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**Minutes of the 2009 Annual General Meeting of Shareholders
PTT Public Company Limited or PTT
Held on Friday 10 April 2009, at 9.30 am
At Plenary Hall 1-3, Queen Sirikit National Convention Center
No. 60, New Ratchadaphisek Road, Klongtoey, Bangkok**

Before the Meeting.

PTT Public Company Limited presented a video detailing safety instructions for the use of the meeting halls and asked all shareholders to turn off their mobile phones.

The Meeting.

When the 2009 Annual General Meeting of Shareholders began, there were 2,146 shareholders and proxies present at the Meeting, consisting of 1,443 shareholders attending the Meeting in person and 703 shareholders attending the Meeting by proxy, representing 2,009,270,313 shares. This is equal to 71.15%, which is more than one-fifth of the total 2,824,056,625 issued and outstanding shares of PTT. A quorum was therefore constituted in accordance with PTT's Articles of Association. Meanwhile, the registration of the Meeting attendees continued outside the meeting halls.

Mr. Norkun Sitthiphong, Chairman of the PTT Board, presided over the Meeting and declared the 2009 AGM duly convened.

The Chairman welcomed the shareholders to the 2009 AGM. This is the eighth AGM since PTT was listed on the Stock Exchange of Thailand on 6 December 2001. At present, PTT's registered capital is Baht 28,572,457,250, divided into 2,857,245,725 ordinary shares at the par value of Baht 10 each, of which Baht 28,240,566,250 is fully paid up. PTT would like to thank all shareholders for their continued patronage and to reiterate that PTT is committed to conducting an integrated energy business as a Thai energy company with good management, transparency and accountability, while emphasising on efficient performance and increasing its competitiveness to bring the highest benefits to shareholders and all stakeholders as a whole.

Then, the Chairman introduced the following 13 directors and 3 executive officers (on stage):

Directors

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| 1. | Mr. Norkun Sitthiphong | Chairman |
| 2. | Mr. Chakramon Phasukavanich | Independent Director / Chairman of the Nominating Committee |
| 3. | General Somdhat Attanand | Independent Director / Chairman of the Corporate Governance Committee |
| 4. | Khun Pornthip Jala | Independent Director / Member of the Audit Committee |
| 5. | Dr. Ampon Kittiampon | Independent Director / Chairman of the Remuneration Committee / Member of the Nominating Committee |
| 6. | Mr. Chaikasem Nitisiri | Independent Director / Member of the Corporate Governance Committee |
| 7. | Dr. Naris Chaiyasoot | Director |
| 8. | Mr. Anuwat Maytheewibulwut | Independent Director |
| 9. | Khunying Jada Wattanasiritham | Independent Director / Chairman of the Audit Committee / Member of the Nominating Committee |
| 10. | Mr. Chulayuth Hirunyavasit | Independent Director / Member of the Audit Committee |
| 11. | Mr. Panich Pongpirodom | Director |
| 12. | M.L. Panasarn Hasdin | Independent Director / Member of the Corporate Governance Committee |

13. Mr. Prasert Bunsumpun Director, Secretary to the Board of Directors / President & CEO

Executive officers

1. Mr. Pichai Chunchavajira Chief Financial Officer
2. Mr. Chitrapongse Kwangsukstith Chief Operating Officer, Upstream Petroleum and Gas Business Group
3. Mr. Prajya Phinyawat Chief Operating Officer, Downstream Petroleum Business Group

In addition, there were other executive officers present, i.e. the Vice President and the Assistant President, who were sitting in front of the stage and prepared to provide any clarification and information in case of questions. Moreover, the Independent Directors would also act as proxies of the minority shareholders.

The Chairman then introduced the 2 representatives from the Office of the Auditor General of Thailand, the Company's auditors, Mrs. Chalalai Suksathit and Miss Patama Charoenwichienchai. Then, the Chairman introduced 3 legal advisors, Miss Peangpanor Boonklum of Weerawong, Chinnavat & Peangpanor Limited, Mr. Akrapol Pichedvanichok and Mrs. Manunya Thitinuntawan of Allen & Overy (Thailand) Co., Ltd., who would monitor the counting of votes at the Meeting.

The Chairman informed the Meeting that the documents used at this Meeting had been published on the Company's web site since 10 March 2009 and reported to the Stock Exchange of Thailand on that date. In addition, PTT made an announcement on its web site inviting shareholders to propose additional business which they deemed important and appropriate to be included in the agenda of the 2009 AGM. Additionally, shareholders were invited to nominate persons with suitable qualifications, consistent with the Company's criteria, to be appointed as directors. The announcement was posted from 21 November 2008 to 31 December 2008. However, no shareholder proposed any agenda or nominated any person in accordance with the specified criteria.

In order for the Meeting to proceed smoothly, the Chairman informed the Meeting of the voting procedures as follows:

- Each shareholder or proxy holder has a number of votes equal to the number of shares which the shareholder or proxy grantor holds. Each shareholder may cast votes of approval, disapproval or abstain, on each agenda, equal to the number of shares held by them or the person who granted them proxy, using the ballot received on registration.
- In counting the votes, only the votes of disapproval and abstentions will be counted. Those who disapprove or abstain in each agenda must raise their hand so that the staff may collect the ballots from them. The votes of disapproval or abstentions will then be deducted from the total number of votes cast by the shareholders present at the Meeting. The rest of the votes shall be treated as the votes of approval for that agenda. If the majority of the votes cast approve and are in accordance with the Company's Articles of Association regarding votes, it shall be deemed that the Company agrees or approves that agenda, with the exception of Agenda 6, Election of Directors to replace the Directors retiring by rotation. For that agenda, the disapproval or abstention ballots will be collected first and the ballots of all of those who vote for will also be collected. The votes shall be cast for each nominated candidate on an individual basis, in line with good practice for managing a shareholders' meeting. In the case where any shareholder does not vote at all, it shall be deemed that he/she agrees. For shareholders who wish to leave before the Meeting finishes or are absent during the consideration of any agenda, those shareholders may exercise their rights by handing in their ballots in advance to the staff of their row.

Before casting a vote for each agenda, the shareholders will be given an opportunity to ask questions relevant to that agenda as appropriate. Shareholders who wish to ask questions are requested to state your name and surname before asking questions or giving opinions. In addition, shareholders are requested to be brief in order to give other shareholders an opportunity to speak. After the Meeting, the Company will collect all ballots to be kept as evidence. Shareholders are kindly requested to fill in the questionnaire given to you upon the registration and return it to the staff at the exit so that PTT could review and use the feedback to improve the management of the next general meeting.

Then, the Chairman asked the Meeting to begin considering the matters in accordance with the Meeting agenda. There are altogether 10 agenda items to be considered consecutively as follows.

1. To certify the Minutes of the 2008 Annual General Meeting of Shareholders held on 11 April 2008

The Chairman informed the Meeting that PTT had sent the Minutes of the 2008 Annual General Meeting of Shareholders, held on 11 April 2008, to all shareholders, together with the notice of the Meeting, which have been published on the Company's web site. Accordingly, the Company would like to ask the Meeting to consider and certify the said Minutes.

The Chairman asked if any shareholder would like to ask any question, propose any amendment or give an opinion.

Mr. Monchai Boon-Im, a shareholder: I would like to express an opinion regarding the management of the meeting time. Shareholders should limit their time when they ask questions. Each shareholder should take not more than 5 minutes so that other shareholders have an opportunity to ask.

Chairman: Thank you. Does anyone have any further questions?

Police General Sermkiat Bumrungpruek, a shareholder: I would like to express my opinion regarding page 6 of the Minutes, which I suggested the amendment of the report on the Board's accountability for the financial report. I suggested adding the words: "Dear shareholders of PTT Public Company Limited", at the beginning and stating the date at the end, but PTT still did not do this in its 2008 Annual Report. Therefore, I would like to ask PTT to explain the reason for that to the Meeting. In addition, I have also brought the 2008 Annual Report of Bangkok Bank Public Company Limited to propose as an example.

Such procedure is the purpose of the law; when a company has prepared the report of the financial statements and profit and loss statements, the company must give notice convening the general meeting to the shareholders and propose all such documents and reports to the meeting for consideration and approval. I proposed the above changes to make things more accurate.

Chairman: Thank you. I would like Mr. Atthapol Ruekphiboon, Vice President, Office of President and Corporate Secretary, to clarify that point.

Mr. Atthapol Ruekphiboon, Vice President, Office of President and Corporate Secretary: Regarding the report on the Board's accountability for the financial report, the Board's accountability is indeed not only to the shareholders but also all stakeholders who have read the Annual Report or Financial Statements. This is similar to the Message of the Chairman or the report on the performance of the Committees in the Annual Report. These are different from the auditor's report, which is in a prescribed form, because, under section 120 of the Public Companies Act, the shareholders' meeting shall approve the appointment of the auditor, and, under section 123, the auditor shall prepare a report to propose to the shareholders. In this regard, I would

like to reiterate that PTT is always happy to accept any comments and suggestions from the shareholders. However, on this matter, writing the report in such a way demonstrated the Board's accountability toward shareholders already.

Chairman: I would like the official from the Office of the Auditor General, Mrs. Chalalai Suksathit, to provide further clarification on this point.

Mrs. Chalalai Suksathit, a representative from the Office of the Auditor General: The auditor's report is in the form prescribed in accordance with the audit standards of the Federation of Accounting Profession, which begins with the address "Dear shareholders" because the shareholders appoint the auditor. For this reason, the auditor's report is addressed to the shareholders and will have a date at the end. This is the normal form for any company. However, for the report of the Board, it is up to the discretion of each company.

President and CEO: I accept the comments and will consider improving accordingly in the future.

The Chairman: If there is no further question from the shareholders, I would like the Meeting to cast a vote on this agenda.

Resolution: The Meeting certified the Minutes of the 2008 Annual General Meeting of Shareholders, held on 11 April 2008, by a majority vote of the total number of votes cast by the shareholders present at the Meeting and eligible to vote, as summarised below.

