

PM THORESEN ASIA HOLDINGS PLC.

26/26-27 Orakarn Building, 8th Floor, Soi Chidlom, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330
REG. NO. 0107557000021

11 June 2020

Subject: Notice of the 2020 Annual General Meeting of Shareholders

To: Shareholders of the Company

- Enclosures:
1. Copy of the Minutes of the 2019 Annual General Meeting of Shareholders held on 22 April 2019
 2. 2019 Annual Report on QR Code
 3. Profiles of proposed auditors for the financial period ended 31 December 2020
 4. Profiles of proposed director candidates to replace directors who will retire by rotation
 5. The information of remunerations for directors and sub-committee
 6. Proxy form B and details of independent directors proposed to serve as proxy for shareholders including an envelope for returning a proxy form
 7. Document or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the 2020 Annual General Meeting of Shareholders
 8. Articles of Association of the Company in relation to the 2020 Annual General Meeting of Shareholders
 9. Map of 2020 Annual General Meeting of Shareholders' venue
 10. Requisition form for printed copy of the 2019 Annual Report
 11. QR Code downloading procedures for the 2019 Annual Report
 12. Guidelines for attending the 2020 Annual General Meeting of Shareholders in regards to the outbreak of COVID-19
 13. Form to submit question in advance for the 2020 Annual General Meeting of Shareholders

The Board of Directors of the Company resolved to hold the 2020 Annual General Meeting of Shareholders on 22 July 2020, at 1:30 P.M., at Mitrtown Hall 1, 5th floor, Samyan Mitrtown, 944 Rama 4 Road, Wangmai Sub-district, Pathumwan District, Bangkok 10330 to consider the following agenda items:

1. To certify minutes of the 2019 Annual General Meeting of Shareholders held on 22 April 2019.

Rationale : The 2019 AGM was held on 22 April 2019. The Company posted the minutes on the Company's website www.pmthoresenasia.com and sent a copy of the 2019 AGM's minutes to all shareholders together with this notice. Details of which are provided in Enclosure 1.

The Board's opinion : The Board of Directors considers the minutes and is of an opinion that shareholders should certify the minutes.

Voting : The resolution for this agenda requires the majority of votes of shareholders who attend the meeting and cast their votes.

2. To acknowledge the Company's 2019 operating results.

Rationale : This agenda item is to report the Company's performance and the 2019 Annual Report for the financial year ended 31 December 2019 to the shareholders for acknowledgement, details of which are provided in Enclosure 2.

The Board's opinion : The Board of Directors agrees to present the Company's 2019 operating results and the 2019 Annual Report to the Shareholders' meeting for acknowledgement.

Voting : This agenda is for acknowledgement, therefore there is no vote casting.

3. To consider and approve the Company's Financial Statements for the year ended 31 December 2019.

Rationale : In accordance with section 112 of the Public Limited Company Act B.E. 2535 and Article 44 of the Articles of Association of the Company, the Board of Directors shall cause balance sheet and income statements to be drawn up at the end of each accounting year. The financial statements shall be presented to the shareholders in ordinary general meeting for approval. It shall be duly audited before it is presented at the general meeting of the shareholders.

The Company's financial statements for the year ended 31 December 2019, which were audited by the Company's auditor and reviewed by the Audit Committee, together with the auditor's report thereon, are presented in the 2019 Annual Report, details of which are provided in Enclosure 2. A summary of the Company's significant financial results are shown in the table below.

Summary of Financial Information from the Company's Financial Statements

(Unit: Baht)

Description	Consolidated Financial Statements		Separate Financial Statements	
	For the Year Ended 31 December 2019	For the Year Ended 31 December 2018	For the Year Ended 31 December 2019	For the Year Ended 31 December 2018
Total assets	2,027,385,855	2,121,224,879	1,184,443,310	1,181,567,654
Total liabilities	608,162,345	610,594,326	14,508,736	15,162,579
Total equity	1,419,223,510	1,510,630,553	1,169,934,574	1,166,405,075
Total revenues	2,882,692,665	2,779,236,404	-	-
Net profit	44,089,956	37,679,253	54,171,200	50,288,618
Issued and paid-up share capital	1,012,000,000	1,012,000,000	1,012,000,000	1,012,000,000
Basic earnings per share (Baht)	0.44	0.37	0.54	0.50

The Board's opinion : The Company's financial statements for the year ended 31 December 2019 were audited by the Company's auditor and the auditor expressed an opinion that the consolidated and separate financial statements referred to above present fairly, in all material aspects, in accordance with generally accepted accounting principles. Such financial statements which were reviewed by the Audit Committee and the Board of Directors should be proposed to the shareholders for approval.

