



PTT Global Chemical Public Company Limited

Registration No. 0107554000267

Head Office : 555/1 Energy Complex, Building A,
14th-18th Floor, Vibhavadi Rangsit Road,
Chatuchak, Chatuchak, Bangkok 10900 Thailand.
Tel: +66(0)2265-8400 Fax: +66(0)2265-8500

Rayong Office : 59, Ratniyom Road, Noenphra,
Mueang Rayong, Rayong 21150 Thailand.
Tel: +66(0)3899-4000
Fax: +66(0)3899-4111

No. 01- 081 /2013

March 1, 2013

Subject : Invitation to Attend the Annual General Meeting of Shareholders for the Year 2013

To : Shareholders of PTT Global Chemical Public Company Limited

- Attachments :
1. Copies of Minutes of the Annual General Meeting of Shareholders for the Year 2012
 2. The 2012 Annual Report in CD-ROM
 3. Tax Benefit of the Company's Dividend
 4. Document for Consideration of Agenda 5 : Curricula Vitae of the Nominated Persons to Be Elected as Directors of PTT Global Chemical Public Company Limited and Definition of Independent Director
 5. Document for Consideration of Agenda 6 : Scope of Obligations & Responsibilities of Specific Committees of PTT Global Chemical Public Company Limited
 6. Document for Consideration of Agenda 8 : Details of Bangkok Polyethylene Public Company Limited and Details of PTT Polyethylene Company Limited
 7. Procedures for Registration & Appointment of Proxy
 8. Registration Form (Presented on the Meeting Date)
 9. Proxy Form A, B and C (Recommend to Use Form B)
 10. Independent Directors that Shareholders Could Grant Proxy
 11. The Company's Articles of Association Regarding the Shareholders Meeting and Vote Casting
 12. The 2012 Annual Report and/or the Sustainability Report Requisition Form
 13. Map of the Meeting Place

The Board of Directors of PTT Global Chemical Public Company Limited has resolved that the Annual General Meeting of Shareholders for 2013 be held on Thursday, April 4, 2013 at 14.00 hrs at the Bangkok Convention Center, 5th Floor, Central Plaza Ladprao, 1695 Phaholyothin Road, Kwaeng Chatuchak, Khet Chatuchak, Bangkok 10900 for consideration of the following agenda :

Agenda 1 : To Adopt Minutes of the Annual General Meeting of Shareholders for the Year 2012 Held on April 2, 2012

(Required votes : Majority vote of the shareholders who attend and vote)

Related Information : The Company prepared the minutes of the Annual General Meeting of Shareholders for the Year 2012 held on April 2, 2012 that has been submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the timeframe prescribed by laws, and has been posted on the Company's website. The copy of which was also enclosed with this invitation to the Meeting (Attachment 1)

The Board's Opinion: The Board of Directors considered that the Minutes of the Annual General Meeting of Shareholders of the Year 2012 which was held on April 2, 2012 was recorded correctly and completely, and deems appropriate to propose the Meeting to adopt it.

Agenda 2 : To Acknowledge the Company's Operation for the Year 2012 and the Recommendation for the Company's Business Plan.

Related Information : The Company prepared the report relating to the Company's business operations of the year 2012 in all aspects as the details appeared in the 2012 Annual Report in Attachment 2.

The Board's Opinion: The Company's business operations in 2012 should be summarized to the Shareholders for their acknowledgement in the Annual General Meeting of Shareholders for 2012 and the recommendation for the Company's business plan.

Agenda 3 : To Consider and Approve the Company's Balance Sheet and Profit and Loss Statement for the Year Ended December 31, 2012.

(Required votes : Majority vote of the shareholders who attend and vote)

Related Information : The Company prepared the balance sheet and profit and loss statement for the year ended December 31, 2012 which were audited and certified by the auditors of KPMG and reviewed by the Audit Committee as the details appeared in the 2012 Annual Report in Attachment 2.

The Board's Opinion : The audited balance sheet and profit and loss statements for the year ended December 31, 2012 should be approved by the Shareholders.

Agenda 4 : To Consider and Approve the Allocation of Profit for the Operating Result in the Year 2012, and Dividend Distribution

(Required votes : Majority vote of the shareholders who attend and vote)

Related Information : Pursuant to the Company's dividend policy requiring that dividend shall be paid no lesser than 30 percent of the net profit after deduction of tax and all the Company's reserve funds, condition for the distribution of dividend is also subject to investment plan, necessity and other properness in the future. In addition, Article 48 of the Company's Articles of Association prescribed that the payment of dividend shall be made within one (1) month from the date the resolution was passed by the Shareholders Meeting or by the Board of Directors Meeting, as the case may be. The notice of such payment of dividend shall also be published in a newspaper no less than three (3) days.

