



บริษัท เอเชีย นามารีน เซอร์วิส จำกัด (มหาชน)

ASIAN MARINE SERVICES PUBLIC COMPANY LIMITED



Register No. 0107538000185
128 Mu 3 Suksawad Rd., Laemfapa,
Prasamutjedee, Samutprakarn 10290, Thailand.

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No. FAD 0007/2552

March 6, 2009

Subject : Notice of the Annual General Meeting 2009 (AGM)

Dear Shareholders,

- Enclosures :
1. Minutes of the Annual General Meeting 2008
 2. Company's Annual Report 2008
 - 2.1 Company's Annual Report 2008
 - 2.2 Audited financial statement for the year ended December 31,2008
 3. Definition of the independent directors
 4. Profile of the retiring directors which were proposed to be re-elected
 5. Proxy Form and Independent director's Profile
 6. Notice of documents required to attend the AGM
 7. Articles of association relating to the shareholders meeting
 8. Location Map of Meeting Room

The board of directors of Asian Marine Services Public Company Limited deems it appropriate to hold Annual General Meeting 2009 on April 8, 2009 at 10.00 a.m. at Boardroom 1 Zone C , 3 rd Floor, Queen Sirikit National Convention Center, Ratchadapisek Road , Bangkok where the following businesses shall be transacted :

I. To adopt the minutes of Annual General Meeting of Shareholders 2008.

Facts and Reasons

The Annual General Meeting 2008 was held on April 3,2008. A copy of the minutes of the Meeting shall be distributed, as attached Appendix (1)

Board's Opinion

After due consideration, the Board of Directors is of the opinion that the said minutes should be adopted at the Shareholders' Meeting.

2. To acknowledge the report on the company's operations for the year 2008

Facts and Reasons

The Operating results of the Company for the year 2008 as reported in the Annual Report and the financial statements of the Company shall be distributed, as attached Appendix (2)

Board's Opinion

For the Meeting's acknowledgement of the operating results of the Company for the year 2008

3. To approve the balance sheet and the statement of income for the year ended December 31, 2008

Facts and Reasons

The audited balance sheet and statement of income for the year ended December 31, 2008 and the report of the Certified Public Accountant shall be distributed, as attached Appendix (2)

Board's Opinion

After due consideration, the Board of Directors is of the opinion that the Meeting should approve the audited balance sheet and statement of income for the year ended December 31 2008

Voting Required

This matter shall be passed by the affirmative resolution of a majority vote of the total number of votes of shareholders who attend the Meeting and cast their votes.

4. To consider and approve the allocation of legal reserve, approve dividend payment for the fiscal year 2008 and approve payment Bonus for the Board.

Facts and Reasons

The Company had profit 56,660,197 Baht (The Company only) in year 2009, as a result, it should be allocated a legal reserve amounting to 2,833,010 Baht. The Company has the policy to pay dividend not less than 40 % of its net profit of each fiscal year after reserving as required by laws and loss carried forward (if any) for dividend payment. However, the actual dividend payment depends on cash flow, investment plan of the Company and its subsidiaries, terms and conditions of the agreements entered by the Company together with all other necessity and suitability in the future.

From the determination of the Board to maintain the benefit of the Company and Shareholders

The details of dividend payment are as following: (The Company only)

Detail of dividend payment	2008	2007
Net Profit (Net Loss)	56,660,197 Baht	17,766,612 Baht
Number of Shares	234,810,100 Shares	234,810,100 Shares
Dividend/ Share	0.125 Baht / Share	0.07 Baht / Share
Total	29,351,262.50 Baht	16,436,707 Baht
Payout ratio	51.80%	92.51 %

Board's Opinion

The meeting should approve the allocation of legal reserve 2,833,010 Baht and approve the annual dividend payment for the fiscal year 2008 of Baht 0.125 per share which will be paid to shareholders on May 7, 2009 and should approve Bonus payment for the Board amount Baht 1,100,000.00

Voting Required

This matter shall be passed by the affirmative resolution of a majority vote of the total number of votes of shareholders who attend the Meeting and cast their votes.

5. To consider the election of the directors in place of those retiring by rotation and the director remuneration for the year 2009.

Facts and Reasons

The Company should re-elect the retiring directors to resume their directorship

- The retiring board of directors are :

1. Mr. Sutep Tanpaibul Director
2. Mr. Sutin Tanpaibul Director
3. Mr. Bumroong Chinda Independent Director and Audit Committee
4. Mrs. Warawan Nganthavee Managing Director and Director

The Company has invited all shareholders to nominate the qualified person to be elected as Company's director as well as to propose the meeting agenda on the Company's website. However, there was neither proposal of director nominee nor meeting agenda submitted to the Company. The Nominating Committee, except directors who are considered as having conflict of interest in this election, has considered for maximum benefit of the Company's business by taking into account Company's Board component, qualifications, experiences, expertise together with self assessment result of five retired directors. The Nominating Committee has accordingly proposed to re-elect four directors to serve as directors for another term .

The definition of Company's independent director, which is determined more strictly than the minimum requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand, is as detailed in Attachment (3).

The company propose the remuneration for the committee is 2,310,000 Baht which is more than the previous year.

