

Notice of 2017 Annual General Meeting of Shareholders



Namyong Terminal Public Company Limited

**Friday 28 April 2017 at 10.00 hrs.
at Grand Ballroom 2, Rama Gardens Hotel,
no. 9/9 Vibhavadi Rangsit Road, Laksi, Bangkok 10210**

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- Translation -

NYT 012/2017

23 March 2017

To: The Shareholders
Namyong Terminal Public Company Limited

The Board of Directors of **Namyong Terminal Public Company Limited** (the “**Company**”) passed a resolution to convene 2017 Annual General Meeting of the Shareholders on Friday 28 April 2017 at 10:00 hours at Grand Ballroom 2, 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 2016 Annual General Meeting of Shareholders which was held on Tuesday 26 April 2016

- Background and Reason** The 2016 Annual General Meeting of Shareholders which was held on Tuesday 26 April 2016. 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 2016 Annual General Meeting of Shareholders which was held on Tuesday 26 April 2016 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 2016

- Background and Reason** The report on the operational results of the Company for the year 2016 is provided in the Annual Report. CD-Rom of the 2016 Annual Report is submitted to the Shareholders together with this Notice as Attachment No.2. Summary of the Company’s 2016 operational results will also be presented to the Shareholders during the 2017 Shareholders’ Meeting.
- Board’s opinion** It is considered appropriate to report the Company’s operational results for the fiscal year ended 31 December 2016 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 2016

- 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.

Audit Committee's opinion

The Audit Committee has considered the statements of financial position and Statements of income for the year ended 31 December 2016 as duly audited and certified by the certified auditor from EY Office Limited (Mr. Chayapol Suppasertanon) and agreed that the Board of Directors shall propose the Annual General Meeting of Shareholders for acknowledgement of the Auditor's Report and approval of the consolidated financial statements of the Company and its subsidiaries for the fiscal year ended 31 December 2016. The financial statements are provided in the Company's 2016 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	4,380.47
Total Liabilities	643.02
Total Shareholders' Equity	3,737.45
Service income and Other service income	1,381.49
Total revenues	1,426.46
Total expenses	900.06
Profit for the year	390.03
Earning per share (THB : share)	0.63

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 2016 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 2016

Background and Reason

Based on the Company's operating results for the fiscal year 2016, the Company has net profit as stated in the Company's separated financial statement, in the amount of THB 401,236,309. 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 2016 year-ended dividend at the amount of THB 372,000,000, which is equivalent to the rate of THB 0.60 per share (sixty 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 May 2017 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 12 May 2017. The dividend payment date shall be on 25 May 2017.

Board's opinion

It is considered appropriate for the Shareholders Meeting to approve the dividend payment for the fiscal year 2016 at the amount of THB 372,000,000 (THB three hundred seventy-two million) from 620,000,000 ordinary shares or equivalent to the rate of THB 0.60 per share (sixty Satang) to the shareholders whose names appeared on the share register book as at 12 May 2017, whereby the dividend shall be paid on 25 May 2017.

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 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) (as amended) and Article 17 and 36 (4) of the Company's Articles of Association, one-third of the total number of directors who have been longest in office shall retire by rotation. For this term, 4 directors who have served the office for the longest period and due to retire by rotation are:

- | | |
|---|---|
| 1. Dr. Borwornsak Uwanno,
Professor Emeritus | Chairman of the Board of
Directors /
Independent Director |
| 2. Mrs. Benchawan Srangnitra | Director /
Chairman of the Nomination,
Compensation and Corporate
Governance Committee /
Member of the Audit
Committee /
Independent Director |
| 3. Mr. Dhananant Leungsuwan | Director |
| 4. Ms. Pensri Leungsuwan | Director |

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 2017 Annual General Meeting of Shareholders via the Company's website within 31 December 2016 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.

**Nomination,
Compensation and
Corporate Governance
Committee's opinion**

The Nomination, Compensation and Corporate Governance Committee has considered the qualifications, knowledge, capabilities, experience, performance, meeting attendance and meeting participation of directors and recommended the Board of Directors to propose 2017 Annual General Meeting of Shareholders to re-elect all 4 directors to be directors for another terms (criteria and process of director nomination as Attachment No. 2 under the section "Corporate Governance").

Board's opinion

The Board of Directors, without participation by any of the 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.

In this regard, 2 directors who are nominated to be Independent director, namely, Dr. Borwornsak Uwanno, Professor Emeritus and Mrs. Benchawan Srangnitra are capable of expressing their opinions independently and align with all qualification as stipulated in the relevant regulations, none of them has been in the position for more than 9 consecutive years.

Therefore, the Board of Directors agreed with the proposal made by the Nomination, Compensation and Corporate Governance Committee to propose to 2017 Annual General Meeting of Shareholders that all these 4 directors should be re-elected namely:

- | | |
|---|---|
| 1. Dr. Borwornsak Uwanno,
Professor Emeritus | Chairman of the Board of
Directors /
Independent Director |
| 2. Mrs. Benchawan Srangnitra | Director /
Chairman of the Nomination,
Compensation and Corporate
Governance Committee /
Member of the Audit Committee
/
Independent Director |
| 3. Mr. Dhananant Leungsuwan | Director |
| 4. Ms. Pensri Leungsuwan | Director |

The profile of the proposed persons to be elected as the directors by the Shareholders' Meeting and the definition of the Independent Directors are provided in Attachment No. 4.

Vote required

Majority 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 2017****Background and Reason**

Pursuant to Section 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.

**Nomination,
Compensation and
Corporate Governance
Committee's opinion**

The Nomination, Compensation and Corporate Governance Committee has carefully considered the remuneration for the directors and the sub-committees, 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 for approval and further reference to the Shareholders' Meeting for approval. 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, Compensation and Corporate Governance Committee and then resolved to propose to the Shareholders Meeting to consider the directors and its sub-committees' remuneration for year 2017 as proposed.

Vote required

Not less than two-third (2/3) 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 year 2017

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 auditors.

Audit Committee's opinion

The Audit Committee proposed to appoint as the following auditors from EY Office Limited to be the auditor of the Company:

- | | |
|---------------------------------|--|
| 1. Mrs.Gingkarn Atsawarangsalit | Certified Public Accountant
No. 4496 and/or |
| 2. Mr. Sophon Permsirivallop | Certified Public Accountant
No. 3182 and/or |
| 3. Ms. Runnapa Lertsuwankul | Certified Public Accountant
No. 3516 and/or |
| 4. Mr. Chayapol Suppasertanon | 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 2017 in amount of THB 1,150,000, 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, to ensure that EY Office Limited will provide the financial statements within the timeframe, the Audit Committee also proposed EY Office Limited to be an auditor for the Company's subsidiary in the year 2017. Details on 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 as 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. Rungnapa Lertsuwankul | Certified Public Accountant
No. 3516 and/or |
| 4. Mr. Chayapol Suppasdtanon | Certified Public Accountant
No. 3972 |

To be the auditor of the Company and to express his/her opinion on the 2017 financial statements and approve for audit fees for the year 2017 totaling THB 1,150,000.

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 acknowledge the extension period that the Company is entitled to purchase 29% of shares of Laemchabang International Ro-Ro Terminal Co., Ltd. ("LRT") under the term stipulated in the Shareholders' Agreement between the Company and Nippon Yusen Kabushiki Kaisha Group ("NYK")

Background and Reason

The Shareholders' Agreement between the Company and NYK Group, LRT's major shareholder, dated 30 March 2012 (as amended), specifies that within 15 May 2017, the Company is entitled to purchase additional 29 % of LRT's shares from NYK under the term stipulated in the Agreement which specifies the purchase price of not lower than USD 24.65 million plus actual marginal costs (e.g. interest cost up to the date the Company exercises its option, and additional investment in LRT).

In this regard, NYK requested to extend the period for purchasing shares until 31 March 2018. The Board of Directors Meeting No. 1/2017 dated 22 February 2017 approved that this matter shall be presented to the Annual General Meeting 2017 to acknowledge the extension of period for purchasing LRT shares of 29% under the above shareholder's agreement from within 15 May 2017 to be within 31 March 2018, since NYK needs more time to complete the business restructuring of the group company.

Board's opinion

It is considered appropriate to propose the Shareholders for acknowledgement of the extension period that the Company is entitled to purchase 29% of shares of Laemchabang International Ro-Ro Terminal Co., Ltd. ("LRT") under the term stipulated in the Shareholders' Agreement between the Company and Nippon Yusen Kabushiki Kaisha Group ("NYK") from within 15 May 2017 to be within 31 March 2018.

Vote required

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

Agenda 9**To consider and approve the change of the par value of the Company's shares and the amendment to the Company's Memorandum of Association Clause 4****Background and Reason**

The current par value of the Company's shares is equal to THB 1 (One baht) per share. To enhance liquidity of the Company's shares, the Board Meeting No. 2/2017, held on 1 March 2017, has resolved to propose to the shareholders' meeting to consider approving the change of par value of the Company's shares to be at THB 0.50 (Fifty satang) per share.

