

บริษัท ปรีมา มารีน จำกัด (มหาชน)



PRIMA MARINE
PUBLIC COMPANY LIMITED

**INVITATION TO THE 2024
ANNUAL GENERAL MEETING
OF SHAREHOLDERS**

**20
24**

**A LEADING
SERVICE PROVIDER
OF INTEGRATED
MARINE TRANSPORT
BUSINESS**

**PRIMA MARINE PUBLIC COMPANY LIMITED
FRIDAY, APRIL 26, 2024, AT 14.00 HOURS**

Electronic Meeting according to the Emergency Decree
on Electronic Meeting B.E. 2563

The Electronic Meeting system will be available at 12.00 hours.



PorMor. KorPorNgor. 008/2567

28 March 2024

Subject: Invitation to the 2024 Annual General Meeting of Shareholders

To: All Shareholders of Prima Marine Public Company Limited

Enclosure:

1. A copy of Minutes of the 2023 Annual General Meeting of Shareholders held on 26 April 2023 (Supporting consideration of Agenda Item 1)
2. Annual Registration Statement / Annual Report for the Year 2023 (Form 56-1 One Report) (Supporting consideration of Agenda Item 2, Agenda Item 3, and Agenda Item 6)
3. Profiles of the nominated candidates for election as directors in replacement of those to be retired by rotation (Supporting consideration of Agenda Item 5)
4. Profiles of the auditors for the year 2024 (Supporting consideration of Agenda Item 7)
5. Table Comparing the Current Articles of Association (AOA) with the Proposed AOA Amendment (Supporting consideration of Agenda Item 8)
6. Guidelines and procedures for registration to attend the Annual General Meeting of Shareholders through an electronic media (E-Meeting)
7. Documents and evidence to identify in order to attend the Annual General Meeting of Shareholders, supporting documents for the appointment of proxies and voting procedures.
8. Profiles of Independent Director nominated by the Company to serve as shareholder proxy.
9. Articles of Association of the Company relating to shareholders' meetings
10. Privacy Notice for the Company's 2024 Annual General Meeting of Shareholders.
11. Proxy Forms
12. Notification of Meetings Form
13. Instructions for QR Code using to download files.

The Board of Directors No.2/2024 held on 23 February 2024 has resolved to convene the 2023 Annual General Meeting of Shareholders on Friday, 26 April 2024 at 14.00 hours. via electronic media (E-Meeting) for only one form in compliance with the Emergency Decree on Electronic Meeting, B.E.2563 (2020) and related notification. The meeting will be live streamed from Sri Nakorn Meeting Room 2nd Floor, Varich Building, No.88 Soi Bangna-Trad 30, Debaratna Road, Bangna Tai, Bangna, Bangkok to consider the following agenda items:

Agenda Item 1 **To consider and adopt the Minutes of the 2023 Annual General Meeting of Shareholders held on 26 April 2023**

Objectives and Reasons: The Company arranged the 2023 Annual General Meeting of Shareholders on 26 April 2023. The minutes of the 2023 Annual General Meeting of Shareholders were prepared and sent to the Stock Exchange of

Thailand within 14 days from the date of the meeting in accordance with regulations. The Minutes were publicly disclosed on the Company's website at www.primamarine.co.th for acknowledgement and examination of its accuracy by the shareholders. *The details appear in Enclosure 1 Copy of Minutes of the 2023 Annual General Meeting of Shareholders held on 26 April 2023* which has been sent to the shareholders along with this Invitation Letter.

The Board of Directors' Opinion: The Board of Directors considered the matter and opined that the minutes of the 2023 Annual General Meeting of Shareholders held on 26 April 2023 were accurately recorded and no one raised an objection or requested an amendment to the minutes, it deems appropriate to propose that the 2024 Annual General Meeting of Shareholders adopt such minutes.

Voting: To approve this matter, a resolution must be passed by a majority vote of the shareholders who attend the Meeting and cast their votes.

Agenda Item 2 To acknowledge the Company's operating results for the year 2023.

Objectives and Reasons: According to Article 36 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 Company's operation for the previous year. In this regard, the Company has summarized the Company's operating results and the significant changes in the year 2023 as presented in *Enclosure 2 Annual Registration Statement / Annual Report for the Year 2023 (Form 56-1 One Report)* (shareholders can download the documents from the QR Code provided in *Enclosure 12 Notification of Meeting*) which has been sent to the shareholders along with this Invitation Letter.

The Board of Directors' Opinion: The Board of Directors considered the matter and agreed to propose the Company's operating results for the year 2023 to the 2024 Annual General Meeting of Shareholders for acknowledgement.

Voting: This agenda item is for acknowledgement and there will be no casting of votes.

Agenda Item 3 To consider and approve the Company's Financial Statements for the year ended 31 December 2023

Objectives and Reasons: According to Section 112 of the Public Limited Companies Act, B.E.2535 (as amended) and Article 36 and Article 39 of the Company's Articles of Association, the Company must prepare a statement of financial position and statements of comprehensive income at the end of the fiscal year, have them audited by an external auditor, and submit them to the shareholder meeting for approval.

The Company has prepared the Company's Financial Statements for the year ended 31 December 2023 as shown in *Enclosure 2 Annual Registration Statement / Annual Report for the Year 2022 (Form 56-1 One Report)* (shareholders can download the documents from the QR Code provided in *Enclosure 12 Notification of Meeting*) which has been sent to the shareholders along with this Invitation Letter. A summary of the significant financial statements of the Company and its subsidiaries for the year ended 31 December 2023 is shown below:

Currency: Million Baht

List of items	Consolidated Financial Statements as of 31 December		Separate Financial Statements as of 31 December	
	2023	2022	2023	2022
Total assets	20,715.98	20,575.28	10,313.12	10,903.17
Total liabilities	8,677.44	9,763.20	2,098.43	3,187.69
Total equity	12,038.56	10,812.09	8,214.69	7,715.48
Total revenue	8,086.92	7,715.40	807.86	1,162.95
Net profit	2,213.99	2,327.01	1,383.39	1,1089.99
Earnings per share (Baht/share)	0.85	0.89	0.55	0.44

The Audit Committee's Opinion: The Audit Committee has considered and reviewed the Company's Financial Statements for the year ended 31 December 2023, which have been audited and certified by Ms. Marisa Tharathornbunpakula certified public accountant No. 5752 from KPMG Phoomchai Audit Limited and recommended that the Board of Directors propose the Company's Financial Statements for the year ended 31 December 2023 to the 2024 Annual General Meeting of Shareholder for approval.

