Minutes of the 2007 Annual General Meeting of Shareholders
PTT PUBLIC COMPANY LIMITED or PTT
Held on 30 April 2007 at 10.00
At Plenary Hall, Queen Sirikit Convention Centre,
Ratchadaphisek Road, Klongtoey, Bangkok

-------------------------------

Before the meeting began, PTT presented a video detailing the safety measures for using the equipment in the conference room in case of emergency.

**Preliminary Proceedings:**

849 shareholders were present in person and another 306 shareholders attended the Meeting by proxy, making a total of 1,155 shareholders present in person and by proxy at the Meeting with a total of 2,185,315,577 shares. This is equal to 77.90% and is more than one-third of the total 2,805,112,825 issued and outstanding shares in PTT. A quorum was therefore established in accordance with the Articles of Association.

As Chairman of the PTT Board, Mr. Cherdpong Siriwit presided as chairman of the Meeting (the **Chairman**). After declaring the Meeting open, the Chairman introduced 14 directors and five executive officers of PTT:

**Directors present:**

1. Mr. Cherdpong Siriwit Chairman of the Board of Directors
2. Mr. Chakramon Phasukavanich Independent Director and Chairman of the Nominating Committee
3. General Somdhat Attanand Independent Director and Corporate Governance Committee Member
4. Mr. Metta Banturngsuk Director
5. Mr. Pisanu Sunthraraks Independent Director, Remuneration Committee Member and Corporate Governance Committee Member
6. M.L. Panasarn Hasdin Independent Director
7. Mrs. Pannee Sathavarodom Director and Remuneration Committee Member
8. Mr. Pornchai Rujiprapa Director
9. General Apichart Penkitti Independent Director
10. Mr. Ampon Kitiampon Independent Director, Nominating Committee Member and Chairman of the Remuneration Committee
11. Mr. Olarn Chaipravat Independent Director and Chairman of the Audit Committee
12. Mr. Suchart Thada-Thamrongvech Independent Director, Audit Committee Member and Chairman of the Corporate Governance Committee
13. Mr. Phadhadej Dhamcharae Independent Director and Audit Committee Member
14. Mr. Prasert Bunsumpun Director and Secretary and President

**Executive officers present:**

1. Mr. Pichai Chunhavajira Senior Executive Vice President, Corporate Finance and Accounting
2. Mr. Chitraponjongse Kwangsukstith Senior Executive Vice President, Exploration & Production and Gas Business Group
The Chairman introduced two representatives from the Office of the Attorney-General who acted as the Company's auditors, i.e. Mrs. Nangnoi Kanchanaphob and Mrs. Nuntima Prasarnthong. The Chairman also introduced two legal advisors, i.e. Mr. Arkrapol Pichedvanichok and Ms. Manunya Thitinuntawan, who would observe and supervise the voting procedures.

The Chairman delivered his opening speech to the Meeting. He said that this was the sixth annual general meeting of PTT shareholders since PTT appeared on the stock exchange on 6 December 2001. The Chairman welcomed and thanked all the shareholders present for their confidence in PTT's commitment to becoming a fully integrated power business based on the principles of good corporate governance, with an emphasis on improving efficient performance and competitiveness for the paramount benefit of all shareholders and interested parties.

The Chairman stated that the documents distributed at the Meeting had been accessible through PTT's website since 30 March 2007 and had been reported to the Stock Exchange of Thailand on that date. From 22 December 2006 to 20 January 2007, PTT also posted an announcement on its website inviting shareholders to propose any additional business to be included on the agenda for this Meeting and to nominate any candidates whose qualifications meet PTT's requirements to be appointed as new directors. Apparently, no shareholders proposed any additional business.

To ensure that the Meeting could proceed smoothly, the Chairman explained the voting procedures as follows:

- Each shareholder had one vote for each share held and could vote for, vote against or abstain from voting in relation to each matter on the agenda. The number of votes had to be equal to the number of shares which the shareholder or the proxy grantor (if the shareholder was present by proxy) was holding. The shareholder could vote by marking the ballot cards distributed at the registration desk.

- Only votes against and abstentions would be counted. The total number of votes against and abstentions would then be deducted from the total number of votes cast by the shareholders present at the Meeting. The balance would be treated as the number of votes in favour of the relevant matter. If the majority of votes was in favour of that matter and the voting was in accordance with the Articles of Association, then the Meeting would be regarded as having authorised or approved that matter.

Before adopting a resolution regarding a matter on the agenda, the shareholders would have an opportunity to ask questions, express opinions and make suggestions in an appropriate manner. Any shareholder wishing to ask a question should first introduce themselves to the Meeting.

Accordingly, the Chairman declared the Meeting to be duly convened and ready to consider the eight items on the agenda as follows.

1. **To consider and endorse the minutes of the Annual General Meeting of Shareholders No. 1/2006, held on 11 April 2006**

   The Chairman noted that PTT had distributed the minutes of the Annual General Meeting of Shareholders No. 1/2006, held on 11 April 2006 (the 1/2006 AGM), to all shareholders, together with the convening notice for this Meeting. The minutes of the 1/2006 AGM were also posted on PTT's website. However, it was necessary to correct a typo on page 16 of those minutes under
Agenda Item 4 regarding the resolution to appoint Mr. Prasert Bunsumpun. The minutes of the 1/2006 AGM stated that the votes for were equal to "66.6095052%" – that was incorrect. It must be changed to "99.6095052%". The rest of the resolution remained unchanged.

Therefore, the Chairman proposed that the Meeting consider and endorse the minutes of the 1/2006 AGM.

Shareholder:
(Pol.Col. Sermkiat Bumrungpruek)

I appreciate that PTT sent us the convening notice for this Meeting early as required by law, and therefore, we had more than 14 days to review the agenda and the supporting documents before attending the Meeting. I also admire that the Board and executive officers are capable of maintaining high standards of transparency and audit control. As such, PTT is one of many companies around the world internationally recognised for excellence in corporate governance.

I recommend that pages 10, 15 and 16 of the minutes of the 1/2006 AGM be corrected by changing the name of "Mr. Somkiat Bumrungpruek" to "Pol.Col. Sermkiat Bumrungpruek".

