



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

**Thoresen Thai Agencies Public Company Limited**

**On 27 April 2022**

**At 13:30 hours**

**Meeting will be conducted via electronic media (e-AGM).**

**“No meeting venue or on-site registration is provided.”**



# THORESEN THAI AGENCIES

PUBLIC COMPANY LIMITED

REG. NO. 0107537002737

25 March 2022

**Subject:** Notice calling for the 2022 Annual General Meeting of Shareholders (“AGM”)

**To:** Shareholders

- Enclosures:**
1. The Annual Report 2021 or Form 56-1 One Report and the Company’s audited Financial Statements for the fiscal year ended 31 December 2021 (in the form of QR Code as appeared on the Notification of Meeting page)
  2. Profiles of nominated directors to be elected to succeed those who will be retiring by rotation and definitions of the Company’s independent director
  3. Information on remuneration for directors and subcommittees members
  4. Profiles of proposed auditors for the fiscal year 2022
  5. Documents verifying eligibility to attend the e-AGM and voting method
  6. Articles of Association of the Company in relation to the AGM
  7. Guidelines for attending of Electronic Meeting by Inventech Connect
  8. Requisition Form for a printed copy of the Annual Report 2021 or Form 56-1 One Report
  9. Proxy Forms (Form B and Form C) and Profiles of Independent Directors who are proposed to serve as a proxy for shareholders including a postage business envelope for returning a Proxy Form

NOTICE IS HEREBY GIVEN that the 2022 Annual General Meeting of Shareholders (“AGM”) of Thoresen Thai Agencies Public Company Limited (the “Company”) will be convened as follows:

- Date and time** : Wednesday, 27 April 2022 at 13:30 hours
- Means of the AGM** : via Electronic Media (“e-AGM”)  
“No meeting venue or on-site registration”
- Requesting username and password to attend the Meeting** : **via Inventech Connect System**  
(on business day during 20 - 27 April 2022 at 08:30 hours – 17:30 hours until the end of the meeting)
- System available to attend the Meeting on the Meeting day** : From 11:30 hours (2 hours prior to the Meeting time)

The agenda for the AGM is as follows:

**1. To acknowledge the results of operations of the Company for the fiscal year ended 31 December 2021**

Facts and Rationale:

This agenda item is to report to the AGM for acknowledgement, the results of the operations of the Company for the fiscal year ended 31 December 2021, details of which are provided in the Annual Report 2021 or Form 56-1 One Report which has been sent to shareholders together with the notice calling for the AGM, as shown in Enclosure 1 and posted on the Company’s website.

Opinion of the Board of Directors:

The Board of Directors resolved to propose to the AGM to acknowledge the results of operations of the Company for the fiscal year ended 31 December 2021.

Voting:

This agenda item is for acknowledgement by shareholders; therefore, no voting is required.

**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**

Facts and Rationale:

Section 112 of the Public Company Limited Act B.E. 2535 (as amended) (the “**PLC Act**”) and Article 40 of the Company’s Articles of Association stipulates that the audited financial statements as at the end of the fiscal year of the Company shall be prepared and submitted to the annual general meeting for approval.

The Company’s audited financial statements for the fiscal year ended 31 December 2021, which have been audited by the Company’s auditor and reviewed by the Audit Committee, and the Board of Directors together with the auditor’s report thereon, are in “Consolidated and Separate Financial Statements of the Company” section of the Annual Report 2021 or Form 56-1 One Report (page 261 – 356) as shown in Enclosure 1 and posted on the Company’s website.

A summary of the Company’s significant financial information can be summarized as follows:

(Unit: Million Baht)

Description	Consolidated Financial Statements		Separate Financial Statements	
	For the fiscal year ended 31 December 2020	For the fiscal year ended 31 December 2021	For the fiscal year ended 31 December 2020	For the fiscal year ended 31 December 2021
Total assets	31,029.23	38,947.08	30,779.35	33,324.24
Total liabilities	11,837.81	14,546.81	4,797.62	6,219.65
Total equity	19,191.42	24,400.27	25,981.73	27,104.59
Total revenues	12,829.82	22,128.08	-	-
Net profits (losses) *	(1,944.60)	3,858.65	70.98	1,158.65

(Unit: Million Baht)

Description	Consolidated Financial Statements		Separate Financial Statements	
	For the fiscal year ended 31 December 2020	For the fiscal year ended 31 December 2021	For the fiscal year ended 31 December 2020	For the fiscal year ended 31 December 2021
Number of shares issued and paid-up (Million shares)	1,822.46	1,822.46	1,822.46	1,822.46
Basic earnings (losses) per share * (Baht/share)	(1.07)	2.12	0.04	0.64

\* Represents profits (losses) for the fiscal year attributable to owners of the parent.

Opinion of the Board of Directors:

The Board of Directors resolved to propose to the AGM to consider and approve the Company's audited financial statements for the fiscal year ended 31 December 2021 with the auditor's report thereon.

Voting:

This agenda item shall be resolved by a majority of the votes of the shareholders who are present at the AGM and cast their votes pursuant to Section 107 of the PLC Act and Article 36 of the Company's Articles of Association.

**3. To consider and approve the payment of dividend**

Facts and Rationale:

To be in compliance with Section 116 of the PLC Act and Article 43 of the Company's Articles of Association that the Company is required to reserve fund at least 5 percent of the annual net profits presented in its separate financial statements until the reserve reaches at least 10 percent of the registered capital of the Company. In the fiscal year 2021 the Company's net profits presented in its separate financial statements is Baht 1,158.65 million, so a legal reserve of Baht 54.05 million was set aside from such net profits.

The Company has established a policy to distribute dividends of at least twenty-five percent of its consolidated net profits after tax but excluding unrealised foreign exchange gains or losses, subject to the Company's investment plans and other relevant factors. The Board of Directors may review and revise the dividend policy from time to time to reflect the Company's future business plans, the needs for investment, and other factors, as the Board of Directors deems appropriate.

For the fiscal year ended 31 December 2021, the Company's unappropriated retained earnings presented in its separate financial statements is Baht 8,989.97 million.

Opinion of the Board of Directors:

Taking into account future uncertainty as well as the Company's future business plans, the needs for investment, and other relevant factors, the Board of Directors resolved to propose the AGM to consider and approve the appropriate of the net profits presented in its separate financial statements for the fiscal year ended 31 December 2021 in the form of cash dividend payment to shareholders, in the amount of Baht 0.22 per share, totaling approximately Baht 400,942,205.

The annual dividend for the fiscal year 2021 at the rate of Baht 0.22 per share is subject to the approval of the AGM. If the AGM approves as proposed, the Company will pay the dividend to the shareholders whose names appear in the Company's shareholders register book on 25 March 2022 which is the date for determining the shareholders who are entitled to the dividend payment (“**Record Date**”) fixed by the Board of Directors. The dividend payment shall be made on 13 May 2022.

The proposed dividend for the fiscal year ended 31 December 2021 is consistent with the Company's dividend policy and represents approximately 10.43 percent of its consolidated net profit after tax but excluding unrealised foreign exchange gains.

Comparative details are set out in the table below.

(Unit: Million Baht)

Description	For the fiscal year ended 31 December 2020	For the fiscal year ended 31 December 2021
1. Consolidated net profits (losses) attributable to the Company	(1,944.60)	3,858.65
(Less) unrealised foreign exchange gains (losses)	(8.08)	13.84
Net profits (losses) for dividend payment calculation in accordance with the policy	(1,936.52)	3,844.81
2. Retained earnings (Separate financial statements)		
• Legal reserve	145.80	199.85
• Unappropriated	7,925.80	8,989.97
3. Number of issued and paid-up shares (Million shares)	1,822.46	1,822.46
4. Dividend payment per share (Baht/share)	0.02	0.22
5. Total dividends paid approximately (entire year)	36.45	400.94
6. Dividend payout* (%)	101.88%	10.43%

\* Percentage compared to consolidated net profits (losses) after tax but excluding unrealised foreign exchange gains or losses according to the dividend policy.

#### Voting:

This agenda item shall be resolved by a majority of the votes of the shareholders who are present at the AGM and cast their votes pursuant to Section 107 of the PLC Act and Article 36 of the Company's Articles of Association.

#### **4. To consider and approve the election of directors to succeed those who will be retiring by rotation**

##### Facts and Rationale:

Pursuant to Section 71 of the PLC Act and Article 14 of the Company's Articles of Association, one-third of the directors shall retire from office each year at each annual general meeting. Retiring directors are eligible for re-election.

The following 4 directors are due to retire at the AGM:

- |                                    |                      |
|------------------------------------|----------------------|
| (1) Mr. Chalermchai Mahagitsiri    | Director             |
| (2) Ms. Ausana Mahagitsiri         | Director             |
| (3) Mr. Santi Bangor               | Independent Director |
| (4) Mr. Chitrapongse Kwangsukstith | Independent Director |

To enhance good Corporate Governance practice, the Company provided an opportunity for shareholders to propose director candidates to take up the director position of the Company prior to the AGM from 1 November 2021 to 31 January 2022 on the Company's website. However, there was no proposal from the shareholders.

The process of nominating directors is carefully and cautiously made through the Nomination and Remuneration Committee which considers qualifications, i.e. appropriateness, competency, experience, knowledge, proficiency in various professional fields, other qualification as required by the PLC Act, related regulations and Articles of Association of the Company as well as past contribution and performance. Given the professional qualifications, knowledge, work experience as well as past contribution and performance of the 4 retiring directors, the Nomination and Remuneration Committee, excluding the interested director, has carefully and cautiously considered and recommended that the Board of Directors nominate all of the 4 retiring directors for another term of directorship and to further propose to shareholders for approval.