However, such par value change will not affect the registered capital of the Company. The details of the change of Company's shares par value are as follows:

Particulars	<u>Prior to</u> the Change of Par Value	<u>After</u> the Change of Par Value
Registered Capital	THB 620,000,000.00	THB 620,000,000.00
Paid-up Capital	THB 620,000,000.00	THB 620,000,000.00
Par Value	THB 1.00 per share	THB 0.50 per share
Number of Shares	620,000,000 shares	1,240,000,000 shares

In addition, the above-mentioned change of the par value of the Company's shares requires an amendment to Clause 4 of the Company's Memorandum of Association, RE: Registered Capital, to be in line with such change of par value as follows:

"Clause 4. Registered Capital

in the amount of	THB 620,000,000.00	(Six hundred twenty million baht)
Divided into	1,240,000,000 shares	(One thousand two hundred forty million shares)
Value per Shares	THB 0.50	(Fifty satang)
Ordinary Share	Divided into 1,240,000,000 shares	(One thousand two hundred forty million shares)
Preference Share	- shares	(-)"

Such change of par value and amendment to Clause 4 of the Memorandum of Association shall be approved by the shareholders' meeting.

Board's opinion

The Board found it appropriate for the Meeting to approve the change of the par value of the Company's share from THB 1 (One baht) per share to 0.50 Baht (Fifty satang) per share and the amendment to Clause 4 of the Memorandum of Association of the Company regarding the registered capital to be in line with such change of par value.

Vote required

Not less than third-four (3/4) of the total number of shares held by the shareholders attending the meeting and entitled to vote.

Agenda 10 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 2017, to be on 16 March 2017 and the share register book closing date to summarize shareholders name list in accordance with Section 225 of the Securities and Exchange Act B.E. 2535 to be on 17 March 2017.

The Company therefore would like to invite all shareholders to attend the 2017 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

A handwritten signature in black ink, consisting of stylized cursive letters and a long horizontal stroke extending to the right.

(Dr. Borwornsak Uwanno, Professor Emeritus)
Chairman of the Board of Directors

(-Translation-)
Namyong Terminal Public Company Limited
Minutes of the 2016 Annual General Meeting of Shareholders

Date, Time, and Venue:

The meeting was convened on Tuesday, April 26th, 2016 at 10.00 hrs., at Cattleya Room, Rama Gardens Hotel, No. 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 Chairman informed the 2016 Annual General Meeting of Shareholders (“**the Meeting**”) the information regarding the shareholders who 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	29 persons	Representing	131,205,700 shares
Shareholders presented by proxy	181 persons	Representing	284,406,370 shares
Total	210 persons	Representing	415,612,070 shares
Percentage	67.03	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 Chairman officially declared the Meeting duly convened and introduced the Directors and Management who attended the meeting as follows:

Directors present at the Meeting

Professor Sakorn Suksriwong, DBA	Chairman of the Board of Directors/ Chairman of the 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. Chaisawasdi Kittipornpaiboon	Director / Independent Director
Mr. Vallop Tiasiri	Director / Independent Director/ Member of the Nomination and Remuneration Committee
Mrs. Benchawan Srangnitra	Director / Independent Director/ Member of the Audit Committee/ Chairman of the Nomination and Remuneration Committee
Mrs. Sunee Pongpud	Director / Independent Director / Member of the Audit Committee
Dr. Vichya Kreangam	Director / Independent Director / Member of the Audit Committee / Member of the Nomination and Remuneration Committee

Directors absent from the Meeting

Dr. Borwornsak Uwanno, Professor Emeritus
Fellow of the Royal Society

Director / Independent Director (business engagement
abroad)

Management present at the Meeting

Mr. Amornnat Janyong

Chief Operating Officer

The Chairman introduced legal advisor and auditor who attended the meeting as follows:

Auditor

EY Office Limited
Mrs. Gingkarn Atsawarangsalit
Ms. Nattida Klinsirat

Legal Advisor

Rajah & Tann (Thailand) Limited
Ms. Yingrak Treesaranuwattana
Mr. Sittikorn Tangsiri

Ms. Yingrak Treesaranuwattana, a legal advisor, attended as a witness to the votes counting in order to promote the Company's good corporate governance. The Chairman invited minor shareholders to volunteer as witnesses to the votes counting, but no one volunteered.

The Secretary of the Meeting informed the Meeting of rules and procedures of the Meeting, voting procedures, vote counting, and rights in the Meeting, that one share equals one vote, and shareholders shall vote in one opinion except for voting by the custodian. The officer distributed the voting cards to shareholders at the registration point. For votes counting, the Chairman shall only call for disapproval and abstention votes. Voting in the agenda 5 shall be voting to elect each director individually. The resolution on a general agenda shall be approved by the majority votes of the shareholders present and voting at the meeting. The other agenda shall be approved according to the laws and the Company's Articles of Association. The Chairman shall inform the meeting on the vote counting result in every agenda and shall give the Meeting an opportunity to make inquiries and express opinions on issues relating to the meeting agenda. For other issues, the shareholders shall make inquiries and express opinions in the last agenda. In this regards, a shareholder who presents after the Meeting is duly convened shall be entitled to vote from the agenda he/she presents onwards.

Voided Voting Card(s) are any voting cards with more than one voting opinion except for the voting of the custodian; or with crossed out voting with no endorsement, or crossed out voting card, or any defect voting cards which the vote could not be comprehend.

Opinion or inquiry shall be made upon the permission of the Chairman by which the shareholders shall state his/her name and surname for the purpose of the meeting record. In this regard, the inquiry or opinion shall be made in relation with the matter of such agenda. From October 9th, 2015 to December 31st, 2015, the Company granted shareholders the right to propose a matter to the agenda and to nominate an individual to be appointed as a director. However, none of minority shareholders made any proposal or nomination. The Chairman then proceeded so that the Meeting consider the agendas as follows:

Agenda 1 To consider and certify the Minutes of 2015 Annual General Meeting of Shareholders held on Friday April 24th, 2015

The Chairman informed the Meeting that the 2015 Annual General Meeting of Shareholders was held on April 24th, 2015, the copy of which was submitted to the Ministry of Commerce, the Securities and Exchange Commission, and the Stock Exchange of Thailand, and also uploaded on the Company's website. The copy of the meeting minutes was shown as attached to the invitation. In this regard, the Board of Directors expressed opinion that such minutes were correctly recorded.

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 certify the Minutes of 2015 Annual General Meeting of Shareholders held on Friday April 24th, 2015, as proposed, with the voting results as follows:

Shareholders voting	Number of Votes	Percentage of Total Votes of Shareholders Present and Casting Votes
Approve	425,661,570	99.40
Disapprove	0	0.00
Abstain	2,560,800	0.60
Voided Voting card(s)	0	0.00
Total	428,222,370	100.00

Remark: In this agenda, the number of shareholders attending the Meeting increased from the beginning of the Meeting by 12,610,300 shares.

Agenda 2 To acknowledge the report on the results of the Company's business operation for the fiscal year ended December 31st, 2015

The Chairman requested Dr. Theparak Leungsuwan, the Chief Executive Officer, to present to the Meeting the business operation results between January 1st, 2015 and December 31st, 2015.

Dr. Theparak Leungsuwan informed the Meeting that, in 2015, the Company's total revenues increased from THB 1,328.94 million in previous year to THB 1,407.59 million which is equivalent to 5.92 percent. Net profit increased from THB 387.15 million in 2013 to THB 404.23 million in 2014, and THB 444.59 million in 2015. In the year 2015, the Company was certified with ISO 14001:2004 and OHSAS 18001:2007. In 2015, the Company ranked the fourth of the world by measuring from throughput number (for public port). The Company expanded our supporting areas by approximately 31 rai, which expanded our parking areas to 820,903 square meters. The number of throughput in 2015 was increased by 3.90 percent. The service income was increased by 4.58 percent. The other service income was increased by 9.39 percent. With regard to CSR, the Company had operation plan to reduce electrical consumption by 8.75 percent, and encouraged "Happy Healthy" of all employees. The Company also cooperated with OneSight foundation and the Ministry of Public Health, Chiang Rai Province, Capital Market Academy, and Mae Fah Luang University to offer eyeglasses to the disadvantaged in Chiang Rai Province. The Company supported good corporate governance by conducting both the collective and individual self-assessment of the Board of Directors, approved Anti-Corruption Policy and other policies with 100.00 percent of employee participating in training, and appointed an additional independent directors more than 50.00 percent.

The Chairman requested Ms. Pimkarn Leungsuwan, the Chief Financial Officer, to present to the Meeting the financial performance.

Ms. Pimkarn Leungsuwan informed the Meeting that total assets increased from THB 4,354.11 million in 2014 to THB 4,446.69 million in 2015 or increased by 2.13 percent; total liabilities increased for THB 19.99 million or increased by 2.97 percent; total shareholder equities increased for THB 72.59 million increased by 1.97 percent; service income increased for THB 67.57 million or increased by 5.26 percent; gross profit increased for THB 33.08 million or increased by 5.29 percent; net profit increased for THB 40.36 million or increased by 9.98 percent; and earnings per share increased to THB 0.72.

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

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

Resolution The Meeting acknowledged the report on the results of the Company's business operation for the fiscal year ended December 31st, 2015.

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

The Chairman requested Ms. Pimkarn Leungsuwan, the Chief Financial Officer, to clarify this agenda in details.

Ms. Pimkarn Leungsuwan informed the meeting that to comply with the Public Limited Companies Act B.E. 2535 (as amended) and Article 36 (2) and 39 of the Articles of Association of the Company, the Company prepared the financial statements of the Company and its subsidiaries for the fiscal year ended December 31st, 2015 which is audited by the auditor from EY Office Limited, Mrs. Gingkarn Atsawarangsali. The auditor gave an unqualified opinion to the consolidated financial statements, which was approved by the Audit Committee and the Board of Directors in order to propose to the shareholders' meeting as appears in the attachment 2.

