



บริษัท อาม่า มารีน จำกัด (มหาชน)  
AMA MARINE PUBLIC CO., LTD.

ทะเบียนเลขที่ 0107559000231

No. CS/AMA005/2021

March 18, 2021

Subject : Notice Convening the 2021 Annual General Meeting of Shareholders

To : Shareholders of AMA Marine Public Company Limited

- Enclosures :
1. Minutes of the 2020 Annual General Meeting of Shareholders dated July 23, 2020 (for consideration in Agenda 1)
  2. Annual Report for the Year 2020 (indicating the Statement of Financial Position and the Profit and Loss Statements for the Fiscal Year Ended December 31, 2020) in QR Code (for consideration in Agendas 2 and 3)
  3. Details of Nominated Persons Proposed to be Directors (for consideration in Agenda 5)
  4. Procedures for Director Selection and Definition of Company's Independent Directors (for consideration in Agenda 5)
  5. Details of Nominated Persons Proposed to be The Company's Auditors (for consideration in Agenda 7)
  6. Required Documents to Attend the Meeting
  7. Details of Independent Directors Proposed to be a Proxy
  8. Articles of Association of the Company relating to the Shareholder's Meeting
  9. Voting Methods
  10. Map of the Meeting Venue
  11. Proxy Forms
  12. Requisition Form for the Annual Report for the Year 2020
  13. Measures and practices for the 2021 Annual General Meeting of Shareholders under the circumstance of Coronavirus 2019 (COVID-19)

The Board of Directors' Meeting of AMA Marine Public Company Limited (the "**Company**") No. 1/2021 held on February 22, 2021 has resolved to convene **the 2021 Annual General Meeting of Shareholders on Thursday April 8, 2021 at 14.00 hrs., at ASEAN AMPHITHEATRE room, SEAC Learning Center no. 2525 Building 2 FYI Center, Room No. 2/301-2/310, 3rd floor, Rama 4 Road, Klongtoey, Klongtoey, Bangkok 10110.**

The Company had announced on its website to invite the Shareholders to submit the agenda for 2021 Annual General Meeting of Shareholders and to propose a director candidate during October 1, 2020 to January 31, 2021; however, no agenda or director candidate was proposed to the Company. The Company therefore would like to propose the agenda as per the Board of Directors' resolutions as follows:-

**Agenda 1 To consider and adopt the Minutes of the 2020 Annual General Meeting of Shareholders held on July 23, 2020**

**Rationale**

The Company has prepared the Minutes of the 2020 Annual General Meeting of Shareholders held on July 23, 2020 and submitted the copy of such minutes to the relevant government agencies within the time prescribed by law and published them on the Company's website. This agenda is to propose to the Shareholders for adoption (Details as appeared in Enclosure No. 1).

**The Board's Opinion**

The Board of Directors' Meeting No. 1/2021 held on February 22, 2021 deemed the Minutes of the 2020 Annual General Meeting of Shareholders were duly recorded and deemed it appropriate to propose to the 2021 Annual General Meeting of Shareholders to consider and adopt the said Minutes.

**Voting Requirement**

The resolution of this agenda requires the majority votes of shareholders who attend the meeting and cast their votes.

**Agenda 2 To acknowledge the operating results and the Annual Report for the year 2020**

**Rationale**

The Company has concluded the Company's operating results and the major changes during the past year. Those are published in the Annual Report for the year 2020 (Details as appeared in Enclosure No. 2).

**The Board's Opinion**

The Board of Directors' Meeting No. 1/2021 held on February 22, 2021 deemed it appropriate to propose to the 2021 Annual General Meeting of Shareholders to acknowledge the operating results and the Annual Report for the year 2020.

**Voting Requirement**

This agenda is for acknowledgement; therefore, there is no requirement for vote casting. **Agenda 3 To consider and approve the Statement of Financial Position and the Profit and Loss Statements for the fiscal year ended December 31, 2020**

**Rationale**

Section 112 of the Public Limited Companies Act B.E. 2535 (1992), and Article 35 of the Company's Articles of Association determine the Company to prepare the balance sheet and the profit and loss statements and to propose to a shareholders' meeting for their consideration.

The Company has prepared the Statement of Financial Position and the Profit and Loss Statements (the Balance Sheet and the Profit and Loss Statements) for the fiscal year ended December 31, 2020. Such Financial Statements have been audited and certified by the Company's auditors, as appeared in the Annual Report for the year 2020 (Details as appeared in Enclosure No. 2).

#### **The Audit Committee's Opinion**

The Audit Committee's Meeting No. 1/2021 held on February 22, 2021 reviewed the Statement of Financial Position and the Profit and Loss Statements of the Company and its subsidiary for the fiscal year ended December 31, 2020 as audited and certified by the Company's auditor, and opined that is the Statement of Financial Position and the Profit and Loss Statements were correct, complete and reliable, as well as provided with information that has been disclosed sufficiently which can be summarized as follows:-

<b>Details</b>	<b>Amount (Baht)</b>
Total Assets	3,514,563,825.36
Total Liabilities	1,383,946,352.99
Total Revenues	1,807,285,116.71
Net Profit	170,337,349.41
Earnings per share	0.33

#### **The Board's Opinion**

The Board of Directors' Meeting No. 1/2021 held on February 22, 2021 has considered the Statement of Financial Position and the Profit and Loss Statement and had no different opinion from the Audit Committee. Thus, it is deemed appropriate to propose to the 2021 Annual General Meeting of Shareholders to consider and approve the Statement of Financial Position and the Profit & Loss Statements of the Company for the fiscal year ended December 31, 2020 as audited and certified by Company's auditor and reviewed by the Audit Committee. Details are appeared in the Annual Report for the year 2020, on page 22-23 (Details as appeared on Enclosure No. 2).

#### **Voting Requirement**

The resolution of this agenda requires the majority votes of shareholders who attend the meeting and cast their votes.

#### **Agenda 4 To consider and approve the dividend payment for the year 2020**

##### **Rationale**

The Company has a dividend policy at a rate of not less than 25 percent of its net profit from separate financial statements after deduction of tax, legal reserve and other reserves (if any). However, such dividend payment can be changed depending upon the Company's operation, financial position, liquidity, and necessity of working capital usage, investment plan, and business expansion in the future, market condition, suitability, and other factors relating to the operation and management under the condition that the Company has sufficient cash

for business operation and such operation shall cause the highest benefits to shareholders as the Board of Directors and/or shareholders deem appropriate. In addition, according to Section 115 and Section 116 of the Public Limited Companies Act B.E. 2535 (1992) and Article 38 and Article 40 of the Company's Articles of Association determine the condition of dividend payment as follows:-

- (1) Dividend shall not be paid other than out of profits. The dividend shall be distributed in accordance with the number of shares with each share receiving an equal amount;
- (2) Dividend payment must be approved by a shareholder's meeting;
- (3) The Board of Directors may pay interim dividends to the shareholders from time to time if the Board of Directors estimates that the profits of the company justify such payment and report to the shareholders at the next shareholders' meeting;
- (4) The Company must appropriate at least 5 percent of its annual net profit as legal reserve, less the accumulated losses brought forward (if any) until the legal reserve reaches an amount of not less than 10 percent of its registered capital.

#### **The Board's Opinion**

The Board of Directors' Meeting No. 1/2021 held on February 22, 2021 deemed it appropriate to propose to the 2021 Annual General Meeting of Shareholders to consider and approve the dividend payment for the year 2020 and the appropriation of legal reserve as per the following details:-

(1) To distribute the dividend from the net profit of the year 2020 and the retained earnings at the total rate of Baht 0.20 (Twenty Satang) per share in forms of cash to the existing shareholders in the number of 517,916,773 shares, totaling dividend to be paid of Baht 103,583,354.60 (One Hundred Three Million Five Hundred Eighty-Three Thousand Three Hundred Fifty-Four Baht Sixty Satang).

The above mentioned dividends payment are paid from 2 portions as follows;

- Dividend payment amounting Baht 0.12 per share paid from the portion of net profit and retained earnings from the business operation under BOI promotion, which exempted from Corporate Income Tax and the individual shareholders would not be entitled to the tax credit for dividends under Section 47 bis of the Revenue Code from dividends paid at the time.

- Dividend payment amounting Baht 0.08 per share paid from the portion of net profit and retained earnings from the business operation under non-BOI promotion, but exempted from corporate income tax according to the Notification of the Director-General of the Revenue Department Regarding Income Tax (No. 72) Re: Criteria, Methods, and Conditions for Tax Exemption of a Company or a Partnership for Income Derived from International Maritime dated March 20, 1998, where the individual shareholders would not be entitled to the tax credit for dividends under Section 47 bis of the Revenue Code from dividends paid at the time.

Details of dividend payment compare with the previous year as follow:

Details	Amount	
	2019	2020
1. Net profit (Baht)	79,232,579.05	93,925,206.26
2. Net profit (Baht) (Consolidated)	180,520,437.07	170,337,349.41
3. Number of shares (Shares)	517,916,773	517,916,773
4. Dividend pay-out rate (Baht/Share)	0.20	0.20
5. Total amount of dividend payment (Baht)	103,583,354.60	103,583,354.60
6. Dividend pay-out ratio (%)	130.73%	110.28%
7. Dividend pay-out ratio (%) (Consolidated)	57.38%	60.81%

The dividend payment will be made to shareholders whose names appear on the date on which the recorded shareholders are entitled to receive the dividend on March 9, 2021. The dividend will be paid on May 7, 2021.

***The right to receive the dividend is uncertain until receiving approval from the shareholders at the 2021 Annual General Meeting of Shareholders.***

- (2) No appropriation of profit to legal reserve due to the fact that legal reserve attains at the amount as required by the law. Therefore, no additional profit would be appropriated to legal reserve.

#### **Voting Requirement**

The resolution of this agenda requires the majority votes of shareholders who attend the meeting and cast their votes.

#### **Agenda 5 To consider and approve the election of directors who will be retired by rotation**

#### **Rationale**

Pursuant to Section 71 of the Public Limited Companies Act B.E. 2535 (1992) and Article 15 of the Company's Articles of Association, at every Annual General Meeting of Shareholders, one-third of the directors must retire, if the number of director is not a multiple of three, the number of directors closest to one-third shall retire. In this year, there are the directors who will retire by rotation as follows:-

- |                 |                    |  |
|-----------------|--------------------|--|
| 1. Mr. Chatchai | Sritipphayaraj     | Independent Director / Director / Audit Committee Member /<br>Nomination & Remuneration Committee Member |
| 2. Mr. Choosak  | Pooshutvanitshakul | Director / Chairman of Executive Committee /<br>Authorized Director                                      |
| 3. Ms. Pakjira  | Ratchakitprakarn   | Director / Executive Committee Member /<br>Authorized Director   |
| 4. Mr. Chaiwat  | Lertvanarin        | Director   |

### **The Nomination and Remuneration Committee's Opinion**

The Nomination and Remuneration Committee' Meeting No. 1/2021 held on February 22, 2021 excluding the members who have conflict of interest in this agenda, has considered suitability of the persons who will be elected as the directors by taking into consideration the important procedures, e.g. qualifications of directors in accordance with the Public Limited Companies Act B.E. 2535 (1992), moral, ethics, knowledge, ability, expertise, and experience and suitability in various fields of being the directors and continuation of working and performance of each director in the Board of Directors and the Sub-committee position to then present to the 2020 Annual General Meeting of Shareholders to consider and approve the election of Mr. Chatchai Sritipphayaraj, Mr. Choosak Pooshutvanitshakul, Ms. Pakjira Ratchakitprakarn, and Mr. Chaiwat Lertvanarin who retire by rotation to return their office for another term. (Details of nominated persons proposed to be directors and procedures for director selection and definition of independent directors as appeared in as appeared in Enclosure No. 3 and Enclosure No.4)

The Company has announced through the website of the Company, giving the opportunity to the shareholders to proposed name of qualified person to be the candidates for the Company's director nomination process from October 1, 2020 to January 31, 2021. However, none of the shareholder has proposed the nominated persons to be the candidates.

### **The Board's Opinion**

The Board of Directors' Meeting No. 1/2021 held on February 22, 2021 excluding the directors who have conflict of interest in this agenda, has agreed with the Nomination and Remuneration Committee to propose to the 2020 Annual General Meeting of Shareholders to consider and approve the election of the directors who retire by rotation to return their office for another term namely:-

- |                 |                    |  |
|-----------------|--------------------|--|
| 1. Mr. Chatchai | Sritipphayaraj     | Independent Director / Director / Audit Committee Member /<br>Nomination & Remuneration Committee Member |
| 2. Mr. Choosak  | Pooshutvanitshakul | Director / Chairman of Executive Committee /<br>Authorized Director                                      |
| 3. Ms. Pakjira  | Ratchakitprakarn   | Director / Executive Committee Member /<br>Authorized Director   |
| 4. Mr. Chaiwat  | Lertvanarin        | Director   |

The Board of Directors is of the opinion that such four directors which have been carefully screened and considered have full qualifications as required by the Articles of Association, the Public Limited Companies Act B.E. 2535 (1992) and the laws on securities and stock exchange. In addition, they possess knowledge, are capable, expertise, and full of experience, as well as can contribute their time and capability for the best interest of the Company, shareholders, and stakeholders. Therefore, they are suitable to be the Company's directors, In addition, Mr. Chatchai Sritipphayaraj who are proposed to be the independent director, can provide independent

opinions and perform their actions by abiding laws, regulations, related rules and regulations to the best benefit of all shareholders.

### **Voting Requirement**

The resolution of this agenda requires the majority votes of shareholders who attend the meeting and cast their votes.

### **Agenda 6 To consider and approve the remuneration of the Board of Directors and the Sub-committee for the year 2021**

#### **Rationale**

Article 34 of the Company's Articles of Association states that directors have the right to receive the remuneration in forms of cash, meeting allowance, pension, bonus, or other benefits as specified in the Articles of Association or as approved by the shareholders' meeting which can be determined in the exact amount or in principle, and as to be set forth from time to time or until any changes otherwise. In addition, directors have the right to receive allowance, and other benefits as per the Company's regulations.

The remuneration for 2020 had been approved and resolved by at the 2020 Annual General Meeting of Shareholders on July 23, 2020 in the total amount of not exceeding Baht 8,000,000 (Eight Million Baht) comprising of monthly remuneration, meeting allowances, pension, with no other benefits. In 2020, the Company has paid the amount of Baht 3,483,411 (Three Million Four Hundred Eighty-Three Thousand Four Hundred and Eleven Baht).

#### **The Nomination and Remuneration Committee's Opinion**

The Nomination and Remuneration Committee's Meeting No. 1/2021 held on February 22, 2021 has considered and determined the remuneration of the Company's directors by concerning suitability, duties and responsibilities of the directors in relation to the overall operation of the Company, and comparing with other companies in similar business and similar size. The Committee deemed appropriate to propose the Board of Directors and then the 2021 Annual General Meeting of Shareholders to consider and approve the remuneration of the Board of Directors and the Sub-committee for the year 2021 in the total amount of not exceeding Baht 8,000,000 (Eight Million Baht) same as the previous year comprising of monthly remuneration, meeting allowances and pension with no other benefits.

In this regard, details of the monthly remuneration and meeting allowances are remain the same as the year 2020 as follows:

<b>Position</b>	<b>Monthly Remuneration (Baht)</b>	<b>Meeting Allowance (Baht / Time)</b>
The Board of Directors		
- Chairman	50,000	5,000
- Director	15,000	5,000

<b>Position</b>	<b>Monthly Remuneration (Baht)</b>	<b>Meeting Allowance (Baht / Time)</b>
The Audit Committee		
- Chairman of the Audit Committee	10,000	2,500
- Audit Committee Members	5,000	2,500
The Executive Committee		
- Chairman of the Executive Committee	30,000	2,500
- Executive Committee Members	5,000	2,500
The Nomination and Remuneration Committee		
- Chairman of the Nomination and Remuneration Committee	5,000	2,500
- Nomination and Remuneration Committee Members	2,500	2,500
The Risk Management Committee		
- Chairman of the Risk Management Committee	None	None
- Risk Management Committee Members	None	None

*For the directors' reward, the Board of Directors shall have the authority to allocate accordingly.*

#### **The Board's Opinion**

The Board of Director's Meeting No. 1/2021 held on February 22, 2021 has agreed with the Nomination and Remuneration Committee to propose to the 2021 Annual General of Shareholders to consider and approve the remuneration of the Board of Directors and the Sub-committee for the year 2021 as per the details above.

#### **Voting Requirement**

The resolution of this agenda requires the votes of not less than two-thirds of the total votes of shareholders who attend the meeting.

#### **Agenda 7 To consider and approve the appointment of Company's auditor for the year 2021 and determination of the audit fee**

#### **Rationale**

Section 120 and Section 121 of the Public Limited Companies Act B.E. 2535 (1992) as well as Article 32 of the Company's Articles of Associations specify that the auditor must be appointed at every Annual General Meeting of Shareholders, and such meeting may re-appoint the auditor. The audit fee must be determined at the meeting of shareholders. In any event, the auditor must not be the Company's director, staff, employee, or hold any position in the Company.



### **The Audit Committee's Opinion**

According to the Audit Committee's Meeting No.1/2021 held on February 22, 2021, the meeting has considered and selected the Company's auditor by considering performance, independence of the auditor and audit fee, and provided the opinion to the Board of Directors to appoint any one of the following auditors from D I A International Audit Co., Ltd. to be the auditor of the Company and its subsidiary for the year 2021 (profile of each auditor as appeared in Enclosure No.5), namely:

1. Mrs. Suvimol Chrityakierne      Certified Public Accountant No. 2982 (having been the Company's auditor with signatory to the Company Financial Statement for 6 years since 2015-2020), or
2. Ms. Somjintana Pholhirunrat      Certified Public Accountant No. 5599 (not yet being the Company's auditor with signatory to the Company's Financial Statement), or
3. Ms. Suphaphorn Mangjit      Certified Public Accountant No. 8125 (not yet being the Company's auditor with signatory to the Company's Financial Statement).

