



THORESEN THAI AGENCIES

PUBLIC COMPANY LIMITED

25th June 2020

Subject: Invitation to the 2020 Annual General Meeting of Shareholders

To: Shareholders

- Enclosures:
1. Minutes of the Annual General Meeting of the Shareholders No. 1/2019 held on 24th April 2019
 2. The 2019 Annual Report and Financial Statements on QR code
 3. Profiles of candidates nominated for election of directors to replace directors who will retire by rotation
 4. Profiles of Auditors
 5. Information of remuneration of directors and members of subcommittees
 6. Proxy form B and details of independent directors proposed to serve as proxy holder for shareholders
 7. Documents required for attending the meeting and for proxies and voting method
 8. Articles of Association of the Company in relation to the AGM
 9. Map of venue
 10. Requisition form for printed copy of the 2019 Annual Report
 11. QR Code downloading procedures for the 2019 Annual Report
 12. Measures and guidelines for the 2020 AGM in regards to the outbreak of the Coronavirus 2019 (“COVID-19”)

The Board of Directors of Thoresen Thai Agencies Public Company Limited (the “Company”) resolved to hold the Annual General Meeting of the Shareholders for the year 2020 (“2020 AGM”) on Monday, 3rd August 2020, at 1:30 P.M., at Samyan Mitrtown Hall, 5th Floor, Samyan Mitrtown, No. 944 Rama IV Road, Wangmai, Pathumwan District, Bangkok, Thailand 10330 to consider the following agenda items:

Agenda Item 1 To adopt minutes of the Annual General Meeting of the Shareholders No. 1/2019 held on 24th April 2019

Rationale:

The Annual General Meeting of the Shareholders No. 1/2019 (“2019 AGM”) was held on 24th April 2019 and the minutes of the 2019 AGM have been sent out to shareholders together with this invitation. Details of which are provided in the Enclosure No. 1.

Opinion of the Board of Directors:

The Board of Directors opined that the minutes of the 2019 AGM should be proposed to the 2020 AGM for adoption.

Voting:

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

Agenda Item 2 To acknowledge results of operations of the Company for fiscal year ended 31st December 2019

Rationale:

This agenda is to report the Company's performance for the fiscal year ended 31st December 2019 to the shareholders for acknowledgement. The Company has disclosed major events and its performance in the 2019 Annual Report (Enclosure No. 2).

Opinion of the Board of Directors:

The Board of Directors opined that the Company's results of operation for fiscal year ended 31st December 2019 should be proposed to the 2020 AGM for acknowledgement.

Voting:

This agenda is for acknowledgement. No voting is required.

Agenda Item 3 To consider and approve the Company's financial statements for fiscal year ended 31st December 2019

Rationale:

In accordance with Public Limited Companies Act and the Articles of Association of the Company, the Board of Directors shall cause proper financial statements to be drawn up at the end of each fiscal year and duly audited and certified by the auditor prior to proposing for shareholders' approval.

Opinion of the Board of Directors:

The Board of Directors opined that the Company's financial statements for fiscal year ended 31st December 2019 should be proposed to the 2020 AGM for approval. The summary of the financial information from the Company's financial statements are set out 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 st December 2019	For the year ended 31 st December 2018	For the year ended 31 st December 2019	For the year ended 31 st December 2018
Total assets	33,473,051	37,111,653	30,116,574	30,311,100
Total liabilities	10,874,489	12,524,659	4,112,900	4,445,203
Total equity	22,598,562	24,586,994	26,003,674	25,865,897
Total revenues	15,427,979	13,946,339	-	-
Net profits (losses) attributable to the Company	562,594	210,016	400,559	109,156
Basic earnings (losses) per share (Baht/share)	0.31	0.12	0.22	0.06

Details are as appeared in the Financial Statements section of the 2019 Annual Report (Enclosure No. 2).

Voting:

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

Agenda Item 4 To consider and approve the appropriation of the year 2019 net profits as a legal reserve and to acknowledge the payment of interim dividend

Rationale:

To conform with the Public Limited Companies Act and the Articles of Association of the Company that the 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.

In the year 2019, the Company has net profit of Baht 400.55 million, the Board of Directors therefore opined that the appropriation of Baht 20,030,000 as a legal reserve as required by laws representing 5% of the Company's net profit should be proposed to the shareholders meeting for approval.

The Company has a policy to pay dividends of at least twenty-five percent of its consolidated net profit after tax but excluding unrealised foreign exchange gains or losses subject to the Company's investment plans and other relevant factors.

