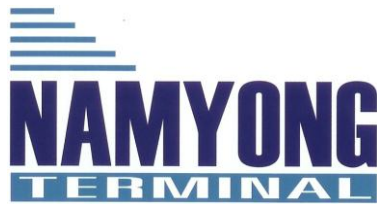


## **Notice of 2018 Annual General Meeting of Shareholders**



**Namyong Terminal Public Company Limited**

**Friday 27 April 2018 at 10.00 hrs.  
at Grand Ballroom 2, Rama Gardens Hotel,  
No. 9/9 Vibhavadi Rangsit Road, Laksi, Bangkok 10210**

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(Please download from the Company's website at <a href="http://www.namyongterminal.com">www.namyongterminal.com</a> )	

**- Translation -**

27 March 2018

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 2018 Annual General Meeting of Shareholders on Friday 27 April 2018 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 2017 Annual General Meeting of Shareholders which was held on Friday 28 April 2017**

**Background and Reason** The Company has prepared the minutes of 2017 Annual General Meeting of Shareholders held on Friday 28 April 2017 and 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 2017 Annual General Meeting of Shareholders held on Friday 28 April 2017 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 2017**

**Background and Reason** The report on the operational results of the Company for the accounting year ended 31 December 2017 is provided in the 2017 Annual Report. The CD-Rom of the 2017 Annual Report is submitted to the Shareholders together with this Notice as Attachment No.2. The summary of the Company's 2017 operational results will also be presented to the Shareholders during the 2018 Annual General Meeting of Shareholders.

**Board's opinion** It is considered appropriate to report the Company's operational results for the fiscal year ended 31 December 2017 to the Meeting of Shareholders for acknowledgement.

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

**Agenda 3 To consider the auditors' report and approve the Company and its subsidiary's report and consolidated financial statements for the fiscal year ended 31 December 2017**

**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 fiscal year ended 31 December 2017 as duly audited and certified by the certified auditor from EY Office Limited, Mr. Chayapol Suppasatnanon, and agreed that the Board of Directors shall propose the Annual General Meeting of Shareholders for consideration 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 2017. The financial statements are provided in the Company's 2017 Annual Report, in which the CD-Rom has been submitted 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	4,356.72
Total Liabilities	602.58
Total Shareholders' Equity	3,754.14
Service income and other service income	1,373.25
Total revenues	1,422.28
Total expenses	920.88
Profit for the year	388.69
Earning per share (THB : share)	0.31

**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 subsidiaries for the fiscal year ended 31 December 2017 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 2017****Background and Reason**

Based on the Company's operating results for the fiscal year 2017, the Company has net profit as stated in the Company's separated financial statement, in the amount of THB 395,648,195. In addition, the Company has sufficient cash flows to pay the dividends to the shareholders. Therefore, the Company considers to pay the 2017 year ended dividend at the amount of THB 372,000,000 which is equivalent to the rate of THB 0.30 per share (thirty satang), it shall be paid to the shareholders based on the par value at THB 0.50 per share in accordance with the Company's dividend policy. Dividend payment policy and the comparison of dividend payments are as appeared in Attachment No.3.

In this regard, the date for determining the names of the shareholders who shall be entitled to such dividend payment (Record Date) shall be on 8 May 2018 and the dividend payment date shall be on 24 May 2018.

<b>Board's opinion</b>	It is considered appropriate for the Shareholders' Meeting to approve the dividend payment for the fiscal year 2017 at the amount of THB 372,000,000 (THB three hundred seventy-two million) for 1,240,000,000 ordinary shares or equivalent to the rate of THB 0.30 per share (thirty satang), it shall be paid to shareholders based on the par value at THB 0.50 per share whose names appeared on the record date as at 8 May 2018, whereby the dividend shall be paid on 24 May 2018.
<b>Vote required</b>	<u>Majority</u> 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 Articles 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. Mr. Chaisawasd Kittipornpaiboon | Director /<br>Independent Director  |
| 2. Mrs. Sunee Pongpud              | Director /<br>Member of the Audit<br>Committee /<br>Independent Director  |
| 3. Mr. Vallop Tiasiri              | Director/<br>Member of the Nomination,<br>Compensation and Corporate<br>Governance Committee/<br>Independent Director |
| 4. Mr. Pongthep Leungsuwan         | Director  |

The Company also gave the opportunity to the shareholders to propose the list of persons for being considered to be elected to be directors for 2018 Annual General Meeting of Shareholders via the Company's website within 31 December 2017 according to the good governance criteria of the listed company, however, there was no shareholder proposing the list of persons 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 to the 2018 Annual General Meeting of Shareholders to re-elect all the 4 directors to be directors for another term (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 having interests therein, considered and was of opinion that all the 4 directors have good knowledge, managerial skill

and have qualification as required by law.

In this regard, the 3 directors who are nominated to be Independent director, namely, Mr. Chaisawasd Kittipornpaiboon, Mrs. Sunee Pongpud and Mr. Vallop Tiasiri are capable of expressing their opinions independently and aligned with all qualifications 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 the 2018 Annual General Meeting of Shareholders that all these 4 directors should be re-elected namely:

- |                                    |   |
|------------------------------------|---|
| 1. Mr. Chaisawasd Kittipornpaiboon | Director /<br>Independent Director  |
| 2. Mrs. Sunee Pongpud              | Director /<br>Member of the Audit<br>Committee /<br>Independent Director  |
| 3. Mr. Vallop Tiasiri              | Director/<br>Member of the Nomination,<br>Compensation and Corporate<br>Governance Committee/<br>Independent Director |
| 4. Mr. Pongthep 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 2018**

**Background and Reason**

Pursuant to Section 90 of the Public Companies Limited Act B.E. 2535 (1992) (as amended) and Article 22 of the Company's Articles of Association, 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 as well as 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 to maintain the meeting allowance of the Board of Directors and its sub-

committees for the year 2018 at the rate same as the year 2017. 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 2018 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 audit fee for the year 2018**

**Background and Reason**

Pursuant to Section 120 of the Public Companies Limited Act B.E. 2535 (1992) (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 fee of the auditors.

**Audit Committee's opinion**

The Audit Committee proposed to appoint the following auditors from EY Office Limited to be the auditors of the Company for the fiscal year 2018:

- |                                 |  |
|---------------------------------|--|
| 1. Mrs.Gingkarn Atsawarangsalit | Certified Public Accountant<br>No. 4496 and/or |
| 2. Mr. Sophon Permsirivallop    | Certified Public Accountant<br>No. 3182 and/or |
| 3. Ms. Runnapa Lertsuwankul     | Certified Public Accountant<br>No. 3516 and/or |
| 4. Mr. Chayapol Suppasedtanon   | Certified Public Accountant<br>No. 3972        |

The Audit Committee has selected the auditors in accordance with the criteria of the Public Companies Limited Act B.E. 2535 (1992) (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 have in-depth knowledge of the Company's nature of business.

For the audit fee for the fiscal year ended 2018 in amount of THB 1,250,000, the Audit Committee considered that the audit fee offered by EY Office Limited is reasonable comparing to the scope of work and, therefore, proposed to the Board of Directors to consider and thereafter propose to Shareholders' 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 the auditors for the

Company's subsidiaries in the year 2018. Details of audit fees and list of the Company's subsidiaries company retaining the same auditors are provided in Attachment No. 6.

**Board's opinion**

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

- |                                 |  |
|---------------------------------|--|
| 1. Mrs.Gingkarn Atsawarangsalit | Certified Public Accountant<br>No. 4496 and/or |
| 2. Mr. Sophon Permsirivallop    | Certified Public Accountant<br>No. 3182 and/or |
| 3. Ms. Rungnapa Lertsuwankul    | Certified Public Accountant<br>No. 3516 and/or |
| 4. Mr. Chayapol Suppasedtanon   | Certified Public Accountant<br>No. 3972        |

To be the auditor of the Company and to express his/her opinion on the 2018 financial statements and approve for audit fees for the year 2018 totaling THB 1,250,000.

