



THAI SUGAR TERMINAL PUBLIC COMPANY LIMITED

Annual General Meeting of Shareholder for the year 2015

No. 1/2016

Thursday, April 28, 2016 at 1.00 p.m.

(Registration starts at 12.00 p.m.)

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

NO GIFTS ARE DISTRIBUTED IN THE MEETING



บริษัท ไทยซูการ์ เทอร์มิเนล จำกัด (มหาชน)

THAI SUGAR TERMINAL PUBLIC COMPANY LIMITED

OFFICE/WAREHOUSE : 90 MOO 1, POOCHAOSAMINGPHRAI RD., SAMRONGKLANG, PHRAPRADAENG, SAMUTPRAKARN 10130 TEL.0-2394-2345 (10 LINES AUTO.) FAX : 0-2384-2261,3
สำนักงาน/คลังสินค้า : 90 หมู่ 1 อ.ปู่เจ้าสมิงพราย ต.สำโรงกลาง อ.พระประแดง จ.สมุทรปราการ 10130 โทร.0-2394-2345 (10 สายอัตโนมัติ), 0-2394-0401-3 โทรสาร 0-2384-2261 , 0-2384-2263
ทะเบียนเลขที่ บมจ. 416 PUBLIC COMPANY REG NO. 416 E-mail : T_S_T_E@YAHOO.COM Web Site: WWW.TSTEGROUP.COM

(Translation)

No: 019/2016

March 25, 2016

Subject : Invitation to attend the Annual General Meeting of Shareholders for the year 2015 No.1/2016
To : Shareholders of the Thai Sugar Terminal Public Company Limited

Attachment

1. Detailed who resigned and returned to nominate a director and details of individual shareholders offered positions with the definition of independent directors, and the responsibilities of each committee.
2. How to register The proxy and the document must accompany the proxy
3. Biographies of Directors The shareholders appointed independent directors as proxies
4. Article of Association concerning the shareholders' meeting
5. Map
6. Proxy Form B
7. Form for the Annual Report of the spine

The Board of Directors of the Company agreed to the Annual General Meeting of Shareholders for the year 2015 No.1/2016 on Thursday 28 April 2016 at 1.00 p.m. at Meeting Room , 3 floor the Thai Sugar Terminal Public Company Limited, 90 Moo 1, Soi Siamisilo, Poochaosamingprai Rd., Samrongklang, Prapradang, Samutprakarn to consider the following agendas:

1) To acknowledge the operating result of the Company for the year 2015

Objective and reason : The Company has prepared a report on the recent and important information which took place in the year 2015 presented in the annual report for 2015, the shareholders acknowledged

Board of Director's opinion : Should report the results of the Company's 2015 annual meeting of shareholders for acknowledgment.

The vote : do not vote because they report to their shareholders

2) To consider and approve the audited statement of financial position and the profit and loss statements for the year ended December 31, 2015

Objective and reason : Statement of financial position and income statement for the year ended December 31, 2015 as stated in the annual report have been considered by the Audit Committee and Board of Directors and have been audited and certified by the auditor.



Board of Director's opinion : The Board finds it appropriate for the Meeting to approve the statement of financial position and profit and loss statements for the year ended December 31, 2015 which are audited and certified by the auditor, as well as approved by the Audit Committee and the Board. The statement of financial position and profit and loss statements show the financial standing and operating results of the Company in 2015, which can be summarized as follows:

Particular	Consolidated		Consolidated Financial Statements	
	2015	2014 (Restated)	2015	2014 (Restated)
Total Assets	4,064 Million bath	3,019 Million bath	2,138 Million bath	1,644 Million bath
Total liabilities	1,911 Million bath	1,046 Million bath	890 Million bath	412 Million bath
Income from Operations	1,672 Million bath	1,568 Million bath	221 Million bath	258 Million bath
Net Profit	144 Million bath	207 Million bath	89 Million bath	117 Million bath
Earning per Share	0.50 bath	0.71 bath	0.31 bath	0.41 bath

Details are shown in the Company's 2015 Annual Report which was sent to shareholders along with the notice of meeting.

The vote : Majority votes of the shareholders who attend the meeting and cast their votes.

3) **To consider and approve the reduction of registered capital and the amendment of the Memorandum of Association**

Objective and reason : The Board finds it appropriate to submit to the Meeting of Shareholders to consider and approve the reduction of registered capital from allocation in the amount of 76 Shares of par value 0.50 Baht which is from the resolution of the 2012 AGM, No. 1/2013, dated April 25, 2013 from 145,199,967 Baht to 145,199,929 Baht and the Memorandum of Association to be consistent with the reduction of registered

“Item 4.	Registered Capital	145,199,929	Baht
	Number of Shares	290,399,858	Shares
	Par value	0.50	Baht
	Divided into		
	Ordinary Shares	290,399,858	Shares
	Preferred Shares	-	Shares”

Board of Director's opinion : The Board proposes that the Annual General Meeting, shareholders approved a reduction of share capital from 145,199,967 baht to 145,199,929 baht and the details of the proposed amendment

The vote : Not less than three-fourths (3/4) of the votes of the shareholders who attend the meeting and have voting rights.



4) **To consider and approve the allocation of profit for dividend payment and legal reserve**

Objective and reason : According to the company policy is to pay a dividend of not less than 50 per cent of the net profit of the Company's financial statements after tax and legal reserve. If no other necessities The dividend will not affect the operations of the Company and its subsidiaries. The dividend, the various factors into consideration, such as the results of operations, financial condition, liquidity, plans for expansion.

