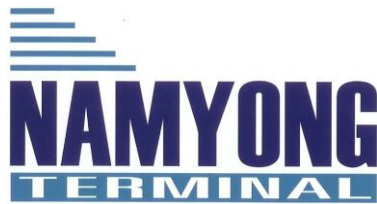


## **Notice of 2019 Annual General Meeting of Shareholders**



**Namyong Terminal Public Company Limited**

**Friday 26 April 2019 at 10.00 hrs.  
at Grand Ballroom 2, Rama Gardens Hotel,  
No. 9/9 Vibhavadi Rangsit Road, Laksi, Bangkok 10210**

## Content

	Page
<b>Notice of 2019 Annual General Meeting of Shareholders</b>	1-9
<b><i>Attachment to the Notice of 2019 Annual General Meeting of Shareholders</i></b>	
Attachment No. 1    Copy of the Minutes of the Extraordinary General Meeting of Shareholders No.1/2019	10-20
Attachment No. 2    2018 Annual Report in CD-ROM and QR Code	21
Attachment No. 3    Dividend payment policy and the comparison of dividend payments	22
Attachment No. 4    Profile of the proposed directors to replace those who are due to retire by rotation and the definition of Independent Director	23-34
Attachment No. 5    Details on remuneration of directors and its sub-committees	35
Attachment No. 6    Details on name list of auditors and audit fees	36-38
Attachment No. 7    Profile of the Company's Independent Director being proposed to be Shareholders' proxy-holder	39-41
Attachment No. 8    Documents Required to be Presented Prior to Attending the Meeting, Proxy Appointment, Meeting Registration and Voting in the Annual General Meeting of the Shareholders	42-45
Attachment No. 9    Articles of Association relating to the Shareholders' Meeting	46-49
Attachment No. 10   Request Form for the Hard Copy of 2018 Annual Report	50
Attachment No. 11   Meeting location map	51
Attachment No. 12   Proxy Form (recommend to use Form B and please bring along on the meeting date)	Attached
<ul style="list-style-type: none"> <li>• Form A</li> <li>• Form B</li> <li>• Form C</li> </ul>	
(Please download from the Company's website at <a href="http://www.namyongterminal.com">www.namyongterminal.com</a> )	

**- Translation -**

25 March 2019

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 2019 Annual General Meeting of Shareholders on Friday 26 April 2019 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 the Extraordinary General Meeting of Shareholders No. 1/2019 which was held on Friday 22 February 2019**

**Background and Reason** The Company has prepared the minutes of the Extraordinary General Meeting of Shareholders No.1/2019 held on Friday 22 February 2019 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 the Extraordinary General Meeting of Shareholders No.1/2019 held on Friday 22 February 2019 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 2018**

**Background and Reason** The report on the operational results of the Company for the accounting year ended 31 December 2018 is provided in the 2018 Annual Report. The CD-Rom and QR Code of the 2018 Annual Report are submitted to the Shareholders together with this Notice as Attachment No.2. The summary of the Company’s 2018 operational results will also be presented to the Shareholders during the 2019 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 2018 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 2018**

**Background and Reason** According to the Public Company 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 2018 as duly audited and certified by the certified auditor from EY Office Limited, Mr. Chayapol Suppasdtanon, 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 2018. The financial statements are provided in the Company's 2018 Annual Report, in which the CD-Rom and QR Code have been submitted to the shareholders together with the Notice as Attachment No.2.

**Following is a summary of the Consolidated Financial Statements:**

Details	Amounting (THB million)
Total Assets	4,418.03
Total Liabilities	630.95
Total Shareholders' Equity	3,787.07
Service income and other service income	1,427.89
Total revenues	1,468.92
Total expenses	960.73
Profit for the year	404.94
Earning per share (THB : share)	0.33

**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 2018 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 the distribution of dividend payment derived from operational results for the year 2018**

**Background and Reason**

Based on the Company's operating results for the fiscal year 2018, the Company has net profit as stated in the Company's separated financial statement, in the amount of THB 402,447,720. In addition, the Company has sufficient cash flows to pay the dividends to the shareholders. Therefore, the Company considers to pay the 2018 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 of THB 0.50 (fifty satang) per share which is 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 eligible shareholders for dividend payment (Record Date) shall be on 7 May 2019 and the dividend payment date shall be on 24 May 2019.

**Board's opinion**

It is considered appropriate for the Shareholders' Meeting to approve the dividend payment for the fiscal year 2018 at the amount of THB 372,000,000 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 of THB 0.50 (fifty satang) per share whose names appeared on the record date as at 7 May 2019, whereby the dividend shall be paid on 24 May 2019.

**Vote required**

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

**Agenda 5**

**To consider and approve the election of directors to replace those who are due to retire by rotation**

**Background and Reason**

According to Section 71 of the Public Company Limited 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 in office for longest period shall retire by rotation. For this term, 4 directors who have served the office for the longest period and due to retire by rotation are:

- |                              |   |
|------------------------------|---|
| 1. Dr. Theparak Leungsuwan   | Director  |
| 2. Ms. Pimkarn Leungsuwan    | Director  |
| 3. Dr. Sunee Sornchaitanasuk | Director/<br>Chairman of the Audit<br>Committee/<br>Independent Director  |
| 4. Dr. Vichya Kreangam       | Director/<br>Member of the Audit<br>Committee/<br>Member of the<br>Nomination,<br>Compensation and<br>Corporate<br>Governance<br>Committee/<br>Independent Director |

The Company also gave the opportunity to the shareholders to propose the list of persons to be considered and elected as directors in the 2019 Annual

General Meeting of Shareholders via the Company's website within 31 December 2018 according to the good governance practice of the listed companies, however, there was no shareholder proposing the list of persons to be considered and elected as 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 2019 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 Policy").

**Board's opinion**

The Board of Directors, without participation by any of the directors having interests therein, considered and was of an opinion that all the 4 directors have good knowledge, managerial skill and have qualification as required by law.

In this regard, the 2 directors who are nominated to be Independent director, namely, Dr. Sunee Sornchaitanasuk, and Dr. Vichya Kreangam 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 2019 Annual General Meeting of Shareholders that all these 4 directors should be re-elected namely:

1. Dr. Theparak Leungsuwan      Director
2. Ms. Pimkarn Leungsuwan      Director
3. Dr. Sunee Sornchaitanasuk      Director/  
Chairman of the Audit  
Committee/  
Independent Director
4. Dr. Vichya Kreangam      Director/  
Member of the Audit  
Committee/  
Member of the  
Nomination,  
Compensation and  
Corporate  
Governance  
Committee/  
Independent Director

The profile of the proposed persons to be elected as the directors by the Shareholders' Meeting and the definition of 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 2019**

**Background and Reason**

Pursuant to Section 90 of the Public Company 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 the 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 with those of 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 2019 at the rate same as for the year 2018. 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 2019 as so 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 the audit fee for the year 2019**

**Background and Reason**

Pursuant to Section 120 of the Public Company 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 2019:

- |                                 |   |
|---------------------------------|---|
| 1. Mrs.Gingkarn Atsawarangsalit | Certified Public Accountant No. 4496 and/or |
| 2. Ms. Sumana Punpongsanon      | Certified Public Accountant No. 5872 and/or |
| 3. Ms. Rungnapa Lertsuwankul    | Certified Public Accountant No. 3516 and/or |
| 4. Mr. Chayapol Suppasertanon   | Certified Public Accountant No. 3972        |

The Audit Committee has selected the auditors in accordance with the criteria of the Public Company 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 covers 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 2019 in amount of THB 1,330,000, 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.

However, in 2019, the Company has no subsidiary, as such the Audit Committee has not proposed auditors for the Company's subsidiaries in the year 2019. Details of the audit fee and profiles and experience of 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 No. 4496 and/or |
| 2. Ms. Sumana Punpongsanon      | Certified Public Accountant No. 5872 and/or |
| 3. Ms. Rungnapa Lertsuwankul    | Certified Public Accountant No. 3516 and/or |
| 4. Mr. Chayapol Suppasertanon   | Certified Public Accountant No. 3972        |

To be the auditors of the Company and to express his/her opinion on the 2019 financial statements and approve for audit fees for the year 2019 totaling THB 1,330,000.



