



# **Proxy Form Form B**

**For individuals and juristic persons**

- **Please sign your name on page 3 and attach a certified copy of I.D. card.**
- **Please return/bring the entire set of proxy form together with the barcode page**
- **If you wish to assign your proxy to cast the vote on your own behalf at the proxy's own discretion in respect of any agenda, please tick X in a box in front of paragraph (a) in such agenda.**
- **If you wish to assign your proxy to cast the vote on your own behalf in accordance with your instructions in respect of any agenda, please tick X in a box in front of paragraph (b) in such agenda**

**Form of Proxy, Form B**  
**(Form Specifying Various Particulars for Authorisation Containing Specific Details)**  
**Annexed to Notice of Department of Business Development**  
**Re: Form of Proxy (No. 5) B.E. 2550 (2007)**

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Made at .....

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

(1) I/We ..... nationality .....,  
residing/located at No. ...., ..... Road, Tambol/Kwaeng .....,  
Amphur/Khet ....., Province ....., Postal Code .....

(2) being a shareholder of PM Thoresen Asia Holdings Public Company Limited, holding .....  
shares in total which are entitled to cast ..... votes as follows:  
ordinary shares: ..... shares in total which are entitled to cast ..... votes; and  
preferred shares: ..... shares in total which are entitled to cast ..... votes,

(3) I/We wish to appoint **any one of the followings**:

(1) ..... age ..... years,  
residing/located at No. ...., ..... Road, Tambol/Kwaeng .....,  
Amphur/Khet ....., Province ....., Postal Code ....., or

(2) Mr. Somboonkiat Kasemsuwan, aged 71 years, residing/located at No. 11 Soi Mooban Suannakarin 2, Kwaeng Bang Bon, Khet Prawet, Bangkok or

(3) Assoc. Prof. Dr. Sathit Parniangtong, aged 63 years, residing/located at No. 468/175, Phetchaburi Road, Kwaeng Thanon Phetchaburi, Khet Ratchathewi, Bangkok

as my/our proxy to attend and vote on my/our behalf at the 2016 Annual General Meeting of Shareholders to be held on 25 April 2016, at 1:30 P.M., at Queen Sirikit National Convention Center, Lotus Room, No. 60 New Ratchadaphisek Road, Khet Klongtoey, Bangkok, Thailand or such other date, time and place as may be adjourned.

(4) I/We authorise my/our proxy to cast the votes on my/our behalf at the above meeting in the following manners:

- Agenda no 1 To certify minutes of the Annual General Meeting of Shareholders No. 2/2015 held on 13 March 2015.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.  
 (b) The proxy must cast the votes in accordance with the following instructions:  
 Approve  Disapprove  Abstain
- Agenda no 2 To acknowledge results of operations of the Company for the 2015 financial year ended 31 December 2015.  
- For acknowledgement -
- Agenda no 3 To consider and approve the Company's financial statements for the financial year ended 31 December 2015, including the auditor's report.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.  
 (b) The proxy must cast the votes in accordance with the following instructions:  
 Approve  Disapprove  Abstain
- Agenda no 4 To consider and approve the payment of cash dividends for the financial year ended 31 December 2015 and the appropriation of a legal reserve.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.  
 (b) The proxy must cast the votes in accordance with the following instructions:  
 Approve  Disapprove  Abstain

- Agenda no 5 To consider and approve the appointment of auditors for the financial year ended 31 December 2016 and the audit fees.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve       Disapprove       Abstain
- Agenda no 6 To consider and approve the appointment of directors to replace those who are retiring by rotation.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- To elect directors as a whole
- Approve       Disapprove       Abstain
- To elect each director individually
- Agenda no 6.1 Mr. Sigmund Stromme
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve       Disapprove       Abstain
- Agenda no 6.2 Mr. Somboonkiat Kasemsuwan
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve       Disapprove       Abstain
- Agenda no 6.3 Mr. Rapee Moungnont
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve       Disapprove       Abstain
- Agenda no 7 To consider and approve the appointment of additional director.
- Ms. Suvimol Mahagitsiri
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve       Disapprove       Abstain
- Agenda no 8 To consider and approve the directors and sub-committee's remuneration.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve       Disapprove       Abstain
- Agenda no 9 To consider other business (if any)
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve       Disapprove       Abstain

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed ..... Grantor  
(.....)

Signed ..... Grantee  
(.....)

Signed ..... Grantee  
(.....)

Signed ..... Grantee  
(.....)

**Remarks**

1. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
2. In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
3. In case there are more agenda items to be discussed than those specified above, the grantor may make additional authorisation in the Attachment to Proxy Form B.

**Attachment to Proxy Form B**

A proxy is granted by a shareholder of PM Thoresen Asia Holdings Public Company Limited.

For the 2016 Annual General Meeting of Shareholders to be held on 25 April 2016 at 1.30 P.M. at Queen Sirikit National Convention Center, Lotus Room, No. 60 New Ratchadaphisek Road, Khet Klongtoey, Bangkok, Thailand or such other date, time and place as may be adjourned.

