



**PRIMA MARINE**  
PUBLIC COMPANY LIMITED

## **PRIMA MARINE PUBLIC COMPANY LIMITED**

**Annual General Meeting of Shareholders**

**Thursday, April 26, 2018 at 14:00 hours**

**At Grand Ballroom 1, 4<sup>th</sup> Floor,**

**InterContinental Bangkok Hotel**

**973 Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok, 10330**

(Translation)

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## Invitation to the 2018 Annual General Meeting of Shareholders

No. PMC 029/2018

27 March 2018

**Subject:** Invitation to the 2018 Annual General Meeting of Shareholders

**Attention:** Shareholders of Prima Marine Public Company Limited

Board of Directors Meeting of Prima Marine Public Company Limited (the “**Company**”) No. 2/2018, which was convened on Thursday, 22 February 2018, resolved to convene the 2018 Annual General Meeting of Shareholders on Thursday, 26 April 2018, at 14:00 hrs., at Grand Ballroom 1, 4<sup>th</sup> Floor, InterContinental Hotel, No. 973 Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok, in order to consider and approve the matters in accordance with the following agenda items:

**Agenda Item 1:** To consider and certify the Minutes of the Extraordinary Shareholders Meeting No.1/2017

**Objectives and Reasons:** The Company convened the Extraordinary General Meeting of Shareholders No. 1/2017 on 24 March 2018 and has accurately recorded the minutes of the meeting according to the Copy of the Minutes of the Extraordinary Shareholders Meeting No.1/2017 (Attachment 1), which were delivered to the shareholders together with the notice calling this Meeting.

**Opinion of the Board of Directors:** The Board of Directors was of the view that the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2017 were accurately and completely recorded, and deemed it appropriate that the 2018 Annual General Meeting of Shareholders certify such Minutes.

**Voting Requirements:** This agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

**Agenda Item 2:** To consider and acknowledge the Board of Directors’ report regarding the operation of the Company for the previous year

**Objectives and Reasons:** In order to be in line with Article 36(1) of the Company’s Articles of Association, which provides that the annual general meeting of shareholders shall acknowledge the Board of Directors’ report on the operation of the Company for the previous year, the details of which are disclosed in the 2017 Annual Report (CD-ROM format) (Attachment 2).

**Opinion of the Board of Directors:** The Board of Directors deemed it appropriate to propose that the 2018 Annual General Meeting of Shareholders acknowledge the Board of Directors' report on the operation of the Company for the year 2017.

**Voting Requirements:** This agenda item is only for acknowledgement, therefore, no voting is required.

**Agenda Item 3: To consider and approve the Financial Statements and Profit and Loss Statement of the Company for the year ending 31 December 2017**

**Objectives and Reasons:** Section 112 of the Public Limited Companies Act B.E. 2535 (1992) and Article 36(2) and Article 39 of the Company's Articles of Association provide that the company shall prepare the balance sheet and the profit and loss statements as at the ending date of the accounting period of the company and propose to the annual general meeting of shareholders for approval, and shall arrange for the auditors to review the balance sheet and the profit and loss statements before such documents are proposed to the shareholders meeting. The Financial Statement and the Profit and Loss Statements of the Company for the year ending 31 December 2017 were audited by the auditors and already reviewed by the Audit Committee and the Board of Directors of the Company. The details of which are set out in the "Financial Statements" of the Annual Report (Attachment 2), which are summarized as follows:

Unit: THB million

Transactions	Consolidated Financial Statements as at 31 December 2017	Consolidated Financial Statements as at 31 December 2016
Total assets	10,678.67	8,382.69
Total liabilities	4,431.96	5,723.07
Total shareholders' equity	6,246.71	2,659.62
Total revenues	4,540.75	4,370.47
Net profit	759.11	1,202.16
Profit per share (THB/share)	0.33	0.64

**Opinion of the Board of Directors:** The Board of Directors deemed it appropriate to propose that the 2018 Annual General Meeting of Shareholders approve the Financial Statement and the Profit and Loss Statements for the year 2017 ending 31 December 2017, which were audited by the auditors, together with the report of auditors.

**Voting Requirements:** This agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

**Agenda Item 4:** To consider and approve the allocation of profits and dividend payment for the year 2017

**Objectives and Reasons:** Article 36(3) of the Company's Articles of Association provides that the annual general meeting of shareholders shall approve the allocation of profits, and Section 116 of the Public Limited Companies Act B.E. 2535 (1992) and Article 45 of the Company's Articles of Association provide that the company shall allocate the net profits for the year as legal reserves of no less than five percent of the total net profit for the year, less the accumulated loss carried forward (if any), to a reserve fund until this fund attains an amount not less than 10 per cent of the registered capital.

In this regard, Section 115 of the Public Limited Companies Act B.E. 2535 (1992) provides that no dividend shall be paid out of funds other than profit. In the case where the company sustains an accumulated loss, no dividends shall be paid. The dividend payment shall be approved by the shareholders meeting. According to the operating results for the year 2017, the Company generated net profits of THB 759,109,760. Therefore, the Board of Directors consider to allocate the net profits in the amount of THB 59,600,000 as legal reserves and propose the dividend payment of the Company to the Meeting with the following details:

Transactions	No. of shares (shares)	Amount of Payment (THB)	Rate per share (THB)	Par value (THB/share)
Annual dividend payment for the year 2017	2,500,000,000	250,000,000	0.10***	1
Interim dividend payment No. 1*	20,000,000	300,000,000	15	100
Interim dividend payment No. 2**	2,000,000,000	500,000,000	0.25	1
<b>Total</b>		<b>1,050</b>		

Note:

\* The resolution of the Board of Directors Meeting No. 1/2017, convened on 30 March 2017, approved the interim dividend payment at the rate of THB 15 per share. The Company made the interim dividend payment of THB 210 million on 26 April 2017 and THB 90 million on 15 May 2017.

\*\* The resolution of the Board of Directors Meeting No. 5/2017, convened on 10 August, approved the interim dividend payment at the rate of THB 0.25 per share. The Company made the interim dividend payment of THB 230 million on 11 August 2017 and THB 270 million on 30 August 2017.

\*\*\* The dividend payment was derived from the net profits under Non-BOI privilege at the rate of THB 0.016 per share and from the net profits under BOI privilege at the rate of THB 0.084 per share.

In this regard, the Company has a policy to pay dividends to the shareholders at the rate of not less than 30 per cent of the net profits of the Separate Financial Statements after the deduction of all types of taxes and reserve funds as prescribed by laws and the Company's Articles of Association. However, such dividend payment may be liable to change subject to necessity and suitability as the Board of Directors deems appropriate.

**Opinion of the Board of Directors:** The Board of Directors deemed it appropriate to propose that the 2018 Annual General Meeting of Shareholders approve the dividend payment for the year 2018 as follows:

- a) The amount of THB 59,600,000 shall be allocated as legal reserves;
- b) The dividends shall be paid to the shareholders at the rate of THB 0.10 per share for 2,500,000,000 shares, totaling THB 250,000,000;
- c) The remainder of accumulated profits shall remain the accumulated profits.

The Company shall pay the dividends to the shareholders whose names appear on the share register book of the Company as at 4 May 2018, which is scheduled as the date to record the names of shareholders who are entitled to receive the dividends (Record Date), and the date of dividend payment is scheduled to be on 24 May 2018. However, the Record Date is still uncertain as it depends on the approval of the shareholders meeting.

In this regard, such dividends proposed to be paid for the year 2017 are in line with the dividend payment policy of the Company and are equivalent to 0.10 percent of the net profits of the Separate Financial Statements, the details of which are set out as follows:

Details on the Dividend Payment	2017	2016
1) Net profits of the Consolidated Financial Statements (THB million)	759.11	1,202.16
2) Net profits of the Separate Financial Statements (THB million)	1,083.25	754.21

3) Number of issued and paid-up shares (million shares)	2,500	20
4) Dividend paid per share		
• Interim Dividend No. 1 (THB/share)	15	100
• Interim Dividend No. 2 (THB/share)	0.25	-
• Annual Dividend payment for the year 2017 (THB/share)	0.10	6
5) Total dividend paid (THB million)	1,050	570
6) Dividend payment ratio compared to the net profits of the Consolidated Financial Statements	138.32 %	47.41 %

**Voting Requirements:** This agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

**Agenda Item 5:** To consider and approve the election of the directors to replace the directors who are due to retire

**Objectives and Reasons:** Section 71 of the Public Limited Companies Act B.E. 2535 (1992) and Article 17 of the Company's Articles of Association provide that the election of directors shall be passed by the resolution of the shareholders meeting, and, at every annual general meeting of shareholders, one-third of the directors shall vacate office, provided that if the number of directors is not a multiple of three, the number closest to but not exceeding one-third shall vacate office, whereby the director who has held office the longest shall vacate. If, at any time, the number of directors who hold office the longest exceeds the number of the directors who are due to retire by rotation, the directors shall draw lots to determine which director shall vacate office. A director who vacates office under such circumstances may be re-elected.

Currently, the Board of Directors comprises of nine directors. Therefore, three directors shall be due to retire by rotation in the 2018 Annual General Meeting of Shareholders as follows:

1. Admiral Nibhon Chagsudulya      Vice Chairman of Board of Directors / Chairman of the Nomination, Remuneration, and Good Corporate Governance Committee
2. Mr. Somchai Kuvijitsuwan      Independent Director / Member of the Audit Committee

3. Mr. Kosit Fuangswasdi Independent Director / Member of the Audit Committee

In this regard, the Nomination, Remuneration, and Good Corporate Governance Committee, exclusive of the interested directors, considered various qualifications by taking into account the appropriate capabilities, experiences, knowledge, expertise of different fields, and necessary skills of the directors, as well as their performance as the directors of the Company for the past years before proposing that the Board of Directors propose to the shareholders meeting for approval.

After due consideration of the experience, knowledge, and dedication of three directors who are due to retire by rotation during the past years, the Nomination, Remuneration, and Good Corporate Governance Committee, exclusive of the interested directors, proposed that the Board of Directors nominate three directors who are due to retire by rotation to be re-elected for another term.

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose that the 2018 Annual General Meeting of Shareholders approve the re-election of three directors who are due to retire by rotation, namely Admiral Nibhon Chagsudulya, Mr. Somchai Kuvijitsuwan, and Mr. Kosit Fuangswasdi to hold office for another term as proposed by the Nomination, Remuneration, and Good Corporate Governance Committee. The Board of Directors has also considered and was of the view that Mr. Somchai Kuvijitsuwan, and Mr. Kosit Fuangswasdi who are nominated to be re-elected as independent directors for another term will be able to express their opinions independently in accordance with the relevant guidelines.

In this regard, the profiles of the three directors who are due to retire by rotation are set out in the Profiles of Directors Nominated to Replace those who are Due to Retire and Definition of Independent Directors (Attachment 3).

Voting Requirements: This agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

**Agenda Item 6:** To consider and approve the determination of the remuneration for the Board of Directors and sub-committees for the year 2018 and to consider and acknowledge the report regarding the remuneration for the Board of Directors and sub-committees for the year 2017

**Objectives and Reasons:** Article 22 of the Company's Articles of Association provides that the Company's directors shall be entitled to receive remunerations from the Company in the form of reward, meeting allowance, gratuity, bonus, or benefits of other nature as considered and approved by the resolution of the shareholders meeting with two-thirds of the total votes cast by the shareholders attending the meeting. The remuneration may be fixed or determined by the criteria, with effect from time to time or indefinitely until the shareholders meeting resolves otherwise. The Directors are also entitled to allowances and other benefits in accordance with the Company's regulations.

