

Invitation to Annual General Meeting of Shareholders No.42

At Meeting on 28th April 2017 at 14.00 hours
at a meeting room of Mano Tower, 6th Floor,
153 Sukumvit 39 (Soi Prompong), Klongton - Nua, Wattana, Bangkok



Jutha Maritime
Public Company Limited



23rd March 2017

Subj. Invitation to Annual General Meeting of Shareholders No.42

To : Shareholders of Jutha Maritime Public Company Limited

Enclosures :

1. Copy of Minutes of Annual General Meeting of Shareholders No.41
2. Annual Report with financial statements for the year ended 31st December 2016
3. Information of directors in replacement of those whose tenure have ended
4. Details of directors' remuneration to support directors' remuneration policy
5. Details of auditors to support appointment of auditors and fix the auditing fee for the accounting period from 1st January 2017 to 31st December 2017
6. Company's Articles of Association relating to the shareholders' meeting
7. Documents or evidence affirming status of shareholders/proxy
8. Map to the meeting venue
9. Proxy Form
10. List of the Company's Audit Committee Members for proxy

The Board of Directors of Jutha Maritime Public Company Limited resolved that the Annual Ordinary General Meeting of Shareholders No.42 would be held on 28th April 2017 at 14.00 hours at a meeting room of Mano Tower, 6th floor, 153 Sukumvit 39 (Soi Prompong), Klongton - Nua, Wattana, Bangkok to consider topics in accordance with the following agenda :

Agenda 1 To consider and adopt the minutes of the Annual General Meeting of Shareholders No.41

Proposal Objectives : The Annual General Meeting of Shareholders no.41 was held on 26th April 2016. The minutes of the meeting was recorded and submitted to the Stock Exchange of Thailand within the legally prescribed time frame. The copy of minutes was presented as Attachment 1

Directors' Opinion : The Board of Directors recommended that the meeting should adopt the minutes of the meeting as proposed.



Agenda 2 To acknowledge the Board of Directors' report on the Company performance of previous year

Proposal Objectives : Report on the company performance and significant changes during the previous year were outlined in the annual report which was submitted to shareholders together with the invitation Attachment 2

Directors' Opinion : Report on the Company performance should be submitted to the shareholders for acknowledgement.

Agenda 3 To consider and approve the balance sheet and income statement for the year ended 31st December 2016

Proposal Objectives : The balance sheet and income statements for the year ended

31st December 2016 which reflects the company's financial status and operating result for the year 2016 was audited by the auditor, D I A International Audit Co., Ltd. They were reviewed by the Audit Committee and approved by the Board of Directors prior to presenting them to the shareholders for approval in accordance with the Public Limited Companies Act B.E. 2535 Section 112

Directors' Opinion : The Board of Directors recommended that the meeting consider and approve the balance sheet and financial statements for the year ended 31st December 2016

Agenda 4 To consider non - allocation of the net profit and non - dividend payment

Proposal Objectives : To comply with the Public Limited Companies Act B.E. 2535 Section 116, the Company shall allocate not less than five percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten percent of the registered capital.

Reasons for non - allocation of the net profit and non - dividend payment

The annual operation of the Company for the year ended 31st December 2016 resulted in a net loss of 129,442,213 baht which includes unrealized gain on exchange rate of 2,182,988 baht. If excluded the gain on exchange rate, the Company's net loss from operation is 131,625,201 baht.

Directors' Opinion : The Board of Directors recommended that the meeting approve non allocation of the net profit for statutory reserve and non dividend payment due to the loss from operation of the Company.



Agenda 5 To consider and elect the directors in replacement of those whose tenure have ended

Proposal Objectives : To comply with the Public Limited Companies Act B.E. 2535 Section 71 and the Company's Articles of Associations Clause 17 which stipulates that at every annual ordinary general meeting of shareholders, one - third of the directors shall be retired by rotation. If the number of the directors cannot be divided into three parts, the number of directors closest to one - third shall retire.

The 3 directors whose tenure have ended are as follows :

1.Mr.Sirichai	Sakornratanakul	Independent Director
2.Mr.Adul	Chandanachulaka	Independent Director and Member of the Audit Committee
3.Mr.Sarun	Phenjati	Director

Details of information on the directors including age, percentage of shareholding, education, work experience and position as director in other companies, as reported in Attachment 3

The Board of Directors excluding the three directors whose tenures have ended recommended that the meeting reelect Mr.Sirichai Sakornratanakul, Mr.Adul Chandanachulaka and Mr.Sarun Phenjati back to the Board of Directors because they have all the qualifications as per the Public Limited Companies Act B.E. 2535 and Notification of the Security Exchange Commission of Thailand (SEC). Even though they have not been processed through the Nomination and Remuneration Committee as the committee is not yet established, the Board of Directors has carefully considered their qualifications, education background, working experience, and their past contributions to the Board of the Directors.