With this re-election, Mr. Santi Bangor and Mr. Chitrapongse Kwangsukstith, Independent Director, will serve the position as an independent director on the Board for 13 consecutive years (10 years as of the AGM plus 3 years if being re-elected) and 10 consecutive years (7 years as of the AGM plus 3 years if being re-elected) respectively, which is defined in the Company's Corporate Governance Policy that the independent director shall be in post no more than 3 consecutive terms (9 years) except obtaining unanimous approval from the Nomination and Remuneration Committee. After careful and cautious consideration, the Nomination and Remuneration Committee, excluding the interested directors, was in unanimous view that Mr. Santi Bangor and Mr. Chitrapongse Kwangsukstith are qualified as an independent director under the criteria of the Company which is in alignment but more stringent than of the Capital Market Supervisory Board as well as the Company's Articles of Association and relevant regulations. They also have the knowledge and well understanding of the Company's business, no affiliations or relationships with the Company and are not directly associated with a shareholder of the Company, nor do any relationships or circumstances exist which are likely to, or could appear to, interfere with the exercise of their independent business judgment with a view to the best interest of the Company.

Opinion of the Board of Directors:

The Board of Directors, excluding the interested directors, has carefully and cautiously considered the qualifications, experience, expertise as well as past contribution and performance that are of utmost benefit to the operation of the Company of individual director and resolved to propose the AGM to consider and approve the re-election of all 4 retiring directors namely Mr. Chalermchai Mahagitsiri, Ms. Ausana Mahagitsiri, Mr. Santi Bangor and Mr. Chitrapongse Kwangsukstith for another term of directorship as recommended by the Nomination and Remuneration Committee.

The Board of Directors has also carefully and cautiously considered that even though this re-election resulting Mr. Santi Bangor and Mr. Chitrapongse Kwangsukstith serving the position as an independent director on the Board of Directors for more than 9 consecutive years, they are fully qualified to take up the position of independent director in accordance with the criteria of the Company, which is in alignment but more stringent than of the Capital Market Supervisory Board as well as the Company's Articles of Association and relevant regulations. The Board of Directors is of an opinion that Mr. Santi Bangor and Mr. Chitrapongse Kwangsukstith, who are nominated to be re-elected for the position of independent director, are capable of expressing opinions independently and in accordance with the relevant guidelines.

The profiles of the 4 retiring directors and definition of the Company's independent director are shown in Enclosure 2.

Voting:

This agenda item shall be resolved by a majority of the votes of the shareholders who are present at the AGM and cast their votes pursuant to Section 107 of the PLC Act and Article 36 of the Company's Articles of Association.

**5. To consider and approve the remuneration for directors and members of the subcommittees**

Facts and Rationale:

Section 90 of the PLC Act stipulates that any payment of remuneration to directors must be approved by the shareholders' meeting with a vote of not less than two-thirds of the total votes of the shareholders who are present.

On 10 May 2021, the Company's 2021 Annual General Meeting of Shareholders approved the remuneration for directors and members of subcommittees for the year 2021 at the total amount of not exceeding Baht 10 million (Baht Ten Million), which was the same amount as approved by the 2020 AGM, and the authorization to the Board of Directors to allocate the remuneration to directors and members of subcommittees as deemed appropriate.

The directors and members of subcommittees are entitled to receive remuneration from the Company in the form of monthly standard fee, meeting attendance fee and bonus by taking into account the appropriate level comparable to the market and the same industry, the Company's performance, and the roles and responsibilities of the director and each member of the subcommittees. The Nomination and Remuneration Committee has carefully reviewed the directors' remuneration and recommended the Board of Directors to maintain the remuneration for directors and members of subcommittees for the year 2022 at the total amount of not exceeding Baht 10 million (Baht Ten Million) which is the same amount as approved by the 2021 AGM and to authorize the Board of Directors to allocate the remuneration to directors and members of subcommittees as deemed appropriate. The Directors and Officers Liability Insurance has been provided for directors and officers of the Company and its subsidiaries in the total liability limit of Baht 1,200 million per year. The Company does not offer any other forms of remuneration or benefits to directors apart from the remuneration as aforementioned. Details of the remuneration for directors and members of subcommittees are provided in Enclosure 3.

Opinion of the Board of Directors:

The Board of Directors carefully considered and resolved to propose the AGM to consider and approve to maintain the remuneration for directors and members of subcommittees for the year 2022 at the total amount of not exceeding Baht 10 million (Baht Ten Million) and authorize the Board of Directors to allocate the remuneration to directors and members of subcommittees as deemed appropriate as recommended by the Nomination and Remuneration Committee.

Remuneration of directors consists of monthly standard fee, meeting attendance fee and bonus. Payments of remuneration for directors and members of subcommittees shall take effect from the day the resolution is passed by a vote of the shareholders and for each subsequent year, unless or until resolved otherwise by a general meeting of the shareholders of the Company.

The scope of duties and responsibilities of the Company's subcommittees, are as shown in the "Details of the Board of Directors, Subcommittees, Executives and Personnel" section of the Annual Report 2021 or Form 56-1 One Report (page 171-208) and details of the "Remuneration and Bonus for the Board of Directors and Subcommittees of TTA for Year 2021" are provided under "Details of the Board of Directors, Subcommittees, Executives and Personnel" section of the Annual Report 2021 or Form 56-1 One Report (page 204) as shown in Enclosure 1.

Voting:

This agenda item shall be resolved by the votes of not less than two-thirds of the total votes of the shareholders who are present at the AGM pursuant to Section 90 of the PLC Act.

**6. To consider and approve the appointment of auditors and the determination of the audit fee for the fiscal year 2022**

Facts and Rationale:

In accordance with Section 120 of the PLC Act which stipulates that the appointment of auditors and the determination of audit fee will be approved at every general meeting. In compliance with the Notification of the Capital Market Supervisory Board, the auditor may be re-appointed for not more than 7 fiscal years and the Company may re-appoint a former auditor after that auditor has not been the Company's auditor for at least 5 consecutive fiscal years. The selection of the auditors and determination of the audit fee have been reviewed by the Audit Committee and the Board of Directors.

KPMG Phoomchai Audit Ltd. is appropriate in the scope of work, transparency and effectiveness of the audit process as well as the appropriateness of the fees and good performance over the past period and the Audit Committee and the Board of Directors are satisfied with their performance. The Audit Committee has therefore recommended the appointment of auditors namely Mrs. Siripen Sukcharoenyingyong (CPA No. 3636) and/or Mr. Watchara Pattarapitak (CPA No. 6669) and/or Mr. Veerachai Ratanajaratkul (CPA No. 4323) of KPMG Phoomchai Audit Ltd. to be the Company's auditor for the fiscal year 2022 with total audit fee not exceeding Baht 3,924,000 (exclude other expenses), which is the same audit fee approved by the 2021 AGM. Any of them will be authorized to conduct the audit and to render an opinion on the financial statements of the Company, both consolidated and non-consolidated basis.



The auditors whose names proposed above have no relationship or any interest in the Company, subsidiary companies, management, major shareholders, or other related persons.

#### Comparison of Audit Fee

	Year 2021	Year 2022
Audit fee	Baht 3,924,000	Baht 3,924,000

There are non-audit fees for the fiscal year 2021 ended 31 December 2021 paid to KPMG Phoomchai Audit Ltd. by the Company in the amount of Baht 575,052, which were primarily consulting fee relating to tax, laws and Thai Private Sector Collective Action Coalition Against Corruption (Baht 423,393 for the fiscal year 2020 ended 31 December 2020 which was primarily consulting fee relating to tax).

KPMG Phoomchai Audit Ltd. is also the audit firm of most of the Company's subsidiaries. The Board of Directors will ensure that the financial reports of the Company's subsidiaries shall be available within the time required.

For the benefit of all shareholders, the profiles of the 3 nominated auditors are included in Enclosure 4, and the details of the remuneration paid to KPMG Phoomchai Audit Ltd. in 2021 is in the "Remuneration of Auditors" section of the Annual Report 2021 or Form 56-1 One Report (page 357) as shown in Enclosure 1.

#### Opinion of the Board of Directors:

The Board of Directors resolved to propose the AGM to consider and approve the appointment of Mrs. Siripen Sukcharoenyingyong (CPA No. 3636) and/or Mr. Watchara Pattarapitak (CPA No. 6669) and/or Mr. Veerachai Ratanajaratkul (CPA No. 4323) of KPMG Phoomchai Audit Ltd., to be the Company's auditor for the fiscal year 2022 with total audit fee not exceeding Baht 3,924,000 (exclude other expenses). Any of them will be authorized to conduct the audit and to render an opinion on the financial statements of the Company, both consolidated and non-consolidated basis.

#### Voting:

This agenda item shall be resolved by a majority of the votes of the shareholders who are present at the AGM and cast their votes pursuant to Section 107 of the PLC Act and Article 36 of the Company's Articles of Association.

### **7. To consider and approve the new line for the issuance and offering of debentures**

#### Facts and Rationale:

In 2017 and 2021, the Company's shareholders approved the issuance and offering of debentures in an amount not exceeding Baht 5,000 million (Baht Five Thousand Million) and Baht 2,000 million (Baht Two Thousand Million) or equivalent in USD or other foreign currencies, at any point of time, respectively. Baht 2,000 million (Baht Two Thousand Million) debentures, the Company would be able to issue and offer during 2021 to the end of 2025. As of 28 February 2022, the available debenture issuance line remained Baht 2,784 million due to the Company's outstanding debentures of Baht 4,216 million.

As the current debenture issuance line of Baht 7,000 million (Baht Seven Thousand Million) will not be sufficient in the future in the event that the Company plans to issue

new debentures prior to the maturity/redemption of debentures; therefore, the Company requires the new line for the issuance and offering of debentures in an amount not exceeding Baht 17,000 million (Baht Seventeen Thousand Million) or equivalent in USD or other foreign currencies at any point of time. Subject to the approval on the new debentures line at this AGM, the Company will be able to issue and offer debentures during 2022 to the end of 2026. The debentures may be offered in one full amount and/or separate offerings, either onshore or offshore. In the event that the debentures are redeemed or repurchased for any reason, resulting in the outstanding balance of the debentures being reduced, the Company may issue additional debentures to replace the debentures that were previously issued and offered as long as outstanding debentures are not exceeding Baht 17,000 million (Baht Seventeen Thousand Million) or equivalent in USD or other foreign currencies at any point of time.