Votes	Number of votes cast (1 share = 1 vote)	Percentage of voting rights exercised by the shareholders present
1. Approve	2,464,828,350	99.45
2. Disapprove	23,150	0.00
3. Abstain	13,515,907	0.55

Remarks: While the Meeting was considering this agenda, additional shareholders were present with 496,097,094 shares.

2. To acknowledge the 2008 performance statement and approve the 2008 financial statement for the year ended 31 December 2008

The Chairman informed the Meeting that PTT already sent the 2008 Annual Report and financial report to all shareholders for information in advance. Next, PTT would like to present a summary of the 2008 operating results through a video presentation, following which the President and CEO will present a summary of additional important information to shareholders and allow shareholders to ask questions.

Then, the shareholders watched the "Summary of the 2008 Operating Results".

President and CEO: The President and CEO provided additional information as follows:

In 2008, PTT and its subsidiaries had sales revenue of approximately Baht 2,000,000 million, a 33% increase from 2007, and EBITDA of Baht 156,133 million, a 7% increase from 2007, due to the fact that the sales volume and prices of oil and natural gas products as well as gas separation plant products increased in line with the oil

prices in the world market.

Nevertheless, in 2008, PTT and its subsidiaries had a net profit of Baht 51,705 million, or Baht 18.33 per share, a decrease of Baht 46,099 million or 47% from 2007, which had a net profit of Baht 97,804 million, or Baht 34.82 per share. The main reasons are:

In 2008, there was a share of losses from investment in affiliates of Baht 6,251 million whereas in 2007 there was a share of profit from investment in affiliates of Baht 31,080 million, because:

The operating results of companies in the refinery group showed a decrease in refinery value. In particular, there were losses from inventory and high valuation of inventory due to the dramatic drop of oil prices from above 140 dollars a barrel to approximately 40 dollars a barrel towards the end of the year; and

The operating results of the companies in the petrochemical business group also decreased due to the decrease in the Product-to-Feed Margin. In addition, there were losses from inventory and high valuation of inventory similar to the case of the oil refinery, as a result of the drop in product prices in line with the fall of oil prices.

- In 2007, there was profit from sale of investments of Baht 8,428 million, whereas in 2008 there was none.
- In 2008, there was loss from foreign exchange of Baht 1,982 million, while there was profit from foreign exchange of Baht 5,392 million in 2007.
- With regard to the balance sheet, it can be seen that, in 2008, PTT and its subsidiaries had total assets of Baht 885,205 million, a 0.7% decrease from the end of 2007 or a decrease of Baht 6,319 million. The main reasons for such decrease are:
 - Other liabilities decreased 21% due to the decrease of account payables as a result of the decrease in oil prices.
 - Long-term loans were Baht 239,137 million, an increase of 8%, due to PTT's issuance of Baht 18,000 million debentures during the fourth quarter of 2008.
 - While the shareholders' portion was Baht 430,536 million, an increase of 8% from end of 2007, it was largely attributable to the net profit of 2008, which had a profit of more than Baht 50,000 million.
- Regarding the financial structure, it can be seen that PTT still has a strong financial structure, with:

Net Debt/Equity of 0.36: 1 (PTT's policy is below 1)

Net Debt/EBITDA of 1.01 times (PTT's policy is below 2)

Ability to pay interest as high as 17 times.

Accordingly, PTT would like to ask the Meeting to consider and certify the report of PTT's operating results for the year 2008 and to consider and approve the financial statements for the year ended 31 December 2008, as well as the

auditor's report, which has been certified by the auditor in accordance with the generally accepted accounting principles. The details appear in the Annual Report, financial report volume.

The Chairman asked if the shareholders had any further questions or would like to give any suggestions.

Mr. Phuwanart Na Songkhla, a shareholder and a representative from the Thai Investors Association:

As PTT's shares attract a lot of investors and the current fluctuation of oil prices has had a significant impact on the shares, therefore, he would like to ask the following:

1. Is PTT's investment in the coal business with SBI and ownership of 3 mines in Indonesia a distribution of risk? Is there any update on that and how does PTT manage the risk of coal prices in Indonesia?
2. In the financial statement document, Note 29 to the financial statements states that the profit and loss before profit from foreign exchange is Baht 6,448.14 million. Where does that amount come from?

Chairman:

I would like the President and CEO to clarify the first issue and the Chief Financial Officer to answer the question relating to the financial statement.

President and CEO:

The investment in the coal business was an additional distribution of business risks because in the past PTT and companies in the PTT Group have operated business in oil, natural gas, petrochemical and refinery. Coal is another type of fuel energy which exists in large reserve throughout the world and is widely used. Therefore, PTT considered expanding its investment into the coal business by buying a company in Australia called SBI, which is a majority shareholder of a company in the Singapore Stock Exchange called SAR. That company has the main concessions in Indonesia and joint concessions in other countries including Brunei. It is already operating that business with sales of more than USD 500 million and profit of more than approximately USD 100 million. Therefore, this investment will enable the profit to be realised immediately, which is a good thing. In addition, the company will develop other concession sources in Indonesia and other countries, using the company's cash flow. PTT began to participate in the coal business and will gradually expand so the size of the business will gradually increase. However, in doing that, PTT will consider the investment appropriateness as well as the financial capacity of the company with which PTT has a joint venture.

As for the management of the risks of coal prices, the company has entered into coal derivative contracts whereby the coal will be sold one year in advance. For 2009, the coal has already been sold.

Chief Financial Officer:

Regarding the issue relating to the share of profit or losses from investment accounted for using the equity method of Baht 6,250 million, which appears in Note 29 to the financial statements on page 116 of the financial report, if you look at the profit and loss statement, it will be seen that the profit and loss in the consolidated financial statements refer to the share of profit/losses from investment of PTT in any company in which PTT has less than 50% and more than 20% shareholding. Here, there is a share of losses from 3 main companies in the refinery group, namely IRPC, SPRC and PTTAR. In the fourth quarter of 2008, there was a substantial stock loss, resulting in the Company's operating results for the whole of 2008 being a loss. Therefore, PTT's share of losses accounted for using the equity method was correspondingly high. For example, PTT holds 36% of shares in SPRC, so, the share of losses would accordingly be 36%. In summary, PTT had a total share of losses of

Baht 11,695 million from the refinery group while at the same time having a share of profit accounted for using the equity method from other companies, such as companies in the petrochemical group namely PTTCH. PTTCH's total profit was approximately over Baht 10,000 million and PTT holds 49.30 shares in PTTCH. Therefore, PTT received a share of profit of approximately Baht 5.8 billion from PTTCH. Consequently, when the share of profit and the share of losses from investment in subsidiaries in 2008 are combined, PTT has a loss of over Baht 6 billion as shown in the figures.

Police General Sermkiat Bumrungpruek, a shareholder:

I would like to ask 3 questions as follows:

- First What is PTT's current accumulated profit?
- Second How much is PTT's current statutory reserve and does the amount meet the legal requirement?
- Third Regarding the fair value of investment as detailed in the notes to the financial statement on pages 50-75, clause 11.8.3 on page 75 relating to the fair value of investment, states that the fair value of investment is as at the date of the financial statement. What is that date? How does the fair value of investment in affiliates as at 31 December 2008 as compared to 2007 affect PTT as the investor and shareholders who invest in PTT? To whom is the 'fair value' fair?

Mr. Vichai Kiatniyomsak, a shareholder:

Could the shareholders be brief and straight to the point when asking questions because this is not a debate.

Mr. Pichien Amnatworaprasert, a proxy holder:

I would like to ask 3 questions, as follows:

1. To what extent does PTT's adjustment of retail oil prices take into account the public interest, as the majority of the public have complained that PTT's increase of retail oil prices was not reasonable on a number of occasions?
2. There has been information circulating regarding the advance purchase of crude oil by PTT and its subsidiaries, such as PTTAR. In particular, I have heard that companies in the PTT Group made advance purchases of crude oil at a high price, resulting in a loss of several million baht. How long will that affect the earnings and operating results of PTT?
3. The PTT executives should take care of the share prices of PTT and companies in the PTT Group because they have dropped significantly and shareholders have suffered a huge loss as a result.

Chairman:

I would like the Chief Financial Officer to clarify the issues in Mr. Sermkiat's questions and the President and CEO to respond to Mr. Pichien's questions.

Chief Financial Officer:

I would like to clarify as follows.

1. PTT's accumulated profit is Baht 329,889 million as shown in the financial statement on page 8.
2. PTT has set aside a statutory reserve as required by law in the amount of approximately Baht 2,857 million, or 10% of the registered capital.

3. Regarding the term 'fair value' on page 75 and why it is used, it is probably to inform those who read the financial statements of what the value of investment in companies should be at the time (Current Fair Value). This will enable us to find the current fair value of the shares that we hold or sell on any particular day. As for the issue regarding the date in the financial statement, the language used refers to the statement as at 31 December of each year and in this case it is 2008. Regarding the impact on the share prices, I would like to give an example. TOP reported that in 2008 it was valued at Baht 23,638 million. If the number of shares held by PTT in TOP is multiplied by the share price on the last day, you will find TOP's share price according to the market value at Baht 23,638 million. At the same time, the shareholders may compare that with the equity method of accounting which is very close to the term book value. This will enable the shareholders to know how much the book value of the shares is according to the market value. This makes it easy to compare and makes the financial statement more transparent.

