



AMA MARINE
PUBLIC COMPANY LIMITED

Notice Convening the
2020
Annual General
Meeting of
Shareholders

Friday 3 April 2020 at 14.00 hrs.

at Le Lotus 1, Swissotel Le Concord Bangkok, No. 204,

Ratchadapisek Road, Huay Kwang, Bangkok 10320



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

ทะเบียนเลขที่ 0107559000231

No. CS/AMA004/2020

March 9, 2020

- Subject : Notice Convening the 2020 Annual General Meeting of Shareholders
- To : Shareholders of AMA Marine Public Company Limited
- Enclosures :
1. Minutes of the 2019 Annual General Meeting of Shareholders dated April 18, 2019 (for consideration in Agenda 1)
 2. Annual Report for the Year 2019 (indicating the Statement of Financial Position and the Profit and Loss Statements for the Fiscal Year Ended December 31, 2019) in QR Code (for consideration in Agendas 2 and 3) and Registration Form (Please present this form on the meeting date.)
 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 Person Proposed to be Directors in Placement (for consideration in Agenda 6)
 6. Details of Nominated Persons Proposed to be The Company's Auditors (for consideration in Agenda 8)
 7. Required Documents to Attend the Meeting
 8. Details of Independent Directors Proposed to be a Proxy
 9. Articles of Association of the Company relating to the Shareholder's Meeting
 10. Voting Methods
 11. Map of the Meeting Venue
 12. Proxy Forms
 13. Requisition Form for the Annual Report for the Year 2019

The Board of Directors' Meeting of AMA Marine Public Company Limited (the "Company") No. 1/2020 held on Feb 21, 2020 has resolved to convene **the 2020 Annual General Meeting of Shareholders on Friday April 3, 2020 at 14.00 hrs., at Le Lotus Meeting Room 1, 2/F Floor, Swissotel Le Concord Bangkok, No. 204, Ratchadapisak Road, Huay Kwang, Bangkok 10320.**

The Company had announced on its website to invite the Shareholders to submit the agenda for 2020 Annual General Meeting of Shareholders and to propose a director candidate during September 30, 2019 to January 31, 2020; 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 2019 Annual General Meeting of Shareholders held on April 18, 2019

Rationale

The Company has prepared the Minutes of the 2019 Annual General Meeting of Shareholders held on April 18, 2019 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. 1/2020 held on February 21, 2020 deemed the Minutes of the 2019 Annual General Meeting of Shareholders were duly recorded and deemed it appropriate to propose to the 2020 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 2019

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 2019 (Details as appeared in Enclosure No. 2).

The Board's Opinion

The Board of Directors' Meeting No. 1/2020 held on February 21, 2020 deemed it appropriate to propose to the 2020 Annual General Meeting of Shareholders to acknowledge the operating results and the Annual Report for the year 2019.

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, 2019

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, 2019. Such Financial Statements have been audited and certified by the Company's auditors, as appeared in the Annual Report for the year 2019 (Details as appeared in Enclosure No. 2).

The Audit Committee's Opinion

The Audit Committee's Meeting No. 1/2020 held on February 21, 2020 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, 2019 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:-

Details	Amount (Baht)
Total Assets	3,397,041,075.27
Total Liabilities	1,328,974,297.16
Total Revenues	1,899,707,206.98
Net Profit	180,520,437.07
Earnings per share	0.35

The Board's Opinion

The Board of Directors' Meeting No. 1/2020 held on February 21, 2020 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 2020 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, 2019 as audited and certified by

Company's auditor and reviewed by the Audit Committee. Details are appeared in the Annual Report for the year 2019, on page 22 (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 2019 and the appropriation of legal reserve

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. 1/2020 held on February 20, 2020 deemed it appropriate to propose to the 2020 Annual General Meeting of Shareholders to consider and approve the dividend payment for the year 2019 and the appropriation of legal reserve as per the following details:-

- (1) Dividend payment from retain earnings of the year 2019 at the rate of Baht 0.20 (Twenty Satang) to the existing shareholders for 517,916,773 shares, the total dividend will be at Baht 103,583,354.60 (One Hundred Three Million Five Hundred Eighty Three Thousand Three Hundred Fifty Four Baht and Sixty Satang). The dividend payment will be subject to the withholding tax at the rate required by the law, equivalently 130.73 percent of the net profit of the year 2019, which is in accordance with the Company's dividend policy which is not less than 25 percent.

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

Details	Separate Financial Statements		Consolidated Financial Statements	
	2018	2019	2018	2019
1. Net profit (Baht)	41,148,413.31	79,232,579.05	89,522,438.23	180,520,437.07
2. Number of shares (Shares)	517,916,773	517,916,773	517,916,773	517,916,773
3. Dividend pay-out rate (Baht/Share)	0.10	0.20	0.10	0.20
4. Total amount of dividend payment (Baht)	51,791,677.30	103,583,354.60	51,791,677.30	103,583,354.60
5. Dividend pay-out ratio (%)	125.87%	130.73%	57.85%	57.38%

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, 2020. The dividend will be paid on May 12, 2020.

The right to receive the dividend is uncertain until receiving approval from the shareholders at the 2020 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 in replacement of the directors who will retire by rotation for the year 2020

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

The Nomination and Remuneration Committee's Opinion

The Nomination and Remuneration Committee' Meeting No. 1/2020 held on February 21, 2020 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. Kesem Vejasilpa, Mr. Manit Nitiprateep, Mr. Rangsun Puangprang, and Mr. Sakchai Rutchakitprakarn 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 Board's Opinion

The Board of Directors' Meeting No. 1/2020 held on February 21, 2020 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. Kesem | Vejasilpa | Independent Director |
| 2. | Mr. Manit | Nitiprateep | Independent Director |
| 3. | Mr. Rangsun | Puangprang | Non-Executive Director |
| 4. | Mr. Sakchai | Rutchakitprakarn | Executive Director |

The Board of Directors is of the opinion that such four directors 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. Kesem Vejasilpa and Mr. Manit Nitiprateep 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 appointment of a new director in lieu of the resigned director

Rationale

According to Ms. Tippawan Photayaporn has been 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 has been approved such resignation and proposed to appoint Mrs. Malinee Sumboonyanon 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 is less than 2 months. Therefore, resolution of the shareholder's meeting is required for appoint a new director as follow:

New director: Mrs. Malinee Sumboonyanon Independent Director

The Nomination and Remuneration Committee's Opinion

The Nomination and Remuneration Committee' Meeting No. 1/2020 held on February 21, 2020 excluding the members who have conflict of interest in this agenda, has considered suitability of Mrs. Malinee Sumboonyanon who is suitable to 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 to propose the 2020 Annual General Meeting of Shareholders to consider and approve the new director of Mrs. Malinee Sumboonyanon in place of Ms. Tippawan Photayaporn who has submitted a resignation letter from being director of the Company on February 21, 2020. 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 is less than 2 months. (Details of nominated person proposed to be directors in placement as appeared on Enclosure 5)

The Board's Opinion

The Board of Directors is of the opinion in accordance with the Nomination and Remuneration Committee to propose to the 2020 Annual General Meeting of Shareholders to consider and approve the appointment of a new director which is Mrs. Malinee Sumboonyanoon in lieu of the resigned director.

Voting Requirement

This solution of this agenda requires the majority votes of shareholders who attend the Meeting and cast their votes.

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

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 2019 had been approved and resolved by at the 2019 Annual General Meeting of Shareholders on April 18, 2019 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 2019, the Company has paid the amount of Baht 3,635,400 (Three Million Six Hundred Thirty Five Thousand and Four Hundred Baht).

The Nomination and Remuneration Committee's Opinion

The Nomination and Remuneration Committee's Meeting No. 1/2020 held on February 21, 2020 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 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 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 2019 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 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	2,500	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

The Board's Opinion

The Board of Director's Meeting No. 1/2020 held on February 21, 2020 has agreed with the Nomination and Remuneration Committee to propose to the 2020 Annual General of Shareholders to consider and approve the remuneration of the Board of Directors and the Sub-committee for the year 2020 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 8 To consider and approve the appointment of Company's auditor for the year 2020 and determination of the audit fee for the year 2020

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.1/2020 held on February 21, 2020, 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 2020 (profile of each auditor as appeared in Enclosure No. 6), namely:

1. Mrs. Suvimol Chrityakierne Certified Public Accountant No. 2982 (having been the Company's auditor with signatory to the Company Financial Statement for 5 years since 2015-2019), 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 2019 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 audit fee for the year 2020 for the amount of Baht 1,140,000 (One Million One Hundred And Forty Thousand Baht) has been remained the same as last year while the audit fee for the subsidiary is at Baht 570,000 (Five Hundred Seventy Thousand Baht) which increase from year 2019 in the amount of Baht 100,000 (One Hundred Thousand Baht), or increased by 21 percent.