1. Mr.Sirichai Sakornratanakul :

First appointment as director : Year 1994

Training Course conducted by Thai Institute of Directors Association (IOD) :

- Director Certification Program (DCP)
- Audit Committee Program (ACP)
- Financial Institutions Governance Program (FGP)
- Anti - Corruption for Executives Program (ACEP)

Work Profile :

- Audit Committee Member and Remuneration and Nomination Committee Thai Credit Retail Bank Public Co., Ltd.
- Advisor Corporate Social Responsibility Institute, Stock Exchange of Thailand

Contribution to the Company : Having extended his experiences and dedicated himself for the company's benefit

2. Mr.Adul Chandanachulaka :

First appointment as director and Audit Committee Member : Year 1999

Training Course conducted by Thai Institute of Directors Association (IOD) :

- Director Accreditation Program (DAP)
- Audit Committee Program (ACP)
- Role of the Compensation Committee (RCC)

Contribution to the Company : Having extended his experiences in commercial bank for more than 30 years for the benefit of the Company

3. Mr.Sarun Phenjati has been elected to the Board of the Directors since 1988. He had attended the Director Accreditation Program (DAP) with Thai Institute of Directors (IOD). He has been contributing his long experience in shipping and finance to the Company.

The Board of Directors, therefore, recommended that the Meeting reelect the three directors to the Board.



Agenda 6 To consider and fix the directors' remuneration

Proposal Objectives : To comply with the Public Limited Companies Act B.E. 2535 Section 90 which stipulates that the payment of directors' remuneration shall be in accordance with the resolution of the meeting of shareholders based on a vote of not less than two - thirds of the total number of votes of the shareholders attending the meeting and to follow Director Compensation Best Practices proposed by the Thai Institute of Directors in respect of fixing the directors' remuneration, the Board of Directors deemed appropriate to propose to the meeting the directors' remuneration payment policy for the year 2017 until further shareholders' resolution is made.

Directors' Opinion : The Company has not yet established a Nomination and Remuneration Committee. The Board of Directors, however has considered directors' remuneration from suitability to the duties and responsibility of directors to ensure appropriateness and therefore recommended that the directors' remuneration for the year 2017 should be paid at the same rate to those of the year 2016 i.e. not exceeding 3 million baht, using the same rationale of the previous year. Details on fixing the directors' remuneration as shown in Attachment 4

Agenda 7 To consider and appoint the auditor and fix the auditing fee for the accounting period from 1st January 2017 to 31st December 2017

Proposal Objectives : To comply with the Public Limited Companies Act B.E. 2535 Section 120, the annual ordinary general meeting of shareholders shall appoint an auditor and determine the auditing fee for the year.

Audit Committee's Opinion : Following due process in selection of the Company' auditor, the Audit Committee has considered the performance of the auditor and the appropriateness of auditing fee and recommended to the Board of Directors to propose to the shareholders meeting for approval in appointing following persons as the Company's auditor for the accounting period for the year 2017 :



Name	CPA No	Audit Firm
1. Mrs.Suvimol Krittayakiern	2982	D I A International Audit Co., Ltd
2. Miss Somjintana Pholhirunrat	5599	D I A International Audit Co., Ltd
3. Miss Supaporn Mangjit	8125	D I A International Audit Co., Ltd

And any one of them to conduct the audit and the auditing fee be fixed at the amount of 1,050,000 baht.

Directors' Opinion : Following due consideration, the Board of Directors agreed with the Audit Committee and deemed appropriate to propose to the shareholders meeting for approval in appointing following persons as the Company's auditor for the accounting period of the year 2017 :

Name	CPA No	Audit Firm
1. Mrs.Suvimol Krittayakiern	2982	D I A International Audit Co., Ltd
2. Miss Somjintana Pholhirunrat	5599	D I A International Audit Co., Ltd
3. Miss Supaporn Mangjit	8125	D I A International Audit Co., Ltd

And any one of the auditors is to conduct the audit and the auditing fee be fixed at the amount of 1,050,000 baht for the accounting period of the year 2017. The aforementioned auditors have no relation and no conflict of interests with the Company, its subsidiary, its directors, its major shareholders or any relating parties. (Details as per Attachment 5)



Agenda 8 To consider other business (if any)

Under the Public Limited Companies Act B.E. 2535 (as amended), shareholders holding shares not less than one - third of the total number of shares sold may request the meeting to consider matter other than those indicated in the Notice Calling for Meeting.

The Company has set that the names of the eligible shareholders who are entitled to attend the Annual General Meeting of Shareholders no.42 will be recorded on 14th March 2017 and the book closing date in which the shareholders list as specified in section 225 of the Securities and Exchange Act B.E. 2535 shall be complied, will be on 15th March 2017.

The Company is pleased to invite the shareholders to attend the Ordinary General Meeting of Shareholders on the date, time and place as abovementioned. In the event that any shareholder is unable to attend the meeting in person and wishes to appoint any person as his/her proxy to attend the meeting and cast votes on his/her behalf, the shareholders may appoint any person or the Company's audit committee member as his/her proxy by filling and executing the proxy form attached hereto and then delivering the executed proxy form to the Company prior to the commencement of the meeting.

