



บริษัท เอเชียัน 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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No. FAD 0009/2556

4 March 2013

Subject : Notice of the Annual General Meeting 2013 (AGM)

Dear Shareholders,

- Enclosures :
1. Minutes of the Annual General Meeting 2012
 2. Company's Annual Report 2012
 - 2.1 Company's Annual Report 2012
 - 2.2 Audited financial statement for the year ended 31 December 2012
 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 2013 on 3 April 2013 at 10.00 a.m. at Boardroom 1 Zone C, 3rd 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 2012.

Facts and Reasons

The Annual General Meeting 2012 was held on 3 April 2012. 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 perations, the Company Annual Report and the Board Meeting Report for the year 2012.**

Facts and Reasons

The Operating results of the Company for the year 2012 as reported in the Annual Report and the financial statements of the Company shall be distributed, as attached Annual Report 2012, as attached Appendix (2).

Board's Opinion

For the meeting's acknowledgment of the operating results of the Company for the year 2012.

- 3. To approve the statement of financial position, the statement of comprehensive income and cash flow statement for the year ended 31 December 2012.**

Facts and Reasons

The audited balance sheet and statement of income for the year ended 31 December 2012 and the report of the Certified Public Accountant shall be distributed, as attached Annual Report 2012.

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 31 December 2012.

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, dividend payment in the form of stock dividend and cash dividend and bonus payment to the Board for the fiscal year 2012.**

Facts and Reasons

The Company earning net profit year 2012 of 60,630,442 Baht (The Company only). As a result, it should be allocated a legal reserve amounting to 3,031,522 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.

Moreover, the profitable performance of the year 2012 was due to the good cooperation and effort of everybody concerned including the Board of Directors who are well recommended bonus payment accordingly.

Board's Opinion

The meeting should approve the allocation of legal reserve, approve the annual dividend payment and should approve Bonus payment for the Board for the fiscal year 2012 as follows:

1. Legal Reserve

The Board of Directors agreed to propose the Annual General Meeting to approve the allocation of 3,031,522 Baht from the net profit as the legal reserve in the year 2012.

2 Annual Dividend Payment

2.1 Dividends shall be paid by ordinary shares in the total of 23,481,010 shares, par value of 1 Baht per share and calculated at ten (10) current shares per one (1) dividend share. The total shall not exceed 23,481,010 Baht or the cash dividend equivalent at the rate 0.10 Baht per share.

In case that any shareholder holds the indivisible share remaining after such allocation, the dividend shall be paid by cash in the amount of 0.10 Baht per share.

This will lead to increase the Company's stock liquidity and retain the working capital for the Company's operation in order to prepare for future investment and expansion and also to grant investment benefit to existing shareholders by providing the dividend shares instead of cash dividend.

2.2 Dividends shall be paid by cash at 0.01112 Baht per share, or not exceeding the total of 2.65 million Baht.

The total of the stock dividend and the cash dividend payment for the whole year shall be equivalent to the rate of 0.11112 Baht per share which can be calculated in the total amount of no more than 26,092,098.31 million Baht. All dividends shall be subject to the withholding tax deduction at the rate stipulated by law.

3. Bonus payment for the Board amount 2,420,000 Baht.

Detail of dividend payment (Financial statement of the company only)

Detail of dividend payment	2012	2011
Net Profit	60,630,442 Baht	54,383,990 Baht
Number of Shares	234,810,100 Shares	234,810,100 Shares
Cash Dividend Payment/ Share	0.01112 Baht / Share	0.15 Baht / Share
Stock Dividend Payment/ Share	0.10 Baht / Share	-
Total	26,092,098.31 Baht	30,525,313 Baht
Payout ratio	43.03%	56.13%

Voting Required

This agenda must be approved with no less than three fourths of the total votes of the present shareholders who are eligible to vote.

5. To consider and approve the increase of registered capital to support the stock dividend payment

Facts and Reasons

In order to pay dividends in the form of new common stock to shareholders as detailed in agenda 4, the Company needs to increase its authorized capital for the new common stock in the total 23,481,010 shares.

Board's Opinion

The Board of Director agreed to propose the Annual General Meeting to approve the increase of the registered capital of the Company to support the stock dividend payment as in the following.

Former registered capital	234,810,100	shares	value	234,810,100	baht
Capital increased	23,481,010	shares	value	23,481,010	baht
New registered capital	258,291,110	shares	value	258,291,110	baht

Voting Required

This agenda must be approved with no less than three fourths of the total votes of the present shareholders who are eligible to vote.

