



บริษัท เอเชีย นามารีน เซอร์วิส จำกัด (มหาชน)

ASIAN MARINE SERVICES PUBLIC COMPANY LIMITED

Register No. 0107538000185
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No. FAD-L63008

March 3, 2020

Subject : Notice of the Annual General Meeting 2020 (AGM)

Dear Shareholders,

- Enclosures :
1. Minutes of the Annual General Meeting 2019
 2. Company's Annual Report 2019 (Download from QR Code)
 - 2.1 Company's Annual Report 2019
 - 2.2 Audited financial statement for the year ended December 31, 2019
 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
 9. Request Form for Annual Report in Print
 10. Registration Form (to bring along for registration process)

The Board of Directors of Asian Marine Services Public Company Limited deems it appropriate to hold Annual General Meeting 2020 on April 3, 2020 at 10.00 a.m. at Fortune 3 Room , 3rd Floor, Grand Mercure Bangkok Fortune, Ratchadapisek Road, Bangkok where the following businesses shall be transacted :

1. To adopt the minutes of Annual General Meeting of Shareholders 2019.

Facts and Reasons

The Annual General Meeting 2019 was held on April 4, 2019. 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 2019.

Facts and Reasons

The Operating results of the Company for the year 2019 as reported in the Annual Report and the financial statements of the Company shall be distributed, as attached Annual Report 2019, as attached Appendix (2)

Board's Opinion

For the meeting's acknowledgment of the operating results of the Company for the year 2019.

3. To approve the statement of financial for the year ended December 31, 2019.

Facts and Reasons

The audited balance sheet and statement of income for the year ended December 31, 2019 and the report of the Certified Public Accountant shall be distributed, as attached Annual Report 2019.

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, 2019.

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 net profit and dividend payment for the fiscal year 2019.

Facts and Reasons

The Public Limited Companies Act, the company shall allocate not less than 5% of the annual profits as reserved funds, less the accumulated losses brought forward (if any), until the reserved fund reaches the amount not less than 10% of the registered capital. In 2019 The Company earning net profit year 2019 of 11,775,079 Baht (The Company only), the company did not appropriate its net profit as legal reserve because the company legal reserve has reached the amount required by laws.

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 allocation of profit from 2019 operating results and approve the dividend payment as follows:

1. No legal reserve allocation because the company legal reserve has reached the amount required by laws.
2. Approval of the fiscal year 2019 of the dividend per share shall be 0.05 Baht. At present, the total paid-up share capital are 258,291,087 shares and the total amount of dividend payment is 12,914,554 Baht. And April 30, 2020 is the date of paying the dividend payment.

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

Detail of dividend payment	2019	2018
Net Profit (Baht)	11,775,079	21,300,268 (Restated)
Number of Shares (Shares)	258,291,087	258,291,087
Cash Dividend Payment (Baht/ Share)	0.05	0.10
Total (Baht)	12,914,554	25,829,109
Payout ratio (%)	109.68	121.26

The Board of Directors deemed the above payout ratio as appropriate, being in line with the company dividend payment policy.

Such dividend payment was derived from the profit which was subject to corporate income tax of 20% there fore a shareholder shall be entitled to a tax credit equaling the product of dividend times 20/80

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 to replace those who are retired by rotation and the director remuneration for the year 2020.

Facts and Reasons

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

- The retiring Board of Directors are :

1. Mr.Prakit	Pradipasen	Chairman and Independent Director
2. Mrs.Luckana	Srisod	Independent Director and Audit Committee
3. Mr.Teerapong	Tanphaibul	Director
4. Mr.Win	Panitvong	Director

The Nominating and Remuneration 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 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 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).

Board's Opinion

The Board of Directors, recommends that the Annual General Meeting to appoint .

1. Mr.Prakit	Pradipasen	Chairman and Independent Director
2. Mrs.Luckana	Srisod	Independent Director and Audit Committee
3. Mr.Teerapong	Tanphaibul	Director
4. Mr.Win	Panitvong	Director

The directors as considered by the Board of Directors 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).

Independent Director has the qualified can independently perform his duties and express opinions, and in compliance with relevant criteria.

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.

6. To approve the remuneration for the year 2020.

1. 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		2020		2019	
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

2. Not payment bonus for the Board (Baht 1,500,000 from the year 2019)

Duties and responsibilities of above 3 sets of committee, please see details in Annual Report 2019 (Management Structure).

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.

7. To approve the appointment of External Auditor and the audit fee for the year 2020.

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

1. Mr.Peeradate Pongsathiensak, Auditor License No. 4752 or (period first year)
2. Ms.Wannisa Ngambuathong, Auditor License No. 6838 or
3. Ms.Thanyaphon Tangthanopajai, Auditor License No. 9169

Of Dharmniti Auditing Co., Ltd who has worked as the Auditor for Company and Subsidiaries since 2007.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

1. Mr.Peeradate Pongsathiensak, Auditor License No. 4752 or
2. Ms.Wannisa Ngambuathong, Auditor License No. 6838 or
3. Ms.Thanyaphon Tangthanopajai, Auditor License No. 9169

Of Dharmniti Auditing Co., Ltd should be approved as the Company and Subsidiaries Auditor with the audit fee as follows.