Comparison of the audit fees for the Company and its subsidiary for the year 2019 and 2020 is 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	-	-
Total	1,610,000	1,710,000	110,000	110,000

The Board's Opinion

The Board of Directors' Meeting No. 1/2020 held on February 21, 2020 has agreed in line with the Audit Committee to propose to the 2020 Annual General Meeting of Shareholders to consider and approve the appointment of Company's auditor and determination the audit fee for the year 2020 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 9 Other matters (if any)

On the day of the 2020 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.7](#)), and to ensure the smooth and timely registration, please present the Registration Form (Details as appeared in [Enclosure No.2](#)) 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. 8](#)), 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.12](#)). Those can be downloaded from the Company's website at 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.7](#)). 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.9 and Enclosure No. 10.

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**, or via facsimile No. 02 001 2800, or by mail to AMA Marine Public Company Limited No. 33/4 The 9th Towers, 33/F, Tower A, Room no. TNA02, Rama 9 Road, Huay Kwang Sub-district, Huay Kwang District, Bangkok 10310.

Please be informed accordingly and the shareholders are cordially invited to attend the 2020 Annual General Meeting of Shareholders at the date, time and venue as stated above.

Sincerely yours,

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke at the end, positioned above a solid horizontal line.

(Mr. Kasem Vejasilpa)

Chairman of the Board of the Directors

(Translation)
Minutes of the 2019 Annual General Meeting of Shareholders
AMA Marine Public Company Limited

Time and Venue AMA Marine Public Company Limited (“**The Company**”) held the 2019 Annual General Meeting of Shareholders on Thursday 18 April 2019 at 14.00 hrs, at Salon A Meeting Room, 2/F, Swissotel Le Concord Bangkok, No. 204, Ratchadapisek Road, Huay Kwang, Huay Kwang, Bangkok 10320

Directors Present

- | | |
|-----------------------------------|--|
| 1. Mr. Kasem Vejasilpa | Chairman |
| 2. Mr. Manit Nitiprateep | Independent Director / Chairman of the Audit Committee / Chairman of Nomination and Remuneration Committee |
| 3. Mr. Chatchai Sritippayaraj | Independent Director / Audit Committee Member / Nomination and Remuneration Committee Member |
| 4. Mrs. Tippawan Potayaporn | Independent Director / Audit Committee Member / Nomination and Remuneration Committee Member |
| 5. Mr. Pisan Ratchakitprakarn | Director / Managing Director / Nomination and Remuneration Committee Member |
| 6. Mr. Choosak Pooshutvanitshakul | Director / Chairman of Executive Committee |
| 7. Ms. Pakjira Ratchakitprakarn | Director / Executive Committee Member |
| 8. Mr. Rangsun Puangpreng | Director / Executive Committee Member |
| 9. Mr. Chaiwat Lertvanarin | Director |
| 10. Mr. Sakchai Rutchakitprakarn | Director / Assistant to Managing Director – Accounting & Finance |

10 directors attended the meeting, or 100% of the total directors.

Executive Present

- | | |
|--------------------------------|---------------------|
| 1. Ms. Naruechol Vaidyanuwatti | Corporate Secretary |
|--------------------------------|---------------------|

Legal Advisors Present

- | | |
|---------------------------------|---------------------------|
| 1. Ms. Patsada Muenthong | Able & Primpton Co., Ltd. |
| 2. Ms. Pattarasupang Chalermnon | Able & Primpton Co., Ltd. |

Representatives from Auditors Present

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

Preliminary Proceedings:

Mr. Kasem Vejasilpa, Chairman of the Board of Directors, acted as the Chairman of the Meeting asking Ms. Sitang Phanitpotjamarn to assist the Chairman conduct of the Meeting.

Ms. Sitang Phanitpotjamarn, as the meeting moderator welcomed shareholders who attended the Meeting, and informed the meeting that there were 37 shareholders attended in person, holding the total shares in the number of 1,229,704 and 69 shareholders attended in proxy, holding the total shares in the number of 356,664,751 shares. Therefore there were 106 shareholders in total attended the meeting both in person and in proxy, holding the total shares in the number of 357,894,455 shares equivalent to 69.1027% of the Company's total issued shares, a quorum was therefore formed as indicated in the Company's Article of Association.

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

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 7: To consider and approve the election of Company's directors to replace of those who will retire by rotation for 2018, 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 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

The Company would publish the minutes of the meeting together with the votes in each agenda on the Company's website or with 14 days from the meeting date (or within 2 May 2019)

In this Meeting, Mr. Sayphet Lookrat, representative of shareholder, shareholder himself and Mr. Napat Sanguthaivanitkul of Able and Primpton Co., Ltd. were the witnesses for the vote counting. In this event, The Chairman opened an opportunity to ask questions regarding the criteria of vote counting.

The Chairman then proposed the Meeting to consider the following agenda:-

Agenda 1 To consider and adopt the Minutes of the 2018 Annual General Meeting of Shareholders held on 19 April 2018

The Chairman presented the minutes of the 2018 Annual General Meeting of Shareholders held on 19 April 2018 to the Meeting, details of which was appeared in the copy distributed to shareholders together with the invitation of this meeting.

The Chairman invited the shareholders to raise question, express an opinion or suggestion.

There was no question being raised, thus, the Chairman requested the Meeting to consider and adopt the Minutes of the 2018 Annual General Meeting of Shareholders held on 19 April 2018.

In this regard, The Chairman informed 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 2018 Annual General Meeting of Shareholders held on 19 April 2018 as proposed with the following votes:

There are 111 shareholders attended the meeting, totaling 358,462,139 shares

Approved	358,462,139	Votes	Percentage of total votes	100.00%
Disapproved	-	Votes	Percentage of total votes	-
Abstained	-	Votes	Percentage of total votes	-
Voided	-	Votes		

Remark: In this agenda, 5 more shareholders holding 567,684 shares.

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 2018 to the Meeting. Mr. Pisan reported the Company's operating results for the year 2018, details of which were appeared in the 2018 Annual Report distributed to the shareholders together with the Invitation to this Meeting which can be summarized as follows:-

Mr. Pisan Ratchakitprakarn reported the Company's operating result for the year 2018 together with the Collective Action Coalition Against Corruption: CAC that can be summarized as follows:-

The Company's operating result for the year 2018

International marine liquid logistics service

AMA Marine Public Company Limited ("the Company") reported additional services income of Baht 189.94 million or 17.30% YoY, However, due to an increasing of the bunker cost, the Company's gross profit decreased of Baht 113.32 million or 33.30% YoY. In 2018, the Company faced with the volatility of palm oil prices as well as crude oil prices in the world market; therefore, the Company put off the plan to purchase the Tanker from 2 to 1 in accordance with the transportation demand.

Domestic land logistics service

The service income of AMA Logistics Co., Ltd. ("the Subsidiary") increased of Baht 83.39 million or 20.70% YoY, in line with the business plan and the increasing demand for oil transportation. In 2018, the Subsidiary had carried oil volume of 1,275.64 million liters, grew by 148.90 million liters or 13.13% YoY. In

addition, the Subsidiary could manage the truck fleet more efficiently, resulting in an increase in the gross profit of Baht 17.06 million, or surged by 20.87% YoY.

Economic and Industry Overview

- The Company used USD dollar as a functional currency for the business operation, and used Baht in accordance with TAS21. In 2018, fluctuation of Baht had an impact towards the operation. The average of Baht vs USD was at Baht 32.31 per USD, appreciated by 4.80% YOY. The major factor is the concern from investors towards other risk factors, such as the trade war between USA and China, the economic slowdown in China and USA, including the instability of the stock market in developing countries. There will be fund flow to emerging market.
- A crude oil price is another crucial factor that affects the Company's performance since it is one of the Company's major cost. In 2018, the average Brent crude oil price was at USD 71.34 per barrel, 31.82% increase from the average price in 2017. A continued of higher oil price is from a concern on Iran's oil export volume after the US sanctions, limitation of the US's oil production, and instability in oil production in Libya and Venezuela.

The Collective Action Coalition against Corruption: CAC

Regarding the Collective Action Coalition against Corruption or CAC, the Company has announced the intention to join on 10 April 2019. We are on the process of the preparation of Self-evaluation tool for countering bribery to hand in the committee to approve the membership. The Company realized on the importance of the anti-corruption issue and have the people attended such training regularly.

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

Mr. Pisan Ratchakitprakarn invited the shareholders to raise question, express an opinion or suggestion.