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 approve as follow:

1. Acknowledged the auditor's report of the year 2015
2. Approved the financial statements of the Company and its subsidiary for the fiscal year ended December 31st, 2015 which was audited by Mrs. Gingkarn Atsawarangsali, the Certified Public Accountant (Thailand) from EY Office Limited, with voting results as follows:

Shareholders voting	Number of Votes	Percentage of Total Votes of Shareholders Present and Casting Votes
Approve	428,302,887	100.00
Disapprove	0	0.00
Abstain	0	0.00
Voided Voting Card(s)	0	0.00
Total	428,302,887	100.00

Remark: In this agenda, the number of shareholders attending the Meeting increased from the previous agenda by 80,517 shares.

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

The Chairman requested Ms. Pimkarn Leungsuwan, the Chief Financial Officer, to clarify this agenda in details.

Ms. Pimkarn Leungsuwan informed the Meeting that the Company had net profit from the separate financial statement for the fiscal year ended 2015 at THB 442.44 million and had sufficient amount of cash flow for dividend payment according to the Company's dividend policy as appears in the attachment 3. The Board of Directors proposed to pay dividend at THB 403.00 million or equivalent to the rate of THB 0.65 per share (Sixty five Satang). 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, 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 on March 14th, 2016. The dividend payment date shall be on May 13th, 2016.

The Chairman informed the Meeting on the dividend policy, as well as 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 approve the allocation of profit for dividend payment from the operation in the fiscal year 2015 as proposed with the following voting results:

Shareholders voting	Number of Votes	Percentage of Total Votes of Shareholders Present and Casting Votes
Approve	428,302,887	100.00
Disapprove	0	0.00
Abstain	0	0.00
Voided Voting Card(s)	0	0.00
Total	428,302,887	100.00

Remark: In this agenda, the number of shareholders attending the Meeting had not changed from the previous agenda.

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

The Chairman requested Mrs. Benchawan Srangnitra, the Chairman of the Nomination and Remuneration Committee, to clarify this agenda in details. Mrs. Benchawan Srangnitra informed the Meeting that according to Section 71 of the Public Limited Companies Act B.E. 2535 (as amended) and Articles 17 and 36 (4) of the Company's Articles of Association, the meeting is required to elect the Directors to replace those who are due to retire by rotation by one third of the total number of directors. For the 2016 Annual General Meeting of Shareholders, the number of directors are due to retire by rotation consisted 4 directors based on the longest term in office, as follows:

- | | |
|-------------------------------------|---|
| 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 Chairman of Nomination and Remuneration Committee informed that the Company allowed minority shareholders to propose the agenda and director' candidates on the Company's website from October 9th, 2015 to December 31st, 2015 but none of shareholder nominating any person to be appointed as the Company's directors. Therefore, the Committee considered the former 4 directors, the details of which appeared in the attachment 4. The Nomination and Remuneration Committee perceived that all 4 directors could perform their duties with efficiency and beneficial manner to the Company. It was then proposed to the Board of Directors to propose the Annual General Meeting of Shareholders to consider for approval.

The Chairman requested the Meeting to cast votes for each candidate director individually and separately for this agenda and to be in accordance with the good corporate governance. In this agenda, approval, non-approval and abstention voting cards shall be collected. In this regard, the nominated directors were not requested to leave the Meeting room to allow the shareholders to directly question these directors on certain issues.

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 respectively.

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, by the majority votes of the shareholders attending the Meeting and casting their votes, to approve the appointment of all of the 4 directors, who are due to retire by rotation, to be appointed as the directors for another term as proposed. Each director shall have the same position as previously with the following voting results:

1. Professor Sakorn Suksriwong, DBA

**Chairman of the Board of Directors /
Chairman of the Audit Committee /
Independent Director**

Shareholders voting	Number of Votes	Percentage of Total Votes of Shareholders Present and Casting Votes
Approve	428,194,687	99.97
Disapprove	108,200	0.03
Abstain	0	0.00
Voided Voting Card(s)	0	0.00
Total	428,302,887	100.00

2. Dr. Theparak Leungsuwan

Director

Shareholders voting	Number of Votes	Percentage of Total Votes of Shareholders Present and Casting Votes
Approve	428,274,987	99.99
Disapprove	27,900	0.01
Abstain	0	0.00
Voided Voting Card(s)	0	0.00
Total	428,302,887	100.00

3. Ms. Pimkarn Leungsuwan

Director

Shareholders voting	Number of Votes	Percentage of Total Votes of Shareholders Present and Casting Votes
Approve	428,194,687	99.97
Disapprove	108,200	0.03
Abstain	0	0.00
Voided Voting Card(s)	0	0.00
Total	428,302,887	100.00

4. Dr. Vichya Kreangam

**Director /
Independent Director/
Member of the Audit Committee/
Member of the Nomination and
Remuneration Committee**

Shareholders voting	Number of Votes	Percentage of Total Votes of Shareholders Present and Casting Votes
Approve	428,194,687	99.97
Disapprove	108,200	0.03
Abstain	0	0.00
Voided Voting Card(s)	0	0.00
Total	428,302,887	100.00

Remark: In this agenda, the number of shareholders attending the Meeting had not changed from the previous agenda.

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

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

Mrs. Benchawan Srangnitra informed the Meeting that according to Section 90 of the Public Limited Companies Act B.E. 2535 (as amended) and Article 22 of the Company's Articles of Association, 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 on the basis of the Company's performance, comparison with the same industry standard, business expansion, education, capability, responsibility and duty of the Board of Directors and Sub-Committee. The Committee approved and proposed to the Board of Directors to propose to the 2016 Annual General Meeting to consider and approve the attendance fee as the only remuneration for the Board of Directors and Sub-Committee without other forms of remuneration. The Company shall pay the attendance fee in 2016 based on actual attendance at the rate which is the same as the rate of the year 2015 as follows:

Directors' Remuneration 2016	THB/attendance
Chairman of the Board of Directors	55,000
Director	25,000
Chairman of Audit Committee	30,000
Member of the Audit Committee	20,000
Chairman of Nomination and Remuneration Committee	25,000
Member of the Nomination and Remuneration Committee	15,000

The Chairman informed the Meeting that the resolution on this agenda shall be approved by the votes of no less than two-thirds of the total votes of the shareholders present at the meeting.

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

Agenda 6 – Comments / Inquiries / Replies

Khun Sirikarn Raksuntornpoj	- How many are the directors' meetings held per year?
Khun Benchawan Srangnitra	- The Board of Directors holds 4 meetings per year.
Chairman	- Normally, the Board of Directors' meetings are held at least 4 times per year to approve the quarterly financial statement. However, the additional meeting shall be called as necessary.
	- In the year 2015, the Board of Directors' meetings were held 5 times. The Audit Committee's meetings were held 4 times.

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 no less than two-thirds of the total votes of the shareholders present at the Meeting.

Resolution The Meeting considered and unanimously resolved to approve the directors' remuneration for the year 2016 with the voting results as follows:

Shareholders voting	Number of Votes	Percentage of Total Votes of Shareholders Present and Casting Votes
Approve	428,304,687	100.00
Disapprove	0	0.00
Abstain	0	0.00

Voided Voting Card(s)	0	0.00
Total	428,304,687	100.00

Remark: In this agenda, the number of shareholders attending the Meeting increased from the previous agenda by 1,800 shares.

Agenda 7 To consider and approve the appointment of auditors and to fix audit fee for the year 2016

The Chairman informed the Meeting that, in order to comply with Section 120 of the Public Company Limited Act B.E. 2535 (as amended) and Article 36 (5) of the Company's Articles of Association, the shareholders' annual general meeting shall consider and approve the appointment of auditors and the determination of the audit fee. The Chairman, as the Chairman of Audit Committee proposed the appointment of EY Office Limited, as well as the appointment of Mrs. Gingkarn Atsawarangsalit Certified Public Accountant No. 4496 and/or Mr. Sophon Permsirivallop Certified Public Accountant No. 3182 and/or Ms. Sumana Punpongsanon Certified Public Accountant No. 5872 and/or Mr. Chayapol Suppasertanon Certified Public Accountant No. 3972 from EY Office Limited, as the auditors of the Company. In this regard, Mrs. Gingkarn Atsawarangsalit Certified Public Accountant No. 4496 has been an auditor of the Company for 2 years. None of the appointed auditors carried out duty for more than 5 consecutive fiscal years. The Audit Committee considered the matter and proposed the Board of Directors, which thereafter approved to propose the appointment of the 4 auditors from EY Office Limited as the Company's auditors to the shareholders' meeting for consideration and approval, as well as, to propose the audit fee for the year 2016 at the amount of Baht 1,050,000 with no increase adjustment from the previous year.

The Chairman informed the Meeting for acknowledgement that the audit fee of Sapphire RoRo (Thailand) Limited, a subsidiary of the Company, shall be THB 100,000 with no increase adjustment from the previous year.

In this regard, the Audit Committee and the Board of Directors considered the qualification of the EY Office Limited based on knowledge, capacity, experience, suitability, past performance and independence. Therefore, the Audit Committee and the Board of Directors approved to propose the shareholders' meeting as per detail mentioned above.

