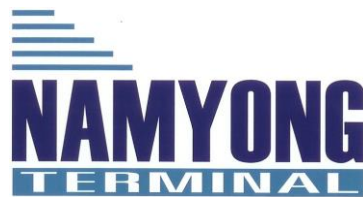


Notice of 2023 Annual General Meeting of Shareholders



Namyong Terminal Public Company Limited

**Tuesday 25 April 2023 at 13.30 hrs.
at Cattleya Room, Rama Gardens Hotel,
no. 9/9 Vibhavadi Rangsit Road, Laksi, Bangkok 10210**

Registration will be start from 12.30 hrs.

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(Please download from the Company's website at www.namyongterminal.com)	

- Translation -

24 March 2023

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 2023 Annual General Meeting of Shareholders on Tuesday 25 April 2023 at 13.30 hours at Cattleya Room, 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 2022 Annual General Meeting of Shareholders which was held on Tuesday 26 April 2022

Background and Reason The Company has prepared the minutes of the 2022 Annual General Meeting of Shareholders held on Tuesday 26 April 2022 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 2022 Annual General Meeting of Shareholders held on Tuesday 26 April 2022 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 2022

Background and Reason The report on the operational results of the Company for the fiscal year ended 31 December 2022 is provided in the 56-1 One report / Annual Report 2022. QR Code of the 56-1 One report/Annual Report 2022 is submitted to the Shareholders together with this Notice as Attachment No. 2. The summary of the Company's 2022 operational results will also be presented to the Shareholders during the 2023 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 2022 to the Meeting of Shareholders for acknowledgement.

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

Agenda 3 To consider the auditors' report and approve the Company's and its subsidiary company's report and consolidated financial statements for the fiscal year ended 31 December 2022

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 2022 as duly audited and certified by the certified auditor from EY Office Limited, Ms. Sumana Punpongsanon, 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 subsidiary company for the fiscal year ended 31 December 2022. The financial statements are provided in the Company's 56-1 One report/Annual Report 2022, 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 (THB million)
Total Assets	6,784.68
Total Liabilities	3,503.69
Total Shareholders' Equity	3,280.99
Service income and other service income	1,449.96
Total revenues	1,456.15
Total expenses	1,063.04
Profit for the year	208.58
Earning per share (THB : share)	0.20

Board's opinion

It is considered appropriate for the Shareholders' Meeting to consider the Auditor's Report and approve the consolidated financial statements of the Company and its subsidiary company for the fiscal year ended 31 December 2022 which have been audited and certified by the certified auditor, and approved by the Audit Committee and the Board of Directors.

Vote required

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

Agenda 4 To consider and approve the distribution of dividend payment derived from operational results for the year 2022

Background and Reason

Based on the Company's operating results for the fiscal year 2022, the Company has net profit as stated in the Company's separated financial statement, in the amount of THB 285,950,930. In addition, the Company has sufficient cash flows to pay the dividends to the shareholders. Therefore, the Company considers to pay the 2022 year ended dividend at the amount of THB 272,800,000 which is equivalent to the rate of THB 0.22 per share (twenty-two satang), it shall be paid to the shareholders based on the par value of THB 0.50 (fifty satang) per share which is in accordance with the Company's dividend policy. Dividend payment policy and

the comparison of dividend payments are as appeared in Attachment No.3.

In this regard, the date for determining the eligible shareholders for dividend payment (Record Date) shall be on 8 May 2023 and the dividend payment date shall be on 25 May 2023.

Board's opinion

It is considered appropriate for the Shareholders' Meeting to approve the dividend payment for the fiscal year 2022 at the amount of THB 272,800,000 for 1,240,000,000 ordinary shares or equivalent to the rate of THB 0.22 per share (twenty-two satang), it shall be paid to shareholders based on the par value of THB 0.50 (fifty satang) per share whose names appeared on the record date as at 8 May 2023, whereby the dividend shall be paid on 25 May 2023.

As of 31 December 2022, Company's legal reserve was to THB 62,000,000 which fulfills requirements to set aside legal reserve for 10% of the registered capital. No legal reserve needs to be set up from 2022 operational results.

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 2023 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,
Professor Emeritus | Chairman of the Board
of Directors /
Independent Director |
| 2. Mrs. Benchawan Srangnitra | Director /
Chairwoman of the
Nomination,
Compensation and
Corporate Governance
Committee /
Member of the Audit
Committee/
Independent Director |
| 3. Mr. Dhananant Leungsuwan | Director |
| 4. Ms. Pensri Leungsuwan | Director |

The Company also gave the opportunity to the shareholders to propose the list of persons to be considered and elected as directors in the 2023 Annual General Meeting of Shareholders via the Company's

website within 31 December 2022 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 2023 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 as the Company's process and was of an opinion that all the 4 directors have good knowledge, managerial skill and have qualification as required by related regulations.

In this regard, the 2 directors who are nominated to be Independent director, namely;

Name-Surname	Date of Appointment as independent director	Tenure as independent director (as of the shareholders' meeting date)
1. Dr. Borwornsak Uwanno, Professor Emeritus	25 February 2016	7 years 2 months and in case the shareholders' meeting approves the re-election for another term until the end of the term, the total tenure shall be 10 years 2 months
2. Mrs. Benchawan Srangnitra	13 September 2011	11 years 7 months and in case the shareholders' meeting approves the re-election for another term until the end of the term, the total tenure shall be 14 years 7 months

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 and laws of Independent directors, 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 2023 Annual General Meeting of Shareholders that all these 4 directors should be re-elected, namely:

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

The profile of the proposed persons to be elected as the directors by the Shareholders' Meeting, the definition of Independent Directors and criteria on director nomination are provided in Attachment No. 4 pages 27-35.

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 2023

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 2023 **at the rate same as** for the year 2022 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 2023 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 2023

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 2023:

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 2023 in amount of THB 1,380,000, 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 subsidiary in 2023. 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. Gingkarn Atsawarangsalit | 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 2023 financial statements and approve for audit fees for the year 2023 totaling THB 1,380,000.

Vote required

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


Agenda 8 To consider other business (if any)

Please note that the Company has fixed the Record Date, for recording list of eligible shareholders to attend the 2023 Annual General Meeting of Shareholders, to be on 10 March 2023. The Company therefore would like to invite all shareholders to attend the 2023 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 12.30 hours onwards.

For your convenience, if any shareholder of the Company wishes to appoint a person to attend and vote at the Meeting as Proxy-holder, such shareholder is requested to complete and duly execute Proxy Form B as attached in the Attachment No. 12, or alternatively download one of the three Proxy Forms: Form A, Form B or Form C (Form C is only for foreign investors who authorize the custodian in Thailand to keep and safeguard their shares) from www.namyongterminal.com.

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 2022 Annual General Meeting of Shareholders**

Date, Time and Venue:

The meeting was convened on 26 April 2022 at 14.00 hrs. via electronic system (“**E-AGM**”) by broadcasting from the meeting room of the Company’s head office, No. 1168/52 (Lumpini Tower 19th Floor), Rama IV Road, Thungmahamek, Sathorn, Bangkok 10120 (the “**Meeting**”)

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

Shareholders presented in person	6 persons	Representing	213,746,600 shares
Shareholders presented by proxy	72 persons	Representing	447,523,320 shares
Shareholders presented in person via E-AGM	12 persons	Representing	28,764,800 shares
Shareholders presented by proxy via E-AGM	2 persons	Representing	227,437,400 shares
Total	92 persons	Representing	917,472,120 shares
Percentage	73.9897	Total paid-up capital	1,240,000,000 shares

The quorum was duly formed according to Article 33 of the Company’s Articles of Association, which states that there shall be at least 25 shareholders or 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 percent of the total directors.

Directors present in the Meeting

Dr. Borwornsak Uwanno, Professor Emeritus	Chairman of the Board of Directors and Independent Director
Mr. Pongthep Leungsuwan	Director and Chief Administrative Officer
Ms. Pimkarn Leungsuwan	Director and Chief Financial Officer
Dr. Theparak Leungsuwan	Director and Chief Executive 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

Ms. Pensri Leungsuwan	Director
Mr. Dhananant Leungsuwan	Director
Mr. Chaisawas 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 in the Meeting

Mr. Amornnat Janyong	Chief Operating Officer
Mr. Poolsak Boonchoo	Legal advisor of the Company
Mr. Pravit Anankoosri	Assistant Director of Accounting and Finance

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

Ms. Yingrak Treesaranuwattana	Legal Advisor from R&T Asia (Thailand) Limited as an inspector
Ms. Sumana Punpongsanon and Ms. Nutthida Klinsriraj	Auditors from EY Office Limited (attend via E-AGM)

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

Procedures of the Meeting

The meeting and voting will be conducted in accordance with the agenda prescribed in the invitation of this Meeting. The resolution on a general agenda shall be approved by the majority votes of the shareholders present and voting at the Meeting. The other agenda shall be approved according to the laws and the Company's Articles of Association. After counting process is completed, the Chairman shall inform the Meeting on the vote counting result in every agenda. The Chairman shall give the Meeting an opportunity to make inquiries and express opinions on the issues relating to the meeting agenda. The shareholders may raise inquiries or express opinions by typing the message via the E-AGM.

