



# **Proxy Form**

## **Form C**

**For Foreign Shareholders  
who appoints a local custodian  
in Thailand**

**Form of Proxy, Form C**  
(For foreign shareholders who appoints a local custodian in Thailand.)  
**Annexed to Notice of Department of Business Development**  
**Re: Form of Proxy (No. 5) B.E. 2550**

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Made at .....

Date ..... Month ..... Year .....

(1) I/We ..... Nationality .....,  
located at No. ...., ..... Road, Tambol/Kwaeng .....,  
Amphur/Khet ....., Province ....., Postal Code ..... in  
our capacity as the custodian for .....,  
being a shareholder of Thoresen Thai Agencies 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) Mr. Somboonkiat Kasemsuwan, aged 74 years, residing/located at No. 11, Soi Suan  
Nakharin Village 2, Nong Bon Sub-District, Prawet District, Bangkok 10250, or

(3) Mr. Santi Bangor, aged 74 years, residing/located at No. 73/21 Areesumpun Park  
Condominium, Soi Areesumpun 1, Phaholyothin Road, Samsen-Nai Sub-District, Phayathai District,  
Bangkok 10400, or

(4) Mr. Cherdpong Siriwit, aged 73 years, residing/located at No. 9/142, Soi 2/3,  
Panyaramindra Village, Panyaindra Road, Kannayao Sub-District, Kannayao District, Bangkok 10230.

as my/our proxy to attend and vote on my/our behalf at the 2020 Annual General Meeting of Shareholders  
to be held on Monday, 3<sup>rd</sup> August 2020, at 1:30 P.M., at Samyan Mitrtown Hall, 5<sup>th</sup> Floor, Samyan Mitrtown,  
No. 944 Rama IV Road, Wangmai, Pathumwan District, Bangkok, Thailand 10330 or such other date, time  
and place as may be adjourned.

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

- The voting right in all the voting shares held by us is granted to the proxy.
- The voting right in part of the voting shares held by us is granted to the proxy as follows:
  - Ordinary shares: ..... shares in total, which are entitled to cast ..... votes; and
  - Preferred shares: ..... shares in total, which are entitled to cast ..... votes,Total: ..... votes.

(4) I/We authorise my/our proxy to cast the votes on my/our behalf at the above meeting in the  
following manners:

- Agenda Item 1 To adopt minutes of the Annual General Meeting of the Shareholders No. 1/2019 held on 24<sup>th</sup> April 2019**
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:  
 Approve ..... votes  Disapprove..... votes  Abstain ..... votes
- Agenda Item 2 To acknowledge results of operations of the Company for fiscal year ended 31<sup>st</sup> December 2019**
- This matter is for acknowledgement. The resolution is not required.–
- Agenda Item 3 To consider and approve the Company’s financial statements for fiscal year ended 31<sup>st</sup> December 2019**
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:  
 Approve ..... votes  Disapprove..... votes  Abstain ..... votes
- Agenda Item 4 To consider and approve the appropriation of the year 2019 net profits as a legal reserve and to acknowledge the payment of interim dividend**
- (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 ..... votes  Disapprove..... votes  Abstain ..... votes
- Agenda Item 5 To consider and approve the election of Directors to replace the Directors who will retire 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 ..... votes  Disapprove..... votes  Abstain ..... votes
- To elect each director individually.
- 1. Mr. Prasert Bunsumpun**
- (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 ..... votes  Disapprove..... votes  Abstain ..... votes
- 2. Ms. Ausana 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 ..... votes  Disapprove..... votes  Abstain ..... votes
- 3. Mr. Jitender Pal Verma**
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:  
 Approve ..... votes  Disapprove..... votes  Abstain ..... votes
- 4. Mr. Mohammed Rashed Ahmad M. Al Nasser**
- (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 ..... votes  Disapprove..... votes  Abstain ..... votes

- Agenda Item 6 To appoint the auditors and the determination of audit fees for the year 2020**
  - (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 ..... votes     Disapprove..... votes     Abstain ..... votes
- Agenda Item 7 To consider and approve the remunerations for directors and members of subcommittees**
  - (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 ..... votes     Disapprove..... votes     Abstain ..... votes

(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 ..... Proxy Holder  
(.....)

Signed ..... Proxy Holder  
(.....)

Signed ..... Proxy Holder  
(.....)

**Remarks**

1. This Form C. is used only if the shareholder whose name is in the shareholders' register is a foreign shareholder 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 holder 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 Thoresen Thai Agencies Public Company Limited.

For the 2020 Annual General Meeting of Shareholders to be held on Monday, 3<sup>rd</sup> August 2020 at 1.30 P.M. at Samyan Mitrtown Hall, 5<sup>th</sup> Floor, Samyan Mitrtown, No. 944 Rama IV Road, Wangmai, Pathumwan District, Bangkok, Thailand 10330 or such other date, time and place as may be adjourned.

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- Agenda Item ..... 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 with ..... votes       Disapprove with ..... votes       Abstain with ..... votes
  
- Agenda Item ..... 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 with ..... votes       Disapprove with ..... votes       Abstain with ..... votes
  
- Agenda Item ..... 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 with ..... votes       Disapprove with ..... votes       Abstain with ..... votes
  
- Agenda Item ..... 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 with ..... votes       Disapprove with ..... votes       Abstain with ..... votes
  
- Agenda Item ..... 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 with ..... votes       Disapprove with ..... votes       Abstain with ..... votes
  
- Agenda Item ..... 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 with ..... votes       Disapprove with ..... votes       Abstain with ..... votes

## Profiles of Independent Directors to be used with Proxy of Shareholders

### 1. Mr. Somboonkiat Kasemsuwan

**Age:** 74 years  
**Position:** Independent Director/Chairman of Audit Committee  
**Address:** No. 11, Soi Suan Nakharin Village 2, Nong Bon Sub-District  
Prawet District, Bangkok 10250  
**Date of first appointment:** 14 November 2016  
**Tenure:** Approximately 3 years 8 months  
**Distinguish interest in any agenda item:** No special conflict of interest in agenda item 1-7

### 2. Mr. Santi Bangor

**Age:** 74 years  
**Position:** Independent Director/Chairman of Corporate Governance  
Committee /Chairman of Nomination and Remuneration  
Committee/Member of Audit Committee  
**Address:** No. 73/21 Areesumpun Park Condominium, Soi Areesumpun 1,  
Phaholyothin Road, Samsen-Nai Sub-District, Phayathai District,  
Bangkok 10400  
**Date of first appointment:** 31 January 2012  
**Tenure:** Approximately 8 years 6 months  
**Distinguish interest in any agenda item:** No special conflict of interest in agenda item 1-7

### 3. Mr. Cherdpong Siriwit

**Age:** 73 years  
**Position:** Independent Director/Chairman of Risk Management Committee/  
Member of Audit Committee  
**Address:** No. 9/142, Soi 2/3, Panyaramindra Village, Panyaindra Road  
Kannayao Sub-District, Kannayao District, Bangkok 10230  
**Date of first appointment:** 30 January 2013  
**Tenure:** Approximately 7 years 6 months  
**Distinguish interest in any agenda item:** No special conflict of interest in agenda item 1-7

#### Remark

\* Profiles of Independent Directors are also disclosed in the 2019 Annual Report under Details of the Board of Directors and Executives