



# THORESEN THAI AGENCIES

PUBLIC COMPANY LIMITED

REG. NO. 0107537002737

## Notice of Invitation to the 1/2018 Annual General Meeting (“1/2018 AGM”) of the Shareholders of Thoresen Thai Agencies Plc. (the “Company”)

Subject: An invitation to attend the 1/2018 Annual General Meeting of the Company

To: All Shareholders of the Company

- Enclosures:
1. Copy of the Minutes of the 1/2017 Annual General Meeting of the Shareholders (“1/2017 AGM”) held on 26 April 2017
  2. 2017 Annual Report on CD-ROM
  3. Policy on dividend payments, proposed dividend payment ratio compared to net profits, and comparison of dividend payments
  4. Profiles of proposed director candidates to replace directors who will retire by rotation
  5. Information of remuneration of directors and sub-committee members
  6. Proxy form B and details of independent directors proposed to serve as proxy for shareholders including an envelope for returning a proxy form
  7. Document or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the 1/2018 AGM
  8. Articles of Association of the Company in relation to the 1/2018 AGM
  9. Map of Place
  10. Requisition form for printed copy of the 2017 Annual Report

The Board of Directors of the Company resolved to hold the 1/2018 AGM on Wednesday, 25 April 2018, at 1:30 P.M., at Queen Sirikit National Convention Center, Ballroom, No. 60 New Ratchadaphisek Road, Klongtoey Sub-District, Klongtoey District Bangkok, Thailand 10110 to consider the following agenda items:

### **1. To certify minutes of the Annual General Meeting of the Shareholders No. 1/2017 held on 26 April 2017.**

#### Rationale:

The 1/2017 AGM was held on Wednesday, 26 April 2017. The minutes of 1/2017 AGM have been sent out to all shareholders together with this notice. Details of which are provided in Enclosure 1.

#### Opinion of the Board of Directors:

The Board of Directors considered the minutes and has an opinion that shareholders should certify the minutes.

Voting:

The resolution of this agenda must be approved by the majority vote of the shareholders who attend the meeting and cast their votes.

**2. To acknowledge results of operations of the Company for fiscal year ended 31 December 2017.**

Rationale:

This agenda item is to report the Company's performance and the 2017 Annual Report for the fiscal year ended 31 December 2017 to the shareholders for acknowledgement, details of which are provided in Enclosure 2 and on the Company's website.

Opinion of the Board of Directors:

The Board of Directors considered that the Company and Group's performance as well as material changes during fiscal year ended 31 December 2017 are included in the 2017 annual report. The shareholders should acknowledge the Company and Group's performance and the 2017 annual report.

Voting:

This agenda is for acknowledgement by shareholders. No voting is required.

**3. To consider and approve the Company's financial statements for fiscal year ended 31 December 2017, including auditor's report.**

Rationale:

In accordance with section 112 of the Public Company Limited Act B.E. 2535 and article 40 of the Articles of Association of the Company, the Board of Directors shall cause proper balance sheet and income statements to be drawn up at the end of each fiscal year. The financial statements shall be presented to the shareholders in the annual general meeting for approval. It shall be duly audited before it is presented at the general meeting of the shareholders.

The Company's financial statements for fiscal year ended 31 December 2017 were audited by the Company's auditor and reviewed by the Audit Committee, together with the auditor's report thereon, and presented in the 2017 Annual Report, details of which are provided in Enclosure 2 and on the Company's website since 28 February 2018. A summary of the Company's significant financial results are shown in the table below.

## Summary of Financial Information from the Company's Financial Statements

(Unit: Thousand Baht)

Description	Consolidated Financial Statements		The Company's Financial Statements	
	For the year ended 31 December 2017	For the year ended 31 December 2016	For the year ended 31 December 2017	For the year ended 31 December 2016
Total assets	35,584,770	41,620,002	29,272,564	34,033,350
Total liabilities	10,530,790	15,125,382	3,382,211	8,177,078
Total equity	25,053,980	26,494,620	25,890,353	25,856,272
Total revenues	13,392,261	13,661,847	-	-
Net profit (losses)	692,035	(96,908)	128,284	(104,169)
Net profits (losses) attributable to				
• Owners of the Company				
- Normalised gains (losses) from operations	588,355	(110,323)	128,284	(104,169)
- Losses from impairment charges and write-offs (Non-cash transactions)	-	(307,968)	-	-
	588,355	(418,291)	128,284	(104,169)
• Non-controlling interests				
- Normalised gains from operations	103,680	321,383	-	-
- Losses from impairment charges and write-offs (Non-cash transactions)	-	-	-	-
	103,680	321,383	-	-
Issued and paid-up share capital	1,822,464	1,822,454	1,822,464	1,822,454
Basic earnings (losses) per share (Baht/share)	0.32	(0.23)	0.07	(0.06)

