



# **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, age 80 years, 26/26-27 Orakarn Building, 8<sup>th</sup> floor,  
Soi Chidlom, Ploenchit Road, Bangkok 10330 or
3. Assoc. Prof. Dr. Sathit Parniangtong, age 69 years, 26/26-27 Orakarn Building, 8<sup>th</sup> floor,  
Soi Chidlom, Ploenchit Road, Bangkok 10330 or
4. Mr. Rapee Moungnont, age 57 years, 26/26-27 Orakarn Building, 8<sup>th</sup> floor, Soi Chidlom,  
Ploenchit Road, Bangkok 10330

as my/our proxy to attend and vote on my/our behalf at the 2023 Annual General Meeting of Shareholders to be held on 25 April 2023 at 1.30 P.M., via electronic meeting which will be conducted in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) 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 2022 Annual General Meeting of the Shareholders held on 25 April 2022.
  - (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 2022 operating results.  
- For acknowledgement -

- Agenda no 3 To consider and approve the Company's Financial Statements for the year ended 31 December 2022.
- (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 2022.
- (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 2023 and the determination of audit fees.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve       Disapprove       Abstain
- Agenda no 6 To consider and approve the appointment of directors to replace those who are retiring by rotation.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- To elect directors as a whole
- Approve       Disapprove       Abstain
- To elect each director individually
- Agenda no 6.1 Mr. Chalermchai 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 Mr. Jean Paul Thevenin
- (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. Rapee Moungnont
- (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 2023.
- (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 2023 Annual General Meeting of Shareholders to be held on 25 April 2023, at 1:30 P.M., as my/our proxy to attend and vote on my/our behalf at the 2023 Annual General Meeting of Shareholders to be held on 25 April 2023, via electronic meeting which will be conducted in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) 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  
2023 Annual General Meeting of Shareholders**

**1. Pol. Lt. Gen. Prakard Satamarn**

**Position** : Independent Director, Chairman of Audit Committee and Member of Nomination and Remuneration Committee  
**Age** : 80 years  
**Address** : 26/26-27 Orakarn Building, 8<sup>th</sup> Floor, Soi Chidlom, Ploenchit Road, Bangkok 10330  
**Special interest in the proposed agenda in the 2023 AGM\*** : None

**2. Assoc. Prof. Dr. Sathit Parniangtong**

**Position** : Independent Director, Member of Audit Committee, Chairman of Nomination and Remuneration Committee and Chairman of Risk Management Committee  
**Age** : 69 years  
**Address** : 26/26-27 Orakarn Building, 8<sup>th</sup> Floor, Soi Chidlom, Ploenchit Road, Bangkok 10330  
**Special interest in the proposed agenda in the 2023 AGM\*** : None

**3. Mr. Rapee Moungnont**

**Position** : Independent Director and Member of Audit Committee  
**Age** : 57 years  
**Address** : 26/26-27 Orakarn Building, 8<sup>th</sup> Floor, Soi Chidlom, Ploenchit Road, Bangkok 10330  
**Special interest in the proposed agenda in the 2023 AGM\*** : Agenda 6 the appointment of directors to replace those who are retiring by rotation

Remark: \* The disclosure of special interest specified in the AGM Checklist Form is the disclosure of information specifically on any special interest that an independent director who will be acting as proxy for shareholders has in any matters on the agenda items proposed in the AGM, such as receiving extra rate or other forms of remuneration different from other directors or having special interest in the election of directors due to being a nominee for the re-election, etc.