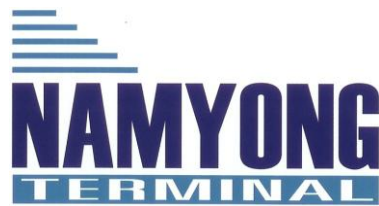


## **Notice of 2020 Annual General Meeting of Shareholders**



**Namyong Terminal Public Company Limited**

**Friday 9 October 2020 at 10.00 hrs.  
at Grand Ballroom 1-2, Rama Gardens Hotel,  
No. 9/9 Vibhavadi Rangsit Road, Laksi, Bangkok 10210**

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**- Translation -**

7 September 2020

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 2020 Annual General Meeting of Shareholders on Friday 9 October 2020 at 10:00 hours at Grand Ballroom 1-2, 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. 2/2019 which was held on Thursday, 27 June 2019**

**Background and Reason** The Company has prepared the minutes of the Extraordinary General Meeting of Shareholders No. 2/2019 held on Thursday, 27 June 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. 2/2019 held on Thursday, 27 June 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 2019**

**Background and Reason** The report on the operational results of the Company for the fiscal year ended 31 December 2019 is provided in the 2019 Annual Report. QR Code of the 2019 Annual Report is submitted to the Shareholders together with this Notice as Attachment No. 2. The summary of the Company’s 2019 operational results will also be presented to the Shareholders during the 2020 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 2019 to the Meeting of Shareholders for acknowledgement.

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

**Agenda 3****To acknowledge the distribution of interim dividend payment**

**Background and Reason** To reduce impact to the shareholders from the indefinite postponement of the 2020 Annual General Meeting of Shareholders, the Board of Directors' Meeting No. 3/2020 on 23 April 2020 therefore approved the distribution of interim dividend payment instead of 2019 year-end dividend payment to the shareholders of 1,240,000,000 shares in the amount of THB 0.50 (fifty satang) per share based on the par value of THB 0.50 (fifty satang) per share, totaling not exceeding THB 620,000,000 which was paid to the shareholders on 22 May 2020.

For such interim dividend payment, the Board of Directors took into account the Company's operating results for the fiscal year 2019 which has net profit as stated in the Company's separated financial statement, in the amount of THB 495,460,570 and the unappropriated retained earnings of the Company's separated financial statement as of 31 December 2019 in the amount of THB 1,084,348,956. The interim dividend was paid to the shareholders in accordance with the Company's dividend policy. Dividend payment policy and the comparison of dividend payments are as appeared in Attachment No. 3.

In this regard, once the Board of Directors approved the interim dividend payment, the Company will propose to the upcoming shareholders' meeting for acknowledgement in the upcoming shareholders' meeting. Year-end dividend payment from 2019 operational results is not considered to be proposed in this Shareholders' Meeting.

**Board's opinion** It is considered appropriate for the Shareholders' Meeting to acknowledge the interim dividend payment instead of 2019 year-end dividend payment paid to the shareholders of 1,240,000,000 shares in the amount of THB 0.50 (fifty satang) per share based on the par value of THB 0.50 (fifty satang) per share, totaling THB 620,000,000 which was already paid to the shareholders on 22 May 2020. Therefore, year-end dividend payment from 2019 operational results is not considered to be proposed in this Shareholders' Meeting.

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

**Agenda 4****To consider the auditors' report and approve the Company's and its associated company's report and consolidated financial statements for the fiscal year ended 31 December 2019**

**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 the statements of income for the fiscal year ended 31 December 2019 as duly audited and certified by the certified auditor from EY Office Limited, Mr. Chayapol Suppasertanon, and agreed that the Board of Directors shall propose the Annual General Meeting of Shareholders for consideration of the Auditor's Report and approval of the financial statements of the Company and its associated company for the fiscal year ended 31 December 2019. The financial statements are provided in the Company's 2019 Annual Report, in which QR Code has been submitted to the shareholders together with the Notice as Attachment No. 2.

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

| Details                                 | Amounting<br>(THB<br>million) |
|---|-------------------------------|
| Total Assets                            | 4,355.19                      |
| Total Liabilities                       | 563.48                        |
| Total Shareholders' Equity              | 3,791.71                      |
| Service income and other service income | 1,418.63                      |
| Total revenues                          | 1,461.73                      |
| Total expenses                          | 942.47                        |
| Profit for the year                     | 376.51                        |
| Earning per share (THB : share)         | 0.30                          |

**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 associated company for the fiscal year ended 31 December 2019 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 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 in the Annual General Meeting of Shareholders. For this 2020 Annual General Meeting of Shareholders, 4 directors who have served the office for the longest period and due to retire by rotation are:

- |   |   |
|---|---|
| 1. Dr. Borwornsak Uwanno,<br>Professor Emeritus | Chairman of the<br>Board of Directors /<br>Independent<br>Director  |
| 2. Mrs. Benchawan<br>Srangnitra                 | Director /<br>Chairwoman of the<br>Nomination,<br>Compensation and<br>Corporate<br>Governance<br>Committee /<br>Member of the Audit<br>Committee/<br>Independent Director |
| 3. Mr. Dhananant<br>Leungsuwan                  | Director  |
| 4. Ms. Pensri Leungsuwan                        | 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 2020 Annual General Meeting of Shareholders via the Company's website within 31 January 2020 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 without participation by the directors having interests therein has considered the qualifications, knowledge, capabilities, experience, performance, meeting attendance and meeting participation of the directors and recommended the Board of Directors to propose to the 2020 Annual General Meeting of Shareholders to re-elect all the 4 directors to be directors for another term.

**Board's opinion**

The Board of Directors, without participation by any of the directors having interests therein, carefully 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;

| <b>Name-Surname</b>                          | <b>Date of Appointment as independent director</b> | <b>Tenure as independent director (as of the shareholders' meeting date)</b> |
|--|--|--|
| 1. Dr. Borwornsak Uwanno, Professor Emeritus | 25 February 2016                                   | 4 years 7 months   |
| 2. Mrs. Benchawan Sranonitra                 | 13 September 2011                                  | 9 years  |

---

In case the shareholders' meeting approves the re-election for another term until the end of the term, the total tenure shall be 11 years

---

The Board of Directors has carefully considered that the 2 nominated independent directors are capable of expressing their opinions independently and align with all qualifications as stipulated in the relevant regulations, whereby the independent director whose office is more than 9 years (until end of the term) has applied knowledge, expertise as well as provided usual recommendations for business operation of the Company, the Board of Directors therefore agreed with the proposal made by the Nomination, Compensation and Corporate Governance Committee to propose to the 2020 Annual General Meeting of Shareholders that all these 4 directors should be re-elected, namely:

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

The profile of the proposed persons to be elected as the directors by the Shareholders' Meeting, the definition of Independent Directors and criteria on director nomination are provided in Attachment No. 4 pages 23-31.

**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 2020**

**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 2020 at the rate same as for the year 2019. 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 2020 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 2020**

**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 2020:

1. Mrs.Gingkarn Atsawarangsalit      Certified Public Accountant No. 4496 and/or
2. Ms. Sumana Punpongsanon      Certified Public Accountant No. 5872 and/or
3. Mr. Chayapol Suppasedtanon      Certified Public Accountant No. 3972 and/or
4. Ms. Rosaporn Decharkom      Certified Public Accountant No. 5659 and/or
5. Ms. Pimjai Manitkajohnkit      Certified Public Accountant No. 4521

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 2020 in amount of THB 1,360,000, the Audit Committee considered that the audit fee offered by EY Office Limited is reasonable comparing to the scope of work and, therefore, proposed to the Board of Directors to consider and thereafter propose to Shareholders' Meeting for approval.

Moreover, to ensure that EY Office Limited will provide the financial statements within the timeframe, the auditors from EY Office Limited are also proposed to be an auditor of the Company's subsidiaries in 2020. Details on auditor fees, list of the Company's subsidiaries retaining the same auditor and the profile and experiences of the proposed auditors are provided in Attachment No. 6.

#### **Board's opinion**

The Board of Directors considered and agreed with the proposal of the Audit Committee and then considered appropriate to propose to the Shareholders' Meeting to appoint the following auditors from EY Office Limited:

- |                                |   |
|--------------------------------|---|
| 1. Mrs. Ginkarn Atsawarangsali | Certified Public Accountant No. 4496 and/or |
| 2. Ms. Sumana Punpongsanon     | Certified Public Accountant No. 5872 and/or |
| 3. Mr. Chayapol Suppasertanon  | Certified Public Accountant No. 3972 and/or |
| 4. Ms. Rosaporn Decharkom      | Certified Public Accountant No. 5659 and/or |
| 5. Ms. Pimjai Manitkajohnkit   | Certified Public Accountant No. 4521        |

To be the auditors of the Company and to express his/her opinion on the 2020 financial statements and approve for audit fees for the year 2020 totaling THB 1,360,000.