In the year 2019, the Company reported Baht 577.50 million consolidated net profit after income tax but excluding unrealised foreign exchange losses. The Board of Directors resolved to approve the interim dividend payment from the said profits at the rate of Baht 0.06 per share totaling Baht 109,347,874, which is in accordance with the Company's dividend payment policy. The interim dividend payment is intended to diminish any impact of the postponement of the 2020 AGM, previously fixed on 30th April 2020. The payment had been made on 14th May 2020. Therefore, the Board of Directors will not propose any further annual dividend payment for the year 2019.

For the year 2018, the annual dividend payment was derived from the Company's consolidated net profit after tax but excluding unrealised foreign exchange gains, at the rate of Baht 0.05 per share representing 44% of the said profit.

Opinion of the Board of Directors:

The Board of Directors opined that the appropriation of the year 2019 net profit as a legal reserve as required by law in an amount of Baht 20,030,000 representing 5% of the Company's net profit should be proposed to the 2020 AGM for approval. In addition, the Board of Directors opined that the interim dividend payment as mentioned above should be reported to the 2020 AGM for acknowledgment.

Voting:

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

Agenda Item 5 To consider and approve the election of directors to replace the directors who will retire by rotation

Rationale:

Pursuant to the applicable laws and the Articles of Association of the Company, one-third of directors shall vacate office in every annual general meeting of shareholders. If the number of directors cannot be divided exactly in three parts, directors in a number closet to one-third shall vacate office. The retired directors may be re-elected to resume their positions for another term.

For the year 2020, there are four directors who will retire by rotation as follows:

- | | |
|---|----------------------|
| (1) Mr. Prasert Bunsumpun | Director |
| (2) Ms. Ausana Mahagitsiri | Director |
| (3) Mr. Jitender Pal Verma | Director |
| (4) Mr. Mohammed Rashed Ahmad
M. Al Nasser | Independent Director |

To enhance Good Corporate Governance practice, the Company provided an opportunity for the shareholders to propose director candidates to the Nomination and Remuneration Committee to consider and propose to the Board of Directors for consideration. This proposal could be made in advance of the 2020 AGM, from 1st November 2019 to 31st January 2020, on the Company's website. However, no proposal was made by the shareholders to nominate any candidates to be elected as a director.

Opinion of the Board of Directors:

Without a participation of directors who have conflict of interest, the Board of Directors carefully considered and concurred with the recommendation of the Nomination and Remuneration Committee to propose the shareholders to approve the re-election of four Directors who will retire by rotation to resume their position for another term. The four directors are qualified by laws; possess knowledge and good understanding in Company's business and have delivered good performance throughout their term of office.

As for an independent director, he is not only qualified by the regulations of the Capital Market Supervisory Board but also expresses his opinions independently. The Company was concurrently benefited by his knowledge, expertise and professional skills which can be used in its operations. Thus, even though he has already held the position for 7 years and 6 months and he will serve on the Board beyond 9 years with this re-appointment, his independence remains neutral.

The Board of Director thus resolved to propose to the 2020 AGM to approve the re-election of the four directors to resume their position for another term as follows:

- (1) Mr. Prasert Bunsumpun
- (2) Ms. Ausana Mahagitsiri
- (3) Mr. Jitender Pal Verma
- (4) Mr. Mohammed Rashed Ahmad M. Al Nasser

Profiles of the four directors are provided in the Enclosure No. 3 page No. 26-35 for the shareholder's consideration.

Voting:

The resolution of this agenda must be approved by the majority vote of the shareholders who attend the meeting and cast their votes as the voting procedures as follow:

- (1) A shareholder shall have one vote per share.
- (2) A shareholder must use all of his/her votes under sub-clause (1) to elect one person or more to be the director(s) but may not divide his/her votes among several persons.
- (3) The candidates who receive the highest votes in descending order shall be elected as directors equal to the number of directors to be elected on that occasion. In the event that the persons being elected in subsequent order have equal votes but their election would exceed the number of directors required to be elected in the meeting, the Chairman of the meeting shall have a casting vote.

Agenda Item 6 To appoint the auditors and determination of audit fees for the year 2020

Rationale:

Pursuant to the applicable laws and the Articles of Association of the Company, the appointment of auditors and the determination of audit fees shall be approved by the shareholders meeting. In this regard, the Audit Committee has selected the auditors from KPMG Phoomchai Audit Ltd., ("KPMG") to be the auditor of the Company since the year 2013.

