



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

ทะเบียนเลขที่ 0107559000231

No. CS/AMA004/2023

March 20, 2023

Subject : Notice Convening the 2023 Annual General Meeting of Shareholders
To : Shareholders of AMA Marine Public Company Limited

- Enclosures :
1. Form 56-1 One Report for the year 2022 (Statement of Financial Position and the Profit and Loss Statements for the Fiscal Year Ended December 31, 2022) in QR Code (for consideration in Agenda Items 1 and 2).
 2. Details of Nominated Persons Proposed to be Directors to replace the directors who are retired by rotation (for consideration in Agenda Item 4).
 3. Procedures for Director Selection and Definition of Company's Independent Directors (for consideration in Agenda Item 4).
 4. Details of Nominated Persons Proposed to be the Company's Auditors (for consideration in Agenda Item 6).
 5. Required Documents to attend the 2023 Annual General Meeting of Shareholders.
 6. Details of Independent Directors Proposed to be a Proxy.
 7. Articles of Association of the Company relating to the Shareholder's Meeting.
 8. Voting Methods
 9. Map of the Meeting Venue
 10. Proxy Forms
 10. Requisition Form for Form 56-1 One Report for the year 2022.
 11. Privacy Notice for the Annual General Meeting of Shareholders.

The Board of Directors' Meeting of AMA Marine Public Company Limited (the "**Company**") No. 1/2023 held on February 22, 2023 has resolved to convene **the 2023 Annual General Meeting of Shareholders on Thursday April 20, 2023 at 14.00 hrs. at Meeting Room Fortune 3-4, 3rd Fl. Grand Fortune Hotel Bangkok, No. 1 Ratchadapisek Road, Din Daeng Sub-district, Din Daeng District, Bangkok 10400 Thailand.**

The Company had announced on its website to invite the Shareholders to submit the agenda for 2023 Annual General Meeting of Shareholders and to propose a director candidate during October 18, 2022 to February 18, 2023. However, when the deadline was due, no agenda item 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 Item 1 **To acknowledge the operating results of the Company and the Form 56-1 One Report for the year 2022**

Rationale

The Company has concluded the Company's operating results and the significant changes during the past year as appeared in the Form 56-1 One Report for the year 2022 (Details as appear in Enclosure No. 1).

The Board's Opinion

The Board of Directors' Meeting No. 1/2023 held on February 22, 2023 deemed appropriate to propose to the 2023 Annual General Meeting of Shareholders to acknowledge the operating results and the Form 56-1 One Report for the year 2022.

Voting Requirement

This agenda item is for acknowledgement. Therefore, there is no requirement for vote casting.

Agenda Item 2 **To consider and approve the Statement of Financial Position and the Profit and Loss Statements for the fiscal year ended December 31, 2022**

Rationale

Section 112 of the Public Limited Companies Act B.E. 2535 (1992), and Article 36 of the Company's Articles of Association determine the Company to prepare the balance sheet and the profit and loss statements and to propose such to a Meeting of Shareholders 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, 2022 for the Company and its subsidiary. Such Financial Statements have been audited and certified by the Company's auditors, as appeared in Form 56-1 One Report for the year 2022 (Details as appear in Enclosure No. 1).

The Audit Committee's Opinion

The Audit Committee's Meeting No. 1/2023 held on February 22, 2023 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, 2022 as audited and certified by the Company's auditor, and opined that 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	4,464,932,947.18
Total Liabilities	1,585,707,244.41
Total Revenues	3,224,436,060.08
Net Profit	462,429,161.77
Earnings per share	0.89

The Board's Opinion

The Board of Directors' Meeting No. 1/2023 held on February 22, 2023 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 2023 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, 2022 as audited and certified by the Company's auditor and reviewed by the Audit Committee. Details are as appeared in the Form 56-1 One Report for the year 2022 (Details as appear on Enclosure No. 1).

Voting Requirement

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

Agenda Item 3 **To consider and approve the Dividend Payment for the Operating Results of the Year 2022**

Rationale

The Company has a dividend payment policy to pay dividends to shareholders at the rate of not less than 25 percent of the net profits from the separate financial statements after deduction of income tax and appropriation of legal reserves and other reserves (if any). However, the dividend payment is subject to the Company's performance, financial status, liquidity, requirement for use of capital for business operations, investment plan, business expansion in the future, market conditions as well as suitability and other factors affecting operation and management of the Company's business. The dividend payment shall be made on a condition that the Company has sufficient cash flows and such payment shall create utmost benefit to the shareholders as per discretion of the Board of Director and/or shareholders. In addition, the Public Companies Limited Act B.E. 2535, Section 115 and 116 and Articles 40 and 42 of the Company's Articles of Association stipulate conditions of dividend payment as follows:

- (1) The dividend payment shall not be made from any money other than profit. The dividends shall be divided equally according to the number of shares of the Company.
- (2) The dividend payment shall be approved by the Meeting of Shareholders

- (3) When the Company has sufficient amount of profit, the Board of Directors may consider making interim dividend payment to the shareholders from time to time. The interim dividend payment shall be reported to the next Meeting of Shareholders for acknowledgment.
- (4) The Company appropriate annual net profit as a legal reserve at the rate not less than 5 percent of the annual net profit after deduction of accumulated loss (if any), until the amount of legal reserve is not less than 10 percent of the registered capital of the Company.

The Board's Opinion

The Board of Directors' Meeting No. 1/2023 held on February 22, 2023 deemed appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the Dividend Payment for the year 2022 and appropriation of a legal reserve as follows:

- (1) To pay dividend from the net profit from the Company's operating performance for the fiscal year 2022 at the rate of Baht 0.40 (Forty Satang) per share, totaling Baht 207,166,709.20 (Two Hundred Million One Hundred Sixty-Six Thousand Seven Hundred and Nine Baht Twenty Satang), equivalent to 55.93 percent of the net profit from the separate financial statements, which is in accordance with the Company's dividend payment policy.

In this regard, the Company paid the interim dividend from retained earnings as of December 31, 2021 at the rate of Baht 0.15 (Fifteen Satang) per share, totaling Baht 77,687,515.95 (Seventy-Seven Million Six Hundred Eighty-Seven Thousand Five Hundred Fifteen Baht Ninety-Five Satang) on December 22, 2022 according to a resolution of the Board of Directors' Meeting No. 5/2022 held on November 23, 2022.

Accordingly, the dividend payment proposed to the Meeting of Shareholders shall be at the rate of Baht 0.25 (Twenty-Five Satang) per share, totaling Baht 129,479,193.25 (One Hundred Twenty-Nine Million Four Hundred Seventy-Nine Thousand One Hundred Ninety-Three Baht Twenty-Five Satang)

The dividend payment at the rate of Baht 0.25 per share was derived from the net profit and retained earnings from business operations under the Board of Investment Promotion (BOI) with an exemption of corporate income tax. The individual shareholders shall not receive a tax credit for the dividend payment according to Section 47 Bis of the Revenue Code.

The details of dividend payment in comparison with the previous year are as follows:

Details of Dividend Payment	2021	Interim Dividend Payment at Dec. 2022	Proposed Dividend Payment for 2022	Total Dividend Payment for 2022
1. Net Profit (Baht)	33,638,764.74		370,380,421.76	370,380,421.76
2. Net Profit (Baht) (Consolidated Financial Statements)	155,749,598.04		465,718,387.01	465,718,387.01
3. Number of Shares	517,916,773	517,916,773	517,916,773	517,916,773
4. Total Annual Dividend (Baht/Share)	-	0.15	0.25	0.40
5. Total Approximate Amount of Dividend Payment (Baht)	-	77,687,515.95	129,479,193.25	207,166,709.20
6. Percentage of Dividend Payment (%)	-		34.96%	55.93%
7. Percentage of Dividend Payment (%) (Consolidated Financial Statements)	-		27.80%	44.48%

Note : Dividend payout ratio is in accordance with the dividend payment policy.

The Company shall make dividend payment to shareholders whose names appeared in the Register of Shareholders as at the date fixed for determining shareholders eligible to receive dividend payment (Record Date) on March 9, 2023, and the date of dividend payment was fixed on May 15, 2023.

Nonetheless, the dividend payment remains subject to approval of the 2023 Annual General Meeting of Shareholders.

- (2) To omit appropriation of the legal reserve, as the Company's legal reserve has fully met the requirements under applicable laws. Therefore, the Company was not required to appropriate its 2022 net profit as additional legal reserve.

Voting Requirement

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

Agenda Item 4 To consider and approve the election of directors who will be retired by rotation in 2023

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 directors is not a multiple of three, the number of directors closest to one-third shall retire. In this year, there are the directors who will retire by rotation as follows:-

1.	Mr. Chaiwat Thongkamkoon	Independent Director / Chairman
2.	Mr. Asdsathai Rattanadilok Na Phuket	Independent Director / Audit Committee / Nomination and Remuneration Committee
3.	Mrs. Malinee Sumboonnanondha	Independent Director / Audit Committee / Nomination and Remuneration Committee
4.	Mr. Chaiwat Lertvanarin	Director

The Nomination and Remuneration Committee's Opinion

The Nomination and Remuneration Committee' Meeting No. 1/2023 held on February 22, 2023, excluding the members who have a conflict of interest in this agenda item, 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 on the Board of Directors and the Sub-committee position to then present to the 2023 Annual General Meeting of Shareholders to consider and approve the election of 4 directors, namely Mr. Chaiwat Thongkamkoon, Mr. Asdsathai Rattanadilok Na Phuket, Mrs. Malinee Sumboonnanondha and Mr. Chaiwat Lertvanarin who are due to retire by rotation to return to their office for another term. (Details of nominated persons proposed to be directors and procedures for director selection and definition of independent directors as appear in Enclosure No. 2 and Enclosure No.3)

In this regard, the Company had offered an opportunity to the shareholders to nominate any qualified candidates to be elected as the directors of the Company from 18 October 2022 to 18 February 2023. Details were published on the website of the Company. However, there was no shareholder nominating any candidates to be elected as the directors of the Company.

The Board's Opinion

The Board of Directors' Meeting No. 1/2023 held on February 22, 2023, excluding the directors who have a conflict of interest in this agenda item, has agreed with the Nomination and Remuneration Committee to propose to the 2023 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. Chaiwat Thongkamkoon	Independent Director / Chairman
2.	Mr. Asdsathai Rattanadilok Na Phuket	Independent Director / Audit Committee / Nomination and Remuneration Committee
3.	Mrs. Malinee Sumboonnanondha	Independent Director / Audit Committee / Nomination and Remuneration Committee
4.	Mr. Chaiwat Lertvanarin	Director

The four persons who were nominated as directors have gone through screening procedures of the Company and were considered carefully and thoroughly by the Board of Directors. The Board of Directors deemed that the said four persons 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 as well as regulations and criteria relating to business operations of the Company. In addition, they have knowledge, ability, expertise and experience, and are able to devote their time and capability for the utmost benefit of the Company, shareholders, and stakeholders. Therefore, they are suitable to be the Company's directors. In addition, for Mr. Chaiwat Thongkamkoon, Mr. Asdsathai Rattanadilok Na Phuket and Mrs. Malinee Sumboonnanonndha, who are proposed to be the independent directors, the Board of Directors deemed that the persons proposed as the independent directors possess qualifications as required by relevant laws, and are able to provide independent opinions and perform actions by abiding to laws, regulations as well as related rules and regulations to the utmost benefit of all shareholders.

