



**THAI SUGAR TERMINAL PUBLIC COMPANY LIMITED**

**Annual General Meeting of Shareholder for the year 2017**

**No. 1/2018**

**Thursday, April 26, 2018 at 1.30 p.m.**

**(Registration starts at 12.30 p.m.)**

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Conference at Meeting room, Floor 3, The Thai Sugar Terminal Public Company Limited,  
90 Moo 1, Siam si lo Soi, Poochaosamingphrai Road., Samrongklang,  
Phrapradaeng, Samutprakarn 10130  
Telephone. 0 – 2183 – 4567 Fax. 0 – 2183 - 4561



Ref 020/2018

8<sup>th</sup> 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 26<sup>th</sup> April 2018 at 01.30 p.m. (Registered Time 12.30 p.m.) at the 3<sup>rd</sup> 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 31<sup>th</sup> December 2017.**

**Objective and reason** : The Balance Sheet Statement and Profit and Loss Statement ended 31<sup>th</sup> 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 31<sup>th</sup> 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
<b>Total assets</b>	5,014,051,671	4,951,707,595	3,305,158,723	3,380,071,872
<b>Total liabilities</b>	1,936,474,000	1,928,412,660	1,139,978,657	1,244,322,388
<b>Total revenues from operation</b>	1,763,255,767	1,727,623,042	290,771,108	233,270,243
<b>Net Profit</b>	116,611,736	99,405,359	96,855,259	71,677,046
<b>Basic earnings per share</b>	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 7<sup>th</sup> May 2018 and the specific payment date will be on 25<sup>th</sup> 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 1<sup>st</sup> and 2<sup>nd</sup> 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 26<sup>th</sup> 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 22<sup>nd</sup> 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)

<b>Remuneration for Auditor</b>	<b>2018 (Propose)</b>	<b>2017</b>	<b>Increase (Decrease)</b>	<b>Percent</b>
- 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 Jumnongwat 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](http://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**

**Attachment for Agenda 4 To consider the election of directors to replace those retiring by rotation****Details of the director who are retiring by rotation and propose to re-election to be the company's director**


<b>Name-Surname</b>	:	<b>Mr.Prapas Chutimavoraphand</b>	
<b>Type of Director proposed to be appointed</b>	:	<b>Director</b>	
<b>Current Position</b>	:	<b>Chairman of the Executive Committee/ Director (Authorized signatory) Thai Sugar Terminal Public Company Limited and its subsidiaries</b>	
Age	:	80 Years Old	
Nationality	:	Thai	
Address	:	86/16 Sukhumvit Soi, Sukhumvit Rd., Klongton Subdistrict, Klong Toey District, Bangkok	
Educational background	:	School Year 6, Ban Bueng Uttasahakam School	
Training on course for director	:	Certificate of Director Accreditation Program (DAP 17/2004) Thailand Institute of Director (IOD)	
Number of year in the position	:	On 15 December 1999 a total of 18 years 4 months 16 days	
Number of time attending the Board of Directors Meeting	:	12 out of 12 times the normal rotation	
Number of company shares, including those held by spouse as of December 31, 2017 (Company's shares that have not been held by spouses or minor children)	:	17,788,066 shares (4.64%) Spouse Mrs. Sumitra Chutimavoraphand 2,940,851 shares (0.77%) (Total 20,728,917 shares (5.41%))	
Relationship with family and executive	:	Father of Mr. Chanachai Chutimavoraphand Director and Chief Executive Officer	
Criteria and selection method	:	Mr.Prapas Chutimavoraphand having passed the screening process of the Nomination and Remuneration Committee, the Board of Directors has considered that the qualifications are suitable for the business operation of the Company.	
Have / Have no conflict of Interest in the agenda related to independent directors	:	None	
Current position in other company			
(a) Listed Company	:	Chairman of Executive Board	T S Flour Mill Public Company Limited
(b) Non-listed company	:	Chairman of Executive Board	T S warehouse Company Limited
		Chairman of Executive Board	T S G Asset Company Limited
		Chairman of Executive Board	T S Oil industrial Company Limited
		Chairman of Executive Board	T S Transport and Logistics Company Limited
		Managing Director	On Nuj Construction Company Limited
		Director	Para High Tech Company Limited
		Director	Bangkok Boutique Hotel (Thailand) Limited
(c) Other positions	:	None	
(d) Holding positions in competing businesses that may cause conflict of interest	:	None	
(e) Specify the type of business in case of potential conflict of interest (During the past two years)	:	None	
Disqualification	:	No record on criminal case related to property committed with dishonest intent No record on conducting transaction that may cause conflict of interest with the company during the previous years.	