### Opinion of the Board of Directors:

The Company's financial statements for fiscal year ended 31 December 2017 were audited by the Company's auditor and the auditor expressed an opinion that the consolidated and company financial statements present fairly, in all material aspects, the financial position of the Company and its subsidiaries, in accordance with generally accepted accounting principles. Such financial statements which were reviewed by the Audit Committee, the Board of Directors and audited by auditors should be proposed to the shareholders for approval.

### Voting:

The resolution of this agenda must be approved by the majority vote of the shareholders who attend the meeting and cast their votes.

#### **4. To consider and approve the payment of cash dividends for fiscal year ended 31 December 2017 and the appropriation of a legal reserve.**

### Rationale:

To conform with the Public Limited Companies ACT, B.E. 2535 section 116 and article 43 of the Articles of Association of the Company that "A company must appropriate part of its annual net profits to a reserve fund in an amount of not less than five percent of the annual net profits with the deduction therefrom the amount representing the accumulated less carried forwards (if any) until this reserve fund reaches the amount of not less than ten percent of the registered capital. At the same time, the Company has a policy to pay annual dividends of not less than twenty-five percent of its consolidated net profit excluding

unrealised exchange gains or losses subject to the Company's investment plans and other relevant factors. According to the audited financial statements of the Company for fiscal year ended 31 December 2017, the Company reported net profit of Baht 588,354,920 with earning per share of Baht 0.32, the management thus proposed for consideration of dividend payment for fiscal year 2017 at Baht 0.075 per share.

Opinion of the Board of Directors:

The Board of Directors considered and recommended as follows:

The shareholders are recommended to approve an annual dividend payment for the fiscal year ended 31 December 2017 in the form of cash dividends of Baht 0.075 per share from the net profit of the company as of 31 December 2017. The cash dividends shall be paid to shareholders whose names appear on TTA's shareholders register book on 4 May 2018. This date is considered the "Record Date" to receive dividend payments. The dividend payment shall be made on 23 May 2018, details of which are provided in Enclosure 3.

Voting:

The resolution of this agenda must be approved by the majority vote of the shareholders who attend the meeting and cast their votes.

**5. To consider and approve the appointment of auditors for fiscal year ended 31 December 2018 and the determination of audit fees.**

Rationale:

The appointment of auditors and the determination of the audit fee for the fiscal year 2018 ended 31 December 2018 require shareholders' approval in accordance with section 120 of the Public Limited Companies Act and article 37 of the Articles of Association of the Company.

Opinion of the Audit Committee:

The Audit Committee considered and recommended to the Board of Directors to nominate auditors, being Ms. Pornthip Rimdusit and/or Mr. Bantthit Tangpakorn and/or Mr. Watchara Pattarapitak of KPMG Phoomchai Audit Ltd. ("KPMG") to be the Company's auditor for fiscal year 2018 ended 31 December 2018 and to propose an audit fee of Baht 3,848,000 (exclude other expenses) which will increase Baht 148,000 or 4% compare to the year 2017, due to the increasing number of subsidiaries as the Audit Committee proposed.

Opinion of the Board of Directors:

The Board of Directors has an opinion that the shareholders should approve the appointment of auditors from KPMG Phoomchai Audit Ltd as follows:

	Name of Auditor	CPA No.	No. of year as auditor of the Company
1.	Ms. Pornthip Rimdusit	5565	1 Year
2.	Mr. Bantthit Tangpakorn	8509	Never signed the Company's financial statements
3.	Mr. Watchara Pattarapitak	6669	Never signed the Company's financial statements

Any one of them would be authorized to conduct the audit and render an opinion on the financial statements of the Company, both on a consolidated and non-consolidated basis. The audit fee for the fiscal year 2018 ended 31 December 2018 is Baht 3,848,000 (exclude other expenses) as proposed by the Audit Committee.

