

Guidelines for the registration, the appointment of proxy, documents to be presented by shareholders and/or proxy on the meeting date, votes casting and counting

The registration

The Company will allow the shareholders and/or proxies to register and verify the documents from 11.30 hours onwards at Grand Hall 1 Room, Rama Gardens Hotel Bangkok 9/9 Vibhavadi Rangsit Road, Laksi, Bangkok 10210, as detailed in the map of the meeting venue in Enclosure 12.

The appointment of proxy

In the event that any shareholder is unable to attend the meeting, the shareholder can appoint other person and/or the Company's Independent Director to attend the meeting and cast vote on his/her behalf. In this regard, the Company prepared proxy form based on those prescribed in the Notification of the Business Development Department, Re: Proxy Form (No. 5), B.E. 2550 (A.D. 2007) pursuant to which there are 3 forms of proxy the shareholder may use:

Proxy Form A is a general and simple form;

Proxy Form B is the form in which each particular matter in detail is specified; and

Proxy Form C is to be applied in the case that a foreign shareholder appoints a custodian in Thailand to take deposit and take care of shares

In this regard, Proxy Form B has been enclosed to this invitation letter. However, the shareholders can download the Proxy Form A. and Form C. from the Company's website at www.namyongterminal.com

The instructions for appointment of proxy are as follows:

1. The shareholders appointing the proxy may appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.
 2. The proxy form must be correctly and clearly filled in, and signed by the grantor and the proxy, and affixed with Baht 20 stamp duty, crossed and specified the date such proxy is made.
 3. The proxy must present the registration form, proxy form and supporting documents at the registration desk for proxies on the meeting date.
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Documents to be presented by shareholders and/or proxy on the meeting date

As the Company will use the Barcode System for the registration and votes counting, the meeting participants are recommended to present the Registration Form in Enclosure 1, and the following documents to the officer at the registration desk before attending the meeting:

1. Individual**1.1 Attendance in person:**

An unexpired identification document issued by a governmental authority on which the card holder's photo also appears such as, a personal identification card, a driving license, a foreigner identification card, or a passport. And any change in name-surname must issue related evidence.

1.2 Attendance by proxy:

- (a) a Proxy Form A. or Form B. that is completely filled in and signed by the grantor and the proxy, and affixed with Baht 20 stamp duty;
- (b) a copy of identification document of the proxy grantor issued by a governmental authority as referred to in clause 1.1 above and certified as true and correct by the grantor; and
- (c) an identification document of the proxy issued by a governmental authority as referred to in clause 1.1 above.

2. Juristic Persons**2.1 Attendance in person by an authorized representative of the shareholder:**

- (a) Identification document of such authorized representative issued by a governmental authority as referred to in clause 1.1 above; and
- (b) An affidavit of the shareholder, certified as true and correct copy by the authorized representative, with the statement showing that such authorized representative who attends the meeting is empowered to act on behalf of such juristic shareholder.

2.2 Attendance by proxy:

- (a) Proxy Form A. or Proxy Form B., that is completely filled-in and signed by the grantor and the proxy, and affixed with Baht 20 stamp duty;
 - (b) Copy of an affidavit of the shareholder, certified as true and correct copy by the authorized representative, with the statement showing that such authorized representative who signs the proxy form is empowered to act on behalf of such juristic shareholder
 - (c) Copy of identification document of each of the authorized representative(s) who signed the proxy form as referred to in clause 1.1 above and certified as true and correct by such authorized representative; and
 - (d) Identification document of the proxy issued by a governmental authority as referred to in clause 1.1 above.
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3. In the case of the foreign shareholders have appointed a custodian in Thailand to be a share depository and keeper.
- 3.1 Documents from custodian
- (a) The Proxy Form C., correctly and completely filled in and signed by the authorized representative of the custodian which is the grantor and the proxy, and affixed with Baht 20 stamp duty;
 - (b) Document confirming that the person who signed the proxy form is permitted to operate the custodian business;
 - (c) Copy of an affidavit of the custodian, certified as true and correct copy by the authorized representative of the custodian, with the statement showing that such authorized representative of the custodian, who signs the proxy form as the grantor, is empowered to act on behalf of the custodian; and
 - (d) Copy of an unexpired identification of the authorized representative of the custodian issued by the government agency as referred to in Clause 1.1, certified as true and correct by such authorized representative.
- 3.2 Documents from shareholder
- (a) Power of Attorney from the shareholder appointing the custodian to sign the proxy form on his/her behalf;
 - (b) Copy of an affidavit of the shareholder, certified as true and correct by the authorized representative, with the statement showing that such authorized representative who signs the power of attorney is empowered to act on behalf of such juristic shareholder; and
 - (c) Copy of unexpired identification of the authorized representative, issued by the government authority as referred to in Clause 1.1 certified as true and correct.
- 3.3 Documents from proxy
- Identification document of the proxy issued by a governmental authority as referred to in clause 1.1 above.

