



# **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 Extraordinary General Meeting of Shareholders No. 1/2023 to be held on Wednesday, 29 November 2023, at 13:30 hours via electronic means (e-EGM) 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 consider and approve the provision of financial assistance in the form of loan in the amount of USD 50,000,000 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 2 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/its 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 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 Extraordinary General Meeting of Shareholders No. 1/2023 to be held on Wednesday, 29 November 2023 at 13:30 hours via electronic means (e-EGM) 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 item 1   |
| <br>  |  |
| <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,<br>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 item 1   |
| <br>  |  |
| <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,<br>Kannayao 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 item 1   |