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- Agenda no. \_\_\_\_\_ re: \_\_\_\_\_
  - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
  - (b) The proxy must cast the votes in accordance with the following instructions:
    - Approve                       Disapprove                       Abstain
  
- Agenda no. \_\_\_\_\_ re: \_\_\_\_\_
  - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
  - (b) The proxy must cast the votes in accordance with the following instructions:
    - Approve                       Disapprove                       Abstain
  
- Agenda no. \_\_\_\_\_ re: \_\_\_\_\_
  - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
  - (b) The proxy must cast the votes in accordance with the following instructions:
    - Approve                       Disapprove                       Abstain
  
- Agenda no. \_\_\_\_\_ re: \_\_\_\_\_
  - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
  - (b) The proxy must cast the votes in accordance with the following instructions:
    - Approve                       Disapprove                       Abstain
  
- Agenda no. \_\_\_\_\_ re: \_\_\_\_\_
  - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
  - (b) The proxy must cast the votes in accordance with the following instructions:
    - Approve                       Disapprove                       Abstain
  
- Agenda no. \_\_\_\_\_ re: \_\_\_\_\_
  - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
  - (b) The proxy must cast the votes in accordance with the following instructions:
    - Approve                       Disapprove                       Abstain

**Details of Independent Directors  
(Proxy for Shareholders)  
PM Thoresen Asia Holdings Public Company Limited**

**Name** Mr. Somboonkiat Kasemsuwan  
**Position** Chairman of Audit Committee  
**Nationality** Thai  
**Age** 71 years  
**Number of shares held in the Company  
(as of 16 March 2016)** - None -



**Address** No. 11 Soi Mooban Suannakarin 2, Kwaeng Bangbon, Khet Prayet, Bangkok 10250

**Education/Training**

- B.S. Degree in Electrical Engineering, North Carolina State University, USA
- Professional Degree in Electrical Engineering, North Carolina State University, USA
- Directors Certification Program (DCP), Thai Institute of Directors Association, Class 96/2007

**Working experience**

2014 - present	Chairman of Audit Committee	PM Thoresen Asia Holdings Public Company Limited
2013 - 2014	Chairman of Audit Committee	PM Thoresen Asia Holdings Company Limited
2014 - present	Director	Advance Finance Plc.
2002 - 2012	Chairman	Mohmee Co., Ltd.
2006 - 2011	Vice Chairman	The Transport Co., Ltd.

**Direct and indirect interest in the proposed agenda in the 2016 AGM**

Agenda 6 To consider and approve the appointment of directors to replace those who are retiring by rotation  
Agenda 8 To consider and approve the directors and sub-committees' remuneration

**Details of Independent Directors  
(Proxy for Shareholders)  
PM Thoresen Asia Holdings Public Company Limited**

**Name** Assoc. Prof. Dr. Sathit Parniangtong  
**Position** Member of Audit Committee  
**Nationality** Thai  
**Age** 63 Years  
**Number of shares held in the Company  
(as of 16 March 2016)** - None -



**Address** No. 468/175, Phetchaburi Road, Kwaeng Thanon Phetchaburi, Khet Ratchathewi, Bangkok

**Education/Training**

- Ph. D. (Operations Management and Finance), University of Wisconsin, U.S.A.
- M. Eng (Industrial and Systems Engineering), University of Wisconsin, U.S.A.
- B.S. (Industrial and Manufacturing Engineering), University of Wisconsin, U.S.A.
- Directors Certification Program (DCP) Thai Institute of Directors Association (IOD), class 128/2010
- Advanced Audit Committee Program (AACP), Thai Institute of Directors Association (IOD), class 13/2013

**Working experience**

2014 - present	Member of Audit Committee	PM Thoresen Asia Holdings Public Company Limited
2013 - 2014	Member of Audit Committee	PM Thoresen Asia Holdings Company Limited
2001 - present	Associate Professor, Part Time Faculty	Faculty of Commerce and Accountancy, Thammasat University Sasin Graduate Institute of Business Administration of Chulalongkorn University
2010 - present	Director	Patum Rice mill and Granary Public Company Limited
2002 - 2003	Director of Management Project-Collaboration with Michael E. Porter : Creating the Foundations for Higher Productivity of Thailand Executives	Office of the National Economic and Social Development Board (NESDB)
1989 - 2000	Executives	Booz Allen & Hamilton, AT Kearney, Leading consulting firms located in Washington DC, USA.
1989 - 1997	Adjunct Professor	George Washington University, Washington DC, USA
1985 - 1989	Adjunct Professor	University of Texas, Austin, USA
1982 - 1989	Executives	Baxter- multinational consumer manufacturer, American Airlines-transportation firm, located in Illinois and Texas

**Direct and indirect interest in the proposed agenda in the 2016 AGM**

Agenda 8 To consider and approve the directors and sub-committees' remuneration