The statement of financial position shows that Thai Sugar terminal PCL has net profit (separated financial statement) of 2015 of 89,846,039 Baht. The Board of Directors deems it appropriate to pay dividend in form of cash and share for the year 2015 to shareholders at the value of 0.1611111111 Baht per share, totaling 52.07 percent of the net profit of separated statement (equal to 32.32 of net profit of consolidated financial statement). The dividend shall be paid from net profit in 2015 and accumulated profit of the Company which bears 20 percent tax of net profit which depends on the Company's policy to pay dividend not less than 50 percent of the net profit of separated financial statement less tax and legal reserve. Therefore, the Company considers to pay dividend in form of cash and shares in 2015.

Details of dividend payment are as follows:

- Cash dividend per share is 0.0611111111 Baht, totaling of the amount not exceeding 17,746,658 Baht.
- Share dividend paid from the total paid-up 58,079,972 shares at the ratio of 5 existing shares to 1 new share of par value 0.50 Baht, totaling of the amount not exceeding 58,079,972 shares at the value of the amount not exceeding 29,039,986 Baht, share dividend per share being 0.10 Baht. In case of a shareholder holding less than 5 existing shares, the Company shall pay dividend in cash of 0.10 Baht per share.

Total dividend payment in form of cash and share is 0.1611111111 Baht per share and it will be deducted for withholding tax as prescribed by law. The dividend payment shall be made on May 27, 2016.

The Company has allocated the legal reserve as required by law since 2014.

Comparison of Dividend Payment in 2013-2015

Details of Dividend Payment	2015	2014 (Restated)	2013
1. Net profit of consolidated financial statement	144,762,300 Baht	207,173,138 Baht	37,653,050 Baht
2. Net profit of separated financial statement	89,846,039 Baht	117,781,424 Baht	97,867,872 Baht



Details of Dividend Payment	2015	2014	2013
3. Dividend per share (Baht : share)	0.1611111111 Baht : share	0.50 Baht : share	0.24 Baht : share
4. Total dividend payment	46,786,644 Baht	72,599,964.50 Baht	34,847,982.96 Baht
5. Percentage of dividend to net profit (percent of consolidated financial statement)	32.32%	35.04%	92.55%
6. Percentage of dividend to net profit (percent of separated financial statement)	52.07%	61.64%	35.61%

Board of Director's opinion : The Board finds it appropriate to submit the Meeting of Shareholders to consider and approve the allocation of profit for dividend payment of 2015 in from of cash at 0.0611111111 Baht per share, of the amount not exceed 17,746,658 Baht and in from of share at the ratio of 5 existing shares to 1 new dividend shares of par value 0.50 Baht (In case there are remaining shares will be paid to shareholders at 0.10 baht per share) ,totaling 58,079,972 dividend shares at the value not exceed 29,039,986 Baht, dividend share value being 0.10 Baht per share. The total dividend payment shall be 0.1611111111 Baht per share at the value not exceed 46,786,644 Baht, The dividend shall be paid from net profit in 2015 and accumulated profit to the Company which bears 20 percent tax of net profit. This is in accordance with the dividend policy of at least 50 percent of the net profit of the Company's financial statements after tax and legal reserve. The dividends will be taxed at the rates paid under the law.

The determination of the shareholders entitled to receive the dividend on May 10, 2016 to gather the names under Section 225 of the Securities Exchange Act of 2535 by closing the share register on 11 May 2016 and will be paid. dividend on May 27, 2016.

The Company has allocated the legal reserve as required by law since 2014.

The vote : Majority votes of the shareholders who attend the meeting and cast their votes.

5) To consider and approve the increase of capital to accommodate the dividend shares and the amendment of the Memorandum of Association

Objective and reason : Whereas the Meeting of Shareholders in Agenda 4. resolves the payment of dividend in form of ordinary shares and the arrangement of ordinary shares to accommodate the dividend payment not exceeding 58,079,972 shares, It is therefore proposed to the Annual General Meeting of Shareholders for approval to increase the authorized capital from the existing registered capital of Baht 145,199,929 to 174,239,915 baht registered capital by issuing new ordinary shares of 58,079,972 shares at par value of 0.50 baht per share, totaling 348,479,830 shares and the amendment of the Memorandum of Association to be consistent with the increase of registered capital.



“Item 4.	Registered Capital	174,239,915	Baht
	Number of Shares	348,479,830	Shares
	Par value	0.50	Baht
	Divided into		
	Ordinary Shares	348,479,830	Shares
	Preferred Shares	-	Shares”

Board of Directors’ opinion : The Board finds it appropriate to submit to the Meeting of Shareholders to consider and approve the increase of registered capital from 145,199,929 Baht to 174,239,915 Baht by issuing new ordinary shares of 58,079,972 shares at the registered par value of 0.50 Baht in the amount of 348,479,830 shares and the amendment of the Memorandum of Association to be consistent with the increase of registered capital as proposed.

The vote : Not less than three-fourths (3/4) of the votes of the shareholders who attend the meeting and have voting rights.

6) To consider and approve the allocation of ordinary shares to accommodate the share dividend

Objective and reason : The dividend paid to common shares at the rate of five existing shares to one new ordinary share at par value of 0.50 baht per share for a total amount not to exceed 58,079,972 shares, all shares that the Company is required to issue new shares. Not more than 58,079,972 shares allocated to a stock dividend to existing shareholders

Board of Directors’ opinion : The Board finds it appropriate to submit to the Meeting of Shareholders to consider and approve the allocation of ordinary shares not exceeding 58,079,972 shares, at the registered par value of 0.50 Baht, to accommodate dividend shares.

The vote : Majority votes of the shareholders who attend the meeting and cast their votes.

