



Ref 020/2018

8th March 2018

Subject : Invitation to attend the Annual General Meeting of Shareholders for the year 2017 No.1/2018

To : Shareholders

Attachments

1. Detail of committees who has been resigned and re-appointed
2. Qualifications of independent directors and responsibilities of each committee
3. Method of register, proxy and the supplementary documents
4. Biography of Independent Committees who has been nominated as proxy by shareholders.
5. The Company's regulation which related to shareholders' meeting
6. Map of the meeting venue
7. Proxy Form B
8. Request for booklet of Annual Report format

The Board of Directors of the Company have agreed to arrange the 2017 Annual General Meeting of Shareholders No.1/2018 on Thursday 26th April 2018 at 01.30 p.m. (Registered Time 12.30 p.m.) at the 3rd floor Meeting Room of Thai Sugar Terminal Public Company Limited, 90 Moo 1, SoiSiamsilo, Poochaosamingprai Road., Samrongklang, Samutprakarn to consider the following agendas listed below :

1. To acknowledge the overall operation of the Company during 2017.

Objective and reason : The Company has compiled the Annual Operation Report including important information which has been occurred during the year 2017 and appeared on the 2017 Annual Report for shareholders' acknowledgement.

Board of Directors' opinion : The results of the Company operation for the year 2017 should be reported to the meeting of shareholders for acknowledgement.

Resolution : This agenda is for acknowledgement, vote is not required.

2. To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31th December 2017.

Objective and reason : The Balance Sheet Statement and Profit and Loss Statement ended 31th December 2017, which has been appeared on the Annual Report, has been considered and approved by Audit Committee and Board of Directors as well as audited and certified by public auditor.

Board of Directors' opinion : It is appropriate to present the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31th December 2017, which has been considered and approved by Audit Committee and Board of Directors as well as audited and certified by public auditor, to the shareholders' meeting for consideration and approval. The Balance Sheet Statement and Profit and Loss Statement for the fiscal year 2017,

Balance Sheet Statement and Profit and Loss Statement for Company and Subsidiary

(Unit : Baht)

Particular	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Total assets	5,014,051,671	4,951,707,595	3,305,158,723	3,380,071,872
Total liabilities	1,936,474,000	1,928,412,660	1,139,978,657	1,244,322,388
Total revenues from operation	1,763,255,767	1,727,623,042	290,771,108	233,270,243
Net Profit	116,611,736	99,405,359	96,855,259	71,677,046
Basic earnings per share	0.30	0.28	0.25	0.20

Which are summarized as follows and appeared on the Annual Report with attached with the invitation letter.

Resolution : This agenda has to be approved by majority voting from shareholders who attended this meeting. The abstention will not be counted.

3. To consider and approve the allocation of profit for dividend payment and legal reserve.

Objective and reason : According to the company's dividend payment policy, at least 50% of net profit which calculated from the specific financial statement after deduction of tax and legal reserve will be paid, even if there is no any other issues and impact to the operation of company and its subsidiaries. However, the agreed dividend must be considered with other factors which consisting of operation result, financial status, liquidity and expansion plan etc.

According to overall operation and financial status, Thai Sugar Terminal (Public) Company Limited has maintained net profit for the year 2017 (Specific Financial Statement) for the amount of THB.96,855,259.00. The Board of Directors have agreed to pay dividend in cash, calculated from the 2017 overall operation, to shareholders at THB.0.07 per share making the amount of THB.26,832,903.00 or 27.70% of net profit of Specific Financial Statement (equal to 23.01% of net profit of Consolidated Financial Statement). The said dividend must be paid from the net profit for the year 2017 after deduction 20% For the dividend payment plan, the company has announced to pay 20% of net profit after tax which has not related to company's dividend policy. Due the fact that the company has set up the investment plan in 2018 for the current project and the new project. Therefore, the profit has been divided as a reservation for the said projects and allocation legal reserve for the amount of THB.1,080,000.00

Comparison for Dividend Payment for 2015 to 2017

(Unit : Baht)

Details of Dividend payment	2017	2016	2015
1. Net profit of Consolidated Financial Statement	116,611,736	99,405,359	144,762,300
2. Net profit of Specific Financial Statement	96,855,259	71,677,046	89,846,039
3. Dividend per share	0.70	0.06	0.1611111111
4. Total dividend	26,832,903	22,299,631	46,786,644
5. Dividend/Net profit of consolidated financial statement Ratio	23.01%	23.14%	32.32%
6. Dividend/Net profit of specific financial statement Ratio	27.70%	32.09%	52.07%

Board of Directors' opinion : It is appropriate to present the shareholders' meeting for their approval of the profit allocation for dividend payment 2017 in cash at the rate of THB.0.07 per share or the amount not exceeding THB.26,832,903.00 equal to 23.01% of net profit from the specific financial statement (equal to 27.70% of net profit from the consolidated financial statement). The said dividend must be paid from net profit for the fiscal year 2017 after deduction 20% For the dividend payment plan, the company has announced to pay 20% of net profit after tax which has not related to company's dividend policy. Due the fact that the company has set up the investment plan in 2018 for the current project and the new project. Therefore, the profit has been divided as a reservation for the said projects and allocation legal reserve for the amount of THB.1,080,000.00

The specific record date will be on 7th May 2018 and the specific payment date will be on 25th May 2018 but the said date must be approved by shareholder's meeting.