The operating results of the Company and its subsidiaries starting from January 1-December 31, 2012 recorded Baht 34,001 million net profit audited by KPMG Phoomchai Audit Limited (KPMG).

At the end of the year 2012, the Company's registered capital was Baht 45,129,302,690, the reserve fund was Baht 4,512,930,269 which has been already reached ten per cent (10%) of registered capital required by the Public Limited Company Act B.E. 2535 and the Articles of Association of the Company. Therefore, the Company shall no longer be required to allocate any reserved fund.

Based on various conditions, present cash flow ability, and maintaining dividend payment at the comparable rate to other returns on investments, the Company deems appropriate to propose the dividend distribution for the operating result in the year 2012 at the rate of Baht 3.40 per share amounting to Baht 15,329 million, or 45% of the 2012 net profit in compliance with the Company's dividend policy. The Company has already distributed the interim dividend at the rate of Baht 0.95 per share, or 40% of the first half year net profit. Therefore, the dividend distribution for the last 6 months will be payable at the rate of Baht 2.45, or 47% of the second half year net profit. The Shareholders shall study tax benefit of the Company's dividend in Attachment 3.

Data for the comparison with last year dividend distribution is as follows:

| Detail of the Dividend Distribution | Year 2012 (proposing year) | Year 2011 (unaudited pro forma consolidated financial statement) |
|--|-------------------------------|---|
| 1. Net profit after deduction of tax (Million Baht) | 34,001 | 30,033 |
| 2. The number of shares (Million Shares) * | | |
| 2.1 at the interim dividend payment (Million Shares) | 4,507 | 4,495 |
| 2.2 at the annual dividend payment (Million Shares) | 4,509 | 4,507 |
| 3. Total dividend paid per share (Baht : Share) | 3.40 | 2.98 |
| 3.1 interim dividend (Baht : Share) | 0.95 | 1.68 |
| 3.2 final dividend (Baht : Share) | 2.45 | 1.30 |
| 4. Total dividend paid (Million Baht) | 15,329 | 13,411 |
| 5. Dividend distribution ratio (percentage) | 45 | 45 |

* The Company has the registered capital 4,512,930,269 shares, whereas in the year 2012, the total issued and paid up shares were 4,508,849,117 shares.

The Board's Opinion : The Shareholders should approve dividend distribution for the year 2012 at the rate of Baht 3.40, totaling Baht 15,329 million. The Company has already distributed the interim dividend on September 19, 2012 at the rate of Baht 0.95 per share, and will distribute dividend from unappropriated retained earnings at the rate of Baht 2.45 per share payable to the Shareholders whose names are listed on the Record Date on which the Shareholders are entitled to receive dividend on March 5, 2013. The registration book will be closed on March 6, 2013, and the dividend payment will be on April 25, 2013. However, the right to receive such dividend is uncertain because the Company has to seek prior approval from the Shareholders' Meeting.

Agenda 5 : To Consider and Elect New Directors to Replace Those Who are due to Retire by Rotation.

(Required votes : Majority vote of the shareholders who attend and vote)

Related Information : According to Article 14 of the Articles of Association of the Company, at every annual general meeting of shareholders, one-third (1/3) of the Directors have to retire by rotation. However, the retiring Directors are eligible for re-election. The Directors to vacate office in the first and second years following the registration of the conversion of the Company shall be drawn by lots. After that, the remaining Directors with the longest term of service shall be retired.

In the year 2013, the second year when there are 5 Directors due to retire by rotation namely :

- | | |
|----------------------------------|---|
| 1) Pol.Gen.Sereepisut Tameeyaves | Independent Director / Chairman of the Corporate Governance Committee who resigned on January 11, 2013 before his term expires |
| 2) Mr.Suthep Liumsirijarern | Director / Director to the Risk Management Committee |
| 3) Mrs.Raweporn Kuhirun | Independent Director / Director to the Audit Committee |
| 4) Mr.Kriengkrai Thiennukul | Independent Director / Director to the Corporate Governance Committee |
| 5) Mr.Anon Sirisaengtaksin | Director /Secretary to the Board of Directors |

Through set news release and the Company's website, www.pttggroup.com, the Company invited the Shareholders to nominate the qualified person to be elected as the Company's Director from October 1- December 31, 2012. There was neither proposal of Director Nominee nor Meeting agenda submitted to the Company.