**Details of the director who are retiring by rotation and propose to re-election to be the company's director**

<b>Name-Surname</b>	:	<b>Mr. Narong Chenlarpwatanakul</b>	
<b>Type of Director proposed to be appointed</b>	:	<b>Director</b>	
<b>Current Position</b>	:	<b>Executive Director (Authorized Director) Thai Sugar Terminal Public Company Limited and its subsidiaries</b>	
Age	:	52 Years Old	
Nationality	:	Thai	
Address	:	745 Baromratchachonnanee Soi 4, Baromratchachonnanee Rd., Bang Bamru, Bang Phlad, Bangkok	
Educational background	:	Bachelor Degree of Economics, Thammasat University.	
Training on course for director	:	Certificate of Director Accreditation Program (DAP 62/2007) Thailand Institute of Director (IOD)	
Number of year in the position	:	On 28 November 2006 a total of 11 years 5 month 3 days	
Number of time attending the Board of Directors Meeting	:	12 out of 12 times the normal rotation	
Number of company shares, including those held by spouse as of December 31, 2017 (Company's shares that have not been held by spouses or minor children)	:	None	
Relationship with family and executive	:	None	
Criteria and selection method	:	Mr. Narong Chenlarpwatanakul having passed the screening process of the Nomination and Remuneration Committee, the Board of Directors has considered that the qualifications are suitable for the business operation of the Company.	
Have / Have no conflict of Interest in the agenda related to independent directors	:	None	
Current position in other company			
(a) Listed Company	:	Executive Director                      T S Flour Mill Public Company Limited Nomination and Compensation	
(b) Non-listed company	:	Director                      Mitrkaset Industry Company Limited Director                      Wattanakul Oxygen Company Limited Executive Director        T S warehouse Company Limited Executive Director        T S G Asset Company Limited Executive Director        T S Oil industrial Company Limited Executive Director        T S Transport and Logistics Company Limited Director                      Mitr Kasetr Uthaithani Co., Ltd Director                      Uthaithani Bio Energy Co., Ltd	
(c) Other positions	:	None	
(d) Holding positions in competing businesses that may cause conflict of interest	:	None	
(e) Specify the type of business in case of potential conflict of interest (During the past two years)	:	None	
Disqualification	:	No record on criminal case related to property committed with dishonest intent No record on conducting transaction that may cause conflict of interest with the company during the previous years.	

**Details of the director who are retiring by rotation and propose to re-election to be the company's director**

<b>Name-Surname</b>	:	<b>Mr. Chanachai Chutimavoraphand</b>	
<b>Type of Director proposed to be appointed</b>	:	<b>Director</b>	
<b>Current Position</b>	:	<b>Executive Director (CEO) (Authorized Director) (Authorized signatory) Thai Sugar Terminal Public Company Limited and its subsidiaries</b>	
<b>Age</b>	:	46 Years Old	
<b>Nationality</b>	:	Thai	
<b>Address</b>	:	86/16 Sukhumvit Soi, Sukhumvit Rd., Klongton Subdistrict, Klong Toey District, Bangkok	
<b>Educational background</b>	:	Master Degree of Business Administration, Tennessee University, U.S.A. Master Degree of Arts, Business Law, Chulalongkorn University. Bachelor of Law, Chulalongkorn University. Bachelor Degree Electrical Engineering, Chulalongkorn University.	
<b>Training on course for director</b>	:	Certificate of Director Accreditation Program (DAP 37/2005) Thailand Institute of Director (IOD) CFA Charter holder, Association for Investment Management and Research (AIMR)	
<b>Number of year in the position</b>	:	On 28 June 2000 a total of 17 years 10 months 3 days	
<b>Number of time attending the Board of Directors Meeting</b>	:	11 out of 12 times the normal rotation	
<b>Number of company shares, including those held by spouse as of December 31, 2017 (Company's shares that have not been held by spouses or minor children)</b>	:	63,818,515 หุ้น shares (16.65%)	
<b>Relationship with family and executive</b>	:	Son of Mr.Prapas Chutimavoraphand Chairman of the Executive Committee	
<b>Criteria and selection method</b>	:	Mr. Chanachai Chutimavoraphand having passed the screening process of the Nomination and Remuneration Committee, the Board of Directors has considered that the qualifications are suitable for the business operation of the Company.	
<b>Have / Have no conflict of Interest in the agenda related to independent directors</b>	:	None	
<b>Current position in other company</b>			
<b>(a) Listed Company</b>	:	Executive Vice President- Finance & Accounting Executive Director	Khon Kaen Sugar Public Company Limited  T S Flour Mill Public Company Limited

(b) Non-listed company	:	Director	T S warehouse Company Limited
		Director	T S G Asset Company Limited
		Director	T S Oil industrial Company Limited
		Director	T S Transport and Logistics Company Limited
		Director	Koh Kong Sugar Industry Company Limited
		Director	Savannakhet Sugar Company Limited
		Director	KSL Real Estate Company Limited
		Director	WSP Logistics Company Limited
		Director	BBGI Company Limited
		Director	KSL Material Supply Company Limited
		Director	KSL Green Innovation PLC.
		Director	On nuj construction Company Limited
		Director	New Krungthai Sugar Factory Company Limited
		Director	Tamaka Sugar Company Limited
		Director	New Kwang Soon Lee Sugar Company Limited


(c) Other positions : None

(d) Holding positions in competing businesses that may cause conflict of interest : None

(e) Specify the type of business in case of potential conflict of interest (During the past two years) : None

Disqualification : No record on criminal case related to property committed with dishonest intent  
No record on conducting transaction that may cause conflict of interest with the company during the previous years.

