



**Notice Calling for the 2022 Annual General Meeting of
Shareholders of**

PM Thoresen Asia Holdings Public Company Limited

25 April 2022 at 1:30 P.M.

Via Electronic Media Meeting (e-AGM)

PM Thoresen Asia Holdings Public Company Limited would like to request for the shareholders and/or the proxy holder's cooperation to study the detail about the procedure for registration of the e-AGM and the documents required to attend the meeting or appointing the independent director of the Company to act as your proxy to vote on your behalf.

PM THORESEN ASIA HOLDINGS PLC.

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

24 February 2022

Subject: Notice of the 2022 Annual General Meeting of Shareholders

To: Shareholders of PM Thoresen Asia Holdings Public Company Limited

- Enclosures:
1. Copy of the Minutes of the 2021 Annual General Meeting of Shareholders held on 10 May 2021
 2. 2021 Annual Report (Form 56-1 One Report) on QR Code which include 2021 Financial Report
 3. Profiles of proposed auditors for the financial period ended 31 December 2022
 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. Documents required to attend the Meeting, appointment of proxy, submission of meeting attendance request form (e-Request), voting, counting, and announcement of the vote for meeting via Electronic Media (e-AGM)
 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. Articles of Association of the Company in relation to the 2022 Annual General Meeting of Shareholders
 9. Procedures for submitting meeting attendance request form (e-Request) and using Electronic Meeting Systems (e-AGM)
 10. Privacy Notice for the Shareholders' Meeting
 11. Requisition form for printed copy of the 2021 Annual Report (Form 56-1 One Report)
 12. QR Code downloading procedures for the 2021 Annual Report (Form 56-1 One Report)
 13. Form to submit question in advance for the 2022 Annual General Meeting of Shareholders

The Board of Directors of PM Thoresen Asia Holdings Public Company Limited (“the Company”) resolved to hold the 2022 Annual General Meeting of Shareholders on 25 April 2022, at 1:30 P.M., via Electronics Media Meeting (e-AGM) only in compliance with the Emergency Decree on Electronic Meetings B.E. 2563 and other related laws and regulations to consider the following agenda items:

- 1. To certify minutes of the 2021 Annual General Meeting of Shareholders held on 10 May 2021.**

Rationale : The 2021 AGM was held on 10 May 2021. The Company posted the minutes on the Company’s website www.pmothoresenasia.com and sent a copy of the 2021 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 2021 operating results.

Rationale : This agenda item is to report the Company's performance and the 2021 Annual Report for the financial year ended 31 December 2021 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 2021 operating results and the 2021 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 2021.

Rationale : To be in compliance with relevant law stipulating that the Company shall prepare its financial statements at the end of the fiscal year and arrange for them to be audited and certified by the auditor prior to proposing for the shareholders' approval.

The Board's opinion : The Board of Directors agrees to propose the shareholders to consider and approve the Company's financial statements for the year ended 31 December 2021 that were audited by the Company's auditor and the auditor and reviewed by the Audit Committee. 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 Dec. 2021	For the Year Ended 31 Dec. 2020	For the Year Ended 31 Dec. 2021	For the Year Ended 31 Dec. 2020
Total assets	2,439,786,184	2,072,562,673	1,203,713,963	1,212,992,603
Total liabilities	768,054,272	616,175,884	19,942,248	17,786,426
Total equity	1,671,731,912	1,456,386,789	1,183,771,715	1,195,206,177
Total revenues	3,936,755,032	2,833,109,756	-	-
Profit for the year	133,315,680	93,848,874	59,296,035	75,871,603
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)	1.32	0.93	0.59	0.75

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 2021.

Rationale : 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 Company's consolidated financial statements for the financial year ended 31 December 2021, the Company reported net profits of Baht 133.3 million and Baht 59.3 million for the separate financial statements. Also, 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.

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 3,000,000.
- b) The shareholders are recommended to approve an annual dividend payment for the financial year ended 31 December 2021 in the form of cash dividend of Baht 0.50 per share, totaling Baht 50,600,000. The Record Date for the right to receive the dividend payments is scheduled on 15 March 2022. The dividend payment shall be made on 13 May 2022. The dividend payment is subjected to the approval of the 2022 AGM.

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

Description	For the Year Ended 31 Dec. 2021	For the Year Ended 31 Dec. 2020
1. Net profit (losses) per consolidated financial statements	Baht 133,315,680	Baht 93,848,874
<u>Add back (less) unrealised foreign exchange losses (gains)</u>	Baht (14,589,550)	Baht 639,419
Net profit (losses) for dividend payment calculation in accordance with policy	Baht 118,726,130	Baht 94,488,293
2. Number of paid-up shares	101,200,000 shares	101,200,000 shares
3. Dividend payment per share	Baht 0.50	Baht 0.70
4. Total dividends paid (entire year)	Baht 50,600,000	Baht 70,840,000
5. Dividend payout ratio	Approximately 42.6 percent	Approximately 75.0 percent

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 2022 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 2022 requires shareholders' approval in accordance with the Public Limited Companies Act and Articles of Association of the Company. The Audit Committee considered and recommended to the Board of Directors to appoint the auditors and determine the audit fees and agrees to nominate auditors, being Mrs. 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 2022 and to propose an audit fee of 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 2022 are provided in Enclosure 3. For other the subsidiary that is audited by other auditor, the Board of Directors shall responsible to ensuring that the financial statements of such subsidiary is completed within the schedule.

In 2021, the Company and its subsidiaries have the non-audit fee regarding transfer pricing of Baht 345,015 and the tax advice fee at the amount of Baht 121,404. Moreover, KPMG is also proposed to be an auditor of significant subsidiary of the Company in overseas for the financial period ended 31 December 2022 e.g. Baconco Company Limited.

The Board's opinion : The Board of Directors agrees with the Audit Committee and is of the opinion that the shareholders should approve the appointment of auditors from KPMG Phoomchai Audit Ltd. as mentioned above and determine the audit fees for the financial period ended 31 December 2022 at Baht 1,881,000 (exclude other expenses) which is the same rate as of last year.

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 : To be in compliance with relevant law and 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 2022 AGM.

- | | |
|---|-------------------------|
| 1. Mrs. Suvimol Mahagitsiri | Director |
| 2. Assoc. Prof. Dr. Sathit Parniangtong | Independent
Director |
| 3. Mr. Somchai Apinyanukul | 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 2022 AGM. (Details of the nominated persons 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 2022.

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 2022 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 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)

You are cordially invited to attend the 2022 AGM on the date and time as indicated above which the meeting shall be convened via Electronic Media only. (no physical meeting venue to be provided) The Company will be conducting the 2022 AGM's registration, voting and vote counting through electronic systems.

Shareholders or proxies can study about the documents required to attend the meeting, appointment of proxy, submission of meeting attendance request form (e-Request), and vote, counting, and announcement of the vote for the meeting via Electronic Media (e-AGM) as provided herewith in Enclosure 6, and the procedures for submitting meeting attendance request form (e-Request) and using Electronic Meeting Systems (e-AGM) as set out in Enclosure 9.

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 using the form as provided in Enclosure 13, within 22 April 2022.

By Authorities of the Board of Directors:

<i>-Signed-</i>		<i>-Signed-</i>
_____ Mr. Chalermchai Mahagitsiri Director		_____ Mr. Sigmund Stromme Director

PM THORESEN ASIA HOLDINGS PLC.

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

MINUTES OF THE 2021 ANNUAL GENERAL MEETING OF SHAREHOLDERS PM Thoresen Asia Holdings Public Company Limited

Time and Place:

The Meeting was held on 10 May 2021, at 10:30 A.M., through electronic media meeting (e-AGM).

Preliminary Proceedings:

Mr. Chalermchai Mahagitsiri, Chairman of the Board of Directors, acted as the Chairman of the Meeting, and assigned Mr. Krittapart Ngernkao to act as the Master of Ceremonies (MC). The MC informed the Meeting of the numbers of attendees. There were 9 shareholders present in person, amounting to 16,356,090 shares, and 25 proxies, amounting to 71,953,804 shares. Therefore, at this meeting, there were 34 shareholders and proxies altogether with 88,309,894 shares, representing 87.2627 percent of the paid-up shares of the Company (the paid-up shares of the Company totaled at 101,200,000 shares); therefore, a quorum was constituted. Then, the MC introduced the Board of Directors, executive officers, and other relevant parties that were attending in person at the meeting room and via electronics mean.