The Nomination and Remuneration Committee had considered the qualification of those nominees in compliance with the related rules and regulations: the Public Limited Company Act B.E. 2535, Securities and Exchange Commission Rules and Regulations, and the Cabinet Resolution on January 24, 2011 regarding the appointment of high-level government official or persons as directors in many state enterprises, along with their knowledge & experiences for the utmost benefit to the Company's operation, then proposed the nomination to the Board of Directors who considered that it deems appropriate to propose to the Shareholders Meeting the following nominees to be the Company's Directors as follows:

- | | |
|----------------------------------|--|
| 1) Pol.Lt.Gen.Prawut Thavornsiri | be elected as a Director to replace Pol.Gen.Sereepisut Tameeyaves who resigned before his term expires |
| 2) Mr.Suthep Liumsirijarern | be elected for another term |
| 3) Mrs.Raweporn Kuhirun | be elected for another term |
| 4) Mr.Kriengkrai Thiennukul | be elected for another term |
| 5) Mr.Anon Sirisaengtaksin | be elected for another term |

The curriculum vitae of 5 nominated persons is enclosed in Attachment 4. The nominees Nos. 1), 3), and 4) are qualified in accordance with the Company's definition of Independent Director which is specified pursuant to those defined by the Capital Market Supervisory Board, and even stricter in proportion of shareholding Attachment 4.

The Board's Opinion : The Board of Directors, except the Directors who are considered as having conflict of interest in this election, agreed with the Nomination and Remuneration Committee's recommendation to propose the Meeting to elect Pol.Lt.Gen. Prawut Thavornsiri, Mr. Suthep Liumsirijarern, Mrs. Raweporn Kuhirun, Mr. Kriengkrai Thiennukul, and Mr. Anon Sirisaengtaksin to be the Company's Directors.

Agenda 6 : To Consider and Approve the Directors' Remuneration

(Required votes : not less than two-third (2/3) of the total number of votes of the shareholders attending the meeting)

Related Information : According to Article 15 of the Articles of Association of the Company, Directors shall be entitled to remuneration from the Company in the form of awards, meeting allowances, retirement pensions, bonuses or other benefits in other forms pursuant to the Company's Articles of Association or the approval of the Shareholders Meeting.

The Nomination and Remuneration has considered the Directors' and Specific Committees' remuneration for the year 2013 and bonus for the year 2012 by taking into account the following matters : conformity with other listed companies within the same industry of similar size as well as the performance of the Company, the performance the obligations and responsibilities of the Directors and Specific Committees, including economic conditions. It is deemed appropriate to propose the Shareholders Meeting to consider and approve the Directors' and Specific Committees' remuneration for the year 2013 and the Directors' bonus for the year 2012 as follows:

- 1) Directors' remuneration for the year 2013 are maintained at the same rate as follows:

| The Directors' remuneration | | |
|---|---|------------------------------|
| Retainer fee of the Board of Directors (no meeting allowance) | Proposed for 2013 (Baht / person / month) | 2012 (Baht / person / month) |
| • Chairman | 60,000 | 60,000 |
| • Director | 50,000 | 50,000 |

- 2) Specific Committees attendance fee for the year 2013 are maintained at the same rate of the year 2012 i.e. Audit Committee, Nomination and Remuneration Committee, Corporate Governance Committee, Risk Management Committee (Scope of Obligations & Responsibilities of Specific Committees is in Attachment 5) are as follows:

| Attendance fee for Sub Committees * (Baht/person/time) | | |
|---|--|-----------------------------|
| Meeting Allowance (only pay to those who attend the meeting) | Proposed for 2013 (Baht / person / time) | 2012 (Baht / person / time) |
| • Chairman | 50,000 | 50,000 |
| • Director | 40,000 | 40,000 |

- 2) Directors' Bonus for the year 2012 : The bonus will be payable to the Board of Directors if the dividend is payable to the Shareholders in that year. It will be paid at the rate of 0.30% of the Company's 2012 net profit, but not exceeding the amount of Baht 50 million by calculation in accordance with the Directors' terms, and the Chairman will receive the bonus at the rate of 25% higher than that of Directors. To be effective after receiving the approval from shareholders at the Annual General Shareholder's Meeting of the year 2013 or until the Shareholder Meeting decides to change it's resolution.

The Board's Opinion : The Board of Directors deems appropriate to propose the Meeting to approve the Directors' remuneration for the year 2013 as proposed by the Nomination and Remuneration Committee.

Agenda 7 : To Consider the Appointment of the Auditor and Fix the Annual Fee for the Year 2013.