**President and
CEO:**

I would like to clarify as follows:

1. Regarding the adjustment of retail oil prices, the government has liberalised retail oil prices since 1991, leaving them to the market forces, with the Energy Policy and Planning Office, Ministry of Energy, as the supervisory body to ensure that oil traders do not take advantage of consumers. However, prior to the economic crisis in the previous year, oil prices increased substantially, with the price of crude oil surging from 80-90 dollars a barrel at the beginning of the year to 140 dollars a barrel. The price of diesel also peaked at around 180 dollars a barrel. Consequently, oil prices at service stations increased to more than Baht 40 a liter. PTT and companies in the PTT Group had to carry heavier burden because during the increase of oil prices PTT could not adjust its prices to keep up with the increase. In addition, PTT had to consider the appropriateness of the increase, as it would affect consumers. At certain times, the price of oil at PTT service stations was lower than that of the refinery. In particular, diesel was selling 2 Baht lower. Therefore, during the period of 8 - 9 months of 2008, the marketing cost (retail price minus price at refinery) was in deficit and the deficit remained constant. Subsequently, since the global economic crisis, oil prices have been dropping rapidly and dramatically in the past 2 months. From September 2008 onwards, oil prices have plummeted to around 40 dollars a barrel, reaching the lowest level in December 2008. As a result, oil companies have had to gradually decrease their prices. PTT has decreased its prices consistently around 40 – 50 times. In addition, the previous government's 6-month policy on fuel tax cut resulted in the retail oil prices dropping to only 15 – 16 baht a liter. When oil prices were lower, there was higher consumption. As a result, more oil had to be imported even though the country was in an economic crisis. Later, when oil prices increased from 40 dollars a barrel to about 50 dollars a barrel and the government cancelled the fuel tax cut policy, retail oil prices slightly increased due to increased costs combined with the tax measure. I would like to stress that the structure of retail oil prices in Thailand depends on several factors, including the contribution to the Oil Fund, taxes, and marketing costs. Oil prices in the global market are not the only factor. Previously, the government has constantly changed the contribution rate to the Oil Fund as well as the tax policy. The money in the Oil Fund has also been used to subsidise retail oil prices. The government's increase of fuel tax was to prevent domestic retail oil prices from increasing dramatically and when the government gradually

reduced the subsidy, the oil prices gradually rose. I would like to say that the decision to adjust oil prices of oil companies, particularly PTT, is based on the most appropriate considerations, including the interests of consumers and all parties concerned in order to achieve the fairest result for all.

2. Regarding the advance purchase of crude oil, I would like to inform the Meeting that, usually in the oil refining process, the refinery has to plan in advance what type of oil will be refined, what type of crude oil will be used and where to acquire it. Crude oil has to be purchased about 2 months in advance. In addition, the transportation time has to be estimated. For example, the transportation from the Middle East takes about 2 weeks. The price is fixed at the market price during the month of delivery of the goods at the port of origin. The reason for the refinery's loss is because the reserved crude oil had to be purchased in advance in order to be stored in the tank (part of it is reserved for trade and the other is for the statutory reserve). During that period, oil prices, including the price of petroleum products, fell constantly. When the oil was refined, it had to be sold at the current price, i.e. at a cheap price. As a result, the refinery suffered loss. That was the first factor. Then, the oil reserve in the tank had to be assessed for the value of inventory at the end of the accounting period. Market – to-market price had to be realised, and the price had fallen substantially. That was the second factor. Consequently, oil refineries except TOP suffered loss. At the same time, each refinery had to manage its own risks, for example, by locking in the difference between the price of petroleum products and the price of crude oil during the period in which the difference was big. Without such procedure, the refineries would have suffered much greater loss.
3. Regarding the price of PTT's shares, the attainment of the appropriate value of the Company is the wish of all PTT's executives. However, as PTT is listed on the Stock Exchange of Thailand and is a state enterprise, there are a large number of stakeholders. Sometimes many parties make differing demands, resulting in a conflict of interest. For example, the demand that PTT sell oil at a cheaper price will invariably affect the operating results as well as the share price; or the demand that PTT sell LPG at a low price in the domestic market when PTT has to import LPG at the price of the global market, which is much higher. In that case, PTT has to bear the burden first, to be later compensated by the government when there is a budget but without interest. Another example is the government's demand that PTT sell NGV below cost. Up until now, whether the oil prices are up or down or regardless of which government is in power, NGV prices have never been allowed to increase. Consequently, PTT has to bear the burden.

PTT's philosophies are effective management, good corporate governance and corporate social responsibility. It is our aim to pay attention to all stakeholders. Especially, the shareholders of PTT must receive appropriate and fair return on their investment, including appropriate dividends. At the same time, other stakeholders must not be overlooked. The Company must continue to build trust and confidence in the shareholders, investors and credit rating agencies. We must manage our organisation with good corporate governance and pay attention to the community, the society, as well as the environment, in order to achieve sustainable prosperity. When PTT has a good image and strong confidence, operates its business based on sufficiency, and considers the interests of all parties, the government will acknowledge this and understand the heavy burden that PTT has to carry.

Mr. Thong-in Sang-ngarm, a proxy holder:

I would like to express my appreciation for PTT as a national energy company, and also ask the following questions:

1. What is the cause of the increase of oil prices from over 50 dollars a barrel to 140 dollars a barrel and will it happen again?
2. Does PTT have an agreement to sell and purchase oil at a fixed price with foreign oil sellers? If so, please give details.
3. If oil prices increase to 100 dollars a barrel, how will PTT deal with that?
4. PTT should make a summary of PTT's performance highlights in the Annual Report.

Chairman:

I would like the President and CEO to clarify the above matters to the Meeting.

President and CEO:

I would like to provide general clarifications as follows.

1. The previous substantial increase of oil prices was due to the growth in the global market. There was higher oil consumption and expansion of production capacity. As a result, the spare capacity dropped. As oil demand exceeded the production capacity, oil prices increased. In addition, there was profit speculation and substantial sales and purchase in the derivative market, resulting in the rapid and significant rise of oil prices while the prices did not reflect the real value. Following the economic crisis, oil demand decreased and the oil speculators were affected. As a result, they had to sell the speculated portion and use the proceeds to pay their debts. Consequently, the prices dropped lower than they should be. However, ultimately, I think that oil prices will increase again. This is consistent with the expert opinion, which stated that the world economy will recover, sooner or later, and oil demand will rise. In addition, at this time, the production capacity is not really expanding, so, oil demand will eventually exceed the production capacity and consequently oil prices will increase.
2. To answer the question of whether PTT had agreed to a purchase price of oil when oil prices were high, in the case of the oil refinery group, there will be a lock-in of the difference between the price of crude oil and the price of petroleum products. Because the oil refinery turns crude oil into petroleum products for sale, therefore, the higher the price of crude oil, the higher the petroleum product price. Consequently, the gross profit of oil refinery depends on the price variance between the price of crude oil and petroleum products price. In the case of PTTEP, which is a producer and seller of crude oil and natural gas, when oil prices are high, PTTEP would sometimes enter into an agreement to set the purchase price of oil in advance for some of its oil and PTTEP would gain profit from it. When the oil prices drop, PTTEP would not be affected in respect of the part of oil for which the purchase price had been set in advance during the peak period.
3. As for the measures to accommodate the increase of oil prices, the Ministry of Energy and operators like PTT as well as other persons involved in the energy business, have prescribed several measures, for example, promoting the development of alternative energy and renewable energy, turning plant into oil such as Gassohol and Biodiesel, using natural gas in the transportation sector,

using coal as fuel; purchasing hydropower from dams for power generation, or using water from neighbouring countries. All of these measures would reduce our dependence on oil. In the future, when oil prices soar, Thai people will be less affected. Another significant measure is promoting the effective and economical use of energy and using the right kind of energy for the right type of equipment.

Chief Financial Officer:

Regarding the shareholder's suggestion that PTT should prepare a summary of its operating results for shareholders' information, this has already been provided on page 14 of the Annual Report, where the shareholders would see the comparisons of the operating results of the previous 3 years, i.e. 2006, 2007 and 2008, in respect of the sales revenue, earnings before interest and total assets.

Mr. Thongchat Nomsiri, a shareholder:

PTT should have good risk management to reduce the effect of investment, business expansion, stock loss and loss from foreign exchange. In addition, PTT should have a plan for dealing with the future crisis which may arise due to the political sensitivity of PTT. Also, I would like to ask PTT to look after the interests of the minority shareholders.

Chairman:

Thank you for your suggestions. The next shareholder please continue.

Mr. Surasak Koprakong, a shareholder:

I would like to inquire about the financial report, the Notes to the financial statements on pages 40 – 42 relating to account receivable and notes receivables. In the part concerning the allowance for doubtful accounts in the year 2007 and the year 2008, when these are compared, PTT had Baht 2,564 million of allowance for doubtful accounts in the year 2007 and Baht 2,440 million in the year 2008. Therefore, I would like an explanation as to why PTT had to be a bad debt when the accounts are those of other companies in a joint venture with PTT or affiliated with PTT. It has been like this for 2 years. Have we made a contract or advanced some money, which will be a bad debt in the future? If that is the case, please state in the Note to the financial statements how long this will continue. Also, in the cash flow statement, page 14, few debts have been transferred to allowance for doubtful accounts, i.e. in 2007, there was only Baht 1.5 million, and, in 2008, it was much better, i.e. Baht 46.85 million. So, the doubtful accounts or bad debt in this part is about Baht 250 million. In my opinion, PTT should bring this part of the allowance for doubtful accounts or bad debt back since, at present, the profit margin of PTT is very low, i.e. only 2.57%, while debt is quite high, i.e. almost equal to the total annual income of some companies in the stock market.

Mr. Basant Kumar Dugar, a shareholder:

I would like to ask the following questions.

1. PTT had a very good turnover at the beginning of 2008. However, it made a loss at the second half as result of oil reserve. Therefore, PTT had to sell oil which it had purchased at a high price at a lower price. Therefore, I would suggest that PTT push the burden of oil prices onto customers in order to maintain PTT's profit.
2. In 2008, PTT had Baht 66,000 million of profit and paid Baht 43,000 million of tax. But in 2007, PTT had Baht 100,000 million of profit and paid only Baht 42,000 million of tax. The question is why PTT had to pay more tax when the profit was lower. The Management should give importance to this.
3. PTT's investment looks set to make a loss. PTT should focus on the businesses in which it has expertise.

4. Fuel tax has increased as a result of the government's policy. There should be an adjustment of tax to foster the growth of the petroleum business as well as Thailand.
5. The exploration of new energy sources of PTTEP in the past one and a half years did not find any new sources. The costs of the exploration were the shareholders' money. PTT should procure effective technology that can carry out underground exploration anywhere in the world and that is worth the investment.

Chairman:

Thank you. I would like the President and CEO to answer the questions.