Directors and Executives Present:

- | | |
|---|--|
| 1. Mr. Chalermchai Mahagitsiri | Chairman of the Board of Directors, Chairman of Executive Committee and Member of Risk Management Committee |
| 2. Mr. Jean Paul Thevenin | Director |
| 3. Pol. Lt. Gen. Prakard Satamarn | Independent Director, Chairman of Audit Committee and Member of Nomination and Remuneration Committee |
| 4. Assoc. Prof. Dr. Sathit Parniangtong | Independent Director, Chairman of Nomination and Remuneration Committee, Member of Audit Committee and Chairman of Risk Management Committee |
| 5. Mr. Rapee Moungnont | Independent Director and Member of Audit Committee |
| 6. Mr. Jitender Pal Verma | Director, Member of Executive Committee, Member of Nomination and Remuneration Committee and Member of Risk Management Committee |
| 7. Mr. Sigmund Stromme | Director, Member of Executive Committee, Member of Nomination and Remuneration Committee and Managing Director |

- | | |
|-------------------------------|-----------------------------|
| 8. Mr. Pornthep Lertvorratham | Chief Financial Officer |
| 9. Mr. Didier Pinguet | Deputy to Managing Director |

Legal Advisor conducting the Meeting:

Mrs. Phatchada Muenthong	Company Secretary Company Limited
--------------------------	-----------------------------------

Voting Inspector

Miss Chanchira Piumsuksomboon	Able & Primpton Attorneys at Law
-------------------------------	----------------------------------

Auditor Present:

Mrs. Siripen Sukcharoenyingyong	KPMG Phoomchai Audit Ltd.
---------------------------------	---------------------------

Translator:

Dr. Chanuntorn Katasaenee	Unique Translation Company Limited
---------------------------	------------------------------------

(7 out of 8 directors attended the meeting, representing 87.5 percent)

The MC informed to the Meeting that due to the spread of COVID-19, the Company concerns over the health of all meeting attendees therefore, the Board of Directors of the Company at the Board of Directors Meeting No. 2/2021 held on 26 April 2021 had approved the postponement of AGM and set a new date for the Electronics Media Meeting in accordance to the relevant laws and regulations. Next, to ensure that the Meeting was carried out smoothly, the MC explained the Meeting's steps, shareholders' voting procedures and vote counting methods for each agenda item. Details were as follows:

1. At the meeting, the agenda items will be considered in order as specified in the Notice of Invitation to the 2021 AGM. The Company will present information for each agenda and will give the shareholders the opportunities to ask questions on the relevant agenda item.
2. For shareholders, one share carries one vote. A shareholder may vote for or against or abstain from voting on any agenda item based on the full number of votes they have. Shareholders are unable to divide their votes, except for the case of the custodians who are proxies of foreign shareholders.
3. In vote-counting process for each agenda item, the staff will deduct the vote counts of disapproval or abstention in each agenda from the total votes of the shareholders attending the meeting during the consideration of such agenda item. Votes apart from disapproval or abstention will be considered as approval for such agenda item.

4. For voting, shareholders should choose the agenda to vote. Then the system will display the following voting buttons “Approve (green color)” / “Disapprove (red color)” / “Abstain (orange color)” and “Cancel the previous vote (blue color)” button. If the shareholders press “Cancel the previous vote” button or do not press any buttons to submit vote at any agenda, it is considered that the shareholders agree with such agenda. However, shareholders can change their vote until the closing of voting session for such agenda item. The Company will provide 1 minute for voting in each agenda.
5. In case, the proxy holder who received proxy from many shareholders, please click “User Icon” then click “Switch Account” for signing into another shareholders’ account.
6. For agenda item 6, regarding election of directors, the Company will ask the shareholders to cast the vote for directors individually.
7. The shareholders have to remain in the meeting until the agenda is closed and are required to submit their votes prior to the closing of the vote casting. The Company provides 1 minute for vote casting in each agenda item. In case the shareholder leave the meeting by log-out before the vote casting in that agenda is closed then the shareholders will not be counted as the quorum and the shareholding will not be included in the vote counting. However, by leaving the meeting or log-out will not eliminate the right of the shareholder to reenter into the meeting and continue the vote casting in the next agenda.
8. Before voting in each agenda, the Chairman will provide an opportunity for shareholders to ask the question or provide the opinion that related and proper with the agenda.

The Company reserves the right, in sending question and opinion only at the Q&A channel in the systems. The shareholders are requested to type your name, last name, status either shareholder/proxy holder and following with your question or your opinion in Q&A channel and click to submit your question. In case, there are many questions, the Company reserves the right, in selecting the proper questions for answering to the Meeting. For others pending questions and opinions, the Company will summarize the question and answer as an appendix of the minutes of the meeting which will be publicized on the Company’s website within 14 days after the Meeting.

Then, the Chairman conducted the Meeting in accordance with the agenda items as follows:

Agenda 1 To certify minutes of the 2020 Annual General Meeting of Shareholders held on 22 July 2020.

The Chairman proposed the minutes of the 2020 Annual General Meeting of Shareholders held on 22 July 2020 for the Meeting to consider and certify.

The Chairman allowed shareholders to raise questions and there is no shareholder raised any questions or expressed their views. The Chairman then asked the Meeting to certify the minutes of the 2020 Annual General Meeting of Shareholders as proposed.

Resolution: The Meeting resolved by a unanimous vote of shareholders attending the Meeting and casting their votes that the minutes of the 2020 Annual General Meeting of Shareholders, held on 22 July 2020, be approved as follows:

	Approval	Disapproval	Abstention	Void Ballots
Shares	88,461,494	0	0	0
Percentage	100.0000	0.0000	-	-

Remarks: During the consideration of this agenda item, there were additional shareholders and proxies attended the Meeting. Therefore, a total number of 35 shareholders were present in person or by proxy, representing 88,461,494 shares.

Agenda 2 To acknowledge the Company's 2020 operating results.

The Chairman assigned Mr. Pornthep Lertvorratham, Chief Financial Officer, to report the result of operations as well as business outlook of the Company to the shareholders.

Mr. Pornthep has summarized the overall 2020 business performance and the management discussion and analysis to the Meeting. He explained the overall performance by each of the business category that are; fertilizer, pesticide and factory area management service.

Fertilizer

- With negative impact of weather, fertilizer consumption in Vietnam decreased about 6%. Demand decreased mainly in the Central, East and Southern regions. However, we were able to maintain our domestic sales at 141,319 tons by active sales and marketing effort.
- Our export grew at 39% which is equivalent to the volume of 65,317 tons. Over 45% of such growth comes from the export to Africa which is the main export market, from new of our customers from Chad. And the export to South East Asia grew at 35% while demand for imported fertilizer in Philippines remained quite low.

- The gross margin improved at 22.2% due mainly to the decrease in raw material cost and increase of the proportion of high margin products sold.

Pesticide

- Most of our pesticide products are imported and bagged/bottled and sold under “Stork” trademark as supplemental of our fertilizer products.
- Revenue from pesticide sales in FY2020 was at Baht 157.3 million which decreased at 24% from glyphosate banned in Vietnam. Glyphosate product represented over 50% of our sales in FY2019.
- However other crop care products and substituted products shows a good increase of about 18% YoY.

Factory area management service

- Our warehouse continued to be fully utilized with total space of 66,420 sq.m.
- About 10,000 to 15,000 sq.m. has been used internally for our fertilizer storage.
- Revenue from warehouse decreased at 19% YoY to Baht 50.3 million due to slow product movement in/out of our customer, and low inventories in Q4 for all importers.

After Mr. Pornthep had reported the business plans and performance, the Chairman allowed shareholders to raise questions.

Mr. Winai Rungtiwasuwan
Shareholder

1. The domestics’ fertilizer sales in Vietnam in FY 2020 decreased at 1 percent. Is this the impact from the weather condition? What is the situation of the agricultural products price in Vietnam? How does the Company forecast domestics sales, will it grow or not and please explain the reason.
2. The raw material cost seems to increase so, what is the impact towards the Company and the gross profit margin?
3. Does the shortage of the container and increase of the freight rate, impact the exports of the Company or not? Please explain the Company’s forecast on exports too.

Mr. Pornthep Lertvorratham
Chief Financial Officer

1. The domestics' fertilizer sales in Vietnam decreased mainly because the weather conditions, and also due to the main agricultural prices in Vietnam are not quite good. However, the Company forecasted that the weather conditions will be better and overall chemical fertilizer market will grow at 5.5 percent. For the NPK market, it is forecasted to grow at 4.6 percent and this is considered an opportunity for the Company to be able to grow our domestics' sales.
2. The raw material price that increased sharply was from DAP which the Company use DAP in the amount of 1/3 in our production line. The DAP price increase is because China lowered their production, but the situation has start to go back to normal level. Therefore, the raw material price should be back to normal condition since 3Q2021 onwards. In addition, the Company had adjusted the product selling price by increasing the price to cover the raw material cost in order to maintain our gross profit margin.
3. The African customers had slow down the purchasing orders. However, the Company and the customers are negotiating to solve this problem by export in more volume like a bulk shipping so, this would help lower the cost of the freight. The Company forecasts that the situation should be better by 3Q2021 onwards.