#### **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 and approve the amendment of the Company's Articles of Association.**

**Background and Reason** To comply with the amendment of law relating to the meeting of the Board of Directors and Shareholders and to Facilitate the ease of doing business, it is appropriate to amend the Company's Articles of Association.

| Existing clause   | <u>Amended clause</u>   | Reason   |
|---|---|--|
| Article 25/1. <i>-None-</i>   | <u>The Board of Directors' Meeting may be held via electronic media, provided that such meeting shall comply with the rules and procedures as the law prescribes on such matter.</u>  | To comply with the Emergency Decree on Electronic Meeting B.E. 2563 (2020)   |
| <p>Article 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.</p> <p>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.</p> <p>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.</p> | <p>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.</p> <p>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.</p> <p><u>One or more shareholders holding the aggregate number of shares of not less than ten (10) 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 (45) as from the date the request in writing from the shareholders is received.</u></p> <p><u>In case the board of directors fails to arrange for the meeting within such period under paragraph three, 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 (45) as from the date of expiration of the period under paragraph three. In such case, the meeting is deemed to be</u></p> | <p>To comply with the Public Company Limited Act B.E. 2535 (1992) (as amended) which has been 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</p> |

| Existing clause | Amended clause  | Reason   |
|-----------------|---|--|
|                 | <u>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.</u><br><br><u>In the case where, at the meeting called by the shareholders under paragraph four, the number of the shareholders presented does not constitute quorum as prescribed by the Articles of Association, the shareholders under paragraph four shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.</u> |  |
| Article 32/1.   | <u>The Shareholders' Meeting may be held via electronic media, provided that such meeting shall comply with the rules and procedures as the law prescribes on such matter.</u>  | To comply with the Emergency Decree on Electronic Meeting B.E. 2563 (2020) |

In this regard, it is appropriate to authorize the person(s) assigned by the Board of Directors to register the amendment to the Company's Articles of Association, with the Department of Business Development, Ministry of Commerce, and make any revision in accordance with the registrar's order, as well as undertake any other necessary or relevant undertakings to complete such registration.

**Board's opinion** It is considered appropriate for the Shareholders' Meeting to approve the amendment to the Company's Articles of Association as so detailed and proposed.

**Vote required** Not less than three-fourths (3/4) of the total votes of shareholders attending the meeting and entitled to vote.

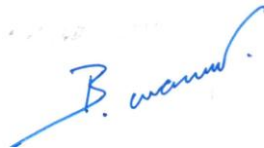
**Agenda 9** **To consider other business (if any)**

Please note that the Company has fixed the Record Date, for recording list of eligible shareholders to attend the 2020 Annual General Meeting of Shareholders, to be on 27 August 2020. The Company therefore would like to invite all shareholders to attend the 2020 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 A.M. 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. 13, 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. 2/2019**

**Date, Time, and Venue:**

The meeting was convened on Thursday 27 June 2019 at 15.00 hrs., at Vimarnthip Room, Montien Riverside Hotel, No. 372 Rama 3 Road, Namghlo, Bang Kho Laem, Bangkok 10120.

**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. 2/2019 (“the Meeting”) the information regarding the shareholders of Namyong Terminal Public Company Limited (“the Company”) who were presented in person and by proxy as follow:

|   |                    |                              |                             |
|---|--------------------|------------------------------|-----------------------------|
| <b>Shareholders presented in person</b> | <b>57 persons</b>  | <b>Representing</b>          | <b>260,468,726 shares</b>   |
| <b>Shareholders presented by proxy</b>  | <b>169 persons</b> | <b>Representing</b>          | <b>704,330,888 shares</b>   |
| <b>Total</b>                            | <b>226 persons</b> | <b>Representing</b>          | <b>964,799,614 shares</b>   |
| <b>Percentage</b>                       | <b>77.8064</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 following directors and management who attended the Meeting. In this regard, there were 12 directors attended the Meeting which was equivalent to 100% of the total 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                 | Chairwoman of the Audit Committee and Independent Director  |
| Mrs. Benchawan Srangnitra                 | Chairwoman of the Nomination, Compensation and Corporate Governance Committee, Member of the Audit Committee and Independent Director |
| Mr. Vallop Tiasiri                        | Member of the Nomination, Compensation and Corporate Governance 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    |

**Management present at the Meeting**

|                          |  |
|--------------------------|--|
| Mr. Amornnat Janyong     | Chief Operating Officer  |
| Mr. Ekkachai Theerawan   | Executive Director of Laemchabang International Ro-Ro Terminal Limited |
| Mr. Poolsak Boonchoo Esq | Legal advisor of the Company   |

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

Ms. Yingrak Treesaranuwattana  
Mr. Pannatat Kocharin

Legal Advisors from R&T Asia (Thailand) Limited

Ms. Yingrak Treesaranuwattana, legal advisors, attended as inspector 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, but no one volunteered.

The Secretary of the Meeting informed the Meeting of rules and procedures of the Meeting, voting procedures, vote counting, and rights in the Meeting.

#### **Procedures of the Meeting**

The meeting and voting will be conducted in accordance with the agendas prescribed in the invitation of this Meeting, totaling 3 agendas. 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 who make inquiries and express opinions shall inform 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 vote from the shareholders, it would be resolved that the shareholder is in favor of the proposal of the Board of Directors of the Company. The shareholders shall vote by marking "X" on the voting cards that received from registration desk.

#### **Counting Process**

Votes shall be counted according to the voting cards after each agenda by deducting the votes of the shareholders who vote disapproved and abstained from the total votes in each agenda.

Vote counting in the agendas fixed for the Extraordinary General Meeting of Shareholders No. 2/2019 was divided into 2 methods, pursuant to the Public Company Limited Act B.E. 2535 and the Company's Articles of Association as follows:

1. The agenda that required a majority vote of the shareholders attending the meeting and voting was agenda 1 whereby the Company will count the votes of shareholders who cast their votes to approve or disapprove only. The abstention of voting of shareholders and the Voided Voting Card(s) shall not be counted.
2. The agenda that required not less than three-fourths (3/4) of the vote of the shareholders attending the meeting and entitled to vote was agenda 2, whereby the Company will count the votes of shareholders who cast their vote to approve or disapprove or abstain from voting.

To facilitate the Meeting be properly conducted, after the officers have completed gathering the voting cards in each agenda, the Chairman shall ask the Meeting to consider the next agenda. When the vote counting of the previous agenda is completed, the Chairman shall inform the Meeting the voting result.

#### **Void Voting Card(s)**

1. Voting cards with more than one voting opinion (except for the voting of custodian authorized by foreign investors which the allocation of the vote is allowed);
2. Edited or crossed out voting opinions without endorsement by the shareholder or proxy;
3. Crossed out voting card entirely; and
4. Defected voting cards which the vote is illegible.

Void voting cards shall not be counted as the calculation base.

### **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 the 2019 Annual General Meeting held on Friday 26 April 2019**

The Chairman informed the Meeting that the 2019 Annual General Meeting of Shareholders was held on Friday 26 April 2019, the copy of the minutes of which was submitted to the Stock Exchange of Thailand and also uploaded on the Company's website. The Board of Directors expressed opinion that such minutes were correctly recorded, the copy of the meeting minutes was shown as attachment 1 of the invitation for proposing to the shareholders' meeting consideration.

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

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

**Resolution** The Meeting certified the Minutes of the 2019 Annual General Meeting of Shareholders held on Friday 26 April 2019, as so proposed, with the voting results as follows:

| <b>Shareholders voting</b> | <b>Number of Votes</b> | <b>Percentage</b> |
|----------------------------|------------------------|-------------------|
| Approved                   | 1,003,850,014          | 100.0000          |
| Disapproved                | 0                      | 0.0000            |
| Abstained                  | 0                      | Not being counted |
| Voided Voting card(s)      | 0                      | Not being counted |
| <b>Total</b>               | <b>1,003,850,014</b>   | <b>100.0000</b>   |

Remark: In this agenda, the number of shareholders attended the Meeting was 233 persons and number of shares increased by 39,050,400 shares.