Shareholder:
(Miss Aree Asavanuparb)

I recommend that page 6 of the minutes of the 1/2006 AGM be corrected by changing the name of "Mrs. Aree Asavanuparb" to "Miss Aree Asavanuparb".

Shareholder:
(Mr. Piyasak Tanyongmatkul)

I appreciate the impeccable preparation for the Meeting and also thank the Board and executive officers for their excellent management, thereby leading to the continuous improvement of PTT's operating results. Therefore, I would like a round of applause from the Meeting to show our support for the Board and executive officers.

Shareholder:
(Mr. Mano Phanthumawanich)

Because of heavy rain, the envelope containing the convening notice was wet and torn. I recommend that PTT ask Thailand Securities Depository Co., Ltd. to use water resistant envelopes next time.

Chairman:

Thank you for all your advice and suggestions. We will be pleased to consider them for further action. I would now like the Meeting to vote.

Resolution:
The Meeting resolved to endorse the minutes of the 1/2006 AGM, held on 11 April 2006, including the proposed amendments, as detailed in the following table of votes:

<table>
<thead>
<tr>
<th>Votes</th>
<th>Number of votes (One share one vote)</th>
<th>Percentage of voting rights exercised by the shareholders present (%)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. For</td>
<td>2,348,221,497</td>
<td>98.49</td>
</tr>
<tr>
<td>2. Against</td>
<td>26,856</td>
<td>0.00</td>
</tr>
<tr>
<td>3. Abstentions</td>
<td>36,016,425</td>
<td>1.51</td>
</tr>
</tbody>
</table>

Remarks: While the Meeting was considering this matter, additional shareholders were present with 198,949,201 shares.
2. **To consider and acknowledge the operating results for the financial year ended 2006 and to consider and approve the balance sheet and profit and loss account for the financial year ended 31 December 2006**

The Chairman stated that PTT had distributed the 2006 Annual Report to all shareholders for information. Now, it was time to present the Meeting with a summary of PTT's 2006 operating results by video presentation. After the video presentation ends, the Chairman would ask the President to summarise additional key information on PTT's performance over the previous year. Finally, the shareholders would have an opportunity to ask questions.

The video on the summary of PTT's performance in 2006 was presented to the Meeting.

**President:** I would like to provide the Meeting with an additional explanation of PTT's performance as follows:

- In 2006, PTT and its subsidiaries had sales revenues of Baht 1,213,985 million, EBITDA of Baht 142.675 billion and a net profit of Baht 95.261 billion. The net profit is equal to Baht 34.02 per share, an increase of 11% from the previous year. The increase in profit resulted from the following factors:
  - Sales and the selling price of gas, oil and petrochemical products increased following rising costs in the global market.
  - As a result of the disposal of its equity in Rayong Refinery Co., Ltd. (RRC) in 2006, PTT enjoyed a capital gain less taxes of Baht 6.682 billion. In 2005, PTT also enjoyed a profit of Baht 5.417 billion from the debt restructuring of RRC.
  - In 2006, profit from foreign exchange transactions was Baht 9.925 billion, while in 2005 it was only Baht one million.

- In 2006, PTT's net profit derived from the following elements:
  - Profit of Baht 36.041 billion from PTT's own business, which was 38% of the total net profit.
  - Shared profit from investment in its subsidiaries of Baht 52.538 billion, which was 55% of the total net profit.
  - Post-tax profit of Baht 6.682 billion from the sale of PTT's equity in RRC, which was 7% of the total net profit – that was a non-recurring transaction.
  - It was remarkable that more than half of the total net profit derived from the operations of PTT's subsidiaries.

- PTT's balance sheet for the financial year ended 2006 can be summarised as follows: PTT and its subsidiaries had total assets of Baht 751.453 billion, an increase of 16% from Baht 101.646 billion in 2005. Total liabilities were Baht 397.131 billion, an increase of 7%. Shareholders' equity was Baht 354.322 billion, an increase of 27%.

- During 2006, PTT increased its capital through the ESOP by which the President, executive officers and employees of PTT, including
employees of PTT’s subsidiaries with a permanent office at PTT, exercised their right to convert the warrants issued to them into 7,679,900 shares. As a result, PTT’s issued and paid-up capital increased by Baht 76.80 million from Baht 27,972.46 million to Baht 28,049.26 million. The share premium on ordinary shares increased to Baht 1.32862 billion.

• PTT has a strong financial structure as follows:
  - The debt:equity ratio was 0.4:1, while the projected ratio was 1:1.
  - The debt:EBITDA ratio was 0.9:1, while the projected ratio was simply "less than 2:1".
  - Interest service coverage was 13-fold.

• An in-depth report on PTT’s performance in 2006 and its financial statements can be found in the previously distributed Annual Report, including the video presentation summarising PTT’s performance in 2006 followed by an additional explanation from the President which has just finished. Therefore, the Chairman proposed that the Meeting (i) consider and support PTT’s performance in 2006, and (ii) consider and approve the consolidated and separate financial statements comprising the balance sheet, profit and loss account, statement of change in shareholder equity and statement of cash flow for the year ended 31 December 2006, as well as the auditor's report which had been certified by a certified public accountant according to generally accepted accounting principles. Details are set out on pages 130–199 of the 2006 Annual Report.

Shareholder and proxy:
(Mr. Chatri Charoennueng)
Thank you to the Board and executive officers for showing us PTT’s continuous growth by video presentation. We recognise that PTT’s growth has resulted from the vision of the Board and executive officers, especially Khun Prasert Bunsumpun, the President, who is excellent in management. I think that PTT should organise more frequent site visits (asking the Meeting to applaud the Board and executive officers). Now, I would like to ask the President to please compare the financial stability of RRC, IRPC Public Company Limited (IRPC) and PTT.

Chairman:
Thank you, all shareholders. May I ask the President to answer the shareholder's questions?

President:
I accept the suggestion about site visits. This year, PTT will organise more site visits and will allow more shareholders to join. In relation to the comparison of the financial stability of PTT, RRC, IRPC and Thai Oil Public Company Limited (TOP), I would like to explain as follows:

PTT: PTT is engaged in various operations, i.e. gas, oil, petrochemicals and refineries. Its profits derived from both its own operations and the joint venture mentioned previously. That includes the refinery business, which contributed 26% of PTT’s total profit in 2006 (that percentage includes a profit of 7% resulting from the disposal of PTT’s equity in RRC, which is a non-recurring transaction). The diversity of operations is a favourable factor because if any of its businesses suffers from a negative circumstance, PTT will not be severely affected.
The refinery business is naturally volatile. In the past, this business had suffered a downturn, but it has now recovered. However, it is expected to suffer a further downturn in the future because of the increasing number of refinery operators in the market.