Mr. Noppachai Tangtritham
Shareholder

Since the oil price increases, what is the impact towards the raw material cost?

Mr. Pornthep Lertvorratham
Chief Financial Officer

As mentioned earlier that the raw material price increased compared to last year.

After Mr. Pornthep had reported the business plans and forecast for the year 2021. The Chairman informed that this agenda is for acknowledgement therefore, no voting is required. The Company shall move on to present the next agenda.

Agenda 3 To consider and approve the Company's Financial Statements for the year ended 31 December 2020.

The Chairman proposed the Meeting to consider and approve the Company's financial statement, balance sheet and income statements for the financial year ended 31 December 2020, including the auditor's report, which were audited by the Company's auditor and reviewed by the Audit Committee, presented in detail in the Notice of Invitation to the 2021 AGM and submitted to shareholders prior to the date of the Meeting.

The Chairman allowed shareholders to raise questions and there are no questions and comments.

The Chairman requested the Meeting to consider and approve the Company's financial statements as proposed.

Resolution: The Meeting resolved by unanimous vote of shareholders attending the Meeting and casting their votes that the Company's financial statements for the financial year ended 31 December 2020 is approved as follows:

	Approval	Disapproval	Abstention	Void Ballots
Shares	88,461,494	0	0	0
Percentage	100.0000	0.0000	-	-

Agenda 4 To acknowledge the interim dividend payment.

The Chairman assigned the MC to inform details of agenda item 4.

The MC notified that, the Board of Directors at the Meeting No.2/2021 held on 26 April 2021 had approved the interim dividend payment from the Company's financial performance of 1 January – 31 December 2020, in the form of cash dividend of Baht 0.70 per share. The total amount of the interim dividend is Baht 70,840,000. The shareholders that are entitled for the dividend are those whose names appear in the Record Date on 15 March 2021 and the interim dividend payment is on 14 May 2021. This is the original schedule that has been informed to the shareholders before the postponement of the 2021 AGM.

The Board approved for such interim dividend payment instead of the annual dividend that shall be proposed for the 2021 AGM's approval in order to mitigate the effects that may occur to the shareholders due to the postponement of the 2021 AGM. Therefore, the Board of Directors do not propose for additional annual dividend payment.

The Chairman allowed shareholders to raise questions and there are no questions and comments.

The Chairman informed that this agenda is for acknowledgement therefore, no voting is required. The Company shall move on to present the next agenda.

Agenda 5 To consider and approve the appointment of auditors for the financial period ended 31 December 2021 and the determination of audit fees.

The Chairman requested the MC to inform details of agenda item 5.

The MC informed the Meeting that the Audit Committee had considered the auditors and auditor fee, and provided recommendations to the Board of Directors for the purpose of approving the appointment of the following auditors from KPMG Phoomchai Audit Ltd.

- | | |
|------------------------------------|---------------------|
| 1. Mrs. Siripen Sukcharoenyingyong | CPA No. 3636 and/or |
| 2. Mr. Veerachai Ratanajaratkul | CPA No. 4323 and/or |
| 3. Mr. Watchara Pattarapitak | CPA No. 6669 |

Any one of them shall be authorized to conduct the audit and provide opinions on the Company's consolidated and non-consolidated financial statements. The audit fees for the financial year ended 31 December 2021 is Baht 1,881,000 (excluding other expenses) which is the same rate as the previous year.

The nominated auditors have no relationship or any interest in the Company, subsidiary companies, its management, major shareholders, or their related persons.

The Chairman allowed shareholders to raise questions. No shareholder raised any questions or expressed their view.

The Chairman requested the Meeting to consider and approve the appointment of auditors and the determination of audit fees as proposed. This agenda item must be approved by the majority vote of the shareholders attending the Meeting and casting their votes.

The Chairman allowed shareholders to raise questions. No shareholder raised any questions or expressed their view. Then, the shareholders are asked to vote on the election of directors on a one-by-one basis.

Resolution: The Meeting resolved to approve the re-election of the following persons as the Company's directors for another term. The voting results were as follows:

6.1 Mr. Chalermchai Mahagitsiri was appointed as the director of the Company for another term.

	Approval	Disapproval	Abstention	Void Ballots
Shares	88,461,486	8	0	0
Percentage	99.9999	0.0000	-	-

6.2 Pol. Lt. Gen. Prakard Satamarn was appointed as an independent director of the Company for another term.

	Approval	Disapproval	Abstention	Void Ballots
Shares	88,461,494	0	0	0
Percentage	100.0000	0.0000	-	-

6.3 Mr. Sigmund Stromme was appointed as the director of the Company for another term.

	Approval	Disapproval	Abstention	Void Ballots
Shares	88,461,486	8	0	0
Percentage	99.9999	0.0000	-	-

Agenda 7 To consider and approve the directors and sub-committee's remuneration for the year 2021.

The Chairman requested the MC to informed details of agenda item 7.

The MC reported that 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 remunerations in the form of monthly remuneration and the meeting allowance for the Directors and member of sub-committees 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 the remunerations to directors and member of sub-committees as deemed appropriate. Details of the remunerations to directors and member of

sub-committees are provided in Enclosure 5, which was submitted to the shareholders along with the Notice of Invitation to the 2021 AGM.

The Chairman allowed shareholders to raised questions.

No shareholder raised any questions or expressed their views.

The Chairman requested the Meeting to consider and approve the remunerations for the Directors and sub-committees as proposed. This agenda item must be approved by the vote of not less than two-thirds of the total votes of shareholders attending the Meeting.

Resolution: The Meeting considered and resolved to approve the remunerations for the Directors and sub-committees for the year 2021 at the total amount of not exceeding Baht five (5) million as proposed by the Board of Directors and authorize the Board of Directors to allocate the remunerations of the year 2020 to the Directors and member of sub-committees as deemed appropriate.

Voting results were as follows:

	Approval	Disapproval	Abstention	Void Ballots
Shares	88,461,494	0	0	0
Percentage	100.0000	0.0000	0.0000	0.0000

Agenda 8 To consider other business (if any)

No other agenda was proposed for consideration and approval.

When there was no query proposed to the Meeting for consideration, the Meeting was adjourned at 11.18 A.M.

-signed-

(Mr. Chalermchai Mahagitsiri)

Chairman of the Board

Chairman of the 2021 AGM

Minutes of the Meeting taken by

-signed-

(Ms. Pemiga Chuangcham)

Company Secretary

**Attachment to the Minutes of 2021 Annual General Meeting of Shareholders
of PM Thoresen Asia Holdings Public Company Limited**

Mr. Winai Rungtiwasuwan
Shareholder

Back in the early years of the Company trading period during the year 2017 – 2018, in the stock market. The Company had a very good operating performance, but the profit keep declined since then. What are the important factors that will bring the Company back to its best performance?

The Company

Over the last two years, the Company has increased yearly profit as a result, FY2020 performance is double of FY2019. And we expect to have a good increase in FY2021.

We also have been cutting headcounts and costs and strongly refocusing on renewing products in the domestic market.

We are now focus on developing domestic formula with higher margin like SOP range for fruits and vegetables and our ConCo Vang (golden stork) for rice.

In the same time, we refocus and change our strategy in North Vietnam to boost our sales at 20-25% yearly increase for the next 2-3 years.

Moreover, with the strong increasing raw material cost therefore, many small players are falling out of the market, and we are regaining and increasing our market shares.

Baconco also now launching new pesticide to replace our Glyphosate.

In conclusion, we need 2-3 years more to be back at level of FY2017.

Agenda No. 5 To consider and approve the appointment of auditors for fiscal year ended 31 December 2022 and the determination of audit fees.

Details of the profiles of proposed Auditors for fiscal year 2022.