Voting Requirement

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

Agenda Item 5 **To consider and approve the remuneration of the Board of Directors and the Sub-committee for the year 2023**

Rationale

Article 16 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 Meeting of Shareholders, 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 2022 had been approved and resolved at the 2022 Annual General Meeting of Shareholders on April 7, 2022 in the total amount not exceeding Baht 8,000,000 (Eight Million Baht) comprising of monthly remuneration, meeting allowances, pension, with no other benefits. In 2022, the Company paid the amount of Baht 5,745,437.27 (Five Million Seven Hundred Forty-Five Thousand Four Hundred Thirty-Seven Baht Twenty-Seven Satang) with no other benefits.

The Nomination and Remuneration Committee's Opinion

The Nomination and Remuneration Committee's Meeting No. 1/2023 held on February 22, 2023 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 of similar size. The Committee deemed appropriate to propose the Board of Directors and then the 2023 Annual General Meeting of Shareholders to consider and approve the remuneration of the Board of Directors and the Sub-committee for the year 2023 in the total amount not

exceeding Baht 8,000,000 (Eight Million Baht), which is the 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 remain the same as the year 2022 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

As for the directors' bonuses, such shall be within the power of the Board for further consideration and allocation.

The Board's Opinion

The Board of Director's Meeting No. 1/2023 held on February 22, 2023 has agreed with the Nomination and Remuneration Committee to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the remuneration of the Board of Directors and the Sub-committee for the year 2023 as per the details above.

Voting Requirement

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

Agenda Item 6 **To consider and approve the appointment of Company's auditor for the year 2023 and determination of the audit fee**

Rationale

Section 120 and Section 121 of the Public Limited Companies Act B.E. 2535 (1992) as well as Article 34 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.1/2023 held on February 22, 2023, 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 2023 (profiles of each auditor as appear in Enclosure No. 4), namely:

1. Ms. Supaporn Mangjitr Certified Public Accountant No. 8125
(who has certified the Company's financial statements for 1 year from the fiscal year 2022), or
2. Mr. Wirote Satjathamnukul Certified Public Accountant No. 5128
(who has never certified the Company's financial statements), or
3. Ms. Somjintana Pholhirunrat Certified Public Accountant No. 5599
(who has never certified the Company's financial statements), or
4. Mr. Nopparoe Pissanuwong Certified Public Accountant No. 7764.
(who has certified the Company's financial statements for 2 year from the fiscal year 2016-2017).

Ms. Supaporn Mangjitr has certified the Company's financial statements for the fiscal year 2022 and has been conducting her duties as the Company's auditor excellently. The nominated auditors have no relationship with and/or any vested interest in the Company, the Company's subsidiary, executives, major shareholders, or any persons related to the aforementioned persons. The Board of Directors will ensure that the financial statements can be prepared in a timely manner.

In this regard, the auditing company is engaged by the Company and its subsidiaries. The Company and its subsidiary's audit fee as of the year 2023 is determined in the total amount of 2,500,000 Baht. The Company's audit fee is determined at 1,240,000 Baht, which decreases from the previous year, while the audit fee of the Company's subsidiary is at 1,260,000, which is higher than the previous year.

Details showing comparison of the audit fees between 2022 and 2023 are as follows:

Company	Audit Fee		Increase / Decrease	%
	Year 2022	Year 2023		
AMA Marine Public Company Limited)	1,350,000	1,240,000	(110,000)	(8.15)
AMA Logistics Company Limited	650,000	650,000	-	-
TSSK Logistics Company Limited	500,000	510,000	10,000	2.0
Autologis Company Limited	100,000	100,000	-	-
Total	2,600,000	2,500,000	(100,000)	(3.85)

Remark: Other expenses related to performance which consists of allowances, travel expenses, overtime expenses, international phone calls and food and accommodation expenses (In the case of traveling to stay overnight or to other provinces) will be charged according to the actual costs.

The Board's Opinion

The Board of Directors' Meeting No. 1/2023 held on February 22, 2023 has agreed with the Audit Committee to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the appointment of the Company's auditor and determination the audit fee for the year 2023 as per the details above.

Voting Requirement

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

Agenda Item 8 To consider and approve the amendment of the Company's Articles of Association

Rationale

Whereas there is an amendment of the Public Limited Companies Act (No. 4), B.E. 2565 (2022) and announcements of the Department of Business Development, Ministry of Commerce, relating to the amendment of the Act, the said amendments affect the contents of the current version of the Articles of Association of the Company. Therefore, the Company deemed appropriate to propose the Annual General Meeting of Shareholders to approve amendment and addition of the Articles of Association in a total of 18 clauses to be in line with the laws and regulations as follows:

To amend:

- Section 2, Clauses 4, 5, 7, and 11
- Section 3, Clauses 15, 16, 18, 22, 23, 24 and 25
- Section 4, Clauses 28, 29, 30, 31 and 32
- Section 5, Clause 40

To add

- Section 6, Clause 45

In this regard, details of the amendments are as follows:

Current Articles of Association	Proposed of Amendment of Articles of Association
<p>Clause 4. The shares of the Company shall be ordinary shares with an equal par value and of the type which bears the names of shareholders.</p> <p>All shares of the Company must be fully paid in money in one single payment. The company may issue to any person its ordinary shares deemed as fully paid-up due to a reason that such person has given to the Company any assets other than money, or has granted to the Company a license in copyright of literature, art, or scientific work, patent, trademark, design or model, diagram, formula or any secret process, or has provided the Company with information relating to experience in industry, commerce or science.</p> <p>Subscribers or purchasers of the Company's shares shall not be permitted to offset any debts with the Company, except in the case where the Company restructures the debts, by issuance of new shares to settle debts with the Company's creditor under the conversion of debt-to-equity scheme, provided that a resolution of the shareholders' meeting is granted according to the relevant laws.</p> <p>The issuance of the new shares for settlement of debts and the conversion of debt-to-equity scheme according to the above paragraph shall comply with rules and procedures prescribed in the relevant laws.</p> <p>Shares of the Company shall be indivisible. If 2 or more persons jointly subscribe for or hold a share or shares, one among them shall be appointed as</p>	<p>Clause 4. The shares of the Company shall be ordinary shares with an equal par value and of the type which bears the names of shareholders.</p> <p>All shares of the Company must be fully paid in money in one single payment. The company may issue to any person its ordinary shares deemed as fully paid-up due to a reason that such person has given to the Company any assets other than money, or has granted to the Company a license in copyright of literature, art, or scientific work, patent, trademark, design or model, diagram, formula or any secret process, or has provided the Company with information relating to experience in industry, commerce or science.</p> <p>Subscribers or purchasers of the Company's shares shall not be permitted to offset any debts with the Company, except in the case where the Company restructures the debts, by issuance of new shares to settle debts with the Company's creditor under the conversion of debt-to-equity scheme, provided that a resolution of the shareholders' meeting is granted <u>with the vote of not less than three-fourths (3/4) of the total votes of shareholders attending the meeting and are eligible to vote.</u></p> <p>The issuance of the new shares for settlement of debts and the conversion of debt-to-equity scheme according to the above paragraph shall comply with rules and procedures prescribed in the relevant laws.</p> <p>Shares of the Company shall be indivisible. If two (2) or more persons jointly subscribe for or hold a</p>

Current Articles of Association	Proposed of Amendment of Articles of Association
<p>the person with the right and capacity as a share subscriber or shareholder, as the case may be.</p> <p>The Company shall issue debentures, convertible debenture, preference shares, and other securities according to the laws on securities and exchange for offering to shareholders, other persons or public. Conversion of convertible debentures or preferred shares into ordinary shares shall be in accordance with rules and procedures prescribed under the laws.</p>	<p>share or shares, one among them shall be appointed as the person with the right and capacity as a share subscriber or shareholder, as the case may be.</p> <p>The Company shall issue debentures, convertible debenture, preference shares, <u>warrants</u> and other securities according to the laws on securities and exchange for offering to shareholders, other persons or public. Conversion of convertible debentures or preferred shares into ordinary shares shall be in accordance with rules and procedures prescribed under the laws.</p>
<p>Clause 5. The Company shall issue share certificates to the shareholders within 2 months from the date of the registration of the Company by the registrar, or the date that the payment for shares has been received in full in a case of issuance of new shares after the registration of the Company.</p> <p>Every share certificate of the Company shall have a signature of at least 1 director of the Company affixed or printed thereon. Nonetheless, the directors may authorize the securities registrar under the laws on securities and exchange to sign or print its name on the directors' behalf.</p> <p>In a case that the Company appoint Thailand Securities Depository Co., Ltd. as the Company's share registrar, the practices related to the Company's share register shall be in accordance with the practices specified by the registrar.</p>	<p>Clause 5. The Company shall issue share certificates to the shareholders within two (2) months from the date of the registration of the Company by the registrar, or the date that the payment for shares has been received in full in a case of issuance of new shares after the registration of the Company.</p> <p>Every share certificate of the Company shall have a signature of at least 1 director of the Company affixed or printed thereon. Nonetheless, the directors may authorize the securities registrar under the laws on securities and exchange to sign or print its name on the directors' behalf. <u>If the Company appoints the share registrar, in accordance with the laws on securities and exchange, the practices related to the Company's share register shall be in accordance with the practices specified by the registrar.</u></p> <p>In a case that the Company appoint Thailand Securities Depository Co., Ltd. as the Company's share registrar, the practices related to the Company's share register shall be in accordance with the practices specified by the registrar.</p>
<p>Clause 7. Subject to Clause 6 hereof, a transfer of shares shall be valid upon the transferor endorsing the</p>	<p>Clause 7. Subject to Clause 6 hereof, a transfer of shares shall be valid upon the transferor endorsing the</p>

Current Articles of Association	Proposed of Amendment of Articles of Association
<p>share certificate, specifying the name of the transferee, and affixing the signatures of both the transferor and the transferee, and delivering of such share certificate by the transferor to the transferee.</p> <p>Such transfer of shares may be set up against the Company upon receipt by the Company of the request to register such transfer of shares, and can be set up against third parties upon the entry of such transfer in the Company's share register.</p> <p>When the Company finds, upon receipt of the request to register a share transfer, that the transfer of shares is in compliance with the laws, it shall register such transfer of shares within 14 days from the date of receipt of the request. If the transfer of shares is incorrect or incomplete, the Company shall notify the applicant accordingly within 7 days.</p> <p>When the Company's shares are registered as listed securities on the Stock Exchange of Thailand, the transfer of shares shall be in accordance with the provisions of the laws on securities and exchange.</p> <p>A transfer of other securities, regardless of whether listed on the Stock Exchange of Thailand, shall be in accordance with the laws on securities and exchange.</p>	<p>share certificate, specifying the name of the transferee, and affixing the signatures of both the transferor and the transferee, and delivering of such share certificate by the transferor to the transferee.</p> <p>Such transfer of shares may be set up against the Company upon receipt by the Company of the request to register such transfer of shares, and can be set up against third parties upon the entry of such transfer in the Company's share register.</p> <p>When the Company finds, upon receipt of the request to register a share transfer, that the transfer of shares is in compliance with the laws, it shall register such transfer of shares within 14 days from the date of receipt of the request. If the transfer of shares is incorrect or incomplete, the Company shall notify the applicant accordingly within 7 days <u>from the date of receipt of the request.</u></p> <p>When the Company's shares are registered as listed securities on the Stock Exchange of Thailand, the transfer of shares shall be in accordance with the provisions of the laws on securities and exchange.</p> <p>A transfer of other securities, regardless of whether listed on the Stock Exchange of Thailand, shall be in accordance with the laws on securities and exchange.</p>
<p>Clause 11. The Company shall not own its shares or take them in pledge, except for repurchase of the shares according to the laws governing public limited companies.</p>	<p>Clause 11. <u>The Company shall not own its shares or take them in pledge, except for the following cases</u></p> <p><u>(1) The Company may repurchase its shares from shareholders who vote against a resolution of the shareholders' meeting on the amendment to the</u></p>