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 approve the appointment of auditors from EY Office Limited as the Company's auditors for the fiscal year 2016, namely, Mrs. Gingkarn Atsawarangsalit Certified Public Accountant No. 4496 and/or Mr. Sophon Permsirivallop Certified Public Accountant No. 3182 and/or Ms. Sumana Punpongsanon Certified Public Accountant No. 5872 and/or Mr. Chayapol Suppasertanon Certified Public Accountant No. 3972, and resolved to approve the determination of the audit fee of the Company for the fiscal year 2016 at THB 1,050,000 as proposed, with the voting results as follows:

Shareholders voting	Number of Votes	Percentage of Total Votes of Shareholders Present and Casting Votes
Approve	429,226,387	100.00
Disapprove	0	0.00
Abstain	0	0.00
Voided Voting Card(s)	0	0.00
Total	429,226,387	100.00

Remark: In this agenda, the number of shareholders attending the Meeting increased from the previous agenda by 921,700 shares.

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 in this agenda which were summarized as follows:

Agenda 8 – Comments / Inquiries / Replies

Khun Phongjaroon Srisowanna (Representative from the Thai Investors Association)	- How would the Company join the Collective Action against Corruption (“CAC”)? There are three levels of participation, namely, Level 1 is no action. Level 2 is for signing the MOU: currently, 326 of the listed companies have signed the MOU. Level 3 is to be certified: currently 76 of the listed companies have been certified. Will the Company sign the MOU in 2016?
Dr. Theparak Leungsuwan	- How would the Company be confident that the Company will not be involved in any forms of corruption? How to obtain the empirical evidence?
Chairman	- The Company has supported this issue seriously. The Board of Directors approved the Anti-Corruption Policy in 2015. There were 2 directors attended training in the seminar regarding anti-corruption. There will be 2 more directors to attend the training in the seminar in 2016.
Khun Pimkarn Leungsuwan	- The Company ensures that the Company did not involve in any of such issue. Empirical evidence could be verified from the financial statement, where there is no any suspicious expenses therein.
Khun Pimkarn Leungsuwan	- The Company approved the anti-corruption policy and trained the employees of the Company. The Company is in the process to select the advisor to manage this matter, which shall be concluded in the second quarter. After the process has been completed, the Company shall then apply for the certification.
Khun Aim Assavakovit	- What are the expenses under the berth concession agreement of the Company? The concession expires in 2021, what is the plan after the expiration of the concession?
	- What is the capacity of A5 currently being utilized?
	- In regard of parking areas; is the land currently acquired by leasing? What is the lease period? Are those areas located nearby?
	- In Laemchabang area, there are 3 Ro/Ro terminals. Does the Company have a market share of 80.00 percent? Does the Company’s income increase according to car export?
Khun Pimkarn Leungsuwan	- According to the concession agreement, there are two payments which are fixed fee and added fee. Fixed fee is the expenses that the Company has to pay for minimum throughput. Added fee is additional expenses that the Company has to pay for any throughput exceeding the minimum throughput.

Agenda 8 – Comments / Inquiries / Replies

Dr. Theparak Leungsuwan

- After the expiration of the concession, the Company is entitled to extend the agreement for another 5-year period. The Company forecasts that the fixed fee might be adjusted. The Company is observing practice from other terminals whose concession will be expired before the Company's concession.
- Currently, the capacity is utilized at 90.00 percent. However, the Company is expanding our capacity by acquiring more parking areas outside the terminal.
- All of the parking areas are acquired by leasing. The lease periods are different and are not equal to the concession period. At present, the Company operates parking areas at approximately 800,000 square meters. The terminal areas of approximate 150 rai, would be insufficient for business operation.
- The Company has 80.00 percent market share. Our income increases according to car export.

Chairman

- The success of terminal management does not solely depend on the berth concession agreement. The supporting areas outside the terminal are important factor which is the Company's strength. The supporting areas are located behind the terminal. Apart from the number of car export, the relationship with shipping line is another important factor. Meeting with managements of the shipping line allows us to learn that our customers' appreciation of the Company's services.

Khun Narong Tachanitisai

- What is the automobile industry trend in the next few years? What is the Company's expectation?
 - What is the plan for the temporary investments at THB 1,800.00 million? What is the investment plan and budget for 2016? What is the progress to make an investment abroad?
 - How is the progress of the associated company?
-

Agenda 8 – Comments / Inquiries / Replies

Khun Vallop Tiasiri

- Car production decreased from 2.40 – 2.50 million cars in the past to 2.00 million cars during 2015 – 2016 due to decrease in domestic demand which is the result from “First Car Tax Privilege Campaign”. The campaign stimulates demand in 2013 - 2014 to 1.30 – 1.40 million cars. However, the demand in 2015 decreased to the normal situation at around 800,000 cars. The decrease of domestic demand drives the increase of car export in 2015, which marked the new highest record at 1.20 million cars.
- War in the Middle East and decrease of crude oil price caused a reduction of export from 25.00 percent to 20.00 percent. In addition, decreasing export to South America was caused by the slowdown of economy.
- There are 9 major car manufacturers in Thailand (7 from Japan and 2 from the United States) who produced pick-up and eco car to be exported to the North America, Europe, and Australia. This will compensate the decreasing export to the Middle East and the South America.
- In 2016, the export volume is expected to be improved since there were more than 100,000 cars being exported in each month in the first quarter. However, the domestic demand has not yet increased.
- Standard change for pick-up on January 1st, 2016, improved the quality of pick-up from Thailand which met the demand of the market. The export of PPV increased.
- Export number is expected to gradually increase in the next 3 years.
- Thailand production capacity could reach 3 million cars per year, depending on global market demand.

Dr. Theparak Leungsuwan

- Temporary investments in the amount of THB 800.00 million will be used to increase our stake in C0 for additional 29.00 percent in 2017. For an investment abroad, it is under consideration due to change of cargo transport to use a small vessel, for example, BMW export to China by a small vessel. Therefore, the terminal expansion did not meet an expectation.
- Operation of C0 creates profit; however, the profit did not meet the management expectation since the number of throughput was lower than the estimation. The acquisition is postponed to 2017.

Khun Somvong Vongterapah

- What is the situation of car throughput at C0? What is C0 capacity?
- Apart from the agreement with 5 major vessels, does the Company have any other agreement?

Dr. Theparak Leungsuwan

- Currently, car throughput at C0 is low because the main throughput are oil rig and power plant.
- Apart from the agreement with 5 major shipping lines, the Company did not have other agreement.

Agenda 8 – Comments / Inquiries / Replies

Khun Satit Tamsuaydee	- Does the Company's revenue depend on the volume of the throughput and not the value (which is increased although the amount of the cars is not increased)? Is the revenue controlled by PAT? Whether or not the revenue increases according to the volume?
	- In order to export cars to AEC such as Laos, Vietnam, or Myanmar, which vehicles between a vessel and a vehicle will be cheaper?
	- Why is the payment term shorten?
Khun Pimkarn Leungsuwan	- Yes, the revenue of the Company does not depend on the value of the products. Tariff is regulated by PAT. Therefore, the revenue increases according to the volume and operation efficiency.
	- In the past, the Company had account payable from construction with credit term of 1 month. When the construction is completed, the remaining account payable is the account payable from PAT which has to be paid within 2 weeks. This is the reason why the payment period decreases.
Dr. Theparak Leungsuwan	- In order to export cars to AEC; the marine shipping is cheaper. Currently, some exports are shipped to Vietnam and Myanmar.
Khun Somvong Vongterapah	- What is the effect of the phase 3 of Laem Chabang Port on the Company? What is the plan?
Dr. Theparak Leungsuwan	- The Company plans to join phase 3 expansion in Laem Chabang Port which consists of other types of terminal. The expansion operation should last for approximately 10 years until completion. Currently, it is in the negotiation process.
Khun Phongjaroon Srisowanna	- In 2015, one of the major shareholders sold shares to NYK. What is the impact of NYK's acquisition?
Dr. Theparak Leungsuwan	- NYK's acquisition has positive impact to the Company since NYK is our major customer with great relationship and trust with the Company.
Khun Aim Assavakovit	- PAT will allow to open the new terminal if more than 75.00 percent of capacity is occupied. As A5 operates 90.00 of its capacity recently, will there be any new competitors?
Dr. Theparak Leungsuwan	- The condition of PAT is that PAT will consider expanding new Ro/Ro terminal if the total capacity of all 3 existing terminals is occupied by 75.00 percent of car export. However, currently, the utilization does not reach such capacity, and there is capacity expansion as well.
Khun Somvong Vongterapah	- The export from A5 in the past 3 years decreases lower than 80.00 percent. Is it caused by the volume being transferred to C0?
Dr. Theparak Leungsuwan	- The increasing throughput leads to a high number of vessels berthing at the terminal and overlapping. Therefore, A1 is used as a substitution from time to time. Nevertheless, the Company tries to maintain the market share at 80.00 percent by expanding the capacity.

The Chairman thanked all attendees and closed the Meeting at 11.55 hrs.

Signed



(Professor Sakorn Suksriwong, DBA)
Chairman of the Meeting

Chairman of the Board of
Directors

Signed



(Ms. Pawapak Arayaphong)
The Secretary to the Meeting
Minutes Taker

Corporate
Secretary

For consideration of Agenda 4: To consider and approve distribution of dividend payment derived from operational results for the year ended 31 December 2016

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 dividend payment depends on 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 to the shareholders.