The Company has the policy and criteria to determine the appropriate remuneration for the directors and sub-committees in accordance with their duties and responsibilities, the expectation of the interested persons of different groups, and relevant laws and regulations. The Company seeks persons with appropriate qualifications and experience, and have a policy to determine the remuneration for each director to be in line with their duties and responsibilities, compared with the remuneration of the same industry, as well as reconsider the directors' remuneration on a yearly basis in compliance with the principles of good corporate governance.

The Nomination, Remuneration, and Good Corporate Governance Committee considered the Board of Directors and sub-committees' remuneration for the year 2018 in accordance with the relevant criteria and resolved to propose that the Board of Directors consider and propose the Board of Directors and sub-committees' remuneration to the 2018 Annual General Meeting of Shareholders for approval. The Board of Directors and sub-committees' remuneration for the year 2018 shall not exceed THB 20 million per year. The details are set out as follows:

Position	Monthly remuneration (THB/Month)	Meeting Allowance (THB/Meeting)
<b>Board of Directors</b>		
Chairman of the Board of Directors	64,000	35,000
Director	34,000	29,000
<b>Audit Committee</b>		
Chairman of the Audit Committee	-	35,000
Member of the Audit Committee	-	29,000
<b>Nomination, Remuneration, and Good Corporate Governance Committee</b>		
Chairman of the Nomination, Remuneration, and Good	-	35,000

Position	Monthly remuneration (THB/Month)	Meeting Allowance (THB/Meeting)
Corporate Governance Committee		
Member of the Nomination, Remuneration, and Good Corporate Governance Committee	-	29,000
<b>Risk Management Committee</b>		
Chairman of the Risk Management Committee	-	35,000
Member of the Risk Management Committee	-	29,000

The details of the remuneration paid to each director for the year 2017 are set out in the “Details on the remuneration and other benefits to be received as the directors for the year 2017” of the Annual Report (Attachment 2).

In this regard, the details of the remuneration for the Company’s Board of Directors and sub-committees for the year 2017, which were approved by the 2017 Annual General Meeting of Shareholders on 8 March 2017, are set out in the Report on the Payment of Remuneration for the Company’s Board of Directors and Sub-Committees for the year 2017 (Attachment 4).

**Opinion of the Board of Directors:** The Board of Directors deemed it appropriate to propose that the 2018 Annual General Meeting of Shareholders approve the determination of remuneration for the Company’s Board of Directors and sub-committees for the year 2018 as proposed, which shall be effective from 1 January 2018 onwards and continue to be in force in each subsequent year until the shareholders meeting resolves otherwise, and acknowledge the report on the payment of remuneration for the Company’s Board of Directors and sub-committees for the year 2017.

**Voting Requirements:** This agenda item shall be passed by votes of no less than two-thirds of the total votes cast by the shareholders attending the Meeting.

**Agenda Item 7: To consider and approve the appointment of the auditors and the determination of the remuneration for the auditors for the year 2018**

Objectives and Reasons: Section 120 of the Public Limited Companies Act B.E. 2535 (1992) and Article 36(6) of the Company's Articles of Association provides that the annual general meeting of shareholders shall appoint an auditor and determine the audit fee of the company every year.

After due consideration of their qualifications, profiles, performance of duties, and continuous and effective auditing, the Audit Committee proposed that the Board of Directors consider to propose that the shareholders meeting consider and approve the appointment of the following auditors of KPMG Phoomchai Audit Limited to be the Company's auditor for the year 2018:

- |                                  |  |
|----------------------------------|--|
| 1. Mr. Thanit Osathalert         | Certified Public Accountant No. 5155, or |
| 2. Ms. Marisa Tharathornbunpakul | Certified Public Accountant No. 5752, or |
| 3. Ms. Pornthip Rimdusit         | Certified Public Accountant No. 5565, or |
| 4. Mr. Banthit Tangpakorn        | Certified Public Accountant No. 8590.    |

In this regard, it is also proposed to approve the determination of the audit fee for the year 2018 in the total amount of not exceeding THB 3,100,000 (three million one hundred thousand baht), which is the same amount as approved by the 2017 Annual General Meeting of Shareholders. In this regard, such audit fee does not include other reimbursable expenses as might be required for a final amount actually paid, for example, traveling expenses etc., in accordance with the general practice. KPMG Phoomchai Audit Limited and its four auditors have neither relationships with nor interests in the Company, its subsidiaries, directors, executives, major shareholders, or any person related to such persons whatsoever. Therefore, they can demonstrate independence in auditing and rendering opinions on the Financial Statements of the Company.

For the benefit of the shareholders, the Company delivered the brief profiles of the auditors together with the notice calling this meeting in the Profiles of the Auditors and Details of the Audit Fee (Attachment 5) and the details on the remuneration paid to PricewaterhouseCoopers ABAS Limited for the year 2017 as set out in the "Audit fee" of the Annual Report (Attachment 2).

In this regard, KPMG Phoomchai Audit Limited is also the audit firm for most of the subsidiaries and affiliates of the Company.

Opinion of the Board: The Board of Directors deemed it appropriate to propose that the 2018 Annual General Meeting of Shareholders approve the appointment of Mr. Thanit Osathalert, Certified Public Accountant No. 5155, or Ms. Marisa Tharathornbunpakul, Certified Public Accountant No. 5752, or Ms. Pornthip Rimdusit, Certified Public Accountant No. 5565, or Mr. Banthit Tangpakorn, Certified Public Accountant No. 8590 of KPMG Phoomchai Audit Limited to be the Company's auditor for the year 2018. In addition, the Board of Directors proposes that the 2018 Annual General Meeting of Shareholders approve the determination of the audit fee for the year 2018 in the total amount of not exceeding THB 3,100,000.

Voting Requirements: This agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

**Agenda Item 8: Other matters (if any)**

The shareholders are cordially invited to attend the 2018 Annual General Meeting of Shareholders on the abovementioned date, time, and venue.

In addition, the Company gave its shareholders an opportunity to propose any person to be nominated as a director of the Company and to propose the matter to be added as an agenda item in the 2018 Annual General Meeting of Shareholders via the website of the Company from 12 January 2018 to 13 February 2018. Nevertheless, after such period had lapsed, no shareholders had proposed any person to be nominated as a director or any matter as an additional agenda item in the 2018 Annual General Meeting of Shareholders.

In the case where a shareholder would like to appoint any other person as the proxy to attend the Meeting and cast votes on his/her behalf, please fill out Proxy Form B with signature and stamp duty affixed. As for a foreign investor who has appointed a custodian in Thailand to act as a share depository, please fill out either Proxy Form B or C in Attachment 9. If a shareholder would like to appoint one of the Company's independent directors as his/her proxy, the shareholder may appoint Mr. Chainoi Puankosoom, Mr. Somchai Kuvijitsuwan, or Mr. Kosit Fuangswasdi, the details of whom are set out in

Profiles of the Independent Directors Available to be Appointed as Proxy (Attachment 7). In this regard, please submit the Proxy Form with the necessary documentation to the Company Secretary before the Meeting is conducted or deliver the Proxy Form via postal service to the address of the Company by using the business reply envelope as attached herewith before the date of Meeting (in case of delivery via postal service, please kindly deliver within 19 April 2018).

In this regard, 9 March 2018 is scheduled as the date to record the names of shareholders who are entitled to attend the 2018 Annual General Meeting of Shareholders (Record Date).

The Company shall conduct the Meeting in accordance with the Articles of Association Relating to the Shareholders Meeting (Attachment 8). In order to facilitate the shareholder to protect his/her benefits, the shareholder may send inquiries regarding the agenda items of this meeting in advance to the Company Secretary at [anupong@primamarine.co.th](mailto:anupong@primamarine.co.th) or by postal service to the Company Secretary and Compliance Department, Prima Marine Public Company Limited, 6<sup>th</sup> Floor, No. 80 Soi Bang Na-Trad 30, Bang Na-Trad Road, Bang Na Subdistrict, Bang Na District, Bangkok 10260, together with an active contact address and telephone number.

Sincerely yours,

Prima Marine Public Company Limited  
by the order of Board of Directors

(Mr. Chanwit Anakkul)  
Chief Executive Officer

## Remarks

1. The Company will publicize the Invitation to the 2018 Annual General Meeting of Shareholders and supporting documents on the Company's website: [www.primamarine.co.th](http://www.primamarine.co.th) from 27 March 2018.
2. The Company will commence the registration for the Meeting attendance from 13.00 hrs. onwards and a coffee break will be provided for the shareholders attending the Meeting between 13.00 – 14.00 hrs.
3. Any shareholder who wishes to receive the 2017 Annual Report in book format may fill out the Requisition Form for the 2017 Annual Report (Attachment 10).

## Company Secretary and Compliance Department

Mr. Anupong Chamnankan	Tel. 0-2016-6596
Mr. Peeradon Poonpipat	Tel. 0-2016-0190-4 ext. 611
Ms. Suprapada Chuasuwan	Tel. 0-2016-0190-4 ext. 609

# Attachment



Minutes of Extraordinary General Meeting of Shareholders No. 1/2017

of

Prima Marine Co., Ltd.

Date, Time, and Venue:

The Meeting was convened on 24 March 2017, at 09:00 hrs., at the Meeting Room of Prima Marine Co., Ltd. (the “Company”), 7<sup>th</sup> Floor, No. 80, Soi Bang Na-Trad 30, Bang Na-Trad Road, Bang Na, Subdistrict, Bang Na District, Bangkok.

Preliminary Proceedings:

As the Chairman of the Board of Directors was not able to attend Extraordinary General Meeting of Shareholders No. 1/2017, the Shareholders Meeting appointed Admiral Nibhon Changsudulya, Vice Chairman of the Board of Directors, to preside as the Chairman of the Meeting (the “Chairman”) in place of the Chairman of the Board of Directors. The Chairman informed the Meeting that there were a total of four shareholders attending the Meeting in person and by proxy, representing 20,000,000 shares, equivalent to 100 percent of the total issued shares of the Company. A quorum was thus constituted in accordance with the Company’s Articles of Association. The Chairman, therefore, declared the Meeting commenced to consider the following agenda items:

The Meeting started at 09:00 hrs.

Agenda Item 1: To consider and certify the Minutes of the 2017 Annual General Meeting of Shareholders

The Chairman proposed that the Meeting consider the Minutes of the 2017 Annual General Meeting of Shareholders, convened on 8 March 2017. The Minutes was already delivered to all shareholders. In this regard, no shareholders wished to amend or add any content to the Minutes. The Chairman, therefore, proposed that the Shareholders Meeting certify the Minutes of the 2017 Annual General Meeting of Shareholders.

**Resolution:** After due consideration, the Shareholders Meeting resolved to certified the Minutes of the 2017 Annual General Meeting of Shareholders, convened on 8 March 2017.

Agenda Item 2: To approve the matters relating to the conversion from a limited company into a public limited company

Agenda Item 2.1: To approve the conversion from a limited company into a public limited company

The Chairman informed the Meeting that the Company was desirous to convert itself from a limited company into a public limited company in order to prepare for the listing of all of its ordinary shares on the Stock Exchange of Thailand (the "Stock Exchange"). The Chairman, therefore, deemed it appropriate to propose that the Shareholders Meeting approve the conversion from a limited company into a public limited company.

**Resolution:** After due consideration, the Shareholders Meeting unanimously resolved to approve the conversion from a limited company into a public limited company, as proposed by the Chairman, in all respects.

Agenda Item 2.2: To approve the amendment to the Memorandum of Association regarding the Company's name, objectives, and par value in order to be in line with the conversion from a limited company into a public limited company

The Chairman informed the Meeting that in order to be in compliance with Section 181 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) (the "PLC Act"), it is necessary for the Company to consider and approve the amendment to the Memorandum of Association regarding the Company's name, objectives, and par value in order to be in line with the conversion from a limited company into a public limited company. The Chairman, therefore, proposed that the Shareholders Meeting approve the amendment to the Memorandum of Association in accordance with the following details:

A. To amend the Company's name under Clause 1 of the Memorandum of Association to read as follows:

"Clause 1. The name of the Company is "บริษัท ปริมา มารีน จำกัด (มหาชน)" and "PRIMA MARINE PUBLIC COMPANY LIMITED" in English.