(Baht)

Remuneration for the year		2009		2008	
1. Board of Directors	Chairman	240,000	240,000	240,000	240,000
	10 Directors	each 150,000	1,500,000	each 150,000	1,500,000
2. Audit Committee	Chairman	150,000	150,000	150,000	150,000
	2 Directors	each 120,000	240,000	each 120,000	240,000
3. Nominating and Remuneration Committee	Chairman	60,000	60,000	60,000	60,000
	2 Directors	each 60,000	120,000	each 60,000	120,000
Total			2,310,000		2,310,000

Duties and responsibilities of above 3 sets of committee, please see details in Annual Report 2008 (Management Structure)

Board's Opinion

The Board of directors, exclusive of Nominating directors, recommends that the general meeting should re-elect Mr. Sutep Tanpaibul, Mr. Sutin Tanpaibul, Mr. Bumroong Chinda and Mrs. Warawan Nganthavee to be directors as considered by the Nominating and Remuneration Committee on grounds that they are qualified persons with good knowledge, ability, experience that beneficially support the Company management and carefully complied with relevant laws and regulations. The profiles of proposed directors is in attached Appendix (4).

Director and Management Remuneration

The Company set the directors and managements remuneration at the appropriate rate which is suitable for their liabilities and comparable to that of the leading companies in the same sector, with the approval of the Nomination and Remuneration Committee.

The principles for director remuneration are as follows.

1. The remuneration comprises yearly retainer fee, no meeting allowance.
2. Directors who serve as sub- committee members will be entitled to extra remuneration to match the increase in responsibilities.

Board's Opinion

The general meeting should approve the directors remunerations as considered by the Nominating and Remuneration Committee in order to suit the increasing responsibilities and to be in line with Directors' remuneration among the same industry

Voting Required

This matter shall be passed by the affirmative resolution of a majority vote of the total number of votes of shareholders who attend the Meeting and cast their votes with the following rules and procedures.

- (1) Each shareholder shall have a number of votes equal to one share per one vote.
- (2) Each shareholder must exercise all the votes he/she has under (1) to appoint an individual or several persons to be director(s) but shall not split his/her votes among
- (3) The persons receiving the highest number of votes in descending order shall be appointed as directors depending on the requirement of directors set at such time. In the event that a number of persons receive an equal number of votes for the last directorship rendering the number of directors more than which is required, the Chairman of the Meeting shall have a casting vote.

6. To approve the appointment of external auditor and the audit fee for the year 2009.

Facts and Reasons

In order to comply with the law and the Company's Articles of Association, there shall be a consideration to approve the appointment of the Company's Auditors views that Mr. Pojana Asawasontichai, Auditor License No. 4891 or Mr.Pichai Dachanapirom, Auditor License No. 2421 of Dharmniti Auditing Co., Ltd who has worked as the auditor for company and subsidiaries since 2007 total 2 year. The respective auditors are suitable to be the auditor of the Company as they are knowledgeable, reputable and approved by the Office of the Securities and Exchange Commission.

Board's Opinion

The Board of Directors with the endorsement of Audit Committee views that Mr. Pojana Asawasontichai, Auditor License No. 4891 or Mr.Pichai Dachanapirom, Auditor License No. 2421 of Dharmniti Auditing Co., Ltd should be approved as the Company and subsidiaries auditor with the audit fee as follows.

	Baht	
	2009	2008
Remuneration for the year	615,000	615,000
Non-audit fee	-	-
Total	615,000	615,000

The proposed auditors has no relationship and conflict of interest with Company/ Subsidiaries/ Executive/ Shareholders.

Voting Required

This matter shall be passed by the affirmative resolution of a majority vote of the total number of votes of shareholders who attend the Meeting and cast their votes.

7. To consider other business (If any)

Kindly note that any shareholders who cannot attend the meeting in person may appoint anyone to attend such meeting on his behalf by proxy and return the proxy form to " Company Secretary" 1 day prior to the meeting. The proxy form is enclosed for this purpose or can be Downloaded at [www.asimar.com/investor relations](http://www.asimar.com/investor%20relations)

The company invites all shareholders to attend at the meeting on the date, time and place as indicated above. The door will be opened for registration since 9.00 am.

Upon the instruction of the board of directors.



Mrs. Warawan Nganthavee

Managing Director



บริษัท เอเชีย นามารีน เซอร์วิสเซส จำกัด (มหาชน)

ASIAN MARINE SERVICES PUBLIC COMPANY LIMITED

Translation

Minutes of the Annual General Meeting 2008 of Asian Marine Services Public Company Limited

The meeting was held on April 3, 2008 at 10.00 a.m. at Meeting Room No. 1101, 11th Floor, Stock Exchange of Thailand, Ratchadapisek Road, Bangkok. There were 31 shareholders, holding 26,929,424 shares and 17 representatives by proxy, holding 53,237,797 shares totaling 48 Shareholders representing 80,167,221 or 34.14% of the total shares attend the meeting .This constituted a quorum.

Attending Directors and Executives

1. Mr.Prakit	Pradipasen	Chairman
2. Mr. Sutham	Tanpaibul	Chairman of The Executive Directors/Director
3. Mrs.Wannaporn	Viravan	Chairperson of Audit Committee
4. Mr. Sribhumi	Sukhanetr	Chairman of Nominating and Remuneration Committee Member of Audit Committee
5. Mr.Bumroong	Chinda	Member of Audit Committee
6. Mr.Sutep	Tanpaibul	Director
7. Mr.Vibul	Panitvong	Directors/Member of Nominating and Remuneration Committee
8. Mr.Suthin	Tanphaibul	Director
9. Mr.Prawat	Chanruang	Member of Nominating and Remuneration Committee
10. Mrs.Warawan	Nganthavee	Director and Managing Director
11. Mr.Nonn	Panitvong	Director
12. Mr. Auychai	Tivirach	Company Secretary
13. Mrs.Luckana	Srisod	Finance and Accounting Department Manager

The President of Meeting is Mr. Prakit Pradipasen. The meeting started at 10.00 a.m. and the meeting was transacted commencing with the Agenda 5 because Mr. Sribhumi Sukhanetr had a business trip aboard at noon.