#### **Agenda 2 To consider and approve the amendment to the Company's objectives and Clause 3 of Memorandum of Association of the Company (Company's objectives)**

Dr. Theparak Leungsuwan, Director and the Chief Executive Officer, explained that as the Company plans to expand its business in the future to broaden the Company's revenue channels, it is proposed to the Meeting to consider an amendment to the Company's business objectives and Clause 3 of the Memorandum of Association, Company's objectives by adding the following 8 objectives as to support the future businesses of the Company:

| <b>Objective</b> | <b>Content</b>  |
|------------------|---|
| 53               | Operating the business of transportation, carriage, and loading of all kinds and types of vehicles, goods, products, as well as, passengers by steamboats, sea liners and other vessels within the country and other countries.   |
| 54               | Operating in trading and/or the business in relation to waste disposal by waste-to-energy power plant for generation and distribution of electricity, steam and other energy.   |
| 55               | Operating the business in relation to the management of solid waste, waste, community waste, industrial waste, infectious waste, scrap, waste materials, including collection, transportation and segregation thereof.  |
| 56               | Operating the business in relation to the production and distribution of electricity, steam from all types of alternative and renewable energy. This includes the generation and distribution of electricity from solar power, wind power, hydropower, combustion power from agricultural materials, solid waste, waste, community waste, industrial waste, infectious waste, |

| Objective | Content   |
|-----------|---|
|           | or other waste, as well as, any other businesses that are related or derived from the electricity steam generation and distribution from alternative and renewable energy.  |
| 57        | Operating the service business of management, storage, assembly, installation, inspection, reparation and improvement of goods, products, machineries, machinery tools, engines, transportation or relocation handling tools and components of tools and any equipment utilized in the industry relating to petrochemical, oilfield and natural gas drilling business and electricity generation and distribution business. |
| 58        | Operating the business in relation to the assembly of models made from metal, such as lifting machines and other equipment utilized in oil and gas industry.  |
| 59        | Operating the service business of management, depository, storage, packing, separate packing and distribution of all kinds and types of goods, including agricultural products, goods, equipment and components for the purpose of importation, exportation and international transportation.   |
| 60        | Operating the service business of agency in applying for licenses, proceeding customs clearances and any other relevant services pursuant to the Company's objectives with the government, organizations of the government and relevant authorities.  |

In respect of the amendment of the Company's objectives, the Company is required to also amend Clause 3 of the Company's Memorandum of Association regarding Company's objectives to be aligned with the abovementioned amendment to the Company's objectives, which shall be as follow:

**From:** "Clause 3. The objectives of the Company consist of 52 Clauses, the details of which appear in the BMJ. 002 Form as attached."

**To be:** "Clause 3. The objectives of the Company consist of 60 Clauses, the details of which appear in the BMJ. 002 Form as attached."

In this regard, it is appropriate to authorize the person(s) assigned by the Board of Directors to register the amendment to the Company's objectives and Clause 3 of the Company's Memorandum of Association, Company's objectives, with the Department of Business Development, Ministry of Commerce, and make any revision in accordance with the registrar's order, as well as undertake any other necessary or relevant undertakings to complete such registration.

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

**Q: Mr. Nattapong Sithikul, the proxy of shareholder**

1. From the proposed amendment to the Company's objectives, how does the Company prioritize the investment on each business?
2. What are the criteria for the investment in each business, is it a green field investment or a brownfield investment? Will the investment be within the country or in foreign countries? What is the internal rate of return set by the Company?
3. What is the Company's plan on the fund for such projects?

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

1. The Company has a plan to expand the warehouse services to satisfy the increased and varied demands of customers. For example, in the area of 75 Rai which is currently being used for customers whose business is related to machinery and structural of which the related Objectives are the Objective Clauses 57 and 58.
2. The project that the Company is studying is a green field investment and related to the solid waste, hydropower and solar power businesses. Generally, the Company fixes the internal rate of return (IRR) at not be less than 14%.



3. The Company views that the Company has sufficient funds to promptly proceed with the investments.

**Q: Mr. Mongkol Soponthamtorn, the shareholder present in person**

1. With respect to the waste-to-energy power plant, how much is the adder from the Electricity Generating Authority of Thailand?
2. What is the proportion of the investment? What is the shareholding percentage of the Company?

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

The Company is studying on such matter and cannot disclose such information at the moment.

**Q: Mr. Surachet Viniyakul, Thai Investors Association**

Having considered the proposed amendment to the Company's objectives, it can be seen that some of which are the existing businesses of the Company. For instance, the Objective Clause 53 regarding the logistics business and Clause 59 regarding management, depository and storage are existing businesses of the Company. Please clarify.

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

The proposed amendment to the Company's objectives is to broaden the scope of the business objectives and to provide clarity. For instance, the Objective Clause 53 is to support the future plan to expand the business to goods or passenger transportation and Clause 59 is to enable the Company to store goods as depository provider and also to distribute goods.

**Q: Mr. Somsak Petchsiripan, the shareholder present in person**

I would like to propose that the Company proceed with the investments quickly as the previous investment in C0 Terminal was delayed.

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

The additional investment in C0 Terminal is now completed. The reason of such delay was caused by the necessity of the seller in re-structuring before entering into the transaction.

**Q: Mr. Thara Cholapranee, the shareholder present in person**

Having reviewed the wording in the Objective Clause 57 and 58, the two Clauses are similar and the meaning of which overlap each other, the two Clauses also partly share the same wording. The scope of Objective Clause 57 is broader and covers more types of business than the Objective Clause 58 which is limited to metal work assembly in oil and gas industry only. Therefore, the similar Objective Clauses should be categorized to be in the same clause.

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

The Company has consulted with the Ministry of Industry and Ministry of Commerce, the competent authorities relating to the Company's business on the proposed amendment to the Company's objectives. The Ministry of Industry and Ministry of Commerce suggested that the Company should separate the proposed objectives into different clauses as so proposed.

**A: Dr. Borwornsak Uwanno, Professor Emeritus, Chairman and Independent Director**

In order to complete the registration of the amendment with authorities, the Company should amend the wordings as recommended by the authorities and to be aligned with the practice of such authorities.

**Q: Mr. Mongkol Soponthamtorn, the shareholder present in person**

Has the Company studied on source of the raw materials for the waste-to-energy power plant?

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

The Company is now studying on such matter.

**Q: Mr. Bovorn Udomsuvannakul, the shareholder present in person**

It is a good sign that the Company is going to amend its objectives, it shows that the Company is adapting its strategy from being a defender to a prospector of the business.

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

The Company views that it is necessary that the Company seeks business opportunities. However, the core business of the Company is still the port management business, whereby the Company will concurrently start to expand its business.

**Voting**

The resolution on this agenda shall be approved by not less than three-fourths (3/4) of the shareholders attending the Meeting and entitled to vote.

**Resolution**

The Meeting duly considered and approved to amend the Company's business objectives and Clause 3 of the Memorandum of Association (Company's objectives), as well as to authorize the person(s) assigned by the Board of Directors to register the amendment to the Company's objectives and Clause 3 of the Company's Memorandum of Association, Company's objectives, with the Department of Business Development, Ministry of Commerce, and make any revision in accordance with the registrar's order, as well as undertake any other necessary or relevant undertakings to complete such registration, as so proposed, with the voting results as follows:

| Shareholders voting   | Number of Votes      | Percentage        |
|-----------------------|----------------------|-------------------|
| Approved              | 1,003,872,019        | 100.0000          |
| Disapproved           | 0                    | 0.0000            |
| Abstained             | 0                    | 0.0000            |
| Voided Voting card(s) | 0                    | Not being counted |
| <b>Total</b>          | <b>1,003,872,019</b> | <b>100.0000</b>   |

Remark: In this agenda, the number of shareholders attended the Meeting was 237 persons and number of shares increased by 22,005 shares.

**Agenda 3 To consider other businesses (if any)**

The Chairman informed the Meeting that to consider other businesses, the law requires votes of not less than one-thirds (1/3) of the total number of shares sold.

The shareholders asked for the progress of the firetruck case, the Chairman then assigned Mr. Poolsak Boonchoo, Legal Advisor of the Company, to update the firetruck case and gave the Meeting an opportunity to express opinions and make inquiries. The shareholders expressed their opinions and made inquiries in this agenda which were summarized as follows:

**A: Mr. Poolsak Boonchoo Esq Legal Advisor of the Company**

On 26 July 2017, the Company, as a plaintiff, filed a complaint against Bangkok Metropolitan Administration (BMA) with 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 firetrucks out of the terminals. 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. Later on 14 February 2019, the Court scheduled for inquiry of the petition for interim injunction in which the Court rendered an order permitting BMA to take out the firetrucks and place guarantee in an amount of THB 200 million. The public prosecutor then filed a petition for an extension to appeal such order which would be due on 28 June 2019. In this regard, the Court has made appointment for witness examination of the main case to be in the late 2019.

**Q: Mr. Cherd Kittibovorn, the shareholders attending in person**

Who is the contracting party on the firetrucks parking space with the Company?

**A: Mr. Poolsak Boonchoo Esq Legal Advisor of the Company**

The Company have no contracting party, the firetrucks are parked in the Company's area for unloading process under international trade procedures where the purchaser of the goods will remove them according to the rules and regulations of the Port Authority of Thailand.

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

According to the standard of sea transportation, if there is no transfer of bill of lading then it will be assumed that the person whose name stated in the bill of lading is the owner of the goods. In this case, BMA's title is stipulated in the bill of lading and there has been no transfer to others. The owner of the goods is liable for all expenses, such as taxes and deposit fees. However, the case is under Court proceedings as BMA claims against the Company that the Company has possessed the BMA's goods.