**Vote required**

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


**Agenda 8      To consider other business (if any)**

Please note that the Company has fixed the Record Date, for recording list of eligible shareholders to attend the 2019 Annual General Meeting of Shareholders, to be on 25 February 2019. The Company therefore would like to invite all shareholders to attend the 2019 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 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 Extraordinary General Meeting of Shareholders No. 1/2019**

**Date, Time, and Venue:**

The meeting was convened on Friday 22 February 2019 at 10.00 hrs., at Grand Ballroom 2, Rama Gardens Hotel, No. 9/9 Vibhavadi Rangsit Road, Lakxi, 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 Extraordinary General Meeting of Shareholders No. 1/2019 ("**the Meeting**") the information regarding the shareholders of Namyong Terminal Public Company Limited ("**the Company**") who are presented in person and by proxy as follows:

<b>Shareholders presented in person</b>	<b>33 persons</b>	<b>Representing</b>	<b>235,940,690 shares</b>
<b>Shareholders presented by proxy</b>	<b>319 persons</b>	<b>Representing</b>	<b>541,786,618 shares</b>
<b>Total</b>	<b>352 persons</b>	<b>Representing</b>	<b>777,727,308 shares</b>
<b>Percentage</b>	<b>62.7199</b>	<b>Total paid-up capital</b>	<b>1,240,000,000 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 not less than one-half (1/2) of the total number of shareholders, presented in person or by proxy, attending the Meeting, and shall collectively hold not 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 regard, 11 directors attended the Meeting or amounting to 92 percent 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
Mrs. Sunee Pongpud	Member of the Audit Committee and Independent Director
Dr. Vichya Kreangam	Member of the Audit Committee, Member of the Nomination, Compensation and Corporate Governance Committee and Independent Director

**Director absent from the Meeting due to some urgent work**

Mr. Vallop Tiasiri	Member of the Nomination, Compensation and Corporate Governance Committee and Independent Director
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**Management present at the Meeting**

Mr. Amornnat Janyong

Mr. Weerapong Sripa

Mr. Poolsak Boonchoo Esq

Chief Operating Officer

Senior Terminal operation manager

Legal advisor of the Company

The Chairman introduced **the legal advisors and independent financial advisors** who attended the Meeting as follows:

Ms. Yingrak Treesaranuwattana

Ms. Nutchaya Nirunpornphutta

Legal Advisors from R &amp; T Asia (Thailand) Limited

Mr. Pisit Jeungpraditphan

Ms. Saichalee Limaphichat

Independent Financial Advisors from I V Global

Securities Public Company Limited

Ms. Yingrak Treesaranuwattana and Ms. Nutchaya Nirunpornphutta, the legal advisors, attended as the inspectors for the votes counting in order to promote the Company's good corporate governance. The Chairman invited minor shareholders to volunteer as witnesses for the votes counting, and one minor shareholder, i.e. Mr. Temjai Suwannatat, volunteered himself to be a witness for the votes counting.

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 3 agendas prescribed in the invitation 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 informing his/her name and surname for minutes records.

**Voting Process**

The shareholders have 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 from the shareholders, it would be resolved that the shareholders are in favor of the proposal. The shareholders shall vote by marking "X" on the voting cards that received from registration desk.

**Counting Process**

The Company will count votes in each agenda according to the voting cards by deducting the votes of the shareholders who vote disapproved or abstained from the total votes of the shareholders in each agenda. The counting process for each agenda prescribed for this Meeting is divided into two types as prescribed in:

- The Public Limited Company Act B.E. 2535 (1992);
- The Company's Articles of Association;
- The Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) (as amended);
- The Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) (as amended), as follows:

1. The agenda which shall be approved by the majority votes of the total votes of the shareholders present and voting at the meeting is the agenda 1, whereby the Company will count the votes of shareholders who cast their votes to approve or disapprove. The abstention of voting of shareholders and the Voided Voting Card(s) shall be not be counted.

2. The agenda which shall be approved by the votes of not less than three-fourths (3/4) of the total votes of the shareholders present at the meeting and entitled to vote is the agenda 2, whereby the Company will count the votes of shareholders who cast their vote to approve or disapprove or abstain from voting.

In this regard, for the agenda 2, the votes of shareholder having a conflict of interest, i.e. N.Y.K. (Thailand) Co., Ltd., holding 227,437,200 shares, shall be not be counted.

To facilitate the meeting be properly conducted, after the officers have completed gathering the voting cards for each agenda, the Chairman will request the meeting to consider the matter in the next agenda. When the vote counting of the previous agenda is completed, the Chairman will inform the meeting of the voting results.

Voided Voting Card(s) are any voting cards with more than one voting opinion (except for the voting of custodian authorized from foreign investors which the allocation of the vote is allowed; or with crossed out voting with no endorsement by shareholders or proxies, or crossed out voting card, or any defect voting cards which the vote is illegible. In this regard, Voided Voting Card(s) shall not be counted.

### **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 2018 Annual General Meeting of Shareholders held on Friday 27 April 2018**

The Chairman informed the Meeting that the 2018 Annual General Meeting of Shareholders was held on Friday 27 April 2018, the copy of which was submitted to the Stock Exchange of Thailand and the Ministry of Commerce, and also uploaded on the Company's website within the period prescribed by law. The Board of Directors expressed opinion that such minutes were correctly recorded, the copy of the meeting minutes was shown as Attachment 1 pages 9-31 together with the invitation of this Meeting 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 certified the Minutes of 2018 Annual General Meeting of Shareholders held on Friday 27 April 2018, as proposed, with the voting results as follows:

<b>Shareholders voting</b>	<b>Number of Votes</b>	<b>Percentage</b>
Approved	807,547,514	100.0000
Disapproved	0	0.0000
Abstained	0	Not being counted
Voided Voting card(s)	0	Not being counted
<b>Total</b>	<b>807,547,514</b>	<b>100.0000</b>

Remarked: In this agenda, the number of shareholders attended the Meeting was 381 persons and number of shares increased by 29,820,206 shares.

#### **Agenda 2 To consider and approve the exercise of rights of investment in Laemchabang International Ro-Ro Terminal Co., Ltd. ("LRT") by the purchase of 29 percent of shares of NYKT International Terminal Co., Ltd. ("NYKT"), which is a connected transaction from Artlion Development Limited ("ArtLion") which is the subsidiary company of and under the control of Nippon Yusen Kabushiki Kaisha Group ("NYK")**

Dr. Theparak Leungsuwan, Director and the Chief Executive Officer, provided the meeting with the facts and reasons for entering into this transaction as follows:

Pursuant to the Shareholders' Agreement made between the Company and NYK, which is the majority shareholder of LRT, dated 30 March 2012 (as amended), it specifies that the

Company is entitled to invest in LRT by the purchase of additional shares of 29 percent from NYK within 15 May 2017 under the terms stipulated in the Agreement. The purchase price must not be lower than USD 24.65 million plus the actual marginal cost (the interest cost will be calculated from the date of signing the Shareholders' Agreement between the Company and NYK until the date on which the Company exercises the rights to make investment in LRT by the purchase of additional shares of 29 percent of NYKT).

However, in 2017 and 2018, NYK requested to extend the period of the purchase of shares to be within 31 March 2018 since NYK needed more time to complete the business restructuring. The 2017 and 2018 Annual General Meetings acknowledged such extension.

Later, the Board of Directors' Meeting No. 2/2018 which was held on 11 May 2018 resolved to approve that Sapphire RoRo (Thailand) Limited ("**SRT**"), which is the subsidiary whose 99.99 percent of shares are held by the Company, merged with Global Cargo (Thailand) Limited ("**GCT**") for shareholding restructuring purpose.

After SRT and GCT have been merged, the Company holds 20 percent of the total shares of the new company formed by the merger, i.e. NYKT International Terminal Co., Ltd. ("**NYKT**"), provided that such shareholding ratio of 20 percent is equivalent to the ratio for which SRT previously held shares in LRT, details of which had been disclosed through the channel of the Stock Exchange of Thailand.

In this regard, the purchase of additional 29 percent of NYKT shares from ArtLion is considered as an assets acquisition transaction with the transaction size at 21.54 percent based on consideration value criteria and is also considered as a connected transaction of which transaction size is equivalent to 25.90 percent of the net tangible assets. As a result, the Company is required to hold the shareholders' meeting for approval of the assets acquisition transaction and the connected transaction with the votes of not less than three-fourths (3/4) of the total number of shareholders present at the meeting and entitled to vote, excluding votes of any shareholder having a conflict of interest, and to appoint an independent financial advisor to render an opinion for shareholders' consideration.

In addition, the Board of Directors considered that the purchase of 29 percent of NYKT shares from NYK is the initial investment plan from the IPO and such investment would also enhance the capacity in supporting the quantity of cars if A5 Terminal is fully used. For the expected benefits to the Company, details appeared in the Attachment 2, page 41, clause 8.

Dr. Theparak Leungsuwan added that C0 Terminal is the only terminal that can provide service for large goods or the large cargo ships, such as, oil rig, aircraft carrier. Therefore, the C0 Terminal is a high potential terminal.

The Board of Directors' meeting therefore is of the opinion to propose the matter to the shareholders' meeting to consider and approve the exercise of rights to make additional investment in LRT by purchasing 29 percent of NYKT shares from ArtLion which is the subsidiary under the control of NYK pursuant to the Shareholders' Agreement made between the Company and NYK with the purchase price of not less than USD 24.65 million plus the actual marginal cost of not exceeding USD 3.17 million, totaling the investment value of not be more than USD 27.82 million or equivalent to approximately THB 922 million.

The Chairman invited the Independent Financial Advisors ("**IFA**"), namely, Mr. Pisit Jeungpraditphan and Ms. Saichalee Limaphichat from I V Global Securities Public Company Limited to independently render an opinion as to how reasonable this transaction is.