The Board of Directors' Opinion: The Board of Directors considered the matter and agreed to propose that the 2024 Annual General Meeting of Shareholders approves the Company's Financial Statements for the year ended 31 December 2023 because they are correct, complete, and sufficient in accordance with the generally accepted accounting standards including were reviewed by the Audit Committee and audited by a certified auditor.

Voting: To approve this matter, a resolution must be passed by a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda Item 4 To consider and approve the allocation of net profit and dividend payment for the year 2023.

Objective and Reason: According to Section 115 of the Public Limited Companies Act B.E. 2535 (as amended) and Article 44 of the Company's Articles of Association, no dividends shall be paid otherwise than out of profits. In the case that the Company still sustains an accumulated loss, no dividends shall be paid. Payment of dividends shall be approved by the shareholder meeting. In addition, according to Section 116 of the Public Limited Companies Act B.E. 2535 (as amended) and Article 45 of the Company's Articles of Association, the Company shall allocate no less than 5% of the annual profits as reserved funds, less the accumulated losses brought forward (if any), until the reserved fund is no less than 10% of the registered capital.

The Company has a policy to pay dividends to the shareholders at the rate of not less than 30% 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.

The Company's net profit based on the separate financial statements of the year 2023 was 1,383.39 million Baht which propose the dividend payment in the part of Non-BOI to shareholders at the rate of 0.36 Baht per share or 65.06% of net profit based on the separate financial following with the Company's dividend payment policy. The interim dividend was paid on December 14, 2023, at the amount of 0.10 Baht per share totaling approximately 250,000,000 Baht, thus, the remaining dividend from the year 2023 operating results will be paid to the shareholders at the rate of 0.26 Baht per share. However, the Company during the period of the Shares repurchased for financial management project since December 27, 2023, until June 27, 2024 which the Company's shares received by the share repurchases for financial management purpose project will not receive the dividend payment. Moreover, the Company has allocated net profit meet the requirement of the legal reserve in the amount of THB 250,000,000.

Information for comparison with the last year dividend payment are as follows:

List of items	2023	2022
Net Profit on separate financial statements (million Baht)	1,383.39	1,108.99
Legal reserve (Baht)	0	0
Number of shares (Shares)	2,500,000,000	2,500,000,000
Total Dividend per share (Baht/share)	0.36	0.34
Total dividend payment (Baht)	900,000,000*	850,000,000
Dividend Payout Ratio (%)	65.06	76.65

Remark:

* Calculated from the total share at 2,500,000,000 shares, and the share repurchases for financial management purposes project will not receive the dividend payment.

**The Company during the period of the Shares repurchased for financial management project since December 27, 2023, until June 27, 2024

The Board of Directors' Opinion: The Board of Directors considered the matter and agreed to propose that the 2024 Annual General Meeting of Shareholders approves the allocation of net profit from the year 2023 as the annual dividend at the rate of 0.36 Baht per share, totaling approximately 900,000,000 Baht or 65.06% of net profit based on the separate financial statements following with the Company's dividend payment policy. However, the Company during the period of the Shares repurchased for financial management project since December 27, 2023, until June 27, 2024 which the Company's shares received by the share repurchases for financial management purpose project will not receive the dividend payment. The interim dividend was paid on December 14, 2023, at the amount of 0.10 Baht per share totaling approximately 250,000,000 Baht, thus, the remaining dividend from the year 2023 operating results will be paid to the shareholders at the rate of 0.26 Baht per share which is paid from net profit in the part of NON-BOI. The Company has allocated net profit meet the requirement of the legal reserve in the amount of THB 250,000,000., and the Record Date for specifying the list of shareholders who are entitled to receive the dividend shall be on Wednesday, 8 May 2024 and the date of the dividend payment will be on Friday, 24 May 2024. However, this dividend payment is subject to the approval of the 2024 Annual General Meeting of Shareholders.

Voting: To approve this matter, a resolution must be passed by a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda Item 5 **To consider and approve the appointment of directors to replace those who will retire by rotation in 2024.**

Objectives and Reasons: According to Section 71 of the Public Limited Companies Act B.E. 2535 (as amended) and Article 17 of the Company's Articles of Association, at every annual general meeting of shareholders, one-third of the directors shall vacate office. If the number of directors cannot be divided exactly into three parts, directors in a number closest to one-third shall vacate office. The directors who remained in office for the longest time shall vacate office. Directors vacating office may be re-elected.

At the present, the Company's Board of Directors comprises of 8 directors. The 2024 Annual General Meeting of Shareholders, the two retired directors are 1) Admiral Nibhon Chagsudulya – Director and 2) Mr. Somchai Kuvijitsuwan - Independent Director.

For nominating the directors, the Company provided an opportunity for shareholders to propose names of qualified candidates for election as Directors during the period of 14 November - 31 December 2023 and disclosed the criteria and procedures via the Company's website. However, no minority shareholders nominated a candidate for election as Director.