Mrs. Suvimol Chrityakierne has been the Company's auditor with signatory to the Company's Financial Statement for the Year 2020 and her performance is acceptable. The proposed auditors have no relationship and/or conflict interest with the Company and its subsidiary, executives, major shareholders or related persons of such persons. The Board of Director is responsible for ensuring that the financial statements are completed within the schedules.

The audit fee for the year 2021 for the amount of Baht 1,140,000 (One Million One Hundred And Forty Thousand Baht) has been remained the same as last year and the audit fee for the subsidiary is at Baht 570,000 (Five Hundred Seventy Thousand Baht) which has been remained the same as last year.

Comparison of the audit fees for the Company and its subsidiary for the year 2020 and 2021 is following:

Company	Audit Fee (Baht)		Non-Audit Fee (Baht)	
	2020	2021	2020	2021
AMA Marine Public Company Limited	1,140,000	1,140,000	110,000	110,000
AMA Logistics Company Limited	570,000	570,000	-	-
<b>Total</b>	<b>1,710,000</b>	<b>1,710,000</b>	<b>110,000</b>	<b>110,000</b>

### **The Board's Opinion**

The Board of Directors' Meeting No. 1/2021 held on February 22, 2021 has agreed in line with the Audit Committee to propose to the 2021 Annual General Meeting of Shareholders to consider and approve the appointment of Company's auditor and determination the audit fee for the year 2021 as per the details above.

### **Voting Requirement**



The resolution of this agenda requires the majority votes of shareholders who attend the meeting and cast their votes.

### **Agenda 8 To consider and approve the amendment to the Company's Article 46 of the Articles of Association (the company's seal)**

#### **Rationale**

The Company has amended the Company's seal, and in the event that the public company will amend its seal. The Company must amend through the Company's Articles of Association. Therefore, the Company shall amend Article 46 of the Articles of Association of the Company by using the following text instead:

Article 46, the Company's seal shall be used as stamped here.

Former Seal	Amended Seal
 <p>The former seal features a stylized 'AMA' logo with a ship's hull and sail integrated into the letters. Below the logo, the text 'AMA MARINE' and 'PUBLIC COMPANY LIMITED' is printed in a serif font.</p>	 <p>The amended seal features a globe with a ship's mast and sail in the center. The 'AMA' logo is superimposed on the globe. Below the globe, the text 'MARINE' is printed in a bold, sans-serif font, and 'AMA MARINE PUBLIC COMPANY LIMITED' is printed in a smaller, sans-serif font along the bottom edge of the globe.</p>

### **The Board's Opinion**

Shareholders should approve the amendment to the Article 46. of the Company's Articles of Association to reflect change of the Company's seal.

### **Voting Requirement**

The meeting passed approving resolution with votes of no less than three-fourths of the overall votes cast by shareholders who attended the meeting and had voting rights.

### **Agenda 9 Other matters (if any)**

On the day of the 2021 Annual General Meeting of Shareholders, the Company will allow shareholders and/or proxy holder to register and check proxy documents from 12.30 hrs. onwards. The Company would like to request co-operation from the shareholders and/or proxy holders to study information relating to the documents to be presented for attending the shareholders' meeting (Details as appeared in Enclosure No.6), and to ensure the smooth and timely registration, please present the Notice of Meeting form to the staff on the meeting date.

If the shareholders are unable to attend the meeting, the shareholders can appoint any other person or an independent director, which has been nominated by the Company, to be the proxy (Details as appeared in Enclosure No.7), to attend the meeting on your behalf. In doing so, please fill-up and sign Proxy Form B (proxy form containing specific details), or Proxy Form A (General Form), or Proxy Form C (only for foreign shareholders who appoint custodian in Thailand) (Details as appeared in Enclosure No.11). Those can be downloaded from the Company's website at [www.amamarine.co.th](http://www.amamarine.co.th) by selecting only one type of the Proxy Forms. The shareholders must also enclose the Proxy Form together with the required documents to attend the shareholders' meeting (Details as appeared in Enclosure No.6). Thus, The Thailand Securities Depository Company Limited (TSD) has set up an e-Proxy Voting via Custodian for Proxy Form C, which will be voted through the custodian record. The custodian can record scores from 19 March 2021 to 7 April 2021 at 16.00 hrs.

Please study the Company's Articles of Association relating to the shareholder's meeting and the voting methods as per the details appeared in Enclosure No.8 and Enclosure No. 9.

In case the shareholders would like the Company to answer any questions relating to the meeting agenda, please submit your questions to the Corporate Secretary in advance at least 1 week prior to the meeting date. The Shareholders can download an inquiry form from the Company's website, and send it to the Company at the email address: [ir@amamarine.co.th](mailto:ir@amamarine.co.th), or via facsimile No. 02 001 2800, or by mail to AMA Marine Public Company Limited No. 33/4 The 9<sup>th</sup> Tower, 33/F, Tower A, Room no. TNA02, Rama 9 Road, Huay Kwang Sub-district, Huay Kwang District, Bangkok 10310.

The company has Measures and practices for the 2021 Annual General Meeting of Shareholders under the circumstance of Coronavirus 2019 (COVID-19), as per the enclosure 13.

Please be informed accordingly and the shareholders are cordially invited to attend the 2021 Annual General Meeting of Shareholders at the date, time and venue as stated above.

Sincerely yours,



(Mr. Pisan Ratchakitprakarn)  
Managing Director



บริษัท อาม่า มารีน จำกัด (มหาชน)  
AMA MARINE PUBLIC CO., LTD.

Enclosure no. 1

ทะเบียนเลขที่ 010755900023

- Translation -

**Minutes of the 2020 Annual General Meeting of Shareholders**  
**AMA Marine Public Company Limited**

**Time and Venue**

AMA Marine Public Company Limited (“**The Company**”) held the 2020 Annual General Meeting of Shareholders on Thursday 23 July, 2020 at 14.00 hrs., at Le Lotus Meeting Room 1, 2/F Floor, Swissotel Le Concord Bangkok, No. 204, Ratchadapisek Road, Huay Kwang, Bangkok 10320

**Directors Attending the Meeting**

- |                                   |  |
|-----------------------------------|--|
| 1. Mr. Kasem Vejasilpa            | Independent Director / Chairman / Audit Committee Member   |
| 2. Mr. Manit Nitiprateep          | Independent Director / Chairman of the Audit Committee / Chairman of Nomination and Remuneration Committee |
| 3. Mr. Pisan Ratchakitprakarn     | Director / Managing Director / Nomination and Remuneration Committee Member / Executive Committee Member   |
| 4. Mr. Sakchai Rutchakitprakarn   | Director / Assistant to Managing Director – Accounting & Finance / Secretary                               |
| 5. Mr. Choosak Pooshutvanitshakul | Director / Chairman of Executive Committee   |
| 6. Mr. Chatchai Sritippayaraj     | Independent Director / Audit Committee Member / Nomination and Remuneration Committee Member               |
| 7. Ms. Pakjira Ratchakitprakarn   | Director / Executive Committee Member  |
| 8. Mr. Rangsun Puangprang         | Director / Executive Committee Member  |
| 9. Mr. Chaiwat Lertvanarin        | Director   |

The Company has 9 directors and all directors attended the Meeting which is equivalent to 100% of the total directors.

**Legal Advisors Attending the Meeting**

- |                             |                                |
|-----------------------------|--------------------------------|
| 1. Ms. Wichitphan Klaiubon  | Legal Advisory Council Limited |
| 2. Ms. Rapeepat Kumpichai   | Legal Advisory Council Limited |
| 3. Ms. Yanika Khumphaiphuan | Legal Advisory Council Limited |

**Representatives from Auditors Attending the Meeting**

- |                               |                                     |
|-------------------------------|-------------------------------------|
| 1. Mrs. Suvimol Chrityakierne | D I A International Audit Co., Ltd. |
| 2. Ms. Raveewan Chuenchom     | D I A International Audit Co., Ltd. |

**Preliminary Proceedings:**

Mr. Kasem Vejasilpa, Chairman, performed as the Chairman of the Meeting (“**the Chairman**”) and appointed Ms. Somruthai Sengsri to be assistant of Chairman in order to conduct the Meeting.

Ms. Somruthai Sengsri, welcomed shareholders who attended the Meeting, and informed the Meeting that there were 34 shareholders attending in person, representing 14,694,205 shares and 875 shareholders attending in proxy, representing 236,447,945 shares. Therefore, there were 909 shareholders in total attending the Meeting both in person and in proxy, representing 251,142,150 shares equivalent to 48.4908% of the Company’s total issued shares. Thus, the quorum was attained under the Articles of Association of the Company.

The Meeting moderator then explained the voting methods to the Meeting, which can be summarized as follows:

**1. Vote Casting**

1.1 Each shareholder had his/her vote (s) equaling the number of shares held, by which one vote equaled one share.

1.2 To cast the vote in each agenda, the Chairman would ask the shareholders if they would cast the votes to approve, disapprove, or abstain. To do so, the shareholders were asked to raise their hands.

*- Translation -*

❖ If the shareholders disapproved or abstained, they had to mark the voting cards distributed at the registration desk. The Chairman would then ask the officers to collect the ballots to count disapproved or abstained votes. Shareholders who did not raise their hands or did not return the ballot to the officers would be counted as approved as proposed by the Chairman.

Except for the vote casting in Agenda 5: To consider and approve the election of directors in replacement of the directors who will retire by rotation, the officers will collect the ballots from every shareholder whether the shareholders approve, disapprove, or abstain in order to be in line with the best practice of good corporate governance.

❖ In case no one raised his/her hand, the Company would assume the Meeting resolved with the unanimous votes as proposed by the Chairman except for the case that the voting was specified in the proxy form and the Company had already counted the votes.

❖ In case the shareholders attended in proxy and the voting has been specified for each agenda, the proxy would not receive the ballots. The voting system would count the votes as specified by shareholders.

❖ For shareholders or proxies who had already registered and did not cast the votes and wished to leave before the Meeting adjourned, the Company required their cooperation to vote on the remaining agenda in advance and return the ballots to officers for recording the votes for each agenda.

1.3 In case the shareholder gives the right to proxy to attend the Meeting and the proxy votes in accordance with the shareholder as indicated in the proxy form, the Company will record the vote casting in advance as indicated in the proxy form while the proxy holder attends the Meeting to facilitate the proxy. In this case, proxy does not require to cast the vote in the ballot.

## **2. Vote Counting**

2.1 To count the vote in each agenda, the Company will count the votes disapprove and abstain to deduct from the total shares of shareholders who attended the Meeting and cast the vote and/or have the right to vote (as the case maybe) in each agenda.

2.2 The Chairman would assign the officer to announce the voting result for each agenda by classifying the voting approve, disapprove, and abstain. The Company would count approve and disapprove in percentage and use for calculation.

In this regard, except for the vote casting in Agenda 7: To consider and approve the remuneration of the Board of Directors and the Sub-committee for the year 2020, the Company will count the voting approve, disapprove, and abstain for calculating in percentage and use for calculation. Disapprove or abstain voting ballots which are received after the officer announced the result will not be counted.

### **3. Voided Ballots**

3.1 Casting more than one vote in the identical agenda except for the proxy voting from foreign investor who appointed the custodian in Thailand to take care of the shares.

3.2 The correction or the cross over the voting for which the shareholders did not sign for acknowledgement.

3.3 The voided ballots which were not in a condition to be able to read the voting result.

In this case, the Company would collect all ballots from the shareholders and the proxy in any case once the Meeting was adjourned for further investigation and for the transparency of voting.

### **4. Opinion Expression and Queries**

4.1 Shareholders or proxies who would like to express their opinions or ask questions in each agenda, are asked to write down the question or give an opinion on paper and raise their hand in order to inform the officer to collect and bring such to the Meeting moderator. In this case, the Company would ask for corporation from the shareholders and the proxies to inform his/her name, surname and specify whether he/she is a shareholder attending in person or the proxy in paper.

4.2 To ensure an effective meeting, please express your opinion or queries direct to the point. Please do not ask repetitive questions.

4.3 In case that shareholder would like to express their opinion and ask a question that was not in the scope of the considered agenda, the Company would like you to propose such issues in the last agenda of the Meeting.

The Company would publish the minutes of the Meeting together with the votes in each agenda on the Company's website or within 14 days from the Meeting date or within August 6, 2020.

In this Meeting, Mr.Nanthapong Nillapong, representative of shareholders and proxies, and Ms. Yanika Khumphaiphuan, legal advisor from Legal Advisory Council Limited, are the witnesses for the vote counting. In this event, The Chairman permits shareholders to ask questions regarding the criteria of vote counting.

Thereafter, the Chairman then proposed the Meeting to consider the following agenda:-

**Agenda 1**      **To consider and adopt the Minutes of the 2019 Annual General Meeting of Shareholders held on April 18, 2019**

The Chairman presented the Minutes of the 2019 Annual General Meeting of Shareholders held on April 18, 2019 to the Meeting, details of which appeared in the copy distributed to shareholders together with the invitation of this Meeting.

The Chairman asked the Meeting if any shareholders had any queries or opinions regarding this agenda.

There were no additional questions raised, thus, the Chairman requested the Meeting to consider and adopt the Minutes of the 2019 Annual General Meeting of Shareholders held on April 18, 2019.

In this regard, The Chairman informed the Meeting that this agenda shall comprise a majority vote of shareholders attending the Meeting and casting their votes.

**Resolution:**      **The Meeting considered the matter and resolved with the majority votes of the total number of votes of the shareholder attending the Meeting and casting their votes to adopt Minutes of the 2019 Annual General Meeting of Shareholders held on April 18, 20219 as proposed with the following votes:**

**There are 913 shareholders attended the Meeting, totaling 251,143,575 shares**

<b>Approved</b>	<b>251,143,575</b>	<b>Votes</b>	<b>Percentage of total votes</b>	<b>100.0000</b>
<b>Disapproved</b>	<b>0</b>	<b>Votes</b>	<b>Percentage of total votes</b>	<b>0.0000</b>
<b>Abstained</b>	<b>0</b>	<b>Votes</b>	<b>Percentage of total votes</b>	<b>-</b>
<b>Voided</b>	<b>0</b>	<b>Votes</b>	<b>Percentage of total votes</b>	<b>-</b>

*Remark:      In this agenda, there were an additional 4 shareholders holding 1,425 shares attending the Meeting.*

**Agenda 2**      **To acknowledge the Company's operating results and the Annual Report for the year 2018**

The Chairman appointed Mr. Pisan Ratchakitprakarn, Managing Director to present the details of the Company's operating results and the Annual Report for the year 2019 to the Meeting. Mr. Pisan Ratchakitprakarn reported the Company's operating results for the year 2019,



details of which appeared in the 2019 Annual Report distributed to the shareholders together with the invitation letter this time, which can be summarized as follows:

Mr. Pisan Ratchakitprakarn reported the Company's operating result for the year 2019 and the Collective Action Coalition against Corruption: CAC that can be summarized as follows:

### **The Company's operating result for the year 2019**

#### **Marine logistics service**

Income of AMA Marine Public Company Limited ("the Company") decreased Baht 18.69 million or 1.45% YOY due to USD appreciating causing the fluctuation of currency. Nevertheless, the Company's gross profit for the year 2019 was at 18.17%, improving from the previous year of around 17.63%, which resulted from the decrease in the price of oil, the main cost of the Company's transportation. Furthermore, the Company has a policy to control a vessel's speed to be at the lowest cost consumption (Economic Speed) together with the Company managing a fleet of vessels more efficiently, and also resulting from an increase of average freight rates from the previous year.

#### **Land logistics service**

The service income of AMA Logistics Co., Ltd. ("the Subsidiary") has increased Baht 144.42 million or 29.70% YOY, in line with the business plan and the increasing demand for oil transportation. In 2019, the Subsidiary had carried oil volume of 1,655.39 million liters, increasing by 379.75 million liters or 29.77% from the previous year. In addition, the Subsidiary could manage the truck fleet more efficiently together with expanding of truck fleet's quantity and increasing of backhaul, resulting in an increase in the gross profit of 28.46%, or surging by 20.31% from the year 2018.

#### **Financial Status**

The Company and Subsidiary has assets in total of Baht 3,397.04 million decreasing Baht 270.26 million or 7.37% from the previous year. The main reason was cash and cash equivalent decreased from operating's cost. The Company has liabilities in total of Baht 1,328.97 million, decreasing Baht 283.80 million or 17.60% from the previous year. The main reason was because the Company repaid the debt due under long-term loan agreement from financial institution for purchase of oil tanker vessel and Subsidiary repaid the debt due under oil tanker truck's hire purchase agreement. The Company has shareholder's equity in total of Baht 2,068.07 million, an increase of

- Translation-

Baht 13.54 million or 0.66% from the previous year since the net profit of 2019 increased while exchange differences on translating financial statement decreased.

### **Financial Ratios**

Financial ratios of the Company tended to be better than the previous year showing in the return on assets rate which increased from 4.87% to 7.64% compared to the previous year. Return on equity ratio increased from 4.35 to 8.76 from the previous year.

### **The Collective Action Coalition against Corruption: CAC**

Regarding the Collective Action Coalition against Corruption or CAC, the Company announced the intention to join on April 10, 2019 and was accepted as its member on November 4, 2019. The Company realized the importance of the anti-corruption issue and has had its employees attend such training regularly.

In addition, the Company has the Anti-Corruption policy that has been set forth as a benchmark to directors, executives, and employees. This will improve the company operation with transparency, honesty, and ethically under the umbrella of the good corporate governance.