Mr. Pisit Jeungpraditphan provided a summary of the opinion to the Meeting that, as the Board of Directors clarified that this transaction is considered as an assets acquisition transaction and a connected transaction since it is the transaction entered into with ArtLion which is the company having a shareholder connected to the Company, i.e. NYK, which is the Company's shareholder, it is therefore required to consider as to whether the purchase price of this transaction is fair and reasonable. According to relevant laws, IFA has a duty

to render an opinion to the shareholders for consideration, in which case, IFA has already prepared and submitted the opinion report to the shareholders.

In this regard, Mr. Pisit Jeungpraditphan presented the Meeting with the advantages of entering into the transaction which could be summarized as follows:

- A continued investment to support a growth of car imports and exports through Laem Chabang Port which is a core business of the Company.
- A continued investment in assets that have growth potential and create opportunities for the Company's future business expansion.
- A continued investment that help diversify investment risks and increase a variety of terminal service business.
- A continued investment in accordance with the objectives of the use of proceeds from the Company's IPO.
- A continued investment in the business that the management of the Company has experiences.
- The Company will have an opportunity to receive retained earnings in LRT in higher proportion from entering into this additional investment.
- A continued investment at the purchase value close to the value of the investment of the Company in the previous 5 years (in 2012), which is much lower than the current value of the investment.
- An investment in assets at a reasonable price.
- 

IFA added that in making investments, there are advantages, disadvantages and risks; however, IFA assessed and viewed that there are a few disadvantages and risks of this transaction. IFA presented the Meeting with the disadvantages and risks that may arise thereof, which could be summarized as follows:

- Risk of loss sharing in the financial statements of the Company.
- Risk of impairment of investments.
- Exchange rate risk. However, IFA viewed that even though the purchase price of this transaction shall not be more than USD 27.82 million or equivalent to THB 922 million, the current situation of exchange rate for Baht against US Dollars is favorable to the Company due to the Baht strength. Therefore, IFA viewed that there is very low risk on this issue.
- Risk of an investment in a holding company. However, IFA viewed that there is a low risk on this issue since there would be the arrangement of shareholders' agreement of NYKT shareholders in order to specify that the Company shall participate in decision making on any significant matters of NYKT.
- Risk or impact if the shareholders do not approve the transaction.
- Risk that may cause a conflict of interest in a RO/RO terminal services business for car transportation.
- Risk of termination or non-renewal of the main agreements for business operation.
- Risk of Tariff Structure and Port Tariff being under control of the Port Authority of Thailand ("PAT"). However, IFA viewed that the risk on this issue is the matter of investment and economic conditions which is the normal risk of business operation.
- Risk from emerging competitors in the port terminal industry for export and import of cars.

For the fair valuation of NYKT, IFA showed the figure summarizing fair valuation of NYKT (as appeared in attachment 3, page 15, Figure 4) and provided explanation on each valuation approach (namely, 1. Book Value Approach, 2. Adjusted Book Value Approach, 3. Market Value Approach, 4. Market Comparable Approach (P/BV and P/E) and 5. Discounted Cash Flow Approach (DCF)) to see as to how the advantages and disadvantages are, which will reflect the reasonableness of the price of NYKT's common share according to the different valuation methods. IFA concluded that the discounted cash flow approach is the most appropriate approach for fair valuation of NYKT at this time since this approach is able to reflect NYKT's operating results and profitability in the future. In this regard, IFA viewed that the NYKT's shareholders' equity is in the range of THB 1,079.72 million – THB 1,147.64 million while NYKT's shares purchase price of THB 922 million is lower than the range of the aforesaid fair valuation. Therefore, IFA has an opinion that the shares purchase price is appropriate. In addition, there is no condition that infringes on the rights of the Company's shareholders. In summary, IFA has an opinion

that the shareholders should consider and approve the entry into this assets acquisition transaction and the connected transaction.

The Chairman gave the Meeting an opportunity to express opinions and make inquiries about this agenda. The shareholders who expressed opinions and made inquiries as follows:

**Q: Mr. Vicha Chokpongpan, shareholder present in person**

How many years are left for the terminal agreement?

**A: Mr. Pisit Jeungpraditphan, Independent Financial Advisor**

According to the existing agreement, there are 16 years and 6 months left and LRT is entitled to renew the agreement for another 10 years plus 10 years. The IFA's assessment is based upon the minimum period of the agreement for 16 years and 6 months; therefore, if the assessment is based upon the period of 10-year plus 10-year renewal, the value should be increased.

**Q: Mr. Putthinun Wiroonchaichot, shareholder present in person**

According to the Opinion Report of the IFA, how do you know that there will be large demand from module customers during 3-5 years?

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

Since C0 Terminal is situated nearby the customers who will use transport services for module such as oil rig. Module are large and must be transported from C0 Terminal only. It cannot be moved to any other terminal.

**Mr. Pisit Jeungpraditphan, Independent Financial Advisor** added that C0 Terminal has a potential to provide service more various types of goods when comparing to A5 Terminal. C0 Terminal is able to serve the Ro-Ro goods and other types of goods, such as, the goods which could not be loaded into a container, for example, very heavy steel coil, wind turbine blades or wind turbine masts or other large equipment, large structure module, such as oil rig which is very tall and heavy. With respect to the assessment, it can be assessed from the demand of customers who have booked and schedule a date of export of the goods.

**Q: Mr. Peerapon Kanlayannapak, proxy of Mr. Pichai Soponthammathorn**

Further to the previous question, when the customers inform booking in advance for the use of terminal, what period is for the assessment?

**A: Mr. Pisit Jeungpraditphan, Independent Financial Advisor**

IFA considered the period of approximately 12-18 months, in addition, it is viewed that the potential capacity is high.

**Q: Mr. Adirek Pipatpatama, shareholder present in person**

As the shares purchase price aged at USD 24.65 is the price in which the Company has agreed in advance with NYK since 2012, I then would like to ask the management as to what principle the Company used to determine the price at the time in agreeing the price for approximately 5-6 years.

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

The Company considered to expand the business in order to serve other potential products in addition to A5 Terminal. Further, the agreement on C0 Terminal remains in effect for 16 years and could be renewed for another 10 years plus 10 years. Thus, it is worth for the investment when comparing to the bidding for Terminal Phase 3. At the time of entering into the agreement, the Company expected that if there was a new bidding, the cost would be very high when comparing to the size of terminal to be received. It would also take a long time to construct the terminal. Therefore, the agreement made in 2012 that set up the right to make investment in advance would be more beneficial to the Company.

**Q: Mr. Adirek Pipatpatama, shareholder present in person**

According to the Opinion Report of the IFA, how certain would the Company receive the dividend of approximately THB 109 million from LRT?

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

The board of directors of the company that manages C0 Terminal has prepared to hold a meeting to declare dividend; however, the actual figure is not confirmed yet.

**Mr. Pisit Jeungpraditphan, Independent Financial Advisor** added that, on page 10 of the Opinion Report of the IFA, it specifies that since the Company invested in LRT in 2012, LRT has never declared dividend payment to shareholders. As of 30

September 2018, LRT has retained earnings of THB 467.26 million. Based on the calculation by the IFA, if the Company increases its investment in LRT from 20 percent to 49 percent, the Company will receive an increased dividend. If all unappropriated retained earnings are used to pay dividends, the dividend shall be increased from THB 89.25 million to THB 218.67 million, or an increase by THB 129.42 million. But if there is a dividend payment of 50 percent of the unappropriated retained earnings, the Company shall receive higher dividends from THB 44.63 million to THB 109.33 million, or an increase by THB 64.71 million.

**Q: Mr. Adirek Pipatpatama, shareholder present in person**

At present, is LRT's financial statement for the fiscal year 2018 year available and how much is the profit?

**A: Mr. Pisit Jeungpraditphan, Independent Financial Advisor**

According to the Notes disclosed in the Company's financial statement, the LRT's profits are at THB 109 million.

**Q: Mr. Adirek Pipatpatama, shareholder present in person**

Since the Government may invest in the development of Laem Chabang Port Phase 3, will the bidders be the competitors of the Company for the Ro-Ro cars export?

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

At present, the capacity of all 3 terminals, i.e. A5 Terminal, A1 Terminal and C0 Terminal, in serving Ro-Ro still does not exceed 75 percent of their capacity; thus, there is no extension of Ro-Ro terminal and it is unlikely that there will be competitors.

**Q: Mr. Vicha Chokpongphan, shareholder present in person**

What is the percentage of export services provided by A5 Terminal and C0 Terminal?

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

It is approximately 80 percent.

**Q: Mrs. Anchalee Thepparat, shareholder present in person**

What does the "risk that may cause a conflict of interest in a RO/RO terminal services business for car transportation" mean?