B. To amend Clause 2 of the Memorandum of Association to read as follows:

"Clause 2. The Company is desirous to offer the shares for sale to the public."

- C. To amend the objectives of the Company in accordance with the details of the Draft Objectives of the Company comprising 22 clauses attached to the notice calling this meeting, and Clause 3 of the Memorandum of Association to read as follows:

“Clause 3. The objectives of the Company comprise 22 clauses as appeared in Form BorMorJor. 002 attached.”

- D. To change the par value of the Company by reducing the existing par value from THB 100 (one hundred baht) per share to THB 1 (one baht) per share, resulting in the number of shares of the Company being increased from the existing number of 20,000,000 (twenty million) shares to 2,000,000,000 (two billion) shares, divided into 2,000,000,000 (two billion) ordinary shares.

In this regard, the person delegated by the Board of Directors to register the amendment of the Memorandum of Association at the Department of the Business Development, Ministry of Commerce, shall be authorised to amend the terms in the Memorandum of Association in accordance with the registrar’s order.

**Resolution:** After due consideration, the Meeting unanimously resolved to approve the amendment to the Memorandum of Association regarding the Company’s name, objectives, and par value in order to be in line with the conversion from a limited company into a public limited company, as proposed by the Chairman, in all respects.

**Agenda Item 2.3:** To approve the amendment to the Company’s Articles of Association in order to be in line with the conversion from a limited company into a public limited company

The Chairman informed the Meeting that due to the Company’s intention to convert itself from a limited company into a public limited company, the Chairman deemed it appropriate to amend the existing Articles of Association in order to be in line with Section 181 of the PLC Act. The details of the new Articles of Association are set out in the Articles of Association for the conversion which was delivered to all shareholders with the notice calling this meeting. In this regard, the Chairman deemed it appropriate to propose that the

Shareholders Meeting approve the amendment to the Company's Articles of Association in order to be in line with the conversion from a limited company into a public limited company.

**Resolution:** After due consideration, the Shareholders Meeting unanimously resolved to approve the amendment to the Articles of Association of the Company in order to be in line with the conversion from a limited company into a public limited company, as proposed by the Chairman, in all respects.

**Agenda Item 2.4:** To approve the increase in the registered capital of the Company by THB 500,000,000 from the existing registered capital of THB 2,000,000,000 to THB 2,500,000,000 by issuing 500,000,000 newly-issued ordinary shares, at the par value of THB 1 per share

The Chairman informed the Meeting that in the interests of the Company's investment capabilities in the future and preparation to be a listed company on the Stock Exchange after converting from a limited company into a public limited company, the Chairman deemed it appropriate to propose that the Meeting approve the increase in the registered capital of the Company by THB 500,000,000 from the existing registered capital of THB 2,000,000,000 to THB 2,500,000,000 by issuing 500,000,000 newly-issued ordinary shares, at the par value of THB 1 per share.

**Resolution:** After due consideration, the Shareholders Meeting unanimously resolved to approve the increase in the registered capital of the Company by THB 500,000,000 from the existing registered capital of THB 2,000,000,000 to THB 2,500,000,000 by issuing 500,000,000 newly-issued ordinary shares, at the par value of THB 1 per share, as proposed by the Chairman, in all respects.

**Agenda Item 2.5:** To approve the amendment to Clause 4 of the Memorandum of Association in order to be in line with the capital increase

The Chairman informed the Meeting that in order to be in line with the capital increase as proposed under Agenda Item 2.4, the Chairman deemed it appropriate that the Meeting approve the amendment to Clause 4 of the Memorandum of Association in order to be in line with the capital increase. The amended Clause 4 of the Memorandum of Association shall read as follows:

“Clause 4.	Registered capital	2,500,000,000	Baht (two billion, five hundred million baht)
	Divided into	2,500,000,000	shares (two billion, five hundred million shares)
	Value per share	1	Baht (one baht)
	Categorised into:		
	Ordinary shares	2,500,000,000	shares (two billion, five hundred million shares)
	Preference shares	—	shares ( — )”

In this regard, the person delegated by the Board of Directors to register the amendment of the Memorandum of Association at the Department of the Business Development, Ministry of Commerce, shall be authorised to amend the terms in the Memorandum of Association in accordance with the registrar’s order.

**Resolution:** After due consideration, the Shareholders Meeting unanimously resolved to approve the amendment to Clause 4 of the Memorandum of Association in order to be in line with the capital increase, as proposed by the Chairman, in all respects.

**Agenda Item 2.6: To approve the allocation of the newly-issued shares**

The Chairman informed the Meeting that according to the resolution on the capital increase proposed under Agenda Item 2.4, the Chairman deemed it appropriate to propose that the Meeting approve the allocation of not exceeding 500,000,000 newly-issued ordinary shares, at the par value of THB 1 per share, in order to offer for sale in an initial public offering. In this regard, the Board of Directors, or the Chief Executive Officer, or the person delegated by the Board of Directors or the Chief Executive Officer shall be authorised to determine the other details with regard to the allocation, for example: (1) to consider and determine whether the newly-issued ordinary shares shall be allocated on one occasion or more, the offering period, offering price, payment of shares, and other details and conditions relating to the allocation; (2) to enter into negotiations, agreements, and execute relevant documentation and agreements relating to the allocation, to undertake any act in connection

with the allocation, as well as to appoint the underwriter and advisors; and (3) to sign application forms for permission and evidence necessary for and relevant to the allocation, as well as to contact and apply for permission for the documentation and evidence from the relevant government agencies or related agencies, as well as the listing of the newly-issued ordinary shares on the Stock Exchange, and any other action necessary for the purpose of the allocation of the newly-issued ordinary shares.

**Resolution:** After due consideration, the Shareholders Meeting unanimously resolved to approve the allocation of the newly-issued shares, as proposed by the Chairman, in all respects.

**Agenda Item 2.7:** To approve the election of the Board of Directors, the determination of the authorized signatory, and the directors' remuneration

The Chairman informed the Meeting that the current Board of Directors will cease to hold office on the date of the Company's conversion from a limited company into a public limited company, and that the PLC Act provides that, upon the conversion from a limited company into a public limited company, the company shall arrange for a new board of directors to serve in place of the existing board of directors. The Chairman, therefore, deemed it appropriate to propose that the Meeting approve the appointment of the following persons to hold office as the directors in the Board of Directors of the Company:

	Name	Position
1.	Mr. Bowon Vongsinudom	Chairman of Board of Directors / Independent Director
2.	Admiral Nibhon Changsudulya	Vice Chairman of Board of Directors
3.	Mr. Chainoi Puankosoom	Independent Director
4.	Mr. Kosit Fuangwasdi	Independent Director
5.	Mr. Somchai Kuvijitsuwan	Independent Director
6.	Mr. Suraphon Meesathien	Director
7.	Mr. Prompong Chaisrisawatsuk	Director
8.	Mr. Surasak Chaiyen	Director
9.	Acting Sub-Lieutenant Chanwit Anakkul	Director

The authorized signatory shall be as follows:

*“Any two directors from Mr. Suraphon Meesathien, Mr. Prompong Chaisrisawatsuk, Mr. Surasak Chaiyen, or Acting Sub-Lieutenant Chanwit Anakkul jointly sign with the Company’s seal affixed.”*

In addition, the directors’ remuneration shall be determined as follows:

Position	Monthly Remuneration (THB)	Meeting Allowance (per meeting) (THB)
Chairman of the Board	64,000	35,000
Director	34,000	29,000

**Resolution:** After due consideration, the Shareholders Meeting unanimously resolved to approve the election of the Board of Directors, the determination of the authorized signatory, and the directors’ remuneration, as proposed by the Chairman, in all respects.

**Agenda Item 2.8:** To approve the appointment of the auditor and the determination of the audit fee for the year 2017

The Chairman deemed it appropriate to propose that the Meeting approve the appointment of the following auditors of PricewaterhouseCoopers ABAS Ltd., who are the auditors approved by the SEC Office, as the auditor of the Company for the year 2017:

1. Miss Sukhumapom Wong-Ariyapom, Certified Public Accountant No. 4843, or
2. Miss Varapom Vorathitikul, Certified Public Accountant No. 4474, or
3. Mr. Vichien Khingmontri, Certified Public Accountant No. 3977.

In the case where the above auditors are not able to perform the duties, PricewaterhouseCoopers ABAS Ltd. may appoint its other auditors to perform the duties in place of such auditors.

In addition, the Chairman proposed that the Meeting approve the determination of the audit fee of the certified public accountant for the year 2017 with respect to the duties in preparing the Company's Financial Statement for the accounting period ending 31 December 2017, at the amount of not exceeding THB 3,100,000.

**Resolution:** After due consideration, the Shareholders Meeting unanimously resolved to approve the appointment of the auditor and the determination of the audit fee for the year 2017, as proposed by the Chairman, in all respects.

**Agenda Item 3: To approve the listing of the ordinary shares of the Company on the Stock Exchange**

The Chairman informed the Meeting that due to the resolutions of the Meeting on the conversion from a limited company into a public limited company, the capital increase, and the allocation of the newly-issued ordinary shares in order to offer for sale in an initial public offering, the Chairman deemed it appropriate to propose that the Meeting approve the listing of the ordinary shares of the Company on the Stock Exchange in order to have a market for trading of the Company's shares, as well as the authorisation of the Board of Directors, or the Chief Executive Officer, or the person delegated by the Board of Directors or the Chief Executive Officer to request for approval from the relevant agencies, including to undertake any act necessary for and relevant to the listing of the ordinary shares.

**Resolution:** After due consideration, the Shareholders Meeting unanimously resolved to approve the listing of the ordinary shares of the Company on the Stock Exchange, as proposed by the Chairman, in all respects.

Agenda Item 4:      Other matters (if any)

There were no shareholders who proposed any other matter for the consideration of the Meeting. The Chairman, therefore, declared the Meeting adjourned.

The Meeting was adjourned at 10:00 hrs.