6. To consider and approve the amendment of Memorandum Association No.4 in compliance with the increase of registered capital

Facts and Reasons

As the Annual General Meeting will consider the approval for the Company registered capital to support the stock dividend payment, the Board of Director agreed to propose the Annual General Meeting to approve the revision of the memorandum of association no.4 to be in compliance with the increase of the registered capital, as stipulated by law.

Board's Opinion

The Board of Director agreed to propose the Annual General Meeting to approve the revision of the memorandum of association no.4 as in the following:

Clause 4. Registered capital is 258,291,110 Baht (Two hundred fifty-eight million two hundred ninety-one thousand one hundred and ten Baht)
 Divided into 258,291,110 Baht (Two hundred fifty-eight million two hundred ninety-one thousand one hundred and ten Baht)
 Par value per share 1 Baht (One Baht)
 Categorized into
 Common Stocks 258,291,110 shares (Two hundred fifty-eight million two hundred ninety-one thousand one hundred and ten Baht)
 Preferred Stocks - shares (- shares.).

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 increased shares allocation to support the stock dividend payment.

Facts and Reasons

The increase of the registered capital by 23,481,010 shares as proposed in the agenda 5 of the Annual General Meeting, which will be allocated for stock dividend payment of no more than 23,481,010 shares

Board's Opinion

The Board of Director agreed to propose the Annual General Meeting to approve allocation of the increased capital in the amount of 23,481,010 shares to be paid as stock dividends.

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 the election of the directors in place of those retiring by rotation and the director remuneration for the year 2013.

Facts and Reasons

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

- The retiring Board of Directors are :

- | | | |
|----------------|-----------|--|
| 1.Mr. Sribhumi | Sukhanetr | Chairman Nominating and Remuneration Committee
Independent Directos and Audit Committee |
| 2. Mr. Prawat | Chanruang | Directos and Nominating and Remuneration
Committee |
| 3. Dr. Nonn | Panitvong | 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. Due to there are two participants of remuneration committee having conflict of interest in this agendum, so, the Board should consider themselves. The Board of Directors, 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 three retired Directors. The Board of Directors has accordingly proposed to re-elect three directors to serve as directors for another term.

The definition of Company's independent Director, which is determined more balanced 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 equal to the previous year.

(Baht)

Remuneration for the year		2013		2012	
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 2012 (Management Structure).

Board's Opinion

The Board of Directors, recommends that the General Meeting should re-elect Mr. Sribhumi Sukhanetr, Mr. Prawat Chanruang, and Mr. Nonn 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 (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's 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.
- (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.

9. To approve the appointment of External Auditor and the audit fee for the year 2013.

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. Pichai Dachanapirom, Auditor License No. 2421 or Ms. Vannisa Ngambuathong, Auditor License No. 6838 or Ms. Sulalit Ardsawang, Auditor License No. 7517 of Dharmniti Auditing Co., Ltd who has worked as the Auditor for Company and Subsidiaries since 2007 total 6 years. 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. Pichai Dachanapirom, Auditor License No. 2421 or Ms. Vannisa Ngambuathong, Auditor License No. 6838 or Ms. Sulalit Ardsawang, Auditor License No. 7517 of Dharmniti Auditing Co., Ltd should be approved as the Company and Subsidiaries Auditor with the audit fee as follows.

(Baht)

	2013	2012
Remuneration for the year	710,000	710,000
Non-audit fee	-	-
Total	710,000	710,000

The proposed Auditors have no relationship and conflict of interest with Company/ Subsidiaries/ Executive/ Shareholders.

Voting Required

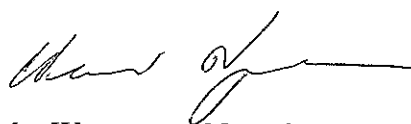
This matter shall be passed by the affirmative resolution of a majority vote of the total number of votes of shareholders who attend the meeting and cast their votes.

10. 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 (5) enclosed for this purpose or can be downloaded at www.asimar.com/ investor relations.