1. Mrs. Siripen Sukcharoenyingyong	
CPA No.	3636
Audit Firm	KPMG Phoomchai Audit Ltd.
Education	<ul style="list-style-type: none"> - Master degree of Accounting, Thailand - Bachelor degree of Accounting, Thailand - Licensed CPA, Thailand - SEC Licensed Auditor, Thailand
Experiences	<ul style="list-style-type: none"> - Partner, KPMG Phoomchai Audit Ltd. - Working in the audit practice for more than 30 years - She has experience in various industries such as automotive, manufacturing, consumer products, trading and services.
Relationship or interest of transaction that may create a conflict of interest with the Company/subsidiaries/associates, directors, executives, major shareholders, or any persons related thereto.	None
Interests other than provision of audit services to the Company/subsidiaries/associates or juristic person which may lead to conflicts and thwart independence	None
Signatory of financial statements of the Company	1 year (FY 2021)
Shareholding structure in the Company	None
2. Mr. Veerachai Ratanajaratkul	
CPA No.	4323
Audit Firm	KPMG Phoomchai Audit Ltd.
Education	<ul style="list-style-type: none"> - Master degree of Financial & Accounting, Thailand - Bachelor degree of Accounting, Thailand - Licensed CPA, Thailand - SEC licensed auditor, Thailand
Experiences	<ul style="list-style-type: none"> - Partner, KPMG Phoomchai Audit Ltd. - Working in the audit practice for more than 30 years - He has experience in a variety of industries, primarily in the agribusiness, consumer markets and industrial markets
Relationship or interest of transaction that may create a conflict of interest with the Company/subsidiaries/associates, directors, executives, major shareholders, or any persons related thereto.	None
Interests other than provision of audit services to the Company/subsidiaries/associates or juristic person which may lead to conflicts and thwart independence	None
Signatory of financial statements of the Company	None
Shareholding structure in the Company	None

3. Mr. Watchara Pattarapitak	
CPA No.	6669
Audit Firm	KPMG Phoomchai Audit Ltd.
Education	<ul style="list-style-type: none"> - Master degree of Business Administration, Thailand - Bachelor degree of Accounting, Thailand - Licensed CPA, Thailand - SEC licensed auditor, Thailand
Experiences	<ul style="list-style-type: none"> - Partner, KPMG Phoomchai Audit Ltd. - Working in the audit practice for more than 20 years - He has experience in various industries, primarily in retails agribusiness and consumer markets.
Relationship or interest of transaction that may create a conflict of interest with the Company/subsidiaries/associates, directors, executives, major shareholders, or any persons related thereto.	None
Interests other than provision of audit services to the Company/subsidiaries/associates or juristic person which may lead to conflicts and thwart independence	None
Signatory of financial statements of the Company	2 years (FY 2018 and FY 2020)
Shareholding structure in the Company	None

Agenda No. 6 To consider and approve the appointment of directors to replace those who are retiring by rotation

The Nomination and Remuneration Committee has taken into the consideration of the important criteria e.g. the qualifications of directors in accordance with the Public Limited Companies Act B.E. 2535, moral, ethic, knowledge, ability, expertise, experience and suitability in various fields of being the directors and continuation of their directors' term and performance as the Board of Directors and member of the sub-committee. It is resolved to propose to the Board of Directors to present to the 2022 AGM to approve the appointment of all three directors.

The Board of Directors, by recommendation of the Nomination and Remuneration Committee, is of an opinion that the following qualified persons to be directors of the Company. The Board of Directors is of an opinion that these persons are highly experienced and proficient in various business affairs. They have well-rounded work experiences, broad vision, and are capable to serve as directors in a professional manner. In addition, they have varied work experiences, which should add value in their capacity as a Company's director. The nominated independent director is independent and able to provide independent opinions to the Company and also possess the abilities to comply with the relevant regulations.

Profiles of the proposed directors

Name Mrs. Suvimol Mahagitsiri
Position Director
Nationality Thai
Age 75 years
Number of shares held in the Company (as of 24 February 2022) 563,321 shares
 Held by spouse 102,585 shares



Address 26/26-27 Orakarn Building, 8th Floor, Soi Chidlom, Ploenchit Road, Bangkok 10330

Education

- B.A. in Business Administration, Grossmont Junior College, USA
- B.A. in Political Science, Ramkhamhaeng University

Training from Thai Institution of Directors Association

- Role of the Chairman Program (RCP), Class 16/2007
- Director Accreditation Program (DAP), Class 26/2004

Working experiences

Listed Company

2016 - present	:	Director,	PM Thoresen Asia Holdings Public Company Limited
1983 - present	:	Vice Chairman,	Thai Film Industries Public Company Limited

Non-Listed Company

2002 - present	:	Vice Chairman,	Lakewood Land Company Limited
2002 - present	:	Vice Chairman,	Lakewood Country Club Company Limited

2002 - present : Vice Chairman, Lakewood Kitchen Company Limited
 1992 - present : Vice Chairman, PM Group Company Limited
 1989 - present : Vice Chairman, Quality Coffee Products Company Limited

Nominated position Director

Date of first appointment 25 April 2016

No. of years being the Company's director 6 years

Meeting attendance for year 2021 Board of Directors 6/6

This nominated person does not hold any position as director or management in other businesses, which might have a conflict of interest with the Company.

Name Assoc. Prof. Dr. Sathit Parniangtong
Position Independent Director, Member of Audit Committee, Chairman of Nomination and Remuneration Committee and Chairman of Risk Management Committee

Nationality Thai

Age 68 years

Number of shares held in the Company (as of 24 February 2022) None



Address 26/26-27 Orakarn Building, 8th Floor, Soi Chidlom, Ploenchit Road, Bangkok 10330

Education

- Ph. D. (Operations Management and Finance), University of Wisconsin, USA
- M. Eng (Industrial and Systems Engineering), University of Wisconsin, USA
- B.S. (Industrial and Manufacturing Engineering), University of Wisconsin, USA

Training from Thai Institution of Directors Association

- Risk Management Program for Corporate Leaders (RCL), Class 13/2018
- Advanced Audit Committee Program (AACP), Class 13/2013
- Directors Certification Program (DCP), Class 128/2010

Working experiences:

Listed companies

2021 - present : Chairman of Information Technology Committee and Member of Strategic Management Committee, PRG Corporation Public Company Limited

2017 - present : Independent Director, PM Thoresen Asia Holdings Public Company Limited

2016 - present : Member of Corporate Governance Committee, PRG Corporation Public Company Limited

2009 – present : Independent Director, Member of Audit Committee, and Chairman of Nomination and Remuneration Committee, PRG Corporation Public Company Limited

Non-listed companies

2014 – present : Managing Director C M B T Company Limited
 2016 – 2018 : Associate Professor, Part Time Faculty Faculty of Commerce and Accountancy, Thammasat University and Sasin Graduate Institute of Business Administration of Chulalongkorn University

Nominated position Independent Director

Date of first appointment 6 January 2014

No. of years being the Company's director 8 years

Meeting attendance for year 2021 Board of Directors 6/6, Audit Committee 5/5, Nomination and Remuneration Committee 3/3, Risk Management Committee 2/2

This nominated person does not hold any position as director or management in other businesses, which might have a conflict of interest with the Company.

Name Mr. Somchai Apinyanukul
Position Director
Nationality Thai
Age 52 years
Number of shares held in the Company (as of 24 February 2022) None



Address 26/26-27 Orakarn Building, 8th Floor, Soi Chidlom, Ploenchit Road, Bangkok 10330

Education

- Master of International Business, Swinburne University of Technology, Melbourne, Australia
- Bachelor of Political Science, Chiangmai University

Trainings with Thai Institute of Directors

- Director Accreditation Program (DAP), Class 160/2019

Other trainings:

- The 7 Habits of Highly Effective People, Signature Edition 4.0, FranklinCovey in Thailand, 2019
- The Predictive Index System, PI Management, Singapore
- HRMS Seminar, Washington DC, USA
- PMAT, Thailand

Working experiences:**Listed companies**

2021 - present : Director, PM Thoresen Asia Holdings Public Company Limited
 2019 - present : Executive Vice President, Group Human Resources, Thoresen Thai Agencies Public Company Limited
 2016 - 2018 : Director, Corporate Human Resources, Thoresen Thai Agencies Public Company Limited

Non-listed companies

2021 – present	:	Director,	PH Capital Company Limited
2019 – present	:	Director,	Thoresen Klong Padung Krungkasem Joint Venture (Thailand)
2018 – present	:	Director,	Siam Taco Company Limited
2017 – present	:	Director,	Thoresen Shipping (Thailand) Company Limited
2013 – 2016	:	Director, Human Resources,	ECCO (Thailand) Company Limited

Nominated position Director

Date of first appointment 8 December 2021

No. of years being the Company's director 4 months

Meeting attendance for year 2021 -

The Board of Directors of the Company No. 6/2021 that was held on 8 December 2021 has approved the appointment of Mr. Somchai Apinyanukul as a Director to replace Mr. Jitender Pal Verma the Director that resigned. Such appointment is effective since 8 December 2021 and the new appointed director shall have the remaining term which the director he replaced was entitled.

This nominated person does not hold any position as director or management in other businesses, which might have a conflict of interest with the Company.