**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 percent 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) ("**Shareholders' Agreement**"), specifies that within 15 May 2017, the Company is entitled to purchase additional 29 percent 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, the 2017 Annual General Meeting dated 28 April 2017 has acknowledged the extension of period for purchasing LRT shares to be within 31 March 2018.

On 12 January 2018, the Company received the letter to extend the period for purchasing LRT shares of 29 per cent under the above Shareholders' Agreement from within 31 March 2018 to be within 31 March 2019 since NYK needs more time to complete the business restructuring.

**Board's opinion**

It is considered appropriate to propose the Shareholders' Meeting for acknowledgement of the extension period that the Company is entitled to purchase 29 percent of shares of LRT under the term stipulated in the Shareholders' Agreement between the Company and NYK from within 31 March 2018 to be within 31 March 2019.

**Vote required**

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



**Agenda 9      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 2018 Annual General Meeting of Shareholders, to be on 2 March 2018. The Company therefore would like to invite all shareholders to attend the 2018 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](http://www.namyongterminal.com).

Your Sincerely,

**Namyong Terminal Public Company Limited**



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

(-Translation-)  
**Namyong Terminal Public Company Limited**  
**Minutes of the 2017 Annual General Meeting of Shareholders**

**Date, Time, and Venue:**

The meeting was convened on Friday 28 April 2017 at 10.05 hrs., at Grand Ballroom 2, Rama Gardens Hotel, No. 9/9 Vibhavadi Rangsit Road, Laksi, Bangkok 10210.

**Beginning of Meeting**

Dr. Borwornsak Uwanno, Professor Emeritus, acted as the Chairman of the Meeting (“**the Chairman**”) and Ms. Sopana Paraphuti, the Corporate Secretary, acted as the Secretary of the Meeting.

The Chairman informed the 2017 Annual General Meeting of Shareholders (“**the Meeting**”) the information regarding the shareholders of Namyong Terminal Public Company Limited (“**the Company**”) who are presented in person and by proxy as follow:

<b>Shareholders presented in person</b>	<b>19 persons</b>	<b>Representing</b>	<b>106,964,103 shares</b>
<b>Shareholders presented by proxy</b>	<b>119 persons</b>	<b>Representing</b>	<b>429,518,304 shares</b>
<b>Total</b>	<b>138 persons</b>	<b>Representing</b>	<b>536,482,407 shares</b>
<b>Percentage</b>	<b>86.5294</b>	<b>Total paid-up capital</b>	<b>620,000,000 shares</b>

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, presented 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: In this regards, 12 directors attended the meeting or equivalent to 100% of the Board of directors.

**Directors present at the Meeting**

Dr. Borwornsak Uwanno, Professor Emeritus	Chairman of the Board of Directors and Independent Director
Dr. Theparak Leungsuwan	Director and Chief Executive Officer
Ms. Pimkarn Leungsuwan	Director and Chief Financial Officer
Mr. Dhananant Leungsuwan	Director
Ms. Pensri Leungsuwan	Director
Mr. Pongthep Leungsuwan	Director and Chief Administrative Officer
Dr. Sunee Sornchaitanasuk	Chairman of the Audit Committee and Independent Director
Mrs. Benchawan Srangnitra	Chairman of the Nomination, Compensation and Corporate Governance Committee, Member of the Audit Committee and Independent Director
Mr. Chaisawasd Kittipornpaiboon	Independent Director
Mr. Vallop Tiasiri	Member of the Nomination, Compensation and Corporate Governance Committee and Independent Director
Mrs. Sunee Pongpud	Member of the Audit Committee and Independent Director
Dr. Vichya Kreangam	Member of the Audit Committee, Member of Nomination, Compensation and Corporate Governance Committee and Independent Director

**Management present at the Meeting**

Mr. Amornnat Janyong	Chief Operating Officer
Mr. Weerapong Sripa	Senior Terminal operation manager

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Mr. Poolsak Boonchoo Esq

Legal advisor of the Company

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

Mr. Chayapol Suppasertanon

Auditors from EY Office Limited

Ms. Nattida Klinsirrat

Ms. Waraporn Tungwatcharobol

Legal Advisors from R & T Asia (Thailand)  
Limited

Ms. Natcharee Apichotsuraratsamee

Ms. Waraporn Tungwatcharobol, a legal advisor, attended as an inspector 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.

**Procedures of the Meeting**

The meeting and voting will be conducted in accordance with the agenda prescribed in the Notice of this Meeting. 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. After counting process is completed, 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. The shareholders shall make inquiries and express opinions by informed his/her name and surname for minutes records.

From October to December 2016, 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 Board of Directors has considered to fix meeting's agendas and proposed re-election of directors who are due to retire by rotation to serve the Company for another term.

**Voting Process**

The shareholders has one share equals one vote, and shareholders shall vote in one opinion of approved or disapproved or abstained, Split of vote is not allowed except for voting by the custodian. If there is no show of any votes, it would be resolved that the shareholders are in favor of the proposal. The shareholders shall vote by marked "X" on the voting cards that received from registration desk.

**Counting Process**

The votes of the shareholders who wish to vote "Disapproved or Abstained", shall be deducted from the total votes of the shareholders who present at the meeting in each agenda. Voting in the agenda 5 shall be voting to elect each director individually and all voting cards of agenda 5 shall be collected in accordance with the principle of good governance. In this regards, after the meeting finished, all voting cards shall be collected for evidence accordingly.

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.

**Rights of Shareholders**

Any shareholder attending the meeting after the meeting is commenced, such shareholder would still be entitled to attend the meeting and vote as from the agenda that he/she was present onwards. The Chairman then proceeded so that the Meeting consider the agendas as follows:

**Agenda 1 To consider and certify the Minutes of 2016 Annual General Meeting of Shareholders held on Tuesday 26 April 2016**

The Chairman informed the Meeting that the 2016 Annual General Meeting of Shareholders was held on 26 April 2016, 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 Board of Directors expressed opinion that such minutes were

correctly recorded, the copy of the meeting minutes was shown as attachment 1 of the invitation for proposing to the shareholders' meeting consideration.

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 unanimously certified the Minutes of 2016 Annual General Meeting of Shareholders held on Tuesday 26 April 2016, as proposed, with the voting results as follows:

Shareholders voting	Number of Votes	Percentage
Approved	537,148,607	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Voting card(s)	0	0.0000
<b>Total</b>	<b>537,148,607</b>	<b>100.0000</b>

Remark: In this agenda, the number of shareholders attending the Meeting was 140 persons and number of shares increased by 666,200 shares.

**Agenda 2 To acknowledge the Company's operational results for the fiscal year ended 31 December 2016**

Dr. Theparak Leungsuwan, Director and the Chief Executive Officer, presented to the Meeting that the business operation for the fiscal year ended 31 December 2016.

Growth of Revenue and Profit

Total revenues of the Company has slightly grew up from THB 1,408 million to THB 1,426 million or equivalent to 1.28 % from the previous year and it has continuously grew up as 3 years, comparison. Services revenues has slightly grew up from THB 1,351 million to THB 1,381 million or equivalent to 2.19 %. Net profit of the Company in 2014 amounted to THB 404 million in 2014 and THB 444 million in 2015 and THB 390 million in 2016.

The total number of cars imported and exported via A5 Terminal is 948,250 cars in 2014 and 985,185 in 2015 and 989,907 in 2016 or increased 4.39 % from the year 2014 which an increasing number of cars has aligned with exported car units of the industry. The Company has currently increased supporting car storage area at A5 Terminal up to 1.5 million cars per year.

Warehousing services had been set up for risk diversification of main revenues from terminal services, revenues from warehousing services is remarkable amounted to THB 222 million in 2016 or increased of THB 23 million or 11.56% from the year 2015. With comparison of 3 years, revenues of warehousing services has constantly increased from the year 2014 at THB 182 million to THB 199 million in 2015 and THB 222 million in 2016 which warehousing services revenues has increased 21.98 % from the year 2014. Last year, the Company has entered into rental agreement with Port Authority of Thailand for rental areas of 75 rai located beside the signal station building to serve the business expansion of this service in the future.