There was no shareholder asking any question or expressing any opinion.

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 2018

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 2018, details of which were appeared in the 2018 Annual Report distributed to the shareholders together with the Invitation to this Meeting which can be summarized as follows:-

Mr. Sakchai Rutchakitprakarn reported that the Audit Committee Meeting No. 1/2019 held on 18 February 2019 had audited the Company's Statement of Financial Position and Profit and Loss Statement for the accounting period ended 31 December 2018 and its Subsidiary's as proposed by the Company Auditor. The committee agreed the report is correct, complete, and being trusted. The disclosure is enough and can be summarized as follows:

Details	Amount (Baht)
Total Assets	3,667,297,936.62
Total Liabilities	1,612,769,593.52
Total Revenues	1,773,973,839.24
Net Profit	89,522,438.23
Earnings per share	0.17

In addition, The Board of Directors Meeting No. 1/2019 held on 18 February 2019 had considered the Company's Statement of Financial Position and Profit and Loss Statement without different opinion from the Audit Committee. They agreed to propose to shareholders to consider and approve the Company's Statement of Financial Position and Profit and Loss Statement for the Accounting Period ended 31 December 2018 that was audited and certified by the Company's auditor and the Audit Committee. Details are appeared on the 2018 Annual Report that was being distributed to shareholders together with the invitation letter this time.

Mr. Sakchai Rutchakitprakarn invited the shareholders to raise question, express an opinion or suggestion.

There was no question being raised, thus, the Chairman requested the Meeting to consider and a and approve the Company's Statement of Financial Position and Profit and Loss Statement for the Accounting Period ended 31 December 2018

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 31 December 2018 as proposed with the following votes:

There are 114 shareholders attended the meeting, totaling 358,464,019 shares

Approved	358,464,019	Votes	Percentage of total votes	100.00%
Disapproved	-	Votes	Percentage of total votes	-
Abstained	-	Votes	Percentage of total votes	-
Voided	-	Votes		

Remark: In this agenda, 3 more shareholders holding 1,880 shares attending the meeting.

Agenda 4 To consider and approve the dividend payment for 2018 and the appropriation of legal reserve

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

Mr. Sakchai Rutchakitprakarn informed that according to the Company's policy to pay dividend of no less than 25% of its separated net profit after deduction of tax and reserves (if any). However, the dividend payment shall be changed depending upon the Company's operation, financial statements, liquidity, and necessity of the working capital usage, investment plan, business expansion, market environment, suitability, and other factors relating the operation and management under the condition that the Company has enough cash for business operation. Such actions must be done at the best benefit of shareholders in accordance with the Board of Directors and/or the shareholder agreement as per the Public Company Act B.E. 2535 Section 115 and Section 116, and the Company's Article of Associations No. 38 and No. 40 that set aside the condition of dividend payment as follows:-

- (1) Dividend cannot be divided from any other type of cash, except profit. Dividend shall be divided per share – equally,
- (2) Dividend payment must be approved by the Shareholder's Meeting,
- (3) Directors shall eventually pay interim dividend to shareholders when the Company has enough profit and must report to shareholders in the next meeting,
- (4) The Company is required to set aside the reserve no less than 5% out of the annual net profit deducting from unappropriated retained earnings (if any) until the reserve is no less than 10% of the registered capital

The Board of Directors' Meeting No. 1/2019 held on 18 February 2019 deemed it appropriate to propose to the 2019 Annual General Meeting of Shareholders to consider and approve the dividend payment for the year 2018 and the appropriation of legal reserve as per the following details:-

- (1) Dividend payment from retain earnings of the year 2018 at the rate of Baht 0.10 (Ten Satang) to the existing shareholders for 517,916,773 shares, the total dividend will be at Baht 51,791,677.30 (Fifty One Million Seven Hundred Ninety One Thousand Six Hundred and Seventy Seven Baht Thirty Satang)

In this regard, dividends will be subject to the withholding tax at the rate required by law. The dividend payment will be made at the total rate of Baht 0.10 (Ten Satang) per share, equivalently 125.87 percent of the net profit of the year 2018, which is in accordance with the Company's dividend policy which is not less than 25 percent.

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

Details	Separate Financial Statements		Consolidated Financial Statements	
	2017	2018	2017	2018
1. Net profit (Baht)	217,949,158.25	41,148,413.31	253,145,494.10	89,522,438.23
2. Number of shares (Shares)	431,600,000	517,916,773	431,600,000	517,916,773
3. Dividend pay-out rate (Baht/Share)	0.30	0.10	0.30	0.10
4. Total amount of dividend payment (Baht)	129,480,000	51,791,677.30	129,480,000	51,791,677.30
5. Dividend pay-out ratio (%)	59.41	125.87	51.15%	57,85%

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 4 March 2019. The dividend will be paid on 9 May 2019.

The right to receive the dividend is uncertain until receiving approval from the shareholders at the 2019 Annual General Meeting of Shareholders.

- (2) The Company has appropriated Baht 1,734,000 (One Million Seven Hundred Thirty Four Thousand Baht), or no less than 5% of the net profit as legal reserve.

Mr. Sakchai Rutchakitprakarn invited the shareholders to raise question, express an opinion or suggestion.

There was no question being raised, thus, the Chairman requested the Meeting to consider and approve the dividend payment for 2018 and the appropriation of legal reserve

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 dividend payment for 2018 and the appropriation of legal reserve as proposed with the following votes:

There are 117 shareholders attended the meeting, totaling 371,092,699 shares

Approved	371,092,699	Votes	Percentage of total votes	100.00%
Disapproved	-	Votes	Percentage of total votes	-
Abstained	-	Votes	Percentage of total votes	-
Voided	-	Votes		

Remark: In this agenda, 3 more shareholders holding 12,628,680 shares attending the meeting.

Agenda 5 To consider and approve the decrease of the Company's registered capital remained after stock dividend allocation of the Year 2017

The Chairman explained and proposed the meeting to consider and approve the decrease of the Company's registered capital from Baht 258,960,000 to Baht 258,958,386.50 by means of share deletion on 3,227 shares with par value of Baht 0.50 remained after the stock dividend allocation of the Year 2017. The Board of Directors deemed that such implementation is appropriate and does not have impact on the right of Shareholders.

The Chairman invited the shareholders to raise question, express an opinion or suggestion.

There was no question being raised, thus, the Chairman requested the Meeting to consider and approve the decrease of the Company's registered capital remained after stock dividend allocation of the Year 2017.

In this regard, the Chairman informed that this agenda shall comprise of the votes no less than three-fourths of the total votes of shareholders who attend the meeting and have the right to vote (If approved, the meeting shall further consider Agenda 6.)

Resolution: The Meeting considered the matter and resolved with the votes of no less than three-fourths of the total votes of the shareholder attending the Meeting and casting their votes to the decrease of the Company's registered capital remained after stock dividend allocation of the Year 2017 as proposed with the following votes:

There are 118 shareholders attended the meeting, totaling 371,092,767 shares

Approved	371,092,767	Votes	Percentage of total votes	100.00%
Disapproved	-	Votes	Percentage of total votes	-
Abstained	-	Votes	Percentage of total votes	-
Voided	-	Votes		

Remark: In this agenda, 1 more shareholders holding 68 shares attending the meeting.

Agenda 6 To consider and approve the amendment of the Company's Memorandum of Association to be in line with the decrease of the registered capital

The Company explained the meeting that according to the propose to decrease of the Company's registered capital for the conformity with such decrease, Clause 4 of the Company's Memorandum of Association with the Department of Business Development, Ministry of Commercial. The Company deemed appropriate to propose to the shareholder's Meeting to authorize the person assigned by the Board of Directors or the Managing Director with the power to carry on any necessary actions for the completion of the registration including making correction and addition of words as demanded by the Registrar as follows;

"Clause 4.	Registered Capital of	Baht 258,958,386.50	(Two Hundred Fifty-Eight Million Nine Hundred Fifty-Eight Thousand Three Hundred Eighty-Six Baht and Fifty Satang)
	divided into	517,916,773 shares	(Five Hundred Seventeen Million Nine Hundred Sixteen Thousand Seven Hundred Seventy-Three shares)
	par value	Baht 0.50	(Fifty Satang) each,

Categorized into:

ordinary shares in	517,916,773 shares	(Five Hundred Seventeen Million Nine Hundred Sixteen Thousand Seven Hundred Seventy-Three shares)
the number of		
preferred shares in	- shares	(-)"
the number of		

The Chairman invited the shareholders to raise question, express an opinion or suggestion.