7) To elect directors in replacement of those whose terms have ended

Objective and reason : According to the regulations of Article 14 requires that "in every Annual General Meeting. One-third of the directors shall retire from office for rates. If the number of directors to be divided into three parts are not. Then the number nearest to one-third directors to retire in the first and second years after the companies. A lottery to determine who would be out. The subsequent years, the directors of the longest shall retire from office”

In 2016, the directors who are due to retire by rotation, namely five

1. Mr. Chalush Chinthammit director
2. Mr. Pong Chinthammit director



- | | |
|--------------------------|----------------------|
| 3. Mr. Chadej Insawang | Independent director |
| 4. Mr. Nisakorn Parkpean | Independent director |
| 5. Mr. Suang Ruangsook | Independent director |

Rules and procedures for recruitment : The Board Nomination and Remuneration No. 1/2016 held on January 21, 2016 to be considered appropriate and beneficial to the operations of the Company. Therefore recommends the election of directors who retired by rotation as director for another term of three persons viz.

- | | |
|----------------------------|----------------------|
| 1. Mr. Chalush Chinthammit | director |
| 2. Mr. Pong Chinthammit | director |
| 3. Mr. Chadej Insawang | Independent director |

For the other two members namely Mr. Nisakorn Parkpean and Mr. Suang Ruangsook compromise on the agenda of proposed individuals as the company has the opportunity for shareholders to propose agenda and list of persons that are eligible to receive candidates for election as directors during the period October 30, 2015 until December 31, 2015 based on the guidelines set out in the website of the company's shareholders to nominate candidates to be considered for appointment as directors of the two of you are:

- | | |
|---------------------------------|----------------------|
| 1. Mr.Suwat Summashipvitsavakul | Independent director |
| 2. Mrs.Puangthip Silpasart | Independent director |

Board of Directors' opinion : The Board of Directors, excluding the stakeholders discussed, approved by the Board Nomination and Compensation Committee proposes to propose that the Annual General Meeting of Shareholders elect directors who retired by rotation, the third person to be elected for another term, and nominated Mr.Suwat Summashipvitsavakul and Mrs.Puangthip Silpasart considered appointed. the history of independent directors who have been nominated for the details presented in **attachment 1**

The vote : Majority votes of the shareholders who attend the meeting and cast their votes.

8) To consider and approve the remunerations of directors

Objective and reason : In 2015, the Annual General Meeting of Shareholders to approve the remuneration of directors and committees, totaling 7,083,000 Baht.

Board of Directors' opinion : The Nomination and Remuneration Committee on Remuneration of Directors and Committees of the Company remained mostly the same agreed to a fixed monthly remuneration and allowances of the Board and committees will be equal to a year ago. The details are as follows;



Unit : Bath

	<u>2016</u>	<u>2015</u>	<u>Increase(Reduce)</u>
	(for approve)		
The chairman of the month	78,000	33,000	45,000
Directors' remuneration per person per month	18,500	16,500	1,500
The remuneration per person per month (less than 1)	12,000	11,000	1,000
Chairman of the Audit Committee each month	12,000	11,000	1,000
Remuneration Committee per person per month	6,000	5,500	500
Remuneration Committee subcommittees. Per person per session	6,000	6,000	0

Elements of Compensation : The compensation mentioned above does not include gratuities paid late. How much will be paid at a rate that, at the discretion of the Committee, which will consider the results of operations for the year 2016.

Board of Directors' opinion : The Board has delegated to the Audit Committee and Compensation Committee responsible for reviewing the remuneration committee appropriately to comply with the responsibilities of a director. The financial condition of the company and compare companies in the same business. The attendance fee as compensation and bonuses, which should be seen by the Board Nomination and Compensation Committee proposes.

The vote : Not less than two-thirds (2/3) of the votes of the shareholders who attend the meeting. (The Public Company Limited Act B.E. 2535, Section 90)

9) To consider and approve the appointment of auditor and audit fee for the year 2016

Objective and reason : By virtue of Section 120 of the Public Company Act B.E. 2535, the Shareholders' meeting is required to appoint the auditor and to fix the audit fee annually. The same auditor may be appointed each year.

Board of Directors' opinion : The Audit Committee of the Company stated that the auditor be fully operational. Which is on schedule and provide feedback that is useful for the preparation of the financial report of the company as well. It is recommended that the Board of Directors Meeting 2/2016 held on February 25, 2016, presented at the annual general meeting of shareholders to approve the appointment

- | | | | |
|---------------------------|--------------------------|---|------------|
| 1. Mr. Ampol Jumnonawat | CPA Registration No.4663 | Number of years been auditing the company | 4 year or |
| 2. Ms. Prapasri Leelasupa | CPA Registration No.4664 | Number of years been auditing the company | 12 year or |
| 3. Mr.Narit Saovalaksakul | CPA Registration No.5369 | Number of years been auditing the company | 1 year |

The SAM NAK-NGAN A.M.C. Co.,Ltd has no relationship and / or conflict of interest between the auditor and the company / subsidiaries / executives / major shareholders or associated with such individuals. The independence of the audit and express an opinion on the financial statements of the Company and the SAM NAK-NGAN A.M.C. Co.,Ltd as auditors of the subsidiary companies. The proposed audit fee for the year 2016 in the amount of 630,000 baht, up from the year 2015 in the amount of 20,000 baht, as it requires monitoring and record sales of the company for which the Audit Committee that is appropriate.



