

Registration and Voting Procedure

1. Conditions of the registration

The Company will open the registration counter for meeting attendance and document examination at 7:30 hr. at Vibhavadee Ballroom, Lobby Level, Centara Grand at Central Plaza Ladpro Hotel, 1695 Phahonyothin Road, Chatuchak, Bangkok 10900 as shown in the map (Enclosure 8).

2. Registration procedure

- 2.1 Bring the documents specified in Item 3 below to the document verification booth for the staff to review.
- 2.2 Bring the reviewed documents to the registration booth. The Company uses a barcode system for the convenience and to speed up the registration process. Therefore, it is required to bring the document that has a printed barcode that the Company sent to the shareholder together with this document to the meeting.
 - (a) For shareholders and proxies who are individuals, please proceed to “Individual or Proxy” booths for the registration.
 - (b) For proxies who are juristic persons, funds and institutions, please proceed to “Juristic Person, Fund or Institution” booths for the registration.
- 2.3 The registered attendance will receive voting ballots, an identification sticker, a snack box voucher and a satisfaction survey form.
- 2.4 The meeting room will be opened at 9:00 hr and the meeting will start at 09:30 hr.
- 2.5 The Chairman will proceed with the meeting according to the proposed agenda. The meeting will be adjourned after completing all agenda items.

3. Required documents for the registration (as the case may be)

A. Individual shareholders

- (1) Attendance in person by the shareholder

a valid photo-ID issued by a government authority, e.g. a national identification card, an official identification card, a foreigner identification card or a passport (in case of foreign shareholder)
- (2) Attendance by proxy
 - (a) a proxy form B (Enclosure 10), which is completely filled in and signed by the proxy grantor and the proxy, and affixed with Baht 20 of stamp duty
 - (b) a photocopy of a valid photo-ID issued by a government authority of the proxy grantor (shareholder), which is certified as a true copy by the proxy grantor
 - (c) a valid photo-ID issued by a government authority of the proxy

B. Juristic person shareholders

- (1) Attendance in person by the authorized representative of the shareholder
 - (a) a valid photo-ID issued by a government authority of the authorized representative of the shareholder
 - (b) a photocopy of an affidavit of the shareholder issued by the Ministry of Commerce or a competent authority of the country where such juristic person is situated, which has been issued for not more than 1 year prior to the meeting. The document must also be certified as a true copy by the authorized representative and contain the information showing that the authorized person has the authority to act on behalf of such juristic person shareholder
- (2) Attendance by proxy
 - (a) a proxy form B (Enclosure 10) which is completely filled in and signed by the proxy grantor and the proxy, and affixed with Baht 20 of stamp duty
 - (b) a photocopy of a valid photo-ID issued by a government authority of the authorized representative of the shareholder, which is certified as a true copy by such authorized representative
 - (c) a photocopy of an affidavit of the shareholder issued by the Ministry of Commerce or a competent authority of the country where such juristic person is situated, which has been issued for not more than 1 year prior to the meeting. The document must also be certified as a true copy by the authorized representative and contain the information showing that the authorized person has the authority to act on behalf of such juristic person shareholder
 - (d) a valid photo-ID issued by a government authority of the proxy
- (3) Attendance by proxy given by a Thai Custodian
 - (a) a valid power of attorney, authorizing the custodian to give proxy, which is completely filled in and signed by the principal and the attorney, and affixed with Baht 30 of stamp duty
 - (b) a photocopy of the documents of the shareholder as specified in A. (2) (b) or B. (2) (b) and (c), as the case may be (except where the shareholder is a foreign juristic person who authorizes a custodian who is a Thai financial institution)
 - (c) a photocopy of a valid photo-ID issued by a government authority of the authorized representative of the custodian, which is certified as a true copy by such authorized representative
 - (d) a photocopy of an affidavit of the custodian issued by the Ministry of Commerce, which has been issued for not more than 1 year prior to the meeting. The document must also be certified as a true copy by the authorized representative and contain the information showing that the authorized person has the authority to act on behalf of the custodian

- (e) a confirmation letter as to the fact that the custodian has obtained a license to undertake or engage in custodian business
- (f) a proxy form C (available for download at www.sprc.co.th), which is completely filled in and signed by the proxy grantor (i.e. the custodian) and the proxy, and affixed with Baht 20 of stamp duty
- (g) a valid photo-ID issued by a government authority of the proxy

C. Shareholders who give proxy to the independent director of the Company

A shareholder may give proxy to the independent director of the Company to attend the meeting and vote on his/her behalf.

The shareholder may give proxy to the following independent directors:

- (1) Mr. Pliu Mangkornkanok; or
- (2) Mr. Manoon Siriwan; or
- (3) Mr. Robert Stair Guthrie; or
- (4) Ms. Kamonwan Wipulakorn.

To give proxy, the shareholder must fill in and sign the proxy form as well as the documents required. In this regard, the Company has prepared proxy form B (Enclosure 10), and details of the independent directors proposed to serve as a proxy of shareholders (Enclosure 5).