There was no question being raised, thus, the Chairman requested the Meeting to consider and approve the amendment of the Company's Memorandum of Association to be in line with the decrease of the registered capital

In this regard, the Chairman informed that this agenda shall comprise of the votes no less than three-fourths of the total votes of shareholders who attend the meeting and have the right to vote

Resolution: The Meeting considered the matter and resolved with the votes of no less than three-fourths of the total number of votes of the shareholder attending the Meeting and casting their votes to the amendment of the Company's Memorandum of Association to be in line with the decrease of the registered capital as proposed with the following votes:

There are 119 shareholders attended the meeting, totaling 371,093,967 shares

Approved	371,093,967	Votes	Percentage of total votes	100.00%
Disapproved	-	Votes	Percentage of total votes	-
Abstained	-	Votes	Percentage of total votes	-
Voided	-	Votes		

Remark: In this agenda, 1 more shareholders holding 1,200 shares attending the meeting.

Agenda 7 To consider and approve the election of the directors who will retire by rotation

The Chairman appointed Mr. Manit Nitiprateep, Chairman of the Nomination and Remuneration Committee to present the details of the election of the directors who will retire by rotation and ran the Meeting on his behalf.

According to The Principal of Good Corporate Governance and to allow the shareholders to consider this matter independently, the three retired directors left the meeting room. Mr. Manit Nitiprateep mentioned that pursuant to the Public Company Act B.E. 2535 Section 71 and the Company's Article of Associations No. 15, at every annual general meeting of shareholders, one-thirds (1/3) of the directors must

retire from office. If the number of director is not at (1/3), directors must retire closet to the ratio (1/3). Directors who will retire in the first and the second year after being listed must draw lots. In the next year, directors who are in the longest terms will retire and be re-elected. According to the Board of Directors meeting no. 1/2019 held on 18 February 2019 has drawn lots and the directors who will retire by rotation were as follows:-

1. Mr. Chatchai Srithippayaraj Independent Director
2. Mr. Pisan Ratchakitprakarn Executive Director
3. Ms. Pakjira Ratchakitprakarn Non-Executive Director

In addition, according to Section 86 of the Public Limited Companies Act B.E. 2535 (1992), it is prohibited the directors to operate the same business or any kind of business that competes with the company's. This includes being the director of the private companies on such business except for the fact that this is being informed the shareholder's meeting prior to resolve the appointment.

The Nomination and Remuneration Committee' Meeting No. 1/2019 held on 18 February 2019 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 in the Board of Directors and the sub-committees of each person individually. It therefore resolved to propose to the Board of Directors to then present to the 2019 Annual General Meeting of Shareholders to consider and approve the election of Mr. Chatchai Srithippayaraj, Mr. Pisan Ratchakitprakarn, and Ms. Pakjira Ratchakitprakarn who retire by rotation to return their office for another term. (Profile of each director as appeared in [Enclosure No. 3](#) and procedures for director selection and definition of independent directors as appeared in [Enclosure No. 4](#))

In addition, the three directors have the qualification in line with the Public Company Act B.E. 2535 and the laws on securities and the stock exchange. In addition, they all are knowledgeable, capable, expertise, and full of experience and contribution time to the best benefits of shareholders, and stakeholders; therefore, they are suitable to be the Company's directors. Besides, Mr. Chatchai Srithippayaraj who is 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.

According to the Company allowed the channel for shareholders to propose any person to be elected the directors in advance during 28 September 2018 – 31 January 2019 via the company's website. However, there were no shareholders proposing any persons to be elected as directors.

Mr. Manit Nitiprateep invited the shareholders to raise or express any question, opinion or suggestion.

No question was raised, He then requested the Meeting to approve individually the election of the directors who will retire by rotation.

In this regard, Mr. Manit Nitiprateep informed 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 with the following votes:

1. Mr. Chatchai Srithipayarij

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 re-election Mr. Chatchai Srithipayarij, Independent Director for another terms with the following votes:

There are 120 shareholders attended the meeting, totaling 371,094,008 shares

Approved	371,091,608	Votes	Percentage of total votes	99.9997%
Disapproved	-	Votes	Percentage of total votes	-
Abstained	1,200	Votes	Percentage of total votes	-
Voided	1,200	Votes	Percentage of total votes	0.0003%

Remark: In this agenda, 1 more shareholders holding 41 shares attending the meeting.

2. Mr. Pisan Ratchakitprakarn

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 re-election Mr. Pisan Ratchakitprakarn, Executive Director for another terms with the following votes:

There are 120 shareholders attended the meeting, totaling 371,094,008 shares

Approved	357,586,948	Votes	Percentage of total votes	99.9701%
Disapproved	-	Votes	Percentage of total votes	-
Abstained	-	Votes	Percentage of total votes	-
Voided	107,060	Votes	Percentage of total votes	0.0299%

3. Mr. Pakjira Ratchakitprakarn

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 re-election Mr. Pakjira Ratchakitprakarn, Non-Executive Director for another terms with the following votes:

There are 120 shareholders attended the meeting, totaling 371,094,008 shares

Approved	370,688,148	Votes	Percentage of total votes	99.8910%
Disapproved	-	Votes	Percentage of total votes	-
Abstained	1,200	Votes	Percentage of total votes	-
Voided	404,660	Votes	Percentage of total votes	0.1090%

Note The two directors : Mr.Pisan Ratchakitprakarn and Mr. Pakjira Ratchakitprakarn who have conflict of interest did not cast their votes in this agenda

The Chairman then asked the officer to invite the three directors to the meeting room.

Agenda 8 To Consider and Approve the remuneration of the Board of Directors and the Sub-committee for the year 2019

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 2019.

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, bonus, or other benefits as specified in the Articles of Association or 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 Nomination and Remuneration Committee's Meeting No. 1/2019 held on 18 February 2019 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 shall deem to propose the Board of Directors and then the shareholders for the year 2019 to consider and approve the remuneration of the director for the year 2019 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, bonus, with no other benefits.

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
- 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		

Position	Types of Remuneration	
	Monthly Remuneration (Baht)	Meeting Allowance (Baht / Time)
- 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 2018, the Company has paid the amount of Baht 3,461,000. (Three Million Four Hundred Sixty One Thousand Baht)

Name of Director	Remuneration (Baht)						Total Remuneration of each director
	Monthly Remuneration	Meeting Fee					
		Board of Directors	Audit Committee	Executive Committee	Nomination & Remuneration Committee	AGM	
1. Mr. Kasem Vejasilpa	600,000	30,000	-	-	-	5,000	635,000
2. Mr. Manit Nitiprateep	360,000	30,000	10,000	-	5,000	5,000	410,000
3. Mr. Chatchai Sritipphayaraj	270,000	30,000	10,000	-	5,000	5,000	320,000
4. Mrs. Tippawan Potayaporn	270,000	30,000	10,000	-	5,000	5,000	320,000
5. Mr. Choosak Pooshutvanitshakul	540,000	30,000	-	30,000	-	5,000	605,000
6. Mr. Pisan Ratchakitprakarn	157,500	20,000	-	17,500	5,000	5,000	205,000
7. Ms. Pakjira Ratchakitprakarn	240,000	30,000	-	30,000	-	5,000	305,000
8. Mr. Thatree Kirdboonsong	240,000	30,000	-	30,000	-	5,000	305,000
9. Mr. Chaitasn Wanchai	180,000	30,000	-	-	-	5,000	215,000
10. Mr. Sakchai Rutchakirprakarn ¹	126,000	15,000	-	-	-	-	141,000
Grand Total	2,983,500	275,000	30,000	107,500	20,000	45,000	3,461,000

Note: ^{1/} Being appointed to the Director position on April 19, 2018

Mr. Manit Nitiprateep, Chairman of the Nomination and Remuneration Committee invited the shareholders to raise or express any question, opinion or suggestion.

No question was raised, he then requested the Meeting to fix the remuneration of the Directors and Sub-Committee for 2019.

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 and having the right to vote.

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 Remuneration of the Board of Directors and Sub-Committee for the year 2019 as proposed with the following votes:

Note The six directors namely: Mr. Manit Nitiprateep, Mr. Choosak Pooshutvanitshakul, Mr. Pisan Ratchakitprakarn, Ms. Pakjira Ratchakitprakarn, and Mr. Rangsun Puangprang, Mr. Chaiwat Lertvanarin who have conflict of interest did not cast the votes for this agenda.

There are 121 shareholders attended the meeting, totaling 371,094,128 shares

Approved	357,076,128	Votes	Percentage of total votes	99.9983%
Disapproved	-	Votes	Percentage of total votes	-
Abstained	6,000	Votes	Percentage of total votes	0.0017%
Voided	-	Votes		

Remark: In this agenda, 1 more shareholders holding 120 shares attending the meeting.

