



บริษัท เอเชียน มารีน เซอร์วิสส์ 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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E-mail : fid@asimar.com

No. FAD 0012/2554

March 8, 2010

Subject : Notice of the Annual General Meeting 2011 (AGM)

Dear Shareholders,

- Enclosures :
1. Minutes of the Annual General Meeting 2010
 2. Company's Annual Report 2010
 - 2.1 Company's Annual Report 2010
 - 2.2 Audited financial statement for the year ended December 31,2010
 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 2011 on April 7, 2011 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 2010.

Facts and Reasons

The Annual General Meeting 2010 was held on April 8,2010. 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 2010

Facts and Reasons

The Operating results of the Company for the year 2010 as reported in the Annual Report and the financial statements of the Company shall be distributed, as attached Annual Report 2010.

Board's Opinion

For the Meeting's acknowledgement of the operating results of the Company for the year 2010.

3. To approve the balance sheet and the statement of income for the year ended December 31, 2010

Facts and Reasons

The audited balance sheet and statement of income for the year ended December 31, 2010 and the report of the Certified Public Accountant shall be distributed, as attached Annual Report 2010.

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 2010

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 and non-dividend payment for the fiscal year 2010.

Facts and Reasons

The Company earning net profit year 2010 of 9,120,314 Baht (The Company only) As a result, the Company has accumulated losses of 20,995,702 Baht (The Company only) are not allocation for legal reserve in this year. so the company cannot pay dividend under the law.

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.

Board's Opinion

The meeting should approve the not allocation of legal reserve in this year and non- dividend payment for the fiscal year 2010.

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 2010.

Facts and Reasons

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

- The retiring board of directors are :

- | | | |
|-------------------|------------|--|
| 1. Mr. Parkit | Pradipasen | Chairman and Independent Director |
| 2. Mr. Sutham | Tanpaibul | Chairman of the Executive Director |
| 3. Mrs. Wannaporn | Viravan | Chairperson Audit Committee and Independent Director |
| 4. Mr.Vibul | Panitvong | Nomination and Remuneration Committee and Executive 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 four 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 (2).

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		2010		2009	
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 2010 (Management Structure)

Board's Opinion

The Board of directors, exclusive of Nominating directors, recommends that the general meeting should re-elect Mr. Parkit Pradipasen, Mr. Sutham Tanpaibul, Mrs. Wannaporn Viravan and Mr. Vibul Panitvong 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 (3).

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 2011.

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 4 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	
	2011	2010
Remuneration for the year	665,000	615,000
Non-audit fee	-	-
Total	665,000	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 and approve the relocation of the Company's head office and amendment of resolve the Memorandum of Article No. 5 which is suitable for relocation of the Company's head office

Facts and Reasons

The company offers moving headquarters from No. 599 / 1 Road Rimtangrotfai Chongnonsri Klongtoey Phakhanong Bangkok, to No. 128 Mu 3 Suksawad Rd., Laemfapa, PraSamutjedee, SamutPrakan . To comply with the law and reality about the stored documents. And for the benefit of the tax administration. In this regard, the Company is required to resolve the Memorandum of Article No. 5 of the company about the location of the headquarters from Bangkok to SamutPrakan.

Board's Opinion

The Board recommended that the Shareholders meeting consider the approval of relocation of the Company's head office and amendment of resolve the Memorandum of Article No. 5 which is suitable for relocation of the Company's head office

Voting Required

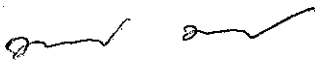
This matter shall be passed by the affirmative resolution of a majority vote of the total number of votes of shareholders who attend the Meeting and cast their votes.

8. 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 in attached Appendix (4) 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

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.

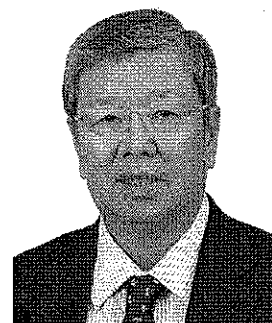
Profile of the retiring directors which was proposed to be re-elected

1. Name Mr.Prakit Pradipasen **Age** 68 **Nationality** Thai

Education : MBA

Wayne State University, Detroit USA

Director Training Program : The role of Chairman
Director Accreditation



Work Experience

Present

Chairman and Independent Director : Asian Marine Services PCL
Chairman : Diamond roofing PCL
Chairman of Audit Committee : Supalai PCL., Thai Chamber of
Commerce
Director : The Erawan Group PCL. (Hotel Business)

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

Number of Shares : 182,000 shares (0.08%) ,As of 17 March 2010

Year as director : 14 years

Attention of the meetings : Board meeting 4/4 times

Current Position in Other Organization : three listed company none non- listed
company

listed companies

Chairman	Diamond roofing PCL.
Chairman of Audit Committee	Supalai PCL.
Director	The Erawan Group PCL.