		(Baht)
	2020	2019
Remuneration for the year	1,135,000	1,095,000
Non-audit fee	-	-
Total	1,135,000	1,095,000

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.

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" one 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.

-Signature-

Mr.Suradej Tanpaibul

Chief Executive Officer



บริษัท เอเชียัน มารีน เซอร์วิส จำกัด (มหาชน)
ASIAN MARINE SERVICES PUBLIC COMPANY LIMITED

-Translation-

Minutes of the AGM 2019
Asian Marine Services Public Company Limited
At Boardroom 1 Zone C, 3rd Floor,
Queen Sirikit National Convention Center, Ratchadapisek Road, Bangkok
Date April 4, 2019 at 10.00 a.m.

Khun Auychai declared the opening of the 2019 Annual General Meeting, held to report the Company's performance in 2018 to shareholders, along with agenda items proposed to the meeting for consideration and approval, details of which had been included in the Letter of Invitation to the AGM sent to all shareholders in advance. Khun Auychai then introduced members of the Board of Directors who were in attendance, as follows:

List of directors attending the meeting

1.Mr.Prakit	Pradipasen	Chairman
2.Mr.Sribhumi	Sukhanetr	Chairman of Nominating and Remuneration Committee, Chairman of Audit Committee
3.Mrs.Warawan	Nganthavee	Chairman of Executive Board
4.Mr.Suradej	Tanpaibul	Executive Director and Chief Executive Officer
5.Mr.Suthin	Tanpaibul	Executive Director
6.Dr.Bumroong	Chinda	Audit Committee
7.Mr.Prawat	Chanruang	Nominating and Remuneration Committee
8.Mrs.Luckana	Srisod	Audit Committee
9.Mr.Nonn	Panitvong	Executive Director , Nominating and Remuneration Committee
10.Mr.Win	Panitvong	Executive Director
11.Mr.Teerapong	Tanphaibul	Director

Khun Auychai introduced the executives who were invited to attend the meeting today To help clarify or answer various questions to the meeting including

1.Mr.Niti	Prathumtin	Chief Operating Officer
2.Mr.Taweekiate	Therdpaophong	Chief Marketing Officer
3.Ms.Rapeepan	Piboonsilp	Finance and Accounting Department Manager

In addition to members of the Board of Directors who were in attendance, the Company also invited Khun Poj Asvasantichai, the Auditor from Dharmniti Auditing Co., Ltd., Khun Suparerk Kochjiratkul,

Internal Auditor from Srilerk Limited Partnership, to participate as members of the vote-counting committee to ensure the accuracy and transparency of the vote count.

Prior to entering into the Agenda, Khun Auychai explained the quorum which, according to Section 103 of the Public Limited Companies Act of B.E. 2535 and Article 22 of the Company's Articles of Association, stipulate that an Annual General Meeting of Shareholders must be attended by not less than 25 shareholders and proxies (if any), or not less than half the total number of shareholders with not less than one-third of the total number of shares sold to be considered a quorum by legal definition. At the time, a total of 27 shareholders and 17 proxies had registered to attend the meeting in person, accounting for a total of 107,175,783 shares, or 41.49 percent of the total number of shares sold, thereby constituting a quorum by legal definition. Khun Auychai then invited the Chairman of the Board to welcome shareholders and proceed with the Agenda of the Meeting.

Khun Prakit Pradipasen welcomed shareholders and started the Meeting according to the agenda.

Agenda 1 Consideration of the Minutes of the 2018 AGM held on 5 April 2018

The Chairman proposed that the Meeting consider and approve the Minutes of the 2018 Annual General Meeting of Shareholders held on 5 April 2018, which the Company had enclosed to shareholders along with the letter of invitation to the Meeting.

The Chairman asked the Meeting to vote on this agenda, the result of the voting was to be announced.

With voting results as follows

Voting	For		Against		Abstain		Invalid ballot	
Number of Votes	score	%	score	%	score	%	score	%
	107,175,783	100	-		-		-	

Resolution: Following consideration, the Meeting unanimously resolved to approve the Minutes of the 2018 Annual General Meeting of Shareholders

Agenda 2 Acknowledge the Company's operational performance in 2018

The Chairman assigned Khun Suradej, the Chief Executive Officer, to deliver the summary report of the Company's operational performance in 2018 to the Meeting.

The Chief Executive Officer presented a report of the 2018 operating results to the meeting using video media (approximately 5 minutes in length) so as to be complete and easy to understand, with details and material substance as presented in the 2018 Annual Report.

The Chairman further clarified about the Hydroblast equipment for which the Company invested over THB 10 million for use in boat cleaning, as replacement for sandblasting which generated much more

dust and has a great environmental impact to the community. The Company is among the first shipyards that uses such equipment in ship repair work.

Resolution The Meeting acknowledged the Company's operational performance in 2018.

