



PTT Public Company Limited

Public Company Registration No. 0107544000108

555 Vibhavadi Rangsit Road, Bangkok 10900

Tel. +66 (0) 2537-2000 Fax. +66 (0) 2537-3498-9 www.pttplc.com

-Translation-

No. 500/02/

March 18, 2011

Re: Invitation to the 2011 Annual General Shareholders Meeting.

To: Shareholders of PTT Public Company Limited.

- Attachments:
1. A copy of the minutes of the 2010 Annual General Shareholders Meeting held on April 9, 2010. [Click](#)
 2. The 2010 Annual Report and 2010 Financial Statement.
 3. PTT Group's CSR Report 2010
 4. A brief personal profile of nominated candidates for item 6. [Click](#)
 5. Definition of Independent Director and functional description of Specific Committee. [Click](#)
 6. Terms and conditions regarding the purchase of ordinary shares of PTT Aromatics and Refining Public Company Limited (PTTAR) and PTT Chemical Public Company Limited (PTTCH) from the shareholders who disapprove the amalgamation for item 7. [Click](#)
 7. A registration form (must be presented at the meeting.)
 8. Proxy forms. Types A, B (recommended) and C. [Click](#)
 9. Registration Procedures and Conditions and Necessary Documents on the Meeting Day. [Click](#)
 10. The profiles of the Independent Directors. [Click](#)
 11. A summary of the PTT Articles of Association relevant to the meeting. [Click](#)
 12. A map of the conference hall. [Click](#)

PTT Public Company Limited ("PTT") would like to invite every shareholder to attend the 2011 Annual General Shareholder Meeting (AGM) on Wednesday April 20, 2011 at 9:30 a.m. at Plenary Hall 1-3, Queen Sirikit National Convention Center, 60 Ratchadaphisek Road, Klongtoey, Bangkok, Thailand.

The 2011 AGM agenda has 8 items as follows:

Item 1: To certify the 2010 AGM minutes on April 9, 2010.
PTT held the 2010 AGM on April 9, 2010. PTT submitted the minutes of the meeting to the Stock Exchange of Thailand within 14 days and the Ministry of Commerce in compliance with Thai law. The minutes were also posted online on the PTT website. A copy of the minutes is enclosed in Attachment 1.

The board's opinion: The minutes are correct and complete. Therefore, the shareholders should approve the minutes of the 2010 Annual General Meeting of Shareholders held on April 9, 2010.

Item 2: To approve the 2010 performance statements and the 2010 financial statements, end up on December 31, 2010.

The shareholders should acknowledge the 2010 performance statements and the proposed corporate strategy plan; approve the financial statements year end up on December 31, 2010 audited by the external auditor; in The 2010 Annual Report (Attachment 2) and in the PTT Group's CSR Report 2010 (Attachment 3.)

Brief important figures	2010	2009 (Revised)
Total Assets (Million Baht)	1,249,148	1,102,544
Total Liabilities (Million Baht)	677,835	604,453
Total Shareholders' Equity (Million Baht)	571,313	498,091
Total Revenue (Million Baht)	1,900,005	1,586,174
Net Income (Million Baht)	83,088	59,548
Earnings per Share (Baht / Share)	29.26	21.06

The board's opinion: The 2010 performance statements and the 2010 financial statements end up on December 31, 2010 are reviewed and endorsed by the Audit Committee and the board; and audited by the auditor. Therefore, the shareholders should approve the performance and financial statements.

Item 3: To approve 2010 net profit allocation plan and dividend policy.

PTT establishes dividend payment policy of at least 25 percent of net income after corporate reserves. The dividend policy may vary in each year depending on the investment plan, necessities and other appropriate prospects. After the board resolves to pay the annual dividend, the dividend policy requires shareholder approval. For an interim dividend, the board may resolve to pay the interim dividend without shareholders approval but must then inform the shareholders at the next meeting.

The overall performance statements and financial statements show that PTT made Baht 83,088 million for 2010 net income. Therefore, PTT considered to pay an annual 2010 dividend of Baht 10.25 per share, 35.03% of the net income. Recent dividend payments may be compared as follows:

2008-2010 Dividend Payment Comparison

	2010	2009	2008
1. Net income (Million Baht)	83,088	59,548	51,705
2. Number of shares (Million shares)	2,849	2,834	2,824
3. Dividend per share (Baht per share)	10.25	8.50	8.00
-First half interim dividend	4.75	4.00	6.00
-Second half dividend	5.50	4.50	2.00
4. Total dividend (Million Baht)	29,169	24,074	22,592
5. Payout ratio (as a percentage)	35.03	40.36	43.64

A withholding tax duty imposes PTT to levy 10% of the income of section 50 (2) (Jor) of the Code of Revenue.