**Details of the director who are retiring by rotation and propose to re-election to be the company's director**

<b>Name-Surname</b>	:	<b>Mr. Phallop Haemataksin</b>	
<b>Type of Director proposed to be appointed</b>	:	<b>Director</b>	
<b>Current Position</b>	:	<b>Executive Director (Acting MD) (Authorized Director)(Authorized signatory) Thai Sugar Terminal Public Company Limited and its subsidiaries</b>	
Age	:	55 Years Old	
Nationality	:	Thai	
Address	:	90 Moo 3, Tambon Sam Khok, Amphoe Sam Khok, Pathum Thani	
Educational background	:	Bachelor Degree of Faculty Law Ramkhamhaeng University	
Training on course for director	:	Certificate Director Accreditation Program (DAP 143/2017) Thailand Institute of Director (IOD)	
Number of year in the position	:	On 1 February 2016 a total of 1 year 3 months	
Number of time attending the Board of Directors Meeting	:	12 out of 12 times the normal rotation	
Number of company shares, including those held by spouse as of December 31, 2017 (Company's shares that have not been held by spouses or minor children)	:	None	
Relationship with family and executive	:	None	
Criteria and selection method	:	Mr. Phallop Haemataksin having passed the screening process of the Nomination and Remuneration Committee, the Board of Directors has considered that the qualifications are suitable for the business operation of the Company.	
Have / Have no conflict of Interest in the agenda related to independent directors	:	None	
Current position in other company			
(a) Listed Company	:	None	
(b) Non-listed company	:	Managing Director T S Warehouse Company Limited Managing Director T S G Asset Company Limited Managing Director T S Oil Industry Company Limited Managing Director T S Transport and Logistics Co., Ltd	
(c) Other positions	:	None	
(d) Holding positions in competing businesses that may cause conflict of interest	:	None	
(e) Specify the type of business in case of potential conflict of interest (During the past two years)	:	None	
Disqualification	:	No record on criminal case related to property committed with dishonest intent No record on conducting transaction that may cause conflict of interest with the company during the previous years.	

**Details of the director who are retiring by rotation and propose to re-election to be the company's director**

<b>Name-Surname</b>	:	<b>Mrs. Yaovanuth Dejvitak</b>	
<b>Type of Director proposed to be appointed</b>	:	<b>Director</b>	
<b>Current Position</b>	:	<b>Executive Director (Vice Managing Director) (Authorized Director)(Authorized signatory) Thai Sugar Terminal Public Company Limited and its subsidiaries</b>	
Age	:	41 Years Old	
Nationality	:	Thai	
Address	:	86/16 Sukhumvit Soi, Sukhumvit Rd., Klongton Subdistrict, Klong Toey District, Bangkok	
Educational background	:	Bachelor of Faculty Commerce and Accountancy, Finance Thammasat University Master of Faculty of Business Administration International Management Branch Schiller International University, Switzerland Master of Faculty of Business Administration, Finance Bentley College , Massachusetts United states	
Training on course for director	:	Certificate of Director Accreditation Program (CDP) Class 126/2016 Thailand Institute of Director (IOD)	
Number of year in the position	:	On 1 January 2016, Amount 2 Years 4 mounts	
Number of time attending the Board of Directors Meeting	:	12 out of 12 times the normal rotation	
Number of company shares, including those held by spouse as of December 31, 2017 (Company's shares that have not been held by spouses or minor children)	:	31,299,893 shares (8.17%)	
Relationship with family and executive	:	Daughter of Mr.Prapas Chutimavoraphand Chairman of the Executive Committee	
Criteria and selection method	:	Mrs. Yaovanuth Dejvitak having passed the screening process of the Nomination and Remuneration Committee, the Board of Directors has considered that the qualifications are suitable for the business operation of the Company.	
Have / Have no conflict of Interest in the agenda related to independent directors	:	None	
Current position in other company (a) Listed Company	:	None	

(b) Non-listed company : Director BB Capital Co.,Ltd.  
 Managing Director  
 Director On Nuj Construction Company Limited  
 Director MungKonk Siam Business Co.,Ltd.  
 Director Para Hitec Co., Ltd.  
 Director K.K. Wood Industry Company Limited  
 Director Amargo Co.,Ltd.  
 Director T S warehouse Company Limited  
 Director T S G Asset Company Limited  
 Director T S Oil industrial Company Limited  
 Director T S Transport and Logistics Company Limited

(c) Other positions : None

(d) Holding positions in competing businesses that may cause conflict of interest : None

(e) Specify the type of business in case of potential conflict of interest (During the past two years) : None

Disqualification : No record on criminal case related to property committed with dishonest intent  
 No record on conducting transaction that may cause conflict of interest with the company during the previous years.

**Independent director and responsibilities of each committee**

**Definition of Independent Directors**

(Definition of Independent Directors of the Company is equal to the requirements of the Capital Market Supervisory Board, the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.)

According to the company's corporate governance policy. Independent directors must have the following features.

