

Notice of 2016 Annual General Meeting of Shareholders



Namyong Terminal Public Company Limited

**Tuesday 26 April 2016 at 10.00 hrs.
at Cattleya Room, Rama Gardens Hotel,
no. 9/9 Vibhavadi Rangsit Road, Laksi, Bangkok 10210**

Content

		Page
Notice of 2016 Annual General Meeting of Shareholders		1-7
<i>Attachment to the 2016 Notice of the Annual General Meeting of Shareholders</i>		
Attachment No. 1	Copy of the Minutes of 2015 Annual General Meeting of Shareholders	8-18
Attachment No. 2	2015 Annual Report in CD-ROM	Attached
Attachment No. 3	Dividend payment policy and the comparison of dividend payments	19
Attachment No. 4	Profile of the proposed directors to replace those who are due to retire by rotation and the definition of the Independent Directors	20-29
Attachment No. 5	Details on remuneration of directors and its sub-committees	30
Attachment No. 6	Details on name list of auditors, auditor fees and list of the Company's subsidiary company retaining the same auditor	31-32
Attachment No. 7	Profile of the Company's Independent Director being proposed to be Shareholder's proxy-holder	33-35
Attachment No. 8	Documents Required to be Presented Prior to Attending the Meeting, Proxy Appointment, Meeting Registration and Voting in the Annual General Meeting of the Shareholders	36-38
Attachment No. 9	Articles of Association relating to the Shareholders' Meeting	39-41
Attachment No. 10	Request Form for the Hard Copy of 2015 Annual Report	42
Attachment No. 11	Meeting location map	43
Attachment No. 12	Proxy Form (recommend to use Form B and please bring along on the meeting date) <ul style="list-style-type: none"> • Form A • Form B • Form C (Please download from the Company's website at www.namyongterminal.com)	Attached

- Translation -

NYT 009/2016

25 March 2016

Re: The Shareholders
Namyong Terminal Public Company Limited

The Board of Directors of **Namyong Terminal Public Company Limited (the “Company”)** passed a resolution to convene 2016 Annual General Meeting of the Shareholders on Tuesday 26 April 2016 at 10:00 hours at Cattleya Room, Rama Gardens Hotel, no. 9/9 Vibhavadi Rangsit Road, Laksi, Bangkok 10210 to consider the following agendas:

Agenda 1 To consider and certify Minutes of 2015 Annual General Meeting of Shareholders which was held on Friday 24 April 2015

Background and Reason The 2015 Annual General Meeting of Shareholders which was held on Friday 24 April 2015. A copy of the Minutes is submitted to the Shareholders, together with this Notice as Attachment No.1.

Board’s opinion It is considered appropriate for the Shareholders Meeting to certify the Minutes of 2015 Annual General Meeting of Shareholders which was held on Friday 24 April 2015 which the Board of Directors has deemed that it was properly recorded.

Vote required Majority of the total number of shares held by the shareholders attending the meeting and casting votes at the meeting.

Agenda 2 To acknowledge the Company’s operational results for the fiscal year ended 31 December 2015

Background and Reason The report on the operational results of the Company for the year 2015 is provided in the Annual Report. CD-Rom of the 2015 Annual Report is submitted to the Shareholders together with this Notice as Attachment No.2. Summary of the Company’s 2015 operational results will also be presented to the Shareholders during the 2016 Shareholders’ Meeting.

Board’s opinion It is considered appropriate to report the Company’s operational results for the fiscal year ended 31 December 2015 to the Meeting of Shareholders for acknowledgement.

Vote required This agenda is for acknowledgement; therefore, voting is not required.

Agenda 3 To consider and approve the Company and its subsidiary’s report and consolidated financial statements for the fiscal year ended 31 December 2015

Background and Reason According to the Public Companies Limited Act B.E. 2535 (1992) (as amended), and article 36 (2) and 39 of the Company’s Articles of Association, the Board of Directors is required to arrange for the preparation of the Statements of financial position and Statements of comprehensive income at the end of the fiscal year of the Company and propose the same to the Annual General Meeting of Shareholders for approval. The Statements of financial position and Statements of

comprehensive income for the year ended 31 December 2015 as duly audited and certified by the certified auditor from EY Office Limited (Mrs. Ginkarn Atsawarangsali), and reviewed by the Company's Audit Committee and the Board of Directors to be provided in the Company's 2015 Annual Report, in which the CD-Rom has been delivered to the shareholders together with the notice as Attachment No.2.

Following is summary of the Consolidated Financial Statements:

Details	Amounting (THB million)
Total Assets	4,446.69
Total Liabilities	693.56
Total Shareholders' Equity	3,753.13
Service income and Other service income	1,351.87
Total revenues	1,407.59
Total expenses	843.39
Profit for the year	444.59
Earning per share (THB : share)	0.72

Board's opinion

It is considered appropriate for the Shareholders Meeting to consider the Auditor's Report and approve the consolidated financial statements of the Company and its subsidiary for the fiscal year ended 31 December 2015 which have been audited and certified by the certified auditor, and approved by the Audit Committee and the Board of Directors.

Vote required

Majority of the total number of shares held by the shareholders attending the meeting and casting votes at the meeting.

Agenda 4 To consider and approve distribution of dividend payment derived from operational results for the year ended 31 December 2015

Background and Reason

Based on the Company's operating results for the fiscal year 2015, the Company has net profit after the corporate income tax, according to the Company's separated financial statement, in the amount of THB 442,443,817. In addition, the Company has sufficient cash flows to pay the dividends to the shareholders in accordance with the Company's dividend policy. Dividend payment policy and the comparison of dividend payments are as appeared in Attachment No.3.

Therefore, the Company considers to pay the 2015 year-ended dividend at the amount of THB 403,000,000, which is equivalent to the rate of THB 0.65 per share (sixty-five Satang).

In this regard, the date for determining the names of shareholders who shall be entitled to such dividend payment (Record Date) shall be on 11 March 2016 and the date for gathering the names of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by closing the share register book and suspending the share transfer shall be on 14 March 2016. The dividend payment date shall be on 13 May 2016.

Board's opinion

It is considered appropriate for the Shareholders Meeting to approve the Dividend payment for the fiscal year 2015 at the amount of THB 403,000,000 (THB four hundred-three million) from 620,000,000 ordinary shares or equivalent to the rate of Baht 0.65 per share (sixty-five Satang) to the shareholders by closing the share register book and suspending

the share transfer on 14 March 2016. Such dividend shall be paid on 13 May 2016. However, the dividend payment is required to obtain Shareholders' approval in 2016 Annual General Meeting of Shareholders.

Vote required

Majority of the total number of shares held by the shareholders attending the meeting and casting votes at the meeting.

Agenda 5 To consider and approve the re-election of the directors who are due to retire by rotation

Background and Reason

According to Section 71 of the Public Limited Companies Act B.E. 2535 (1992) and Article 17 and 36 (4) of the Company's Article of Association, one-third of the total number of directors who have been longest in office shall retire by rotation. For this term, the directors who have served the office the longest and due to retire by rotation are:

- | | |
|-------------------------------------|--|
| 1. Professor Sakorn Suksriwong, DBA | Chairman of the Board of Directors /
Chairman of the Audit Committee /
Independent Director |
| 2. Dr. Theparak Leungsuwan | Director |
| 3. Ms. Pimkarn Leungsuwan | Director |
| 4. Dr. Vichya Kreangam | Director /
Independent Director /
Member of the Audit Committee /
Member of the Nomination and Remuneration Committee |

The Company also gave the opportunity to the shareholders to propose the list of person for being considered to be elected to be directors for 2016 Annual General Meeting of Shareholders via the Company's website within 31 December 2015 according to the good governance criteria of the listed company, however, there was no shareholder proposing the list of person to be considered to be elected to be directors of the Company.

Board's opinion

The Board of Directors, without participation by any of directors who having interests therein, considered and was of opinion that all 4 directors have good knowledge, managerial skill and have qualification as required by law. Therefore, the Board of Directors agreed with the proposal made by the Nomination and Remuneration Committee to propose to 2016 Annual General Meeting of Shareholders that all these 4 directors should be re-elected namely:

- | | |
|-------------------------------------|--|
| 1. Professor Sakorn Suksriwong, DBA | Chairman of the Board of Directors /
Chairman of the Audit Committee /
Independent Director |
| 2. Dr. Theparak Leungsuwan | Director |
| 3. Ms. Pimkarn Leungsuwan | Director |
| 4. Dr. Vichya Kreangam | Director /
Independent Director /
Member of the Audit Committee /
Member of the Nomination and Remuneration Committee |

The profiles of the proposed directors to be re-elected and/ or appointed to replace those who are due to retire by rotation and the definition of the Independent Directors are provided in Attachment No. 4.

Vote required	<u>Majority</u> of the total number of shares held by the shareholders attending the meeting and casting votes at the meeting.
----------------------	--

Agenda 6 To consider and approve the directors' remuneration for the year 2016

Background and Reason	Pursuant to Article 90 of the Public Companies Limited Act B.E. 2535 (1992) and article 22 of the Articles of Association of the Company, directors are entitled to receive remunerations from the Company in form of Rewards, Meeting Allowance, Gratuity, Bonus or other benefits in accordance with the Company's Articles of Association or the resolution of the shareholders' Meeting.
------------------------------	--

The Nomination and Remuneration Committee has carefully considered the remuneration for the Director and the Committee, by taking into account the operating result of the Company, number of factors compared within the same industry, the business expansion, knowledge, capabilities and also the experience of directors and proposed to the Board of Directors and the Shareholders' meeting for approval of remuneration of the Board of Directors and its Committees for the year 2016 to be in the same rate as the year 2015. Details on remuneration of directors and its sub-committees are provided in Attachment No. 5.

Board's opinion	The Board of Directors considered and agreed with the proposal made by the Nomination and Remuneration Committee and then resolved to propose to the Shareholders Meeting to consider the directors and its sub-committees' remuneration for year 2016 as proposed.
------------------------	---

Vote required	<u>Not less than two-third (2/3)</u> of the total number of shares held by the shareholders attending the meeting.
----------------------	--

Agenda 7 To consider and approve the appointment of auditors and to fix auditors fee for the fiscal year ended 31 December 2016

Background and Reason	Pursuant to Section 120 of the Public Companies Limited Act B.E.2535 (as amended) and article 36 (5) of the Company's Articles of Association, the Annual General Meeting of Shareholders shall appoint auditors and determine the remuneration of the auditor. The Board of Directors resolved to agree with the proposal of the Audit Committee in order to propose to the Shareholders' meeting to appoint one of the following auditors from EY Office Limited to be the auditor of the Company:
------------------------------	--

- | | |
|----------------------------------|---|
| 1. Mrs. Gingkarn Atsawarangsarit | Certified Public Accountant No. 4496 and/or |
| 2. Mr. Sophon Permsirivallop | Certified Public Accountant No. 3182 and/or |
| 3. Ms. Sumana Punpongsanon | Certified Public Accountant No. 5872 and/or |
| 4. Mr. Chayapol Suppasdtanon | Certified Public Accountant No. 3972 |

The Audit Committee has selected the auditors in accordance with the criteria of the Public Companies Limited Act B.E. 2535 (as amended) and the relevant Notification of the Capital Market Supervisory Board and was of the opinion that EY Office Limited owns the network which cover various countries and is well-recognized for being selected to be auditors for other listed companies in the Stock Exchange of Thailand. The Audit Committee also found that auditors from EY Office Limited are knowledgeable, capable independent and appropriate, as well as having performed their duties with responsibilities and having in-depth knowledge of the Company's nature of business.

For the audit fee for the fiscal year ended 2016 in amount of THB 1,050,000, the Audit Committee considered that audit fee offered by EY Office Limited is reasonable when comparing to the scope of work and to propose to the Board of Directors to consider; thus proposing to Shareholder's Meeting for approval.

Moreover, EY Office Limited was proposed to be an auditor for the Company's subsidiary in the year 2016. Details on name list of auditors, auditor fees and list of the Company's subsidiary company retaining the same auditor are provided in Attachment No. 6.

Board's opinion

It is considered appropriate for the Shareholders Meeting to appoint one of the following auditors from EY Office Limited:

1. Mrs. Gingkarn Atsawarangsalit Certified Public Accountant No. 4496 and/or
2. Mr. Sophon Permsirivallop Certified Public Accountant No. 3182 and/or
3. Ms. Sumana Punpongsanon Certified Public Accountant No. 5872 and/or
4. Mr. Chayapol Suppasedtanon Certified Public Accountant No. 3972

To be the auditor of the Company and to express his/her opinion on the 2016 financial statements and approve for audit fees for the year 2016 totaling THB 1,050,000.

Vote required

Majority of the total number of shares held by the shareholders attending the meeting and casting votes at the meeting.

Agenda 8 To consider other business (if any)

Please note that the Company has fixed the Record Date, for recording list of entitled shareholders to attend the Company's Annual General Meeting of Shareholders for the year 2016, to be on 11 March 2016 and the Share Register Book closing date to summarize shareholders name list in accordance with Section 225 of the Securities and Exchange Act to be on 14 March 2016.

The Company therefore would like to invite all shareholders to attend the 2016 Annual General Meeting of Shareholders on the date, time and venue mentioned above. The commencement for the registration to attend the Meeting will be from 8:00 hours onwards.

For your convenience, if any shareholder of the Company wishes to appoint a person to attend and vote at the Meeting as Proxy-holder, such shareholder is requested to complete and duly execute in Proxy Form B as attached in the Attachment No. 12, or alternatively download one of the three Proxy Forms: Form A, Form B or Form C (Form C is only for foreign investors who authorize the custodian in Thailand to keep and safeguard their shares) from www.namyongterminal.com.