**President and
CEO:**

I would like to clarify as follows:

1. As regards the issue relating to the allowance for doubtful debt, it concerns a case where a subsidiary of PTT enters into a joint venture with a foreign company, for example PTT Mart. When it is unsuccessful or not worth the investment, the business has to be closed and liquidated. For this reason, there must be allowance for doubtful debt. In the case of PTT Mart, it has been liquidated. But even so, the account is still maintained so long as money can be collected from other persons. But eventually it might have to be cut out.
2. Regarding the comment about the stock loss, which the shareholder stated that the PTT executives should find a better way to manage it, I would like to inform the Meeting that, the way it has been managed is that we will keep a lot of stock when the price is low but will stock less when the price goes up. However, under Thai law, oil traders must make a legal reserve, for example, an oil refinery must store oil at least 5% of the refining capacity for the country's energy stability. That is a legal requirement in Thailand, while in other countries, such as China and Japan, the government will make the legal reserve itself.
3. In the previous year, PTT had higher earnings. The Company was well managed and the sales was high. But still, why was the gross profit low? On this point, may I inform the Meeting that the world economy in the previous year did not grow because there was real purchasing power. In fact, consumption did not increase but what happened was people speculated profit, as the President and CEO stated. When there is profit speculation, the amount of goods is the same, the barrels are the same but the price has changed. It has increased. The income also increased. The question is whether the increase of income was because of higher demand or because of the price. If it is only because of the price, the cost will go up and the gross profit will go down. The operating results do not depend on the price alone. What must be looked at is the economic growth to see whether demand has really increased.
4. Regarding the decrease of profit and higher tax, I would like to clarify that, in the previous year, the profit of PTT combined with that of PTTEP did not decrease. PTT's profit was almost the same while PTTEP's profit increased from Baht 28,000 million to over Baht 41,000 million. A company that has high profit pays higher tax. But a company that makes a loss does not have to pay tax. Therefore, in this part, only the results of PTT and PTTEP, in which PTT holds more than 50% of shares, are shown. For companies that PTT holds less than 50% of shares, such as TOP and PTTAR, they will appear in the realised net profit accounted for using the equity method. They will not appear in this tax section; they will just be in the net profit.

5. Regarding PTTEP's exploration, may I inform the Meeting that PTTEP does not invest in the exploration alone, as it is still new in the exploration business. Therefore, for each exploration site, it will enter into a joint venture with giant companies, such as Total and Chevron, which will be equipped with new exploration technology, and that has so far been quite a success.

The Chairman asked if the shareholders had any further questions.

**Mr. Chatchai
Khun-ngarm, a
shareholder:**

First of all, I would like to congratulate PTT, as well as the PTT executives, for the many awards received. My questions and suggestions are:

1. An agenda on work plans of the following year and future years should be added after the agenda on endorsement of the minutes.
2. I would like to make a request to the CEO regarding the LPG prices, and I hope this can be done. I suggest that there be two prices – one for domestic use and one for vehicles. In addition, regarding the sale of NGV at a low price, PTT has to bear this burden and yet it still gets attacked by the media.
3. The Company should set up a team to monitor the news and respond to them in order to create greater understanding among the public.
4. I would like to ask about the Jet service stations that PTT bought. Has PTT recovered its cost, and, if not, when?

**Mr. Hungchai
Akkavasakul, a
shareholder:**

The shareholder should be brief and just say what you want to know. Please be straight to the point because a lot of time has passed already. Please manage your time.

**Mr. Thara
Chonpranee, a
shareholder:**

I would like to ask about page 51 of the 2008 Annual Report, relating to the petrochemical and refinery group of businesses. The third paragraph of this page talks about the 5 oil refineries in which PTT holds shares and the effect of the oil stock. I would like to express my opinion that PTT should state in the Annual Report what the biannual GRM of each refinery, namely TOP, PTTAR, IRPC, BCP and SPRC is for each year for the previous 3 years. That information should first be provided without including the effect of oil stock. Then the effect of oil stock can be included to show how it has affected the GRM. In addition, this will enable us to compare the production efficiency of the 5 oil refineries, the oil stock management methods, as well as the oil remaining the stock in case of refinery closure for annual maintenance, which takes a long time.

Chairman:

Thank you. We will take the shareholder's observation into consideration.

**Mr. Prasert
Kaewduangtian, a
shareholder:**

I would like to ask the following questions:

1. The acquisition of investment capital by the issuance of debentures resulted in PTT's interest in the previous year of over Baht 10,000 million. The money belongs to every shareholder. Wouldn't it be better to use this amount to make dividend payment to the shareholders? Instead, there should be a capital increase, which will have double benefits. First, PTT will not have to bear the interest burden, and the share ownership will be spread wider among the public.
2. What is the advance payment for LPG and the NGV price burden as a result of

the government policy in the previous year?

3. Is PTT's audit system sufficiently effective and efficient for monitoring the money paid out to support political parties?

Chairman:

I would like the Chief Financial Officer to clarify the debenture issue.

Chief Financial Officer:

I would like to clarify that if a capital increase does not result in any debt, the profit will be higher. However, one must not forget that the number of shares will also increase. Therefore, the profit per share will decrease. Therefore, as a general principle, having a reasonable amount of debt, not too much or too little, is the best way, because there is almost no company in the world that has no debt.

President and CEO:

Thank you for your suggestions. PTT will take them into consideration and I would like to provide further clarifications as follows:

1. Regarding the future work plans, we have stated in the video presentation shown to you earlier that, in the current economic crisis, we have plans to do a number of things.
2. Regarding the establishment of a news monitoring team to provide responses, PTT already has such procedure but will ensure that more is done to create a better understanding.
3. Regarding the purchase of Jet, there are currently 146 Jet service stations, all of which have been converted in to PTT service stations. Sales has risen and everything has fallen into place. But the cost recovery will take time, as there are other factors at play, such as competition, marketing cost and others.
4. Regarding the donation to political parties, the shareholders can rest assured because under the Organic Law, no government agency and company in which a government agency holds shares, shall donate any money to a political party. Therefore, it would be illegal to do this. However, regarding the donation for charitable purposes, this is usual for our CSR programme, which PTT will consider making on an appropriate basis. As PTT is a big organisation; it must be responsible to the society and there is a lot of expectation.
5. Regarding the advance payment for the imported LPG, which is bought at a high price and sold at a lower price, the amount is about Baht 8,000 million, but that will be reimbursed by the government. As for the NGV, the burden is several billion baht a year.

Resolution:

The Meeting resolved to acknowledge the operating results of financial year 2008 and to approve the financial statements for the year ended 31 December 2008 by a majority vote of the total number of votes cast by the shareholders present at the Meeting and eligible to vote, as summarised below:

Votes	Number of votes cast (1 share = 1 vote)	Percentage of voting rights exercised by the shareholders present
1. Approve	2,464,320,105	98.64
2. Disapprove	98,133	0.00
3. Abstain	33,958,331	1.36

Remarks: While the Meeting was considering this agenda, additional shareholders were present with 20,009,162 shares.

3. To approve the appropriation of the 2008 net profit and dividend payment and to acknowledge the payment of an interim dividend

Chairman: I would like the President and CEO to present the information on this agenda to the Meeting.

President and CEO provided the following information:

In the appropriation of the annual net profit for the year 2008 from the 2008 operating results, which PTT had a net profit of Baht 51,705 million, Baht 35 million is set aside as reserve for the self-insurance fund. No statutory reserve is set aside, as PTT's existing statutory reserve is equal to 10% of PTT's registered capital as required by law. As a result, the net profit after the reserve is equal to Baht 51,670 million, appropriated from the 2008 operating results, which PTT had a net profit of Baht 51,705 million, or Baht 18.33 per share. This is a decrease of 47% from the 2007 operating results, which had a net profit of Baht 97,804 million, or Baht 34.82 per share. Therefore, the PTT Board proposed to pay dividend for the 2008 operating results at Baht 8.00/share, divided into:

- Interim dividend payment in respect of the operating results for the first half of 2008, at Baht 6.00/share, amounting to a total of Baht 16,944 million, paid on 12 September 2008.
- Payment of dividend in respect of the operating results for the second half of 2008 to PTT shareholders whose names are in the share register on the date set for determining the shareholders' entitlement to dividend payment on 9 March 2009, at Baht 2.00/share, amounting to a total of Baht 5,648 million. The payment is due on 30 April 2009.

The payout ratio is equal to 44% of PTT's net profit (PTT's policy is not less than 25%), which is equal to 4.6% of the market price of PTT's shares as at the end of 2008 at Baht 175/ share.

The interim dividend and dividend in respect of the operating results for the second half of 2008 will be paid out from PTT's operating profit which is subject to different rates of tax. The proposed rates are derived by:

1. Considering the tax rates for the accumulated operating profit as at 30 June 2008 and 31 December 2008.
2. Calculating the percentage of the accumulated operating profit margin at different tax rates in relation to the accumulated profit from PTT's operating results.
3. Then, the percentage derived from the calculation is used to calculate the amount of dividend per share which is subject to different tax rates.

Under the above dividend payment principles, if PTT chooses to pay dividend from the profit that is subject to a high level of tax such that the profit is depleted or not much profit is left, it will be unfair for the shareholders in the future.

From the above principles, PTT has proposed to pay interim dividend at Baht 6/share from the operating profit, which will be paid out as follows: i) Baht 2.63/share from the operating profit which is subject to 30% tax; ii) Baht 0.95/ share from the operating profit which is subject to 25% tax; and iii) Baht 2.42/share from the operating profit which is subject to 0% tax (exempted for investment promotion).

The dividend payment in respect of the operating results for the second half of 2008 at Baht 2.00/share, paid from PTT's operating profit, will be paid out as follows: i) Baht 0.95/share from the operating profit which is subject to 30% tax; ii) Baht 0.27/share from the operating profit which is subject to 25% tax; and iii) Baht 0.78/share from the operating result which is subject to 0% tax.

The Chairman invited the shareholders to ask questions relating to this agenda.

Police General Sermkiat Bumrungpruek, a shareholder:

I would like to express an opinion that the dividend that will be paid out must be approved by the shareholders' meeting. The dividend should be appropriate and fair to the shareholders and comparable to that paid by other companies in the same or similar business. The total number that you are proposing to pay out today is Baht 2.00 per share. We must consider whether it is appropriate to increase or decrease that number. We should also make that comparison in respect of the next, related agenda, directors' remuneration.