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

Participation : Advice on financial knowledge. Banking and capital markets. Management
in various industries.

**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 -

2. Name Mr.Sutham Tanpaibul **Age** 78 **Nationality** Thai

Education : High School Assumption Commerce

Director Training Program : The role of Chairman (RCM)

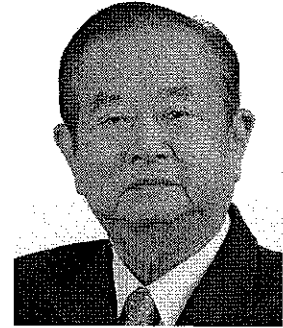
Work Experience

Present Director : Asian Marine Services PCL

Chairman : Tanpaibul Co.,Ltd. , Seatran Travel Co.,Ltd. ,

Seatran Port Co.,Ltd. , Seatran Line Co.,Ltd. , Seatran Ferry Co.,Ltd.

and Seatran Dockyard Co.,Ltd.



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

Number of Shares : 26,040 shares (0.01%) ,As of 17 March 2010

Year as director : 14 years

Attention of the meetings : Board meeting 3/4 times

Current Position in Other Organization : none in listed company and six non- listed company

non- listed companies

Chairman Tanpaibul Co.,Ltd. , Seatran Travel Co.,Ltd. ,Seatran Port Co.,Ltd. , Seatran Line Co.,Ltd. , Seatran Ferry Co.,Ltd. and Seatran Dockyard Co.,Ltd.

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

Participation : Advice, knowledge, ability and experience. The industries of shipbuilding and ship repair.

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 Mrs.Wannaporn Viravan **Age** 67 **Nationality** Thai

Education : MBA (Finance)

Oklahoma City University, USA

Director Training Program : Director Certification Program

Audit Committee Program

Chairman 2000

DCP Refresher Course

Monitoring the Internal Audit Function

Monitoring the System of Internal Control and Risk
management

Audit Committee Program

Monitoring Fraud Risk Management

Monitoring the Quality of Financial Reporting



Work Experience

Present Independent Director and Chairperson of Audit Committee : Asian Marine Services
PCL

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

Number of Shares : none shares (-%),As of 17 March 2010

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 : none in listed company and none non- listed
company

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

Participation : Advice Knowledge of accounting and finance, banking and capital markets.

**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 -

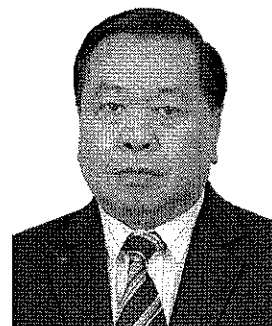
4. Name Mr. Vibul Panitvong **Age** 63 **Nationality** Thai

Education : MBA

Florida University, USA

Director Training Program : The role of Chairman

Director Certification Program



Work Experience

Present Director , Nominating and Remuneration Committee :

Asian Marine Services PCL

Present Assistant Export Department Manager : Bann Pong

Sugar Co.,Ltd

Director : Bann Pong Sugar Co.,Ltd , Nakorn Petch Sugar Co.,Ltd., Sugar

Product Trading Co.,Ltd.

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

Number of Shares : 12,000,038 shares (4.26%) ,As of 17 March 2010

Year as director : 14 years

Attention of the meetings : Board meeting 4/4 times and Nominating and Remuneration Committee meeting 2/2 times

Current Position in Other Organization : none in listed company and three non-listed company

non- listed companies

Director Bann Pong Sugar Co.,Ltd , Nakorn Petch Sugar Co.,Ltd., Sugar Product Trading Co.,Ltd.

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

Participation : Advice, knowledge, ability and experience in business management.