Your Sincerely,

Namyong Terminal Public Company Limited



(Professor Sakorn Suksriwong, DBA)
Chairman of the Board of Directors

(-Translation-)

**Namyong Terminal Public Company Limited
Minutes of the 2015 Annual General Meeting of Shareholders**

Date, Time, and Venue:

The meeting was convened on Friday, April 24th, 2015 at 10.00 hrs., at Tulip Room, Rama Gardens Hotel 9/9 Vibhavadi Rangsit Road, Laksi, Bangkok 10210.

Beginning of Meeting

Professor Sakorn Suksriwong, DBA acted as the Chairman of the Meeting ("**the Chairman**") and Miss Pawapak Arayaphong, the Corporate Secretary, acted as the Secretary of the Meeting.

The Secretary introduced the Directors attended the meeting as follows:

Directors present at the Meeting

Professor Sakorn Suksriwong, DBA	Chairman of the Board of Directors / Chairman of Audit Committee / Independent Director
Dr. Theparak Leungsuwan	Director / Chief Executive Officer
Ms. Pimkarn Leungsuwan	Director / Chief Financial Officer
Mr. Dhananant Leungsuwan	Director
Ms. Pensri Leungsuwan	Director
Mr. Pongthep Leungsuwan	Director / Chief Administrative Officer
Mr. Vallop Tiasiri	Director
Dr. Vichya Kreangam	Director
Mrs. Benchawan Srangnitra	Independent Director / Audit Committee
Dr. Wetang Phuangsup	Independent Director / Audit Committee
Mrs. Sunee Pongpud	Independent Director / Audit Committee

Directors absent from the Meeting

Ms. Noree Suksawath	Director (being abroad)
---------------------	-------------------------

The Secretary of the Meeting informed the 2015 Annual General Meeting of Shareholders ("**the Meeting**") about the information regarding the shareholders presented in person and by proxy of Namyong Terminal Public Company Limited ("**the Company**") as follow:

Registration at the Beginning of the Meeting			
Shareholders presented in person	37 persons	Representing	108,505,191 shares
Shareholders presented by proxy	130 persons	Representing	392,918,710 shares
Total	167 persons	Representing	501,423,901 shares
Percentage	80.87	Total paid-up capital	620,000,000 shares

The quorum was duly formed according to Article 33 of the Company's Articles of Association, which states that there shall be at least 25 shareholders or one-half (1/2) or more of the total number of shareholders, present in person or by proxy, attending the Meeting, and shall collectively hold no less than one-third (1/3) of the total issued shares of the Company.

The Secretary to the Meeting informed the Meeting of the voting procedures in the Meeting that one share was equal to one vote, and shareholders shall vote in one opinion except for the custodian. The officer had given the voting cards to shareholders at the registration point unless there was any voting in advance. For votes counting, the Chairman shall call for disapprove and abstain votes. For the agenda 5, individual votes shall be processed. The resolution on general agenda shall be approved by the majority votes of the shareholders present and voting at the meeting. The other agenda shall be approved with regard to the law and the Company's Articles of Association. The Chairman shall inform all the resolution in every agenda to the Meeting and shall give the Meeting an opportunity to express opinions and make inquiries about the agenda. For other issues, the shareholders shall express their opinions or make inquiries in the last agenda.

Voided Voting Card(s) were any voting cards with more than one voting opinion except for the custodian, cross out the mark in the voting card (unless the shareholders countersign in such crossed out area), or any voting cards which the vote could not be read.

Opinion expression shall be processed after the allowance from the Chairman. The shareholders shall inform his/her name and surname for the purpose of record. The proposed issues shall be briefly and directly related to the agenda. During September 22nd, 2014 and December 31st, 2014, the Company allowed minority shareholders to propose the agenda and director' candidates. However, none of minority shareholders was proposed. Therefore, the Board of Directors has considered the AGM agenda and directors from the existing directors. The Company shall publish the AGM minutes on the Company's website within 14 days.

The Chairman declared the 2015 Annual General Meeting of Shareholders open and introduced legal advisor, auditor, and representative from Thai Investors Association as follows:

Legal Advisor	Weerawong, Chinnavat & Peangpanor Ltd. Mr. Wittaya Kaewkungsadan, legal advisor Ms. Pohnpreeya Amorndajalert, inspector
Auditor	EY Office Limited Mrs. Gingkarn Atsawarangsarit Ms. Nattida Glinsriratch
Thai Investors Association	Khun Varunee Rodsun

Ms. Pohnpreeya Amorndajalert attended as inspector for the votes counting in order to promote the Company's good corporate governance. The Chairman invited a shareholder to act as a witness to the votes counting, but no one was volunteered.

The Chairman officially declared the Meeting open and proceeded with Agenda as follow:

Agenda 1 To consider and certify the Minutes of 2014 Annual General Meeting of Shareholders

The Chairman informed the Meeting that the 2014 Annual General Meeting of Shareholders was held on April 23rd, 2014. The copy of the aforesaid meeting was delivered to the shareholders along with the Invitation in advance.

The Chairman gave the Meeting an opportunity to express opinions and make inquiries about this agenda; however, no shareholders expressed opinions or made inquiries on this agenda. The Chairman then requested the Meeting to cast the votes for this agenda.

Voting The resolution on this agenda shall be approved by the majority votes of the shareholders attending the Meeting and casting their votes.

Resolution The Meeting considered and unanimously resolved to certify the Minutes of 2014 Annual General Meeting of Shareholders as proposed, with the following voting results:

Shareholders voting	Number of Votes	Percentage
Approve	501,446,901	100.00
Disapprove	0	0.00
Abstain	0	0.00
Voided Voting Card(s)	0	0.00
Total	501,446,901	100.00

Remark: In this agenda, the number of shareholders attending the Meeting increased from the beginning of the Meeting by 23,000 shares.

Agenda 2 To acknowledge the report on the results of the Company's business operation for the fiscal year ended December 31st, 2014

The Chairman requested Dr. Theparak Leungsuwan, Chief Executive Officer, to present to the Meeting the business operation results between January 1st, 2014 and December 31st, 2014.

Dr. Theparak Leungsuwan informed the Meeting that in the year 2014 the Company had passing through cars at A5 for 948,250 cars increased from the year 2013 by 21,452 cars. The back-up area has been increased to 677,306 square meters or increased by 11,962 square meters. The number of passing through cars was not as expected because the car manufacturers postponed the delivery. Total revenues in the year 2014 were THB 1,328.94 million or increased by 6.10 percent. Total expenses were THB 805.81 million or increased by 7.23 percent. Net profit was THB 404.23 million or increased by 5.13 percent. Earnings per share ("EPS") was THB 0.65, decreased from THB 0.88 in 2013 because of the capital injection (IPO) in November 2013. Moreover in the year 2014, the Company was awarded Prime Minister's Business Enterprise Award 2014 (PM Award 2014) under the category of the Best Services Enterprise Award in Logistics and also received Excellent Logistics Management Award (ELMA 2014). There was a good sign for the year 2015 since the Company broke the highest record in March 2015.

The Chairman gave the Meeting an opportunity to express opinions and make inquiries in this agenda. The shareholders expressed their opinions and made inquiries, and the replies to such inquiries were summarized as the following:

Agenda 2 – Comments / Inquiries / Replies	
Khun Tannapop Wanprasopsuk	- Which countries are the destinations of our export. What is the proportion?
Dr. Theparak Leungsuwan	- Cars export through our terminal was export to all over the world. The proportion could be divided into Europe 8 percent, North America 10 percent, Asia 21 percent, Australia 24 percent, and Middle East 26 percent.
Khun Thongthot Phaenglart	- I would like to suggest presenting the Company's performance in graph which shall be more understandable.
Chairman	- We would consider your suggestion for the next meeting.
Khun Surasak Tuammaviriyathorn	- Is the 30 percent net profit margin of the Company the standard level that the Company shall maintain afterwards?
Dr. Theparak Leungsuwan	- Net profit margin is the criteria for management which intend to maintain eventually. We tried to minimize our cost. Currently, our total employees have only 75 persons.
Khun Puttinun Viroonchaichot	- Why was the cash conversion cycle in negative number? Why could the Company collect the payment from car manufacturers within 20 days? Who were the major trade payables of the Company? What was the reason for the difference in cash cycle of 2013 and 2014?
Khun Pimkarn Leungsuwan	- Our clients are world-class car manufacturers and shipping lines. They schedule their payment within 15 – 20 days period. Some of the payment have been transferred directly to the Company's bank account. Our main creditors is Port Authority of Thailand ("PAT") which has precise document procedure. Moreover, the concession fee is due by quarterly and yearly basis. - The different of cash conversion cycle of the year 2013 and 2013 caused by the construction cost of warehouse in the year 2013 while there was none of this cost in 2014.

The Chairman then informed the Meeting that this agenda was for the purpose of acknowledgement; therefore, there was no casting of votes for this agenda.

The Meeting acknowledged the report on the results of the Company's business operation for the fiscal year ended December 31st, 2014.

Remark: This agenda is for acknowledgement and there were no casting of votes.

Agenda 3 To consider and approve the Company's and its subsidiaries' report and consolidated financial statements for the fiscal year ended December 31st, 2014

The Chairman informed that in accordance with the Public Limited Companies Act B.E. 2535 and article 36(2) of the Articles of Association of the Company, the Company prepared the consolidated financial statements of the Company and its subsidiaries for the fiscal year ended December 31st, 2014 which is audited by auditor from EY Office Limited, Mrs. Gingkarn Atsawarangsalit. The auditor gave an unqualified opinion to the consolidated financial statements, which was approved by Audit Committee and Board of Directors and proposed to the Shareholder's Meeting as appears in enclose 3.

The Chairman gave the Meeting an opportunity to express opinions and make inquiries in this agenda. The shareholders expressed their opinions and made inquiries, and the replies to such inquiries were summarized as the following:

Agenda 3 – Comments / Inquiries / Replies	
Khun Puttinun Viroonchaichot	- Why didn't the Company increase share's proportion in C0? - What are the revenue and net profit of C0?
Dr. Theparak Leungsuwan	- The Company has not increased the proportion in C0 because we have the option to increase the proportion until the year 2017. Moreover, the delay of the payment for capital injection is the benefit to the Company.
Khun Pimkarn Leungsuwan	- C0 has net profit of THB 23 million. - Revenue of C0 in 2014 was THB 199 million.

The Chairman then requested the Meeting to cast the votes for this agenda.

Voting The resolution on this agenda shall be approved by the majority votes of the shareholders attending the Meeting and casting their votes.

Resolution The Meeting considered and unanimously resolved to approve as follow:

1. Acknowledge the report of the year 2014
2. Approved the consolidated financial statement for the fiscal year ended December 31st, 2014 which was audited by Mrs. Gingkarn Atsawarangsalit, Certified Public Accountant (Thailand) from EY Office Limited, with the following voting results:

Shareholders voting	Number of Votes	Percentage
Approve	501,620,903	100.00
Disapprove	0	0.00
Abstain	0	0.00
Voided Voting Card(s)	0	0.00
Total	501,620,903	100.00

Remark: In this agenda, the number of shareholders attending the Meeting increased from the previous agenda by 174,002 shares.

Agenda 4 To consider and approve the dividend distribution from the operation in the fiscal year 2014

The Chairman requested Ms. Pimkarn Leungsuwan to clarify this agenda in details.

Ms. Pimkarn Leungsuwan informed the Meeting in regards of dividend payout policy and net profit of separate financial statement for the amount of THB 418.29 million. The Board of Director proposed to pay dividend in the amount of THB 372.00 million or equivalent to the rate of Baht 0.60 per share (Sixty Satang). The dividend payout ratio was considered as 88.93 percent of net profit which complied with the Company's dividend payout policy. The dividend payment for the year 2014 was higher than the dividend payment of THB 355.60 million in the year 2013 by 4.61 percent. In this regard, the Company determined the date for determining the names of shareholders who shall be entitled to such dividend payment (Record Date) on March 11th, 2015 and the date for gathering the names of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by closing the share register book and suspending the share transfer on March 12th, 2015. The dividend payment date shall be on May 14th, 2015.

The Chairman gave the Meeting an opportunity to express opinions and make inquiries in this agenda. The shareholders expressed their opinions and made inquiries, and the replies to such inquiries were summarized as the following:

Agenda 4 – Comments / Inquiries / Replies	
Khun Puttinun Viroonchaichot	- The dividend payment was high compared to the net profit. Did the Company reserve for any expansion?
Dr. Theparak Leungsuwan	- The Company can apply IPO proceed for its expansion plan. The Company plans to acquire the additional areas emphasizing on the areas in Port Authority of Thailand. But, the expansion does not require large investment. The management decided to payout the dividend.

The Chairman then requested the Meeting to cast the votes for this agenda.

Voting

The resolution on this agenda shall be approved by the majority votes of the shareholders attending the Meeting and casting their votes.

Resolution

The Meeting considered and unanimously resolved to approve the allocation of profit for dividend payment from the operation in the fiscal year 2014 as proposed with the following voting results:

Shareholders voting	Number of Votes	Percentage
Approve	501,620,904	100.00
Disapprove	0	0.00
Abstain	0	0.00
Voided Voting Card(s)	0	0.00
Total	501,620,904	100.00

Remark: In this agenda, the number of shareholders attending the Meeting increased from the previous agenda by 1 share.

Agenda 5 To consider the election of Directors to replace those who must retire by rotation

The Chairman informed the Meeting that the Company has formed the Nomination and Remuneration Committee, which has Mrs. Benchawan Srangnitra acts as the Chairman of Nomination and Remuneration Committee. Therefore, the Chairman of Nomination and Remuneration Committee shall clarify this agenda in details.