Definition of an Independent Director

An independent director is a director who does not manage PM Thoresen Asia Holdings Public Company Limited (“PMTA” or the Company) or any of its subsidiaries, is independent from management and major shareholders, and has no business dealings with PMTA, which may compromise our interests and/or the shareholders’ interests.

The main qualifications of an independent director include:

1. Holding shares not exceeding one percent of the total number of shares with voting rights of the Company, its subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director;
2. Neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the Company, its subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than two years prior to the appointment. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the Company;

3. Not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the Company or its subsidiary company;
4. Neither having nor used to have a business relationship with the Company, its subsidiary company, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgement, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the appointment;
5. Neither being nor used to be an auditor of the Company, its subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the appointment;
6. Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the Company, its subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the appointment;
7. Not being a director appointed as representative of directors of the Company, major shareholder or shareholder who is related to major shareholder;
8. Not undertaking any business in the same nature and in competition to the business of the Company or its subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the Company or its subsidiary company;
9. Not having any other characteristics which cause the inability to express independent opinions with regard to the Company's business operations.

After being appointed as independent director with the qualifications under (1) to (9), the independent director may be assigned by the Board of Directors to take part in the business decision of the Company, its subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person, provided that such decision shall be in the form of collective decision.

The shareholding restrictions of an independent director follow the minimum requirements of the Securities and Exchange Commission or the Stock Exchange of Thailand, in which an independent director must hold no more than one percent of the total voting shares of the company. The

following table confirms that in case an individual is proposed as an independent director, he/she should meet the qualifications of an independent director.

Type of Relationship	Names of Proposed Independent Director
	Assoc. Prof. Dr. Sathit Parniangtong
Shareholdings in the Company - Number of shares - Percentage of shareholding in the Company	None None
Being a relative of management/major shareholders of the Company/subsidiary company	None
Type of relationship with the Company, parent company, subsidiaries, associated companies, or juristic persons that may result in a conflict of interest at present or in the past two years. (1) being director who is involved in management, staff, employee, or consultant who receives Monthly salary (2) being professional service provider (3) having business relationship	None None None

Agenda No. 7 To consider and approve the directors and sub-committee's remuneration for the year 2022.

The Board of Directors has considered to determining the Directors' remuneration to be in line with the Company's performance and the roles and responsibilities of each member of the Board of Directors and that such remuneration is in line with the market and industry standard. The Board of Directors is of an opinion to propose the shareholders to approve the remunerations for directors and members of sub-committees for the year 2022 at the total amount of not exceeding Baht 5,000,000 which is same rate as of the previous year and authorized the Board of Directors to allocate the remunerations to directors and members of sub-committees in the form of monthly remuneration, meeting attendance and bonus and there are no other benefits, as deem appropriate. In 2021, the remunerations were paid to the Board of Directors in the form of monthly remuneration, meeting attendance and bonus and there are no other benefits. The total amount was approximately Baht 2.85 million which are in line with the approved amount from the 2021 Annual General Meeting of Shareholders held on 10 May 2021 at Baht 5,000,000.

The detail of the remuneration of the Board of Directors and sub-committee and the bonus payment for the year 2022 are as follows.

Type of Remuneration	Rate
1. Board of Directors	Monthly remuneration <ul style="list-style-type: none"> • Chairman Baht 38,500 per month • Director Baht 16,800 per month Meeting attendance <ul style="list-style-type: none"> • Chairman Baht 16,100 per meeting • Director Baht 14,000 per meeting
2. Audit Committee	Meeting attendance <ul style="list-style-type: none"> • Chairman Baht 21,000 per meeting • Member Baht 17,500 per meeting
3. Nomination and Remuneration Committee	Meeting attendance <ul style="list-style-type: none"> • Chairman Baht 12,600 per meeting • Member Baht 10,500 per meeting
4. Risk Management Committee	Meeting attendance <ul style="list-style-type: none"> • Chairman Baht 12,600 per meeting • Member Baht 10,500 per meeting
5. Executive Committee	Meeting attendance <ul style="list-style-type: none"> • Chairman Baht 21,000 per meeting • Member Baht 17,500 per meeting
6. Bonus	A bonus for all non-executive directors shall be paid at a rate of not exceeding 1 percent of the consolidated net profit of the Company (after deducting unrealized gains/losses). The Board of Directors will fix the appropriate amount of the bonus to be payable to the directors.

Documents required to attend the Meeting, appointment of proxy, submission of meeting attendee request form (e-Request), voting, counting, and announcement of vote for meeting via Electronics Media Meeting (e-AGM)

Shareholders or proxies wishing to attend the Meeting via Electronics Media Meeting (e-AGM) must submit the meeting attendance request form (e-Request). In case the submitted documents are incomplete, incorrect or in compliance with the requirements stated herein, the Company reserves the right to reject the registration.

1. Documents Required to Attend the Meeting via Electronic Media

Shareholders or proxies must prepare and submit all the required documents together with the Meeting Attendance Request Form (e-Request) as specified in this Enclosure. 6

Natural Person

1. Self-attending via electronic media

Certified true copy of identification card or governmental identification card or driving license or passport (for foreign shareholders). In case of a change of name, supporting documents are required.

2. Proxy

- 2.1 A Proxy Form A or Form B that has been correctly and completely filled in, signed by the grantor and the proxy.
- 2.2 Certified true copy of identification card or governmental identification card or driving license or passport (for foreign shareholders) of the shareholder. In case of a change of name, supporting documents are required.
- 2.3 Certified true copy of identification card or governmental identification card or driving license or passport (for foreign shareholders) of the proxy. In case of a change of name, supporting documents are required.

Juristic Person

1. Attendance by authorized person of a juristic person shareholder via electronic media

- 1.1 Certified true copy of identification card or governmental identification card or driving license or passport (for foreign shareholders). In case of a change of name, supporting documents are required.
- 1.2 Certified true copy of the shareholder's affidavit (not older than one year) by the shareholder representative (authorized director) who attends the e-meeting with a statement affirming the authority to act on behalf of the juristic person shareholder.

2. Proxy

- 2.1 Completed Proxy Form (select either the Proxy Form A or Form B), signed by the authorized person of the juristic person shareholder and the proxy.

- 2.2 Certified true copy of identification card or governmental identification card or driving license or passport (for foreign shareholders) of the authorized person of the juristic person shareholder. In case of a change of name, supporting documents are required.
- 2.3 Certified true copy of the shareholder's affidavit (not older than one year) by an authorized person with a power of attorney (if any). The documents required must show a statement affirming that the person signing the Proxy Form has the authority to act on behalf of the juristic person shareholder.
- 2.4 Certified true copy of identification card or governmental identification card or driving license or passport (for foreign shareholders) of the proxy. In case of a change of name, supporting documents are required.

3. Custodian in Thailand authorized to act on behalf of foreign investors as a depositary and administrator of shares

- 3.1 Required documents are the same as specified for a juristic person under 1 or 2.
- 3.2 In case foreign investors authorize the Custodian to sign the Proxy Form on their behalf, additional documents are required as follows:
 - 3.2.1 Power of Attorney from foreign investors granting the Custodian authority to sign the Proxy Form on their behalf.
 - 3.2.2 Custodian Letter certifying that the person signing the Proxy Form on behalf of foreign investors is licensed to operate Custodian business.

In case the original documents are not in English, the English translation shall be prepared and certified true and correct by the shareholder or authorized person of such juristic person shareholder.

2. Authorization of Proxy

The Department of Business Development, Ministry of Commerce has specified 3 Proxy Forms pursuant to the Notification of the Department of Business Development regarding Prescription of Proxy Letter Forms (No. 5) B.E. 2550 as follows:

- Form A is a general proxy form which is simple and not complicated.
- Form B is a proxy which clearly specifies the items for which a proxy is granted.
- Form C is a form used only in case of a shareholder being a foreign person and has appointed a custodian in Thailand to act as a depositary and administrator of shares.

The Company provides Form B as attached herewith or the shareholders may download Form A, Form B or Form C from www.pnthoresenasia.com.

Shareholders may appoint any person or an independent director as their proxy by specifying his/her name and details of the proxy.

1. Shareholders may choose to use either Proxy Form A or Form B only, except for shareholders who are foreign investors and appoint a custodian in Thailand to be their share depositary. In such case, Proxy Form C shall be chosen.

2. Appoint a person or an independent director of the Company as a proxy by filling in the name and information required on the Proxy Form for only one person to act as a proxy to attend the meeting.
3. Allocation of shares to several proxies to vote in the meeting is not allowed. A shareholder shall authorize the proxy to cast the votes equal to the total number of shares held by the shareholder. Authorizing less than the total number of shares is not allowed except for the Custodian appointed by foreign investors in accordance with Proxy Form C.
4. Appointment of a proxy to attend the meeting

4.1 Appointment of a proxy to attend the E-Meeting on behalf of the shareholder

Shareholders or proxies shall follow Items 1. – 2. and submit the e-Request in advance (e-Request system is available 7 days prior to the meeting date until the meeting is adjourned) to receive a Username and Password for further registration. For more details, please see Enclosure 9 regarding Procedures for Submitting Meeting Attendance Request Form (e-Request) and Using Electronic Meeting Systems (e-AGM).