Corporate Governance, Corporate Social Responsibility and Anti- Corruption

In 2016, Customer satisfaction survey was average at 89 %, the survey is well reflected in customers' trust on our service standard.

The Company has realized the importance of good corporate governance. The dedicated and continued promotion of good corporate governance resulted in the recognition of the performance of the Company's good corporate governance throughout 2016 as follows:

- Being 1 of 55 companies whose stocks were named in the 2016 Thailand Sustainability Investment list or "Sustainable Stock".

- Being 1 of 80 companies whose Good Corporate Governance reports in 2016, carried out by the Thai Institute of Directors (IOD), achieved 5 stars or “Excellent”.
- Being 1 of 159 companies which received a perfect score of 100 percent for the 2016 annual general meeting according to the evaluation of the quality of annual general meetings of shareholders (AGM checklist) carried out by the Thai Investors Association (TIA).

We have continually developed Good Corporate Governance such as the revision of Code of Conduct of the Company, Succession planning policy and self assessment of the Board of Directors and all of its committees.

In the past year, 2 important Corporate Social Responsibility projects or CSR were organized as follows:

- The project called “Give the Gift of Sight”, the Company has continually provided health and sanitation support to the underprivileged. This year, the Company organized the project in September in order to celebrate the 70th anniversary celebrations of His Majesty the King’s accession to the throne and to commemorate Her Majesty Queen Sirikit on the auspicious occasion of Her Majesty’s 7th Cycle Birthday Anniversary; and
- The project called “Good Deeds for Dad” to renovate the playground for giving a royal charity to His Majesty the King Bhumibol Adulyadej, the ninth King of the Chakri Dynasty, at Wang-hin School, Sriracha, Chonburi.

Even though the Company did not enter into Thailand’s Private Sector Collective Action Coalition Against Corruption or CAC, the Company still arranges for continuous activities to achieve tangible results as follows:

- Hiring PricewaterhouseCoopers Consulting (Thailand) Ltd. to be a consult for setting up the Company’s Fraud Risk Management Framework,
- Training course on Anti-Corruption policy, Code of Conduct for 100 percent of managements and employees and it was presented case study and guideline suggestion to prevent corruption on our organization and also emphasized them to know complaint’s channel. In this regard, all of the employees have taken the Pretest and Posttest in order to check the level of knowledge and understanding about the Code of Conduct and Anti – Corruption policy and regulations of the Company. It is required that everyone understands and complies with such at all times while working with the Company.

Ms. Pimkarn Leungsuwan, director and Chief Financial Officer, presented Management Discussion and Analysis of Financial performance and operational performance’ s report to the meeting as follows:

#### Assets, Liabilities, Equities

- Total assets are equivalent to THB 4,380 million which was decreased to THB 67 million or 1.5% from the year 2015, mostly because of depreciation of project cost and leasehold improvement of land, building and equipment.
- Total liabilities marked to THB 643 million which was decreased of THB 51 million or 7.3% from the year 2015, due to the decrease which was a result from the settlement, return of guarantee deposit and payment of consideration in accordance with the terminal concession agreement.
- The shareholder’s equity is equivalent to THB 3,737 million which was decreased of THB 16 million or 0.4% from the year 2015, resulting from the net profit after deducted by the interim dividend payment.

#### Revenues and Profit

- The Company earned THB 1,381 million from all service revenue, the increasing revenue was THB 30 million or 2.2% from the year 2015 due to the increasing number of cars in the terminal, and service fees for car storage area for preparation prior exportation were adjusted.

- The Company's net profits amounted to THB 390.03 million which was decreased of THB 54.6 million or 12 % from the year 2015, the Company's net profit decreased due to the main reasons as follows:
  1. The increase of cost of rental fees and depreciation because the Company has made an additional investment by renting additional 2 plots of area (approximately 106 rai) to support the expansion of number of cars in the terminal and to increase the area of warehousing services.
  2. Deferred tax increased as the Company initially had loss carry forward under BOI phase 3 for its berth operation and did not utilize but recorded it as deferred tax assets. However, to comply with the recent supreme court judgment regarding the difference in tax calculation approach between revenue department and the other company, the company accordingly reverted the transaction and booked tax expense in the 2016 mid year.
  3. Share of losses from the investment in the associated company since around the end of the year the associated company was retroactively assessed by the municipal government to pay property tax; therefore, it resulted in the associated company's net profit's decrease and affected to the consolidated financial statement of the Company.

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:

**Q: Mr. Suklek Simchareon, the shareholder present in person**

1. Will the profit in the next year increase as the Company has rented more land ?
2. What is the relationship between the Company and NYK?

**A: Dr. Theparak Leungsuwan, Director and Chief Executive Officer**

1. The Management expects better profit. The previous year the rent was an expense, but it is expected that when the construction is completed and the customers rent the warehouse area, it will generate revenue and profit for the company.
2. NYK is a big business partner, the major shareholder of the Company, and the shareholder in C0.

**Q: Mr. Viroj Ittitamrong, the shareholder present in person**

Will EEC Project bring the benefit to the business? When will the Company gain such benefit?

**A: Dr. Theparak Leungsuwan, Director and Chief Executive Officer**

The Company has provided the plan for EEC Project by renting the appropriate land for constructing the warehouse.

**Q: Mr. Nisitchon Cutedaorueng, the shareholder present in person**

Please update the case of fire truck. Please pursue the case closely for the benefit of the shareholders.

**A: Mr. Poolsak Boonchoo Esq, legal advisor of the company**

Namyong Terminal Plc. ("plaintiff")'s provision of services to the Bangkok Metropolitan Administration ("defendant or BMA") on 6 February 2007 to handle and store 139 fire trucks and water trucks imported from a foreign vendor. BMA did not proceed with the custom clearance and failed to pay the service fee to the Company in order to take such fire trucks and water trucks out of the terminal. In this regard, the Company filed a lawsuit against BMA to the Central Intellectual Property and International Trade Court ("IPITC") on the grounds of breach of agreement and claim for damages. Afterwards, the IPITC dismissed the case. As such, the Company filed an appeal against the judgment of the IPITC to the Supreme Court on 31 July 2013.

The Intellectual Property and International Trade Division in the Supreme Court affirmed the decision to dismiss the case, which was the final judgment, and was pronounced by the IPITC on 28 March 2017. The Supreme Court found that BMA had not disclosed its intention to accept the delivery of the goods in the care of the Company, therefore, BMA does not have the obligation to pay for the cargo storage fees as requested by the Company. The Supreme Court did not contemplate the Company's appeal on whether the claim had prescribed since it would not have changed the outcome of the case.



Currently, the Company has sent the notice requesting the payment from BMA within the specified period. If BMA fails to comply, the Company will further make legal claim for the payment.

**Q: Mr. Nisitchon Cutedaorueng, the shareholder present in person**

In the event that the Company win the case, will the consideration obtained from the case be paid to the shareholders as dividend?

**A: Dr. Borwornsak Uwanno, Professor Emeritus, Chairman**

The payment of dividend must be considered from the annual performance, cash flow, working capital, and dividend policy. Even though the Company win the case, the abovementioned factors must be considered in determining the dividend payment.

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

**Resolution** The Meeting acknowledged the Company's operational results for the fiscal year ended 31 December 2016.

**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**

Ms. Pimkarn Leungsuwan, Director and the Chief Financial Officer, 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 31 December 2016 which is audited by the auditor from EY Office Limited, Mr. Chayapol Suppasertanon. 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 majority resolved to approve as follow:

1. Acknowledged the auditor's report of the year 2016
2. Approved the financial statements of the Company and its subsidiary for the fiscal year ended 31 December 2016 which was audited by Mr. Chayapol Suppasertanon, the Certified Public Accountant (Thailand) from EY Office Limited, with voting results as follows:

Shareholders voting	Number of Votes	Percentage
Approved	549,237,813	99.9951
Disapproved	0	0.0000
Abstained	27,000	0.0049
Voided Voting card(s)	0	0.0000
<b>Total</b>	<b>549,264,813</b>	<b>100.0000</b>

Remarked: In this agenda, the number of shareholders attending the Meeting was 149 persons and number of shares increased by 12,116,206 shares.