Current Articles of Association	Proposed of Amendment of Articles of Association
<p>The repurchase of shares shall be approved by the shareholders' meeting, except where the amount of shares to be repurchased does not exceed ten (10) per cent of the paid-up capital. In such case, the board of directors of the Company shall have the power to approve the repurchase.</p> <p>The repurchase of shares, the sale and writing-off of repurchased shares shall be done in accordance with the rules and procedures specified by the relevant ministerial regulations.</p>	<p><u>Company's Articles of Association regarding the voting rights and the rights to receive the dividend payment, if such shareholders view that such resolution is unfair to them.</u></p> <p><u>(2) The Company may repurchase its shares for the purpose of financial management, if the Company has accumulated profits and excess liquidity, and such repurchase of shares does not cause any financial issue to the Company.</u></p> <p><u>The shares held by the Company shall not be counted as a quorum at the shareholders' meeting, and shall not be eligible to vote and receive dividend payments.</u></p> <p><u>The Company shall resell the shares repurchased under the preceding paragraph within the period specified by Company. In case the Company is unable to resell all the repurchased shares within the specified period, the Company shall reduce its paid-up capital by writing off the registered shares unsold.</u></p> <p><u>The repurchase of shares, the sale and writing-off of repurchased shares, including determination of amount and price for buying or selling the repurchase shares shall be done in accordance with the rules and procedures specified by the ministerial regulations.</u></p> <p><u>When the Company is a listed company on the Stock Exchange of Thailand, the repurchase of shares shall be approved by the shareholders' meeting, except where the amount of shares to be repurchased does not exceed ten (10) per cent of the paid-up capital. In such case, the board of directors of the Company shall have the power to approve the repurchase.</u></p>

Current Articles of Association	Proposed of Amendment of Articles of Association
<p>Clause 15. At every annual general meeting of shareholders, 1/3 of the number of directors shall vacate their office. If the number of directors is not a multiple of 3, then the number nearest to 1/3 must retire from office.</p> <p>The directors to retire during the first and second years following the registration of the Company shall be drawn by lots. In each subsequent year, the directors who have been in office for the longest term shall retire. A retiring director is eligible for re-election.</p>	<p>Clause 15. At every annual general meeting of shareholders, <u>at least</u> one-third (1/3) of the number of directors shall vacate their office. If the number of directors is not a multiple of three (3), then the number nearest to one-third (1/3) must retire from office.</p> <p>The directors to retire during the first and second years following the registration of the Company shall be drawn by lots. In each subsequent year, the directors who have been in office for the longest term shall retire. A retiring director is eligible for re-election.</p>
<p>Clause 16. The directors shall be entitled to receive remuneration from the Company in the form of reward, meeting allowance, gratuity, bonus or benefits of other nature according to Articles of Association or approval of shareholders' meeting. The remuneration may be fixed in a certain amount, or be specified from time to time, or fixed without time limit until further amendment. In addition, the directors shall also be entitled to receive per diem allowances and other benefits in accordance with the Company's Articles of Association</p> <p>The provision in the first paragraph shall not prejudice the rights of the staff or employees of the Company, who have been appointed as a director, to receive the remuneration or benefits as a staff or an employee of the Company.</p>	<p>Clause 16. The directors shall be entitled to receive remuneration from the Company in the form of reward, meeting allowance, gratuity, bonus or benefits of other nature according to Articles of Association or approval of shareholders' meeting. The remuneration may be fixed in a certain amount, or be specified from time to time, or fixed without time limit until further amendment. In addition, the directors shall also be entitled to receive per diem allowances and other benefits in accordance with the Company's Articles of Association</p> <p><u>In the meeting by electronic media, if there is a requirement for payment of meeting allowance to the directors, the meeting allowance can be paid to the directors attending the meeting via electronic media.</u></p> <p>The provision in the first paragraph shall not prejudice the rights of the staff or employees of the Company, who have been appointed as a director, to receive the remuneration or benefits as a staff or an employee of the Company.</p> <p><u>Payment of the remuneration shall not be inconsistent with violating the maintaining of</u></p>

Current Articles of Association	Proposed of Amendment of Articles of Association
	<u>qualifications of an independent director, in accordance with the law on securities and exchange.</u>
<p>Clause 18. Any director wishing to resign shall submit a resignation letter to the Company. The resignation shall take effect upon the date on which the resignation letter reaches the Company.</p> <p>A director who resigns under paragraph one hereof may notify his or her resignation to the registrar.</p>	<p>Clause 18. Any director wishing to resign shall submit a resignation letter to the Company. The resignation shall take effect upon the date on which the resignation letter reaches the Company.</p> <p>A director who resigns under paragraph one hereof may notify his or her resignation to the registrar <u>of public limited companies.</u></p>
<p>Clause 22. In a meeting of the board of directors, the presence of not less than one half of the total number of directors is required to constitute a quorum.</p> <p>In a case that the chairman of the board of directors is not present at the Meeting or cannot perform his or her duty, if there is a vice-chairman, the vice-chairman shall be the chairman of the meeting. If there is no such vice-chairman, or the vice-chairman cannot perform his or her duty, the directors present at the Meeting may elect one of the directors to be the chairman of the meeting.</p> <p>Resolutions of the meeting shall be made by a majority vote.</p> <p>Each director is entitled to one 1 vote. A director who has interests in any matter shall not be entitled to vote on that matter. In the event of a tie of vote, the chairman of the meeting shall have an additional casting vote.</p>	<p>Clause 22. In a meeting of the board of directors, <u>either by attending in person or by electronic means</u>, the presence of not less than one half (1/2) of the total number of directors is required to constitute a quorum. <u>In the case that the meeting is held by electronic media, it shall comply with the relevant laws and regulations.</u></p> <p>In a case that the chairman of the board of directors is not present at the Meeting or cannot perform his or her duty, if there is a vice-chairman, the vice-chairman shall be the chairman of the meeting. If there is no such vice-chairman, or the vice-chairman cannot perform his or her duty, the directors present at the Meeting may elect one of the directors to be the chairman of the meeting.</p> <p>Resolutions of the meeting shall be made by a majority vote.</p> <p>Each director is entitled to one (1) vote. A director who has interests in any matter shall not be entitled to vote on that matter. In the event of a tie of vote, the chairman of the meeting shall have an additional casting vote.</p>

Current Articles of Association	Proposed of Amendment of Articles of Association
<p>Clause 23. The meeting of the board of director shall be held at least three (3) times a month.</p> <p>The meeting of the board of directors shall be held in the locality in which the head office of the company is situated or at other place as deemed appropriate.</p>	<p>Clause 23. The meeting of the board of director shall be held at least <u>once every three (3) months</u>.</p> <p>The meeting of the board of directors shall be held in the locality in which the head office of the company is situated <u>or a neighboring province or Bangkok or at other place determined by the chairman of the board of directors or any person authorized by the chairman of the board of directors, or the chairman of the board of directors may determine that the meeting be operated by electronic media in accordance with the laws on electronic meetings. In such event, the location of the company's head office shall be deemed as the place of meeting.</u></p>
<p>Clause 24. In summoning a meeting of the board of directors, regardless of attending in person or by electronic means, the chairman of the board of directors or any person authorized by the chairman of the board of directors send the notice of meeting to the directors not less than seven (7) days prior to the meeting date. Unless where it is necessary or urgent to preserve the rights or benefits of the company, the meeting may be called by other methods and an earlier meeting date may be chosen. In a case where such meeting will be held by electronic media, the company may send notice of meeting and supporting documents by electronic mail.</p> <p>In a case that two (2) directors or more request the calling of the meeting of the board of directors, the chairman of the board of directors shall proceed to call for a meeting of the board of directors to be held within fourteen (14) days as from the date of receipt of such request.</p>	<p>Clause 24. <u>The chairman of the board shall call for the meeting of the board of directors.</u></p> <p>In summoning a meeting of the board of directors, regardless of attending in person or by electronic means, the chairman of the board or any person authorized by the chairman of the board shall send the notice of meeting to the directors not less than <u>three (3) days</u> prior to the meeting date. Unless where it is necessary or urgent to preserve the rights or benefits of the company, the meeting may be <u>called by electronic means or any other means</u> and an earlier meeting date may be chosen. In a case <u>that the directors requested or gave consent to the delivery of notices or documents by electronic means, the chairman of the board or any person authorized by the chairman of the board may send the notice of meeting or supporting documents by electronic means in accordance with the relevant laws and regulations.</u></p> <p><u>In case it is necessary or urgent to preserve the rights or benefits of the company, two (2) or more directors may jointly request the chairman of the</u></p>

Current Articles of Association	Proposed of Amendment of Articles of Association
	<p><u>board to call for a meeting of the board of directors whereby the subjects and reasons for calling for such meeting shall be stated in such request for the meeting to consider. In this regard, the chairman of the board shall proceed to call for a meeting to be held within fourteen (14) days as from the date of receipt of such request.</u></p> <p><u>In the case that the chairman of the board does not perform according to the second paragraph, the directors who have requested the meeting of the board of directors may jointly call for the meeting of the board of directors, for the consideration of the requested matter, to be held within fourteen (14) days as from the date of completion of the period under the second paragraph.</u></p> <p><u>In the case that there is no chairman of the board for any reasons, the vice-chairman of the board shall call for the meeting of the board of directors. In the case that there is no vice-chairman of the board for any reasons, two (2) or more directors may jointly call for the meeting of the board of directors.</u></p>
<p>Clause 25. In a meeting of the board of directors, either by attending in person or by electronic means, the presence of not less than one half (1/2) of the total number of directors is required to constitute a quorum and shall comply with the criteria prescribed by the virtue of the laws on electronic meetings.</p>	<p>Clause 25. In a meeting of the board of directors, either by attending in person or by electronic means, the presence of not less than one half (1/2) of the total number of directors is required to constitute a quorum. <u>In the case that the meeting is held by electronic media, it shall comply with relevant laws and regulations.</u></p>
<p>Clause 28. The board of directors shall convene a general meeting of shareholders within four (4) months from the date of fiscal year ending of the company.</p>	<p>Clause 28. The board of directors shall convene a general meeting of shareholders within four (4) months from the date of fiscal year ending of the company.</p>