Comparison of the remuneration of the auditors in recent years

Unit : Baht

Remuneration of auditors	2016 (for approve)	2015	Increased	Percentage
- The auditors of the company	630,000	610,000	20,000	3.28
- The review of financial statements in English	80,000	80,000	-	-
- Other services such as postage, travel, accommodation, etc	Actual disbursement	Actual disbursement	-	-

Board of Directors' opinion : The Board of Directors has considered and agreed to propose at the shareholders meeting to appointment Mr. Amphon Jumngongwat CPA. No.4663 or Ms. Prapasri Leelasupa CPA. No.4664 or Mr.Narit Saovalaksakul CPA. No.5369 of Sam Nak Ngan AMC Company Limited as the auditors for the year 2016. To receive compensation, according to the proposal of the Audit Committee for the audit could rise above that in addition to monitoring the management authority with the power supply accordingly.

The vote : Majority votes of the shareholders who attend the meeting and cast their votes.

10) To consider editorial approval Article 4 of the Articles of Association

Objective and reason : The company has held the Extraordinary General Meeting of Shareholders No. 1/2015 held on September 24, 2015 and approved the change in the number and value of shares at par (Par Value) of the Company from its original value 1.00 Baht par total 145,199,967 shares with a par value of Baht 0.50 per share 290,399,934 shares. It turns out that the content of Clause 4 of the Articles of Association has clearly stated that "The Company's shares are ordinary shares with a par value of **one baht** Company may issue preference shares, bonds, debentures convertible into common shares and other securities under the laws of the Securities and Exchange Commission preferred Shares (if any) to be converted into ordinary shares holders of Preferred Shares to convert the applicant company by the Company with the delivery of the share certificates night". So it has to be proposed to the shareholders to approve the amendment of Clause 4 of the amended text below :

"The Company's shares are ordinary shares with a par value of **fifty cents** Company may issue preference shares, bonds, debentures convertible into common shares and other securities under the laws of the Securities and Exchange Commission preferred Shares (if any) to be converted into ordinary shares holders of Preferred Shares to convert the applicant company by the Company with the delivery of the share certificates night".

Board of Directors' opinion : The Board proposes that the Annual General Meeting of Shareholders to approve the amendment. Clause 4 of the Articles of Association to reflect the changes in the number and value of shares at par (Par Value) of the Company as detailed offer

The vote : Not less than three-fourths (3/4) of the votes of the shareholders who attend the meeting and have voting rights.



11) Other matters (in nay)

I hereby invite the shareholders of the Company attendees at the date, time and place, such as detailed in attachment simultaneously. If shareholders wish to appoint a third party or independent directors proxies to attend and vote instead. Please complete and sign the proxy form enclosed herewith you can download Proxy Form A or B or C (C use only if the shareholder is a foreign investor and the Custodian appointed in the custody of shares) from www.tstegroup.com To choose one please refer to **attachment 2** for details on the documents required to attend.

Yours sincerely,

By order of the Board of Directors

A handwritten signature in blue ink, appearing to read 'PP Sirisap'.

(Miss Siriporn Sirisap)

Corporate Secretary

Thai Sugar Terminal Public Company Limited

Note : The company will submit an annual report in the form of a CD attached to the notice of the meeting. If a shareholder wishes to receive the Annual Report in book form. Please complete the form to request a hard copy annual reports for details (**Attachment 7**)

Attachment 1

Attachment for Agenda 7 - To consider the election of directors to replace those retiring by rotation and approve the director's remunerations.

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

Name-Surname : Mr.Chalush Chinthammit

Type of Director proposed to be appointed : Non - Executive Director

Current Position : Non - Executive Director

Age : 47 Years Old

Nationality : Thai

Address : 42/2 Soi Sukhumvit 31 (Sawasdee), Klongton Nua Subdistrict, Wattana District, Bangkok.

Educational background : MBA, Finance & Banking, Mercer University, U.S.A.
BBA, Finance and Banking, Assumption University

Training on course for director : - Certificate of Director Accreditation Program (DAP 17/2004)
Thailand Institute of Director (IOD)
- College Capital Market 10

Date of First Appointment : 25 July 2007

Year of membership : 8 Year 6 Month

Number of time attending the Board of Directors Meeting : Regular agenda item 9 times out of 12 times

Company's shareholding as of December 31, 2015 : 145,200 shares (0.05%)

Relationship with family and executive : Grandchildren of Mr. Somchai Chinthammit Non - Executive Director

Rules and procedures for recruitment : In the opinion of the Nomination and Remuneration Committee that **Mr. Chalush Chinthammit** intends working at full capacity and give feedback on the business that is beneficial to the Company during his tenure. Thus, the proposed re-appointment for another term

Have / Have no conflict of Interest in the agenda related to independent directors : None

Current position in other company

(a) Listed Company (another) :



Position	The company	Type business
Executive Director	TS Flour Mill Public Company Limited.	Flour mill
Director and Vice President	Khon Kaen Sugar Industry Public Company Limited.	Production and distribution of sugar and other by products

(b) Non-listed company

:

Position	The company	Type business
Director	T S WAREHOUSE COMPANY LIMITED	Warehousing warehouse to await delivery
Director	T S G ASSET COMPANY LIMITED	Building a residential rental
Director	T S OIL INDUSTRY COMPANY LIMITED	Palm Oil Refinery
Director	T S TRANSPORT AND LOGISTICS COMPANY LIMITED	The woven sacks and container berths
Director	KSL Export Trading company Limited	Trading in sugar and operation. Agricultural
Director	Sawan Naket Sugar company Limited	Sugar cane cultivation
Director	KSL Material Supplies Company Limited	Supply and distribution of materials related to agriculture
Director	Khon Kaen Sugar Power Plant Company Limited	Production and distribution of electricity
Director	Khon Kaen Alcohol Company Limited	Production and sale of alcohol To be mixed with fuel and organic fertilizer
Director	KSL Export Trading company Limited	Companies are allowed to export sugar products
Director	Thai Sugar Millers Company Limited	Central Institute for policy And center Communication of Thailand plant
Managing Director	KSL Real Estate Company Limited	Property Development Rental office and a training center of the group
Director	Onnuch Construction Company Limited	Property Development
Director and Vice President	Tamaka Sugar Industry Company Limited	Production and distribution of sugar and other by products
Director and Vice President	New Kwang Sun Lee Sugar Company Limited	Production and distribution of sugar and other by products
Director and Vice President	New Krungthai Sugar Factory Company Limited	Production and distribution of sugar and other by products