**RRC**: RRC is purely a refinery with a capacity of 150,000 barrels per day. It is now looking into a possible joint venture with Aromatics (Thailand) Public Company Limited (ATC), a petrochemical business specialised in aromatics. The purpose of the expected joint venture is for business expansion and amalgamation. If the two entities are amalgamated, their combined refinery capacity will increase to 200,000 barrels per day. Furthermore, after the plan to improve production capacity is completed, the refinery capacity will increase to 275,000 barrels per day. Ultimately, RRC will become a combined refinery petrochemical business.

**TOP**: TOP is both a refinery business and a petrochemical business with a focus on aromatics. Its refinery capacity is 220,000 barrels per day. RRC and TOP are complex refineries. That means they have a refinery unit which can convert bunker oil into purified oil. Both of them are well recognised as cutting-edge refineries in the region. TOP has a more diversified range of operations than RRC, as it operates a petrochemical plant, lubricants plant and power plant. TOP is now preparing to increase its refinery capacity by 50,000 barrels per day.

**IRPC**: IRPC is an integration of a refinery and petrochemical business. Petrochemicals constitute its core business and the refinery is a secondary business. In the ordinary course of IRPC’s business, the refinery produces input for the petrochemical plant. IRPC has a strong position because its operations are integrated, i.e. from the upstream to the middle stream and then downstream. IRPC has recently been released from its business rehabilitation proceedings and is now in the process of debt restructuring. Its new strategic partners are (i) PTT with a stake of 31% and (ii) the Vayupak Fund and the Government Pension Fund under the supervision of the Government Savings Bank with a stake of 30%, giving the strategic partners’ a 61% aggregate stake in IRPC. Currently, its debts and liabilities are falling and it is rated as a company in good financial condition, continuing the improvement of its work efficiency by addressing various concerns, e.g. electric power, environment and safety.

In conclusion, the four companies are listed companies with good prospects.

**Shareholder:**
(Mr. Mano Phanthumawanich)

Can you please explain what factors had an impact on the decline in the market price of PTT shares? I also think that PTT should organise site visits for shareholders in the same way as its subsidiary, i.e. PTTEP, does.

**President:**

I accept the suggestion about site visits for shareholders. Regarding the decline in PTT shares, there are many factors. In reviewing the performance for the 2006 financial year, we see that 2006 saw the best performance since PTT’s incorporation. The earnings per share are Baht 34. While the P/E ratio announced by the Stock Exchange of Thailand is 8-9-fold, the P/E ratio of PTT is 6-fold. Our P/E ratio is lower than that of competitors in the same industry. This is because the action against PTT is still awaiting the consideration of the Administrative Court. During the PTT road show in the US last week, our executives met with international institutional investors
who commented that although the price of PTT shares is attractive, for now they prefer to wait and see how the Administrative Court rules and how the national political situation develops. As to the forecast rise in the price of PTT shares, I would like to cite the estimates of reliable publicly available sources, e.g. Phatra Securities Company Limited reported on 29 April 2007 that the target price is Baht 249.70 per share and UBS forecast a target price of Baht 271 per share on 25 April 2007.

Shareholder: (Miss Aree Asavanuparb)

On page 045 of the Annual Report, the income structure does not show revenue from Thai Lube Base Public Company Limited (TLB) and PTT Philippines Inc. (PTTPi) in 2005 and 2006. Are those companies still operating? If not, I recommend that a comment to that effect be included in the Annual Report.

Mr. Pichai Chunhavajira (Senior Executive Vice President, Corporate Finance and Accounting)

During the last two years, PTT reorganised its group companies. As a result, TLB became a subsidiary of TOP – this was based on the demand for input from the refinery by the member companies in foreign countries. Due to the different taxation structures, the input will be sent from Thailand to the Philippines directly or through Singapore. The restructuring of the group companies may cause a subsidiary to become an auxiliary unit of another subsidiary. Although the relevant details are not included in PTT's Annual Report, PTT ensures that the Annual Report mentions all of its subsidiaries and affiliates, together with the percentage and type of ownership, e.g. direct or indirect ownership.

Shareholder: (Pol.Col. Sermkiat Bumrungpruek)

We have discussed this matter for too long. I suggest that the Meeting consider the next matter.

Chairman:

I would like to thank all shareholders and now ask you to please vote.

Resolution:

The Meeting resolved to acknowledge PTT's operating results for the financial year ended 2006 and to approve the balance sheet and profit and loss account for the financial year ended 31 December 2006, as detailed in the following table of votes:

<table>
<thead>
<tr>
<th>Votes</th>
<th>Number of votes (One share one vote)</th>
<th>Percentage of voting rights exercised by the shareholders present (%)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. For</td>
<td>2,383,144,558</td>
<td>98.92</td>
</tr>
<tr>
<td>2. Against</td>
<td>26,856</td>
<td>0.00</td>
</tr>
<tr>
<td>3. Abstentions</td>
<td>26,002,682</td>
<td>1.08</td>
</tr>
</tbody>
</table>

Remarks: While the Meeting was considering this matter, additional shareholders were present with 24,909,318 shares.

3. To consider and approve the appropriation of the annual net profit and the dividend payment for the year ended 2006

Chairman

I would like the President to explain this matter to the Meeting.

President:

- PTT's operating results in 2006 show that PTT had a net profit of Baht 95.261 billion which was allocated as reserve funds as follows:
Baht 7 million was allocated as a legal reserve in accordance with PTT’s capital increase (the capital increase is intended to accommodate the exercise of ESOP warrants), so that the legal reserve reaches 10% of the registered capital as required by law.

Baht 47 million was allocated as a non-life insurance reserve fund.

Therefore, the net profit less reserve funds was Baht 95.207 billion.