Later, Mr. Pisan Ratchakitprakarn asked the Meeting if any shareholders had any queries or opinions regarding this agenda. The shareholders and proxies had queries and opinions to the Meeting as follows:

**Mr. Anu Wongsarakit, a shareholder** asked the question as follows:

- 1. What is the Company's plan in order to expand the fleet of vessels to the dock?**

**Managing Director** In the year 2019, the Company had 5 13,000-ton vessels dried docked. In the year 2020, the Company planned to bring 3 vessels to dry dock including 2 3,000-ton vessels and 1 5,000-ton vessel, which were smaller and fewer than the Company's existing vessels. There were 2 vessels which were dry docked. At present, 1 vessel, which was under maintenance, was dry docked in Thailand and was expected to be in use for providing service around mid-August.

Since January 1, 2020, the Company had 11 vessels in Q1 of 2020, details of which appeared in the financial statement. In this regard, the Company sold

- Translation -

the 5,000-ton vessel called “Chao Anoma” due to the announcement in relation to Water Treatment as well as the lifespan of the aforesaid vessel being 30 years old, which is the lifespan that the Company’s policy requires to sell off. After taking the previous year profit into consideration, it showed that a larger vessel could make more profit for the Company. Therefore, the Company’s policy now was to sell vessel(s) whose average lifespan was nearly 30 years and sell to the purchaser who offered not less than book value price. The Company would propose the matter to the Board of Directors to propose for vessel sale every time. At the moment, all 3,000-ton vessels and 5,000-ton vessels of the Company have an average lifespan of 25 years and above, which was almost the lifespan that the Company has determined the policy to sell off. Moreover, it also resulted from Water Treatment announcement. After taking the lifespan of a vessel into consideration, it was of the opinion that selling a vessel with a high average lifespan was wiser than installing Ballast Water Treatment on such vessels since the installation cost would be approximately Baht 25 to 30 million.

The Company originally planned to buy a 15,000-ton vessel, which would be the largest vessel in the Company, to replace small vessel(s) that was expected to be sold by this year. Nevertheless, the second half year of the Company’s investment risk has been reconsidered due to the outbreak of COVID-19, and it was of the opinion to delay the aforesaid vessel purchasing. However, the service capacity of the Company’s vessel fleet was not less than previously if considering the number of 5,000-ton vessel that was sold in Q1 of 2020 compared to the total amount of the vessel fleet dry docking. When taking the Company’s operating result of vessel service in Q2 of 2020, it showed that operating result in Q2 of 2020 was higher than operating result in Q2 of the previous year. This excludes the Company’s operating result in Q1, which was affected by the COVID-19 outbreak.

**2. What is the plan of the Company to expand truck fleet in order to expand oil transportation?**

**Managing Director** On January 1, 2020, the Company had 181 trucks in total; however, the Company has 216 trucks at the moment. When taking Q1 of 2020 into consideration, it showed that income and profitability of the Company growth rate was higher than the average rate in the previous year, especially

Subsidiaries. In this regard, the Company planned to expand the number of trucks in Q4 of 2020, around November to December. Nevertheless, the Company followed up by considering actual needs of the customer and the Company's anticipated plan from last year. Therefore, there may be an increasing or decreasing in the number of trucks which shall be followed up.

Previously, the Company was concerned about the effects on Subsidiary from the outbreak of COVID-19 in transportation service; however, the Subsidiary was not affected at all in Q1 of 2020. All 181 trucks had a higher average number of service laps than the previous year. However, it may be slightly affected in Q2 of 2020, but the overall approximate truck usage was higher than the same period in the previous year.

### **3. What is the trend of palm oil growth for use in biodiesel?**

**Managing Director** It was an advantage to the Subsidiary. Previously, the government had encouraged the use of biodiesel B7; however, the government has now been encouraging the use of biodiesel E20 for big size truck resulting in advantages to the Subsidiary since mid-April. In this year, the government cancelled the use of biodiesel B7 and encouraged to use biodiesel B10. It showed that the demand of using biodiesel B100 was double increased and it was advantage to the Subsidiary. That is to say, the Company's oil trucks, which travel to various locations throughout Thailand to deliver the oil to the customer's depot, would be able to freight biodiesel B100 back from Pathum Thani Province, Samut Sakhon Province or Prachuap Khiri Khan Province. A truck travelling to the north would freight fuel back from Pathum Thani Province to the refinery. A truck travelling to the south would freight oil back from Bang Saphan District. In case of the truck travelling to Samut Songkhram Province, it would pick the fuel up from a new customer called "AIE" from Samut Sakhon Province to take back to the oil refinery.

An increasing in the use of biodiesel B100 for oil delivering resulting in a better capacity of truck usage, which would be advantage to the company. In 2019, the average of backhaul was at 11 – 12% while the average of service laps in Q1 of 2020 was at 15%. In this regard, an average whole year was expected of not less than 15%.

**4. What is an effect from harbor closing in China and Malaysia? How is the Company prepared?**

**Managing Director** China locked down the country in mid- January but the situation had been improving since the last week of March. The Company was affected during lockdown period in China, details of which appeared in Q1 of 2020 the financial statement. This was because the Company had around 30-40% of its product exported to China, and due to lockdown situation causing less voyages to China as well as an effect from self-quarantine policy of the vessel in order to enter into China. These factors had negative impacts on the parent company. Nevertheless, since the last week of March until present, the efficiency of the fleet of vessel's operation had been improving, close to the year 2019 at 96%. The effect of COVID-19's outbreak on the company's fleet of vessels was limited to Q1 of 2020 which was over now.

**5. What was supply and demand during COVID-19 and what are the trends?**

**Managing Director** Demand of use of oil had not decreased; however, the outbreak of COVID-19 impacted on vessel docking both in China and other port use for receiving goods due to the stricter rules, which resulted in fewer number of voyages. China's imports rate in Q1 of 2020 was significantly lower due to the lockdown policy. Nevertheless, since the last week of March until present, China's import rate increased. The average oil import rate of China in the first half of the year was higher than the import rate in the previous year, and it was expected that the second half would be better.

**6. How can the Company reduce expenses?**

**Managing Director** In respect of cost of marine transportation, the Company applied to economic speed policy due to an impact from the voyage laps in Q1 of 2020. Therefore, the Company mainly focused on reducing the fuel consumption rate. In respect of land transportation, the Company already has a policy to control consumption rate of using truck by calculating the condition of the route. In this regard, the Company has been trying to keep improving. In respect of other related cost, the Company has been trying to manage the budget of

- Translation-

vessels' and trucks' controlling and maintenance to be in good condition and ready to use for the best benefit.

**7. What is the advantage(s) to the Company due to the decreasing oil price? Is there any impact from sulfur oil price?**

**Managing Director** Since Q4 of 2019, sulfur oil price was higher than usual. Previously, if the crude oil price was around USD 40 to 50, low sulfur oil price should not exceed USD 350. Nevertheless, the low sulfur oil price in Singapore rose to USD 600 which was two times higher than reasonable price. However, the Company managed to purchase oil in advance since the end of the previous year. The Company therefore was partially affected by the aforementioned factor. Since the outbreak of COVID-19 until present, the crude oil price dropped to at around USD 40 to 42 and the low sulfur oil price in Singapore dropped to USD 330. In conclusion, decreasing of oil price would benefit the Company because oil was the main cost of the Company's operation.

**8. Will the trend of increasing of freight be an advantage to the Company in the second half of the year?**

**Managing Director** From the beginning of the year 2020 until present, the palm oil price has been increasing, which was an advantage to the Company and Subsidiary. This was because the employers of the Company were palm oil's exporters. As a result, the bargaining power of freight was more flexible. Moreover, palm oil freight in the market has been increasing; the average price of each route has increased around 10% as well as an encouraging of the use of biodiesel B7, B10 and B20 by the government. Therefore, these factors lead to an advantage of the Company and subsidiary.

**9. How does antagonism to palm oil consumption in Europe affect the service of the Company?**

**Managing Director** Comparing the amount of oil imports from Indonesia into Europe did not show decreasing of oil import rate. In addition, Indonesia amended its plan from using B20 oil or B25 oil to use B30 oil in the future. It also did not show decreasing of oil import rate in Asian region countries, India, Bangladesh, ASEAN countries, China and Korea. On the other hand, the use of palm oil in

- Translation-

China and India was increasing. By this means, the amount of oil import in each country in the second half of year showed an inconsistency with the news.

**10. What is the road of transport growth opportunities along with opening new PTG branches?**

**Managing Director** When taking the total amount of the Company's transportation from 2014 to present into consideration, it showed a higher average rate at 25% for the year 2020. The Company originally had 181 sets of trucks and expected to have at least 235 sets of truck by the end of this year, or not less than 25%. If taking the total amount of the Company's logistic operating in Q1 of 2020 into consideration, the growth rate showed the percentage at 29.

**11. How to manage foreign exchange rate to avoid excessive losses or changes?**

**Managing Director** Regarding oil price and exchange rate, the directors by the resolution of the Board of Directors would be responsible for considering and approving such matters. Every month, the Board of Directors would hold the Meeting to follow up the movement of exchange rate and oil price trend in order to manage and maintain the risk to be at a manageable level. From the previous operating of the company, oil bought in advance totaled 50% to 65% of each month. Since most of the Company's services were related to short-term contracts ranging around 3 to 6 months, the freight rate therefore could be calculated by purchasing oil in order to fix the cost in advance. Regarding the truck, there was no concern in relation to the oil price because the transportation price would vary in accordance with the oil price at the service station. The trend of exchange rate in this year compared to the previous year showed that THB depreciated against USD, which was an advantage to the Company since the Company's revenue was calculated in USD currency. In this regard, the Company has been following up the situation for consideration in relation to trading currency in order to fix the cost. In order to manage the risk, other than trading currency, the Company managed its risk by spending expenditure in USD currency, which was estimated for this year at around 55% to 60%.

- Translation-

There were no shareholders asking any further questions or expressing any opinions. In this regards, the Chairman informed the Meeting that this agenda was for acknowledgement; thus, the resolution was not required.

**Agenda 3**      **To consider and approve the Company's Statement of Financial Position and Profit and Loss Statement for the Accounting Period ended 31 December 2019**

The Chairman appointed Mr. Sakchai Rutchakitprakarn, Assistance to Managing Director – Accounting & Finance to present the details of the Company's Statement of Financial Position and Profit and Loss Statement for the Accounting Period ended 31 December 2019 to the Meeting.

Mr. Sakchai Rutchakitprakarn reported to the Meeting that according to Section 112 of the Public Limited Companies Act, B.E. 2535(1992) and Article 35 of the Company's Article of Association the company is required to prepare the statement of financial position and profit and loss statement in order to propose to the Annual General Meeting of Shareholders for approval.

In this regard, the Audit Committee Meeting No. 1/2020 held on February 21, 2020 had audited the Company's Statement of Financial Position and Profit and Loss Statement for the accounting period ended December 31, 2019 and its Subsidiary's as proposed by the Company Auditor. The committee agreed the reports are correct, complete, and trustworthy. The disclosure was enough and can be summarized as follows:

Details	Amount (Baht)
Total Assets	3,397,041,075.27
Total Liabilities	1,328,974,297.16
Total Shareholder's Equity	2,068,066,778.11
Total Revenues	1,899,707,206.98
Net Profit	180,520,437.07
Earnings per share	0.35

In addition, the Board of Directors Meeting No. 1/2020 held on February 21, 2020 had considered the Company's Statement of Financial Position and Profit and Loss Statement and agreed with the opinion from the Audit Committee. They agreed to propose to 2020 Annual General Meeting of Shareholders to consider and approve the Company's Statement of Financial Position and



Profit and Loss Statement for the Accounting Period ended December 31, 2019 that was audited and certified by the Company's auditor and the Audit Committee. Details are as appear on the 2019 Annual Report that was distributed to shareholders together with the invitation letter this time.

Later, Mr. Sakchai Rutchakitprakarn asked the Meeting if any shareholders had any queries or opinions regarding this agenda. The shareholders and proxies had queries and opinions to the Meeting as follows:

**Mr. Anu Wongsarakit, a shareholder** asked the question as follows:

**1. How does TFRS affect the Company?**

**Managing Director** The TFRS slightly affected the Company since the Company entered into a small number of lease contracts which mostly involved the matter of lease of building.

**2. How did the liquidity ratios of 0.51 affect the operating of the Company?**

**Managing Director** The Company was able to manage the Company's liquidity very well at the moment. Moreover, the Company has negotiated with the bank in order to suspend the debt payment in accordance with the government's policy to suspend the debt payment for entrepreneurs, as well as, the termination of the last installment payment of the Company's truck and vessel by this year. The liquidity is getting better this year due to the aforementioned factors.

**3. Will the reserves of employee's benefit have any effect or change in 2020?**

**Managing Director** Since the Company has lower elderly employees, the Company therefore is slightly affected by such matter.

**4. Why investment properties have been decreased?**

**Managing Director** In respect of vessel's operating. If the Company did not expand the number of vessels, fixed assets would be decreased since the vessels generally had depreciated every year. On the other hand, the Company had bought 30 units

- Translation-

of truck per year during the past two year. However, a depreciation of existing trucks and vessels of the Company was higher than the increased real estate.

There were no additional question raised, thus, the Chairman requested the Meeting to consider and approve the Company's Statement of Financial Position and Profit and Loss Statement for the Accounting Period ended December 31, 2019.

In this regard, the Chairman informed that this agenda shall comprise of majority vote of shareholders attending the meeting and casting their votes.

**Resolution:**    **The Meeting considered the matter and resolved with the majority votes of the total number of votes of the shareholder attending the Meeting and casting their votes to approve the Company's Statement of Financial Position and Profit and Loss Statement for the Accounting Period ended December 31, 2019 as proposed with the following votes:**

**There are 920 shareholders attended the Meeting, totaling 251,312,475 shares**

<b>Approved</b>	<b>251,312,475 Votes</b>	<b>Percentage of total votes</b>	<b>100.0000</b>
<b>Disapproved</b>	<b>0 Votes</b>	<b>Percentage of total votes</b>	<b>0.0000</b>
<b>Abstained</b>	<b>0 Votes</b>	<b>Percentage of total votes</b>	<b>-</b>
<b>Voided</b>	<b>0 Votes</b>	<b>Percentage of total votes</b>	<b>-</b>

**Remark:**    *In this agenda, there were an additional 7 shareholders holding 168,900 shares attending the Meeting.*

**Agenda 4**    **To consider and approve the omission of dividend payment for the year 2019 and the appropriation of legal reserve and acknowledge the interim dividend payment**

The Chairman appointed Mr. Sakchai Rutchakitprakarn, Assistant to Managing Director – Accounting & Finance to present the details of the appropriation of legal reserve and dividend payment to the Meeting.

Mr. Sakchai Rutchakitprakarn informed the Meeting that the Company has a policy to pay dividend of no less than 25% of its separated net profit after deduction of tax and legal reserves and other reserves (if any). However, the dividend payment may be changed depending upon the Company's operation, financial statements, liquidity, and necessity of the working capital usage,

- Translation -

investment plan, business expansion, market environment, suitability, and other factors relating to the operation and management under the condition of the Company.

In this year, due to the outbreak of Coronavirus Disease 2019 (COVID-19) and to mitigate the impact which may occur to shareholders, the Board of Directors' Meeting No. 2/2020 held on March 30, 2020 approved the interim dividend payment from the Company's profits as of December 31, 2019 at the rate of 0.20 Baht per share, totaling 103,583,354.60 Baht (One hundred and three million five hundred and eighty three thousand three hundred fifty four Baht and sixty Satang). The interim dividend payment was paid from net profits of the 2019 operating results and the retained earnings of the Company. The interim dividend payment was made on April 27, 2020. Therefore, the Board of Directors' Meeting No. 4/2020 deemed appropriate to approve the omission of the dividend payment for the year 2019 because the Company allocated net profits of the 2019 operating result as the interim dividend payment to shareholders.

By this means, the Company has no appropriation of profit to legal reserve due to the fact that legal reserve is attained at the amount as required by law. Therefore, no additional profit would be appropriate to legal reserve.

Later, Mr. Sakchai Rutchakitprakarn asked the Meeting if any shareholders had any queries or opinions regarding this agenda. The shareholders and proxies had queries and opinions to the Meeting as follows:

**Mr. Anu Wongsarakit, a shareholder** asked the question as follows:

**What are tax credit or tax benefits that the Company may receive and affect the dividends of the Company so that shareholder would be able to claim for tax refund?**

**Managing Director**      The Company was granted tax exemption which resulted in an exemption of withholding tax payment from the dividend payment. Therefore, shareholders who received dividend from the Company were not subject to tax refund.

There were no addition questions raised, thus, the Chairman requested the Meeting to consider and approve the omission of dividend payment for the year 2019 and the appropriation of legal reserve and acknowledge the interim dividend payment.

In this regard, The Chairman informed that this agenda shall comprise of the majority vote of shareholders attending the meeting and casting their votes.

**Resolution:** The Meeting considered the matter and resolved with the majority votes of the total number of votes of the shareholder attending the Meeting and casting their votes to the omission dividend payment for 2019 and the appropriation of legal reserve and acknowledged the interim dividend payment as proposed with the following votes:

**There are 920 shareholders attended the Meeting, totaling 251,312,475 shares**

<b>Approved</b>	<b>251,312,475</b>	<b>Votes</b>	<b>Percentage of total votes</b>	<b>100.0000</b>
<b>Disapproved</b>	<b>0</b>	<b>Votes</b>	<b>Percentage of total votes</b>	<b>0.0000</b>
<b>Abstained</b>	<b>0</b>	<b>Votes</b>	<b>Percentage of total votes</b>	<b>-</b>
<b>Voided</b>	<b>0</b>	<b>Votes</b>	<b>Percentage of total votes</b>	<b>-</b>

**Agenda 5** To consider and approve the election of directors in replacement of the directors who will retire by rotation for the year 2020

The Chairman appointed Mr. Pisan Ratchakitprakarn, Chairman of the Nomination and Remuneration Committee to present the details of the election of the directors who will retire by rotation.