The Nomination and Remuneration Committee's Opinion: The Nomination and Remuneration Committee with exception of the member who have conflicts of interest, has considered to nominate and select the appropriate person for election as a director in replacement of those who retire by rotation. The Committee has considered the ratio, diversity and structure of the Board members, including their knowledge, abilities, experience, and specific expertise in pursuance to the Company's business strategy as well as reviewed the performance efficiency of directors whose terms were expiring, all of whom were competent, performing their duties to the best of their ability and dedication, and constantly provided comments beneficial to the Company. The appropriate qualifications and do not possess disqualifying characteristics as specified by law on public limited companies, and do not possess characteristics indicating a lack of appropriateness in respect to trustworthiness in managing business with shares held by public shareholders as specified by law on securities and exchange. Finally, it looked into nominated independent directors' ability to express free opinions and conformance to applicable rules. Then, the Committee recommended that the Board of Directors propose the re- appointment 1) Admiral Nibhon Chagsudulya – Director and 2) Mr. Somchai Kuvijitsuwan - Independent Director who had completed their term for the another term to the 2024 Annual General Meeting of Shareholders for approval. Details of each nominee are provided in *Enclosure 3 Profiles of the nominated candidates for election as directors in replacement of those to be retired by rotation.*

The Board of Directors' Opinion: The Board of Directors, with exception of the directors who have conflicts of interest, considered the matter and agreed that the nominated directors are qualified with relevant regulations and suitable for the business of the Company, including considered the candidate is proposed to be independent director that the

qualifications is in compliance with law related to the requirements relating to independent director with not be the Company's Independent Director office not more than 9 years consecutive from the first appointment date (include this proposed re-appointment). The Board of Directors as proposed by the Nomination and Remuneration Committee agreed to propose that the 2024 Annual General Meeting of Shareholders approves the re-election of 1) Admiral Nibhon Chagsudulya – Director and 2) Mr. Somchai Kuvijitsuwan - Independent Director for another term as the Company's directors.

Voting: To approve this matter, a resolution must be passed by a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda Item 6 To consider and approve the remuneration of the Board of Directors and subcommittee for the year 2024.

Objectives and Reasons: According to Section 90 of the Public Limited Companies Act, B.E. 2535 (as amended), a company shall not pay money or give any other property to directors unless it is the payment of remuneration under the articles of association of the company. In this regards, 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 other benefits which the shareholders meeting considers and passes the resolution by a vote of not less than two-thirds (2/3) of the shareholders who attend the meeting. The remuneration may be determined specifically or from time to time or to be in full force and effect until the shareholders meeting resolves otherwise. In addition, the Directors are also entitled to receive allowances and welfares according to the Company's regulations.

The Nomination and Remuneration Committee's Opinion: The Nomination, Remuneration, Corporate Governance Committee, and Sustainable Development Committee has considered and reviewed the remuneration of the Board of Directors and subcommittee for the year 2024 to ensure that it is consistent with the number of directors, the Company performance, business size, each director's responsibility and performance, as well it is appropriate in comparison to the remuneration of other companies listed on the Stock Exchange of Thailand and the same industry. The committee recommended that the Board of Directors propose the remuneration of the Board of Directors and its subcommittees for the year 2024 in the amount not exceeding 30 million Baht, which is the same as previous year, consisting of monthly remuneration, meeting allowance, annual compensation (bonus), and other benefits, i.e., life and health insurance of directors, to the 2024 Annual General Meeting of Shareholders for approval. The policy and rate of the monthly remuneration and meeting allowance are as follows:

Position	2024 (the proposed year)		Compare with the year 2023	
	Monthly Remuneration (Baht/Month)	Meeting Allowance (Baht/Time)	Monthly Remuneration (Baht/Month)	Meeting Allowance (Baht/Time)
คณะกรรมการบริษัท				
Chairman	64,000	35,000	64,000	35,000

Position	2024 (the proposed year)		Compare with the year 2023	
	Monthly Remuneration (Baht/Month)	Meeting Allowance (Baht/Time)	Monthly Remuneration (Baht/Month)	Meeting Allowance (Baht/Time)
Director	34,000	29,000	34,000	29,000
Audit Committee / Nomination and Remuneration Committee / Corporate Governance and Sustainable Development Committee / Risk Management Committee / Board of Executives				
Chairman	-	35,000	-	35,000
Director	-	29,000	-	29,000

The Board of Directors is authorized to determine the necessary conditions, set out the details and payout ratio of annual compensation (bonus) and other benefits as appropriate.

In 2023, total remuneration for the Board of Directors and its subcommittees was 19,103,000 Baht which does not exceed the budget amount approved by the 2023 Annual General Meeting of Shareholders. The details of remuneration paid in the past year are as follows:

List of Item	2023	2022
Budget (Baht)	30,000,000	30,000,000
Actual (Baht)	19,103,000	19,852,000
Portion of budget used (%)	63.68	66.17

The details of Directors' remuneration for the year 2023 are shown in *Enclosure 2 Annual Registration Statement / Annual Report for the Year 2023 (Form 56-1 One Report)* (shareholders can download the documents from the QR Code provided in *Enclosure 12 Notification of Meeting*).

The Board of Directors' Opinion: The Board of Directors considered the matter and agreed to propose that the 2024 Annual General Meeting of Shareholders approves the remuneration of the Company's Board of Directors and subcommittees for the year 2024 in the amount not exceeding 30 million Baht, consists of monthly remuneration, meeting allowance, annual compensation (bonus), and other benefits, i.e. life and health insurance for directors as proposed by the Nomination and Remuneration Committee.

Voting: To approve this matter, a resolution must be passed by no less than two-thirds of the shareholders who attend the meeting.

Agenda Item 7 To consider and approve the appointment of auditors and fix audit fee for the year 2024.

Objectives and Reasons: According to Section 120 of the Public Limited Companies Act, B.E.2535 (as amended) and Article 36 of the Company's Articles of Association, the annual general meeting of shareholders shall appoint an auditor and determine the audit's remuneration of the company every year. The former auditor may be re-appointed. In addition, the Notification of Capital Market Supervisory Board TorJor. 44/2556 Re: Rules, Conditions and Procedures for Disclosure regarding Financial and Non-financial Information of Securities Issuers (as amended), requiring the listed

companies to arrange for rotation of the auditor. In the event of auditors has reviewed or audited and expressed an opinion on the Company's financial statements for the past 7 fiscal years, whether consecutive or not. The Company will appoint such auditor as the Company's auditor after the period at least 5 consecutive fiscal years.