Resolution : This agenda has to be approved by majority voting from shareholders who attended this meeting. The abstention will not be counted.

4. To consider and approve the appointment of Directors for replacement of those who retired.

Objective and reason : As per the Article 14 of the Company's Article of Association, "all annual ordinary shareholder's meeting; one-third of the directors, or, if the number of directors cannot be divided exactly into three parts, the number of directors nearest to one-third; shall be vacated. The directors, who will be vacated on the 1st and 2nd year after registration of company, shall draw lots. The predecessor shall be vacated in the year after.

In 2018, there are 5 from 15 directors who are due to retire as follows:

- | | | | |
|----|---------------|-------------------|---|
| 1. | Mr. Prapas | Chutimavoraphand | Director and President of Board of Director |
| 2. | Mr. Narong | Janelapwattanakul | Director and Executive Director |
| 3. | Mr. Chanachai | Chutimavoraphand | Director and CEO |
| 4. | Mr. Phallop | Haemataksin | Director and Acting Managing Director |
| 5. | Ms. Yaowanuch | Dechvitak | Director and Vice-Managing Director |

Moreover, the Company has offered an opportunity in advance for shareholders to nominate the qualified candidates through company website during 1 October 2017 – 31 December 2017, but no one has been nominated by shareholders.

Criteria and Nomination Procedure : The Nomination and Remuneration Committee meeting no. 2/2018 dated 26th January 2018, have brought the consideration that the above directors are expert, experienced, qualified and generalist. In order to maintain the benefit of operation, the committee proposed that the aforesaid directors should be elected and took a position for another term.

Board of Directors' opinion : Board of Directors excluding the directors who have conflict of interest in this matter, agreed with the Nomination and Remuneration Committee to reinstate 5 directors mentioned above to serve for another term. Bio-data of Nominee for Directorship appears in **Attachment 1**.

Resolution : This agenda has to be approved by majority voting from shareholders who attended this meeting. The abstention will not be counted.

5. To consider and approve the Directors' remuneration.

Objective and reason : Nomination and Remuneration Committee Consider the remuneration of the Board and subcommittees. Take into account the responsibilities and the performance of the board. Good Corporate Governance Principles and the same industry. The Annual General Meeting of Shareholders for the year 2017 has specified the directors and sub-committee's remuneration for the amount of THB. 8,041,990.71.

Rules and procedures for remuneration offering : The Nomination and Remuneration Committee has thoroughly considered the remunerations and found that it is appropriate in line with the same industry, therefore, the monthly remuneration should be maintained. As for attendance fee for committee chairman should be adjusted from THB.12,000.00 to THB.18,000.00 and chairman of sub-committee should be adjusted from THB.6,000.00 to THB.12,000.00, details areas follows :

(Unit : Baht)

	2017 (Offered Year)	2016	Increase (Decrease)
Remuneration for Chairman (per month)	78,000	78,000	-
Remuneration for Director (per month)	18,000	18,000	-
Attendance fee for Board of Director (once a month)			
- Chairman	18,000	12,000	6,000
- Director	-	12,000	-
Remuneration for Audit Committee			
- Chairman	12,000	12,000	-
- Committee	6,000	6,000	-
Attendance fee for Sub-Committee			
- Chairman	12,000	6,000	6,000
- Committee	-	6,000	-

Remuneration Compositions : Remuneration is consisting of monthly compensation and attendance fee. Furthermore, the said compensation are not included year ended bonus which will be considered by Board of Directors and depended on 2018 performance.

Board of Directors' opinion : The Board of Directors had appointed the Nomination and Remuneration Committee to reconsider the suitable remuneration by considering the scope of responsibility, financial status and comparing with the standard of other companies in the same industry. The remuneration should be specified as remuneration, attendance fee and bonus. Board of Directors has agreed.

Resolution : This agenda is required not less than two-thirds (2/3) votes from the total number of the shareholders who attended the meeting. (Limited Public Company Act, Section 90)

6. To consider and approve the appointment of Auditors and Auditing Fee fixing for the year 2018.

Objective and reason : To comply with Section 120 of the Public Limited Companies Act B.E. 2535 prescribed that the auditors and auditing fee shall be specified annually and allowed the previous auditor to be re-appointed.