4.2 Appointment of an independent director as a proxy to attend the E-Meeting on behalf of the shareholder

Shareholders shall follow the Items 1. – 2. and send the complete Proxy Form with those required documents to the Company. **No e-Request is required for this case.**

5. For the appointment of proxy, either per Item 4.1 or 4.2, it is required to deliver a complete proxy form in original together with relevant documents to the Company, certified true and correct, to the Company by 22 April 2022, 5.00 P.M. by mailing to the following address:

<p>Company Secretary PM Thoresen Asia Holdings Public Company Limited no. 26/26-27, Orakarn Building, 8th Floor, Soi Chidlom, Ploenchit Road, Lumpinee, Pathumwan, Bangkok 10330 (for the Shareholders' meeting)</p>

3. Submission of the Meeting Attendance Request Form (e-Request)

Shareholders or the proxies who wish to attend the e-AGM must submit an application through e-Request system in advance in order to obtain Username and Password before e-registering to attend the meeting. The Company will make e-Request system available for submission of application and required documents in advance from 18 April 2022 at 8.30 A.M. until the meeting is adjourned. After verification of the application and required documents, the approval will be considered, and shareholders will then receive an e-mail to inform the Username and Password for e-registration as well as the link to attend the e-AGM. The Company will make the e-Register system available for shareholders to attend the e-AGM on 25 April 2022, at 11.30 A.M. or early 1 hour before the meeting.

For more details, please see Enclosure 9 regarding Procedures for Submitting Meeting Attendance Request Form (e-Request) and Using Electronic Meeting Systems (e-AGM).

4. Vote Casting

1. The shareholders' meeting will be conducted via electronic media. Voting in each agenda item shall be made via the Inventech Connect system, where one share shall equal one vote. A shareholder or a proxy shall cast all the votes to only one of approve, disapprove or abstain. The votes on each agenda item cannot be divided (except voting of the Custodian).
2. Vote casting by the proxy
 - 2.1 In the event that the grantor has specified the voting instruction in the Proxy Form, the Company will record such votes, together with the registration to attend the meeting of the proxy.
 - 2.2 In the event that the grantor has not specified the voting instruction for any agenda in the Proxy Form, or the voting instruction is unclear, or the meeting considers additional agenda aside from the agenda stipulated in the Proxy Form as well as any changing and adding of the fact thereon, the proxy is able to consider and cast his/her vote as deemed appropriate.
3. For the agenda of reappointment of directors who are retired by rotation, the vote casting of each director will be conducted individually. Shareholders shall cast their entire votes for individual directors, one by one.

5. Vote Counting and Announcement of the Vote

The Chairman of the Meeting or the person assigned by the Chairman of the Meeting shall explain to the Meeting about the vote counting procedures prior to the commencement of the agenda item. When the Chairman announced the voting closed, the system will count the votes of shareholders in each agenda item. The voting results of all agenda items shall be announced to the Meeting before the meeting is adjourned.

The Company holds the 2022 Annual General Meeting of Shareholders via electronic media whereby the votes are cast via Inventech Connect system instead of the physical ballots. Hence, there will not be cases regarded as invalid ballots.

Articles of Association in relation to the 2022 Annual General Meeting of Shareholders**1. Articles of Association in relation to the AGM****1.1 Appointment of Directors**Chapter 3 Clause 18.

The shareholders meeting shall elect directors in accordance with the following criteria and methods:

(1) Each shareholder shall have one vote for each share;
(2) Shareholders may cast their votes to elect one or more persons as directors, but not exceeding the number of directors to be elected at such election.

(3) If shareholders elect more than one person as directors, shareholders shall have the right to cast their votes for each of such persons based on the total number of votes that they have. In this connection, the votes of shareholders are indivisible.

(4) Nominated persons receiving the maximum number of votes in a descending order shall be elected as directors in a number of directors as required at such election. If the number of selected persons in a descending order with an equal number of votes exceeds the number of directors required at such election, the Chairman shall cast one extra vote to reach a final decision.

Chapter 3 Clause 19.

At every annual general meeting, one-third (1/3) of directors shall retire from office. If the number of retiring directors is not a multiple of three (3), the number of directors that is the nearest to one-third (1/3) shall retire.

Directors to retire from office in the first year and the second year after the registration of the Company shall be determined by way of drawing lots. In subsequent years, directors who have remained in office for the longest term shall retire. Directors retiring by rotation may be reappointed.

1.2 Convening of MeetingChapter 4 Clause 36.

To convene a shareholders meeting, both general and extraordinary, the Board of Directors shall prepare a notice of invitation, indicating the place, date, time and agenda items, including matters to be proposed to the meeting and appropriate details. The notice shall indicate whether the matters, along with relevant opinion of the Board of Directors, are proposed to the meeting for acknowledgement, for approval or for consideration. The notice of invitation shall be delivered to shareholders and the registrar at least seven (7) days prior to the date of the meeting, and shall be published in a newspaper for three (3) consecutive days and at least three (3) days prior to the date of the meeting.

Notice of invitation shall be delivered to shareholders via registered mail.

1.3 Quorum

Chapter 4 Clause 39.

At every shareholders meeting, attendance at the meeting of at least twenty-five (25) shareholders and proxies (if any), or at least half (1/2) the total number of shareholders holding in aggregate at least one-third (1/3) of the total number of issued shares, shall be required to constitute a quorum.

If it appears that at any shareholders meeting, the time scheduled for the meeting has lapsed for one (1) hour and the number of shareholders present at the meeting cannot constitute a quorum as required, the meeting, if convened at the request of shareholders, shall be dismissed, whereas the meeting that is not convened at the request of shareholders shall be reconvened and notice of invitation shall be delivered to the shareholders no less than seven (7) days prior to the date of the meeting. At this subsequent meeting, a quorum is not required.

1.4 Voting Procedures

Chapter 4 Clause 43.

Unless otherwise prescribed under these Articles of Association, to vote at a shareholders meeting, either by a show of hands or secret ballot, one (1) share shall carry one (1) vote. Any shareholders who have a special interest in any matter shall not have the right to vote on such matter, except in the case of a vote on election of directors. Resolutions of shareholders meetings shall be passed by the following votes:

(1) In an ordinary event, resolutions of the meeting shall be passed by the majority votes of shareholders who are present at the meeting and cast their votes. In case of a tie, the Chairman of the meeting shall cast one extra vote to reach a final decision.

(2) In the following cases, resolutions of the meeting shall be passed by a vote of no less than three-fourths (3/4) of the total number of votes of shareholders who are present at the meeting and are entitled to vote:

- a. sale or transfer of the entire business of the Company or a material part thereof to other persons;
- b. purchase or acceptance of business transfer of a public limited company or a limited company to the Company;
- c. entering into, amendment or termination of agreements relating to the lease of the entire business of the Company or a material part thereof, authorization of other persons to manage the business of the Company, or consolidation of business with other persons with the aim to share profit and loss;
- d. amendment to Memorandum of Association or Articles of Association of the Company;
- e. capital increase or decrease, or issuance of debentures for sale to the public;
- f. amalgamation or dissolution.

1.5 Agenda for Consideration at the AGM

Chapter 4 Clause 44.

Business to be transacted at an Annual General Meeting shall at least be the following:

- (1) to acknowledge the report of the Board of Directors proposed to the meeting on performance of the Company in the preceding year;
- (2) to consider and approve statements of financial position and income statements of the Company in the preceding fiscal year;
- (3) to consider allocation of profits, distribution of dividend and allocation of legal reserve;
- (4) to consider election of directors to replace those who retire by rotation and determination of remuneration for directors;
- (5) to consider appointment of auditors and determination of auditors' fees; and
- (6) other business.

1.6 Dividend Payment and Allocation of Profit

Chapter 6 Clause 53.

The Company shall not pay dividends other than out of profits, including retained earnings. If the Company still has an accumulated loss, the Company is prohibited from paying dividends.

Dividends shall be distributed according to the number of shares in equal amount on each share, with each share receiving an equal amount. Payment of dividends shall be approved by the shareholders meeting.

The Board of Directors may, from time to time, pay interim dividends to shareholders when it deems that the Company has sufficient profits for such payment of dividends. When the interim dividends are paid, the Board of Directors shall report to the next shareholders meeting on such payment.