Mrs. Benchawan Srangnitra, the Chairman of Nomination and Remuneration Committee, inform the Meeting that according to the Public Limited Companies Act B.E. 2535 (as amended) and Articles 17 and 36(4) of the Company's Articles of Association, the Company is required to elect the Directors to replace those who must retire by rotation by one third of the total number of directors. For the year 2015 Annual General Meeting of Shareholders, the number of directors who must retire by rotation were 4 persons which shall be selected by the longest term as directors, comprising of:

1. Ms. Noree	Suksawath	Director
2. Mr. Pongthep	Leungsuwan	Director
3. Mr. Vallop	Tiasiri	Director
4. Mrs. Sunee	Pongpud	Audit Committee / Independent Director

The Chairman of Nomination and Remuneration Committee informed that there was no shareholder nominating any person to be appointed as the Company's directors; therefore, the Committee has appointed from the existing directors for the replacement as appear in Enclosure 4. Nomination and Remuneration Committee perceived that all four Directors could perform very efficiency and prosperity for the company beneficial. Consequently, Nomination and Remuneration Committee proposed those four Directors to the Board of Directors and the Annual General Meeting of Shareholders for approval.

The Chairman requested the Meeting to cast the votes for each candidate director individually and separately. Accordingly to Good Corporate Governance in this agenda, all the voting cards shall be collected. None of directors needed to leave the Meeting room since there would be an opportunity for the shareholders to question these directors.

The Chairman gave the Meeting an opportunity to express opinions and make inquiries about this agenda; however, no shareholders expressed opinions or made inquiries on this agenda. The Chairman then requested the Meeting to cast the votes for each director candidate individually and separately.

Voting

The resolution on this agenda shall be approved by the majority votes of the shareholders attending the Meeting and casting their votes.

Resolution

The Meeting considered and resolved to approve the appointment of all 4 Directors to be directors for another terms as proposed. Each director shall have the same position as previous with the following voting results:

1. Ms. Noree Suksawath	Director	
Shareholders voting	Number of Votes	Percentage
Approve	499,318,505	99.68
Disapprove	1,616,000	0.32
Abstain	686,400	0.00
Voided Voting Card(s)	0	0.00
Total	501,620,905	100.00
2. Mr. Pongthep Leungsuwan	Director	
Shareholders voting	Number of Votes	Percentage
Approve	495,228,905	98.73
Disapprove	6,392,000	1.27
Abstain	0	0.00
Voided Voting Card(s)	0	0.00
Total	501,620,905	100.00
3. Mr. Vallop Tiasiri	Director	
Shareholders voting	Number of Votes	Percentage
Approve	501,620,905	100.00
Disapprove	0	0.00
Abstain	0	0.00
Voided Voting Card(s)	0	0.00
Total	501,620,905	100.00
4. Mrs. Sunee Pongpud	Audit Committee / Independent Director	
Shareholders voting	Number of Votes	Percentage
Approve	501,549,005	99.99
Disapprove	71,900	0.01
Abstain	0	0.00
Voided Voting Card(s)	0	0.00
Total	501,620,905	100.00

Remark: In this agenda, the number of shareholders attending the Meeting increased from the previous agenda by 1 share.

Agenda 6 To determine the directors' remuneration for the year 2015

The Chairman requested Mrs. Benchawan Srangnitra, Chairman of Nomination and Remuneration Committee, to clarify this agenda in details.

Mrs. Benchawan Srangnitra, the Chairman of Nomination and Remuneration Committee, inform the Meeting that according to article 22 of the Articles of Association of the Company, the directors shall receive the remuneration in the form of rewards, meeting allowance, pension, bonus or other benefit in accordance with the Articles of Association or the shareholders' meeting resolution with regard to the scopes of duties and responsibilities of the directors. The Company has the policy to pay directors' remuneration by attendance to the meeting. Nomination and Remuneration Committee considered and proposed to maintain directors' and audit committee's remuneration and proposed nomination and remuneration committee's remuneration to the Board of Directors to further propose to the shareholders' meeting as follows:

Directors' Remuneration 2015	Baht/attendance
Chairman of the Board of Directors	55,000
Directors	25,000
Chairman of Audit Committee	30,000
Members of the Audit Committee	20,000
Chairman of Nomination and Remuneration Committee	25,000
Members of the Nomination and Remuneration Committee	15,000

The resolution on this agenda shall be approved by two-thirds of the total votes of the shareholders attending the meeting.

The Chairman gave the Meeting an opportunity to express opinions and make inquiries about this agenda; however, no shareholders expressed opinions or made inquiries on this agenda. The Chairman then requested the Meeting to cast the votes for this agenda.

Voting The resolution on this agenda shall be approved by the votes of not less than two-thirds of the total votes of the shareholders present at the Meeting.

Resolution The Meeting considered and resolved to approve the directors' remuneration for the year 2015 with the votes of not less than two-thirds of the total numbers of votes of the shareholders attending the meeting with the following voting results:

Shareholders voting	Number of Votes	Percentage
Approve	501,622,005	100.00
Disapprove	0	0.00
Abstain	0	0.00
Voided Voting Card(s)	0	0.00
Total	501,622,005	100.00

Remark: In this agenda, the number of shareholders attending the Meeting increased from the previous agenda by 1,100 share.

Agenda 7 To consider and approve the appointment of auditors and determination of the audit fee

The Chairman informed the Meeting that the appointment of auditors and determination of the audit fee has to be done annually and informed the Meeting that in order to comply with the Public Company Limited Act B.E. 2535 (as amended) and Article 36(5) of the Articles of Association of the Company provided that the Company shall consider and approve the appointment of auditors and the determination of the audit fee. The Chairman, as the Chairman of Audit Committee, would like the Meeting to consider and approve the appointment of EY Office Limited and the appointment of Mrs. Gingkarn Atsawarangsali Certified Public Accountant No. 4496 and/or Mr. Sophon Permsirivallop Certified Public Accountant No. 3182 and/or Ms. Rungnapa Lertsuwankul Certified Public Accountant No. 3516 and/or Ms. Pimjai Manitkajohnkit Certified Public Accountant No. 4521 from EY Office Limited, any one of them, as the auditor of the Company. Note that Mrs. Gingkarn Atsawarangsali Certified Public Accountant No. 4496 has been an auditor of the Company for 1 year. The Audit Committee considered and proposed to the Board of Directors to further propose to the shareholders' meeting for consideration and approval EY Office Limited and 4 auditors with the audit fee for the year 2015 at the amount of Baht 1,140,000, same as previous year.

The Chairman would like to inform the Meeting for acknowledgement that the audit fee of Sapphire RoRo (Thailand) Limited, subsidiary of the Company, shall be Baht 100,000, same as previous year.

Mutually, the Audit Committee and the Board of Directors considered EY Office Limited based on their knowledge, experience, and past performance. Therefore, the Audit Committee and the Board of Directors deemed appropriate to propose to the shareholders' meeting as previous detail.

The Chairman gave the Meeting an opportunity to express opinions and make inquiries about this agenda; however, no shareholders expressed opinions or made inquiries on this agenda. The Chairman then requested the Meeting to cast the votes for this agenda.

Voting The resolution on this agenda shall be approved by the majority votes of the shareholders attending the Meeting and casting their votes.

Resolution The Meeting considered and resolved to approve the appointment of auditors from EY Office Limited as the Company's auditors for the fiscal year 2015, any of the following auditors being authorized to review and give opinion on the Company's financial statements are Mrs. Gingkarn Atsawarangsali Certified Public Accountant No. 4496 and/or Mr. Sophon Permsirivallop Certified Public Accountant No. 3182 and/or Ms. Rungnapa Lertsuwankul Certified Public Accountant No. 3516 and/or Ms. Pimjai Manitkajohnkit Certified Public Accountant No. 4521, and resolved to approve the determination of the audit fee of the Company for the fiscal year 2015 in the amount of Baht 1,140,000, including any other appropriate expenses, as proposed, with the following voting results:

Shareholders voting	Number of Votes	Percentage
Approve	501,619,705	99.88
Disapprove	600,000	0.12
Abstain	0	0.00
Voided Voting Card(s)	0	0.00
Total	502,219,705	100.00

Remark: In this agenda, the number of shareholders attending the Meeting increased from the previous agenda by 597,700 share.

Agenda 8 To consider other business (if any)


The Chairman gave the Meeting an opportunity to express opinions and make inquiries in this agenda. The shareholders expressed their opinions and made inquiries, and the replies to such inquiries were summarized as the following:


Agenda 8 – Comments / Inquiries / Replies	
Khun Pongsatorn Wanichsatien	<ul style="list-style-type: none"> - Why does Earnings Per Share decrease? What is the overall performance? - How was the export situation of Thailand? How does the Company prepare for the situation? - What is the growth plan of the Company?
Dr. Theparak Leungsuwan	<ul style="list-style-type: none"> - The Company issued the Initial Public Offering in November 2013; therefore, the weighted average number of shares has been increased from 440.41 million shares in 2013 to 620.00 shares in 2014. The increase number of weighted average shares caused the decrease of earnings per share. The Company has expansion plan for increase the back-up areas. Moreover, the Company has the highest throughput volume in March 2015.
Khun Pongsatorn Wanichsatien	<ul style="list-style-type: none"> - Does the Company has any joint venture plan? - Does deceleration of the export affect the company? How does the effect?
Khun Vallop Tiasiri	<ul style="list-style-type: none"> - Automobile export has effect to the economy of Thailand. In the past year, unfavorable domestic economy encouraged the car manufacturers to export as indicated by throughput number. Moreover, the government has announced new excise tax on vehicles. The new structure shall be considered from the efficiency of the vehicles. All the car manufacturers have amended their production which is benefit to Thailand export volume.
Khun Pongsatorn Wanichsatien	<ul style="list-style-type: none"> - What was the proportion of car export in the terminal compare to other merchandise?
Chairman	<ul style="list-style-type: none"> - The Company exports car for 100.00 percent. None of any other merchandise is export through our terminal.
Khun Pongsatorn Wanichsatien	<ul style="list-style-type: none"> - Does the Company run at maximum capacity? If not, how much does the Company could accommodate?
Dr. Theparak Leungsuwan	<ul style="list-style-type: none"> - At present, the Company could accommodate to 1.2 million cars a year, and we intend to increase to 1.5 million cars a year.
Khun Pongsatorn Wanichsatien	<ul style="list-style-type: none"> - Why does the Company perform well?
Dr. Theparak Leungsuwan	<ul style="list-style-type: none"> - From the beginning, the management team targeted the Company as pure car carrier. The Company joined with the car manufacturers to develop software program for port management system (yard planning and ship schedule).The program enhances the excellent management within terminal for no error, which satisfied all our clients.
Khun Pongsatorn Wanichsatien	<ul style="list-style-type: none"> - From the efficiency management, does the Company intend to develop to other business for any expansion? How could it be?
Dr. Theparak Leungsuwan	<ul style="list-style-type: none"> - The Company has invested in Co terminal. If the number of exported cars is numerous for the Company, the excess cars shall be passed to C0 terminal. - The software program has been developed in-house.
Khun Pongsatorn Wanichsatien	<ul style="list-style-type: none"> - Does the Company own the terminal or receive concession?
Dr. Theparak Leungsuwan	<ul style="list-style-type: none"> - The Company received the concession from Port Authority of Thailand ("PAT").
Khun Pongsatorn Wanichsatien	<ul style="list-style-type: none"> - Will the Company own or receive the concession for the new terminal?
Dr. Theparak Leungsuwan	<ul style="list-style-type: none"> - Own or receive the concession of the new terminal shall be depended on opportunity, which shall propose to the Board of Directors. At the present, A5 terminal is in the best location in Laem Chabang Terminal.
Khun Pongsatorn Wanichsatien	<ul style="list-style-type: none"> - How long does the concession last? What does the Company do after the end of concession?

Agenda 8 – Comments / Inquiries / Replies	
Dr. Theparak Leungsuwan	- The Company's concession period shall be expired in the next 6 years. However, the Company has option to extend the concession for the period of 5 years which is total for 11 years. The Company shall process bidding process with the PAT afterwards.
Khun Pongsatorn Wanichsatien	- What will be source of funds of the Company for the joint venture?
Chairman	- The sources of fund of the Company could be derived from IPO proceed and profit from operation.
Khun Pongsatorn Wanichsatien	- What will be joint venture structure?
Chairman	- The Board of Directors shall consider the joint venture structure based on the opportunity along with the Company's expertise. The investment in C0 is also the expansion of the Company's capacity as well.
Khun Pongsatorn Wanichsatien	- Where did the Company buy the software program? Does the Company have license?
Chairman	- The Company developed the software program in-house. We have registered for software license.
Khun Pongsatorn Wanichsatien	- What is the rank of the Company's terminal in the world?
Chairman	- There is no ranking rating for the terminal; however, all the customers are satisfied with our services.
Khun Attapol Tammanon	- What is the growth view of automobile industry in the next 5 years? - What is the growth trend in Australia and Oceania? - What is the growth trend in Middle East? - What is the BOI criteria for Eco Car Phase II affected to the Company's operation?
Khun Vallop Tiasiri	- World class car manufacturers based Thailand for their production of pick up and exported to 147 countries all over the world because of the domestic demand and export volume of 800,000 cars a year. In additional, the car manufacturers have developed from 2-door pick up to 4-door and 5-door pick up with additional loading area. The development enhances the export volume, but there is limitation as well. The limitation of export pick up causes by demand of pick up itself. Mostly pick up users come from long distance traveler in some country such as Australia. However, the demand of pick up is still obstacle by the development of SUV to substitute pick up in some countries. At present, the export proportion to Australia, Middle East, and Asia are 20 percent, 20 percent, and 20 percent respectively. The export to South America has increasing trend. - Thailand has to mitigate risk from relying on one type of car export; as a result, the government has encouraged the consumption of Eco Car in order to stimulate the car manufacturers to set up their plants in Thailand and export Eco Car afterwards. The government has determined the minimum production number for each car manufacturer. Consequently, the exceeding number of Eco Car from domestic consumption shall be exported. - The export proportion of cars from Thailand shall be 60 percent for pick up and 40 percent for eco car. The eco car production also motivates to other sedan-parts production, which lead to export of vehicle's parts from Thailand. - The export to Australia is performed under the TAFTA (Thailand Australia Free Trade Agreement), which exempt the excise tax for pick up and sedan from Thailand. Most of car manufacturers used Thailand as based for car production to export to Australia.
Khun Attapol Tammanon	- Does the export to Middle East have a good trend?
Khun Vallop Tiasiri	- Even though some countries in the Middle East are in the middle of war, the replacement of cars still occurs. Hence, the number of export car to middle east will increase at the low level. However, the car manufacturers have shifted their export to other areas. - An average of car replacement is every 10 years.
Khun Pataman Buranasin	- Does the Company have any chance to extend BOI? - What is the process of car parking building? - Where does the additional number of car export pass through, A5 or C0?

