

## **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](http://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.