

PM THORESEN ASIA HOLDINGS PLC.

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

26 February 2018

Subject: Notice of the 2018 Annual General Meeting of the Shareholders

To: Shareholders of the Company

- Enclosures:
1. Copy of the Minutes of the 2017 Annual General Meeting of the Shareholders (“2017 AGM”) held on 24 April 2017
 2. 2017 Annual Report on CD-ROM
 3. Policy on dividend payments, proposed dividend payment ratio compared to net profits, and comparison of dividend payments
 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. The information of the amendment to the Articles of Association of the Company
 7. Proxy form B and details of independent directors proposed to serve as proxy for shareholders including an envelope for returning a proxy form
 8. Document or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the 2018 AGM
 9. Articles of Association of the Company in relation to the 2018 AGM
 10. Map of 2018 AGM’s venue
 11. Requisition form for printed copy of the 2017 Annual Report

The Board of Directors of the Company resolved to hold the 2018 AGM on 23 April 2018, at 1:30 P.M., at Queen Sirikit National Convention Center, Lotus Room, No. 60 New Ratchadaphisek Road, Khet Klongtoey, Bangkok 10110 to consider the following agenda items:

1. To certify minutes of the 2017 Annual General Meeting of the Shareholders held on 24 April 2017.

Rationale : The 2017 AGM was held on 24 April 2017. The Company posted the minutes on the Company’s website www.pnthoresenasia.com and sent a copy of the 2017 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 2017 operating results.

Rationale : This agenda item is to report the Company's performance and the 2017 Annual Report for the financial year ended 31 December 2017 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 2017 operating results and the 2017 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 2017.

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 2017, 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 2017 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 2017	For the Year Ended 31 December 2016	For the Year Ended 31 December 2017	For the Year Ended 31 December 2017
Total assets	2,006,708,771	2,012,085,166	1,233,098,084	1,238,232,966
Total liabilities	439,975,415	323,511,934	15,781,627	15,950,415
Total equity	1,566,733,356	1,688,573,232	1,217,316,457	1,222,282,551
Total revenues	2,873,086,467	3,232,904,661	-	-
Net profits	191,754,340	277,028,644	113,947,043	118,881,231
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)	1.89	2.74	1.13	1.17

The Board's opinion : The Company's financial statements for the year ended 31 December 2017 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 appropriation of a legal reserve and the dividend payment for the year 2017.

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. In addition, by virtue of Section 116 of the Public Limited Companies Act and Article 54 of the Articles of Association of the Company, the Company shall allocate not less than five per cent 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 per cent of the registered capital. The Company's dividend policy is to distribute dividends to shareholders of at least 25 per cent 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.

According to the Company's consolidated financial statements for the financial year ended 31 December 2017, the Company reported net profits of Baht 191.8 million and Baht 113.9 million for the separate financial statements.

The Board's opinion : The Board of Directors considered and recommended as follows:

- a) The shareholders are recommended to approve an additional legal reserve in an amount of Baht 5,698,000.
- b) The shareholders are recommended to approve an annual dividend payment for the financial year ended 31 December 2017 in the form of cash dividend of Baht 1.00 per share, totalling Baht 101,200,000. The Record Date for the right to receive the dividend payments is scheduled on 14 March 2018. The dividend payment shall be made on 18 May 2018, details of which are provided in Enclosure 3. The dividend payment is subjected to the approval of the 2018 AGM.

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 2018 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 2018 require 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 Mr. Veerachai Ratanajratkul (CPA No. 4323), and Mr. Watchara Pattarapitak (CPA No. 6669) and Mr. Banthit Tangpakorn (CPA No. 8509) of KPMG Phoomchai Audit Ltd. ("KPMG") to be the Company's auditors for the financial period ended 31 December 2018 and to propose an audit fee of Baht 1,881,000 (exclude other expenses) which will be increase at Baht 71,865 or 3.97 per cent compare to the year 2017.

