



# **Proxy Form 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 barcode page**
- **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**

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

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

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

(4) Mr. Cherdpong Siriwit, aged 72 years, residing/located at No. 9/142, Soi 2/3, Panyaramindra Village, Panyaindra Road, Kannayao Sub-District, Kannayao District, Bangkok 10230

as my/our proxy to attend and vote on my/our behalf at the 1/2019 Annual General Meeting of Shareholders to be held on Wednesday, 24 April 2019, at 1:30 P.M., at Arnoma Grand, 3rd Floor, Arnoma Grand Bangkok Hotel, No. 99 Ratchadamri Road, Pathumwan District, Bangkok, Thailand 10330 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 no 1 To certify minutes of the Annual General Meeting of Shareholders No. 1/2018 held on 25 April 2018.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve       Disapprove       Abstain

Agenda no 2 To acknowledge results of operations of the Company for fiscal year ended 31 December 2018.

– For acknowledgement –

Agenda no 3 To consider and approve the Company's financial statements for fiscal year ended 31 December 2018, including auditor's report.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve       Disapprove       Abstain

- Agenda no 4 To consider and approve the payment of cash dividends for fiscal year ended 31 December 2018 and the appropriation of a legal reserve.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve       Disapprove       Abstain
- Agenda no 5 To consider and approve the appointment of auditors for fiscal year ended 31 December 2019 and the determination of audit fees.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve       Disapprove       Abstain
- Agenda no 6 To consider and approve the appointment of directors to replace those who will retire by rotation.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- To elect directors as a whole
- Approve       Disapprove       Abstain
- To elect each director individually
- Agenda no 6.1 Mr. Chalermchai Mahagitsiri
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve       Disapprove       Abstain
- Agenda no 6.2 Mr. 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 no 6.3 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 no 6.4 Mr. Kamolsut Dabbaransi
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve       Disapprove       Abstain
- Agenda no 7 To consider and approve the remunerations for directors and members of sub-committees.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve       Disapprove       Abstain
- Agenda no 8 To consider other business (if any).
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve       Disapprove       Abstain

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

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

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

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

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

**Remarks**

1. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
2. 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.
3. In case there are more agenda items to be discussed than those specified above, the grantor may make additional authorisation in the Attachment to Proxy Form B.

## Attachment to Proxy Form B

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

For the 1/2019 Annual General Meeting of Shareholders to be held on Wednesday, 24 April 2019 at 1.30 P.M. at Arnoma Grand, 3rd Floor, Arnoma Grand Bangkok Hotel, No. 99 Ratchadamri Road, Pathumwan District, Bangkok, Thailand 10330 or such other date, time and place as may be adjourned.

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- Agenda no. .... re: .....
  - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
  - (b) The proxy must cast the votes in accordance with the following instructions:
    - Approve                       Disapprove                       Abstain
  
- Agenda no. .... re: .....
  - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
  - (b) The proxy must cast the votes in accordance with the following instructions:
    - Approve                       Disapprove                       Abstain
  
- Agenda no. .... re: .....
  - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
  - (b) The proxy must cast the votes in accordance with the following instructions:
    - Approve                       Disapprove                       Abstain
  
- Agenda no. .... re: .....
  - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
  - (b) The proxy must cast the votes in accordance with the following instructions:
    - Approve                       Disapprove                       Abstain
  
- Agenda no. .... re: .....
  - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
  - (b) The proxy must cast the votes in accordance with the following instructions:
    - Approve                       Disapprove                       Abstain
  
- Agenda no. .... re: .....
  - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
  - (b) The proxy must cast the votes in accordance with the following instructions:
    - Approve                       Disapprove                       Abstain

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

### 1. Mr. Somboonkiat Kasemsuwan

**Age** 73 Years  
**Position** Independent Director/Chairman of Audit Committee  
**Address** No. 11, Soi Suan Nakharin Village 2, Nong Bon Sub-District  
Prawet District, Bangkok 10250  
**Date of first appointment** 14 November 2016  
**Conflict of interest in this meeting** Agenda Item 7

### 2. Mr. Santi Bangor

**Age** 73 Years  
**Position** Independent Director/Chairman of Corporate Governance  
Committee /Chairman of Nomination and Remuneration  
Committee/Member of Audit Committee  
**Address** No. 73/21 Soi Areesumpun 1, Phaholyothin Road  
Samsen-Nai Sub-District, Phayathai District, Bangkok 10400  
**Date of first appointment** 31 January 2012  
**Conflict of interest in this meeting** Agenda Item 6-7

### 3. Mr. Cherdpong Siriwit

**Age** 72 years  
**Position** Independent Director/Chairman of Risk Management Committee/  
Member of Audit Committee  
**Address** No. 9/142, Soi 2/3, Panyaramindra Village, Panyaindra Road  
Kannayao Sub-District, Kannayao District, Bangkok 10230  
**Date of first appointment** 30 January 2013  
**Conflict of interest in this meeting** Agenda Item 7