The Audit Committee's Opinion: The Audit Committee has considered the independent, knowledge skill, audit experience in marine transportation business of the auditors including suitable audit fee for their duties and responsibilities. The Committee recommended that the Board of Directors propose the appointment of auditors from KPMG Phoomchai Audit Limited ("KPMG") as the Company's auditors for the year 2024 to the 2024 Annual General Meeting of Shareholders for approval. This is the seventh consecutive fiscal year (2018 – 2024). KPMG is a leading international audit firm, and the performance is acceptable. KPMG's auditors have been approved by the Office of the Securities and Exchange Commission and have independent, expertise, and experience in the Company's financial statements audit, and have performed their duties effectively in the past year. Moreover, the audit fees are reasonable. The proposed auditors are as follows:

Name of Auditor	CPA Registration No.	Number of years certified the Company's financial statements.
1. Ms. Marisa Tharathornbunpakul	5752	1 year (2023)
2. Ms. Nawarat Nitikeatipong	7789	-
3. Mr. Piyarat Singkhorn	11641	-

Any of the above auditors can conduct the review or audit and express an opinion on the Company's financial statements. Each auditor's profile is shown in *Enclosure 4 Profiles of the auditors for the year 2024* with the audit fee for the year 2024 in the amount of 2,300,000 Baht (Two million three hundred thousand baht), which is the same as previous year. The audit fee excludes the audit fees for its subsidiaries, non-audit fees, and other necessary expense.

Audit Fee

2024 (the proposed year)	Compare with the year 2023	Increase / (Decrease)
2,300,000 Baht	2,300,000 Baht	-

Non-Audit Fee

2023	2022	Increase / (Decrease)
277,949.25 Baht	674,254.92 Baht	(396,305.67) Baht

KPMG and the proposed auditors have neither relationship with nor interests in the Company, its subsidiaries, executives, major shareholders, or related parties of such persons. Therefore, they are independent in auditing and expressing opinions on the Company's financial statements. KPMG is the same as the audit firm of all the Company's subsidiaries.

The Board of Directors' Opinion: The Board of Directors considered the matter and agreed to propose that the 2024 Annual General Meeting of Shareholders approves the appointment of Ms. Marisa Tharathornbunpakul, Certified Public Accountant No. 5752, Ms. Nawarat Nitikeatipong, Certified Public Accountant No. 7789, and Mr. Piyanat Singkhorn, Certified Public Accountant No. 11641 the auditors from KPMG as the Company's auditors for the year 2024 and fix the audit fees for the year 2024 at the amount of 2,300,000 Baht (Two million three hundred thousand baht) as proposed by the Audit Committee.

Voting: To approve this matter, a resolution must be passed by a majority vote of the shareholders who attend the meeting and cast their votes

Agenda Item 8 To consider and approve the amendment to the Articles of Association of the Company.

Objectives and Reasons: The Public Company Limited Act (No.4) B.E.2565, enforced since May 24, 2022, and the notification of the Department of Business Development of 2022, enforced since October 7, 2022, amended legal requirements for advertising, proxy-giving, and transmission of letters or documents by electronics means, and board meeting invitations. The Company propose the amendment of its Articles of Association to align with the provisions of the Public Limited Companies Act, as amended in 2022. The amendment's details of Articles of Association are shown in *Enclosure 5 Table Comparing the Current Articles of Association (AOA) with the Proposed AOA Amendment*.

the Board of Directors' opinion: The Board of Directors as recommended by the Corporate Governance and Sustainable Development Committee appropriate to propose that the shareholders meeting approve the amendment to the Company's Articles of Association Clause 25, Clause 29, Clause 31, Clause 32, and Clause 47 to align with the Public Company Limited Act (No. 4) B.E.2565. The authorized directors according to the Company's affidavit is authorized to assign any person(s) to register the amendment of the Company's Articles of Association with the Department of Business Development, Ministry of Commerce, and authorized to amend any wording or take any action pursuant to the Registrar's order.

Voting: To approve this matter, a resolution must be passed by no less than third-four of the shareholders who attend the meeting

Agenda Item 9 Other matters, (if any)

The Company provided an opportunity for shareholders to propose matters or agendas for the 2024 Annual General Meeting of Shareholders in advance from 14 November to 31 December 2023 and disclosed the criteria and procedures on the Company's website. However, no minority shareholders proposed any matter or agenda to the Company in advance. The Record Date for specifying the list of shareholders who are entitled to attend the 2024 Annual General Meeting of Shareholders shall be on Monday, 11 March 2024.

All shareholders are invited to attend the 2024 Annual General Meeting of Shareholders via electronic media (E-Meeting) for only one form on Friday, 26 April 2024 at 14.00 hours. without any arrangements for meeting room.

Shareholders or proxies who intend to attend the 2024 Annual General Meeting of Shareholders shall submit a request form for attending the E-Meeting via e-Request system by scan QR Code provided below or at <https://app.inventech.co.th/PRM170951R/#/homepage>. The e-Request system will be available for shareholders or proxy to submit a request form for attending the E-Meeting from 19 April 2024 at 08.30 hours until the meeting is adjourned. The Company's officer will verify and approve your request form. If the information and documents are complete, the Company's officer will approve the request form, and then the shareholders will receive a notification email containing your Username and Password, as well as a login link to enroll for the E-Meeting. The shareholders or proxies will be able to login the electronic meeting system on 26 April 2024 from 12:00 hours onwards (2 hours before the opening of the meeting). Please read the methods and procedures for attending the meeting via electronic media (E-Meeting) for shareholders and proxies as shown in *Enclosure 6 Guidelines for attending the meeting by electronic media (E-Meeting)*.

Shareholder can appoint a proxy to attend the shareholder meeting and vote on his or her behalf or may appoint one of the Company's independent directors as their proxies to attend the meeting on their behalf. The details of the independent directors, along with Proxy Form B, can be found in *Enclosure 8 Profiles of Independent Directors nominated by the Company and Enclosure 11 Proxy Form* to act as shareholder proxies which has been sent to the shareholders along with this Invitation Letter, or you can download either Proxy Form A (general appointment), Proxy Form B (specific voting appointment) or Proxy Form C (only foreign shareholders listed in the share registration book who have a custodian in Thailand) from the Company's website at www.primamarine.co.th by choose the only one form and submit a request form for attending the E-Meeting via e-Request system as described in this Invitation Letter.

