



Proxy Form C

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

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

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) I/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 75 years, residing/located at No. 11, Soi Suan Nakharin Village 2, Nong Bon Sub-District, Prawet District, Bangkok 10250, or

(3) **Mr. Cherdpong Siriwit**, aged 71 years, residing/located at No. 9/142, Soi 2/3, Panya-Ramindra Village, Panya-Ramindra Road, Kannayao Sub-District, Kannayao District, Bangkok 10230

as my/our proxy to attend and vote on my/our behalf at the 2022 Annual General Meeting of Shareholders to be held on Wednesday, 27 April 2022, at 13:30 hours via electronic media (e-AGM) 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) I/We authorise our proxy to attend the meeting and cast the votes on my/our behalf in the following manner:

- The voting right in all the voting shares held by me/us is granted to the proxy.
- The voting right in part of the voting shares held by me/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 1** **To acknowledge the results of operations of the Company for the fiscal year ended 31 December 2021**
 – For acknowledgement –
- Agenda 2** **To consider and approve the Company’s audited financial statements for the fiscal year ended 31 December 2021 with the auditor's report thereon**
 - (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 3 To consider and approve the payment of 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 4 To consider and approve the election of directors to succeed those who will be 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 votes Disapprove..... votes Abstain votes
- To elect each director individually.
- Agenda 4.1 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 votes Disapprove..... votes Abstain votes
- Agenda 4.2 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
- Agenda 4.3 Mr. Santi Bangor**
- (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 4.4 Mr. Chitrapongse Kwangsukstith**
- (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 5 To consider and approve the remuneration for directors and members of the 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
- Agenda 6 To consider and approve the appointment of auditors and the determination of the audit fee for the fiscal 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 votes Disapprove..... votes Abstain votes
- Agenda 7 To consider and approve the new line for the issuance and offering of debentures**
- (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 8 To consider other businesses (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 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(s).

(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 Annex to Proxy Form C.

Annex to Proxy Form C

A proxy is granted by a shareholder of Thoresen Thai Agencies Public Company Limited.

For the 2022 Annual General Meeting of Shareholders to be held on Wednesday, 27 April 2022 at 13:30 hours via electronic media (e-AGM) in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) or such other date, time and place as may be adjourned.

- 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:
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 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
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 - (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
who are proposed to serve as a proxy for shareholders**

1. Name	Mr. Somboonkiat Kasemsuwan
Age	76 years
Position	Independent Director
Address	No. 11, Soi Suan Nakharin Village 2, Nong Bon Sub-District, Prawet District, Bangkok 10250
Date of first appointment	14 November 2016
Special conflict of interest in agenda items of this meeting	No special conflict of interest in agenda items 1-7
2. Name	Mr. Cherdpong Siriwit
Age	75 years
Position	Independent Director
Address	No. 9/142, Soi 2/3, Panya-Ramindra Village, Panya-Ramindra Road, Kannayao Sub-District, Kannayao District, Bangkok 10230
Date of first appointment	30 January 2013
Special conflict of interest in agenda items of this meeting	No special conflict of interest in agenda items 1-7