1. Holding not more than 0.5 percent of the total number of shares with the voting rights of the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company. In this case, for the purpose of calculation, the number of shares held by the related person of each member of the Audit Committee shall also be included.
2. Neither being a director who takes part or used to take part in management, nor being or used to be an employee, staff, an advisor who receives regular salary, nor the controlling person of the Company, parent company, subsidiaries, associated companies, major shareholders or the controlling person of the Company, unless such director has resigned from such position for at least two years.
3. Not being a blood-related person nor legally related as father, mother, spouse, brother, sister and children, including being the spouse of the children of the executives, major shareholders, controlling persons or the persons who will be nominated as the executive or controlling person of the Company or subsidiaries.
4. Neither having, nor used to have any business relationship with the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company in the manner that may obstruct the exercise of independent judgment as a member of the Audit Committee. Moreover, a member of the Audit Committee must neither being, nor used to be a key shareholder or controlling person of the entities having business relationship with the Company, parent company, subsidiaries, associated companies, major shareholders, or the controlling persons of the Company, unless such director has resigned from such position for at least two years.
5. Neither being, nor used to be the auditor of the Company, parent company, subsidiaries, associated companies, major shareholders, controlling persons of the Company, nor being a key shareholder, controlling person or partner of the audit office having the auditor providing auditing service to the Company, parent company, subsidiaries, associated companies, major shareholders, or the controlling persons of the Company, as a member, unless such director has resigned from such position for at least two years.
6. Neither being, nor used to be a provider of any professional services including the legal advisory or financial advisory services that received fees in the amount of more than Baht Two million per year from the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company, nor being shareholder, the controlling person, or partner of such professional services provider, unless such director has resigned from such position for at least two years.
7. Not being a director who has been appointed as a representative of the Company, major shareholders or shareholders relating to major shareholders.
8. Neither operating the business having the same nature which significantly competes with the business of Company or its subsidiaries, nor being a significant partner or a director who involves in the management, nor being an employee, staff, a member, and a consultant who receives regular salary, or holds more than 1 percent of the total number of shares with the voting rights of a company that operates the business having the same nature and sign if it competes with the businesses of the Company or its subsidiaries.
9. Having no other conditions that may obstruct the independent expression of comment on the Company's operation.

Independent qualified under Section 1 of Article 9 may be assigned by the Board of Directors to decide on the operation of the company, subsidiaries, affiliates, subsidiaries same. Its major shareholder or controlling person of the Company. The decision in the form of the (collective decision). The persons appointed as independent directors of the Company is a party or has a business relationship or services professional exceeding the amount determined in accordance with Article 4 or Article 6. The Board of Directors may approve it. If you see that the appointment of such a person has no impact on the performance and commented on the release, and the company has disclosed the following information in the AGM shareholders. The agenda for the appointment of independent directors, as already mentioned.

- (A) The business relationship or a professional service provider that such person is not qualified under the criteria set
- (B) The reasons and the need for continued or appointed such persons as independent directors.
- (C) The Board of Directors of the Company to propose the appointment of such persons as independent directors.

**Note Thai Sugar Terminal Public Company Limited has defined as independent in accordance with the rules of the office is intense to the requirements of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand.**

**Duties and responsibilities of the Board of Directors**

1. Take care of and manage the company according to the law, company's objectives and regulations, including the shareholder meeting's resolution with honesty, and try it best to maintain the company's benefit.
2. Identify the policy and direction of the company's operations, and monitor and supervise the management to efficiently and effectively perform according to the specified policies in order to add the economic value to the company and create the pleasant return to shareholders.
3. Control, monitor, and supervise the management and administration of the Executive Board in order to comply with the policy assigned, except the following issues, the Board of Directors must be approved from the shareholders before taking actions.
  - 3.1 Issues identified by the law to be approved by the shareholders' meeting
  - 3.2 Related transactions with the value exceeding 3% of net tangible asset of the latest financial statement.
  - 3.3 Acquiring or selling the important assets with the value exceeding 50% of total assets of the latest financial statement.
4. Approve the human resource management policy and executive development plans, identify the remuneration, and recruit and identify the successors of high-ranking executives, and evaluate the performance of CEO, managing director, and take care of the company in order to possess the effective process in evaluating the performance of high ranking executives.
5. Monitor and supervise the internal auditors and external auditors in order to work effectively.
6. Approve the quarterly and annual financial statements, and take care of the preparation of financial statement according to the generally accepted accounting standards.
7. Shall arrange the Board of Directors meeting once a month and / or in case that there are urgent issues for the Board's consideration and it is not possible to wait for the approval from the monthly meeting, the Board of Directors shall arrange the additional meeting deemed as appropriate.