Current Articles of Association	Proposed of Amendment of Articles of Association
<p>All other general meetings of shareholders shall be called extraordinary meetings. The board of directors may call for an extraordinary general meeting whenever they deem appropriate or when one or more shareholders holding shares amounting to not less than ten (10) percent of the total number of distributed shares may submit a written request to the board of directors for calling an extraordinary general meeting at any time, but the subjects and reasons for calling for such meeting shall be clearly stated in such request. In this regard, the board of directors shall proceed to call for a meeting of shareholders to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.</p> <p>In the case that the board of directors does not hold such meeting within the period specified in the third paragraph, the shareholders who have submitted the request or other shareholders holding the aggregate number of shares as prescribed in this Article may hold the meeting by themselves within forty-five (45) days from the completion of the period referred in the third paragraph. In this case, it shall be deemed that such shareholder's meeting is the meeting called by the board of directors. The company shall be responsible for all necessary expenses incurring from the holding of the meeting and provide reasonable facilitation for the meeting.</p> <p>In the case that the quorum of the meeting convened as requested by the shareholders according to the fourth paragraph but cannot be formed as required by Article 31, the shareholders under the fourth paragraph shall be jointly responsible for any expenses incurring from the convening of such meeting.</p>	<p>All other general meetings of shareholders shall be called extraordinary meetings. The board of directors may call for an extraordinary general meeting whenever they deem appropriate or when one or more shareholders holding shares amounting to not less than ten (10) percent of the total number of distributed shares may submit a written request to the board of directors for calling an extraordinary general meeting at any time, but the subjects and reasons for calling for such meeting shall be clearly stated in such request. In this regard, the board of directors shall proceed to call for a meeting of shareholders to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.</p> <p>In the case that the board of directors does not hold such meeting within the period specified in the third paragraph, the shareholders who have submitted the request or other shareholders holding the aggregate number of shares as prescribed in this Article may hold the meeting by themselves within forty-five (45) days from the completion of the period referred in the third paragraph. In this case, it shall be deemed that such shareholder's meeting is the meeting called by the board of directors. The company shall be responsible for all necessary expenses incurring from the holding of the meeting and provide reasonable facilitation for the meeting.</p> <p><u>In the case that the shareholders call for an extraordinary meeting according to the fourth paragraph, the shareholders who call for the meeting may send notice of meeting to shareholders by electronic media provided that the shareholders have already sent their requests or given consent to the company or the board of directors.</u></p>

Current Articles of Association	Proposed of Amendment of Articles of Association
	<p>In the case that the quorum of the meeting convened by the shareholders' request according to the fourth paragraph but cannot be formed as required by Article 31, the shareholders under the fourth paragraph shall be jointly responsible for any expenses incurring from the convening of such meeting.</p>
<p>Clause 29. In summoning a meeting of shareholders, regardless of attending in person or by electronic means, the board of directors shall prepare a notice summoning the meeting, with an indication of the place, date, time, agenda of the meeting and matters to be proposed to the meeting, together with appropriate details and a clear indication whether such matters are to be proposed for acknowledgement, approval or consideration, as well as opinions of the board of directors on such matters, and shall send such notice to the shareholders and the Registrar not less than seven (7) days prior to the date of the meeting, provided that the notice summoning the meeting shall also be published in a newspaper at least three (3) consecutive days and not less than three (3) days prior to the date of the meeting. In a case where such meeting will be held by electronic media, the company may send notice of meeting and supporting documents by electronic mail.</p> <p>The meeting of shareholders shall be held in the locality in which the head office of the company is situated or at any province in the Kingdom of Thailand as the board of directors deems appropriate.</p>	<p>Clause 29. In summoning a meeting of shareholders, regardless of attending in person or by electronic means, the board of directors shall prepare a notice summoning the meeting, with an indication of the place, date, time, agenda of the meeting and, matters to be proposed to the meeting, together with appropriate details and a clear indication whether such matters are to be proposed for acknowledgement, approval or consideration, as well as opinions of the board of directors on such matters, and shall send such notice to the shareholders and the Registrar according to the Public Limited Companies Act not less than seven (7) days prior to the date of the meeting, provided that the notice summoning the meeting shall also be published in a newspaper <u>or an electronic media in accordance with the relevant laws and regulations</u> at least three (3) consecutive days and not less than three (3) days prior to the date of the meeting. <u>In a case where the shareholders requested or gave consent to the delivery of notices or documents by electronic means, the company or the board of directors may send notice of meeting or supporting documents by electronic means in accordance with the relevant laws and regulations.</u></p> <p>The meeting of shareholders shall be held in the locality in which the head office of the company is situated <u>or a neighboring province or Bangkok or at other place determined by the board of directors or any person authorized by</u></p>

Current Articles of Association	Proposed of Amendment of Articles of Association
	<p><u>the board of directors, or the meeting may be held by electronic media in accordance with the laws on electronic meetings. In the case that the meeting is held by electronic media, it shall be deemed that the location of the company's head office is the place of meeting.</u></p>
<p>Clause 30. In the meeting of shareholders, regardless of attending in person or by electronic means, there shall be shareholders and proxies (if any) present at the meeting in a number not less than twenty-five (25) persons or not less than one half (1/2) of the total number of shareholders with a number of shares amounting not less than one-third (1/3) of the total number of distributed shares to constitute a quorum. And shall comply with the criteria prescribed by the virtue of the laws on electronic meetings.</p>	
<p>Clause 31. At a meeting of shareholders, a shareholder may appoint a person for the purpose of attending the meeting and voting on the shareholder's behalf. The proxy form shall contain the date and the signature of the grantor according to the form as prescribed by the Registrar.</p> <p>The proxy form must be submitted to the chairman of the board or other person designated by the chairman of the board at the meeting venue before the proxy attending the meeting.</p>	<p>Clause 30. At a meeting of shareholders, a shareholder may appoint a person for the purpose of attending the meeting and voting on the shareholder's behalf. <u>The proxy form shall be made in writing and</u> contain the date and the signature of the grantor according to the form as prescribed by the Registrar.</p> <p>The proxy form must be submitted to the chairman of the board or other person designated by the chairman of the board at the meeting venue before the proxy attending the meeting.</p> <p><u>The appointment of a proxy as mentioned in paragraph one may be made by electronic means in accordance with the relevant laws and regulations, provided that such means are safe and can be proven that the proxy has been appointed by the shareholder itself.</u></p>

Current Articles of Association	Proposed of Amendment of Articles of Association
<p>Clause 32. In the meeting of shareholders, there shall be shareholders and proxies (if any) present at the meeting in a number not less than twenty-five (25) persons of the total number of shareholders with a number of shares amounting not less than one-third (1/3) of the total number of distributed shares or not less than one half (1/2) of the total number of shareholders with a number of shares amounting not less than one-third (1/3) of the total number of distributed shares to constitute a quorum.</p> <p>At any meeting of shareholders, upon the lapse of one (1) hour from the time fixed for the meeting commencement, if a number of the shareholders present is insufficient to form a quorum as stipulated; the meeting shall be cancelled if such meeting is convened because the shareholders have requested, the meeting shall be reconvened, if such meeting is held not because the shareholders have requested, and the notice of meeting shall be sent to the shareholders not less than seven (7) days in advance of the date of the meeting. In the subsequent meeting no quorum is required.</p> <p>In the shareholders' meetings, the chairman of the board of directors shall be the chairman of the meeting. If the chairman of the board of directors is not present at a meeting or cannot perform his duty, the vice-chairman present at the meeting shall be the chairman of the meeting. If the vice-chairman is not present at the meeting or cannot perform his duty as well, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.</p>	<p>Clause 31. In the meeting of shareholders, <u>regardless of attending in person or by electronic means</u>, there shall be shareholders and proxies (if any) present at the meeting in a number not less than twenty-five (25) persons <u>or not less than one half (1/2)</u> of the total number of shareholders with a number of shares amounting not less than one-third (1/3) of the total number of distributed shares to constitute a quorum.</p> <p>At any meeting of shareholders, upon the lapse of one (1) hour from the time fixed for the meeting commencement, if a number of the shareholders present is insufficient to form a quorum as stipulated; the meeting shall be cancelled if such meeting is convened because the shareholders have requested, the meeting shall be reconvened, if such meeting is held not because the shareholders have requested, and the notice of meeting shall be sent to the shareholders not less than seven (7) days in advance of the date of the meeting. In the subsequent meeting no quorum is required.</p> <p>In the shareholders' meetings, the chairman of the board of directors shall be the chairman of the meeting. If the chairman of the board of directors is not present at a meeting or cannot perform his duty, the vice-chairman present at the meeting shall be the chairman of the meeting. If the vice-chairman is not present at the meeting or cannot perform his duty as well, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.</p>

Current Articles of Association	Proposed of Amendment of Articles of Association
	<p><u>Clause 32. The meeting of shareholders shall proceed according to an order fixed in the meeting agenda as specified in the notice of meeting unless the shareholders' meeting resolved to change the order of the agenda by the affirmative votes of the shareholders not less than two-thirds (2/3) of the shareholders attending the meeting.</u></p> <p><u>After the meeting considered all agenda specified under the notice of meeting, shareholders holding not less than one-third (1/3) of the total number of distributed shares may request the meeting to consider other matters not specified in such notice.</u></p> <p><u>In the event that the meeting cannot complete consideration of matters according to the agenda specified under the notice of meeting or the matters that are raised by the shareholders in time, and the postponement of the meeting is necessary, the meeting shall determine the place, date, and time of the next meeting and the board of directors shall send the notice of meeting specifying the place, date, time, and agenda of the meeting to the shareholders at least seven (7) days prior to the date of the meeting. The meeting invitation shall be published in a newspaper or electronic media in accordance with the relevant laws and regulations at least three (3) consecutive days and not less than three (3) days prior to the date of the meeting. In the case that the shareholders requested or gave consent to the delivery of notices or documents by electronic means, the company or the board of directors may send the notice of meeting or supporting documents by electronic means in accordance with the relevant laws and regulations.</u></p>

Current Articles of Association	Proposed of Amendment of Articles of Association
<p>Clause 40. No dividend shall be paid other than out of profit. In the case where the company has accumulated losses, no dividend shall be paid.</p> <p>Unless otherwise specified in the Articles of Association for the case of preference shares, dividends shall be paid based on the number of shares, with each share receiving an equal payment.</p> <p>The payment of dividend requires the approval of the shareholders' meeting.</p> <p>The board of directors may consider making interim dividend payment to the shareholders from time to time, when it deems that the company has enough profit to do so, and the payment of such dividend shall be reported to the shareholders in the next meeting.</p> <p>The dividend payment shall be made within 1 month from the date of resolution of the meeting of shareholders or the board of directors, as the case maybe. The notice of such dividend payment shall be sent to the shareholders and published in a newspaper at least 3 consecutive days. The interest shall not be claimed from the Company in case the dividend payment is made within the period specified by law.</p>	<p>Clause 40. No dividend shall be paid other than out of profit. In the case where the company has accumulated losses, no dividend shall be paid.</p> <p>Unless otherwise specified in the Articles of Association for the case of preference shares, dividends shall be paid based on the number of shares, with each share receiving an equal payment.</p> <p>The payment of dividend requires the approval of the shareholders' meeting.</p> <p>The board of directors may consider making interim dividend payment to the shareholders from time to time, when it deems that the company has enough profit to do so, and the payment of such dividend shall be reported to the shareholders in the next meeting.</p> <p>The dividend payment shall be made within one (1) month from the date of resolution of the meeting of shareholders or the board of directors, as the case maybe. <u>The notice of such dividend payment shall be sent to the shareholders and published in a newspaper or electronic media in accordance with the relevant laws and regulations at least three (3) consecutive days. In the case that the shareholders have requested or given consent to the delivery of notices or documents by electronic means, the company or the board of directors may send the notice of dividend payment by electronic means in accordance with the relevant laws and regulations.</u> The interest shall not be claimed from the Company in case the dividend payment is made within the period specified by law.</p>

Current Articles of Association	Proposed of Amendment of Articles of Association
	<p>Clause 45. In a case where the company wishes to reduce the amount of its registered capital, the meeting's resolution to reduce the amount of the registered capital shall be sent to the creditor(s) of the company within fourteen (14) days as from the date of the shareholders' resolution. Creditor(s) have the rights to object to the capital reduction within two (2) months from the date the notification is received. Such meeting's resolution shall be published in <u>a newspaper or electronic media in accordance with the relevant laws and regulations at least three (3) consecutive days. In the case that the company's creditor(s) have requested or given consent to the delivery of notices or documents by electronic means, the company or the board of directors may send the notice of resolution to reduce the amount of the registered capital by electronic means in accordance with the relevant laws and regulations.</u></p>

The Board's Opinion

The Board of Directors' Meeting No. 1/2023 held on February 22, 2023 deemed it appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider and approve to the amendment of the Company's Articles of Association in a total of 18 Clauses to be in line with amendment of the Public Limited Companies Act (No. 4), B.E. 2565 (2022) and announcements of the Department of Business Development, Ministry of Commerce, relating to the amendment of the Act.