Signed.....Signature.....Chairman of the Meeting

(Admiral Nibhon Changsudulya)

Signed.....Signature.....Secretary of the Meeting

(Mr. Anupong Chamnankarn)

Minutes Taker

Profiles of Directors Nominated to Replace those who are Due to Retire

<b>Name</b>	Admiral Nibhon Changsudulya	
<b>Age</b>	65 years	
<b>Current Position</b>	- Vice Chairman of the Board of Directors  - Chairman of Nomination, Remuneration, and Good Corporate Governance Committee	
<b>Appointment Date</b>	- 30 March 2017 as a director  - 30 March 2017 as the Chairman of Nomination, Remuneration, and Good Corporate Governance Committee	

**Years of Directorship**      1 year

**Education**                      Bachelor of Science Degree, Royal Thai Naval Academy  
  
Diploma, Thai Naval War College Course, Royal Thai Naval Academy

**Director Training**

- Diploma, National Defence College, The National Defence Course
- High Caliber Executives Course (CMA 3), Capital Market Academy
- Director Certification Program (DCP) Batch 104/2008, Thai Institute of Directors
- Board Nomination & Compensation (BNCP) Batch 2 of 2017

<b>Shareholding in the Company (percentage)</b> (including shares held by spouse and children who are minor)	500,000 shares (0.02% of the total shares with voting right)
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<b>Family Relations among Directors and Executives</b>	None
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**Meeting Attendance in 2017**

Attendance of Board of Directors meetings	13/13 times
Attendance of Nomination, Remuneration, and Good Corporate Governance Committee meetings	4/4 times

## Employment History during the 5 past years (as at 30 June 2017)

Period	Position	Name of Company	Type of Business
1. Other businesses which are listed companies			
-	-	-	-
2. Other businesses which are non-listed companies			
2006 – Present	Chairman of the Board of Directors	TMN Co, Ltd.	Sea Freight
2013 – 2016	Chairman of the Board of Directors	Nathalin Wellstar Energy Co., Ltd.	Alternative Energy
2005 – 2012	Chairman of the Board of Directors	Thai Maritime Navigation Co., Ltd.	Sea Freight
3. Other businesses which may cause conflicts of interest with the Company			
-	-	-	-

<b>Name</b>	Mr. Kosit Fuangwasdi	
<b>Age</b>	59 years	
<b>Current Position</b>	- Director	
	- Independent Director	
	- Member of Audit Committee	
	- Chairman of Risk Management Committee	
<b>Appointment Date</b>	- 30 March 2017 as a director	
	- 30 March 2017 as a member of Audit Committee	
	- 30 March 2017 as the Chairman of Risk Management Committee	
<b>Years of Directorship</b>	1 years	
<b>Education</b>	- Master of Business Management, Sasin Graduate Institute of Business Administration	
	- Bachelor of Science in Geology, Chulalongkorn University	

**Director Training**

- Director Certification Program (DCP) Batch 247/2017, Thai Institute of Directors

<b>Shareholding in the Company (percentage)</b>	1,500,000 shares (0.06% of the total (including shares held by spouse and children who are minor)
	shares with voting right)

<b>Family Relations among Directors and Executives</b>	None
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**Meeting Attendance in 2017**

Attendance of Board of Directors meetings	13/13 times
Attendance of Audit Committee meetings	5/5 times
Attendance of Risk Management Committee meetings	3/3 times

## Employment history during the 5 past years (as at 30 June 2017)

Period	Position	Name of Company	Type of Business
1. Other businesses which are listed companies			
-	-	-	-
2. Other businesses which are non-listed companies			
2010 - Present	Managing Director	KMAN Consult Co., Ltd.	Business consult
2009 - 2010	Vice Chairman of the Board of Directors	P3 Global Energy Co., Ltd.	Exploration and production of energy
1984 - 2009	Vice Chairman of the Board of Directors	Chevron Thailand Exploration and Production Co. Ltd.	Exploration and production of petroleum
3. Other businesses which may cause conflicts of interest with the Company			
-	-	-	-

## Interests of Director during the past 2 years

- Interests with respect to the management of work, or being a member of staff or an advisor who receives a regular salary as an auditor or legal advisor in the Company/subsidiary

None

- Interests with respect to offering professional services (e.g. auditor, legal advisor)

None

- Significant business relationships which may cause non-impartial performance of duties

None

<b>Name</b>	Mr. Somchai Kuvijitsuwan	
<b>Age</b>	67 years	
<b>Current Position</b>	<ul style="list-style-type: none"> <li>- Independent Director</li> <li>- Member of Audit Committee</li> <li>- Member of Nomination, Remuneration, and Good Corporate Governance Committee</li> </ul>	
<b>Appointment Date</b>	<ul style="list-style-type: none"> <li>- 22 January 2016 as a director</li> <li>- 22 January 2016 as a member of Audit Committee</li> <li>- 22 January 2016 as a member of Nomination, Remuneration, and Good Corporate Governance Committee</li> </ul>	
<b>Years of Directorship</b>	1 year	
<b>Education</b>	<ul style="list-style-type: none"> <li>- Master degree of Political and Administrative Science, Public Administration, National Institute of Development Administration (NIDA)</li> <li>- Barrister-at-Law, Institute of Legal Education of Thai Bar Association</li> <li>- Bachelor of Laws, Ramkhamhaeng University</li> </ul>	
<b>Director Training</b>	<ul style="list-style-type: none"> <li>• The Program of Provincial Chief Public Prosecutor, Office of The Attorney General</li> <li>• High Caliber Executives Course (CMA 9), Capital Market Academy</li> <li>• Senior Executives Course in Energy Science (Class 2), Thailand Energy Academy</li> <li>• Director Certification Program (DCP), Class 76/2006, Thai Institute of Directors</li> <li>• Director Accreditation Program (DAP), Class 2/2006, Thai Institute of Directors</li> <li>• Understanding the Fundamental of Financial Statement (UFS), Class 3/2006</li> <li>• Role of the Chairman Program (RCP) Class 28/2012</li> </ul>	

Shareholding in the Company (percentage) 800,000 shares (0.03% of the total  
(including shares held by spouse shares with voting right)  
and children who are minor)

Family Relations among Directors and Executives None

#### Meeting Attendance in 2017

Attendance of Board of Directors meetings 13/13 times

Attendance of Audit Committee meetings 5/5 times

Attendance of Nomination, Remuneration, and Good Corporate Governance Committee 4/4 times

#### Employment history during the 5 past years (as at 30 June 2017)

Period	Position	Name of Company	Type of Business
<b>1. Other businesses which are listed companies</b>			
2016 – Present	Independent Director	WP Energy Public Company Limited	Selling liquefied petroleum gas
2016 – Present	Chairman of the Board of Directors	AQ Estate Public Company Limited	Developing residential real estate
2015– Present	Independent Director / Chairman of the Audit Committee	Thonburi Healthcare Group Public Company Limited	Healthcare services
2011 – Present	Director / Chairman of the Audit Committee	PTT Global Chemical Public Company Limited	Chemical business
<b>2. Other businesses which are non-listed companies</b>			
2013 – 2015	Attorney General	Department of Economic Crime Litigation	Office of the Attorney General
2011 – 2013	Attorney General	Department of Public Prosecutor Commission	Office of the Attorney General

Period	Position	Name of Company	Type of Business
2008 – 2016	Qualified director	The Office of the Securities and Exchange Commission	Governing Thailand's capital markets
2008 – 2011	Attorney General	Department of Policy, Strategy and Budget Planning	Office of the Attorney General
2001 – 2013	Chairman of the Board of Directors	KTB LAW Co., Ltd.	Law firm
<b>3. Other businesses which may cause conflicts of interest with the Company</b>			
-	-	-	-

#### Interests of Director during the past 2 years

- Interests with respect to the management of work, or being a member of staff or an advisor who receives a regular salary as an auditor or legal advisor in the Company/subsidiary

None

- Interests with respect to offering professional services (e.g. auditor, legal advisor)

None

- Significant business relationships which may cause non-impartial performance of duties

None

### Definition of Independent Directors

Prima Marine Public Company Limited's definition of the Independent directors is in accordance with the Notification of the Capital Market Supervisory Board, the Stock Exchange of Thailand and other relevant notifications, with qualifications as follow:

1. Holding shares not exceeding 1.0% of the total number of shares with voting rights of the Company, its parent company, subsidiaries, associates, major shareholders or controlling persons, including shares held by related persons of such independent director;
2. Neither being nor having been directors participating in the management, employees, staff or advisor receiving a regular salary from the Company, or controlling person of the Company, parent company, subsidiaries, associates, subsidiary company in the same level, major shareholders or controlling persons of the Company, unless the foregoing status has ended not less than 2 years. However, such prohibited characteristic shall not include the case where an independent director used to be a government official or an advisor of a government unit which is a major shareholder of or controlling person of the Company;
3. Not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including the spouse of child, executive, major shareholder, controlling person, or persons to be nominated as executive or controlling person of the Company or its subsidiaries;
4. Neither having or used to have a business relationship with the Company, parent company, subsidiaries, associates, major shareholders or controlling persons of the Company, in the manner which may interfere with his independent judgment, and neither being nor used to be significant shareholder or controlling person of any person having a business relationship with the Company, parent company, subsidiaries, associates, major shareholders or controlling persons of the Company, unless the foregoing relationship has ended not less than 2 years.

Such business relationships as stated in paragraph one include commercial transactions made in the ordinary course of business, renting or leasing property, transactions in relation to assets or services, granting or receipt of financial support by receiving or giving loans, guarantees, providing assets as collateral, and any other similar actions, which result in the Company or its counterparty being subject to indebtedness payable to the other party in the amount equivalent to 3% or more of the Company's net tangible assets or Baht 20 million or more, whichever is lower. The amount of such indebtedness shall be calculated according, mutatis mutandis, the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions. Moreover, in considering such indebtedness, it shall include the indebtedness

incurred during the period of 1 year prior to the date on which the business relationship with the same person commences;

5. Neither being nor having been the auditor of the Company, parent company, subsidiaries, associates, major shareholders or controlling persons of the Company, and not being a significant shareholder, controlling person or partner of an audit firm carrying out the audit of the Company, the parent company, subsidiaries, associates, major shareholders or controlling persons of the Company, unless the foregoing relationship has ended not less than 2 years;
6. Neither being nor having been a professional service provider, including legal advisor or financial advisor receiving fees exceeding Baht 2 million per annum from the Company, the parent company, subsidiaries, associates, major shareholders or controlling persons of the Company, and not being a significant shareholder, controlling person or partner of such professional service provider, unless the foregoing relationship has ended not less than 2 years;
7. Not being a director appointed to be a representative of directors of the Company, major shareholder or shareholder who is a related person of the major shareholder;
8. Not undertaking any business of similar nature to and which significantly competes with the Company or its subsidiaries, or not being a significant partner in a partnership or being a director participating in management, employee, staff, advisor receiving a regular salary or holding shares in a proportion exceeding 1% of the total number of shares with voting rights of another company operating a business of similar nature to and which competes with the Company or its subsidiaries; and
9. Not having any other characteristics which may prevent him or her from expressing an independent opinion on the Company's operations.

Report on the Payment of Remuneration for the Company's Board of Directors and  
Sub-Committees for the Year 2017

**Monetary Remuneration**

- (1) The directors' remuneration

Extraordinary General Meeting of Shareholders no. 1/2017, convened on 24 March 2017, resolved to approve the directors' remuneration and Board of Directors Meeting no.1/2017, convened on 30 March 2017, resolved to approve the remuneration of the Audit Committee, the Nomination, Remuneration, and Good Corporate Governance Committee, and the Risk Management Committee as follows:

Position	Monthly remuneration (THB/Month)	Meeting Allowance (THB/Meeting)
Board of Directors		
- Chairman of the Board of Directors	64,000	35,000
- Director	34,000	29,000
Audit Committee		
- Chairman of the Audit Committee	-	35,000
- Member of the Audit Committee	-	29,000
Nomination, Remuneration, and Good Corporate Governance Committee		
- Chairman of the Nomination, Remuneration, and Good Corporate Governance Committee	-	35,000
- Member of the Nomination, Remuneration, and Good Corporate Governance Committee	-	29,000
Risk Management Committee		
- Chairman of the Risk Management Committee	-	35,000
- Member of the Risk Management Committee	-	29,000

In this regard, in 2017, the Company paid remuneration to the Board of Directors of the Company, the Audit Committee, the Nomination, Remuneration, and Good Corporate Governance Committee, and the Risk Management Committee which comprises meeting allowances which are paid according to the number of meeting attendance, and monthly remuneration as follows:

