

(Translation)

**Indorama Ventures Public Company Limited**

**Minutes of the Extraordinary General Meeting of Shareholders No. 1/2011**

**Thursday 22<sup>nd</sup> September 2011 at 9.30 a.m.**

**at Athénée Crystal B, Level 03, Athénée Tower, Plaza Athénée Bangkok A Royal Méridien Hotel,  
No. 61, Wireless Road, Bangkok 10330**

---

The Meeting convened at 9.30 a.m.

Since Mr. Sri Prakash Lohia, the Chairman of the Board of Directors had prior important engagements he therefore could not attend the Meeting. In accordance with the Articles of Association of the Company, in case where the Chairman is not present at the Meeting, the Vice Chairman shall preside over the Meeting. Hence, Mr. Rathian Srimongkol, Vice Chairman, took on the role of Chairman of the Meeting. The Chairman introduced the directors, executives and financial advisor as listed below:

Directors attending the Meeting:

- |                                |   |
|--------------------------------|---|
| 1. Mr. Rathian Srimongkol      | Independent Director, Vice Chairman of the Board and Chairman of the Audit Committee        |
| 2. Mr. Chakramon Phasukavanich | Independent Director and Member of Audit Committee  |
| 3. Mr. Maris Samaram           | Independent Director and Member of Audit Committee  |
| 4. Mr. Dilip Kumar Agarwal     | Director and Chief Executive Officer of PET Business  |
| 5. Mr. Kenneth See             | Independent Director, Member of Nomination, Compensation and Corporate Governance Committee |

Directors absent from the Meeting:

- |                                 |   |
|---------------------------------|---|
| 1. Mr. Sri Prakash Lohia        | Chairman of the Board   |
| 2. Mr. Alope Lohia              | Vice Chairman of the Board, Member of Nomination, Compensation and Corporate Governance Committee and Group Chief Executive Officer |
| 3. Mrs. Suchitra Lohia          | Director  |
| 4. Mr. Amit Lohia               | Director  |
| 5. Mr. William Ellwood Heinecke | Independent Director and Chairman of Nomination, Compensation and Corporate Governance Committee                                    |
| 6. Dr. Siri Ganjarerndee        | Independent Director, Member of Nomination, Compensation and Corporate Governance Committee   |
| 7. Mr. Sashi Prakash Khaitan    | Director and President of Wool Business   |
| 8. Mr. Udey Paul Singh Gill     | Director and President of Polyester Business  |

Management attending the Meeting:

1. Mr. Ramesh Kumar Narsinghpura Chief Operating Officer of the Polyester Business

Financial advisor attending the Meeting:

1. Mr. Vararatana Jutimitta Managing Director, Bualuang Securities PCL

The Chairman welcomed the shareholders attending the Extraordinary General Meeting of Shareholders No. 1/2011 and informed the Meeting that currently, there were 256 shareholders present in person and 836 shareholders present by proxy. Therefore, there were a total of 1,092 shareholders present, holding an aggregate of 4,211,151,195 shares, representing 87.47 percent of the total number of shares sold. A quorum was thus constituted according to the Company's Articles of Association. The Chairman, therefore, declared the Extraordinary General Meeting of Shareholders No. 1/2011 of the Company opened.

In pursuit of the best practice regarding the holding of Shareholders Meeting, the Chairman invited two shareholders, attended the Meeting, to be witnesses to inspect the voting and vote counting procedures during the Meeting. After that the Chairman requested all the shareholders to read the voting and vote counting procedures to be followed as below:

The shareholders have the right to vote according to the number of shares held, wherein one share is equal to one vote. For each agenda item, each shareholder was eligible to cast his/her vote, to either approve, disapprove or abstain from voting. No split voting was allowed. Exceptions were made for proxy holders for foreign investors who appoint custodians in Thailand to keep their clients' securities. The Barcode system was used in the shareholder registration and the vote counting process. In the vote counting process for every agenda item, shareholders who wished to disagree or abstain from voting on any agenda item should indicate their votes on the ballot and submit them to the Company's officers for vote counting. Shareholders who did not cast votes on the ballots would be assumed to have approved the agenda item as proposed, and the votes would be counted according to the number of shares they hold. Shareholders who approve the agenda item were not required to cast votes on the ballot. To count the vote approving an agenda item, the Company would deduct the total votes cast in disagreement and abstentions, as well as the number of invalid ballots, from the total votes of shareholders in attendance at the Meeting.