The board's opinion: The shareholders should approve the 2010 net profit allocation plan and 2010 dividend policy. PTT will pay 2010 dividend of Baht 10.25 per share. Previously, PTT had paid the first half 2010 interim dividend of Baht 4.75 per share from cumulative profit subject to 25% and 0% corporate income tax for Baht 2.75 and Baht 2.00, respectively. The interim dividend was paid on September 24, 2010. Therefore, PTT will pay the second half 2010 dividend of Baht 5.50 per share from cumulative profit subject to 30 % and 0% corporate income tax for Baht 5.11 and of Baht 0.39 , respectively. PTT will entitle rightful shareholders who may receive the 2010 fiscal year dividend on March 17, 2011 (Record Date). The second half 2010 dividend will be payable on May 13, 2011. The dividend policy remains uncertainty until approval by shareholders.

Item 4: To appoint an auditor and to consider the 2011 auditor fees.
 PTT appoints the Office of The Auditor General of Thailand (the Auditor General) as its auditor. The Auditor General is neither related to nor engaged in any conflict of interest with PTT, any of PTT's subsidiaries, their executives, their major shareholders or relatives of these persons.
 The board concurred with the Audit Committee recommendation to approve the auditor fees of Baht 3,840,000 for 2011 (excluding transportation, overtime charges and relevant miscellaneous expenses which shall not exceed 2,000,000 Baht in total) as follows:

Auditing, inspection and approval items	2010 (Baht)	2009 (Baht)	Change	Rationale
1. PTT and Subsidiaries' Financial Statements 1.1 Quarterly-Ended on March 31, June 30 and September 30, 2010. Baht 600,000 each for 3 quarters.	1,800,000	1,500,000	300,000	- PTT continuously expands the investments. Consequently, business risks level, are more complicated
1.2 Year ended on December 31, 2010	1,700,000	1,500,000	200,000	- Compliance with the financial reporting standard under TFRS in 2011.
2. Compliance under the conditions in the Board of Investment's privilege charter and audit of 3 additional projects namely, 1. Combined Heat and Power plant for Bangchak refinery plant. (CHP)	90,000	30,000	60,000	PTT ratifies 3 additional BOI privilege charters.

2. Ethane Separation Plant (ESP) 3. Gas Separation Plant 6 th unit (GSP6)				
3. Approval of dispensed fuel at certain airports	220,000	220,000	-	
4. Commodity Charge Tariff	30,000	15,000	15,000	Periodical change for approval from fiscal year to calendar year in 2011 (Oct. – Dec. 2010 and Jan. – Dec. 2011)
Total	3,840,000	3,265,000	575,000	

The board's opinion: The shareholders should appoint the Office of The Auditor General of Thailand as PTT's 2011 auditor and approve auditing fee of Baht 3,840,000.- (excluding transportation, over time charge and relevant miscellaneous expenses, not exceeding Baht 2,000,000.- in total.) The proposal is appropriately recommended by Audit Committee and has been endorsed by the Board of Directors.

Item 5: To consider the board of directors' remuneration for 2011
 PTT requires shareholder approval of the board of directors' remuneration for 2011. The Remuneration Committee considered the matter and recommended a remuneration policy for 2011. The board concurred with the 2011 remuneration policy for the board of directors and specific committees. The committee applies the previous practice by considering competitiveness of remuneration in listed companies in the same industry, performance, business size, directors' accountability and current economic situation. Therefore, we propose the 2011 remuneration policy equal to the 2010 remuneration policy as follows:

- Retaining fee and attendance fees for all boards (same as the 2010 policy)
 1. The board of directors' fees;
 - Monthly fee of 30,000 Baht
 - Attendance fee of 20,000 Baht (if attend at the meeting)
 2. The specific committee's fees (appointed by the board of directors);
 - (1) Audit Committee
 - Monthly fee of 15,000 Baht
 - Attendance fee of 15,000 Baht (if attend at the meeting)
 - (2) Nominating Committee
 - Attendance fee of 24,000 Baht (if attend at the meeting)

- (3) Remuneration Committee
 - Attendance fee of 24,000 Baht (if attend at the meeting)
- (4) Good Corporate Governance Committee
 - Attendance fee of 24,000 Baht (if attend at the meeting)

Additionally, under the current practice, the chairman of the board and the chairman of each specific committee shall receive an additional 25% on top of his/her attendance fee. The secretary of the Audit Committee shall receive a monthly fee of 7,500 Baht.