List of directors	The Board of Directors Meeting		Meeting allowance for specific agenda items			Total (THB)
	Monthly remuneration (THB)	Meeting allowance per each meeting (THB)	Audit Committee (THB)	Nomination, Remuneration, and Good Corporate Governance Committee (THB)	Risk Management Committee (THB)	
1. Mr. Bowon Vongsinudom	832,000.00	455,000.00	-	-	-	1,287,000.00
2. Admiral Nibhon Chagsudulya	442,000.00	377,000.00	-	140,000.00	-	959,000.00
3. Mr. Chainoi Puankosoom	442,000.00	377,000.00	175,000.00	116,000.00	-	1,110,000.00
4. Mr. Somchai Kuvijitsuwan	442,000.00	377,000.00	145,000.00	116,000.00	-	1,080,000.00
5. Mr. Kosit Fuangswasdi	442,000.00	377,000.00	145,000.00	-	105,000.00	1,069,000.00
6. Mr. Suraphon Meesathien	408,000.00	348,000.00	-	-	87,000.00	843,000.00
7. Mr. Prompong Chaisrisawatsuk	442,000.00	377,000.00	-	-	87,000.00	906,000.00
8. Mr. Surasak Chaiyen	442,000.00	377,000.00	-	-	-	819,000.00
9. Mr. Chanwit Anakul	442,000.00	377,000.00	-	-	-	819,000.00
<b>Total</b>	<b>4,334,000.00</b>	<b>3,442,000.00</b>	<b>465,000.00</b>	<b>372,000.00</b>	<b>279,000.00</b>	<b>8,892,000.00</b>

**Other remuneration**

(1) The Board of Directors

- None -

(2) Executive Committee

- None -

(3) Audit Committee

- None -

(4) Nomination, Remuneration, and Good Corporate Governance Committee

- None –

Profiles of the Auditors and Details of the Audit Fee

1. The Board of Directors of the Company nominated 4 auditors for the year 2018 as follows:

1.1. Name : Thanit Osathalert  
Certified Public Accountant No. : 5155  
Audit Firm : KPMG Phoomchai Audit Ltd.  
Position : Executive Director, Auditor



Qualifications:

Certified Public Accountant of Thailand

Auditor of the Thai Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET)

Educational background, licenses and certificates:

Master of Accounting, Thammasat University (M.Acc)

Bachelor of Accounting, Thammasat University (B.Acc.)

Member of the Federation of Accounting Professions of Thailand

Experience:

- Has worked at KPMG Phoomchai Audit Ltd. for more than 25 years, having responsibilities as follows:
  - Providing audit services to international and domestic companies under Thai GAAP and IFRS, covering a broad range of sectors, including industrial factories, retail and consumer markets;
  - Working with various listed companies, as well as listed companies on the Stock Exchange of Thailand.

Years of service to the Company : -

Years as a signatory to the financial statements of the Company: -

Telephone : +662 677 2290

Facsimile : +662 677 2222

Mobile : +6681 640 3314

E-mail : thanit@kpmg.co.th

1.2. Name : Marisa Tharathornbunpakul  
Certified Public Accountant No. : 5752  
Audit Firm : KPMG Phoomchai Audit Ltd.  
Position : Executive Director, Auditor



Qualifications:

Certified Public Accountant of Thailand

Auditor of the Thai Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET)

Educational background, licenses and certificates:

Master of Business, Administration, Executive (MBA), Thammasat University

Bachelor of Accounting, Assumption University

Member of the Federation of Accounting Professions of Thailand

Experience:

- Has worked at KPMG Phoomchai Audit Ltd. for more than 20 years, with responsibilities as follows:
  - Certified Public Accountant for limited companies in a group of company listed on the Stock Exchange of Thailand and other group companies operating in Thailand and abroad, with audit experience in a variety of business sectors;
  - Certified Public Accountant for international businesses which are required to prepare financial statements pursuant to IFRS.

Years of service to the Company : -

Years as a signatory to the financial statements of the Company: -

Telephone : +662 667 2363

Facsimile : +662 677 2222

Mobile : +6682 005 7615

E-mail : marisa@kpmg.co.th

1.3. Name : Pornthip Rimdusit  
Certified Public Accountant No. : 5565  
Audit Firm : KPMG Phoomchai Audit Ltd.  
Position : Executive Director, Auditor



Qualifications:

Certified Public Accountant of Thailand

Auditor of the Thai Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET)

Educational background, licenses and certificates:

Master of Business Administration, Chulalongkorn University (M.B.A.)

Bachelor of Accounting, Kasetsart University (B.Acc)

Member of the Federation of Accounting Professions of Thailand

Experience:

- Has worked at KPMG Phoomchai Audit Ltd. for more than 20 years, with responsibilities as follows:
  - Providing audit services to international and domestic companies under Thai GAAP and IFRS, covering a broad range of sectors, including transportation businesses and logistics, industrial factories, retail and consumer markets;
  - Working with various listed companies, as well as listed companies on the Stock Exchange of Thailand.

Years of service to the Company : -

Years as a signatory to the financial statements of the Company: -

Telephone : +662 677 2360

Facsimile : +662 677 2222

Mobile : +6684 439 3061

E-mail : pornthipr@kpmg.co.th

1.4. Name : Banthit Tangpakorn  
Certified Public Accountant No. : 8590  
Audit Firm : KPMG Phoomchai Audit Ltd.  
Position : Executive Director, Auditor



Qualifications:

Certified Public Accountant of Thailand

Auditor of the Thai Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET)

Educational background, licenses and certificates:

Master of Accounting, Chulalongkorn University

Bachelor of Accounting, Kasetsart University

Member of the Federation of Accounting Professions of Thailand

Experience:

- Has worked at KPMG Phoomchai Audit Ltd. for more than 15 years, with responsibilities as follows:
  - Providing audit services to international and domestic companies under Thai GAAP and IFRS, covering a broad range of sectors, including transportation businesses and logistics, industrial factories, retail and consumer markets;
  - Working with various listed companies.

Years of service to the Company : -

Years as a signatory to the financial statements of the Company: -

Telephone : +662 677 2316

Facsimile : +662 677 2222

E-mail : [banthit@kpmg.co.th](mailto:banthit@kpmg.co.th)

2. Relationships and/or interests of the auditors with the Company, subsidiaries, executives, major shareholders or any persons related thereto:

The nominated auditors have neither relationships with nor interests in the Company, its subsidiaries, directors, executives, major shareholders, or any person related to such persons whatsoever, and, therefore, can demonstrate independence in performing auditing and rendering opinions on the Financial Statements of the Company.

## 3. Audit firm of the Company and the subsidiaries:

The Company and the subsidiaries appoint the auditors of the same audit firm to audit and review the Financial Statements for the year 2018.

## 4. Comparison of the audit fee to be proposed for approval and the audit fee of the previous year:

	<u>2018</u>	<u>2017</u>	<u>% of increase (decrease)</u>
Audit fee (THB)	3,100,000	3,100,000	0.00%

## 5. Opinion of the Audit Committee on the appointment of the auditors and audit fee:

The Audit Committee selects the auditors based on their independence, knowledge, capabilities, and good understanding of the Company's business, impartial practice of profession, expertise in auditing and responsible performance of duties. The Audit Committee, therefore, deemed it appropriate to appoint Mr. Thanit Osathalert, Certified Public Accountant No. 5155, or Ms. Pornthip Rimdusit, Certified Public Accountant No. 5565, or Mr. Banthit Tangpakorn, Certified Public Accountant No. 8590, or Ms. Marisa Tharathornbunpakul, Certified Public Accountant No. 5752 of KPMG Phoomchai Audit Ltd. as the auditor of the company for the year 2018. In addition, the Audit Committee considered the audit fee of such auditors by comparing audit fee rates of companies in the same industry as well as the assets of similar-sized companies and deemed that such audit fee is appropriate.

Guidelines for Registration, Appointment of Proxy, Documentation and Evidence Required to be Presented in  
Order to Attend the Shareholders Meeting

**Registration**

The Company will commence the registration for the meeting attendance for the shareholders and the proxies from 13:00 hrs. onwards on Thursday, 26 April 2017 at Grand Ballroom 1, 4<sup>th</sup> Floor, InterContinental Hotel, No. 973 Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok, as set out in the Map of the Meeting Venue (Attachment 11).

**Appointment of Proxy**

In the case that the shareholders are unable to attend the meeting in person, the shareholders can appoint any other person as their proxy to attend the meeting and vote on their behalf. The Company has provided three Proxy Forms, which are Proxy Form A, Proxy Form B, and Proxy Form C in accordance with the forms specified by the Department of Business Development, the Ministry of Commerce. The shareholders are recommended to use Proxy Form B for the purposes of good corporate governance principles as set out in Attachment 9, or they can download Proxy Form B from the Company's website: <http://investor-th.primamarine.co.th>.

The appointment of a proxy can be conducted as follows:

1. The shareholders may execute either Proxy Form A or Proxy Form B in any case, but only one type of proxy form can be chosen. The Company recommends the shareholders to use Proxy Form B and specify the voting for each agenda item.
2. The shareholders who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper shall use Proxy Form C.
3. The shareholders appointing a proxy must authorize only one proxy to attend the meeting and cast the votes and shall not allocate their number of shares to several proxies to vote separately.
4. The shareholders can appoint any person to be their proxies as they wish, or appoint one of the independent directors of the Company whose names appear in Profile of Independent Directors Eligible to be Nominated as Proxy (Attachment 7) to be their proxies. If the shareholders choose to appoint an independent director of the Company to be their proxy, the Company recommends the shareholders use Proxy Form B and specify the voting for each agenda item, and deliver the proxy form with supporting documents to the Company Secretary and Compliance Department, Prima Marine Public Company Limited, 6th Floor, No. 80 Soi Bang Na-Trad 30, Bang Na-Trad Road, Bang Na Subdistrict, Bang Na District, Bangkok 10260. In order to facilitate the examination of documents, please kindly send the documents to the Company by no later than 19 April 2018.

5. The proxy form must be correctly and clearly filled in, and signed by the grantor and the proxy with the THB 20 stamp duty affixed, crossed out, and specified with the date on which such proxy is appointed.
6. The proxy must present the proxy form and supporting documents as specified in Documents to be Presented on the Date of Meeting at the registration desk for the proxies on the date of the meeting.

### Documents to be Presented on the Date of Meeting

#### Individual

1. In the case that the shareholder attends the meeting in person:

The shareholder is required to present a valid identification card or government identification card or driving license or passport (in the case of a foreigner), including evidence showing any change of name and surname (if any).

2. In the case that the shareholder appoints a proxy:

The proxy is required to present the following documents:

- 1) The proxy form which is correctly and completely filled in, and signed by the grantor and the proxy with the stamp duty affixed.
- 2) Copy of valid identification card or government identification card or driving license or passport (in the case of a foreigner) of the grantor, certified as true and correct copy by the grantor.
- 3) Valid identification card or government identification card or driving license or passport (in the case of a foreign shareholder) of the proxy.

#### Juristic person

1. In the case that the authorized representative of the shareholder attends the meeting in person:

The authorized representative is required to present the following documents:

- 1) Copy of valid identification card or government identification card or driving license or passport (in case of a foreigner) of the authorized representative, certified as true and correct copy by the representative.
- 2) Copy of the affidavit of the shareholder from the Ministry of Commerce, certified as true and correct copy by the authorized representative, with the statement showing that such authorized representative who attends the meeting is authorized to act on behalf of such juristic shareholder.

2. In the case that the shareholder appoints a proxy to attend the meeting:

The shareholder is required to present the following documents:

- 1) The proxy form, which is correctly and completely filled in, and signed by the grantor and the proxy with the stamp duty affixed.
- 2) Copy of valid identification card or government identification card or driving license or passport (in the case of a foreigner) of the authorized representative, certified as true and correct copy by the representative.
- 3) Valid identification card or government identification card or driving license or passport (in the case of a foreigner) of the proxy.
- 4) Copy of the affidavit of the shareholder from the Ministry of Commerce, certified as true and correct copy by the authorized representative, with evidence showing that such authorized representative who signs the proxy form is authorized to act on behalf of such juristic shareholder.