Agenda 9 To consider and approve the appointment of the Company's auditor for the year 2019 and determination of the audit fee

The Chairman appointed Mrs. Tippawan Potayaporn, Audit Committee Member to present the details of the appointment of the Company's auditor for the year 2019 and determination of the audit fee.

The Public Company Act B.E. 2535 Section 120 and Section 121 as well as the Company Articles of Associations No.32 had determined that the Annual General Meeting of Shareholders appointed the annual auditor. Shareholders may appoint the existing auditor and then have the shareholders determined the audit fee. However, the auditor must not be the director, staff, employee, or any other persons in the company. According to the Audit Committee's Meeting No. 1/2019 held on 18 February 2019 proposed to the Board of Directors Meeting No. 1/2019 held on 18 February 2019 had considered and selected the Company's auditor by consideration on the performance, the independence of the auditor and its remuneration, and provided the opinion to the Board of Directors to propose the appointment of one of the following auditors from DIA International Audit Co., Ltd. be the auditors for the Company and its subsidiary for 2019

1. Mrs. Suvimol Chrityakierne CPA No. 2982, and/or (Has been the Company's auditor with signatory to the Company Financial Statements for 4 years

- since 2015-2018)
2. Ms. Somjintana Pholhiranrat CPA No. 5599 (Has never been the Company's auditor with signatory to the Company's Financial Statements)
 3. Ms. Supaporn Mangjitr CPA No. 8125 (Has never been the Company's auditor with signatory to the Company's Financial Statements)
 4. Mr. Nopparerk Pitsanuwongse CPA No. 7764 (Has been the Company's auditor with signatory to the Company's Financial Statements for 2 years during 2013-2014)

Mrs. Suvimol Chrityakierne has been the Company's auditor with signatory to the Company's Financial Statements for the Year 2018 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.

The audit fee for the year 2019 for the amount of Baht 1,140,000 has been remained the same as last year while the audit fee for the subsidiary is at Baht 470,000 which increases from year 2018 in the amount of Baht 30,000, or 1.78 percent.

Comparison of the audit fees for the Company and its subsidiary for the year 2018 and 2019 is following:

Company	Audit Fee (Baht)		Non-Audit Fee (Baht)	
	2018	2019	2018	2019
AMA Marine Public Company Limited	1,140,000	1,140,000	110,000	110,000
AMA Logistics Company Limited	440,000	470,000	-	-
Total	1,580,000	1,720,000	110,000	110,000

Remark: The out of pocket expenses, such as auditor allowance, travelling expense, overtime, international phone call, and room and board (in case of staying overnight or travelling up-country) will be paid on actual basis.

Mrs. Tippawan Potayaporn, Audit Committee Member invited the shareholders to raise or express any question, opinion or suggestion.

No question was raised, he then requested the Meeting to approve the appointment of the Company's auditor for the year 2018 and determination of the audit fee.

In this regard, the Chairman informed 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 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 122 shareholders attended the meeting, totaling 371,094,248 shares

Approved	371,094,248	Votes	Percentage of total votes	100.00
Disapproved	-	Votes	Percentage of total votes	-
Abstained	-	Votes	Percentage of total votes	-
Voided	-	Votes		

Remark: In this agenda, 1 more shareholders holding 120 shares attending the meeting.

Agenda 10 Other matter (if any)

The Chairman invited the shareholders to propose other matter for consideration, raise or express any question, opinion or suggestion. There were shareholders themselves and proxy holders asking questions as following:-

Mrs. Tipwan Trakarnwijitr, a proxy holder from Mr.Wichit Trakarnvichitr asked following questions:-

The business operation in the previous year was not quite good due to the fluctuation of the gasoline price as well as the exchange rate. I would like to know if the directors and executives have the policy to turn around the business operation. How to handle this?

Managing Director

The company major business is to provide the international marine liquid logistics service. The revenue proportion is at 75%. The uncontrolled factors such as gasoline price that is fluctuated all the time. The Company has purchased in advance in order to reflect the cost as at the time we are offering the freight.

When the company was established in 1996, we never bought the fuel in advance. We let it reflect the market price during 3-6 months depending upon the contract. Presently, executives and the Board of Directors, especially the Executive Committee will meet up every month to consider the uncontrolled factors in terms of pricing; however, to be able to control in terms of cost. In 2Q2018 – 4Q2018, we had purchased the fuel in advance for some parts. As seen the gasoline price fluctuation, if we purchase in advance and forecast the right direction and the fuel price is growing up, we made right decision. This will reflect the capability to make the gross profit as the freight was being fixed. On the other hand, if we expect the gasoline price is increased; however, it is not. The freight rate in Spot grade will also decrease. We have some short term contract as in SPOT : Cargo, charter by charter; therefore, we will try our best to manage and control the fluctuation of gasoline price.

Regarding the exchange rate, our major revenue from AMA is at 75% while the rest 25% belongs to our subsidiary – AMAL. AMA earns 100% of revenue in USD and we have the expense in USD at 60%. This year we try to reduce such risk by adjusting the wage in USD for full time employee that is fair for both parties. Originally, AMA natural hedge was at 60%, we forecasted the wage allowance of the crew was at 13%. Therefore, the natural hedge in the future will be more than 70% while the rest of 30% will further managed.

Regarding the question being asked that when will we make the high profit as previous years, we would say the business cycle is up and down. In 2017, the Company was able to make the profit of Baht 235 million, and decline to Baht 90 million in 2018. The major reasons are the fluctuation of fuel price and high operation cost. In overall picture, we still believe that AMA will grow inorganically and we are capable to make profit. The Company market covers 60% in Asia that is no.1 of palm oil consumer such as India, China, Bangladesh. These routes still need the marine transportation as it is the economized way while the domestic land logistics service does not effect on the fluctuation of fuel price as well as the exchange rate. The freight rate is determined along with the fuel price. The only way we are able to manage is to lift up the utilization rate. Presently, AMAL makes good profit as they can reduce the waiting time and have effective management for backhauling.

Mr. Thapongsanamongkol Janyadhammaphot, a proxy holder from Ms.Petcharat Janyadhammaphot asked following questions:-

- 1. I would like to know the progress of the company project on merger and acquisition**

Managing Director

The Financial Advisor had entered into the valuation process of the potential company and suggested the Company should take into action to purchase. In addition, the Board of Directors resolved to approve and appoint the Managing Director to negotiate the price and condition with the seller. The seller however did not satisfy with the proposed price and asked for some times to make decision. We currently did not hear from them, we thought the seller might deny selling the shares.

There are some logistics/transportation companies we are interested and we will continue to talk with them.

- 2. In 2019, how is the freight adjustment in relation to the fluctuation of the gasoline price?**

Managing Director

At the beginning of 1Q2019, the gasoline price decreased to USD 50 per barrel while it increased to USD 72-73 per barrel in 2Q2019. The Company has mutually negotiated with clients regarding the freight adjustment in several routes. The palm oil producer and seller also face with the fluctuation in palm oil price, they also tried to decrease the relating cost; one of this is the transportation cost from the Company. As you saw the graph on freight rate in China and India routes, the freight rate was steady during the past two years while the gasoline price was extremely fluctuate. That means the freight is unchanged while the gasoline price is decreased the Company will make more profit; however, if the gasoline price increased the Company will definitely makes less profit. The China and India markets are broaden, there are many service providers who offer the freights differently. The Company freight is normally higher than others around USD 2, we recently receives the higher freight from our clients.

The Company is concerned on the cost and freight charges. Regarding the contract for 3 or 6 months or even in spot, we will not offer the freight lower than the standard average freight. Nevertheless, the standard average freight is the other uncontrolled factor. The Company is able to adjust the freight so far but after we acquired the big vessels to service to client in China and India, the standard average freight is the determination more than the cost adjustment. Even though there are many service providers, the ratio of gasoline price vs the freight rate depends upon the negotiation.

- 3. There is the consideration to carry on other kinds of liquid such as chemical, please update the progress.**

Managing Director

The Company vessel is classified a tanker which is the highest grade. Recently the Company is focus on the palm oil and vegetable oil loading service and serves the global top four clients. The client desires to use the vessels that only load palm oil and vegetable oil, no mixing with other liquid substance or even the petrol. However, the Company needs the backhauling like AMAL. We see the opportunity on the backhauling for 30-40% from Northern China, South Korea, the Philippines and the Eastern Malaysia. We believes that the backhauling service will generate more profit. The Company has been prepared on the personal whose experience is between 15-20 years in terms of management and support other types of products. The first vessel will be ready for loading within July 2019 and we will gradually bring forward the big vessels with 10,000 – 13,000 dwt for backhauling. At the end of 2019 there will be 3 vessels on call for backhauling on other types of liquid. The rest of vessels will gradually take into such action. The Company believes that the

backhauling service will make more profit to the company during the oil price fluctuation.