Comparison of the Audit Fees

	FY 2018	FY 2017
Audit Fees	Baht 1,881,000	Baht 1,809,135

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. Mr. Veerachai Ratanajratkul CPA No. 4323
(Never signed the Company's financial statements)
2. Mr. Watchara Pattarapitak CPA No. 6669
(Never signed the Company's financial statements)
3. Mr. Banthit Tangpakorn CPA No. 8509
(Signed the Company's financial statements during 2013-2016)

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 2018 is Baht 1,881,000 (exclude other expenses) which is increased at 3.97 per cent. The auditors whose names proposed above have no relationship or any interest in the Company, subsidiary companies, management, major shareholders, or other related persons.

In 2017, the Company has no non-audit fee whereas its subsidiary that is PM Thoresen Asia (Singapore) Pte. Ltd. has

non-audit fee regarding tax advice at the amount of Baht 191,603. Moreover, KPMG is also proposed to be an auditor of significant subsidiaries and associates of the Company in overseas for the financial year 2018 ended 31 December 2018 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 2018 AGM:

1. Mr. Chalermchai Mahagitsiri Director
2. Mr. Rapee Moungnont Independent Director
3. Mr. Sigmund Stromme 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 2018 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 2018.

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 in the form of monthly remuneration and meeting allowance for the year 2018 at the

total amount of not exceeding Baht 5 (five) million to be allocated to the entire Board of Directors and authorize the Board of Directors to allocate the monthly remuneration and meeting allowance to directors and member of sub-committees 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 and approve the amendment to Article 34 of the Company's Articles of Association.

Rationale : The proposed amendment of the Articles of Association is to be in line with Section 100 of the Public Company Act B.E. 2535 which is amended according to the Order of the Head of the National Council for Peace and Order No. 21/2560 Re: Additional Amendment to the Law for Business Facilitation.

The Board's opinion : The Board of Directors is of an opinion that the shareholders are recommended to consider and approve the amendment to Article 34 of the Company's Articles of Association to be in line with Section 100 of the Public Company Act B.E. 2535 which is amended according to the Order of the Head of the National Council for Peace and Order No. 21/2560 Re: Additional Amendment to the Law for Business Facilitation. The details provided in Enclosure 6. The remaining parts of the Company's Articles of Association that are not proposed for the amendment shall remain the same.

In this regards, for the registration of the amendment to the Company's Articles of Association at the Department of Business Development, Ministry of Commerce, it is proposed that the person authorized by the Board of Directors or the Managing Director is able to undertake the necessary act in order to completed the registration as well as to amend and add the term in the amended Articles of Association as instructed and/or suggested by the registrar, to be in accordance with the order of the registrar of the public limited companies, without affecting the essence of the amendment to the Company's Articles of Association as above mentioned.

Voting : The resolution of this agenda must be approved by not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.

9. To consider other business (if any)

The Company has fixed 14 March 2018 as the record date on which shareholders have the right to attend the 2018 AGM.

You are cordially invited to attend the 2018 AGM on the date, time, and place as indicated above. The commencement for registration to attend the 2018 AGM will be from 11.30 A.M.

Any shareholder who wishes to appoint a proxy to attend and vote at the 2018 AGM on behalf of the shareholder, please complete and duly execute proxy form B attached to this notice as per Enclosure 7. Please deposit such proxy form along with evidence proving your rights to attend the 2018 AGM to registration staff on the meeting date (see details in Enclosure 8).

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. In addition, a shareholder can request for the printed annual report by filling in the form provided in Enclosure 11.

By Authorities of the Board of Directors:

		
_____ Mr. Chalermchai Mahagitsiri Director		_____ Mr. Sigmund Stromme Director

Remarks: Any shareholder who is unable to attend the meeting in person and wishes to appoint an independent director as a proxy may send the proxy form and supporting documents to the Company at least one business day prior to the meeting date using the enclosed envelope in Enclosure 7.