Voting Process

The shareholders have one share equals one vote, and shareholders shall vote in one opinion of approved or disapproved or abstained, split of vote is not allowed except for voting by the custodian. If there is no show of any votes from the shareholders, it would be resolved that the shareholders are in favor of the proposal of the Board of Directors of the Company. The shareholders shall vote via E-AGM. In this regard, the Company has already recorded the votes from the shareholders, by the proxies in accordance with form Khor. and form Kor., that already casted their votes in advance to each of the agendas in the Meeting.

Counting Process

The votes will be counted together with those from the shareholders presented by proxies in accordance with form Khor. and form Kor. in which the votes of disapproved and abstained will be deducted from total votes of each agenda.

Vote counting in the agendas fixed for the 2022 Annual General Meeting of Shareholders is divided into 2 methods, pursuant to the Public Company Limited Act B.E. 2535 (1992) (as amended) and the Company's Articles of Association as follows:

1. The agendas that require a majority vote of the shareholders attending the meeting and casting their votes are agendas 1, 3, 4, 5 and 7, 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(s) shall not be counted.
2. The agenda that requires not less than two-thirds (2/3) of the vote of the shareholders attending the meeting is agenda 6, 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 votes 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.

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 presented onwards. Before voting for each agenda, the Chairman will provide opportunities for the shareholders to inquire and express opinion. The shareholders who wish to inquire or express opinion may type message via the E-AGM.

The Chairman then proceeded so that the Meeting consider the agendas as follows:

Agenda 1 To consider and certify the Minutes of the 2021 Annual General Meeting of Shareholders held on Wednesday, 28 April 2021

The Chairman informed the Meeting that 2021 Annual General Meeting of Shareholders was held on Wednesday, 28 April 2021, the copy of the meeting minutes was submitted to the Stock Exchange of Thailand and also uploaded on the Company's website within the period as required by the law. 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 Meeting's consideration.

The Chairman gave the Meeting an opportunity to express opinions and make inquiries on 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 2021 Annual General Meeting of Shareholders held on Wednesday, 28 April 2021, as so proposed, with the voting results as follows:

Shareholders voting	Number of Votes	Percentage
Approved	912,093,100	100.0000
Disapproved	20	0.0000
Abstained	5,601,000	Not being counted
Voided ballot(s)	0	Not being counted
Total	917,694,120	100.0000

Agenda 2 To acknowledge the Company's operational results for the fiscal year ended 31 December 2021

Dr. Theparak Leungsuwan, Director and the Chief Executive Officer, presented to the Meeting the result of business operation for the fiscal year ended 31 December 2021.

Progress Report

Fire Trucks lawsuit

On 8 June 2021, the Court of First Instance read the decision of the Court of Appeal ordering the Bangkok Metropolitan Administration (“**BMA**”) to pay the handling charges of THB 1,041 million with the interests at the rate of 7.5 per year of the principal of THB 973 million from the day after the filing date (26 July 2017) until the BMA has fully made the payment to the Company. In addition, the BMA has to pay daily handling charges of imported goods with VAT at a rate of THB 272,817.90 from the day after the filing date (26 July 2017) onwards until the BMA has completely removed the disputed goods (Fire Trucks) from the Company’s docking area.

Later, on 3 November 2021, the BMA submitted a petition for the appeal to the Supreme Court with the compliant to Supreme Court on 31 January 2022 and the Company submitted the objection of the petition for appeal. Currently, the case is under the consideration of the Supreme Court.

The Operation of The Seahorse Ferries Company Limited

Seahorse Ferries Company Limited has already changed the name to “The Seahorse Ferries Company Limited” (“**The Seahorse**”) and has provided the service since the end of 2021. The customers of The Seahorse are from transportation and travelling across in which The Seahorse has received a lot of attention. Currently, The Seahorse provides the service for the route from Sattahip to Songkla one trip per week. Apart from this, The Seahorse is looking forward to expand the route to serve the demand of customers.

Business Operation in 2021

A5 Terminal Service

The volume of the cars passing through A5 Terminal was 909,491 units in 2019, 670,094 units in 2020, and 874,516 units in 2021, which was increased by 31% from 2020.

Warehouse Service

The total area of warehouse service is 274,360 square meters whereby approximately more than 90% of the total area is occupied by the customers. In 2022, warehouses and general industrial factories are now being constructed in WHA 1 Chonburi Industrial Estate. It is expected that the Company will receive revenue during the end of 2022.

Anti-corruption and participation in Thailand's Private Sector Collective Action Coalition Against Corruption (CAC)

- Even though the Company has not participated in the CAC, the Company has continuously arranged the activities to achieve the solid results by conducting educational trainings to the partners and important business allies of the Company in order to build participation on the said issues to be in the same direction as the Company.
- In 2021 and for the previous 3 years, the Company has no complaint on the issue of corruption in which the record of corruption or the termination of employee due to corruption ground is zero.

Ms. Pimkarn Leungsuwan, Director and Chief Financial Officer, presented to the Meeting the report on the Discussion and Analysis of Financial Performance and operational result of the

Management regarding the changes of figures in the financial statement and other factors that affected the Company's financial status as follows:

- The total revenue was THB 1,435 million in 2019, THB 1,199 million in 2020, and THB 1,353 million in 2021, which was increased by 13% from 2020 due to the better situation of COVID-19 that resulted in the increased volume of goods passing through the terminal.
- The revenue from the terminal service was THB 1,129 million in 2019, THB 878 million in 2020, and THB 1,009 million in 2021, which was increased by 15% from 2020 pursuant to increased volume of cars passing through the terminal from 670,094 units to 874,516 units.
- The revenue from the warehouse service was THB 290 million in 2019, THB 317 million in 2020, and THB 325 million in 2021 which was increased by 3% from 2020. It shows that the revenue is continuously increasing because most of the areas are occupied.
- Total selling and administrative expenses were THB 161 million in 2019, THB 160 million in 2020, and THB 201 million in 2021, which was increased from 2020 due to the pre-operating expenses of the subsidiary company.
- Net profit was THB 203 million, which was decreased from the previous year by THB 24 million or approximately 11% as a result of the loss from the operation of the subsidiary company.
- Assets, Liabilities, Shareholder's Equity
 - Total assets were equivalent to THB 6,655 million, which was increased by 17% from 2020 from recording of the concession right and right to use the land surrounding the docking area.
 - Total liabilities were equivalent to THB 3,383 million, which was increased by 41% from 2020 from recording of the provision of remuneration under the concession and the land lease agreement for renewal.
 - The shareholder's equity was equivalent to THB 3,272 million, which was decreased by 1% from 2020, resulting from the Company's dividend payment and the amendment of the Thailand financial report standard No. 16 Re: Lease Agreement (TFRS 16).

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. Waratsin Ngarmchad, a shareholder present in person and Mrs. Pornthip Kittichaiwat, a proxy from Thai Investors Association

What is the achievement and operational plan to promote the growth of revenue in the year 2022 compared to the previous year?

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

2021 volume of throughput was constantly improve from 2020, however, it was not similarly increased before COVID-19 outbreak caused by less of cars production from lack of electronic chips.

In addition, the Company has expanded the warehouse services. At present the Company has built additional warehouse as informed earlier. As such, the Company expects to constantly generate revenue from the end of year 2022.

Q: Mrs. Pornthip Kittichaiwat, a proxy from Thai Investors Association

As a result from Ukraine – Russia war, the price of the energy resources has increased, which causes in higher cost of the Company. In such circumstance, how does this incident affect the Company's operation?

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

Due to the fact that the Company does not consume the fuel in the large amount, the Ukraine – Russia war does not affect the Company directly. However, this incident is more likely to affect the consumers as a whole.

Q: Ms. Suwanee Chiansirikraiut, a shareholder present in person

Currently, how many ferries are there under the operation of The Seahorse? Does the company plan to purchase additional ferries in the year 2022? If so, how much is the investment fund?

A: Mr. Pongthep Leungsuwan, Director and Chief Administrative Officer

In case there is the demand of The Seahorse service for more than 60 to 70 percent of its current capacity, the Company shall consider to purchase the additional ferry. The Company has considered this matter from time to time. To be specific, the price of the ferries depends on the situation of COVID-19. In any event, the Company will consider whether the property shall have the similar method of maintenance with the existing properties. The method shall not be extremely different for the benefits of maintenance.

Q: Mrs. Pornthip Kittichaiwat, a proxy from Thai Investors Association

How is the business operation of The Seahorse in which the Company made investment and what is the prediction of the Company on the effect of the interests that tend to increase?

A: Mr. Pongthep Leungsuwan, Director and Chief Administrative Officer

Currently, The Seahorse is at the state of soft opening in which the Company has received feedback from the freight forwarders and travellers, and the Company has used that information for improvement and to consider to expand the route in order to elevate the potential of the business operation which will be further proposed to the meeting in case there is any updates.

Currently, The Seahorse has no additional transaction apart from the purchase agreement of the ferry where the interest rate is negotiated throughout the term of the agreement. Therefore, The Seahorse has no additional issue with regard to the change of the interest rate.

Q: Mr. Prasarn Kerdyu, a shareholder present in person

Which are the subsidiaries that suffer loss and how much is the loss?

A: Ms. Pimkarn Leungsuwan Director and Chief Financial Officer

There are 2 companies, one is the affiliated company that invests in C0 Terminal in which the Company holds 49 percent of its total shares. In fact, the affiliated company makes profit continuously; however, the amount of the investment is greater than the amount of profit the affiliated company generated. Therefore, it affects the overall figures.