In 2006, PTT had a total net operating profit of Baht 95.261 billion or a profit per share of Baht 34.02. Therefore, the Board recommends that PTT pay dividends out of the operating results for the year ended 2006 at Baht 10.50 per share as follows:

- An interim dividend accrued during the first half of 2006 of Baht 5.00 per share, which was paid on 22 September 2006.

- The rest of the dividend (Baht 5.50 per share) will be paid to the shareholders whose names are in the share register on 9 April 2007 at 12.00 noon. Payment is due on 15 May 2007.

The payout is equal to 31% of the net profit (according to PTT’s policy, the minimum payout ratio is 25%). The dividend payable per share is equal to 5% of the market price of PTT shares as at the end of 2006, i.e. Baht 210 per share.

Dividends are paid out of the taxable profit, which is subject to 25% income tax. Total dividends paid are Baht 29.451 billion. For individual shareholders, a 10% tax will be withheld as required under the regulations of the Revenue Department. The shareholder may enjoy the tax benefit from the dividends paid out of PTT’s income subject to 25% corporate income tax.

Therefore, the Board recommends that the Meeting approve the appropriation of the annual net profit and the dividend payment for the year ended 2006.

Shareholder:
(Pol.Col. Sermkiat Bumrungruek)

Page 053 of the Annual Report shows that the increase in the net profit in 2006 resulted partly from the earnings on foreign exchange. As PTT is the parent company of numerous subsidiaries and affiliates, the information from company members should be carefully gathered for PTT to prepare consolidated financial statements according to newly applicable accounting standards. PTT should also be aware of foreign exchange fluctuations, including any risks associated with its offshore operations, which require significant investment and involve high risks, such as international terrorism and variation in foreign government policies, including financial risks. I recommend that PTT consider paying a higher dividend than the amount declared.

Chairman:
Thank you for your advice. We will consider taking further action.
Shareholder:  
(Mr. Chakraphan Sae-Li)  
For the net profit of Baht 34.02 per share, please explain the taxable income which forms the net profit and also identify the rate of corporate income tax imposed on each part of that income, so that we can allocate the income for dividend payment in the correct order of priority. That means in allocating the income for dividend payment, income subject to 50% corporate income tax is the highest priority for allocation.

Mr. Pichai Chunhavajira  
(Senior Executive Vice President, Corporate Finance and Accounting)  
Usually, PTT pays taxes out of its accumulated profits, but not the profits accrued in a single year. In 2006, 62% of PTT's total profit derived from the operating results of its subsidiaries and affiliates. These subsidiaries and affiliates pay corporate income tax at different rates. Most of them paid 30%. RRC, a company listed on the SET, is enjoying a 5-year waiver of corporate income tax of 25%. PTTEP is subject to 50% corporate income tax. In principle, the income which can be distributed as dividends at the end of 2006 is Baht 234 billion. However, after a change in accounting methods to the cost method, the income to be allocated as dividends is Baht 140 billion. Out of that Baht 140 billion, Baht 25 billion is subject to 25% income tax, the Baht 20 billion from the BOI promoted businesses is exempt from tax (and shareholders cannot apply for a tax credit on it) and the Baht 39 billion from PTT's subsidiaries and affiliates is subject to corporate income tax of 50% or less. In allocating the income to pay dividends, PTT put a top priority on that income which provides the greatest tax credit for shareholders. To pay dividends this year, PTT used the income subject to 25% corporate income tax because of the insufficiency of income subject to 50% corporate income tax. Next year, PTT expects to use the income subject to 50% corporate income tax to pay dividends.

Shareholder:  
(Mr. Chakraphan Sae-Li)  
I suggest that the dividends be paid out of the income which is subject to the highest rate of corporate income tax first and subsequently out of income which is subject to a lower rate of corporate income tax. This is to enable the shareholders to obtain the greatest benefit from the tax credit. Page 163 of the Annual Report states that PTT received a dividend of Baht 7.18849 billion from PTTEP. On that amount, 50% corporate income tax was paid. Therefore, the shareholders may apply for a 50% tax credit (i.e. 100-50) on the dividend when PTT pays the dividend on 2.857 billion shares to them. The dividend which PTT received from PTTEP is allocated as the dividend payable by PTT to its shareholders for Baht 2.50 per share. In other words, a portion of the dividend of Baht 5.50 per share derives from the income on which 50% corporate income tax was paid – that portion is equal to Baht 2.50 per share. The shareholder may then apply for an additional tax credit of Baht 1.67 per share.

Mr. Pichai Chunhavajira  
(Senior Executive Vice President, Corporate Finance and Accounting)  
PTT has a policy of offering shareholders the best tax credit. Typically, PTT clears the income portfolios on a portfolio-by-portfolio basis. Dividends are disbursed from the greatest tranche of income which can be allocated for dividend payment. For instance, if the dividend paid is Baht 30 billion, PTT will allocate the income subject to 25% corporate income tax first because the income subject to 50% corporate income tax is insufficient to pay that dividend. As the total income subject to 30% corporate income tax is only Baht 1 billion, that tranche of income will not be allocated to pay dividends. However, to avoid complicated problems at the time of filing a tax return, any shareholder may ask for assistance from PTT for the next accounting year.
Shareholder: (Mr. Chakraphan Sae-Li)  
Is it practicable to do that for the current accounting year?

President:  
We are always open to shareholders' comments. We are committed to following the shareholder's instructions if that is practicable.

Shareholder: (Mr. Mano Phanthumawanich)  
I suggest that the shareholders ask clear and precise questions to save time. I also suggest that PTT change the fixed dividend policy from "at least 25% of the net profit" to "at least 35% of the net profit", given that PTT's performance has been excellent at all times.

President:  
The stated policy is that the minimum dividend must be 25% of the net profit. However, the dividends actually paid in the past have been higher than the minimum rate. It is notable that the dividends may vary from year to year as PTT may need to make large investments in certain years. However, PTT has paid dividends above the minimum rate and will try to maintain increasingly higher payout ratios in the future. I confirm that the existing dividend policy is appropriate and flexible enough.

Shareholder: (Acting Second Lieutenant Nakorn Saengnin)  
I really appreciate the Board, executive officers and all employees for their dedication to PTT's growth. However, I would like more information about the case against PTT, which is now awaiting the Administrative Court's ruling. Please also indicate PTT's position, including its strengths, weaknesses, opportunities and solutions regarding that matter. We are aware that PTT acquired the petrol station business under the "JET" trademark from Conoco Phillips while the returns on retail oil are quite low. Can you please explain management's vision of this investment transaction? Will the investment be efficient in terms of returns? Finally, I would like the Meeting to applaud the Board and executive officers.

