

**Criteria for shareholders to propose the 2015 AGM agenda****1. Objectives**

Board of Directors would like to invite shareholders to participate in giving opinion for our business as well as comply with the good corporate governance principle. The Company allows the shareholders to propose the AGM agenda in advance.

**2. Shareholders' criteria**

The shareholder of the Company, which could be either one shareholder or several shareholders combination, holds minimum shares not less than 5.00 percent of paid-up capital and proposes to the Company within December 31<sup>st</sup>, 2014.

**3. Proposed criteria**

3.1. The Company shall reserve the rights not to place the following proposal as meeting agenda;

- A proposal that violates applicable laws, rules, regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand, or not comply with the objectives, Articles of Association, the resolution of shareholders' meeting, and the good corporate governance of the Company
- A proposal that is overruled the control of Board of Directors, Audit Committee, and Executive Committee unless there is significant damage to the majority of shareholders.
- A proposal that is beneficial for specific person or group, not for the Company.
- A proposal that the Company has already completed.
- A proposal that is overrules the control of the Company
- A proposal that the information of shareholders is incomplete or incorrect, or not within the deadline.
- A proposal that shall cause conflict to the normal business operation.
- Shareholders' document is incorrect or incomplete.

3.2. Criteria and consideration process

- The qualified shareholders shall submit the application form for proposing the Agenda to be including in the AGM to Board of Directors to Corporate Secretary's e-mail at [csnyt@namyongterminal.com](mailto:csnyt@namyongterminal.com). However, the shareholders must deliver the original document with signature as well as all supported document (if any) to the Company within December 31<sup>st</sup>, 2014. Therefore, Board of Directors shall have appropriated time to consider the proposed agenda.
- Shareholding document such as the certificate of securities depository company or other certificate of Thailand Securities Depository Co., Ltd. or a copy of share certificate with certified correct copy signature.
- In case of several shareholders join together in order to qualify in regard to Number 2, all shareholders must fill in all information in the Application form along with the signed supporting documents in one package. All the original documents must be delivered to the Company within December 31<sup>st</sup>, 2014. If there are several proposed agenda, all information in every agenda must be completed.
- The corporate secretary shall propose the agenda to the Board of Directors.

- If the information is incomplete, the corporate secretary shall inform the shareholders within January 7<sup>th</sup>, 2015. If the shareholders do not revise and deliver to the Company within January 14<sup>th</sup>, 2015 (in case of holiday, apply to the previous working day), the Company shall assume that the shareholders intend to cancel the application.
- If the proposed agenda is not complied with criteria in number 3.1, the corporate secretary shall propose to the Board of Directors in February 2015.
- The proposed agenda which is approved by the Board of Directors shall be included in the AGM agenda along with Board of Directors' opinion. The proposed agenda which is not approved by the Board of Directors shall be posted on our website at [www.namyongterminal.com](http://www.namyongterminal.com) along with the declining reason.

**Application Form for Proposing the Agenda to be included in the AGM**

1. (1) I (Mr./Mrs./Miss) ..... as a shareholder of  
Namyong Terminal Public Company Limited or NYT holding common share for ..... shares  
address no. .... Street ..... Tambol/Khwaeng .....  
Amphur/Khet ..... Province ..... Mobile Phone .....  
Home/Office Phone ..... E-mail (if any) .....
- (2) I (Mr./Mrs./Miss) ..... as a shareholder of  
Namyong Terminal Public Company Limited or NYT holding common share for ..... shares  
address no. .... Street ..... Tambol/Khwaeng .....  
Amphur/Khet ..... Province ..... Mobile Phone .....  
Home/Office Phone ..... E-mail (if any) .....
- (3) I (Mr./Mrs./Miss) ..... as a shareholder of  
Namyong Terminal Public Company Limited or NYT holding common share for ..... shares  
address no. .... Street ..... Tambol/Khwaeng .....  
Amphur/Khet ..... Province ..... Mobile Phone .....  
Home/Office Phone ..... E-mail (if any) .....
2. Proposed Topics
- 1) .....  
2) .....  
3) .....
3. Proposed consideration
- .....  
.....  
Other relevant information for the consideration
- .....  
.....  
Other support documents (if any) have been enclosed and certified correct copy on every page, totaling ..... pages.

I certify that all information written in this Form, the evidence of shares' held, and other support documents are correct and affix the name as evidence below.

Shareholder's Signature

( )

Date

Shareholder's Signature

( )

Date

Shareholder's Signature

( )

Date

**Remarks**

1. Shareholders must enclose the evidence of shares' held such as the certificate of shares' held from securities company or any other certificates from the Stock Exchange of Thailand (SET). In case the shareholders are commercial registration, the copy of certificate of commercial registration must be enclosed. Also, the copy of director nominee's identification card or passport (in case of the foreigner nominee) who has signed his/her name in this form must be enclosed and certified true copy.
2. Shareholders are able to send proposal unofficially in advance through Corporate Secretary's email address at [csnyt@namyongterminal.com](mailto:csnyt@namyongterminal.com) before sending the original to the Company within December 31<sup>st</sup>, 2014.
3. In case many shareholders have unified to propose the agenda, all shareholders must fill the Form and affix the name as evidence the gather into one set.
4. In case shareholders have their title, name, or surname changed, the copy of evidence of those changes must be enclosed and certified true copy.
5. The Company will cut-off rights of shareholders if founded that information provided is incomplete or incorrect; or those shareholders cannot be contact; or qualification is not considered fully qualified.