The shareholder may send the proxy form and evidence to Company Secretary and Compliance Department by postal service at Prima Marine Public Company Limited, the 6th Floor Varin Building, No. 80 Soi Bang Na-Trad 30, Debaratna Road, Bang Na Tai Subdistrict, Bang Na District, Bangkok 10260 within 22 April 2024.

The shareholder may send inquiries regarding the agenda items of this meeting in advance to Company Secretary and Compliance Department via email at comsec_pr@primamarine.co.th or by postal service at Prima Marine Public Company Limited, 6th Floor Varin Building, No. 80 Soi Bang Na-Trad 30, Debaratna Road, Bang Na Tai Subdistrict, Bang Na District, Bangkok 10260 or by facsimile at 0-2016-0199, together with an active contact address and telephone number.

Yours faithfully,



e-Request System

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

(Mr. Prompong Chaisrisawatsuk)

Chief Executive Officer

Enclosure 1

Copy of Minutes of the 2023 Annual General Meeting of Shareholders
held on 26 April 2023

-Translation-

Minutes of 2023 Annual General Meeting of Shareholders

Prima Marine Public Company Limited

Date, Time, and Venue

The 2023 Annual General Meeting of Shareholders was convened on Wednesday, 26 April 2023 at 14.00 hours via electronic media (E-Meeting) for only one form in compliance with the Emergency Decree on Electronic Meeting, B.E. 2563 (2020) and related notification. The meeting control room is located at Sri Nakorn Meeting Room 2nd Floor, Varich Building, No.88 Soi Bangna-Trad 30, Debaratna Road, Bangna Tai, Bangna, Bangkok.

The meeting was commenced at 14.00 hours.

Before entering the meeting agenda.

Prima Marine Public Company Limited (the “Company”) by Mr. Thanayut Khumsapsiri, the meeting facilitator (“**Meeting Facilitator**”) inform the meeting that the company shall use Webex Meeting system for the meeting attendance and Inventech Connect system for Voting or e-Voting as the standard system comply with the Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and the Notification of the Ministry of Digital Economy and Society, re: Standards for Maintaining Security of Meetings via Electronic Means, B.E. 2563 (2020) (including amendments). If there is any error during the meeting, the attendee can contact the Company’s officer via 02-931-9135 to support and solve any obstruction.

The meeting started, there were 7 shareholders attending in person, representing 1,648,300 shares, and 328 shareholders attending by proxy, representing 1,617,908,433 shares, totaling 335 shareholders, total representing 1,619,556,733 shares or equivalent to 64.7822% of total number of the Company’s issued shares. The meeting was constituted a quorum according to the law and the Company’s Articles of Association, not less than twenty-five (25) shareholders in persons or by proxies (if any) or not less than one-half (1/2) of the total number of the shareholders and holding not less than one-third (1/3) of the total number of the shares sold shall be present to form a quorum.

The Company’s registered capital and paid-up capital as of the Record Date on 13 March 2023 was 2,500,000,000 Baht divided into 2,500,000,000 shares with a par value of 1 Baht per share.

The Meeting Facilitator introduced directors, executives, auditors, and legal advisor, and explained the meeting about procedure, voting method and vote counting to the meeting for acknowledgement as follows:

Directors in attendance:



- | | |
|---------------------------------|---|
| 1. Mr. Bowon Vongsinudom | Chairman, Independent Director, and Member of the Audit Committee |
| 2. Admiral Nibhon Chagsudulya | Vice Chairman, Chairman of the Nomination, Remuneration and Corporate Governance Committee, and Member of the Risk Management Committee |
| 3. Mr. Chainoi Puankosoom | Independent Director, Chairman of the Audit Committee, and Member of the Nomination, Remuneration and Corporate Governance Committee |
| 4. Mr. Somchai Kuvijitsuwan | Independent Director, Member of the Audit Committee, and Member of the Nomination, Remuneration and Corporate Governance Committee |
| 5. Mr. Suraphon Meesathien | Director and Chairman of the Risk Management Committee |
| 6. Mr. Prompong Chaisrisawatsuk | Director, Member of the Risk Management Committee, Chairman of the Board of Executives, and Chief Executive Officer |
| 7. Ms. Neeracha Panboonhom | Director |
| 8. Mr. Surasak Chaiyen | Director, Member of the Nomination, Remuneration and Corporate Governance Committee, and Member of the Board of Executives |

Therefore, there were 8 directors attending the meeting or equivalent to 100% of the total number of directors, with 7 directors present at the meeting control room and 1 director joining electronically.

Executives in attendance:

- | | |
|------------------------------|---|
| 1. Miss Suthasinee Muenlamay | Vice President of Commercial and Investment |
| 2. Mr. Anantachai Auttama | Ship Management Business Director |
| 3. Mr. Pakasit Kamsang | Ship Technique Director |
| 4. Mr. Viritphol Churaisin | Chief Financial Officer |
| 5. Miss Nipat Eamsirawat | Commercial Director |

Auditors from KPMG Phoomchai Audit Co., Ltd.

- | | |
|---------------------------|---------------------|
| 1. Mr. Thanit Osathalert | Partner and Auditor |
| 2. Ms. Pannin Boonyamanop | Auditor Manager |

Legal Advisors from Warot Advisory Services Co., Ltd.