Details are as follows:

<b>Offering Period</b>	From 2022 to the end of 2026
<b>Type of Debentures</b>	Secured or unsecured, senior or subordinated, and with or without a debentureholder representative.
<b>Approval Line</b>	<p>Not exceeding Baht 17,000 million (Baht Seventeen Thousand Million) or equivalent in USD or other foreign currencies at any point of time.</p> <p>In the event that the debentures are redeemed or repurchased for any reason, resulting in the outstanding balance of the debentures being reduced, the Company may issue additional debentures to replace the debentures that were previously issued and offered as long as outstanding debentures at any time are not exceeding Baht 17,000 million (Baht Seventeen Thousand Million) or equivalent in USD or other foreign currencies at any point of time.</p>
<b>Offering Method</b>	Public offering and/or private placement offered in one full amount and/or separate offerings, either onshore or offshore.
<b>Purpose</b>	To use for debt repayment and/or refinancing and/or investment and/or working capital and/or other corporate purposes.

The Board of Directors, authorized directors, Executive Committee and/or any person designated by the Board of Directors, authorized directors, or Executive Committee are empowered to set out the details of the debentures, type, collateral, amount, maturity, par value, offering price, interest rate, redemption rights, offering method, issuance and offering period, as well as other relevant details, including appointing financial advisor(s), underwriter(s), a debenture registrar(s) and/or debentureholder representative(s) and/or other relevant third parties, entering into, executing, amending, negotiating agreements and/or other documents as well as contacting, providing information, submitting documents and evidences to the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, credit rating agency, the Thai Bond Market Association, and/or other authorities concerning the issuance and the offering of the debentures, and performing any and all related matters as deemed appropriate.

#### Opinion of the Board of Directors:

The Board of Directors resolved to propose the AGM to consider and approve the new line for the issuance and offering of debentures as per the following details:

- The new line for the issuance and offering of debentures in an amount not exceeding Baht 17,000 million (Baht Seventeen Thousand Million) or equivalent in USD or other foreign currencies at any point of time during 2022 to the end of 2026. The purpose of the debentures is to use for debt repayment and/or refinancing and/or investment and/or working capital and/or other corporate purposes.
- The debentures may be secured or unsecured, senior or subordinated, and with or without a debentureholder representative. The debentures may be offered through a public offering and/or private placement, according to the Office of the Securities and Exchange Commission's notifications, with maturity as specified by the Board of Directors. The debentures may be offered in one full amount and/or separate offerings, either onshore or offshore. In the event that the debentures are redeemed or repurchased for any reason, resulting in the outstanding balance of the debentures being reduced, the Company may issue additional debentures to replace the debentures that were previously issued and offered as long as outstanding debentures are not exceeding Baht 17,000 million (Baht Seventeen Thousand Million) or equivalent in USD or other foreign currencies at any point of time.
- The Board of Directors, authorized directors, Executive Committee and/or any person designated by the Board of Directors, authorized directors, or Executive Committee are empowered to set out the details of the debentures, type, collateral, amount, maturity, par value, offering price, interest rate, redemption rights, offering method, issuance and offering period, as well as other relevant details, including appointing financial advisor(s), underwriter(s), a debenture registrar(s) and/or debentureholder representative(s) and/or other relevant third parties, entering into, executing, amending, negotiating agreements and/or other documents as well as contacting, providing information, submitting documents and evidences to the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, credit rating agency, the Thai Bond Market Association, and/or other authorities concerning the issuance and the offering of the debentures, and performing any and all related matters as they deem appropriate.

#### Voting:

This agenda item shall be resolved by not less than three-fourths of the votes of the shareholders who are present at the AGM and are eligible to vote pursuant to Section 145 of the PLC Act.

#### **8. To consider other businesses (if any)**

The Company has fixed the Record Date on which the shareholders are entitled to attend and vote at the AGM on 25 March 2022.

A shareholder may appoint a proxy to attend the Meeting and vote on his/her behalf by completing and signing, including affixing a duty stamp to Proxy Form as per Enclosure 9. If a shareholder wishes to give a proxy to an independent director, that shareholder may appoint **Mr. Somboonkiat Kasemsuwan or Mr. Cherdpong Siriwit**, the Company's Independent Director, as a proxy. Their profiles are shown in Enclosure 9. The Proxy Form, together with all documents, are to be sent to the Company Secretary Department by post at the Company's address at No. 26/26-27

Orakarn Building, 8<sup>th</sup> Floor, Soi Chidlom, Ploenchit Road, Lumpinee, Pathumwan, Bangkok 10330 to reach preferably by 22 April 2022.

The Annual Report 2021 or Form 56-1 One Report of the Company as per Enclosure 1 is made in the form of QR Code as appeared on the notification of meeting page of this meeting. Shareholders who would like to receive a printed copy of the Annual Report 2021 or Form 56-1 One Report, are requested to fill in the Requisition Form as per Enclosure 8 and return it to the Company in the enclosed postage business envelope.

Due to the uncertainty of the COVID-19 outbreak and various health and safety measures of the government and related government agencies, the Company may change the date, time, venue, means and other acts as deemed necessary or appropriate. Should there be any changes, the Company will inform shareholders via the Company's website ([www.thoresen.com](http://www.thoresen.com)) and/or other channel(s) as appropriate.

Sincerely yours,  
By resolutions of the Board of Directors' Meeting:



Mr. Chalermchai Mahagitsiri  
Director,  
President & Chief Executive Officer

**Profiles of nominated directors to be elected to succeed those who will be retiring by rotation**

**Name** Mr. Chalermchai Mahagitsiri

**Proposed Position** Director

**Nationality** Thai

**Age** 43 years

**Number of shares held in the Company and related companies (as of 25 March 2022)**

Own:	23.1510 percent
Spouse:	none



**Date of first appointment** 31 January 2012 (10 years)

**No. of years being the Company's Director including if being re-elected** 13 years (10 plus 3 years)

**Education /Training**

- M.S. in Finance, Boston University, United States of America, 2004
- B.S. in Finance, Suffolk University, United States of America, 2001
- Digital Edge Fusion (DEF), Sripatum University, Class 1, 2017
- Ultra Wealth – Investment Like A Master, Class 2, 2016
- Academy of Business Creativity (ABC), Sripatum University, Class 4, 2016
- Capital Market Academy Leadership Program, Capital Market Academy (CMA), Class 17, 2013
- Director Certification Program (DCP), Thai Institute of Directors Association (IOD), Class 53/2005
- Director Accreditation Program (DAP), Thai Institute of Directors Association (IOD), Class 30/2004

**Working experience (past 5 years)**

- **Positions in listed companies in SET (presently 5 companies)**

- 2012 – Present : Director, President and Chief Executive Officer and Member of Executive Committee, Thoresen Thai Agencies Public Company Limited
- 2015– Present : Chairman of Investment Committee, Thoresen Thai Agencies Public Company Limited
- 2018 – Present : Chairman of the Board of Directors, Unique Mining Services Public Company Limited
- 2013 – Present : Chairman of the Board of Directors, PM Thoresen Asia Holdings Public Company Limited
- 2011 – Present : Director, Posco-Thainox Public Company Limited
- 2011 – Present : Director, Thai Film Industries Public Company Limited
- 2012 – 2018 : Vice Chairman, Unique Mining Services Public Company Limited

- **Positions in listed companies in other countries (presently 1 company)**

- 2012 – Present : Director, Chief Executive Officer and Executive Vice Chairman, Mermaid Maritime Public Company Limited
- 2015 – 2019 : Director, Sino Grandness Food Industry Group Ltd.

• **Positions in non-listed companies/organizations (presently 69 companies)**

2021– Present	: Director, Thoresen FSO Co., Ltd.
2020 - Present	: Director, Praneat Co., Ltd.
2020 – Present	: Director, Mermaid Ventures Co., Ltd.
2019 – Present	: Director, Thoresen Klong Padung Krungkasem Joint Venture
2019 – Present	: Director, Natural Aura Co., Ltd.
2019 - Present	: Director, Natural Drink Co., Ltd.
2018 – Present	: Director, Asia Infrastructure Management (Thailand) Co., Ltd.
2018 – Present	: Director, CM Corporate Co., Ltd.
2018 – Present	: Director, Siam Taco Company Limited
2018 – Present	: Director, Four One One Ecommerce Co., Ltd.
2018 – Present	: Director, PTGC Co., Ltd.
2018 – Present	: Director, V Ventures Investment Pte. Ltd.
2017 – Present	: Director, Thoresen Shipping (Thailand) Co., Ltd.
2016 – Present	: Director, Mermaid Subsea Services Saudi Arabia Co., Ltd.
2016 – Present	: Director, PMT Property Co., Ltd.
2016 – Present	: Director, Laser Game Asia Ltd.
2016 – Present	: Director, TTA Mariner Co., Ltd.
2014 – Present	: Director, Mermaid Subsea Services LLC
2014 – Present	: Director, Mermaid International Ventures
2014 – Present	: Director, Premo Shipping Public Company Limited
2014 – Present	: Director, Thoresen Shipping FZE
2014 – Present	: Director, Mermaid Maritime Mauritius Ltd.
2014 – Present	: Director, Chidlom Marine Services & Supplies Ltd.
2014 – Present	: Director, Gulf Agency Company (Thailand) Ltd.
2014 – Present	: Director, GAC Thoresen Logistics Ltd.
2014 – Present	: Director, PH Macaron (Thailand) Co., Ltd.
2014 – Present	: Director, Athene Holdings Ltd.
2014 – Present	: Director, Thoresen & Company (Bangkok) Limited
2014 – Present	: Director, V Ventures Technologies Co., Ltd.
2014 – Present	: Director, PMFB Ltd.
2014 – Present	: Director, Thor Fortune Shipping Pte. Ltd.
2014 – Present	: Director, Thor Friendship Shipping Pte. Ltd.
2014 – Present	: Director, Thoresen Shipping Company Pte. Ltd.
2013 - Present	: Director, PM Thoresen Asia (Singapore) Pte. Ltd.
2013 – Present	: Director, Baconco Co., Ltd.
2013 – Present	: Director, Thoresen (Indochina) S.A.
2013 – Present	: Director, PM Quality Food and Beverage Co., Ltd.
2013 – Present	: Director, Thoresen Shipping Singapore Pte. Ltd.
2013 – Present	: Director, Mermaid Drilling Ltd.
2013 – Present	: Director, Mermaid Subsea Services (Thailand) Ltd.
2013 – Present	: Director, Four One One FUN Co., Ltd.
2012 – Present	: Director, MTR-2 Ltd.
2012 – Present	: Director, Mermaid Subsea Services (International) Ltd.
2012 – Present	: Director, Coffee Gallery Co., Ltd.
2012 – Present	: Director, Soleado Holdings Pte. Ltd.
2011 – Present	: Director, Phaholyothin Garden Co., Ltd.
2011 – Present	: Director, Mountain Creek Development Co. Ltd.
2011 – Present	: Director, M Creek Land Co., Ltd.
2010 – Present	: Executive Director, Sak Chaisidhi Co., Ltd.
2008 – Present	: Director and Chief Executive Officer, Four One One Entertainment Co., Ltd.
2005 – Present	: Director and Chief Executive Officer, PM Group Co., Ltd.
2005 – Present	: Director, P M Corp Co., Ltd.