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 -

Profile of Director who proposed to be the Attorney

Asian Marine Services PCL.

1. Name Mr. Bumroong Chinda
 Date of Birth April 1, 1936
 Current Position Audit Committee and Independent Director
 Work Experience Present Audit Committee and Independent Director
 - Asian Marine Services PCL.
 Present Businessman

Legal dispute during the past ten years - None -
 % of shareholding - None -
 benefit from meeting - None -

2. 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
 Present Vice Chairman
 - Thai Institute of Director (IOD)

Legal dispute during the past ten years - None -
 % of shareholding - None -
 benefit from meeting - None -

1. ข้าพเจ้า _____ เขียนที่ _____

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

2. เป็นผู้ถือหุ้นของ บริษัท เอเชียัน มารีน เซอร์วิสเซส (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 2554 ในวันที่ 7 เมษายน 2554 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 2011 Annual General Meeting to be held on 7 April 2011 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.

PROXY Form B.

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

2. เป็นผู้ถือหุ้นของ บริษัท เอเชียน มารีน เซอร์วิสเซส (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 2554 ในวันที่ 7 เมษายน 2554 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 2011 Annual General Meeting to be held on 7 April 2011 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 2553 Agenda Item 3: To approve the balance sheet and the statement of income for the year ended December 31,2010 <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>			
<p>วาระที่ 4: พิจารณาจัดสรรกำไรเป็นสำรองตามกฎหมาย และงดจ่ายเงินปันผลประจำปี 2553 Agenda Item 4: To consider and approve the allocation of legal reserve and non- dividend payment for the fiscal year 2010. <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>			
<p>วาระที่ 5: พิจารณาแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ และกำหนดผลประโยชน์ตอบแทนกรรมการประจำปี 2554 Agenda Item 5: To consider the election of the directors in place of those retiring by rotation and the director remuneration for the year 2011. <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. <input type="checkbox"/> เลือกกรรมการทั้งหมด / Vote for all the nominated candidates as a whole. <input type="checkbox"/> เลือกกรรมการตามรายบุคคล / Vote for an individual nominee. (5.1) นายประภักดิ์ ประทีปะเสน Mr.Prakit Pradipasen ----- (5.2) นายสุธรรม ตัญหิไพบูลย์ Mr.Sutham Tanpaibul ----- (5.3) นางวรรณพร วีรวรรณ Mrs.Wannaporn Viravan ----- (5.4) นายวิบูลย์ ภาณิตวงศ์ Mr.Vibul Panitvong</p>			
<p>วาระที่ 6: พิจารณาแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชีประจำปี 2554 Agenda Item 6: To approve the appointment of external auditor and the audit fee for the year 2011. <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>			

รายการ Agenda Items	เห็นด้วย For	ไม่เห็นด้วย Against	งดออกเสียง Abstain
วาระที่ 7: ย้ายสำนักงานใหญ่ 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.			
วาระที่ 8: 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.			

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 หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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 agenda 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. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมดหรือเลือกตั้งกรรมการเป็นรายบุคคล

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 เอเชียัน มารีน เซอร์วิสเซส จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2554 ในวันที่ 7 เมษายน 2554 เวลา 10.00 น. ห้อง Boardroom 1 โซน C ชั้น 3 ศูนย์การประชุมแห่งชาติสิริกิติ์ ถนนรัชดาภิเษก กทม. หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

In the Meeting of the 2011 Annual General Meeting to be held on April 7, 2011 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.
- เลือกกรรมการทั้งหมด / 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 from (in accordance with the from 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 submitted by such Proxy:

- 2.2.1 the filled up proxy from (in accordance with the from 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 from (in accordance with the from 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 from (in accordance with the from 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 From of Proxy (attached herewith) shall strictly conform to the terms and conditions stipulated in such particular From 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.