However, the Board of Directors' resolution of dividend payment shall be proposed to the Shareholders' Meeting for approval, 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		
	2014	2015	2016 ¹
Net Profit of the Separated Financial Statements (THB)	418,288,307	442,443,817	401,236,309
Net Profit of the Consolidated Financial Statements (THB)	404,226,492	444,589,360	390,026,475
Number of Shares (shares)	620,000,000	620,000,000	620,000,000
Year-end dividend (THB per share)	0.60	0.65	0.60
Total dividend payment (THB)	372,000,000	403,000,000	372,000,000
Dividends payout ratio (%) ²	88.93	91.09	92.71


Remark:

¹ 2016 Operational results and year- end dividend were considered by the Board of Directors on 22 February 2017 and shall be approved by 2017 Annual General Meeting of Shareholders which will be held on 28 April 2017.

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

For consideration of Agenda 5: To consider and approve the 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

Name and Surname	Dr. Borwornsak Uwanno, Professor Emeritus	
Contact at	1168/52 (Lumpini Tower 19 th Floor) Rama IV Road, Thungmahamek, Sathorn, Bangkok 10120	
Age (years)	62	
Nationality	Thai	
Type of appointment	<ul style="list-style-type: none"> Chairman of the Board of Directors Independent Director 	
Current positions	<ul style="list-style-type: none"> Chairman of the Board of Directors Independent Director 	
First appointment date of director	25 February 2016	
Tenure (as of 30 April 2017)	1 year 2 months	
First appointment date of Independent director	25 February 2016	
Tenure (as of 30 April 2017)	1 year 2 months	
Highest degree	Doctorate Degree in Public Law, Université de Paris X (Nanterre (mention tres bien))	
Training by Thai Institute of Directors Association (IOD)	Director Accreditation Program (DAP), (2004)	
Percent of shares held in the Company including the number of shares held by spouse and minor children, as of 30 December 2016	668,000 shares or equivalent to 0.11 %	
Legal offense 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
	Present	Chairman of the Board of Directors	General Engineering PLC.
	Present	Chairman of the Board of Directors	Eternal Energy PLC.
	Present	Independent Director	Eternal Energy PLC.
	Present	Independent Director	Glow Energy PLC.
Positions in Non-Listed Companies	Period	Position	Companies/Other entities
	Present	Member	King Prajadhipok's Institute Council
	Present	Member	Royal Institute of Thailand
	Present	The chairperson of the 13 th law committee	Office of the Council of State
	Present	Member of Law Reform Commission	Office of the Council of State
	Present	Member	The Thailand Research Fund
	Present	Member	Council of Silpakorn University
	Present	Member	Chiang Mai University Council

Past Professional Experience	Period	Position	Companies/Other entities
	2014 – 2015	First Vice Chairman of the National Reform Council	The National Reform Council Royal
	2014 – 2015	Chairman of the Constitution Drafting Committee	
	2006 - 2014	Secretary General	King Prajadhipok's Institute
	2003 - 2005	Secretaries General of the Cabinet	
	2003 - 2014	Member	Bank of Thailand

Position in Rival Companies/ Connected Business that may cause conflict of interest -None-

Meeting Attendance in the year 2016 • The Board of Directors Meeting was 4 times out of the total of 4 times, equivalent to 100%

Other information for consideration of Independent Directors' appointment

Family 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 who receives salary** -None-
- **Professional Advisor (Auditor or Legal Advisor)** -None-
- **Business Relationship that may interfere with independence** -None-

Name and Surname	Mrs. Benchawan Srangnitra		
Contact at	1168/52 (Lumpini Tower 19 th Floor) Rama IV Road, Thungmahamek, Sathorn, Bangkok 10120		
Age (years)	66		
Nationality	Thai		
Type of appointment	<ul style="list-style-type: none"> • Director • Chairman of the Nomination, Compensation and Corporate Governance Committee • Member of the Audit Committee • Independent Director 		
Current positions	<ul style="list-style-type: none"> • Director • Chairman of the Nomination, Compensation and Corporate Governance Committee • Member of the Audit Committee • Independent Director 		
First appointment date of director	13 September 2011		
Tenure (as of 30 April 2017)	5 years 7 months		
First appointment date of Independent director	13 September 2011		
Tenure (as of 30 April 2017)	5 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 • Successful Formulation & Execution of Strategy Program (SFE) Class 12/2011 • Director Certification Program (DCP) Class 136/2010 		
Percent of shares held in the Company including the number of shares held by spouse and minor children as of 30 December 2016	0 share or equivalent to 0.00%		
Legal offense record in the past 5 years	-None-		
Family Relations among directors and management	-None-		
Other present positions in Listed Companies	-None-		
Positions in Non-Listed Companies	Period	Position	Companies/Other entities
	Present	Member of National Reform Steering Assembly	The House of Representatives
Past Professional Experience	Period	Position	Companies/Other entities
	2009 - 2010	Secretary	Office of the civil service commission
Position in Rival Companies/ Connected Business that may cause conflict of interest	-None-		



Meeting Attendance in the year 2016

- The Board of Directors Meeting was 5 times out of the total of 5 times, equivalent to 100%
- The Audit Committee Meeting was 4 times out of the total of 4 times, equivalent to 100%
- The Nomination, Compensation and Corporate Governance Committee Meeting (Former name is the Nomination and Remuneration Committee) was 3 times out of the total of 3 times, equivalent to 100%

Other Information for consideration of independent Directors' appointment**Family 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 who receives salary -None-
- Professional Advisor (Auditor or Legal Advisor) -None-
- Business Relationship that may interfere with independence -None-

Name and Surname	Mr. Dhananant Leungsuwan		
Contact at	1168/52 (Lumpini Tower 19 th Floor) Rama IV Road, Thungmahamek, Sathorn, Bangkok 10120		
Age (years)	63		
Nationality	Thai		
Type of appointment	Director		
Current positions	<ul style="list-style-type: none"> • Director • Non - Executive Director 		
First appointment date of director	13 September 2011		
Tenure (as of 30 April 2017)	5 years 7 months		
Highest degree	Bachelor Degree in Laws, Ramkhamhaeng University		
Training by Thai Institute of Directors Association (IOD)	<ul style="list-style-type: none"> • Anti-Corruption : The practical Guide (ACPG), Class 14/2014 • Financial Statements for Directors (FSD), Class 21/2013 • Director Accreditation Program (DAP), Class 90/2011 • Director Certification Program (DCP), Class 151/ 2011 		
Percent of shares held in the Company including the number of shares held by spouse and minor children as of 30 December 2016	9,657,000 shares or equivalent to 1.56 %		
Legal offense record in the past 5 years	-None-		
Family Relations among directors and management	Younger brother of Dr. Theparak Leungsuwan and older brother of Ms. Pensri Leungsuwan and Ms. Pimkam Leungsuwan		
Other present positions in Listed Companies	-None-		
Positions in Non-Listed Companies	Period	Position	Companies/Other entities
	2011 - Present	Director	Panmarine Shipping Co., Ltd.
	2010 - Present	Director	Namyong Maritime Co., Ltd.
	1998 - Present	Director	Gold Ship Co., Ltd.
	1996 - Present	Executive Director	N & B Cranage Co., Ltd.
	1993 - Present	Executive Director	Cosnam shipping Co., Ltd.
	1993 - Present	Deputy Managing Director (Main job)	Cosnam shipping Co., Ltd.
	1993 - Present	Director	Cosiam Transport Co., Ltd.
	1990 - Present	Director	Dear Power Co., Ltd.
	1983 - Present	Director	Nam Yuen Yong Shipping Co., Ltd.
	1972 - Present	Executive Director	Pornchareon Estate Co., Ltd.
	1972 - Present	Managing Director	Pornchareon Estate Co., Ltd.
	1971 - Present	Director	The Leung Suwan Estate Co., Ltd.
Past Professional Experience	-None-		
Position in Rival Companies/ Connected Business that may cause conflict of interest	-None-		
Meeting Attendance in the year 2016	<ul style="list-style-type: none"> • The Board of Directors Meeting was 4 times out of the total of 5 times, equivalent to 80% 		



Name and Surname	Ms. Pensri Leungsuwan		
Contact at	1168/52 (Lumpini Tower 19 th Floor) Rama IV Road, Thungmahamek, Sathorn, Bangkok 10120		
Age (years)	61		
Nationality	Thai		
Type of appointment	Director		
Current positions	<ul style="list-style-type: none"> • Director • Non - Executive Director • Authorized Director 		
First appointment date of director	19 March 2002		
Tenure (as of 30 April 2017)	15 years 1 month		
Highest degree	E.D.A. (Management), Bangkok Business College		
Training by Thai Institute of Directors Association (IOD)	Director Accreditation Program (DAP), Class 92/2011		
Percent of shares held in the Company including the number of shares held by spouse and minor children as of 30 December 2016	9,625,100 shares or equivalent to 1.55 %		
Legal offense record in the past 5 years	-None-		
Family Relations among directors and management	Younger sister of Dr. Theparak Leungsuwan, Mr. Dhananant Leungsuwan and older sister of Ms. Pimkarn Leungsuwan		
Other present positions in	-None-		
Listed Companies	Period	Position	Companies/Other entities
Positions in Non-Listed Companies	2001 - Present	Executive Director	C.S.B. Transport Co., Ltd.
	1998 - Present	Executive Director	China Shipping (Bangkok) Co., Ltd.
	1998 - Present	Managing Director (Main job)	China Shipping (Bangkok) Co., Ltd.
	1996 - Present	Executive Director	N & B Cranage Co., Ltd.
	1990 - Present	Director	Dear Power 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	Deputy Managing Director	Nam Yuen Yong Shipping Co., Ltd.
	1982 - Present	Director	T.Con. Co., Ltd.
	1972 - Present	Director	Pornchareon Estate Co., Ltd.
	1972 - Present	Director	Sahamit Hotel Co., Ltd.
	1971 - Present	Director	The Leung Suwan Estate Co., Ltd.
Past Professional Experience	-None-		
Position in Rival Companies/ Connected Business that may cause conflict of interest	-None-		
Meeting Attendance in the year 2016	<ul style="list-style-type: none"> • The Board of Directors Meeting was 4 times out of the total of 5 times, equivalent to 80% 		



