_\_\_ Abstention \_\_\_\_\_





**Biographies of the Independent Director who is assigned to be proxy****Committee Information**

**Name-Surname** Assoc. Prof. Dr.Ruth Banomyong  
**Age** 47  
**Position** Independent Director / Chairman of Audit Committee  
**Address** 39/87 Nitchadathanee Village, Samakkee Road, BangTarad, Pakkred, Nonthaburi

**Educational**

<b>Educational</b>	<b>Faculty / Major</b>	<b>University</b>
<b>Doctoral Degree</b>	International Logistics	Cardiff University, Wales, United Kingdom
<b>Master Degree</b>	International Business Law	Universite de Paris I, Pantheon-Sorbonne, France
<b>Bachelor Degree</b>	International Law	Universite de Paris I, Pantheon-Sorbonne, France
<b>Bachelor Degree</b>	Economics	Lycee Michelet, France
<b>Diploma</b>	Social Science Research Methods	Cardiff University, Wales, United Kingdom
<b>Diploma</b>	Translating English-French Legal Terms	Paris Institute of Comparative Law, France

**Program / Seminar**

Director Accreditation Program (DAP) Class 44 / 2005  
 Audit Committee Program (ACP) Class 13 / 2006  
 Director Certification Program (DCP) Class 103 / 2008

**Working Experience**

<b>During</b>	<b>Position</b>	<b>Company Name</b>	<b>Type of Business</b>
2011 - Present	Chairman of Audit Committee	Sea Oil Public Company Limited	Fuel Business and Supply management
2013 - Present	Director	Wice Freight Services (Thailand) Co.,Ltd.	Freight forwarding and customs agent activities
1996 - Present	Director	Living Head Quarter Co.,Ltd.	Interior Business
1993 - Present	Faculty Instructor	Thammasat University	Education
2011 - 2013	Independent Director	Charoensin Property Co.,Ltd.	Real Estate Business

**Percentage of Shareholding** - None -

**Conflict of Interest**

The Independent Director hadn't conflict of interest in the agendas proposed to Extraordinary General Meeting 1/2015 of Shareholders.

**Biographies of the Independent Director who is assigned to be proxy****Committee Information**

**Name-Surname** Dr.Chalermwit Chimtragoon  
**Age** 65  
**Position** Independent Director / Member of Audit Committee /  
 Member of Nomination and Compensation Committee  
**Address** 93/97 Moo 3, Bueng Yitho, Thanyaburi, Pathumthani

**Educational**

<b>Educational</b>	<b>Faculty / Major</b>	<b>University</b>
<b>Doctoral Degree</b>	Educational Administration and Leadership	Saint John's University
<b>Master Degree</b>	Technical Education	King Mongkut's University of Technology North Bangkok
<b>Bachelor Degree</b>	Education	Srinakharinwirot University

**Program / Seminar**

Director Accreditation Program (DAP) Class 92 / 2011  
 Director Certification Program (DCP) Class 158 / 2012  
 Audit Committee Program (ACP) Class 42 / 2013  
 Advanced Audit Committee Program (AACP) Class 17 / 2015

**Working Experience**

<b>During</b>	<b>Position</b>	<b>Company Name</b>	<b>Type of Business</b>
2011 - Present	Independent Director / Member of Audit Committee	Sea Oil Public Company Limited	Fuel Business and Supply management
2009 - Present	Chairman of Project "Director Instructor and Staff Development" (Master of Education)	Rajapark Institute	Education

**Percentage of Shareholding** - None -

**Conflict of Interest**

The Independent Director hadn't conflict of interest in the agendas proposed to Extraordinary General Meeting 1/2015 of Shareholders.



**Biographies of the Independent Director who is assigned to be proxy****Committee Information**

**Name-Surname** Mr.Taweep Soontornsingha  
**Age** 64  
**Position** Vice-Chairman / Independent Director / Member of Audit Committee /  
 Chairman of Nomination and Compensation Committee  
**Address** 62 Soi Samardnachan-barboat Sukhumvit 42 Road, Prakanong,  
 Klongtoey, Bangkok

**Educational**

<b>Educational</b>	<b>Faculty / Major</b>	<b>University</b>
<b>Bachelor Degree</b>	Law	Thammasat University

**Program / Seminar**

Director Accreditation Program (DAP) Class 97 / 2012  
 Audit Committee Program (ACP) Class 42 / 2013  
 Financial Statements of Director (FSD) Class 20 / 2013  
 Advanced Audit Committee Program (AACP) Class 17 / 2015

**Working Experience**

<b>During</b>	<b>Position</b>	<b>Company Name</b>	<b>Type of Business</b>
2011 - Present	Independent Director / Member of Audit Committee	Sea Oil Public Company Limited	Fuel Business and Supply management
1992 - Present	Manager	Kasikornthai Bank Public Company Limited	Financial Banking

**Percentage of Shareholding** - None -

**Conflict of Interest**

The Independent Director hadn't conflict of interest in the agendas proposed to Extraordinary General Meeting 1/2015 of Shareholders.

**แผนที่โรงแรมเมเปิล**

วันที่ 26 พฤษภาคม 2558 เวลา 14.00 – 17.00 น.

ณ ห้องบอลรูม บี ชั้น 15 โรงแรมเมเปิล

9 ถนนศรีนครินทร์ แขวงบางนา เขตบางนา กรุงเทพมหานคร

เบอร์โทรศัพท์ 02 398 9999 และ 02 366 9222

**Maple Hotel Map**

26 May 2015, Time : 2.00 – 5.00 P.M.

At Ballroom B, 15<sup>th</sup> Floor, Maple Hotel

9 Srinakarin Road, Bangna, Bangkok, Thailand

Tel: (+66) 02 398 9999, (+66) 02 366 9222