Agenda 5. To consider the election of the directors in place of those retiring by rotation and their remuneration for the year 2007.

- The retired board of directors are :

1. Mr.Prakit Pradipasen to return to the Board
2. Mr. Sutham Tanpaibul to return to the Board
3. Mrs.Wannaporn Viravan to return to the Board
4. Mr.Vibul Panitvong to return to the Board

The remuneration for the year 2007 is 2,310,000 Baht which is the same as the previous year and the details are as following:

Board of Directors	11 persons	1,740,000 Baht per year.
Audit Committee	3 persons	390,000 Baht per year.
Nominating and Remuneration Committee	3 persons	180,000 Baht per year.

The meeting resolution is to re-appoint the retired board of directors and approve Directors' remuneration.

Agenda 1. To adopt the minutes of Annual Ordinary Meeting of Shareholders 2007 held on April 24, 2007.

The meeting resolution is to approve the Minutes of the Annual General Meeting 2007 held on April 24, 2007

Agenda 2. To acknowledge the report of Company's operations for the year in 2007.

The Chairman requested the Managing Director to report the Board of Directors' Annual Report for Year 2007.

The Managing Director presented the Annual Report Year 2007 to the Meeting utilizing 12 minutes DVD for fully understanding and the details available in the Company's Annual Report Year 2007.

After that, the Managing Director informed the additional information as follows:

- Gati Shipbuilding Project value THB 470 million

The project will be delivered within August 2008 and the revenue recognition is about THB 132 million.

- To Refund of Petrol Gun boat penalty from The Royal Thai Navy value THB 14.4 million

On December 31, 2007, the Company followed the case which is under the Supreme Court processing.

- KTT Ltd., Part., the subcontractor at Suvarnabhumi Airport Project

The Company has submitted the legal appeal to the Court to refund THB 8.0 million according to the breaking the contract. The Court will deliver judgement on May 26, 2008.

- The Payment of the Interim Dividend in Year 2007

The Company paid for the dividend in Year 2007 at THB 0.05 per shares totally THB 11.74 million.

- The Payment of the Interim Dividend in Year 2005

The Company paid for the dividend in Year 2005 at THB 0.10 per shares totally THB 23.5 million in May 2006.

The Managing Director : exposed the Company's directions in the future.

Shareholder : In the future, Will the Company plan to provide sufficient area for expansion?

The Managing Director : the Company communicates with the nearby landlords to facilitate 20 rais estimately for expansion. In the long run, the Company plans to spread out floating dock or drydock in the sea depending on the suitability.

The Meeting resolution is to acknowledges the Company's Operating Result in Year 2007 according to the Managing Director's statement.

Agenda 3 Approve of Audited Financial Statement for the Year Ended December 2007

The Chairman presented to the Meeting to approve Audited Financial Statement for the Year Ended December 2007 of the Company and the affiliates as per the attached document with the shareholders invitation letter (in the Annual Report Year 2007) which was audited and certified in the major content from the auditor.

When the shareholders having queries, the Management were pleased to response and also having Mrs. Lukana Srisod, the Finance and Accounting Manager, and the Auditors participated the meeting.

Shareholder : Requested for explanation of the structure of income for the year 2007.

The Managing Director : The structure of income was from ship repair THB 396.2 million, shipbuilding THB 268.0 million, and engineering works and others THB 6.4 million.

Shareholder : For what reasons, the income was increased in 2007, whereas, the staffs were decreased?

The Managing Director : The Company has policy to reduce the staff, simultaneously, some were transferred to affiliate companies. Therefore, Fix Cost is applicable as well as the qualified subcontractors were selected instead.

Shareholder : Requested to consider Annual Report Year 2007 page 60 concerning trade account receivable which was unchanged.

The Managing Director : The Company sued this domestic customer who has the highest overdue payment as well as detain the vessel for debt's guarantee. In the future, the Company will more restrict of payment, however, the international customers with good financial status will be emphasized. The Company anticipates that the problem will be better solved in the year 2008.

Shareholder : According to the fluctation of foreign exchange and the increasing of raw materials, how does the Company handle for these problems because of international customers communication?

The Managing Director : The Company has risk management plan for exchange rate for example the company entered forward contract. For the increasing of raw materials especially steel, the Company ordered in advance under the present quotation, as a result, the customers had to absorb the cost partly.

The meeting resolution is to approve the audited balance sheets and report and profit and loss statements of the Company.

Agenda 4. To consider and approve the allocation of legal reserve and approve dividend payment for the fiscal year 2006.

The Chairman reported according to Section 116 of the Public Company Limited Act B.E. 2535 (1992) , and Article 29 of the Articles of Association of the Company provided that the Company must prepare appropriation at least 5 percent of the Annual net profit as a legal reserve, deducted by the retained loss (if any) , until the legal reserve reaches at least 10 percent of the registered capital.

The Company has the annual profit THB 17,766,612, therefore the allocation for legal reserve this year THB 888,330.60. The Company agreed to the dividend payment.