Agenda 3 Consideration and Approval of the Annual Balance Sheet and Profit and Loss Statement for the Year Ended 31 December 2018

The Chairman proposed the Annual Balance Sheet and the Profit and Loss Statement of the Company and its subsidiaries for the year ended 31 December 2018, which have been examined and certified by the Auditor and sent to all shareholders along with the invitation letter to the AGM, to the Meeting for consideration and approval. The Chairman requested that the Managing Director provide additional reporting to the Meeting.

Khun Suradej , the CEO, further reported on the Company's performance that in 2018 the Company's total revenue amounted to approximately THB 516.13 million, while gross profit stood at THB 165.80 million, operational profit at THB 112.77 million, other revenue at THB 8.76 million, other expenses, at THB 31.34 million, net profit at THB 32.67 million and earnings per share at THB 0.13

Source of income in 2018 comprised THB 420.79 million from ship repairs, equivalent to 80 %, THB 39.65 million from shipbuilding, equivalent to 7 %, THB 55.70 million from income of subsidiaries and Steel structure work, equivalent to 11 % and other income of THB 8.76 million, equivalent to 2 %.

Khun Suradej presented a graph showing comparison of revenue and net profit between 2014 to 2018, In 2018, the company had a total income of 525 million baht and it can be observed that the ship repairing business is steadily growing, with the gross margin from ship repairing growing up to 26%. The main business of the company in the future, the company plans to expand the production capacity of ship repair Which will help the company's revenue Constantly growing Another part that will come in to help generate revenue. Is a steel structure work in which the company began to undertake assembly and installation work in various projects

The CEO then reported additional important projects in 2018 as follows:

- The Company has entered into 2 steel structure projects, namely steel structure production and installation project of Sadao Customs House, Songkhla Province and Phase 2 steel structure installation project for the expansion of Suvarnabhumi Airport, Part B of the building, of which the Company is 1 of the 4 main contractors.

- The Company has undertaken 2 ship repair projects for the Royal Thai Navy to restore and modernize 2 minesweeper vessels, namely HTMS Bangrajun and HTMS Nong Sarai.

- Improvement of the dock-front jetty area and installation of a tower crane to enhance the efficiency of the shipyard operation.

- Improvement of boat cleaning equipment, using the Hydroblast instead of sandblasting which works better while also helping to reduce environmental impact as well.

Ratio	31/12/2018	31/12/2017
Net Profit Margin (%)	6.22	11.57
Return on Equity (%)	6.90	17.73
Return on Asset (%)	4.38	11.37
Debt to Equity Ratio	0.64	0.52
Book Value per Share (Baht)	1.80	1.87
Net Profit per Share (Baht)	0.13	0.32

The Chairman then invited shareholders to pose questions.

Khun Ladda Sapphanyasiri, Proxy from the Thai Investors Association : Requested an update regarding liabilities older than 12 months.

CEO : Clarified that most of the liabilities older than 12 months will be paid by early 2018 because of claims and inspection processes. Nonetheless it is expected that all such liabilities would be paid by the end of the year.

Khun Jintana Danwiwatporn, Shareholder attending the meeting in person : enquired about the earlier statement that the Company had 3 ongoing projects and wanted to know if all revenue from the projects has been realized in 2018 or not.

CEO : Explained that there remained partial revenue recognition in the year 2019, from the Suvarnabhumi Airport project, not a substantial amount. However, the Company had a ferry building project from the previous year which has been delayed due to the problem of the ship's design. This was the first ferry project that will transport both cars and passengers to be built in Thailand and was, therefore, subject to strict safety considerations causing considerable delay due to incidents in the recent past, which everyone may have heard, regarding a boat accidents in the south. This is one of the reasons that the Harbor Department has been required to give very careful consideration, and the Company has closely coordinated this project with the Harbor Department who is now using this project to restore the safety reputation and shipbuilding standards in Thailand.

Khun Jintana Danwiwatporn, Shareholder attending the meeting in person : further enquired if the Hydroblast equipment has been used.

CEO : The Company has been continuously using this equipment in 2018, but since it was a new tool, it was therefore necessary to make certain appropriate adjustments and develop expertise in using such equipment to gain full efficiency. About 50 - 60% of the current work is for cleaning the hull. Some customers are still used to using sandblasting and are not confident, but the Company has technically proven that the work is of equal quality with sandblasting and requires less work time.

The Chairman asked the meeting whether there would be any further questions or not. But there was no one wishing to ask questions. The Chairman therefore requested the meeting to vote on this agenda.

With voting results as follows

Voting	For		Against		Abstain		Invalid ballot	
Number of Votes	score	%	score	%	score	%	score	%
	107,175,783	100	-		-		-	

Resolution After consideration, the Meeting passed a resolution by unanimous vote to approve the balance sheet and the profit and loss statement for the period ending 31 December 2018.

Agenda 4 Consideration on Allocating Profits as Legal Reserves and Consider Approving Dividend Payment

4.1 Consideration on Allocating Profits as Legal Reserves

The Chairman informed the Meeting that according to Section 116 of the Public Limited Companies Act of B.E. 2535 and Article 29 of the Company's Articles of Association, the Company is obliged to allocate part of its annual net profit, of not less than five percent (5%) of the annual net profit less accumulated losses brought forward (if any), as reserve funds until this reserve amount is not less than ten percent (10%) of the registered capital.