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

Finance and Accounting Dept./Finance Division

Tel. 02-815-2060 Ext. 2800, 2816 ,2818

Asian Marine Services PCL
Definition of Independent Directors

1. An independent director must hold not more than 1 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 two 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.Sribhumi Sukhanetr **Age** 79 **Nationality** Thai

Education : Honorary Degree in Mass Communication

Thammasat University

Master Degree in Public Administration

Faculte'de Droits, Paris

Director Training Program : Director Certification Program (DCP)

Finance for Non-Finance Director (FN)

The role of Chairman (RCM)

Director Forum

Board Performance Evaluation

CEO Performance Evaluation



Work Experience

Present Independent Director , Audit Committee and Chairman Nomination and Remuneration Committee : Asian Marine Services PCL

Chairman : Gosakorn Co.,Ltd

Chairman of the Honorary Consul of Thailand

Honorary President Telecommunication Association of the Thailand Under The Royal Patronage

1997-Present Honorary Consul of the Principality : Monaco

Appointed Position : Independent Director, Audit Committee and Chairman Nomination and Remuneration Committee which was reviewed / considered by Board of Directors

Number of Shares : none share (- %)

Year as director : 18 years

Attention of the meetings : Board meeting 5/5 times , Audit Committee meeting 4/4 times, Nomination and Remuneration Committee 1/1 times

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

non- listed companies

Chairman Gosakorn Co.,Ltd

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

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.Prawat Chanruang **Age** 74 **Nationality** Thai
Education : BA (Business Administration)
 BA (Accounting)
 Thammasat University



Director Training Program : Role of the Compensation Committee

Work Experience

Present Director and Nomination and Remuneration Committee :
 Asian Marine Services PCL
 Executive Director : Nawakit Ban Muang Co.,Ltd. and Laem Chabang
 International Country Club
 Managing Director : Nakharin Park Co.,Ltd and Nakharin Pathhum Thani
 Estate Co.,Ltd.

Appointed Position : Director and Nomination and Remuneration Committee which was
 reviewed / considered by Board of Directors

Number of Shares : 8,428,725 shares (3.59%) ,As of 19 March 2012

Year as director : 12 years

Attention of the meetings : Board meeting 3/5 times and Nomination and Remuneration
 Committee 1/1 times

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

non- listed companies

Executive Director : Nawakit Ban Muang Co.,Ltd. and Laem Chabang International Country
 Managing Director : Nakharin Park Co.,Ltd and Nakharin Pathhum Thani Estate Co.,Ltd.

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

**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** Dr.Noon Panitvong **Age** 36 **Nationality** Thai

Education : Doctor of Environmental Kasetsart University

MBA North Carolina University Wilmington

Director Training Program : Director Certification Program (DCP)

Work Experience

Present Director : Asian Marine Services PCL

Director : Ang Thong Sugar Terminal Co.,Ltd,

Aqua Masdia Co.,Ltd and Vithai Bio Power Co.,Ltd

Haman Resource Department Manager : Nakorn Petch Sugar Co.,Ltd



Appointed Position :Director which was reviewed / considered by Board of Directors

Number of Shares : 5,000,000 shares (2.13%) ,As of 19 March 2012

Year as director : 11 years

Attention of the meetings : Board meeting 5/5 times

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

non- listed companies

Director : Ang Thong Sugar Terminal Co.,Ltd, Aqua Masdia Co.,Ltd and

Vithai Bio Power Co.,Ltd

Haman Resource Department Manager : Nakorn Petch Sugar Co.,Ltd

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

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 Public Company Limited.

1. Name	Mr. Chinsuk Viravan
Age	67 Yrs
Address	67/113 Moo 3 Bypass Pakkret Rd., BangTalat ,Pakkret, Nonthaburi
Current Position	Chairman of Audit Committee and Independent Director
Work Experience	Present Chairman of Audit Committee and Independent Director
	- Asian Marine Services PCL.
	Executive Director
	- Viravan Co.,Ltd
Legal dispute during the past ten years	- None -
% of shareholding	- None -
benefit from meeting	- None -

2. Name	Dr. Bumroong Chinda
Age	76 Yrs
Address	29 Moo 1 Seri Thai Rd., Kannayao,Bangkok
Current Position	Audit Committee and Independent Director
Work Experience	Present Audit Committee and Independent Director
	- Asian Marine Services PCL.
	Businessman
Legal dispute during the past ten years	- None -
% of shareholding	- None -
benefit from meeting	- None -

หนังสือมอบฉันทะ แบบ ก.
PROXY Form A.

สิ่งที่ส่งมาด้วยลำดับที่ 5 (Appendix 5)

อากรแสตมป์ 20 บาท

Duty Stamp 20 ฿

1. ข้าพเจ้า _____ เขียนที่ _____

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

2. เป็นผู้ถือหุ้นของ บริษัท เอเชียน มารีน 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 2556 ในวันที่ 3 เมษายน 2556 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 Annual General Meeting 2013 to be held on 3 April 2013 at Boardroom 1 Zone C , 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.
 กิจการใดที่ผู้รับมอบฉันทะกระทำให้ในการประชุมนั้น 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 ไม่สามารถแบ่งแยกจำนวนหุ้น ให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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.