For the other company, The Seahorse, as the subsidiary, has accumulated loss at approximately THB 80 million.

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

Resolution The Meeting acknowledged the Company's operational results for the fiscal year ended 31 December 2021.

Agenda 3 To consider the auditors' report and approve the Company and its subsidiary's report and consolidated financial statements for the fiscal year ended 31 December 2021

Ms. Pimkarn Leungsuwan, Director and Chief Financial Officer informed the Meeting that, in order to comply with 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 shall prepare a statement of financial position and statement of comprehensive income at the end of the fiscal year of the Company and propose to the general meeting of shareholders for approval.

For statement of financial position and statement of comprehensive income for the fiscal year ended 31 December 2021 which was audited and signed by the auditor from EY Office Limited, Ms. Sumana Punpongsanon and approved by the Audit Committee and the Board of Directors in order to propose to the shareholders' meeting as appeared in the attachment 2.

Therefore, the Board of Directors was of the opinion to propose the Meeting to consider and approve the audited financial statements for the fiscal year ended 31 December 2021 of the Company and the Company's subsidiary.

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 resolved to approve as follow:

1. Acknowledged the auditor's report of the year 2021;
2. Approved the financial statements of the Company and its subsidiary for the fiscal year ended 31 December 2021 which was audited by Ms. Sumana Punpongsanon, the Certified Public Accountant (Thailand) from EY Office Limited, with voting results as follows:

Shareholders voting	Number of Votes	Percentage
Approved	917,693,100	100.0000
Disapproved	20	0.0000
Abstained	0	Not being counted
Voided ballot(s)	0	Not being counted
Total	917,693,120	100.0000

Remark: In this agenda, the number of shareholders attended the Meeting decreased by 1 person whereby the number of shares decreased by 1,000 shares.

Agenda 4 To consider and approve distribution of dividend payment derived from operational results for the year 2021

Ms. Pimkarn Leungsuwan, Director and the Chief Financial Officer, informed the Meeting as follows:

The Company acknowledged the net profit from the separate financial statement for the fiscal year ended 2021 of THB 204,937,479, provided that the dividend shall be paid at THB 198,400,000 or equivalent to the rate of THB 0.16 per share (Sixteen Satang) from the par value of THB 0.50 per share (Fifty Satang).

In this regard, the Company determined the date for determining the names of the shareholders who shall be entitled to receive such dividend payment (Record Date) on 6 May 2022. The dividend shall be paid on 26 May 2022. The details of the dividend policy and the comparative information on dividend payment are shown in attachment 3.

As of 31 December 2021, the Company has the legal reserved amount of THB 62,000,000 which has already reached 10% of the registered capital. The Board of Director proposed to not make additional legal reserve.

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

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

Resolution The Meeting considered and resolved to approve the dividend payment at the rate of THB 0.16 per share (Sixteen Satang) with no legal reserve appropriation as follows:

Shareholders voting	Number of Votes	Percentage
Approved	917,671,720	99.9977
Disapproved	21,400	0.0023
Abstained	0	Not being counted
Voided ballot(s)	0	Not being counted
Total	917,693,120	100.0000

Remark: In this agenda, the number of shareholders attended the Meeting was the same as the previous agenda.

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

Mrs. Benchawan Srangnitra, Chairwoman of the Nomination, Compensation and Corporate Governance Committee informed the Meeting that according to Section 71 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Articles 17 and 36 (4) of the Company's Articles of Association, the Meeting is required to elect the directors to replace those who are due to retire by rotation by one-thirds (1/3) of the total number of directors annually. For the 2022 Annual General Meeting of Shareholders, the number of the directors who are due to retire by rotation consists of 4 directors based on the longest term in office are as follows:

1. Dr. Theparak Leungsuwan Director
2. Ms. Pimkarn Leungsuwan Director

- | | | |
|----|---------------------------|---|
| 3. | Dr. Sunee Sornchaitanasuk | Director, Chairwoman of the Audit Committee and Independent Director |
| 4. | Dr. Vichya Kreangam | Director, Member of the Audit Committee, Member of the Nomination, Compensation and Corporate Governance Committee and Independent Director |

In this regard, the Company allowed the shareholders to nominate the individual to be elected as the Company's directors on the Company's website from 29 October 2021 to 31 January 2022, but none of the shareholders nominated any person to be elected as the Company's directors. The profiles of each director are appeared in the attachment 4.

At this Meeting, there were 2 directors who were being nominated to be Independent Director, namely Dr. Sunee Sornchaitanasuk and Dr. Vichya Kreangam in which Dr. Vichya Kreangam has been in the position for 6 years and 2 months and will be 9 years 2 months in total if approved by the Meeting.

The Nomination, Compensation and Corporate Governance Committee viewed that all 4 directors have qualifications and have used their experience for the benefit the Company. It is viewed that the nominated independent directors are able to provide opinions independently and their qualifications are aligned with all the qualifications specified in the relevant regulations. For the director who has been in the position for more than 9 consecutive years (including the independent period up to full term), such director has used his knowledge, proficiency and rendered beneficial suggestion for the Company's operation. The Committee then proposed to the Board of Directors to propose the Meeting for the approval of re-election of all 4 directors.

The Chairman informed the Meeting to cast the votes for each nominated director individually and separately for this agenda as to comply with the good corporate governance.

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 all shareholders attending the Meeting and casting their votes.

Resolution

The Meeting considered and resolved to approve all of the 4 directors, who are due to retire by rotation, to be re-elected as the directors of the Company for another term as proposed as follows:

1. Dr. Theparak Leungsuwan, Director

Shareholders voting	Number of Votes	Percentage
Approved	917,693,100	100.0000
Disapproved	20	0.0000
Abstained	0	Not being counted
Voided ballot(s)	0	Not being counted
Total	917,693,120	100.0000

2. Ms. Pimkarn Leungsuwan, Director

Shareholders voting	Number of Votes	Percentage
Approved	917,693,100	100.0000

Disapproved	20	0.0000
Abstained	0	Not being counted
Voided ballot(s)	0	Not being counted
Total	917,693,120	100.0000

3. Dr. Sunee Sornchaitanasuk, Director, Chairwoman of the Audit Committee and Independent Director

Shareholders voting	Number of Votes	Percentage
Approved	917,693,100	100.0000
Disapproved	20	0.0000
Abstained	0	Not being counted
Voided ballot(s)	0	Not being counted
Total	917,693,120	100.0000

4. Dr. Vichya Kreangam, Director, Member of the Audit Committee, Member of the Nomination, Compensation and Corporate Governance Committee and Independent Director

Shareholders voting	Number of Votes	Percentage
Approved	852,655,700	92.9129
Disapproved	65,037,420	7.0871
Abstained	0	Not being counted
Voided ballot(s)	0	Not being counted
Total	917,693,120	100.0000

Remark: In this agenda, the number of shareholders attended the Meeting was the same as the previous agenda.

Agenda 6 To consider and approve the directors' remuneration for the year 2022

Mrs. Benchawan Srangnitra, Chairwoman of the Nomination, Compensation and Corporate Governance Committee informed the Meeting that the Committee has duly considered on the remuneration of the Board of Directors and the Sub-Committee by considering the Company's performance, the comparison with the same industry standard and the knowledge, capability, and experience of the directors. The Committee therefore approved and proposed to the Board of Directors to propose to the 2022 Annual General Meeting to consider and approve the meeting allowance as the only remuneration for the Board of Directors and the Sub-Committees without other forms of remuneration. The rate of the meeting allowance is **increased by 5 percent** from the previous year as described in the attachment 5, the details of which are as follows:

Meeting Allowance	2021 (THB/Meeting)	2022 (THB/Meeting)	Increased Amount (percentage)
Chairman of the Board of Directors	57,000	59,850	5
Director	26,000	27,300	5
Chairman of the Audit Committee	32,000	33,600	5
Member of the Audit Committee	21,000	22,050	5

Meeting Allowance	2021 (THB/Meeting)	2022 (THB/Meeting)	Increased Amount (percentage)
Chairman of the Nomination, Compensation and Corporate Governance Committee	27,000	28,350	5
Member of the Nomination, Compensation and Corporate Governance Committee	16,000	16,800	5

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

Voting

The resolution on this agenda shall be approved by the votes of no less than two-thirds (2/3) of the total votes of the shareholders present at the Meeting.

Resolution

The Meeting considered and resolved to approve the directors' remuneration for the year 2022 as so proposed with the voting results as follows:

Shareholders voting	Number of Votes	Percentage
Approved	917,493,100	100.0000
Disapproved	20	0.0000
Abstained	0	0.0000
Voided ballot(s)	0	Not being counted
Total	917,493,120	100.0000

Remark: In this agenda, the number of shareholders attended the Meeting decreased by 1 person whereby the number of shares decreased by 200,000 shares.

Agenda 7

To consider and approve the appointment of auditors and to fix the audit fee for the year 2022

Dr. Sunee Sornchaitanasuk, Chairwoman of the Audit Committee, informed the Meeting that, in order to comply with 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 shareholders' annual general meeting shall consider and approve the appointment of auditor and the determination of the audit fee.