Chairman:  
Thank you for your advice and comments. However, the two questions do not relate to this matter. I propose that management answer your questions when the Meeting considers the related matters further. I would now like the Meeting to vote.

Resolution:  
The Meeting resolved, as detailed in the following table of votes, to approve the appropriation of the annual net profit and the dividend payment as proposed, by which the rest of the dividend (Baht 5.50 per share) is to be paid to the shareholders whose names are in the share register on 9 April 2007 at 12.00, payment being due on 15 May 2007:

<table>
<thead>
<tr>
<th>Votes</th>
<th>Number of votes (One share one vote)</th>
<th>Percentage of voting rights exercised by the shareholders present (%)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. For</td>
<td>2,388,699,504</td>
<td>98.94</td>
</tr>
<tr>
<td>2. Against</td>
<td>28,456</td>
<td>0.00</td>
</tr>
<tr>
<td>3. Abstentions</td>
<td>25,610,900</td>
<td>1.06</td>
</tr>
</tbody>
</table>

Remarks:  
While the Meeting was considering this matter, additional shareholders were present with 5,164,764 shares.
4. To consider the appointment of new directors in place of those retiring by rotation

Chairman: I would like the President to explain to the Meeting the appointment of new directors.

President: As specified in PTT’s Articles of Association, one third of the directors, or the nearest number, must retire from office by rotation at each annual general meeting of shareholders. This year, there are five directors whose term ends by rotation: Mr. Cherdpong Siriwit, Mr. Chakramon Phasukavanich, Mrs. Pannee Sathavarodom, Mr. Metta Banturngsuk and Mr. Pisanu Sunthraraks. Clause 32, Chapter 4 of the articles of association provides that the Board must consist of at least five directors but not more than 15 directors. All of them must be appointed by the general meeting of shareholders.

Chairman: I would like to now ask the five directors who will retire by rotation, which includes me, to leave the Meeting temporarily as we are all interested persons with regard to this matter. Therefore, I propose that Khun Prasert Bunsumpun, who is the President and director of and secretary to the Board, as well as a PTT shareholder, preside over the Meeting until the Meeting concludes this matter. I hope that no shareholder will oppose my proposal.

President: (Acting as Temporary Chairman of the Meeting)

- From 22 December 2006 to 20 January 2007, PTT posted an announcement on its website inviting shareholders to nominate qualified candidates to be appointed as new directors. Apparently, no candidates were proposed. Therefore, the Nominating Committee consisting of Mr. Chakramon Phasukavanich as the chairman and Mr. Ampon Kittiampon and Mrs. Pantip Surathin as members must select and nominate candidates. At their meeting, Mr. Chakramon Phasukavanich, as the chairman of the Nominating Committee, was regarded as an interested person. As a result, he handed the meeting over to Mr. Ampon Kittiampon to act as temporary chairman so that the meeting could validly select a qualified candidate to replace Mr. Chakramon Phasukavanich.

- In selecting and nominating the candidates, the Nominating Committee took into account the candidate's qualifications, experience and expertise essential to PTT's operations and strictly followed the nomination procedures. Ultimately, a list of nominees was proposed to and approved by the Board. The five nominees are:

1. Mr. Chakramon Phasukavanich (Existing director)
2. Mrs. Pannee Sathavarodom (Existing director)
3. Mr. Metta Banturngsuk (Existing director)
4. Khun Pornthip Jala (New nominee)
5. Khunying Jada Wattasiridharm (New nominee)

The nominees' profiles were attached to the convening notice for this Meeting. The nominees in items 1-3: Mr. Chakramon Phasukavanich, Mrs. Pannee Sathavarodom and Mr. Metta Banturngsuk, are existing directors who must vacate their office and are re-nominated as directors for another term. The nominees in items 4-5 are new nominees.

Now, I propose that the Meeting vote on the five nominees candidate by candidate.
Shareholder:  
(Pol.Col. Sermkiat Bumrungpruek)  
I recommend that next time, in addition to the Internet, PTT use other public media channels, such as newspapers, to publish the notice to shareholders proposing candidates to be appointed as directors. At any time that a new director is appointed, I hope that the authorised persons will perform their duty with impartiality and recognise the interests of retail shareholders.

President:  
(Acting as Temporary Chairman of the Meeting)  
We accept your advice for further consideration. I now propose that the Meeting vote.

Resolution:  
The Meeting resolved to approve the appointment of the five nominees as new directors in place of the directors who are retiring by rotation, as detailed in the following table of votes:

<table>
<thead>
<tr>
<th>Director</th>
<th>For</th>
<th>Against</th>
<th>Abstentions</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Number of votes</td>
<td>Number of votes</td>
<td>Number of votes</td>
</tr>
<tr>
<td>1. Mr. Chakramon Phasukavanich</td>
<td>2,392,405,214</td>
<td>453,860</td>
<td>29,332,000</td>
</tr>
<tr>
<td>2. Mrs. Pannee Sathavarodom</td>
<td>2,392,543,408</td>
<td>388,766</td>
<td>29,259,900</td>
</tr>
<tr>
<td>3. Mr. Metta Banturngsuk</td>
<td>2,392,465,114</td>
<td>467,604</td>
<td>29,259,356</td>
</tr>
<tr>
<td>4. Khun Pornthip Jala</td>
<td>2,392,535,446</td>
<td>391,828</td>
<td>29,264,800</td>
</tr>
<tr>
<td>5. Khunying Jada Wattasiridharm</td>
<td>2,392,485,117</td>
<td>448,957</td>
<td>29,258,000</td>
</tr>
</tbody>
</table>

Remarks: While the Meeting was considering this matter, additional shareholders were present with 7,853,214 shares.

After the Meeting adopted this resolution, Mr. Cherdphong Siriwit resumed his duty as Chairman of the Meeting with the return of the other four directors to join in the consideration of the next matter on the agenda.