Mr. Pisan Ratchakitprakarn reported to the Meeting that pursuant to Section 71 of the Public Limited Companies Act B.E. 2535 (1992) and Article 15 of the Company's Articles of Association, at every Annual General Meeting of Shareholders, one-third of the directors must retire, and if the number of directors is not a multiple of three, the number of directors closest to one-third shall retire. In this year, there are the directors who will retire by rotation as follows:-

- |                                 |                        |
|---------------------------------|------------------------|
| 1. Mr. Kasem Vejasilpa          | Independent Director   |
| 2. Mr. Manit Nitiprateep        | Independent Director   |
| 3. Mr. Rangsun Puangprang       | Non-Executive Director |
| 4. Mr. Sakchai Rutchakitprakarn | Executive Director     |

In this regard, in order to be in line with the Principal of Good Corporate Governance and to allow the shareholders to consider this matter independently, the four retired directors wished to leave the Meeting room. After such retired directors left the Meeting room, Mr. Pisan Ratchakitprakarn continually reported to the Meeting that the Nomination and Remuneration Committee' Meeting No. 1/2020 held on February 19, 2020 excluding the members who have conflict of interest in this agenda, considered suitability of the persons who will be elected as the directors by consideration of substantial criterions, e.g. having no prohibited qualifications of

being the Company's directors in accordance with the Public Limited Companies Act B.E. 2535 (1992), moral, ethics, knowledge, ability, expertise, and experience and suitability in various fields of being the directors and continuation of working and performance from being the Board of Directors and the sub-committees of each person individually. The Nomination and Remuneration Committee' Meeting therefore resolved to propose to the Board of Directors to then present to the 2020 Annual General Meeting of Shareholders to consider and approve the election of the directors who will retire by rotation to return their office for another term.

In addition, Mr. Pisan Ratchakitprakarn further reported to the Meeting that the four directors have the qualification in line with the Company's Articles of Association and the laws on securities and the stock exchange. In addition, they all are knowledgeable, capable, have expertise, and are full of experience and could contribute time to the best benefits of the Company, shareholders, and stakeholders; therefore, they are suitable to be the Company's directors. Besides, Mr. Kasem Vejasilpa and Mr. Manit Nitiprateep who are proposed to be the independent directors can provide independent opinions and perform their actions by abiding laws, regulations, related rules and regulations to the best benefit of all shareholders.

Mr. Pisan Ratchakitprakarn asked the Meeting if any shareholders had any queries or opinions regarding this agenda.

There were no shareholders asking any further questions or expressing any opinions. Mr. Pisan Ratchakitprakarn then requested the Meeting to approve individually the election of the directors who will retire by rotation.

In this regard, Mr. Pisan Ratchakitprakarn informed the Meeting that this agenda shall be approved by the majority votes of shareholders attending the Meeting and having the right to vote.

**Resolution:** The Meeting considered the matter and resolved to approve individually the election of the directors who will retire by rotation as proposed with the following votes:

1. Mr. Kasem Vejasilpa: the Meeting considered the matter and resolved with the majority votes of the total number of votes of the shareholder attending the Meeting and casting their votes and approved the re-election of the independent director for another term with the following votes:

There are 921 shareholders attending the Meeting, totaling 251,312,595 shares

Approved	251,312,595	Votes	Percentage of total votes	100.0000
Disapproved	0	Votes	Percentage of total votes	0.0000
Abstained	0	Votes	Percentage of total votes	-
Voided	0	Votes	Percentage of total votes	-

2. Mr. Manit Nitiprateep: the Meeting considered the matter and resolved with the majority votes of the total number of votes of the shareholder attending the Meeting and casting their votes and approved the re-election of the independent director for another term with the following votes:

There are 921 shareholders attending the Meeting, totaling 251,312,595 shares

Approved	251,312,595	Votes	Percentage of total votes	100.0000
Disapproved	0	Votes	Percentage of total votes	0.0000
Abstained	0	Votes	Percentage of total votes	-
Voided	0	Votes	Percentage of total votes	-

3. Mr. Rangsun Puangprang: the Meeting considered the matter and resolved with the majority votes of the total number of votes of the shareholder attending the Meeting and casting their votes and approved the re-election of the independent director for another term with the following votes:

There are 921 shareholders attending the Meeting, totaling 251,312,595 shares

Approved	251,216,595	Votes	Percentage of total votes	100.0000
Disapproved	0	Votes	Percentage of total votes	0.0000
Abstained	0	Votes	Percentage of total votes	-
Voided	96,000	Votes	Percentage of total votes	-

4. Mr. Sakchai Rutchakitprakarn: the Meeting considered the matter and resolved with the majority votes of the total number of votes of the shareholder attending the Meeting and casting their votes and approved the re-election of the independent director for another term with the following votes:

There are 921 shareholders attending the Meeting, totaling 251,312,595 shares

Approved	251,216,595	Votes	Percentage of total votes	100.0000
Disapproved	0	Votes	Percentage of total votes	0.0000
Abstained	0	Votes	Percentage of total votes	-
Voided	96,000	Votes	Percentage of total votes	-

- Translation -

Remark: In this agenda, there was an additional 1 shareholder holding 120 shares attending the Meeting.

Mr. Pisan Ratchakitprakarn then invited the four directors to return into the Meeting room.

**Agenda 6 To consider and approve the appointment of a new director in lieu of the resigned director**

The Chairman appointed Mr. Manit Nitiprateep, Chairman of the Nomination and Remuneration Committee to present the details of appointment of a new director in lieu of the resigned director.

Mr. Manit Nitiprateep reported to the Meeting that Ms. Tippawan Photayaporn submitted a resignation letter from being director of the Company on February 21, 2020, which was effective on February 22, 2020. The Board of Director's Meeting No. 1/2020 held on February 21, 2020 approved such resignation and proposed to appoint Mrs. Malinee Sumboonnanondha in place. However, the appointment of a new director in lieu of the resigned director shall not be conducted due to the remaining term of aforementioned resigned director being less than 2 months. Therefore, resolution of the shareholder's meeting is required for appointing a new director as follows:

New director: Mrs. Malinee Sumboonnanondha Independent Director

In this regard, the Nomination and Remuneration Committee' Meeting No. 1/2020 held on February 19, 2020 excluding the members who have conflict of interest in this agenda, considered suitability of the person who will be elected as the director by consideration of substantial criterions, e.g. having no prohibited qualifications of being the Company's directors in accordance with the Public Limited Companies Act B.E. 2535 (1992), moral, ethics, knowledge, ability, expertise, and experience and suitability in various fields of being the directors. The Nomination and Remuneration Committee' Meeting therefore resolved to propose to the Board of Director to then present to the 2020 Annual General Meeting of Shareholders to consider and approve in order to appoint Mrs. Malinee Sumboonnanondha in lieu of Ms. Tippawan Photayaporn who submitted a resignation letter from being a director of the Company on February 21, 2020. Due to the remaining term of aforementioned resigned director being less than 2 months, the resolution of the shareholder's meeting is required for appointing a new director.

In addition, the Board of Directors Meeting agreed with the opinion inconsistent with the Nomination and Remuneration Committee to propose to the shareholder's meeting to consider and approve to appoint Mrs. Malinee Sumboonnanonnda in lieu of resigned director. Details were distributed to shareholders together with the invitation letter of this Meeting.

Later, Mr. Manit Nitiprateep asked the Meeting if any shareholders had any queries or opinions regarding this agenda. The shareholders and proxies had queries and opinions to the Meeting as follows:

**Mr. Anu Wongsarakit, a shareholder** asked the question as follows:

**Why did Ms. Tippawan resign?**

**Managing Director** Because Ms. Tippawan had personal business and she was of the opinion that it was a reasonable time to discontinue her duties of being a director. In this regard, the Company has investigated the new director's qualifications.

There was no addition question raised, thus, the Chairman requested the Meeting to consider and approve to appoint a new director in lieu of the resigned director.

In this regard, The Chairman informed that this agenda shall comprise of the majority vote of shareholders attending the meeting and casting their votes.

**Resolution:** The Meeting considered the matter and resolved to appoint a new director in lieu of a resigned director with the majority votes of the total number of votes of the shareholder attending the Meeting and casting their votes to with the following votes:

**There are 921 shareholders attended the Meeting, totaling 251,312,595 shares**

<b>Approved</b>	<b>251,312,595</b>	<b>Votes</b>	<b>Percentage of total votes</b>	<b>100.0000</b>
<b>Disapproved</b>	<b>0</b>	<b>Votes</b>	<b>Percentage of total votes</b>	<b>0.0000</b>
<b>Abstained</b>	<b>0</b>	<b>Votes</b>	<b>Percentage of total votes</b>	<b>-</b>
<b>Voided</b>	<b>0</b>	<b>Votes</b>	<b>Percentage of total votes</b>	<b>-</b>



**Agenda 7      To consider and approve the remuneration of the Board of Directors and the Sub-committee for the year 2020**

The Chairman appointed Mr. Manit Nitiprateep, Chairman of the Nomination and Remuneration Committee to present the details of the Remuneration of the Board of Directors and Sub-Committee for the year 2020 to the Meeting.

Mr. Manit Nitiprateep reported to the Meeting that Article 34 of the Company's Articles of Association states that directors have the right to receive the remuneration in forms of cash, meeting allowance, pension, bonus, or other benefits as specified in the Articles of Association or as approved by the shareholders' meeting which can be determined in the exact amount or in principle, and as to be set forth from time to time or until any changes otherwise. In addition, directors have the right to receive allowance, and other benefits as per the Company's regulations.

In this regard, the Nomination and Remuneration Committee's Meeting No. 1/2020 held on February 21, 2020 considered and determined the remuneration of the Company's directors by concerning suitability, duties and responsibilities of the directors in relation to the overall operation of the Company, and comparing with other companies in similar business and similar size. The Committee deemed appropriate to propose the Board of Directors and then the 2020 Annual General Meeting of Shareholders to consider and approve the remuneration of the Board of Directors and the Sub-committee for the year 2020. The Board of Director's Meeting No.1/2020 held on February 21, 2020 was of the opinion in accordance with the Nomination and Remuneration Committee to propose to the shareholders' meeting to consider and approve the remuneration of the Board of Directors and Sub-committee for the year 2020 in the total amount not exceeding Baht 8,000,000 (Eight Million Baht) the same as the previous year comprising of monthly remuneration, meeting allowances and pension. Details of the monthly remuneration and meeting allowance are as follows:

Position	Types of Remuneration	
	Monthly Remuneration (Baht)	Meeting Allowance (Baht / Time)
The Board of Directors		
- Chairman	50,000	5,000
- Director	15,000	5,000
The Audit Committee		
- Chairman of Audit Committee	10,000	2,500

- Translation-

Position	Types of Remuneration	
	Monthly Remuneration (Baht)	Meeting Allowance (Baht / Time)
- Audit Committee Member	5,000	2,500
Executive Committee		
- Chairman of Executive Committee	30,000	2,500
- Executive Committee Member	5,000	2,500
Nomination and Remuneration Committee		
- Chairman of Nomination and Remuneration Committee	5,000	2,500
- Nomination and Remuneration Committee Member	2,500	2,500
Risk Management Committee		
- Chairman of Risk Management Committee	N/A	N/A
- Risk Management Committee Member	N/A	N/A

*Remark: Risk Management Committee will not receive the remuneration as they are the executive.*

In previous year, the Company paid the remuneration to the Board of Directors and Sub-committee comprising of monthly remuneration and meeting allowance in the amount of Baht 3,635,400 (Three million six hundred thirty five thousand and four hundred Baht).

Later, Mr. Manit Nitiprateep asked the Meeting if any shareholders had any queries or opinions regarding this agenda. The shareholders and proxies had queries and opinions to the Meeting as follows:

**Mr. Anu Wongsarakit, a shareholder** asked the question as follows:

**How does the Company consider for the pension?**

**Managing Director** The Company has no consideration for pension payment to the Board of Directors or Sub-Committees at the moment.

There were no additional questions raised, thus, the Chairman requested the Meeting to consider and approve the remuneration of the Directors and Sub-Committee for 2020.

- Translation -

In this regard, the Chairman informed that this agenda shall be approved by the votes of no less than two-thirds of shareholders attending the meeting.

**Resolution:**    **The Meeting considered the matter and resolved with the votes of no less than two-third of the shareholder attending the Meeting and casting their votes on the Remuneration of the Board of Directors and Sub-Committee for the year 2020 as proposed with the following votes:**

**There are 922 shareholders attending the Meeting, totaling 251,312,715 shares**

<b>Approved</b>	<b>251,312,715</b>	<b>Votes</b>	<b>Percentage of total votes</b>	<b>100.0000</b>
<b>Disapproved</b>	<b>0</b>	<b>Votes</b>	<b>Percentage of total votes</b>	<b>0.0000</b>
<b>Abstained</b>	<b>0</b>	<b>Votes</b>	<b>Percentage of total votes</b>	<b>0.0000</b>
<b>Voided</b>	<b>0</b>	<b>Votes</b>	<b>Percentage of total votes</b>	<b>-</b>

*Remark:    In this agenda, there was an additional 1 shareholder holding 120 shares attending the Meeting.*

**Agenda 8**    **To consider and approve the appointment of the Company's auditor and determination of the audit fee for the year 2020**

The Chairman appointed Mr. Manit Nitiprateep, Chairman of the Audit Committee to present the details of the appointment of the Company's auditor and determination of the audit fee for the year 2020 to the Meeting.

Mr. Manit Nitiprateep reported that Section 120 and Section 121 of the Public Company Act B.E. 2535(1992) as well as Article 32 of the Company's Articles of Associations specified that the auditor must be appointed at every Annual General Meeting of Shareholders, and such meeting may re-appoint the auditor. The audit fee must be determined at the meeting of shareholders. In any event, the auditor must not be the Company's director, staff, employee or hold any position in the Company. According to the Audit Committee's Meeting No. 1/2020 held on February 21, 2020, the meeting considered and selected the Company's auditor by considering performance, independence of the auditor and audit fee, and provided the opinion and proposed to the Board of Directors. In this regard, the Board of Director Meeting No. 1/2020 held on February 21, 2020 was of the opinion in accordance with the Audit Committee to propose to the shareholder's meeting to consider and appoint any one of the following auditors from D I A International Audit Co., Ltd. to be the auditor of the Company and its subsidiary for the year 2020 as follows:

- Translation -

- |                                |   |
|--------------------------------|---|
| 1. Mrs. Suvimol Chrityakierne  | Certified Public Accountant No. 2982, and/or (Having been the Company's auditor with signatory to the Company Financial Statements for 5 years since 2015-2019), or |
| 2. Ms. Somjintana Pholhiranrat | Certified Public Accountant No. 5599 (not yet being the Company's auditor with signatory to the Company's Financial Statements), or                                 |
| 3. Ms. Supaporn Mangjitr       | Certified Public Accountant No. 8125 (not yet being the Company's auditor with signatory to the Company's Financial Statements).                                    |

Mrs. Suvimol Chrityakierne has been the Company's auditor with signatory to the Company's Financial Statements for the year 2019 and her performance is acceptable. The proposed auditors have no relationship and/or conflict of interest with the Company and its subsidiary, executives, major shareholders or related persons of such persons.

In this regard, the audit fee for the year 2020 for the amount of Baht 1,140,000 has remained the same as last year while the audit fee for the Subsidiary was at Baht 570,000 which increased from year 2019 in the amount of Baht 100,000, or increased by 21 percent.

**Comparison of the audit fees for the Company and its Subsidiary for the year 2019 and 2020 is as following:**

Company	Audit Fee (Baht)		Non-Audit Fee (Baht)	
	2019	2020	2019	2020
AMA Marine Public Company Limited	1,140,000	1,140,000	110,000	110,000
AMA Logistics Company Limited	470,000	570,000	-	-
<b>Total</b>	1,610,000	1,710,000	110,000	110,000

*Remark : The out of pocket expenses relating to the operation comprise of allowance, overtime, international calls, and accommodation ( in case of staying overnight or up-country visit) will actually collected on an actual basis.*

- Translation-

Later, Mr. Manit Nitiprateep asked the Meeting if any shareholders had any queries or opinions regarding to this agenda. The shareholders and proxies had queries and opinions to the Meeting as follows:

**Mr. Anu Wongsarakit, a shareholder** asked the question as follows:

**Why has the audit fee been increased? Did the Company negotiate the price?**

**Managing Director** The Company has already negotiated the audit fee. However, the Company was informed by the auditor's company that the auditor's responsibility was increased and the audit fee has been maintained at the same rate for several years. The Company was of the opinion in accordance with the auditor's reasoning and after taking such into consideration, the Company therefore approved to increase audit fee.

There were no additional questions raised, thus, the Chairman requested the Meeting to consider and approve the appointment of the Company's auditor and determination of the audit fee for the year 2020.

In this regard, the Chairman informed that this agenda shall be approved by the majority votes of shareholders attending the meeting and casting their votes.

**Resolution:** The Meeting considered the matter and resolved with the majority votes of the total number of votes of the shareholder attending the Meeting and casting their votes on the appointment of the Company's auditor for the year 2019 and determination of the audit fee with the majority votes as proposed with the following votes:-

**There are 922 shareholders attending the Meeting, totaling 251,312,715 shares**

<b>Approved</b>	<b>251,312,715</b>	<b>Votes</b>	<b>Percentage of total votes</b>	<b>100.0000</b>
<b>Disapproved</b>	<b>0</b>	<b>Votes</b>	<b>Percentage of total votes</b>	<b>0.0000</b>
<b>Abstained</b>	<b>0</b>	<b>Votes</b>	<b>Percentage of total votes</b>	<b>-</b>
<b>Voided</b>	<b>0</b>	<b>Votes</b>	<b>Percentage of total votes</b>	<b>-</b>

**Agenda 9      Other matter (if any)**

There was no other matter proposed to the Meeting.