**Agenda 4 To consider and approve distribution of dividend payment derived from operational results for the year 2016**

Ms. Pimkarn Leungsuwan informed the Meeting that the Company had net profit from the separate financial statement for the fiscal year ended 2016 at THB 401.24 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 372

million or equivalent to the rate of THB 0.60 per share (Sixty Satang) of par value of THB 1 per share. 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 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 on 12 May 2017. The dividend payment shall be paid on 25 May 2017.

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 2016 as proposed with the following voting results:

Shareholders voting	Number of Votes	Percentage
Approved	549,264,813	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Voting card(s)	0	0.0000
<b>Total</b>	<b>549,264,813</b>	<b>100.0000</b>

Remarked: In this agenda, the number of shareholders attending the Meeting was 149 persons and no increasing number of shares from the previous agenda.

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

Mrs. Benchawan Srangnitra, the Chairman of the Nomination, Compensation and Corporate Governance Committee 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 2017 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. Dr. Borwornsak Uwanno, Professor Emeritus | Chairman of the Board of Directors and Independent Director   |
| 2. Mrs. Benchawan Srangnitra                 | Chairman of the Nomination, Compensation and Corporate Governance Committee, Member of the Audit Committee and Independent Director |
| 3. Mr. Dhananant Leungsuwan                  | Director  |
| 4. Ms. Pensri Leungsuwan                     | Director  |

The Chairman of the Nomination, Compensation and Corporate Governance Committee informed that the Company allowed minority shareholders to propose the agenda and director' candidates on the Company's website from October to December 2016 but none of shareholder nominated 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.

In this regard, there are 2 directors who are nominated to be Independent director, namely, Dr. Borwornsak Uwanno, Professor Emeritus and Mrs. Benchawan Srangnitra, as they can provide 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.



The Nomination, Compensation and Corporate Governance 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 Mr. Chaisawasdt Kittipornpaiboon, Independent director, to continue the meeting and the Chairman and all nominated directors will be re-elected left the meeting room before voting process.

Mr. Chaisawasdt Kittipornpaiboon presented to the meeting that 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 and voting results of such director shall further informed.

Mr. Chaisawasdt Kittipornpaiboon 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. Once all voting cards are collected, the Chairman and all nominated directors were back to the meeting room to continue the meeting.

**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 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 as follows:

**1. Dr. Borwornsak Uwanno, Professor Emeritus** **Chairman of the Board of Directors and Independent Director**

Shareholders voting	Number of Votes	Percentage
Approved	549,270,813	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Voting card(s)	0	0.0000
<b>Total</b>	<b>549,270,813</b>	<b>100.0000</b>

**2. Mrs. Benchawan Srangnitra** **Chairman of the Nomination, Compensation and Corporate Governance Committee, Member of the Audit Committee and Independent Director**

Shareholders voting	Number of Votes	Percentage
Approved	549,190,513	99.9854
Disapproved	80,300	0.0146
Abstained	0	0.0000
Voided Voting card(s)	0	0.0000
<b>Total</b>	<b>549,270,813</b>	<b>100.0000</b>

**3. Mr. Dhananant Leungsuwan** **Director**

Shareholders voting	Number of Votes	Percentage
Approved	549,270,813	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000

Voided Voting card(s)	0	0.0000
<b>Total</b>	<b>549,270,813</b>	<b>100.0000</b>

**4. Ms. Pensri Leungsuwan**

**Director**

Shareholders voting	Number of Votes	Percentage
Approved	549,270,813	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Voting card(s)	0	0.0000
<b>Total</b>	<b>549,270,813</b>	<b>100.0000</b>

Remarked: In this agenda, the number of shareholders attending the Meeting was 150 persons and number of shares increased by 6,000 shares.

**Agenda 6 To consider and approve the directors' remuneration for the year 2017**

Mrs. Benchawan Srangnitra the Chairman of the Nomination, Compensation and Corporate Governance Committee 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 2017 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 Policy of the Company is to pay attendance fee in accordance with actual attendance. The Company shall pay the attendance fee to the Board of Directors and Sub-Committee for the year 2017 at the rate as follows:

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

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

**Voting** The resolution on this agenda shall be approved by the votes of 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 2017 with the voting results as follows:

Shareholders voting	Number of Votes	Percentage
Approved	549,270,813	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Voting card(s)	0	0.0000
<b>Total</b>	<b>549,270,813</b>	<b>100.0000</b>

Remark: In this agenda, the number of shareholders attending the Meeting was 150 persons and no increasing number of shares from the previous agenda.

#### **Agenda 7 To consider and approve the appointment of auditors and to fix audit fee for the year 2017**

Dr. Sunee Sornchaitanasuk, the Chairman of the Audit Committee 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 Board of Directors agreed as the Audit Committee opinion for proposing to the shareholders' meeting to appoint as the following auditors from EY Office Limited to be the auditor of the Company:

- |                                |   |
|--------------------------------|---|
| 1. Mrs.Gingkarn Atsawarangsali | 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 Suppasdtanon   | Certified Public Accountant No. 3972        |

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

In this regards, none of the appointed auditors above has performed over 5 consecutive fiscal years as specified by the Notification of the Capital Market Supervisory Board 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

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 6.

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 2017, namely;

- |                                  |   |
|----------------------------------|---|
| 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 Suppasedtanon    | Certified Public Accountant No. 3972        |

and resolved to approve the determination of the audit fee of the Company for the fiscal year 2017 at THB 1,150,000 as proposed and acknowledged that auditors from EY Office Limited is also to be auditor of the subsidiary company for the fiscal year ended 2017 with 2017 audit fee at THB 100,000, with the voting results as follows:

Shareholders voting	Number of Votes	Percentage
Approved	549,270,813	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Voting card(s)	0	0.0000
<b>Total</b>	<b>549,270,813</b>	<b>100.0000</b>

Remarked: In this agenda, the number of shareholders attending the Meeting was 150 persons and no increasing number of shares from the previous agenda.

**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")**

Dr. Theparak Leungsuwan informed the meeting that under 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.

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

**Resolution** The meeting acknowledged 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.

**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**

Dr. Theparak Leungsuwan informed the meeting that 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	Prior to the Change of Par Value	After 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)
	Divided into	
Ordinary Share	1,240,000,000 shares	(One thousand two hundred forty million shares)
Preference Share	- shares	(-)"

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:

**Suggestion: Mr. Nisitchon Cutedaorueng, the shareholder present in person**

I suggested that the Management increase the publication about the company which will create the understanding of the investors and be likely to increase the trade of the shares rather than the change of par value as proposed. Despite splitting the par value, if the major shareholders don't trade their shares, the liquidity of Company's shares will not change.

**A: Dr. Borwornsak Uwanno, Professor Emeritus, Chairman**

We agreed with the suggestion and will take into further consideration

**Q: Mrs. Orawan Siriworanard, the shareholder present in person**

When will the change of value be effective in the trade?

**A: Dr. Theparak Leungsuwan, Director and Chief Executive Officer**

Around 19 May 2017

**Voting**

The resolution on this agenda shall be approved by the not less than three-fourths of the total votes of shareholders present and entitled to vote

**Resolution**

The Meeting considered and resolved to the change of the par value of the Company's shares and the amendment to the Company's Memorandum of Association Clause 4 as proposed, with the voting results as follows:

Shareholders voting	Number of Votes	Percentage
Approved	549,143,113	99.9768
Disapproved	62,700	0.0114
Abstained	65,000	0.0118
Voided Voting card(s)	0	0.0000
<b>Total</b>	<b>549,270,813</b>	<b>100.0000</b>

Remarked: In this agenda, the number of shareholders attending the Meeting was 150 persons and no increasing number of shares from the previous agenda

**Agenda 10 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:

**Q: Mr. Aim Atsawagowit, the shareholder present in person**

Please update the current circumstance of export of automotive industry. What is the Company's plan for recession of automotive export via A5?