3. In the case that the shareholder, who is a foreign investor and has appointed a custodian in Thailand to be a share depository and keeper, appoints a proxy by using Proxy Form C:

The proxy is required to present the following documents:

3.1 Documents from the custodian

- 1) Proxy Form C, which is correctly and completely filled in, and signed by the authorized representative of the custodian, who is the grantor or the proxy, with the stamp duty affixed.
- 2) Document confirming that the person who has signed the proxy form is permitted to operate the custodian's business
- 3) Copy of the affidavit of the custodian, certified as true and correct copy by the authorized representative of the custodian, with evidence showing that such authorized representative of the custodian, who signs the proxy form as the grantor, is authorized to act on behalf of the custodian.
- 4) Copy of valid identification card or government identification card or driving license or passport (in case of a foreigner) of the authorized representative of the custodian, certified as true and correct copy by the representative.

3.2 Documents from the shareholder who is a foreign investor

- 1) Power of attorney from the shareholder appointing the custodian to sign the proxy form on his/her behalf.
- 2) Copy of the affidavit of the shareholder, certified as true and correct copy by the authorized representative, with evidence showing that such authorized representative who signs the power of attorney is authorized to act on behalf of such juristic shareholder.
- 3) Copy of valid identification card or government identification card or driving license or passport (in the case of a foreigner) of the authorized representative certified as true and correct copy by the representative.

3.3 Documents from the proxy

Valid identification card or government identification card or driving license or passport (in the case of a foreigner) of the proxy

Profiles of the Independent Directors Available to be Appointed as Proxy

1. Mr. Chainoi Puankosoom

Age 67

Position Independent Director

Address 19 Nawathani Village Soi 9  
Serithai Rd, Ram Inthra Subdistrict,  
Khan Na Yao District, Bangkok 10230

Interests in the agenda item  
for consideration None



2. Mr. Somchai Kuvijitsuwan

Age 67

Position Independent Director

Address 16/156 Soi Ratchadaphisek 36  
Ratchadaphisek Rd.  
Chan Kasem Subdistrict Chatuchak District Bangkok10900

Interests in the agenda item  
for consideration None



3. Mr. Kosit Fuangwasdi

Age 59

Position Independent Director

Address 171/593 L.P.N. Place, Pradipat Rd.  
Sam Sen Nai Subdistrict,  
Phaya Thai District, Bangkok 10400

Interests in the agenda item  
for consideration None



## Articles of Association Relating to the Shareholders Meeting

### **Shareholders Meeting Chapter 6 Article 31**

The Board of Directors shall hold an annual general meeting of shareholders within the period of four (4) months after the end of the Company's accounting period.

General meetings of shareholders other than that specified under the first paragraph shall be called extraordinary general meetings. The Board of Directors may call extraordinary general meetings whenever they think appropriate.

Shareholders holding shares in aggregate not less than one-fifth (1/5) of the total number of shares sold, or shareholders in a number of not less than twenty five (25) persons holding shares in aggregate not less than one-tenth (1/10) of the total number of shares sold, may at any time subscribe their names and clearly state the purpose in a letter requesting the Board of Directors to call an extraordinary general meeting. In this case, the Board of Directors shall call the shareholders' meeting within one (1) month from the date of receipt of such letter from the shareholders.

### **Calling a Shareholders Meeting Chapter 6 Article 32**

In calling a shareholders meeting, the Board of Directors shall prepare a notice of the meeting specifying the place, date, time, agenda items, and the matters to be proposed to the meeting, together with appropriate details stating clearly whether they will be for acknowledgment, for approval, or for consideration, as the case may be, including the opinions of the Board of Directors on the said matters, and shall send the same to the shareholders and the Registrar for their acknowledgement no less than seven (7) days prior to the date of the meeting. Publication of the notice of the meeting shall also be made in a newspaper for the period of no less than three (3) consecutive days, at least three (3) days prior to the meeting date.

A shareholders meeting shall be held in the province where the principal office of the Company is located or any other province as may be determined by the Board of Directors.

### **Appointment of Proxy and Quorum Chapter 6 Article 33**

At a shareholders meeting, a quorum of the meeting shall consist of shareholders or proxies (if any) representing not less than twenty-five (25) persons or no less than one-half (1/2) of the total number of shareholders, holding in an aggregate amount no less than one-third (1/3) of the total number of shares sold.

In the case where, at any shareholders meeting, one (1) hour has passed since the time for which the meeting is scheduled but the number of shareholders present at the meeting has not met the requirements as stated in the first paragraph, such meeting shall be cancelled if the meeting was requested by the shareholders. If such meeting was not convened at the request of the shareholders, the meeting shall be adjourned and the notice of such meeting shall be sent to shareholders no less than seven (7) days prior to the date of the meeting. The adjourned meeting shall not require a quorum.

#### **Conducting a Shareholders Meeting Chapter 6 Article 34**

The Chairman of the Board of Directors shall preside as the chairman of the shareholders meeting. If the Chairman of the Board of Directors is not present at the meeting or cannot perform his or her duty, the Vice-Chairman of the Board of Directors shall preside as chairman of the meeting. If there is no Vice-Chairman of the Board of Directors or if he or she is not present at the meeting or cannot perform his or her duty, the shareholders meeting shall elect one shareholder present at the meeting to be chairman of the meeting.

#### **Voting Chapter 6**

Article 35 In casting votes at a shareholders meeting, one (1) share is entitled to one (1) vote and any shareholder who has special interest in any matter shall not be entitled to vote on such matter. With the exception of voting for the appointment of Directors, resolutions of the shareholders' meeting shall consist of the following votes:

- (1) In general, a resolution shall be passed by a majority vote of shareholders present at the meeting and casting their votes. In the case of a tie, the chairman of the meeting shall have a casting vote.
- (2) In the following circumstances, a resolution shall be passed by a vote of no less than three-quarters (3/4) of the total votes of the shareholders present at the meeting and entitled to vote:
  - (a) to sell or transfer the whole or substantial part of the business of the Company to other persons;
  - (b) to acquire or accept the transfer of a business of other private companies or public limited companies by the Company;
  - (c) to make, amend, or terminate agreements concerning the lease of all or an important part of the business of the Company, to assign another person to

manage the business of the Company, or to merge the business with other persons for the purposes of sharing profits and losses;

- (d) to amend the Memorandum of Association or the Articles of Association of the Company;
- (e) to increase or decrease the Company's registered capital;
- (f) to wind up the Company;
- (g) to issue debentures of the Company;
- (h) to amalgamate the Company's business with another company.

Article 36 The following matters shall be considered by the annual general meeting of shareholders:

- (1) to consider and acknowledge a report of the Board of Directors concerning the Company's business during the previous year;
- (2) to consider and approve the statements of financial position and the comprehensive profit and loss statements;
- (3) to consider and approve the appropriation of profits and distribution of dividends;
- (4) to consider and appoint new directors to replace the directors who are due to retire upon the expiration of their term of office;
- (5) to consider and determine the directors' remunerations;
- (6) to consider and appoint auditors and to determine the audit fee; and
- (7) other matters.



(ปิดอากรแสตมป์ 20 บาท)  
(Duty Stamp Baht 20)

แบบหนังสือมอบฉันทะ แบบ ก.  
Proxy Form A.  
(แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)  
(General Form)

ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Ref: Notification of Department of Business Development regarding Proxy Form (No. 5) B.E. 2550

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า..... สัญชาติ.....  
I/We Nationality

อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....  
Residing at Road Sub-district

อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....  
District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท ปริมา มารีน จำกัด (มหาชน)

being a shareholder of Prima Marine Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้

holding the total number of ..... shares, and having the right to vote equivalent to votes as follows:

หุ้นสามัญ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง

ordinary share of ..... shares, having the right to vote equivalent to ..... votes,

หุ้นบุริมสิทธิ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง

preferred share of ..... shares, having the right to vote equivalent to ..... votes.

(3) ขอมอบฉันทะให้

Hereby appoint:

(1)..... อายุ..... ปี อยู่บ้านเลขที่.....

Name age years, residing at

ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....

Road Sub-district District

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province Postal Code or



(2)..... อายุ..... ปี อยู่บ้านเลขที่.....

Name age years, residing at

ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....

Road Sub-district District

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province Postal Code or

(3)..... อายุ..... ปี อยู่บ้านเลขที่.....

Name age years, residing at

ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....

Road Sub-district District

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province Postal Code or

(4)  นายชายน้อย เพื่อนโกสุม อายุ 67 ปี ตำแหน่ง กรรมการอิสระ อยู่บ้านเลขที่ 19 หมู่บ้านนวธานี ซอย 9

ถนนเสรีไทย แขวงรามอินทรา เขตคันนายาว กรุงเทพมหานคร 10230

Mr. Chainoi Puankosoom; Age 67 years; Position: Independent Director; Residing at 19 Moo  
Nawathani Soi 9 Serithai Road, Raminthra Subdisdtict, Khanna Yao District, Bangkok 10230

ส่วนได้เสียในวาระที่เสนอในการประชุมครั้งนี้ : ไม่มี

Conflict of interest in the agenda proposed to the Meeting: None

 นายสมชาย คูวิจิตรสุวรรณอายุ 67 ปี ตำแหน่ง กรรมการอิสระ อยู่บ้านเลขที่ 16/156 ซอยรัชดาภิเษก 36

ถนนรัชดาภิเษก แขวงจันทระเกษม เขตจตุจักร กรุงเทพมหานคร 10900

 Mr. Somchai Kuvijitsuwan; Age 67 years; Position: Independent Director; Residing at 16/156  
Soi Ratchadapisek 36, Ratchadapisek Road, Chan Kasem Subdistrict, Chatuchak District, Bangkok 10900

ส่วนได้เสียในวาระที่เสนอในการประชุมครั้งนี้ : ไม่มี

Conflict of interest in the agenda proposed to the Meeting: None

 นายโกสิทธิ์ เฟื่องสวัสดิ์ อายุ 59 ปี ตำแหน่ง กรรมการอิสระ อยู่บ้านเลขที่ 171/593 อาคารแอลพีเอ็นเพลส

ถนนประดิพัทธ์ แขวงสามเสนใน เขตพญาไท กรุงเทพมหานคร 10400

Mr. Kosit Fuangswasdi; Age 59 years; Position: Independent Director; Residing at 171/593 APN  
Place, Pradipat Road, Samsen Nai Subdistrict, Phaya Thai District, Bangkok 10400

ส่วนได้เสียในวาระที่เสนอในการประชุมครั้งนี้ : ไม่มี

Conflict of interest in the agenda proposed to the Meeting : None



คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมใหญ่  
สามัญผู้ถือหุ้น ประจำปี 2561 ในวันพฤหัสบดีที่ 26 เมษายน 2561 เวลา 14:00 น. ณ ห้องแกรนด์ บอลรูม 1 ชั้น 4 โรงแรมอินเตอร์คอน  
ติเนนตัล เลขที่ 973 ถนนเพลินจิต แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

any one of them to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of  
Shareholders for the Year 2018 on Thursday 26 April 2018 at 2.00 p.m. at Grand Ballroom 1, 4<sup>th</sup> Floor, InterContinental Hotel, No.  
973 Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok, or any adjournment at any date, time and place thereof.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy at the said meeting shall be deemed as having been carried out by  
myself/ourselves in all respects.

ลงชื่อ/signed \_\_\_\_\_ ผู้มอบฉันทะ/Grantor  
( \_\_\_\_\_ )

ลงชื่อ/signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( \_\_\_\_\_ )

ลงชื่อ/signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( \_\_\_\_\_ )

ลงชื่อ/signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( \_\_\_\_\_ )

หมายเหตุ/Remark

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุม และออกเสียงลงคะแนน ไม่สามารถแบ่งแยก  
จำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split  
the number of shares to several proxies for splitting votes.