- Identify the clear meeting agendas in advance of the meeting throughout the year such as the agenda for certification, notification, consideration, and other agendas.
  - Considering various agendas must fairly realize the benefits of shareholders and relevant parties.
  - Open the opportunity for expressing the opinions freely.
  - Identify sufficient time for considering each agenda in order to discuss and express the opinions prudentially by chairman of the Board of directors shall properly control meeting time.
8. Accountable to shareholders. By providing a channel of communication between shareholders and stakeholders with appropriately.
  9. Have honesty and integrity in business operations.
  10. The directors may seek the experts from various areas for the accurate decisions.
  11. The directors must have knowledge, experience proficiency beneficial to the business operations and must be interested in the company where they serve as the directors.
  12. The Board of Directors must arrange the shareholders' meeting as the annual ordinary shareholders' meeting within 4 months from the closing date of the end-of-year company's balance sheet. For other meetings shall be called extraordinary meeting. The Board of Directors shall call for the shareholders' extraordinary meeting at anytime deemed as appropriate.
  13. Board of Directors shall have the balance sheet and profit and loss account at the end of each year, the company proposed to the shareholders. Annual General Meeting to approve the balance sheet and profit and loss account. The Board of Directors shall arrange for the auditor to complete the inspection prior to the meeting of shareholders.

**The duties and responsibilities of the executive committee**

1. The Executive Committee has the authority to manage and operate the company as prescribed by the Board or approved by the Board. The operation case.
2. The Executive Committee has the authority to manage the company as planned.
3. Executive Chairman to the Board of Directors to the Board of Directors to acknowledge the work that Management has already made significant changes to the Company's business and / or the management considers it appropriate to approve the offer is subject to approval from the board before.
4. The Executive Committee has the authority and responsibility in carrying out the activities required to manage a successful goal of company.
5. Preparing and reviewing financial plans and policies of the company and presented to the Board for approval.
6. Development and Human Resources and Remuneration proceed to HR strategy
7. Appoint Monitor and evaluate the performance of the executive departments down to the employee level. And the provision of a successor Incumbent on
8. Monitor and report to the Commission on the performance of the company and the progress in operations to achieve company objectives
9. Tracking the performance of employees at all levels about the risk management guidelines of the Company as well as effectiveness of internal control and legal compliance. Regulations and policies

#### **Duties and responsibilities of Audit Committee**

1. Audit the company's financial reports accurately and sufficiently.
2. Audit the company's internal control system and internal audit properly and effectively.
3. Audit the company's compliance according to the laws regarding securities and stock markets, stock market's requirement or other laws related to the company's businesses.
4. Review, select, and propose the appointment of company's external auditor and fix the audit fee.
5. Consider the accurate and complete disclosure of the company's information in case of related transactions or transactions that may lead to conflict of interest.
6. Prepare the Audit Committee's report by disclosing such report in the company's annual report, and such report must be signed by chairman of Audit Committee.
7. Perform other duties as assigned by the Board of Directors with the approval from Audit Committee.

#### **Duties and Responsibilities of Nominating and Remuneration Committee**

1. Recruit and nominate persons who have proper qualifications to be the company's directors in order to propose to the Board of directors for consideration in case of vacancies.
2. Audit the structure, size, and components of the Board of Directors and provide recommendations in case that it is necessary to change such abovementioned.
3. Evaluate the performance of the Board of Directors every year in order to report to the Board of Directors.
4. And review the policy framework and guidelines for remuneration and other benefits that are appropriate for Chief of Executive Officer and in accordance with their responsibilities and comparable to levels observed in the group. The same industry and in accordance with the policy of the Commission, In connection with the performance of the company and the results performance of each director and should be considered a change to existing shareholders at the meeting presented to the Board of Directors for presentation to the shareholders for approval next.
5. Perform other relevant actions according to this regulation as stipulated by the Board of Directors.

#### **The duties and responsibilities of board governance**

Currently, the Audit Committee oversees the operation. The organizational structure of the company is not a large organization and action plans are not complicated. It consists of various sub-committees executive Committee the total number of employees There are not many so in terms of corporate governance, it is the duty and responsibility of the Audit Committee.

**How to register the proxy statement and the documents accompanying proxy**

**1. Registration**

- The Shareholders or proxies can register their attendance and submit documents or evidence for inspection at the place of the Meeting before the time of the meeting, starting from 12.30 p.m. on April 26, 2018.

**2. Attendance of Meeting in Person**

- Please present the original identification card, government official identification card or passport (in case of foreign shareholders) for registration. In the event of change of name, last name, evidence certifying such change must also be presented.

**3. Appointment of Proxy**

- A Shareholder must appoint only one proxy to attend and vote at the Meeting in accordance with the form of proxy attached hereto.
- If a Shareholder wishes to appoint the Company's director to be his/her proxy, he/she may appoint:
  - Mr. Pricha Attavipach Chairman / Independent Director 80 years **or**
  - Mr. Chadej Insawang Chairman of Audit Committee / Independent Director 71 years
- Details of proxy is attached to this document.
- For convenience, please deliver the form of proxy with documents or evidence to the Company at Office of the Secretary, Thai Sugar Terminal Public Company Limited  
No. 90 Moo 1, Soi Siamso, Poochaosamingphrai Rd., Samrongklang, Phrapradaeng, Samutprakarn 10130  
Prior to the meeting not less than one day by completing and signing the form. If there is a limit, modify or delete a key, the proxy must be signed by every director Proxy stamp duty of 20 baht.