Shareholders who had entrusted their proxies to Independent Directors to attend the Meeting and cast their votes on their behalf would have their votes cast according to their wishes. The result of voting for each agenda item will be announced and shown on the screen for the shareholders' benefit.

If any shareholder or proxy would like to give his or her opinion or ask questions, they are requested to raise their hand. Upon receiving the Chairman's permission, they are requested to state their name and then proceed. If their opinion or question is not relevant to that particular agenda item, shareholders

and proxies are requested to express their views after the completion of consideration of all listed agenda items.

The Chairman then proceeded the Meeting by the following agenda:

**Agenda Item 1 To consider and approve the Minutes of the Annual General Meeting of Shareholders No. 1/2011 held on 27 April 2011**

The Chairman proposed that the Meeting consider and approve the Minutes of the Annual General Meeting of Shareholders No. 1/2011, held on 27 April 2011. A copy of the Minutes had been distributed to all shareholders together with the Notice of the Meeting.

The Chairman asked the Meeting whether shareholders had any comments or amendment to the Minutes of the Annual General Meeting of Shareholders No. 1/2011.

There was no correction or amendment proposed by the Meeting, and there was no questions from the shareholders and the Chairman then requested the shareholders and the proxies to cast their votes on this agenda item.

The Meeting considered the matter and cast votes.

There were 4,212,787,795 votes in approval or equal to 100.00 percent

There were - votes in disapproval or equal to - percent

There were - votes in abstention or equal to - percent

**Resolution** Approved the Minutes of the Annual General Meeting of Shareholders No. 1/2011 held on 27 April 2011

**Agenda Item 2 To consider and approve the issuance and offering of debenture**

The Chairman informed to the Meeting that in order to facilitate the Company's capital investment, business expansion, increase in financing flexibility and debt repayment, the Company plans to raise funds by issuing and offering debentures with details as follows:

Type of Debenture: All types of debentures, with and/or without name registered, secured and/or unsecured debentures, with and/or without debentureholders' representative, subordinated debentures and/or unsubordinated debentures, depending on the market conditions at the time of offering.

Size of Debenture: In an amount not exceeding Baht 25,000 million by issuing either single or multiple offerings

Denomination: In Baht and/or the equivalent in other currencies

Interest Rate: Depending on market conditions at the time of offering

Maturity: Not exceeding 15 years from the issuing date of each issuance

Debenture Redemption: Debenture holders and/or the Company might have or might not have the right to redeem debentures prior to maturity, depending on the terms and conditions of each issuance of debentures.

Offering: To be offered domestically and/or internationally to the public, and/or in a private placement, and/or to high net worth investors, and/or to local institutional investors, and/or to foreign institutional investors in accordance with the regulations of the Capital Market Supervisory Board and/or other relevant regulations which are in force during the issuance of debentures.

Special Conditions: In the case that the Company redeems or repays debentures, the Company will be entitled to re-issue debentures to replace those that are redeemed or repaid (revolving basis), provided that such reissuance, when combined with other outstanding debentures, does not cause the aggregate amount to exceed the maximum amount of debentures approved.

The Meeting also approved the Board of Directors and/or any Executive Director and/or Group CEO and/or any person designated by the Board of Directors of the Company and/or any Executive Director and/or Group CEO are authorized to determine any conditions and other details necessary for and pertinent to the issuance and offering for sale of the debentures, such as the determination of the name, offering amount each time, type, security (if any), offering price per unit, term, maturity period, redemption period, right of early redemption, interest rate, principal repayment method, allocation method, details of offering, etc., as well as to arrange for the registration of such debentures with the Thai Bond Market Association or any other secondary market and the appointment of a financial advisor, underwriter, rating agency, asset appraiser, legal advisor, registrar, debentureholders' representative or other relevant advisors or any persons who are relevant to the issuance and offer for sale of debentures, and to enter into, agree upon, sign any documents and other relevant agreements as well as to contact, provide information, submit applications to the Office of the Securities and Exchange Commission or other relevant authorities and take any action necessary for and pertinent to the issuance of the debentures.