Definition of Independent Directors

The Company 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 complies 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 2017

The Board of Directors Meeting No. 1/2017 has considered and resolved the directors' remuneration for the year 2017 as recommended by the Nomination, Compensation and Corporate Governance Committee. The remuneration is determined based on the Company's performance and each board or committee's scope of duties and responsibilities, the current performance, experience, knowledge and capabilities of directors, comparing to other companies in the same industry. It is proposed that the directors' remuneration shall consist of meeting allowance only without any other forms, such as, reward, pension and bonus. The meeting allowance of the Board of Directors and its sub-committees for the year 2017 are as follows:

Details on remuneration of directors and its sub-committees

Meeting Allowance	2016 (THB/Meeting)	2017 (THB/Meeting)	Increased Amount (THB)
Chairman of the Board of Directors	55,000	57,000	2,000
Director	25,000	26,000	1,000
Chairman of the Audit Committee	30,000	32,000	2,000
Member of the Audit Committee	20,000	21,000	1,000
Chairman of the Nomination, Compensation and Corporate Governance Committee	25,000	27,000	2,000
Member of the Nomination, Compensation and Corporate Governance Committee	15,000	16,000	1,000

For consideration of the Agenda 7: To consider and approve the appointment of auditors and to fix auditors fee for the year 2017

For consideration to appoint the Company's Auditors for the year 2017

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. 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 2017 financial statements::

Name	Certified Public Accountant No.	Latest year that the Auditor signed on the Auditor's Report
Mrs. Gingkarn Atsawarangsali	4496	2016
Mr. Sophon Permsirivallop	3182	-
Ms. Rungrapa Lertsuwankul	3516	-
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 is also appointed as an auditor to audit, perform, and sign on the 2017 financial statements of Sapphire Ro-Ro (Thailand) Limited which is a subsidiary of the Company.


For consideration to approve the Company's Auditor fee for the year 2017


	2016 (THB)	2017 (THB)	Changing increased (decreased) (%)
Auditor fee of the company	1,050,000	1,150,000	9.52
Other Fees	0	0	0.00
Totaling auditor fees	1,050,000	1,150,000	9.52


For acknowledgement of Auditor fee for the year 2017 of Sapphire Ro-Ro (Thailand) Limited (the Company's subsidiary)

	2016 (THB)	2017 (THB)	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	Dr. Borwornsak Uwanno, Professor Emeritus	
Age (years)	62	
Nationality	Thai	
Current positions	<ul style="list-style-type: none"> Chairman of the Board of Directors Independent Director 	
First appointment date of director	25 February 2016	
Tenure (as of 30 April 2017)	1 year 2 months	
Highest degree	Doctorate Degree in Public Law, Université de Paris X (Nanterre (mention tres bien))	
Training by Thai Institute of Directors Association (IOD)	Director Accreditation Program (DAP), (2004)	
Percent of shares held in the Company including the number of shares held by spouse and minor children as of 30 December 2016.	668,000 shares or equivalent to 0.11 %	
Legal offense record in the past 5 years	-None-	
Family relations between directors and management	-None-	
Conflict of Interest	Agenda 5 : To consider and approve the election of the directors who are due to retire by rotation Agenda 6 : To consider and approve the directors' remuneration for the year 2017	

Name and Surname	Dr. Sunee Sornchaitanasuk	
Age (years)	54	
Nationality	Thai	
Current positions	<ul style="list-style-type: none"> • Director • Chairman of the Audit Committee • Independent Director 	
First appointment date of director	23 August 2016	
Tenure (as of 30 April 2017)	8 months	
Highest degree	Doctor, Communication Management Program, Suan Dusit University	
Training by Thai Institute of Directors Association (IOD)	<ul style="list-style-type: none"> • Role of the Chairman Program (RCP), Class 18/2008 • Monitoring the Internal Audit Function (MIA), Class 2/2008 • Monitoring the System of Internal Control and Risk Management (MIR), Class 3/2008 • Improving the Quality of Financial Reporting (QFR), Class 5/2007 • Director Certification Program (DCP), Class 53/2005 • Audit Committee Program (ACP), Class 5/2005 • Director Accreditation Program (DAP), Class 28/2004 	
Percent of shares held in the Company including the number of shares held by spouse and minor children as of 30 December 2016	0 share or equivalent to 0.00 %	
Legal offense record in the past 5 years	-None-	
Family relations between directors and management	-None-	
Conflict of Interest	Agenda 6 : To consider and approve the directors' remuneration for the year 2017	

Name and Surname	Mrs. Benchawan Srangnitra	
Age (years)	66	
Nationality	Thai	
Current positions	<ul style="list-style-type: none"> • Director • Chairman of the Nomination, Compensation and Corporate Governance Committee • Member of the Audit Committee • Independent director 	
First appointment date	13 September 2011	
Tenure (as of 30 April 2017)	5 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 • Successful Formulation & Execution of Strategy Program (SFE) Class 12/2011 • Director Certification Program (DCP) Class 136/2010 	
Percent of shares held in the Company including the number of shares held by spouse and minor children as of 30 December 2016.	0 share or equivalent to 0.00 %	
Legal offense record in the past 5 years	-None-	
Family relations between directors and management	-None-	
Conflict of Interest	<p>Agenda 5 : To consider and approve the election of the directors who are due to retire by rotation</p> <p>Agenda 6 : To consider and approve the directors' remuneration for the year 2017</p>	

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

To attend the 2017 Annual General Meeting of the Shareholders of Namyang Terminal Public Company Limited, for convenience of registration, shareholders and proxies, please kindly bring the Notice of the Meeting, Registration Form and Proxy Form..

1. Documents Required to Be Presented Before Attending the Meeting

For Individual Person

A. Attending in Person

Valid document issued by government authorities e.g., identification card, official identification card, driver license or passport; and evidence of name-surname change (if any).

B. By Appointing Proxy

- (1) The Proxy Form, as attached to the Notice of the Meeting (in either form) which has been completed correctly and signed by the Shareholder as the grantor and the Proxy.
- (2) A copy of the Shareholder's valid document issued by a government authority as specified in Item A and certified by the Shareholder.
- (3) Present the Proxy's valid document, issued by a government authority as specified in Item A.

For Juristic Person

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

- (1) Present the valid document of the authorized director(s) issued by government authority similar to an individual person as specified in Item A.
- (2) A copy of the Shareholder's affidavit certified by its representative (authorized director(s)); which affirms that such representative, who is attending the meeting, has the authority to act on the Shareholder's behalf according to the law.

D. By Appointing Proxy

- (1) The Proxy Form, as attached to the Notice to of the Meeting (in either form) which has been completed correctly and signed by the authorized director(s) of the Shareholder as the grantor and the Proxy.
- (2) A copy of the Shareholder's affidavit certified by the authorized director(s); which affirms that such authorized director(s), who executes the Proxy Form has the authority to act on the Shareholder's behalf according to the law.
- (3) A copy of a valid document, issued by a government authority, of the authorized director(s), who is the proxy grantor and the certifier of such document.
- (4) Present a valid document issued by a government authority of the Proxy similar to a natural person as specified in Item A.

E. In Case of a Shareholder who is a Foreign Investor and Appoints a Custodian in Thailand

- (1) All documents similar to those of a Juristic Person as specified in Item C or D.
- (2) In case of a shareholder who is a 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 which the shareholder, who is a foreign investor, authorizes the Custodian to sign the Proxy Form on his/its behalf.
 - (2.2) Confirmation Letter affirming 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 must be translated into English and certified by the Shareholder or authorized representative of the Shareholder as the true and correct translation for submission.

2 Proxy Appointment

The Company has prepared the Proxy Forms according to the Regulation of the Department of Business Development, Ministry of Commerce Re: Form of Proxy (No. 5) B.E. 2550 (2007) which consists of three forms as follows:

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

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

The Shareholder who cannot attend the meeting may appoint a person as his/its Proxy and must proceed 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 a Custodian in Thailand shall select only Form C.
- B. Authorize a person or an Independent Director to attend and vote in the meeting on the shareholder's behalf by specifying the name including the details of the person, or select an Independent Director's name as specified in the proxy form as a Proxy.
- C. Affix a 20 Baht stamp duty, cross out the stamp; and specify the date of Proxy Form in order for it to be enforceable. For the Proxy's convenience, the Company will facilitate in affixing the stamp duty for the Proxy upon registration of the meeting.
- D. Send the completed Proxy Form in an envelope to the Company by **Monday 24 April 2017** 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. Partial authorization of shares held by him/it is not allowed unless the Custodian is appointed by the Foreign Investor pursuant to Proxy Form C.