Yours sincerely,

Jutha Maritime Public Company Limited



(Mr.Chanet Phenjati)

President

- Remark**
1. Shareholders may appoint Audit Committee member of the Company to act as their proxy by sending the proxy form and related supporting evidence to the Company at least 1 day prior to the meeting
 2. The invitation to attend the shareholders meeting and attachments were publicized in the Company's website (www.jutha.co.th)



ANNUAL REPORT





Attachment 3

Profiles of proposed director candidates to replace directors who will retire by rotation

1. Name – Surname, Position		Mr.Sirichai Sakornratanakul, Independent Director
Age		68 years
Number of Shares		Nil
Percentage		Nil
Relation with other management		Nil
Education	Master Degree in Economics, University of Saarland, Germany (Under the Bank of Thailand's Scholarship)	

Work Profile

- 2011 - Present Chairman of Audit Committee
Thai Public Broadcasting Service (TPBS)
Chairman of Corporate Governance and Social Responsibility
Committee Thai Public Broadcasting Service (TPBS)
- 2010 - Present Policy Committee Member, Chairman of Audit Committee, Chairman of Corporate
Governance and Social Responsibility Committee, Thai Public Broadcasting
Service (TPBS)
- 2010 - Present Audit Committee Member, Remuneration and Nomination Committee Thai
Credit Retail Bank Public Company Limited
- 2007 - Present Advisor, Corporate Social Responsibility Institute, Stock Exchange of Thailand
- 2004 - Present Independent Director, Jutha Maritime Public Company Limited
- 2000 - Present Independent Director and Audit Committee Member Double A (1991) Public
Company Limited
- 2009 - 2010 Senior Advisor, Internal Management Section, Thai Health Promotion Foundation
- 2004 - 2009 Senior Executive Vice President, Export Import Bank of Thailand
- 1999 - 2001 President, Bangchak Petroleum Public Company Limited
- 1994 - 2004 Director, Jutha Maritime Public Company Limited
- 1994 - 2004 Senior Executive Vice President, Industrial Finance Corporation of Thailand
- 1977 - 1994 Bank of Thailand (Assistant Economist-Director)

**Training**

2012	Anti-Corruption For Executives Program (ACEP)
2012	Audit Committee Program (ACP)
2011	Financial Institutions Governance Program (FGP)
2002	Director Certification Program (DCP), by Thai Institute of Directors Association (IOD)
1997	International Board & Directors Seminar by Swedish Academy of Directors, Stockholms

Debts	Nil
Conflict of Interest	Nil
Directorship	Independent Director
Numbers of Years	23
Meeting Attendance 2016	4/4

This candidate does not hold any position in other company that may create any conflict of interest

2. Name – Surname, Position	Mr.Adul Chandanachulaka, Independent Director, Member of Audit Committee
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Age	71 years
Number of Shares	Nil
Percentage	Nil
Relation with other management	Nil

Education Bachelor Degree Commercial, Chulalongkorn University

Work Profile

2005 - Present	Independent Director and Audit Committee, Prueksa Real Estate Public Co., Ltd
1999 - Present	Director, Jutha Maritime Public Company Limited
1999 - 2002	Executive Vice President, Branch Management

Training

	Training Courses Arranged by Thai Institute of Directors Association (IOD) :
2007	Role of the Compensation committee (RCC)
2005	Audit Committee Program (ACP)
2003	Director Accreditation Program (DAP)



Debts	Nil
Conflict of Interest	Nil
Directorship	Independent Director, Member of Audit Committee
Numbers of Years	18
Meeting Attendance 2016	4/4

This candidate does not hold any position in other company that may create any conflict of interest

3. Name – Surname, Position	Mr.Sarun Phenjati, Director
Age	63 years
Number of Shares	935,400 shares
Percentage	0.66
Relation with other management	Son of Rear Admiral Chano Phenjati, Chairman of the Board, Older brother of Mr.Chanet Phenjati, President
Education	Bachelor Degree Commercial, Chulalongkorn University

Work Profile

1991 - Present Director, J. Shipping Services Company Limited

1988 - Present Director, Jutha Maritime Public Company Limited

1981 - Present Director and Advisor C. & P. Company Limited

1975 - Present Director, Mano Company Limited

Training

Director Accreditation Program (DAP), By Thai Institute of Directors Association (IOD)

Debts	Nil
Conflict of Interest	Nil
Directorship	Director
Numbers of Years	29
Meeting Attendance 2016	4/4

This candidate does not hold any position in other company that may create any conflict of interest



Independent Directors –a director who possesses qualifications in line with Board of Directors’ Charter, the Article of Association of the company and the Notification of the Stock Exchange of Thailand

Characteristics and Definition of independent director of Company

1. Being independent as defined by the Company and in accordance with the Notification of Stock Exchange of Thailand regarding Qualifications and Scope of Work of the Audit Committee,
2. Being able to take care of the interest of all shareholders equally,
3. Being able to attend the board of directors’ meeting of the company to make decision on any significant activities of the company,
4. Not holding more than 1% of the total outstanding voting shares of the Company, parent company, subsidiaries, affiliates, major shareholders or controlling persons of the Company, including shares held by a person connected to the independent director;
5. Not being a director participating in management, or not being a staff, an employee or consultant who receives regular salary, or controlling persons of the Company, subsidiaries, affiliates, associate or any corporate which may have conflict of interest for company at least 2 years prior to taking the independent directorship;
6. Not being the auditor of the Company, subsidiaries, affiliates, associate or any corporate which may have conflict of interest for company, and not the significant shareholders, executive director, controlling persons or partner of the audit firm which employs the auditor of the Company, subsidiaries, affiliates, associate or any corporate which may have conflict of interest for company, or controlling persons of the Company unless the foregoing status ended at least 2 years prior to taking the independent directorship;
7. Not being any professional service providers including legal or financial consultants who receive annual service fee in the amount of more than 2 Million Baht from the Company, subsidiaries, affiliates, associate or any corporate which may have conflict of interest for company, and not being significant shareholders, controlling persons, or partners of such professional service providers unless the foregoing status ended at least 2 years prior to taking the independent directorship;