The Chairman proposed to pay the dividend payment of THB 0.07 per share for 234,810,100 shares totaling of THB 16,436,707 from the annual profit THB 17,766,612 and will be paid to shareholders on May 2, 2008.

The Shareholder : Requested for explanation of dividend payment and tax of dividend payment.

The Finance and Accounting Manager : The dividend payment paid from the annual profit of company's operational result only and credit withholding tax.

The meeting resolution is to approve the allocate the legal reserves and the dividend payment for the 2007 operational results, as the president proposed.

Agenda 6. To approve the appointment of external auditor and the audit fee for the year 2008.

The Board of Directors with the endorsement of Audit Committee views that Mr. Pojana Asawasontichai, Auditor License No. 4891 or Mr.Pichai Dachanapirom, Auditor License₄

No. 2421 of Dharmniti Auditing Co., Ltd should be approved as the Company and subsidiaries auditor with the audit fee in the amount not more than 615,000 Baht, equal to last year.

The meeting resolution is to approve the auditor appointment and audit fee for the year 2008.

Agenda 7. To consider additional objectives and amend the Memorandum of Association Article 3 Objectives.

The Chairman explained the reasons of amendment of the Memorandum of Association that is the Company's qualification of trading permit of radiocommunication equipment submitted to National Telecommunication Commission. The Chairman requested for approval and the details are as follow:

Additional Objectives

"Article 29 Trade and maintenance equipment in trading vessels, ferryboat, yacht for instance Portable Fish Finder Sonar Alarm, Portable Sonar System Meter, GPS, Radar, and etc.

Amendment of the Memorandum of Association

"Article 3 The Company's objectives are totally 29 articles and the details are as attachment BOR MOR JOR 002"

The meeting resolution is to approve the amendment of the Memorandum of Association and Company's objectives.

Agenda 7. To consider other matters.

The Committee has not any further consider, the shareholders questioned as follows:

The Shareholder : The record of voting in each agenda should be kept and the name of shareholders or proxy holders should be recorded as well.

The Chairman : Accepted.

The Shareholder : How does the government sector provide any support to merchant fleet?

The Managing Director : The government granted THB 15 million estimately to Thai Shipbuilding and Repairing Association to develop workforce skills. In addition, the Industrial Park Zone will be established in the future depending on the cabinet.

The Shareholder : Due to the THB strengthen and international competitors such as Vietnamese shipyards, will cause any problems?

The Managing Director : At present, the international competitors caused any impact due to the great demand of the vessels. Anyway, the Company will emphasize on specific work to reduce high competition which will effect to the Company profit.

Asian Marine Services PCL
Definition of Independent Directors

1. An independent director must hold not more than 5 percent of the Company shares with voting rights in the Company, or those of any affiliated or associated company.
2. An independent director must not take part in direct management and not be an employee, staff member, or adviser who receives a regular salary, nor is an auditor, lawyer, or other professional who by virtue of their profession might affect the giving of impartial opinion to the Company, affiliated or associated company. Further, the independent director must not have other such control over the Company, affiliated or associated company, nor be compromised by a conflict of interest, except where the candidate has resigned from any such position for at least one year prior to appointment.
3. An independent director must have no direct or indirect business relationship nor benefit from the finance or management of the Company, affiliated or associated company, nor be compromised by a conflict of interest that could affect him or her from giving an unbiased opinion.
4. An independent director must not be a close relative of any member of senior management or majority shareholder of the Company, affiliated or associated company, nor be a person with such a similar conflict of interest. Nor shall the director be a representative of another director acting to safeguard the interests of their principal Company director or majority shareholder.

Profile of the retiring directors which was proposed to be re-elected

1. **Name** Mr.Sutep Tanpaibul **Age** 71 **Nationality** Thai

Education : Diploma

Rajamangala Institute of Technology Bangkok

Technical Campus

Director Training Program : -

Work Experience :

Present Director : Asian Marine Services PCL.

Appointed Position : Director which was reviewed / considered by Nominating Committee

Number of Shares : 302,100 shares (0.13%)

Year as director : 13 years

Attention of the meetings : Board meeting 3/4 times

Current Position in Other Organization : non in listed company and non non-listed company

Criminal offense record during the past 10 years. - No-

Participation : Provided beneficial advice for conduct good internal control process

Kin Relationship with executive directors of major shareholders of the Company and Subsidiaries - Yes -

Being an executive director, an employee, an advisor, an attorney, or an auditor on the payroll(s) - Yes -

Being a specialist (i.e. Auditor or Legal Consultant) - No -

Significant business relationship that may restrain one from performing his or her job independently. - None -



2. **Name** Mr.Bumroong Chinda **Age** 72 **Nationality** Thai

Education : Doctor of Architecture
Rome University,Italy
Bachelor Degree in Architecture
Chulalongkorn University



Director Training Program : Director Certification Program (DCP)
Finance for Non-Finance Director (FN)
Audit Committee Program (ACP)

Work Experience :

Present Independent Director and Audit Committee : Asian Marine Services PCL.
Businessman

Appointed Position : Independent Director and Audit Committee which was reviewed /
considered by Nominating Committee

Number of Shares : none share (- %)

Year as director : 9 years

Attention of the meetings : Board meeting 4/4 times and Audit Committee meeting 4/4
times

Current Position in Other Organization : non in listed company and non non-listed
company