Mr. Hungchai Akkavasakul, a shareholder:

Please be brief so that we do not waste time.

Mr. Prasert Sangmonthien, a proxy holder:

I would like to express an opinion that we have only covered 2 agendas and it is now half past twelve. I would like to ask the Chairman to ensure that the Meeting proceeds quickly and the shareholders to express their opinions in respect of the agenda under consideration only. Their opinions regarding other agendas should be kept for those agendas in order to reduce the Meeting time.

I would also like to give my support to the Board and thank the CEO for paying dividend from the second half operating results at Baht 2. For 2008, the dividend of Baht 8 per share or equal to 44% is the highest rate. Therefore, you have my support for this.

Resolution:

The Meeting resolved to approve the appropriation of the annual net profit of the year 2008 and dividend payment and to acknowledge the interim dividend payment by a majority vote of the total number of votes cast by the shareholders present at the Meeting and eligible to vote, as summarised below:

Votes	Number of votes cast (1 share = 1 vote)	Percentage of voting rights exercised by the shareholders present.
1. Approve	2,484,487,840	99.44
2. Disapprove	86,911	0.00
3. Abstain	13,854,206	0.56

Remarks:

While the Meeting was considering this agenda, additional shareholders were present with 52,388 shares.

4. To appoint an auditor and to determine the auditor's fees for 2009

Chairman: I would like Khunying Jada Wattanasiritham, an Independent Director and the Chairman of the Audit Committee, to present the details of this agenda to the Meeting.

Khunying Jada Wattanasiritham, Chairman of the Audit Committee: Dear shareholders. Under section 120 of the Public Companies Act, B.E. 2535 (1992), the annual general meeting of shareholders must appoint an auditor and determine the auditing fee every year. The existing auditor may be re-appointed.

Moreover, under Clause 12.4, Chapter 4 of PTT's regulations on the rules and procedure of the Audit Committee, B.E. 2544 (2001), the Audit Committee has the duty to nominate an auditor for appointment and to propose the auditor's fee.

In addition, under the Organic Law on State Audit, B.E. 2542 (1999), the Office of the Auditor General of Thailand (the **OAG**) is the auditor of all government agencies including state enterprises.

The Office of the Auditor General has been PTT's auditor since PTT was the "Petroleum Authority of Thailand" and became PTT Public Company Limited. In 2008, the annual general meeting of shareholders approved the auditing fee of Baht 1,800,000, exclusive of expenses, which was equal to the fee approved in 2007.

For 2009, the OAG proposed the auditing fee of Baht 3,145,000, exclusive of expenses such as work-related travel expenses, overtime and other audit-related expenses, in the amount not exceeding Baht 2,000,000, as detailed on page 4 of the notice to the Meeting. There are 5 items concerning the audit items and the calculation of the auditing fee that have been changed, as follows:

Item 1 : The following factors have been changed:

- Operational costs
- Risk level
- Work volume and audit period

Item 2: Commodity charge

Item 3: Fees for audit/ review/ certification of financial statements of the gas pipeline business

Item 4: Fee for certification of sales volume of petroleum sold at Chiang Mai and Hat Yai airports

Item 5: Fee for review of compliance with the investment promotion card conditions.

Items 2 – 5 are existing items, for which there have never been separate auditing fees. Therefore, the increase of the fee for this year is equal to Baht 1,345,000.

The reasons for the Office of the Auditor General's request for the higher fee are because there are more items to audit and the method for calculating the auditing fee has been changed from a lump sum payment to a pro rata basis. The officials of the

OAG are always sitting at the Company. More importantly, the OAG has not requested an increase of auditing fee since 2005. Therefore, the Audit Committee, which consists of myself, Khunying Jada Wattanasiritham, as Chairman, and other 2 directors, Khun Pornthip Jala and Mr. Chulayuth Hirunyavasi, has resolved to approve the request. The PTT Board also approved to propose it to this Meeting for approval.

Therefore, I would like to propose that the Meeting consider and approve the appointment of the Office of the Auditor General as the auditor for the financial year ended 31 December 2009 and the auditor's fee of Baht 3,145,000, exclusive of expenses such as work-related travel expenses, overtime and other audit-related expenses, in the amount not exceeding Baht 2,000,0000, as approved by the Audit Committee.

The Chairman invited the shareholders to ask questions relating to this agenda.

Mr. Thong-in Sang-ngarm, a proxy holder:

I support the appointment of the auditor from the Office of the Auditor General with the auditor's fee of Baht 3,145,000. I strongly agree with the increase because I attended a shareholders' meeting of one company yesterday and that company's auditor's fee was Baht 3,700,000 when its sales was only Baht 15,000.

Chairman:

If there is no further question or comment, I would like the Meeting to vote on this agenda.

Resolution:

The Meeting resolved to approve the appointment of the auditor and the auditor's fee for the year 2009 by a majority vote of the total number of votes cast by the shareholders present at the Meeting and eligible to vote, as summarised below:

Votes	Number of votes cast (1 share = 1 vote)	Percentage of voting rights exercised by the shareholders present
1. Approve	2,459,775,542	98.44
2. Disapprove	268,596	0.01
3. Abstain	38,448,785	1.54

Remarks:

While the Meeting was considering this agenda, additional shareholders were present with 63,966 shares.

5. To consider the board of directors' remuneration for 2009

Chairman:

I would like to ask Dr. Ampon Kittiampon, an Independent Director and Chairman of the Remuneration Committee present the details of this matter to the Meeting.

Dr. Ampon Kittiampon, Chairman of the Remuneration Committee:

Dear Chairman and all shareholders. This year, PTT's Board of Directors, by the recommendation of the Remuneration Committee, which consists of 2 directors, namely Dr. Ampon Kittiampon, Chairman of the Remuneration Committee, and Khunying Jada Wattanasiritham, has determined the remuneration for the Board of Directors using the comparison with comparable companies in the same industry and business that are listed on the Stock Exchange of Thailand, as well as the operating results, size of business and responsibility of the Board, the Board's assessment and net profit of PTT. As a result, it was proposed that the Board remuneration for the year 2009 shall be the same as that of 2008. The remuneration is divided into 2 parts as follows:

1. Meeting allowance (same as 2008)

1.1 Meeting allowance for the PTT Board

- Monthly allowance Baht 30,000 per month
- Meeting allowance Baht 20,000 per meeting (for those who attend the Meeting only)

1.2 Meeting allowance for meetings of other committees appointed by the PTT Board

1.2.1 The Audit Committee

- Monthly allowance Baht 15,000 per month
- Meeting allowance Baht 15,000 per meeting (for those who attend the Meeting only)

The Secretary shall receive monthly allowance of Baht 7,500 per month.

1.2.2 For other Committees, i.e. the Nominating Committee, the Remuneration Committee and the Corporate Governance Committee, the meeting allowance shall be Baht 24,000 per meeting (for those who attend the Meeting only)

1.2.3 The remuneration payable to the chairman of each Committee shall be 25% greater than that payable to the directors.

The second part is proposed to the shareholders for approval.

1. Bonus for the PTT Board for the year 2009 (same as 2008)

The bonus is equal to 0.05% of the 2009 annual net profit. That amount reflects and is linked to PTT's operating results or net profit. However, each director is entitled to a maximum bonus of Baht 2 million for the entire year. Payment is calculated in proportion to how long each director has been in office. The sum payable to the chairman of the Board will be 25% greater than that payable to other directors

Accordingly, I would like the Meeting to consider approving the directors' remuneration as proposed.

The Chairman invited shareholders to ask questions on this agenda.

Police General Sermkiat Bumrungpruek, a shareholder:

Shareholders are requested consider the appropriateness of this year's remuneration for the PTT Board of Directors, which is proposed to be the same as last year, using the comparable business principle. However, there is an international concept of "pay for performance". Last year, the profit was two times greater than this year's profit. In short, I disagree with the same remuneration. It should be reconsidered.

Chairman:

I would like the Chairman of the Remuneration Committee to clarify this point.

Dr. Ampon Kittiampon, Chairman of the Remuneration Committee:

The remuneration for the Board is determined using the same principle proposed and approved at the shareholders' meeting in 2008, which already reflects the operating results of the Company. As detailed in the table, the bonus of directors this year has been reduced in line with the decrease of profit and it already reflects the Company's operating results. In addition, the determination of remuneration of the Board has complied with all the relevant laws and regulations and it is within the discretion of the shareholders to approve the remuneration as proposed or not today.

The Chairman asked if there was any further question.

Mr. Thong-in Sang-ngarm, a proxy holder:

I would like to say that, as the Company's Board has already carefully considered and approved the proposal in this agenda, I also approve and would like other shareholders to approve too.

Mr. Wirote Preechathanachote, a proxy holder:

I also approve and I think that the matter of remuneration is an administrative matter. PTT has sales of up to Baht 2,000,000 million. It is a company with the highest sales.

Mr. Nattaphong Khaoropmaitree, a proxy holder:

I would like to express my opinion that, in the present stagnating economic conditions, the Board should consider whether they should receive remuneration that they are getting. Please consider.

Mr. Weera Chaimanowong, a shareholder:

I would like to ask about the remuneration. Each director will receive a maximum bonus of Baht 2,000,000 per person per year and the Chairman shall receive 25% greater. If each director receives not more than Baht 2,000,000, will the Chairman receive not more than Baht 2,000,000 as well or 25% greater than the directors?

Dr. Ampon Kittiampon, Chairman of the Remuneration Committee:

I would like to inform the Meeting that the directors will receive a bonus which is calculated from the Company's operating results at 0.05% of the net profit. In the previous year, the net profit was Baht 90,000 million and 0.05% of that is more than Baht 2,000,000 per person. Under the requirement approved by the shareholders, each director shall not receive more than Baht 2,000,000 per person and the Chairman shall receive 25% greater than Baht 2,000,000. However, for 2008, if the remuneration is calculated using the same principle, the directors will receive less than Baht 2,000,000 while the Chairman will receive 25% more of that amount.