5. To consider and approve the determination of the directors’ remuneration for 2007

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

President:  
- This year, the Board received advice on the directors' remuneration from the Remuneration Committee, which consists of Mr. Ampon Kittiampon as the chairman and Mr. Pisanu Sunthraraks and Mrs. Pannee Sathavarodom as members. The Board determined the directors' remuneration by comparing PTT with other listed companies in a similar industry or of the same size as PTT, to ensure that the remuneration reflects the roles and responsibilities of the directors. Finally, the directors' remuneration for 2007 was determined as follows:

1. Meeting allowances (which remain the same as those approved in 2006)

1.1 Meeting allowances for the PTT Board

- Monthly allowance  Baht 30,000 per month
1. Meeting allowance Baht 20,000 per meeting (payable to those present at each meeting)

1.2 Meeting allowances for PTT committees

1.2.1 Audit Committee
- Monthly allowance Baht 15,000 per month
- Meeting allowance Baht 15,000 per meeting (payable to those present at each meeting) and a monthly meeting allowance of Baht 7,500 for the secretary.

1.2.2 Other committees: Nominating Committee, Remuneration Committee and Corporate Governance Committee
- Meeting allowance Baht 24,000 per meeting (payable to those present at each meeting)

1.2.3 The remuneration payable to the chairman of the Board and the chairman of each committee will be 25% greater than that payable to other directors and committee members.

2. Bonus for the PTT Board in 2007 (which remains the same as that approved in 2006)
- The bonus is equal to 0.05% of the 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.

Shareholder and proxy: (Mr. Chatri Charoennueng) Why does PTT pay a smaller meeting allowance than its subsidiaries and affiliates? However, in my opinion, the director's annual bonus is reasonable.

President: Thank you for your question. In determining the meeting allowance, we compared with other operators in both the same industry and different industries. As you are aware, the Ministry of Finance is our major shareholder. For this year's determination, the Remuneration Committee took the view that the existing rate remains reasonable. However, we accept your comment for further consideration.

Shareholder: (Pol.Col. Sermkiat Bumrungpruek) Section 90 of the Public Limited Companies Act states that the director's remuneration requires approval from a general meeting of shareholders. In my view, the proposed remuneration effectively reflects the Board's performance. I appreciate that the Board relies on the principle of sufficiency.
Shareholder:
(Mr. Somkiat Bhramrut)
I would like the Meeting to reconsider Agenda Item 4. There are five directors who must retire by rotation, including Mr. Cherdpong Siriwit. Why was Mr. Cherdpong Siriwit not re-nominated as director for another term?

President:
The Nominating Committee did consider re-nominating Mr. Cherdpong Siriwit, who has worked for PTT for a long time and has been Board Chairman since PTT was first listed on the Stock Exchange of Thailand. Throughout the time he headed PTT, his excellent performance brought growth and success to PTT. However, since his term of office ends now and he has retired as Permanent Secretary for Energy, the Nominating Committee needs to select a new candidate to replace him. Nonetheless, Mr. Cherdpong Siriwit remains the Board Chairman of some PTT subsidiaries and affiliates. He is also willing to provide advisory support to PTT in the future. In this regard, I, as the representative of PTT, would like to express our deep gratitude to Mr. Cherdpong Siriwit for his dedication to PTT.

Shareholder:
(Mr. Chakraphan Sae-Li)
On page 089 of the Annual Report, I note that there is a substantial change in the directors' remuneration for 2006, compared with the remuneration approved in 2004 and 2005. That seems unreasonable. Can the Board please explain?

President:
Your question relates to a comparison between resolutions of the annual general meeting of shareholders in 2006 and 2005. However, the Meeting is now considering the directors' remuneration for 2007, which is no different from 2006. The 2006 annual general meeting of shareholders resolved to increase the annual bonus because the directors' annual bonus which had been approved by the 2005 annual general meeting of shareholders was below average. Therefore, the 2006 annual general meeting of shareholders resolved to raise the ceiling of the annual bonus; the maximum bonus became Baht 2 million for each director. Some shareholders commented that PTT directors receive a smaller bonus than the directors of other companies. Therefore, I would like to confirm that the directors' annual bonus does not vary from the amount approved in 2006. In fact, this year's bonus is greater than the bonus approved in 2005 for the reason stated above.

Chairman:
I now propose that the Meeting vote.

Resolution:
The Meeting resolved to approve the directors' remuneration for 2007, as detailed in the following table of votes:

<table>
<thead>
<tr>
<th>Votes</th>
<th>Number of votes (One share one vote)</th>
<th>Percentage of voting rights exercised by the shareholders present (%)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. For</td>
<td>2,397,327,376</td>
<td>98.94</td>
</tr>
<tr>
<td>2. Against</td>
<td>49,666</td>
<td>0.00</td>
</tr>
<tr>
<td>3. Abstentions</td>
<td>25,615,900</td>
<td>1.06</td>
</tr>
</tbody>
</table>

Remarks: While the Meeting was considering this matter, additional shareholders were present with 800,868 shares.
6. To consider appointing the auditor and determining the auditing fee for 2007

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

President:

- As specified in section 120 of the Public Limited 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 is eligible for re-appointment.

- As specified in sub-clause 12.4, Chapter 4 of PTT’s work regulations concerning practical guidelines for the Board's performance B.E. 2544 (2001), the Audit Committee must select and nominate the auditor and determine the auditing fee.

- As specified in the Act supporting the Constitution regarding Auditing B.E. 2542 (1999), the Office of the Auditor-General (the OAG) must be appointed as the auditor of all government agencies, including state enterprises.

- The OAG has been consistently appointed as PTT's auditor both when PTT was a state enterprise called the Petroleum Authority of Thailand and then when it was privatised and converted into a public limited company called PTT Public Company Limited. The 2006 annual general meeting of shareholders resolved to approve the auditing fee of Baht 1.8 million, exclusive of other related expenses, paid to the AOG.

- For 2007, the AOG proposed the same auditing fee, i.e. Baht 1.8 million. The Audit Committee, which consists of Mr. Olarn Chaipravat as the chairman and Mr. Phadhadej Dhamcharee and Mr. Suchart Thada-Thamrongvech as members, approved the proposed amount and recommended that the Meeting support its approval.

- Accordingly, I would like the Meeting to consider and approve the appointment of the AOG as PTT’s auditor for the financial year ended 31 December 20067 by fixing the auditing fee at Baht 1.8 million, exclusive of other related expenses.