The Chairman asked the Meeting if any shareholders had any queries or opinions regarding this agenda. The shareholders and proxies had queries and opinions to the Meeting as follows:

**Ms. Suwannee Cheansirikriwut, a shareholder** asked the question as follows:

- 1.      What is the average lifespan of the available vessels? Did the Company plan to sell or purchase vessels?**

**Managing Director**      Prior to the Company listing in MAI, the fleet of vessels of the Company was small and relatively old. After the Company listed in MAI, the company purchased 5 vessels with an average lifespan of around 10 years. However, the average lifespan of the Company's fleet of vessels was 17 years since the lifespan of existing the 4 vessels was old. In this regard, the Company has a policy to use vessels with a lifespan not exceeding 30 years.

- 2.      In 2019, income of land transportation had increased; however, due to the outbreak of COVID-19, will the freight rate in 2020 be decreased or not when compared to 2019?**

**Managing Director**      The growth of land transportation rate in Q1 of 2020 was increasing and the Company was not affected regarding the outbreak of COVID-19. The answer in respect of impact of vessel's transportation from the outbreak of COVID-19 has already been clarified in Agenda 2.

- 3.      Will the Company expand investments in 2020?**

**Managing Director**      Since the beginning of 2020 until present, the Company had expanded the amount of trucks in total of 5 sets and was expected to expand around 20 more sets by the end of Q4 of 2020. The answer in respect of vessels has already been clarified in Agenda 2.

**4. Is the trend of dividend payment maintained at the same rate?**

**Managing Director** The Company has a dividend payment policy at the rate of not less than 25 percent of its net profit by considering the Company's liquidity and investment plan. The Company has paid the dividend to shareholder at the average rate exceeding 25 percent of its net profit every year since the Company listed in MAI. In the previous year, the Company paid a dividend of approximately Baht 103 million which exceeded 50 percent of its net profit.

**Ms. Siriwattana Klangprapan, a proxy for Mr. Prasit Kornchokanun** asked the question as follows:

**1. How is the Company prepared to cope with the pressure which may occur if there is a second wave of COVID-19?**

**Managing Director** The Company has prepared various plans since January, 2020. In respect of general management, the Company applied to rotating employee policy to come to work at the office or work from home during March to May. In regards to work from home policy, the efficiency of working was increased in various respects. This could be seen by the completion of work according to the schedule plan without mistakes as well as helping to reduce costs e.g. overtime payment.

In respect to vessel preparation, the Company imposed the practice guidelines for the crew in respect of entering the port, delivering of goods, on board practicing, planning of the crew's shift, and procurement. In this regard, the Company opinioned that there would be no material effect on the Company if the second wave of COVID-19 occurred since the Company has already applied to the aforementioned practices. Besides, when taking all risk factors that may occur in the future into consideration, the Company would be able to run its business as usual.

In regard to truck preparation, the Company had a total of 400 employees who performed duties as a driver and approximately 100 people working at the site. Therefore, the total number of employees of the Company was approximately 500. In this regard, the Company had imposed practice guidelines for employees under COVID-19 situation. Fortunately, there was

*- Translation -*

no evidence showing that a Company's or Subsidiary's employee was diagnosed with COVID-19.

In regard to business operation, business operation in China was well-organized since China was able to cope with the situation well. In this regard, India presented the most obstacles for transportation; however, the Company's transportation ratio to India was lower than 6%. Furthermore, the company has strictly adopted preventing and controlling measures in relation to the crew's on board travelling to India. In addition, the Company has adopted measures to avoid employees working in air-condition areas and provided air flow outdoor area in order to prevent COVID-19's infection during the outbreak of COVID-19.

Nevertheless, the decreasing demand in using fuel and lockdown in countries where the Company operates logistic business were impacts that the Company could not control due to the outbreak of COVID-19.

## **2. How much did the Company spend on investing in vessels?**

**Managing Director** The Company may postponed vessel purchasing plan this year as aforementioned. In the past, the Company bought a 13,000-ton vessel, 10-year old at the approximately price of USD 8 to 10 million depending on the country of origin and the vessel's condition at such time. In the previous year, the price of the identical vessel's condition was similar or slightly less expensive. In this regard, an expected cost of 15,000-tons, 10-year vessel purchasing would be approximately at USD 10 to 12 million if the Company bought such vessel by next year. In practice, 70% to 80% of the total purchasing price would be a loan from a financial institution and the balance would be met by the Company. In this regard, the balance was expected to be not exceeding USD 2.5 million.

In regard to truck investment, the Company bought 25 sets of trucks this year and is expected to increase at 20 sets of truck or more. By this means, 1 set of trucks included truck tractor and tanker, for which the approximately price was Baht 5.5 to 5.8 million. In this regard, the financial institution would approve the full amount of loan for such amount. In respect to other



- Translation-

investments, the Company would consider from the investment plan and cash flow, and the Company tended to maintain investments at a manageable level.

**3. Is there any plan for M&A? What is the area of business we are interested in for M&A and when will the plan be clear?**

**Managing Director** The financial advisor of the Company had negotiated; investigated and provided the Company information to another 2 companies interested in M&A with the Company. In this regard, the Company had proposed the quotation for M&A to those companies. Unfortunately, M&A was not successful because the counterparties changed their minds afterward. In this regard, the Company will have to thoroughly took all information into consideration prior M&A since the size of the Company is not big. The Board of Executive Committee and the Board of Directors were trying to push forward and activate finding other companies for M&A for the best benefits of the Company and Subsidiary. The companies that run a business in logistic field are interesting counterparties since the Company had expertise in logistic area. At present, the Company was currently operating the business relating to marine and land transportations; however, there were many wide ranges of logistic fields that the Company was interested in, in order to expand the business. Therefore, logistic is a business that the Company has given priority for M&A.

**4. Does the Company still maintain target for growth of income at 15%?**

**Managing Director** The question whether the growth of income will reach 15% or not could not be answered by only considering the revenues since the price of vessel and truck freight would follow the oil price. Nevertheless, if taking the land transportation rate into consideration, the Company believed that the growth rate would increase by not less than 20%. In respect to marine transportation, the growth rate slightly increased when considering Q1 of 2020. In this regard, the Company expected that the growth rate of vessel transportation would increase by not less than 10%. To conclude, the growth rate of land and marine transportations would increase by not less than 15%. Nevertheless, various different freight factors were required to be taken into consideration if the growth rate was calculated in money unit. In the previous year, the truck freight price was high due to the oil price increase. Similar to

- Translation -

the vessel freight price, the freight price would decrease if the crude oil price decreased. In this regard, the Company was not only focused on the growth rate of the amount of money, but also focused on the volume of transportation growth rate. To conclude, the Company could not confirm that the growth rate in respect of revenue in amount of money, which would be reached at 15%, but the Company affirmed that the growth rate of transportation would rise to beyond 15%. Moreover, the Company was unsure about the direction of other factors e.g. exchanges rate or crude oil price in the second half of the year. In case such factors lead to positive direction, the Company expected that the growth rate would be at two digits although it may not reach 15%. The Company will be following on this matter regularly.

**Ms. Narinthip Tongsaichon, a proxy from Thai Investors Association** asked the question as follows:

**After the Company had announced the intention to join CAC, what is the Company's plan to continue this matter and how will the Company adjust its internal system for transparency? And what are the next steps?**

**Managing Director** The Company significantly upheld CAC. The Company has prepared manual book and practice guidelines and has published it through the Company's website as well as posted it in the Company area. In this regard, the Company regularly reviewed this matter and also emphasized to related person to not accept bribes.

No additional queries were made by any shareholders. The Chairman then thanked shareholders for attending the Meeting and closed the Meeting.

The Meeting was adjourned at 15.36 hrs.

\_\_\_\_\_-Signature-\_\_\_\_\_Chairman

(Mr. Kasem Vejasilpa)

\_\_\_\_\_-Signature-\_\_\_\_\_Secretary

(Sakchai Rutchakitprakarn)

## Details of the nominated Persons Proposed for Consideration to be Directors

## AMA Marine Public Company Limited.

**1. Mr. Chatchai Sritipphayaraj****Age** 51 Years**Position** Independent Director / Audit Committee Member /  
Nomination & Remuneration Committee Member**Education**

- Bachelor of Engineering (Electrical Engineering), King Mongkut's Institute of Technology Ladkrabang

**Training**

- Director Accreditation Program (DAP), Class 126/2016

**Work Experience 5 Years**

2016 – Present	Independent Director / Audit Committee	AMA Marine PCL.
	Member / Nomination & Remuneration	
2015 – 2016	Director	AMA Marine Co.,Ltd.

**Position in other listed companies**

None

**Position in non-listed companies**

2009 – Present	Director	Kao PK Co., Ltd.
2000 – 2018	Director	KP Condec Co.,Ltd.

**Total Shareholding Percentage as of December 31, 2020** None**Type of director to be Proposed** Independent Director**Number of year (s) as director** 4 years 8 months (as of December 31, 2020)

**No. of meeting attendance in 2020**

Board of Director 6/6 Times  
Audit Committee 4/4 Times  
Nomination & Remuneration Committee 3/3 Times

**Contribution to the Company**

To oversee and set policy, direction, strategy and Management structure and principles of the company's business.



**Remark:** \* Percentage of total number of voting right, include holding by spouse and minor children

## Details of the nominated Persons Proposed for Consideration to be Directors

### AMA Marine Public Company Limited.

---

#### 2. Mr. Chooosak Pooshutvanitshakul

**Age** 65 Years

**Position** Director / Chairman of the Executive Committee / Authorized Director

**Education**

- Certificate in Auto Mechanics, Siam Technology College

**Training**

- Director Accreditation Program (DAP), Class 126/2016

**Work Experience 5 years**

2016 – Present	Director / Chairman of the Executive Committee	AMA Marine PCL.
2014 – 2016	Director	AMA Marine Co.,Ltd.

**Position in other listed companies**

None

**Position in non-listed companies**

2014 – Present	Director	AMA Logistics Co.,Ltd.
----------------	----------	------------------------

**Total Shareholding Percentage as of December 31, 2020** 0.309%

**Type of director to be Proposed** Non – Executive Director

**Number of year (s) as director** 4 years 8 months (as of December 31, 2020)

**No. of meeting attendance in 2020**  
Board of Director 6/6 Times  
Executive Committee 12/12 Times

**Contribution to the Company** To oversee and set policy, direction, strategy and Management structure and principles of the company's business.



**Remark:** \* Percentage of total number of voting right, include holding by spouse and minor children

## Details of the nominated Persons Proposed for Consideration to be Directors

### AMA Marine Public Company Limited.

#### 3. Miss Pakjira Ratchakitprakarn

**Age** 50 Years

**Position** Director / Executive Committee Member / Authorized Director

**Education**

- Master of Business Administration, Imperial College, United Kingdom
- Master of Economics, University of Nottingham, United Kingdom
- Bachelor of Economics, Thammasat University

**Training**

- Successful Formulation & Execution of Strategy, Class 126/2016

**Work Experience**

2016 – Present	Director / Executive Committee Member	AMA Marine PCL.
----------------	---------------------------------------	-----------------

2014 – 2016	Director	AMA Marine Co.,Ltd.
-------------	----------	---------------------

**Position in other listed companies**

None

**Position in non-listed companies**

2016 – Present	Director	Ratchakit Corporation Co., Ltd.
----------------	----------	---------------------------------

2015 – Present	Director	PPP Green Complex Co., Ltd.
----------------	----------	-----------------------------

2014 – Present	Director	AMA Logistics Co., Ltd.
----------------	----------	-------------------------

2011 – Present	Director / Managing Director	RD Kaset Pattana Co., Ltd.
----------------	------------------------------	----------------------------

2005 – Present	Director	P&C Group Co., Ltd.
----------------	----------	---------------------

**Total Shareholding Percentage as of December 31, 2020\*** 0.676%

**Type of director to be Proposed** Non – Executive Director

**Number of year (s) as director** 4 Year 8 months (as of December 31, 2020)

**No. of meeting attendance in 2020**

Board of Director	6/6 Times
Executive Committee	12/12 Times

**Contribution to the Company** To oversee and set policy, direction, strategy and Management structure and principles of the company's business.

**Remark :** \* Percentage of total number of voting right, include holding by spouse and minor children.



## Details of the nominated Persons Proposed for Consideration to be Directors

### AMA Marine Public Company Limited.

#### 4. Mr. Chaiwat Lertvanarin

**Age** 61 Years

**Position** Director

**Education**

- Master of Business Administration Ramkhamhaeng University
- Bachelor of Science Kasetsart University

**Training**

- Director Accreditation Program (DAP), Class 161/2019
- Digital CEO Class 1
- PTG Smart Marketing and CRM “Coaching Skills Workshop” Enabling the PTG Way through coaching

**Work Experience 5 years**

Feb 2019 – Present Director AMA Marine PCL.

**Position in other listed companies**

2018 – Present	Member of Risk Management Committee	PTG Energy PCL.
2016 – Present	Executive Vice President	PTG Energy PCL.
2012 – 2015	First Executive Vice President	Kiatnakin Bank PCL.

**Position in non-listed companies**

None

**Total Shareholding Percentage as of December 31, 2020\*** 0.023%

**Type of director to be Proposed** Non - Executive Director

**Number of year (s) as director** 11 months (as of December 31, 2020)

**No. of meeting attendance in 2020** Board of Director 6/6 Times

**Contribution to the Company** To oversee and set policy, direction, strategy and Management structure and principles of the company's business.

**Remark :** \* Percentage of total number of voting right, include holding by spouse and minor children



**Details of the nominated Persons Proposed for Consideration to be Directors**

**AMA Marine Public Company Limited.**

**Shareholding AMA Marine Public Company Limited of proposed directors**

**(As of 31 December, 2020)**

<b>Proposed Directors</b>	<b>No. of shares*</b>	<b>% of issued shares</b>
1. Mr. Chatchai Sritipphayaraj	n/a	n/a
2. Mr. Chooosak Pooshutvanitshakul	1,600,000	0.309%
3. Miss Pakjira Ratchakitprakarn	3,504,000	0.676%
4. Mr. Chaiwat Lertvanarin	120,000	0.023%

Note : \* include shareholding of spouse and minor

**The positions in other listed and non-listed companies**

<b>Proposed Directors</b>	<b>Listed Company</b>		<b>Other Companies (non-listed)</b>	<b>Other Competitive or Relating Business with AMA</b>
	<b>Amount</b>	<b>Position / Company</b>		
1. Mr. Chatchai Sritipphayaraj	-	-	Kao PK Co., Ltd.	None
2. Mr. Chooosak Pooshutvanitshakul	-	-	AMA Logistics Co., Ltd.	None
3. Miss Pakjira Ratchakitprakarn	-	-	- Ratchakit Corporation Co., Ltd. - PPP Green Complex Co., Ltd. - AMA Logistics Co., Ltd. - RD Kaset Pattana Co., Ltd. - P&C Group Co., Ltd.	None
4. Mr. Chaiwat Lertvanarin	1	<b>PTG Energy PCL</b> - Member of Risk Management Committee - Executive Vice President	-	None

## **Procedures for Director Selection and the Definition of Company's Independent Directors**

### **Criterion to Select Director**

The Board of Directors appointed the Nomination and Remuneration Committee to nominate and to select the person whose qualification is suitable in accordance with Securities and the Stock Market and in line with the qualification set forth by the Company and then propose the Board of Directors to appoint and being approved by the Annual General Meeting of Shareholders in relation to the Company's Articles of Association to select the persons whose qualification is proper.

### **Definition of Independent Director**

Independent Director is the person whose qualification on independency in relation to the announcement of the Capital Market Supervisory Board and the Securities and Exchange Commission is able to look after the benefits of shareholders equally, no conflict of interest, and free from management. In addition, the independent director will be able to attend the Board of Directors' meeting with independent opinion.

### **Qualifications of Independent Director**

1. Holding not exceeding 1 per cent of the total number of voting rights of the Company, its parent company, subsidiaries, associated companies, major shareholders or controlling person of the Company, including the shares held by related persons of the independent director;
2. Neither being nor having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the Company, its parent company, subsidiary company, associate company, same-level subsidiary company or major shareholder or controlling person unless the foregoing status has ended at least 2 years prior to the date of approval of the appointment;
3. Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and son/daughter, including spouse of the son/daughter, to other director, management, major shareholder, controlling person, or person to be nominated as director, management or controlling person of the Company or its subsidiaries;
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 of the Company, in the manner which may interfere with his or her 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 of the Company, unless the foregoing relationship has ended not less than two years prior to the date of approval of the appointment.

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 its counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the Company or twenty million baht 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 one 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 of the Company, 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 of the Company, unless the foregoing relationship has ended not less than two years prior to the date of approval of the appointment;
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 two million baht per year from the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person of the Company, 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 prior to the date of approval of the appointment;
7. Not being a director appointed as a 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 significant 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 one per cent of the total number of shares with voting rights of other company which undertakes business in the same nature as and in significant competition to the business of the Company or its subsidiary company;
9. Not having any other characteristics which cause the inability to express independent opinions with regard to the Company's business operations.

After the appointment of independent director whose characters stipulated on clause 1. to 9., the independent directors may be assigned by the committee to decide on the operation of the bank, corporate, subsidiary, joint venture, subsidiary of the same level, major shareholders or authorized person of the bank in Collective Decision form.