- Directors' bonus (as same as the 2010 policy.)
PTT requires shareholder approval of the annual bonus policy at 0.05% of the annual net profit but not exceeding 2,000,000 Baht per person annually (as same rate as 2010.)
Additionally, under the current practice, PTT pays a pro rata bonus to directors. The chairman of the board is eligible to receive an additional 25% on top of his/her bonus.

The board's opinion: The shareholders should approve 2011 board of directors' and the specific committees' remuneration policy proposed by Remuneration Committee at the same rate in 2010. The Board of Directors concurs with the proposal.

Item 6:

To elect directors to replace those retiring directors.

There are 5 retiring directors (one third of the quorum) by rotation at the 2010 AGM as follows:

- | | |
|--------------------------------|---|
| (1) Mr. Naris Chaiyasoot | Acting Chairman |
| (2) Mr. Bhusana Premanode | An independent director |
| (3) Mr. Anuwat Maytheewibulwut | An independent director |
| (4) Mr. Ampon Kittiampon | An independent director,
Chairman of the Audit Committee,
Chairman of the Nominating
Committee |
| (5) Mr. Chaikasem Nitisiri | An independent director,
Chairman of the Corporate
Governance Committee,
A member of the Audit Committee |

On its website, PTT invited all shareholders to propose qualified candidates for a directorship and items for the AGM agenda. Despite the invitation, neither candidates nor agenda items were proposed. The Nominating Committee undertook nomination procedures for candidates most appropriate and beneficial to PTT in compliance with PTT directors' quorum, qualifications, wisdom, talents, experience and expertise. Forgoing with conflict of interest, the Nominating Committee proposed to re-elect 3 retiring directors by rotation and 2

additional candidates to fulfil the quorum. The 5 candidates' profiles are enclosed in Attachment 4. Candidates are as follows:

- | | |
|---------------------------------|--|
| (1) Mr. Naris Chaiyasoot | A Director (Re-elected.) |
| (2) Mr. Bhusana Premanode | An independent director
(Re-elected.) |
| (3) Mr. Anuwat Maytheewibulwut | An independent director
(Re-elected.) |
| (4) Mr. Surapit Kirtiputra | An independent director |
| (5) Mr. Chulasingh Vasantasingh | An independent director |

Candidates in (2), (3), (4), and (5) are also qualify as independent directors according to the Stock Exchange of Thailand and PTT's definition of Independent Director. The definition of Independent Director and the Duties and Responsibilities of the Specific Committees are set out in Attachment 5.

The board's opinion:

The shareholders should elect the following persons for replacements; (1) Dr. Naris Chaiyasoot , (2) Dr. Bhusana Premanode , (3) Mr. Anuwat Maytheewibulwut , (4) Mr. Surapit Kirtiputra and (5) Mr. Chulasingh Vasantasingh. The Nominating Committee had deliberate their qualifications, wisdoms, talents and experiences as valuable for PTT. The candidates in (2) (3) (4) and (5) are also qualified as independent directors according to the Stock Exchange of Thailand and PTT's definition of Independent Director. Nevertheless, the directors who have conflict of interest did not vote for this resolution.

Item 7:

To approve shares purchasing in PTT Aromatics and Refining Public Company Limited ("PTTAR") and PTT Chemical Public Company Limited ("PTTCH") from the shareholders of PTTAR and PTTCH who disapprove the amalgamation:

PTT supports the amalgamation of PTTAR and PTTCH, and there could be shareholders of PTTAR and/or PTTCH who disapprove such amalgamation. PTT has proposed to purchase shares from the shareholders who disapprove the amalgamation, under the following regulations and purchase conditions:

- The Public Limited Company Act, B.E. 2535 stipulates that the amalgamating companies shall arrange for the purchase of shares from shareholders who disapprove the amalgamation at the price last traded on the Stock Exchange of Thailand prior to the date on which the resolution for the amalgamation is passed by the shareholders. If the dissenting shareholders do not sell their shares within 14 days after receiving the purchase offer, the amalgamating companies can proceed with the amalgamation and those shareholders will automatically be converted to be the shareholders of the merged company ("MergedCo"). The notification of conditions for the purchase of shares from dissenting shareholders of PTTAR

and PTTCH have been sent from PTT to PTTAR and PTTCH as detailed in **Attachment 6**.