Voting Requirement

The resolution of this agenda item requires not less than three-fourths of the total votes of shareholders who attend the Meeting and are eligible to vote.

Agenda Item 8 Other matters (if any)

On the date of the 2023 Annual General Meeting of Shareholders, the Company invites the shareholders and/or proxy to register and submit required documents for appointment of proxy for inspection from 12.30 onwards. The Company requests the shareholders and/pr proxy to study details of required documents to attend the 2023 Annual General Meeting of Shareholders (details as shown in Enclosure No. 5). For convenience in registration for attending the meeting, please kindly bring registration form and present to the Company's staff on the meeting date.

If a shareholder is unable to attend the Meeting, the shareholder may grant a proxy to a third party or an independent director nominated by the Company (details as shown in Enclosure No. 6) by filing the information and countersigning their signature in one of the following Proxy Forms; Proxy Form B (Specific Authorization Details Form), Proxy Form A (General Form) or Proxy Form C (Form for Foreign Shareholder Appointing Custodian in Thailand) (details as shown in Enclosure No. 10), which can be downloaded from the Company's website at www.amamarine.co.th. The shareholders must select one Proxy Form only, and provide required supporting documents for such form (details as shown in Enclosure No. 5). In this regard, Thailand Securities Depository Co., Ltd. (TSD) has launched a system called e-Proxy Voting, by which the votes can be recorded by Thai Individual holders who are member of Investor Portal (IVP) and are verified by NDID (National Digital ID) can utilize the service through IVP or Custodian can utilize the service through e-Proxy for Intermediaries from March 21, 2023 to April 19, 2023 at 17.00 hrs.

The shareholders may study the Articles of Association of the Company relating to the Shareholder's Meeting as well as Voting Methods as shown in Enclosure No. 7 and Enclosure No. 8.

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: cs@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. The shareholders are cordially invited to attend the 2023 Annual General Meeting of Shareholders at the date, time and venue as stated above.

Sincerely yours,



(Mr. Chaiwat Thongkamkoon)

Chairman

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Details of the nominated Persons Proposed for Consideration to be Directors

AMA Marine Public Company Limited.

1. Mr. Chaiwat Thongkamkoon**Age** 64 Years**Position** Independent Director / Chairman**Education**

- Master Degree of Transport Planning and Engineering, The University of Leeds
- Bachelor Degree of Engineering, Kasetsart University
- Bachelor Degree of Law, Thammasat University

Training from Thai Institute of Directors (IOD)

- Director Certification Program (DCP), Class 2016

Training from another Institute

- National Defense College Class 2012

Work Experience 5 years

Dec. 2022 – Present Independent Director / Chairman

AMA Marine PCL.

Position in other listed companies

Apr. 2021 – Present Independent Director

Central Plaza Hotel PCL.

Position in non-listed companies

Oct. 2018 – Sep. 2020 Permanent Secretary

Ministry of Transport

May. 2016 – Sep. 2018 Director

Office of Transport and Traffic Policy and Planning

Apr. 2013 – May. 2016 Deputy Director

Office of Transport and Traffic Policy and Planning

May. 2009 – Apr. 2013 Director of Freight Office / Senior Director

Department of Land Transport

Total Shareholding Percentage as of December 31, 2022*

none

Type of director to be Proposed

Independent Director

Number of year (s) as director

1 month (as of December 31, 2022)

No. of meeting attendance in 2022

Board of Director 0/5 Times

Contribution to the Company

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



Details of the nominated Persons Proposed for Consideration to be Directors

AMA Marine Public Company Limited.

2. Mr. Asdsathai Rattanadilok Na Phuket

Age 69 Years
Position Independent Director / Audit Committee Member/
 Nomination & Remuneration Committee Member

Education

- Ph.D. of Honorary Doctorate Degree (Management),
Rajamangala University of -Technology Thanyaburi
- Master Degree of Political Science (Politics and Government), Thammasat University
- Bachelor Degree of Laws (Law), Ramkhamhaeng University

Training from Thai Institute of Directors (IOD)

- Director Accreditation Program (DAP) 2016
- High-level Executive Courses Capital Market Academy (CMA) , Class 23

Training from other Institute

- The Civil Service Executive Development Program (OCSC) 2012-2013
- Advanced Certificate Course in Public Administration and Law for Executives, Class 7
- Course for Senior Justice Executives, Class 16
- Thailand Insurance Leadership Program, Class 3
- Advanced Electoral Politics Courses, Class 6
- The Executive Program in Energy Literacy for a Sustainable Future (TEA), Class 6

Work Experience 5 years

May 2021 – Present Independent Director / Audit Committee / AMA Marine PCL.
 Nomination & Remuneration Committee Member

Position in other listed companies

Past Audit Committee Sermuang Power Corporation PCL.

Position in non-listed companies

Present	Adviser to the Election Commission	Office of the Election Commission of Thailand
Present	Advisor to the National Police Inspector General (Mr. Visanu Prasarttong-Osoth)	Royal Thai Police
Present	Advisor to the 2nd Vice President of the Senate (Mr. Supachai Somcharoen)	House of Representatives
Present	Advisor to the Transportation Committee of the- House of Representatives	House of Representatives (MP)
Present	Specialist of the Board of Directors Senate- Monetary and Fiscal Economy	House of Representatives
Past	Director - General	Department of Land Transport
Past	Director	Thailand Privilege Card Co., Ltd.

Total Shareholding Percentage as of December 31, 2022*

-

Type of director to be Proposed Independent Director

Number of year (s) as director 1 years 7 months (as of December 31, 2022)

No. of meeting attendance in 2022
 Board of Director 5/5 Times
 Audit Committee 4/4 Times
 Nomination & Remuneration Committee 2/2 Times



Details of the nominated Persons Proposed for Consideration to be Directors

AMA Marine Public Company Limited.

<u>Contribution to the Company</u>	To oversee and set policy, direction, strategy and Management structure and principles of the company's business.
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3. Mrs. Malinee SumBoonnanondha

<u>Age</u>	66 Years
<u>Position</u>	Independent Director / Audit Committee Member/ Nomination & Remuneration Committee Member

Education

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

Training from Thai Institute of Directors (IOD)

- Director Certification Program (DCP) ,Class 127/2016
- Director Accreditation Program (DAP), Class 172/2020

Training from other Institute

- 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

Jul 2020 – Present	Independent Director / Audit Committee / Nomination & Remuneration Committee Member	AMA Marine PCL.
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Position in other listed companies

None

Position in non-listed companies

Jan 2023 – Present	Conciliator	The Bangkok South Kwaeng Court
Feb 2020 – present	Conciliator	Bangkok South Civil Court
Aug 2019 – 2022	Conciliator	Phra Khanong Civil Court
2019 – 2021	Director	Bairewsod Co., Ltd.
2019 – 2021	Director	Suannamthai Co., Ltd.
2019 – 2020	Managing Director	LMI (Thailand) Limited.,
2018 – 2019	Conciliator	Phrakhanong Provincial Court
1982 – 2002	Certified Public Accountant (CPA) Register 3249	

Total Shareholding Percentage as of December 31, 2022* -

<u>Type of director to be Proposed</u>	Independent Director
<u>Number of year (s) as director</u>	2 years 5 months (as of December 31, 2022)
<u>No. of meeting attendance in 2022</u>	Board of Director 5/5 Times Audit Committee 4/4 Times Nomination & Remuneration Committee 2/2 Times

<u>Contribution to the Company</u>	To oversee and set policy, direction, strategy and Management structure and principles of the company's business.
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Details of the nominated Persons Proposed for Consideration to be Directors

AMA Marine Public Company Limited.

4. Mr. Chaiwat Lertvanarin**Age** 64 Years**Position** Director**Education**

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

Training from Thai Institute of Directors (IOD)

- Director Accreditation Program (DAP), Class 161/2019

Training from other Institute

- Greenhouse Gas Reduction Guidelines Course towards Net Zero Emissions
- Leader as Coach Course
- Microsoft Azure Data Fundamental Course
- AI & Data for Enterprises Course
- Digital CEO Class 1
- PTG Smart Marketing and CRM "Coaching Skills Workshop" Enabling the PTG Way through coaching

Work Experience 5 years

Feb. 2019 – Present Director AMA Marine PCL.

Position in other listed companies

2018 – Present	Member of the Risk Management Committee	PTG Energy PCL.
2016 – Present	Executive Vice President	PTG Energy PCL.
2022 – Present	Director of Corporate Governance and - Sustainability / Investment Director	Demco PCL.
2021 – Present	Director / Enterprise Risk Management - Committee	Demco PCL.

Position in non-listed companies

none

Total Shareholding Percentage as of December 31, 2022* 120,000 Shares is equal to 0.023%**Type of director to be Proposed** Director**Number of year (s) as director** 3 years 10 Months (as of December 31, 2022)**No. of meeting attendance in 2022** Board of Director 5/5 Times**Contribution to the Company** To oversee and set policy, direction, strategy and Management structure and principles of the company's business.

Details of the nominated Persons Proposed for Consideration to be Directors

AMA Marine Public Company Limited.

Shareholding AMA Marine Public Company Limited of proposed directors**(As of 31 December, 2022)**

Proposed Directors	No. of shares*	% of issued shares
1. Mr. Chaiwat Thongkamkoon	n/a	n/a
2. Mr. Asdsathai Rattanadilok Na Phuket	n/a	n/a
3. Mrs. Malinee SumBoonnanondha	n/a	n/a
4. Mr. Chaiwat Lertvanarin	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. Chaiwat Thongkamkoon	1	Central Plaza Hotel PCL. - Independent Director	3	None
2. Mr. Asdsathai Rattanadilok Na Phuket	1	Sernsang Power Corporation PCL. - Audit Committee (Pass)	5	None
3. Mrs. Malinee SumBoonnanondha	-	-	7	None
4. Mr. Chaiwat Lertvanarin	2	PTG Energy PCL. - Member of the Risk Management Committee - Executive Vice President Demco PCL. - Director of Corporate Governance and Sustainability / Investment Director - Director / Enterprise Risk Management Committee	None	None

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

Details of the nominated Persons Proposed for Consideration to be Directors

AMA Marine Public Company Limited.

Shareholding AMA Marine Public Company Limited of proposed directors**(As of 31 December, 2022)****1. Mr. Chaiwat Thongkamkoon**

No.	Non-listed Companies
1	Ministry of Transport
2	Office of Transport and Traffic Policy and Planning / OTP.
3	Department of Land Transport

2. Mr. Asdsathai Rattanadilok Na Phuket

No.	Non-listed Companies
1.	Office of the Election Commission of Thailand
2.	Royal Thai Police
3.	House of Representatives
4.	House of Representatives (MP)
5.	House of Representatives

3. Mrs. Malinee SumBoonnanondha

No.	Non-listed Companies
1.	The Bangkok South Kwaeng Court.
2.	Bangkok South Civil Court
3.	Phra Khanong Civil Court
4.	Bairewsod Co., Ltd.
5.	Suannamthai Co., Ltd.
6.	LMI (Thailand) Limited.,
7.	Phrakhanong Provincial Court

4. Mr. Chaiwat Lertvanarin

No.	Non-listed Companies
	none

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

Criterion to Select Director

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

Definition of Independent Director

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

Qualifications of Independent Director

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

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

occurred during the period of one year prior to the date on which the business relationship with the person commences;

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

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

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

- A. Characteristics on the business relation and professional service allows such person whose qualification is not what the rules had set forth
- B. Reason and necessity remaining or an appointment of such person to be the independent director
- C. The Board of Directors' opinion to propose such person to be the independent director

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

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

1) Name : Miss Suphaphorn Mangjit

Age : 50 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 :

1995 – Present Partner DIA International Audit Co., Ltd.