A shareholder proposed that would the shareholders be granted preemptive right for debentures subscription?

The Chairman acknowledged the proposal from a shareholder and will consult this matter with our financial advisor.

A proxy asked about the objectives and period of issuing debenture and having any liquidity problems?

The Chairman clarified that debentures was a tool of financial management which increases the business liquidity. The objectives of the issuance and offering debenture was to facilitate the Company's capital investment, business expansion, increase in financing flexibility, debt repayment and also focus on the market conditions at the time of offering.

A shareholder asked how the formation of Asian Economic Community affected the Company operation?

Mr. Chakramon Phasukavanich, a member of Audit Committee, explained that the formation of Asian Economic Community would further amplify the regions' substantial competitive advantages, especially Thailand because Thailand had a trade surplus over other Asian countries, except only Burma. The

company can take the advantages from tax free boundary in 2015 and market competitiveness as the company had worldwide investment.

A shareholder asked about the confronting problems of our business operations in Europe?

The Chairman replied that the company had not any problems from our business operations in Europe.

A shareholder would like to know the rate of interest and the annual interest expenses of IVL. Would the debenture issuance reduce the interest payment and who were the target investors of IVL debenture?

The Chairman explained that the company's average interest rate was 3.6 percent for short term and long term loans in both Thai and other currencies. Annually interest expenses was Baht 2.6 billion however was partially offset against interest income, thus the net interest expenses reduced to Baht 1.8 billion. The Company will issue the amount of debenture was up to Baht 25,000 million and the target of investors would be offered domestically and/or internationally to the public, and/or in a private placement, and/or to high net worth investors, and/or to local institution investors and/or to foreign investors.

A shareholder asked about the government policy to reduce the corporate income tax rate from 30 percent to 23 percent, how was IVL going to use the gains from reduction in tax expense and in the company view, would such gains be used for increasing dividends payment or kept in accumulated earnings?

The Chairman explained that the company still followed the dividend payment policy which was not less than 30% of the net profit.

Mr. Chakramon Phasukavanich further explained that the government policy to decrease corporate income tax rate from 30 percent to 23 percent shall come into effect in the next government's fiscal year as it needed time for tax planning.

Mr. Kenneth See, a member of Nomination, Compensation and Corporate Governance Committee, further added that IVL was the successful growth company which dramatically increased its production capacity to double. Unlike other growth companies that did not pay dividends, IVL Board aimed to distribute returns to all shareholders as much as possible whether in terms of TSR and interim dividends.

A shareholder asked about what would be the interest rate for the debenture in view of debentures issued by other companies, bearing 6 percent interest rate annually?

The Chairman clarified that the interest rate shall be lower than 6 percent as the company received better rating from credit rating agency.

A shareholder asked that due to the size of debenture was quite high, what would be the impacts to the company such as liquidity problem if the company could not fully subscribe the full amount?

The Chairman clarified that the maximum requirement for the offering size was not exceeding Baht 25,000 million and the offering was not limited to be only one time. In any case, the debenture offering would base on Company's benefits.

Mr. Chakramon Phasukavanich further added that debenture was a tool to manage our liquidity and to stabilize financial status of the Company.

A shareholder asked did the debenture issuing has the correlation with the acquisition of Wellman International?

The Chairman clarified that such acquisition was funded from internal resources and the deal was not the reason for debenture offering.

A shareholder suggested the company to consider the capital increase as it was the alternative way for raising equity which had lower costs in comparison with debenture.

The Chairman explained that the increase in shares would reduce earnings per share, thus debenture offering was the most suitable mechanism which would not affect all of the shareholders returns.

A shareholder asked what was the structure of debenture in term of short term or long term and what was the use of proceeds of the debenture?

The Chairman declared that the tenor of debenture was up to 15 years and the Company was not finalized the details of the debenture offering either currency or the amount. The decision would base on market conditions. Apart from this, the debt to equity ratio was fixed at not more than 1.5 times.

Mr. Kenneth See further provided additional information that debenture was a financial management tool providing several advantages. The proceeds would be for refinancing the company's existing loans in case the company had no expansion plan. The prepayment of term loan would not impact debt to equity ratio however, the ratio would increase if the company had made additional investment.

There were no questions raised by shareholders. The Chairman therefore requested the shareholders and the proxies to cast their votes on this agenda item.