**A: Mr. Vallop Tiasiri, Member of the Nomination, Compensation and Corporate Governance Committee and Independent Director**

The automotive export in Thailand is in line with global economy, whereby the number of automotive export in 2015 which was 1.20 million cars and in 2016 which was 1.19 million cars were not much different. The main cause of this is the decreasing demand of pickup truck in Middle Eastern and South American countries due to the decrease of crude oil price and the increasing automotive export to Australia.

Australia has shut down many domestic automotive factories and raised the numbers of imported cars. Due to Thailand – Australia Free Trade Agreement (TAFTA), many manufacturers established manufacturing base in Thailand in order to export the goods to Australia and substitute for the decreasing automotive export to Middle Eastern countries. Therefore, the automotive export to this country is expected to increase in the next year.

The increasing exportation of Eco car to North America due to the tax exemption will substitute the decrease of export to South America.

In 2017, crude oil price in global market is expected to rise, resulted in economic recovery in Middle East and South America and also the increase of automotive export to such countries. pickup truck and Eco car remain the main exported products for Thailand. Therefore, the number of export in 2017 would remain at not exceeding 1.20 million, not vary from the previous year.

**Q: Mr. Boonchai Leungsuwan, the shareholder present in person**

Why did Australia shut down automotive factories?

**A: Mr. Vallop Tiasiri, Member of the Nomination, Compensation and Corporate Governance Committee and Independent Director**

The demand for cars in Australia is around 1 million per year, providing that the ratio of manufactured cars to imported cars is 3 to 7. Australia therefore determined that the domestic automotive industry is uncompetitive and shut down the factories in order to support other industry instead.

The Chairman thanked all attendees and closed the Meeting at 12.10 hrs.

Signed



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

Chairman of the Board of  
Directors

Signed



(Ms. Sopana Paraphuti)  
The Secretary to the Meeting  
Minutes Records

Corporate Secretary



**For consideration of Agenda 4: To consider and approve distribution of dividend payment derived from operational results for the year 2017**

**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 which the Board of Directors is authorized to approve after having considered that the Company has sufficient profits and cash flow to pay for the interim dividend. The interim dividend payment shall be informed to shareholders in the next Shareholders' Meeting.

**The comparison of dividend payments**

Details	Operational Results of Year		
	2015	2016	2017 <sup>1</sup>
Net Profit of the Separated Financial Statements (THB)	442,443,817	401,236,309	395,648,195
Net Profit of the Consolidated Financial Statements (THB)	444,589,360	390,026,475	388,685,146
Number of Shares (shares)	620,000,000	620,000,000	1,240,000,000
Year-end dividend (THB per share)	0.65	0.60	0.30
Par value at (THB per share)	1.00	1.00	0.50
Total dividend payment (THB)	403,000,000	372,000,000	372,000,000
Dividends payout ratio (%) <sup>2</sup>	91.09	92.71	94.02


Remark:

<sup>1</sup> Operational results and year-end dividend of 2017 were considered by the Board of Directors on 14 February 2018 and shall be approved by the 2018 Annual General Meeting of Shareholders which will be held on 27 April 2018.

<sup>2</sup> Dividend payout ratio is 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**

<b>Name and Surname</b>	Mr. Chaisawasdt Kittipornpaiboon	
<b>Contact at</b>	1168/52 (Lumpini Tower 19 <sup>th</sup> Floor) Rama IV Road, Thungmahamek, Sathorn, Bangkok 10120	
<b>Age (years)</b>	70	
<b>Nationality</b>	Thai	
<b>Type of appointment</b>	<ul style="list-style-type: none"> <li>• Director</li> <li>• Independent Director</li> </ul>	
<b>Current positions</b>	<ul style="list-style-type: none"> <li>• Director</li> <li>• Independent Director</li> </ul>	
<b>First appointment date of director</b>	11 November 2015	
<b>Tenure (as of 30 April 2018)</b>	2 years 5 months	
<b>First appointment date of Independent director</b>	25 February 2016	
<b>Tenure (as of 30 April 2018)</b>	2 years 2 months	
<b>Highest degree</b>	Bachelor of Engineering, Chulalongkorn University	
<b>Training by Thai Institute of Directors Association (IOD)</b>	Director Certification Program (DCP) Class 77/2006	
<b>Percent of shares held in the Company including the number of shares held by spouse and minor children, as of 30 December 2017</b>	0 share or equivalent to 0.00%	
<b>Legal offense record in the past 5 years</b>	-None-	
<b>Family Relations among directors and management</b>	-None-	
<b>Other present positions in Listed Companies</b>	-None-	
<b>Positions in Non-Listed Companies</b>	-None-	

<b>Past Professional Experience</b>	<b>Period</b>	<b>Position</b>	<b>Companies/Other entities</b>
	October 2008	Retirement	
	2006 - 2008	Permanent Secretary	Ministry of Transport
	2005 - 2006	Director General	Department of Highways
	2003 - 2005	Deputy Director General	Department of Highways
	2001 - 2003	Director	Office of Highways 11 (Bangkok)
	2000 - 2001	Director	Inter City Motorway Division



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

**Meeting Attendance in the year  
2017** The Board of Directors Meeting was 5 times out of the total of 5 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-

<b>Name and Surname</b>	Mrs. Sunee Pongpud		
<b>Contact at</b>	1168/52 (Lumpini Tower 19 <sup>th</sup> Floor) Rama IV Road, Thungmahamek, Sathorn, Bangkok 10120		
<b>Age (years)</b>	64		
<b>Nationality</b>	Thai		
<b>Type of appointment</b>	<ul style="list-style-type: none"> <li>• Director</li> <li>• Member of the Audit Committee</li> <li>• Independent Director</li> </ul>		
<b>Current positions</b>	<ul style="list-style-type: none"> <li>• Director</li> <li>• Member of the Audit Committee</li> <li>• Independent Director</li> </ul>		
<b>First appointment date of director</b>	26 February 2014		
<b>Tenure (as of 30 April 2018)</b>	4 years 2 months		
<b>First appointment date of Independent director</b>	26 February 2014		
<b>Tenure (as of 30 April 2018)</b>	4 years 2 months		
<b>Highest degree</b>	M.B.A.(Finance) South East Asia University		
<b>Training by Thai Institute of Directors Association (IOD)</b>	Director Accreditation Program (DAP) Class 111/2014		
<b>Percent of shares held in the Company including the number of shares held by spouse and minor children as of 30 December 2017</b>	0 share or equivalent to 0.00%		
<b>Legal offense record in the past 5 years</b>	-None-		
<b>Family Relations among directors and management</b>	-None-		
<b>Other present positions in Listed Companies</b>	-None-		
<b>Positions in Non-Listed Companies</b>	<b>Period</b>	<b>Position</b>	<b>Companies/Other entities</b>
	Present	Account – Finance Manager (Main job)	Brighton Development Co., Ltd.
	Present	Account – Finance Manager (Main job)	Villa Della Co., Ltd.
<b>Past Professional Experience</b>	<b>Period</b>	<b>Position</b>	<b>Companies/Other entities</b>
	2009 - 2012	Office Manager (Finance)	Thai Rung Union Cars PLC.
<b>Position in Rival Companies/ Connected Business that may cause conflict of interest</b>	-None-		



**Meeting Attendance in the year 2017**

- The Board of Directors Meeting was 5 times out of the total of 5 times, equivalent to 100%
- The Audit Committee Meeting was 5 times out of the total of 5times, 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**
- **Professional Advisor (Auditor or Legal Advisor)**
- **Business Relationship that may interfere with independence**