PTT has been waived on the mandatory tender offer obligation which may arise from the purchase of shares from shareholders who disapproved the amalgamation

- The process of share purchase from shareholders of PTTAR and PTTCH who disapproved the amalgamation is in accordance with the Public Limited Company Act, B.E. 2535. For the purchase of shares from PTTAR's shareholders who disapprove the amalgamation, the Office of the Securities and Exchange Commission has granted PTT a waiver of the requirement to make a mandatory tender offer if, as a result of the share purchase, PTT holds more than 50 percent of the total PTTAR/MergedCo's voting rights. This is because the purchase is to be made in order to comply with the law. PTT has no intention to cause PTTAR/MergedCo to be a state owned enterprise. Therefore, PTT has no policy to hold shares in PTTAR/MergedCo in the portion that exceeds 50 percent on a long term basis.
- For the purchase of shares from PTTCH's shareholders who disapprove the amalgamation, the Office of the Securities and Exchange Commission has informed PTT that PTT can purchase the shares from PTTCH's shareholders who disapprove the amalgamation and will be required to make a mandatory tender offer for PTTCH's securities only when PTT's shareholding in PTTCH when combining with HMC Polymers Co., Ltd.'s (an entity under Section 258 of the Securities and Exchange Act of PTT) shareholding in PTTCH reaches 75 percent of the total votes of PTTCH.

PTT is not subject to the mandatory tender offer obligation from the share allocation of MergedCo

- If PTT receives shares of MergedCo to the amount that reaches or crosses tender offer trigger points, PTT is not required to make a tender offer to shareholders of MergedCo, because the gain of shares is in compliance with the Public Limited Company Act, B.E. 2535.

Because this additional purchase of shares in PTTAR and PTTCH is considered as PTT taking control over the other companies under Section 107 of the Public Limited Company Act, B.E. 2535, and the Articles of Association of PTT, therefore PTT Board of Directors has passed a resolution to propose the consideration for approval of the subject matter to the shareholders of the company.

Shareholders can find additional information on the Amalgamation between PTTAR and PTTCH in the Information Circular on the Amalgamation between PTTAR and PTTCH which is sent to PTTAR and PTTCH's shareholders and also publicly available on PTTAR's and PTTCH's website at the following links:

PTTAR's website: <http://www.pttar.com/>

PTTCH's website: <http://www.pttchemgroup.com/>

The Boards' opinion : The Board of Directors approves the purchase of PTT Aromatics and Refining Public Company Limited (PTTAR) and PTT Chemical Public Company Limited (PTTCH) shares from dissenting shareholders of PTTAR and PTTCH. The purchase is regarded as PTT taking control over other companies under Section 107 of the Public Limited Company Act, B.E. 2535, and the Articles of Association of PTT.

Item 8 : Other matters. (If any.)

PTT has published 2010 Annual Report containing in CD. Please do not hesitate to contact us for complimentary 2010 Annual Report CD at Office of President and Corporate Secretary, 24th floor, PTT building, 555 Vibhavadi Rangsit Rd., Chatuchak, Bangkok 10900, Thailand or call at +66(0)2537-3860 or fax at +66(0)2537-3883

Therefore, we would like to invite our shareholders to 2011 AGM on Wednesday 20 April 2011 at 9:30 a.m. The meeting will be held at Plenary Hall 1-3, Queen Sirikit National Convention Center, 60 Ratchadaphisek Road, Klongtoey, Bangkok, Thailand. The registration will be available at 7:30 a.m.

Shareholders who wish to appoint a proxy to attend the meeting and vote on behalf of the shareholders shall choose and fill in either the proxy form A or the proxy form B and submit it to registrar before the meeting. The foreign shareholders who deposit PTT shares in safeguard of custodian banks in Thailand shall choose and fill in either the proxy forms A, B or C in Attachment 8.

Shareholders may assign a certain PTT Independent Directors as a proxy to attend the meeting and vote on behalf of the principle shareholder. Brief Independent Director profiles are available in Attachment 10.

Shareholders and proxies must submit documents in Attachment 7 and 8 for registration prior to or in the meeting day. Please read the registration terms, conditions and procedures and relevant documents preparation for the meeting day in Attachment 9. PTT will conduct the meeting in compliance with the Articles of Association in Attachment 11.

For inquiries, please contact corporatesecretary@pttplc.com or fax at +66(0)2537 3883

Yours sincerely,

Prasert Bunsumpun
President & CEO

Office of the President and Corporate Secretary
Telephone : 0-2537-3860
Fax : 0-2537-3883