Chairman:

If there is no further question from the shareholders, I would like to ask the Meeting to vote on this agenda.

Resolution:

The Meeting resolved to approve the proposed remuneration for the PTT Board for the year 2009 with a vote of more than two-third of the total number of votes cast by the shareholders present at the Meeting, as summarised below:

Votes	Number of votes cast (1 share = 1 vote)	Percentage of voting rights exercised by the shareholders present
1. Approve	2,459,719,288	98.45
2. Disapprove	24,609,640	0.98
3. Abstain	14,166,395	0.57

Remarks:

While the Meeting was considering this agenda, additional shareholders were present with 2,400 shares.

6. To elect directors to replace those directors retiring by rotation

Chairman: To comply with the principles of good corporate governance, the 5 retiring directors as well as the Chairman must leave the meeting room, as they are interested parties in this agenda, and they shall remain outside the meeting room until the Meeting has finished considering this agenda. I would like to ask Mr. Chakramon, an Independent Director and the Chairman of the Nominating Committee, to act as Chairman until this agenda is over.

President and CEO: Under the Articles of Association of PTT Public Company Limited, at each Annual General Meeting of Shareholders, one-third of the members of the Board of Directors must retire by rotation. This year, there are 5 directors that must retire by rotation, i.e. the Chairman, the President and CEO, General Somdhat Attanand, M.L. Panasarn Hasdin and Mr. Olarn Chairpravat who have resigned from their position prior to this Meeting. Under clause 32, Chapter 4 of PTT's Articles of Association, there must be at least 5 but not more than 15 directors, who are elected by the shareholders' meeting. Now, I would like to hand over to Mr. Chakramon Phasukavanich.

Mr. Chakramon Phasukavanich, Chairman of the Nominating Committee, as Chairman of the Meeting: From 21 November 2008 to 31 December 2008, PTT posted an announcement on its web site, inviting the shareholders to nominate suitable persons for the election as directors of PTT. However, no shareholder nominated any person in accordance with the specified criteria.

The Nominating Committee, which consists of Mr. Chakramon Phasukavanich as Chairman, and 2 other directors, i.e. Dr. Ampon Kittiampon and Mr. Chulayuth Hirunyavasit, has proceeded to select persons with suitable qualifications to be nominated for appointment as PTT's directors. At its meeting, the Nominating Committee selected persons with qualifications, experience and expertise which are useful for PTT's business in accordance with the composition of the Board of Directors and in full compliance with the nominating process.

The Nominating Committee has considered, selected and nominated 5 persons to be appointed as PTT's directors for the Board Meeting's approval. At the Board Meeting, Mr. Norkun Sitthiphong, Mr. Prasert Bunsumpun, General Somdhat Attanand and M.L. Panasarn Hasdin, the retiring directors and interested parties, abstained from voting and were not present, and Mr. Chakramon acted as Chairman of the meeting.

The following persons have passed the nomination process for the appointment as PTT's directors:

1. Mr. Norkun Sitthiphong (old)
2. Mr. Prasert Bunsumpun (old)
3. Mr. Watcharakit Watcharothai (new)
4. Mr. Suraphol Nitikraipot (new)
5. Mr. Surachai Phuprasert (new)

The brief profiles of the nominated candidates have been attached to the notice to this Meeting.

Candidates numbers 1 and 2, i.e. Mr. Norkun Sitthiphong and Mr. Prasert Bunsumpun, are the retiring directors who have been nominated for re-election as directors. Candidates numbers 3 – 5 are new candidates.

I would like to propose that the Meeting consider and vote on the candidates for election to the Board of Directors on an individual basis. The shareholders who have questions may ask them now.

Mr. Chatchai Aukittaweekoon, a shareholder:

What are the criteria for the nomination of directors?

Mr. Chakramon Phasukavanich, Chairman of the Nominating Committee, as Chairman of the Meeting:

All nominated candidates and directors have the ability and qualifications as prescribed in the regulations of PTT regarding the nomination of directors.

Mr. Thong-in Sang-ngarm, a proxy holder:

I would like to suggest the following:

1. I support the appointment of all nominated candidates as directors.
2. Allowing the shareholders to go to lunch before the Meeting closes is not appropriate because there will not be many shareholders left.

Police General Sermkiat Bumrungpruek, a shareholder:

I would like to add that the legal requirements for directors' qualifications are:

1. Having qualifications as prescribed in section 68 of the Public Companies Act
2. Having qualifications as prescribed by the Securities and Exchange Commission's notifications.

These details should be added in the Minutes of the Meeting.

Mr. Chakramon Phasukavanich, Chairman of the Nominating Committee, as Chairman of the Meeting:

The shareholder's suggestions are accepted for consideration. I would like to add that the Nominating Committee has examined the qualifications of the nominated candidates and found that they have the qualifications as required by law and PTT's regulations.

Below are the additional details regarding directors' qualifications under PTT's regulations regarding the nomination of directors.

To comply with PTT's regulations regarding the nomination and appointment of the Company's Board of Directors, B.E. 2546 (2003), the principles of good corporate governance and the rules of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET), as well as other relevant laws, the Nominating Committee has prescribed the composition of PTT's Board of Directors and PTT's directors' qualifications/qualities as follows:

- *Composition of the Board of Directors*
 - *Consisting of at least 5 but not more than 15 directors.*
 - *More than half of the total number of directors shall be Independent Directors.*

- *Consisting of at least 3 persons with knowledge of the petroleum business, at least 1 person with legal knowledge and at least 1 person with accounting knowledge.*
- *Qualities/Qualifications: Having the qualifications and not having any prohibited characteristics under the Public Companies Act and section 5 of the Act on the Standard Qualifications of Directors and Officials of State Enterprises (No. 6), B.E. 2550 (2007), such as:*
 - *Not being more than 65 years of age;*
 - *Not being a director in more than 3 state enterprises;*
 - *In case of an independent director, having the qualifications relating to independence as prescribed in the SET notification regarding the qualifications and scope of work of the Audit Committee;*
 - *Not having been sentenced to imprisonment by a final judgment, except for an act committed by negligence or a petty offense;*
 - *Not being a public servant serving a political position, unless such position is required by law;*
 - *Not holding a position in a political party or being an official of a political party;*
 - *Not having been dismissed, discharged or ordered to leave the position for dishonest performance of duties;*
 - *Not being a shareholder in a state enterprise or a shareholder of a juristic person in which the state enterprise holds shares (except for the director of a state enterprise who is not a public servant, official or employee having a position in or receiving salary from a central, regional, local or other government agency; and the director does not hold more than 0.5% of the paid up capital of the state enterprise in which he is a director or the juristic person in which the state enterprise in which he is a director holds shares).*
 - *Not holding a position in a juristic person in which the state enterprise holds shares, except where the Board of that state enterprise assigns such person to hold the position as director or any other position in the juristic person in which that state enterprise holds shares;*
 - *Not being a director, executive officer or person with management powers, or an interested person in the juristic person which is a concessionaire, a participant in a joint venture or an interested party in any business of that state enterprise, except where he is the President, director or executive officer by assignment of that state enterprise.*

Mr. Chakramon Phasukavanich, Chairman of the Nominating Committee, as

Does anyone have any question?

As there was no question from the shareholders, the Chairman asked the Meeting to vote for the candidates. Under the rules of the Stock Exchange of Thailand, the vote must be cast on an individual basis. In this regard, the disapproval and abstention

Chairman of the Meeting:

ballots will be collected first. Blank ballots will be treated as votes of approval. Then, the approval ballots will also be collected. This will be done candidate by candidate until all 5 candidates have been voted on.

Resolution:

The Meeting approved the re-appointment of 2 directors retiring by rotation and the appointment of 3 new directors to replace the directors retiring by rotation, by a majority vote of the total number of votes cast by the shareholders present at the Meeting and eligible to vote, as summarised below:

- 1) Mr. Norkun Sitthiphong Chairman of the Board

Votes	Number of votes cast (1 share = 1 vote)	Percentage of voting rights exercised by the shareholders present
1. Approve	2,486,880,960	99.54
2. Disapprove	161,016	0.01
3. Abstain	11,453,347	0.46

- 2) Mr. Prasert Bunsumpun Director and Secretary to the Board of Directors (as the President and CEO)

Votes	Number of votes cast (1 share = 1 vote)	Percentage of voting rights exercised by the shareholders present
1. Approve	2,443,267,154	97.79
2. Disapprove	3,231,616	0.13
3. Abstain	51,996,553	2.08

- 3) Mr. Watcharakit Watcharothai Independent Director

Votes	Number of votes cast (1 share = 1 vote)	Percentage of voting rights exercised by the shareholders present
1. Approve	2,485,877,158	99.49
2. Disapprove	1,049,836	0.04
3. Abstain	11,568,329	0.46

- 4) Mr. Suraphol Nitikraipot Independent Director

Votes	Number of votes cast (1 share = 1 vote)	Percentage of voting rights exercised by the shareholders present
1. Approve	2,486,679,301	99.53
2. Disapprove	293,023	0.01
3. Abstain	11,522,999	0.46

5) Mr. Surachai Phuprasert Independent Director

Votes	Number of votes cast (1 share = 1 vote)	Percentage of voting rights exercised by the shareholders present
1. Approve	2,486,632,265	99.53
2. Disapprove	306,621	0.01
3. Abstain	11,556,437	0.46

Remarks: When the Meeting was considering this agenda, there were additional shareholders with 0 share.

The Chairman of the Board and other directors returned to the Meeting.

7. To approve the amendment of PTT's Articles of Association

Chairman: I would like the President and CEO to explain the details of this matter to the Meeting.