-None-

-None-

-None-

<b>Name and Surname</b>	Mr. Vallop Tiasiri		
<b>Contact at</b>	1168/52 (Lumpini Tower 19 <sup>th</sup> Floor) Rama IV Road, Thungmahamek, Sathorn, Bangkok 10120		
<b>Age (years)</b>	63		
<b>Nationality</b>	Thai		
<b>Type of appointment</b>	<ul style="list-style-type: none"> <li>• Director</li> <li>• Member of the Nomination, Compensation and Corporate Governance Committee</li> <li>• Independent Director</li> </ul>		
<b>Current positions</b>	<ul style="list-style-type: none"> <li>• Director</li> <li>• Member of the Nomination, Compensation and Corporate Governance Committee</li> <li>• Independent Director</li> </ul>		
<b>First appointment date of director</b>	6 August 2014		
<b>Tenure (as of 30 April 2018)</b>	3 years 8 months		
<b>First appointment date of Independent director</b>	25 February 2016		
<b>Tenure (as of 30 April 2018)</b>	2 years 2 months		
<b>Highest degree</b>	Master of Management, Sasin Graduate Institute of Business Administration of Chulalongkorn University		
<b>Training by Thai Institute of Directors Association (IOD)</b>	Director Accreditation Program (DAP) Class 113/2014		
<b>Percent of shares held in the Company including the number of shares held by spouse and minor children as of 30 December 2017</b>	0 share or equivalent to 0.00%		
<b>Legal offense record in the past 5 years</b>	-None-		
<b>Family Relations among directors and management</b>	-None-		
<b>Other present positions in Listed Companies</b>	-None-		
<b>Positions in Non-Listed Companies</b>	-None-		
<b>Past Professional Experience</b>	<b>Period</b>	<b>Position</b>	<b>Companies/Other entities</b>
	2000 - 2012	Director	Industrial Development Foundation for Thailand Automotive Institute
<b>Position in Rival Companies/ Connected Business that may cause conflict of interest</b>	-None-		



**Meeting Attendance in the year 2017**

- The Board of Directors Meeting was 5 times out of the total of 5 times, equivalent to 100%
- The Nomination, Compensation and Corporate Governance Committee Meeting was 2 times out of the total of 2 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**
- **Professional Advisor (Auditor or Legal Advisor)**
- **Business Relationship that may interfere with independence**

-None-

-None-

-None-

**Name and Surname** Mr. Pongthep Leungsuwan

**Contact at** 1168/52 (Lumpini Tower 19<sup>th</sup> Floor)  
Rama IV Road, Thungmahamek,  
Sathorn, Bangkok 10120

**Age (years)** 35

**Nationality** Thai

**Type of appointment** Director

**Current positions**

- Director
- Member of the Executive Committee
- Executive Director
- Authorized Director
- Chief Administrative Officer
- (Acting) Director of Human Resources
- (Acting) Director of Legal Affairs



**First appointment date of director** 9 February 2012

**Tenure (as of 30 April 2018)** 6 years 2 month

**Highest degree** Bachelor of Law (LL.B.) Assumption University

**Training by Thai Institute of Directors Association (IOD)**

- IT-Governance (ITG) Class 4/2017
- Anti-Corruption : The practical Guide (ACPG) Class 28/2016
- Director Accreditation Program (DAP) Class 84/2010

**Percent of shares held in the Company including the number of shares held by spouse and minor children as of 30 December 2017** 0 share or equivalent to 0.00%

**Legal offense record in the past 5 years** -None-

**Family Relations among directors and management** Son of Dr. Theparak Leungsuwan

**Other present positions in Listed Companies** -None-

Positions in Non-Listed Companies	Period	Position	Companies/Other entities
	Present	Director	Port Development and Service Co., Ltd.
	Present	Director	Sapphire Ro-Ro (Thailand) Limited
	Present	Director	Laemchabang International Ro-Ro Terminal Limited
	Present	Director	Tsingtao Marketing (Thailand) Co., Ltd.

Past Professional Experience	Period	Position	Companies/Other entities
	2012 - 2015	Director	Port Development and Service Co., Ltd.
	2012 - 2015	Director	PTP Energy Co., Ltd.

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

**Meeting Attendance in the year 2017** The Board of Directors Meeting was 3 times out of the total of 5 times, equivalent to 60%

### 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 2018**

The Board of Directors Meeting No. 1/2018 has considered and resolved the directors' and sub-committees' remuneration for the year 2018 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 2018 **at the same rate** as the year 2017 as follows:

**Details on remuneration of directors and its sub-committees**

<b>Meeting Allowance</b>	<b>2017</b>	<b>2018</b>	<b>Increased</b>
	<b>(THB/Meeting)</b>	<b>(THB/Meeting)</b>	<b>Amount</b>
			<b>(THB)</b>
Chairman of the Board of Directors	57,000	57,000	0
Director	26,000	26,000	0
Chairman of the Audit Committee	32,000	32,000	0
Member of the Audit Committee	21,000	21,000	0
Chairman of the Nomination, Compensation and Corporate Governance Committee	27,000	27,000	0
Member of the Nomination, Compensation and Corporate Governance Committee	16,000	16,000	0



**For consideration of the Agenda 7: To consider and approve the appointment of auditors and to fix audit fee for the year 2018**

**For consideration to appoint the Company's Auditors for the year 2018**

Pursuant to Section 120 of the Public Limited Companies Act B.E. 2535 (1992) (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 fee 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 2018 financial statements::

Name	Certified Public Accountant No.	Latest year that the Auditor signed on the Auditor's Report
Mrs. Gingkarn Atsawarangsalit	4496	2016
Mr. Sophon Permsirivallop	3182	-
Ms. Rungnapa Lertsuwankul	3516	-
Mr. Chayapol Suppasedtanon	3972	2018

**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 who may interfere with the performance of such auditors.

2. One of the above-mentioned auditors is also appointed as an auditor to audit, perform, and sign on the 2018 financial statements of Sapphire Ro-Ro (Thailand) Limited which is a subsidiary of the Company.


**For consideration to approve the Company's audit fee for the year 2018**


	2017 (THB)	2018 (THB)	Changing increased (decreased) (%)
Audit fee of the company	1,150,000	1,250,000	8.70
Other fees	0	0	0.00
<b>Totaling audit fees</b>	<b>1,150,000</b>	<b>1,250,000</b>	<b>8.70</b>


**For acknowledgement of audit fee for the year 2018 of Sapphire Ro-Ro (Thailand) Limited (the Company's subsidiary)**

	2017 (THB)	2018 (THB)	Changing increased (decreased) (%)
Audit fee for the company	100,000	100,000	0.00
Other fees	0	0	0.00
<b>Totaling audit fees</b>	<b>100,000</b>	<b>100,000</b>	<b>0.00</b>

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

<b>Name and Surname</b>	Dr. Borwornsak Uwanno, Professor Emeritus	
<b>Age (years)</b>	63	
<b>Nationality</b>	Thai	
<b>Current positions</b>	<ul style="list-style-type: none"> <li>• Chairman of the Board of Directors</li> <li>• Independent Director</li> </ul>	
<b>First appointment date of director</b>	25 February 2016	
<b>Tenure (as of 30 April 2018)</b>	2 years 2 months	
<b>Highest degree</b>	Doctorate Degree in Public Law, Université de Paris X (Nanterre (mention très bien))	
<b>Training by Thai Institute of Directors Association (IOD)</b>	Director Accreditation Program (DAP), (2004)	
<b>Percent of shares held in the Company including the number of shares held by spouse and minor children as of 30 December 2017.</b>	1,336,000 shares or equivalent to 0.11 %	
<b>Legal offense record in the past 5 years</b>	-None-	
<b>Family relations between directors and management</b>	-None-	
<b>Conflict of Interest</b>	Agenda 6 : To consider and approve the directors' remuneration for the year 2018	