**Q: Mr. Thara Cholapranee, the shareholders attending in person**

The amendment to the Company's objectives would enable the Company to engage in at least 2 additional businesses, i.e., power plant business and business relating to operation of machineries in the oil and gas industry. What is the expected revenue from the additional businesses in the next 5 – 10 years compared with such from the current business?

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

The Company sees the opportunity to expand business to keep the Company growing. However, the Company cannot respond to the question of the target or the expected numbers at the moment.

**Q: Mr. Nara Sripetch, the shareholder attending in person**

What is the best case and worst case scenario for the Company in the firetruck case?

**A: Mr. Poolsak Boonchoo Esq Legal Advisor of the Company**

It is not appropriate to disclose the details of the case as it is pending the consideration of the Court.

**Dr. Borwornsak Uwanno, Professor Emeritus, Chairman and Independent Director** added that in this case, if the Company wins the case then the Company will receive compensation from BMA and if the Company loses the case, the Company will not receive any compensation. For the future business plan, as the Company is a listed company in the Stock Exchange of Thailand, the Company is restricted to disclosure certain information according to the rules on disclosure of the Stock Exchange of Thailand. The Company shall be able to disclose the detail of the investment or business plan in an appropriate time under the relevant laws.

**Q: Mr. Cherd Kittibovorn, the shareholders attending in person**

Is the BMA allowed to use the firetrucks after they are taken out?

**A: Mr. Poolsak Boonchoo Esq Legal Advisor of the Company**

At present, the Court has ordered BMA to place guarantee. However, there must be a follow up next week whether BMA would place guarantee accordingly or appeal to such order.

**Dr. Theparak Leungsuwan, Director and Chief Executive Officer** added that that the firetrucks parked at the port are still usable and the Company helps taking care of the trucks by starting the engine.

**Q: Mr. Akechai Boonyapongchai, the proxy of shareholder**

As the main revenue of the Company is from exportation of automobiles, the Company should currently be enjoying the benefit from ASEAN-China Free Trade Agreement which should increase importation of automobiles. What is the proportion of the importation of automobiles?

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

The revenue from importation-exportation of the automobile is the Company's main revenue. The amount of automobile importation is considered low compared to the exportation, it is at the rate of 5% while the latter is at 95%. Currently, the Company is generating more revenue from warehouse services which increase by around 40%, this is a stable revenue.

**Q: Mr. Bovorn Udomsuvannakul, the shareholder present in person**

The Company's stock price has continuously dropped, will the stock price increase?

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

The Company's stock price follows the market price mechanism.

**Q: Mr. Mongkol Soponthamtorn, the shareholder present in person**

Is there any progress on the dividend payment from retained earnings of LRT?

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

LRT has a plan to pay dividend within October 2019, of which the amount is pending for a determination of its Board of Directors.

**Q: Mr. Somsak Petchsiripan, the shareholder present in person**

Did the Company bid for the port at Songkhla Province?

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

The Company purchased the bidding application but the Company did not meet the qualification specified by the authority that the bidder must have experience in management of port that has at least 150,000 containers. The Company does not have such specified experience as the Company's main operation involves only automobiles.

**Ms. Nikun, the shareholder present in person** expressed that the Company should convene other meetings of shareholders at this hotel as it is more convenient for the shareholders. In addition, the Company often convenes annual general meeting of shareholders at the last week of April which is the same period as other listed companies causing inconvenient for the shareholders to attend the meeting, therefore, the Company should convene annual general meeting of shareholders before such period.

The Chairman thanked all attendees and closed the Meeting at 16.15 hrs.

Signed

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

Chairman of  
the Board of Directors

Signed

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

Corporate Secretary

**For consideration of Agenda 3: To acknowledge the distribution of interim dividend payment****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 |               |               |
|---|-----------------------------|---------------|---------------|
|   | 2017                        | 2018          | 2019          |
| Net Profit of the Separated Financial Statements (THB)  | 395,648,195                 | 402,447,720   | 495,460,570   |
| Unappropriated retained earnings of the Separated Financial Statements (THB)  | 930,316,645                 | 960,764,365   | 1,084,348,956 |
| Net Profit of the statement of financial position is applied by equity method/the Consolidated Financial Statements (THB)                       | 388,685,146                 | 404,935,087   | 376,509,483   |
| Unappropriated retained earnings of the statement of financial position is applied by equity method/the Consolidated Financial Statements (THB) | 893,728,968                 | 926,664,055   | 931,297,559   |
| <b><u>Dividend payment</u></b>  |                             |               |               |
| Year-end dividend (THB per share)   | 0.30                        | 0.30          | -             |
| Interim dividend (THB per share)  | -                           | -             | 0.50          |
| Number of Shares (shares)   | 1,240,000,000               | 1,240,000,000 | 1,240,000,000 |
| Par value at (THB per share)  | 0.50                        | 0.50          | 0.50          |
| Total dividend payment (THB)  | 372,000,000                 | 372,000,000   | 620,000,000   |
| Dividends payout ratio (%) <sup>1</sup>   | 94.02                       | 92.43         | 125.14        |

Remark:

<sup>1</sup> Dividend payout ratio is calculated from the total dividend payment / Net Profit of the Separated Financial statements.

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

**Profile of the proposed directors to replace those who are due to retire by rotation**

|   |  |
|---|--|
| <b>Name and Surname</b>   | Dr. Borwornsak Uwanno, Professor Emeritus  |
| <b>Contact at</b>   | 1168/52 (Lumpini Tower 19 <sup>th</sup> Floor)<br>Rama IV Road, Thungmahamek,<br>Sathorn, Bangkok 10120            |
| <b>Age (years)</b>  | 65   |
| <b>Nationality</b>  | Thai   |
| <b>Type of appointment</b>  | <ul style="list-style-type: none"> <li>Chairman of the Board of Directors</li> <li>Independent Director</li> </ul> |
| <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 September 2020)</b>   | 4 years 7 months   |
| <b>First appointment date of Independent director</b>   | 25 February 2016   |
| <b>Tenure (as of 30 September 2020)</b>   | 4 years 7 months   |
| <b>Highest degree</b>   | Doctorate Degree in Public Law, Université de Paris X (Nanterre) (mention tres 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 2019</b> | 1,336,000 shares or equivalent to 0.11 %   |
| <b>Legal offense record in the past 10 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 Board of Directors                | General Engineering PLC.                 |
|  | Present       | Chairman of the Board of Directors                | Eternal Energy PLC.                      |
|  | Present       | Independent Director                              | Eternal Energy PLC.                      |
| <b>Positions in Non-Listed Companies</b>           | <b>Period</b> | <b>Position</b>                                   | <b>Companies/Other entities</b>          |
|  | Present       | Independent Director                              | Glow Energy PLC.                         |
|  | Present       | Member  | King Prajadhipok's Institute Council     |
|  | Present       | Member  | Royal Institute of Thailand              |
|  | Present       | Chairperson of the 13 <sup>th</sup> law committee | Office of the Council of State           |
|  | Present       | Member of Law Reform Commission                   | Office of the Council of State           |
|  | Present       | Advisor   | Thailand Science Research and Innovation |
|  | Present       | Member  | Council of Silpakorn University          |

|  |   |   |  |
|--|---|---|--|
|  | Present   | Member  | Chiang Mai University Council                                  |
|  | Present   | President of the Associations                                       | Songkhla Rajabhat University                                   |
|  | Present   | Member of Higher Education, Science, Research and Innovation Reform | Ministry of Higher Education, Science, Research and Innovation |
| Past Professional Experience   | Period  | Position  | Companies/Other entities                                       |
|  | 2014 – 2015   | First Vice Chairman of the National Reform Council                  | The National Reform Council Royal                              |
|  | 2014 – 2015   | Chairman of the Constitution Drafting Committee                     |  |
|  | 2006 - 2014   | Secretary General   | King Prajadhipok's Institute                                   |
|  | 2003 - 2005   | Secretaries General of the Cabinet                                  |  |
|  | 2003 - 2014   | Member  | Bank of Thailand   |
| Position in Rival Companies/ Connected Business that may cause conflict of interest  | -None-  |   |  |
| Skill & Expertise  | Law, corporate governance and public policy   |   |  |
| Criteria for Nominating Directors  | A person with proper qualification aligning with the component and structure of the director pursuant to the Company's strategy, as well as necessary skill, gender, profession and specialized expertise to fulfill the Board of Directors |   |  |
| Meeting Attendance in the year 2019  | The Board of Directors Meeting was 10 times out of the total of 10 times, equivalent to 100%  |   |  |
| <u>Other information for consideration of Independent Directors' appointment</u>   |   |   |  |
| Family Relationship with Management and Major Shareholders of the Company / subsidiaries / associated company                                | -None-  |   |  |
| <u>Relationship with the Company / Subsidiaries / Associated or Juristic Persons which may have conflict of interest in the past 2 years</u> |   |   |  |
| • Executive management, employee, or advisor who receives salary   | -None-  |   |  |
| • Professional Advisor (Auditor or Legal Advisor)  | -None-  |   |  |
| • Business Relationship that may interfere with independence   | -None-  |   |  |