8. Not having business relationship with the Company, subsidiaries, affiliates, associate or any corporate which may have conflict of interest for company in a way which may obstruct his independent judgment, or not being significant shareholders or executive director, or controlling persons having business relationship with the Company, subsidiaries, affiliates, associate or any corporate which may have conflict of interest for company at least 2 years prior to taking the independent directorship;

9. Not having relationship by blood or legal registration in a way that makes the independent director a parent, spouse, sibling, and children, including spouse of the children of management, major shareholders, controlling persons, or nominated persons to be management or controlling persons of the Company or subsidiaries;

10. Not representing the Company's directors, major shareholders, or shareholders connecting to major shareholders;

11. Not having any other characteristics which may obstruct the director to independently express his opinion regarding the Company's operation.

After the appointment, the Company's Independent Director may be authorized by the Board of Directors to make collective decisions on operating the Company, parent company, subsidiaries, affiliates, same - level subsidiaries, major shareholders, or controlling persons of the Company, whereby such actions are not deemed partaking in the management.



Jutha Maritime Public Company Limited has determined the qualification of Independent Director to be the same as the requirements of the Security Exchange Commission (SEC)/the Security Exchange of Thailand (SET)

No.	List of independent director being nominated as director	
1.	Independent Director	Mr.Sirichai Sakornratanakul
Shareholding :		
-	Number of Shares	Nil
-	Number of Shares that	Nil
	Relative to the Management/Major Shareholders of the Company/Affiliated Company	No
Relationship to the Company/Affiliated Company/Joint Venture Company/any associate that may have any conflict of interest at present or during the last 2 years		
1.	Director of the company which participate in the management of staffs or Advisor that receives monthly payment	No
2.	Professional Provider	No
3.	Relation to the business that may influence the ability to be independent	No
No.	List of independent director being nominated as director	
2.	Independent Director and Member of the Audit Committee	Mr.Adul Chandanachulaka
Shareholding :		
-	Number of Shares	Nil
-	Number of Shares that	Nil
	Relative to the Management/Major Shareholders of the Company/Affiliated Company	No
Relationship to the Company/Affiliated Company/Joint Venture Company/any associate that may have any conflict of interest at present or during the last 2 years		
1.	Director of the company which participate in the management of staffs or Advisor that receives monthly payment	No
2.	Professional Provider	No
3.	Relation to the business that may influence the ability to be independent	No



No.	List of independent director being nominated as director
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3. Director	Mr.Sarun Phenjati
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Shareholding :	
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- Number of Shares	935,400
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- Number of Shares that	935,400
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Relative to the Management/Major Shareholders of the Company/ Affiliated Company	Son of the Chairman, Rear Admiral Chano Phenjati and brother of President, Mr.Chanet Phenjati
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Relationship to the Company/Affiliated Company/Joint Venture Company/any associate that may have any conflict of interest at present or during the last 2 years
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1. Director of the company which participate in the management of staffs or Advisor that receives monthly payment	No
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2. Professional Provider	No
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3. Relation to the business that may influence the ability to be independent	No
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Details of Directors' remuneration to support directors' remuneration policy

According to the Directors Compensation Best Practices proposed by the Thai Institute of Directors Association, arrangement and amount of remuneration consists of 3 types :

1. Retainer Fee – monthly retainer fees offered to non - executive directors, regardless of the meeting frequency, should take the following 3 factors into consideration : Industrial practices, Operating performance and the size of the business and Knowledge, competency and experience of the appointed directors

2. Attendance Fee – the fee is considered on a per - meeting basis. The fee is paid only to a director who participates in a board of directors' meeting.

3. Incentive Fee – the fee is paid as an incentive to the directors each year and is tied to the firm performance and values created for the shareholders e.g. profitability and common stock dividend

To be in line with the Directors Compensation Best Practices, the following payment scheme is propose for effective in the year 2017 onwards until further resolution is made by the shareholders' meeting :

Current Directors' Remuneration	Proposed Directors' Remuneration
Not exceeding 3,000,000 baht which comprising of :	Not exceeding 3,000,000 baht which is the same budget as those of the year 2016
a) Monthly retainer fee all directors,	a) Monthly retainer fee for all Board
b) In addition to retainer fee, directors who are member of Audit Committee receive attendance fee at the amount of 36,000 baht each meeting for the chairman of audit committee and 18,000 baht each meeting for each audit committee member.	b) In addition to retainer fee, directors who are member of Audit Committee will receive attendance fee