## Comparison of Audit Fees

	FY 2018	FY 2017
Audit fees	Baht 3,848,000	Baht 3,700,000

The Company did not engage the audit company that the auditors being employed, including individuals or entities that are related to the auditors and the audit company for non-audit services during the financial period ended 31 December 2017. However, subsidiaries of the Company engaged the audit company that the auditors being employed for non-audit services, relating to auditing the compliance of the subsidiaries with the conditions of BOI certificates at the amount of Baht 2,339,052.

KPMG is also proposed to be an auditor of significant subsidiaries and associates of the Company, both local and overseas for the financial year 2018 ended 31 December 2018 e.g. Thoresen Shipping Singapore Pte. Ltd., Mermaid Maritime Public Company Limited, Unique Mining Services Public Company Limited, PM Thoresen Asia Holdings Public Company Limited and so on.

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

### Voting:

The resolution of this agenda must be approved by the majority vote of the shareholders who attend the meeting and cast their votes.

## **6. To consider and approve the appointment of directors to replace those who will retire by rotation.**

### Rationale

Pursuant to section 71 of the Public Limited Companies Act and article 14 of the Articles of Association of the Company, one-third, or the nearest number, of the Board of Directors, shall retire from office each year at the annual general meeting. The retired directors may be re-elected.

The following directors will retire by rotation with effect from the date of this 1/2018 AGM:

- Mr. Somboonkiat Kasemsuwan
- Mr. Cherdpong Siriwit
- Mr. Jean Paul Thevenin
- Mr. Mohammed Rashed Ahmad M. Al Nasser

The above directors are eligible to be re-elected for another term. The Nomination and Remuneration Committee has considered that the above directors have qualifications as required by Public Limited Company Act B.E. 2535, regulations of the Stock Exchange of Thailand and the Securities Exchange Commission (SEC) with experience, knowledge and good understanding in Company's business as well as had contributed lots of valuable things to the Company. Hence, the Nomination and Remuneration Committee recommended the meeting to consider the appointment of Mr. Somboonkiat Kasemsuwan, Mr. Cherdpong Siriwit, Mr. Jean Paul Thevenin and Mr. Mohammed Rashed Ahmad M. Al Nasser to resume the directorship for another term.

Opinion of the Board of Directors:

The Board of Directors, by recommendation of the Nomination and Remuneration Committee, has an opinion that the shareholders are recommended to consider and approve the re-election of the above mentioned directors for another term. The appointment will be effective from the date of the 1/2018 AGM.

The Board of Directors has an opinion that the four directors are qualified with experience in various aspects, sense of leadership, ethics and morals as well as various professional backgrounds. In addition, Mr. Somboonkiat Kasemsuwan, Mr. Cherdpong Siriwit and Mr. Mohammed Rashed Ahmad M. Al Nasserri, all of them are independent directors. Therefore, the Board of Directors proposes the general meeting of shareholders to appoint the proposed persons as directors of the Company.

Details of the shareholdings, age, educational background, work experiences, and directorship in other companies are provided in Enclosure 4.

Voting:

The resolution of this agenda must be approved by the majority vote of the shareholders who attend the meeting and cast their votes.

**7. To consider and approve the remunerations for directors and members of sub-committees.**

Rationale:

The Nomination and Remuneration Committee has considered determining the Directors' remuneration to be in line with the Company's performance and the roles and responsibilities of each member of the Board of Directors to be in an appropriate level comparable to the market and the same industry. The Board of Directors has an opinion to propose the shareholders to approve the remunerations in the form of monthly standard fee and meeting allowance for directors and members of sub-committees for the year 2018 at the total amount of not exceeding Baht 10 (ten) million which is the same rate as previous year and authorized the Board of Directors to allocate the remunerations to directors and members of sub-committees as deemed appropriate.

Opinion of the Board of Directors:

The Board of Directors, by recommendation of the Nomination and Remuneration Committee, has an opinion that the shareholders are recommended to consider and approve the remunerations for directors and members of sub-committees for the year 2018 at the total amount of not exceeding Baht 10 (ten) million which is the same rate as previous year and authorized the Board of Directors to allocate the remunerations to directors and members of sub-committees as deemed appropriate.

Details of the remunerations for directors and members of sub-committees are provided in Enclosure 5.

Voting:

The resolution of this agenda must be approved by not less than two-thirds of the total number of votes of shareholders attending the meeting.