The Board of Directors agreed with the Audit Committee's opinion to propose to the Annual General Meeting of Shareholders to appoint the following auditors from EY Office Limited to be the auditors of the Company for the fiscal year 2022:

- | | |
|----------------------------------|---|
| 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 selected the auditors in accordance with the criteria specified in the Public Companies Limited Act B.E. 2535 (1992) (as amended) and the relevant Notification of the Capital Market Supervisory Board and was of the opinion that EY Office Limited owns the network which covers various countries and is well-recognized for being selected to be auditors of other listed companies in the Stock Exchange of Thailand. The Audit Committee also found that the auditors from EY Office Limited are knowledgeable, capable, independent

and appropriate, as well as, having performed their duties with responsibilities and having in-depth knowledge of the Company's nature of business.

In this regard, none of the proposed auditors mentioned above have performed the duty over 7 fiscal years as specified by the Notification of the Capital Market Supervisory Board and neither EY Office Limited nor the proposed auditors have any relationship with or any interest in the Company, its subsidiaries, management, major shareholders or the related persons of such persons in the nature that may affect the independency in performing their duty.

For the audit fee for the fiscal year ended 2022 in the amount of THB 1,380,000, the Audit Committee considered that such audit fee offered by EY Office Limited is reasonable considering the scope of work and quality. Therefore, the Committee proposed to the Board of Directors to consider proposing the Meeting for approval.

In addition, in order to ensure that the preparation of financial statements will be on time, the auditors of EY Office Limited were also nominated as the auditors of the Company's subsidiary (The Seahorse) for 2022 for the audit fee of not exceeding THB 360,000.

The details of the audit fees and profile of the auditors are provided in the attachment 6.

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

Voting

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

Resolution

The Meeting considered and resolved to approve the appointment of auditors from EY Office Limited as the Company's auditors for the fiscal year 2022, namely:

- | | |
|---------------------------------|---|
| 1. Mrs. Gingkarn Atsawarangsali | 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 , |

and resolved to approve the determination of the audit fee for the fiscal year 2022 at THB 1,380,000 as so proposed and acknowledged that the auditors from EY Office Limited will be the auditors for the subsidiary company for the fiscal year 2022 for the audit fee of not exceeding THB 360,000, with the voting results as follows:

Shareholders voting	Number of Votes	Percentage
Approved	917,493,100	100.0000
Disapproved	0	0.0000
Abstained	20	Not being counted
Voided ballot(s)	0	Not being counted
Total	917,493,120	100.0000

Remark: In this agenda, the number of shareholders attended the Meeting was the same as the previous agenda.

Agenda 8 To consider other businesses (if any)

The Chairman informed the Meeting that to consider other businesses, the Securities and Exchange Act B.E. 2535 (1992) (as amended) and the guideline of the Company's corporate governance policy allow one or more shareholder(s) with the voting right of not less than 5% of the total voting rights of the Company to propose any additional agenda of the

shareholders' meeting to the Board of Directors. In this regard, the Company gave the shareholders an opportunity to propose an agenda via the Company's website; however, no shareholders made any proposal.

The Chairman gave the Meeting an opportunity to express opinions and make inquiries before casting the votes for this additional agenda. The shareholders expressed their opinions and made were as follows:

Q: Mrs. Pornthip Kittichaiwat, a proxy from Thai Investors Association

Why does the Dr. Vichya Kreangam has been in the position for 9 years 2 months?

A: Mrs. Benchawan Srangnitra, Chairwoman of the Nomination, Compensation and Corporate Governance Committee

Dr. Vichaya Kreangam has been in the position since 25 February 2016. Therefore, if Dr. Vichaya Kreangam is elected as an independent director, he will be in this position for the total of 9 years 2 months.

Q: Mr. Prasarn Kerdyu, a shareholder present in person

What is the prediction of the loss in subsidiary and affiliated company (The Seahorse and C0 Terminal) in this year?

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

In 2022, C0 Terminal has improved the company's turnover comparing to 2021. However, the ratio of the average annual investment fund of C0 Terminal overrides the profit resulting in the negative overall revenue. As such, C0 Terminal provided services to many projects, including drilling rig company, and etc. In 2022, it is expected that C0 Terminal will constantly generate profits according to the continuity projects from 2021.

A: Mr. Pongthep Leungsuwan, Director and Chief Administrative Officer

The Seahorse is considered as a new business model in Thailand where it may need some period of time to make public relations. The company has surveyed feedback from the customers, many of which are positive. On the other hand, for the issue of the loss, the company may need to gain confidence from the customers since this is a new business model in Thailand and is still in the period of soft opening.

With regard to the cost, the company is considering to improve cost reduction, e.g., the replacement of fuel by other resources. The Seahorse expected that it will receive more acceptance from the customers by the end of this year.

Q: Mr. Prasarn Kerdyu, a shareholder present in person

What is the plan for Project to Cooperate for Develop and Setting-up the Oil & Gas Asset Retirement Services in Thailand, as a One-stop Service by International Standard and how much and in which year does the company expected to generate income from this business?

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

In Thailand, there is no one stop service of Project for Develop and Setting-up the Oil & Gas Asset Retirement Services in Thailand, such as the deassembling platforms and pipes, drilling holes, including transporting and destroying the rigs. The Company foresees that this is the opportunity to provide warehouse service or other areas in operating this business. Currently, the Company has prepared MOU with the trading partners of the Company, namely The Bangkok Dock (1975) Co., Ltd. under the operation of the Royal Thai Navy who has the expertise on the maritime transportation and SINOPEC group who has the expertise on the decommissioning of rigs with high technologies. Therefore, if the cooperation is successful, it shall participate in the bid and it is expected to generate income in a long term.

A: Dr. Borwornsak Uwanno, Professor Emeritus, Chairman of the Board of Director and Independent Director

The Company is still in the process of preparing the preliminary agreement. The Company has not yet signed the agreement.

Q: Mr. Prasarn Kerdyu, a shareholder present in person

What are the expected profits of the Company in 2022?

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

In the present, the global economy is affected by the war. The Company will try to maintain the benefits of shareholders. With the expanded warehouse, the Company expects to receive more income in the year 2022. In addition, even though the amount of the cars passing through terminal does not increase abruptly, the Company plans to maintain the volume of the service for cars not less than the volume in 2021.

Q: Ms. Suwanee Chiansirikraiut, a shareholder present in person

What is the strength of the route provided by Seahorse? Does the monsoon affect the service or not?

A: Mr. Pongthep Leungsuwan, Director and Chief Administrative Officer

The ferry can be used under the condition of wave height at 5.5 meters. In general, the Gulf of Thailand has the wave height at 3 meters. Due to the length of the ferry of 138 meters and width of 24 meters, the ferry cannot sail near the shore area in the Sattahip – Songkhla route. Therefore, the strength of this ferry is that it sails 140 kilometers away from the shore. Additionally, because of its large size, this does not cause the movement rocking, as well as it will be appeared on radars, including control units and marine traffic application that can indicate the location of the ferry all the time. Moreover, the captains are professional with the experience in sailing international cruises. Therefore, there is nothing to worry for our sailing in the Gulf of Thailand.

Furthermore, Songkhla is one of the provinces with connection to various areas in Thailand, as well as, tourist spots.

The Chairman thanked all attendees and adjourned the Meeting at 15.30 hrs.

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

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

For consideration of Agenda 4: To consider and approve distribution of dividend payment derived from operational results for the year 2022

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		
	2020	2021	2022
Net Profit of the Separated Financial Statements (THB)	252,576,360	204,937,479	285,950,930
Net Profit of the statement of financial position is applied by equity method / the Consolidated Financial Statements (THB)	227,406,221	203,169,919	208,575,286
<u>Dividend payment</u>			
Year-end dividend (THB per share)	0.20	0.16	0.22
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
Legal reserve (THB)	62,000,000	62,000,000	62,000,000
Total dividend payment (THB)	248,000,000	198,400,000	272,800,000
Dividends payout ratio (%) ¹	98.19	96.81	95.40

Remark:

¹ 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

Name and Surname	Dr. Borwornsak Uwanno, Professor Emeritus
Contact at	1168/52 (Lumpini Tower 19 th Floor) Rama IV Road, Thungmahamek, Sathorn, Bangkok 10120
Age (years)	68
Nationality	Thai
Type of appointment	<ul style="list-style-type: none"> Chairman of the Board of Directors Independent Director
Current positions	<ul style="list-style-type: none"> Chairman of the Board of Directors Independent Director
First appointment date of director	25 February 2016
Tenure (as of 30 April 2023)	7 years 2 months
First appointment date of Independent director	25 February 2016
Tenure (as of 30 April 2023)	7 years 2 months
Highest degree	Doctorate Degree in Public Law, Université de Paris X (Nanterre (mention très bien))
Training by Thai Institute of Directors Association (IOD)	Director Accreditation Program (DAP), (2004)
Percent of shares held in the Company including the number of shares held by spouse and minor children, as of 31 December 2022	1,336,000 shares or equivalent to 0.11 %
Legal offense record in the past 10 years	-None-
Family Relations among directors and management	-None-



Other present positions in Listed Companies	Period	Position	Companies/Other entities
	Present	Chairman of the Board of Directors	General Engineering PLC.
	Present	Independent Director	General Engineering PLC.
Positions in Non-Listed Companies	Period	Position	Companies/Other entities
	Present	Independent Director	Glow Energy PLC.
	Present	Member	King Prajadhipok's Institute Council
	Present	Member	Office of the Royal Society
	Present	Chairperson of the 13 th law committee	Office of the Council of State
	Present	Member of Law Reform Commission	Office of the Council of State
	Present	Director	Thailand Science Research and Innovation
	Present	Member	Council of Silpakorn University
	Present	Member	Chiang Mai University Council
	Present	President of the Council	Songkhla Rajabhat University