2002 – Present : Director, Lakewood Kitchen Co., Ltd.  
 2002 – Present : Director, ACME Camps Co., Ltd.  
 1998 – Present : Managing Director, Lakewood Country Club Co., Ltd.  
 1998 – Present : Director, Lakewood Land Co., Ltd.  
 Present : Director, Quality Coffee Products Co., Ltd.  
 Present : Director, The Nest Property Co., Ltd.  
 Present : Director, The Nest Home Co., Ltd.  
 Present : Director, The Nest Ploenchit Co., Ltd.  
 Present : Director, Mermaid Subsea Services (UK) Limited  
 Present : Director, Asia Nampapa Luangprabang Co., Ltd.  
 Present : Director, Baria Serece  
 Present : Director, UMS Clean Energy 1 Co., Ltd.  
 Present : Director, UMS Clean Energy 2 Co., Ltd.  
 Present : Director, UMS Distribution Co., Ltd.  
 Present : Director, UMS Lighter Co., Ltd.  
 Present : Director, UMS Pellet Energy Co., Ltd.  
 Present : Director, UMS Port Services Co., Ltd.  
 Present : Director, Cloudbreakr (Thailand) Co., Ltd.  
 Present : Director, Four One One Production Co., Ltd.  
 Present : Director, PM 80 Co., Ltd.  
 Present : Director, PSM Land Co., Ltd.  
 2013 – 2020 : Director, Asia Offshore Drilling Ltd.  
 2013 – 2020 : Director, Asia Offshore Rig 1 Limited  
 2013 – 2020 : Director, Asia Offshore Rig 2 Limited  
 2013 – 2020 : Director, Asia Offshore Rig 3 Limited

**Meeting attendance for year 2021**

- Board of Directors Meeting 8/8
- Executive Committee Meeting 7/7

**Record of Illegal Activity**

– None –

**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** Ms. Ausana Mahagitsiri

**Proposed Position** Director

**Nationality** Thai

**Age** 41 years

**Number of shares held in the Company and related companies (as of 25 March 2022))** Own: 5.4798 percent  
Spouse: none



**Date of first appointment** 31 January 2012 (10 years)

**No. of years being the Company's Director including if being re-elected** 13 years (10 plus 3 years)

#### **Education /Training**

- M.B.A., Sasin Graduate Institute of Business Administration of Chulalongkorn University in a joint program with Kellogg Graduate School of Management of Northwestern University, USA, 2005
- B.S. in Business Administration, Boston University School of Management, USA, 2002
- Director Accreditation Program (DAP), Thai Institute of Directors Association (IOD), Class 30/2004

#### **Working experience (past 5 years)**

- **Positions in listed companies in SET (presently 1 company)**

2012 – Present : Director, Deputy Chief Executive Officer, Member of Nomination and Remuneration Committee and Member of Corporate Governance Committee, Thoresen Thai Agencies Public Company Limited

2021 – Present : Member of Executive Committee, Thoresen Thai Agencies Public Company Limited

2013 – 2020 : Director, Thai Film Industries Public Company Limited

- **Positions in listed companies in other countries (None)**

– None –

- **Positions in non-listed companies/organizations (presently 40 companies)**

2018 – Present : Director, PTGC Co., Ltd.

2017 – Present : Director, PH Capital Co., Ltd.

2017 – Present : Director, PM Capital Co., Ltd.

2016 – Present : Director, PMT Property Co., Ltd.

2016 – Present : Director, Premo Shipping Public Company Limited

2014 – Present : Director, Chidlom Marine Services & Supplies Ltd.

2014 – Present : Director, GAC Thoresen Logistics Ltd.

2014 – Present : Director, Athene Holdings Ltd.

2014 – Present : Director, Soleado Holdings Pte. Ltd.

2014 – Present : Director, Thoresen Shipping Singapore Pte. Ltd.

2014 – Present : Director, Thoresen Shipping Company Pte. Ltd.

2014 – Present : Director, Thor Fortune Shipping Pte. Ltd.

2014 – Present : Director, Thor Friendship Shipping Pte. Ltd.

2014 – Present : Director, PMFB Ltd.



2014 – Present	:	Director, V Ventures Technologies Co., Ltd.
2014 – Present	:	Director, PH Macaron (Thailand) Co., Ltd.
2013 – Present	:	Director, PM Quality Food and Beverage Co., Ltd.
2013 – Present	:	Director, Four One One FUN Co., Ltd.
2011 – Present	:	Director, M Creek Land Co., Ltd.
2011 – Present	:	Director and Chief Operating Officer, PM Group Co., Ltd.
2010 – Present	:	Director and Managing Director, The Nest Property Co., Ltd.
2010 – Present	:	Director, Quality Coffee Products Co., Ltd.
2009 – Present	:	Director and Managing Director, Coffee Gallery Co., Ltd.
2008 – Present	:	Director, Four One One Entertainment Co., Ltd.
2008 – Present	:	Director, Phaholyothin Garden Co., Ltd.
2006 – Present	:	Managing Director, Mountain Creek Development Co., Ltd.
2005 – Present	:	Director, P M Corp Co., Ltd.
2002 – Present	:	Director, ACME Camps Co., Ltd.
2002 – Present	:	Director, Lakewood Kitchen Co., Ltd.
1998 – Present	:	Director, Lakewood Country Club Co., Ltd.
1998 – Present	:	Director, Lakewood Land Co., Ltd.
Present	:	Director, Four One One Production Co., Ltd.
Present	:	Director, Four One One Ecommerce Co., Ltd.
Present	:	Director, Natural Aura Co., Ltd.
Present	:	Director, Natural Drink Co., Ltd.
Present	:	Director, PM 80 Co., Ltd.
Present	:	Director, PSM Land Co., Ltd.
Present	:	Director, The Nest Ploenchit Co., Ltd.
Present	:	Director, The Nest Home Co., Ltd.
Present	:	Director, The Nest Village Co., Ltd.

**Meeting attendance for year 2021:**

- Board of Directors Meeting 8/8
- Executive Committee Meeting 3/3 (Appointed to be member of Executive Committee on 11 August 2021)
- Nomination and Remuneration Committee Meeting 3/3
- Corporate Governance Committee Meeting 2/2

**Record of Illegal Activity**

– None –

**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. Santi Bangor

**Proposed Position** Independent Director

**Nationality** Thai

**Age** 75 years

**Number of shares held in the Company and related companies (as of 25 March 2022)**  
Own: 0.0027 percent  
Spouse: none

**Date of first appointment** 31 January 2012 (10 years)

**No. of years being the Company's Director including if being re-elected** 13 years (10 plus 3 years)



#### **Education/Training**

- M.A. in Agricultural Economics, Texas Tech University, USA, 1980
- B.A. in Political Science (Fiscal), Chulalongkorn University, 1968
- Audit Committee Seminar – Get Ready for the Year End, Federation of Accounting Profession of Thailand under the Royal Patronage of His Majesty the King, 2015
- Audit Committee Program (ACP), Thai Institute of Directors Association (IOD), Class 42/2013
- Monitoring Fraud Risk Management (MFM), Thai Institute of Directors Association (IOD), Class 9/2013
- Monitoring the System of Internal Control and Risk Management (MIR), Thai Institute of Directors Association (IOD), Class 14/2013
- Monitoring the Internal Audit Function (MIA), Thai Institute of Directors Association (IOD), Class 14/2013
- Monitoring the Quality of Financial Reporting (MFR), Thai Institute of Directors Association (IOD), Class 17/2013
- Role of the Compensation Committee Program (RCC), Thai Institute of Directors Association (IOD), Class 16/2013
- Director Certification Program (DCP), Thai Institute of Directors Association (IOD), Class 12/2001
- Diploma, National Defense College (NDC), Class 38, 1995
- Development Certificate, Cambridge University, England, 1975

#### **Working experience (past 5 years)**

- **Positions in listed companies in SET (presently 2 companies)**

- 2013 – Present : Independent Director, Chairman of the Corporate Governance Committee, People's Garment Public Company Limited
- 2012 – Present : Independent Director, Chairman of Nomination and Remuneration Committee, Chairman of Corporate Governance Committee and Member of Audit Committee, Thoresen Thai Agencies Public Company Limited
- 2010 – Present : Member of the Audit Committee, People's Garment Public Company Limited

- **Positions in listed companies in other countries (None)**

– None –

- **Position in other non-listed companies/organizations (presently 1 organization)**

- 2017 – Present : Member of State Enterprise Performance Appraisal Sub-Committee on Social and Technology Sector, Ministry of Finance
- 2016 – Present : Member of State Enterprise Performance Agreement and Performance Appraisal Sub-Committee on Infrastructure Sector, Industry and Commerce, Ministry of Finance
- 2012 – 2016 : Member of State Enterprise Performance Agreement and Performance Appraisal Sub-Committee on Communication and Energy Sector, Performance Appraisal Committee, Ministry of Finance