Signatory on the financial statements of the Company :

-Yes- Duration 1 year (2022)

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 : Mr. Wirote Satjathamnukul

Age : 59 years

Certified Public Accountant (CPA) Registration No. : 5128

Position : Partner

Company : DIA International Audit Co., Ltd.

Work Period : 1995 – Present

Education and Training :

- Master of Business Administration (Accounting) Ramkhamhaeng University
- Advance Certificate in Auditing, Thammasat University

Work Experiences :

2010 - Present	Partner	D I A International Audit Co., Ltd.
1990 - 2010	Staff and Manager of Audit Department	DIA Auditing 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 Somjintana Pholhiranrat

Age : 53 Years

Certified Public Accountant (CPA) Registration No. : 5599

Position : Partner

Company : DIA International Audit Co., Ltd.

Work Period : 1996 - Present

Education and Training :

- Master of Accounting, Chulalongkorn University
- Bachelor of Accounting, Ramkamhaeng University
- Bachelor of Business Administration, Sukhothai Thammathirat University

Work Experiences :

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



Signatory on the financial statements of the Company :

- None -

Shareholding in the Company :

- None –

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

-None-

Contact Details :

e-mail : dia.auditor@gmail.com

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

4) Name : Mr. Nopparoeck Pissanu Wong

Age : 57 years

Certified Public Accountant (CPA) Registration No. : 7764

Position : Senior Partner

Company : DIA International Audit Co., Ltd.

Work Period : 1992 - Present

Education and Training :

- Master of Accountancy, Faculty of Commerce and Accountancy, Chulalongkorn University
- Bachelor of Accountancy, School of Accounting, Bangkok University
- Diploma in Accountancy, Chulalongkorn University

Work Experiences :

1992 – Present	Senior Partner /	DIA International Audit Co., Ltd.
	Trainer	DIA Audit Co., Ltd.
1990 – 2010	Partner	DIA International Auditing Co., Ltd.

Signatory on the financial statements of the Company :

-Yes- Duration 2 years (2013 – 2014)

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

4. Proxy

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

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

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

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

Allocation of shares to several Proxies to vote in the Meeting is not allowed. The Shareholder shall authorize the Proxy to cast the votes by all the shares held by it. Authorization of less than the total number of shares is not allowed except for the Custodian appointed by the Foreign Investor in accordance with Proxy Form C.

5. VotingVoting Procedures

The Chairman shall inform the Meeting details of voting procedures.

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

Resolution of the Meeting

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

Details of Independent Directors Proposed to be a Proxy

List of Directors	Position	Age (Years)	Address	Interest in the Agenda considered	Total Shareholding Percentage (As of 31 December, 2022)
1. Mr. Chaiwat Thongkamkoon 	- Independent Director - Chairman	64	58/5 Soi Phaholyothin 4, Phaholyothin Road, Samsennai, Phayathai, Bangkok 10400	Agenda 4,5	-
2. Mr. Manit Nitiprateep 	- Director - Independent Director - Chairman of the Audit Committee - Chairman of Nominating & Compensation Committee Member	68	5/2238 Moo.10 Bang Talat, Pak Kret, Nonthaburi 11120	Agenda 5	0.019%
3. Mr. Asdsathai Rattanadilok Na Phuket 	- Director - Independent Director - Audit Committee Member - Nomination & Compensation Committee Member	69	198/35 Ladprao Road, Chomphon Subdistrict, Chatuchak District, Bangkok 10900	Agenda 4,5	-
4. Mrs. Malinee Sumboonnanonndha 	- Director - Independent Director - Audit Committee Member - Nomination & Compensation Committee Member	66	105 Soi Bansuan Nak Village 2, Nong Bon, Prawet, Bangkok 10250	Agenda 4,5	-

Articles of Associations of the Company relating the Shareholders' Meeting

1. Shareholders' Meeting

Section 4 Clause 28.

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-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 45 days since the letter from the shareholders is received.

If it is the evident that the board of directors is unable to arrange the meeting within the mentioned period in accordance with the second paragraph, shareholders who co-sign or other shareholders jointly the number of shares as stated may call on the meeting within 45 days since the due date in accordance with the second paragraph. In such case, the shareholder meeting called by the board of directors the company will be responsible for any expense.

If it is the evident that the meeting called by shareholders in accordance with third paragraph, the total shareholders attending the meeting have not met the quorum as state in Clause 30. Of the Article of Association, shareholders shall be responsible for the expense occurred.

Section 4 Clause 29.

In summoning a meeting of shareholders, either by attending in person or by electronic means, The Board of Directors shall prepare a notice summoning the meeting, with an indication of the place, date, time, agenda of the meeting and matters to be presented to the meeting, together appropriate details and a clear indication whether such matters are to be proposed for acknowledgment, approval or consideration as well as opinions of the Board of Directors on such matters, and shall send such notice to the shareholders and the public limited Company registrar not less than seven (7) days prior to the date of the meeting, provided that the notice summoning the meeting shall also be published in a newspaper for at least three (3) consecutive days prior to the date of the meeting. In a case where such meeting will be held by electronic media, the Company may send notice of the meeting and supporting documents by electronic mail.

The meeting of shareholders shall be held in the locality in which the Company's head office is located or in other provinces throughout the Kingdom as the Board of Directors deems appropriate.

2. Quorum

Section 4 Clause 30.

In the meeting of shareholders, either by attending in person or by electronic means, there shall be shareholders and proxies (if any) present at the meeting in a number not less than twenty-five (25) persons or not less than one half (1/2) of the total number of shareholders with a number of shares amounting to not less than one-third (1/3) of the total number of sold shares to constitute a quorum, and they must comply with the rules set forth by virtue of the Emergency Decree on Electronic Meetings.

Section 4 Clause 32.

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.

3. Proxy

Section 4 Clause 31.

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.

4. Voting Rights

Section 4 Clause 33.

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.

5. The Annual General Meeting

Section 4 Clause 34.

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.

6. Directors' Election and Rotation of Directors

Section 3 Clause 14.

The meeting of shareholders will elect the directors through the majority vote in accordance with the following criteria and methods.

- (1) A shareholder has one vote per share.
- (2) The shareholder is allowed to cast his vote to elect each director.
- (3) The persons with highest votes arranged in respective order will be elected the directors at the number to be appointed or elected at the time. If such persons elected in the respective order have the same votes and the number of

the directors would exceed the number of directors to be appointed or elected at the time so the chairman of the meeting is allowed to cast a decisive vote.

Section 3 Clause 15.

In every general meeting of shareholders, one-third of the directors are required to leave their chair. If the number of directors could not be divided by three, the closest number to one-third is applicable.

The directors to leave their chair in the first and second year after registration of the company will be made by drawing a slot to select which one is required to leave the chair. In the following years, the director who has stayed in his post longest is required to leave his chair. The leaving director may be elected to take the directorship.

7. Directors' Remuneration

Section 3 Clause 16.

The director is entitled to remuneration from the company in terms of reward, meeting allowance, lump-sum pension payment, bonus or any benefits of the other nature in accordance with Articles of Association or the resolution of the meeting of shareholders which may approve the fixed amount of payment or may arrange the criteria and may arrange the requirements periodically or throughout the period before there is any change, in conjunction with allowances and welfares in accordance with the Articles of Association of the company.

The provision in the first paragraph does not affect the rights of the officers or the employees of the company who are elected the director to receive the remunerations and benefits as the officers or employees of the company.

8. Approval of Financial Statements

Section 5 Clause 37.

The board of directors is required to prepare the balance sheet and the profit and loss account of the company as of the ending date of the accounting period to propose to the annual general meeting of shareholders for approval on the balance sheet and the profit and loss account. The board of directors is required to have the auditor examine the balance sheet and the profit and loss account before they are presented to the meeting of shareholders.

Section 5 Clause 38.

The board of directors is required to send the following documents to the shareholders together with the letter of appointment on the annual general meeting.

- (1) Copy of the balance sheet and the profit and loss account already examined by the auditor together with the auditor's report
- (2) Annual report of the board of directors

Section 5 Clause 39.

The auditor is required to attend the meeting of shareholders every time when the balance sheet and the profit and loss account and the problems related to accounting of the company are examined to clarify the examination to the shareholders and the company is required to submit the report and the documents of the company that the shareholders should receive in such meeting of shareholders to the auditor as well. The auditor is required not to be the director, employee, officer or any person assuming any post in the company.

The auditor is authorized to examine accounts, documents and other evidence related to incomes, expenses, assets and liabilities of the company during the working hours of the company and is eligible to call the directors, officers and employees of the company to provide statements and clarifications necessary for the auditor to perform his duties. The auditor is required to prepare and propose the report on the balance sheet and the accounts to the annual general meeting of shareholders and is required to state in such report whether the balance sheet is correctly prepared and has correctly presented the actual performance of the company.

9. Dividend

Section 5 Clause 40.

The dividend is not allowed to be appropriated from the other funds except the profit. If the company still has the retained loss, no dividend is allowed to be made.

Except the case of preferred stock that the Articles of Association have indicated otherwise, the dividend is required to be appropriated among the shares equally.

The dividend payment is required to be approved in the general meeting of shareholders.

The board of directors may pay the interim dividend to the shareholders periodically if it is evident that the company is profitable to do so and to report to the meeting of shareholders in the next meeting.

The dividend payment is required to be made within one month since the date that the meeting of shareholders or the board of directors has been arranged as applicable. The shareholders will be informed in writing and the notification on dividend payment will be advertised in the newspaper for at least 3 consecutive days and no interest charge will be imposed on the company if such dividend payment is made within the period provided under the law.

10. Legal Reserve

Section 5 Clause 42.

The company is required to appropriate part of its annual net profit as a legal reserve for at least 5 percent of the annual net profit less by the retained loss (if any) until the legal reserve has amounted to at least 10 percent of the registered capital of the company.

When there is an approval from the meeting of shareholders, the company may transfer the other reserve, the legal reserve, and the reserve in excess of capital to reduce the retained loss of the company.

The Voting Methods to The Meeting

1. Voting Cast

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

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

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

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

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

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

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

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

2. Vote Counting

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

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

3. Voided Ballots

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

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

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

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

4. Opinion Expression and Queries

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

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

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

MAP of the Meeting Venue



By MRT : Rama 9 Exit Fortune Town Building

By car : Available parking lot at the Hotel

By bus : Bus no. 172, 528, 529, 168, 171, 537, 551, 529

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

(ปิดอากรแสตมป์
20 บาท)
(Stamp Duty
Baht 20)

เขียนที่

Written at

วันที่

เดือน

พ.ศ.

Date

Month

Year

(1) ข้าพเจ้า

I/We

อยู่บ้านเลขที่

Residing at

สัญชาติ

Nationality

(2) เป็นผู้ถือหุ้นของบริษัท อามา มารีน จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม

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

หุ้น

shares,

และออกเสียงลงคะแนนได้เท่ากับ

and having the right to vote equivalent to

เสียง ดังนี้

votes as follows:

หุ้นสามัญ

ordinary share of

หุ้นบุริมสิทธิ

preference share of

หุ้น และออกเสียงลงคะแนนได้เท่ากับ

shares, and having the right to vote equivalent to

หุ้น และออกเสียงลงคะแนนได้เท่ากับ

shares, and having the right to vote equivalent to

เสียง

votes,

เสียง

votes.