	Present Present	President of the Council Member of Higher Education, Science, Research and Innovation Reform	Bunditpatanasilpa Institute Ministry of Higher Education, Science, Research and Innovation
Past Professional Experience	Period	Position	Companies/Other entities
	2007 - 2021	Chairman of the Board of Directors	Eternal Energy PLC.
	2007 - 2021 2014 - 2015	Independent Director First Vice Chairman of the National Reform Council	Eternal Energy PLC. The National Reform Council Royal
	2014 - 2015	Chairman of the Constitution Drafting Committee	
	2006 - 2014 2003 - 2005	Secretary General Secretaries General of the Cabinet	King Prajadhipok's Institute
	2003 - 2014 1995 - 1999	Member Dean	Bank of Thailand Faculty of Law Chulalongkorn University
Position in Rival Companies/ Connected Business that may cause conflict of interest	-None of positions-		
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 2022	The Board of Directors Meeting was 5 times out of the total of 5 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-		

Name and Surname	Mrs. Benchawan Srangnitra		
Contact at	1168/52 (Lumpini Tower 19 th Floor) Rama IV Road, Thungmahamek, Sathorn, Bangkok 10120		
Age (years)	72		
Nationality	Thai		
Type of appointment	<ul style="list-style-type: none"> • Director • Chairwoman of the Nomination, Compensation and Corporate Governance Committee • Member of the Audit Committee • Independent Director 		
Current positions	<ul style="list-style-type: none"> • Director • Chairwoman of the Nomination, Compensation and Corporate Governance Committee • Member of the Audit Committee • Independent Director 		
First appointment date of director	13 September 2011		
Tenure (as of 30 April 2023)	11 years 7 months		
First appointment date of Independent director	13 September 2011		
Tenure (as of 30 April 2023)	11 years 7 months		
Highest degree	Doctor of Public Administration, Bangkokthonburi University		
Training by Thai Institute of Directors Association (IOD)	<ul style="list-style-type: none"> • Audit Committee Program (ACP) Class 37/2011 • Successful Formulation & Execution of Strategy Program (SFE) Class 12/2011 • Director Certification Program (DCP) Class 136/2010 		
Percent of shares held in the Company including the number of shares held by spouse and minor children as of 31 December 2022	0 share or equivalent to 0.00%		
Legal offense record in the past 10 years	-None-		
Family Relations among directors and management	-None- -		
Other present positions in Listed Companies	-None of positions-		
Positions in Non-Listed Companies	Period	Position	Companies/Other entities
	Present	Member of National Reform Committee on Public Administration	Office of the National Economic and Social Development Council
	Present	Member	Office of the Council State



Past Professional Experience	Period	Position	Companies/Other entities
	2015 - 2017	Member of National Development Steering Assembly	The house of Representatives
	2014 - 2015	Member of National Reform Steering Assembly	The house of Representatives
	2010 – 2011	Assistant Minister	Office of the Prime Minister
	2009 - 2010	Secretary-General	Office of the Civil Service Commission
Position in Rival Companies/ Connected Business that may cause conflict of interest	-None of positions-		
Skill & Expertise	Human resource management, organization management and risk management		
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 2022	<ul style="list-style-type: none">• The Board of Directors Meeting was 5 times out of the total of 5 times, equivalent to 100%• The Audit Committee Meeting was 4 times out of the total of 4 times, equivalent to 100%• The Nomination, Compensation and Corporate Governance Committee Meeting was 2 times out of the total of 2 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-		

Name and Surname	Mr. Dhananant Leungsuwan		
Contact at	1168/52 (Lumpini Tower 19 th Floor) Rama IV Road, Thungmahamek, Sathorn, Bangkok 10120		
Age (years)	69		
Nationality	Thai		
Type of appointment	Director		
Current positions	<ul style="list-style-type: none"> • Director • Non-executive Director 		
First appointment date of director	13 September 2011		
Tenure (as of 30 April 2023)	11 years 7 months		
Highest degree	Barrister-at-Law, Institute of Legal Education, Thai Bar Association		
Training by Thai Institute of Directors Association (IOD)	<ul style="list-style-type: none"> • Family Business Governance (FBG), Class 12/2018 • Anti-Corruption : The practical Guide (ACPG), Class 14/2014 • Financial Statements for Directors (FSD), Class 21/2013 • Director Accreditation Program (DAP), Class 90/2011 • Director Certification Program (DCP), Class 151/ 2011 		
Percent of shares held in the Company including the number of shares held by spouse and minor children as of 31 December 2022	19,397,200 shares or equivalent to 1.56%		
Legal offense record in the past 10 years	-None-		
Family Relations among directors and management	Younger brother of Dr. Theparak Leungsuwan and older brother of Ms. Pensri Leungsuwan and Ms. Pimkam Leungsuwan		
Other present positions in Listed Companies	-None of positons-		
Positions in Non-Listed Companies	Period	Position	Companies/Other entities
	2018 - Present	Director	Sumittaya sabmai Co., Ltd.
	2018 - Present	Director	Sabholding and Land Co., Ltd.
	2018 - Present	Director	Lueungskosin Co., Ltd.
	2017 - Present	Managing Director	Cosiam Transport Co., Ltd.
	1996 - Present	Executive Director	N & B Cranage Co., Ltd.
	1993 - Present	Director	COSCO SHIPPING Lines (Thailand) Co., Ltd.
	1993 - Present	Director	Cosiam Transport Co., Ltd.
	1990 - Present	Director	Dear Power Co., Ltd.
	1983 - Present	Director	Nam Yuen Yong Shipping Co., Ltd.
	1972 - Present	Executive Director	Pornchareon Estate Co., Ltd.
	1972 - Present	Managing Director	Pornchareon Estate Co., Ltd.
	1971 - Present	Director	The Leungsuwan Estate Co., Ltd.
Past Professional Experience	Period	Position	Companies/Other entities
	2018 - 2021	Director	Klinbua Co., Ltd.
	2018 - 2021	Director	Sumittaya sakornasset Co., Ltd.
	1998 - 2020	Director	Gold Ship Co., Ltd.
	2011- 2019	Director	Panmarine Shipping Co., Ltd.



	2010 - 2019	Director	Namyong Maritime Co., Ltd.
Position in Rival Companies/ Connected Business that may cause conflict of interest	-None of positions-		
Skill & Expertise	Logistics, plan and strategy and management		
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 2022	The Board of Directors Meeting was 5 times out of the total of 5 times, equivalent to 100%		

Name and Surname	Ms. Pensri Leungsuwan		
Contact at	1168/52 (Lumpini Tower 19 th Floor) Rama IV Road, Thungmahamek, Sathorn, Bangkok 10120		
Age (years)	67		
Nationality	Thai		
Type of appointment	Director		
Current positions	<ul style="list-style-type: none"> • Director • Non-executive Director • Authorized Director 		
First appointment date of director	19 March 2002		
Tenure (as of 30 April 2023)	21 years 1 month		
Highest degree	E.D.A. (Management), Bangkok Business College		
Training by Thai Institute of Directors Association (IOD)	Director Accreditation Program (DAP), Class 92/2011		
Percent of shares held in the Company including the number of shares held by spouse and minor children as of 31 December 2022	19,250,200 shares or equivalent to 1.55 %		
Legal offense record in the past 10 years	-None-		
Family Relations among directors and management	Younger sister of Dr. Theparak Leungsuwan, Mr. Dhananant Leungsuwan and older sister of Ms. Pimkarn Leungsuwan		
Other present positions in Listed Companies	-None of positions-		
Positions in Non-Listed Companies	Period	Position	Companies/Other entities
	2018 - Present	Director	Sumit and Malee Co., Ltd.
	2018 - Present	Director	Sumittaya sabmai Co., Ltd.
	2018 - Present	Director	Sabholding and Land Co., Ltd.
	2018 - Present	Director	Lueungskosin Co., Ltd.
	1996 - Present	Executive Director	N & B Cranage Co., Ltd.
	1990 - Present	Director	Dear Power Co., Ltd.
	1987 - Present	Executive Director	Cots shipping Co., Ltd.
	1986 - Present	Executive Director	Vescon Tugboat and Marine Service Co., Ltd.
	1983 - Present	Executive Director	Nam Yuen Yong Shipping Co., Ltd.
	1983 - Present	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.
Past Professional Experience	Period	Position	Companies/Other entities
	2018 - 2021	Director	Klinbua Co., Ltd.
	2018 - 2021	Director	Sumittaya sakornasset Co., Ltd.
	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.