(c) Other positions

:

Position	The company	Type business
Director	Office of the cane and sugar board	Sugar association
Secretary	Thai Sugar and Bio-Energy Producers	Trade associations sugar producers

(d) Name, business cases that may cause conflicts of interest

:

None


(During the past two years)

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

Name-Surname	:	Mr. Pong Chinthammit	
Type of Director proposed to be appointed	:	Director	
Current Position	:	Executive Director (authorized signatory)	
Age	:	59 Years Old	
Nationality	:	Thai	
Address	:	24 Patkasem Soi 63, Lak song Subdistrict,, Bangkae District, Bangkok.	
Educational background	:	Bachelor Degree of Science, Industrial Technology, Roger Williams University.	
Training on course for director	:	Certificate of Director Accreditation Program (DAP 10/2004) Thailand Institute of Director (IOD)	
Date of First Appointment	:	15 December 1999	
Year of membership	:	17 Year 3 Month	
Number of time attending the Board of Directors Meeting	:	Regular agenda item 12 times out of 12 times	
Company's shareholding as of December 31, 2015	:	None	
Relationship with family and executive	:	Uncle of Mr. Win Chinthammit Non-Executive Director	
Rules and procedures for recruitment	:	In the opinion of the Nomination and Remuneration Committee that Mr. Pong Chinthammit intends working at full capacity and give feedback on the business that is beneficial to the Company during his tenure. Thus, the proposed re-appointment for another term	
Have / Have no conflict of Interest in the agenda related to independent directors	:	None	
Current position in other company (a) Listed Company (another)	:	None	

(b) Non-listed company :

Position	The company	Type business
Senior Vice President	T S OIL INDUSTRY COMPANY LIMITED	Palm oil refinery
Senior Vice President	T S WAREHOUSE COMPANY LIMITED	Warehousing warehouse to await delivery
Senior Vice President	T S G ASSET COMPANY LIMITED	Building a residential rental
Senior Vice President	T S TRANSPORT AND LOGISTICS COMPANY LIMITED	The woven sacks and container berths
Director	KSL Export Trading company Limited	Trading in sugar and operation agricultural
Senior Vice President	K.C. GENERAL FARM CORPORATION LIMITED	Sugar trading operation


(c) Other positions : None

(d) Name, business cases that may cause conflicts of interest : None

(During the past two years)

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

Name-Surname	:	Mr. Chadej Insawang	
Type of Director proposed to be appointed	:	Independent Director	
Current Position	:	- Independent Director - Chairman of Audit Committee	
Age	:	69 Years Old	
Nationality	:	Thai	
Address	:	414 Soi Pattanakarn 30, Pattanakarn Rd, Suan Luang Subdistrict, Suan Luang District, Bangkok.	
Educational background	:	Master Degree of Political Science,Thammasat University. Bachelor Degree of Law ,Thammasat University.	
Training on course for director	:	Certificate of Director Accreditation Program (DAP 76/2008) Thailand Institute of Director (IOD)	
Date of First Appointment	:	30 April 2008	
Year of membership	:	7 Year 9 Month	
Number of time attending the Board of Directors Meeting	:	Regular agenda item 12 times out of 12 times	
Company's shareholding as of December 31, 2015	:	None	
Relationship with family and executive	:	None	
Rules and procedures for recruitment	:	In the opinion of the Nomination and Remuneration Committee that Mr. Chadej Insawang intends working at full capacity and give feedback on the business that is beneficial to the Company during his tenure. Thus, the proposed re-appointment for another term	
Have / Have no conflict of Interest in the agenda related to independent directors	:	None	
Current position in other company	:		
(a) Listed Company (another)	:	None	

(b) Non-listed company :

Position	The company	Type business
Director	T S OIL INDUSTRY COMPANY LIMITED	Palm oil refinery
Director	T S WAREHOUSE COMPANY LIMITED	Warehousing warehouse to await delivery
Director	T S G ASSET COMPANY LIMITED	Building a residential rental
Director	T S TRANSPORT AND LOGISTICS COMPANY LIMITED	The woven sacks and container berths

(c) Other positions : None

(d) Name, business cases that may cause conflicts of interest : None

(During the past two years)

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 shareholders to propose a person for the position of Director

Name-Surname : **Mr.Suwat Summashipvitsavakul**

Type of Director proposed to be appointed : **Independent Director**

Current Position : None

Age : 62 Years Old

Nationality : Thai

Address : 57/6 Soi Lad phrao 18 Soi 2 ,Lad Praow Road, Jatujak Subdistrict, Bangkok 10900

Educational background :
 - In 1982 , Master Of Business Administration Program from National Institute of Development Administration
 - In 1975 Bachelor of Engineering from Chulalongkorn University (Electric Power)

Training on course for director :
 - Directors Certification Program (DAP 42/2004)
 - In 2002 ,Senior Executive Program (SEP) No. 16 from SASIN Graduate Institute of Business Administration of Chulalongkorn University
 - In 1999 Agricultural Trade Finance in USA. Sponsored by Cochran Fellowship Program

Company's shareholding as of December 31, 2015 : None

Relationship with family and executive : None

Standard Procurement Process Report : According to the company the opportunity for shareholders to nominate candidates to be considered for appointment as Directors of the Company held on October 30, 2015 until December 31, 2015 then, Shareholders to nominate a candidate to be considered include the number two person ; 1) Mr.Suwat Summashipvitsavakul and 2) Mrs.Puangthip Silpasart. The Nomination and Compensation Committee. The Board has considered the information and experience of the two. That is beneficial to the development of the Company. It was agreed to propose to the Annual General Meeting of Shareholders for approval.