**4. Documents to be used for the proxy**

**(1) In case of individual grantor** The grantor must submit and the proxy must present the following documents:


- Form of proxy signed by the grantor.
- Copy of grantor identification card, government official identification card or passport (in case of foreign appointer) which must be certified true and correct by the grantor.
- The proxy must present his/her original identification card, government official identification card or passport (in case of foreign proxy) for the purpose of registration.

**(2) In case of juristic person grantor** The grantor must submit and the proxy must present the following documents:


- Form of proxy signed by a person authorized to sign to bind the juristic person according to its Affidavit, with the seal of the juristic person affixed (if any).
- In case that the grantor is a juristic person registered in Thailand, please submit a copy of Affidavit certified true and correct by a person authorized to sign to bind such juristic person with the seal of the juristic person affixed (if any).
- In case the grantor is a juristic person registered abroad, please submit a copy of the constitutional document issued by competent authority in the country where the juristic person is located, and certified by a notary public or other competent authority for no longer than 3 months.
- For a foreign juristic person, if an original of any document is not in the English language, the English translation there of must be prepared and attached. Such translation must also be certified true and correct by a person authorized to sign to bind the juristic person.
- The proxy must present his/her original identification card, government official identification card or passport (in case of foreign proxy) for the purpose of registration.

**Summary of Profile of Independent Director**

**In case that Shareholders empower Independent Director to be their proxy**

<b>Name – Surname</b>	<b>Mr. Pricha Attavipach</b>	
Position	Chairman / Independent Director	
Age	80 years	
Address	21 Soi Soonvijai 1, New Petchburi Road, Bangkapi Subdistrict, Huaikhwang district, Bangkok 10310	
Education	Bachelor Degree of Industrial Engineering, Chulalongkorn University. Master Degree of Industrial Engineering and Management, Oklahoma State University U.S.A.	
Relationship	None	
% of Shares	15,681 Shares (0.004%)	
With / without special interest different from other directors in the agenda proposed at this meeting	None	

**Or**

<b>Name – Surname</b>	<b>Mr. Chadej Insawang</b>	
Position	Independent Director/ Chairman of Audit Committee	
Age	71 years	
Address	414 Soi Pattanakarn 30, Pattanakarn Rd, Suan Luang Subdistrict, Suan Luang District, Bangkok.	
Education	Master Degree of Political Science, Thammasat University. Bachelor Degree of Law, Thammasat University.	
Relationship	None	
% of Shares	None	
With / without special interest different from other directors in the agenda proposed at this meeting	None	

**Regulations of Thai Sugar Terminal Public Company Limited**  
**(For the part that relevant to Annual Shareholders Meeting)**

Clause 3 Other words that is not mentioned in this; will be counted on Public Company Law.

**Section 4 : Committee**

Clause 12 the number of directors shall be in compliance with the adoption by the shareholders meeting but shall not be less than 5 directors. A director may or may not be a shareholder of the Company but not less than one-half of the total number of directors must have a residence within the Kingdom of Thailand.

Clause 13 the directors of the Company shall be appointed by the shareholders meeting pursuant to the following criteria and methods:

(1) A shareholder shall have one vote per share;

(2) At the election of directors, the shareholders meeting may vote for directors, either one candidate at a time or candidates consisting in a group or any other methods as it deems expedient, but in each resolution, a shareholder must exercise his right according to number of votes specified under (1) and his votes may not be distributed howsoever to elect the candidate(s).

(3) At the election of directors, the votes shall be decided by majority. In case of an equality of votes, the Chairman shall have a casting vote.

Clause 14 at every annual general meeting, one-third of the directors shall retire from office. If the number of director to retire from office is not a multiple of three, then the number of directors closest to one-third shall retire. After these Articles of Association become effective, the directors to retire from office pursuant to the first paragraph in the first and the second years shall be determined by ballots. In every subsequent year the directors who have served longest in office shall retire. Upon an occasion where several directors who have been in office for an equal length of time exceed the number of directors to retire from office for such time, the directors due to retire shall be determined by ballots.

Clause 15 In addition to the retirement by rotation, the directors shall be vacated upon:

(1) Death

(2) Resignation by submitting his resignation in writing to the Company or the Board of Directors;

(3) Disqualification or being of a forbidden nature under the laws;

(4) Removal by resolution of the shareholders meeting by voting of not less than three-fourths of the number of the shareholders present and entitled to vote and having shares in aggregate not less than one-half of the number of shares held by the shareholders present and entitled to vote.

(5) Removal by order of the court.

Clause 16 to resign from the position, director shall submit resignation letter to the Company. The resignation shall be effective since the date that resignation letter revealed to the Company. Director resigned from the position as stated in the aforementioned clause may notify registrar on that resignation.

Clause 17 In case that the position is available because of reason other than leave according to term, Committee shall select any person who has qualification and does not have prohibitive profile according to Section 68 of Public Limited Company Act B.E. 2535 to be director instead in the next Committee Meeting, except for the case that term of such director is less than two months resolution of the Committee in the aforementioned clause shall compose of votes of not less than three – forth of the remaining number of director.