Position in Rival Companies/ Connected Business that may cause conflict of interest	-None of positions-
Skill & Expertise	Logistics, plan and strategy, marketing and management
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 2022	The Board of Directors Meeting was 5 times out of the total of 5 times, equivalent to 100%

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 2023

The Board of Directors Meeting No. 1/2023 has considered and resolved to approve the directors' and sub-committees' remuneration for the year 2023 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 2023 shall be **at the same rate** as the year 2022 as follows:

Details on remuneration of directors and its sub-committees

Meeting Allowance	2022	2023	Increased
	(THB/Meeting)	(THB/Meeting)	(%)
Chairman of the Board of Directors	59,850	59,850	0
Director	27,300	27,300	0
Chairman of the Audit Committee	33,600	33,600	0
Member of the Audit Committee	22,050	22,050	0
Chairman of the Nomination, Compensation and Corporate Governance Committee	28,350	28,350	0
Member of the Nomination, Compensation and Corporate Governance Committee	16,800	16,800	0

For consideration of the Agenda 7: To consider and approve the appointment of auditors and to fix the audit fee for the year 2023

For consideration to appoint the Company's auditors for the year 2023

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 2023 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	9	2
Ms. Sumana Punpongsanon	5872	5	3
Mr. Chayapol Suppasedtanon	3972	7	4
Ms. Rosaporn Decharkom	5659	3	0
Ms. Pimjai Manitkajohnkit	4521	5	0

Remark:

1. Number of years is based on fiscal year started from 2014 to 2022
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 2023

	2022 (THB)	2023 (THB)	Changing increased (decreased) (%)
Audit fee of the company	1,380,000	1,380,000	0.00
Other fees	0	0	0.00
Totaling audit fees	1,380,000	1,380,000	0.00

For acknowledgement of Auditor fee for the year 2023 of The Seahorse Ferries Co., Ltd.

	2022 (THB)	2023 (THB)	Changing increased (decreased) (%)
Audit fee of the company	360,000	360,000	0.00
Other fees	0	0	0.00
Totaling audit fees	360,000	360,000	0.00

Profiles and experience of Auditors

Name- Surname	Mrs.Gingkarn Atsawarangsalit
Certified Public Accountant No.	4496
Auditor firm	EY Office Limited
Qualifications	Certified Public Accountant of Thailand
Experience of the external auditor of listed companies	<ul style="list-style-type: none"> • Home Product Center Public Company Limited • Lohakit Metal Public Company Limited • SVI Public Company Limited • People's Garment Public Company Limited • Eastern Star Real Estate Public Company Limited • MBK Public Company Limited • Siam Wellness Group Public Company Limited • Total Access Communication Public Company Limited
Percent of shares held in the Company including the number of shares held by spouse and minor children, as of 31 December 2022	0 share or equivalent to 0.00%
Relationship with or any interest in the Company, subsidiaries, management, major shareholders or the related persons	-None-

Name- Surname	Ms. Sumana Punpongsanon
Certified Public Accountant No.	5872
Auditor firm	EY Office Limited
Qualifications	Certified Public Accountant of Thailand
Experience of the external auditor of listed companies	<ul style="list-style-type: none"> • NCL International Logistics Public Company Limited • Chumporn Palm Oil Industry Public Company Limited • Home Product Center Public Company Limited • Lohakit Metal Public Company Limited • Ananda Development Public Company Limited • Modernform Group Public Company Limited • Siam Wellness Group Public Company Limited • AIRA Capital Public Company Limited • Asia Plus Group Holding Public Company Limited • Bangkok Aviation Fuel Public Company Limited
Percent of shares held in the Company including the number of shares held by spouse and minor children, as of 31 December 2022	0 share or equivalent to 0.00%

Relationship with or any interest in the Company, subsidiaries, management, major shareholders or the related persons

-None-

Name- Surname
Certified Public Accountant No.
Auditor firm
Qualifications
Experience of the external auditor of listed companies

Mr. Chayapol Suppasdtanon
 3972
 EY Office Limited
 Certified Public Accountant of Thailand

- Crown Seal Public Company Limited
- Eastern Star Real Estate Public Company Limited
- People's Garment Public Company Limited
- Polyplex (Thailand) Public Company Limited
- Chumporn Palm Oil Industry Public Company Limited
- SVI Public Company Limited
- Wice Logistics Public Company Limited

 0 share or equivalent to 0.00%

Percent of shares held in the Company including the number of shares held by spouse and minor children, as of 31 December 2022
Relationship with or any interest in the Company, subsidiaries, management, major shareholders or the related persons

-None-

Name- Surname
Certified Public Accountant No.
Auditor firm
Qualifications
Experience of the external auditor of listed companies

Ms. Rosaporn Decharkom
 5659
 EY Office Limited
 Certified Public Accountant of Thailand

- Laguna Resorts & Hotels Public Company Limited
- Chewathai Public Company Limited
- Quality houses Public Company Limited
- Land and Houses Public Company Limited
- Jay Mart Public Company Limited
- FN Factory Outlet Public Company Limited

 0 share or equivalent to 0.00%

Percent of shares held in the Company including the number of shares held by spouse and minor children, as of 31 December 2022
Relationship with or any interest in the Company, subsidiaries, management, major shareholders or the related persons


-None-


Name- Surname	Ms. Pimjai Manitkajohnkit
Certified Public Accountant No.	4521
Auditor firm	EY Office Limited
Qualifications	Certified Public Accountant of Thailand
Experience of the external auditor of listed companies	<ul style="list-style-type: none"> • Laguna Resorts & Hotels Public Company Limited • S. Khonkaen Foods Public Company Limited • Modernform Group Public Company Limited • SVI Public Company Limited • Total Access Communication Public Company Limited • Crown Seal Public Company Limited • Bangkok Aviation Fuel Public Company Limited • Power Solution Technologies Public Company Limited • Quality houses Public Company Limited • Sansiri Public Company Limited
Percent of shares held in the Company including the number of shares held by spouse and minor children, as of 31 December 2022	0 share or equivalent to 0.00%
Relationship with or any interest in the Company, subsidiaries, management, major shareholders or the related persons	-None-

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

Name and Surname	Dr. Borwornsak Uwanno, Professor Emeritus
Age (years)	68
Contact at	1168/52 (Lumpini Tower 19 th Floor) Rama IV Road, Thungmahamek, Sathorn, Bangkok 10120
Nationality	Thai
Current positions	<ul style="list-style-type: none"> Chairman of the Board of Directors Independent Director
First appointment date of director	25 February 2016
Tenure (as of 30 April 2023)	7 years 2 months
Highest degree	Doctorate Degree in Public Law, Université de Paris X (Nanterre (mention très bien))
Training by Thai Institute of Directors Association (IOD)	Director Accreditation Program (DAP), (2004)
Percent of shares held in the Company including the number of shares held by spouse and minor children as of 31 December 2022	1,336,000 shares or equivalent to 0.11 %
Legal offense record in the past 10 years	-None-
Family relations between directors and management	-None-
Conflict of Interest	<ul style="list-style-type: none"> No special conflict of interest which is different from other directors in all of the proposed agendas in this shareholders' meeting 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 Special conflict of interest in Agenda 6: To consider and approve the directors' remuneration for the year 2023



Name and Surname	Dr. Sunee Sornchaitanasuk	
Age (years)	61	
Contact at	1168/52 (Lumpini Tower 19 th Floor) Rama IV Road, Thungmahamek, Sathorn, Bangkok 10120	
Nationality	Thai	
Current positions	<ul style="list-style-type: none"> • Director • Chairwoman of the Audit Committee • Independent Director 	
First appointment date of director	23 August 2016	
Tenure (as of 30 April 2023)	6 years 8 months	
Highest degree	Doctor, Communication Management Program, Suan Dusit University	
Training by Thai Institute of Directors Association (IOD)	2022 Chairman Forum 2022 “Chairing The Unknown Future” 2020 Strategic Board Master Class 8/2020 (SBM) 2019 Ethical Leadership Program Class 16/2019 (ELP) 2017 Strategic Board Master Class 1/2017 (SBM) 2013 Successful Formulation and Execution of Strategy Class 17/2013 (SFE) 2008 <ul style="list-style-type: none"> • Role of the Chairman Program Class 18/2008 (RCP) • Monitoring the Internal Audit Function Class 2/2008 (MIA) • Monitoring the System of Internal Control and Risk Management Class 3/2008 (MIR) • Chartered Director Class, Class 3/2008 (CDC) 2007 Quality of Financial Reporting Class 5/2007 (QFR) 2005 <ul style="list-style-type: none"> • Director Diploma Examination 18/2005 (Fellow Member) • Audit Committee Program Class 5/2005 (ACP) • Director Certification Program Class 53/2005 (DCP) 2004 Director Accreditation Program Class 28/2004 (DAP)	
Percent of shares held in the Company including the number of shares held by spouse and minor children as of 31 December 2022	0 share or equivalent to 0.00%	
Legal offense record in the past 10 years	-None-	
Family relations between directors and management	-None-	
Conflict of Interest	<ul style="list-style-type: none"> • No special conflict of interest which is different from other directors in all of the proposed agendas in this shareholders’ meeting • Special conflict of interest in Agenda 6: To consider and approve the directors’ remuneration for the year 2023 	

Name and Surname	Mrs. Benchawan Srangnitra	
Age (years)	72	
Contact at	1168/52 (Lumpini Tower 19 th Floor) Rama IV Road, Thungmahamek, Sathorn, Bangkok 10120	
Nationality	Thai	
Current positions	<ul style="list-style-type: none"> • Director • Chairwoman of the Nomination, Compensation and Corporate Governance Committee • Member of the Audit Committee • Independent director 	
First appointment date	13 September 2011	
Tenure (as of 30 April 2023)	11 years 7 months	
Highest degree	Doctor of Public Administration, Bangkokthonburi University	
Training by Thai Institute of Directors Association (IOD)	<ul style="list-style-type: none"> • Audit Committee Program (ACP) Class 37/2011 • Successful Formulation & Execution of Strategy Program (SFE) Class 12/2011 • Director Certification Program (DCP) Class 136/2010 	
Percent of shares held in the Company including the number of shares held by spouse and minor children as of 31 December 2022	0 share or equivalent to 0.00 %	
Legal offense record in the past 10 years	-None-	
Family relations between directors and management	-None-	
Conflict of Interest	<ul style="list-style-type: none"> • No special conflict of interest which is different from other directors in all of the proposed agendas in this shareholders' meeting • 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 • Special conflict of interest in Agenda 6: To consider and approve the directors' remuneration for the year 2023 	

Documents Required to be Presented Before Attending the Meeting, Proxy Appointment Requirements, Registration and Voting in the 2023 Annual General Meeting of the Shareholders

For the convenience of the registration of the 2023 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, 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 **Tuesday 18 April 2023** 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 1 hour before the commencement of the meeting or from **12.30 hours** onward at **Cattleya, 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.