**A: Mr. Pisit Jeungpraditphan, Independent Financial Advisor**

The main terminals which can provide Ro-Ro transportation services are A5 Terminal, A1 Terminal and C0 Terminal. At present, the Company holds 20 percent of shares in the company which operates C0 Terminal; therefore, if the investment in question is approved, the Company will hold additional shares to be 49 percent which still does not reach 100 percent, whereby NYK, which is the Company's shareholder, holds 51 percent of shares. However, in terms of business perspective, as A5 Terminal is located at the estuary, A5 Terminal has potential and is more attractive to customers than other terminals. If A5 Terminal is congested, the customers of the Company will use services of other terminals instead, namely, A1 Terminal or C0 Terminal. Therefore, it can be seen that the Company has competitors in terms of transportation perspective rather than the conflict of interest of the shareholders.

**Q: Mrs. Anchalee Thepparat, shareholder present in person**

Does the management have any policy to reduce the conflict of interest?

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

The customers know well that if the goods are cars, they should use A5 Terminal; because, A5 Terminal provides parking area behind the terminal. However, if A5 Terminal is overly congested, some customers may need to use C0 Terminal, in which case, the customers have to move cars to such terminal for more 3 kilometers which will incur additional expenses.

**Q: Mr. Veerawat Jirasapanan, shareholder present in person**

Does the seller have the rights not to sell the shares to the Company?

**A: Mr. Pisit Jeungpraditphan, Independent Financial Advisor**

This case is the entry of transaction which is the rights of the Company granted by the seller in accordance with agreement. If the seller revokes such rights, it will be deemed that the seller breaches the agreement. If the shareholders meeting does not approve this transaction or the Company does not exercise its rights within a specified period of time, it shall be deemed that the Company does not wish to exercise such rights. If later, the Company wishes to purchase more shares, the parties have to negotiate again and thus the price and conditions would be changed.



**Q: Mr. Veerawat Jirasapanan, shareholder present in person**

Is this time appropriate for the Company to make the investment? Is it possible to postpone the investment?

**A: Mr. Pisit Jeungpraditphan, Independent Financial Advisor**

If the Company does not exercise its investment rights, it will be deemed that the Company waives its rights. In addition, it is required to consider the proceeds received from the Company's IPO. If the Company does not make the investment in accordance with the IPO plan, IFA views that the Company needs to consider other types of investment in order to protect the shareholders' interests. In this regard, this transaction is a continue investment, not a new investment; therefore, the assets remain the same. In terms of economics perspective, the additional investment in Terminal C0 would support A5 Terminal in case A5 Terminal is at its full capacity. In addition, C0 Terminal is able to serve other types of goods, such as General Cargo, Module, or passenger ship.

**Q: Mr. Adirek Pipatpatama, shareholder present in person**

I have the questions as follows:

1. According to the EEC project plan, it will result in the large number of imports of the large goods, which are Module or electric trains, and thus the customers have to use this terminal for transporting the goods. Given this, will the customers have any option to use other terminal?
2. Does the Company have any plan to additionally invest in the Laem Cha Bang Port Phase 3?
3. How far is it between the Laem Cha Bang Port Phase 3 and the Company's Terminal?

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

1. No. If it is the East side, there is only C0 Terminal which is able to serve large goods.
2. If there is a bid opening and there is a good potential which is likely to worth for investment, the Company will further study and consider the investment.
3. It is approximately 5 kilometers.

**Q: Mr. Thara Cholpranee, shareholder present in person**

Has the Company entered into any futures contracts in order to hedge against exchange rate risk?

**A: Ms. Pimkarn Leungsuwan, Director and Chief Financial Officer**

The Company has entered into some futures contracts in order to hedge against exchange rate risk at several exchange rates. The Company periodically enters into the contract following the approval made by the Board of Directors.

**Q: Mr. Thara Cholpranee, shareholder present in person**

I have the followings questions:

1. According to page 16 of the Opinion Report of the IFA, the capacity to undertake cars shipped through the terminal is 1,850,000 units, does this number equal to 100 percent?
2. According to page 70 of the Opinion Report of IFA, the capacity to undertake cars shipped through the terminal specified by PAT is around 1,800,000 units, but, in the report, only A5 Terminal has a capacity to undertake 1,500,000 units, which figure is reliable and is the figure of 1,850,000 units per annum the ceiling specified by PAT?
3. According to page 72 of the Opinion Report of IFA, table 3-9 indicates the anticipated number of cars shipped through Laem Cha Bang Port in 2019-2030, why is the anticipated number of IFA low?
4. Does the terminal has ability to export?
5. As all the figures are based on anticipation, is there any figure from the Federal of Thai Industries and automotive manufacturers?
6. As there are more countries become automotive manufacturing competitors, would the company still anticipate the growth of car exportation at the same rate? Is it too high?

**A: Mr. Pisit Jeungpraditphan, Independent Financial Advisor**

1. 1,850,000 units per annum equals to 100 percent.
2. In granting concession, PAT will clearly specify the number of cars that can be shipped through. However, A5 Terminal has an additional area to passing cars,

thus the anticipated capacity is different from PAT's. Moreover, the IFA views that the capacity specified by PAT is a policy of PAT, when the number of cars exceeds 75 percent, there should be another bid.

3. The anticipated figures are prepared by PAT's advisor. IFA anticipates that C0 Terminal can undertake Ro/Ro at 500,000 cars. As C0 Terminal has capacity to undertake several types of cargo, thus if C0 undertakes a higher number of cars, it would be too congested so that it may not be able to undertake other cargos, such as Module. Therefore, the management views that 50 percent, equals to 500,000 cars, should be sufficient.
4. The terminals of the Company are in service of both import and export. However, 95 percent of Ro/Ro is for export whereby the import is low. For cargos, the import-export ratio is 60:40.
5. IFA understands that PAT's figures are from the report of the third party that conducted the research hired by PAT.
6. This issue is a business issue which the IFA considers the possibility and reasonableness of the capacity of the terminal.

In addition, **Dr. Borwornsak Uwanno, Professor Emeritus, Chairman of the Meeting** added that the relocation of automotive manufacturing is difficult as the automotive spare parts, components and skilled personnel and labour are in Thailand, plus automotive manufacturing is supported by the Government. With respect to the trade war between China and USA, the effect of which is considered low as most of the exports are to Asia and Australia.

**Q: Mr. Vicha Chokpongphan, shareholder present in person**

1. What the capacity of the terminal to undertake containers is?
2. Is there any update on the case between the Company and Bangkok Metropolitan Administration?

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

1. Cargos shipped through A5 Terminal are only cars. The Company does not want any other cargos to be shipped through A5 Terminal because cars must be specially treated as they should not be dusted or hit. In addition, A5 Terminal is rated the World's 4<sup>th</sup> Ro/Ro/ terminal and the 2<sup>nd</sup> in Asia. With high capacity and potential, the Company has received ISO and the customers are satisfied with the services as A5 Terminal is located in the front which eases the shipping and costs limited time and expenses.

**A: Mr. Poolsak Boonchoo, Legal advisor of the Company**

2. On 26 July 2017, the Company, as a plaintiff, filed a complaint against Bangkok Metropolitan Administration ("BMA") to the Central Intellectual Property and International Trade Court, with the accusations in relation to international trade, carriage of goods by sea, and deposit of goods for the amount of THB 1,040,809,382. The Company requested the Court to order BMA to pay to the Company the said amount together with the interest of 7.5 percent per annum and the daily storage charge inclusive of value added tax in the amount of THB 272,817.90 per day from the date following the date of complaint until BMA removes all fire trucks out of the terminals of the Company.

Later, on 18 December 2017, BMA by a public prosecutor submitted the statement of defense and also a counter-claim for wrongful acts claiming for compensation totaling THB 109,732,687.10 and also filed a petition for interim injunction before the Court would render its judgment scheduled on 14 February 2019. The Court gave an order allowing BMA to remove and take care of the fire trucks but BMA shall place a guarantee of THB 200 million within 45 days. However, BMA is entitled to appeal such order of the Court.

**Q: Mr. Atit Sinyu, proxy of shareholder**

1. What is the remaining capacity of A5 Terminal?
2. As C0 Terminal can undertake only 7 percent of Ro/Ro, does this 7 percent include cargos and shipment?
3. What is the Company's expectation in future investment?

**A: Mr. Pisit Jeungpraditphan, Independent Financial Advisor**

1. The capacity should not be considered in percentage but the numbers of cars. In addition to the professional service in Ro-Ro, the back area of the A5 Terminal is of the service for car parking resulting to more capacity to serve cars. Moreover, C0

Terminal stands by for the exceeding number of cars when A5 Terminal reaches its maximum capacity or get congested.

2. C0 Terminal shall be in service when A5 Terminal reaches its maximum capacity or get congested.
3. Currently, Phase 3 is planned for containers. In the future, PAT may open for bid when all the 3 Ro/Ro terminals are congested; however, the existing terminals can be in service for another 4-5 years.

**Q: Mr. Veerawat Jirasapanan, shareholder present in person**

1. As the concession agreement will be expired in 2021, what is the renewal process or shall there be a bid?
2. With respect to the case between the Company and BMA, will there be any pros and cons to the Company and does the company expect that the judgment will be in favor to the Company?
3. How much concern to the measures preventing car exportation to Indonesia and Vietnam?

