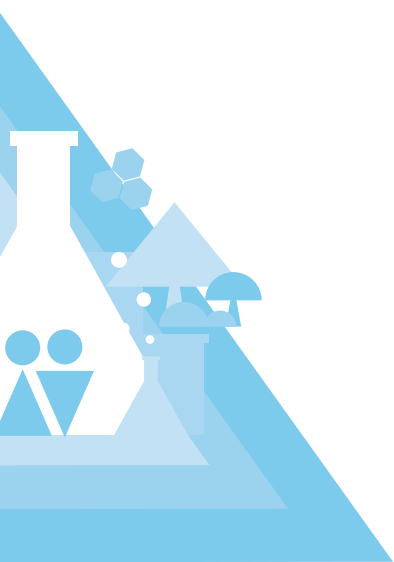




Invitation to Attend the Annual General Meeting  
of Shareholders for the Year 2014  
PTT Global Chemical Public Company Limited

On Tuesday, April 8, 2014 at 14:00 hours

At Event Hall 101-102, 1<sup>st</sup> Floor Bangkok International Trade & Exhibition Centre  
88 Bangna-Trad Road (km.1), Bangna, Bangkok 10260



For the convenience of the Shareholders and Proxies to proceed with the registration faster,  
please bring documents and evidences to be presented on the meeting date for registration.



## PTT Global Chemical Public Company Limited

Registration No. 0107554000267

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No. 01- 0144/2014

March 6, 2014

Subject : Invitation to Attend the Annual General Meeting of Shareholders for the Year 2014

To : Shareholders of PTT Global Chemical Public Company Limited

- Attachments :
1. Copies of Minutes of the Annual General Meeting of Shareholders for the Year 2013
  2. The 2013 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. Procedures for Registration & Appointment of Proxy
  7. Registration Form (Presented on the Meeting Date)
  8. Proxy Form A, B and C (Recommend to Use Form B)
  9. Independent Directors that Shareholders Could Grant Proxy
  10. The Company's Articles of Association Regarding the Shareholders Meeting and Vote Casting
  11. The 2013 Annual Report and/or the Sustainability Report Requisition Form
  12. 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 the Year 2014 be held on Tuesday, April 8, 2014 at 14.00 hrs at Event Hall 101-102, 1st Floor Bangkok International Trade & Exhibition Centre, 88 Bangna-Trad Road (km.1), Bangna, Bangkok 10260 for consideration of the following agenda :

**Agenda 1 : To Adopt Minutes of the Annual General Meeting of Shareholders for the Year 2013 Held on April 4, 2013**

*(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 2013 held on April 4, 2013 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 2013 which was held on April 4, 2013 was recorded correctly and completely, and deems appropriate to propose the Meeting to adopt it.

**Agenda 2 : To Acknowledge the Company's Operations for the Year 2013 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 2013 in all aspects as the details appeared in the 2013 Annual Report in Attachment 2.

**The Board's Opinion:** The Company's business operations in 2013 should be summarized to the Shareholders for their acknowledgement in the Annual General Meeting of Shareholders for 2014 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, 2013**

*(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, 2013 which were audited and certified by the auditors of KPMG and reviewed by the Audit Committee as the details appeared in the 2013 Annual Report in Attachment 2.

**The Board's Opinion :** The audited balance sheet and profit and loss statements for the year ended December 31, 2013 should be approved by the Shareholders.

**Agenda 4 : To Consider and Approve the Allocation of Profit for the Operating Result in the Year 2013, 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, 2013 recorded Baht 33,277 million net profit audited by KPMG Phoomchai Audit Limited (KPMG).