Clause 18 Shareholders Meeting may agree to make any of director leave the post before term ended by having votes of no less than three forth of number of shareholders with voting right who attends the meeting and having number of shares hold by such shareholder shall be at totaling of not less than half of number of shares hold by all shareholders who attends the meeting with voting right.

Clause 19 Director can be shareholder of the Company.

## Section 5 : Shareholders Meeting

Clause 28 The committee shall organise a shareholders meeting to be held as an annual general meeting within 4 months from the end of each accounting year of the Company. All other shareholders meetings, apart from the aforesaid meeting, shall be called extraordinary meetings. The Board of Directors may summon an extraordinary meeting of shareholders at any time it deems appropriate. The shareholders holding not less than one-fifth of the aggregate of the shares distributed, or not less than 25 shareholders holding not less than one-tenth of the aggregate of the shares distributed, may at any time request in writing that the Board of Directors summon an extraordinary meeting, provided that the reasons for summoning such meeting be clearly stated in such request. In such event, the Board of Directors must organise a shareholders meeting to be held within 1 month from the date of the receipt of the request from the shareholders.

Clause 29 To summon a shareholder meeting, the committee shall prepare a notice thereof specifying the place, the date and time, the agenda and the matters to be proposed at the meeting by clearly describing those matters which are to be proposed for acknowledgement, approval or consideration, including the submission of any comments by the committee on such matters (if any), together with any relevant details as may be reasonable. Such notice shall be sent to the shareholders and the Registrar not later than 7 days prior to the date of such meeting and published by newspapers for 3 consecutive days not later than 3 days prior to the date of the meeting.

Clause 30 A shareholder may appoint any person as his proxy to attend the meeting and vote on his behalf, such proxy shall be made in writing and in the form prescribed by laws and submitted to the Chairman or other person designated by the Chairman at the place of the meeting before the proxy attends the meeting. If, within an hour from the time appointed for any shareholders meeting, the quorum is not present as prescribed, the meeting, if summoned upon the requisition of shareholders, shall be dissolved. If such meeting had not been summoned upon the requisition of the shareholders, another meeting shall be summoned and a notice of such meeting shall be sent to the shareholders not less than 7 days prior to the date of the meeting. At such meeting, no quorum shall be necessary.

Clause 31 A decision or resolution of the shareholders meeting shall be made by voting, and one share shall be counted as one vote notwithstanding the manner of voting. In case of an equality of votes, the Chairman of the meeting shall have a casting vote, whether or not he is a shareholder of the Company.

Clause 32 Activities that shall be undertaken by General Annual Shareholders Meeting are as follow:

- (1) Consider report of Committee proposed in Shareholders Meeting that indicates activities of the Company in the previous year.
- (2) Approve balance sheet.
- (3) Consider allocating profits.
- (4) Elect director to substitute director leaved by term.
- (5) Appoint auditor.
- (6) Conduct other activities.

## MAP

Conference at Meeting room, Floor 3, The Thai Sugar Terminal Public Company Limited, 90 Moo 1, Soi siam si lo, Poochaosamingphrai Rd., Samrongklang, Phrapradaeng, Samutprakarn 10130

### From Rama IV Road, Klong Toey, or through the main structures



### Come from Sukhumvit Road



**For directions, please call 02 183 4567 ext 0 (operator)**

Affix
20 Baht
duty

## Proxy Form B

Written at.....

Date..... /..... /.....

(1) I / We ..... Nationality.....

Residing at No..... Street ..... Sub-district .....

District ..... Province ..... Post Code.....

(2) As a shareholder of **Thai Sugar Terminal Public Company Limited**,holding a total number of..... shares and having total voting right of..... votes  
as follow:

Ordinary share..... shares, with the voting right of..... votes

Preferred share..... shares, with the voting right of..... votes

(3) Hereby appoint

 (1) Name..... Age..... ar Residing at No.....Street..... Sub-district..... District..... Province..... Post Code..... **OR** (2) **Mr. Pricha Attavipach** Age 80 years, Residing at 90 Moo 1, Siam si lo Soi, Poochaosamingphrai Rd., Samrongklang, Phrapradaeng, Samutprakarn 10130 Independent Director with / without special interest different from other directors in the agenda proposed at this meeting **OR** (3) **Mr. Chadej Insawang** Age 71 years, Residing at 90 Moo 1, Siam si lo Soi, Poochaosamingphrai Rd., Samrongklang, Phrapradaeng, Samutprakarn 10130 Independent Director with / without special interest different from other directors in the agenda proposed at this meetingOnly one proxy to be my/our proxy to attend and vote on my / our behalf at the Annual General Meeting of Shareholders for the year 2017 **No.1/2018 to be held on April 26, 2018 at 01:30 p.m.**, at Meeting Room Floor 3 ,The Thai Sugar Terminal Public Company Limited, 90 Moo 1, Siam si lo Soi, Poochaosamingphrai Rd., Samrongklang, Phrapradaeng, Samutprakarn 10130, or at any adjournment thereof.