Should any document presented not be made in Thai or English, English translation thereof certified correct translation by the shareholders and/or the authorized representative(s) of the relevant juristic person must also be made and attached.

Vote Casting and Counting

1. One share shall be counted as one vote.
 2. The shareholders attending the meeting in person and the proxies holding Proxy Form A. and Form B. must cast their votes in one of the following manners, i.e. approve, disapprove or abstain, and cannot split their votes in each agenda.
 3. The shareholders, who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper, appointing a proxy by using Proxy Form C., can split their votes in each agenda.
 4. The officer will distribute the voting cards at the registration desk only to (a) the shareholders attending the meeting in person, (b) the proxies appointed by using Proxy Form A., and (c) the proxies appointed by using Proxy Form B. and Form C. in case the grantor has specified in the proxy form that the proxy shall have the right on his/her behalf to consider and approve independently as the proxy deems appropriate without specifying the voting in the proxy form.
 5. In the event that the grantors have already specified the voting in the proxy forms, the Company will record and collect such votes as marked or specified by the shareholder in the proxy form in advance, and the officer will not distribute the voting cards to the proxies in respect of the agenda item for which the shareholder already expressed its intention as to how to vote as specified in the proxy form.
 6. In casting the votes for each agenda (except for Agenda 6: To consider the election of Directors to replace those who must retire by rotation), the Chairman will ask the shareholders and the proxies thereof in the meeting who wish to disapprove or to abstain their votes to raise their hands:

If there is any shareholder or proxy showing his/her hand for disapproval or abstinent votes, such shareholder or proxy must record or mark his/her votes for disapproval or abstinent votes in the voting card given to the shareholders prior to attending the meeting room, and hand deliver such voting card to officer. Any shareholder or proxy who fails to deliver the voting card to the officer shall be deemed as a shareholder or proxy who approves such item of agenda.

- If there is no shareholder showing his/her hand for disapproval or abstinent votes, it shall be deemed that the meeting unanimously resolves to approve such agenda as proposed by the Chairman.
 7. As for Agenda 6: To consider the election of Directors to replace those who must retire by rotation, in order to follow the Best Practice Guideline for Shareholders' Meeting of the Office of the Securities and Exchange Commission, the officer will collect the voting cards from the voting card holders in all cases, i.e. approve, disapprove and abstain. In this regard, there will be the casting of votes to appoint each Director individually. However, for the convenience of votes counting, the voting cards for the disapproved or abstained votes will be collected before the voting cards for the approved votes.
 8. Before casting the votes in each agenda, the Chairman of the Meeting will give opportunity to the meeting attendees to inquire on the issues related to such agenda as appropriate. In this regard, the meeting attendee who wishes to inquire or make comment, please notify name and surname to the meeting before making any inquiry or comment.
 9. The resolution of the shareholders' meeting must consist of the following votes:
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- 9.1 In ordinary case, the majority votes of the shareholders attending the meeting and casting their votes
 - 9.2 In other cases specified otherwise by laws or the Company's Articles of Association, the resolution of the meeting shall be in accordance with the laws or the Company's Articles of Association. The Company has already specified requires vote for resolution in each agenda in the Invitation, the number of votes to be required to approve the relevant matter in each agenda.
 - 9.3 In case of the tied votes, the Chairman of the Meeting shall have an additional vote as the casting vote.
 - 9.4 A shareholder or proxy having a special interest in any specific matters shall not be permitted to cast his/her votes on such matter.
10. The votes counting will be conducted immediately and the Chairman of the Meeting will inform the voting results to the meeting for every agenda.
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