Criminal offense record during the past 10 years. - No-

Participation : Gave advice for company's interest

**Kin Relationship with executive directors of major shareholders of the Company
and Subsidiaries** - None -

**Being an executive director, an employee, an advisor, an attorney, or an auditor on the
payroll(s)** - No -

Being a specialist (i.e. Auditor or Legal Consultant) - No -

**Significant business relationship that may restrain one from performing his or her job
independently.** - None -

3. **Name Mr.Sutin Tanphaibul Age 71 Nationality Thai**

Appendix 4

Education : Mini MBA
Thammasat University
BBA
The East Philippines University
Diploma in Accounting
Chulalongkorn University



Director Training Program : Director Certification Program (DCP)

Work Experience

Present Director : Asian Marine Service PCL.
Managing Director : Tanphaibul Co.,Ltd.(Holding Company)
Director : Seatran Ferry Co.,Ltd. And Seatran Port Co.,Ltd
2002-2003 Managing Director Asian Marine Service PCL.

Appointed Position : Director which was reviewed / considered by Nominating Committee

Number of Shares : none shares (-%)

Year as director : 11 years

Attention of the meetings : Board meeting 4/4

Current Position in Other Organization : non in listed and three non-listed company
non-listed companies

Managing Director : Tanphaibul Co.,Ltd.(Holding Company)

Director : Seatran Ferry Co.,Ltd. And Seatran Port Co.,Ltd

Criminal offense record during the past 10 years. - No-

Participation : Develop competitive advantage and new business

Kin Relationship with executive directors of major shareholders of the Company and Subsidiaries - Yes -

Being an executive director, an employee, an advisor, an attorney, or an auditor on the payroll(s) - Yes -

Being a specialist (i.e. Auditor or Legal Consultant) - No -

Significant business relationship that may restrain one from performing his or her job independently. - None -

4.Name Mrs.Warawan Nganthavee Age 50 Nationality Thai

Education : MBA Ohio University USA

BBA (Accounting) Kasetsart University

Director Training Program : Director Certification Program (DCP)

Director Accreditation Program (DAP)

Finance for Non-Finance Director (FN)

Board & Director Performance and Evaluation

Successful Formulation and Execution of Strategy



Work Experience

Present Managing Director : Asian Marine Services PCL.

Director : Asian Marine Services PCL.

2001 – 2004 Managing Director : Seatran Ferry Co.,Ltd.

Appointed Position : Director which was reviewed / considered by Nominating Committee

Number of Shares : 348,600 shares (0.15%)

Year as director : 6 years

Attention of the meetings : Board meeting 4/4 times

Current Position in Other Organization : non in listed company and non non-listed company

Criminal offense record during the past 10 years. - No-

Participation : Develop competitive advantage and new business

Kin Relationship with executive directors of major shareholders of the Company and Subsidiaries - Yes -

Being an executive director, an employee, an advisor, an attorney, or an auditor on the payroll(s) - Yes -

Being a specialist (i.e. Auditor or Legal Consultant) - No -

Significant business relationship that may restrain one from performing his or her job independently. - None -

Profile of Director who proposed to be the Attorney

Asian Marine Services PCL.

1. Name	Mr. Sribhumi Sukhanetr
Date of Birth	August 7, 2475
Current Position	Chairman of Nominating and Remuneration Committee ,Audit Committee and Independent Director
Work Experience	Present Chairman of Nominating and Remuneration Committee , Audit Committee and Independent Director - Asian Marine Services PCL. Present Chairman - United Communication Industry PCL. Present Chairman - Gosakorn Co.,Ltd 2003 - Present Vice Chairman - Thai Institute of Director (IOD)
Legal dispute during the past ten years	- None -
% of shareholding	- None -
benefit from meeting	- None -

2. Name	Mrs. Wannaporn Viravan
Date of Birth	November 15, 1943
Current Position	Chairperson of Audit Committee and Independent Director
Work Experience	Present Chairperson of Audit Committee and Independent Director - Asian Marine Services PCL. 2006-2008 Advisor Executive Director Committee : Asia Plus Securities PCL.
Legal dispute during the past ten years	- None -
% of shareholding	- None -
benefit from meeting	- None -

หนังสือมอบฉันทะ แบบ ก.

อาคารแสดงมี 20 บาท

PROXY Form A.

Duty Stamp 20 ฿

1. ข้าพเจ้า _____ เขียนที่ _____

I/We _____ Written at _____
 อยู่บ้านเลขที่ _____ สัญชาติ _____ วันที่ เดือน ปี _____
 Address _____ Nationality _____ Date Month Year _____

2. เป็นผู้ถือหุ้นของ บริษัท เอเชีย มาร์ีน เซอร์วิสส์ (มหาชน) /being a shareholder of Asian Marine Services Public Company Limited
 โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
 holding the total amount of _____ shares and the voting right equals to _____ votes as follows
 หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
 ordinary share _____ shares equal to voting right _____ votes

3. ขอมอบฉันทะให้ /Hereby appoint

(1) นาย / นาง / นางสาว _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
 Mr. / Mrs. / Miss _____ Age _____ Years Address _____

ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
 Sub-District _____ District _____ Province _____ Zip Code _____

(2) นาย / นาง / นางสาว _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
 Mr. / Mrs. / Miss _____ Age _____ Years Address _____

ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
 Sub-District _____ District _____ Province _____ Zip Code _____

(3) นาย / นาง / นางสาว _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
 Mr. / Mrs. / Miss _____ Age _____ Years Address _____

ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
 Sub-District _____ District _____ Province _____ Zip Code _____

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2552 ในวันที่ 8 เมษายน 2552 เวลา 10.00 น. ณ ห้อง Boardroom 1 โซน C ชั้น 3 ศูนย์การประชุมแห่งชาติสิริกิติ์ ถนนรัชดาภิเษก กทม. หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น anyone of the above as my/our proxy holder to attend and vote at the 2009 Annual General Meeting to be held on 8 April 2009 at Boardroom 1 ZoneC , 3 rd Floor, Queen Sirikit National Convention Center, Ratchadapisek Road , Bangkok or on the date and at the place as may be postponed or changed. กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

I/We shall be fully liable for any action taken by the proxy holder at the meeting.