The Company's reserve funds as at 31 December 2018 stood at THB 25,829,111.00, not less than 10 % of registered capital, thereby fulfilling its obligation under the law and did not need to further allocate its profit as reserve funds.

Resolution Not to allocate part of net profit as reserve funds due to no further legal requirement to do so.

4.2 Consideration and Approval of Dividend Payment

The Chairman clarified to the Meeting that according to Section 115 of the Public Limited Companies Act of B.E. 2535 and Article 27 of the Company's Articles of Association, the Company cannot allocate dividend payments from other sources except its profit, and in case the Company had accumulated losses, it is prohibited from making dividend payment. The Company has a policy to pay dividends of not less than 40% of the net profit of separate financial statements for each accounting period after deduction for legal reserves and accumulated losses brought forward (if any).

At that time, the Company had a total of 258,291,087 paid-up shares and net profit (separate financial statement) of THB 27,918,058.00, and the Meeting was asked to consider and approve dividend payment to shareholders at THB 0.10 per share, amounting to dividend payments of a total of THB 25,829,109.00, equivalent to 92.52 percent of the net profit, with the payment date by 3 May 2019.

The Chairman opened the opportunity for shareholders to ask questions. After that, the president Asked the meeting to vote on this agenda.

With voting results as follows

Voting	For		Against		Abstain		Invalid ballot	
Number of Votes	score	%	score	%	score	%	score	%
	107,175,783	100	-		-		-	

Resolution Having considered the matter, the Meeting passed a resolution to unanimously approve the dividend payment of THB 0.10 per share, for a total of amount of THB 25,829,109.00 and set the payment date by 3 May 2019.

Agenda 5 Consider the Appointment of New Directors to Replace Directors whose Tenure would Expire in 2019

The Chairman informed the Meeting that Article 13 of the Articles of Association stipulates that at the Annual General Meeting, one-third the number of directors on the Board of Directors have to retire and that such directors whose tenure had expired were eligible to be reappointed by a resolution of the AGM. In 2019, the tenure of 3 directors was due to expire.

- | | | |
|---------------|-----------|--|
| 1.Mr.Sribhumi | Sukhanetr | Chairman of Nominating and Remuneration Committee, Chairman of Audit Committee |
| 2.Mr.Prawat | Chanruang | Nominating and Remuneration Committee |
| 3.Mr.Nonn | Panitvong | Nominating and Remuneration Committee |

The Chairman informed the Meeting of the background and qualifications of each director, details of which were also enclosed in the invitation letter to the AGM sent to all shareholders. The nominated candidates for directorship were approved by the Board of Directors, having been screened by the Nomination and Remuneration Committee, and passed a resolution to propose the 3 incumbent directors whose term was due to expire for reappointment to the Board of Directors at the AGM. The Chairman proposed that the Meeting consider the appointment of the directors individually.

Resolution The Meeting considered and passed resolutions to reappoint each of the directors to another term on the Board of Directors, with the following votes:

Name	For		Against		Abstain		Invalid ballot	
	score	%	score	%	score	%	score	%
1.Mr.Sribhumi Sukhanetr	107,175,673	99	-		110	-	-	
2.Mr.Prawat Chanruang	107,175,673	100	-		110	-	-	
3.Mr.Nonn Panitvong	107,175,783	100	-		-	-	-	

Agenda 6 Directors' Remuneration in 2019

The Chairman proposed that the Meeting consider for approval Directors' annual remuneration for 2019 which had been considered by the Nomination and Remuneration Committee. Details as follows:

- Board of Directors Remuneration, 11 Directors Amount 1,740,000 Baht
- Audit Committee Remuneration, 3 Members Amount 390,000 Baht
- Nomination and Remuneration Committee, 3 Members Amount 180,000 Baht

Amounting to total remuneration for Directors of THB 2,310,000 (Two million, three hundred and ten thousand Baht only), same as in 2018.

In addition, the Chairman proposed that the Meeting consider bonus payments to directors who played a key role in supporting corporate operations and deserve to be given remuneration in the form of a bonus for the operating results of 2018. The Chairman proposed that the Meeting consider giving bonuses to all 11 directors on the Board of Directors, amounting to a total of THB 1,500,000. Decrease 50% from last year.

With voting results as follows

Voting	For		Against		Abstain		Invalid ballot	
	score	%	score	%	score	%	score	%
Number of Votes	107,175,783	100	-		-		-	

Resolution The Meeting considered and unanimously approved the following:

1. To set remuneration for directors for 2019 amounting to a total of THB 2,310,000
 - Board of Directors Remuneration, 11 Directors Amount 1,740,000 Baht
 - Audit Committee Remuneration, 3 Members Amount 390,000 Baht
 - Nomination and Remuneration Committee, 3 Members Amount 180,000 Baht
2. To give bonuses to the 11 Directors on the Board of Directors, amounting to a total of THB 1,500,000, each receiving an equal amount.