- | | |
|----------------------------|---------|
| 1. Mr. Warot Wanakarnkovit | Partner |
|----------------------------|---------|

2. Ms. Pinyalak Wachathanapad Lawyer

Details of Meeting Procedure, Voting Method and Vote Counting

1. The Chairman of the meeting shall conduct the meeting by consecutively considering the subjects according to the agenda in the Invitation Letter to the Meeting without switching the meeting agendas.
2. Any shareholder shall have one vote per share for casting their vote at the meeting. A shareholder who had a special conflict of interest in any agenda shall have no right to vote in that agenda. The shareholders cannot split their votes, except as a proxy granted of Proxy Form C, for the Custodian who oversees securities for foreign investors.
3. The company will allow shareholders to vote at each interval for a duration of 1 minute. Shareholders or their proxies may change or amend their votes at any time until the voting period for that interval is closed. If a shareholder or their proxy does not cast any vote or opts to cancel their most recent vote without casting a new one, it will be deemed that they agree with the matter at hand for that interval. Once the voting period for a particular interval is closed, shareholders or their proxies will not be able to change or amend their votes for that interval anymore.
4. In cases where proxies appointed by shareholders have already been instructed to cast votes for each agenda item in proxy forms, such proxies shall not be able to cast votes for each agenda item during the meeting. This is because the company has recorded the votes in the system according to the shareholders' intentions and will tally them when collecting votes for each agenda item. However, proxies may still attend the meeting, ask questions, or express opinions during the meeting.
5. Shareholders or proxies who join the meeting on time for any agenda item will be able to cast votes from that agenda item onwards, without being able to cast votes for agenda items that have already been closed for voting.
6. Vote counting for the ordinary shareholder meeting of 2023 is divided into two categories:
 - 6.1 For Agenda Items 1, 3, 4, 5, and 7, the votes will be counted based on the majority of the shareholders who attended the meeting and cast their votes. The company will only count votes of shareholders who attended the meeting and cast their votes as " Approved" or "Disagreed," excluding "Abstain" votes from the vote count.

The disagreed votes shall be deducted from total votes and the remaining shall be deemed as approved votes in that agenda.

Agenda Item 5 is the agenda for consideration and approval on election of the director in replacement of the director who retires by rotation for the year 2023. The Company has managed the shareholders to consider and approve the election of the individual director.

6.2 The agenda required the resolution with no less than two-thirds of total votes of the attending shareholders consist of Agenda 6.

In this case, the Company shall count total “Approved”, “Disagreed”, and “Abstained”, and “Voided Ballots (if any)” votes of the attending shareholders as a base of vote counting.

The disagreed and abstained votes and voided ballots (if any) shall be deducted from total votes, and the remaining shall be deemed as approved votes in the said agenda.

7. In the case for the proxy, in which the voting has been determined by the shareholder for each agenda in Proxy Form, the said proxy is unable to vote since the Company has already recorded voting in the System according to the shareholder's intention and counted as a vote in each agenda.

8. Total votes and the number of shareholders or proxies in each agenda may not be equal because some shareholders or proxies may login to attend the meeting later or leave the meeting earlier. However, any shareholder or proxy who does not click leave from the meeting room or logout system, such person as the always attendant in the meeting room until finished.

9. The company will collect votes and announce the results for each agenda to the shareholders after closing the voting for such agenda.

10. The company explains the voting process through the Inventech Connect system as follows:

- Shareholders can cast their votes by selecting the agenda item they wish to vote on and then clicking the "Vote" button.
- If they wish to cancel their vote, they can click the "Cancel Vote" button. Shareholders can amend their votes until the voting for that item is closed.
- Once the voting for each agenda item is closed, shareholders can view the results by clicking the "Vote Result" button.
- For shareholders who have delegated proxies to multiple individuals, the system will display the list of proxies for them to cast individual votes by clicking on the "User Account" menu and then the "Switch Account" button. The system will not deduct votes from the meeting's vote count.

11. The practice for shareholders and proxies to ask questions and express opinions is as follows:

11.1 Before voting on each agenda item, the meeting chairperson will allow shareholders or proxies to ask questions or make comments on matters related to that agenda. The Company staff will gather the questions and provide them to the chairman to address in sequence.

11.2 Questions or comments must include the name and surname of the shareholder or proxy, along with their status as the "Shareholder" or "Proxy," before asking questions or making comments each time, to allow the company to accurately record them in the meeting report.

11.3 The company reserves the right to cut off the image and sound of shareholders or proxies who ask questions or make comments that are disrespectful, defamatory to others, illegal, disruptive to the meeting, or cause undue agitation among other meeting participants.

11.4 If the shareholder or proxy has questions or comments beyond the agenda being considered, they should raise them during the last part of the meeting.

11.5 The company explains the procedure for shareholders and proxies to ask questions and express opinions through the Inventech Connect system. Shareholders can select the agenda item they wish to inquire about or comment on and then click the "Ask Question" button. They can ask questions through two channels:

(1) Ask questions through text by typing the question and clicking the "Send Question" button.

(2) Ask questions through image and sound by clicking the "Ask Question through Image and Sound" button, then click "Agree" to confirm the reservation. The company staff will queue up the questions, and when it's their turn, shareholders can click "Join as Panelist" to open the microphone and camera to ask questions.

The Company gave the shareholders a chance to submit questions in advance before the meeting from 27 March to 19 April 2023, but no shareholders sent a question to the Company in advance.

To ensure transparency, accuracy, and compliance with laws and company regulations in the vote counting process, the Company has appointed an independent legal advisor from an external firm. Ms. Pinyalak Wachathanapad, a legal advisor from Worat Advisory Services Co., Ltd., has been appointed to oversee and verify the vote counting process.

The Meeting Facilitator informs the attendees that the company will undertake the collection, usage, and disclosure of personal data, including still images, audio, and video footage of all participants, for the purpose of recording and compiling meeting reports, managing meeting proceedings, and disseminating meeting information through the company's website. This action is by the details provided in the notification of objectives accompanying the invitation letter for the ordinary shareholders' meeting for the year 2023.

To start the meeting.