Attachment 5

Details of auditors to support appointment of auditors and fix the auditing fee for the accounting period from 1st January 2017 to 31st December 2017

The Board of Directors resolved to propose for shareholder' approval to appoint the Company's auditor and fix the auditing fee for the year 2017 as follows :

1. Appointment of the Company's auditor

D I A International Audit Co., Ltd.		
Name	CPA No.	Years of Servicing
1. Mrs.Suvimol Krittayakiern	2982	4 Year (2013 - 2016)
2. Miss Somjintana Pholhirunrat	5599	-
3. Miss Supaporn Mangjit	8125	-

The nominated auditors are the same group of auditors the subsidiary (Thaiden Maritime Co., Ltd.). They are not related and/or a beneficiary to the Company/its subsidiary/executives/major shareholders or inter - related persons. The auditor of the subsidiary registered in Singapore is RSM Chio Lim LLP, 8 Wilkie Road, #03-08, Wilkie Edge, Singapore 228095

2. Fixing the auditing fee

- 2.1 Audit Service fee of 1,050,000 baht for auditing of separate financial statements and consolidated financial statements for the year 2017
- 2.2 Non audit service fee for the year 2017 - baht



Jutha Maritime Public Company Limited Articles of Association

Excerpts of Shareholders' Meeting Related Provisions

Clause 16. The directors shall be elected at the meeting of shareholders in accordance with the following rules and methods :

- (1) Each shareholder shall have votes equal to the number of share held.
- (2) Each shareholder may exercise all the votes he has under 91) to elect one or several persons as directors but he may not allot his votes to any such person at any number.
- (3) The persons who received the highest number of votes in their respective order of the votes shall be elected as director at the number equal to the number of directors of the Company. In the event the votes among the persons elected in order of respective high number of the votes which exceeds the number of the directors of the Company the chairman shall have a casting vote.

Clause 17. At every annual ordinary meeting of shareholders, one - third of the directors shall be retired by rotation. If the number of the directors cannot be divided into three parts, the number of directors closest to one - third shall retire.

The directors retiring from their offices in the first and second year after the registration of the Company shall be made by drawing lots. For the subsequent year, the director who has held office longest shall retire.



Clause 31. The Board of Directors shall arrange for an annual ordinary meeting of shareholders within four (4) months from the last day of the fiscal year of the Company.

Meetings other than that in the first paragraph shall be called extraordinary meetings which the Board of Director may summon or the shareholders holding shares altogether at no less than one - fifth of the total number of shares sold or the shareholders of a number of not less than twenty - five (25) persons holding shares altogether at not less than one - tenth of the number of shares sold my submit their names in a letter requesting the Board of Directors to summon an extraordinary meeting of shareholders at any time but they shall give reasons for such request tin the said letter. In such case, the Board of Directors shall arrange for the meeting of shareholders to be held within one (1) month from the date of receipt of such letter of request from the shareholders.

Clause 32. In summoning for a meeting of shareholders, the Board of Directors shall send notices for meeting specifying the place, date, time , agenda of the meeting and the subject matter to be submitted to the meeting together with details by stating clearly whether it will be for information, for approval or for consideration, as the case may be, including the opinions of the Board of Director towards the said mater, and shall send the same to the shareholders and the Registrar for their information not less than seven (7) days before the date of the meeting. Further, publication of notices calling for a meeting shall also be made in three (3) consecutive days in the newspaper not less than three (3) days before the date of the meeting.

Clause 33. At a general meeting of shareholders, there shall be shareholders and proxies (if ay) present at the meeting at a number of not less than one - half of the total number of shareholders and such shareholders shall not hold shares altogether at not less than one - third of the total number of shares sold, in order to constitute a quorum.

If after one (1) hours from the time fixed for a general meeting of shareholders the number of shareholders present is still not enough to form a quorum in accordance with the first paragraph, if such general meeting of shareholders was requested by the shareholders such meeting shall be canceled. If such meeting of shareholders was not called for by the shareholders, the meeting shall be called for again and in the latter case, notice calling for meeting shall be sent to shareholders not less than seven (7) days before the meeting. In the second meeting, a quorum is not needed.



Clause 34. A resolution of the general meeting of shareholders shall require that every shareholder shall have one (1) vote for each share of which he is the holder and :

- (1) in a normal case, the majority vote of the shareholders who attend the general meeting and have the right to vote. In case of a tie vote, the Chairman of the meeting shall be entitled to a casting vote.
- (2) in the following case, a resolution shall be passed by a vote of not less than three - fourths of the total number of shareholders present at the meeting and entitled to vote;
 - (a) the sale or transfer of whole or important parts of businesses of the Company to other persons;
 - (b) the purchase or acceptance of transfer of other businesses of other companies or private companies to the Company;
 - (c) the making or canceling of contracts relating to the leasing out of the business of the Company, whole or certain important parts, the assignment to any other persons to manage the businesses of the Company or the amalgamation of businesses with other persons with an objective towards profit or loss sharing.