Shareholder:
(Pol.Col. Sermkiat Bumrungpruek)

I would like to ask the representatives from the OAG to answer two questions:

1. When did the change to the accounting standards relating to financial statements take effect?

2. How did the AOG gather the separate financial statements of PTT’s subsidiaries in other countries to prepare the consolidated financial statements?

Representative from the AOG:

1. The change from the equity method to the cost method under the new notification (Accounting Regulation No. 26) took effect in 2007, that means, this new financial year.

2. The AOG scrutinises the opinions given by the auditor of each offshore subsidiary or affiliate and follows the accounting rules and standards of the AOG.
The SEC rules require that an offshore auditor obtain approval from the SEC. Apparently, the Annual Report does not state the identity of the offshore auditor(s). Is this a breach of the SEC rules?

For the financial statements of PTT's offshore subsidiaries, the OAG relies on the audit report of an internal auditor and an external auditor who are appointed to audit the books of each offshore subsidiary. The external auditor is selected from one of the four largest and most reputable international auditing firms. The financial statements of two offshore subsidiaries in the Philippines and Singapore have been combined as part of PTT's consolidated financial statements.

I suggest that the AOG carefully consider and gather the financial statements of PTT's offshore subsidiaries to prepare the consolidated financial statements according to the new accounting rules.

Thank you for your suggestion. I now propose that the Meeting vote.

The Meeting resolved to approve the auditor's appointment and remuneration for 2007, as detailed in the following table of votes:

<table>
<thead>
<tr>
<th>Votes</th>
<th>Number of votes (One share one vote)</th>
<th>Percentage of voting rights exercised by the shareholders present (%)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. For</td>
<td>2,397,086,389</td>
<td>98.93</td>
</tr>
<tr>
<td>2. Against</td>
<td>319,956</td>
<td>0.01</td>
</tr>
<tr>
<td>3. Abstentions</td>
<td>25,612,800</td>
<td>1.06</td>
</tr>
</tbody>
</table>

While the Meeting was considering this matter, additional shareholders were present with 26,203 shares.

7. **To consider and approve the 5-year financing scheme (2007-2011)**

I would like the President to explain this matter to the Meeting.

- The total amount of projected investment for the 2007-2011 investment plan is Baht 209.151 billion (in 2007, PTT expects to invest Baht 57.586 billion and the projected amount for the 2008-2011 investment plan is Baht 151.565 billion.)
- 84% of the investment will be injected into natural gas exploration and production.
- At the end of 2006, PTT had total outstanding loans of Baht 176.072 billion. That amount comprises the following:
  - local loans = Baht 125.518 billion (71%);
  - loans denominated in US$ = US$ 1.215 billion, which is equivalent to Baht 43.521 billion (25%); and
- loans denominated in yen = ¥ 23.00 billion, which is equivalent to Baht 7.033 billion (4%).

- The average lending interest rate is 6.07% (including the cost of withholding tax).

- The average term of the loans is 8 years.

- The total debt repayments for 2007-2011 will be Baht 71.376 billion.

- Despite the projected investment plan and debt repayments described above, and an additional loan of Baht 50 billion, PTT still has a strong capital structure.

- The debt:equity ratio is quite low, i.e. not more than 0.60:1 From 2007, this ratio is likely to drop year to year. We expect that the debt:equity ratio in 2011 will be 0.16:1. That is a satisfactorily low level.

- Accordingly, I would like the Meeting to consider and approve PTT's 5-year financing scheme of Baht 50 billion.

Shareholder: (Pol.Col. Sermkiat Bumrungpruek)

The debts incurred under PTT's proposed investment plan may have an impact on the Ministry of Finance, PTT shareholders and the State. Therefore, I hope that the Board will carefully consider this concern.

Proxy: (Mr. Wuthicharn Saengpataramethi)

I propose that shareholders express precise opinions so that we do not waste time.

Chairman: Thank you for your advice. I now propose that the Meeting vote.

Resolution: The Meeting resolved to approve PTT's 5-year financing scheme of Baht 50 billion, as detailed in the following table of votes:

<table>
<thead>
<tr>
<th>Votes</th>
<th>Number of votes (One share one vote)</th>
<th>Percentage of voting rights exercised by the shareholders present (%)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. For</td>
<td>2,397,232,579</td>
<td>98.94</td>
</tr>
<tr>
<td>2. Against</td>
<td>30,966</td>
<td>0.00</td>
</tr>
<tr>
<td>3. Abstentions</td>
<td>25,755,600</td>
<td>1.06</td>
</tr>
</tbody>
</table>

8. To consider any other business

Chairman: I propose that the shareholders express their opinions and ask all their questions and that the President then answer all the questions.

President: As some shareholders expressed opinions on Agenda Item 7, I would like to explain to the Meeting as follows:

1. One shareholder suggested that instead of acquiring loans from lenders, PTT should issue and offer debentures to the shareholders.
Through an offering of debentures, the shareholder believes that PTT will be able to raise adequate funds. We accept your opinion for further consideration. As you may be aware, PTT does issue debentures from time to time.

2. The shareholder recommended that PTT invite the debentureholders to join site visits. I suggest that we occasionally organise activities which the debentureholders can attend. However, we accept your opinion for further consideration.

- Earlier in the Meeting, shareholders asked about (i) the progress of the lawsuit in which PTT is being sued in the Administrative Court and (ii) PTT's acquisition of the JET petrol station business. I clarify as follows:

  - **Supreme Administrative Court:** At this stage, the court has heard all the parties' evidence. The 1st, 2nd and 3rd defendants are the Prime Minister, the Cabinet and the Ministry of Energy in the former administration, respectively. PTT intervened as the 4th defendant. The four defendants filed their affidavits to clarify allegations in the Administrative Court. The clarification was in response to both the initial and additional plaints. Now, the court is considering the parties' evidence and filings. We expect a court ruling in the near future; however, the timing is at the court's sole discretion.