Mr. Pongtawat Cheeranavanit, shareholder asked following questions:-

1. How long is the commercial contract last?

Managing Director

Normally the hiring contract is based on chartering. Since the company has good relationship with clients, there are no contract. The Company will then make the agreement every 3 months by determining the freight rate in advance. During such period if there is any fluctuation on oil price, the Company will not be able to ask for freight adjustment. What we can do to resolve this problem is to fix the oil price in advance, this allows and satisfies us have gross profit at some levels. The proportion to fix oil price in advance will differ from route to route.

2. There were 4 vessels dry docking in 1Q2019. Are they normally maintenance? How often do the vessels get maintenance?

Managing Director

The dry docking is normally done twice within 5 years, especially the vessel age is more than 10 years. The new vessel is usually being audited by the third party to see its condition even though there is no need for dry docking. The surveyor will check for safety whether it is in relation with the standard of "CLASS Society." Most of the company vessels have aged between 10-20 years; therefore, the average time for dry docking is for 2.5 years. The Company has 11 vessels in the fleet, 3-4 vessels will be dry docking per year. This is determined the normal maintenance, not the breakdown.

In 1Q2019, 3 vessels are dry docking and 1 more vessel will be dry docking in August 2019. As you can see there are couple vessels dry docking in 1Q2019 this is an inevitable period for such action.

3. The management has informed that the gross profit will be remained at 20%, is it still possible to do so?

Managing Director

AMAL is presently able to make high profit but it is under 30% while AMA vessels are dry docking. The overall fleet has made 20% higher as targeted; however, 3 vessels were dry docking resulting in the profit making. I do believe that AMA will be able to make gross profit at 20% or higher in 2Q2019 – 4Q2019.

No queries were made by any shareholders. The Chairman then thanked shareholders for attending the meeting.

The Meeting was adjourned at 15.46 hrs.

_____-Signature-_____Chairman
(Mr. Kasem Vejasilpa)

_____-Signature-_____Corporate Secretary
(Ms. Naruechol Vaidyanuwatti)

1. Mr. Kasem Vejasilpa

Age 74 Years

Position Independent Director / Chairman

Education

- Master of law, University of California, Berkeley
- Bachelor of Political Science (Law), Chulalongkorn University
- Institute of legal education, The Thai Bar Under the Royal Patronage

Training

- Director Accreditation Program (DAP), Class 141/2017

Work Experience 5 Years

June 2017 – Present Independent Director/ Chairman AMA Marine PCL

Position in other listed companies

None

Position in non-listed companies

2006 – 2016	Senior Judge	The Criminal Court
Former	Presiding Judge	The Court of Appeal, Region V
Former	Deputy Chief Justice	Administrative Office of the Court of Justice, Region II
Former	Deputy Chief Justice	Administrative Office of the Court of Justice, Region IX
Former	Justice	The Court of Appeal, Region V
Former	Presiding Judge	The Civil Court
Former	Presiding Judge	The Central Labour Court
Former	Chief Judge	Chiang Mai Provincial Court
Former	Chief Judge	Chiang Mai Kwaeng Court
Former	Justice	Bangkok South Kwaeng Court
Former	Justice	Phayao Provincial Court
Former	Justice of the ministry	Ministry of Justice



Total Shareholding Percentage as of February 21, 2020 None

Type of director to be Proposed Independent Director

Number of year (s) as director 2 years 6 months (as of February 21, 2020)

No. of meeting attendance in 2019 Board of Director 7/7 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. Manit Nitiprateep

Age 64 Years

Position Independent Director / Chairman of the audit Committee /
Chairman of the nomination & Remuneration Committee

Education

- Master of Economics, School of Development Economics, National Institute of Development Administration
- Bachelor of Economics (Economics Theory), Ramkhamhaeng University

Training

- Director Certification Program (DCP), Class 225/2016
- Director Accreditation Program (DAP), Class 126/2016
- Risk Management Program for Corporate Leaders (RCL), Class 8/2017
- Advance Audit Committee Program (ACP), Class 26/2017

Work Experience 5 years

2017 – Present Independent Director / Chairman of the Audit Committee / Chairman of the Nomination & Remuneration Committee AMA Marine PCL

Position in other listed companies

2016 – Present Independent Director / Chairman the Audit Committee Rich Sport PCL

2014 - Present Independent Director / Chairman the Nomination Committee / Audit Committee Member Airport of Thailand PCL

2016 – Oct 2017 Independent Director / Chairman the Nomination and Remuneration Committee / Audit Committee Member Bangkok Terminal PCL

2016 Director PTG Energy PCL

2013 – 2015 Director NEP Realty and Industry PCL

Position in non-listed companies

2013 – 2015 Advisor on Strategic Tax Administration Revenue Department, Ministry of Finance

2011 – 2013 Deputy Director General Revenue Department, Ministry of Finance

Total Shareholding Percentage as of February 21, 2020 0.019%

Type of director to be Proposed Independent Director

Number of year (s) as director 2 years 6 months (as of February 21, 2020)

No. of meeting attendance in 2018 Board of Director 7/7 Times
Audit Committee 4/4 Times
Nomination & Remuneration Committee 2/2 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. Mr. Rangsun Puangprnag

Age 55 Years

Position Director / Executive Committee Member / Authorized Director

Education

- Master of Business Administration National Institute of Development Administration
- Bachelor of Business Administration (Accounting) Second Class Honor Ramkhamhaeng University

Training

- Sharing Insights on Visionary Board & Announcing 90 Qualified Companies
- Charter Director Class (CDC), Class 9/2015
- Director Certification Program (DCP), Class 197/2014
- Successful Formulation & Execution of Strategy, Class 21/2014

Work Experience

Feb 2019 – Present Director / Executive Committee Member AMA Marine PCL
Authorized Director

Position in other listed companies

2013 – Present	Acting Director of Corporate Secretary / Finance and Accounting Department	PTG Energy PCL
2013 – Present	Risk Management Committee	PTG Energy PCL
2012 – Present	Secretary to the Board of Directors	PTG Energy PCL
2005 – Present	Director / Executive Director	PTG Energy PCL

Position in non-listed companies

2018 – Present	Chairman of the Board of Directors	Jitramas Catering Co., Ltd.
2017 – Present	Director	GFA Corporation (Thailand) Co., Ltd.
2016 – Present	Chairman of the Board of Directors	Innotech Green Energy Co., Ltd.
2016 – Present	Director	Fuel Pipeline Transportation Co., Ltd.
2015 – Present	Director	PTG Logistics Co., Ltd.
2012 – Present	Director	Punthai Coffee Co., Ltd.
2012 – Present	Director	PTG Green Energy Co., Ltd.
2012 – Present	Director	Olympus Oil Co., Ltd.
2011 – Present	Director	Atlas Oil Co., Ltd.
2011 – Present	Director	Everest Oil Co., Ltd.
2011 – Present	Director	Empire Oil Co., Ltd.
2009 – Present	Director	Alpine Oil Co., Ltd.
2009 – Present	Director	Pyramid Oil Co., Ltd.
2006 – Present	Director	Petroleum Thai Corporation Co., Ltd



Details of the nominated Persons Proposed for Consideration to be Directors

AMA Marine Public Company Limited.

Total Shareholding Percentage as of February 21, 2020* 0.072%

Type of director to be Proposed Non - Executive Director

Number of year (s) as director 10 months (as of February 21, 2020)

No. of meeting attendance in 2018 Board of Director 5/7 Times**
Executive Committee 10/12 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*

*** Being appointed to the Director position after board of Director meeting 2/2019*

Details of the nominated Persons Proposed for Consideration to be Directors

AMA Marine Public Company Limited.

4. Mr. Sakchai Rutchakitprakarn

Age 45 Years

Position Director / Chairman of the Risk Management Committee /
Assistant to Managing Director – Accounting & Finance

Education

- Master of Business Administration (Advanced Economic and Finance),
University of New South Wales, Australia
- Bachelor of Business Administration (Finance & Banking), Assumption University

Training

- Director Accreditation Program (DAP), Class 155/2018
- Director Certification Program (DCP), Class 150/2018
- Corporate Secretary, Class 72/2016

Work Experience 5 years

Apr 2018 – Present	Director	AMA Marine PCL
May 2017 – Present	Assistant to Managing Director – Accounting & Finance	AMA Marine PCL
2016 – Present	Chairman of the Risk Management Committee	AMA Marine PCL
2016 – May 2017	Corporate Secretary	AMA Marine PCL
2014 – 2016	Marketing Manager	AMA Marine Co., Ltd

Position in other listed companies

None

Position in non-listed companies

Apr 2017 – Present	Director	AMA Logistics Co., Ltd.
2017 – Present	Chief Accounting & Finance Officer	AMA Logistics Co., Ltd.
2014 – Present	Director	Onelink Network Co., Ltd.
2007 – Nov 2017	Director	Alert Distribution Co., Ltd.
2005 - 2014	Managing Director	Marine Solution Co., Ltd.