|  |  |  |  |
|--|--|--|--|
| <b>Name and Surname</b>  | Mrs. Benchawan Srangnitra  |  |  |
| <b>Contact at</b>  | 1168/52 (Lumpini Tower 19 <sup>th</sup> Floor)<br>Rama IV Road, Thungmahamek,<br>Sathorn, Bangkok 10120  |  |  |
| <b>Age (years)</b>   | 69   |  |  |
| <b>Nationality</b>   | Thai   |  |  |
| <b>Type of appointment</b>   | <ul style="list-style-type: none"> <li>• Director</li> <li>• Chairwoman of the Nomination, Compensation and Corporate Governance Committee</li> <li>• Member of the Audit Committee</li> <li>• Independent Director</li> </ul>                           |  |  |
| <b>Current positions</b>   | <ul style="list-style-type: none"> <li>• Director</li> <li>• Chairwoman 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 of director</b>  | 13 September 2011  |  |  |
| <b>Tenure (as of 30 September 2020)</b>  | 9 years  |  |  |
| <b>First appointment date of Independent director</b>  | 13 September 2011  |  |  |
| <b>Tenure (as of 30 September 2020)</b>  | 9 years  |  |  |
| <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 2019</b> | 0 share or equivalent to 0.00%   |  |  |
| <b>Legal offense record in the past 10 years</b>   | -None-   |  |  |
| <b>Family Relations among directors and management</b>   | -None-   |  |  |
| <b>Other present positions in Listed Companies</b>   | -None-   |  |  |
| <b>Positions in Non-Listed Companies</b>   | <b>Period</b>  | <b>Position</b>  | <b>Companies/Other entities</b>                                |
|  | Present  | Member of National Reform Committee on Public Administration | Office of the National Economic and Social Development Council |
| <b>Past Professional Experience</b>  | <b>Period</b>  | <b>Position</b>  | <b>Companies/Other entities</b>                                |
|  | 2009 - 2010  | Secretary-General  | Office of the Civil Service Commission                         |
| <b>Position in Rival Companies/ Connected Business that may cause conflict of interest</b>   | -None-   |  |  |





|   |  |
|---|--|
| <b>Skill &amp; Expertise</b>  | Human resource management, organization management and risk management   |
| <b>Criteria for Nominating Directors</b>  | A person with proper qualification aligning with the component and structure of the director pursuant to the Company's strategy, as well as necessary skill, gender, profession and specialized expertise to fulfill the Board of Directors  |
| <b>Meeting Attendance in the year 2019</b>  | <ul style="list-style-type: none"> <li>• The Board of Directors Meeting was 10 times out of the total of 10 times, equivalent to 100%</li> <li>• The Audit Committee Meeting was 9 times out of the total of 9 times, equivalent to 100%</li> <li>• The Nomination, Compensation and Corporate Governance Committee Meeting (former name was the Nomination and Remuneration Committee) was 2 times out of the total of 2 times, equivalent to 100%</li> </ul> |
| <b><u>Other Information for consideration of independent Directors' appointment</u></b>   |  |
| <b>Family Relationship with Management and Major Shareholders of the Company / subsidiaries / associated company</b>                                | -None-   |
| <b><u>Relationship with the Company / Subsidiaries / Associated or Juristic Persons which may have conflict of interest in the past 2 years</u></b> |  |
| • 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>  | Mr. Dhananant Leungsuwan  |                                     |   |
| <b>Contact at</b>  | 1168/52 (Lumpini Tower 19 <sup>th</sup> Floor)<br>Rama IV Road, Thungmahamek,<br>Sathorn, Bangkok 10120   |                                     |   |
| <b>Age (years)</b>   | 66  |                                     |   |
| <b>Nationality</b>   | Thai  |                                     |   |
| <b>Type of appointment</b>   | Director  |                                     |   |
| <b>Current positions</b>   | <ul style="list-style-type: none"> <li>• Director</li> <li>• Non-executive Director</li> </ul>  |                                     |   |
| <b>First appointment date of director</b>  | 13 September 2011   |                                     |   |
| <b>Tenure (as of 30 September 2020)</b>  | 9 years   |                                     |   |
| <b>Highest degree</b>  | Barrister-at-Law, Institute of Legal Education, Thai Bar Association  |                                     |   |
| <b>Training by Thai Institute of Directors Association (IOD)</b>   | <ul style="list-style-type: none"> <li>• Family Business Governance (FBG), Class 12/2018</li> <li>• Anti-Corruption : The practical Guide (ACPG), Class 14/2014</li> <li>• Financial Statements for Directors (FSD), Class 21/2013</li> <li>• Director Accreditation Program (DAP), Class 90/2011</li> <li>• Director Certification Program (DCP), Class 151/ 2011</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 2019</b> | 19,397,200 shares or equivalent to 1.56%  |                                     |   |
| <b>Legal offense record in the past 10 years</b>   | -None-  |                                     |   |
| <b>Family Relations among directors and management</b>   | Younger brother of Dr. Theparak Leungsuwan and older brother of Ms. Pensri Leungsuwan and Ms. Pimkarn 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>           |
|  | 2017 – Present  | Managing Director                   | Cosiam Transport Co., Ltd.                |
|  | 1998 - Present  | 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  | Deputy Managing Director (Main job) | COSCO SHIPPING Lines (Thailand) Co., Ltd. |
|  | 1990 - Present  | Director                            | Dear Power Co., Ltd.                      |
|  | 1983 - Present  | Director                            | Nam Yuen Yong Shipping Co., Ltd.          |
|  | 1972 - Present  | Executive Director                  | Pornchareon Estate Co., Ltd.              |
|  | 1972 - Present  | Managing Director                   | Pornchareon Estate Co., Ltd.              |
|  | 1971 - Present  | Director                            | The Leungsuwan Estate Co., Ltd.           |
| <b>Past Professional Experience</b>  | <b>Period</b>   | <b>Position</b>                     | <b>Companies/Other entities</b>           |
|  | 2011- 2019  | Director                            | Panmarine Shipping Co., Ltd.              |
|  | 2010 - 2019   | Director                            | Namyong Maritime Co., Ltd.                |
| <b>Position in Rival Companies/ Connected Business that may cause conflict of interest</b>   | -None-  |                                     |   |
| <b>Skill &amp; Expertise</b>   | Logistics, plan and strategy and management   |                                     |   |



|  |   |
|--|---|
| <b>Criteria for Nominating Directors</b>   | A person with proper qualification aligning with the component and structure of the director pursuant to the Company's strategy, as well as necessary skill, gender, profession and specialized expertise to fulfill the Board of Directors |
| <b>Meeting Attendance in the year 2019</b> | The Board of Directors Meeting was 10 times out of the total of 10 times, equivalent to 100%  |

|  |   |                              |   |
|--|---|------------------------------|---|
| <b>Name and Surname</b>  | Ms. Pensri Leungsuwan   |                              |   |
| <b>Contact at</b>  | 1168/52 (Lumpini Tower 19 <sup>th</sup> Floor)<br>Rama IV Road, Thungmahamek,<br>Sathorn, Bangkok 10120                       |                              |   |
| <b>Age (years)</b>   | 64  |                              |   |
| <b>Nationality</b>   | Thai  |                              |   |
| <b>Type of appointment</b>   | Director  |                              |   |
| <b>Current positions</b>   | <ul style="list-style-type: none"> <li>• Director</li> <li>• Non-executive Director</li> <li>• Authorized Director</li> </ul> |                              |   |
| <b>First appointment date of director</b>  | 19 March 2002   |                              |   |
| <b>Tenure (as of 30 September 2020)</b>  | 18 years 6 month  |                              |   |
| <b>Highest degree</b>  | E.D.A. (Management), Bangkok Business College   |                              |   |
| <b>Training by Thai Institute of Directors Association (IOD)</b>   | Director Accreditation Program (DAP), Class 92/2011   |                              |   |
| <b>Percent of shares held in the Company including the number of shares held by spouse and minor children as of 30 December 2019</b> | 19,250,200 shares or equivalent to 1.55 %   |                              |   |
| <b>Legal offense record in the past 10 years</b>   | -None-  |                              |   |
| <b>Family Relations among directors and management</b>   | Younger sister of Dr. Theparak Leungsuwan, Mr. Dhananant Leungsuwan and older sister of Ms. Pimkarn 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>             |
|  | 1996 - Present  | Executive Director           | N & B Cranage Co., Ltd.                     |
|  | 1990 - Present  | Director                     | Dear Power Co., Ltd.                        |
|  | 1987 - Present  | Executive Director           | Cots shipping (Thailand) Co., Ltd.          |
|  | 1986 - Present  | Executive Director           | Vescon Tugboat and Marine Service Co., Ltd. |
|  | 1983 - Present  | Executive Director           | Nam Yuen Yong Shipping Co., Ltd.            |
|  | 1983 - Present  | Managing Director (Main job) | Nam Yuen Yong Shipping Co., Ltd.            |
|  | 1982 - Present  | Director                     | T.Con. Co., Ltd.                            |
|  | 1972 - Present  | Director                     | Pornchareon Estate Co., Ltd.                |
|  | 1972 - Present  | Director                     | Sahamit Hotel Co., Ltd.                     |
|  | 1971 - Present  | Director                     | The Leungsuwan Estate Co., Ltd.             |
| <b>Past Professional Experience</b>  | <b>Period</b>   | <b>Position</b>              | <b>Companies/Other entities</b>             |
|  | 2001 – 2019   | Executive Director           | C.S.B. Transport Co., Ltd.                  |
|  | 1998 – 2019   | Executive Director           | China Shipping (Bangkok) Co., Ltd.          |
|  | 1998 – 2019   | Managing Director            | China Shipping (Bangkok) Co., Ltd.          |