Clause 35. The general ordinary meeting of shareholders shall perform the following act :

- (1) consider the report of the Board of Directors
- (2) consider and approve the balance sheet
- (3) consider allocation of profit
- (4) elect the director in place of the director who resigned by rotation
- (5) appoint an auditor
- (6) other businesses



Clause 38. The Board of Directors shall prepare the balance sheet and the profit and loss statement as on the last day of the accounting period of the Company and submit the same to the meeting of shareholders in its annual ordinary meeting for approval.

The Board of Directors shall arrange for the auditor to examine the balance sheet and the profit and loss statement in accordance with the first paragraph or prepared during and accounting period for submission to the meeting of shareholders for adoption, which audited statements shall be ready before submission to the meeting of shareholders.

Clause 40. No dividends shall be paid otherwise than out of profits. In case the Company still sustains an accumulated loss, no dividends shall be paid.

Dividend shall be distributed according to the number of shares in equal amount for each share. The Board of Directors may pay interim dividends to the shareholders from time to time if they deem that the Company has a reasonable profits to do so. After the distribution of dividends the shareholders shall be informed of such dividends distribution at the next general meeting.

Payment of dividends shall be made within one (1) month from the date the resolution is passed by the meeting of shareholders or by the meeting of the Board of Directors, as the case may e. Written notice shall also be sent to the shareholders and the publication of the notice of such payment of dividends shall be made in a newspaper.

Clause 41. The Company shall allocate to a reserve fund from the annual net profit, not less than five percent (5%) of the annual net profit deducted by the total accumulated losses brought forward (if any) until he reserve fund reaches an amount of not less than ten percent (10%) of the registered capital.



Document or Evidence Affirming Status of Shareholders/Proxy

1. For Natural Persons

- Thai - nationality Shareholders :
- Citizen Identification (ID) Card or Governmental ID Card
- Foreign shareholders :
- Passport or Certificate of Aliens

2. For Proxy

2.1 Natural Persons both Thai nationality and aliens :

- a) Proxy Form (attachment 9) completely filled in and affixed with 20 baht duty stamp
- b) Copy of ID card or copy of passport of the grantor certified true copy by the grantor
- c) Copy of ID card or copy of passport of the proxy certified true copy by the proxy

2.2 Juristic Persons registered in Thailand

- a) Proxy Form (attachment 9) completely filled in and affixed with 20 baht duty stamp
- b) Copy of affidavit issued by Authority concerned, certified true copy by the authorized directors of the juristic persons as the grantor
- c) Copy of ID card of authorized directors of the juristic persons, certified true copy by the authorized directors
- d) Copy of ID card of the proxy, certified true copy by the proxy

2.3 Juristic Persons registered in overseas

- a) Proxy Form (attachment 9) completely filled in and affixed with 20 baht duty stamp
- b) Copy of affidavit issued Authority concerned, certified true copy by the authorized directors of the juristic persons as the grantor
- c) Copy of passport of the authorized directors of the juristic persons, certified true copy by the authorized directors as the grantor
- d) Copy of ID card or copy of passport of proxy, certified true copy by the proxy

For verification purpose, proxy form and all documents must be sent to the company 1 day before the meeting day or 0.30 hours before commencement of the meeting.



สิ่งส่งมาด้วย 8

แผนที่สถานที่จัดประชุมผู้ถือหุ้น

บริษัท จุฑานาวี จำกัด (มหาชน)

อาคารมาโนทาวเวอร์ 153 ซอยสุขุมวิท 39 ถนนสุขุมวิท แขวงคลองตันเหนือ เขตวัฒนา กรุงเทพฯ 10110