Voting : The resolution for this agenda requires the majority of votes of shareholders who attend the meeting and cast their votes.

4. To consider and approve the omission of additional annual dividend payment for the year 2019 and to acknowledge the interim dividend payment.

Rationale : By virtue of Section 115 of the Public Limited Companies Act B.E. 2535 (as amended) (the "Public Limited Companies Act"), the Company shall allocate the dividend from the net profits only. Also, the Company's dividend policy is to distribute dividends to shareholders of at least 25 percent of the consolidated net profit after tax but excluding unrealized foreign exchange gains or losses, subject to the Company's investment plans, and other relevant factors. The Board may review and revise the dividend policy from time to time to reflect the Company's future business plans, the needs for investment, and other factors, as the Board deems appropriate.

The Company's consolidated financial statements for the financial year ended 31 December 2019, the Company reported net profits of Baht 44.1 million and Baht 54.2 million for the separate financial statements. The Company has to 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. Therefore, the Company has reserved an additional legal reserve in an amount of Baht 2,710,000.

The Board of Directors at the meeting No.2/2020 held on 16 April 2020 had approved the interim dividend payment from the Company's financial performance of 1 January – 31 December 2019 and the retained earnings, instead of the annual dividend that shall be proposed for the 2020 AGM's approval in order to mitigate the effects that may occur to the shareholders due to the postponement of the 2020 AGM, in the form of cash dividend of Baht 0.50 per share. (Which is the same rate that shall be proposed for the approval of the 2020 AGM that was previously scheduled on 28 April 2020) The total amount of the interim dividend is Baht 50,600,000 and the interim dividend payment was made on 12 May 2020.

The dividend payment is in accordance to the Company's policy on dividend payment. The detail of the dividend payments are as follows.

Description	Year 2019	Year 2018
1. Net profit (losses) per consolidated financial statements	Baht 44,089,956	Baht 37,679,253
<u>Add back (less)</u> unrealised foreign exchange losses (gains)	Baht 8,137,150	Baht 834,432
Net profit (losses) for dividend payment calculation in accordance with policy	Baht 52,227,106	Baht 38,513,685
2. Number of paid-up shares	101,200,000 shares	101,200,000 shares
3. Dividend payment per share	Baht 0.50	Baht 0.50
4. Total dividends paid (entire year)	Baht 50,600,000	Baht 50,600,000
5. Dividend payout ratio	Approximately 96.9 percent	Approximately 131.4 percent

The Board's opinion: The Board of Directors is of the opinion that the shareholders should acknowledge the interim dividend payment at the amount of Baht 0.50 per share, totalling Baht 50,600,000 from the Company's financial performance of 1 January - 31 December 2019 and the retained earnings. This payment was made on 12 May 2020. The Board of Directors had already approved the payment of the interim dividend in replacement of annual dividend for the year 2019. Therefore, the Board further opined that the shareholders should approve the omission of additional annual dividend payment for the year 2019.

Voting : The resolution for this agenda requires the majority of votes of shareholders who attend the meeting and cast their votes.

5. To consider and approve the appointment of auditors for the financial period ended 31 December 2020 and the determination of audit fees.

Rationale : The appointment of auditors and the determination of the audit fee for the financial period ended 31 December 2020 requires shareholders' approval in accordance with section 120 of the Public Limited Companies Act and Article 44 of the Articles of Association of the Company. The Audit Committee considered and recommended to the Board of Directors to nominate auditors, being Ms. Siripen Sukcharoenyingyong (CPA No. 3636) and/or Mr. Veerachai Ratanajaratkul (CPA No. 4323) and/or Mr. Watchara Pattarapitak (CPA No. 6669) of KPMG Phoomchai Audit Ltd. ("KPMG") to be the Company's auditors for the financial period ended 31 December 2020 and to propose an audit fee of Baht 1,881,000 (exclude other expenses) which is the same rate as of last year.

Comparison of the Audit Fees

	FY 2020	FY 2019
Audit Fees	Baht 1,881,000	Baht 1,881,000

The Board's opinion : The Board of Directors is of the opinion that the shareholders should approve the appointment of auditors from KPMG Phoomchai Audit Ltd. as follows:

1. Ms. Siripen Sukcharoenyingyong CPA No. 3636
(Never signed the Company's financial statements)
2. Mr. Veerachai Ratanajaratkul CPA No. 4323
(Never signed the Company's financial statements)
3. Mr. Watchara Pattarapitak CPA No. 6669
(Signed the Company's financial statements for 2018)

Any one of them would be authorized to conduct the audit and render an opinion on the financial statements of the Company, both on a consolidated and non-consolidated basis. The audit fees for the financial period ended 31 December 2020 is Baht 1,881,000 (exclude other expenses) which is the same rate as of last year. The auditors whose names proposed above have no relationship or any interest in the Company, subsidiary companies, management, major shareholders, or other related persons. The profiles of the proposed auditors for the financial period ended 31 December 2020 are provided in Enclosure 3.