Board of Auditor's Opinion : The Audit Committee have recommended that auditors have fully attempted and finished within the time limit. They have also provided the benefit suggestion in order to prepare financial statement, therefore, in the Board of Director meeting no. 2/2018 dated 22nd February 2018 presented the below auditors to Board of Shareholder Meeting for consideration and appointment :

Name Certified Public Accountant Registration No. Years of service

- | | | | |
|----|-------------------------|------|-------------|
| 1. | Mr. Aumpol Jumnongwat | 4663 | 6 years or |
| 2. | Miss Prapasri Leelasupa | 4664 | 14 years or |
| 3. | Mr. Narit Saowaluksakul | 5369 | 3 years |

Moreover, the certified public accountant from AMC Limited has no relationship and/or interest between auditor and company/subsidiary/executive directors/major shareholders or any related person of the aforesaid persons. Therefore, they are able to audit and comment on the financial statement of the Company independently as well as auditors from AMC Limited will audit all subsidiaries. For the year 2018, AMC Limited has proposed auditing fee for THB.640,000.00 increased by THB.10,000.00 from 2017 which will be normally adjusted. The Board of Auditors have considered and recommended that the auditing fee is appropriate.

Remuneration for Auditor's fee comparing with the year 2018

(Unit : Baht)

Remuneration for Auditor	2018 (Propose)	2017	Increase (Decrease)	Percent
- Company's Audit Fee	640,000	630,000	10,000	1.59
- Reviewed financial statements' fee(English)	80,000	80,000	-	-
- Miscellaneous (Postal, Trip, accommodation, etc.)	Actual disbursement	Actual disbursement	-	-

Board of Directors' opinion : The nominated auditors should be submitted to Board of Shareholder Meeting for approval and appointment; Mr. Aumpol Jumngwat Certified Public Accountant Registration No. 4663 or Miss Prapasri Leelasupa Certified Public Accountant Registration No. 4664 or Mr. Narit Saowaluksakul Certified Public Accountant Registration No.5369; to be company's auditor for 2018 as well as auditing fee as stated above and recommended by the Board of Auditors. Any expenses, which may be occurred other than the above mentioned fee, will be approved by management.

Resolution : This agenda has to be approved by majority voting from shareholders who attended this meeting. The abstention will not be counted.

7. To approve the amendment to Article 28 of the (TSTE) Articles of Association

Objective and reason : To comply with Section 100 of the Public Limited Companies Act BE 2535 as amended by the order of the Chief. Of the National Peace Council No. 21/2560 Re: Amendments to the Law on Business Facilitation.

Board of Directors' opinion : The Board of Directors found it appropriate for the Meeting to approve the amendment to Article 28 of the (TSTE) Articles of Association to be in line with Section 100 of the Public Limited Companies Act B.E.2535, which is amended according to the Order of the Head of the National Council for Peace and Order No. 21/2560 Re : Additional Amendment to the Law for Business Facilitation.

Existing Articles

Article 28 The board of directors shall arrange a shareholders' meeting as an Annual General Meeting to be held within 4 months from the last day of the financial year of the Company Shareholders holding shares amounting to not less than one-fifth (1/5) of the total number of shares sold or shareholders numbering not less than twenty-five (25) persons holding shares amounting to not less than one-tenth (1/10) of the total number of shares sold, may submit a written request to the Board of Directors for calling an extraordinary general meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within one (1) month as from the date of receipt of such request from the shareholders.

New Articles

Article 28 The board of directors shall arrange a shareholders' meeting as an Annual General Meeting to be held within 4 months from the last day of the financial year of the Company.

One or more shareholders holding shares amounting to not less than ten percent of the total number of shares sold may, by subscribing their names, makes a written request to the Board of Directors to call an extraordinary general meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.

In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph one, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five days as from the completion of such period. In this regard, the meeting shall be considered as the shareholders meeting called by the Board of Directors. The company shall be responsible for necessary expenses arising from such meeting and reasonably provide facilitation.

In case the quorum of the shareholders meeting called by the shareholders as prescribed under paragraph two is not formed according to Article 30 the shareholders as prescribed under paragraph two shall be collectively responsible to the company for expenses arising from such meeting.

Resolution: This agenda must be approved by not less than three quarters (3/4) of the total number of votes of shareholders attending the meeting and having the right to vote.

8. Other matters (If any)

The Company would like to invite all shareholders to attend the Annual Company Meeting on date, time and place as per details attached. In case of shareholders would like to nominate other person or their independent committee as proxy in order to attend the meeting and vote on their behalf, please fill in and sign the attached letter of power of attorney or download letter of power of attorney from www.tstegroup.com by choosing a fixed format, format A or B or C (format C is used for the foreign shareholders who nominate Custodian in Thailand to take care their shares). Please find the details in the attached document no. 3 related to documents which should be applied in the meeting.

Yours sincerely,

By the order of the Board of Directors,

-Signed-

(Mr.Chanachai Chutimavorapand)

Chief Executive Officer

Thai Sugar Terminal (Public) Company Limited

Remarks: The Annual Report in CD format will be delivered with the Invitation to the Annual General Meeting of Shareholders. However, a shareholder who would like to receive the printed copy of the Annual Report may fill in the request form (Attachment 8)

NO GIFTS ARE DISTRIBUTED IN THE MEETING