**Meeting attendance for year 2021**

- Board of Director Meeting 7/8
- Audit Committee Meeting 6/6
- Nomination and Remuneration Committee Meeting 3/3
- Corporate Governance Committee Meeting 2/2

**Record of Illegal Activity**

– None –

**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.**

**Other Related Relationships**

<b>Relationship</b>	<b>Details</b>
Close relative to management / major shareholder / controlling persons of the Company or a subsidiary	No
Relationship with Company / its subsidiary / its associates / its major shareholders / its controlling persons or other legal entities that may have a conflict of interests now or have had a conflict of interests in the past 2 years	
1. as an executive director, employee, member of staff or advisor who receives a regular salary or a controlling person	No
2. as an auditor or professional service provider	No
3. in a material business relationship which may affect their independence.	None

**Name** Mr. Chitrapongse Kwangsukstith

**Proposed Position** Independent Director

**Nationality** Thai

**Age** 72 years

**Number of shares held in the Company and related companies (as of 25 March 2022)**  
Own: none  
Spouse: none



**Date of first appointment** 13 May 2015 (7 years)

**No. of years being the Company's Director including if being re-elected** 10 years (7 plus 3 years)

#### **Education/Training**

- Doctor of Engineering (Industrial Engineering), Lamar University, USA, 1979
- Master of Engineering (Industrial Engineering), Lamar University, USA, 1974
- Bachelor of Engineering (Mechanical Engineering), Chulalongkorn University, 1970
- Role of the Compensation Committee Program (RCC), Thai Institute of Directors Association (IOD), Class 10/2010
- Directors Certification Program (DCP), Thai Institute of Directors Association (IOD), Class 42/2004
- Finance for Non-Finance Director Program (FND), Thai Institute of Directors Association (IOD), Class 9/2004
- National Corporate Governance Committee (NCGC), Thai Institute of Directors Association (IOD)
- Diploma in National Defense Course for the Joint State-Private Sector, the National Defense College (NDC/4212), Class 12
- Stanford Executive Program, Stanford University, USA

#### **Working experience (past 5 years)**

- **Positions in listed companies in SET (presently 1 company)**

2015 – Present : Independent Director, Thoresen Thai Agencies Public Company Limited  
2014 – 2019 : Director, Member and Alternate Chairman of Board Risk Committee, CIMB Thai Bank Public Company Limited

- **Present positions in listed companies in other countries (None)**

– None –

- **Present positions in other non-listed companies/organizations (presently 1 company)**

2021 – Present : Independent Director, Premier Tank Corporation Public Company Limited

#### **Meeting attendance for year 2021**

- Board of Director Meeting 8/8

#### **Record of Illegal Activity**

– None –

**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.**

**Other Related Relationships**

<b>Relationship</b>	<b>Details</b>
Close relative to management / major shareholder / controlling persons of the Company or a subsidiary	No
Relationship with Company / its subsidiary / its associates / its major shareholders / its controlling persons or other legal entities that may have a conflict of interests now or have had a conflict of interests in the past 2 years	
1. as an executive director, employee, member of staff or advisor who receives a regular salary or a controlling person	No
2. as an auditor or professional service provider	No
3. in a material business relationship which may affect their independence.	None

### **Definition of the Company's Independent Director**

An independent director is a director who does not manage the Company or any of its subsidiaries, is independent from management and major shareholders, and has no business dealings with the Company, which may compromise our interests and/or the shareholders' interests.

The main qualifications of an independent director include:

1. Holding no exceeding 0.5 percent of the total voting shares of the Company, parent company, subsidiaries, associated companies, major shareholders or controlling persons of the Company, including the shares held by connected persons of such independent director;
2. Not being or having been executive director, employee, staff or an adviser who receives a regular salary; or a controlling person of the Company, parent company, subsidiaries, associated companies, same-level subsidiaries, major shareholder or controlling person unless the foregoing status has ended no less than two years prior to the date of appointment. Such prohibited characteristics shall exclude the case where an independent director used to be a government official or advisor of a governmental agency, which is a major shareholder or the controlling person of the Company;
3. Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children, executives, directors, major shareholders, controlling persons, or persons to be nominated as executives, directors, or controlling persons of the Company or its subsidiaries;
4. Not having or having had a business relationship with the Company, parent company, subsidiaries, associated companies, major shareholders or controlling persons in a manner that may interfere with independent discretion, which includes not being or having been a significant shareholder or controlling person of any person having a business relationship with the Company, parent company, subsidiaries, associated companies, major shareholders or controlling person, unless the foregoing status has ended for at least two years prior to the date of appointment;

The aforementioned business relationship under the first paragraph shall include normal business transactions, rental or lease of real estate, transactions related to assets or services or granting or receipt of financial assistance through receiving or extending loan, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or its counterparty being subject to indebtedness payable to the other party in an amount starting from three percent of the net tangible assets of the Company or from Baht twenty million or more, whichever amount is lower. The calculation of such indebtedness shall be in accordance with the method for calculating the value of related party transactions under the Notification of the Capital Market Supervisory Board Re: Rules on Execution of Related Party Transactions, *mutatis mutandis*. The consideration of such indebtedness shall include the indebtedness incurred during the period of one year prior to the date of establishing the business relationship with such related person;

5. Not being or having been an auditor of the Company, its parent company, subsidiaries, associate companies, major shareholders or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiaries, associate companies, major shareholders or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment;

6. Not being or having been a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding Baht two million per year from the Company, its parent company, subsidiaries, associate companies, 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 date of appointment;
7. Not being a director who has been appointed as a representative of the Company's director, major shareholder or shareholder who is a connected person of the Company's major shareholder;
8. Not undertaking any business in the same nature and in significant competition to the business of the Company or subsidiaries or not being a partner in a significant partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1 percent of the voting shares of other company which undertakes business in the same nature and in significant competition to the business of the Company or subsidiaries;
9. Not having any characteristic which make him/her incapable of expressing independent opinions with regard to the Company's business affairs.

After having been appointed as independent director with qualifications complying with the criteria under item 1 to 9 above, the independent director may be assigned by the Board of Directors to take part in the business decision of the Company, its parent company, subsidiary, associated company, same-level subsidiary, major shareholder or controlling person, providing that such decision shall be in the form of collective decision.

### **Information on remuneration for directors and subcommittees members**

The Nomination and Remuneration Committee has carefully and cautiously considered the directors' remuneration taking into account the appropriate level comparable to the market and the same industry, the Company's performance, and the roles and responsibilities of the director and each member of the subcommittees and recommended the Board of Directors to further propose to the shareholders.

The Board of Directors carefully and cautiously considered the recommendation of the Nomination and Remuneration Committee and resolved to propose the AGM to consider and approve the remuneration in the form of monthly standard fee, meeting attendance fee for directors and members of subcommittees and bonus for the year 2022 at the total amount of not exceeding Baht 10 million (Baht Ten Million) and to authorize the Board of Directors to allocate the remuneration for the year 2022 to directors and members of subcommittees as deemed appropriate. The Company also provided Directors and Officers Liability Insurance for directors and officers of the Company. Details of the remuneration are as follows:

- Monetary Remuneration

Description	Year 2021		Year 2022 (Proposed Year)
	Approved Amount	Actual Amount Paid	
Directors' remuneration	Not exceeding Baht 10 million	Baht 9.96 million	Not exceeding Baht 10 million

- Non-Monetary Remuneration

The Company provided Directors and Officers Liability Insurance for directors and officers of the Company and its subsidiaries in the total liability limit of Baht 1,200 million per year for both in year 2021 and 2022.

For the year 2021, the remuneration in the form of monthly standard fee and meeting attendance fees paid to directors and members of subcommittees was Baht 7.16 million and the bonus paid to non-executive directors was Baht 2.8 million, of which the amounts are in line with the director bonus policy, and do not exceed the remuneration budget of Baht 10 million as approved by the shareholders at the 2021 AGM on 10 May 2021. The Directors and Officers Liability Insurance has been provided for directors and officers of the Company and its subsidiaries in the total liability limit of Baht 1,200 million per year. The Company did not pay any other forms of remuneration or benefit to directors apart from the remuneration as aforementioned. Details of the "Remuneration and Bonus for the Board of Directors and Subcommittees of TTA for Year 2021" are provided under "Details of the Board of Directors, Subcommittees, Executives and Personnel" section of the Annual Report 2021 or Form 56-1 One Report (page 204) as per Enclosure 1.



The details of remuneration paid to directors and subcommittees and bonus in 2021 and proposed for the year 2022 are as follows :

- Monetary Remuneration

<b>Committees</b>	<b>Type of Remuneration</b>	<b>Rate</b>
Board of Directors (Non-executive directors)	Standard monthly fee	Baht 150,000 - Chairperson Baht 24,500 per Non-Executive Director
	Attendance fee per meeting	Baht 54,000 - Chairperson Baht 31,500 per Non-Executive Director
	Bonus	A bonus for all Non-Executive Directors shall be paid at a rate of not exceeding 1% 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 (in compliance with the above director bonus policy).
Audit Committee	Attendance fee per meeting	Baht 33,600 - Chairperson Baht 28,000 per member
Nomination and Remuneration Committee	Attendance fee per meeting	Baht 25,200 - Chairperson Baht 21,000 per member
Risk Management Committee	Attendance fee per meeting	Baht 15,120 - Chairperson Baht 12,600 per member
Corporate Governance Committee	Attendance fee per meeting	Baht 15,120 – Chairperson Baht 12,600 per member
Executive Committee	Attendance fee per meeting	Baht 100,000 – Chairperson Baht 28,000 per member

- Non-Monetary Remuneration

The Company provided Directors and Officers Liability Insurance for directors and officers of the Company and its subsidiaries in the total liability limit of Baht 1,200 million per year.

Remark: The Company did not pay any other forms of remuneration or benefit to directors apart from the remuneration as aforementioned.