The Meeting considered the matter and cast votes.

There were 4,172,552,047 votes in approval or equal to 98.98 percent

There were 22,047,822 votes in disapproval or equal to 0.52 percent

There were 20,967,100 votes in abstention or equal to 0.50 percent

**Resolution**        Approved the issuance and offering of debenture as proposed

**Agenda Item 3    Other business**

-None-

A shareholder asked about the Company had any plan to invest in oil refinery?

Mr. Dilip Kumar Agrawal, a director and Chief Executive Officer of PET business, informed that currently the company had no plan to invest in oil refinery business.

A shareholder asked how did IVL approach to change the crisis into opportunity for the Company?

Mr. Dilip Kumar Agrawal explained that IVL now expand to the recycled PET business and during 2008 to 2009, IVL had acquired several companies in Europe. IVL's successful operation such as in Mexico or Poland was managed by the old management team. Today IVL had 30 percent market share in Europe, 35 percent in North America and 35 percent in others. In addition, the company focused on cost leadership strategy.

A shareholder was confident the company had good strategic management and wanted to know how to mitigate the business risks?

Mr. Chakramon clarified that external threats consisting of (1) risk from economic downturns and (2) risk from volatile nature of industry (uncertain global economy). It could be seen that IVL would not be overly affected by the economic downturn. The company's products is categorized as commodity products which cannot be replaced and it is already the lowest cost. The company was seeking an opportunity possibly replacing existing products such as glass or aluminium can by the company's products.

A shareholder asked while the stock price was falling down, would the company undertake policy of stock repurchase?

The Chairman explained that the company had no intention to repurchase shares at this time. Such action would impact the company's financial ratios as well as liquidity constraint.

Mr. Chakramon Phasukavanich clarified that there were several external factors affecting the share price. The first factor was the economic risks and the second factor was the industry risks. The Company had not any affected from the economic recession because there were no other products to substitute our products because our products were necessity for the daily life. On the other hand, our products were cheaper, it would substitute to use glass or aluminum can.

A shareholder would like to know the Company had any policy to repurchase IVL shares due to the share price were going down dramatically?

The Chairman informed that it was unnecessary to repurchase IVL shares and it would affect the financial ratio or reduced the financial liquidity.

Mr. Chakramon Phasukavanich provided additional comments that the downtrend of IVL share price was caused from several factors, the Company had not found any necessary to repurchase or intervene in order to stabilize the share price.

A shareholder asked how did the US and EU crisis affect the Company revenue and operation?

The Chairman explained that sales in both US and EU were not affected by the crisis.

Mr. Kenneth See further pointed out that the company had been confronting the US subprime crisis, IVL had not any impact.

A shareholder asked Serm Suk Pcl was takeover by Mr. Charoen Sirivadhanabhakdi, it had any impact of our joint venture company?

The Chairman clarified that it would provide benefits to the Company.

A shareholder asked a question on the company's business plan, did the company still maintain the plan to invest in businesses along the polyester value chain?

The Chairman clarified that the company's business plan remained the same, investing in PET business by focusing on cost leadership. At present, IVL expanded its portfolio to Recycled PET business investment. On the polyester business side, the company would focus on specialty yarn which was patent-specific product as also provided higher margin.

Mr. Chakramon Phasukavanich further clarified that the company had developed technology enabling the production of good quality polyester.

Before closing the Meeting, additional shareholders attended the Extraordinary General Meeting of Shareholders No. 1/2011 of the company. Therefore, there were 307 shareholders present in person and 912 shareholders present by proxy, totalling of 1,219 shareholders present, holding an aggregate of 4,215,566,969 shares, representing 87.56 percent of the total number of shares sold.

There were no further questions or comments raised by the shareholders. The Chairman declared the Meeting closed, and express his appreciation to all shareholders for attending the Meeting and sharing their valuable views with the Company.

The Meeting adjourned at 11.15 a.m.

Signed -Rathian Srimongkol- Chairman of the Meeting  
(Mr. Rathian Srimongkol)

Signed -Souvik Roy Chowdhury- Company Secretary  
(Mr. Souvik Roy Chowdhury)

Signed -Thamonwan Woraphongjirakarn- Minutes Recorder  
(Ms. Thamonwan Woraphongjirakarn)