Mr. Bowon Vongsinudom, the Chairman of the Board, acted as the chairman of the ordinary shareholders' meeting for the year 2022 (the "Chairman"). The Chairman welcomed the shareholders and proxies, and officially commenced the meeting. He also informed the meeting that the Company had provided an opportunity for shareholders to propose agenda items for the 2023 Annual General Meeting of Shareholders in advance, from November 15 to December 31, 2021. However, no shareholder proposed any agenda items for the advance meeting to the company. Therefore, the Chairman proceeded with the meeting according to the agenda as follows:

Agenda Item 1

To consider and adopt the Minutes of the 2022 Annual General Meeting of Shareholders held on 27 April 2022

The Chairman informed the meeting that the Company arranged the 2023 Annual General Meeting of Shareholders on 27 April 2022 and prepared the minutes of meeting which was submitted to the Stock Exchange of Thailand within 14 days from the meeting date and published on the Company's website, the Board of Directors has considered and agreed that the said minutes was correctly and completely recorded without any objection of shareholders. The Company dispatched a copy of the said minutes of the meeting to the shareholders along with the Invitation Letter to the Meeting as appeared in Enclosure 1, therefore, the meeting was proposed to consider and adopt the minutes of the 2022 Annual General Meeting of Shareholders held on 27 April 2022.

The Chairman gave the shareholders and proxies an opportunity to ask questions and express their opinions. No shareholders or proxies asked any questions or expressed any opinions, then the Chairman proposed the meeting to give a resolution. This agenda item must be approved by a majority vote of the shareholders who attend the meeting and cast their vote.

Resolution: The meeting resolved to adopt the minutes of the 2022 Annual General Meeting of Shareholders held on 27 April 2022 with the majority vote of the shareholders who attend the meeting and cast their vote as following result:

Approved	1,619,556,733	votes	representing	100.0000%
Disapproved	0	votes	representing	0.00000%
Abstained	0	votes	-	-

Agenda Item 2

To acknowledge the Company's operating results for the year 2022.

The Chairman assigned Mr. Prompong Chaisrisawatsuk, the Chief Executive Officer, to present the details of the Company's operating results for the year 2022 to the meeting.

Mr. Prompong Chaisrisawatsuk explained to the meeting that the details of the Company's operating result for the year 2022 appeared in 56-1 One Report year 2022 dispatched to all shareholders along with the Invitation Letter to the Meeting in QR Code format. The Company summarized the highlight of the Company's operating results for the year 2022 in a video format to present at the meeting today with a length of approximately 6 minutes as the following summary:

The Company's operations in the year 2022 were considered highly successful in every aspect, including financial performance, revenue stability for continuous income growth, and sustainable development through effective management practices.

In terms of financial performance, the Company was able to expand its operations and revenue generation capabilities, surpassing the targets set for the profitability of its three main business segments. This resulted in significant growth in revenue for the international oil shipping business in the year 2023. Additionally, the year 2023 will be the first year in which all three VLCC vessels will be in service, contributing to full-year revenue for each vessel.

Year 2023, the Company able to extend the international trading by the increase of 3 VLCC vessels for Thairoil PCL., with a long-term agreement for 10 years.

The Offshore Support business provides 13 crew boats to support exploration and oil production activities for PTT Exploration and Production Public Company Limited (PTTEP), under long-term contracts of 3 to 5 years. Additionally, they can provide accommodation work barges (AWB) vessels, with one additional vessel, the total number of AWB vessels is 2. This expansion resulted increase of 122% of the Offshore Support's revenue in the year 2023.

For the domestic oil and petrochemical transportation business, the impact of travel restrictions imposed by several countries due to the COVID-19 since 2020, but this business experienced significant improvement in operations in the year 2022. This was due to the continuous increase in demand for refined oil and petrochemical products after the COVID-19 situation eased. Additionally, the Company expanded its fleet of petrochemical vessels following the acquisition of the business of True Marine Time Co., Ltd. in 2021. Consequently, the revenue of this business has shown continuous growth.

For FSU business, the Company has implemented strategies to align with industry conditions by the resizing aging fleets to dry dock schedules and planning the utilization of each vessel appropriately based on market conditions and customer demand. As a result, by the end of 2022, the utilization rate of

FSU vessels reached 100% for every vessel. This led to a significant increase in the revenue of the FSU business in 2022, with a growth rate of 13.5% compared to 2021.

In 2022, the Company able to sell old vessels that reached the end of their service life during a favourable period in the second-hand vessel market. This enabled them to generate an additional profit of 711 million Baht from the vessel sales. Consequently, the Company's total revenue amounted to 7,715 million Baht, representing an increase of over 31%. Moreover, the net profit reached a historical high of 2,327 million Baht, marking an increase of over 52%. This translates to earnings per share of 89 satangs per share.

At the end of 2022, the Company had total assets of Baht 20,575 million, total liabilities of Baht 9,763 million, and shareholders' equity of Baht 10,812 million as the result in the Company's Debt to Equity Ratio at 0.53 times.

For sustainable development management, the company continues to prioritize operating with integrity, transparency, and accountability at all levels to foster sustainable development. Their achievements include:

- Scores of Corporate Governance Rating 5 Star or "Excellent" level.
- Continuous certification under ISO9001:2015 standards for consistently providing quality services with globally recognized standards.
- The first renewal certificate of the Private Sector Collective Action against Corruption (CAC).
- Membership in the Thai Carbon Management Network under the Thailand Greenhouse Gas Management Organization or TCNN, initiated under the Carbon Neutral Network of Thailand by the TGO.

The Company is confident that with a strong business structure, ethical management practices, sustainable development focus, and dedicated commitment from the board of directors, management, and all staff, coupled with support from shareholders and stakeholders at all levels, the company will sustainably grow, maintain stability, and achieve the vision of becoming a leading organization in the maritime transportation industry and supporting exploration and production of petroleum in the seas comprehensively in the Asia-Pacific region.

In addition, Mr. Prompong Chaisrisawatsuk, the Chief Executive Officer, also stated to reiterate to the Meeting about anti-corruption that the Company considerably realizes and emphasizes on the said issue. For the year 2022, the Company received the first renewal certification as a member of the Private Sector Collective Action against Corruption (CAC), also to prescribe the rules for the directors, executives, and

staffs in all levels of the Company and its subsidiaries to observe in not supporting the businesses, group of persons or persons who are involved in wrongful exploitation either directly or indirectly.