Agenda 8 – Comments / Inquiries / Replies	
Dr. Theparak Leungsuwan	<ul style="list-style-type: none"> - BOI of the Company is expired in 2015 and could not be extended. However, it does not affected to the Company's operation because of several reasons including minor portion from the revenue of BOI phase, the increasing number of export car, and the growth of the Company's performance. - Car parking building required high investment cost compares to the new leasing areas. In addition, the Company has acquired new leasing agreement form PAT to develop for the back-up areas which decreases lots of investment cost. - The additional number of car export shall pass through A5 unless the duplicate of berth schedule.
Khun Pataman Buranasin	<ul style="list-style-type: none"> - Has the software program used in C0?
Dr. Theparak Leungsuwan	<ul style="list-style-type: none"> - The software program has been used at A5 only.
Khun Chatree Jiatanaissilp	<ul style="list-style-type: none"> - What is the progress with Bangkok Metropolitan Administration ("BMA")? When will the Company realize the revenue?
Dr. Theparak Leungsuwan	<ul style="list-style-type: none"> - The BMA issue is under negotiation.
Khun Chatree Jiatanaissilp	<ul style="list-style-type: none"> - Does the Company have any chances to realize as revenue?
Dr. Theparak Leungsuwan	<ul style="list-style-type: none"> - If the Company is paid by BMA, the Company has to realize as revenue.
Khun Chatree Jiatanaissilp	<ul style="list-style-type: none"> - Does the revenue realize in the year 2015?
Chairman	<ul style="list-style-type: none"> - At present, there is finalized at arbitrator level with no official negotiation with BMA. The Company could not make any expectation.
Khun Chatree Jiatanaissilp	<ul style="list-style-type: none"> - Does BMA take their vehicles out of the Company's custody?
Dr. Theparak Leungsuwan	<ul style="list-style-type: none"> - In order to take any merchandise out of our custody in A5 terminal, all the expenses must be paid in full.
Khun Pansin Hantrakul	<ul style="list-style-type: none"> - There is high growth for other service income. What kind of revenue is it? - What is the structure fee for passing through car?
Khun Pimkarn Leungsuwan	<ul style="list-style-type: none"> - The back-up areas can be divided into parking areas and warehouse. The warehouse areas are growing along with the depreciation of warehouse. - Terminal Services at A5 are compose of: <ol style="list-style-type: none"> 1. Wharf Handling that charged from car manufacturers by volume or weight (which one is higher). 2. Wharfage that charged from shipping lines by volume or weight. 3. The average fee is Baht 700 - 800 per car for both fee based on the size of vehicle. - The back-up areas are divided to each car manufacturer. The Company has charged from the rented areas which is our fixed revenue. The Company has increased the rental price orderly.
Khun Puntarik Chaloemsri	<ul style="list-style-type: none"> - Why is the share price remained the same, even the operation is fine?
Dr. Theparak Leungsuwan	<ul style="list-style-type: none"> - The share price is depend on market situation.
Khun Pongsatorn Wanichsatien	<ul style="list-style-type: none"> - Why does the Company named Namyong?
Dr. Theparak Leungsuwan	<ul style="list-style-type: none"> - Namyong is Chinese name of management's and means by southern successful.

The Chairman declared the Meeting adjourned at 11.50 hours.

Signed  Chairman of the Board of Directors
(Professor Sakorn Suksriwong, DBA)
Chairman of the Meeting

Signed  Corporate Secretary
(Ms. Pawapak Arayaphong)
The Secretary to the Meeting
Minute Preparation

For consideration with Agenda 4 : To consider and approve distribution of dividend payment derived from operational results for the year ended 31 December 2015

Dividend payment policy

The Company has the policy to pay the dividend at the rate of not less than 40 percent of net profits after legal reserve, next year capital expenditure, and other reserves (if any) of the Company's separated financial statements. The Company shall take into consideration for the dividend payment by its cash flow, performance, financial structure, investment plans, conditions in any agreements bound by the Company, other forthcoming necessity and suitability, and dividend payment consistency.

However, the Board of Directors' resolution of dividend payment shall be proposed to consider and approve by the Shareholders' Meeting, except for interim dividend payment that the Board of Directors is authorized to approve after having considered that the Company has enough profits and cash flow to pay the interim dividend. The interim dividend shall be informed in the next Shareholders' Meeting.

The Comparison of dividend payment

Details	Operational Results of Year		
	2015 ¹	2014	2013 (Restated)
Net Profit of the Separated Financial Statements (THB)	442,443,817	418,288,307	382,448,800
Net Profit of the Consolidated Financial Statements (THB)	444,589,360	404,226,492	387,151,427
Number of Shares (shares)	620,000,000	620,000,000	620,000,000
Year-ended dividends (THB per share)	0.65	0.60	0.50
Total dividend payment (THB)	403,000,000	372,000,000	310,000,000
Dividends payout ratio (%) ²	91.09	88.93	81.06

Remark:

¹ 2015 Operational results and year- ended dividend were considered by the Board of Directors on Thursday 25 February 2016 and shall be approved by 2016 Annual General Meeting of Shareholders which will be held on Tuesday 26 April 2016.

² Dividends payout ratio calculated from Total dividend payment / Net Profit of the Separated Financial Statements.

For consideration of Agenda 5: To consider and approve the re-election of the directors who are due to retire by rotation

Profile of the proposed Directors to replace those who are due to retire by rotation and the definition of the Independent Directors

Name and Surname	Professor Sakorn Suksriwong, DBA
Age (years)	47
Nationality	Thai
Type of appointment	<ul style="list-style-type: none"> Chairman of the Board of Directors Chairman of the Audit Committee Independent Director
Current positions	<ul style="list-style-type: none"> Chairman of the Board of Directors Chairman of the Audit Committee Independent Director



First appointment date	14 September 2011
Tenure	4 years 7 months
Highest degree	D.B.A. (International Business), University of South Australia, Australia

Training by Thai Institute of Directors Association (IOD)	<ul style="list-style-type: none"> Audit Committee Program (ACP), class 38 /2012 Director Certification Program (DCP), class 51/2004 Director Accreditation Program (DAP), class 1/2003
--	--

Percent of shares held in the Company which were included number of shares of spouse and minor children as of 30 December 2015.

0 share or equivalent to 0.00 %

Legal record in the past 5 years	-None-
Family Relations among directors and management	-None-

Other present positions in Listed Companies

Period	Position	Companies/Other entities
Feb 2015 - Present	Chairman of the Board of Directors	Bangkok First Investment & Trust PLC.
2011 - Present	Director	General Engineering PLC.
2005 - Present	Chief Executive Officer	Bangkok First Investment & Trust PLC.

Positions in Non-Listed Companies

Period	Position	Companies/Other entities
2015 - Present	Director	Phunamfah Co., Ltd.
2015 - Present	Director	Khaokorthani Co., Ltd.
2015 - Present	Director	Hin Rong kla Thani Co., Ltd.
2013 - Present	Director	Veranda Beach Pattaya Co., Ltd.
2013 - Present	Director	Chulalongkorn University Intellectual Property Institute Foundation
2012 - Present	Director	C&C International Venture Co., Ltd.
2012 - Present	Director	AIMS Co., Ltd.
2012 - Present	Director	AIMS Phayatai Co., Ltd.
2011 - Present	Director	PPTC Co., Ltd.
2011 - Present	Director	Suksriwong Co., Ltd.

Past Professional Experience	2011 - Present	Director	OakTree Co., Ltd.
	2011 - Present	Director	Chulalongkorn University
	2011 - Present	Director	Chiang Rai Rajabhat University
	2010 - Present	Director	The association of Distinguished Contributors to Buddhism of Thailand
	2010 - Present	Secretary	The association of Distinguished Contributors to Buddhism of Thailand
	2010 - Present	Director	World Buddhist Park Foundation
	2010 - Present	Treasurer	World Buddhist Park Foundation
	2008 - Present	Director	Chamchuri Innovation Products Co., Ltd.
	2007 - Present	Chairman of the Board of Directors	SABS Holding Co., Ltd.
	2006 - Present	Director	Tawana Hotel Co., Ltd.
	2006 - Present	Director	Chamchuri Innovation Co., Ltd.
	2005 - Present	Director	Luangphor Viriyang Sirintharo Foundation
	2003 - Present	Director	Rakthai College of Business administration Co., Ltd.
	2001 - Present	Director	Phufa Shop
	2001 - Present	ผู้จัดการทั่วไป	Phufa Shop
	2000 - Present	Director	Chumphon Bay Hill Co., Ltd.
	1997 - Present	Director	Prida Pramote Co., Ltd.
	1995 - Present	Director	Excel Link Co., Ltd.
	Period	Position	Companies/Other entities
	2011 - 2013	Advisor	Religious Ethics Commission Art and Culture (Senate)
	2011 - 2013	Honorary Advisor	Committee on Finance, Banking and Financial Institutions (The House of Representatives)
	2008 - 2013	Director	Ecron Acunova Co., Ltd.
	2008 - 2013	Honorary Advisor	The Board of Investment of Thailand
	2005 - 2015	Vice Chairman	Bangkok First Investment & Trust PLC
	2004 - 2012	Director	Beijing Huamao Surapan Hotel Development
	2003 - 2012	Director	Surapanthavanij Co., Ltd.
Position in Rival Companies/ Connected Business that may cause conflict of interest	-None-		
Meeting Attendance in the year 2015	<ul style="list-style-type: none"> The Board of Directors Meeting was 5 times out of the total of 5 times The Audit Committee was 4 times out of the total of 4 times 		

Other Information for consideration of independent Directors' appointment

Relationship with Management and Major Shareholders of the Company and Subsidiaries

-None-

Relationship with the Company / Subsidiaries / Associated or Juristic Persons which may have conflict of interest in the past 2 years

- **Executive management, employee, or advisor earning salary** -None-
- **Professional Advisor (Auditor or Legal Advisor)** -None-
- **Business Relationship that may interfere with independence** -None-

Name and Surname Dr. Theparak Leungsuwan

Age (years) 64

Nationality Thai

Type of appointment Director

Current positions

- Director
- Chairman of the Executive Committee
- Executive Director
- Authorized Director
- Chief Executive Officer

First appointment date 19 March 2002

Tenure 14 years 1 month



Highest degree D.B.A., Business Administration, Chiangrai Rajabhat University

Training by Thai Institute of Directors Association (IOD) Director Certification Program (DCP) Class 151/2011

Percent of shares held in the Company which were included number of shares of spouse and minor children as of 30 December 2015. 66,854,900 shares or equivalent to 10.78%

Legal record in the past 5 years -None-

Family Relations among directors and management Older brother of Mr. Dhananant Leungsuwan, Ms. Pensri Leungsuwan, Ms. Pimkam Leungsuwan and father Mr. Pongthep Leungsuwan

Other present positions in Listed Companies -None-

Positions in Non-Listed Companies

Period	Position	Companies/Other entities
2012 - Present	Chairman of the Board of Directors	Sapphire Ro-Ro (Thailand) Limited
2012 - Present	Director	Beer Tsingtao (Thailand) Co., Ltd.
2011 - Present	Director	Panmarine Shipping Co., Ltd.
2011 - Present	Director	TCI TV Co., Ltd.
2010 - Present	Chairman of the Board of Directors	Namyong Maritime Co., Ltd.
2010 - Present	Executive Director	Namyong Maritime Co., Ltd.
2001 - Present	Director	Tri-Med (Thailand) Co., Ltd.
1999 - Present	Chairman of the Board of Directors	Tsingtao Marketing (Thailand)
1999 - Present	Executive Director	Tsingtao Marketing (Thailand) Co., Ltd.
1998 - Present	Executive Director	Gold ship Co., Ltd.
1996 - Present	Executive Director	N & B Cranage Co., Ltd.
1993 - Present	Executive Director	Cosnam shipping Co., Ltd.
1993 - Present	Managing Director	Cosnam shipping Co., Ltd.
1991 - Present	Executive Director	Cosiam Transport Co., Ltd.
1991 - Present	Managing Director	Cosiam Transport Co., Ltd.
1990 - Present	Director	March Shipping Co., Ltd.
1990 - Present	Director	Dear Power Co., Ltd. (Former name: Panalai Associates Co., Ltd.)