In case that the person who is being appointed the Independent Director by the Company is the person who used to have business relation or provide professional service beyond stipulation on clause 4 or clause 6. The Company may be lenient on prohibition or provide professional service beyond the value. When the Company has arranged the Board of Directors' opinion in accordance with Section 89/7 of the Securities and Stock Market Act B.E. 2535 that the appointment of such person will not impact on the operation and its independency and will be disclosed the information in the Notice of Annual General Meeting of Shareholders in the agenda of the appointment of the independent director.

- A. Characteristics on the business relation and professional service allows such person whose qualification is not what the rules had set forth

- B. Reason and necessity remaining or an appointment of such person to be the independent director
- C. The Board of Directors' opinion to propose such person to be the independent director

To the benefits of clause 5 and clause 6, the word "partner" means a person being appointed from the audit firm or professional service provider to be the signatory in the financial statement report or other professional service (depend upon case) under the legal entity.

## Details of Nominated Persons Proposed for Consideration to be the Company's Auditors

1) Name : Mrs. Suvimol Chrityakiern

Age : 69 Years

Certified Public Accountant (CPA) Registration No. : 2982

Position : Managing Director, Managing Partner

Company : DIA International Audit Co., Ltd.

Work Period : 1979 - Present



**Education and Training :**

- Master's Degree in Accounting, Faculty of Accounting, Chulalongkorn University
- Bachelor's Degree in Accounting, Faculty of Accounting, Chulalongkorn University
- Director Certification Program (DCP), Class 92/2007 Thailand Institute of Directors (IOD)
- Audit Committee Program (ACP), 36/2011, Thailand Institute of Directors (IOD)

**Work Experiences :**

2018 - Present	Independent Director / Audit Committee Member	Global Power Synergy PCL.
2010 - Present	Managing Director	DIA International Auditing Co., Ltd.
2010 - Present	Independent Director / Audit Committee Member	Khonburi Sugar Plc.
2002 - Present	Director	75 CPE Co., Ltd.
1990 - Present	Executive Director	DIA Audit Co., Ltd.
1979 - Present	Managing Partner	D.I.A. Auditing Co., Ltd.
2007 - 2010	Independent Director / Audit Committee Member	Triple T Broadband PCL.
1992 - 2004	Director	DIA and Associates Co., Ltd.

**Signatory on the financial statements of the Company:**

-Yes- Duration 6 years (2015 – 2020)

**Shareholding in the Company :**

-None-

**Conflict of interest other than being the company auditor / its subsidiary / association / or company that might be conflict of interest resulting unable to perform their work independently:**

-None-

**Contact Details :**

e-mail : dia.auditor@gmail.com

## Details of Nominated Persons Proposed for Consideration to be the Company's Auditors

2) Name : Miss Somjintana Pholhirunrat

Age : 52 Years

Certified Public Accountant (CPA) Registration No. : 5599

Position : Partner

Company : DIA International Audit Co., Ltd.

Work Period : 1996 - Present



Education and Training : - Master of Accounting, Chulalongkorn University  
- Bachelor of Accounting, Ramkamhaeng University  
- Bachelor of Business Administration, Sukhothai Thammathirat University

**Work Experiences :**

2011 - Present	Partner	DIA International Audit Co., Ltd.
1996 –2010	Manager of Audit Department	DIA Auditing Co., Ltd.
1989 –1996	Accounting Manager	Plan Publishing Co., Ltd.

**Signatory on the financial statements of the Company :**

- None -

**Shareholding in the Company :**

- None -

**Conflict of interest other than being the company auditor / its subsidiary / association / or company that might be conflict of interest resulting unable to perform their work independently:**

- None -

**Contact Details :**

**e-mail :** dia.auditor@gmail.com

**Details of Nominated Persons Proposed for Consideration to be the Company's Auditors**

**3) Name :** Miss Suphaphorn Mangjit

**Age :** 49 Years

**Certified Public Accountant (CPA) Registration No. :** 8125

**Position :** Partner

**Company :** DIA International Audit Co., Ltd.

**Work Period :** 1995 – Present

**Education and Training :**

- Master of Business Administration (Finance and Banking)  
Ramkamhaeng University
- Bachelor of Business Administration (Finance and Banking)  
Ramkamhaeng University

**Work Experiences :** Auditor of

1. Thaksin Concrete PCL.
2. Pico (Thailand) PCL.
3. Samchai Steel Industry PCL.
4. Mandarin Hotel PCL.
5. LDC Dental PCL.
6. Project Planning Service PCL.
7. Siam East Solutions PCL.

**She has been sign the financial statements of the Company :**

- None -

**Shareholding in the Company :**

- None –

**Conflict of interest other than being the company auditor / its subsidiary / association / or company that might be conflict of interest resulting unable to perform their work independently:**

-None-

**Contact Details :**

**e-mail :** dia.auditor@gmail.com



**Required Document to attend the meeting**

Attendees must show the following documents to register before attending the meeting. (As the case may be)

**1. Individual Shareholders**

1.1 In case the shareholder will individually attend the meeting, he/she must show an original document that has his/her own photo and that such document is still valid such as identification card, driver license, or passport,

1.2 In case of proxy

- a) Proxy A or B attached with the AGM Notice, shareholder must fill in complete information and have it signed with proxy,
- b) Copy of document as per detail in 1.1) with one copy of proxy signature certify true,
- c) Original document issued by government agency of the proxy, showing the photo and not expired as per detail in 1.1) together with one copy of proxy holder and certify

**2. Juristic Person**

2.1 In case the representative of the proxy attend individually

- a) Original document issued by the governmental agency to the juristic person as per 1.1) together with one copy of the representative certify true
- b) Copy of the company affidavit certified by shareholder together with company affix seal (if any) and with the message showing that the representative is able to act on the proxy behalf

2.2 In case shareholder give proxy

- a) Proxy A or B as attached with the notice fill up complete information and signed by both proxy and proxy holder,
- b) The copy of the company affidavit certified by shareholder together with company affix seal (if any) and with the message showing that the representative is able to act on the proxy behalf,
- c) The copy of document issued by governmental agencies, showing the photo of the representative and not expired as per detail 1.1) and one copy of representative certified true,
- d) Document of proxy holder issued by governmental agencies showing the photo of proxy and not expired as per detail 1.1) together with one copy of proxy holder certified true

**3. For Foreign Investor Appointing Custodian in Thailand**

Foreign shareholders shall apply the information in 1. and 2. depending on case by case basis under the regulations following:-

- a) The company affidavit may be the document issued by the governmental agencies of the country where such company is established or by the company representative; however, there must be the details relating the company name, representative name, condition, limitation or authority to sign or meeting attendance and headquarter location,

- b) Document whose original is not in English. Translation must be made and the representative must certify the translation together with the company affix seal (if any),

Note In case shareholder gives proxy to the independent directors as enclosure no. 7, the proxy holder must submit the documents 1.2) a.- b. or 2.2) a. – b. depending on the case and return to the company within Tuesday, 30 March 2021 for advance registration as following address: **AMA Marine Public Company Limited, No. 33/4 The Ninth Tower, 33/F Tower A, Room no. TNA02 Rama 9 Road, Huay Kwang, Bangkok 10310**

#### **4. Proxy**

The Company sent Proxy Form A, Form B, and Form C of each shareholder. According to Regulation of the Department of Business Development, Ministry of Commerce Re: Form of Proxy (No.5) B.E. 2550, there are three Proxy Forms as follows:

- Form A : General Proxy Form (Simple Form)
- Form B : Specific proxy Form
- Form C : Proxy Form for the Foreign Investor appointing the Custodian in Thailand

Shareholder not be able to attend the meeting may appoint a person as your Proxy as follows:

1. Complete only one of above Proxy Forms.
2. Authorize a person or an Independent Director (Enclosure no. 7) to attend and vote at the Meeting on your behalf by specifying the name with details of a person to be your Proxy.
3. Affix the Baht 20 stamp duty with specifying the date of Proxy Form across such stamp duty. For your convenience, the Company will facilitate in affixing the stamp duty when registration to attend the Meeting.

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 the shares held by it. Authorization of less than the total number of shares is not allowed except for the Custodian appointed by the Foreign Investor in accordance with Proxy Form C.

#### **5. Voting**

##### Voting Procedures

The Chairman shall inform the Meeting details of voting procedures.





1. The shareholders would cast their votes for against or abstain by marking the voting cards distributed at the registration desk.
2. For shareholders wishing to vote against or to abstain on any agenda, they must mark the voting cards and raise their hands to enable the officers to collect their voting cards.
3. Only votes cast by those voting against or abstaining would be counted. The number of these votes would be deducted from the total number of votes cast by the shareholders present at the Meeting. Finally, the balance would be treated as the number of affirmative votes in the relevant agenda.

#### Resolution of the Meeting

1. In a normal case, by the majority voting rights of the shareholders who attend the meeting and have the right to vote. In case of a tie vote, the Chairman of the meeting shall be entitled to a casting vote.
2. Other case which the laws or the Company's Articles of Association provided otherwise, the vote shall be in accordance with the laws or the Company's Articles of Association. The Chairman shall inform the Meeting before voting each Agenda. In case a tie of votes, the Chairman of the meeting shall be entitled to a casting vote.



**Details of Independent Directors Proposed to be a Proxy**

List of Directors	Position	Age (Years)	Address	Interest in the Agenda considered	Total Shareholding Percentage (As of 31 December, 2020)
<b>1. Mr. Kasem Vejasilpa</b> 	<ul style="list-style-type: none"> <li>- Chairman</li> <li>- Independent Director</li> </ul>	75	1027 Krung Thep-Nonthaburi Rd., Wongsawang, Bang Sue, Bangkok, 10800	Agenda 6	-
<b>2. Mr. Manit Nitiprateep</b> 	<ul style="list-style-type: none"> <li>- Director</li> <li>- Independent Director</li> <li>- Chairman of the Audit Committee</li> <li>- Chairman of Nominating &amp; Compensation Committee Member</li> </ul>	65	5/2238 Moo.10 Bang Talat, Pak Kret, Nonthaburi 11120	Agenda 6	0.019%
<b>3. Mr. Chatchai Sritipphayaraj</b> 	<ul style="list-style-type: none"> <li>- Director</li> <li>- Independent Director</li> <li>- Audit Committee Member</li> <li>- Nomination &amp; Compensation Committee Member</li> </ul>	51	1/44 Regent Village, Sittharom Soi Pho Kaeo 3 Lane 18, Ladprao 101 Rd. Klongchan Bangkapi, Bangkok 10240	Agenda 5,6	-
<b>4. Mrs. Malinee Sumboonnanondha</b> 	<ul style="list-style-type: none"> <li>- Director</li> <li>- Independent Director</li> <li>- Audit Committee Member</li> <li>- Nomination &amp; Compensation Committee Member</li> </ul>	63	105 Soi Bansuan Nakharin Village 2, Nong Bon, Prawet, Bangkok 10250	Agenda 6	-

## **Articles of Associations of the Company relating the Shareholders' Meeting**

### **Section 4: Shareholders' Meeting**

Clause 27. The board of directors is required to arrange the meeting of shareholders which is the annual general meeting within 4 months since the end of the accounting period of the company.

The other meeting of shareholders except that mentioned shall be called the extraordinary meeting of shareholders and the board of directors may call for the meeting of shareholders which is the extraordinary meeting at any time as deemed suitable or the number of shareholders with total shares held not less than one-fifth of the total shares issued or at least 25 shareholders with total shares held not less than one-tenth of the total shares issued may jointly prepare a letter to call on the board of directors to arrange a meeting of shareholders which is the extraordinary meeting at any time but the reasons to call for the meeting shall be clearly indicated in such letter. In such case, the board of directors shall arrange the meeting of shareholders within one month since the letter from the shareholders is received.

Clause 28. To call for the meeting of shareholders, the board of directors is required to prepare a letter of appointment on the meeting indicating the premise, date, time, agenda of the meeting and the matter proposed to the meeting for consideration together with suitable details by clearly indicating whether such matter is for acknowledgement, approval or consideration, including comment of the board of directors on such matter. Such appointment letter is required to be sent to the shareholders and the registrar at least 7 days before the meeting date and the appointment on the meeting shall be advertised in the newspaper for 3 consecutive days and at least 3 days before the meeting date.

The meeting of shareholders may be arranged in the area located with the head office of the company or any other provinces in the kingdom as deemed suitable to the board of directors.

Clause 29. For the meeting of shareholders, the shareholder may assign the other person to attend the meeting and cast the vote for him. The power of attorney is required to indicate the date and to be signed by the assigning shareholder and to be in accordance with the form provided by the registrar.

The power of attorney is required to be presented to the chairman of the board or the person assigned by the chairman at the meeting at the meeting before the shareholder will attend the meeting.

Clause 30. In the meeting of shareholders, the quorum of the meeting is made if there are at least 25 shareholders and proxies of the shareholders (if any) attending the meeting and the total shareholding is not less than one-third of the number of share issued or there are shareholders and the total shareholding is not less than one-third of the total share issued.

If it is evident in any meeting of shareholders that after the appointment time for one hour, the total shareholders attending the meeting has not met the quorum and such meeting of shareholders is called for by the shareholders, such meeting will be suspended. However, if such meeting of shareholders is not called for by the shareholders, the new meeting shall be arranged and the letter of appointment of the meeting shall be sent to the shareholders at least 7 days before the meeting date and the quorum of the following meeting is not required.

In the meeting of shareholders, the chairmen of the board shall chair the meeting. If the chairmen of the board is unable to attend the meeting or is unable to perform the duty and there is the vice chairman, the vice chairman shall chair the meeting. If there is no vice chairman or there is the vice chairman but he is unable to perform the duty, the meeting shall elect any shareholder who has attended the meeting to become the chairman of the meeting.

Clause 31. To cast the vote, one share has one vote and the resolution of the meeting of shareholders shall be passed with the votes in the following manners.

(1) In a normal case, the majority vote of the meeting of shareholders who have attended the meeting and casted the votes. If the votes are on per, the chairman of the meeting is allowed to cast the decisive vote.

(2) In the following cases, at least three-fourths of the total votes of shareholders who have attended the meeting and are eligible to cast the vote.

- (A) Sale or transfer of the business of the company whether the entire business or partial key business to the other person.
- (B) Purchase or acceptance of transfer of the business of the other company or the private company.
- (C) Preparation, amendment or cancellation of the agreement related to the lease of the entire business of the company or partial key business, assignment of the other person to manage the business of the company or merger of the business with the other person with the objective to share to profit and loss.
- (D) Amendment to the Memorandum of association or the Articles of Association of the company.
- (E) Increase or decrease in the capital of the company or issue of debentures of the company.
- (F) Merger or dissolution of the company.

Clause 32. The Key businesses to be undertaken in the annual general meeting of shareholders are as follows.

(1) To examine the report of the board of directors proposed to the meeting to present the performance of the company in the preceding year.

(2) To examine and approve the balance sheet and the profit and loss account in the preceding year.

(3) To appropriate the profit and to allocate the fund as a reserve.

(4) To elect the director to replace the director whose term has expired and to determine the remuneration.

(5) To appoint the auditor and to determine the remuneration.

(6) Other businesses.

## **The Voting Methods to The Meeting**

### **1. Voting Cast**

1.1 Each shareholder had his/her vote (s) equaling the number of shares held, by which one vote equaled one share

1.2 To cast the vote in each agenda, the Chairman would ask the shareholders if they would cast the votes to approve, disapprove, or abstain. To do so, the shareholders were asked to raise up their hands

❖ If the shareholders were disapproved or abstained, they must mark the voting cards distributed at the registration desk. The Chairman would then ask the officers to collect the ballots to count the votes. Shareholders who were not raised their hands up or did not return the ballot to the officers, they would be counted as approve as proposed by the Chairman

Except for the vote casting in Agenda 5: To consider and approve the election of who will retire by rotation, the officers will collect the ballots from every shareholder whether the shareholders approve, disapprove, or abstain. This was to be in line with the best practice of good corporate governance.

❖ In case there was no one raised up his/her hand, the Company would assume the Meeting resolved with the unanimous votes as proposed by the Chairman except for the case that the voting has been specified in the proxy form and the Company has already counted the votes

❖ In case the shareholders attended in proxy and the voting has been specified, the proxy holders would not receive the ballots. The voting system would count the votes as specified by shareholders

❖ Shareholders or proxy holders who have already registered and did not cast the votes and wished to leave before the Meeting adjourned, the Company would need your cooperation to vote the rest agenda in advance and return the ballots to officers

1.3 In case the shareholder gives the right to proxy holder to attend the meeting and the proxy holder votes in accordance with the shareholder as indicated in the proxy form, the Company will record the vote casting in advance as indicated in the proxy form while the proxy holder attends the meeting to facilitate the proxy holder. Proxy holder does not the cast the vote in the ballot

### **2. Vote Counting**

2.1 To count the vote in each agenda, the Company will count the votes disapprove and abstain to deduct from the total shares of shareholders who attended and voted in the meeting and/or have the right to vote (case by case basis) in each agenda

2.2 The Chairman would ask the officer to announce the voting result and the percentage in each agenda by classified the voting approve, disapprove, and abstain. Shareholders who submitted the ballots disapprove or abstain after the officer had announced the voting result; the Company would then not count such votes.