4) I hereby appoint the proxy holder to vote on my / our behalf at this meeting as follows:

 (a) The proxy is entitled to consider and vote on my/our behalf as deem appropriate. (b) The proxy shall vote in accordance with my/our intention as follows:**Agenda Item 1 To acknowledge the operating result of the Company for the year 2017****Agenda Item 2 To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31<sup>th</sup> December 2017.** (a) The proxy is entitled to consider and vote on my/our behalf as deem appropriate. (b) The proxy shall vote in accordance with my/our intention as follows: Approve Disapprove Abstain



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

- (a) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (b) The proxy shall vote in accordance with my/our intention as follows:
- Approve                       Disapprove                       Abstain

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

- (a) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (b) The proxy shall vote in accordance with my/our intention as follows:

- Appointment of all directors**
- Approve                       Disapprove                       Abstain

- Appointment of certain directors**
- To elect directors in replacement of those whose terms have ended**

1. Name of Director **Mr. Prapas Chutimavoraphand**

- Approve.....vote     Disapprove.....vote     Abstain.....vote

2. Name of Director **Mr. Narong Chenlarpwatanakul**

- Approve.....vote     Disapprove.....vote     Abstain.....vote

3. Name of Director **Mr. Chanachai Chutimavoraphand**

- Approve.....vote     Disapprove.....vote     Abstain.....vote

4. Name of Director **Mr. Phallop Haemataksin**

- Approve.....vote     Disapprove.....vote     Abstain.....vote

5. Name of Director **Mrs. Yaovanuth Dejvitak**

- Approve.....vote     Disapprove.....vote     Abstain.....vote

**Agenda Item 5 To consider and approve the Directors' remuneration and pension.**

- (a) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (b) The proxy shall vote in accordance with my/our intention as follows:
- Approve                       Disapprove                       Abstain

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

- (a) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (b) The proxy shall vote in accordance with my/our intention as follows:
- Approve                       Disapprove                       Abstain

**Agenda Item 7 To approve the amendment to Article 28 of the (TSST) Articles of Association**

- (a) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (b) The proxy shall vote in accordance with my/our intention as follows:
- Approve                       Disapprove                       Abstain

**Agenda Item 8 Other matters (if any)**

- (a) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (b) The proxy shall vote in accordance with my/our intention as follows:
  - Approve
  - Disapprove
  - Abstain

(5) Voting of the Proxy on any agenda that is not in accordance with my/our instruction stated herein. Will be regarded as incorrect voting and will not be regarded as a vote of shareholder.

(6) In case I/We have not stated my/our instruction of how to vote, or such instruction is ambiguous, or in cases this meeting has to consider or approve any other matter other than the items stated herein, as well as there is any change of any fact, the Proxy shall be entitled to freely vote at his/her own discretion. All acts undertaken by the Proxy at this meeting, except the case that the Proxy did not vote as instructed herein, shall be deemed as my/our own act (s) in every respect.

Signed ..... shareholder  
( )

Signed ..... Proxy  
( )

- Remarks :**
1. A shareholder shall make a proxy to only one proxy holder to attend and vote at the meeting. He/She cannot split his/her shares and assign to several proxies in order to obtain several proxy holders to vote for him/her in a meeting.
  2. The Agenda relating to election of directors shall be voted for election by the group of directors or individual directors.

**Supplemental Proxy Form B**

The proxy is granted by a shareholder of **Thai Sugar Terminal Public Company Limited**  
for the Annual General Meeting of Shareholders for the year 2017 **No.1/2018 shall be held on April 26, 2018 at 01:30 p.m.**  
at Meeting Room Floor 3, The Thai Sugar Terminal Public Company Limited, 90 Moo 1, Soi siam si lo, Poochaosamingphrai Rd.,  
Samrongklang, Phrapradaeng, Samutprakarn 10130 or at any adjournment thereof.

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Agenda Item.....Re.....  
 Approve                       Disapprove                       Abstain

Agenda Item.....Re.....  
 Approve                       Disapprove                       Abstain

Agenda Item.....Re.....  
 Approve                       Disapprove                       Abstain

Agenda Item.....Re.....  
 Approve                       Disapprove                       Abstain

Agenda Item.....Re.....  
 Approve                       Disapprove                       Abstain

Agenda Item.....Re.....  
 Approve                       Disapprove                       Abstain

Agenda Item.....Re.....  
 Approve                       Disapprove                       Abstain



**Form for the Annual Report of the spine**

To Corporate Secretary of Thai Sugar Terminal Public Company Limited

I am , Mr. / Mrs. / Miss / The company.....

I would like to receive the Annual Report for the year 2017 by

( ) Documents at the point of registration of the General Meeting of Shareholders for the year 2017  
No.1/2018

( ) For courier Type your address

Address

No.....  
.....  
.....  
.....  
.....  
.....  
.....  
.....

Telephone.....

Note: When filling out the above successfully. Please return to the Company

- FAX. 02-183-4561

- E – mail [Secretary@stegroup.com](mailto:Secretary@stegroup.com)

The company will carry out the will of the shareholders, anyway