โทรศัพท์ (662) 260-0050 (30 คู่สาย) โทรสาร (662) 259-9825, 259-9824

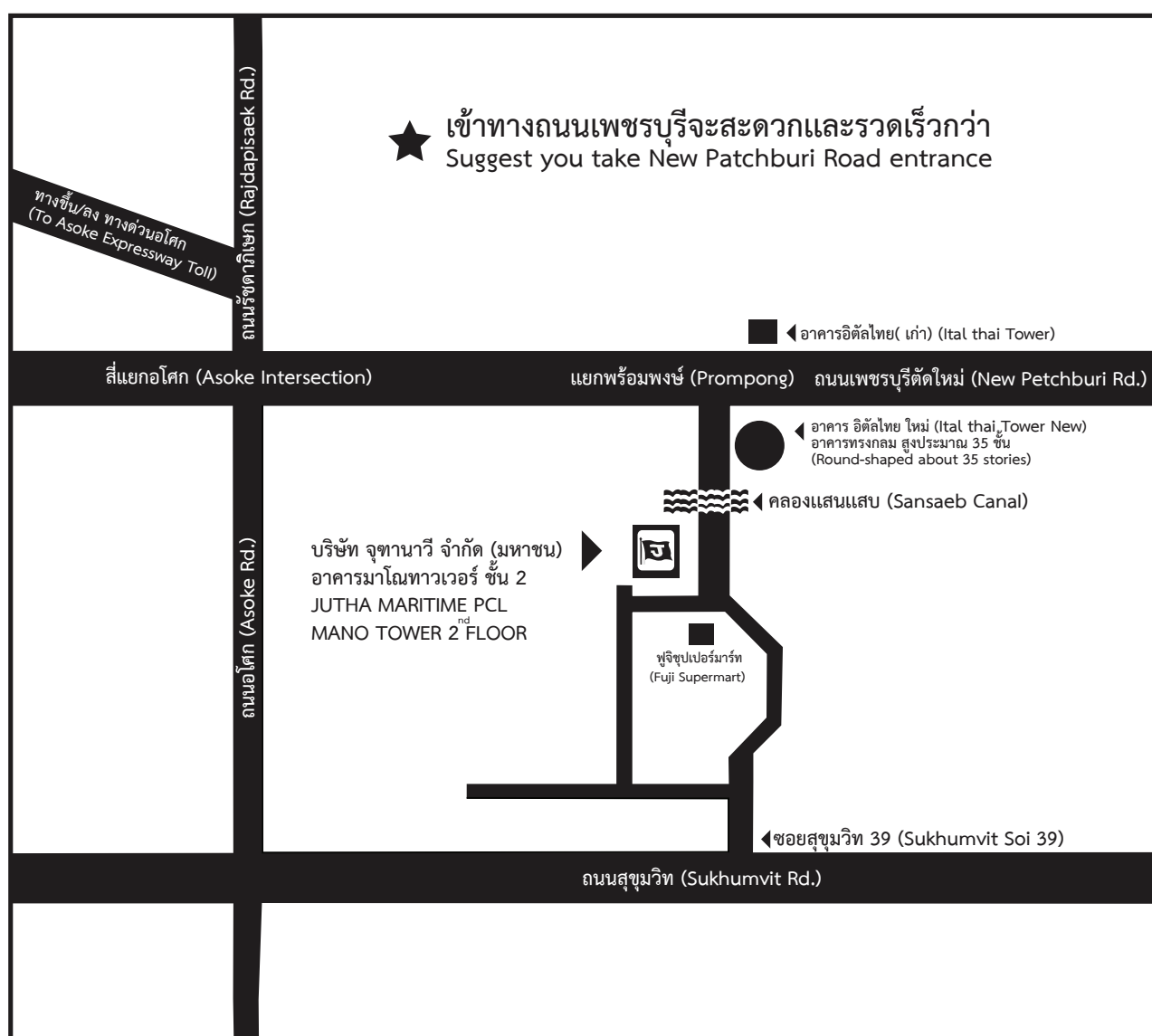
อีเมล: office@Jutha.co.th เว็บไซต์: www.jutha.co.th

JUTHA MARITIME PUBLIC COMPANY LIMITED

Mano Tower 153 Soi 39, Sukhumvit Rd., Kongton-Nua, Wattana, Bangkok 10110, Thailand

Tel. (662) 260-0050 (30 lines) Fax. (662) 259-9825, 259-9824

E-mail : office@Jutha.co.th Website : www.jutha.co.th





Proxy Form B

Written at.....

Date.....Month.....Year.....

(1) I/We..... Nationality.....
 Address :..... Road, :..... Sub - district, :..... District,.....
 Province....., Postcode.....

(2) As the shareholder of Jutha Maritime Public Company Limited, holding a total amount of..... shares with voting right of votes as follows :

Ordinary ShareShares with voting right of votes
 Preference Share Shares with voting right of votes

(3) Hereby appoint

(1)Age.....years
 Address :.....Road,.....Sub - district,.....
 District,.....Province, Postcode..... or

(2)Age.....years
 Address :.....Road,.....Sub - district,.....
 District,.....Province, Postcode..... or

(3)Age.....years
 Address :.....Road,.....Sub - district,.....
 District,.....Province, Postcode..... or

One of the above to be my/our proxy to attend and vote at the Annual Ordinary General Meeting of Shareholders No.42 on 28th April 2017 at 14.00 hours at the Meeting Room of Mano Tower 6th Floor No.153 Sukhumvit 39 Road (Soi Phrom Phong), Khwaeng Klongton-Nua, Khet Wattana, Bangkok or on the date and at the venue as may be postponed.

(4) I/We hereby authorize the proxy to vote on my/our behalf as follow :

☐ **Agenda 1 Consider adopting the minutes of the Annual General Meeting of the Shareholders No.41**

☐ (a) The proxy shall vote independently as to his/her consideration.

☐ (b) The proxy shall vote according to my/our intention as follows :

☐ For ☐ Against ☐ Abstain



- ☐ **Agenda 2 Acknowledge the Board of Directors' report on the company performance of previous year**
- For acknowledgement
- ☐ **Agenda 3 Consider and approve the balance sheet and income statement for the year ended 31st December 2016**
- ☐ (a) The proxy shall vote independently as to his/her consideration.
- ☐ (b) The proxy shall vote according to my/our intention as follows :
☐ For ☐ Against ☐ Abstain
- ☐ **Agenda 4 Consider non - allocation of the net profit and non-dividend payment**
- ☐ (a) The proxy shall vote independently as to his/her consideration.
- ☐ (b) The proxy shall vote according to my/our intention as follows :
☐ For ☐ Against ☐ Abstain
- ☐ **Agenda 5 Consider and elect the directors in replacement of those whose tenure have ended**
- ☐ (a) The proxy shall vote independently as to his/her consideration.
- ☐ (b) The proxy shall vote according to my/our intention as follows :
- ☐ Vote for all the nominated candidates as a whole
☐ For ☐ Against ☐ Abstain
- ☐ Vote for an individual nominee
1. Mr.Sirichai Sakornratanakul
☐ For ☐ Against ☐ Abstain
2. Mr.Adul Chandanachulaka
☐ For ☐ Against ☐ Abstain
3. Mr.Sarun Phenjati
☐ For ☐ Against ☐ Abstain
- ☐ **Agenda 6 Consider and fix the directors' remuneration**
- ☐ (a) The proxy shall vote independently as to his/her consideration.
- ☐ (b) The proxy shall vote according to my/our intention as follows :
☐ For ☐ Against ☐ Abstain



