



# **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**

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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 77 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 76 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 76 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 2023 Annual General Meeting of Shareholders to be held on Thursday, 27 April 2023, 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 2022**

– For acknowledgement –

**Agenda 2 To consider and approve the Company's audited financial statements for the fiscal year ended 31 December 2022 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. Prasert Bunsumpun**
- (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 Dr. Jean Paul Thevenin**
- (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. Mohammed Rashed Ahmed M. Alnasri**
- (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. Somchai Chaisuparakul**
- (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 ratification of the audit fee paid for the 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 appointment of auditors and the determination of the audit fee for the fiscal year 2023**
- (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 and approve the amendment to Articles 22, 26, 34 and 42 of the Company's Articles of Association**
- (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 9 To consider and approve providing financial assistance in the form of loan to Mermaid Maritime Public Company Limited**
  - (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 10 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 2023 Annual General Meeting of Shareholders to be held on Thursday, 27 April 2023 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>  | 77 years   |
| <b>Position</b>   | Independent Director   |
| <b>Address</b>  | No. 11, Soi Suan Nakharin Village 2,<br>Nong Bon Sub-District, Prawet District,<br>Bangkok 10250                               |
| <b>Date of first appointment</b>                            | 14 November 2016   |
| <b>Conflict of interest in agenda items of this meeting</b> | No conflict of interest in agenda items 1-9  |
| <b>2. Name</b>  | <b>Mr. Santi Bangor</b>  |
| <b>Age</b>  | 76 years   |
| <b>Position</b>   | Independent Director   |
| <b>Address</b>  | No. 73/21 Soi Areesumpun 1, Phaholyothin Road,<br>Samsen-Nai Sub-District, Phayathai District, Bangkok 10400                   |
| <b>Date of first appointment</b>                            | 31 January 2012  |
| <b>Conflict of interest in agenda items of this meeting</b> | No conflict of interest in agenda items 1-9  |
| <b>3. Name</b>  | <b>Mr. Cherdpong Siriwit</b>   |
| <b>Age</b>  | 76 years   |
| <b>Position</b>   | Independent Director   |
| <b>Address</b>  | No. 9/142, Soi 2/3, Panya-Ramindra Village,<br>Panya-Ramindra Road, Kannayao Sub-District, Kannayao<br>District, Bangkok 10230 |
| <b>Date of first appointment</b>                            | 30 January 2013  |
| <b>Conflict of interest in agenda items of this meeting</b> | No conflict of interest in agenda items 1-9  |