|  |   |
|--|---|
| <b>Position in Rival Companies/<br/>Connected Business that may<br/>cause conflict of interest</b> | -None-  |
| <b>Skill &amp; Expertise</b>   | Logistics, plan and strategy, marketing and management  |
| <b>Criteria for Nominating Directors</b>   | A person with proper qualification aligning with the component and structure of the director pursuant to the Company's strategy, as well as necessary skill, gender, profession and specialized expertise to fulfill the Board of Directors |
| <b>Meeting Attendance in the year<br/>2019</b>   | The Board of Directors Meeting was 8 times out of the total of 10 times, equivalent to 80%  |

### Definition of Independent Directors

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

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

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

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

**For consideration of Agenda 6: To consider and approve the directors' remuneration for the year 2020**

The Board of Directors Meeting No. 1/2020 has considered and resolved to approve the directors' and sub-committees' remuneration for the year 2020 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 2020 shall be **at the same rate** as the year 2019 as follows:

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

| <b>Meeting Allowance</b>  | <b>2019</b>          | <b>2020</b>          | <b>Increased</b> |
|---|----------------------|----------------------|------------------|
|   | <b>(THB/Meeting)</b> | <b>(THB/Meeting)</b> | <b>Amount</b>    |
|   |                      |                      | <b>(THB)</b>     |
| Chairman of the Board of Directors  | 57,000               | 57,000               | 0                |
| Director  | 26,000               | 26,000               | 0                |
| Chairman of the Audit Committee   | 32,000               | 32,000               | 0                |
| Member of the Audit Committee   | 21,000               | 21,000               | 0                |
| Chairman of the Nomination, Compensation and Corporate Governance Committee | 27,000               | 27,000               | 0                |
| Member of the Nomination, Compensation and Corporate Governance Committee   | 16,000               | 16,000               | 0                |

**For consideration of the Agenda 7: To consider and approve the appointment of auditors and to fix the audit fee for the year 2020**

**For consideration to appoint the Company's auditors for the year 2020**

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 2020 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                            | 6  | 2  |
| Ms. Sumana Punpongsanon       | 5872                            | 2  | 0  |
| Mr. Chayapol Suppasedtanon    | 3972                            | 4  | 4  |
| Ms. Rosaporn Decharkom        | 5659                            | 0  | 0  |
| Ms. Pimjai Manitkajohnkit     | 4521                            | 2  | 0  |

**Remark:**

1. Number of years is based on fiscal year started from 2014 to 2019
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. 44/2556 (as amended by 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.

However, no auditors as listed above has performed the audit more than the term specified by the Notification and neither EY Office Limited nor the proposed auditors has any relationship with or any interest in the Company, subsidiaries, management, major shareholders or the related persons thereof who may interfere with the independent performance of such auditors.

**For consideration to approve the Company's audit fee for the year 2020**

|                            | 2019<br>(THB)    | 2020<br>(THB)    | Changing increased<br>(decreased)<br>(%) |
|----------------------------|------------------|------------------|--|
| Audit fee of the company   | 1,330,000        | 1,360,000        | 2.26                                     |
| Other fees                 | 0                | 0                | 0.00                                     |
| <b>Totaling audit fees</b> | <b>1,330,000</b> | <b>1,360,000</b> | <b>2.26</b>                              |



**For acknowledgement of Auditor fee for the year 2020 of Seahorse Ferries Co., Ltd.<sup>1</sup>**

|                                       | <b>2019<br/>(THB)</b> | <b>2020<br/>(THB)</b> | <b>Changing increased<br/>(decreased)<br/>(%)</b> |
|---------------------------------------|-----------------------|-----------------------|---|
| Audit fee of the company <sup>2</sup> | -                     | 130,000               | 0.00  |
| Other fees                            | -                     | 0                     | 0.00  |
| <b>Totaling audit fees</b>            | <b>-</b>              | <b>130,000</b>        | <b>0.00</b>                                       |

Remark :

<sup>1</sup> As of 31 July 2020, the Company holds 51 percentage of shares in Seahorse Ferries Co., Ltd. There is the Company's subsidiary.

<sup>2</sup> Audit fees for the year 2020 (Quarter 3 and 4 of the year 2020) in the amount of not exceeding THB 130,000.

**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 2019</b> | 0 share or equivalent to 0.00%  |
| <b>Relationship with or any interest in the Company, subsidiaries, management, major shareholders or the related persons</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 Securities 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 2019</b> | 0 share or equivalent to 0.00%   |
| <b>Relationship with or any interest in the Company, subsidiaries, management, major shareholders or the related persons</b>          | -None-   |

|   |  |
|---|--|
| <b>Name- Surname</b>  | Mr. Chayapol Suppasdtanon  |
| <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 2019</b> | 0 share or equivalent to 0.00%   |
| <b>Relationship with or any interest in the Company, subsidiaries, management, major shareholders or the related persons</b>          | -None-   |


|   |   |
|---|---|
| <b>Name- Surname</b>  | Ms. Rosaporn Decharkom  |
| <b>Certified Public Accountant No.</b>  | 5659  |
| <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>• Chumporn Palm Oil Industry Public Company Limited</li> <li>• Ananda Development Public Company Limited</li> <li>• Laguna Resorts &amp; Hotels Public Company Limited</li> <li>• S. Khonkaen Foods Public Company Limited</li> <li>• Modernform Group 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 2019</b> | 0 share or equivalent to 0.00%  |
| <b>Relationship with or any interest in the Company, subsidiaries, management, major shareholders or the related persons</b>          | -None-  |

|   |   |
|---|---|
| <b>Name- Surname</b>  | Ms. Pimjai Manitkajohnkit   |
| <b>Certified Public Accountant No.</b>  | 4521  |
| <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>• Chumporn Palm Oil Industry Public Company Limited</li> <li>• Ananda Development Public Company Limited</li> <li>• Laguna Resorts &amp; Hotels Public Company Limited</li> <li>• S. Khonkaen Foods Public Company Limited</li> <li>• Modernform Group 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 2019</b> | 0 share or equivalent to 0.00%  |
| <b>Relationship with or any interest in the Company, subsidiaries, management, major shareholders or the related persons</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>  | 65  |
| <b>Contact at</b>   | 1168/52 (Lumpini Tower 19 <sup>th</sup> Floor)<br>Rama IV Road, Thungmahamek,<br>Sathorn, Bangkok 10120   |
| <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 September 2020)</b>   | 4 years 7 months  |
| <b>Highest degree</b>   | Doctorate Degree in Public Law, Université de Paris X<br>(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 2019.</b> | 1,336,000 shares or equivalent to 0.11 %  |
| <b>Legal offense record in the past 10 years</b>  | -None-  |
| <b>Family relations between directors and management</b>  | -None-  |
| <b>Conflict of Interest</b>   | <ul style="list-style-type: none"> <li>Special conflict of interest in Agenda 5: To consider and approve the election of directors to replace those who are due to retire by rotation</li> <li>Special conflict of interest in Agenda 6: To consider and approve the directors' remuneration for the year 2020</li> </ul> |