(ปิดอากรแสตมป์ 20 บาท)

(Duty Stamp Baht 20)

แบบหนังสือมอบฉันทะ แบบ ข.

Proxy Form B.

(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)

(Proxy Form containing specific details)

ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Ref: Notification of Department of Business Development regarding Proxy Form (No. 5) B.E. 2550

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า..... สัญชาติ.....

I/We

Nationality

อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....

Residing at Road Sub-district

อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....

District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท ปริมา มารีน จำกัด (มหาชน)

being a shareholder of Prima Marine Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้

holding the total number of shares, and having the right to vote equivalent to votes as follows:

หุ้นสามัญ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง

ordinary share of shares, having the right to vote equivalent to votes,

หุ้นบุริมสิทธิ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง

preferred share of shares, having the right to vote equivalent to votes.

(3) ขอมอบฉันทะให้

Hereby appoint:

(1)..... อายุ..... ปี อยู่บ้านเลขที่.....

Name age years, residing at

ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....

Road Sub-district District

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province Postal Code or



(2)..... อายุ..... ปี อยู่นบ้านเลขที่.....  
 Name age years, residing at  
 ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....  
 Road Sub-district District  
 จังหวัด..... รหัสไปรษณีย์..... หรือ.....  
 Province Postal Code or

(3)..... อายุ..... ปี อยู่นบ้านเลขที่.....  
 Name age years, residing at  
 ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....  
 Road Sub-district District  
 จังหวัด..... รหัสไปรษณีย์..... หรือ.....  
 Province Postal Code or

(4)  นายชายน้อย เฝื่อนโกสุม อายุ 67 ปี ตำแหน่ง กรรมการอิสระ อยู่นบ้านเลขที่ 19 หมู่บ้านนวธานี ซอย 9 ถนนเสรีไทย แขวงรามอินทรา เขตคันนายาว กรุงเทพมหานคร 10230

Mr. Chainoi Puankosoom; Age 67 years; Position: Independent Director; Residing at 19 Nawathani Village Soi 9 Serithai Road, Raminthra Subdisdtict, Khanna Yao District, Bangkok 10230

ส่วนได้เสียในวาระที่เสนอในการประชุมครั้งนี้ : ไม่มี

Conflict of interest in the agenda proposed to the Meeting: None

นายสมชาย คุวิจิตรสุวรรณ อายุ 67 ปี ตำแหน่ง กรรมการอิสระ อยู่นบ้านเลขที่ 16/156 ซอยรัชดาภิเษก 36 ถนนรัชดาภิเษก แขวงจันทระเกษม เขตจตุจักร กรุงเทพมหานคร 10900

Mr. Somchai Kuvijitsuvan; Age 67 years; Position: Independent Director; Residing at 16/156 Soi Ratchadapisek 36, Ratchadapisek Road, Chan Kasem Subdistrict, Chatuchak District, Bangkok 10900

ส่วนได้เสียในวาระที่เสนอในการประชุมครั้งนี้ : ไม่มี

Conflict of interest in the agenda proposed to the Meeting: None

นายโกสิต ฝ่องสวัสดิ์ อายุ 59 ปี ตำแหน่ง กรรมการอิสระ อยู่นบ้านเลขที่ 171/593 อาคารแอลพีเอ็นเพลส ถนนประดิพัทธ์ แขวงสามเสนใน เขตพญาไท กรุงเทพมหานคร 10400

Mr. Kosit Fuangswasdi; Age 59 years; Position: Independent Director; Residing at 171/593 APN Place, Pradipat Road, Samsen Nai Subdistrict, Phaya Thai District, Bangkok 10400

ส่วนได้เสียในวาระที่เสนอในการประชุมครั้งนี้ : ไม่มี

Conflict of interest in the agenda proposed to the Meeting: None



คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมใหญ่สามัญผู้ถือหุ้น ประจำปี 2561 ในวันพฤหัสบดีที่ 26 เมษายน 2561 เวลา 14:00 น. ณ ห้องแกรนด์ บอลรูม 1 ชั้น 4 โรงแรมอินเตอร์คอนติเนนตัล เลขที่ 973 ถนนเพลินจิต แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

any one of them to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the Year 2018 on Thursday 26 April 2018 at 2.00 p.m. at Grand Ballroom 1, 4<sup>th</sup> Floor, InterContinental Hotel, No. 973 Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok, or any adjournment at any date, time and place thereof.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2560

Agenda No. 1 To consider and certify the minutes of the Extraordinary Shareholders Meeting No.1/2017

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง

Approve      Disapprove      Abstain

วาระที่ 2 รับทราบรายงานของคณะกรรมการที่แสดงถึงกิจการของบริษัทในรอบปีที่ผ่านมา

Agenda No. 2 To consider and acknowledge the Board of Directors' report regarding the operation of the Company for the previous year



- วาระที่ 3 พิจารณานุมัติงบแสดงฐานะทางการเงินและงบกำไรขาดทุนเบ็ดเสร็จของบริษัท ประจำปี 2560 สิ้นสุดวันที่ 31 ธันวาคม 2560

Agenda No. 3 To consider and approve the Financial Statements and Profit and Loss Statement of the Company for the year ending 31 December 2017

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:  
 เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง  
Approve                  Disapprove                  Abstain

- วาระที่ 4 พิจารณานุมัติการจัดสรรเงินกำไรและการจ่ายเงินปันผล ประจำปี 2560

Agenda No. 4 To consider and approve the allocation of profits and dividend payment for the year 2017

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:  
 เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง  
Approve                  Disapprove                  Abstain

- วาระที่ 5 พิจารณาเลือกตั้งกรรมการบริษัทแทนกรรมการที่ออกจากตำแหน่งตามวาระ

Agenda No. 5 To consider and approve the election of the directors to replace the directors who are due to retire

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:



## 1. พลเรือเอกนิพนธ์ จักษุดุลย์

ADM. Nibhon Chagsudulya

 เห็นด้วย       ไม่เห็นด้วย      งดออกเสียง

Approve      Disapprove      Abstain

## 2. นายสมชาย คูวิจิตรสุวรรณ

Mr. Somchai Kuvijitsuwan

 เห็นด้วย       ไม่เห็นด้วย      งดออกเสียง

Approve      Disapprove      Abstain

## 3. นายโกสิทธิ์ เฟื่องสวัสดิ์

Mr. Kosit Fuangwasdi

 เห็นด้วย       ไม่เห็นด้วย      งดออกเสียง

Approve      Disapprove      Abstain

- วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการบริษัท และกรรมการชุดย่อย ประจำปี 2561 และพิจารณารับทราบรายงานการจ่ายค่าตอบแทนกรรมการบริษัท และกรรมการชุดย่อย ประจำปี 2560

Agenda No. 6 To consider and approve the determination of the remuneration for the Board of Directors and sub-committees for the year 2018 and to consider and acknowledge the report regarding the remuneration for the Board of Directors and sub-committees for the year 2017

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

 เห็นด้วย       ไม่เห็นด้วย      งดออกเสียง

Approve      Disapprove      Abstain



วาระที่ 7 พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดจำนวนเงินค่าสอบบัญชี ประจำปี 2561  
 Agenda No. 7 To consider and approve the appointment of the auditors and the determination of the remuneration for the auditors for the year 2018

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) To grant my/our proxy to vote at my/our desire as follows:  
 เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง  
 Approve                  Disapprove                  Abstain

วาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)  
 Agenda No. 8 To consider other matters (if any)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) To grant my/our proxy to vote at my/our desire as follows:  
 เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง  
 Approve                  Disapprove                  Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of the proxy in any agenda that is not as specified in this Proxy Form shall be considered as invalid and shall not be my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณา หรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะ มีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.



กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy at the said meeting, except in case that the proxy does not vote according to my/our intention(s) specified in the Proxy Form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/signed \_\_\_\_\_ ผู้มอบฉันทะ/Grantor  
( \_\_\_\_\_ )

ลงชื่อ/signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( \_\_\_\_\_ )

ลงชื่อ/signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( \_\_\_\_\_ )

ลงชื่อ/signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( \_\_\_\_\_ )



หมายเหตุ/Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุม และออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้น ให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุด หรือเลือกตั้งกรรมการเป็นรายบุคคล

In respect of the agenda as to the election of the directors, either the whole set of the nominated candidates or an individual nominee may be voted for.

3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there are any further agenda apart from those specified above brought into consideration in the meeting, the Grantor may use the Allonge of the Proxy Form B. as attached.



สิ่งที่ส่งมาด้วย 9

Attachment 9

(ปิดอากรแสตมป์ 20 บาท)

(Duty Stamp Baht 20)

**ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.**

**ALLONGE OF PROXY FORM B.**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ**บริษัท ปริมา มารีน จำกัด (มหาชน)**

The appointment of proxy by the shareholder of **Prima Marine Public Company Limited**

ในการประชุมใหญ่สามัญผู้ถือหุ้น ประจำปี 2561 ในวันพฤหัสบดี ที่ 26 เมษายน 2561 เวลา 14:00 น. ณ ห้องแกรนด์ บอลรูม 1 ชั้น 4 โรงแรมอินเตอร์คอนติเนนตัล เลขที่ 973 ถนนเพลินจิต แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In the Annual General Meeting of Shareholders for the Year 2018 on Thursday 26 April 2018 at 2.00 p.m. at Grand Ballroom 1, 4th Floor, InterContinental Hotel, No. 973 Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok, or any adjournment at any date, time and place thereof.

วาระที่.....เรื่อง.....

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง

Approve                  Disapprove                  Abstain

วาระที่.....เรื่อง.....

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง

Approve                  Disapprove                  Abstain



วาระที่.....เรื่อง.....

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง

Approve                  Disapprove                  Abstain

วาระที่.....เรื่อง.....

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง

Approve                  Disapprove                  Abstain

วาระที่.....เรื่อง.....

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง

Approve                  Disapprove                  Abstain



- วาระที่.....เรื่อง เลือกตั้งกรรมการ (ต่อ)  
Agenda No. Re: Election of director(s) (Continued)

ชื่อกรรมการ.....

Director's name

- เห็นด้วย       ไม่เห็นด้วย      งดออกเสียง  
Approve      Disapprove      Abstain

ชื่อกรรมการ.....

Director's name

- เห็นด้วย       ไม่เห็นด้วย      งดออกเสียง  
Approve      Disapprove      Abstain

ชื่อกรรมการ.....

Director's name

- เห็นด้วย       ไม่เห็นด้วย      งดออกเสียง  
Approve      Disapprove      Abstain

ชื่อกรรมการ.....

Director's name

- เห็นด้วย       ไม่เห็นด้วย      งดออกเสียง  
Approve      Disapprove      Abstain

ชื่อกรรมการ.....

Director's name

- เห็นด้วย       ไม่เห็นด้วย      งดออกเสียง  
Approve      Disapprove      Abstain





(ปิดอากรแสตมป์ 20 บาท)

(Duty Stamp Baht 20)

## แบบหนังสือมอบฉันทะ แบบ ค.

## Proxy Form C.

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

(For foreign shareholders who have custodians in Thailand only)

ทำยประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Ref: Notification of Department of Business Development regarding Proxy Form (No. 5) B.E. 2550

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า.....

I/We

สำนักงานตั้งอยู่เลขที่.....ถนน.....ตำบล/แขวง

Residing at Road Sub-district

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

District Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....

as a Custodian for

ซึ่งเป็นผู้ถือหุ้นของบริษัท **พริมา มารีน จำกัด (มหาชน)**being a shareholder of **Prima Marine Public Company Limited**

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง

ดังนั้น

holding the total number of shares, and having the right to vote equivalent to votes

as follows:

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

ordinary share of shares, having the right to vote equivalent votes,

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

preferred share of shares, having the right to vote equivalent to votes.