- 25/1. 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.

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.

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.

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 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 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.

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.

- 32/1. 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.

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.

Request Form for the Hard Copy of 56-1 One report/Annual Report 2022

To Shareholders,

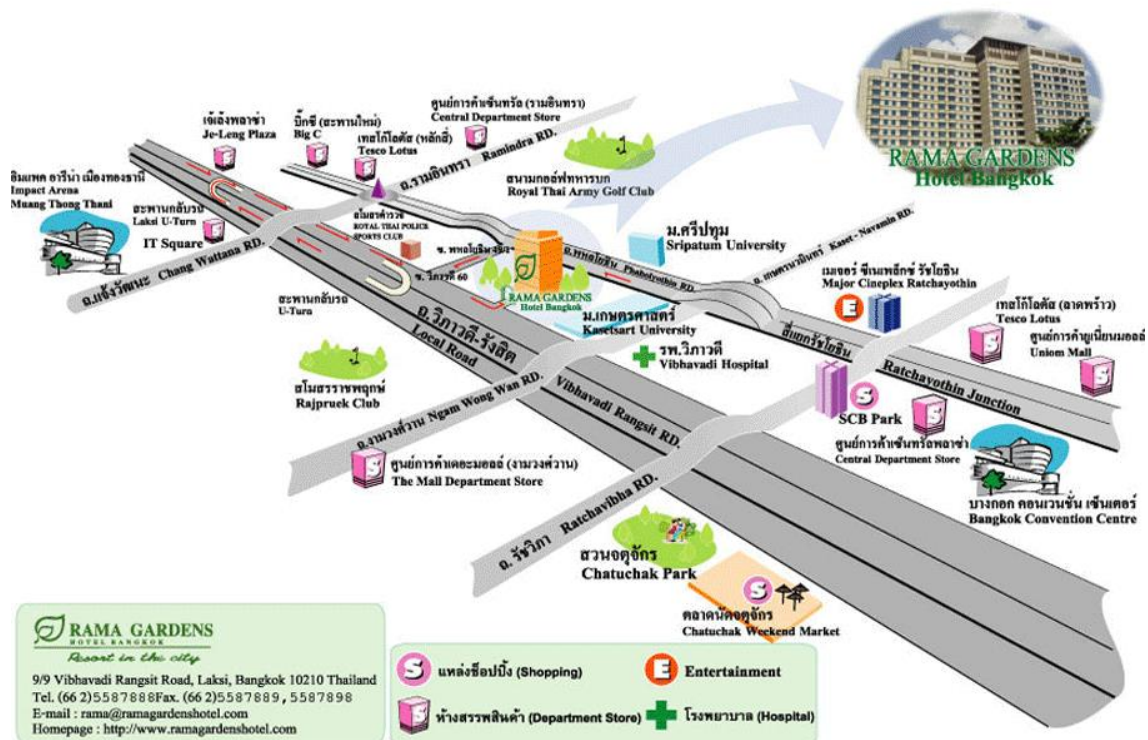
Any shareholder who would like to have a hard copy of 56-1 One report/Annual Report 2022, please complete your name and address below and fax the request form to the Company at Fax No. 66 (0) 2285 6642 or send to email address: csnyt@namyongterminal.com. The Company will send such hard copy of the Annual Report to you, accordingly.

Name and Address of the Shareholder

Name.....
.....

Address.....
.....
.....
.....

แผนที่สถานที่ประชุม Meeting Location map



ห้องแคทเลีย โรงแรมรามาร การ์เด็นส์
เลขที่ 9/9 ถนนวิภาวดีรังสิต หลักสี่
กรุงเทพมหานคร 10210

At Cattleya Room, Rama Gardens Hotel
No. 9/9 Vibhavadi Rangsit Road, Laksi,
Bangkok 10210

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

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

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

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

ขอมอบฉันทะให้
hereby appoint

- ☐ 1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name _____ age _____ years, residing at No. _____
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road _____ Tambol/Subdistrict _____ Amphur/District _____
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ _____
Province _____ Postal Code _____ or _____
- ☐ 2. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name _____ age _____ years, residing at No. _____
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road _____ Tambol/Subdistrict _____ Amphur/District _____
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ _____
Province _____ Postal Code _____ or _____
- ☐ 3. ชื่อ ศาสตราจารย์กิตติคุณ ดร. บวรศักดิ์ อุวรรณโณ อายุ 68 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 68 years, residing at No. Namyong Terminal Pcl. at 1168/52 (Lumpini Tower, 19th Floor) Rama IV Rd., Thungmahamek, Sathorn, Bangkok 10120, Thailand.
- ☐ 4. ชื่อ ดร. สุนีย์ ศรีไชยชนะ อายุ 61 ปี อยู่บ้านเลขที่ บมจ. นามยง เทอร์มินัล เลขที่ 1168/52 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย
Name Dr. Sunee Sornchaitanasuk Age 61 years, residing at No. Namyong Terminal Pcl. at 1168/52 (Lumpini Tower, 19th Floor) Rama IV Rd., Thungmahamek, Sathorn, Bangkok 10120, Thailand.
- ☐ 5. ชื่อ นางเบญจวรรณ สร้างนิทร อายุ 72 ปี อยู่บ้านเลขที่ บมจ. นามยง เทอร์มินัล เลขที่ 1168/52 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย
Name Mrs. Benchawan Srangnitra Age 72 years, residing at No. Namyong Terminal Pcl. at 1168/52 (Lumpini Tower, 19th Floor) Rama IV Rd., Thungmahamek, Sathorn, Bangkok 10120, Thailand.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ในวันอังคารที่ 25 เมษายน 2566 เวลา 13.30 น. ณ ห้องแคทลียา 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 2023 Annual General Meeting of Shareholders on Tuesday 25 April 2023 at 13.30 hours, at Cattleya room, Rama Garden Hotel, no. 9/9 Vibhavadi Rungsit Road, Luksi, Bangkok 10210, or at any adjournment thereof to any other date, time and place.

ผู้ที่มาประชุมด้วยตนเอง โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย
Shareholders to attend the meeting in person shall bring and present this proxy to the registrar on the meeting date.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

All acts undertaken by the proxy holder at the meeting, shall be deemed as if they have been undertaken by myself/ourselves in all respects.

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

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

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

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

หมายเหตุ / Remark

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

หนังสือมอบฉันทะ (แบบ ข.)

Proxy (Form B.)

เลขทะเบียนผู้ถือหุ้น

Shareholders Registration No.

เขียนที่ _____

Written at

วันที่ _____ เดือน _____ พ.ศ. _____

Date Month Year

(1) ข้าพเจ้า

I/We

อยู่บ้านเลขที่

Address

สัญชาติ

Nationality

(2) เป็นผู้ถือหุ้นของ บริษัท นามยong เทอร์มินัล จำกัด (มหาชน) (“บริษัทฯ”)

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

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

(3) ขอมอบฉันทะให้
hereby appoint

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



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



3. ชื่อ ศาสตราจารย์กิตติคุณ ดร. บวรศักดิ์ อุวรรณโณ อายุ 68 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 68 years, residing at No. Namyong Terminal Pcl. at 1168/52 (Lumpini Tower, 19th Floor) Rama IV Rd., Thungmahamek, Sathorn, Bangkok 10120, Thailand.



4. ชื่อ ดร. สุนีย์ ศรีไชยชนะ อายุ 61 ปี อยู่บ้านเลขที่ บมจ. นามยong เทอร์มินัล เลขที่ 1168/52 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย
Name Dr. Sunee Sornchaitanasuk Age 61 years, residing at No. Namyong Terminal Pcl. at 1168/52 (Lumpini Tower, 19th Floor) Rama IV Rd., Thungmahamek, Sathorn, Bangkok 10120, Thailand.



5. ชื่อ นางเบญจวรรณ สร้างนิทร อายุ 72 ปี อยู่บ้านเลขที่ บมจ. นามยong เทอร์มินัล เลขที่ 1168/52 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย
Name Mrs. Benchawan Srangnitra Age 72 years, residing at No. Namyong Terminal Pcl. at 1168/52 (Lumpini Tower, 19th Floor) Rama IV Rd., Thungmahamek, Sathorn, Bangkok 10120, Thailand.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ในวันอังคารที่ 25 เมษายน 2566 เวลา 13.30 น. ณ ห้องแคทลียา 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 2023 Annual General Meeting of Shareholders on Tuesday 25 April 2023 at 13.30 hours, at Cattleya room, Rama Garden Hotel, no. 9/9 Vibhavadi Rungsit Road, Luksi, Bangkok 10210, or at any adjournment thereof to any other date, time and place.