## Comparison of Directors' Remuneration

The latest 2020 Directors' Remuneration Report surveyed by the Thai Institute of Directors Association ("IOD"), providing listed companies statistical information of director's remuneration, is used as an index for comparison with the directors' remuneration of the Company for 2022 as follows:

Directors' remuneration of listed company with revenues exceeding Baht 10,000 million

Unit: Baht

<b>Chairman</b>	<b>Median</b>	<b>Min</b>	<b>Max</b>	<b>TTA</b>
Retainer Fee	52,250	14,375	320,000	150,000
Attendance Fee per meeting	30,000	6,250	92,000	54,000

<b>Non-Executive Director</b>	<b>Median</b>	<b>Min</b>	<b>Max</b>	<b>TTA</b>
Retainer Fee/person/month	31,667	7,250	150,000	24,500
Attendance Fee per meeting	21,000	5,000	55,000	31,500

Remuneration for subcommittees surveyed by IOD for 2020 considering companies with revenues exceeding Baht 10,000 million

a) Attendance fee for Audit Committee as surveyed by IOD

Unit: Baht

<b>Per person/per meeting</b>	<b>Median</b>	<b>Min</b>	<b>Max</b>	<b>TTA</b>
Chairman	30,000	6,250	100,000	33,600
Member of Committee	20,000	4,375	100,000	28,000

b) Attendance fee for Nomination and Remuneration Committee as surveyed by IOD

Unit: Baht

<b>Per person/per meeting</b>	<b>Median</b>	<b>Min</b>	<b>Max</b>	<b>TTA</b>
Chairman	25,850	6,250	100,000	25,200
Member of Committee	20,000	5,000	100,000	21,000

c) Attendance fee for Corporate Governance Committee as surveyed by IOD

Unit: Baht

<b>Per person/per meeting</b>	<b>Median</b>	<b>Min</b>	<b>Max</b>	<b>TTA</b>
Chairman	25,750	6,250	100,000	15,120
Member of Committee	20,000	5,000	100,000	12,600

**Profiles of proposed auditors for the fiscal year 2022**

Details of the profiles of proposed auditors for fiscal year 2022

<b>1. Mrs. Siripen Sukcharoenyingyong</b>	
CPA No.	3636
Audit Firm	KPMG Phoomchai Audit Ltd.
Education	<ul style="list-style-type: none"> <li>– Master degree of Accounting, Thailand</li> <li>– Bachelor degree of Accounting, Thailand</li> <li>– Licensed CPA, Thailand</li> <li>– SEC Licensed Auditor, Thailand</li> </ul>
Experiences	<ul style="list-style-type: none"> <li>– Partner, KPMG Phoomchai Audit Ltd.</li> <li>– Working in the audit practice for more than 30 years</li> <li>– She has experience in various industries such as automotive, manufacturing, consumer products, trading and services.</li> </ul>
Year of being a signatory in financial statements of the Company	None
Shareholding in the Company	None
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

<b>2. Mr. Watchara Pattarapitak</b>	
CPA No.	6669
Audit Firm	KPMG Phoomchai Audit Ltd.
Education	<ul style="list-style-type: none"> <li>– Master degree of Business Administration, Thailand</li> <li>– Bachelor degree of Accounting, Thailand</li> <li>– Licensed CPA, Thailand</li> <li>– SEC licensed auditor, Thailand</li> </ul>
Experiences	<ul style="list-style-type: none"> <li>– Partner, KPMG Phoomchai Audit Ltd.</li> <li>– Working in the audit practice for more than 20 years</li> <li>– He has experience in various industries, primarily in retails agribusiness and consumer markets.</li> </ul>
Year of being a signatory in financial statements of the Company	None
Shareholding in the Company	None
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

<b>3. Mr. Veerachai Ratanajaratkul</b>	
CPA No.	4323
Audit Firm	KPMG Phoomchai Audit Ltd.
Education	<ul style="list-style-type: none"> <li>- Master degree of Financial &amp; Accounting, Thailand</li> <li>- Bachelor degree of Accounting, Thailand</li> <li>- Licensed CPA, Thailand</li> <li>- SEC licensed auditor, Thailand</li> </ul>
Experiences	<ul style="list-style-type: none"> <li>- Partner, KPMG Phoomchai Audit Ltd.</li> <li>- Working in the audit practice for more than 30 years</li> <li>- He has experience in a variety of industries, primarily in the agribusiness, consumer markets and industrial markets</li> </ul>
Year of being a signatory in financial statements of the Company	6 years (2013-2016, 2020-2021)
Shareholding in the Company	None
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

**Documents verifying eligibility to attend the e-AGM**

**Attendance Registration**

Please follow “Guidelines for Attending of Electronic Meeting by Inventech Connect” as per Enclosure 7 and provide the documents verifying eligibility to attend the e-AGM as follows:

**1) Attendance e-AGM in person**

**1.1) For an individual shareholder**

<b>Thai citizen</b>	<b>Non-Thai citizen</b>
1. I.D. card; or 2. Government officer I.D. card; or 3. State enterprise employee I.D. card; or 4. Driver’s license which is still valid	Passport (still valid)

In case the shareholder has changed the name, last name, the evidence of the name/last name change must also be provided.

**1.2) For a juristic entity shareholder (attending by its authorized director)**

<b>Juristic entity incorporated in Thailand</b>	<b>Juristic entity incorporated outside Thailand</b>
1. The Affidavit of such entity issued within 1 (one) year by the Department of Business Development, Ministry of Commerce; <b><u>and</u></b> 2. I.D. card or passport (in case of a foreigner) which is not yet expired of the authorized director who attends the meeting	1. The Affidavit of such entity issued within 1 (one) year, stating information of entity’s name, address of head quarter and statement showing that the attending director is the authorized director of such entity; <b><u>and</u></b> 2. I.D. card or passport (in case of a foreigner) which is not yet expired of the authorized director who attends the meeting

**2) Attendance by proxy**

2.1) In the case that the shareholder wishes to appoint a proxy to attend the e-AGM on her/his/its behalf, the said shareholder shall fill out and sign on the Proxy Forms enclosed with this meeting notice as follows:

**2.1.1) In case of the shareholder is an individual:**

- (a) a copy of an I.D. card, or a government officer I.D. card, or a state enterprise employee I.D. card, or a driver’s license, or a passport (in case of a foreigner) of the shareholder which is not yet expired and certified by the shareholder; and
- (b) a copy of an I.D. card, or a government officer I.D. card, or a state enterprise employee I.D. card, or a driver’s license, or a passport (in case of a foreigner) of the proxy which is not yet expired and certified by the proxy.

**2.1.2) In case of the shareholder is a juristic entity:**

- (a) Juristic entity incorporated in Thailand: The Affidavit of such entity issued within 1 (one) year by the Department of Business Development, Ministry of Commerce, or

Juristic entity incorporated outside Thailand: The Affidavit of such entity issued within 1 (one) year, stating information of entity's name, address of head quarter and statement showing that the name(s) of the authorized person to sign on behalf of such entity together with any restrictions on or conditions attached to the person(s) signing power (if any);

A copy of an I.D. card, government officer identification card, state enterprise employee card, driver's license, or passport (in case of foreigner) of the authorized person(s), which is not expired and signed/certified a copy the above documents.

- (b) a copy of an I.D. card, a government officer I.D. card, a state enterprise employee I.D. card, a driver's license; or a passport (in case of a foreigner) of the proxy which is not yet expired and certified by the proxy.

In case the original document is not in English, it shall be translated into English and certified correct translation by the authorized person(s) of such juristic person.

In the case that the **foreign institution shareholder appoints a commercial bank in Thailand as its custodian**, the documents in 2.1.2 (a) and (b) may not be required, given that the custodian has provided sufficient proof already. However, additional document includes a letter certifying that the person signing the proxy form is authorized to engage in custodian business shall be provided. The Company reserves the right to request any further documents as it deems appropriate.

- 2.1.3) In order to encourage all shareholders to execute their rights to attend the AGM, in the event that any shareholder is unable to attend the meeting in person and unable to find a proxy, such shareholder may appoint one of the designated Independent Directors of the Company as her/his/its proxy to attend and vote on her/his/its behalf, and submit the completely filled out and signed Proxy Form together with the supporting documents to the Company Secretary in advance by 22 April 2022.

- 2.2) All photocopies must be certified true and correct by the relevant shareholder on each and every page of the photocopies. In the case of document produced or executed outside Thailand, such documents must be notarized by a notary public.

- 2.3) Each Proxy Form must be affixed with duty stamp(s) for the value of Baht 20.

- 2.4) Proxy Form B and Form C are available for downloading from the Company's website at [www.thoresen.com](http://www.thoresen.com) and Proxy Form B is enclosed with this Notice or download from the following QR Code.



- 2.5) Each Shareholder may appoint one of the Independent Directors of the Company to attend and vote on her/his/its behalf. Profiles of Independent Directors to serve as a proxy for shareholders are shown in Enclosure 9.