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

It is currently under the process of renewal with the authority

**A: Dr. Borwornsak Uwanno, Professor Emeritus, Chairman of the Meeting**

The dispute in question is sensitive, disclosure of information to the Meeting should be reserved.

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

There are car exports to both Vietnam and Indonesia. Indonesia also has automotive manufacturers, i.e. small van such as Avanza, but all Fortuner cars are manufactured in Thailand. However, Thailand exports spare parts by container. Car exportation to Vietnam depends on model of car but the demand is respectively high.

**Voting**

The resolution on this agenda shall be approved by the votes of no less than three-fourths (3/4) of the total votes of shareholders attending the meeting and entitled to vote, excluding shareholder with conflict of interest, namely, N.Y.K. (Thailand) Co., Ltd. holding 227,437,200 shares or equivalent to 18.34 percent of total sold shares of the Company.

**Resolution**

The Meeting considered and resolved to approve the exercise of rights to make investment in LRT by purchasing 29 percent of NYKT shares, which is an assets acquisition transaction and a connected transaction, from ArtLion as so proposed by the Chairman with the voting results as follows:

Shareholders voting	Number of Votes	Percentage
Approved	809,323,921	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Voting card(s)	0	Not being counted
<b>Total</b>	<b>809,323,921</b>	<b>100.0000</b>

Remark: In this agenda, the number of shareholders attended the Meeting was 392 persons and the number of shares increased by 1,776,407 shares.

The Chairman thanked all attendees and closed the Meeting at 12.00 hrs.

Signed



Chairman of the Board of  
Directors

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



Signed

\_\_\_\_\_  
Corporate Secretary

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

**For consideration of Agenda 4: To consider and approve distribution of dividend payment derived from operational results for the year 2018**

**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 relies on the 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 payments 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		
	2016	2017	2018 <sup>1</sup>
Net Profit of the Separated Financial Statements (THB)	401,236,309	395,648,195	402,447,720
Net Profit of the Consolidated Financial Statements (THB)	390,026,475	388,685,146	404,935,087
Number of Shares (shares)	620,000,000	1,240,000,000	1,240,000,000
Year-end dividend (THB per share)	0.60	0.30	0.30
Par value at (THB per share)	1.00	0.50	0.50
Total dividend payment (THB)	372,000,000	372,000,000	372,000,000
Dividends payout ratio (%) <sup>2</sup>	92.71	94.02	92.43


Remark:

<sup>1</sup> Operational results and year-end dividend of 2018 were considered by the Board of Directors on 7 February 2019 and shall be approved by the 2019 Annual General Meeting of Shareholders which will be held on 26 April 2019.

<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 directors to replace those 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>	Dr. Theparak Leungsuwan	
<b>Contact at</b>	1168/52 (Lumpini Tower 19 <sup>th</sup> Floor) Rama IV Road, Thungmahamek, Sathorn, Bangkok 10120	
<b>Age (years)</b>	67	
<b>Nationality</b>	Thai	
<b>Type of appointment</b>	Director	
<b>Current positions</b>	<ul style="list-style-type: none"> <li>• Director</li> <li>• Chairman of the Executive Committee</li> <li>• Executive Director</li> <li>• Authorized Director</li> <li>• Chief Executive Officer</li> </ul>	
<b>First appointment date of director</b>	19 March 2002	
<b>Tenure (as of 30 April 2019)</b>	17 years 1 month	
<b>Highest degree</b>	D.B.A., Business Administration, Chiangrai Rajabhat University	
<b>Training by Thai Institute of Directors Association (IOD)</b>	Director Certification Program (DCP) Class 151/2011	
<b>Percent of shares held in the Company including the number of shares held by spouse and minor children, as of 30 December 2018</b>	133,649,800 shares or equivalent to 10.78%	
<b>Legal offense record in the past 5 years</b>	-None-	
<b>Family Relations among directors and management</b>	Older brother of Mr. Dhananant Leungsuwan, Ms. Pensri Leungsuwan, Ms. Pimkarn Leungsuwan and father of Mr. Pongthep Leungsuwan	
<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>
	2018 - Present	Director	Thaihow wellness and Travel Group Co.,Ltd
	2012 - Present	Director	Beer Tsingtao (Thailand) Co., Ltd.
	2011 - Present	Director	Panmarine Shipping Co., Ltd.
	2011 - Present	Director	TCI TV Co., Ltd.
	2010 - Present	Chairman of the Board of Directors	Namyong Maritime Co., Ltd.
	2010 - Present	Executive Director	Namyong Maritime Co., Ltd.
	2001 - Present	Director	Tri-Med (Thailand) Co., Ltd.
	1998- Present	Executive Director	Gold ship Co., Ltd.
	1996 - Present	Executive Director	N & B Cranage Co., Ltd.
	1993 - Present	Executive Director	COSCO SHIPPING Lines (Thailand) Co., Ltd.
	1993 - Present	Managing Director	COSCO SHIPPING Lines (Thailand) Co., Ltd.
	1991 - Present	Executive Director	Cosiam Transport Co., Ltd.
	1991 - Present	Managing Director	Cosiam Transport Co., Ltd.
	1990 - Present	Director	March Shipping Co., Ltd.
	1990 - Present	Director	Dear Power Co., Ltd.
	1987 - Present	Executive Director	Cots shipping Co., Ltd.
	1986 - Present	Executive Director	Vescon Tugboat and Marine Service Co., Ltd.
	1983 - Present	Executive Director	Nam Yuen Yong Shipping Co., Ltd.
	1983 - Present	Chief Executive Officer	Nam Yuen Yong Shipping Co., Ltd.
	1982 - Present	Director	T.Con. Co., Ltd.
	1972 - Present	Director	Pornchareon Estate Co., Ltd.
	1972 - Present	Executive Director	Sahamit Hotel Co., Ltd
	1971 - Present	Executive Director	The Leung Suwan Estate Co., Ltd.
<b>Past Professional Experience</b>	<b>Period</b>	<b>Position</b>	<b>Companies/Other entities</b>
	2012 - 2018	Chairman of the Board of Directors	Sapphire Ro-Ro (Thailand) Co., Ltd.
	1999 - 2018	Chairman of the Board of Directors	Tsingtao Marketing (Thailand) Co., Ltd.
	1999 - 2018	Executive Director	Tsingtao Marketing (Thailand) Co., Ltd.
<b>Position in Rival Companies/ Connected Business that may cause conflict of interest</b>	-None-		
<b>Meeting Attendance in the year 2018</b>	The Board of Directors' Meeting: 5 times out of the total of 5 times, equivalent to 100%		

<b>Name and Surname</b>	Ms. Pimkarn Leungsuwan		
<b>Contact at</b>	1168/52 (Lumpini Tower 19 <sup>th</sup> Floor) Rama IV Road, Thungmahamek, Sathorn, Bangkok 10120		
<b>Age (years)</b>	58		
<b>Nationality</b>	Thai		
<b>Type of appointment</b>	Director		
<b>Current positions</b>	<ul style="list-style-type: none"> <li>• Director</li> <li>• Member of the Executive Committee</li> <li>• Executive Director</li> <li>• Authorized Director</li> <li>• Chief Financial Officer</li> </ul>		
<b>First appointment date of director</b>	19 March 2002		
<b>Tenure (as of 30 April 2019)</b>	17 years 1 month		
<b>Highest degree</b>	M.B.A. (Executive), Sasin Graduate Institute of Business Administration, Chulalongkorn University		
<b>Training by Thai Institute of Directors Association (IOD)</b>	<ul style="list-style-type: none"> <li>• Anti – Corruption the Practical Guide (ACPG), class 25/2016</li> <li>• Audit Committee Program (ACP), class 37/2011</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 2018</b>	19,450,200 shares or equivalent to 1.57%		
<b>Legal offense record in the past 5 years</b>	-None-		
<b>Family Relations among directors and management</b>	Younger sister of Dr. Theparak Leungsuwan, Mr. Dhananant Leungsuwan and Ms. Pensri Leungsuwan		
<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>
	2018 - Present	Director	Sumit and Malee Co., Ltd.
	2018 - Present	Director	Sumittaya sabmai Co., Ltd.
	2018 - Present	Director	Sabholding and Land Co., Ltd.
	2018 - Present	Director	Leungkosin Co., Ltd.
	2018 - Present	Director	Klinbua Co., Ltd.
	2018 - Present	Director	Sumittaya sakorn asset Co., Ltd
	2017 - Present	Associate Justice	The Central Intellectual Property and International Trade Court
	2015 - Present	Director	Maharaj Home for Boys Foundation
	2013 - Present	Director	Verted plus Co. , Ltd
	2012 - Present	Director	Beer Tsingtao (Thailand) Co., Ltd.
	2011 - Present	Director	Meechai-Khunying Amporn Ruchupan Foundation
	2011 - Present	Director	Panmarine Shipping Co., Ltd.