สิ่งที่ส่งมาด้วยลำดับที่ 5 (Appendix 5)
อากรแสตมป์ 20 บาท
Duty Stamp 20 ฿

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

2. เป็นผู้ถือหุ้นของ บริษัท เอเชีย มารีน 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 2556 ในวันที่ 3 เมษายน 2556 เวลา 10.00 น. ณ ห้อง Boardroom 1 โซน C ชั้น 3 ศูนย์การประชุมแห่งชาติสิริกิติ์ ถนนรัชดาภิเษก กทม. หรือที่ซึ่งพึงเลื่อนไปในวัน เวลา และสถานที่อื่น
anyone of the above as my/our proxy holder to attend and vote at the Annual General Meeting 2013 to be held on 3 April 2013 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:

รายการ Agenda Items	เห็นด้วย For	ไม่เห็นด้วย Against	งดออกเสียง Abstain
<p>วาระที่ 3: พิจารณานุมัติงบแสดงฐานะการเงินงบกำไรขาดทุนเบ็ดเสร็จ และงบกระแสเงินสดประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2555</p> <p>Agenda Item 3: To approve the statement of financial position,the statement of comprehensive income and cash Flow statement for the year ended 31 December 2012</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 อนุมัติจ่ายปันผลในรูปของหุ้นปันผล และเงินสด และอนุมัติการจ่ายโบนัสกรรมการ ประจำปี 2555</p> <p>Agenda Item 4: To consider and approve the allocation of legal reserve , approve dividend payment in the from of stock dividend and cash dividend and approve bonus for the Board for the fiscal year 2012.</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: พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัทเพื่อรองรับการจ่ายหุ้นปันผล</p> <p>Agenda Item 5: To consider and approve the increase of registered capital to support the stock dividend payment.</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 6: แก้ไขหนังสือบริคณห์สนธิข้อ 4 ของบริษัทฯ เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน</p> <p>Agenda Item 6: To consider and approve the amendment of Memorandum Association No.4 to compliance with the increase of registered capital.</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 7: พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนเพื่อรองรับการจ่ายหุ้นปันผล</p> <p>Agenda Item 7: To consider and approve the increased shares allocation to support the stock dividend payment.</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 8: พิจารณาแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ และกำหนดผลประโยชน์ตอบแทนกรรมการประจำปี 2556</p> <p>Agenda Item 8: To consider the election of the directors in place of those retiring by rotation and the director remuneration for the year 2013.</p> <p><input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร</p> <p>The proxy holder shall vote independently as to his/her consideration.</p> <p><input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้</p> <p>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) นายศรีภูมิ สุขเนตร</p> <p>Mr.Sribhumi Sukhanetr</p> <hr/> <p>(5.2) นายประวดี จันทร์เรือง</p> <p>Mr.Prawat Chanruang</p> <hr/> <p>(5.3) ดร.นนท์ ภาณุตวงศ์</p> <p>Dr.Nonn Panitvong</p>			
<p>วาระที่ 9: พิจารณาแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชีประจำปี 2556</p> <p>Agenda Item 9: To approve the appointment of external auditor and the audit fee for the year 2013.</p> <p><input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร</p> <p>The proxy holder shall vote independently as to his/her consideration.</p> <p><input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้</p> <p>The proxy holder shall vote according to the shareholder's requirement as follows.</p>			
<p>วาระที่ 10: เรื่องอื่นๆ (ถ้ามี)</p> <p>Agenda Item 10: To consider other business (If any)</p> <p><input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร</p> <p>The proxy holder shall vote independently as to his/her consideration.</p> <p><input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้</p> <p>The proxy holder shall vote according to the shareholder's requirement as follows.</p>			

5. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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. ในกรณีที่ข้าพเจ้าไม่ได้รับความสะดวกในการออกเสียงลงคะแนนในวาระใดไว้ 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 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. 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. ในกรณีที่มิมีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 มารีเนียร์ เซอร์วิส จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2556 ในวันที่ 3 เมษายน 2556 เวลา 10.00 น. ห้อง Boardroom 1 โซน C ชั้น 3 ศูนย์การประชุมแห่งชาติสิริกิติ์ ถนนรัชดาภิเษก กทม. หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

In the Meeting of the Annual General Meeting 2013 to be held on 3 April 2013 at 10.00 a.m. at Boardroom 1 Zone C, 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.