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 2013 at the rate of Baht 3.40 per share amounting to Baht 15,330 million, or 46% of the 2013 net profit in compliance with the Company's dividend policy. The Company has already distributed the interim dividend at the rate of Baht 1.62 per share, or 45% of the first half year net profit. Therefore, the dividend distribution for the last 6 months will be payable at the rate of Baht 1.78, 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 2013 (the proposed year)	Year 2012 (the recent year)
1. Net profit after deduction of tax (Million Baht)	33,277	34,001
2. The number of shares (Million Shares) *		
2.1 at the interim dividend payment (Million Shares)	4,509	4,507
2.2 at the annual dividend payment (Million Shares)	4,509	4,509
3. Total dividend paid per share (Baht : Share)	3.40	3.40
3.1 interim dividend (Baht : Share)	1.62	0.95
3.2 final dividend (Baht : Share)	1.78	2.45
4. Total dividend paid (Million Baht)	15,330	15,329
5. Dividend distribution ratio (percentage)	46	45

\* The Company's registered capital and 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 2013 at the rate of Baht 3.40, totaling Baht 15,330 million. The Company has already distributed the interim dividend on September 12, 2013 at the rate of Baht 1.62 per share, and will distribute dividend from unappropriated retained earnings at the rate of Baht 1.78 per share payable to the Shareholders whose names are listed on the Record Date on which the Shareholders are entitled to receive dividend on Wednesday, March 5, 2014. The registration book will be closed on Thursday, March 6, 2014, and the dividend payment will be on Friday, April 25, 2014. However, the right to receive such dividend is uncertain because the Company has to seek prior approval from the Shareholders' Meeting for the Year 2014.

**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 2014, there are 5 Directors due to retire by rotation namely :

- |                           |   |
|---------------------------|---|
| (1) Mr. Prasert Bunsumpun | Chairman  |
| (2) Mr. Amnuay Premonwong | Independent Director / Director to the Audit Committee                                    |
| (3) Mr. Prajya Pinyawat   | Independent Director / Director to the Corporate Governance Committee                     |
| (4) Mr. Sarun Rungkasiri  | Director / Director to the Risk Management Committee                                      |
| (5) Mr. Bowon Vongsinudom | Director /Secretary to the Board of Directors / Director to the Risk Management Committee |

Through SET news release and the Company's website, [www.pttgcgroup.com](http://www.pttgcgroup.com), the Company invited the Shareholders to nominate the qualified person to be elected as the Company's Director from September 25 - December 31, 2013. 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 various knowledge, abilities, experiences, and expertise for the benefit of the Company's

operation, including the proposal of PTT, the Company's major shareholder. Then the nomination was proposed 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) Mr. Prasert Bunsumpun be elected for another term
- (2) Mr. Amnuay Preemonwong be elected for another term
- (3) Mr. Samerjai Suksumek be elected as a Director to replace Mr. Prajya Pinyawat
- (4) Mr. Sarun Rungkasiri be elected for another term
- (5) Mr. Bowon Vongsinudom be elected for another term

The curriculum vitae of 5 nominated persons is enclosed in Attachment 4. The nominees No. 2 is 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 (1) Mr. Prasert Bunsumpun (2) Mr. Amnuay Preemonwong (3) Mr. Samerjai Suksumek (4) Mr. Sarun Rungkasiri and (5) Mr. Bowon Vongsinudom to be the Company's Directors as proposed by the Nomination and Remuneration Committee.

**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 2014 and bonus for the year 2013 by taking into account the following matters : conformity with other listed companies within the same industry of similar size as well as the Company's performance, the Directors' performance, obligations, and responsibilities, including economic conditions together with the resolution of the Annual General Shareholders Meeting for the year 2013. It is deemed appropriate to propose the Shareholders Meeting to consider and approve the Directors' and Specific Committees' remuneration for the year 2014 and the Directors' bonus for the year 2013 as follows:

- 1) Directors' Remuneration : to be maintained at the same rate of the year 2013, and the meeting allowance payable to those who attend the meeting to be proposed as follows:

<b>The Directors' Remuneration</b>		
Retainer fee of the Board of Directors	Proposed for 2014 (Baht / person / month)	2013 (Baht / person / month)
• Chairman	60,000	60,000
• Director	50,000	50,000
Meeting Allowance (only pay to those who attend the meeting)	(Baht / person / month)	(Baht / person / month)
• Chairman	40,000	-
• Director	30,000	-

- 2) Specific Committees Attendance Fee : to be maintained at the same rate of the year 2013 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:

<b>Attendance Fee for Sub Committees * (Baht/person/time)</b>		
Meeting Allowance (only pay to those who attend the meeting)	Proposed for 2014 (Baht / person / time)	2013 (Baht / person / time)
• Chairman	50,000	50,000
• Director	40,000	40,000

- 3) Directors' Bonus for the Year 2013 : to be maintained according to the resolution of the Annual General Shareholders for the Year 2013 as follows: "The bonus will be payable to the Board of Directors if the dividend is payable to the Shareholders at the rate of 0.30% of the Company's 2013 net profit, but not exceeding the amount of Baht 50 million by calculation in accordance with the Directors' terms in 2013, and the Chairman will receive the bonus at the rate of 25% higher than that of Directors"

**The Board's Opinion** : The Board of Directors deems appropriate to propose the Meeting to approve the Directors' remuneration for the year 2014 and the Directors' bonus 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 2014**

*(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 reappointed.

The auditors of KPMG Phoomchai Audit Limited (KPMG) have been approved by the Audit Committee to be the Company's auditors in the year 2014. With previous performance of good quality, KPMG proposed the 2014 scope of work and remuneration at the amount of Baht 3,504,000 (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 2013, that of 2014 is Baht 102,000 or 3% higher according to inflation rate and additional scope of work of the Company due to the acquisition of the entire business of Bangkok Polyethylene Public Company Limited (BPE) and PTT Polyethylene Company Limited (PTTPE) on July 1, 2013.

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 2014
  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 2014 annual fee of Baht 3,504,000 with the following details:

(Unit : Baht)

Auditor's Remuneration	Proposed for 2014	2013
Annual Audit Fee	1,822,010	1,769,000
Audit Fee of Interim Financial Statement	1,681,990	1,633,000
Total	3,504,000	3,402,000

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 4 years.

5) Services to other companies KPMG Phoomchai Audit Ltd. provided services in the year 2013 to the Company, its subsidiaries and its affiliates totaling 16 companies.

With acceptable high auditing quality and good business knowledge of PTTGC group, KPMG's performance in 2014 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 2014 and fix the 2014 annual fee of Baht 3,504,000 excluding other expenses such as document / printing / postal / communication (but not exceeding 10% of the audit fee).

**Agenda 8 : 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 7 and 8 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 9 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 31, 2014). 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 10.

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@pttggroup.com](mailto:ir@pttggroup.com) Telephone No. 0-2265-8400 ext. 8712 - 8714, 8327 [cg@pttggroup.com](mailto:cg@pttggroup.com) or Telephone No. 0-2265-8456, 0-2265-8635, 0-2140-8759 ,0-2140-8760 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. Bowon Vongsinudom)  
President and Chief Executive Officer

Corporate Secretary  
Tel : 0-2265-8643, 0-2140-8719, 0-2140-8762, 0-2140-8763

- Remarks
1. The Shareholders who are entitled to attend the Annual General Meeting for the Year 2014 and receive dividend are those whose names are listed on the Record Date. The Company fixed the Record Date to be Wednesday, March 5, 2014, and the registration book to be closed for gathering Shareholders' names on Thursday, March 6, 2014 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 2014, including all attachments and proxy forms on the Company's website ([www.pttggroup.com](http://www.pttggroup.com)).
  3. The 2013 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 11), and return it to Corporate Governance & Secretarial Department via Facsimile No. 0-2265-8500 or Telephone No. 0-2140-8759, 0-2265-8635.



TOGETHER  
WE CAN GROW  
**STRONGER**