	2009 - Present	Director	Dhamma-Narai Co., Ltd.
	2008 - Present	Director	DCC Co., Ltd.
	2002 - Present	Director	Dear Power Co., Ltd.
	2002 - Present	Director	Sahamit Hotel Co., Ltd.
	1998 - Present	Director	Gold Ship Co., Ltd.
	1996 - Present	Director	N & B Cranage Co., Ltd.
	1995 - Present	Director	The Leung Suwan Estate Co., Ltd.
	1994 - Present	Director	COSCO SHIPPING Lines (Thailand) Co., Ltd.
	1991 - Present	Director	Cosiam Transport Co., Ltd.
	1988 - Present	Director	Namyong Maritime Co., Ltd.
	1987 - Present	Director	Cots shipping (Thailand) Co., Ltd.
	1986 - Present	Director	Vescon Tugboat and Marine Service Co., Ltd.
<b>Past Professional Experience</b>	<b>Period</b>	<b>Position</b>	<b>Companies/Other entities</b>
	2014 - 2018	Mediator	The Central Intellectual Property and International Trade Court
	2012 - 2018	Chairman of the Board of Directors	Sapphire Ro-Ro (Thailand) Co., Ltd.
	2004 - 2018	Director	N. Y. Intergroup Co., Ltd.
<b>Position in Rival Companies/ Connected Business that may cause conflict of interest</b>	-None-		
<b>Meeting Attendance in the year 2018</b>	The Board of Directors' Meeting: 5 times out of the total of 5 times, equivalent to 100%		

<b>Name and Surname</b>	Dr. Sunee Sornchaitanasuk		
<b>Contact at</b>	1168/52 (Lumpini Tower 19 <sup>th</sup> Floor) Rama IV Road, Thungmahamek, Sathorn, Bangkok 10120		
<b>Age (years)</b>	56		
<b>Nationality</b>	Thai		
<b>Type of appointment</b>	<ul style="list-style-type: none"> <li>• Director</li> <li>• Chairman 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 Nomination, Compensation and Corporate Governance Committee</li> <li>• Independent Director</li> </ul>		
<b>First appointment date of director</b>	23 August 2016		
<b>Tenure (as of 30 April 2019)</b>	2 years 8 months		
<b>First appointment date of Independent director</b>	23 August 2016		
<b>Tenure (as of 30 April 2019)</b>	2 years 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 2018</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>	<b>Period</b>	<b>Position</b>	<b>Companies/Other entities</b>
	Present	Chairman of the Audit Committee	Siam City Cement PLC.
	Present	Independent Director	Siam City Cement PLC.
	Present	Member of the Audit Committee	B.Grimm Power PLC.
	Present	Independent Director	B.Grimm Power PLC.



<b>Positions in Non-Listed Companies</b>	<b>Period</b>	<b>Position</b>	<b>Companies/Other entities</b>
	Present	Executive Director	AMC Medical Center (Thailand) Co., Ltd.
	Present	Certified Public Accountant	CPA Associate (Thailand) Co., Ltd.
	Present	Certified Public Accountant	SS Four D Co., Ltd.
	Present	Committee of Experts	Scout Thailand
<b>Past Professional Experience</b>	<b>Period</b>	<b>Position</b>	<b>Companies/Other entities</b>
	2018	Advisor to Board of Directors	JSSR Machinery
	2015	Insist on the physical side, consultants Use of space and the environment	The National Legislative Assembly
	2015	Chairman of the Subcommittee to examine the Education Fund Senior Director of Accounting Education Fund Committee	The Ministry of Finance
	2015	Senior Director of Accounting Education Fund Committee	The Ministry of Finance
	2014	Commissioner, Tourism and Sports	The House of Representatives
	2013	Advisor to the Deputy Minister of Education	Minister of Education
	2011	Association of Parents and Teachers	Mater Dei School
	2011	Director of Program HRH Princess Maha Chakri Sirindhorn Medical Center	Srinakharinwirot University
	2011	Director and Secretary	Maha Chakri Sirindhorn
	2011	Committee of experts on the operating committee HRH Princess Maha Chakri Sirindhorn Medical Center	Srinakharinwirot University
<b>Position in Rival Companies/ Connected Business that may cause conflict of interest</b>	-None-		
<b>Meeting Attendance in the year 2018</b>	<ul style="list-style-type: none"> <li>The Board of Directors' Meeting: 5 times out of the total of 5 times, equivalent to 100%</li> <li>The Audit Committee's Meeting: 6 times out of the total of 6 times, equivalent to 100%</li> </ul>		

**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>	Dr. Vichya Kreangam		
<b>Contact at</b>	1168/52 (Lumpini Tower 19 <sup>th</sup> Floor) Rama IV Road, Thungmahamek, Sathorn, Bangkok 10120		
<b>Age (years)</b>	37		
<b>Nationality</b>	Thai		
<b>Type of appointment</b>	<ul style="list-style-type: none"> <li>• Director</li> <li>• Independent Director</li> <li>• Member of the Audit Committee</li> <li>• Member of the Nomination, Compensation and Corporate Governance Committee</li> </ul>		
<b>Current positions</b>	<ul style="list-style-type: none"> <li>• Director</li> <li>• Independent Director</li> <li>• Member of the Audit Committee</li> <li>• Member of the Nomination, Compensation and Corporate Governance Committee</li> </ul>		
<b>First appointment date of director</b>	12 November 2014		
<b>Tenure (as of 30 April 2019)</b>	4 years 5 month		
<b>First appointment date of Independent director</b>	25 February 2016		
<b>Tenure (as of 30 April 2019)</b>	3 years 2 months		
<b>Highest degree</b>	Doctor of the Science of Laws (J.S.D.), University of California, Berkeley, School of Law, U.S.A.		
<b>Training by Thai Institute of Directors Association (IOD)</b>	<ul style="list-style-type: none"> <li>• Role of Chairman Program (RCP), class 42 / 2018</li> <li>• Corporate Governance for Executives (CGE), class 6/2016</li> <li>• Advanced Audit Committee Program (AACP), class 22/2016</li> <li>• Director Accreditation Program (DAP), class 116/2015</li> <li>• Corporate Governance for Capital Market Intermediaries (CGI), class 8/2015</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 2018</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>	<b>Period</b>	<b>Position</b>	<b>Companies/Other entities</b>
	2016 - Present	Member of the Compensation Committee	Sikarin PLC.
	2014 - Present	Chairman of Corporate Governance Committee	General Engineering PLC.
	2014 - Present	Member of the Audit Committee	General Engineering PLC.



2014 - Present	Member of the Nominating and Remuneration Committee	General Engineering PLC.
2014 - Present	Independent Director	General Engineering PLC.
2014 - Present	Independent Director	Sikarin PLC.
2010 - Present	Head of Legal Counsel (Property / Leasing)/ Business Development Executive	True Corporation PLC.

### Positions in Non-Listed Companies

Period	Position	Companies/Other entities
2018 - Present	Sub - Committee	Sub - Committee on scrutinization Laws relating to energy business operations, Energy Regulatory Commission
2018 - Present	Sub - Committee	Sub - Committee on Participation, Follow - up, examination, evaluation Law on the National Reform
2017 - Present	Director	The Office of Law Reform Commission of Thailand
2017 - Present	Chairman of the Sub- Committee	Public Relations and Hearing Sub- Committee
2013 - Present	Executive Director	The Badminton Association of Thailand under Royal Patronage of His Majesty the King Assumption University
2010 - Present	Lecturer, Faculty of Law (Main Job)	
2010 - Present	Visiting Lecturer, Faculty of Law	Khon Kaen University

### Past Professional Experience

Period	Position	Companies/Other entities
2016 - 2017	Member of Risk Management Committee	AEC Securities PLC
2016 - 2017	Member of Corporate Governance and Corporate Social Responsibility Committee	AEC Securities PLC
2016 - 2017	Member of Nomination and Compensation Committee	AEC Securities PLC

2016 - 2017	Scholar Committee for the Sports, Arts, Cultures, Religion, Ethics and Morals	National Reform Steering Assembly
2016 - 2017	Advisor of the Subcommittee of the National Reform Steering Assembly	National Reform Steering Assembly
2015 - 2017	Member of the Board	Chulalongkorn Law School Alumni Association
2014 - 2017	Independent Director	AEC Securities PLC
2013 - 2014	Sub-Committee on ICT and Public Media	The Senate
2013 - 2014	Advisor to Sub- committee on Research for Regulation, Order and Laws relating to ICT and Telecommunicatio ns	The House of Representatives
2010 - 2014	Visiting Lecturer, School of Law	Bangkok University
2010 - 2014	Visiting Lecturer, School of Law	Nakhorn Sri Thamarat Rajabhat University
2006 - 2010	Associate Lawyer	White & Case (Thailand) Limited

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

-None-

**Meeting Attendance in the year  
2018**

- The Board of Directors' Meeting: 5 times out of the total of 5 times, equivalent to 100%
- The Audit Committee's Meeting: 6 times out of the total of 6 times, equivalent to 100%
- The Nomination, Compensation and Corporate Governance Committee's Meeting: 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** -None-
- **Professional Advisor (Auditor or Legal Advisor)** -None-
- **Business Relationship that may interfere with independence** -None-