3 Meeting Registration

Meeting registration will begin at least 2 hours before the commencement of the meeting or from **8:00 hours** onward at **Grand Ballroom 2, Rama Gardens Hotel, no. 9/9 Vibhavadi Rangsit Road, Laksi, Bangkok 10210** as the map attached.

4 Voting in the Meeting of the Shareholders

Voting Requirements

A General Agenda:

- (1) Voting for each agenda shall be made by raising hand and one vote shall be counted for one share. The shareholder or proxy only vote for approval, disapproval or abstention. Partial voting is not allowed (except for the vote casted 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) If the shareholder does not specify or inexplicitly specifies his/its intention for voting, or in case the meeting considers or resolves an agenda not 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 Appointment of Director:

The procedures for appointment of director 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 for any persons; and
- (3) The persons who obtain the highest number of votes will be elected as directors respectively according to the required number of directors, but if two or more persons obtain equal votes and the number of director exceeds the requirement, the Chairman must exercise a casting vote.

Voting Procedures for Each Agenda

The Chairman shall inform the meeting the details 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 for approval, disapproval or abstention.
- (2) When the Chairman asks for consideration, a vote shall be made by a show of hand (except in the case of a secret vote); and the shareholder or proxy shall vote for either approval, disapproval or abstention (unless the Proxy Form allows the Custodian to allocate the vote).

A resolution of the meeting shall comprise of the following number of votes:

- (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 law or the Company's Articles of Association specifies otherwise, the resolutions of the meeting shall be in accordance with the law or the Company's Articles of Association. In this regards, the Chairman shall inform the votes required for such resolution to the shareholders in the meeting before voting on such Agenda.
 - (2.1) In case of a tie vote, the Chairman of the meeting shall cast 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 the agenda regarding the appointment of director.

Counting and Announcement of the Vote

Prior to each meeting agenda, the Chairman shall inform the process of the 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.

Directors retiring in the first and second years following the registration of the Company shall be determined by drawing lots. 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 allowance, reward, bonus, or any other benefits 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 by the resolution of the shareholders' meeting. 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 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 whether the matter is for acknowledgment, approval, or consideration, as the case may be, 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 or more.

A meeting of shareholders may 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 according to the above paragraph and such meeting was called at the request of the shareholders, the meeting must be dissolved. If the meeting was called other than at the request of the shareholders, the meeting shall be called again 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 perform his duties, the Vice Chairman will serve as the Chairman. If there is no Vice Chairman or the Vice Chairman is unable to perform its 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 appointment 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) entering into, amendment or termination of any agreement concerning a lease of all or a substantial part of the business of the Company or assigning any person to have management control of the business of the Company or a merger with any person with the purpose of sharing profit and loss;
 - (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;
- (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) any other business.

Chapter 7

Accounting, Finance, and Audit

39. The board of directors must prepare 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 2016 Annual Report

To Shareholders,

Any shareholder who would like to receive 2016 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 2016 Annual Report hard copy to you, accordingly.

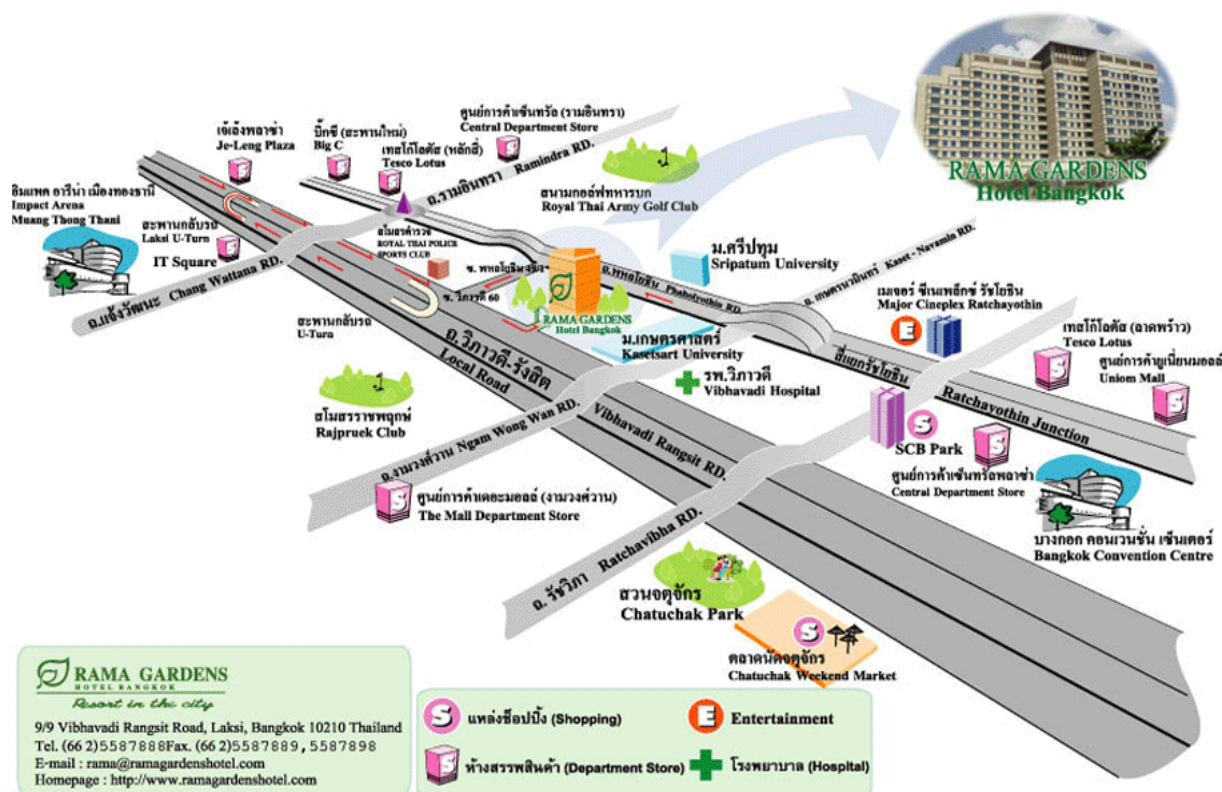
Name and Address of the Shareholder

Name.....

Address.....

.....

.....



ห้องแกรนด์บอลรูม 2 โรงแรมราม่า การ์เด็นส์
เลขที่ 9/9 ถนนวิภาวดีรังสิต หลักสี่ กรุงเทพมหานคร 10210

At Grand Ballroom 2, 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 Year

ข้าพเจ้า

I/We

อยู่บ้านเลขที่

Address

สัญชาติ

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 ศาสตราจารย์กิตติคุณ ดร. บวรศักดิ์ อุวรรณโณ อายุ 62 ปี อยู่บ้านเลขที่ บมจ. นามยง เทอร์มินัล เลขที่ 1168/52 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย
 Name Dr. Borwornsak Uwanno, Professor Emeritus age 62 years, residing at No. Namyong Terminal PLC. at 1168/52 (Lumpini Tower, 19th Floor) Rama IV Rd., Thungmahamek, Sathorn, Bangkok 10120, Thailand.

☐ 4. ชื่อ ดร. สุนีย์ ศรีไชยชนะสุข อายุ 54 ปี อยู่บ้านเลขที่ บมจ. นามยง เทอร์มินัล เลขที่ 1168/52 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย
 Name Dr. Sunee Sornchaitanasuk age 54 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 66 ปี อยู่บ้านเลขที่ บมจ. นามยง เทอร์มินัล เลขที่ 1168/52 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย
 Name Mrs. Benchawan Srangnitra age 66 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 2560 ในวันศุกร์ที่ 28 เมษายน 2560 เวลา 10.00 น. ณ ห้องแกรนด์บอลรูม 2 โรงแรมราม่า การ์เดนส์ 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 2017 on Friday 28 April 2017 at 10.00 hours, at Grand Ballroom 2, 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/Signedผู้มอบฉันทะ/Proxy Grantor
()

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy Holder
()

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy Holder
()

ลงชื่อ/Signedผู้รับมอบฉันทะ/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 Year(1) ข้าพเจ้า
I/We
อยู่บ้านเลขที่
Addressสัญชาติ
nationality

(2) 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

(3) 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 ศาสตราจารย์กิตติคุณ ดร. บวรศักดิ์ อุวรรณโณ อายุ 62 ปี อยู่บ้านเลขที่ บมจ. นามยong เทอร์มินัล เลขที่ 1168/52 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย
 Name Dr. Borwornsak Uwanno, Professor Emeritus age 62 years, residing at No. Namyong Terminal PLC. at 1168/52 (Lumpini Tower, 19th Floor) Rama IV Rd., Thungmahamek, Sathorn, Bangkok 10120, Thailand.

