

Agenda 8 To consider and approve the appointment of auditors and determination of the audit fee

Information and Rationale : Public Limited Companies Act B.E. 2535 and Articles of Association of the Company number 36(5) provided that the Company shall consider and approve the appointment of auditors and determination of the audit fee. The Audit Committee has selected the auditors in accordance with the criteria of the Public Company Limited Act B.E. 2535 (as amended) and the relevant Notification of the Capital Market Supervisory Board. The Audit Committee considered the performance of the auditors from *Ernst & Young Office Limited* in the past year and was of the view that *Ernst & Young Office Limited* has worldwide network and has been selected as the auditor for other listed companies in the Stock Exchange of Thailand. The auditors had been independent, proper and performed duties with their responsibilities, while being knowledgeable in the Company's nature of business. The proposed audit fee for the fiscal year 2014 at Baht 1,140,000 was appropriated considering the scope and quality of the audition. The Audit Committee therefore proposed to the Board of Directors to further propose to the shareholders' meeting for consideration. Moreover, *Ernst & Young Office Limited* was proposed to be an auditor for the Company's subsidiaries in the year 2014.

Audit Fee	2013 (Baht)	2014 (Baht)	Change (%)
Namyong Terminal Public Company Limited	1,040,000	1,140,000	9.62%
Sapphire RoRo (Thailand) Limited	130,000	100,000	(23.07%)

- Opinion of the Board of Directors : The Board of Directors considers that the shareholders' meeting shall consider and approve the appointment of auditors from *Ernst & Young Office Limited*, any of the following auditors being authorized to review and give opinion on the Company's financial statements of the year 2014 are Mr. Sophon Permsirivallop Certified Public Accountant No. 3182 and/or Mrs. Rungnapa Lertsuwankul Certified Public Accountant No. 3516 and/or Mrs. Pimjai Manitkajohnkit Certified Public Accountant No. 4521 and/or Mrs. Gingkarn Atsawarangsalit Certified Public Accountant No. 4496. The shareholders' meeting shall consider and approve the determination of the audit fee for the year 2014 at Baht 1,140,000 (increased from the year 2013 by Baht 100,000 or increased by 9.62 percent) None of *Ernst & Young Office Limited* and proposed auditors had any relationship with nor interest in the Company, subsidiaries, management, major shareholders or the related persons of such persons and, therefore, they are independent to audit and give opinion on the Company's financial statements
- Resolution : The resolution on this agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their votes, in which the abstained votes shall be excluded from the calculation base.

Agenda 9 To consider other business (if any)

Therefore, we would like to invite our shareholders to 2014 AGM on date, time and venue mention above.

Your Sincerely,

Namyong Terminal Public Company Limited

(Professor Emeritus Wissanu Kera-ngam)

Chairman of the Board of Directors

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Audit Fee	2013 (Baht)	2014 (Baht)	Change (%)
Namyong Terminal Public Company Limited	1,040,000	1,140,000	9.62%
Sapphire RoRo (Thailand) Limited	130,000	100,000	(23.07%)

- Opinion of the Board of Directors : The Board of Directors considers that the shareholders' meeting shall consider and approve the appointment of auditors from EY Office Limited, any of the following auditors being authorized to review and give opinion on the Company's financial statements of the year 2014 are Mr. Sophon Permsirivallop Certified Public Accountant No. 3182 and/or Mrs. Rungnapa Lertsuwankul Certified Public Accountant No. 3516 and/or Mrs. Pimjai Manitkajohnkit Certified Public Accountant No. 4521 and/or Mrs. Gingkarn Atsawarangsarit Certified Public Accountant No. 4496. The shareholders' meeting shall consider and approve the determination of the audit fee for the year 2014 at Baht 1,140,000 (increased from the year 2013 by Baht 100,000 or increased by 9.62 percent)
- None of EY Office Limited and proposed auditors had any relationship with nor interest in the Company, subsidiaries, management, major shareholders or the related persons of such persons and, therefore, they are independent to audit and give opinion on the Company's financial statements
- Resolution : The resolution on this agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their votes, in which the abstained votes shall be excluded from the calculation base.

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Your Sincerely,

Namyong Terminal Public Company Limited

(Professor Emeritus Wissanu Kera-ngam)

Chairman of the Board of Directors