In 2019 the Company and its subsidiaries have the non-audit fee regarding transfer pricing of Baht 330,908. PM Thoresen Asia (Singapore) Pte. Ltd. has the tax advice fee at the amount of Baht 110,492. Moreover, KPMG is also proposed to be an auditor of significant subsidiary of the Company in overseas for the financial period ended 31 December 2020 e.g. Baconco Co., Ltd.

Voting : The resolution for this agenda requires the majority of votes of shareholders who attend the meeting and cast their votes.

6. To consider and approve the appointment of directors to replace those who are retiring by rotation.

Rationale : Pursuant to section 71 of the Public Limited Companies Act and Article 19 of the Articles of Association of the Company, one-third, or the nearest number, of the Board of Directors, shall retire from office each year at the annual general meeting. The retired directors may be re-elected. The following directors will retire by rotation with effect from the date of this 2020 AGM:

1. Assoc. Prof. Dr. Sathit Parniangtong Independent Director
2. Mr. Jean Paul Thevenin Director
3. Mr. Rapee Moungnont Independent Director

The Board's opinion : The Board of Directors, by recommendation of the Nomination and Remuneration Committee, is of an opinion that the shareholders are recommended to consider and approve to re-elect the above mentioned directors for another term and the appointment shall be effective since the 2020 AGM. (Details of the shareholdings, age, educational background, work experiences, and directorship in other companies are provided in Enclosure 4)

Voting : The resolution for this agenda requires the majority of votes of shareholders who attend the meeting and cast their votes.

7. To consider and approve the directors and sub-committee's remuneration for the year 2020.

Rationale : To propose for the approval of the directors' remuneration in pursuant to section 90 of the Public Limited Companies Act B.E. 2535 and to determine remunerations for directors which are in line with the roles and responsibilities, and the Director Compensation Best Practices of the Thai Institute of Directors Association.

The Board's opinion : The Board of Directors, by the recommendation of the Nomination and Remuneration Committee, is of an opinion that the shareholders are recommended to consider and approve the remuneration of the Directors for the year 2020 at the total amount of not exceeding Baht five (5) million to be allocated to the Board of Directors and authorize the Board of Directors to allocate remuneration to the Board of directors and sub-committee as deemed appropriate according to the details provided in Enclosure 5.

Voting : The resolution of this agenda must be approved by not less than two-thirds of the total number of votes of shareholders attending the meeting.

8. To consider other business (if any)

The Company has fixed 26 June 2020 as the record date on which shareholders have the right to attend the 2020 AGM.

For the 2020 Annual General Meeting of Shareholders, the Company will arrange seats with social distancing therefore, the available seats will be limited to a maximum of 100 seats. The Company requests for the shareholders cooperation to consider appointing the Independent Director as proxy by fill in the proxy form B. and send the proxy form using the enclosed envelope in Enclosure 6 to the Company within Friday, 17 July 2020.

In case the shareholders wish to submit questions related to the meeting agenda, the Company would like to ask for your kind cooperation to submit the questions in advance within Friday, 17 July 2020, by using the form and submit via the channels in Enclosure 13. For safety and well-being of all meeting attendees, the microphone will not be provided for asking any questions. Any shareholder or proxy holder who have question regarding the meeting agenda are requested to write the question in the form that the Company has provided. The questions that are directly related to the agenda items where voting is involved will be addressed in the meeting.

To ensure a smooth and timely registration, please present a letter which contains the shareholder's name and barcode to registration staff on the meeting date.

You are cordially invited to attend the 2020 AGM on the date, time, and place as indicated above. The commencement for registration to attend the 2020 AGM will be from 11.30 A.M. The Company would like to request your cooperation in strictly following the measures and protocols set forth in this notice and Enclosure 12 for the safety and well-being of all meeting attendees.

The Company wishes for your understanding and cooperation for the meeting under the spread of COVID-19 which may cause some inconvenience to the shareholders and your kind cooperation are highly appreciated.

By Authorities of the Board of Directors:



-Signed-

Mr. Chalermchai Mahagitsiri
Director

-Signed-

Mr. Sigmund Stromme
Director