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 ☐ จดออกเสียง / 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 ☐ จดออกเสียง / 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 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.

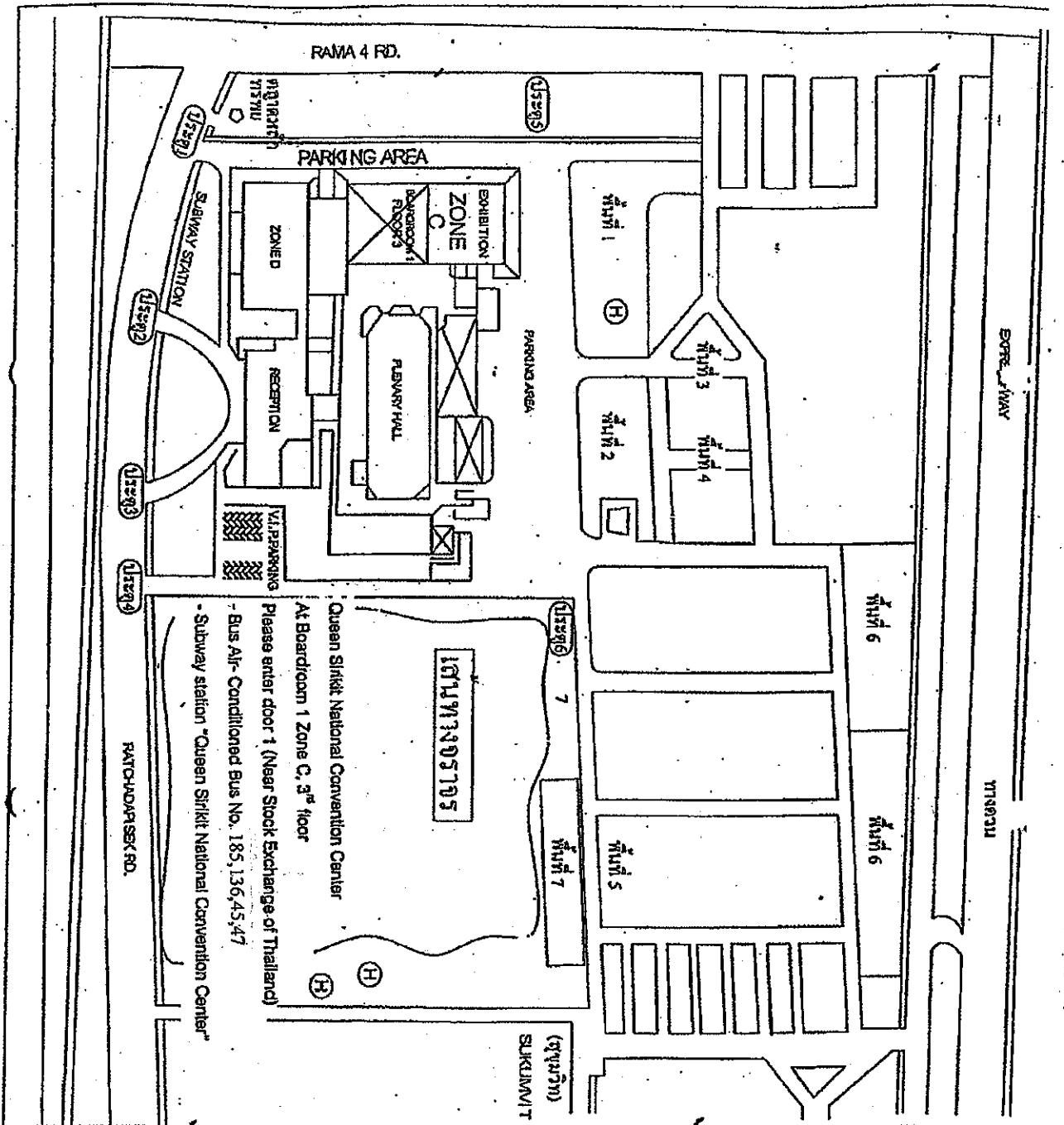
ARTICLE 22 Not less than twenty-five shareholders and proxies (if any) or not less than one-half of the shareholders representing not less than one-third in aggregate of the outstanding shares shall be present at a meeting of shareholders in order to constitute a quorum.

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.



Appendix 8