Agenda 7 Consider the Appointment of Auditors and the Audit Fee for 2019

The Chairman proposed that the Meeting consider the appointment of Auditors and the Audit Fee for 2019 which had been considered by the Audit Committee, namely Mr. Poj Asvasantichai, Certified Public Accountant with Registration No. 4891 or Mr. Peeradech Pongsathiensak, Certified Public Accountant with Registration No. 4752 or Miss Wannisa Ngambuathong, Certified Public Accountant with Registration No. 6838 of Dharmniti Auditing Co., Ltd. as the auditors for the Company and its subsidiaries for 2019.

Also, the Chairman asked the Meeting to consider audit fee for 2019 in the amount of not more than THB 900,000, an increase from 2018 by THB 55,000, and, when added to the audit fee of the Company's 3 subsidiary companies, amounted to a total of THB 1,095,000 in 2019, an increase from 2018 by THB 60,000.

The Chairman explained further that the audit fee had been considered by the Audit Committee which found that the proposed rate was reasonable, having also compared such rate with other auditing

firms, and recommended that the Company should continue to assign Dharmniti Auditing Co., Ltd. to be the Company's auditor in 2019.

With voting results as follows

Voting	For		Against		Abstain		Invalid ballot	
Number of Votes	score	%	score	%	score	%	score	%
	107,175,783	100	-		-		-	

Resolution The Meeting considered and unanimously passed a resolution to approve the appointment of the Auditor and approved the audit fee as proposed by the Chairman for 2019.

Agenda 8 Other Matters

The Chairman extended the opportunity for shareholders to ask questions or propose their advice and comments for consideration to benefit the Company's operations.

Khun Somchai Padphai, Shareholder attending the meeting in person Noted he was attending the shareholders' meeting for the 5th year, and from the initial statement that the Company would grow its business from ship repair work while shipbuilding will be reduced, as if the Company's focus will be more on ship repair work due to good profit margin and shipbuilding work has declined. As for the ferry project, how long will it take to deliver the work and will it be completed in 2019. Also, is the Company undertaking the building of ferry vessels out of necessity or because there is a positive trend in terms of demand for such vessels to accommodate tourism to the South. He noted that when he first became a shareholder, most of the Company's work came from government contracts. How much of the Company's work this year is from government tender?

The Chairman clarified that the Company did not have a policy not to accept shipbuilding work which is better than repair work but it's more difficult to procure whereas ship repair work definitely must be done while also looking out for shipbuilding projects remained ongoing. Nonetheless, while there was no shipbuilding work, the Company must focus on ship repairs in order to increase its income

CEO : Further clarified : that ship repair work is considered as the Company's main business and is well accepted by domestic and foreign customers, generating sufficient income that can support the Company amounting to approximately THB 350 million per year, almost full efficiency. It is the main source of revenue for the shipyard. Therefore, the Company was thinking of expanding production capacity. Compounded by the fact that government regulations have increased and become more stringent, resulting in more requirements for ship repairs and improvements as well. Moreover, some competitors had closed down resulting in an increase in market share. Shipbuilding is not abandoned but it is still uncertain. At the end of last year, the Company tendered for a Royal Thai Navy project but the result had not yet been announced. In 2019, there is a small project to build a garbage collection vessel for Toyota as part of CSR and build another such vessel for an affiliate to provide water hyacinth eradication services. There is also a shipbuilding project for passenger boats in the Chao Phraya River that is being closely monitored. However, the Company wants to expand its capacity in ship repair for future growth. As for the ferry project, the

duration of work is about 18 months which will overlap into next year. In addition, because there are less second hand ferry boats from Japan due to changes in domestic transportation methods, ferry operators are looking more to building ferry boats, so the Company wants to be the leader in this specialized market. If the Company has expertise, it will be able to build this type of vessel to meet the needs of customers in this region.

Chairman : Elucidated to the meeting that the Company has experience in shipbuilding of almost all types of vessels, noting that even with the vessel built for Toyota, not a lot of profit was gained from the project; however, it raised the profile and enhanced the reputation of the Company.

CEO : Added that the Company's proposal to Toyota was not the lowest price, however, it was able to confidently demonstrate the work design to the customer, resulting in its selection. Normally Toyota would support royal projects by donating its vehicles but in this case it was advised that the canals and waterways were very problematic, seriously plagued by water pollution as well as a lot of waste, especially large garbage in the Prem Prachakorn Canal. The problem presented allowed the shipyard to propose the actual design and equipment that would provide a tangible solution at the site of the problem. This was how the design of the vessel and work originated and the Company is proud to be a part in helping with this royal project.

Khun Somchai Padphai, Shareholder attending the meeting in person : Noted that there was talk about sea transportation and next year there will be the issue of Ballast Water Treatment regulations. Will we have the opportunity to get work from this group of customers?

CEO : Explained that the Company had been studying this issue for the past 3 years since the preparation period to enact the new regulations, sending engineers to study pertinent information and preparing options for customers with international shipping routes as well as preparing for exhaust control under the new regulatory requirements placed on ship owners. The Company has already undertaken a level of preparedness to support customers because it will be an additional income for ship repair work.