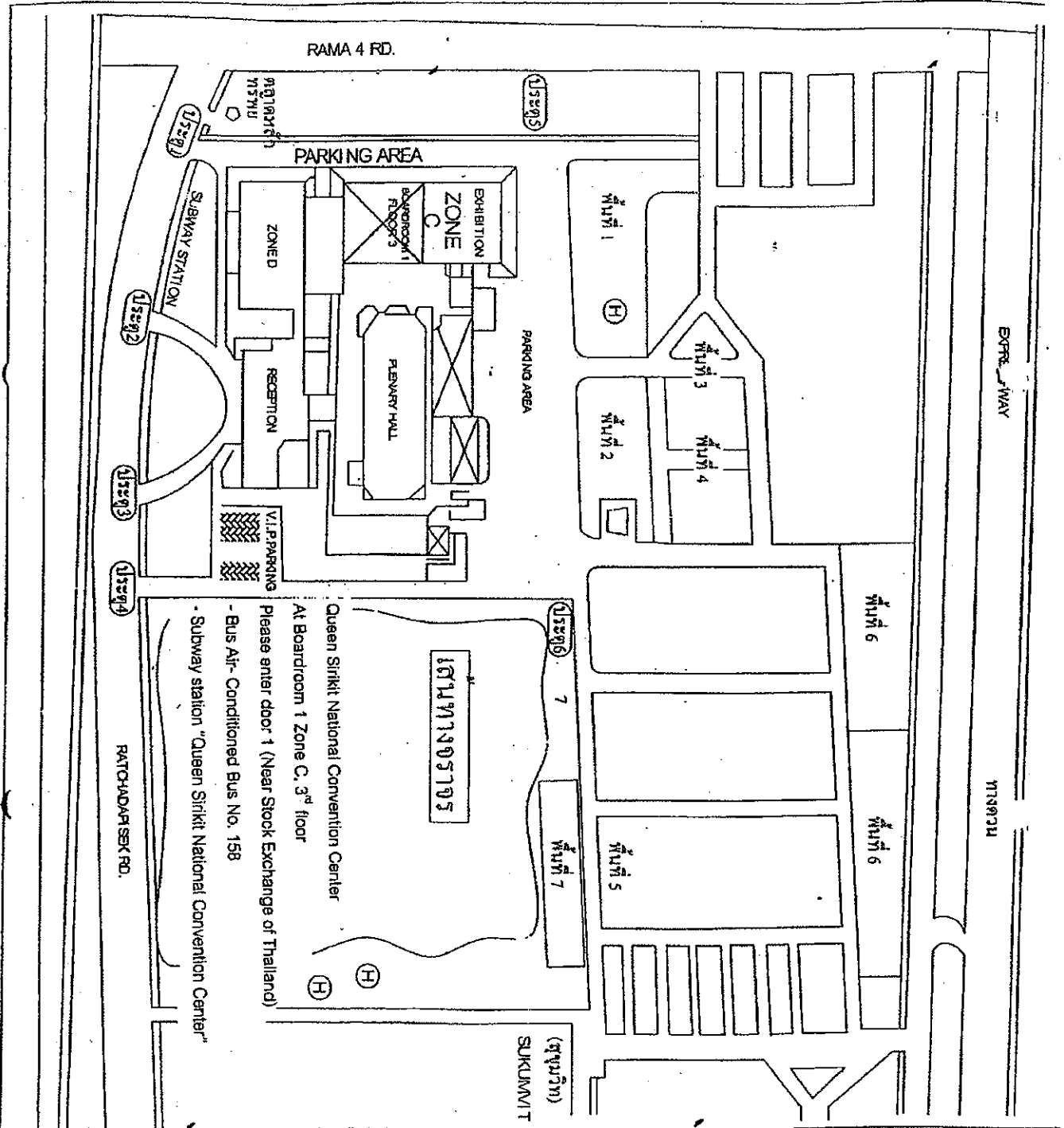
- (1) A sale or transfer of all or a substantial part of the business of the Company to other persons;
- (2) Acquisition or taking of a transfer of the business of other companies or private companies for the Company;
- (3) Execution, amendment or termination of an agreement concerning a lease of all 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.

EXHIBITION WAY

THANON 211

Appendix 7



RAMA 4 RD.

PARKING AREA

EXHIBITION ZONE C

BOARDROOM 1 FLOOR 3

ZONED

RECEPTION

PLANT HALL

PARKING AREA

ชั้นที่ 1

ชั้นที่ 3

ชั้นที่ 2

ชั้นที่ 4

ชั้นที่ 6

ชั้นที่ 6

ชั้นที่ 5

ชั้นที่ 7

ชั้นที่ 7

02-111-05105

(สุขุมวิท) SUKUMVIT

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"

SUBWAY STATION

RATCHADAPRASEK RD.