(Required votes : Majority vote of the shareholders who attend and vote)

Related Information : In compliance with Section 120 of the Public Limited Company Act B.E. 2535 which specify that the Shareholders Meeting shall appoint the auditor and fix the auditor's remuneration annually and the same auditor of the past years could be appointed again.

Basing on price comparison for seeking the Company's auditor for the year 2013. The Audit Committee has considered that the auditors of KPMG Phoomchai Audit Limited (KPMG) who were the Company's auditors in the year 2012 which have been of good quality, proposed the 2013 scope of work and remuneration at the lowest cost of Baht 3,402,000 (excluding other expenses such as document / printing / postal / communication, but not exceeding 10% of the audit fee). To compare with the audit fee in the year 2012, that of 2013 is Baht 348,000 cheaper.

The Audit Committee deems appropriate to propose the Meeting to consider the appointment of the Company's auditor according to the following details:

- 1) Names of Auditors and the Company : KPMG Phoomchai Audit Limited (KPMG) to be the Company's auditors for the year 2013
 1. Mr. Vairoj Jindamaneepitak, certified public accountant No. 3565 or
 2. Mr. Charoen Phosamritlert, certified public accountant No. 4068 or
 3. Mr. Winid Silamongkol, certified public accountant No. 3378 or
 4. Mr. Nirand Lilamethwat, certified public accountant No. 2316
- 2) Annual Remuneration Fee : To propose the 2013 annual fee of Baht 3,402,000 with the following details:

| (Unit : Baht) | | |
|--|-------------------|-----------|
| Auditor's Remuneration | Proposed for 2013 | 2012 |
| Annual Audit Fee | 1,769,000 | 1,950,000 |
| Audit Fee of Interim Financial Statement | 1,633,000 | 1,800,000 |
| Total | 3,402,000 | 3,750,000 |

3) Relation with the Company KPMG who proposes to audit the Company has no relationship or conflict of interest in the Company / subsidiaries / executives / the major shareholders or the related person of such. The said auditor is accordingly independent to audit and comment the Company's financial statements.

4) Years of being the Company's auditor KPMG Phoomchai Audit Ltd. has been the Company's auditor for 3 years.

5) Services to other companies KPMG Phoomchai Audit Ltd. provides services in the year 2012 to the Company, its subsidiaries and its affiliates totaling 17 companies.

With acceptable high auditing quality and good business knowledge of PTTGC group, KPMG's performance in 2013 will be rapid and efficient.

The Board's Opinion : The Board of Directors agreed with the Audit Committee to recommend the appointment of Mr.Vairoj Jindamaneepitak C.P.A. (Thailand) Reg. No.3565 or Mr.Charoen Phosamritlert C.P.A. (Thailand) Reg. No.4068 or Mr. Winid Silamongkol C.P.A. (Thailand) Reg. No.3378 or Mr. Nirand Lilamethwat C.P.A. (Thailand) Reg. No 2316 of the KPMG Phoomchai Audit Ltd. to be the Company's auditors for the year 2013 and fix the 2013 annual fee of Baht 3,402,000 excluding other expenses such as document / printing / postal / communication (but not exceeding 10% of the audit fee).

Agenda 8 : To Consider and Approve the Acquisition of the Entire Business of Bangkok Polyethylene Public Company Limited and PTT Polyethylene Company Limited as well as Other Activities in Relation to the Matter

(Required votes : not less than three-four (3/4) of the total number of votes of the shareholders attending the meeting and having the right to vote)

Related Information : In the restructuring of the management of the Company's affiliates in the olefins and polymers business groups, i.e. Bangkok Polyethylene Public Company Limited (BPE) and PTT Polyethylene Co., Ltd (PTTPE), the entire businesses of BPE and PTTPE shall be transferred to the Company and BPE and PTTPE shall be dissolved (according to the details in Attachment 6).

The Board's Opinion : The Board of Directors considered and agreed to propose to the Annual General Meeting of Shareholders, for their consideration and approval, the acquisition of the Entire Business of Bangkok Polyethylene Public Company Limited and PTT Polyethylene Company Limited, as well as other activities in relation to the matter. This is in order to enhance the effectiveness of the management and administration of companies

within the group, which will in turn increase fluency and support the sustainable growth of the businesses. The transaction is an exempt transaction under section 89/12 of the Securities and Exchange Act B.E. 2535 (as amended), and thus is exempt from obligations under the rule relating to connected transactions. The size of the transaction is not subject the Company to the disclosure requirements under the rule relating to the acquisition and disposition of assets of listed companies.