Khun Somchai Padphai, Shareholder attending the meeting in person : Requested an update of the Surat Thani dockyard, in terms of both new groups of customers and shipbuilding customers.

CEO : In 2018, the Surat Thani dockyard posted revenue growth of 50 % higher than its revenue in 2017. For 2019, the Company has set a target for revenue to increase by another 50 % over the previous year. Target new customers include dredgers operating under the Harbor Department in southern Thailand, which is expected to have a fair amount of work, to compensate for the business from offshore vessels which was initially set as the target. In addition, the Company is also seeking shipbuilding work for barges and government projects from the Customs Department and the Royal Thai Navy operating in the South.

Chairman : Thanked the shareholders for making the time to attend the Meeting and for their continued and valuable support of the Company and declared the Meeting closed.

End of the meeting 11.20 a.m.

-Signature-

(Mr.Prakit Pradipasen)

Chairman

-Signature-

(Mr.Auychai Tivirach)

Secretary

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.Prakit Pradipasen **Age** 77 **Nationality** Thai

Education : MBA Wayne State University, Detroit USA.
 BBA Silliman University, Dumaguete , The Philippines.

Director Training Program : The role of Chairman (RCM)
 Director Accreditation Program (DAP)



Director Training Program

Present Chairman : Asian Marine Service PCL.,
 Diamon Brand Products PCL., Erawan Group PCL.,
 Ang Thong Sugar Terminal Co.,Ltd.
 Chairman of Audit Committee and Independent Director : Supalai PCL.,
 Haadthip PCL., Luckytex PCL., Thaicarbonblack PCL. and BATA Thailand PCL.
 Director : Susco PCL.

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

Number of Shares : 200,200 shares, (0.08%) As of 18 March 2019

Appointing Date : 30 March 1995

Year as director : 24 years

Attention of the meetings : Board meeting 4/4 times

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

Chairman : Ang Thong Sugar Terminal 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 –

**Being a director / executive in a business that is related to the business of the company that may cause a
 conflict of interest** - No -

2. Name Mrs.Luckana Srisod **Age** 55 **Nationality** Thai
Education : Master of Accounting-Financial Chulalongkorn University
 Bachelor of Accounting Rajamangala University of Technology
Director Training Program : Director Accreditation Program (DAP)
 Advanced Audit Committee Program (AACP)



Work Experience

Present Independent Director and Member of Audit Committee : Asian Marine Service PCL.
 Finance and Accounting Seiner Manager : Scoot Design Co.,Ltd.

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

Number of Shares : -, (-%)

Appointing Date : 1 June 2016

Year as director : 3 years

Attention of the meetings : Board of Directors 2/4 times, Audit Committee 4/4 times

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

Finance and Accounting Seiner Manager : Scoot Design 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 –

Being a director / executive in a business that is related to the business of the company that may cause a conflict of interest - No -

3. **Name** Mr.Teerapong Tanphaibul **Age** 55 **Nationality** Thai
Education : MBA Goden Gate University
 BBA (Accounting) Assumption University
Director Training Program : Director Accreditation Program (DAP)



Work Experience :

Present Director : Asian Marine Services PCL
 Executive Director : Tanphaibul Co.,Ltd., Marine Agencies Co.,Ltd.
 Seatran Travel Co.,Ltd., Omnitech Engineering Co.,Ltd., Heritage Suites Co.,Ltd.,
 Seatran Ferry Co.,Ltd., Seatran Discovery Co.,Ltd., Seatran Port Co.,Ltd.,
 Seatran Dockyard Co.,Ltd., Seatran Lin Co.,Ltd., Pukit Heritage Home Co.,Ltd.,
 and Heritage Town Home Co.,Ltd

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

Number of Shares : 1,000,000 shares (0.39%) , As of 18 March 2019

Appointing Date : 1 July 2018

Year as director : 1 year

Attention of the meetings : Board meeting 4/4 times

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

Executive Director Tanphaibul Co.,Ltd., Marine Agencies Co.,Ltd.
 Seatran Travel Co.,Ltd., Omnitech Engineering Co.,Ltd., Heritage Suites Co.,Ltd.,
 Seatran Ferry Co.,Ltd., Seatran Discovery Co.,Ltd., Seatran Port Co.,Ltd.,
 Seatran Dockyard Co.,Ltd., Seatran Lin Co.,Ltd., Pukit Heritage Home Co.,Ltd.,
 and Heritage Town Home 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 –

Being a director / executive in a business that is related to the business of the company that may cause a conflict of interest - No -

3. **Name** Mr.Win Panitvong **Age** 38 **Nationality** Thai
Education : MBA Harvard Business School (Harvard University), USA.
 Bachelor of Arts in Economics (international)
 Thammasat University



Director Training Program : Director Certification Program (DCP)

Work Experience

Present Executive Director : Asian Marine Services PCL.
 Executive Director and International Sales Manager : Nakorn Petch Sugar Co.,Ltd.
 Executive Director and Deputy Managing Director : Ang Thong Sugar Terminal Co.,Ltd.

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

Number of Shares : 5,500,000 shares (2.13%) , As of 18 March 2019

Appointing Date : 4 April 2017

Year as director : 2 years

Attention of the meetings : Board meeting 4/4 times

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

Executive Director and International Sales Manager : Nakorn Petch Sugar Co.,Ltd.

