



# **Proxy Form**

## **Form C**

**For An Offshore Investor**

**who appoints a local custodian**

**in Thailand to keep his/her shares**

**in the custody**

**Form of Proxy, Form C**

**(This form is used only if the shareholder is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.)**

**Annexed to Notice of Department of Business Development**

**Re: Form of Proxy (No. 5) B.E. 2550 (2007)**

Made at \_\_\_\_\_  
Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

(1) We \_\_\_\_\_  
located at No. \_\_\_\_\_, \_\_\_\_\_ Road, Tambol/Kwaeng \_\_\_\_\_,  
Amphur/Khet \_\_\_\_\_, Province \_\_\_\_\_, Postal Code \_\_\_\_\_ in  
our capacity as the custodian for \_\_\_\_\_,  
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,

(2) 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 76 years, residing/located at No. 84/15 Moobaan  
Kobkaew 2, Soi 24, Bhuddhamontol Sai 1 Road, Sala Thommasap, Thawi Wattana, Bangkok 10170 or

3. Assoc. Prof. Dr. Sathit Parniangtong, aged 65 years, residing/located at No. 468/175,  
Phetchaburi Road, Kwaeng Thanon Phetchaburi, Khet Ratchathewi, Bangkok 10400 or

4. Mr. Rapee Moungnont, aged 53 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 2019 Annual General Meeting of Shareholders to be held on 22 April 2019, at 1:30 P.M., at Arnoma 1 room, 3<sup>rd</sup> Floor, Arnoma Grand Bangkok Hotel, No. 99 Ratchadamri Road, Pathumwan District, Bangkok, 10330 or such other date, time and place as may be adjourned.

(3) We authorise our proxy to attend the meeting and cast the votes on our behalf in the following manner:

- The voting right in all the voting shares held by us is granted to the proxy.  
 The voting right in part of the voting shares held by us is granted to the proxy 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,  
Total: \_\_\_\_\_ votes

(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 2018 Annual General Meeting of the Shareholders held on 23 April 2018.  
 (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 2018 operating results.  
- For acknowledgement -

- Agenda no 3 To consider and approve the Company's Financial Statements for the year ended 31 December 2018.
- (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 the year 2018.
- (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 2019 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 Mrs. 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 6.2 Pol. Lt. Gen. Prakard Satamarn
- (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. Jitender Pal Verma
- (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 2019.
- (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. This Form C. is used only if the shareholder whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.
2. The necessary evidence to be enclosed with this proxy form is:
  - (1) the power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf; and
  - (2) a certification that the authorised signatory of the proxy form is licensed to operate the custodial business.
3. 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.
4. 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.
5. In case there is other business to be discussed in addition to those specified above, the grantor may make additional authorisation in the Attachment to Proxy Form C

### Attachment to Proxy Form C

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

For the 2019 Annual General Meeting of Shareholders to be held on 22 April 2019 at 1.30 P.M. at Arnoma 1 room, 3<sup>rd</sup> Floor, Arnoma Grand Bangkok Hotel, No. 99 Ratchadamri Road, Pathumwan District, Bangkok, 10330 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 to be Proxy for Shareholders in  
2019 Annual General Meeting of the Shareholders**

| <b>Name</b>                             | <b>Positions</b>   | <b>Age</b> | <b>Address</b>  | <b>Special interest in the proposed agenda in the 2019 AGM</b> | <b>Number of shares held in the Company (as of 27 February 2019)</b> |
|---|--|------------|---|--|--|
| 1. Pol. Lt. Gen. Prakard Satamarn       | Independent Director, Chairman of Audit Committee and Member of Nomination and Remuneration Committee  | 76 years   | No. 84/15 Moobaan Kobkaew 2, Soi 24, Bhuddhamontol Sai 1 Road, Sala Thommasap, Thawi Wattana, Bangkok 10170 | none   | none   |
| 2. Assoc. Prof. Dr. Sathit Parniangtong | Independent Director, Member of Audit Committee, Chairman of Nomination and Remuneration Committee and Chairman of Risk Management Committee | 65 years   | No. 468/175, Phetchaburi Road, Kwaeng Thanon Phetchaburi, Khet Ratchathewi, Bangkok 10400                   | none   | none   |
| 3. Mr. Rapee Moungnont                  | Independent Director and Member of Audit Committee   | 53 years   | No. 4, Soi Seree 1, Hua Mark, Bangkapi, Bangkok 10250   | none   | none   |