



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)

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. Pol. Lt. Gen. Prakard Satamarn, aged 74 years, residing/located at No. 84/15 Mooban
Kobkaew 2, Soi 24, Bhuddhamontol Sai 1 Road, Sala Thommasap, Thawi Wattana, Bangkok 10170 or

3. Assoc. Prof. Dr. Sathit Parniangtong, aged 63 years, residing/located at No. 468/175,
Phetchaburi Road, Kwaeng Thanon Phetchaburi, Khet Ratchathewi, Bangkok 10400 or

4. Mr. Rapee Moungnont, aged 51 years, residing/located at No. 4, Soi Seree 1, Hua Mark,
Bangkapi, Bangkok 10250

as my/our proxy to attend and vote on my/our behalf at the 2017 Annual General Meeting of Shareholders to be held on 24 April 2017, 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 2016 Annual General Meeting of the Shareholders held on 25 April 2016.
- (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 the Company's 2016 operating results.
- For acknowledgement -
- Agenda no 3 To consider and approve the Company's Statements of Financial Position and Profit and Loss Statements for the financial year ended 31 December 2016.
- (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 appropriation of a legal reserve and the dividend payment for 2016.
- (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 period ended 31 December 2017 and the determination of 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. Chia Wan Huat Joseph
- (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 Assoc. Prof. Dr. Sathit Parniangtong
- (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. Somporn Chitphentom
- (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 directors and sub-committee's remuneration for the year 2017.
- (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 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 2017 Annual General Meeting of Shareholders to be held on 24 April 2017 at 1.30 P.M. at Queen Sirikit National Convention Center, Lotus Room, No. 60 New Ratchadaphisek Road, Khet Klongtoey, Bangkok or such other date, time and place as may be adjourned.

- 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 to be Proxy for Shareholders in
2017 Annual General Meeting of the Shareholders**

Name	Positions	Age	Address	Interest in the proposed agenda in the 2017 AGM	Number of shares held in the Company (as of 24 February 2017)
1. Pol. Lt. Gen. Prakard Satamarn	Independent Director, Chairman of Audit Committee and Member of Nomination and Remuneration Committee	74 years	No. 84/15 Moobaan Kobkaew 2, Soi 24, Bhuddhamontol Sai 1 Road, Sala Thommasap, Thawi Wattana, Bangkok 10170	Agenda 7	none
2. Assoc. Prof. Dr. Sathit Parniangtong	Independent Director, Member of Audit Committee and Chairman of Nomination and Remuneration Committee	63 years	No. 468/175, Phetchaburi Road, Kwaeng Thanon Phetchaburi, Khet Ratchathewi, Bangkok 10400	Agenda 6 and agenda 7	none
3. Mr. Rapee Moungnont	Independent Director and Member of Audit Committee	51 years	No. 4, Soi Seree 1, Hua Mark, Bangkapi, Bangkok 10250	Agenda 7	none