ลงชื่อ _____ ผู้มอบฉันทะ

Signature (_____) Proxy Grantor

ลงชื่อ _____ ผู้รับมอบฉันทะ

Signature (_____) Proxy Holder

ลงชื่อ _____ ผู้รับมอบฉันทะ

Signature (_____) Proxy Holder

ลงชื่อ _____ ผู้รับมอบฉันทะ

Signature (_____) Proxy Holder

หมายเหตุ /Remarks: ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder shall appoint only one proxy holder to attend and vote at the Meeting. A shareholder may not appoint more than one proxy holder, each with the voting right in respect of a certain portion of shares.

หนังสือมอบฉันทะ แบบ ข.

อากรแสตมป์ 20 บาท

PROXY Form B.

Duty Stamp 20 ฿

1. ข้าพเจ้า _____ เขียนที่ _____
 I/We _____ Written at _____
 อยู่บ้านเลขที่ _____ สัญชาติ _____ วันที่ เดือน ปี _____
 Address _____ Nationality _____ Date Month Year _____

2. เป็นผู้ถือหุ้นของ บริษัท เอเชีย นามีน เซอร์วิสส์ (มหาชน) /being a shareholder of Asian Marine Services Public Company Limited
 โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
 holding the total amount of _____ shares and the voting right equals to _____ votes as follows
 หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
 ordinary share _____ shares equal to voting right _____ votes

3. ขอมอบฉันทะให้ /Hereby appoint

(1) นาย / นาง / นางสาว _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
 Mr. / Mrs. / Miss _____ Age _____ Years Address _____
 ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
 Sub-District _____ District _____ Province _____ Zip Code _____

(2) นาย / นาง / นางสาว _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
 Mr. / Mrs. / Miss _____ Age _____ Years Address _____
 ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
 Sub-District _____ District _____ Province _____ Zip Code _____

(3) นาย / นาง / นางสาว _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
 Mr. / Mrs. / Miss _____ Age _____ Years Address _____
 ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
 Sub-District _____ District _____ Province _____ Zip Code _____

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2552 ในวันที่ 8 เมษายน 2552 เวลา 10.00 น. ณ ห้อง Boardroom 1 โซน C ชั้น 3 ศูนย์การประชุมแห่งชาติสิริกิติ์ ถนนรัชดาภิเษก กทม. หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น anyone of the above as my/our proxy holder to attend and vote at the 2008 Annual General Meeting to be held on 8 April 2009 at 10.00 hours at Boardroom 1 ZoneC , 3 rd Floor, Queen Sirikit National Convention Center, Ratchadapisek Road , Bangkok or on the date and at the place as may be postponed or changed.

4. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We therefore would like to vote for each agenda item as follows:

<p>รายการ Agenda Items</p>	<p>เห็นด้วย For</p>	<p>ไม่เห็นด้วย Against</p>	<p>งดออกเสียง Abstain</p>
<p>วาระที่ 3: พิจารณานุมัติงบดุลและงบกำไรขาดทุนประจำปีสิ้นสุด วันที่ 31 ธันวาคม 2551 Agenda Item 3: To approve the balance sheet and the statement of income for the year ended December 31,2008</p> <p><input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร The proxy holder shall vote independently as to his/her consideration.</p> <p><input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to the shareholder's requirement as follows.</p>			
<p>วาระที่ 4: พิจารณาจัดสรรกำไรเป็นสำรองตามกฎหมาย อนุมัติจ่ายปันผลประจำปี 2551 และอนุมัติการจ่ายโบนัสให้แก่กรรมการ Agenda Item 4: To consider and approve the allocation of legal reserve , approve dividend payment for the fiscal year 2008. And approve bonus for the Board.</p> <p><input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร The proxy holder shall vote independently as to his/her consideration.</p> <p><input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to the shareholder's requirement as follows.</p>			
<p>วาระที่ 5: พิจารณาแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ และกำหนดผลประโยชน์ตอบแทนกรรมการประจำปี 2552 Agenda Item 5: To consider the election of the directors in place of those retiring by rotation and the director remuneration for the year 2009.</p> <p><input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร The proxy holder shall vote independently as to his/her consideration.</p> <p><input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to the shareholder's requirement as follows.</p> <p><input type="checkbox"/> เลือกกรรมการทั้งชุด / Vote for all the nominated candidates as a whole.</p> <p><input type="checkbox"/> เลือกกรรมการตามรายบุคคล / Vote for an individual nominee.</p> <p>(5.1) นายสุเทพ ตันทีไพบูลย์ Mr.Prakit Pradipasen</p> <hr/> <p>(5.2) นายบำรุง จินดา Mr.Bumroong Chinda</p> <hr/> <p>(5.3) นายสุทิน ตันทีไพบูลย์ Mr.Sutin Tanpaibul</p> <hr/> <p>(5.4) นางวรวรรณ งานทวี Mrs. Warawan Nganthavee</p>			
<p>วาระที่ 6: พิจารณาแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชีประจำปี 2552 Agenda Item 6: To approve the appointment of external auditor and the audit fee for the year 2009.</p> <p><input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร The proxy holder shall vote independently as to his/her consideration.</p> <p><input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to the shareholder's requirement as follows.</p>			