Executive Director and Deputy Managing Director : Ang Thong Sugar Terminal 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 –

Being a director / executive in a business that is related to the business of the company that may cause a conflict of interest - No -

Profile of Director who proposed to be the Attorney
Asian Marine Services PCL.

1.Name	Mr.Sribhumi Sukhanetr
Age	87 Yrs
Address	69/1 Soi Sukhumvit 61., Khlong Tan Nuea., Vadhana, Bangkok.
Current Position	Chairman of Audit Committee, Independent Director, Chairman of Nominating and Remuneration Committee
Work Experience Present	Chairman <ul style="list-style-type: none"> - Gosakorn Co.,Ltd - Chairman of the Honorary Consul of Thailand - Honorary President Telecommunication - Association of Thailand Under The Royal - Patronage Honorary Consul of the Principality Monaco
% of shareholding	- None -
Benefit special from meeting	- None –

2.Name	Dr. Bumroong Chinda
Age	83 Yrs
Address	29 Moo 1 Seri Thai Rd., Kannayao,Bangkok
Current Position	Audit Committee and Independent Director
Work Experience Present	Businessman
% of shareholding	- None -
Benefit special from meeting	- None -

หนังสือมอบฉันทะ แบบ ก.
PROXY Form A.

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 มารีเนียร์ 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 2563 ขึ้นในวันศุกร์ที่ 3 เมษายน 2563 เวลา 10.00 น. ณ ห้อง ฟอจูน 3 ชั้น 3 โรงแรมแกรนด์ เมอร์เคียว กรุงเทพฯ ฟอจูน ถนนรัชดาภิเษก กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น anyone of the above as my/our proxy holder to attend and vote at the Annual General Meeting 2020 to be held on April 3, 2020 at 10.00 hours at Fortune 3 Room, 3 rd Floor, Grand Mercure Bangkok Fortune, Ratchadapisek Road, Bangkok or on the date and at the place as may be postponed or changed.

กิจการใดที่ผู้รับมอบฉันทะกระทำการในการประชมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการทุกประการ

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.

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 2563 ขึ้นในวันศุกร์ที่ 3 เมษายน 2563 เวลา 10.00 น. ณ ห้อง ฟอจูน 3 ชั้น 3 โรงแรมแกรนด์ เมอร์เคียว กรุงเทพฯ ฟอจูน ถนนรัชดาภิเษก กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น
anyone of the above as my/our proxy holder to attend and vote at the Annual General Meeting 2020 to be held on April 3, 2020 at 10.00 hours at Fortune 3 Room, 3 rd Floor, Grand Mercure Bangkok Fortune, 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 1: พิจารณารับรองรายงานการประชุมสามัญประจำปี 2562</p> <p>Agenda Item 1: To adopt the minutes of Annual General Meeting of Shareholders 2019</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 3: พิจารณานุมัติงบการเงินประจำปีสิ้นสุด วันที่ 31 ธันวาคม 2562</p> <p>Agenda Item 3: To approve the statement of financial for the year ended December 31, 2019.</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 4: พิจารณาจัดสรรกำไรสุทธิ และอนุมัติจ่ายเงินปันผล ประจำปี 2562</p> <p>Agenda Item 4: To consider and approve the allocation of net profit and dividend payment for the fiscal year 2019.</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 5: พิจารณาแต่งตั้งกรรมการแทนกรรมการที่พ้นตำแหน่งตามวาระ ประจำปี 2563</p> <p>Agenda Item 5: To consider the election of the directors to replace those who are retired by rotation and the director remuneration for the year 2020.</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) นายประกิต ประทีปเสนา</p> <p>Mr.Prakit Pradipasen</p>			
<p>(5.2) นางลักขณา ศรีสด</p> <p>Mrs.Luckana Srisod</p>			
<p>(5.3) นายธีรพงษ์ ดันฑ์ไพบูลย์</p> <p>Mr.Teerapong Tanphaibul</p>			
<p>(5.4) นายวิวัฒน์ ภาณิตวงศ์</p> <p>Mr.Win Panitvong</p>			
<p>วาระที่ 6: พิจารณากำหนดผลประโยชน์ตอบแทนกรรมการประจำปี 2563</p> <p>Agenda Item 6: To approve the director remuneration for the year 2020.</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 7: พิจารณาแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชีประจำปี 2563</p> <p>Agenda Item 7: To approve the appointment of external auditor and the audit fee for the year 2020.</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>			

รายการ Agenda Items	เห็นด้วย For	ไม่เห็นด้วย Against	งดออกเสียง Abstain
<p>วาระที่ 8: เรื่องอื่นๆ (ถ้ามี)</p> <p>Agenda Item 8: 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 ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง 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. ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 มารีน เซอร์วิส จำกัด (มหาชน)

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

ในการประชุมผู้ถือหุ้นประจำปี 2563 ขึ้นในวันศุกร์ที่ 3 เมษายน 2563 เวลา 10.00 น. ณ ห้อง ฟอจูน 3 ชั้น 3 โรงแรมแกรนด์ เมอร์เคียว กรุงเทพฯ ฟอจูน ถนนรัชดาภิเษก กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

In the Meeting of the Annual General Meeting 2020 to be held on April 3, 2020 at 10.00 hours at Fortune 3 Room, 3 rd Floor, Grand Mercure Bangkok Fortune, 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	จดออกเสียง / 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.