Agenda 9 : To Consider and Approve the Reduction of the Company's Registered Capital by Decreasing the Number of Registered Shares Which Have Not Been Purchased and Issued

(Required votes : not less than three-four (3/4) of the total number of votes of the shareholders attending the meeting and having the right to vote)

Related Information : The unpaid registered capital in the amount of Baht 40,811,520 is the registered shares which have not been purchased and issued. They are accordingly expired.

The Board's Opinion : The Board of Directors agreed to propose to the Annual General Meeting of Shareholders, to consider and approve the reduction of the Company's registered capital from Baht 45,129,302,690 to Baht 45,088,491,170 by decreasing the number of 4,081,152 registered shares which have not been purchased and issued. A par value is Baht 10 per share.

Agenda 10 : To Consider and Approve the Amendment of the Company's Memorandum of Association, Clause 4, Registered Capital to Be in Accordance with the Reduction of the Company's Capital

(Required votes : not less than three-four (3/4) of the total number of votes of the shareholders attending the meeting and having the right to vote)

Related Information : To be in accordance with the reduction of the Company's registered capital, the Meeting will be proposed to consider the amendment of the Company's Memorandum of Association, Clause 4, Registered Capital as follows:

“Clause 4 Its registered capital is 45, 088,491,170 Baht (Forty Five Billion, Eighty Eight Million, Four Hundred Ninety One Thousand, One Hundred and Seventy Baht),
divided into 4,508,849,117 shares (Four Billion, Five Hundred Eight Million, Four Hundred Ninety One Thousand, One Hundred Seventy Shares)
each with a par value of 10.00 Baht (Ten Baht)
ordinary shares of 4, 508,849,117 shares (Four Billion, Five Hundred Eight Million, Four Hundred Ninety One Thousand, One Hundred Seventy Shares),
preference shares of - shares (-)”

The Board's Opinion : The Board of Directors agreed to propose the Annual General Meeting of Shareholders to consider and approve the amendment of the Company's Memorandum of Association, Clause 4, Registered Capital to be in accordance with the reduction of the Company's registered capital.

Agenda 11 : Other Business (If any)

The Company will open for shareholders registration from 12:00 hours. For the convenience of the Shareholders and Proxies to proceed with the registration faster, please bring documents and evidences as listed in Attachments 8 and 9 to be presented on the meeting date for registration. If you are unable to attend the Meeting in person, please appoint a proxy to attend and vote at the Meeting on your behalf. The Shareholders can choose to appoint the Company's Independent Directors as listed and detailed in Attachment 10 to be their proxies, and please send the form of proxy including the evidencing documents to the Company (for convenience of reviewing the documents, please send them to the Company within March 25, 2013). The Company will conduct the Meeting in accordance with the Company's Articles of Association Regarding the Shareholders Meeting and Vote Casting as detailed in Attachment 11.

For the Shareholders to receive the utmost benefit from the Meeting including to reserve the Shareholders' privileges, if any Shareholders would like the Company to give explanation for the issues relating to this proposed agenda, questions can be sent in advance to ir@pttgcgroup.com Telephone No. 0-2265-8400 ext. 8712 - 8714, 8327 or cg@pttgcgroup.com or Telephone No. 0-2265-8400 ext. 8456, 8635, 8759 -8761 or Facsimile No. 0-2265-8500, and kindly indicate the Shareholders' name including the contactable address, the questions of which will be collected for further explanation.

We greatly appreciate your attendance of the Meeting on the date, time and place as prior stated.

Sincerely yours,



(Mr. Anon Sirisaengtaksin)
Chief Executive Officer

Corporate Secretary

Tel : 0 2265-8400 ext. 8643, 8645, 8719, 8762-3

- Remarks**
1. The Shareholders who are entitled to attend the Annual General Meeting for the Year 2013 and receive dividend are those whose names are listed on the Record Date. The Company fixed the Record Date to be Tuesday, March 5, 2013, and the registration book to be closed for gathering Shareholders' names on Wednesday, March 6, 2013 according to Section 225 of the Securities and Exchange Act B.E. 2535 (amendment B.E.2551).
 2. The Company has posted this Invitation to Attend the Annual General Meeting of Shareholders for the year 2013, including all attachments and proxy forms on the Company's website (www.pttgcgroup.com).
 3. The 2012 Annual Report in CD-ROM was enclosed with the Invitation of the Meeting (Attachment 2). If any Shareholders require a printed copy, please fill in the Requisition Form (Attachment 12), and return it to Corporate Governance & Secretarial Department via Facsimile No. 0-2265-8500 or Telephone No. 0-2265-8400 ext. 8456, 8635, 8759-8761.