(3) ขอมอบฉันทะให้

Hereby appoint:

(1) ☐ ชื่อ (Name)

อายุ (age)

ปี (year)

อยู่บ้านเลขที่

(Residing at)

หรือ (2) ☐ ชื่อ (Name)

อายุ (age)

ปี (year)

อยู่บ้านเลขที่

(Residing at)

หรือ (3) ☐ ชื่อ (Name)

อายุ (age)

ปี (year)

อยู่บ้านเลขที่

(Residing at)

หรือ ☐

นายชัยวัฒน์ ทองคำคูณ

ตำแหน่ง

ประธานกรรมการและกรรมการอิสระ

อายุ

64

ปี

or

Mr. Chaiwat Thongkamkoon

Positions

Chairman and Independent Director

Age

64

years

ที่อยู่

เลขที่ 58/5 ซ.พหลโยธิน 4 ถนนพหลโยธิน แขวงสามเสนใน เขตพญาไท กรุงเทพมหานคร 10400

Residing at

58/5 Soi Phaholyothin 4, Phaholyothin Road, Samsennai, Phayathai, Bangkok 10400

หรือ ☐

นายมานิต นิธิประทีป

ตำแหน่ง

กรรมการอิสระและประธานกรรมการตรวจสอบ

อายุ

68

ปี

or

Mr. Manit Nitiprateep

Positions

Independent Director and Chairman of the Audit Committee

Age

68

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 ☐

นายอัมมวโรจน์ รัตนดิกล ภูเก็

ตำแหน่ง

กรรมการอิสระและกรรมการตรวจสอบ

อายุ

69

ปี

or

Mr. Asdsathai Rattanadilok Na Phuket

Positions

Independent Director and Member of the Audit Committee

Age

69

years

ที่อยู่

เลขที่ 198/35 ถนนลาดพร้าว แขวงจอมพล เขตจตุจักร กรุงเทพมหานคร 10900

Residing at

198/35 Ladprao Road, Chomphon Subdistrict, Chatuchak District, Bangkok 10900

หรือ ☐

นางมาลินี สัมบุณณานนท์

ตำแหน่ง

กรรมการอิสระและกรรมการตรวจสอบ

อายุ

66

ปี

or

Mrs. Malinee Sumboonnannondha

Positions

Independent Director and Member of the Audit Committee

Age

66

years

ที่อยู่

เลขที่ 105 ซ.หมู่บ้านสวนนครินทร์ 2 แขวงหนองบอน เขตประเวศ กรุงเทพมหานคร 10250

Residing at

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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น

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

ประจำปี 2566

ในวันพฤหัสบดี ที่ 20 เมษายน 2566

เวลา 14:00 น.

for the Year 2023

on Thursday 20 April 2023

at 14.00 hrs.

ณ ห้องประชุมฟอร์จูน 3-4 ชั้น 3 โรงแรมแกรนด์ ฟอร์จูน กรุงเทพฯ เลขที่ 1 ถ. รatchadaphisek ดินแดง เขตดินแดง กรุงเทพมหานคร 10400

At Fortune 3-4 Meeting Room, 3rd floor, Grand Fortune Bangkok Hotel no.1, Ratchadaphisek Road, Din Daeng, Din Daeng, Bangkok 10400

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ไปในการประชุมนั้น 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: ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวน
หุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

หนังสือมอบฉันทะ แบบ ข.
Proxy Form B.
(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)
(Proxy Form containing specific details)

(ปิดอากรแสตมป์
 20 บาท)
 (Stamp Duty
 Baht 20)

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

(1) ข้าพเจ้า.....
 I/We

อยู่บ้านเลขที่..... สัญชาติ.....
 Residing at Nationality

(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) ☐ ชื่อ (Name)..... อายุ (age)..... ปี (year)

อยู่บ้านเลขที่ (Residing at).....

หรือ (2) ☐ ชื่อ (Name)..... อายุ (age)..... ปี (year)

อยู่บ้านเลขที่ (Residing at).....

หรือ (3) ☐ ชื่อ (Name)..... อายุ (age)..... ปี (year)

อยู่บ้านเลขที่ (Residing at).....

หรือ <input type="checkbox"/>	นายชัยวัฒน์ ทองคำคูณ	ตำแหน่ง	ประธานกรรมการและกรรมการอิสระ	อายุ	64	ปี
or	Mr. Chaiwat Thongkamkoon	Positions	Chairman and Independent Director	Age	64	years
ที่อยู่	เลขที่ 58/5 ซ.พหลโยธิน 4 ถนนพหลโยธิน แขวงสามเสนใน เขตพญาไท กรุงเทพมหานคร 10400					
Residing at	58/5 Soi Phaholyothin 4, Phaholyothin Road, Samsennai, Phayathai, Bangkok 10400					
หรือ <input type="checkbox"/>	นายมานิต นิธิประทีป	ตำแหน่ง	กรรมการอิสระและประธานกรรมการตรวจสอบ	อายุ	68	ปี
or	Mr. Manit Nitiprateep	Positions	Independent Director and Chairman of the Audit Committee	Age	68	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 <input type="checkbox"/>	นายอัมขไธค์ รัตนดิลก ณ ภูเก็ต	ตำแหน่ง	กรรมการอิสระและกรรมการตรวจสอบ	อายุ	69	ปี
or	Mr. Asdsathai Rattanadilok Na Phuket	Positions	Independent Director and Member of the Audit Committee	Age	69	years
ที่อยู่	เลขที่ 198/35 ถนนลาดพร้าว แขวงจอมพล เขตจตุจักร กรุงเทพมหานคร 10900					
Residing at	198/35 Ladprao Road, Chomphon Subdistrict, Chatuchak District, Bangkok 10900					
หรือ <input type="checkbox"/>	นางมาลินี สัมบุญณานนท์	ตำแหน่ง	กรรมการอิสระและกรรมการตรวจสอบ	อายุ	66	ปี
or	Mrs. Malinee Sumboonnanontha	Positions	Independent Director and Member of the Audit Committee	Age	66	years
ที่อยู่	เลขที่ 105 ซ.หมู่บ้านสวนนครินทร์ 2 แขวงหนองบอน เขตประเวศ กรุงเทพมหานคร 10250					
Residing at	105 Soi Bansuan Nakharin Village 2, Nong Bon, Prawet, Bangkok 10250					

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น

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

ประจำปี 2566 ในวันพฤหัสบดี ที่ 20 เมษายน 2566 เวลา 14:00 น.

for the Year 2023 on Thursday 20 April 2023 at 14.00 hrs.

ณ ห้องประชุมฟอร์จูน 3-4 ชั้น 3 โรงแรมแกรนด์ ฟอร์จูน กรุงเทพฯ เลขที่ 1 ถ. รัชดาภิเษก ดินแดง เขตดินแดง กรุงเทพมหานคร 10400

At Fortune 3-4 Meeting Room, 3rd floor, Grand Fortune Bangkok Hotel no.1, Ratchadaphisek Road, Din Daeng, Bangkok 10400

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

วาระที่ 1

Agenda No. 1

รับทราบรายงานผลการดำเนินงานของบริษัทและแบบ 56-1 One Report ประจำปี 2565.

To acknowledge the operating results and Form 56-1 One Report for the Year 2022.

☐ (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

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 2

Agenda No. 2

พิจารณาอนุมัติงบแสดงฐานะการเงิน และงบกำไรขาดทุนของบริษัท สำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2565

To consider and approve the Statement of Financial Position and the Profit & Loss Statements of the Company for the Fiscal Year Ended 31 December 2022.

☐ (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

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 3

Agenda No. 3

พิจารณาอนุมัติการจ่ายเงินปันผล ประจำปี 2565

To consider and approve the dividend payment for the year 2022

☐ (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

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 4

Agenda No. 4

พิจารณาอนุมัติการเลือกตั้งกรรมการบริษัทแทนกรรมการที่ครบกำหนดออกตามวาระ ประจำปี 2566

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

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ การแต่งตั้งกรรมการทั้งชุด

Appointing the whole nominated candidates

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

☐ การแต่งตั้งกรรมการเป็นรายบุคคล

Appointing an individual nominated candidate

4.1 นายชัยวัฒน์ ทองคำคูณ

Mr. Chaiwat Thongkamkoon

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

4.2 นายอัสสไรค์ รัตนติลก ณ ภูเก็ต

Mr. Asdsathai Rattanadilok Na Phuket

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

4.3 นางมาลินี สัมบุญณานนท์

Mrs. Malinee Sumboonnanondha

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

4.4 นายชัยวัฒน์ เลิศวนารินทร์

Mr. Chaiwat Lertvanarin

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

วาระที่ 5

Agenda No. 5

พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการ และคณะอนุกรรมการ ประจำปี 2566

To consider and approve the remuneration of the Board of Directors and the Sub-Committees for the year 2023.

- ☐ (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 6

Agenda No. 6

พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชี และการกำหนดค่าตอบแทนแก่ผู้สอบบัญชี ประจำปี 2566

To consider and approve the appointment of Company's auditor for the year 2023 and determination of the audit fee.

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

วาระที่ 7

Agenda No. 7

พิจารณาอนุมัติแก้ไขข้อบังคับบริษัท

To consider and approve the amendment to the Company's Article.

- ☐ (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

เรื่องอื่นๆ (ถ้ามี)

Other matters (if any)

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

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำการทุกประการ

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. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 2566 ในวันพฤหัสบดี ที่ 20 เมษายน 2566 เวลา 14:00 น. โดยประชุม ณ ห้องประชุมฟอร์จูน 3-4 ชั้น 3 โรงแรมแกรนด์ ฟอร์จูน กรุงเทพฯ เลขที่ 1 ถ. รัชดาภิเษก ดินแดง เขตดินแดง กรุงเทพมหานคร 10400

In the meeting of the Annual General Meeting of Shareholders for the Year 2023, on Thursday 20 April 2023 at 2 p.m. At Fortune 3-4 Meeting Room, 3rd floor, Grand Fortune Bangkok Hotel no.1, Ratchadaphisek Road, Din Daeng, Din Daeng, Bangkok 10400

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 2566 (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 2023 (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)

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

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

(1) ข้าพเจ้า.....
I/We

อยู่บ้านเลขที่..... สัญชาติ.....
Residing at Nationality

(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) ☐ ชื่อ (Name)..... อายุ (age)..... ปี (year)

อยู่บ้านเลขที่ (Residing at).....

หรือ (2) ☐ ชื่อ (Name)..... อายุ (age)..... ปี (year)

อยู่บ้านเลขที่ (Residing at).....

หรือ (3) ☐ ชื่อ (Name)..... อายุ (age)..... ปี (year)

อยู่บ้านเลขที่ (Residing at).....