ผู้ที่มาประชุมด้วยตนเอง โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย
Shareholders to attend the meeting in person shall bring and present this proxy to the registrar on the meeting date.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows:-

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2565 ซึ่งประชุมเมื่อวันอังคารที่ 26 เมษายน 2565
Agenda 1 To consider and certify Minutes of the 2022 Annual General Meeting of Shareholders which was held on Tuesday 26 April 2022

- ☐ (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 2565
Agenda 2 To acknowledge the Company's operational results for the fiscal year ended 31 December 2022

วาระที่ 3 พิจารณารายงานการตรวจสอบของผู้สอบบัญชีและอนุมัติงบการเงินของบริษัทและบริษัทย่อยสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2565
Agenda 3 To consider the auditor's report and approve the Company's and its subsidiary company's report and consolidated financial statements for the fiscal year ended 31 December 2022

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

วาระที่ 4 พิจารณานำมติการจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2565
Agenda 4 To consider and approve distribution of dividend payment derived from operational results for the year 2022

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

วาระที่ 5 พิจารณานำมติการแต่งตั้งกรรมการแทนกรรมการที่ออกตามวาระ
Agenda 5 To consider and approve the election of the directors 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 2566

Agenda 6

To consider and approve the directors' remuneration for the year 2023

- ☐ (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 2566

Agenda 7

To consider and approve the appointment of auditors and to fix audit fee for the year 2023

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

วาระที่ 8

พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 8

To consider other business (if any)

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

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ/Signedผู้มอบฉันทะ/Proxy Grantor
()

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy Holder
()

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy Holder
()

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy Holder
()

หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

2. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

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

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Supplement to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท นามยง เทอร์มินัล จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันอังคารที่ 25 เมษายน 2566 เวลา 13.30 น. ณ ห้องแคทลียา โรงแรมราม่า การ์เด้นส์ เลขที่ 9/9 ถนนวิภาวดีรังสิต หลักสี่ กรุงเทพมหานคร 10210 หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

At the 2023 Annual General Meeting of Shareholders on Tuesday 25 April 2023 at 13.30 hours, at Cattleya room, Rama Garden Hotel, no. 9/9 Vibhavadi Rungsit Road, Luksi, Bangkok 10210, or at any adjournment thereof to any other date, time and place.

วาระที่.....เรื่อง.....

Agenda Item

Subject :

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

วาระที่.....เรื่อง.....

Agenda Item **Subject :**

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

วาระที่.....เรื่อง..... เลือกตั้งกรรมการ (ต่อ).....

Agenda Item **Subject :** To consider electing directors (continued)

ชื่อกรรมการ.....
Name of director

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

ชื่อกรรมการ.....
Name of director

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

ชื่อกรรมการ.....
Name of director

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

ชื่อกรรมการ.....
Name of director

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

หนังสือมอบฉันทะ (แบบ ค.)

Proxy (Form C.)

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

เลขทะเบียนผู้ถือหุ้น
Shareholders Registration No.

เขียนที่ _____
Written at

วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า
I/We
อยู่บ้านเลขที่
Address

สัญชาติ
Nationality

(2) เป็นผู้ถือหุ้นของ บริษัท นามยong เทอร์มินัล จำกัด (มหาชน) (“บริษัทฯ”)

being a shareholder of **Namyong Terminal Public Company Limited** (the “Company”)

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

(3) ขอมอบฉันทะให้
hereby appoint

☐ 1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name Age years, residing at No.

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Subdistrict Amphur/District

จังหวัด _____ รหัสไปรษณีย์ _____ หรือ _____
Province Postal Code or

☐ 2. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name Age years, residing at No.

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Subdistrict Amphur/District

จังหวัด _____ รหัสไปรษณีย์ _____ หรือ _____
Province Postal Code or

☐ 3. ชื่อ ศาสตราจารย์กิตติคุณ ดร. บวรศักดิ์ อุวรรณโณ อายุ 68 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 68 years, residing at No. Namyong Terminal Pcl. at 1168/52 (Lumpini Tower, 19th Floor) Rama IV Rd., Thungmahamek, Sathorn, Bangkok 10120, Thailand.

☐ 4. ชื่อ ดร. สุนีย์ ศรีไชยชนะ อายุ 61 ปี อยู่บ้านเลขที่ บมจ. นามยong เทอร์มินัล เลขที่ 1168/52 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย
Name Dr. Sunee Sornchaitanasuk Age 61 years, residing at No. Namyong Terminal Pcl. at 1168/52 (Lumpini Tower, 19th Floor) Rama IV Rd., Thungmahamek, Sathorn, Bangkok 10120, Thailand.

☐ 5. ชื่อ นางเบญจวรรณ สร้างนิทร อายุ 72 ปี อยู่บ้านเลขที่ บมจ. นามยong เทอร์มินัล เลขที่ 1168/52 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย
Name Mrs. Benchawan Srangnitra Age 72 years, residing at No. Namyong Terminal Pcl. at 1168/52 (Lumpini Tower, 19th Floor) Rama IV Rd., Thungmahamek, Sathorn, Bangkok 10120, Thailand.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันอังคารที่ 25 เมษายน 2566 เวลา 13.30 น. ณ ห้องแคตเลียา 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 2023 Annual General Meeting of Shareholders on Tuesday 25 April 2023 at 13.30 hours, at Cattleya room, Rama Garden Hotel, no. 9/9 Vibhavadi Rungsit Road, Luksi, Bangkok 10210, or at any adjournment thereof to any other date, time and place.

ผู้ที่มาประชุมด้วยตนเอง โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย

Shareholders to attend the meeting in person shall bring and present this proxy to the registrar on the meeting date.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows:

- ☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือ และมีสิทธิออกเสียงลงคะแนนได้
Grant proxy the total amount of shares holding and entitled to vote.
- ☐ มอบฉันทะบางส่วน คือ หุ้นสามัญ _____ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ _____ เสียง
Grant Partial shares of Ordinary share _____ shares, entitled to vote right _____ votes

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2565 ซึ่งประชุมเมื่อวันอังคารที่ 26 เมษายน 2565
Agenda 1 To consider and certify Minutes of the 2022 Annual General Meeting of Shareholders which was held on Tuesday 26 April 2022

- ☐ (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 2565
Agenda 2 To acknowledge the Company's operational results for the fiscal year ended 31 December 2022

วาระที่ 3 พิจารณารายงานการตรวจสอบของผู้สอบบัญชีและอนุมัติงบการเงินของบริษัทและบริษัทย่อยสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2565
Agenda 3 To consider the auditor's report and approve the Company's and its subsidiary company's report and consolidated financial statements for the fiscal year ended 31 December 2022

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

วาระที่ 4 พิจารณาอนุมัติการจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2565
Agenda 4 To consider and approve distribution of dividend payment derived from operational results for the year 2022

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

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

☐ การแต่งตั้งกรรมการทั้งชุด

Vote for all the nominated candidates as a whole

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

☐ การแต่งตั้งกรรมการเป็นรายบุคคล/ appointment of certain directors

1. ศาสตราจารย์กิตติคุณ ดร.บวรศักดิ์ อุวรรณโณ

Dr. Borwornsak Uwanno, Professor Emeritus

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

2. นางเบญจวรรณ สร้างนิทร

Mrs. Benchawan Srangnitra

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

3. นายธนาnant 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 2566

Agenda 6

To consider and approve the directors' remuneration for the year 2023

- ☐ (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 2566

Agenda 7

To consider and approve the appointment of auditors and to fix audit fee for the year 2023

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

วาระที่ 8

พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 8

To consider other business (if any)

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

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ/Signedผู้มอบฉันทะ/Proxy Grantor
()

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy Holder
()

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy Holder
()

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy Holder
()

หมายเหตุ / Remark

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

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

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

Evidence to be enclosed with the proxy form are:

- (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

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

- (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน

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

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

4. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

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

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.
Supplement to Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท นามยง เทอร์มินัล จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันอังคารที่ 25 เมษายน 2566 เวลา 13.30 น. ณ ห้องแคทลียา โรงแรมราม่า การ์เด้นส์ เลขที่ 9/9 ถนนวิภาวดีรังสิต หลักสี่ กรุงเทพมหานคร 10210 หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

At the 2023 Annual General Meeting of Shareholders on Tuesday 25 April 2023 at 13.30 hours, at Cattleya room, Rama Garden Hotel, no. 9/9 Vibhavadi Rungsit Road, Luksi, Bangkok 10210, or at any adjournment thereof to any other date, time and place.

วาระที่.....เรื่อง.....

Agenda Item

Subject :

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

วาระที่.....เรื่อง.....

Agenda Item

Subject :

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

วาระที่.....เรื่อง.....

Agenda Item

Subject :

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

วาระที่.....เรื่อง..... เลือกตั้งกรรมการ (ต่อ).....

Agenda Item **Subject :** To consider electing directors (continued)

ชื่อกรรมการ.....
Name of director

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

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