|  |   |   |
|--|---|---|
| <b>Name and Surname</b>  | Dr. Sunee Sornchaitanasuk   |  |
| <b>Age (years)</b>   | 58  |   |
| <b>Contact at</b>  | 1168/52 (Lumpini Tower 19 <sup>th</sup> Floor)<br>Rama IV Road, Thungmahamek,<br>Sathorn, Bangkok 10120   |   |
| <b>Nationality</b>   | Thai  |   |
| <b>Current positions</b>   | <ul style="list-style-type: none"> <li>• Director</li> <li>• Chairwoman of the Audit Committee</li> <li>• Independent Director</li> </ul>   |   |
| <b>First appointment date of director</b>  | 23 August 2016  |   |
| <b>Tenure (as of 30 September 2020)</b>  | 4 years 1 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 2019</b> | 0 share or equivalent to 0.00%  |   |
| <b>Legal offense record in the past 10 years</b>   | -None-  |   |
| <b>Family relations between directors and management</b>   | -None-  |   |
| <b>Conflict of Interest</b>  | <ul style="list-style-type: none"> <li>• No special conflict of interest which is different from other directors in all of the proposed agendas in this shareholders' meeting</li> <li>• Conflict of interest in Agenda 6: To consider and approve the directors' remuneration for the year 2020</li> </ul>   |   |

|  |   |   |
|--|---|---|
| <b>Name and Surname</b>  | Mrs. Benchawan Srangnitra   |  |
| <b>Age (years)</b>   | 69  |   |
| <b>Contact at</b>  | 1168/52 (Lumpini Tower 19 <sup>th</sup> Floor)<br>Rama IV Road, Thungmahamek,<br>Sathorn, Bangkok 10120   |   |
| <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 September 2020)</b>  | 9 years   |   |
| <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 2019</b> | 0 share or equivalent to 0.00 %   |   |
| <b>Legal offense record in the past 10 years</b>   | -None-  |   |
| <b>Family relations between directors and management</b>   | -None-  |   |
| <b>Conflict of Interest</b>  | <ul style="list-style-type: none"> <li>• Special conflict of interest in Agenda 5: To consider and approve the election of directors to replace those who are due to retire by rotation</li> <li>• Conflict of interest in Agenda 6: To consider and approve the directors' remuneration for the year 2020</li> </ul> |   |

**Documents Required to be Presented Before Attending the Meeting, Proxy Appointment Requirements, Registration and Voting in the 2020 Annual General Meeting of the Shareholders**

For the convenience of the registration of the 2020 Annual General Meeting of the Shareholders of Namyang Terminal Public Company Limited, 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 5 October 2020** 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 1-2, 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 vase 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.
41. The Company shall not pay any other kinds of dividend apart from dividends from earnings. If the Company has incurred accumulated losses, no dividend may be paid.

Dividends must be paid equally in proportion to the number of shares and their payment must be approved by a resolution of shareholders.

The board of directors may declare interim dividends payable to all shareholders from time to time if they consider that the amount of profits justifies the declaration of interim dividends. After the interim dividends are paid, the board of directors must report the payment thereof to the shareholders at the next meeting of shareholders.

The payment of dividends must be made within one (1) month after the meeting of shareholders or the date on which the resolution is passed, as the case may be. A written notice of dividend distribution must be sent to all shareholders and advertised in a newspaper for a period of three (3) consecutive days.

### Remarks

**Article 31 Paragraph three of the Articles of Association shall be replaced by the content according to the Public Company Limited Act which has been 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.”

**Guidelines for attending the 2020 Annual General Meeting of Shareholders  
regarding the outbreak of the new Coronavirus 2019 (COVID-19)**

The company deeply concerned for the safety and well-being of all shareholders who will be participating in the meeting. Therefore, the Company strongly requests your cooperation to strictly follow the precautionary measures and guidelines for holding the Annual General Meeting of Shareholders under the circumstance of coronavirus 2019 (COVID-19) outbreak.

**Meeting by proxy**

Shareholders are able to appoint the Company's independent director as proxy to attend and cast votes on their behalf. Please send the proxy together with evidences to Namyong Terminal Plc. at 1168/52 (Lumpini Tower 19<sup>th</sup> floor), Rama IV Road, Thungmahamek, Sathorn, Bangkok 10120 Thailand.

**Meeting by person**

1. Only 80 seats will be available in the meeting room by arranging the seat with appropriate social distancing measures, shareholders who want to attend the meeting in person can inform the Company that in advance via [csnyt@namyongterminal.com](mailto:csnyt@namyongterminal.com) until Monday 5 October 2020.

If the seats are all taken by the prior attendees, shareholders to grant a proxy to the Company's Independent Directors to attend the Meeting instead of participating in persons.

2. The Company will set Health screening, body temperature and hands sanitizer for all attendees prior to attend the meeting.
3. Shareholders who are at high risk of COVID-19 infection, i.e. having recently returned from any high risk countries less than 14 days or suffering any respiratory symptom, are entitled to vote in the meeting by proxy to their proxy holder or independent director, (details as attachment no. 8 and attachment no. 13)
4. Shareholders who will attend the meeting should bring sanitary mask and wear it along the meeting.

**Sending questions in advance**

Shareholders can submit relevant questions of 2020 AGM 's agenda in advance until Monday 5 October 2020 through 3 channels :

- |                              |   |  |
|------------------------------|---|--|
| 1. Email                     | : | <a href="mailto:csnyt@namyongterminal.com">csnyt@namyongterminal.com</a> |
| 2. Fax                       | : | 66 (0) 2285 6642   |
| 3. The Company 's website at | : | IR Contact   |

**Request Form for the Hard Copy of 2019 Annual Report**

To      Shareholders,

Any shareholder who would like to have a hard copy of the 2019 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.

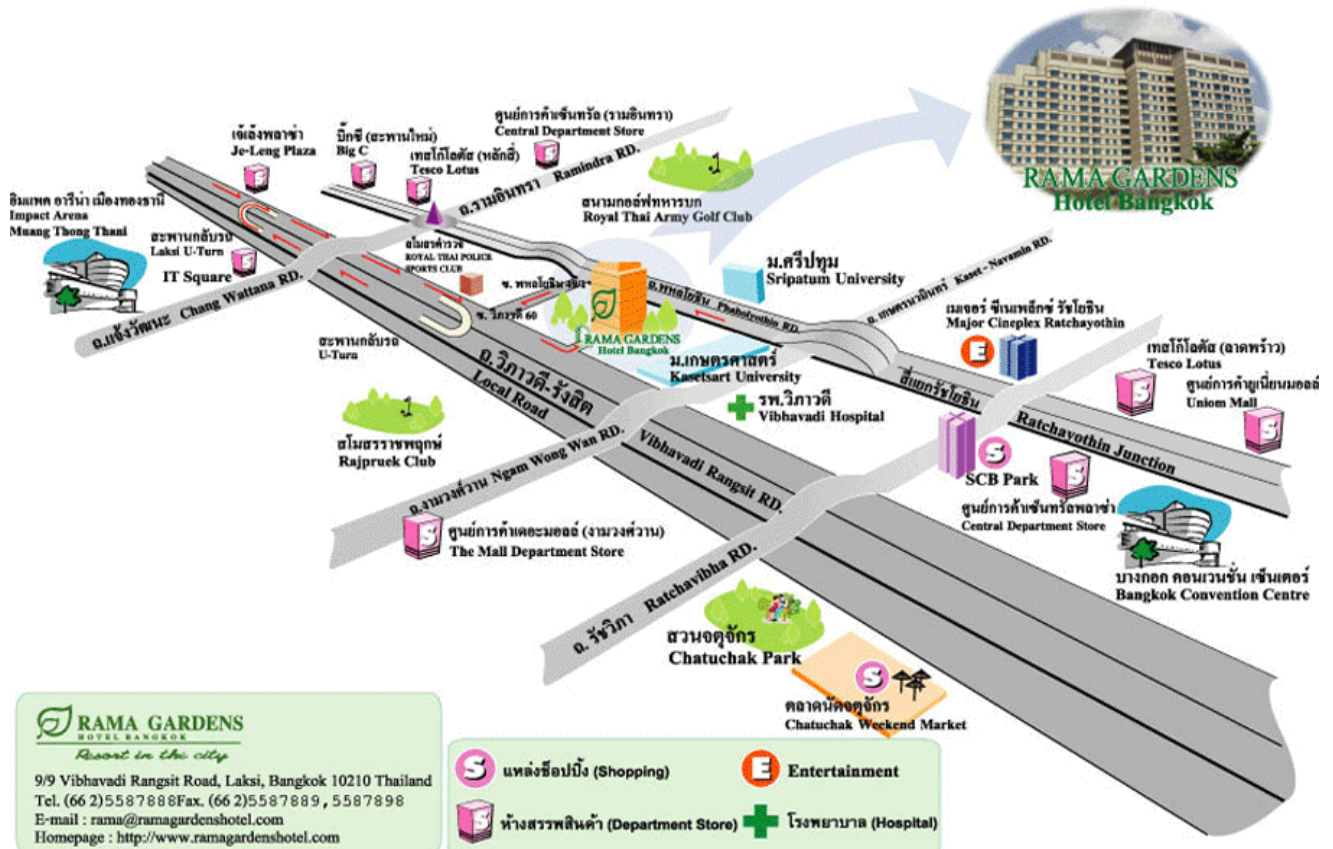
**Name and Address of the Shareholder**

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

**Address**.....  
.....  
.....  
.....

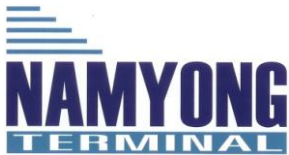


# แผนที่สถานที่ประชุม Meeting Location map



ห้องแกรนด์บอลรูม 1-2 โรงแรมราม่า การ์เด็นส์  
เลขที่ 9/9 ถนนวิภาวดีรังสิต หลักสี่  
กรุงเทพมหานคร 10210

At Grand Ballroom 1-2, 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) ("บริษัท")

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

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

ขอมอบฉันทะให้  
hereby appoint

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

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

☐ 3. ชื่อ ศาสตราจารย์กิตติคุณ ดร. บวรศักดิ์ อุวรรณโณ อายุ 65 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 65 years, residing at No. Namyong Terminal Pcl. at 1168/52 (Lumpini Tower, 19<sup>th</sup> Floor) Rama IV Rd., Thungmahamek, Sathorn, Bangkok 10120, Thailand.