### 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 2019**

The Board of Directors Meeting No. 2/2019 has considered and resolved to approve the directors' and sub-committees' remuneration for the year 2019 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 those of other companies in the same industry. It is proposed that the directors' remuneration shall consist of meeting allowance only without any other forms of interest, such as, reward, pension and bonus. The meeting allowance of the Board of Directors and its sub-committees for the year 2019 shall be **at the same rate** as the year 2018 as follows:

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

<b>Meeting Allowance</b>	<b>2018 (THB/Meeting)</b>	<b>2019 (THB/Meeting)</b>	<b>Increased Amount (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 the audit fee for the year 2019**

**For consideration to appoint the Company's Auditors for the year 2019**

Pursuant to Section 120 of the Public Company Limited 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 an 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 2019 financial statements:

Name	Certified Public Accountant No.	Number of years served as auditor of the Company	Number of years signed on the financial statement of the Company
Mrs. Gingkarn Atsawarangsalit	4496	5	2
Ms. Sumana Punpongsanon	5872	1	-
Ms. Rungnapa Lertsuwankul	3516	4	-
Mr. Chayapol Suppasedtanon	3972	3	3

**Remark:**

1. Number of years started from 2014 to 2018
2. According to the Letter of the Office of the Stock and Exchange Commission No. SEC. GorSor. (Wor.) 31/2561 and Clause 23 of the Notification of the Capital Market Supervisory Board No. TorJor. 75/2561 which stipulates that listed companies shall rotate their auditor, in the case that any auditor has performed the work of reviewing or auditing and giving opinion to the financial statement of a company for 7 fiscal years, either consecutively or not, such company may appoint such auditor to be the auditor of the company after the period of 5 consecutive fiscal years has lapsed.

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 independent performance of such auditors.

**For consideration to approve the Company's audit fee for the year 2019**

	2018 (THB)	2019 (THB)	Changing increased (decreased) (%)
Audit fee of the company	1,250,000	1,330,000	6.40
Other fees	0	0	0.00
<b>Totaling audit fees</b>	<b>1,250,000</b>	<b>1,330,000</b>	<b>6.40</b>

**Profiles and experience of Auditors**

<b>Name- Surname</b>	Mrs.Gingkarn Atsawarangsalit
<b>Certified Public Accountant No.</b>	4496
<b>Auditor firm</b>	EY Office Limited
<b>Qualifications</b>	Certified Public Accountant of Thailand
<b>Experience of the external auditor of listed companies</b>	<ul style="list-style-type: none"> <li>• Home Product Center Public Company Limited</li> <li>• Lohakit Metal Public Company Limited</li> <li>• Total Access Communication Public Company Limited</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 2018</b>	0 share or equivalent to 0.00%
<b>Family Relationship with Management and Major Shareholders of the Company and Subsidiaries</b>	-None-


<b>Name- Surname</b>	Ms. Sumana Punpongsanon
<b>Certified Public Accountant No.</b>	5872
<b>Auditor firm</b>	EY Office Limited
<b>Qualifications</b>	Certified Public Accountant of Thailand
<b>Experience of the external auditor of listed companies</b>	<ul style="list-style-type: none"> <li>• Aira Capital Public Company Limited</li> <li>• Mc Group Public Company Limited</li> <li>• SVI Public Company Limited</li> <li>• NCL International Logistics Public Company Limited</li> <li>• Siam Wellness Group Public Company Limited</li> <li>• Chumporn Palm Oil Industry Public Company Limited</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 2018</b>	0 share or equivalent to 0.00%
<b>Family Relationship with Management and Major Shareholders of the Company and Subsidiaries</b>	-None-


<b>Name- Surname</b>	Ms. Rungnapa Lertsuwankul
<b>Certified Public Accountant No.</b>	3516
<b>Auditor firm</b>	EY Office Limited
<b>Qualifications</b>	Certified Public Accountant of Thailand
<b>Experience of the external auditor of listed companies</b>	<ul style="list-style-type: none"> <li>• Cal-Comp Electronics (Thailand) Public Company Limited</li> <li>• Modernform Group Public Company Limited</li> <li>• Land and Houses Public Company Limited</li> <li>• Ananda Development Public Company Limited</li> <li>• Sansiri Public Company Limited</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 2018</b>	0 share or equivalent to 0.00%
<b>Family Relationship with Management and Major Shareholders of the Company and Subsidiaries</b>	-None-


  

<b>Name- Surname</b>	Mr. Chayapol Suppasedtanon
<b>Certified Public Accountant No.</b>	3972
<b>Auditor firm</b>	EY Office Limited
<b>Qualifications</b>	Certified Public Accountant of Thailand
<b>Experience of the external auditor of listed companies</b>	<ul style="list-style-type: none"> <li>• Crown Seal Public Company Limited</li> <li>• Arip Public Company Limited</li> <li>• People's Garment Public Company Limited</li> <li>• Eastern Star Real Estate Public Company Limited</li> <li>• Vejthani Hospital Public Company Limited</li> <li>• Polyplex (Thailand) Public Company Limited</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 2018</b>	0 share or equivalent to 0.00%
<b>Family Relationship with Management and Major Shareholders of the Company and Subsidiaries</b>	-None-

**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>	64	
<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 2019)</b>	3 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 2018.</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 2019	

<b>Name and Surname</b>	Mr. Chaisawasd Kittipornpaiboon	
<b>Age (years)</b>	71	
<b>Nationality</b>	Thai	
<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 2019)</b>	3 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 2018</b>	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 2019	

<b>Name and Surname</b>	Mrs. Benchawan Srangnitra	
<b>Age (years)</b>	68	
<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 2019)</b>	7 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 2018</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 2019	



**Documents Required to be Presented Before Attending the Meeting, Proxy Appointment Requirements, Registration and Voting in the 2019 Annual General Meeting of the Shareholders**

To attend the 2019 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.namyongterminal.com](http://www.namyongterminal.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 22 April 2019** 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.

### Remarks

**Article 31 Paragraph three of the Articles of Association shall be replaced by the content according to the Public Company Limited Act which was being amended by the Order of the Head of the National Council for Peace and Order No. 21/2560 RE: Amendments of Laws to Facilitate the Ease of Doing Business as follows:**

“Clause 9 Section 100 of the Public Company Limited Act B.E. 2535 (1992) shall be repealed and replaced by the followings:

“Section 100 One or more shareholders holding the aggregate number of shares of not less than ten percent of the total number of shares sold may, by subscribing their names, request the board of directors in writing to call an extraordinary meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the board of directors shall proceed to call a meeting of shareholders to be held within forty-five days as from the date the request in writing from the shareholders is received.

In case the board of directors fails to arrange for the meeting within such period under paragraph one, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five days as from the date of expiration of the period under paragraph one. In such case, the meeting is deemed to be shareholders’ meeting called by the board of directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the case where, at the meeting called by the shareholders under paragraph two, the number of the shareholders presented does not constitute quorum as prescribed by section 103, the shareholders under paragraph two shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.”



**Request Form for the Hard Copy of 2018 Annual Report**

To      Shareholders,

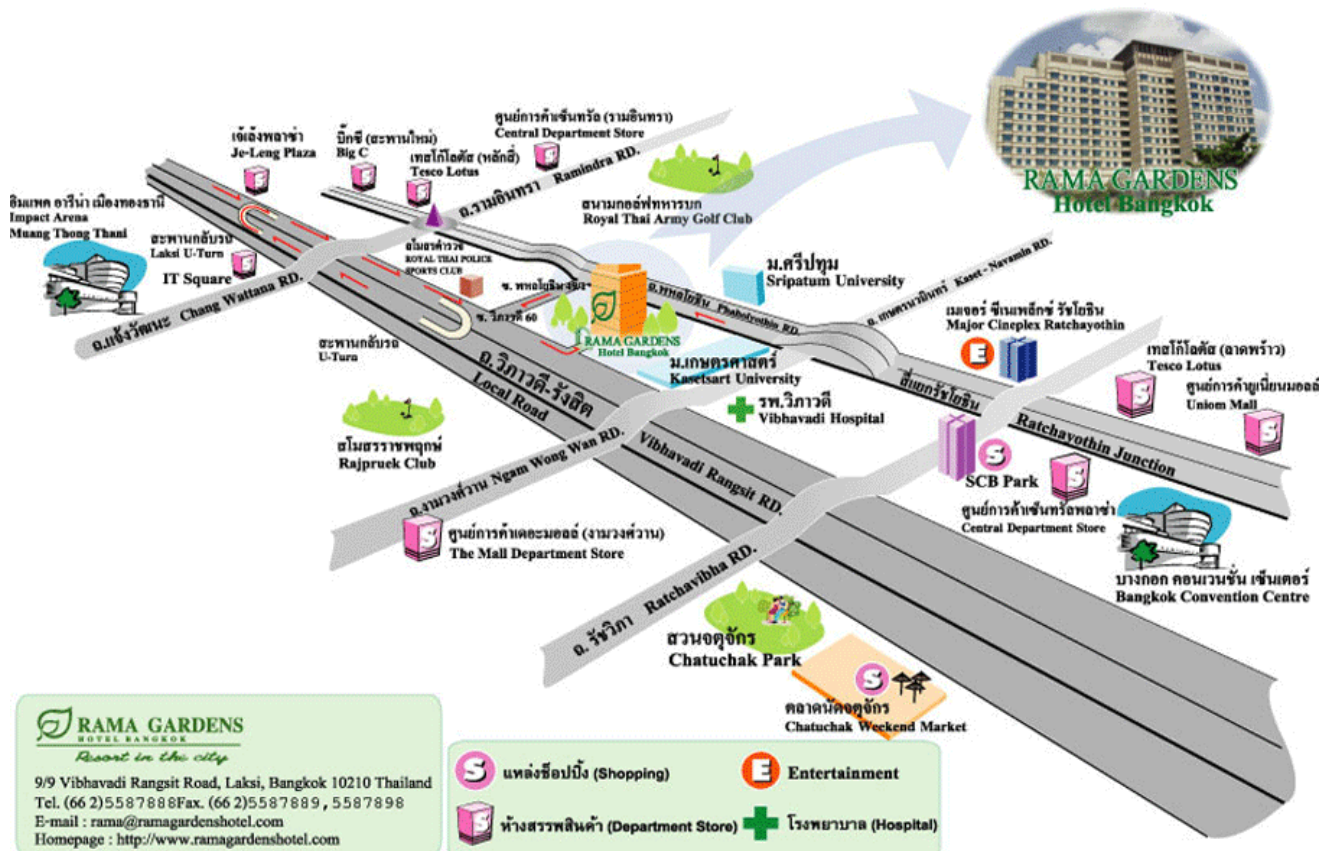
Any shareholder who would like to have a hard copy of the 2018 Annual Report, please complete your name and address below and fax the request form to the Company at Fax No. 66 (0) 2285 6642 or send to email address: csnyt@namyongterminal.com. The Company will send such hard copy of the Annual Report to you, accordingly.