☐ 4. ชื่อ ดร. สุนีย์ ศรีไชยชนะ อายุ 54 ปี อยู่บ้านเลขที่ บมจ. นามยong เทอร์มินัล เลขที่ 1168/52 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย
 Name Dr. Sunee Sornchaitanasuk age 54 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 66 ปี อยู่บ้านเลขที่ บมจ. นามยong เทอร์มินัล เลขที่ 1168/52 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย
 Name Mrs. Benchawan Srangnitra age 66 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 2560 ในวันศุกร์ที่ 28 เมษายน 2560 เวลา 10.00 น. ณ ห้องแกรนด์บอลรูม 2 โรงแรมราม่า การ์เด้นส์ เลขที่ 9/9 ถนนวิภาวดีรังสิต หลักสี่ กรุงเทพมหานคร 10210 หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

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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 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2559 ซึ่งประชุมเมื่อวันอังคารที่ 26 เมษายน 2559
Agenda 1 To consider and certify Minutes of 2016 Annual General Meeting of Shareholders which was held on Tuesday 26 April 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 2 เพื่อทราบผลการดำเนินงานสำหรับปีสิ้นสุดสิ้นสุดวันที่ 31 ธันวาคม 2559
Agenda 2 To acknowledge the Company's operational results for the fiscal year ended 31 December 2016

วาระที่ 3 เพื่อทราบรายงานการตรวจสอบของผู้สอบบัญชี และพิจารณาอนุมัติงบการเงินของบริษัทและบริษัทย่อยสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2559
Agenda 3 To consider and approve the Company's and its subsidiary's report and consolidated financial statements 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 4 พิจารณานำมติการจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2559
Agenda 4 To consider and approve distribution of dividend payment derived from operational results 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 5 พิจารณานำมติการแต่งตั้งกรรมการแทนกรรมการที่ออกตามวาระ
Agenda 5 To consider and approve the 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 ☐ งดออกเสียง/Abstain

- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล/ appointment of certain directors
1. ศาสตราจารย์กิตติคุณ ดร. บวรศักดิ์ อุวรรณโณ
Dr. Borwornsak Uwanno, Professor Emeritus
 - ☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ งดออกเสียง/Abstain
 2. นางเบญจวรรณ สร้างนิทร
Mrs. Benchawan Srangnitra
 - ☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ งดออกเสียง/Abstain
 3. นายธนานันท์ เหลืองสุวรรณ
Mr. Dhananant Leungsuwan
 - ☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ งดออกเสียง/Abstain
 4. นางสาวเพ็ญศรี เหลืองสุวรรณ
Mrs. Pensri Leungsuwan
 - ☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ งดออกเสียง/Abstain

วาระที่ 6
Agenda 6

พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2560
To consider and approve the directors' remuneration for the year 2017

- ☐ (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 2560
To consider and approve the appointment of auditors and to fix auditors fee for the year 2017

- ☐ (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

เพื่อทราบการขยายเวลาการใช้สิทธิซื้อหุ้นบริษัท แลคมฉบบัง อินเตอร์เนชั่นแนล โร-โร เทอร์มินัล จำกัด ("LRT") ร้อยละ 29 ภายใต้สัญญาผู้ถือหุ้นระหว่างบริษัทและกลุ่ม Nippon Yusen Kabushiki Kaisha ("NYK")

Agenda 8

To acknowledge the extension period that the Company is entitled to purchase 29% of shares of Laemchabang International Ro-Ro Terminal Co., Ltd. ("LRT") under the term stipulated in the Shareholders' Agreement between the Company and Nippon Yusen Kabushiki Kaisha Group ("NYK")

วาระที่ 9
Agenda 9

พิจารณาอนุมัติการเปลี่ยนแปลงมูลค่าหุ้นที่ตราไว้ของบริษัท และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิข้อ 4.
To consider and approve the change of the par value of the Company's shares and the amendment to the Company's Memorandum of Association Clause 4

- ☐ (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 10
Agenda 10

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. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 2560 ในวันศุกร์ที่ 28 เมษายน 2560 เวลา 10.00 น. ณ ห้องแกรนด์บอลรูม 2 โรงแรมรามาราม การ์เด้นส์ เลขที่ 9/9 ถนนวิภาวดีรังสิต หลักสี่ กรุงเทพมหานคร 10210 หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

At the 2017 Annual General Meeting of Shareholders on Friday 28 April 2017 at 10.00 hours, at Grand Ballroom 2, 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.)

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

Shareholders Registration No.

เขียนที่ _____
Written atวันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year(1) ข้าพเจ้า
I/We
อยู่บ้านเลขที่
Addressสัญชาติ
nationality

(2) 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

(3) 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 ศาสตราจารย์กิตติคุณ ดร. บวรศักดิ์ อุวรรณโณ อายุ 62 ปี อยู่บ้านเลขที่ บมจ. นามยong เทอร์มินัล เลขที่ 1168/52 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย
 Name Dr. Borwornsak Uwanno, Professor Emeritus age 62 years, residing at No. Namyong Terminal PLC.
 at 1168/52 (Lumpini Tower, 19th Floor) Rama IV Rd., Thungmahamek, Sathorn, Bangkok 10120, Thailand.

☐ 4. ชื่อ ดร. สุนีย์ ศรีไชยชนะ อายุ 54 ปี อยู่บ้านเลขที่ บมจ. นามยong เทอร์มินัล เลขที่ 1168/52 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย
 Name Dr. Sunee Somchaitanasuk age 54 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 66 ปี อยู่บ้านเลขที่ บมจ. นามยong เทอร์มินัล เลขที่ 1168/52 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย
 Name Mrs. Benchawan Srangnitra age 66 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 2560 ในวันศุกร์ที่ 28 เมษายน 2560 เวลา 10.00 น. ณ ห้องแกรนด์บอลรูม 2 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 2017 on Friday 28 April 2017 at 10.00 hours, at Grand Ballroom 2, 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 2559 ซึ่งประชุมเมื่อวันอังคารที่ 26 เมษายน 2559
To consider and certify Minutes of 2016 Annual General Meeting of Shareholders which was held on Tuesday 26 April 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 ☐ จดออกเสียง/Abstain

วาระที่ 2
Agenda 2 เพื่อทราบผลการดำเนินงานสำหรับปีสิ้นสุดสิ้นสุดวันที่ 31 ธันวาคม 2559
To acknowledge the Company's operational results for the fiscal year ended 31 December 2016

วาระที่ 3
Agenda 3 เพื่อทราบรายงานการตรวจสอบของผู้สอบบัญชี และพิจารณาอนุมัติงบการเงินของบริษัทและบริษัทย่อยสำหรับปี
สิ้นสุดวันที่ 31 ธันวาคม 2559
To consider and approve the Company's and its subsidiary's report and consolidated financial statements 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 ☐ จดออกเสียง/Abstain

วาระที่ 4
Agenda 4 พิจารณานำมติการจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2559
To consider and approve distribution of dividend payment derived from operational results 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 ☐ จดออกเสียง/Abstain

วาระที่ 5
Agenda 5 พิจารณานำมติการแต่งตั้งกรรมการแทนกรรมการที่ออกตามวาระ
To consider and approve the 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. ศาสตราจารย์กิตติคุณ ดร. บวรศักดิ์ อุวรรณโณ
Dr. Borwornsak Uwanno, Professor Emeritus

☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ จดออกเสียง/Abstain
 2. นางเบญจวรรณ สร้างนิทร
Mrs. Benchawan Srangnitra

☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ จดออกเสียง/Abstain
 3. นายธนานันท์ เหลืองสุวรรณ
Mr. Dhananant Leungsuwan

☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ จดออกเสียง/Abstain
 4. นางสาวเพ็ญศรี เหลืองสุวรรณ
Mrs. Pensri Leungsuwan

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

วาระที่ 6
Agenda 6

พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2560
To consider and approve the directors' remuneration for the year 2017

- ☐ (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 7
Agenda 7

พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและการกำหนดค่าตอบแทนแก่ผู้สอบบัญชีประจำปี 2560
To consider and approve the appointment of auditors and to fix auditors fee for the year 2017

- ☐ (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 8
Agenda 8

เพื่อทราบการขยายเวลาการใช้สิทธิซื้อหุ้นบริษัท แพลมฉบบัง อินเตอร์เนชั่นแนล โร-โร เทอร์มินัล จำกัด ("LRT") ร้อยละ 29 ภายใต้สัญญาผู้ถือหุ้นระหว่างบริษัทและกลุ่ม Nippon Yusen Kabushiki Kaisha ("NYK")
To acknowledge the extension period that the Company is entitled to purchase 29% of shares of Laemchabang International Ro-Ro Terminal Co., Ltd. ("LRT") under the term stipulated in the Shareholders' Agreement between the Company and Nippon Yusen Kabushiki Kaisha Group ("NYK")

วาระที่ 9
Agenda 9

พิจารณาอนุมัติการเปลี่ยนแปลงมูลค่าหุ้นที่ตราไว้ของบริษัท และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิข้อ 4.
To consider and approve the change of the par value of the Company's shares and the amendment to the Company's Memorandum of Association Clause 4

- ☐ (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 10
Agenda 10

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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุม 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. 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. ในกรณีที่มีการพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ 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 2560 ในวันศุกร์ที่ 28 เมษายน 2560 เวลา 10.00 น. ณ ห้องแกรนด์บอลรูม 2 โรงแรมรามาร การ์เด้นส์ เลขที่ 9/9 ถนนวิภาวดีรังสิต หลักสี่ กรุงเทพมหานคร 10210 หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

At the 2017 Annual General Meeting of Shareholders on Friday 28 April 2017 at 10.00 hours, at Grand Ballroom 2, 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
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- ☐ 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
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- ☐ 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