	1987 - Present	Executive Director	Cots shipping (Thailand) Co., Ltd.
	1986 - Present	Executive Director	Vescon Tugboat and Marine Service Co., Ltd.
	1983 - Present	Executive Director	Nam Yuen Yong Shipping Co., Ltd.
	1983 - Present	Chief Executive Officer	Nam Yuen Yong Shipping Co., Ltd.
	1982 - Present	Director	T.Con. Co., Ltd.
	1972 - Present	Director	Pornchareon Estate Co., Ltd.
	1972 - Present	Executive Director	Sahamit Hotel Co., Ltd
	1971 - Present	Executive Director	The Leung Suwan Estate Co., Ltd.
Past Professional Experience	Period	Position	Companies/Other entities
	1998 - 2015	Vice Chairman	China Shipping (Bangkok) Co., Ltd.
Position in Rival Companies/ Connected Business that may cause conflict of interest	-None-		
Meeting Attendance in the year 2015	<ul style="list-style-type: none"> The Board of Directors Meeting was 5 times out of the total of 5 times 		

Name and Surname	Ms. Pimkam Leungsuwan		
Age (years)	55		
Nationality	Thai		
Type of appointment	Director		
Current positions	<ul style="list-style-type: none"> • Director • Member of the Executive Committee • Executive Director • Authorized Director • Chief Financial Officer 		
First appointment date	19 March 2002		
Tenure	14 years 1 month		
Highest degree	M.B.A. (Executive), Sasin Graduate Institute of Business Administration, Chulalongkorn University		
Training by Thai Institute of Directors Association (IOD)	<ul style="list-style-type: none"> • Audit Committee Program (ACP), class 37/2011 • Director Certification Program (DCP) , class 136/ 2010 		
Percent of shares held in the Company which were included number of shares of spouse and minor children as of 30 December 2015.	9,625,100 shares or equivalent to 1.55 %		
Legal record in the past 5 years	-None-		
Family Relations among directors and management	Younger sister of Dr. Theparak Leungsuwan, Mr. Dhananant Leungsuwan, Ms. Pensri Leungsuwan		
Other present positions in Listed Companies	-None-		
Positions in Non-Listed Companies	Period	Position	Companies/Other entities
	2015 - Present	Director	Maharaj Home for Boys Foundation
	2014 - Present	Mediator	The Central Intellectual Property and International Trade Court
	2012 - Present	Director	Sapphire Ro-Ro (Thailand) Limited
	2012 - Present	Director	Beer Tsingtao (Thailand) Co., Ltd.
	2011 - Present	Director	Meechai-Khunying Amporn Ruchupan Foundation
	2011 - Present	Director	Panmarine Shipping Co., Ltd.
	2009 - Present	Director	Dhamma-Narai Co., Ltd.
	2008 - Present	Director	DCC Co., Ltd.
	2004 - Present	Director	N. Y. Intergroup Co., Ltd.
	2002 - Present	Director	Dear Power Co., Ltd. (Former name:Panalai Associates Co., Ltd.)
	2002 - Present	Director	Sahamit Hotel Co., Ltd.
	1998 - Present	Director	Gold Ship Co., Ltd.
	1996 - Present	Director	N & B Cranage Co., Ltd.
	1995 - Present	Director	The Leung Suwan Estate Co., Ltd.
	1994 - Present	Director	Cosnam shipping Co., Ltd.
	1991 - Present	Director	Cosiam Transport Co., Ltd.
	1988 - Present	Director	Namyong Maritime Co., Ltd.



1987 - Present

Director

Cots shipping (Thailand)
Co., Ltd.

1986 - Present

Director

Vescon Tugboat and
Marine Service Co., Ltd.

**Past Professional Experience
Position in Rival Companies/
Connected Business that may
cause conflict of interest**

-None-

-None-

**Meeting Attendance in the year
2015**

- The Board of Directors Meeting was 5 times out of the total of 5 times

Name and Surname	Dr. Vichya Kreangam
Age (years)	34
Nationality	Thai
Type of appointment	<ul style="list-style-type: none"> • Director • Independent Director • Member of the Audit Committee • Member of the Nomination and Remuneration Committee
Current positions	<ul style="list-style-type: none"> • Director • Independent Director • Member of the Audit Committee • Member of the Nomination and Remuneration Committee
First appointment date	12 November 2014
Tenure	1 year 5 months
Highest degree	Doctor of the Science of Laws (J.S.D.), University of California, Berkeley, School of Law, U.S.A.
Training by Thai Institute of Directors Association (IOD)	<ul style="list-style-type: none"> • Advanced Audit Committee Program (AACP), class 22/2016 • Director Accreditation Program (DAP), class 116/2015 • Corporate Governance for Capital Market Intermediaries (CGI), class 8/2015
Percent of shares held in the Company which were included number of shares of spouse and minor children as of 30 December 2015.	0 share or equivalent to 0.00 %
Legal record in the past 5 years	-None-
Family Relations among directors and management	-None-



Other present positions in Listed Companies

Period	Position	Companies/Other entities
2014 - Present	Chairman of Corporate Governance Committee	General Engineering PLC.
2014 - Present	Member of the Audit Committee	General Engineering PLC.
2014 - Present	Independent Director	General Engineering PLC.
2014 - Present	Independent Director	Sikarin PLC.
2014 - Present	Director	AEC Securities PLC.
2010 - Present	Corporate Affairs Expert	True Corporation PLC.

Positions in Non-Listed Companies

Period	Position	Companies/Other entities
2015 - Present	Member of the Board	Chulalongkorn Law School Alumni Association
2014 - Present	Chairman of the Board	Youth Prosperity Training Program
2013 - Present	Executive Director	The Badminton Association of Thailand under Royal Patronage of His Majesty the King
2010 - Present	Lecturer, Faculty of Law	Assumption University
2010 - Present	Visiting Lecturer, Faculty of Law	Khon Kaen University

Past Professional Experience	Period	Position	Companies/Other entities
	2013 – 2014	Sub-Committee on ICT and Public Media	The Senate
	2013 – 2014	Advisor to Sub-committee on Research for Regulation, Order and Laws relating to ICT and Telecommunications	The House of Representatives
	2010 – 2014	Visiting Lecturer, School of Law	Bangkok University
	2010 – 2014	Visiting Lecturer, School of Law	Nakhorn Sri hamaat Rajabhat University
	2006 – 2010	Associate Lawyer	White & Case (Thailand) Limited
	2006	Legal Trainee	Tilleke & Gibbins ConsultantsLimited , Vietnam
	2001	Summer Clerk	Baker & McKenzie (Thailand) Limited
Position in Rival Companies/ Connected Business that may cause conflict of interest	-None-		
Meeting Attendance in the year 2015	● The Board of Directors Meeting was 5 times out of the total of 5 times		
Other Information for consideration of independent Directors’ appointment			
Relationship with Management and Major Shareholders of the Company and Subsidiaries	-None-		
Relationship with the Company / Subsidiaries / Associated or Juristic Persons which may have conflict of interest in the past 2 years			
Executive management, employee, or advisor earning salary	-None-		
Professional Advisor (Auditor or Legal Advisor)	-None-		
Business Relationship that may interfere with independence	-None-		

Definition of Independent Directors

The Company's has specified the qualification of an independent director in the equivalence of the qualification prescribed by the regulations of the Capital Market Supervisory Board, whereby the member of the Auditor Committee shall be an independent director who comply with the qualification as follows:

1. Holding shares not exceeding 1 per cent of the total number of shares with voting rights of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director;
2. Neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the Company, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than two years prior to the date of filing an application with the Office. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the Company;
3. Not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder, controlling person, or person to be nominated as management or controlling person of the Company or its subsidiary company;
4. Neither having nor used to have a business relationship with the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than 2 years.

The term 'business relationship' under the first paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or his counterparty being subject to indebtedness payable to the other party in the amount of 3 percent or more of the net tangible assets of the Company or THB 20 million or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The consideration of such indebtedness shall include indebtedness occurred during the period of 1 year prior to the date on which the business relationship with the person commences.

5. Neither being nor used to be an auditor of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than 2 years.
6. Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding THB 2 million per year from the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years.
7. Not being a director appointed as representative of directors of the Company, major shareholder or shareholder who is related to major shareholder;
8. Not undertaking any business in the same nature and in competition to the business of the Company or its subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1 per cent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the Company or its subsidiary company; and
9. Not having any other characteristics which cause the inability to express independent opinions with regard to the Company's business operations.

For consideration of Agenda 6: To consider and approve the directors' remuneration for the year 2016

The Board of Directors Meeting No. 1/2016 has considered and resolved the directors' remuneration for the year 2016 as recommended by the Nomination and Remuneration Committee. The Board of Directors and its sub-committees remuneration, approved by the resolution of 2015 Annual General Meeting of shareholders on Friday 24 April 2015, remains appropriate when it is compared to a scope of duties and responsibilities and the existing performance of each Board or Committee, whereby it is proposed that the directors' remuneration shall consist of meeting allowance only without any other forms, such as, reward, pension and bonus. The Nomination and Remuneration Committee proposed to maintain the remuneration of the Board of Directors and the remuneration of other committees at the rate same as the year 2015. The criteria for considering the directors' remuneration are the Company's performance and each board or committee's scope of duties and responsibilities, experience, knowledge and capabilities of directors and comparing to other companies in the same industry.

Details on remuneration of directors and its sub-committees

Meeting Allowance	2016 (THB/Meeting)	2015 (THB/Meeting)
Chairman of the Board of Directors	55,000	55,000
Director	25,000	25,000
Chairman of the Audit Committee	30,000	30,000
Member of the Audit Committee	20,000	20,000
Chairman of the Nomination and Remuneration Committee	25,000	25,000
Member of the Nomination and Remuneration Committee	15,000	15,000

For consideration of the Agenda 7: To consider and approve the appointment of auditors and to fix auditors fee for the fiscal year ended 31 December 2016

For consideration to appoint the Company's Auditors for the year 2016

Pursuant to Section 120 of the Public Limited Companies Act B.E. 2535 (as amended), and Article 36 (5) of the Company's Articles of Association, which states that the Annual General Meeting of Shareholders shall appoint auditor and fix the remuneration of the auditor by recommendation of the Audit Committee. The Board of Directors resolved as proposed by the Audit Committee, and would like to propose the Shareholders' meeting to appoint the auditors from EY Office Limited as the auditors of the Company by having one of the following persons to audit and express his/her opinion on the 2016 financial statements. The proposed auditors are as follows:

Name	Certified Public Accountant No.	Latest year being appointed as the Company's auditor
Mrs. Gingkarn Atsawarangsali	4496	2015
Mr. Sophon Permsirivallop	3182	-
Ms. Sumana Punpongsanon	5872	-
Mr. Chayapol Suppasedtanon	3972	2013

Remark:

1. According to the Notification of the Capital Market Supervisory Board No. TorJor. 44/2556, the auditor of listed companies who has performed his duty in reviewing, auditing and giving opinion to the financial statements of the Company for 5 consecutive fiscal years shall be rotated. In such case, the former auditor may be re-appointed after the office of such auditor is terminated for not less than 2 consecutive previous fiscal years.

Accordingly, the appointed auditors' term of office complies with the term of office specified by the Notification and neither EY Office Limited nor the proposed auditors had any relationship with or any interest in the Company, subsidiaries, management, major shareholders or the related persons of such persons. Therefore, they are independent to audit and give opinion on the Company's financial statements

2. One of the above-mentioned auditors are appointed as an auditor to audit, perform, and sign on the 2016 financial statements of Sapphire Ro-Ro (Thailand) Limited.

For consideration to approve the Company's Auditor fee for the year 2016

	2016	2015	Unit : THB Changing increased (decreased) (%)
Auditor fee of the company	1,050,000	1,050,000	0.00
BOI ¹	0	90,000	(100.00)
Other Fees	0	0	0.00
Totaling auditor fees	1,050,000	1,140,000)7.89(


Remark:


- 1 The Privilege from BOI was expired on February 2015.

For acknowledgement of the approval of Company's Auditor fee for the year 2016 of Sapphire Ro-Ro (Thailand) Limited (the Company's subsidiary)

	Unit : THB		
	2016	2015	Changing increased (decreased) (%)
Auditor's fee for the company	100,000	100,000	0.00
Other Fees	0	0	0.00
Totaling auditor fees	100,000	100,000	0.00

Profile of the Company's Independent Director being proposed to be Shareholder's proxy-holder

Name and Surname	Professor Sakorn Suksriwong, DBA	
Age (years)	47	
Nationality	Thai	
Current positions	<ul style="list-style-type: none"> • Chairman of the Board of Directors • Chairman of the Audit Committee • Independent Director 	
First appointment date	14 September 2011	
Tenure	4 years 7 months	
Highest degree	D.B.A. (International Business), University of South Australia, Australia	
Training by Thai Institute of Directors Association (IOD)	<ul style="list-style-type: none"> • Audit Committee Program (ACP), class 38 /2012 • Director Certification Program (DCP), class 51/2004 • Director Accreditation Program (DAP), class 1/2003 	
Percent of shares held in the Company which were included number of shares of spouse and minor children as of 30 December 2015.	0 share or equivalent to 0.00 %	
Legal record in the past 5 years	-None-	
Family Relations among directors and management	-None-	
Conflict of Interest	Agenda 6 : To consider and approve the directors' remuneration for the year 2016	

Name and Surname	Mr. Chaisawasd Kittipornpaiboon	
Age (years)	68	
Nationality	Thai	
Current positions	<ul style="list-style-type: none">• Director• Independent Director	
First appointment date	11 November 2015	
Tenure	5 months	
Highest degree	Bachelor of Engineering, Chulalongkorn University	
Training by Thai Institute of Directors Association (IOD)	<ul style="list-style-type: none">• Director Certification Program (DCP), class 77/2006	
Percent of shares held in the Company which were included number of shares of spouse and minor children as of 30 December 2015.	0 share or equivalent to 0.00 %	
Legal record in the past 5 years	-None-	
Family Relations among directors and management	-None-	
Conflict of Interest	Agenda 6 : To consider and approve the directors' remuneration for the year 2016	

Name and Surname	Mrs. Benchawan Srangnitra	
Age (years)	65	
Nationality	Thai	
Current positions	<ul style="list-style-type: none"> • Director • Chairman of the Nomination and Remuneration Committee • Member of the Audit Committee • Independent Director 	
First appointment date	14 September 2011	
Tenure	4 years 7 months	
Highest degree	Doctor of Public Administration, Bangkokthonburi University	
Training by Thai Institute of Directors Association (IOD)	<ul style="list-style-type: none"> • Audit Committee Program (ACP), class 37/2011 • Director Certification Program (DCP), class 136/2010 	
Percent of shares held in the Company which were included number of shares of spouse and minor children as of 30 December 2015.	0 share or equivalent to 0.00 %	
Legal record in the past 5 years	-None-	
Family Relations among directors and management	-None-	
Conflict of Interest	Agenda 6 : To consider and approve the directors' remuneration for the year 2016	

Documents Required to be Presented Prior to Attending the Meeting, Proxy Appointment, Meeting Registration and Voting in the Annual General Meeting of the Shareholders

To attend 2016 Annual General Meeting of the Shareholders of Namyong Terminal Public Company Limited, for the shareholders or proxy's convenience, please kindly bring the Notice of the Meeting, Registration Form and Proxy Form to register.