## Voting Method

1. Each agenda would be considered in order as set out in the invitation letter to this Meeting. The details of each agenda would be presented and then shareholders would be granted opportunities to raise questions thereafter and the Company would announce the result of voting to the meeting after vote counting finished.
2. Each shareholder had one vote for each share. Shareholders might vote for or against or abstain from voting on any agenda based on the full number of votes they had. Shareholders could not divide their votes, except for custodians who were proxy holder of foreign shareholders.
3. For voting in each agenda, shareholders, who wished to cast the votes, should vote via Inventech Connect (e-Voting) which shareholders could join the Meeting via mobile phone or tablet device. Shareholders could sign in and casted their votes with the link that was already attached in the Chat function. For shareholders, who chose to join the Meeting via PC/Laptop should click “Continue” button which located at the right side in Multimedia Viewer function. Shareholders then entered the Email and Password that were received in their Approval Email for signing in to the voting system. Shareholders then clicked “Register” button and chose the agenda that they wished to cast the vote for.
4. For voting, shareholders should choose the agenda to vote. Then the system would display the following voting buttons “Approve” (green color) / “Disapprove” (red color) / “Abstain” (orange color) and “Cancel the previous vote” (blue color). If the shareholders pressed “Cancel the previous vote” button or did not press any button to submit vote at any agenda, it was considered that the shareholders agreed with such agenda. However, shareholders could change their vote until the closing of voting session for such agenda item. The Company would provide 1 minute for voting at the end of discussion for each agenda.
5. In case of the proxy holders who received proxy from many shareholders, they could click “User Icon” then click “Switch Account” for signing into another shareholder’s account.
6. Proxy holders with the votes cast by their shareholders as specified in the Proxy Form submitted to the Company prior to the commencement of the Meeting did not have to vote during the Meeting. Such votes had already been collected and counted by the Company as indicated in the Proxy Form received during registration.
7. For agenda item 4, regarding election of directors, the Company would ask the shareholders to cast the vote for directors individually.
8. In the vote-counting process for each agenda, the votes casted in disapproval or abstention would be deducted from the total votes of the shareholders in attendance during the consideration of such agenda. The remaining votes, apart from the votes in disapproval or abstention and the invalid votes, would be considered as votes of approval for such agenda.
9. Shareholders were requested not to leave the Meeting before the meeting adjourns and should submit vote for each agenda before the vote closing.

- 9.1 In case the shareholder would like to cast their vote and leave the meeting before the meeting adjourns, shareholders could cast and submit the vote for each agenda before closing the browser **without** pressing “Leave Meeting” button.
- 9.2 In case the shareholder left the meeting by pressing “Leave Meeting” button, his/her shares would **neither be counted** as a quorum nor his/her previously submitted vote on the agenda that voting has not yet been voted and submitted, would be recorded after pressing “Leave Meeting” button.

However, leaving the meeting during consideration of any agenda would not be counted as abridgement shareholders or proxy holders from coming back to join the meeting and submitting the vote for next agenda in the system.

10. Before voting in each agenda, the Chairman would provide an opportunity for shareholders to ask the question or provide the opinion that related to and relevant to the agenda. In the interest of management to follow the order of the agenda, the Company reserved the right, in requesting to question and opinion **only at the Q&A channel** in the systems. The shareholders would be requested to type their name, last name, status, either shareholder or proxy holder, and following with their question or opinion in Q&A box and clicked to submit their question. The Company would answer the questions that related to the agenda of the Meeting. In case, there were many questions, the Company reserved the right, in selecting the proper questions for answering to the Meeting. For other pending questions and opinions, the Company would summarize the questions and answer as part of the minutes of the meeting which would be published on the Company’s website within 14 days after the Meeting.
11. To reduce the spread of COVID-19 to the directors and the Company’s officers in the broadcasted room, the Meeting would be concluded within the timeframe of 2 hours.
12. In case of failure system during the meeting, shareholders will receive an email to return to the meeting through the backup system.

In case of any problem joining the electronic meeting or using vote counting system, please contact Inventech Call Center at Tel: 02-931-9130 (on business day during 20 - 27 April 2022 at 08:30 hours – 17.30 hours or until the end of the AGM)



**Articles of Association of the Company in relation to the AGM****Issuance of Shares**

Article 4. Shares of the Company are ordinary shares. Each has equal value and must be fully paid-up.

The Company may issue new additional preference shares; debenture; or convertible debenture and other securities in accordance with the law on securities and securities exchange and to offer to sell to the public. The Company may convert convertible debenture or convert convertible preference shares to ordinary shares in accordance with the law on Public Company Act and the law on the Securities Exchange Act.

**Board of Directors**

Article 13. The directors shall be elected by the shareholders in general meeting according to the following rules and procedures:

- (1) Every shareholder shall have one vote per share.
- (2) Every shareholder may use all his votes set forth in (1) to elect one or more directors and may not however divide those votes in any proportion for any particular director.
- (3) Those who receive the highest respective votes shall be elected as directors up to their maximum number permitted or required for the time being. In the case of a tie at a lower place which would result in the number of directors greater than that permitted for the time being, the presiding chairman shall have a casting vote.

Article 14. At every general meeting, one-third of the directors for the time being, or if their number is not a multiple of three, then the number nearest to one-third, shall retire from office.

The directors to retire during the first and second years following the registration of the Company shall be determined by lot. In every subsequent year thereafter the directors who have been longest in office shall retire. The retired directors shall be eligible for re-election.

Article 31. The Board of Directors is empowered to appoint a member of directors as Executive Committee to carry on any of the Company activity or activities subject to any conditions proposed on them. The Committee members are entitled to receive remuneration and fee fixed by the meeting of the Board of Directors. This shall not affect the right of the Committee members for their remuneration or other benefits granted to them hereunder as the Company's Directors.

**General Meeting**

Article 32. The Board of Directors must arrange for the holding of an Annual General Meeting of Shareholders within four (4) months after the end of the Company's accounting year.

All other general meetings of shareholders except that above mentioned shall be called Extraordinary General Meeting of Shareholders which may be summoned by the Board of Directors at any time whenever they think fit. One or more shareholders holding shares in the aggregate number of not less than ten (10) percent of the total number of shares sold, may, by subscribing their names, submit a written requisition to the Board of Directors for calling an extraordinary general meeting at any time, provided that subjects and reasons for calling such meeting shall be clearly stated in such requisition. In such case, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date of receipt of such requisition from the shareholders.

In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph two, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five (45) days from the completion of such period. In this regard, the meeting shall be considered as the shareholders' meeting called by the Board of Directors. The Company shall be responsible for necessary expenses arising from such meeting and reasonably provide facilitation.

In case the quorum of the shareholders' meeting called by the shareholders as prescribed under paragraph three is not formed according to Article 35, the shareholders as prescribed under paragraph three shall be collectively responsible to the Company for expenses arising from such meeting.

Article 33. A place for the holding of any shareholders' meeting can be held at the locality in which the head office of the Company or a neighboring province or at any other places as fixed by the Board of Directors.

Article 34. In calling a general meeting, the Board of Directors shall prepare written notice specifying the place, date and time, agenda, and matters to be presented thereat in reasonable detail and a clear indication as to whether such matters are to be submitted for acknowledgement, approval or consideration, as the case may be, together with the Board of Directors' opinion thereon. Such notice shall be sent to each shareholder and the Registrar no less than seven (7) days before the scheduled date of the meeting and published in newspaper for at least three (3) consecutive days no less than three (3) days before the meeting.

Article 35. At any general meeting of shareholders, the presence of not less than twenty five (25) shareholders and their proxies (if any) or not less than one-half (1/2) of the total number of shareholders, whichever is lesser, with the aggregate number of not less than one-third (1/3) of the total number of shares sold is required in order to constitute a quorum.

If within an hour from the time appointed for holding the general meeting of shareholders the requisite quorum is not constituted, such meeting, if summoned upon the requisition of the shareholders, shall be dissolved. If the meeting of shareholders is not summoned upon the requisition of the shareholders, another meeting shall be summoned and the written notices calling another meeting shall be sent to the shareholders no less than seven (7) days before the meeting date and, at such subsequent meeting, no quorum is required to be constituted.

Article 36. A resolution put to the vote of the general meeting shall be decided as follows:

- (1) Every shareholder shall have one vote per share.
- (2) In a normal cases, a majority of the votes of the shareholders who present at the meeting and cast their votes is required. In the case of a tie, the presiding chairman shall have a casting vote.

- (3) Any of the following cases shall be resolved by not less than three-fourths of the votes of the shareholders who present at the meeting and are eligible to vote by votes.
  - (a) the sale or transfer of business of the Company, in whole or in essential part, to other person;
  - (b) the purchase or acceptance of transfer of business of other company or private company to be the Company's own;
  - (c) the entering into, amending, or terminating a lease of business of the Company in whole or in essential part; entrusting other person with the management of the Company; or amalgamating business with other persons with the objective to share profit and loss.

Article 37. The following businesses shall be transacted at an annual general meeting of shareholders:

- (1) Consider the directors' report on the Company's past activities during the previous year
- (2) Consider and approve a balance sheet and profit and loss account of the previous fiscal year
- (3) Make a profit appropriation.
- (4) Elect directors
- (5) Appoint an Auditor
- (6) Transact any other business

### **Accounts, Financial Matters, and Audit**

Article 38. The accounting year of the Company shall begin on 1 January and end on 31 December of each year.

Article 39. The Company shall cause proper accounts to be recorded and kept and shall have them audited according to the law relating thereto. The Company shall also cause proper balance sheet and income statements to be drawn up once in every twelve months period which represents the accounting year of the Company.

Article 40. The Board of Directors shall cause to be made a balance sheet and a profit and loss account as of the end of the Company's accounting year be presented to the Annual General Meeting of Shareholders for approval. Such balance sheet and profit and loss account shall be duly audited by auditor before their being presented at the meeting of the shareholders.

Article 41 The Board of Directors shall send the following documents to each shareholder, together with the notice calling for the Annual General Meeting of Shareholders:

- (1) A copy of the audited balance sheet and profit and loss account, together with the notice calling for the Annual General Meeting of Shareholders
- (2) Annual Report by the Board of Directors

Article 42. No dividend shall be paid except out of profits. If the Company has had retained deficit, no dividend shall be paid in any way.

The distribution of dividend shall be according to the number of shares and on an equal basis.

The Board of Directors may from time to time pay such interim dividends as appear justified to them by the profits of the Company. In this event, the Board of Directors shall report the same to the shareholders in their forthcoming meeting.

The payment of dividends shall be made within one (1) month after the resolution to pay has been passed at a general meeting of Shareholders or Board of Directors' meeting, as the case may be. In this event, the Company shall notify the shareholders in writing of the payment and have such notification published in newspaper.


Article 43. The Company shall appropriate to a reserve fund at least five (5%) percent of the net profits earned annually less retained deficit (if any), until the reserve fund reaches at least one-tenth part of its authorized capital.