<p>รายการ Agenda Items</p>	<p>เห็นด้วย For</p>	<p>ไม่เห็นด้วย Against</p>	<p>งดออกเสียง Abstain</p>
<p>วาระที่ 7: เรื่องอื่นๆ (ถ้ามี) Agenda Item 7: To consider other business (If any) <input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร The proxy holder shall vote independently as to his/her consideration. <input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to the shareholder's requirement as follows.</p>			

5. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.

6. ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใด นอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I have not declared a voting intention in any agenda or my determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agendum specified above, including the case that there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

I/We shall be fully liable for any action taken by the proxy holder at the meeting.

ลงชื่อ _____ ผู้มอบฉันทะ

Signature (_____) Proxy Grantor

ลงชื่อ _____ ผู้รับมอบฉันทะ

Signature (_____) Proxy Holder

ลงชื่อ _____ ผู้รับมอบฉันทะ

Signature (_____) Proxy Holder

ลงชื่อ _____ ผู้รับมอบฉันทะ

Signature (_____) Proxy Holder

หมายเหตุ /Remarks:

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder shall appoint only one proxy holder to attend and vote at the Meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

In agenda regarding the appointment of new directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.

3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there is any further agenda apart from specified above brought into consideration in the Meeting, the proxy holder may use the Attachment to Proxy Form B.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข. / Attachment to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เอเชีย นามีน เซอร์วิสเซส จำกัด (มหาชน)

The Proxy of the shareholder of Asian Marine Services Public Company Limited.

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2552 ในวันที่ 8 เมษายน 2552 เวลา 10.00 น. ห้อง Boardroom 1 โซน C ชั้น 3 ศูนย์การประชุมแห่งชาติสิริกิติ์ ถนนรัชดาภิเษก กทม. หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

In the Meeting of the 2009 Annual General Meeting to be held on April 8, 2009 at 10.00 a.m. at Boardroom 1 ZoneC, 3rd Floor, Queen Sirikit National Convention Center, Ratchadapisek Road, Bangkok or on the date and at the place as may be postponed or changed.

วาระที่/ Agenda Item: _____ เรื่อง/ Subject: _____

- (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / The proxy holder shall vote independently as to his/her consideration.
- (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / The proxy holder shall vote according to the shareholder's requirement as follows.
- เห็นด้วย / For ไม่เห็นด้วย / Against งดออกเสียง / Abstain

วาระที่/ Agenda Item: _____ เรื่อง/ Subject: _____

- (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / The proxy holder shall vote independently as to his/her consideration.
- (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / The proxy holder shall vote according to the shareholder's requirement as follows.
- เห็นด้วย / For ไม่เห็นด้วย / Against งดออกเสียง / Abstain

วาระที่/ Agenda Item: _____ เรื่อง/ Subject: _____

- (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / The proxy holder shall vote independently as to his/her consideration.
- (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / The proxy holder shall vote according to the shareholder's requirement as follows.
- เลือกกรรมการทั้งชุด / Vote for all the propose nominees as a whole.
- เลือกกรรมการตามรายบุคคล / Vote for an individual nominee.

ชื่อ / Name	เห็นด้วย / For	ไม่เห็นด้วย / Against	งดออกเสียง / Abstain
1.			
2.			
3.			

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We certified that the information contained in this Attachment to Proxy Form is complete and true.

ลงชื่อ _____ ผู้มอบฉันทะ

Signature (_____) Proxy Grantor

ลงชื่อ _____ ผู้รับมอบฉันทะ

Signature (_____) Proxy Holder

ลงชื่อ _____ ผู้รับมอบฉันทะ

Signature (_____) Proxy Holder

ลงชื่อ _____ ผู้รับมอบฉันทะ

Signature (_____) Proxy Holder

CONDITIONS AND PROCEDURES FOR REGISTRATION, PROXY AND VOTING

I. Conditions and Procedures for the registration of the shareholders attending the Meeting.

1.1 The registration shall be made for the persons who show up at the place and during the time designated in this Notice of Shareholders' Annual General Meeting.

1.2 Each Thai or foreign individual shareholders or the Proxy attending the Meeting is required to identify himself/herself by submitting either one of the following identification:

- Official identity card issued by the Government agencies or State Enterprises; or
- Passport; or
- Other kind of the photo identity card issued by the Government or State agency.

1.3 Authorized director of Thai or foreign legal entity attending the Meeting is required to show his/her identity card (in accordance with paragraph 1.2) together with the original or a certified copy of the company affidavit or other identification of its legal entity status issued not more than 3 months prior to the Meeting date by the Registrar Office.