President and CEO: The reasons for the amendment are to render PTT's Articles of Association consistent with the legal provisions following the amendment of the Securities and Exchange Commission Act (the **SEC Act**) and other rules and regulations, as well as to create more flexibility in various matters. The proposed amendments are:

1. To change the title of the position of "President" to "President and Chief Executive Officer", as the Company's Articles of Association currently uses the word "President". Accordingly, that should be corrected.
2. To change the power of the Board to empower the Board to approve share buy-back in the amount of not more than 10% of the paid up capital so as to be a tool for financial management and adjustment of the Company's financial structure.
3. To create flexibility in carrying out the business of the Company and to reduce the risks relating to the legal interpretation of the restrictions under the Financial Institution Businesses Act, B.E. 2551 (2008) where certain directors of PTT are persons with management powers or executive directors in a commercial bank. Therefore, the Articles of Association should be amended to enable the Board of the Company to specify the names of directors who are the authorised signatories of the Company.
4. Under the amended SEC Act, the Capital Market Supervisory Board has the power to prescribe rules relating to connected party transactions and the acquisition or disposition of assets. The Articles of Association should be amended to refer to the relevant agency and law in accordance with the amended SEC Act.

The details of the amendments, as shown in the table comparing the current Articles of Association and the proposed amendments, including the reasons for the amendments, on the presentation slide, are as follows:

Clause 2 of the Articles of Association: This is the amendment of the term "President" to include the "President and Chief Executive Officer" or other similar high level executive position no matter what it is called because the title of the

position has been changed.

Clause 17 of the Articles of Association, concerning the power of the Board to buy back shares in the amount of not more than 10% of the paid up capital: This is consistent with the SEC notification relating to share buy-back so as to create flexibility and be a tool for financial management and adjustment of the Company's financial structure.

Clause 17 of the Articles of Association, in the part which refers to the law: The current Articles of Association refers to the criteria and procedure prescribed by the Ministerial Regulation. The proposed amendment is to include other relevant laws, with reference to the Public Companies Act and the SEC Act.

The rest of the amendment in this clause is to make it more concise and precise.

Clause 49 of the Articles of Association, which previously states that: "The directors who are authorised signatories of the Company are divided into 2 cases, i.e. (1) the President signs with the Company's seal affixed; and (2) 2 authorised directors jointly sign with the Company's seal affixed." In the second case, it means that any 2 directors may jointly sign.

In order to reduce the risks relating to the legal interpretation of the restrictions under the Financial Institution Businesses Act where certain directors of PTT are persons with management powers or executive directors in a commercial bank, such as the prohibition on the commercial bank's grant of credit facility to directors or executives of the bank, including interested persons, which might include PTT;

Therefore, the Articles of Association should be amended to enable the Board of the Company to specify and change the names of directors who are the authorised signatories of the Company in the second case.

Clause 67 of the Articles of Association, concerning connected party transactions or the acquisition or disposition of assets of the Company or its subsidiaries: The proposed amendment is to change the definition of a subsidiary and the reference to the rules of the SET, as well as the number of votes required by the shareholders for approval.

The proposed amendment requires that, in entering into such transactions, the Company must comply with the notification of the Capital Market Supervisory Board, in accordance with the amended SEC Act.

The Chairman invited the shareholders to ask questions.

Mr. Thong-in Sang-ngarm, a shareholder:

I would like to make some observation on Clause 2 relating to share buy-back. If the Company buys back its shares, there will be problems of liquidity and the share price will go down.

Chairman:

Please take that observation into consideration.

Resolution:

The Meeting resolved to approve the amendment of PTT Public Company Limited's Articles of Association with a vote of more than three-fourth of the total number of votes cast by the shareholders present at the Meeting and eligible to vote, as summarised below:

Votes	Number of votes cast (1 share = 1 vote)	Percentage of voting rights exercised by the shareholders present
1. Approve	2,476,362,319	99.11
2. Disapprove	319,606	0.01
3. Abstain	21,817,998	0.87

Remarks: When the Meeting was considering this agenda, there were additional shareholders with 4,600 shares.

8. To approve PTT's 5-year external fund raising plan (for 2009 – 2013)

President and CEO:

PTT is proposing an additional loan facility for approval because PTT's investment plan for 2009 – 2013 amounts to approximately Baht 229,340 million. Most of the investment will be used in 2009 and 2010 and mainly in the natural gas business group.

The reasons for the request to procure additional loan facility are:

- Under the fluctuating economic conditions, it is necessary to maintain liquidity. Therefore, PTT should prepare the necessary finance for its investment plan 5 years from now, as well as other new business opportunities which may be purchased at an unusually low price. Regarding PTT's current financial structure, it can still accommodate additional liability. As at 31 December 2008:

Net Debt/Equity = 0.36 times

Net Debt/EBITDA = 1.01 times

- There is fluctuation in the capital market. Therefore, PTT should have the preparedness for raising finance immediately when the market is favourable and when it is necessary to obtain finance.

Accordingly, PTT proposed that the Meeting consider and approve the procurement of additional loans, with the total facility of approximately Baht 65,000 million for PTT's procurement of loans in the 5-year period (2009 – 2013) to be used for investment. The loans will be used during 2009 – 2013, as part of the Company's investment plan which amounts to a total of Baht 229,340 million. Most of the capital will be used in 2009 and 2010 and mainly in the natural gas group of businesses.

The Chairman invited the shareholders to ask questions.

Mr. Surasak Koprakhong, a shareholder:

I would like to ask the following questions:

- PTT's plan to invest part of the Baht 229,340 million investment in the natural gas business amounts to approximately 58%, which will be used for building the fourth gas pipeline. I heard that PTT will slow down the construction. What are the facts about this and when will the construction be finished?
- About 35% of the investment capital will be used in the investment with joint venture companies. Will PTT buy any business or enter into any joint venture in the next 5 years, if so, how?

President and CEO:

I would like to clarify as follows:

1. PTT has a 5-year investment plan of Baht 229,340 million, part of which will be invested in the fourth onland gas pipeline. However, due to the economic slowdown, resulting in the decreased power consumption and the delayed construction of the natural gas power plant, PTT has adjusted its investment plan in line with the consumption demand by slowing down projects that will begin construction in 2009 for about 1 year. However, with regard to the preparation, such as the primary design or procurement of equipment which must be ordered a long time in advance, that will continue in phases so as to allow the use of capital at appropriate times during the project period. So, the fourth gas pipeline still continues but the project period is extended in line with the demand for natural gas.
2. For the joint venture investments, mostly the investments will be in the existing companies in the gas business group, in which PTT holds 100% shares. For example, the investment in a company established for investing in the construction of LNG Receiving Terminal, which is in the process of construction in Rayong Province, amounts to approximately Baht 20,000 million. Because it is registered as a separate company, this is treated as a joint venture project.

The Chairman invited the shareholders to ask questions.

Mr. Hungchai Akkavasakul, a shareholder:

Congratulations to the directors who have just been re-elected. I would like to make the following suggestions:

1. Issue domestic debentures; this is the right time because interest is low.
2. Pay debenture interest on a quarterly basis to allow the money to circulate in the economy.

Chairman:

I would like to ask the Chief Financial Officer to take these suggestions into consideration and the Meeting to vote on this agenda.

Resolution:

The Meeting resolved to approve the plan to procure additional capital from external sources to be used for the Company's investment and/or general working capital and/or to refinance the Company's existing loans, in the total amount of approximately Baht 65,000 million, for a period of 5 years (2009 – 2013). The capital may be procured by borrowing from financial institutions and/or issuing debentures and/or other financial instruments from domestic and/or foreign sources as appropriate, depending on PTT's cash requirements and market conditions. The votes cast amount to more than three-fourth of the total number of votes cast by the shareholders present at the Meeting and eligible to vote, as summarised below:

Votes	Number of votes cast (1 share = 1 vote)	Percentage of voting rights exercised by the shareholders present
1. Approve	2,306,491,761	92.32
2. Disapprove	127,995,464	5.12
3. Abstain	64,012,804	2.56

Remark: When the Meeting was considering this agenda, there were additional shareholders present with 106 shares.

9. **To acknowledge the Consideration of the Supreme Administrative Court in relation to PTT's Compliance with the Judgment**

Chairman: I would like the President and CEO to explain this matter to the Meeting.

President and CEO: In August 2006, the Foundation for Consumers and a group of 5 interested persons (the **Claimants**) filed a petition to the Supreme Administrative Court against the Cabinet, the Prime Minister and the Minister of Energy (the **Defendants**), requesting the Court to revoke the Royal Decree on the Privatisation of the Petroleum Authority of Thailand (the **Royal Decree**) issued under the State Enterprise Capital Act, B.E. 2542 (1999) (the **State Enterprise Act**). Subsequently, PTT joined as a party to the case. The Court permitted PTT to become a party, as PTT had a direct interest in the effect of the case. The Supreme Administrative Court rendered a judgment on 14 December 2007, stating that:

- (1) The Claimants' request for the revocation of the Royal Decree issued under the State Enterprise Act be dismissed.
- (2) The Defendants shall jointly separate the public domain property and the right to use land for laying petroleum pipelines from PTT's property and rights, as well as separating the public powers from PTT's powers and rights

The principle for the separation and transfer of assets to the Ministry of Finance was approved by the Cabinet. The following assets which PTT received from the Petroleum Authority of Thailand on the date of registration of incorporation were to be separated:

1. Land acquired by the Petroleum Authority of Thailand by the power of expropriation;
2. Rights over private land, which the Petroleum Authority of Thailand acquired by abusing its public power and for which it had paid compensation to the landowners using the Petroleum Authority of Thailand's assets;
3. Gas pipelines and other assets forming the petroleum pipeline network which are on the land described in 1. and 2. The amount of these assets as at 30 September 2001, which is the date before the registration of incorporation of PTT Public Company Limited, is approximately Baht 16,175 million.

The Defendants have consistently and regularly reported their compliance with the Supreme Administrative Court's judgment.

The Ministry of Energy submitted a report to the Supreme Administrative Court that the public power is vested in the Energy Business Supervision Commission. PTT no longer has any public power. From January – December 2008, PTT submitted 9 reports on its compliance with the court judgment to the Office of the Administrative Court. (The date PTT submitted its first report is not 31 January 2008 as stated in the notice to the Meeting but should be changed to 11 January 2008. PTT's apologies to the shareholders.)

PTT consulted with the Stock Exchange of Thailand, which replied that the

separation of assets constitutes PTT's compliance with the judgment, but the entry into a contract with the Treasury Department for the use of property to which PTT is entitled under the State Enterprise Act and affirmed by the Court constitutes a connected party transaction.