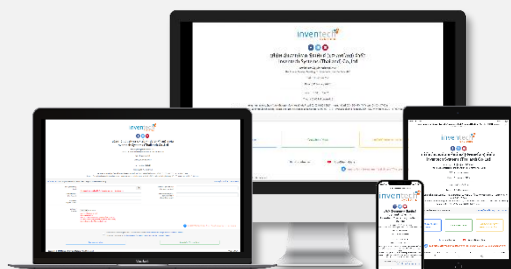
Article 46. The Auditor is obliged to attend every annual general meeting of shareholders at which the balance sheet and profit and loss account as well as accounting problems of the Company are to be discussed so as to give verbal explanations to which its shareholders are entitled for attending such general meeting. The Company shall provide the Auditor with its reports and documents to which its shareholders are entitled for attending such general meeting.

## 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:

### Steps for requesting Username & Password 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/TTA182034R> or scan QR Code  and follow the steps as shown in the picture



- 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.

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

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 for filing request will be available from 20 April 2022 at 8:30 hours and shall be closed on 27 April 2022 until the end of the meeting.

3. The electronic conference system will be available on 27 April 2022 at 11:30 hours (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 Independent 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 17:00 hours.


**Thoresen Thai Agencies Public Company Limited**


Company Secretary Department


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

Tel. 02-250-0569 Ext. 109, 276

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

 02-931-9130

 @inventechconnect

 The system available during 20 - 27 April 2022 at 08:30 hours – 17:30 hours

(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**



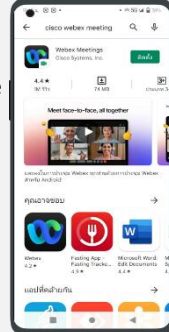
- 3 Click **"GET"** for install application
- 4 Please **wait** until to download is complete
- 5 **Finish** the application has installed it will appear on your smart phone

### 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>

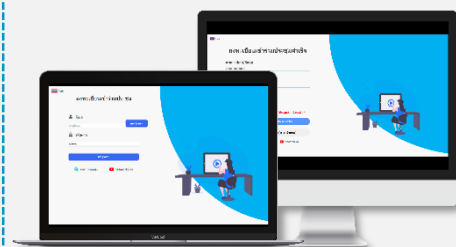
2 Click **"For Windows (64 bit)/For Windows (32 bit)"** choose to the operating system on your computer.



- 3 Click the downloaded file **"webexapp.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.

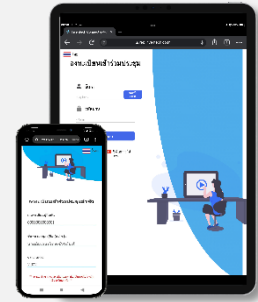
## Step for registration for attending the meeting (e-Register)

- 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.

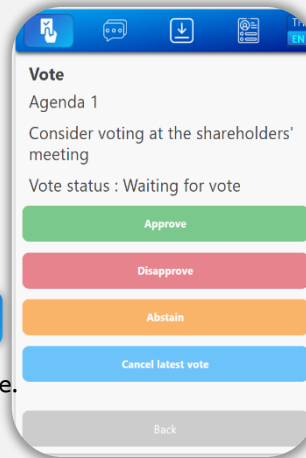
- 5 Use Cases Mobile/iPad : Please fill in the details to register to watch the live broadcast via the Webex Meetings Application as follows
- 5.1 Click “Join” button  
In case if never use Webex Meetings. In the first use it will have get popup, you must click "ACCEPT" (Android) or click "I Accept" (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 “REGISTER” 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 “REGISTER” 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.




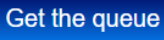
To cancel the last vote, please press the button

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



- Click “Ask a question” on menu or symbol 
- 1 Ask a question via send the question.
  - 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



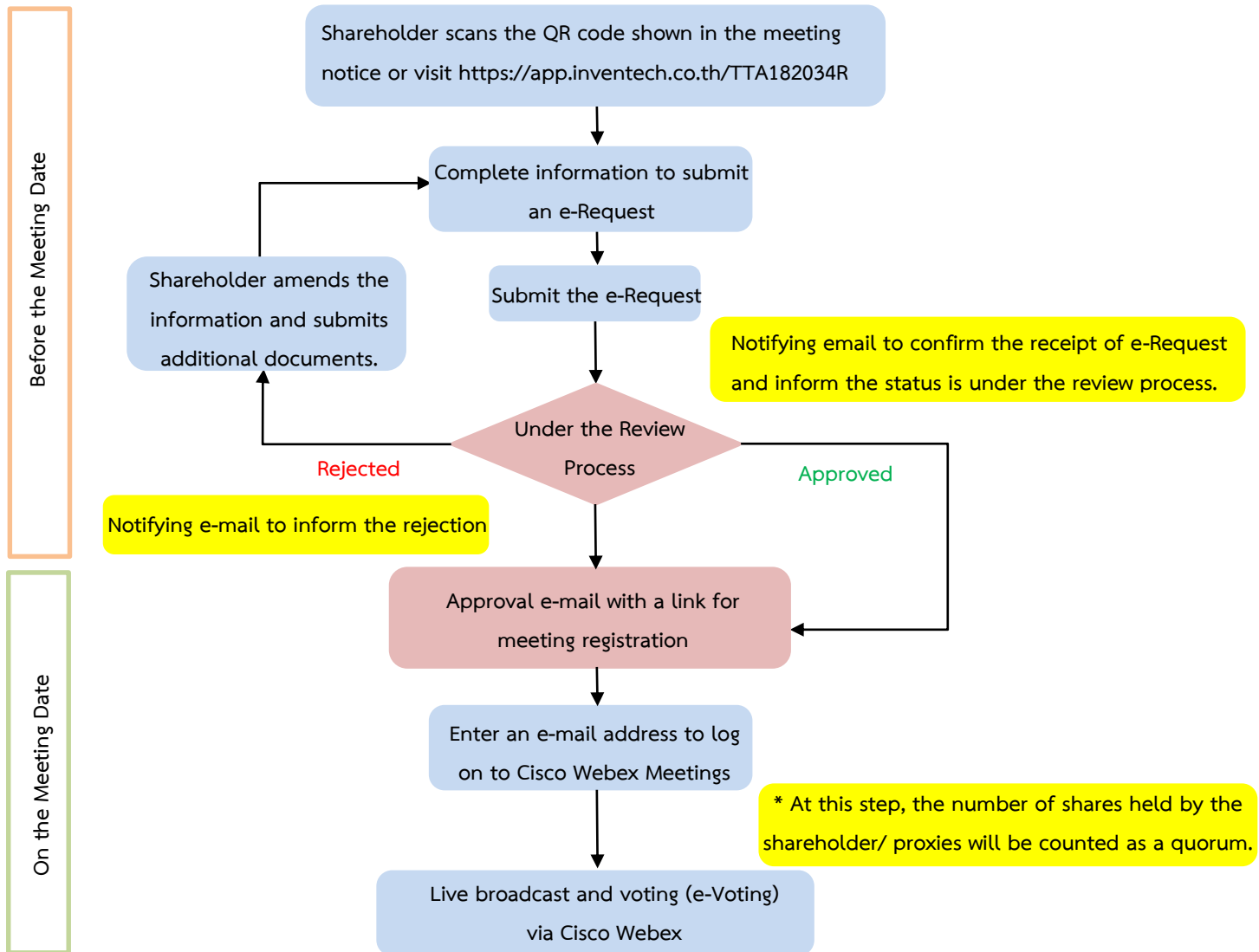
3 User Manual  
Inventech Connect

**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



## 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.

**Requisition Form for a printed copy of the Annual Report 2021 or Form 56-1 One Report**

Dear Shareholders,

Please be informed that in case you wish to receive a printed copy of the Annual Report 2021 or Form 56-1 One Report of Thoresen Thai Agencies Public Company Limited (the “**Company**”), please fill in your name, address, and select your choice of version (Thai/English) in the below box and return it to the Company by using the enclosed business postage envelope as mentioned in Enclosure 5. The Company will arrange to send you the printed Annual Report 2021 or Form 56-1 One Report in due course.

Name .....

Address .....

.....

.....

Telephone .....

wish to receive a printed copy of the Annual Report 2021 or Form 56-1 One Report .

Language (Please mark your choice)

Thai Version

English Version

Signed .....  
(.....)



## **Proxy Form B**

### **For individuals and juristic persons**

- Please sign your name on page 3 and attach a certified copy of I.D. card.
- Please return/bring the entire set of Proxy Form together with the Notification of Meeting page which barcode appeared on it.
- If you wish to assign your proxy to cast the vote on your own behalf at the proxy's own discretion in respect of any agenda, please tick X in a box in front of paragraph (a) in such agenda.
- If you wish to assign your proxy to cast the vote on your own behalf in accordance with your instructions in respect of any agenda, please tick X in a box in front of paragraph (b) in such agenda.

**Proxy Form B**  
**(Form Specifying Various Particulars for Authorization Containing Specific Details)**  
**Annexed to Notice of Department of Business Development**  
**Re: Form of Proxy (No. 5) B.E. 2550 (2007)**

-----

Made at .....

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

(1) I/We ..... Nationality .....  
 residing/located at No. ...., ..... Road, Tambol/Kwaeng .....  
 Amphur/Khet ....., Province ....., Postal Code .....

(2) 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

(3) 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 76 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 75 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.

(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       Disapprove       Abstain

- 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       Disapprove       Abstain
- 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       Disapprove       Abstain
- 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       Disapprove       Abstain
- 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       Disapprove       Abstain
- 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       Disapprove       Abstain
- 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       Disapprove       Abstain
- 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       Disapprove       Abstain
- 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       Disapprove       Abstain
- 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       Disapprove       Abstain
- 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       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(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. A shareholder shall grant a proxy to only one person to attend and vote for on his/her behalf. 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.
2. In the agenda relating to the election of directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
3. In case there are more agenda items to be discussed than those specified above, the grantor may make additional authorisation in the Annex to Proxy Form B.

## Annex to Proxy Form B

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.

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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

## **Profiles of Independent Directors who are proposed to serve as a proxy for shareholders**

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





# **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.

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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  
who are proposed to serve as a proxy for shareholders**

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