The yes / no vested interest in the agenda related to independent directors : Directors who are not involved in management, employee or consultant who receive salary / non-professional services. And no business relationship may have a significant effect can not act independently

Current position in other company

(a) Listed Company (another) :

Position	The company	Type business
Independent Director	Khonburi Sugar Public Company Limited	Manufactures and sells sugar and by-products within the country and abroad

(b) Non-listed company : Advisor of Gussing Renewable Company Limited

(c) Other positions : None

(d) Name, business cases that may cause conflicts of interest : None
(During the past two years)

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.

Experience of works : In 2002-2004 Director of Ayudhya Investment and Trust Public Company Limited
In 2002-2004 Director of Krungsri Securities Company Limited
In 2003-2004 Director of Krungsri Ayudhya AMC Ltd.
In 2002-2004 Director of KTIS Group (representatives of Bank restructuring)
In 2002-2004 Director of Ruamphol Nakhon Sawan Industry Company limited (representatives of Bank restructuring)
In July 2013, Retire of CIMB Thai Bank Public Company Limited
In 2004-2013 Assistant Vice President of CIMB Thai Bank Public Company Limited Commercial Banking 3 , Commercial Banking
In 1989-2004 Senior of Manager Bank of Ayudhya Public Company Limited Large business customers

Details of shareholders to propose a person for the position of Director

Name-Surname : **Ms. Puangthip Silpasart**

Type of Director proposed to be appointed : **Independent Director**

Current Position : None

Age : 61 Years Old

Nationality : Thai

Address : 411/1 Soi Ratchada Niwet, Samsaennok, Huai Khwang Bangkok 10310

Educational background : Faculty of Arts, Silpakorn University (English Program)
Senior Executive Program, Sasin Graduate Institute of Business
of Chulalongkorn University

Training on course for director : Role of the Chairman Program (RCP38/2016)
Directors Certification Program (DCP 224/2016)
Thailand Institute of Director (IOD)

Company’s shareholding as of December 31, 2015 : None



Relationship with family and executive : None

Standard Procurement Process Report : According to the company the opportunity for shareholders to nominate candidates to be considered for appointment as Directors of the Company held on October 30, 2015 until December 31, 2015 then, Shareholders to nominate a candidate to be considered include the number two person ; 1) Mr.Suwat Summashipvitsavakul and 2) Mrs.PuangthipSilpasart. The Nomination and Compensation Committee. The Board has considered the information and experience of the two. That is beneficial to the development of the Company. It was agreed to propose to the Annual General Meeting of Shareholders for approval.

The yes / no vested interest in the agenda related to independent directors : Directors who are not involved in management, employee or consultant who receive salary / non-professional services. And no business relationship may have a significant effect can not act independently

Current position in other company

(a) Listed Company (another) :

Position	The company	Type business
Director	The Electricity Generating Public Company Limited	Engaged in by a holding company. Shares in other companies
Director	TRC Construction Public Company Limited	Business Group Construction

(b) Non-listed company : None

(c) Other positions :

Position	The company	Type business
Director of Management	Technical Petroleum Training Institute	Training and Development
Director and Secretary	Technical Petroleum Training Institute	Training and Development
Director	Technical Petroleum Training Institute	

(d) Name, business cases that may cause conflicts 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.

Experience of works : Director of Department of Mineral Fuels
: Deputy Director of Department of Mineral Fuels
: Director of officer center of Department of Mineral Fuels
: Secretary , Secretary officer of Department of Mineral Fuels
: Chief promote entrepreneurship Petroleum Administration Bureau of Department of Mineral Fuels
: Head of Administration Department of Mineral Fuels, Department of Mineral Resources
Training and Education

Training :

Time	Course
10 July – 20 October 2015	Course of “Executives, business development, industry and investment (Sec.2) Ministry of Industry”
15 January – May 2015	Course of “Energy Science No. 6” (Sec. 6) Thailand Energy Academy PTT Public Company Limited
15 May – 24 December 2015	Course of “Landscape Strength Class 2” Chulalongkorn University
4 July – 9 October 2013	Course of “E-Government Executive Program No.3, Electronic Government Agency (Public Organization) (EGA.) In Chief of Information Officer : CIO of Department of Mineral Fuels
19 February- 27 August 2010	Course of “Management of National Security” No. 2, National Intelligence Agency
19 March – 19 July 2007	Course of “Executives” A leader with vision and integrity No.1 Sec. 53, Office of the Civil Service Commission (OCSC)
16 – 19 December 2004	Course of “Project Management Energy high” Sec 1, Office of the Permanent Secretary
8 April – 19 May 2004	Course of “Executives energy level high” Sec 1, Office of the Permanent Secretary
10 – 30 May 2001	Course of “Organizational reform” Training Institute Exploration and Production, Paris ,France

1 – 7 May 2000	Course of “Offshore Technology Conference”, Texas, USA
In 1993	- Oh tha Job Training at Ampolex (Thailand) Ltd. Australia -Course of “Geology and Exploration for Non-Geologists”, Melbourne University, Australia -Course of “Mineral and Petroleum Joint Venlures” Law School Melbourne University, Australia
9 June – 1 August 1991	-Course of “English for Internation Managers Programm” and “International Business Cornpetiton and Trade Program, University of Hawaii USA