Total Shareholding Percentage as of February 21, 2020* 0.023%

Type of director to be Proposed Executive Director

Number of year (s) as director 2 years 7 months (as of February 21, 2020)

No. of meeting attendance in 2019 Board of Director 7/7 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 February 21, 2020)

Proposed Directors	No. of shares	% of issued shares
1. Mr. Kasem Vejasilpa	n/a	n/a
2. Mr. Manit Nitiprateep	96,000	0.019%
3. Mr. Rangsun Puangprang	378,000	0.072%
4. Mr. Sakchai Rutchakitprakarn	120,000	0.023%

Note : * include shareholding of spouse and minor

The positions in other listed and non-listed companies

Proposed Directors	Listed Company		Other Companies (non-listed)	Other Competitive or Relating Business with AMA
	Amount	Position / Company		
1. Mr. Kasem Vejasilpa	-	-	-	None
2. Mr. Manit Nitiprateep	2	Rich Sport PCL - Independent Director - Chairman the Audit Committee Airport of Thailand PCL - Independent Director - Chairman the Nomination Committee - Audit Committee Member	-	None
3. Mr. Rangsun Puangprang	1	PTG Energy PCL - Acting Director of Corporate Secretary / Finance and Accounting Department - Risk Management Committee - Secretary to the Board of Directors - Director / Executive Director	14	None
4. Mr. Sakchai Rutchakitprakarn	-	-	4	None

Details of the nominated Persons Proposed for Consideration to be Directors

AMA Marine Public Company Limited.

Directorship and Executive in Other Non-Listed Companies

1. Mr. Kasem Vejasilpa

No.	Other Non-Listed Companies
	None

2. Mr. Manit Nitiprateep

No.	Other Non-Listed Companies
	None

3. Mr. Rangsun Puangprang

No.	Other Non-Listed Companies	No.	Other Non-Listed Companies
1.	Jitramas Catering Co., Ltd.	8.	Olympus Oil Co., Ltd.
2.	GFA Corporation (Thailand) Co., Ltd.	9.	Atlas Oil Co., Ltd.
3.	Innotech Green Energy Co., Ltd.	10.	Everest Oil Co., Ltd.
4.	Fuel Pipeline Transportation Co., Ltd.	11.	Empire Oil Co., Ltd.
5.	PTG Logistics Co., Ltd.	12.	Alpine Oil Co., Ltd.
6.	Punthai Coffee Co., Ltd.	13.	Pyramid Oil Co., Ltd.
7.	PTG Green Energy Co., Ltd.	14.	Petroleum Thai Corporation Co., Ltd

4. Mr. Sakchai Rutchakitprakarn

No.	Other Non-Listed Companies	No.	Other Non-Listed Companies
1.	AMA Logistics Co., Ltd.	3.	Alert Distribution Co., Ltd.
2.	Onelink Network Co., Ltd.	4.	Marine Solution Co., Ltd.

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 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.

Mrs. Malinee SumBoonnanondha

- Independent Director
- Audit Committee
- Chairman of the nomination & Remuneration Committee

Age 62

**Total Shareholding Percentage (%) ***

None

Family Relationship with Other Management

none

Education

- Master of Management (Executive MBA), Sasin Graduate Institute of business Administration of Chulalongkorn University
- Bachelor of Accountancy (B.Acc.), Chulalongkorn University

Thai institute of Directors (IOD)

- Director Certification Program (DCP) ,Class127/2016

Training

- Basic knowledge and conciliation technique for international dispute, Court of Justice
- 360 Degree Discovery (HR Development Program for Senior Manager), THE COCA-COLA COMPANY, Atlanta, USA
- Development of Coaching Skill for Leaders, THE COCA-COLA COMPANY, Tucson, Arizona, USA
- Executive Development Program for Global Leaders, VOLVO TRUCK CORPORATION, Gothenburg-Sweden, Brugge-Belgium, Greensboro-USA, Bangalore-India, Duesenburg-Germany

Work Experience 5 years

2020 – Present	Independent Director / Audit Committee Member	AMA Marine PCL
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Position in non-listed companies

none

Position in non-listed companies

Jul 2019 – Present	Managing Director	LMI (Thailand) Limited.,
Jul 2019 – Present	Director	Suannamthai Co., Ltd.
Aug 2019 – Present	Conciliator	Phrakhanong Criminal Court
Aug 2019 – Present	Conciliator	Phrakhanong Criminal Court
Jul 2018 – Jul 2019	Conciliator	Phrakhanong Provincial Court
1982 – 2002	Certified Public Accountant (CPA) Register 3249	

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

1) Name : Mrs. Suvimol Chrityakiern

Age : 68 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 5 years (2015 – 2019)

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 : 51 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, Ramkhamhaeng 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 : 48 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 be 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. 9, 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 Monday, 20 March 2020 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 9) 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 February 21,2020)
1. Mr. Kasem Vejasilpa 	<ul style="list-style-type: none"> - Chairman - Independent Director 	74	1027 Krung Thep-Nonthaburi Rd., Wongsawang, Bang Sue, Bangkok, 10800	Agenda 5,7	-
2. Mr. Manit Nitiprateep 	<ul style="list-style-type: none"> - Director - Independent Director - Chairman of the Audit Committee - Chairman of Nominating & Compensation Committee Member 	64	5/2238 Moo.10 Bang Talat, Pak Kret, Nonthaburi 11120	Agenda 5,7	0.019%
3. Mr. Chatchai Sritipphayaraj 	<ul style="list-style-type: none"> - Director - Independent Director - Audit Committee Member - Nomination & Compensation Committee Member 	50	1/44 Regent Village, Sittharom Soi Pho Kaeo 3 Lane 18, Ladprao 101 Rd. Klongchan Bangkok, Bangkok 10240	Agenda 5	-

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 7: To consider and approve the election of Company's directors to replace of those who will retire by rotation for 2018, 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



(ปิดอากรแสตมป์
20 บาท)
(Stamp Duty
Baht 20)

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 _____ และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share of _____ shares, and having the right to vote equivalent to _____ votes,
หุ้นบุริมสิทธิ _____ - _____ 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 74 ปี
or Mr. Kasem Vejasilpa Positions Chairman and Independent Director Age 74 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 กรรมการอิสระ และประธานกรรมการตรวจสอบ อายุ 64 ปี
or Mr. Manit Nitiprateep Positions Independent Director and Chairman of the Audit Committee Age 64 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 50 ปี
or Mr. Chatchai Sritipphayaraj Positions Independent Director and Member of the Audit Committee Age 50 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 Bangkok, Bangkok 10240.

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 2563 ในวันศุกร์ ที่ 3 เมษายน 2563 เวลา 14:00 น.
for the Year 2020 on Friday 3 April 2020 at 14.00 hrs.

ณ ห้องเลขที่ 1 ชั้น 2 โรงแรมสวิสโซเทล เลอ คองคอร์ด กรุงเทพฯ เลขที่ 204 ถนนรัชดาภิเษก แขวงจตุจักร กรุงเทพฯ 10320 หรือที่แจ้ง
เลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
At Le Lotus Room 1, 2/F, Swissotel Le Concord Bangkok, No. 204, Ratchadapisek Road, Huay Kwang, Huay Kwang, Bangkok 10320, 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.

(เปิดอากรแสตมป์
20 บาท)
(Stamp Duty
Baht 20)

หนังสือมอบฉันทะ แบบ ข.

Proxy Form B.

(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)
(Proxy Form containing specific details)

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 _____ votes,
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 74 ปี
or Mr. Kasem Vejasilpa Positions Chairman and Independent Director Age 74 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 64 ปี
or Mr. Manit Nitiprateep Positions Independent Director and Chairman of the Audit Committee Age 64 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 ศรีทิพธารมย์ ตำแหน่ง กรรมการอิสระและกรรมการตรวจสอบ อายุ 50 ปี
or Mr. Chatchai Sritipphayaraj Positions Independent Director and Member of the Audit Committee Age 50 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 Kaeo 3 separate 18 Rd. 101 Klongchan Bangkok, Bangkok 10240.