  - **JET:** The JET petrol station business has 147 outlets nationwide. The owner of the JET business in Thailand is Conoco Phillips (Conoco), a worldwide oil giant. Last year, Conoco had total sales of US$ 170 billion (substantially greater than PTT's sales) with a profit of US$ 15 billion. Conoco decided that it would dilute its investment in the retail business in Asia. Given the size of its entire business, it was going to be time-consuming for Conoco to enlarge its oil retail business to be in proportion to its overall business. Therefore, Conoco announced that it would dispose of its retail business in Thailand and Malaysia in two rounds of bidding. In the first round of bidding, any party could bid. After Conoco reviewed and shortlisted the favourable proposals, the selected bidders entered a second round of bidding. PTT passed the first round in Thailand but missed out in Malaysia. In Thailand, Conoco owned and managed 147 JET petrol stations and oil depots nationwide. Conoco Thailand had 150 office employees and 3,200 petrol station workers. JET is one of the most popular petrol stations for motorists. This business had a market share of 5%. In comparison with its competitors in the local market, JET had the best ratio of sales to outlets. For those reasons, JET is a successful oil retail business. Regarding the bidding, the difference in the bidding price of the three most favourable bidders was not great. In the final round, PTT was announced as the bid winner. In PTT's vision, the successful acquisition of the JET business is another layer of PTT business. Despite the small number of outlets nationwide, each outlet is large and is situated in an attractive location in a major town. These advantages are expected to enhance the stability of the PTT business. The "JET" and "JIFFY" trademarks will remain in use for the next two years. Afterwards, the outlets will be renovated.
and rebranded with the trade name "PTT". Meanwhile, PTT intends to strengthen the competitiveness of its existing outlets to be comparable with the JET outlets. Two years from now, PTT will have 1,200-1,300 outlets nationwide. PTT expects to have a better and stronger network of retail outlets and a wider customer base. That is because PTT will become more popular among existing JET customers. As PTT is now the leader in the local oil market, this transaction is expected to enhance PTT's competitiveness. Therefore, we can conclude that the acquisition of the JET business is a cost-effective investment. By this acquisition, PTT will possess oil depots, efficient and experienced employees, and a good operating and management system from which we can learn more for further improvement. I confirm that PTT has no investment policy to acquire the retail business of any additional competitors. In the view of offshore shareholders, and the technical analysis of various securities companies, PTT made a smart decision which can lead to long-term benefits. They include increased bargaining power for PTT toward suppliers.

Shareholder and proxy: (Mr. Chatri Charoennueng)
1. How much will PTT spend on renovating JET outlets in the next two years?
2. I recommend that the details relating to tax credits be included in Agenda Item 3.
3. PTT should give free oil coupons with no expiry date to shareholders.

Shareholder: (Mr. Payom Rawangphand)
1. If the Administrative Court rules that PTT must return to its original position, i.e. a state enterprise, do the Board and executive officers have a back-up plan?
2. I propose that the general meeting of shareholders be held in Greater Bangkok because travel to the centre of the city is inconvenient due to heavy traffic. I also recommend that PTT give free transportation coupons to shareholders.

Shareholder: (Mr. Somkiat Bhramrut)
1. I propose that the next annual general meeting of shareholders begin at 9.00 so that it will close by 12.00.
2. On 19 April 2007, the Channel 5 midday news included an interview that portrayed PTT in a negative light. PTT should investigate that news as it tainted PTT's image.

Shareholder: (Mrs. Patarawadee Wirutamawong)
I would like to express my opinion. PTT should act impartially, not politically-oriented, because there are serious risks associated with politics, which can change at any time. Therefore, I recommend that PTT rely on the principle of impartiality at all times in its dealings with the public. The shareholders will always stand by PTT.

Shareholder: (Mr. Kamol Inkum)
1. I support the preceding shareholder's opinion that PTT should act impartially.
2. I would like PTT to become the State's flagship enterprise.
3. I am a great supporter of PTT.
Shareholder:
(Pol.Col. Sermkiat Bumrungpruek)

1. Regarding the case in the Administrative Court, the President has just clarified and we must await the court ruling.

2. Regarding the acquisition of the JET retail outlets, section 107 of the Public Limited Companies Act requires that PTT seek a resolution or ratification from the general meeting of shareholders before acquiring any business. If PTT breaches the law, the Board will be liable.

3. I agree that PTT should give free oil coupons to shareholders.

President:

Thank you for all your advice, comments and suggestions. I will now respond:

1. We accept your suggestion about the location of the meeting for further consideration.

2. We heard about the news broadcast on Channel 5 on 19 April 2007, but the details are incomplete and incorrect. We are now preparing to clarify this issue to the public.

3. PTT always acts impartially and treats all interested parties equally and fairly. They include shareholders, employees, customers, suppliers, the community and the environment. The Government of Thailand is also the majority shareholder and PTT must treat it properly. Moreover, in everything it does, PTT respects the concept of corporate social responsibility (CSR).

- With regard to the acquisition of the JET petrol station business, the legal affairs department followed all procedures required by law.

- For the issue relating to the Administrative court, we believe that the court will rule in the near future.

- Concerning free oil coupons, thank you for your advice. We accept it for further consideration.

- To rebrand the JET outlets with the "PTT" trademark, we forecast a renovation budget of Baht 300 million. That budget does not include the expansion of other accessory businesses, which will depend on whether the relevant business can generate satisfactory investment returns.

Chairman:

The Meeting has now finished considering the entire agenda. As a representative of the Board, I would like to thank all shareholders who are present at this Meeting.

I wish to state that the Board and all executives and employees of PTT have been doing their best to carry out their duty to enhance PTT’s growth and prospects, taking into account the interests of all shareholders, interested parties and the State. I now declare the Meeting adjourned. May I ask all shareholders to please complete and return to the officials at the front of the meeting room the questionnaire regarding the arrangements for the meeting.

Meeting Closing

The Meeting closed at 13.15.
Remarks: Additional shareholders arrived and registered at the Meeting after it began at 10.00. Ultimately, a total of 1,814 shareholders were present. 1,297 shareholders attended the Meeting in person and the other 517 shareholders were present by proxy. Consequently, the Meeting constituted a total of 2,468,761,802 shares, which is equal to 88.01% of PTT’s total issued and outstanding shares.

Signed -Signature- Chairman of the Board
(Mr. Cherdpong Siritwit)
Presiding Chairman

Signed -Signature- President
(Mr. Prasert Bumpun)
Director and Secretary