The study visit :

Time	Course
1 – 10 May 2014	Meeting of World Gas Conference at Paris ,France
1 – 9 June 2013	Visit the business of Petroleum Joint Committee on Petroleum at France
7 – 16 September 2013	See information technology training course participants. "Executive Class 3 electronic government" in the United States
14 – 20 June 2011	See the petroleum operations, together with the Sub-committee in France
30 May – 5 June 2009	Study of PTTEP in Oman
24 – 29 May 2009	See terms of exploration and production at GASTECH in United Arab Emirates
3 – 9 May 2008	Offshore Technology Conference in USA
March 2008	See the management, exploration and production of petroleum with the subcommittee in Singapore , Australia and New Zealand
24 August – 2 September 2007	Study of the exploration and production of petroleum and petroleum operators with Petroleum Committee of Russia, the United Arab Emirates, Oman
In 2005	Study of management of petroleum exploration and production company with operations at the Office of Petroleum Joint Committee on Petroleum in France. Norway and Belgium
1 – 17 November 1995	See jobs in the business of manufacturing explosives, petroleum, USA

insignia : Knight Grand Cross (First Class) of the Most Exalted Order of the White Elephant.
: Knight Grand Cross (First Class) of the Most Noble Order of the Crown of Thailand.

Independent director and responsibilities of each committee

Definition of Independent Director

Independent directors must qualify as defined by the Capital Market commission and the need to protect the interests of all the shareholders money equality and prevent conflicts of interest. There also must be able to attend the Board of Directors, commented has independently.

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

1. Not hold more than 0.5% of the total shares with voting rights of its parent companies, subsidiaries, joint majority shareholder or authority control of the company, including the holding of the person concerned that independent directors with.
2. Not being or having been involved as a director, employee, staff management consultant who was a regular salary or who has control of the company, parent companies, subsidiaries, associated companies, same sub-major shareholders or who has control of the company. Unless it was saved from the relationship has not been less than 2 years the prohibition does not include the case of independent directors or former officials. Advisor to the Government, which is the majority shareholder or who has control of the company.
3. A person who is not blood relations or by registration under the law. In a way that a parent, spouse, sibling and child Including the spouse of the child's executive majority. Authority control or the person who will be nominated as executive or authority Control of the Company or its subsidiaries.
4. Have no business relationship with the parent company of subsidiary companies with major shareholders or who has control of the company in a manner which may interfere with his independent discretion. Nor is or was a significant shareholder or who has control of people who have business relations with its parent company, subsidiaries, joint majority shareholder or who has control of the company unless they have termination of such relationship has been not less than 2 years.
5. Not being or having been an auditor of the company and its major subsidiaries, joint majority shareholder or who has control of the company and a significant shareholder, authority control or partner of the auditor. Which is the auditor of the parent companies, subsidiaries, associated companies of major shareholders, or authorized under the control of the company. Unless the termination of such relationship has been not less than 2 years.
6. Not being or having been a provider of any professional, including serving as legal counsel or financial advisor which has been charged more than 2 million per year from its parent companies, subsidiaries, joint majority shareholder or who has control of the company and not be Significant shareholders. Authority control or partners of professional service provider itself. Unless it was saved from having such ago not less than 2 years.
7. No director has been appointed as a representative of the director of the company, major shareholder or shareholders who are concerned with major shareholders.
8. Not operate with the same conditions and significant competition with the business of the company or its subsidiaries or partnerships signify in partnership or a director participating employees, officers, management consultants receive a regular salary or held more than 1% of shares with voting rights of other companies. Which does business with the same conditions and a significant competitive with the business of the company or its subsidiaries.
9. Any other characteristic that can not provide an independent opinion about the company's operations.

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 with in 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.

Attachment 2

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 12.00 p.m. on April 28, 2016.

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) 78 years **or**
- Ms. Jutatip Arunanondchai Independent Director 45 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 Siamsilo, 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 thereof 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

Name – Surname	Mr. Pricha Attavipach
Position	Chairman (Independent Director)
Age	78 years
Address	21 Soi Soonvijai 1, New Petchburi Road, Bangkapi Subdistrict, Huaikwang district, Bangkok
Education	Bachelor of Engineering ,Chulalongkorn University Master Degree Of Industrial Engineering and Management, Oklahoma State University U.S.A.
Relationship	None
% of Shares	11,880 Shares (0.004%)
With / without interests in proposed agenda	None



Or

Name – Surname	Ms. Jutatip Arunanondchai
Position	Independent Director
Age	45 years
Address	21 Soi Promsri, Klongtan Nua, Wattana, Bangkok
Education	Bachelor of BSC in Mathematics with Management, Imperial College, University of London, UK Master Degree Of MBA in International Management, University of Exeter, UK Master Degree Of MA in Architectural Interior Design, University of Wales, UK Master of Arts Program in Economic Law, Chulalongkorn University
Relationship	None
% of Shares	116,160 Shares (0.04%)
With / without interests in proposed agenda	None



Attachment 4

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 Company must have Committee member of not less than 5 persons. Not less than half of committee member or director must be resident of Thailand The Director of the company shall have right to receive remuneration from the undertaking of duties such as salary, meeting allowance, allowance, and bonus.

Clause 13 Shareholders Meeting shall elect director according to rules and procedures as follow:

- (1) One shareholder has voting right of one share per one vote.
- (2) Each shareholder shall utilize all the right under (1) to elect one or more person to be director of the Company and shall not transfer voting right to any person.
- (3) Person who receives the highest votes in order shall be person who is elected to be director at the number equal to the number of director that shall have or shall elect at that time. In case that number of persons who receive high vote in the next order are more than number of director that shall have or shall elect at that time, president of the meeting has the right to finalize the vote.