<b>Name and Surname</b>	Dr. Sunee Sornchaitanasuk	
<b>Age (years)</b>	55	
<b>Nationality</b>	Thai	
<b>Current positions</b>	<ul style="list-style-type: none"> <li>• Director</li> <li>• Chairman of the Audit Committee</li> <li>• Independent Director</li> </ul>	
<b>First appointment date of director</b>	23 August 2016	
<b>Tenure (as of 30 April 2018)</b>	1 year 8 months	
<b>Highest degree</b>	Doctor, Communication Management Program, Suan Dusit University	
<b>Training by Thai Institute of Directors Association (IOD)</b>	<ul style="list-style-type: none"> <li>• Role of the Chairman Program (RCP), Class 18/2008</li> <li>• Monitoring the Internal Audit Function (MIA), Class 2/2008</li> <li>• Monitoring the System of Internal Control and Risk Management (MIR), Class 3/2008</li> <li>• Improving the Quality of Financial Reporting (QFR), Class 5/2007</li> <li>• Director Certification Program (DCP), Class 53/2005</li> <li>• Audit Committee Program (ACP), Class 5/2005</li> <li>• Director Accreditation Program (DAP), Class 28/2004</li> </ul>	
<b>Percent of shares held in the Company including the number of shares held by spouse and minor children as of 30 December 2017</b>	0 share or equivalent to 0.00 %	
<b>Legal offense record in the past 5 years</b>	-None-	
<b>Family relations between directors and management</b>	-None-	
<b>Conflict of Interest</b>	Agenda 6 : To consider and approve the directors' remuneration for the year 2018	

<b>Name and Surname</b>	Mrs. Benchawan Srangnitra	
<b>Age (years)</b>	67	
<b>Nationality</b>	Thai	
<b>Current positions</b>	<ul style="list-style-type: none"> <li>• Director</li> <li>• Chairman of the Nomination, Compensation and Corporate Governance Committee</li> <li>• Member of the Audit Committee</li> <li>• Independent director</li> </ul>	
<b>First appointment date</b>	13 September 2011	
<b>Tenure (as of 30 April 2018)</b>	6 years 7 months	
<b>Highest degree</b>	Doctor of Public Administration, Bangkokthonburi University	
<b>Training by Thai Institute of Directors Association (IOD)</b>	<ul style="list-style-type: none"> <li>• Audit Committee Program (ACP) Class 37/2011</li> <li>• Successful Formulation &amp; Execution of Strategy Program (SFE) Class 12/2011</li> <li>• Director Certification Program (DCP) Class 136/2010</li> </ul>	
<b>Percent of shares held in the Company including the number of shares held by spouse and minor children as of 30 December 2017.</b>	0 share or equivalent to 0.00 %	
<b>Legal offense record in the past 5 years</b>	-None-	
<b>Family relations between directors and management</b>	-None-	
<b>Conflict of Interest</b>	Agenda 6 : To consider and approve the directors' remuneration for the year 2018	

## **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 2018 Annual General Meeting of the Shareholders of Namyong 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 a 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 certified by such proxy grantor.
- (4) Present a valid document issued by a government authority of the Proxy similar to an individual 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 THB 20 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 23 April 2018** 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 openly by raising hand and one vote shall be counted for one share. The shareholder or proxy shall 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 of the meeting shall cast a deciding 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 2017 Annual Report**

To Shareholders,

Any shareholder who would like to have a hard copy of the 2017 Annual Report, 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](mailto:csnyt@namyongterminal.com). The Company will send such hard copy of the Annual Report to you, accordingly.

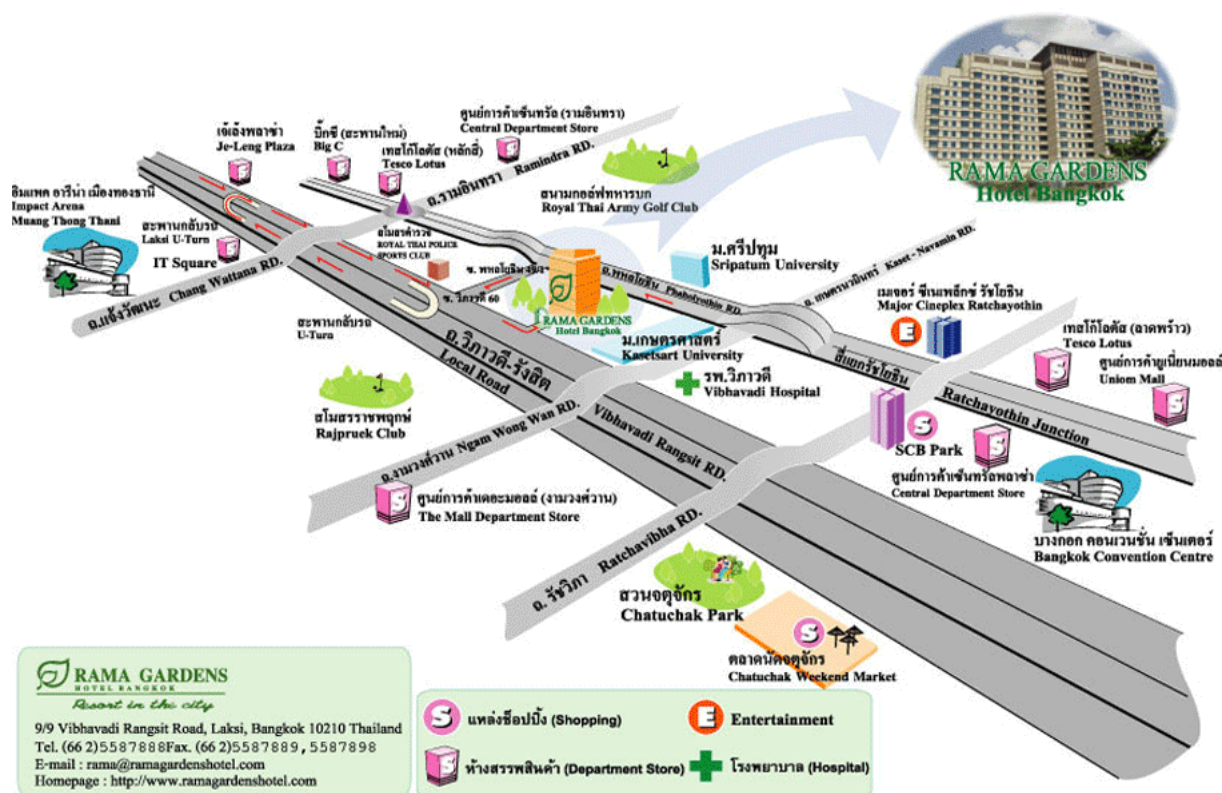
**Name and Address of the Shareholder**

**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, Laksi, Bangkok 10210

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

เป็นผู้ถือหุ้นของ บริษัท นามยง เทอร์มินัล จำกัด (มหาชน) ("บริษัท")

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 63 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 63 years, residing at No. Namyong Terminal Pcl. at 1168/52 (Lumpini Tower, 19<sup>th</sup> Floor) Rama IV Rd., Thungmahamek, Sathorn, Bangkok 10120, Thailand.

☐ 4. ชื่อ ดร. สุนีย์ ศรีไชยชนะ อายุ 55 ปี อยู่บ้านเลขที่ บมจ. นามยง เทอร์มินัล เลขที่ 1168/52 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย  
 Name Dr. Sunee Sornchaitanasuk age 55 years, residing at No. Namyong Terminal Pcl. at 1168/52 (Lumpini Tower, 19<sup>th</sup> Floor) Rama IV Rd., Thungmahamek, Sathorn, Bangkok 10120, Thailand.

☐ 5. ชื่อ นางเบญจวรรณ สร้างนิทร อายุ 67 ปี อยู่บ้านเลขที่ บมจ. นามยง เทอร์มินัล เลขที่ 1168/52 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย  
 Name Mrs. Benchawan Srangnitra age 67 years, residing at No. Namyong Terminal Pcl. at 1168/52 (Lumpini Tower, 19<sup>th</sup> Floor) Rama IV Rd., Thungmahamek, Sathorn, Bangkok 10120, Thailand.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2561 ในวันศุกร์ที่ 27 เมษายน 2561 เวลา 10.00 น. ณ ห้องแกรนด์บอลรูม 2 โรงแรมราม่า การ์เด้นส์ เลขที่ 9/9 ถนนวิภาวดีรังสิต หลักสี่ กรุงเทพมหานคร 10210 หรือที่แจ้งเลื่อนไป 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 2018 on Friday 27 April 2018 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/Signed .....ผู้มอบฉันทะ/Proxy Grantor  
( )

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

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

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

**หมายเหตุ / Remark**

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

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

Shareholders Registration No.