1. Documents Required to Be Presented Prior to Attending the Meeting

For Individual Person

A. Attending in Person

Valid document issued by governmental authorities, e.g. the identification card, governmental identification card, driver license or passport, including the evidence of name or surname's change (if any).

B. Proxy

- (1) One of the Proxy Forms as attached to the Notice of the Meeting, correctly completed and signed by the Shareholder and the Proxy.
- (2) A copy of the Shareholder's valid document issued by governmental authorities as specified in Item A and certified by the Shareholder.
- (3) Valid document of the Proxy issued by governmental authorities as specified in Item A.

For Juristic Person

C. Representative of Shareholder (Authorized Director) Attending the Meeting

- (1) Valid document of the authorized director(s) issued by governmental authorities similar to those of individual person specified in Item A
- (2) A copy of the Shareholder's Affidavit document certified by the authorized director(s) showing that such authorized director(s) has the authority to act on the Shareholder's behalf.

D. Proxy

- (1) One of the Proxy Forms as attached to the Notice to of the meeting, correctly completed and signed by the authorized director(s) of the Shareholder and the Proxy.
- (2) A copy of Shareholder's Affidavit document certified by the authorized director(s) showing that such authorized director(s) signing the Proxy Form has the authority to act on the Shareholder's behalf.
- (3) A copy of valid document of the authorized director(s), issued by governmental authorities, signing the Proxy Form as specified in Item 1 and certified by the authorized director(s).
- (4) Valid document of the Proxy issued by governmental authorities similar to those of individual person specified in Item A.

E. For Shareholder who is a Foreign Investor and Appoints a Custodian in Thailand

- (1) All documents similar to those of the Juristic Person as specified in Item C and D.
- (2) In case the shareholder who is the foreign investor and has authorized the Custodian to sign the Proxy Form on his/its behalf, the following additional documents are required:
 - (2.1) Power of Attorney by shareholder who is a foreign investor which authorizes the Custodian to sign the Proxy Form on his/its behalf.
 - (2.2) Confirmation Letter showing that the Custodian signing the Proxy Form on his/its behalf is permitted to engage in the custodian business.

The original documents which are not in English shall be translated in English, and certified true and correct translation by the Shareholder (in case of individual person) or the authorized representative(s) of the Shareholder (in case of juristic person).

2 Proxy Appointment

The Proxy Forms A and B of each shareholder were printed as attached herewith according to the Regulation of the Department of Business Development, Ministry of Commerce Re: Form of Proxy (No. 5) B.E. 2550 which consists three Proxy Forms as follows:

- Form A : General Proxy Form (Simple Form)
- Form B : Specific Proxy Form
- Form C : Proxy Form for the Foreign Investor appointing the Custodian in Thailand.

The Foreign Investor who will appoint the Custodian in Thailand as his/its proxy can download Form C from www.namyongterminal.com, and please bring the proxy Form to register on the date of the meeting.

The Shareholder who cannot attend the meeting may appoint a person as his/its Proxy as follows:

- A. Complete only one of the above Proxy Forms as follows:
 - (1) General Shareholder shall select only either Form A or Form B.
 - (2) Shareholder who is registered in the share register book as a Foreign Investor and appoints the Custodian in Thailand shall select Form C.
- B. Authorized a person or an Independent Director to attend and vote in the meeting on your behalf by specifying the name with details of a person, or select an Independent Director's name specified in proxy form as a Proxy.
- C. Affix 20 Baht stamp duty and cross the stamp for cancellation as well as specify the date of Proxy Form to be enforceable. For the Proxy's convenience, the Company will facilitate in affixing the stamp duty for the Proxy upon the registration for the meeting.
- D. Send the completed Proxy Form to the Company by **Monday 25 April 2016** or **at least 1 hour** before the meeting is commenced to allow the Company's officers to verify the documents.

Allocation of shares to several Proxies to vote in the meeting is not allowed. The Shareholder shall authorize the Proxy to cast the votes by all shares held by him/it. The partial authorization of shares held by him/it is not allowed unless the Custodian is appointed by the Foreign Investor with Proxy Form C.

3 Meeting Registration

The commencement for registration to attend the meeting will begin at least 2 hours before the commencement of the meeting or from **8:00 hours** onward **at Cattleya Room, Rama Gardens, no. 9/9 Vibhavadi Rangsit Road, Laksi, Bangkok 10210** as the map attached.

4 Voting in the Meeting of the Shareholders

Voting Requirement

A General Agenda:

- (1) A voting for each agenda shall be made by raising hand and one vote shall be counted for one share. The shareholder or proxy shall make only one vote for approval, disapproval or abstention. The partial voting is not allowed except for the vote by the Custodian.
- (2) In Case of Proxy

- (2.1) The Proxy shall vote in accordance with the authorization specified by the Shareholder in the Proxy Form. Any vote in an agenda which is not in accordance with the Proxy Form shall be invalid and shall not be counted as the vote of the Shareholder.
- (2.2) In case where the shareholder does not specify or inexplicitly specifies an intention for voting, or in case the meeting considers or resolves the agenda other than specified in the Proxy, as well as if there is any change or addition made to any fact, the Proxy shall be authorized to consider and vote on such matter as deemed appropriate.

B Agenda on Director Election:

The procedures for the election of the Directors are as follows:

- (1) Each shareholder has one vote for each share held;
- (2) Each shareholder may exercise their votes according to (1) in electing one or more persons as directors provided that they may not split their votes among any such persons; and
- (3) The persons who obtain the highest number of votes will be elected as directors from highest number of votes to lowest number of votes according to the required number of directors, but if two or more persons obtain equal votes, the Chairman must exercise a casting vote.

Voting Procedures for Each Agenda

The Chairman shall inform the meeting the detail of voting procedures as follows:

- (1) The Chairman will propose the shareholders to consider and vote in each Agenda by asking the meeting to vote by approval, disapproval or abstention.
- (2) When the Chairman asks for consideration, a voting by raising hand shall be made (except in case of secret vote) and the shareholder or proxy shall vote for either approval, disapproval or abstention (unless the Custodian is allowed by the Proxy Form to allocate the vote).

A Resolution of the meeting Shall Comprise the Votes as Follows

- (1) In general case: the majority vote of shareholders who attend and vote in the meeting shall constitute the resolution of the meeting
- (2) In other cases, whereby the laws or the Company's Articles of Association specified otherwise, the resolutions of the meeting shall be in accordance with the laws or the Company's Articles of Association. In this regards, the Chairman shall inform the shareholder in the meeting before voting on such Agenda.
 - (2.1) In case of a tie vote, the Chairman of the meeting shall have a deciding vote.
 - (2.2) A Shareholder or Proxy who has a special interest in any matter shall not vote on such matter and may be requested by the Chairman of the meeting to temporarily leave the meeting, except for voting on director election Agenda.

Counting and Announcement of the Vote

Prior to each meeting agenda, the Chairman shall inform the process of vote counting to the meeting. For each agenda, the Company shall count votes from the shareholders or proxies who attend and vote in the meeting. The vote result of each Agenda shall be informed to the meeting before the meeting adjourns.

Articles of Association relating to the Shareholders' Meeting

Chapter 5

Board of Directors

17. At every annual general meeting of shareholders, one-third ($1/3$) of the directors, or if it is not a multiple of three, then the number nearest to one-third ($1/3$), must retire from office.

A retiring director is eligible for re-election.

There must be a drawing by lots to determine the directors retiring in the first and second years following the registration of the Company. In each subsequent year, the directors who have occupied the position for the longest period must retire.

22. Directors are entitled to remuneration from the Company in the form of award, meeting fee, reward, bonus, or any other benefits in accordance with the Articles of Association or as approved by a meeting of shareholders with an affirmative vote by not less than two-thirds ($2/3$) of the total votes of the shareholders attending the meeting. The remuneration may be a fixed sum or subject to specific criteria, and may be determined from time to time or effective until amended. The directors may also be entitled to allowances and fringe benefits in accordance with the Company's regulations.

The provisions of the previous paragraph will not prejudice the rights of the Company's staff or employees who are appointed to be the directors of the Company with respect to their entitlements to remuneration and benefits as staff or employees of the Company.

Chapter 6

Meeting of Shareholders

31. The board of directors shall convene a shareholders meeting which is an annual general meeting of shareholders within four (4) months from the last day of the fiscal year of the Company.

Any other meeting of shareholders apart from the under paragraph one is called an "extraordinary general meeting." The board of directors may call an extraordinary general meeting at any time whenever it thinks fit.

Shareholders holding in aggregate one-fifth ($1/5$) or more of the total issued shares or twenty-five (25) shareholders or more holding in aggregate one-tenth ($1/10$) or more of the total issued shares may submit a written request to the board of directors to call an extraordinary general meeting. The request must clearly specify the purpose of such meeting. The board of directors must call a meeting of shareholders to take place within one (1) month from the date of receipt of that request.

32. To call a meeting of shareholders, the board of directors must prepare a notice indicating the place, date, time, agenda, and matters to be proposed at the meeting together with any other appropriate details. The notice must clearly specify the matter for acknowledgment, approval, or consideration, together with the opinion of the board of directors on those matters. The notice must be sent to the shareholders and the Registrar seven (7) days or more prior to the meeting date. The notice must also be published in a newspaper at least three (3) days before the meeting date for a period of three (3) consecutive days.

A meeting of shareholders must be held in the province where the Company's head office is located or any other place designated by the board of directors.

33. A quorum of a meeting of shareholders requires twenty-five (25) shareholders or one-half (1/2) or more of the total number of shareholders, holding in aggregate one-third (1/3) or more of the total issued shares, present in person or by proxy (if any).

If, after one (1) hour from the time fixed for a meeting of shareholders, a quorum has not been constituted, the meeting which was called at the request of the shareholders must be dissolved. If the meeting is called other than at the request of the shareholders, an adjourned meeting must be called and a notice of the meeting must be sent to the shareholders seven (7) days or more before the date of the adjourned meeting. No quorum is required at the adjourned meeting.

34. The Chairman of the board of directors will act as the Chairman of the meeting of shareholders. If the Chairman is not present or is unable to discharge their duties, the Vice Chairman will serve as the Chairman. If there is no Vice Chairman or the Vice Chairman is unable to discharge their duties, the shareholders attending the meeting must elect one of them to act as the Chairman.

35. Shareholders shall have one vote per share held by them. A shareholder who has a special interest in any matter may not cast votes on that matter, except for the election of directors. A resolution of the shareholders meeting shall have the following requirements.

- (1) In general cases, a resolution of shareholders must be passed by a majority of the votes cast by the shareholders attending and voting at the meeting. In case of a tie vote, the Chairman has a casting vote.
- (2) In the following cases, a resolution must be passed by three-quarters (3/4) or more of the votes cast by the shareholders attending and eligible to vote at the meeting:
 - (a) a sale or transfer of all or a substantial part of the business of the Company to any person;
 - (b) a purchase or acceptance of transfer of business of other public limited companies or limited companies;
 - (c) an entering into, amendment or termination of any agreement concerning a lease of all or a substantial part of the business of the Company or an assignment of the management control of the business of the Company to any person or a merger with any person for the purposes of profit and loss sharing;
 - (d) an amendment to the Memorandum of Association or Articles of Association of the Company;
 - (e) an increase or reduction of capital;
 - (f) a dissolution of the Company;
 - (g) an issuance of debentures of the Company;
 - (h) a merger or acquisition of the Company with another company; or
 - (i) other operations prescribed by law to require an affirmative vote of not less than three-fourths (3/4) of the total number of shareholders attending and eligible to vote at the meeting.

36. The matters which should be considered by an annual general meeting of shareholders are as follows:

- (1) to consider the report of the board of directors concerning the Company's business in the past one-year period;

- (2) to consider and approve the balance sheet and the profit and loss accounts as of the end of the fiscal year of the Company;
- (3) to consider and approve profit allocation, dividend payment, and legal reserve;
- (4) to consider and elect new directors in place of those who retire by rotation and to fix the remuneration of directors;
- (5) to consider and appoint an auditor and to fix the remuneration of the auditor; and
- (6) other business.

Chapter 7

Accounting, Finance, and Audit

39. The board of directors must arrange for the preparation of the balance sheet and the profit and loss accounts at the end of the fiscal year of the Company and propose the same to the annual general meeting of shareholders for approval. The balance sheet and profit and loss accounts must be audited by the auditors before they are proposed to the meeting of shareholders for consideration and approval.

Request Form for the Hard Copy of 2015 Annual Report

Dear Shareholders,

To Shareholder who would like to receive 2015 Annual Report hard copy, please complete your name and address below and fax the request form to the Company at Fax No. 66 (0) 2285 6642 or send to email address: csnyt@namyongterminal.com. The Company will send 2015 Annual Report hard copy to you, accordingly.