For the year 2020, the Audit Committee proposed to the Board of Director that the appointment of auditors namely below from KPMG

	Name of Auditor	CPA No.
1.	Mrs. Siripen Sukcharoenyingyong	3636
2.	Mr. Watchara Pattarapitak	6669
3.	Mr. Veerachai Ratanajaratkul	4323

whereby any one of them being authorized to conduct the audit and express an opinion on the financial statements of the Company, both on a consolidated and non-consolidated basis and the audit fees of Baht 3,924,000 (exclude other expenses) should be proposed to shareholders meeting for approval.

Comparison of Audit Fees

	FY 2020	FY 2019
Audit fees	Baht 3,924,000	Baht 3,924,000

Non-audit fees for the fiscal year 2019 ended 31st December 2019 is Baht 118,110.

In this regard, the KPMG and proposed auditors have no relationship or conflict of interest with the Company, subsidiaries, management, major shareholders or persons related to the said parties. Profiles of the proposed auditors are provided in Enclosure No. 4.

There are some subsidiaries of the Company of which financial statements are not audited by KPMG; however, the Board of Directors will monitor these Company's subsidiaries to prepare their financial statements at the proper time.

Opinion of the Board of Directors:

The Board of Directors concurs with the Audit Committee's recommendation and opines that the appointment of auditors from KPMG with the audit fees of Baht 3,924,000 should be proposed to shareholders meeting 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.

Agenda Item 7 To consider and approve the remunerations for directors and members of subcommittees

Rationale:

The directors are entitled to receive remuneration from the Company in the form of monthly standard fee, meeting attendance fee and bonus. 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 other companies in the same industry. The Board of Directors opined that the remunerations for directors and members of subcommittees for the year 2020 at the total amount of not exceeding Baht 10 (ten) million, which is the same amount as approved by the AGM 2019, should be proposed to the shareholders for approval. Details of the remunerations for directors and members of subcommittees are provided in Enclosure No. 5. The Company does not offer any other remuneration or benefits to non-executive directors other than the remuneration as mentioned above.

Opinion of the Board of Directors:

The Board of Directors, by recommendation of the Nomination and Remuneration Committee, opined that the remunerations for directors and members of subcommittees for the year 2020 at the total amount of not exceeding Baht 10 (ten) million and authorization to the Board of Directors to allocate the remunerations to directors and members of subcommittees as deemed appropriate should be proposed to the 2020 AGM for approval.

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.

Record Date and Meeting Procedures

The Company has fixed 25th June 2020 as the Record Date on which shareholders have the right to attend and vote at the 2020 AGM.

Due to the outbreak of COVID-19, the Company is concerned about the health and safety of shareholders; therefore, the Company determines to organize the 2020 AGM with appropriate social distancing. This will result in limited number of approximately 200 seats in the meeting room.

In this regard, the Company would like to request shareholders' kind cooperation to grant proxies to the Company's Independent Directors to vote on your behalf. Please complete and duly execute the proxy in the Enclosure No. 6 to assign Mr. Somboonkiat Kasemsuwan, Mr. Santi Bangor or Mr. Cherdpong Siriwit as a proxy holder and submit proxy together with the required documents to Thoresen Thai Agencies Public Company Limited, Company Secretary & Corporate Affairs Department, 8th Floor, Orakarn Building, Ploenchit Road, Lumpini, Patumwan, Bangkok 10330, Thailand to reach before 30th July 2020 or the proxy and required documents may be deposited to registration counter at the meeting date.

For the Shareholders who wish to attend the meeting, the registration will begin at 11.30 A.M. On the date of AGM, please bring your identification card, or government official identification card, or driving license to verify your right to attend the meeting. Shareholders are requested to follow the preventive measures and guidelines set forth in the Enclosure No. 12. Not following this guideline may delay your meeting attendance or cause inconvenience. To diminish the length of meeting duration that a large number of people gather in one place, the Company will keep the meeting short and concise.

The 2020 AGM notice and proxy forms will be posted on the Company's website and sent by registered mail to the shareholders in due course.

If there are any changes in the COVID-19 situation or additional announcement and policies regarding control measures from the government authorities, the Company will inform shareholders via the Stock Exchange of Thailand's website.

Sincerely yours,

By Authorities of the Board of Directors:

- Signed -

Mr. Chalermchai Mahagitsiri
Director
President & Chief Executive Officer