Clause 14 In each Annual General Meeting, one – third of director shall leave the post. If number of director cannot be separated into one – third, number of director leaves the post shall be nearest the number of one – third. Director who shall leave the post in the first and second year after the Company is listed shall be selected by drawing lot. However, for the next years, director who stays longest in the position shall leave the post.

Clause 15 Apart from leaving the post by term, director may leave the post by:

- (1) Death.
- (2) Resign.
- (3) Disqualification or have prohibitive profile according to Section 68 of Public Limited Company Act B.E. 2535.
- (4) Resolution of Shareholders Meeting.
- (5) Order of 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 Committee shall arrange Shareholders Meeting in form of Annual General Shareholders Meeting within four months after the end of accounting period of the Company meetings other than those mentioned above shall be called Extraordinary Shareholders Meeting. Director may call for Extraordinary Shareholders Meeting at any time as deem appropriate. Or, shareholders with total shares hold of no less than one – five of total number of shares sold, or shareholders of not less than 25 persons with total shares hold of not less than one – ten of total shares sold can jointly sign letter to Committee to call for Extraordinary Shareholders Meeting at any time. But shareholders shall clearly state in the letter reason to request for the meeting. In this case, Committee shall call for Shareholders Meeting within 1 month since the receipt of requested letter.

- Clause 29 To call for Shareholders Meeting, Committee shall prepare Appointment letter indicated place, date, time, agenda, and issues proposed to Shareholders Meeting with appropriate details. It shall be clearly stated issue proposed for information, for approval, or for consideration on case by case, as well as opinion of Committee on each issue. The letter shall be submitted to shareholders and registrar no less than seven day before the meeting date. Besides, Committee shall publish notification to call for meeting in newspaper for 3 consecutive days and no less than 3 days before the meeting date.
- Clause 30 In Shareholders Meeting, there shall be shareholders and proxy of shareholders (if any) attend the meeting of no less than twenty five persons or half of total number of shareholders and there shall be total number of shares of not less than one – third of total number of shares sold in order to reach quorum.
- For the case that if the time has already passed for one hour in any of Shareholders Meeting but number of shareholders attended the meeting does not reach quorum specified, if the meeting is hold because of the request of shareholders, such meeting shall be called off. But if the meeting is hold not because of the request of shareholders, the meeting shall be rearranged and appointment letter shall be submitted to shareholders not less than seven days before the meeting date. The next meeting arranged because of this reason shall not be applied quorum criteria.
- Clause 31 Resolution of Shareholders Meeting shall compose of the following vote:
- Resolution shall apply major votes of shareholders who attend the meeting and make vote in case of equal votes
- President of the meeting shall have one more vote to make final decision.
- 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.

Attachment 5

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)



Proxy Form B

Duty Stamp 20 Baht

Made at..... Date.....Month.....Year.....

(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.....Year Residing at No..... Street.....Sub-district.....District.....Province.....Post Code.....OR (2) Mr. Pricha Attavipach Age 78 years, Residing at No. 21 Soi Soonvijai 1, New Petchburi Road, Bangkapi Subdistrict, Huaikhwang district, Bangkok Post Code 10310 OR (3) Miss. Jutatip Arunonondchai Age 45 years, Residing at No. 21 Soi Phrom Si, Khlong Tan Nuea Subdistrict, Wattana district, Bangkok Post Code 10110 OR

anyone of the aboves as my/our Proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the year 2015 No.1/2016 to be held on April 28, 2016 at 1 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 to any other day, time and venue.

(4) In this meeting, I/We hereby appoint my/our Proxy to vote 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 1 To acknowledge the operating result of the Company for the year 2015

Agenda 2 To consider and approve the audited statement of financial position and the profit and loss statements for the year ended December 31, 2015

Approve Disapprove Abstain

Agenda 3 To consider and approve the reduction of registered capital and the amendment of the Memorandum of Association

Approve Disapprove Abstain

Agenda 4 To consider and approve the allocation of profit for dividend payment and legal reserve

Approve Disapprove Abstain

Agenda 5 To consider and approve the increase of capital to accommodate the dividend shares and the amendment of the Memorandum of Association

Approve Disapprove Abstain

Agenda 6 To consider and approve the allocation of ordinary shares to accommodate the share dividend

Approve Disapprove Abstain

Agenda 7 To elect directors in replacement of those whose terms have ended

- (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. Chalush Chinthammit

Approve Disapprove Abstain

2. Name of Director Mr. Pong Chinthammit

Approve Disapprove Abstain

3. Name of Director Mr. Chadej Insawang

Approve Disapprove Abstain

Directors appointed by the shareholders

1. Name of Director Mr. Suwat Summashipvitsavakul

Approve Disapprove Abstain

2. Name of Director Mrs. Puangthip Silpasart

Approve Disapprove Abstain

Agenda 8 To consider and approve the remunerations of directors

Approve Disapprove Abstain

Agenda 9 To consider and approve the appointment of auditor and audit fee for the year 2016

Approve Disapprove Abstain

Agenda 10 To consider editorial approval Article 4 of the Articles of Association

Approve Disapprove Abstain

Agenda 11 Other matters (in nay)

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. The voting right has to be assigned to only one Proxy, therefore, this voting right can not be divided and separately assigned to more than one Proxy.
 - 2. For the election of directors, the voter may elect some or all of the nominees.



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 2015 No.1/2016 shall be held on April 28, 2016 at 1 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 such other date, time and place as the meeting may be adjourned.

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 2015 by

() Documents at the point of registration of the General Meeting of Shareholders for the year 2015 No.1/2016

() 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 Siriporn@tstegroup.com

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