เขียนที่ \_\_\_\_\_  
Written atวันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า

I/We

อยู่บ้านเลขที่

Address

สัญชาติ

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 63 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 63 years, residing at No. Namyong Terminal Pcl. at 1168/52 (Lumpini Tower, 19<sup>th</sup> Floor) Rama IV Rd., Thungmahamek, Sathorn, Bangkok 10120, Thailand.

☐ 4. ชื่อ ดร. สุนีย์ ศรีไชยชนะ อายุ 55 ปี อยู่บ้านเลขที่ บมจ. นามยong เทอร์มินัล เลขที่ 1168/52 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย  
 Name Dr. Sunee Sornchaitanasuk age 55 years, residing at No. Namyong Terminal PLC. at 1168/52 (Lumpini Tower, 19<sup>th</sup> Floor) Rama IV Rd., Thungmahamek, Sathorn, Bangkok 10120, Thailand.

☐ 5. ชื่อ นางเบญจวรรณ สร้างนิตรา อายุ 67 ปี อยู่บ้านเลขที่ บมจ. นามยong เทอร์มินัล เลขที่ 1168/52 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย  
 Name Mrs. Benchawan Srangnitra age 67 years, residing at No. Namyong Terminal Pcl. at 1168/52 (Lumpini Tower, 19<sup>th</sup> Floor) Rama IV Rd., Thungmahamek, Sathorn, Bangkok 10120, Thailand.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2561 ในวันศุกร์ที่ 27 เมษายน 2561 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 2018 on Friday 27 April 2018 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:-

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2560 ซึ่งประชุมเมื่อวันศุกร์ที่ 28 เมษายน 2560

**Agenda 1** To consider and certify Minutes of 2017 Annual General Meeting of Shareholders which was held on Friday 28 April 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 2 เพื่อทราบผลการดำเนินงานสำหรับปีสิ้นสุดสิ้นสุดวันที่ 31 ธันวาคม 2560

**Agenda 2** To acknowledge the Company's operational results for the fiscal year ended 31 December 2017

วาระที่ 3 พิจารณารายงานการตรวจสอบของผู้สอบบัญชีและอนุมัติงบการเงินของบริษัทและบริษัทย่อยสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2560

**Agenda 3** To consider the auditor's report and approve the Company's and its subsidiary's report and consolidated financial statements for the fiscal year ended 31 December 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 4 พิจารณานำมติการจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2560

**Agenda 4** To consider and approve distribution of dividend payment derived from operational results 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 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. นายชัยสวัสดิ์ กิตติพรไพบูลย์

Mr. Chaisawasd Kittipornpaiboon

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

2. นางสุนีย์ ผ่องผุด

Mrs. Sunee Pongpud

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

3. นายวัลลภ เตียรศิริ

Mr. Vallop Tiasiri

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

4. นายพงศ์เทพ เหลืองสุวรรณ

Mr. Pongthep Leungsuwan

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

**วาระที่ 6**

พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2561

**Agenda 6**

To consider and approve the directors' remuneration for the year 2018

- ☐ (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**

พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและการกำหนดค่าตอบแทนแก่ผู้สอบบัญชีประจำปี 2561

**Agenda 7**

To consider and approve the appointment of auditors and to fix audit fee for the year 2018

- ☐ (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 แลคมบัง 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 percent 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**

พิจารณาเรื่องอื่นๆ (ถ้ามี)

**Agenda 9**

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

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

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

ลงชื่อ/Signed .....ผู้รับมอบฉันทะ/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 ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบปะจําต่อแบบหนังสือมอบฉันทะแบบ 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 2561 ในวันศุกร์ที่ 27 เมษายน 2561 เวลา 10.00 น. ณ ห้องแกรนด์บอลรูม 2 โรงแรมรามาราม การ์เด้นส์ เลขที่ 9/9 ถนนวิภาวดีรังสิต หลักสี่ กรุงเทพมหานคร 10210 หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

At the 2018 Annual General Meeting of Shareholders on Friday 27 April 2018 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

## หนังสือมอบฉันทะ (แบบ ค.)

## Proxy (Form C.)

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

Shareholders Registration No.

เขียนที่ \_\_\_\_\_  
Written at

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า

I/We

อยู่บ้านเลขที่ \_\_\_\_\_

Address

สัญชาติ

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 63 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 63 years, residing at No. Namyong Terminal Pcl. at 1168/52 (Lumpini Tower, 19<sup>th</sup> Floor) Rama IV Rd., Thungmahamek, Sathorn, Bangkok 10120, Thailand.

☐ 4. ชื่อ ดร. สุนีย์ ศรีไชยชนะ อายุ 55 ปี อยู่บ้านเลขที่ บมจ. นามยong เทอร์มินัล เลขที่ 1168/52 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย  
Name Dr. Sunee Somchaitanasuk age 55 years, residing at No. Namyong Terminal Pcl. at 1168/52 (Lumpini Tower, 19<sup>th</sup> Floor) Rama IV Rd., Thungmahamek, Sathorn, Bangkok 10120, Thailand.

☐ 5. ชื่อ นางเบญจวรรณ สร้างนิทร อายุ 67 ปี อยู่บ้านเลขที่ บมจ. นามยong เทอร์มินัล เลขที่ 1168/52 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย  
Name Mrs. Benchawan Srangnitra age 67 years, residing at No. Namyong Terminal Pcl. at 1168/52 (Lumpini Tower, 19<sup>th</sup> Floor) Rama IV Rd., Thungmahamek, Sathorn, Bangkok 10120, Thailand.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2561 ในวันศุกร์ที่ 27 เมษายน 2561 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 2018 on Friday 27 April 2018 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 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2560 ซึ่งประชุมเมื่อวันศุกร์ที่ 28 เมษายน 2560  
**Agenda 1** To consider and certify Minutes of 2017 Annual General Meeting of Shareholders which was held on Friday 28 April 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 2 เพื่อทราบผลการดำเนินงานสำหรับปีสิ้นสุดสิ้นสุดวันที่ 31 ธันวาคม 2560  
**Agenda 2** To acknowledge the Company's operational results for the fiscal year ended 31 December 2017

วาระที่ 3 พิจารณารายงานการตรวจสอบของผู้สอบบัญชีและอนุมัติงบการเงินของบริษัทและบริษัทย่อยสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2560  
**Agenda 3** To consider the auditors' report and approve the Company's and its subsidiary's report and consolidated financial statements for the fiscal year ended 31 December 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 4 พิจารณานำมติการจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2560  
**Agenda 4** To consider and approve distribution of dividend payment derived from operational results 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 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. นายชัยสวัสดิ์ กิตติพรไพบูลย์

Mr. Chaisawasd Kittipornpaiboon

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

2. นางสุนีย์ ฝ่องผุด

Mrs. Sunee Pongpud

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

3. นายวัลลภ เตียรศิริ

Mr. Vallop Tiasiri

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

4. นายพงศ์เทพ เหลืองสุวรรณ

Mr. Pongthep Leungsuwan

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

**วาระที่ 6**

พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2561

**Agenda 6**

To consider and approve the directors' remuneration for the year 2018

- ☐ (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**

พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและการกำหนดค่าตอบแทนแก่ผู้สอบบัญชีประจำปี 2561

**Agenda 7**

To consider and approve the appointment of auditors and to fix audit fee for the year 2018

- ☐ (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 แลคมบัง 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 percent 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

พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 9

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

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

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

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



## หมายเหตุ / Remark

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

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

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

Evidence to be enclosed with the proxy form are:

- (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

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

- (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน

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

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

4. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 2561 ในวันศุกร์ที่ 27 เมษายน 2561 เวลา 10.00 น. ณ ห้องแกรนด์บอลรูม 2 โรงแรมรามาราม การ์เด้นส์ เลขที่ 9/9 ถนนวิภาวดีรังสิต หลักสี่ กรุงเทพมหานคร 10210 หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

At the 2018 Annual General Meeting of Shareholders on Friday 27 April 2018 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