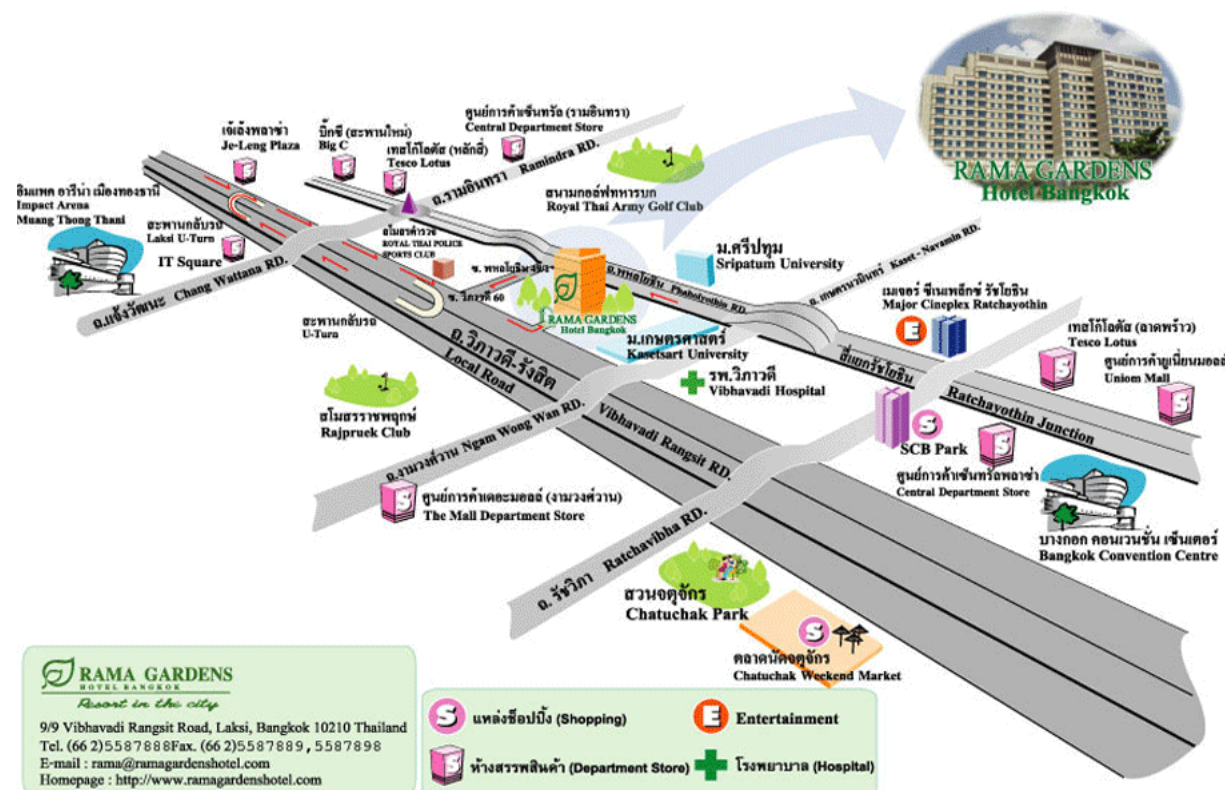
Name and Address of the Shareholder

Name.....

Address.....

.....

.....



ห้องแคทลียา โรงแรมราม่า การ์เด็นส์
เลขที่ 9/9 ถนนวิภาวดีรังสิต หลักสี่ กรุงเทพมหานคร 10210

At Cattleya Room, Rama Gardens Hotel
no. 9/9 Vibhavadi Rangsit Road, Lak Si, Bangkok 10210

(ปิดอากรแสตมป์ 20 บาท)

Affix 20 Baht duty stamp

หนังสือมอบฉันทะ (แบบ ก.)
Proxy (Form A.)เลขทะเบียนผู้ถือหุ้น
Shareholders Registration No.เขียนที่ _____
Written atวันที่ _____ เดือน _____ พ.ศ. _____
Date Month Yearข้าพเจ้า
I/We
อยู่บ้านเลขที่
Addressสัญชาติ
nationality

เป็นผู้ถือหุ้นของ บริษัท นามยong เทอร์มินัล จำกัด (มหาชน) (“บริษัทฯ”)

being a shareholder of **Namyong Terminal Public Company Limited (the “Company”)**

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
 holding a total of _____ shares and having the right to vote equal to _____ votes, as follows:
☐ หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
 ordinary share _____ shares and having the right to vote equal to _____ votes

ขอมอบฉันทะให้
hereby appoint

☐ 1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
 Name _____ age _____ years, residing at No. _____
 ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
 Road _____ Tambol/Subdistrict _____ Amphur/District _____
 จังหวัด _____ รหัสไปรษณีย์ _____ หรือ _____
 Province _____ Postal Code _____ or _____

☐ 2. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
 Name _____ age _____ years, residing at No. _____
 ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
 Road _____ Tambol/Subdistrict _____ Amphur/District _____
 จังหวัด _____ รหัสไปรษณีย์ _____ หรือ _____
 Province _____ Postal Code _____ or _____

☐ 3. ชื่อ ศาสตราจารย์พิเศษ ดร. ศาคร สุศรีวงศ์ อายุ 47 ปี อยู่บ้านเลขที่ บมจ. นามยong เทอร์มินัล เลขที่ 1168/52
 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย
 Name Professor Sakorn Suksriwong, DBA age 47 years, residing at No. Namyong Terminal PLC.
 at 1168/52 (Lumpini Tower, 19th Floor) Rama IV Rd., Thungmahamek, Sathorn, Bangkok 10120, Thailand.

☐ 4. ชื่อ นายชัยสวัสดิ์ กิตติพรไพบูลย์ อายุ 68 ปี อยู่บ้านเลขที่ บมจ. นามยong เทอร์มินัล เลขที่ 1168/52
 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย
 Name Mr. Chaisawasd Kittipornpaiboon age 68 years, residing at No. Namyong Terminal PLC.
 at 1168/52 (Lumpini Tower, 19th Floor) Rama IV Rd., Thungmahamek, Sathorn, Bangkok 10120, Thailand.

☐ 5. ชื่อ นางเบญจวรรณ สร้างนิทร อายุ 65 ปี อยู่บ้านเลขที่ บมจ. นามยong เทอร์มินัล เลขที่ 1168/52
 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย
 Name Mrs. Benchawan Srangnitra age 65 years, residing at No. Namyong Terminal PLC. at
 1168/52 (Lumpini Tower, 19th Floor) Rama IV Rd., Thungmahamek, Sathorn, Bangkok 10120, Thailand.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น
 ประจำปี 2559 ในวันอังคารที่ 26 เมษายน 2559 เวลา 10.00 น. ณ ห้องแคทลียา โรงแรมราม่า การ์เด้นส์ เลขที่ 9/9 ถนนวิภาวดีรังสิต หลักสี่
 กรุงเทพมหานคร 10210 หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

Any and only one person to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of
 Shareholders for the year 2016 on Tuesday 26 April 2016 at 10.00 hours, at Cattleya room, Rama Garden Hotel, no. 9/9
 Vibhavadi Rungsit Road, Luksi, Bangkok 10210, or at any adjournment thereof to any other date, time and place.

ผู้ที่มาประชุมด้วยตนเอง โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย
 Shareholders to attend the meeting in person shall bring and present this proxy to the registrar on the meeting date.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

All acts undertaken by the proxy holder at the meeting, shall be deemed as if they have been undertaken by myself/ourselves in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Proxy Grantor
()

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy Holder
()

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy Holder
()

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy Holder
()

หมายเหตุ / Remark

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing proxy holder must authorize only one proxy holder to attend and vote at the meeting and may not split the number of shares to several proxy holders for splitting votes.

(ปิดอากรแสตมป์ 20 บาท)

Affix 20 Baht duty stamp

หนังสือมอบฉันทะ (แบบ ข.)
Proxy (Form B.)

Shareholders Registration No.

เขียนที่ _____
Written atวันที่ _____ เดือน _____ พ.ศ. _____
Date Month Yearข้าพเจ้า
I/We
อยู่บ้านเลขที่
Addressสัญชาติ
nationality

เป็นผู้ถือหุ้นของ บริษัท นามยง เทอร์มินัล จำกัด (มหาชน) (“บริษัทฯ”)

being a shareholder of Namyong Terminal Public Company Limited (the “Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
 holding a total of _____ shares and having the right to vote equal to _____ votes, as follows:
☐ หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
 ordinary share _____ shares and having the right to vote equal to _____ votes

ขอมอบฉันทะให้
hereby appoint

☐ 1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
 Name _____ age _____ years, residing at No. _____
 ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
 Road _____ Tambol/Subdistrict _____ Amphur/District _____
 จังหวัด _____ รหัสไปรษณีย์ _____ หรือ _____
 Province _____ Postal Code _____ or _____

☐ 2. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
 Name _____ age _____ years, residing at No. _____
 ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
 Road _____ Tambol/Subdistrict _____ Amphur/District _____
 จังหวัด _____ รหัสไปรษณีย์ _____ หรือ _____
 Province _____ Postal Code _____ or _____

☐ 3. ชื่อ ศาสตราจารย์พิเศษ ดร. สากร สุขศรีวงศ์ อายุ 47 ปี อยู่บ้านเลขที่ บมจ. นามยง เทอร์มินัล เลขที่ 1168/52
 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย
 Name Professor Sakorn Suksriwong, DBA age 47 years, residing at No. Namyong Terminal PLC.
 at 1168/52 (Lumpini Tower, 19th Floor) Rama IV Rd., Thungmahamek, Sathorn, Bangkok 10120, Thailand.

☐ 4. ชื่อ นายชัยสวัสดิ์ กิตติพรไพบูลย์ อายุ 68 ปี อยู่บ้านเลขที่ บมจ. นามยง เทอร์มินัล เลขที่ 1168/52
 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย
 Name Mr. Chaisawasdt Kittipornpaiboon age 68 years, residing at No. Namyong Terminal PLC.
 at 1168/52 (Lumpini Tower, 19th Floor) Rama IV Rd., Thungmahamek, Sathorn, Bangkok 10120, Thailand.

☐ 5. ชื่อ นางเบญจวรรณ สร้างนิทร อายุ 65 ปี อยู่บ้านเลขที่ บมจ. นามยง เทอร์มินัล เลขที่ 1168/52
 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย
 Name Mrs. Benchawan Srangnitra age 65 years, residing at No. Namyong Terminal PLC.
 at 1168/52 (Lumpini Tower, 19th Floor) Rama IV Rd., Thungmahamek, Sathorn, Bangkok 10120, Thailand.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2559 ในวันอังคารที่ 26 เมษายน 2559 เวลา 10.00 น. ณ ห้องแคทลียา โรงแรมราม่า การ์เด้นส์ เลขที่ 9/9 ถนนวิภาวดีรังสิต หลักสี่ กรุงเทพมหานคร 10210 หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

Any and only one person to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the year 2016 on Tuesday 26 April 2016 at 10.00 hours, at Cattleya room, Rama Garden Hotel, no. 9/9 Vibhavadi Rungsit Road, Luksi, Bangkok 10210, or at any adjournment thereof to any other date, time and place.

ผู้ที่มาประชุมด้วยตนเอง โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย
 Shareholders to attend the meeting in person shall bring and present this proxy to the registrar on the meeting date.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows:-

- วาระที่ 1**
Agenda 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2558 ซึ่งประชุมเมื่อวันศุกร์ที่ 24 เมษายน 2558
To consider and certify Minutes of 2015 Annual General Meeting of Shareholders which was held on Friday 24 April 2015
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To have the proxy holder vote as per my/our intention as follows:-
- ☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ จดออกเสียง/Abstain
- วาระที่ 2**
Agenda 2 เพื่อทราบผลการดำเนินงานสำหรับปีสิ้นสุดสิ้นสุดวันที่ 31 ธันวาคม 2558
To acknowledge the Company's operational results for the fiscal year ended 31 December 2015
- วาระที่ 3**
Agenda 3 เพื่อทราบรายงานการตรวจสอบของผู้สอบบัญชี และพิจารณาอนุมัติงบการเงินของบริษัทและบริษัทย่อยสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2558
To consider and approve the Company's and its subsidiary's report and consolidated financial statements for the fiscal year ended 31 December 2015.
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To have the proxy holder vote as per my/our intention as follows:-
- ☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ จดออกเสียง/Abstain
- วาระที่ 4**
Agenda 4 พิจารณานุมัติการจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2558
To consider and approve distribution of dividend payment derived from operational results for the year ended 31 December 2015
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To have the proxy holder vote as per my/our intention as follows:-
- ☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ จดออกเสียง/Abstain
- วาระที่ 5**
Agenda 5 พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ออกตามวาระ
To consider and approve the re-election of the directors who are due to retire by rotation
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To have the proxy holder vote as per my/our intention as follows:-
- ☐ การแต่งตั้งกรรมการทั้งชุด
Vote for all the nominated candidates as a whole
- ☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ จดออกเสียง/Abstain

- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล/ appointment of certain directors
1. ศาสตราจารย์พิเศษ ดร. ศาคร สุขศรีวงศ์
Professor Sakorn Suksriwong, DBA

☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ งดออกเสียง/Abstain
 2. ดร. เทพรักษ์ เหลืองสุวรรณ
Dr. Theparak Leungsuwan

☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ งดออกเสียง/Abstain
 3. นางสาวพิมพ์กัญจน์ เหลืองสุวรรณ
Ms. Pimkarn Leungsuwan

☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ งดออกเสียง/Abstain
 4. ดร. วิชญา เครืองาม
Dr. Vichya Kreangam

☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ งดออกเสียง/Abstain

วาระที่ 6
Agenda 6

พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2559
To consider and approve the directors' remuneration for the year 2016

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To have the proxy holder vote as per my/our intention as follows:-
- ☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ งดออกเสียง/Abstain

วาระที่ 7
Agenda 7

พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและการกำหนดค่าตอบแทนแก่ผู้สอบบัญชีประจำปี 2559
To consider and approve the appointment of auditors and to fix audit fee for the fiscal year ended 31 December 2016

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To have the proxy holder vote as per my/our intention as follows:-
- ☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ งดออกเสียง/Abstain

วาระที่ 8
Agenda 8

พิจารณาเรื่องอื่นๆ (ถ้ามี)
To consider other business (if any)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To have the proxy holder vote as per my/our intention as follows:-
- ☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ งดออกเสียง/Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
The proxy holder's vote in any agenda, which is not in accordance with my/our intention as specified in this Proxy, shall be deemed invalid and shall not be treated as my/our vote, as shareholder.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case that I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

All acts undertaken by the proxy holder at the meeting, except where the proxy holder does not vote according to my/our intention as specified herein, shall be deemed as if they have been undertaken by myself/ourselves in all respects.