### 3. **Voided Ballots**

3.1 Voting more than one choice in the agenda except for the proxy voting from foreign investor who appointed the custodian in Thailand to take care of the shares

3.2 The correction or the cross over the voting by which the shareholders did not sign for acknowledgement

3.3 The voided ballots of which was not in the condition to read the voting result

The Company would then collect all ballots for the shareholders and the proxy holders in any case once the Meeting was adjourned for further investigation and for the transparency of voting

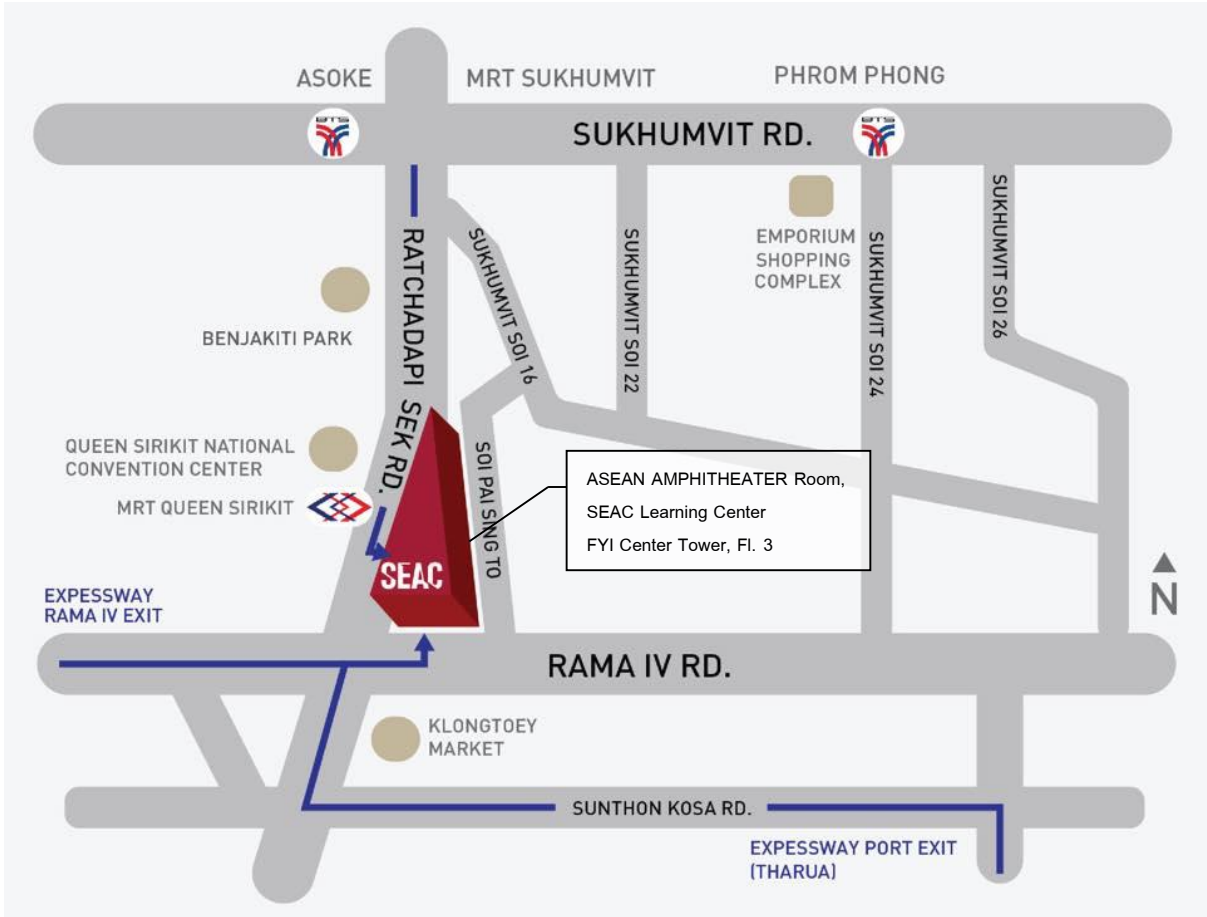
### 4. **Opinion Expression and Queries**

4.1 Shareholders or proxy holders who would express their opinions or asked questions in each agenda, please raise up their hands. Once getting permission from the Chairman, please walk to the designated microphone. Prior to ask questions, please mention your name, surname and indicate that you were shareholder or proxy holder following with query or opinion expression. This was to ensure the minutes was being correctly and completely recorded

4.2 To ensure the effective meeting, please express your opinion or queries to the direct point. Do not ask repetitive questions

4.3 In case that shareholders would like to express their opinion and ask question that was not in the scope of the considered agenda, the Company would like you to propose such issues in the last agenda of the meeting

MAP of the Meeting Venue



หนังสือมอบฉันทะ แบบ ก.  
Proxy Form A.  
(แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)  
(General Form)  
-----

เขียนที่ .....

Written at

วันที่ ..... เดือน ..... พ.ศ. ....

Date Month Year

(1) ข้าพเจ้า สัญชาติ อยู่บ้านเลขที่  
I/We Nationality Residing at  
ถนน ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์  
Road Tambol/Khwaeng Amphoe/Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท อามา มารีน จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น  
being a shareholder of AMA Marine Public Company Limited, holding the total number of shares,  
และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้  
and having the right to vote equivalent to votes as follows:  
หุ้นสามัญ หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง  
ordinary share of shares, and having the right to vote equivalent to  
หุ้นบุริมสิทธิ - หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง  
preference share of shares, and having the right to vote equivalent to votes.

(3) ขอมอบฉันทะให้

Hereby appoint:

(1) ☐ นาย/นาง/นางสาว อายุ ปี อยู่บ้านเลขที่  
Mr./Ms./Miss age years, residing at  
ถนน ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์  
Road Tambol/Khwaeng Amphoe/Khet Province Postal Code  
หรือ (2) ☐ นาย/นาง/นางสาว อายุ ปี อยู่บ้านเลขที่  
or Mr./Ms./Miss age years, residing at  
ถนน ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์  
Road Tambol/Khwaeng Amphoe/Khet Province Postal Code  
หรือ (3) ☐ นาย/นาง/นางสาว อายุ ปี อยู่บ้านเลขที่  
or Mr./Ms./Miss age years, residing at  
ถนน ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์  
Road Tambol/Khwaeng Amphoe/Khet Province Postal Code

หรือ ☐ นายเกษม เวชศิลป์ ตำแหน่ง ประธานกรรมการและกรรมการอิสระ อายุ 75 ปี  
or Mr. Kasem Vejasilpa Positions Chairman and Independent Director Age 75 years  
ที่อยู่ เลขที่ 1027 ถ.กรุงเทพ – นนทบุรี แขวงวงศ์สว่าง เขตบางซื่อ กรุงเทพฯ 10800  
Residing at 1027 Krung Thep-Nonthaburi Rd., Wongsawang, Bang Sue, Bangkok, 10800

หรือ ☐ นายมานิต นิธิประทีป ตำแหน่ง กรรมการอิสระและประธานกรรมการตรวจสอบ อายุ 65 ปี  
or Mr. Manit Nitiprateep Positions Independent Director and Chairman of the Audit Committee Age 65 years  
ที่อยู่ เลขที่ 5/2238 หมู่ที่ 10 ต.บางตลาด อ.ปากเกร็ด จ.นนทบุรี 11120  
Residing at 5/2238 Moo.10 Bang Talat, Pak Kret, Nonthaburi 11120

หรือ ☐ นายฉัตรชัย ศรีทิพธาราญ ตำแหน่ง กรรมการอิสระและกรรมการตรวจสอบ อายุ 51 ปี  
or Mr. Chatchai Sritipphayaraj Positions Independent Director and Member of the Audit Committee Age 51 years  
ที่อยู่ เลขที่ 1/44 หมู่บ้านสิทธารมย์ ริเจนท์ ซ.โพธิ์แก้ว 3 แยก 18 ถ.ลาดพร้าว 101 แขวงคลองจั่น เขตบางกะปิ กรุงเทพมหานคร 10240  
Residing at 1/44 Regent Village Sittarom Soi Pho Kaew 3 separate 18 Rd. 101 Klongchan Bangkokkapi, Bangkok 10240.

หรือ ☐ นางมาลินี สัมบุญณานนท์ ตำแหน่ง กรรมการอิสระและกรรมการตรวจสอบ อายุ 63 ปี  
or Mrs. Malinee Sumbunnanonndha Positions Independent Director and Member of the Audit Committee Age 63 years  
ที่อยู่ เลขที่ 105 ซ.หมู่บ้านสวนนครินทร์ 2 แขวงหนองบอน เขตประเวศ กรุงเทพมหานคร 10250  
Residing at 105 Soi Bansuan Nakharin Village 2, Nong Bon, Prawet, Bangkok 10250

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น

any one of them to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders

ประจำปี 2564                      ในวันพฤหัสบดีที่ 8 เมษายน 2564                      เวลา 14:00 น.

for the Year 2021                      on Thursday 8 April 2021                      at 14.00 hrs.

ณ ห้อง ASEAN AMPHITHEATRE ศูนย์การเรียนรู้เอสอีเอชซี (SEAC) เลขที่ 2525 อาคาร 2 เอฟวายไอ เซ็นเตอร์ ห้อง 2/301-2/310 ชั้น 3 ถนน  
พระราม 4 แขวง/เขตคลองเตย กรุงเทพฯ 10110 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

at ASEAN AMPHITHEATRE room, SEAC Learning Center no. 2525 Building 2 FYI Center, Room No. 2/301-2/310, 3rd floor, Rama 4 Road, Klongtoey,  
Klongtoey, Bangkok 10110, or any adjournment at any date, time and place thereof.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ

Any business carried out by the proxy at the said meeting shall be deemed as having been carried out by myself/ourselves in all respects.

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

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

**หมายเหตุ:** ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนนไม่สามารถ  
แบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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



หนังสือมอบฉันทะ แบบ ข.

Proxy Form B.

(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่จะเลือกตั้งเจนนายตัว)

(Proxy Form containing specific details)

(ปิดอากรแสตมป์

20 บาท)

(Stamp Duty

Baht 20)

เขียนที่

Written at

วันที่

เดือน

พ.ศ.

Date

Month

Year

(1) ข้าพเจ้า

I/We

สัญชาติ

Nationality

อยู่บ้านเลขที่

Residing at

ถนน

ตำบล/แขวง

อำเภอ/เขต

จังหวัด

รหัสไปรษณีย์

Road

Tambol/Khwaeng

Amphoe/Khet

Province

Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท อามา มารีน จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม

being a shareholder of AMA Marine Public Company Limited, holding the total number of

และออกเสียงลงคะแนนได้เท่ากับ

เสียง ดังนี้

and having the right to vote equivalent to

votes as follows:

หุ้นสามัญ

ordinary share of

หุ้นบุริมสิทธิ

preference share of

หุ้น และออกเสียงลงคะแนนได้เท่ากับ

shares, and having the right to vote equivalent to

หุ้น และออกเสียงลงคะแนนได้เท่ากับ

shares, and having the right to vote equivalent to

หุ้น  
shares,

เสียง

votes,

เสียง

votes.

(3) ขอมอบฉันทะให้

Hereby appoint:

(1) ☐ นาย/นาง/นางสาว

Mr./Ms./Miss

อายุ

age

ปี อยู่บ้านเลขที่

years, residing at

ถนน

ตำบล/แขวง

อำเภอ/เขต

จังหวัด

รหัสไปรษณีย์

Road

Tambol/Khwaeng

Amphoe/Khet

Province

Postal Code

หรือ

(2) ☐ นาย/นาง/นางสาว

Mr./Ms./Miss

อายุ

age

ปี อยู่บ้านเลขที่

years, residing at

ถนน

ตำบล/แขวง

อำเภอ/เขต

จังหวัด

รหัสไปรษณีย์

Road

Tambol/Khwaeng

Amphoe/Khet

Province

Postal Code

หรือ

(3) ☐ นาย/นาง/นางสาว

Mr./Ms./Miss

อายุ

age

ปี อยู่บ้านเลขที่

years, residing at

ถนน

ตำบล/แขวง

อำเภอ/เขต

จังหวัด

รหัสไปรษณีย์

Road

Tambol/Khwaeng

Amphoe/Khet

Province

Postal Code

หรือ ☐

นายเกษม เวชศิลป์

ตำแหน่ง

ประธานกรรมการและกรรมการอิสระ

อายุ

75

ปี

or

Mr. Kasem Vejasilpa

Positions

Chairman and Independent Director

Age

75

years

ที่อยู่

เลขที่ 1027 ถ.กรุงเทพ - นนทบุรี แขวงวงศ์สว่าง เขตบางซื่อ กรุงเทพฯ 10800

Residing at

1027 Krung Thep-Nonthaburi Rd., Wongsawang, Bang Sue, Bangkok, 10800

หรือ ☐

นายมานิต นิธิประทีป

ตำแหน่ง

กรรมการอิสระและประธานกรรมการตรวจสอบ

อายุ

65

ปี

or

Mr. Manit Nitiprateep

Positions

Independent Director and Chairman of the Audit Committee

Age

65

years

ที่อยู่

เลขที่ 5/2238 หมู่ที่ 10 ต.บางตลาด อ.ปากเกร็ด จ.นนทบุรี 11120

Residing at

5/2238 Moo.10 Bang Talat, Pak Kret, Nonthaburi 11120

หรือ ☐

นายฉัตรชัย ศรีทิพย์ราษฎร์

ตำแหน่ง

กรรมการอิสระและกรรมการตรวจสอบ

อายุ

51

ปี

or

Mr. Chatchai Sritipphayaraj

Positions

Independent Director and Member of the Audit Committee

Age

51

years

ที่อยู่

เลขที่ 1/44 หมู่บ้านสิทธารมย์ รีเจนท์ ซ.โพธิ์แก้ว 3 แยก 18 ถ.ลาดพร้าว 101 แขวงคลองจั่น เขตบางกะปิ กรุงเทพมหานคร 10240

Residing at

1/44 Regent Village Sittarom Soi Pho Kaeo 3 separate 18 Rd. 101 Klongchan Bangkokpi, Bangkok 10240.

หรือ ☐

นางมาลินี สัมบุญณานนท์

ตำแหน่ง

กรรมการอิสระและกรรมการตรวจสอบ

อายุ

63

ปี

or

Mrs. Malinee Sumbunnonnondha

Positions

Independent Director and Member of the Audit Committee

Age

63

years

ที่อยู่

เลขที่ 105 ซ.หมู่บ้านสวนนครินทร์ 2 แขวงหนองบอน เขตประเวศ กรุงเทพมหานคร 10250

Residing at

105 Soi Bansuan Nakharin Village 2, Nong Bon, Prawet, Bangkok 10250

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น

any one of them to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders

ประจำปี 2564 ในวันพฤหัสบดีที่ 8 เมษายน 2564 เวลา 14:00 น.

for the Year 2021 on Thursday 8 April 2021 at 14.00 hrs.

ณ ห้อง ASEAN AMPHITHEATRE ศูนย์การเรียนรู้เอสอีเอชซี (SEAC) เลขที่ 2525 อาคาร 2 เอฟวายไอ เซ็นเตอร์ ห้อง 2/301-2/310 ชั้น 3 ถนน

พหลโยธิน แขวง/เขตคลองเตย กรุงเทพฯ 10110 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

at ASEAN AMPHITHEATRE room, SEAC Learning Center no. 2525 Building 2 FYI Center, Room No. 2/301-2/310, 3rd floor, Rama 4 Road, Klongtoey, Klongtoey, Bangkok 10110, or any adjournment at any date, time and place thereof.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2563 ประชุมเมื่อวันที่ 23 กรกฎาคม 2563  
Agenda No. 1 To consider and adopt the Minutes of the 2020 Annual General Meeting of Shareholders held on 23 July 2020

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 2 รับทราบรายงานผลการดำเนินงานและรายงานประจำปี 2563  
Agenda No. 2 To acknowledge the operating results and the Annual Report for the Year 2020

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 3 พิจารณานุมัติงบแสดงฐานะการเงิน และงบกำไรขาดทุนของบริษัท สำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2563

Agenda No. 3 To consider and approve the Statement of Financial Position and Profit & Loss Statements of the Company for the Fiscal Year Ended 31 December 2020

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 4 พิจารณานุมัติการจ่ายปันผล ประจำปี 2563  
Agenda No. 4 To consider and approve the dividend payment for the year 2020

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 5  
Agenda No. 5

พิจารณานุมัติการเลือกตั้งกรรมการบริษัทแทนกรรมการที่ครบกำหนดออกตามวาระ ประจำปี 2564

To consider and approve the election of directors who will be retired by rotation

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows:

☐ การแต่งตั้งกรรมการทั้งชุด

Appointing the whole nominated candidates

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

☐ การแต่งตั้งกรรมการเป็นรายบุคคล

Appointing an individual nominated candidate

5.1 นายฉัตรชัย ศรีทิพย์ราษฎร์

Mr. Chatchai Sritipphayaraj

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

5.2 นายชูศักดิ์ ภูษัชนิชกุล

Mr. Choosak Pooshutvanitshakul

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

5.3 นางสาวภคจิรา รักษกิจประการ

Ms. Pakjira Ratchakitprakarn

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

5.4 นายชัยวัฒน์ เลิศวนารินทร์

Mr. Chaiwat Lertvanarin

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 6  
Agenda No. 6

พิจารณานุมัติค่าตอบแทนของคณะกรรมการและคณะอนุกรรมการ ประจำปี 2564

To consider and approve the remuneration of the Board of Directors and the Sub-Committees for the year 2021

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 7  
Agenda No. 7

พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีประจำปี 2564 และกำหนดค่าตอบแทน

To consider and approve the appointment of Company's auditor for the year 2021 and determination of the audit fee

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 8  
Agenda No. 8

พิจารณานุมัติแก้ไขข้อบังคับบริษัทข้อ 46. เรื่องตราประทับบริษัท

To consider and approve the amendment to the Company's Article 46 of the Articles of Association (the company's seal)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 9  
Agenda No. 9

เรื่องอื่นๆ (ถ้ามี)  
Other matters (if any)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of the proxy in any agenda that is not as specified in this Proxy Form shall be considered as invalid and shall not be my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case 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 shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy at the said meeting, except in case that the proxy does not vote according to my/our intention(s) specified in the Proxy Form, shall be deemed as having been carried out by myself/ourselves in all respects.