(2) ขอมอบฉันทะให้

Hereby appoint

(1).....อายุ.....ปี อยู่บ้านเลขที่.....

Name age years, residing at



ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Sub-district District

จังหวัด.....รหัสไปรษณีย์.....หรือ

Province Postal Code , or

(2).....อายุ.....ปี อยู่บ้านเลขที่.....

Name age years, residing at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Sub-district District

จังหวัด.....รหัสไปรษณีย์.....หรือ

Province Postal Code , or

(3).....อายุ.....ปี อยู่บ้านเลขที่.....

Name age years, residing at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Sub-district District

จังหวัด.....รหัสไปรษณีย์.....หรือ

Province Postal Code , or

(4)  นายชายน้อย เผื่อนโกสุม อายุ 67 ปี ตำแหน่ง กรรมการอิสระ อยู่บ้านเลขที่ 19 ม.นวนธานี ซอย 9 ถนนเสรีไทย แขวงรามอินทรา เขตคันนายาว กรุงเทพมหานคร 10230

Mr. Chainoi Puankosoom; Age 67 years; Position: Independent Director; Residing at 19 Nawathani Village Soi 9 Serithai Road, Raminthra Subdisdtict, Khanna Yao District, Bangkok 10230

ส่วนได้เสียในวาระที่เสนอในการประชุมครั้งนี้ : ไม่มี

Conflict of interest in the agenda proposed to the Meeting: None

นายสมชาย คูวิจิตรสุวรรณ อายุ 67 ปี ตำแหน่ง กรรมการอิสระ อยู่บ้านเลขที่ 16/156 ซอยรัชดาภิเษก 36 ถนนรัชดาภิเษก แขวงจันทระเกษม เขตจตุจักร กรุงเทพมหานคร 10900

Mr. Somchai Kuvijitsuwan; Age 67 years; Position: Independent Director; Residing at 16/156 Soi Ratchadapisek 36, Ratchadapisek Road, Chan Kasem Subdistrict, Chatuchak District, Bangkok 10900

ส่วนได้เสียในวาระที่เสนอในการประชุมครั้งนี้ : ไม่มี

Conflict of interest in the agenda proposed to the Meeting: None

นายโกสิทธิ์ เฟื่องสวัสดิ์ อายุ 59 ปี ตำแหน่ง กรรมการอิสระ อยู่บ้านเลขที่ 171/593 อาคารแอลพีเอ็นเพลส ถนนประดิพัทธ์ แขวงสามเสนใน เขตพญาไท กรุงเทพมหานคร 10400

Mr. Kosit Fuangswasdi; Age 59 years; Position: Independent Director; Residing at 171/593 APN Place, Pradipat Road, Samsen Nai Subdistrict, Phaya Thai District, Bangkok 10400

ส่วนได้เสียในวาระที่เสนอในการประชุมครั้งนี้ : ไม่มี

Conflict of interest in the agenda proposed to the Meeting: None



คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมใหญ่สามัญผู้ถือหุ้น ประจำปี 2561 ในวันพฤหัสบดีที่ 26 เมษายน 2561 เวลา 14:00 น. ณ ห้องแกรนด์ บอลรูม 1 ชั้น 4 โรงแรมอินเตอร์คอนติเนนตัล เลขที่ 973 ถนนเพลินจิต แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

any one of them to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the Year 2018 on Thursday 26 April 2018 at 2.00 p.m. at Grand Ballroom 1, 4<sup>th</sup> Floor, InterContinental Hotel, No. 973 Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok, or any adjournment at any date, time and place thereof.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุม และออกเสียงลงคะแนนในครั้งนี้อย่างนี้ ดังนี้

I/We hereby authorize the proxy to attend and vote on my/our behalf at this meeting as follows:

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือ และมีสิทธิออกเสียงลงคะแนนได้

To grant the total amount of shareholding and having the right to vote

มอบฉันทะบางส่วน คือ

To grant the partial shares as follows:

หุ้นสามัญ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง  
ordinary share shares, and having the right to vote equal to votes,

หุ้นบุริมสิทธิ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง  
preferred share shares, and having the right to vote equal to votes.

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด.....เสียง

Total amount of voting rights votes.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2560

Agenda No. 1 To consider and certify the minutes of the Extraordinary Shareholders Meeting No.1/2017

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง

Approve.....votes Disapprove.....votes Abstain.....vote



- วาระที่ 3      พิจารณานุมัติงบแสดงฐานะทางการเงินและงบกำไรขาดทุนเบ็ดเสร็จของบริษัท  
ประจำปี 2560 สิ้นสุดวันที่ 31 ธันวาคม 2560
- Agenda No. 3      To consider and approve the Financial Statements and Profit and Loss Statement of the  
Company for the year ending 31 December 2017

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่  
เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may  
deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง
- Approve.....votes Disapprove.....votes Abstain.....vote

- วาระที่ 4      พิจารณานุมัติการจัดสรรเงินกำไรและการจ่ายเงินปันผล ประจำปี 2560
- Agenda No. 4      To consider and approve the allocation of profits and dividend payment for the year 2017

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่  
เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may  
deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง
- Approve.....votes Disapprove.....votes Abstain.....vote



วาระที่ 5  
Agenda No. 5

**พิจารณาเลือกตั้งกรรมการบริษัทแทนกรรมการที่ออกจากตำแหน่งตามวาระ**  
To consider and approve the election of the directors to replace the directors who are due to retire

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

1. พลเรือเอกนิพนธ์ จักษุดุลย์

ADM. Nibhon Chagsudulya

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง

Approve.....votes Disapprove.....votes Abstain.....vote

2. นายสมชาย คูวิจิตรสุวรรณ

Mr. Somchai Kuvijitsuwan

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง

Approve.....votes Disapprove.....votes Abstain.....vote

3. นายโกสิทธิ์ เฟื่องสวัสดิ์

Mr. Kosit Fuangswasdi

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง

Approve.....votes Disapprove.....votes Abstain.....vote

วาระที่ 6

Agenda No. 6

**พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการบริษัทฯ และกรรมการชุดย่อย ประจำปี 2561 และพิจารณารับทราบรายงานการจ่ายค่าตอบแทนกรรมการบริษัทฯ และกรรมการชุดย่อย ประจำปี 2560**

To consider and approve the determination of the remuneration for the Board of Directors and sub-committees for the year 2018 and to consider and acknowledge the report regarding the remuneration for the Board of Directors and sub-committees for the year 2017



(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง

Approve.....votes Disapprove.....votes Abstain.....vote

วาระที่ 7  
Agenda No. 7

**พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดจำนวนเงินค่าสอบบัญชี ประจำปี 2561**

To consider and approve the appointment of the auditors and the determination of the remuneration of the auditors for the year 2018

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง

Approve.....votes Disapprove.....votes Abstain.....vote

วาระที่ 8  
Agenda No. 8

**พิจารณาเรื่องอื่นๆ (ถ้ามี)**

To consider other matters (if any)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง

Approve.....votes Disapprove.....votes Abstain.....vote



(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น

Voting of the proxy in any agenda that is not as specified in this Proxy Form shall be considered as invalid and shall not be the vote of a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณา หรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy at the said meeting, except in case that the proxy does not vote according to my/our intention(s) specified in the Proxy Form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/signed \_\_\_\_\_ ผู้มอบฉันทะ/Grantor  
( \_\_\_\_\_ )

ลงชื่อ/signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( \_\_\_\_\_ )

ลงชื่อ/signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( \_\_\_\_\_ )

ลงชื่อ/signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( \_\_\_\_\_ )



### หมายเหตุ

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศ และแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝาก และดูแลหุ้นให้เท่านั้น

Only foreign shareholders whose names appear in the registration book and have appointed a Custodian in Thailand can use the Proxy Form C.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

Evidence to be attached with this Proxy Form are:

- (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

Power of Attorney from the shareholder authorizing a Custodian to sign the Proxy Form on behalf of the shareholder.

- (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)

Letter of certification to certify that a person executing the Proxy Form has obtained a permit to act as a Custodian.

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุม และออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.

4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุด หรือเลือกตั้งกรรมการเป็นรายบุคคล

In respect of the agenda as to the election of the directors, either the whole set of the nominated candidates or an individual nominee may be voted for.

5. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

In case there are any further agenda apart from those specified above brought into consideration in the meeting, the Grantor may use the Allonge of the Proxy Form C. as attached.



ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.  
ALLONGE OF PROXY FORM C.

(ปิดอากรแสตมป์ 20 บาท)  
(Duty Stamp Baht 20)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท **พริมา มารีน จำกัด (มหาชน)**

The appointment of proxy by the shareholder of **Prima Marine Public Company Limited**

ในการประชุมใหญ่สามัญผู้ถือหุ้น ประจำปี 2561 ในวันพฤหัสบดี ที่ 26 เมษายน 2561 เวลา 14:00 น. ณ ห้องแกรนด์ บอลรูม 1 ชั้น 4 โรงแรมอินเตอร์คอนติเนนตัล เลขที่ 973 ถนนเพลินจิต แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In the Annual General Meeting of Shareholders for the Year 2018 on Thursday 26 April 2018 at 2.00 p.m. at Grand Ballroom 1, 4th Floor, InterContinental Hotel, No. 973 Ploenchit Road, Lumphini Subdistrict, Pathumwan District, Bangkok, or any adjournment at any date, time and place thereof.

วาระที่.....เรื่อง.....

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง

Approve.....votes Disapprove.....votes Abstain.....vote

วาระที่.....เรื่อง.....

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

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(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง

Approve.....votes Disapprove.....votes Abstain.....vote



วาระที่.....เรื่อง.....  
Agenda No.            Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:  
 เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve.....votes Disapprove.....votes Abstain.....vote

วาระที่.....เรื่อง.....  
Agenda No.            Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

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(b) To grant my/our proxy to vote at my/our desire as follows:  
 เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve.....votes Disapprove.....votes Abstain.....vote

วาระที่.....เรื่อง.....  
Agenda No.            Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve.....votes Disapprove.....votes Abstain.....vote



วาระที่.....เรื่อง เลือกตั้งกรรมการ (ต่อ)

Agenda No. Re: Election of director(s) (Continued)

ชื่อกรรมการ.....

Director's name

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง

Approve.....votes Disapprove.....votes Abstain.....vote

ชื่อกรรมการ.....

Director's name

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง

Approve.....votes Disapprove.....votes Abstain.....vote

ชื่อกรรมการ.....

Director's name

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง

Approve.....votes Disapprove.....votes Abstain.....vote

ชื่อกรรมการ.....

Director's name

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง

Approve.....votes Disapprove.....votes Abstain.....vote

ชื่อกรรมการ.....

Director's name

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง

Approve.....votes Disapprove.....votes Abstain.....vote



แบบฟอร์มขอรับรายงานประจำปี 2560

Requisition Form for the 2017 Annual Report

(กรุณากรอกรายละเอียดด้านล่างด้วยตัวบรรจง และส่งโทรสารไปที่หมายเลข 02-016-0199)

(Please fill in the form in BLOCK LETTERS and fax to 02-016-0199)

เรียน เลขานุการบริษัท

Dear Company Secretary,

ข้าพเจ้า.....

I (name)

ที่อยู่.....

Address

เมือง/จังหวัด.....ประเทศ.....

City/Province

Country

รหัสไปรษณีย์.....

Postcode

มีความประสงค์ขอรับรายงานประจำปี 2560 ในรูปแบบหนังสือ

Would like to receive a printed copy of the 2017 Annual Report



Map of Meeting Venue



Grand Ballroom 1, 4th Floor, InterContinental Hotel, No. 973 Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok, reachable via BTS Chidlom Exit 7