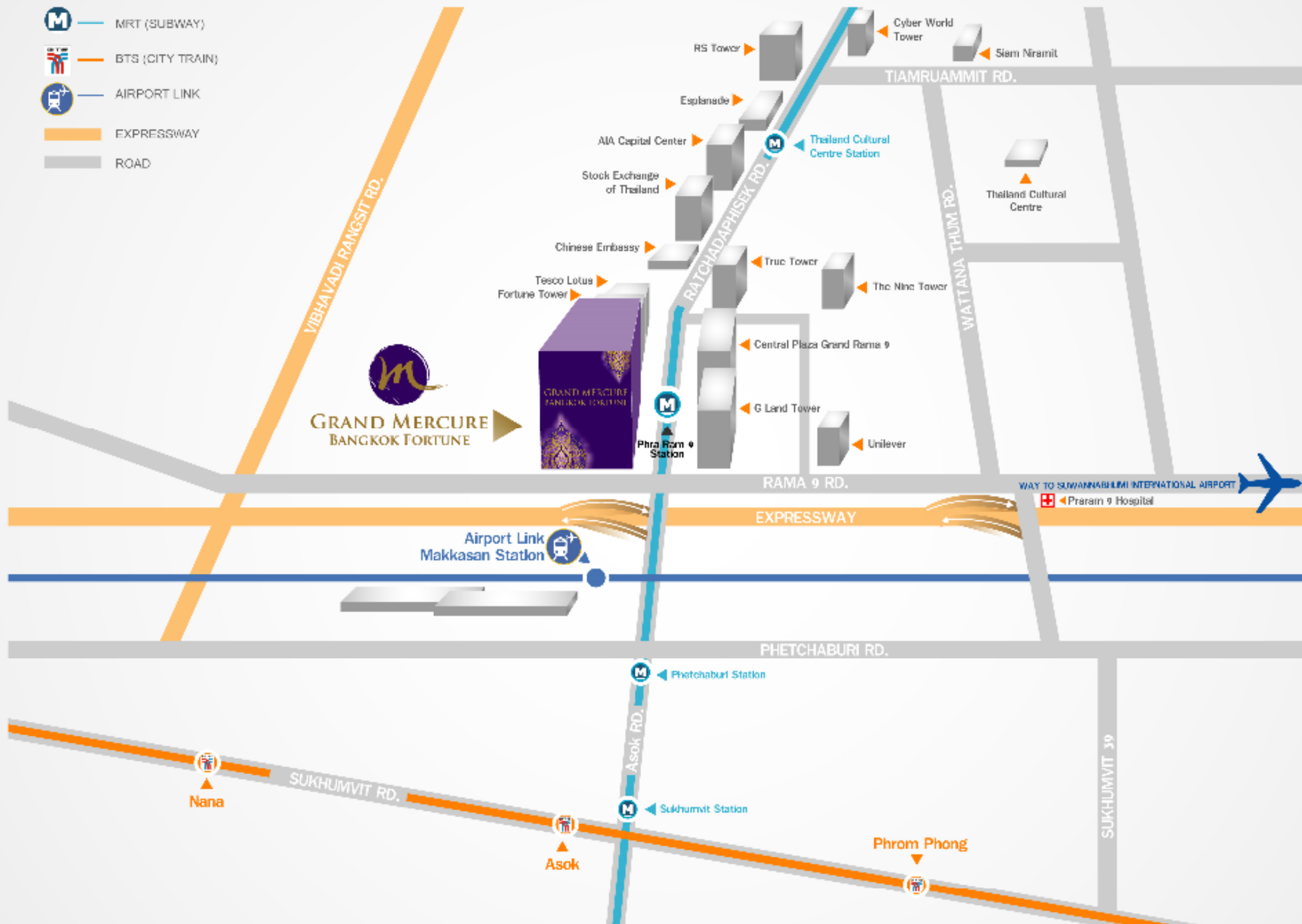
ARTICLE 23 The chairman of the Board of Directors shall preside at a meeting of shareholders. In the event the chairman is not present at the meeting or he is unable to perform his duty, the shareholders shall elect one of their members present to be chairman.

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.

-  MRT (SUBWAY)
-  BTS (CITY TRAIN)
-  AIRPORT LINK
-  EXPRESSWAY
-  ROAD



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(please fill in the form and submit to FAX: 02-453-7213 or E-mail: fid@asimar.com)

To: Company Secretary
 Asian Marine Services Public Company Limited

I/We

would like to have a print copy of 2019 Annual Report of Asian Marine Services Public Company Limited

Please send it to the following address :

No. Moo. Soi.

RoadKhwaeng/Tambon

Khet/AmphoeProvince

Postcode.....Telephone