If the Company has not issued shares in the full registered number of shares, or the Company has registered a capital increase, the Company may pay out the entire or partial amount of dividends by issuance of new ordinary shares to shareholders with the approval of the shareholders meeting.

Payment of dividends shall be made within one (1) month from the date on which the shareholders meeting or the Board of Directors, as the case may be, has passed a resolution therefor. A notice of payment of dividends shall be made in writing to shareholders and shall be published in a newspaper for at least three (3) consecutive days. If payment of dividends is made within the period specified by law, no interest may be claimed from the Company.

Chapter 6 Clause 54.


The Company shall allocate at least five percent of annual net profit deducted retained loss (if any) as a reserve until this reserve is not less than ten percent of the registered capital. Other than such reserve, the Board of Directors may propose to the shareholders meeting to pass a resolution to appropriate other reserves as it may consider appropriate for the business operations of the Company.

Procedures for submitting meeting attendance request form (e-Request)
and using Electronic Meeting Systems (e-AGM)

Guidelines for attending of Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows :

Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://app.inventech.co.th/PMTA160955R> or scan QR Code  and follow the steps as shown in the picture



**** 1 email account per 1 shareholder ID****

- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting.
- 2 Shareholders choose to file a request form.
- 3 Fill in the information shown on the registration page.
- 4 agree to the Requirements for Meeting Attendance via the Inventech Connect.
- 5 Click "Request" button.
- 6 Please wait for an email from the officer informing you of meeting details and Username & Password.

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from **18 April 2022 at 8:30 A.M. until the meeting is adjourned.**

3. The electronic conference system will be available on **25 April 2022 at 11:30 A.M. (2 hours before the opening of the meeting).** Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Directors

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, please submit the proxy form together with required documents to the Company by mail to the following address. Such proxy form and required documents shall be delivered to the Company **by 22 April 2022 at 5.00 P.M.**

Company Secretary

PM Thoresen Asia Holdings Public Company Limited

26/26-27, Orakarn Building, 8th Floor, Soi Chidlom, Ploenchit Road, Lumpinee, Pathumwan, Bangkok 10330

If you have any problems with the software, please contact Inventech Call Center



02-931-9135



@inventechconnect

The system available during 18 – 25 April 2022 at 08.30 A.M. – 05.30 P.M.


(Specifically excludes holidays and public holidays)



Report a problem


Installation Guide for Webex Meetings

For IOS Operating System

- 1 Go to Application **App Store** 
- 2 Search **Webex Meetings**
- 3 Click **"GET"** for install application
- 4 Please **wait** until to download is complete
- 5 **Finish** the application has installed it will appear on your smart phone



For Android Operating System

- 1 Go to Application **Play Store** 
- 2 Search **Webex Meetings**
- 3 Click **"INSTALL"** for install application
- 4 Please **wait** until to download is complete
- 5 **Finish** the application has installed it will appear on your smart phone



For Windows Operating System

- 1 Go to website <https://www.webex.com/downloads.html>
- 2 Click **"For Windows (64 bit)/For Windows (32 bit)"** choose to the operating system on your computer.
- 3 Click the downloaded file **"webex.msi"** for installation Webex Meetings.
- 4 Click **"Next"** button for install program.
- 5 Please **wait** until to download is complete.
- 6 Click **"Finish"** button when the system finishes installation.
- 7 Click **"Agree"** button for accept the terms in the license
- 8 Enter **"your email"** and click **"Next"** button to get access.



Step for registration for attending the meeting (e-Register)

- 1 Click registration link URL from email approved.
- 2 Get Username and Password that you received from your email or request OTP to login.
- 3 Click **"REGISTER"** button the system has already registered and counted as a quorum.
- 4 Click **"Live broadcast"** button




- 5 Use Cases PC/Laptop: Please fill in the details to register to watch the live broadcast via the Webex Meetings Application as follows
- 5.1 Fill in the email address in the Email Address field to match the email address you submitted the application form.
- 5.2 Click **"Join Now"** button
- 5.3 Click **"Run a temporary application"**
- 5.4 Click the downloaded file.
- 5.5 Click **"Join Event"** button to attend the meeting.

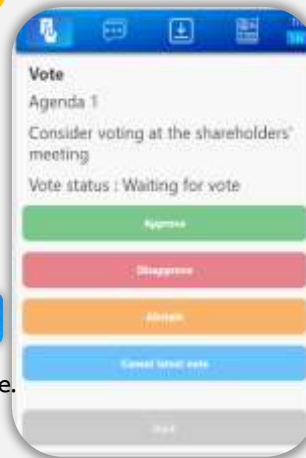
- 5 Use Cases Mobile/iPad: Please fill in the details to register to watch the live broadcast via the Webex Meetings Application as follows
- 5.1 Click “Join” button
In case if never use Webex Meetings. In the first use it will have get popup, you must click "ACCEPT" (Android) or click "I Accept" (iOS).
- 5.2 Enter your name in the Name box, fill out email in an e-mail address box match the e-mail address for submitting the application.
- 5.3 Click “Accept” for accept access for application.
- 5.4 Click “Join” button to get in to meeting.






Step voting process (e-Voting)

Use Cases PC/Laptop

- 1 Click “Continue” button on menu “Multimedia Viewer”.
- 2 Get Username and Password that you received from your email or request OTP to login.
- 3 Click “Login” button.
- 4 Click on menu “Voting” or symbol 
- 5 Select which agenda that you want to vote.
- 6 Click the voting button as you choose.
- 7 The system will display status your latest vote.



Use Cases Mobile/iPad

- 1 Click on menu “Participants” or symbol 
- 2 Click on menu “Chat” and choose message from Inventech connect (Android) or click on “Chat” or  symbol (iOS)
- 3 Shareholders can click link in the chat message.
- 4 Then click on “Continue” button.
- 5 Get Username and Password that you received from your email or request OTP to login.
- 6 Click “Login” button.
- 7 Click on menu “Voting” or symbol 
- 8 Select which agenda that you want to vote.
- 9 Click the voting button as you choose.
- 10 The system will display status your latest vote.



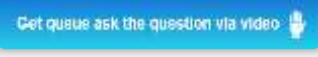
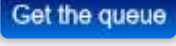
To cancel the last vote, please press the button

 Cancel latest vote

(This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results are closed.

Step to ask questions via Inventech Connect



- 1 Ask a question via send the question.
 - Click “Ask a question” on menu or symbol 
 - Select which agenda that you want to ask.
 - Type the question then click “Send” 
- 2 Ask the question via video record.
 - Select which agenda that you want to ask.
 - Click “Get queue ask the question via video” button or symbol 
 - Fill out your name that show in Webex
 - Click ““Get the queue” button or symbol 
 - Please wait for the signal from the officer to ask questions in the Chat channel.