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 2563 ในวันที่ศุกร์ ที่ 3 เมษายน 2563 เวลา 14:00 น.

for the Year 2020 on Friday 3 April 2020 at 14.00 hrs.

ณ ห้องเลข ไลตัส 1 ชั้น 2 โรงแรมสวิสโฮเทล เลอ คองคอร์ด กรุงเทพฯ เลขที่ 204 ถนนรัชดาภิเษก ห้วยขวาง กรุงเทพฯ 10320 หรือที่ที่จะพึง
เลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

at Le Lotus Room 1, 2/F, Swissotel Le Concord Bangkok, No. 204, Ratchadapisak Road, Huay Kwang, Huay Kwang, Bangkok 10320, 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 2562 ซึ่งประชุมเมื่อวันที่ 18 เมษายน 2562
Agenda No. 1 To consider and certify the Minutes of the 2019 Annual General Meeting of Shareholders held on 18 April 2019

- (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 2 รับทราบรายงานผลการดำเนินงานของบริษัทและรายงานประจำปี 2562
Agenda No. 2 To acknowledge the Company's operating results and 2019 Annual Report

- (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 3 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนของบริษัท สำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม
2562

Agenda No. 3 To consider and approve the Company's Statements of Financial Position and Profit and Loss Statement for the Accounting
Period ended 31 December 2019

- (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 4 พิจารณานุมัติการจ่ายปันผล ประจำปี 2562 และการจัดสรรเงินสำรองตามกฎหมาย
Agenda No. 4 To consider and approve the Dividend Payment for 2019 and the Appropriation of Legal Reserve

- (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 5 พิจารณานุมัติการเลือกตั้งกรรมการบริษัทแทนกรรมการที่ครบกำหนดออกตามวาระ ประจำปี 2563
Agenda No. 5 To consider and approve the election of directors who will be retired by rotation in 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:

- การแต่งตั้งกรรมการทั้งหมด
Appointing the whole nominated candidates
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- การแต่งตั้งกรรมการเป็นรายบุคคล
Appointing an individual nominated candidate

5.1 นายเกษม เวชศิลป์

Mr. Kasem Vejasilpa

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

5.2 นายมานิต นิธิประทีป

Mr. Manit Nitiprateep

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

5.3 นายรังสรรค์ พวงปราง

Mr. Rangsun Puangprang

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

5.4 นายศักดิ์ชัย รัชกิจประการ

Mr. Sakchai Rutchakitprakarn

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 6

Agenda No. 6

พิจารณานุมัติการแต่งตั้งกรรมการใหม่แทนกรรมการที่ลาออก

To consider and approve the appointment of a new director to replace the resigned director

- (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

พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการ และคณะอนุกรรมการ ประจำปี 2563

To consider and approve the remuneration of the Directors and the Sub-committee 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:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 8

Agenda No. 8

พิจารณานุมัติการแต่งตั้งผู้สอบบัญชี และการกำหนดค่าตอบแทนแก่ผู้สอบบัญชี ประจำปี 2563

To consider and approve the appointment of Company's auditor and fix the remuneration 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:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 9

Agenda No. 9

พิจารณาเรื่องอื่นๆ (ถ้ามี)

To consider 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) 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: 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. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ 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 2563 ในวันศุกร์ ที่ 3 เมษายน 2563 เวลา 14:00 น. ณ ห้องเลข ไลดัส 1 ชั้น 2 โรงแรมสวิส
ไฮเทล เลอ คองคอร์ด กรุงเทพฯ เลขที่ 204 ถนนรัชดาภิเษก แขวงจตุจักร กรุงเทพฯ 10320 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In the meeting of the Annual General Meeting of Shareholders for the Year 2020, on Friday 3 April 2020 at 2 p.m. at Le Lotus Room 1, 2/F, Swissotel Le Concord Bangkok, No. 204, Ratchadapisek Road, Huay Kwang, Huay Kwang, Bangkok 10320, 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 2563 (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 2020 (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 |

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 _____ สำนักงานตั้งอยู่เลขที่ _____
I/We _____ Residing at _____
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
Road _____ Tambol/Khwaeng _____ Amphoe/Khet _____ 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 _____ และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share of _____ shares, and having the right to vote equivalent to _____ votes,
หุ้นบุริมสิทธิ _____ - _____ 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 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 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 74 ปี
or Mr. Kasem Vejasilpa Positions Chairman and Independent Director Age 74 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 64 ปี
or Mr. Manit Nitiprateep Positions Independent Director and Chairman of the Audit Committee Age 64 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 50 ปี
or Mr. Chatchai Sritipphayaraj Positions Independent Director and Member of the Audit Committee Age 50 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 Bangkokapi, Bangkok 10240.

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 2563 ในวันที่ศุกร์ ที่ 3 เมษายน 2563 เวลา 14:00 น.
for the Year 2020 on Friday 3 April 2020 at 14.00 hrs.

ณ ห้องเลอ โลตัส ชั้น 2 โรงแรมสวิสโซเทล เลอ คองคอร์ด กรุงเทพฯ เลขที่ 204 ถนนรัชดาภิเษก แขวงบางเขน กรุงเทพฯ 10320 หรือที่จะพึงเลื่อน
ไปในวัน เวลา และสถานที่อื่นด้วย
at Le Lotus Room, 2/F, Swissotel Le Concord Bangkok, No. 204, Ratchadapisak Road, Huay Kwang, Huay Kwang, Bangkok 10320, or any adjournment at
any date, time and place thereof.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุม และออกเสียงลงคะแนนในครั้งนี 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) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี 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 2562 ซึ่งประชุมเมื่อวันที่ 18 เมษายน 2562

To consider and certify the Minutes of the 2019 Annual General Meeting of Shareholders held on 18 April 2019

- (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 2

Agenda No. 2

รับทราบรายงานผลการดำเนินงานของบริษัทและรายงานประจำปี 2562

To acknowledge the Company's operating results and 2019 Annual Report

- (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 3

Agenda No. 3

พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนของบริษัท สำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2562

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

- (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 4

Agenda No. 4

พิจารณานุมัติการจ่ายปันผล ประจำปี 2562 และการจัดสรรเงินสำรองตามกฎหมาย

To consider and approve the Dividend Payment for 2019 and the Appropriation of Legal Reserve

- (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 5
Agenda No. 5

พิจารณานุมัติการเลือกตั้งกรรมการบริษัทแทนกรรมการที่ครบกำหนดออกตามวาระ ประจำปี 2563
To consider and approve the election of directors who will be retired by rotation in 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:
- การแต่งตั้งกรรมการทั้งชุด
Appointing the whole nominated candidates
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- การแต่งตั้งกรรมการเป็นรายบุคคล
Appointing an individual nominated candidate
- 5.1 นายเกษม เวชศิลป์
Mr. Kasem Vejasilpa
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- 5.2 นายมานิต นิธิประทีป
Mr. Manit Nitiprateep
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- 5.3 นายรังสรรค์ พวงปราง
Mr. Rangsun Puangprang
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- 5.4 นายศักดิ์ชัย รัชกิจประการ
Mr. Sakchai Rutchakitprakarn
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 6
Agenda No. 6

พิจารณานุมัติการแต่งตั้งกรรมการใหม่แทนกรรมการที่ลาออก
To consider and approve the appointment of a new director to replace the resigned director

- (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

พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการ และคณะอนุกรรมการ ประจำปี 2563
To consider and approve the remuneration of the Directors and the Sub-committee 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:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 8
Agenda No. 8

พิจารณานุมัติการแต่งตั้งผู้สอบบัญชี และการกำหนดค่าตอบแทนแก่ผู้สอบบัญชี ประจำปี 2563
To consider and approve the appointment of Company's auditor and fix the remuneration 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:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ 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 2563 ในวันศุกร์ ที่ 3 เมษายน 2563 เวลา 14:00 น. ณ ห้องเลขที่ 2 โรงแรมสวิสโซเทล
เลอ คอนคอร์ด กรุงเทพฯ เลขที่ 204 ถนนรัชดาภิเษก แขวงหวาง กรุงเทพฯ 10320 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In the meeting of the Annual General Meeting of Shareholders for the Year 2020, on Friday 3 April 2020 at 2 p.m. at Le Lotus Room, 2/F, Swissotel Le Concord Bangkok, No. 204, Ratchadapisek Road, Huay Kwang, Huay Kwang, Bangkok 10320, 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 2563 (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 2020 (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



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 2018 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



AMA MARINE PUBLIC COMPANY LIMITED

33/4 The 9th Towers, Tower A,
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