2.1 In case the Proxy has been appointed by an individual shareholder residing within the Kingdom of Thailand, the following documents shall be submitted by such Proxy:

2.1.1 the filled up proxy form (in accordance with the form attached to this Notice); and

2.1.2 the certified copy of the shareholders' identity card (as stipulated in paragraph 1.2)

2.2 In case the Proxy has been appointed by individual shareholder residing outside the Kingdom of Thailand, the following documents shall be submitted by such Proxy:

2.2.1 the filled up proxy form (in accordance with the form attached to this Notice); and

2.2.2 the certified copy of the shareholders' identity card (as stipulated in paragraph 1.2); and

2.2.3 the signatures of shareholders appeared in the documents mentioned in and 2.2.2 have to be certified by the Thai Consulate, or the notary public, or other competent person legally authorized by laws of such country to certify the signatures of the shareholders.

2.3 In case the Proxy has been appointed by Thai legal entity, the following documents shall be submitted by such Proxy:

2.3.1 the filled up proxy form (in accordance with the form attached with the Notice); and

2.3.2 the company affidavit issued not more than 3 months prior to the Meeting date by the Registrar Office, the Ministry of Commerce, Thailand.; and

2.3.3 the certified copy of identity card (as stipulated in paragraph 1.2) or the authorized director (2) whose signature appear (s) in such proxy.

2.4 In case that the Proxy has been appointed by foreign legal entity, the following documents shall be submitted by such Proxy:

2.4.1 the filled up proxy form (in accordance with the form attached with the Notice); and

2.4.2 an original, or the certified copy of the company affidavit, or other certified documents of incorporation together with the list of the authorized director(s) of such foreign legal entity; and

2.4.3 certified copy of identity card (as stipulated in 1.2) of the authorized(s), in consistent with the list provided under 2.4.2, whose signature(s) appear(s) in such proxy.

2.4.4 The documents mentioned from 2.4.1 to 2.4.3 have to be certified by the Thai Consulate, or the notary public, or other competent person legally authorized by local laws of such country to certify the signature of such authorized director(s).

2.5 The appointment of Proxy by any Form of Proxy (attached herewith) shall strictly conform to the terms and conditions stipulated in such particular Form of Proxy.

2.6 The Proxy shall be able to re-delegate his authority only if he/she is authorized to do so by the expressed wording in such proxy.

II. Registration

The registration shall commence 1.00 hours before the meeting start, from 09.00 a.m. until 10.00 a.m.

III. Voting Conditions.

In each agenda, each shareholder shall have the voting rights equal to the number of shares held by such shareholder (one share one vote), however, each shareholder shall be entitled to vote less than his/her voting right and be able to split his number of shares in order to vote separately or differently in each one agenda.

CHAPTER IV
MEETINGS OF SHAREHOLDERS

ARTICLE 21 The Board of Directors of the Company must cause an annual ordinary meeting of shareholders to be held within four months from the ending date of the fiscal year of the Company. All other meetings of shareholders shall be called extraordinary meetings.

The Board of Directors shall prepare a notice of the summoning of a meeting of shareholders, specifying the place, the day and the hour, the agenda, and the matters to be proposed to the meeting, together with details as may be reasonable, and indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the Board of Directors' opinion about the said matter, and the notice shall be sent to the shareholders and the Registrar for acknowledgement not less than seven days before the date fixed for the meeting and published for three consecutive days not less than three days before the date fixed for the meeting in a newspaper.

ARTICLE 22 Not less than twenty-five shareholders and proxies (if any) or not less than one-half of the shareholders representing not less than one-third in aggregate of the outstanding shares shall be present at a meeting of shareholders in order to constitute a quorum.

ARTICLE 23 The chairman of the Board of Directors shall preside at a meeting of shareholders. In the event the chairman is not present at the meeting or he is unable to perform his duty, the shareholders shall elect one of their members present to be chairman.

ARTICLE 24 One share shall be for one vote, and a resolution of a meeting of shareholders shall be passed by a majority of votes. In case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote, except in the following events not less than three-fourths of the votes of the shareholders present and entitled to vote shall be required.

- (1) A sale or transfer of all or a substantial part of the business of the Company to other persons;
- (2) Acquisition or taking of a transfer of the business of other companies or private companies for the Company;
- (3) Execution, amendment or termination of an agreement concerning a lease of all or a substantial part of the business of the Company; entrusting of other person to manage the business of the Company; or amalgamation with another person with the objective of sharing profits and losses

ARTICLE 25 A shareholder who is specially interested in any given matter shall not vote on such matter, except that voting for the election or removal of a director is not subject to this Article.

EXPRESSWAY

ทางด่วน

พื้นที่ 6

พื้นที่ 6

พื้นที่ 3

พื้นที่ 4

พื้นที่ 2

พื้นที่ 1

พื้นที่ 5

พื้นที่ 7

(สุขุมวิท)
SUKUMVIT

ประตู 6

ประตู 7

เส้นทางจราจร

Queen Sirikit National Convention Center

At Boardroom 1 Zone C, 3rd floor

Please enter door 1 (Near Stock Exchange of Thailand)

- Bus Air- Conditioned Bus No. 158

- Subway station "Queen Sirikit National Convention Center"

ประตู 5

PARKING AREA

EXHIBITION ZONE C

BOARDROOM 1 FLOOR 3

PLENARY HALL

RECEPTION

ZONE D

V.I.P. PARKING

SUBWAY STATION

ประตู 1

ประตู 2

ประตู 3

ประตู 4

RATCHADAPISEK RD.

RAMA 4 RD.

ตลาดหลักทรัพย์

ทรูพาร์ค

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