หรือ <input type="checkbox"/>	นายชัยวัฒน์ ทองคำคูณ	ตำแหน่ง	ประธานกรรมการและกรรมการอิสระ	อายุ	64	ปี
or	Mr. Chaiwat Thongkamkoon	Positions	Chairman and Independent Director	Age	64	years
ที่อยู่	เลขที่ 58/5 ซ.พหลโยธิน 4 ถนนพหลโยธิน แขวงสามเสนใน เขตพญาไท กรุงเทพมหานคร 10400					
Residing at	58/5 Soi Phaholyothin 4, Phaholyothin Road, Samsennai, Phayathai, Bangkok 10400					
หรือ <input type="checkbox"/>	นายมานิต นิธิประทีป	ตำแหน่ง	กรรมการอิสระและประธานกรรมการตรวจสอบ	อายุ	68	ปี
or	Mr. Manit Nitiprateep	Positions	Independent Director and Chairman of the Audit Committee	Age	68	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 <input type="checkbox"/>	นายอัษฎาธิ์ รัตนดิกล ภูเก็	ตำแหน่ง	กรรมการอิสระและกรรมการตรวจสอบ	อายุ	69	ปี
or	Mr. Asdsathai Rattanadilok Na Phuket	Positions	Independent Director and Member of the Audit Committee	Age	69	years
ที่อยู่	เลขที่ 198/35 ถนนลาดพร้าว แขวงจอมพล เขตจตุจักร กรุงเทพมหานคร 10900					
Residing at	198/35 Ladprao Road, Chomphon Subdistrict, Chatuchak District, Bangkok 10900					
หรือ <input type="checkbox"/>	นางมาลินี สัมบุณณานนท์	ตำแหน่ง	กรรมการอิสระและกรรมการตรวจสอบ	อายุ	66	ปี
or	Mrs. Malinee Sumboonnanonndha	Positions	Independent Director and Member of the Audit Committee	Age	66	years
ที่อยู่	เลขที่ 105 ซ.หมู่บ้านสวนนครินทร์ 2 แขวงหนองบอน เขตประเวศ กรุงเทพมหานคร 10250					
Residing at	105 Soi Bansuan Nakharin Village 2, Nong Bon, Prawet, Bangkok 10250					

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น

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

ประจำปี 2566 ในวันพฤหัสบดีที่ 20 เมษายน 2566 เวลา 14:00 น.
for the Year 2023 on Thursday 20 April 2023 at 14.00 hrs.

ณ ห้องประชุมฟอร์จูน 3-4 ชั้น 3 โรงแรมแกรนด์ ฟอร์จูน กรุงเทพฯ เลขที่ 1 ถ. รัชดาภิเษก ดินแดง เขตดินแดง กรุงเทพมหานคร 10400
At Fortune 3-4 Meeting Room, 3rd floor, Grand Fortune Bangkok Hotel no.1, Ratchadaphisek Road, Din Daeng, Din Daeng, Bangkok 10400

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุม และออกเสียงลงคะแนนในครั้งนี้ ดังนี้

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

☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

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

☐ มอบฉันทะบางส่วน คือ

To grant the partial shares as follows:

☐ 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.

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด.....เสียง

Total amount of voting rights votes.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

วาระที่ 1

Agenda No. 1

รับทราบรายงานผลการดำเนินงานของบริษัทและแบบ 56-1 One Report ประจำปี 2565.

To acknowledge the operating results and Form 56-1 One Report for the Year 2022.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง

Approve votes Disapprove votes Abstain votes

วาระที่ 2

Agenda No. 2

พิจารณาอนุมัติงบแสดงฐานะการเงิน และงบกำไรขาดทุนของบริษัท สำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2565

To consider and approve the Statement of Financial Position and the Profit & Loss Statements of the Company for the Fiscal Year Ended 31 December 2022.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง

Approve votes Disapprove votes Abstain votes

วาระที่ 3

Agenda No. 3

พิจารณาอนุมัติการจ่ายเงินปันผล ประจำปี 2565

To consider and approve the dividend payment for the year 2022.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง

Approve votes Disapprove votes Abstain votes

วาระที่ 4

Agenda No. 4

พิจารณาอนุมัติการเลือกตั้งกรรมการบริษัทแทนกรรมการที่ครบกำหนดออกตามวาระ ประจำปี 2566

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

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ การแต่งตั้งกรรมการทั้งหมด

Appointing the whole nominated candidates

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จงดออกเสียง

Approve Disapprove Abstain

☐ การแต่งตั้งกรรมการเป็นรายบุคคล

Appointing an individual nominated candidate

4.1 นายชัยวัฒน์ ทองคำคูณ

Mr. Chaiwat Thongkamkoon

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จงดออกเสียง

Approve Disapprove Abstain

4.2 นายอัมษไธค์ รัตนติลล ณ ภูเก็ต

Mr. Asdsathai Rattanadilok Na Phuket

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จงดออกเสียง

Approve Disapprove Abstain

4.3 นางมาลินี สัมบุญณานนท์

Mrs. Malinee Sumboonnannondha

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จงดออกเสียง

Approve Disapprove Abstain

4.4 นายชัยวัฒน์ เลิศวนารินทร์

Mr. Chaiwat Lertvanarin

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จงดออกเสียง

Approve Disapprove Abstain

วาระที่ 5

Agenda No. 5

พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการ และคณะอนุกรรมการ ประจำปี 2566

To consider and approve the remuneration of the Board of Directors and the Sub-Committees for the year 2023.

☐ (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 ☐ จงดออกเสียง

Approve Disapprove Abstain

วาระที่ 6

Agenda No. 6

พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชี และการกำหนดค่าตอบแทนแก่ผู้สอบบัญชี ประจำปี 2566

To consider and approve the appointment of Company's auditor for the year 2023 and determination of the audit fee.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ จงดออกเสียง.....เสียง

Approve votes Disapprove votes Abstain votes

วาระที่ 7

Agenda No. 7

พิจารณาอนุมัติแก้ไขข้อบังคับบริษัท

To consider and approve the amendment to the Company's Article.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ จงดออกเสียง.....เสียง

Approve votes Disapprove votes Abstain votes

วาระที่ 8

Agenda No. 8

เรื่องอื่นๆ (ถ้ามี)

Other matters (if any)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ จงดออกเสียง.....เสียง

Approve votes Disapprove votes Abstain votes

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 Remarks

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

Only foreign shareholders whose names appear in the registration book and have appointed a Custodian in Thailand can use the Proxy Form C.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

Evidence to be attached with this Proxy Form are:

(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
Power of Attorney from the shareholder authorizing a Custodian to sign the Proxy Form on behalf of the shareholder.

(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
Letter of certification to certify that a person executing the Proxy Form has obtained a permit to act as a Custodian.

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้

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

4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

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

5. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

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

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 2566 ในวันพฤหัสบดี ที่ 20 เมษายน 2566 เวลา 14:00 น. โดยประชุม ณ ห้องประชุมฟอร์จูน 3-4 ชั้น 3 โรงแรมแกรนด์ ฟอร์จูน กรุงเทพฯ เลขที่ 1 ถ. รัชดาภิเษก ดินแดง เขตดินแดง กรุงเทพมหานคร 10400

In the meeting of the Annual General Meeting of Shareholders for the Year 2023, on Thursday 20 April 2023 at 2 p.m. At Fortune 3-4 Meeting Room, 3rd floor, Grand Fortune Bangkok Hotel no.1, Ratchadaphisek Road, Din Daeng, Din Daeng, Bangkok 10400

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.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

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.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

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.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

วาระที่.....เรื่อง พิจารณานุมัติการเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ ประจำปี 2566 (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 2023 (continued)

ชื่อกรรมการ.....

Director's name

- ☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

ชื่อกรรมการ.....

Director's name

- ☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

ชื่อกรรมการ.....

Director's name

- ☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes



Enclosure no.11

AMA Marine Public Company

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 2022 one 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

Privacy Notice
For Annual General Meeting of Shareholders (AGM) for the Year 2023

AMA Marine Public Company Limited (the “**Company**”) values a personal information of the shareholders and/or proxies. The Company hereby informs shareholders and/or proxies of our compliance with the Personal Data Protection Act B.E. 2562 as follows:

- 1. Personal Data Collection:** It is necessary for the Company to collect your personal data information for the purpose of AGM arrangement and AGM attendance as follows:
 - 1.1 General Personal Data: name, age, gender, address, telephone number, identification number, nationality, date of birth, e-mail, shareholder ID, number of shares, occupation, and photograph or motion picture from video recording, including health data, and travel history for the purposes of public interest in public health and the prevention of the epidemic of Coronavirus disease 2019 (Covid-19).
 - 1.2 The Company may request copy(ies) of your personal identification data such as identification card, or other official document which may contain **Sensitive Personal Data** such as race, religion, blood group, etc. for the purpose of authentication. Therefore, the Company kindly request you to delete or redact such Sensitive Personal Data before submitting such document with the Company. Otherwise, you authorize us to redact such Sensitive Personal Data. In this regard, the Company reaffirm that the sole purpose hereof is the verification of your personal identity for the AGM and that we have no intention to collect and use such Sensitive Personal Data.
- 2. Purposes for the Collection, Use and Disclosure of Personal Data:** The Company shall collect, use, or disclose your personal data in accordance with the purposes as follows:
 - 2.1 The Company shall collect, use, or disclose your personal data for the purpose of calling, arranging, and conducting the AGM for the year 2023 including verifying your identification, sending any related documents and carrying out any action according to the resolutions of the Annual General Meeting of Shareholders as well as carrying out any other activities to comply with the laws and any order of the competent authorities in accordance with the Public Limited Companies Act, B.E. 2535, Civil and Commercial Code, the Personal Data Protection Act B.E. 2562, and any other laws.
 - 2.2 The Company shall collect, use, or disclose your personal data for the purpose of preparing the minutes of the Annual General Meeting of Shareholders, and keeping evidences of your attendance to the meeting as well as recording photographs and video of the AGM Meeting for use in electronic and print reporting as necessary in connection with the legitimate interests of the Company, without exceeding the scope and is reasonable.
 - 2.3 The Company shall collect your health data and travel history for the Covid-19 screening, according to measures and guidelines for the meeting arrangement as specified by the government.
- 3. Source of Personal Data:** The Company shall collect your personal data directly from you and from Thailand Securities Depository Co., Ltd.
- 4. Personal Data Disclosure:** The Company may be required to disclose your personal data to the following persons or juristic persons for conducting any processes in compliance with the purposes contained herein:
 - 4.1 Government agencies or regulatory authorities, such as, the Ministry of Commerce, the Securities and Exchange Commission, the Stock Exchange of Thailand, the Department of Disease Control, Ministry of Public Health;
 - 4.2 Service provider for meeting arrangement, print media service provider for reporting and publicizing the meeting, and consultants of the Company.
- 5. Personal Data Retention Period:** The Company will retain your Personal Data only for 5 years for the purposes specified in this Privacy Notice. However, the Company reserves the right to collect your personal data for a period longer than such mentioned above if it is necessary to comply with the Personal Data

Protection Law or other laws. The Company shall establish measures to maintain the security of personal data that are appropriate and consistent with the Personal Data Protection Law, as well as establishing appropriate practices to limit access to your personal data to prevent personal data from being illegally used, disclosed, accessed or destroyed.

- 6. Rights of Data Owner:** Personal data owner has the rights to access and receive the copy of your personal data or request the disclosure of the acquisition of the personal data obtained without your consent, to object the collection, use, or disclosure of the data, to correct your personal data, to erase or destroy your personal data within the prescribed period, to restrain from using your personal data, to transfer your personal data to other person, to withdraw consent, and to complain, unless there is a restriction by law.

If you would like to exercise any of your rights, please contact the Company through the contact channel specified in clause 7., and the Company will consider your request and contact you as soon as possible. If the Company fails to comply with the laws related to personal data protection, you can file a complaint to the Office of the Personal Data Protection Commission.

- 7. Contact Channel:** Enquiries or questions on the Personal Data Protection can be addressed to Company Secretary at
AMA Marine Public Company Limited, No. 33/4 the ninth Tower A, 33rd Floor, Room No. TNA02, Rama 9 Road, Huaykwang Sub-district, Huaykwang District, Bangkok 10310.