**8. To consider and approve the amendment to Article 32 of the Company’s Articles of Association.**

Rationale:

To facilitate the ease of Doing Business, in April 2017, the Head of the National Council for Peace and Order issued an order that Section 100 of the Public Limited Companies Act B.E. 2535 (1992) shall be repealed and replaced by the followings:

“Section 100 One or more shareholders holding shares amounting to not less than ten percent of the total number of shares sold may, by subscribing their names, makes a written request to the Board of Directors to call an extraordinary general meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five days as from the date of receipt of such request from the shareholders.

In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph one, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five days as 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 two is not formed according to Section 103, the shareholders as prescribed under paragraph two shall be collectively responsible to the company for expenses arising from such meeting.”

The current Chapter 5, Article 32, regarding General Meetings of the Company’s Articles of Association has given the rights to the shareholders to call meeting by following Section 100 of The Public Limited Companies Act B.E.2535 (1992), to be in line with the above law, TTA’s AOA, Article 32, has to be amended.

The current Article 32 of AOA	Proposed Amendment to the Article 32 of AOA
<p>Article 32. The Board of Directors will arrange for the holding of An Annual Ordinary General Meeting of the Shareholders within four (4) months after the end of the Company's accounting year.</p> <p>All other general meetings except that above mentioned shall be called Extraordinary General Meeting which may be summoned by the Board of Directors at any time whenever they think fit or shall be summoned by the joint request in writing either of the shareholders who represent in total at least one-fifth of the total sold shares or of no less than twenty-five shareholders who represent in total at least one-tenth of the total sold shares. The request so made must however clearly specify the reason for</p>	<p>Article 32. The Board of Directors will arrange for the holding of An Annual Ordinary General Meeting of the Shareholders within four (4) months after the end of the Company's accounting year.</p> <p>All other general meetings except that above mentioned shall be called Extraordinary General Meeting which may be summoned by the Board of Directors at any time whenever they think fit. One or more shareholders holding shares amounting to not less than ten (10) percent of the total number of shares sold may submit a written request to the Board of Directors for calling an extraordinary general meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such</p>

<p>summoning such meeting. In this event, the extraordinary meeting shall be held within one (1) month after the joint request from the shareholders has been received.</p>	<p>request. In this regard, 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 request from the shareholders.</p> <p>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.</p> <p>In case the quorum of the shareholders' meeting called by the shareholders as prescribed under paragraph three is not formed according to Section 35, the shareholders as prescribed under paragraph three shall be collectively responsible to the Company for expenses arising from such meeting.”</p>
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Opinion of the Board of Directors:

The Board of Directors agreed that the shareholders should consider and approve the amendment to Article 32 of the Company's Articles of Association to be in line with Section 100 of the Public Limited Companies Act B.E.2535, which amended according to the order of Head of the National Council for Peace and Order No. 21/2560 Re: Additional Amendment to the Law for Business Facilitation. The details of the amendment are as follows:

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

All other general meetings except that above mentioned shall be called Extraordinary General Meeting which may be summoned by the Board of Directors at any time whenever they think fit. One or more shareholders holding shares amounting to not less than ten (10) percent of the total number of shares sold may submit a written request to the Board of Directors for calling an extraordinary general meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, 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 request 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 Section 35, the shareholders as prescribed under paragraph three shall be collectively responsible to the Company for expenses arising from such meeting."

Voting:

The resolution of this agenda must be approved by not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.

**9. To consider other business (if any).**

The Company has fixed 19 March 2018 as the record date on which shareholders have the right to attend and vote at the 1/2018 AGM.

You are cordially invited to attend the 1/2018 AGM on the date, time, and place as indicated above. The commencement for registration to attend the 1/2018 AGM will be from 11.30 A.M.

Any shareholder who wishes to appoint a proxy to attend and vote at the 1/2018 AGM on behalf of the shareholder, please complete and duly execute proxy form B attached to this notice as per Enclosure 6, or you may download the proxy form B from the Company's website at <http://www.thoresen.com>. Please deposit such proxy form along with evidence proving your rights to attend the 1/2018 AGM to registration staff on the meeting date (see details in Enclosure 7). To ensure a smooth and timely registration, please present a letter which contains the shareholder's name and barcode to registration staff on the meeting date. In addition, a shareholder can request for printed annual report by filling in the form provided in Enclosure 10.

By Authorities of the Board of Directors:

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Mr. Chalermchai Mahagitsiri  
President & Chief Executive Officer

Remarks: Any shareholder who is unable to attend the meeting in person and wishes to appoint an independent director as a proxy may send the proxy form and supporting documents to the Company at least one business day prior to the meeting date using the enclosed envelope in enclosure 6.