☐ 4. ชื่อ ดร. สุนีย์ ศรีไชยชนะ อายุ 58 ปี อยู่บ้านเลขที่ บมจ. นามยง เทอร์มินัล เลขที่ 1168/52 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย  
 Name Dr. Sunee Sornchaitanasuk Age 58 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 69 ปี อยู่บ้านเลขที่ บมจ. นามยง เทอร์มินัล เลขที่ 1168/52 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย  
 Name Mrs. Benchawan Srangnitra Age 69 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 2563 ในวันศุกร์ที่ 9 ตุลาคม 2563 เวลา 10.00 น. ณ ห้องแกรนด์บอลรูม 1-2 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 2020 on Friday 9 October 2020 at 10.00 hours, at Grand Ballroom 1-2, Rama Garden Hotel, No. 9/9 Vibhavadi Rungsit Road, Laksi, 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 65 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 65 years, residing at No. Namyong Terminal Pcl. at 1168/52 (Lumpini Tower, 19<sup>th</sup> Floor) Rama IV Rd., Thungmahamek, Sathorn, Bangkok 10120, Thailand.



4. ชื่อ ดร. สุนีย์ ศรีไชยชนะ อายุ 58 ปี อยู่บ้านเลขที่ บมจ. นามยong เทอร์มินัล เลขที่ 1168/52 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย  
 Name Dr. Sunee Sornchaitanasuk Age 58 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 69 ปี อยู่บ้านเลขที่ บมจ. นามยong เทอร์มินัล เลขที่ 1168/52 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย  
 Name Mrs. Benchawan Srangnitra Age 69 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 2563 ในวันศุกร์ที่ 9 ตุลาคม 2563 เวลา 10.00 น. ณ ห้องแกรนด์บอลรูม 1-2 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 2020 on Friday 9 October 2020 at 10.00 hours, at Grand Ballroom 1-2, Rama Garden Hotel, No. 9/9 Vibhavadi Rungsit Road, Laksi, 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 2/2562 ซึ่งประชุมเมื่อวันพฤหัสบดีที่ 27 มิถุนายน 2562  
**Agenda 1** To consider and certify Minutes of the Extraordinary General Meeting of Shareholders No. 2/2019 which was held on Thursday, 27 June 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 2562  
**Agenda 2** To acknowledge the Company's operational results for the fiscal year ended 31 December 2019

วาระที่ 3 เพื่อทราบการจ่ายเงินปันผลระหว่างกาล  
**Agenda 3** To acknowledge the Company's distribution of interim dividend payment

วาระที่ 4 พิจารณารายงานการตรวจสอบของผู้สอบบัญชีและอนุมัติงบการเงินของบริษัทและบริษัทร่วมสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2562  
**Agenda 4** To consider the auditor's report and approve the Company's and its associated company's report and consolidated financial statements for the fiscal year ended 31 December 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 5 พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ออกตามวาระ  
**Agenda 5** To consider and approve the election of the directors to replace those who are due to retire by rotation

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

☐ การแต่งตั้งกรรมการทั้งชุด

Vote for all the nominated candidates as a whole

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

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

**วาระที่ 6**

พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2563

**Agenda 6**

To consider and approve the directors' remuneration for the year 2020

- ☐ (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 2563

**Agenda 7**

To consider and approve the appointment of auditors and to fix audit fee for the year 2020

- ☐ (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**

พิจารณาอนุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัท

**Agenda 8**

To consider and approve the amendment of the Company's Articles of Association

- ☐ 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 9**

พิจารณาเรื่องอื่นๆ (ถ้ามี)

**Agenda 9**

To consider other business (if any)

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

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

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

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

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

**หมายเหตุ / Remark**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

2. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบปะจําต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

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



ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Supplement to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท นามยง เทอร์มินัล จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 ในวันศุกร์ที่ 9 ตุลาคม 2563 เวลา 10.00 น. ณ ห้องแกรนด์บอลรูม 1-2 โรงแรมรามารการ์เด้นส์ เลขที่ 9/9 ถนนวิภาวดีรังสิต หลักสี่ กรุงเทพมหานคร 10210 หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

At the 2020 Annual General Meeting of Shareholders on Friday 9 October 2020 at 10.00 hours, at Grand Ballroom 1-2, Rama Garden Hotel, No. 9/9 Vibhavadi Rungsit Road, Laksi, 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.
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(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 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

(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 65 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 65 years, residing at No. Namyong Terminal Pcl. at 1168/52 (Lumpini Tower, 19<sup>th</sup> Floor) Rama IV Rd., Thungmahamek, Sathorn, Bangkok 10120, Thailand.

☐ 4. ชื่อ ดร. สุนีย์ ศรีไชยชนะ อายุ 58 ปี อยู่บ้านเลขที่ บมจ. นามยง เทอร์มินัล เลขที่ 1168/52 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย  
Name Dr. Sunee Sornchaitanasuk Age 58 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 69 ปี อยู่บ้านเลขที่ บมจ. นามยง เทอร์มินัล เลขที่ 1168/52 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย  
Name Mrs. Benchawan Srangnitra Age 69 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 2563 ในวันศุกร์ที่ 9 ตุลาคม 2563 เวลา 10.00 น. ณ ห้องแกรนด์บอลรูม 1-2 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 2020 on Friday 9 October at 10.00 hours, at Grand Ballroom 1-2, Rama Garden Hotel, No. 9/9 Vibhavadi Rungsit Road, Laksi, 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 2/2562 ซึ่งประชุมเมื่อวันพฤหัสบดีที่ 27 มิถุนายน 2562  
**Agenda 1**      To consider and certify Minutes of the Extraordinary General Meeting of Shareholders No. 2/2019 which was held on Thursday, 27 June 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      ☐ จดออกเสียง/Abstain

วาระที่ 2      เพื่อทราบผลการดำเนินงานสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2562  
**Agenda 2**      To acknowledge the Company's operational results for the fiscal year ended 31 December 2019

วาระที่ 3      เพื่อทราบการจ่ายเงินปันผลระหว่างกาล  
**Agenda 3**      To acknowledge the Company's distribution of interim dividend payment

วาระที่ 4      พิจารณารายงานการตรวจสอบของผู้สอบบัญชีและอนุมัติงบการเงินของบริษัทและบริษัทร่วมสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2562  
**Agenda 4**      To consider the auditors' report and approve the Company's and its associated company's report and consolidated financial statements for the fiscal year ended 31 December 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      ☐ จดออกเสียง/Abstain

วาระที่ 5      พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ออกตามวาระ  
**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      ☐ จดออกเสียง/Abstain

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

**วาระที่ 6**

พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2563

**Agenda 6**

To consider and approve the directors' remuneration for the year 2020

- ☐ (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 2563

**Agenda 7**

To consider and approve the appointment of auditors and to fix audit fee for the year 2020

- ☐ (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**

พิจารณาอนุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัท

**Agenda 8**

To consider and approve the amendment of the Company's Articles of Association

- ☐ 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 9

พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 9

To consider other business (if any)

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

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

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

**ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.**  
**Supplement to Proxy Form C.**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท นามยong เทอร์มินัล จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 ในวันศุกร์ที่ 9 ตุลาคม 2563 เวลา 10.00 น. ณ ห้องแกรนด์บอลรูม 1-2 โรงแรมรามาร การ์เด้นส์ เลขที่ 9/9 ถนนวิภาวดีรังสิต หลักสี่ กรุงเทพมหานคร 10210 หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

At the 2020 Annual General Meeting of Shareholders on Friday 9 October 2020 at 10.00 hours, at Grand Ballroom 1-2, Rama Garden Hotel, No. 9/9 Vibhavadi Rungsit Road, Laksi, 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  
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- ☐ (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