PTT has calculated the size of the transaction and concluded that the agreement to use property is a transaction which must be approved by the Board and disclosed to the Stock Exchange of Thailand. However, it does not need to be approved by the shareholders' meeting.

Nevertheless, the Board considered it appropriate to inform the shareholders regarding PTT's compliance with the judgment at the 2008 Annual General Meeting of Shareholders.

As for the information regarding the separation of assets and the agreement to use property entered into with the Treasury Department, it can be summarised as follows:

- In December 2007, the Treasury Department appointed a committee, comprising representatives from the Treasury Department, the Land Department, the Office of the Council of State and PTT etc., to oversee and prescribe guidelines relating to the transfer of assets.
- In April 2008, the Treasury Department and PTT signed a memorandum of understanding regarding the separation and delivery of assets to the Ministry of Finance.
- In June 2008, the Ministry of Finance and PTT signed an agreement to use the Ratchapatsadu land, whereby PTT was to pay rent for the use of assets with interest backdated to 1 October 2001. The rent and interest totalled approximately Baht 1,597 million.
- In November 2008, PTT completed the separation and transfer of assets to the Ministry of Finance. The reason why it took a long time was because the separation of some of the land that PTT acquired by the power of expropriation required new title deeds to be issued in order to separate the land. That process took a long time, and, in some cases, it was difficult to find the land owners.

There were 3 Supreme Administrative Court hearings regarding PTT's compliance with the judgment:

- First hearing: Around the end of January 2008, the Claimants applied to the Court for enforcement of the judgment against PTT, demanding that PTT transfer to the Ministry of Finance part of its assets, including any private property and other property which the Petroleum Authority of Thailand had acquired without using its public power and which the Court had held that it was not public domain property. The Court dismissed the Claimants' application on the ground that the Claimants are not judgment creditors because the Court did not rule in favour of the Claimants, i.e. the Court did not revoke the Royal Decree.
- Second hearing: On 25 December 2008, PTT filed a report, summarising its compliance with the judgment from the outset. The Court made a note in PTT's report, and the quotation on the slide is the Court's exact wording, that "...after consideration, the Court finds that the First to Fourth Defendants and the relevant agencies have fully complied with the judgment...".

Third hearing: On 3 March 2009, the Claimants applied to the Court, asking the Court to investigate the matter relating to the assets that PTT must return to the Ministry of Finance. The Court made an order dismissing the application, making a note in the application that “after consideration, the Court finds that the Claimants’ application in this case has been dismissed. Therefore, the Claimants are not judgment creditors and do not have the right to demand enforcement of this case. Furthermore, the First to Fourth Defendants and the relevant agencies have fully complied with the judgment. The Claimants’ application must be dismissed.”

Therefore, the Court has ruled that the First to Fourth Defendants, including PTT, have fully complied with the judgment.

Chairman: As the PTT Board considers the compliance with the judgment to be very important and this matter attracts considerable public as well as investors’ attention, therefore, the Board resolved to report the Court hearing regarding the Claimants’ and PTT’s compliance with the judgment to the Meeting for acknowledgement.

Resolution: The Meeting acknowledged the report.

10. Other matters

The Chairman invited the shareholders to ask questions or make suggestions.

Police General Sermkiat Bumrungpruek, a shareholder: I would like to ask the following questions and make suggestions as follows:

1. What is PTT’s policy on merger of affiliates? Will there be any merger in the future?
2. The Administrative Court of Rayong has made an order declaring the industrial estate in which PTT has business a Pollution Control Zone. How will that affect PTT?
3. I would like to suggest that the directors should perform their duties responsibly and give due regard to the laws and regulations. Especially, the directors who are public servants must not commit any wrongdoing that might result in a disciplinary action or being ordered to retire from the public service before their retirement age.
4. If there is any intervention from politicians or outsiders that might cause damage to the shareholders’ legitimate interests, the directors should refuse to comply with such intervention. I quote Section 216 of the Public Companies Act, which prescribes punishment of imprisonment of not more than five years or a fine of not more than Baht 1 million, or both. The directors should be aware of this.

Chairman: Thank you for your concern. I would like the President and CEO to clarify the issues raised by the shareholder to the Meeting.

President and CEO: I would like to explain as follows.

1. PTT has a policy of turning a crisis into an opportunity. The effects of the economic crisis have resulted in the decrease in oil demand of the petrochemical business and the decrease of acquisition and merger expenses. This is a good opportunity to expand our business and created added value for the company.

Companies in the refinery business in which PTT is a major shareholder in the Stock Exchange of Thailand are IRPC, TOP, PTTAR and PTTCH. Previously, small companies have been merged to increase their size. For example, PTTAR is a result of the merger between ATC and RRC and PTTCH is a result of the merger between TOC and NPC etc. The results of the merger were satisfactory. The companies became stronger and more reliable.

However, any future merger will have to be based on the results of research. If the results appear to be beneficial to many parties, we will proceed. If a merger is not quite beneficial, then we will not proceed. This is a normal business practice.

2. Regarding the Rayong Administrative Court's order, declaring a Pollution Control Zone, the President and CEO explained that, the business in the Pollution Control Zone and the projects that are under construction in that area have had an Environmental Impact Assessment (EIA). So, they can continue as normal. If there are additional environmental measures, resulting in additional expense, PTT will negotiate with the relevant authorities, particularly the authorities at the provincial level. PTT expects that the authorities will exercise their power reasonably and will not be so stringent. As for the minority of the projects which have not had an EIA, there may be more procedures and rules for those projects. If the costs of such projects increase to such a level that it is not worth it, we will suspend the investment.

The Chairman invited the shareholders to ask questions.

**Mr. Wirote
Preechathanachote,
a proxy holder:**

I would like to ask the following questions and give suggestions as follows.

1. Is the current PTT share price of approximately Baht 160 per share appropriate?
2. If there is a share buy back in accordance with the Articles of Association, how much should the price be to be worth it?
3. There should be a newsletter sent to all shareholders to update the shareholders on the business. In addition, there should be more CSR activities so that the shareholders feel a sense of pride in the company.

**President and
CEO:**

I would like to clarify as follows:

1. The appropriate PTT share price can be found in the analysis of institutional investors, most of whom give a higher price than the current price.
2. The amendment of PTT's Articles of Association does not mean that PTT will buy back its shares. It was only to create more flexibility if that was to be carried out in the future and an appropriate share buy-back plan will have to be made. In addition, regard must be had to the company's liquidity as well as the price of shares to be bought back.
3. I will consider the issue about the newsletter.

**Mr. Chamlong
Hongsuchon, a
shareholder:**

I would like to make a suggestion regarding Energy Complex Company Limited or EnCo, in which PTT and PTTEP hold 50% of shares each. EnCo carries on a business of providing office building services and renting out office buildings. The buildings currently under construction are: one 37-storey office building; one 25-

storey building; and two 10-storey car park buildings. The total construction cost is approximately Baht 7,000 million. The buildings will be rented out to various subsidiaries and the Ministry of Energy and will be completed at the end of 2009. EnCo hired Fce-Seven (FS) to manage and control the construction work and hired Syntec Construction Plc and CH. Karnchang Plc to carry out the construction. During the construction, some things happened which appeared to be wrong. The details are as stated in the letter previously sent to PTT.

Chairman: I would like to ask Mr. Chitrapongse Kwangsukstith, PTT Executive, to reply to this matter.

Mr. Chitrapongse Kwangsukstith, PTT Executive: I have received a copy of the letter sent to the President and CEO already and have informed the President of EnCo of this matter. EnCo has made a report to the Board and the Board is considering taking further action regarding 2-3 matters which the Board deemed to be useful. For example, the Board asked PTTEP to consider the details regarding the change of specifications. In addition, prior to this shareholders' meeting, PTT executives already had a meeting with the informer. The results of the examination will be provided in due course. Thank you.

The Chairman invited the shareholders to ask questions.

Mr. Prasert Kaewduantian, a shareholder: I would like to ask the following question and make a suggestion as follows:

1. Regarding the merger between ATC and RRC, when the companies were merged, the price of ATC was increased, causing a disadvantage to the shareholders. Why was the share price in the Stock Exchange used in calculating the adjustment of shareholding structure, and not the book value?
2. PTT should enhance its petrol station business as follows:
 - Healthy food instead of fast food.
 - CSR or not-for-profit business, to provide service to the community and to create a good image of PTT.
 - Opening quality car repair service centers for the safety of car users.

Chairman: I would like the President and CEO to provide further clarifications:

President and CEO: I would like to clarify as follows:

1. The reference prices used in a merger in general are various. These include the market price, the book value, the discounted cash flow, or the comparison between the company and a comparable company etc. However, in summary, we have to consider many dimensions at the same time and do not look at only one particular factor.
2. The shareholder's suggestions regarding the supplementary businesses at PTT service stations are accepted for consideration.

The Chairman invited the shareholders to ask questions.

Mr. Hungchai Akkavasakul, a I would like to ask the Board to take care of PTT to the best of their abilities and give my full support to PTT.

shareholder:

Chairman: If no one has anything further to say, I, on behalf of the Board, would like to thank all shareholders and related parties present at this Meeting. May I ask all shareholders to please complete and return to the officials at the exit of the meeting room the ballots and the questionnaire before going to lunch. Thank you once again. I now declare the Meeting adjourned.

After the Meeting began at 9.30 am, additional shareholders arrived and registered for the Meeting. At the close of the Meeting, there were 3,048 shareholders attending the Meeting, divided into 2,027 shareholders who attended the Meeting in person and 1,021 proxy holders, amounting to a total of 2,498,526,229 shares, or 88.47% of the total issued and outstanding shares.

The meeting closed at 13.45 hrs.

Recorded by Mrs. Wantanee Jaruke
Proofed by Mr. Atthapol Ruekphiboon

Signed.....
(Mr. Norkun Sitthiphong)
Board Chairman

Signed.....
(Mr. Prasert Bunsumpun)
President and Chief Executive Officer
Director and Secretary to the Board of Directors