**Name and Address of the Shareholder**

**Name**.....  
.....

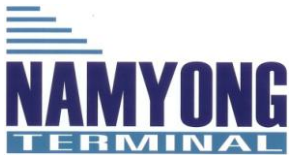
**Address**.....  
.....  
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# แผนที่สถานที่ประชุม Meeting Location map



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

At Grand Ballroom 2, Rama Gardens Hotel  
No. 9/9 Vibhavadi Rangsit Road, Laksi,  
Bangkok 10210



## **Namyong Terminal Public Company Limited**

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

**Tel.** 66 (0) 2679 7357

**Fax.** 66 (0) 2285 6642

**[www.namyongterminal.com](http://www.namyongterminal.com)**

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) ("บริษัทฯ")

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

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

ขอมอบฉันทะให้  
hereby appoint

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

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

☐ 3. ชื่อ ศาสตราจารย์กิตติคุณ ดร. บวรศักดิ์ อุวรรณโณ อายุ 64 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 64 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 นายชัยสวัสดิ์ กิตติพรไพบูลย์ อายุ 71 ปี อยู่บ้านเลขที่ บมจ. นามยง เทอร์มินัล เลขที่ 1168/52 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย  
 Name Mr. Chaisawasd Kittipornpaiboon age 71 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 68 ปี อยู่บ้านเลขที่ บมจ. นามยง เทอร์มินัล เลขที่ 1168/52 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย  
 Name Mrs. Benchawan Srangnitra age 68 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 2562 ในวันศุกร์ที่ 26 เมษายน 2562 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 2019 on Friday 26 April 2019 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.)

เลขทะเบียนผู้ถือหุ้น  
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 64 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 64 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 นายชัยสวัสดิ์ กิตติพรไพบูลย์ อายุ 71 ปี อยู่บ้านเลขที่ บมจ. นามยong เทอร์มินัล เลขที่ 1168/52 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย  
Name Mr. Chaisawasd Kittipornpaiboon age 71 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 สร้างนิทร อายุ 68 ปี อยู่บ้านเลขที่ บมจ. นามยong เทอร์มินัล เลขที่ 1168/52 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย  
Name Mrs. Benchawan Srangnitra age 68 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 2562 ในวันศุกร์ที่ 26 เมษายน 2562 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 2019 on Friday 26 April 2019 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 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2562 ซึ่งประชุมเมื่อวันศุกร์ที่ 22 กุมภาพันธ์ 2562

**Agenda 1** To consider and certify Minutes of the Extraordinary General Meeting of Shareholders no. 1/2019 which was held on Friday 22 February 2019

- ☐ (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 เพื่อทราบผลการดำเนินงานสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2561

**Agenda 2** To acknowledge the Company's operational results for the fiscal year ended 31 December 2018

วาระที่ 3 พิจารณารายงานการตรวจสอบของผู้สอบบัญชีและอนุมัติงบการเงินของบริษัทและบริษัทย่อยสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2561

**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 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 4 พิจารณานำมติการจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2561

**Agenda 4** To consider and approve distribution of dividend payment derived from operational results 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 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. ดร. เทพรักษ์ เหลืองสุวรรณ

Dr. Theparak Leungsuwan

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

2. นางสาวพิมพ์กาญจน์ เหลืองสุวรรณ

Ms. Pimkarn Leungsuwan

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

3. ดร. สุนีย์ ศรีไชยชนะสุข

Dr. Sunee Sornchaitanasuk

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

4. ดร. วิชญา เครืองาม

Dr. Vichya Kreangam

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

**วาระที่ 6**

พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2562

**Agenda 6**

To consider and approve the directors' remuneration for the year 2019

- ☐ (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 2562

**Agenda 7**

To consider and approve the appointment of auditors and to fix audit fee for the year 2019

- ☐ (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**

พิจารณาเรื่องอื่นๆ (ถ้ามี)

**Agenda 8**

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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ไปในการประชุม 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. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

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

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Supplement to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท นามยง เทอร์มินัล จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2562 ในวันศุกร์ที่ 26 เมษายน 2562 เวลา 10.00 น. ณ ห้องแกรนด์บอลรูม 2 โรงแรมรามาราม การ์เด้นส์ เลขที่ 9/9 ถนนวิภาวดีรังสิต หลักสี่ กรุงเทพมหานคร 10210 หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

At the 2019 Annual General Meeting of Shareholders on Friday 26 April 2019 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)

เลขทะเบียนผู้ถือหุ้น  
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 64 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 64 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 นายชัยสวัสดิ์ กิตติพรไพบูลย์ อายุ 71 ปี อยู่บ้านเลขที่ บมจ. นามยong เทอร์มินัล เลขที่ 1168/52 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย  
Name Mr. Chaisawasdt Kittipornpaiboon age 71 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 68 ปี อยู่บ้านเลขที่ บมจ. นามยong เทอร์มินัล เลขที่ 1168/52 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย  
Name Mrs. Benchawan Srangnitra age 68 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 2562 ในวันศุกร์ที่ 26 เมษายน 2562 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 2019 on Friday 26 April 2019 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 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2562 ซึ่งประชุมเมื่อวันศุกร์ที่ 22 กุมภาพันธ์ 2562  
**Agenda 1** To consider and certify Minutes of the Extraordinary General Meeting of Shareholders no. 1/2019 which was held on Friday 22 February 2019

- ☐ (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 เพื่อทราบผลการดำเนินงานสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2561  
**Agenda 2** To acknowledge the Company's operational results for the fiscal year ended 31 December 2018

วาระที่ 3 พิจารณารายงานการตรวจสอบของผู้สอบบัญชีและอนุมัติงบการเงินของบริษัทและบริษัทย่อยสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2561  
**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 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 4 พิจารณานำมติการจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2561  
**Agenda 4** To consider and approve distribution of dividend payment derived from operational results 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 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. ดร. เทพรักษ์ เหลืองสุวรรณ

Dr. Theparak Leungsuwan

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

2. นางสาวพิมพ์กาญจน์ เหลืองสุวรรณ

Ms. Pimkarn Leungsuwan

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

3. ดร. สุนีย์ ศรีไชยชนะสุข

Dr. Sunee Sornchaitanasuk

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

4. ดร. วิชญา เครืองาม

Dr. Vichya Kreangam

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

**วาระที่ 6**

พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2562

**Agenda 6**

To consider and approve the directors' remuneration for the year 2019

- ☐ (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 2562

**Agenda 7**

To consider and approve the appointment of auditors and to fix audit fee for the year 2019

- ☐ (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**

พิจารณาเรื่องอื่นๆ (ถ้ามี)

**Agenda 8**

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. ในกรณีที่มิมีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 2562 ในวันศุกร์ที่ 26 เมษายน 2562 เวลา 10.00 น. ณ ห้องแกรนด์บอลรูม 2 โรงแรมรามาร การ์เด้นส์ เลขที่ 9/9 ถนนวิภาวดีรังสิต หลักสี่ กรุงเทพมหานคร 10210 หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

At the 2019 Annual General Meeting of Shareholders on Friday 26 April 2019 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  
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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