Please arrange for such documents to arrive at the Company by 31 March 2020 for our further arrangement.

Attention to: Company Secretary
 Star Petroleum Refining Public Company Limited
 No. 1, I-3B Road, Map Ta Phut, Amphur Muang Rayong,
 Rayong Province 21150

4. Voting

- 4.1 Voting shall be conducted openly, and one share is entitled to one vote.
- 4.2 Voting on each agenda item: each shareholder may vote "approve" or "disapprove", or "abstain" in each agenda according to the number of shares he/she holds and cannot allocate the number of shares to vote separately, except for a custodian.
- 4.3 Voting by a proxy: in the event that a shareholder marked in the proxy form on any agenda (approve, disapprove or abstain, as the case may be) in compliance with the regulations, the Company will record and collect such vote as marked or specified by the shareholder in the proxy form in advance, and will mark as such in the ballot given to the proxy.

If (i) a proxy grantor does not specify his/her intention as to how to vote on an agenda item in the proxy form; (ii) such intention is not clearly specified therein; (iii) there is any matter other than those specified in the proxy form which is to be considered and resolved in the meeting; or (iv) there is any change or amendment to any fact in the meeting, the proxy will be entitled to consider and vote on such agenda item as the proxy deems appropriate.

4.4 The resolution of the meeting of shareholders must consist of the following votes:-

- (a) Ordinary cases: it shall require a majority of the votes of the shareholders attending and eligible to vote to pass the resolution,
- (b) Other cases which the laws or the Company's Articles of Association and/or the laws provided otherwise: the vote shall be in accordance with the laws or the Company's Articles of Association.

The resolution of **Agenda item 6 to elect the directors for replacement of the directors who will be retired by rotation**, require the majority votes of the shareholders attending and eligible to vote, and the persons who obtained the highest number of votes in respective order higher to lower according to the required number of directors will be elected as directors of the Company.

The resolution of **Agenda item 7 regarding the approval of the directors' remuneration for year 2020** requires the approval of at least two-thirds of the shareholders attending the meeting.

The Chairman of the meeting shall inform the shareholders in the meeting for their acknowledgement before casting votes on each agenda.

4.5 In case of equality of votes, the Chairman of the meeting shall be entitled to a final casting vote.

4.6 Any shareholder or proxy who has special conflict of interest in any specific issue shall have no right to cast his/her vote on the said issue and that shareholder or proxy may be invited by the Chairman to temporarily leave from the meeting, except for voting on election of the Directors.

4.7 The Chairman of the meeting may propose to shareholders to consider and vote on each agenda by requesting the Shareholders to vote "Approve" or "Disapprove", or "Abstain" in the ballots. The ballots shall be collected upon request of the Chairman of the meeting

In the process of vote counting for all agendas, the shareholder who wishes to "Disapprove" or "Abstain" from voting should clearly mark their ballot to specify their intentions, and hand their ballots over to our staff. Those who choose not to hand over their cast ballot will be assumed to "Approve" the agenda in question.

4.8 Each registered shareholders or the proxies will receive a ballot for each agenda. Shareholders and proxies must use ballots consistent with agenda specified therein.

- (a) For **Agenda 2, which is to acknowledge 2019 Company's performance and 2019 Annual Report**, there is no vote casting as it is agenda for acknowledgement.
- (b) For **Agenda 4, which is to acknowledge the interim dividend payment from 1H/2019 performance**, there is no vote casting as it is agenda for acknowledgement.
- (c) For **Agenda 6, which is to elect the directors for replacement of the directors who will be retired by rotation**, voting will be required with a ballot divided into subsections. Each candidate's name will be specified in each ballot for election of director on an individual basis.

5. Counting Votes

- 5.1 The Chairman of the meeting will inform the meeting of the vote counting method for their acknowledgement before the commencement of the meeting.
- 5.2 At this shareholders meeting, the Company uses barcode system for the Company's counting of the votes.
- 5.3 The Chairman of the meeting shall announce the result of vote counting to the meeting on each agenda.

Remark

- Attendees wishing to leave the Meeting before the Meeting is adjourned or who is not present in the meeting room during any agenda item can exercise his/her rights by submitting the ballot to our staff prior leaving the meeting room.
- The total number of votes cast on each agenda item may fluctuate as attendees will enter the meeting room from time to time. Therefore, the number of persons attending the Meeting during each agenda item may change.
- The Company reserves the rights not to complete registration if the documents provided are not complete or if the registration occurs after the meeting is adjourned.
- If the attendees change their title, name or surname, the evidence of such changes is required.
- If any of the required documents is not in Thai or English, its English translation, which is certified as a correct translation by the authorized representative of the relevant juristic person, must also be attached.
- If there is any amendment to the proxy, it must be accompanied by the signature of the proxy grantor. If there is no such signature, it will be deemed that the proxy is not entitled to vote in such agenda.
- The shareholder who wishes to give general proxy may use proxy form A. The shareholder who is a foreign investor for which a custodian of the shares in Thailand is appointed may use proxy form C.
- Proxy form A and proxy form C are available for download at www.sprc.co.th.