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

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

หมายเหตุ: 1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

Remarks

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

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

For agenda of the election of directors, either the whole nominated candidates or an individual nominated candidate can be appointed.

3. ในกรณีที่มิมีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there are any further agenda apart from those specified above brought into consideration in the meeting, the Grantor may use the Allonge of the Proxy Form B. as attached.

ใบประจำตัวแทนหนังสือมอบฉันทะแบบ ข.  
ALLONGE OF PROXY FORM B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท อามา มารีน จำกัด (มหาชน)  
The appointment of proxy by the shareholder of AMA Marine Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 ในวันพฤหัสบดี ที่ 8 เมษายน 2564 เวลา 14:00 น. ณ ห้อง ASEAN AMPHITHEATRE ศูนย์การเรียนรู้เอสอีเอซี (SEAC) เลขที่ 2525 อาคาร 2 เอฟวายไอ เซ็นเตอร์ ห้อง 2/301-2/310 ชั้น 3 ถนนพระราม 4 แขวง/เขตคลองเตย กรุงเทพฯ 10110 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In the meeting of the Annual General Meeting of Shareholders for the Year 2021, on Thursday 8 April 2021 at 2 p.m. at ASEAN AMPHITHEATRE room, SEAC Learning Center no.2525 Building 2 FYI Center, Room No. 2/301-2/310, 3rd floor, Rama 4 Road, Klongtoey, Klongtoey, Bangkok 10110., or any adjournment at any date, time and place thereof.

วาระที่.....เรื่อง.....  
Agenda No. Re:  
☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.  
☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:  
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

วาระที่.....เรื่อง.....  
Agenda No. Re:  
☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.  
☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:  
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

วาระที่.....เรื่อง.....  
Agenda No. Re:  
☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.  
☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:  
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

วาระที่.....เรื่อง พิจารณานุมัติการเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ ประจำปี 2564 (ต่อ)  
Agenda No. Re: To consider and approve the election of the directors in place of the directors who retired by rotation for the year 2021 (continued)

ชื่อกรรมการ .....  
Director's name  
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

ชื่อกรรมการ .....  
Director's name  
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

ชื่อกรรมการ .....  
Director's name  
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

แบบหนังสือมอบฉันทะ แบบ ค.

Proxy Form C.

(ปิดอากรแสตมป์

20 บาท)

(Stamp Duty

Baht 20)

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)  
(For foreign shareholders who have custodians in Thailand only)

เขียนที่ .....  
Written at  
วันที่ ..... เดือน ..... พ.ศ. ....  
Date Month Year

(1) ข้าพเจ้า I/We  
ถนน ตำบล/แขวง อำเภอ/เขต สำนักงานตั้งอยู่เลขที่  
Road Tambol/Khwaeng Amphoe/Khet Residing at  
จังหวัด รหัสไปรษณีย์  
Province Postal Code  
ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ  
as a Custodian for  
ซึ่งเป็นผู้ถือหุ้นของบริษัท อามา มารีน จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น  
being a shareholder of AMA Marine Public Company Limited, holding the total number of shares,  
และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้  
and having the right to vote equivalent to votes as follows:  
หุ้นสามัญ หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง  
ordinary share of shares, and having the right to vote equivalent to  
หุ้นบุริมสิทธิ - หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง  
preference share of shares, and having the right to vote equivalent to votes.

(2) ขอมอบฉันทะให้

Hereby appoint:

(1) ☐ นาย/นาง/นางสาว อายุ ปี อยู่บ้านเลขที่  
Mr./Ms./Miss age years, residing at  
ถนน ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์  
Road Tambol/Khwaeng Amphoe/Khet Province Postal Code  
หรือ (2) ☐ นาย/นาง/นางสาว อายุ ปี อยู่บ้านเลขที่  
or Mr./Ms./Miss age years, residing at  
ถนน ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์  
Road Tambol/Khwaeng Amphoe/Khet Province Postal Code  
หรือ (3) ☐ นาย/นาง/นางสาว อายุ ปี อยู่บ้านเลขที่  
or Mr./Ms./Miss age years, residing at  
ถนน ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์  
Road Tambol/Khwaeng Amphoe/Khet Province Postal Code

หรือ ☐ นายเกษม เวชศิลป์ ตำแหน่ง ประธานกรรมการและกรรมการอิสระ อายุ 75 ปี  
or Mr. Kasem Vejasilpa Positions Chairman and Independent Director Age 75 years  
ที่อยู่ เลขที่ 1027 ถ.กรุงเทพ – นนทบุรี แขวงวงศ์สว่าง เขตบางซื่อ กรุงเทพฯ 10800  
Residing at 1027 Krung Thep-Nonthaburi Rd., Wongsawang, Bang Sue, Bangkok, 10800

หรือ ☐ นายมานิต นิธิประทีป ตำแหน่ง กรรมการอิสระและประธานกรรมการตรวจสอบ อายุ 65 ปี  
or Mr. Manit Nitiprateep Positions Independent Director and Chairman of the Audit Committee Age 65 years  
ที่อยู่ เลขที่ 5/2238 หมู่ที่ 10 ต.บางตลาด อ.ปากเกร็ด จ.นนทบุรี 11120  
Residing at 5/2238 Moo.10 Bang Talat, Pak Kret, Nonthaburi 11120

หรือ ☐ นายฉัตรชัย ศรีทิพย์ราษฎร์ ตำแหน่ง กรรมการอิสระและกรรมการตรวจสอบ อายุ 51 ปี  
or Mr. Chatchai Sritipphayaraj Positions Independent Director and Member of the Audit Committee Age 51 years  
ที่อยู่ เลขที่ 1/44 หมู่บ้านสิทธาธรรมย์ ริเจนท์ ซ.โพธิ์แก้ว 3 แยก 18 ถ.ลาดพร้าว 101 แขวงคลองจั่น เขตบางกะปิ กรุงเทพมหานคร 10240  
Residing at 1/44 Regent Village Sittarom Soi Pho Kao 3 separate 18 Rd. 101 Klongchan Bangkokkapi, Bangkok 10240.

หรือ ☐ นางมาลินี สัมบุญณานนท์ ตำแหน่ง กรรมการอิสระและกรรมการตรวจสอบ อายุ 63 ปี  
or Mrs. Malinee Sumbunnanonndha Positions Independent Director and Member of the Audit Committee Age 63 years  
ที่อยู่ เลขที่ 105 ซ.หมู่บ้านสวนนครินทร์ 2 แขวงหนองบอน เขตประเวศ กรุงเทพมหานคร 10250  
Residing at 105 Soi Bansuan Nakharin Village 2, Nong Bon, Prawet, Bangkok 10250

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น  
any one of them to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders

ประจำปี 2564                      ในวันพฤหัสบดีที่ 8 เมษายน 2564                      เวลา 14:00 น.  
for the Year 2021                      on Thursday 8 April 2021                      at 14.00 hrs.

ณ ห้อง ASEAN AMPHITHEATRE ศูนย์การเรียนรู้เอสอีเอซี (SEAC) เลขที่ 2525 อาคาร 2 เอฟวายไอ เซ็นเตอร์ ห้อง 2/301-2/310 ชั้น 3 ถนน  
พระราม 4 แขวง/เขตคลองเตย กรุงเทพฯ 10110 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย  
at ASEAN AMPHITHEATRE room, SEAC Learning Center no. 2525 Building 2 FYI Center, Room No. 2/301-2/310, 3rd floor, Rama 4 Road, Klongtoey,  
Klongtoey, Bangkok 10110, or any adjournment at any date, time and place thereof.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุม และออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We hereby authorize the proxy to attend and vote on my/our behalf at this meeting as follows:

- ☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

To grant the total amount of shareholding and having the right to vote

- ☐ มอบฉันทะบางส่วน คือ

To grant the partial shares as follows:

<input type="checkbox"/> หุ้นสามัญ		หุ้น และออกเสียงลงคะแนนได้เท่ากับ		เสียง
ordinary share		shares, and having the right to vote equivalent to		votes,
<input type="checkbox"/> หุ้นบุริมสิทธิ	-	หุ้น และออกเสียงลงคะแนนได้เท่ากับ	-	เสียง
preference share		shares, and having the right to vote equivalent to		votes.
รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด				เสียง
Total amount of voting rights				votes.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

วาระที่ 1

Agenda No. 1

พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2563 ประชุมเมื่อวันที่ 23 กรกฎาคม 2563

To consider and adopt the Minutes of the 2020 Annual General Meeting of Shareholders held on 23 July 2020

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ 2

Agenda No. 2

รับทราบรายงานผลการดำเนินงานและรายงานประจำปี 2563

To acknowledge the operating results and the Annual Report for the Year 2020

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ 3

Agenda No. 3

พิจารณานุมัติงบแสดงฐานะการเงิน และงบกำไรขาดทุนของบริษัท สำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2563

To consider and approve the Statement of Financial Position and Profit & Loss Statements of the Company for the Fiscal Year Ended 31 December 2020

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ 4  
Agenda No. 4

พิจารณานุมัติการจ่ายปันผล ประจำปี 2563

To consider and approve the dividend payment for the year 2020

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 5  
Agenda No. 5

พิจารณานุมัติการเลือกตั้งกรรมการบริษัทและกรรมการที่ครบกำหนดออกตามวาระ ประจำปี 2564

To consider and approve the election of directors who will be retired by rotation

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ การแต่งตั้งกรรมการทั้งชุด  
Appointing the whole nominated candidates
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล  
Appointing an individual nominated candidate

5.1 นายฉัตรชัย ศรีทิพย์ราชกูร์

Mr. Chatchai Sritipphayaraj

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

5.2 นายชูศักดิ์ ภูษิตวนิชกุล

Mr. Choosak Pooshutvanitshakul

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

5.3 นางสาวภัคจิรา รัชกิจประการ

Ms. Pakjira Ratchakitprakarn

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

5.4 นายชัยวัฒน์ เลิศวนารินทร์

Mr. Chaiwat Lertvanarin

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 6  
Agenda No. 6

พิจารณานุมัติค่าตอบแทนของคณะกรรมการและคณะอนุกรรมการ ประจำปี 2564

To consider and approve the remuneration of the Board of Directors and the Sub-Committees for the year 2021

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 7  
Agenda No. 7

พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีประจำปี 2564 และกำหนดค่าตอบแทน

To consider and approve the appointment of Company's auditor for the year 2021 and determination of the audit fee

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |



วาระที่ 8

Agenda No. 8

พิจารณาอนุมัติแก้ไขข้อบังคับบริษัทข้อ 46. เรื่องตราประทับบริษัท

To consider and approve the amendment to the Company's Article 46 of the Articles of Association (the company's seal)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 9

Agenda No. 9

เรื่องอื่น ๆ (ถ้ามี)

Other matters (if any)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น  
Voting of the proxy in any agenda that is not as specified in this Proxy Form shall be considered as invalid and shall not be the vote of a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
In case 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 shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ  
Any business carried out by the proxy at the said meeting, except in case that the proxy does not vote according to my/our intention(s) specified in the Proxy Form, shall be deemed as having been carried out by myself/ourselves in all respects.

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

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

หมายเหตุ

Remarks

- หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น  
Only foreign shareholders whose names appear in the registration book and have appointed a Custodian in Thailand can use the Proxy Form C.
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ  
Evidence to be attached with this Proxy Form are:  
(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน  
Power of Attorney from the shareholder authorizing a Custodian to sign the Proxy Form on behalf of the shareholder.  
(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)  
Letter of certification to certify that a person executing the Proxy Form has obtained a permit to act as a Custodian.
- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้  
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
For agenda of the election of directors, either the whole nominated candidates or an individual nominated candidate can be appointed.
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำตอแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ  
In case there are any further agenda apart from those specified above brought into consideration in the meeting, the Grantor may use the Allonge of the Proxy Form C. as attached.

ใบประจำตัวแทนหนังสือมอบฉันทะแบบ ค.  
ALLONGE OF PROXY FORM C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท อามา มารีน จำกัด (มหาชน)  
The appointment of proxy by the shareholder of AMA Marine Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 ในวันพฤหัสบดี ที่ 8 เมษายน 2564 เวลา 14:00 น. ณ ห้อง ASEAN AMPHITHEATRE ศูนย์การเรียนรู้เอสอีเอซี (SEAC) เลขที่ 2525 อาคาร 2 เอฟวายไอ เซ็นเตอร์ ห้อง 2/301-2/310 ชั้น 3 ถนนพระราม 4 แขวง/เขตคลองเตย กรุงเทพฯ 10110 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In the meeting of the Annual General Meeting of Shareholders for the Year 2021, on Thursday 8 April 2021 at 2 p.m. at ASEAN AMPHITHEATRE room, SEAC Learning Center no.2525 Building 2 FYI Center, Room No. 2/301-2/310, 3rd floor, Rama 4 Road, Klongtoey, Klongtoey, Bangkok 10110, or any adjournment at any date, time and place thereof.

วาระที่.....เรื่อง.....

Agenda No.

Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่.....เรื่อง.....

Agenda No.

Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่.....เรื่อง.....

Agenda No.

Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่.....เรื่อง พิจารณานุมัติการเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ ประจำปี 2564 (ต่อ)

Agenda No.

Re: To consider and approve the election of the directors in place of the directors who retired by rotation for the year 2021 (continued)

ชื่อกรรมการ .....

Director's name

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

ชื่อกรรมการ .....

Director's name

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

ชื่อกรรมการ .....

Director's name

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |



**AMA Marine Public Company Limited**

Stamp  
3 Baht

To

AMA Marine Public Company Limited  
Corporate Secretary Division  
33/4 The Ninth Towers, 33/F, Tower A, Room no. TNA02  
Rama 9 Road, Kwang Huay Kwang, Khet Huay Kwang  
Bangkok 10310

---

Dear Shareholder,

AMA Marine Public Company Limited would like to inform you that the Company's 2020 annual report will be available upon requested. If you would like to have the hard copy one, please fill up the form below. We will send it to you by mail.

Shareholder's name .....

Address .....

.....

Contact number .....



**AMA Marine Public Company Limited**

**Measures and practices for the 2021 Annual General Meeting of shareholders**  
**Under the circumstance of Coronavirus 2019 (COVID-19)**

AMA Marine Public Company Limited ("Company") has concerns on the current situation where COVID-19 is rapidly spreading which the company is necessary to organize the annual general meeting of shareholders for the year 2021. With concern for the health of all shareholders and attendees. And in order to comply with the relevant laws under such circumstances, the Company would like to inform about measures and procedures for organizing the annual general meeting of shareholders for the year 2021 in accordance with the COVID-19 prevention guidance for the prevention of COVID-19. Hold a meeting, seminar, or other activity of a similar nature. Set by the Department of Disease Control, Ministry of Public Health, dated February 11, 2020 with the following details

1. To help prevent a spread of COVID-19 and as a health safety measure for the shareholders, the Company requests for cooperation from all shareholders to consider appointing the Company's independent director as proxy to attend and cast votes on their behalf. In this regard, all shareholders who have appointed such proxies are able to maintain the right to vote at the general meeting of shareholders in accordance with any relevant laws and regulations. The shareholders who wish to exercise their rights, please fully study the details of the agenda that will be presented to the shareholders' meeting and appoint the Company's Independent Director as your proxy, in the details as per the Enclosure 11, Proxy B.
2. For shareholders who wish to attend the meeting in person, the Company would like to inform that the shareholders should follow good hygiene practices such as washing hands frequently with soapy water or alcohol gel. Wear a surgical mask to reduce the risk of transmission and contagion of various pathogens. Please prepare a surgical mask by yourself. The Company would like to request attendees for strict cooperation to follow the Company's measures as follows:
  - 2.1 The Company will have a screening point for checking every attendee's body temperature in front of the meeting room entrance. In this regard, the Company would like to request for strict cooperation from all attendees to keep distance of at least 1 (one) meters apart while queuing at the screening point, document checkpoint or registration point. If there is any suspect case, e.g. any persons returning from an at-risk country according to the Notification of the Ministry of Public Health Re: Territories outside the Kingdom of Thailand defined as Disease Infected Zones for Coronavirus Disease 2019 (COVID-19) B.E. 2563 (2020) or any other countries where the Company deems an at-risk country in less than 14 days, including those who have had close contact with those who visited or returned from such countries in less than 14 days, or having fever (has a body temperature of more than 37.5 degrees Celsius) or showing any respiratory symptoms such as coughing, sneezing, runny nose, sore throat or breathing difficulties or showing any sign or indication of COVID-19 infection, the Company requests cooperation in not allowing those in the risk group to participate in the meeting. The company will arrange for you to appoint a proxy on your behalf.

- 2.2 Participants will be invited to sit at an appropriate social distance. The Company will arrange the seat with appropriate social distancing at the minimum of 1 meters from each other. This will reduce the number of seats available in the meeting room. In the event that the seats are all taken by the prior attendees, the Company will request you to appoint a proxy on your behalf.
- 2.3 The Company requests that every shareholder who passed through the screening point and would like to attend the 2020 Annual General Meeting of Shareholders to follow these recommendations:
- Wear a facemask throughout the duration of the meeting
  - Wash your hands with soap or hand sanitizer
  - Avoid touching your face (eyes, nose and lips) whenever possible
  - Avoid touching or sharing personal items with others
  - Please leave the Meeting if you develop a fever, cough, runny nose, sore throat or breathing difficulties

In addition, as this situation is under a highly strict monitoring, the Company may consider adjusting any measures in this connection in line with any additional measures to be issued or determined by the government after the date of this notification. The Company hereby reserves its rights in making any announcement with respect to the adjustment of such measures via any channels which the Company deems appropriate.

In the event of a large number of participants may cause a delay in screening and meeting registration, the company apologizes for any inconvenience on this occasion and asks for your cooperation in strictly adhering to the guidelines.