ลงชื่อ/Signedผู้มอบฉันทะ/Proxy Grantor
()

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy Holder
()

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy Holder
()

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy Holder
()

หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing proxy holder must authorize only one proxy holder to attend and vote at the meeting as a whole or individually and may not split the number of shares to several proxy holders for splitting votes.

2. ในกรณีที่มามีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

If there is any other agenda to be considered in the meeting other than to those specified above, the attached Supplement to Proxy Form B. shall be used.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Supplement to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท นามยง เทอร์มินัล จำกัด (มหาชน)

The appointment of proxy holder by the shareholder of **Namyong Terminal Public Company Limited**

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2559 ในวันอังคารที่ 26 เมษายน 2559 เวลา 10.00 น. ณ ห้องแคทลียา โรงแรมรามาร การ์เด้นส์ เลขที่ 9/9 ถนนวิภาวดีรังสิต หลักสี่ กรุงเทพมหานคร 10210 หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

At the 2016 Annual General Meeting of Shareholders on Tuesday 26 April 2016 at 10.00 hours, at Cattleya room, Rama Garden Hotel, no. 9/9 Vibhavadi Rungsit Road, Luksi, Bangkok 10210, or at any adjournment thereof to any other date, time and place.

วาระที่.....เรื่อง.....

Agenda Item

Subject :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To have the proxy holder vote as per my/our intention as follows:-
- ☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ งดออกเสียง/Abstain

วาระที่.....เรื่อง.....

Agenda Item

Subject :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To have the proxy holder vote as per my/our intention as follows:-
- ☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ งดออกเสียง/Abstain

วาระที่.....เรื่อง.....

Agenda Item

Subject :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To have the proxy holder vote as per my/our intention as follows:-
- ☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ งดออกเสียง/Abstain

วาระที่.....เรื่อง.....

Agenda Item

Subject :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To have the proxy holder vote as per my/our intention as follows:-
- ☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ งดออกเสียง/Abstain

วาระที่.....เรื่อง.....เลือกตั้งกรรมการ (ต่อ).....

Agenda Item

Subject : To consider electing directors (continued)

ชื่อกรรมการ.....
Name of director

☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ งดออกเสียง/Abstain

ชื่อกรรมการ.....
Name of director

☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ งดออกเสียง/Abstain

ชื่อกรรมการ.....
Name of director

☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ งดออกเสียง/Abstain

ชื่อกรรมการ.....
Name of director

☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ งดออกเสียง/Abstain

(ปิดอากรแสตมป์ 20 บาท)

Affix 20 Baht duty stamp

หนังสือมอบฉันทะ (แบบ ค.)

Proxy (Form C.)

(สำหรับผู้ถือหุ้นต่างประเทศที่แต่งตั้งคสโตเดียนในประเทศไทยเท่านั้น)
(For foreign shareholders who have custodians in Thailand only)

Shareholders Registration No.

เขียนที่ _____
Written atวันที่ _____ เดือน _____ พ.ศ. _____
Date Month Yearข้าพเจ้า
I/We
อยู่บ้านเลขที่
Addressสัญชาติ
nationality

เป็นผู้ถือหุ้นของ บริษัท นามยong เทอร์มินัล จำกัด (มหาชน) (“บริษัทฯ”)

being a shareholder of Namyong Terminal Public Company Limited (the “Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
 holding a total of shares and having the right to vote equal to votes, as follows:
☐ หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
 ordinary share shares and having the right to vote equal to votes

ขอมอบฉันทะให้
hereby appoint

☐ 1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
 Name age years, residing at No.
 ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
 Road Tambol/Subdistrict Amphur/District
 จังหวัด _____ รหัสไปรษณีย์ _____ หรือ _____
 Province Postal Code or

☐ 2. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
 Name age years, residing at No.
 ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
 Road Tambol/Subdistrict Amphur/District
 จังหวัด _____ รหัสไปรษณีย์ _____ หรือ _____
 Province Postal Code or

☐ 3. ชื่อ ศาสตราจารย์พิเศษ ดร. สาคกร สุขศรีวงศ์ อายุ 47 ปี อยู่บ้านเลขที่ บมจ. นามยong เทอร์มินัล เลขที่ 1168/52
 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย
 Name Professor Sakorn Suksriwong, DBA age 47 years, residing at No. Namyong Terminal PLC.
 at 1168/52 (Lumpini Tower, 19th Floor) Rama IV Rd., Thungmahamek, Sathorn, Bangkok 10120, Thailand.

☐ 4. ชื่อ นายชัยสวัสดิ์ กิตติพรไพบูลย์ อายุ 68 ปี อยู่บ้านเลขที่ บมจ. นามยong เทอร์มินัล เลขที่ 1168/52
 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย
 Name Mr. Chaisawasd Kittipornpaiboon age 68 years, residing at No. Namyong Terminal PLC.
 at 1168/52 (Lumpini Tower, 19th Floor) Rama IV Rd., Thungmahamek, Sathorn, Bangkok 10120, Thailand.

☐ 5. ชื่อ นางเบญจวรรณ สร้างนิทร อายุ 65 ปี อยู่บ้านเลขที่ บมจ. นามยong เทอร์มินัล เลขที่ 1168/52
 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย
 Name Mrs. Benchawan Srangnitra age 65 years, residing at No. Namyong Terminal PLC.
 at 1168/52 (Lumpini Tower, 19th Floor) Rama IV Rd., Thungmahamek, Sathorn, Bangkok 10120, Thailand.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2559 ในวันอังคารที่ 26 เมษายน 2559 เวลา 10.00 น. ณ ห้องแคทลียา โรงแรมราม่า การ์เด้นส์ เลขที่ 9/9 ถนนวิภาวดีรังสิต หลักสี่ กรุงเทพมหานคร 10210 หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

Any and only one person to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the year 2016 on Tuesday 26 April 2016 at 10.00 hours, at Cattleya room, Rama Garden Hotel, no. 9/9 Vibhavadi Rungsit Road, Luksi, Bangkok 10210, or at any adjournment thereof to any other date, time and place.

ผู้ที่มาประชุมด้วยตนเอง โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย
 Shareholders to attend the meeting in person shall bring and present this proxy to the registrar on the meeting date.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows:-

- ☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือ และมีสิทธิออกเสียงลงคะแนนได้
Grant proxy the total amount of shares holding and entitled to vote.
- ☐ มอบฉันทะบางส่วน คือ หุ้นสามัญ _____ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ _____ เสียง
Grant Partial shares of Ordinary share _____ shares, entitled to vote right _____ votes

วาระที่ 1
Agenda 1

พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2558 ซึ่งประชุมเมื่อวันศุกร์ที่ 24 เมษายน 2558
To consider and certify Minutes of 2015 Annual General Meeting of Shareholders which was held on Friday 24 April 2015

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To have the proxy holder vote as per my/our intention as follows:-

☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ จดออกเสียง/Abstain

วาระที่ 2
Agenda 2

เพื่อทราบผลการดำเนินงานสำหรับปีสิ้นสุดสิ้นสุดวันที่ 31 ธันวาคม 2558
To acknowledge the Company's operational results for the fiscal year ended 31 December 2015

วาระที่ 3
Agenda 3

เพื่อทราบรายงานการตรวจสอบของผู้สอบบัญชี และพิจารณาอนุมัติงบการเงินของบริษัทและบริษัทย่อยสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2558
To consider and approve the Company's and its subsidiary's report and consolidated financial statements for the fiscal year ended 31 December 2015.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To have the proxy holder vote as per my/our intention as follows:-

☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ จดออกเสียง/Abstain

วาระที่ 4
Agenda 4

พิจารณาอนุมัติการจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2558
To consider and approve distribution of dividend payment derived from operational results for the year ended 31 December 2015

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To have the proxy holder vote as per my/our intention as follows:-

☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ จดออกเสียง/Abstain

วาระที่ 5
Agenda 5

พิจารณาอนุมัติการแต่งตั้งกรรมการแทนกรรมการที่ออกตามวาระ
To consider and approve the re-election of the directors who are due to retire by rotation

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To have the proxy holder vote as per my/our intention as follows:-

☐ การแต่งตั้งกรรมการทั้งชุด
Vote for all the nominated candidates as a whole

☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ จดออกเสียง/Abstain

- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล/ appointment of certain directors
1. ศาสตราจารย์พิเศษ ดร. ศาคร สุขศรีวงศ์
Professor Sakorn Suksriwong, DBA

☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ งดออกเสียง/Abstain
 2. ดร. เทพรักษ์ เหลืองสุวรรณ
Dr. Theparak Leungsuwan

☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ งดออกเสียง/Abstain
 3. นางสาวพิมพ์กัญจน์ เหลืองสุวรรณ
Ms. Pimkarn Leungsuwan

☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ งดออกเสียง/Abstain
 4. ดร. วิชญา เครืองาม
Dr. Vichya Kreangam

☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ งดออกเสียง/Abstain

วาระที่ 6
Agenda 6

พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2559
To consider and approve the directors' remuneration for the year 2016

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To have the proxy holder vote as per my/our intention as follows:-
- ☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ งดออกเสียง/Abstain

วาระที่ 7
Agenda 7

พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและการกำหนดค่าตอบแทนแก่ผู้สอบบัญชีประจำปี 2559
To consider and approve the appointment of auditors and to fix audit fee for the fiscal year ended 31 December 2016

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To have the proxy holder vote as per my/our intention as follows:-
- ☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ งดออกเสียง/Abstain

วาระที่ 8
Agenda 8

พิจารณาเรื่องอื่นๆ (ถ้ามี)
To consider other business (if any)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To have the proxy holder vote as per my/our intention as follows:-
- ☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ งดออกเสียง/Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
The proxy holder's vote in any agenda, which is not in accordance with my/our intention as specified in this Proxy, shall be deemed invalid and shall not be treated as my/our vote, as shareholder.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case that I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณี que ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

All acts undertaken by the proxy holder at the meeting, except where the proxy holder does not vote according to my/our intention as specified herein, shall be deemed as if they have been undertaken by myself/ourselves in all respects.

ลงชื่อ/Signed ผู้มอบฉันทะ/Proxy Grantor
()

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy Holder
()

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy Holder
()

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy Holder
()

หมายเหตุ / Remark

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศ และแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทย เป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

Only foreign shareholders as registered in the registration book who have custodian in Thailand can use the Proxy Form C.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

Evidence to be enclosed with the proxy form are:

- (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

Power of Attorney from shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder.

- (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน

Letter of Certification to certify that the signer in the Proxy Form have a permit to act as a Custodian

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing proxy holder must authorize only one proxy holder to attend and vote at the meeting as a whole or individually and may not split the number of shares to several proxy holders for splitting votes.

4. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบระจําต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

If there is any other agenda to be considered in the meeting other than to those specified above, the attached Supplement to Proxy Form C. shall be used.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

Supplement to Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท นามยง เทอร์มินัล จำกัด (มหาชน)

The appointment of proxy holder by the shareholder of **Namyong Terminal Public Company Limited**

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2559 ในวันอังคารที่ 26 เมษายน 2559 เวลา 10.00 น. ณ ห้องแคทลียา โรงแรมรามารการ์เด้นส์ เลขที่ 9/9 ถนนวิภาวดีรังสิต หลักสี่ กรุงเทพมหานคร 10210 หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

At the 2016 Annual General Meeting of Shareholders on Tuesday 26 April 2016 at 10.00 hours, at Cattleya room, Rama Garden Hotel, no. 9/9 Vibhavadi Rungsit Road, Luksi, Bangkok 10210, or at any adjournment thereof to any other date, time and place.

วาระที่.....เรื่อง.....

Agenda Item Subject :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To have the proxy holder vote as per my/our intention as follows:-
- ☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ งดออกเสียง/Abstain

วาระที่.....เรื่อง.....

Agenda Item Subject :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To have the proxy holder vote as per my/our intention as follows:-
- ☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ งดออกเสียง/Abstain

วาระที่.....เรื่อง.....

Agenda Item Subject :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To have the proxy holder vote as per my/our intention as follows:-
- ☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ งดออกเสียง/Abstain

วาระที่.....เรื่อง.....

Agenda Item

Subject :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To have the proxy holder vote as per my/our intention as follows:-
- ☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ งดออกเสียง/Abstain

วาระที่.....เรื่อง..... เลือกตั้งกรรมการ (ต่อ).....

Agenda Item

Subject : To consider electing directors (continued)

ชื่อกรรมการ.....
Name of director

☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ งดออกเสียง/Abstain

ชื่อกรรมการ.....
Name of director

☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ งดออกเสียง/Abstain

ชื่อกรรมการ.....
Name of director

☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ งดออกเสียง/Abstain

ชื่อกรรมการ.....
Name of director

☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ งดออกเสียง/Abstain