☐ **Agenda 7 Consider and appoint the auditor and fix the auditing fee for the accounting period from 1st January 2017 to 31st December 2017**

☐ (a) The proxy shall vote independently as to his/her consideration.

☐ (b) The proxy shall vote according to my/our intention as follows :

☐ For ☐ Against ☐ Abstain

☐ **Agenda 8 Consider other business (if any)**

☐ (a) The proxy shall vote independently as to his/her consideration.

☐ (b) The proxy shall vote according to my/our intention as follows :

☐ For ☐ Against ☐ Abstain

(5) The vote cast by proxy in any agenda not conforming to this document deems invalid and not to be taken as my/our vote.

(6) If I/We did not declare or indicate clearly the intent to vote in any agenda; or if the meeting is to consider and vote for a resolution for the agenda other than those stated in this document; including any change or addition of facts, the proxy will have full right to consider and vote on my/our behalf upon his/her consideration.

I/We shall be fully liable for any action taken by the proxy at the meeting, except the proxy does not vote according to my/our intent in this document.

Signature. Grantor

()

Signature. Proxy

()

Signature. Proxy

()

Signature. Proxy

()

- Remark**
1. Shareholder shall appoint only one proxy to attend and vote at the meeting; whereas the shares in possession must not be split to several proxies for purpose of vote split.
 2. Appointment of directors can be made full board or individually.
 3. In the event of any further agenda to be considered otherwise than stipulated, the proxy grantor may assign onto the regular attached to Proxy Form B.



The Regular Continued Proxy Form B

The proxy of the shareholder of Jutha Maritime Public Company Limited

In the Annual Ordinary General Meeting of Shareholders No.42 on 28th April 2017 at 14.00 hours at the Meeting Room of Mano Tower 6th Floor No.153 Sukhumvit 39 Road (Soi Phrom Phong), Khwaeng Klongton-Nua, Khet Wattana, Bangkok or on the date and at the venue as may be postponed.

☐ **Agenda..... Re :**

☐ (a) The proxy shall vote independently as to his/her consideration.

☐ (b) The proxy shall vote according to my/our intention as follows :

☐ For ☐ Against ☐ Abstain

☐ **Agenda..... Re :**

☐ (a) The proxy shall vote independently as to his/her consideration.

☐ (b) The proxy shall vote according to my/our intention as follows :

☐ For ☐ Against ☐ Abstain

☐ **Agenda..... Re :**

☐ (a) The proxy shall vote independently as to his/her consideration.

☐ (b) The proxy shall vote according to my/our intention as follows :

☐ For ☐ Against ☐ Abstain

☐ **Agenda Re : Elect the directors (Continued)**

☐ Name of Director

☐ For ☐ Against ☐ Abstain

☐ Name of Director

☐ For ☐ Against ☐ Abstain

☐ Name of Director

☐ For ☐ Against ☐ Abstain

☐ Name of Director

☐ For ☐ Against ☐ Abstain

☐ Name of Director

☐ For ☐ Against ☐ Abstain



Audit Committee Members Proposed as Proxy

1.	Name	Mr.Sukri Kaocharern
		Independent Directors, Vice Chairman, Chairman of the Audit Committee
	Age	80 years
	Address	153 Mano Tower, Sukhumvit 39 (Soi Promphong), Klongton Nua, - Wattana, Bangkok 10110

Interest in agenda for this AGM.

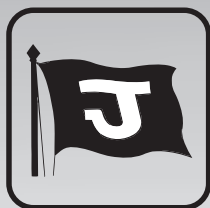
-None-

2.	Name	Mr.Somporn Paisin
		Independent Director, Member of Audit Committee
	Age	71 years
	Address	153 Mano Tower, Sukhumvit 39 (Soi Promphong), Klongton - Nua, Wattana, Bangkok 10110

Interest in agenda for this AGM.

-None-

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- Note :**
1. For appointment of the audit committee members to be proxy to attend the meeting, please fill both name of the audit committee members as well as details of them on the proxy form so that anyone of the audit committee who attends the meeting can act as proxy.
 2. Mr.Adul Chandanachulaka, an audit committee member is a director in replacement of those whose tenure has ended. The Company, therefore, do not propose Mr.Adul Chandachulaka as proxy for the meeting
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Jutha Maritime Public Company Limited

Mano Tower 153 Soi 39, Sukhumvit Rd.,
Klongton - Nua, Wattana, Bangkok 10110, Thailand
Tel. (662) 260-0050 (30 lines) Fax. (662) 259-9825, 259-9824