Installation Guide for Webex Meetings and How to use Inventech Connect



1 User Manual
via e-Request



2 Installation Guide for
Webex Meetings

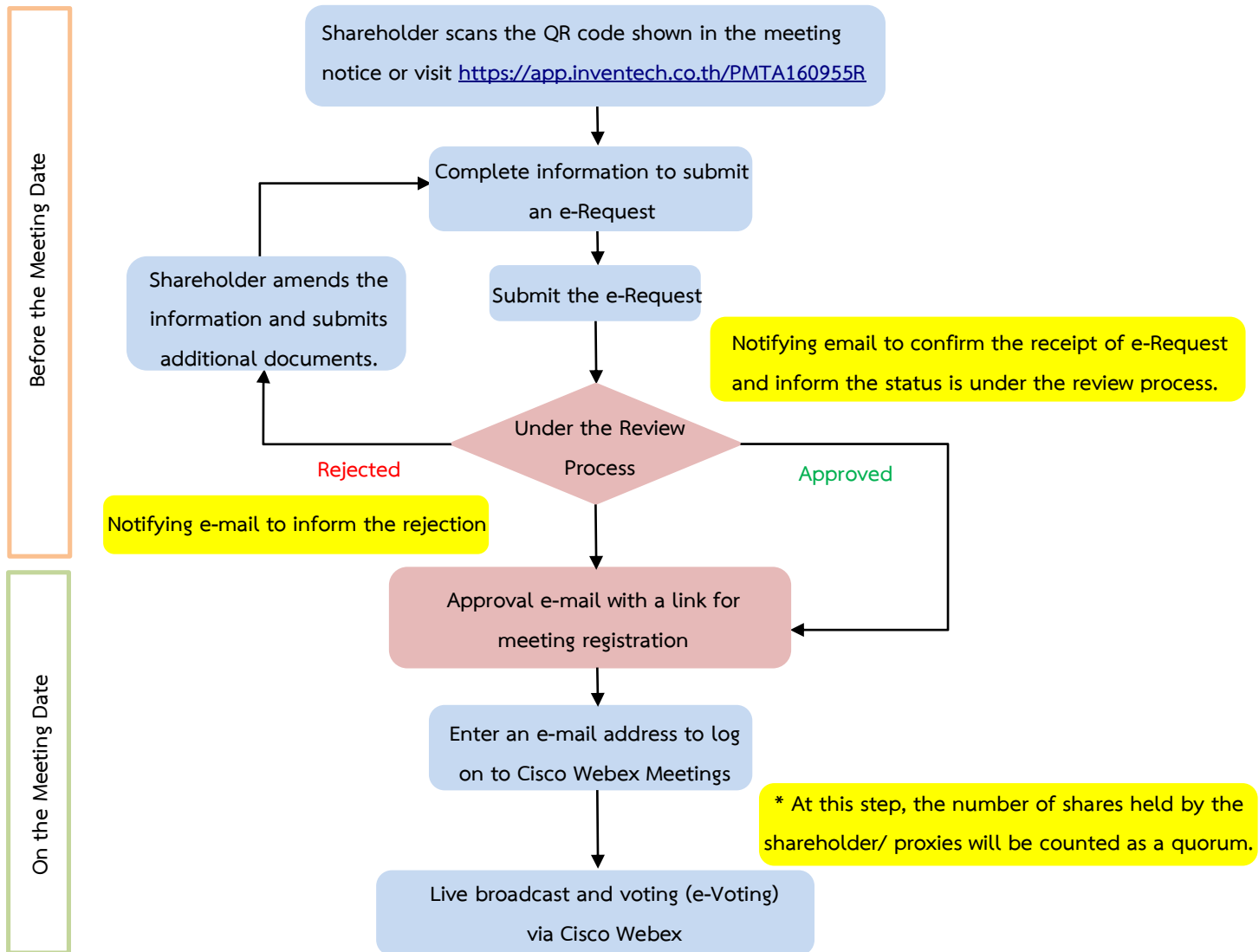


3 User Manual
Inventech Connect

Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
 - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
 - High Quality Video: Must be have internet speed at 1.0 Mbps.
 - Standard Quality Video : Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
 - Smartphone/Tablet that use IOS or android OS.
 - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Firefox or Chrome (Recommend) or Safari ** The system does not supported internet explorer.

Flowchart for the Meeting Attendance via e-Meeting



Note

1. For a proxy appointed by multiple shareholders:

- Such proxy may press the "Switch Account" button to log into other accounts, and the votes and the meeting quorums of previously used accounts will still be included as the base number of votes.

2. Leaving the meeting

- Meeting participants may press the "Leave Meeting" button to leave the meeting. As such, the votes of shareholders/proxies will be annulled for the remaining agenda items that have not yet been voted on.

Privacy Notice for the Shareholders' Meeting

This privacy notice for the shareholders' meeting of PM Thoresen Asia Holdings Public Company Limited ("the Company") is provided to inform you, as a shareholder, a proxy, a custodian, or an authorized person of a shareholder who is a juristic person, of the policy with respect to the collection, use and/or disclosure of your personal data, and your rights as a data subject.

1. Personal Data to be Collected

The Company shall collect your personal data, including but not limited to, name-surname, nationality, age, date of birth, photograph, identification card number (or government identification card number, or passport number), securities registration number, address, telephone number, email, vote casting, images taken at and voice recorded during the shareholders' meeting, and information related to electronic systems access and usage such as IP Address (in case of online attendance and/or access to the shareholders' meeting).

Remark For registration documents and/or proxy submitted by you to the Company which may contain sensitive data, such as race, blood type, and religion, which are not required for the purpose of holding the shareholders' meeting, the Company would like to inform you that the Company has no intention to collect such sensitive data. As such, you may redact those sensitive data prior to submitting your documents to the Company. In case you did not redact those sensitive data contained in your documents, the Company reserves its right to redact such sensitive data of yours. In such case, it shall be deemed that the Company has not collected any of the said sensitive data.

2. Purpose of the Collection, Use and/or Disclosure

The Company shall collect, use or disclose your personal data on a basis of (1) legitimate interest, (2) initiation or fulfilment of a contract, (3) fulfilment of legal obligations, or (4) other legal basis pursuant to the personal data protection laws, including but not limited to, for the fulfilment of the Company's legal obligations as a public company limited and a listing company in the Stock Exchange of Thailand, identification verification, meeting registration, calculation of meeting quorum, vote counting at the shareholders' meeting, contact and delivery of the Company's documents to you upon your request, e.g. annual report. If you do not wish to provide your personal data to the Company where such personal data is needed for performing the objectives abovementioned, the Company reserves its right to reject your registration to attend the shareholders' meeting or performing any other action for you if such action requires the said personal data.

3. Period for Retention of Personal Data

The Company shall retain your personal data for as long as it is reasonably necessary to fulfil the Company's purpose of personal data collection, use and/or disclosure. However, to comply with the applicable laws, the Company may have to retain your personal data for a longer duration, as required by applicable law.

4. Third Parties Whom the Company May Disclose Your Personal Data

The Company may disclose or transfer your personal data to the following third parties:

- 1) Service providers that the Company engages for processing your personal data for the purpose of registration to attend the shareholders' meeting, calculation of the meeting quorum and vote counting in the shareholders' meeting;
- 2) Government agencies or competent authorities, so that the Company fulfills with its legal obligations, e.g. the Department of Business Development, the Ministry of Commerce, and the Stock Exchange of Thailand for submission of minutes of meeting and shareholders list; and
- 3) The Company's website in order to publicize images and/or video taken at the shareholders' meeting and the minutes of the shareholders' meeting.

5. Your Rights as Data Subject

You, as the data subject, are entitled to withdraw consent given for the collection, use or disclosure of personal data (only in case the Company rely on your consent), to request access to or to obtain a copy of your personal data processed by the Company, to request for personal data transfer, to object the personal data processing, to delete or de-identity personal data, to restrict the data processing, to request for correction of personal data and to lodge a complaint, subject to rules and procedures as required by the personal data protection laws. The Company may reasonably and lawfully refuse to proceed with your request.

6. Contact detail

If you have any queries or if you wish to exercise the rights relating to your personal data, please contact the Company at:

Company Secretary
PM Thoresen Asia Holdings Public Company Limited
26/26-27, Orakarn Building, 8th Floor, Soi Chidlom, Ploenchit Road,
Lumpinee, Pathumwan, Bangkok 10330, Thailand
Telephone: 02 250 0569
Email: pemiga_c@thoresen.com

**Requisition form for printed copy of
the 2021 Annual Report (Form 56-1 One Report)**

Dear Shareholders,

If you wish to receive a printed copy of our 2021 annual report (Form 56-1 One Report), please fill in your name, address, and version in this form and return it to PMTA in the enclosed envelope. We will arrange to send you the printed annual report in due course.

Name

Address

.....

.....

**QR Code downloading procedures for
the 2021 Annual Report (Form 56-1 One Report)**

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders the 2021 Annual Report (Form 56-1 One Report) and documents regarding the General Meeting of Shareholders in the form of E-books accessible through QR Code, thus allows the shareholders to access the information with ease.

The aforementioned documents could be downloaded from the QR Code by following the steps below.

For iOS System

1. Turn on the mobile camera.
2. Focus the mobile camera to QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: In case the notification does not appear on the screen of mobile phone, the QR Code can also be scanned with other applications such as QR CODE READER, Facebook or Line.

For Android System

1. Open applications such as QR CODE READER, Facebook or Line.
How to scan the QR Code with Line application.

- Open Line application and click on “Add friend”.
- Choose “QR Code”.
- Scan the QR Code.

2. Scan the QR Code to access documents regarding the meeting.



**Form to submit question in advance for 2022 Annual General Meeting of Shareholders
of PM Thoresen Asia Holdings Public Company Limited
25 April 2022 at 1.30 P.M.**

I

Please tick ✓ one box only

- A shareholder of PM Thoresen Asia Holdings Public Company Limited, holding shares
- A proxy of who is a shareholder of PM Thoresen Asia Holdings Public Company Limited, holding shares

E-mail Mobile phone

Questions regarding to the agenda items of the 2022 Annual General Meeting of Shareholders as follows:

.....
.....
.....
.....
.....
.....
.....
.....
.....
.....
.....
.....
.....
.....
.....
.....
.....
.....
.....
.....
.....
.....
.....

Remark: Once you have completely fill in the form, please send it back to the Company within 22 April 2022 via the following channels.

- By post : attached with the proxy in the postal envelop provided by the Company
- By email : pemiga_c@thoresen.com