Therefore, Mr. Prompong Chaisrisawatsuk proposed the meeting to acknowledge the Company's operating results for the year 2022.

The Chairman gave the shareholders and proxies an opportunity to ask questions and express their opinions. No shareholders or proxies asked any questions or expressed any opinions, then the Chairman proposed the meeting to acknowledge the Company's operating results for the year 2022 as presented, and this agenda was for acknowledgment, then the voting is not required.

Resolution: The Meeting acknowledged the Company's operating results for the year 2022.

Agenda Item 3

To consider and approve the Company's Financial Statements for the year ended 31 December 2023

The Chairman explained to the meeting that the Company's financial statements were shown in the 2022 56-1 One Report form since page 191 – 277 that dispatched to all shareholders along with the Invitation Letter to the Meeting in QR Code format, and the Company summarized the highlight of the Company's financial statements ended 31 December 2022 in a video format presented to shareholders and proxies in Agenda 2 as following summary:

List of Items	Statement of Financial Position as of 31 December 2022	Statement of Financial Position as of 31 December 2021
Total asset	20,575.28	17,348.97
Total liabilities	9,763.20	8,238.95
Total equity	10,812.09	9,110.02
Total liabilities and equity	20,575.28	17,348.97
List of Items	Statement of Comprehensive Income for the year ended 31 December 2022	Statement of Comprehensive Income for the year ended 31 December 2021
Total revenues	7,715.40	5,879.98
Net profit	2,327.01	1,526.54
Comprehensive profit	2,421.09	1,779.67
Profit per share (Baht/share)	0.89	0.56

These financial statements were audited by the auditors of KPMG Phoomchai Audit Ltd., who gave the conclusion opinion that the Company's financial statements correctly showed the financial position and operating results in main points according to the Financial Reporting Standards, and the Audit Committee and the Board of Directors also approved the Company's financial statements, then proposed to the meeting to consider and approve the Company's financial statements for the year ended 31 December 2022.

The Chairman gave the shareholders and proxies an opportunity to ask questions and express their opinions. No shareholders or proxies asked any questions or expressed any opinions, then the Chairman proposed the meeting to give a resolution. This agenda item must be approved by a majority vote of the shareholders who attend the meeting and cast their vote.

Resolution: The meeting resolved to approve the Company's financial statements for the year ended 31 December 2022 with the majority vote of the shareholders who attend the meeting and cast their vote as following result:

Approved	1,618,968,033	votes	representing	99.9636%
Disapproved	588,700	votes	representing	0.0363%
Abstained	0	votes	-	-

Agenda Item 4

To consider and approve the allocation of net profit and dividend payment for the year 2022.

The Chairman assign to Meeting Facilitator to report the allocation of net profit and dividend payment for the year 2022's details in the meeting.

The Meeting Facilitator explained to the meeting that according to the laws and the Company's Articles of Association required the dividend must be paid from profit, and if the Company still has accumulated losses, it is not allowed to pay dividend payment. The dividend payment must be approved by the shareholders' meeting. And stipulated that the Company to allocate a portion of its annual net profit to be a capital reserve for not less than 5% of the annual net profit deducted of accumulated loss brought forward (if any) until this capital reserve reaches 10% of the registered capital.

In addition, the Company has a policy to pay dividends to shareholders at a rate of not less than 30% of net profit from the separate financial statements after tax deduction and all types of capital reserves as specified in the laws and the Company's Articles of Association. However, the dividend payment may be subject to change depending on the necessity and other suitability as deemed appropriate by the Board of Directors.

The year 2022, the Company has a net profit from the operating results in the separate financial statements of 1,108,989,918 Baht as the annual dividend at the rate of 0.34 Baht per share, totaling approximately 850,000,000 Baht or 76.65% of net profit based on the separate financial statements following with the Company's dividend payment policy, which the interim dividend were paid on 9 December 2022 at 0.09 Baht per share totalling approximately 225,000,000 Baht.

Therefore, the remaining dividend from the year 2022 operating results will be paid to the shareholders at the rate of 0.25 Baht per share which is paid from net profit in the part of NON-BOI, totalling approximately 625,000,000 Baht.

In addition, the Company does not have to allocate the net profit for the year 2022 as legal reserve since the Company has fully appropriated legal reserve.

The Record Date for specifying the list of shareholders who are entitled to receive the dividend shall be on Monday, 8th May 2023 and the date of the dividend payment will be on Friday, 26th May 2023.

The Chairman gave the shareholders and proxies an opportunity to ask questions and express their opinions. No shareholders or proxies asked any questions or expressed any opinions, then the Chairman proposed the meeting to give a resolution. This agenda item must be approved by a majority vote of the shareholders who attend the meeting and cast their vote.

Resolution: The meeting resolved approve the allocation of net profit and dividend payment for the year 2022 with the majority vote of the shareholders who attend the meeting and cast their vote as the following result:

Approved	1,619,556,733	votes	representing	100.0000%
Disapproved	0	votes	representing	0.00000%
Abstained	0	votes	-	-

Agenda Item 5

To consider and approve the appointment of directors to replace those who will retire by rotation in 2023.

The Chairman assign to Mr. Somchai Kuvijitsuwan, the member of the Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee to report this agenda.

Mr. Somchai Kuvijitsuwan explained to the meeting that according to the laws and the Company's Articles of Association has stipulated that in each annual general meeting of shareholders, one-third (1/3) of directors or the nearest number to the one-third (1/3).

in the 2023 Annual General Meeting of Shareholders, there are 3 directors who must retire by rotation, namely 1) Mr. Bowon Vongsinudom - Independent Director 2) Mr. Chainoi Puankosoom - Independent Director and 3) Mr. Prompong Chaisrisawatsuk – Director.

The Nomination, Remuneration, Corporate Governance Committee and Sustainable Development Committee has considered to nominate and select the appropriate person for election as a director in replacement of those who retire by rotation. The Committee has considered the ratio, diversity and structure of the Board members, including their knowledge, abilities, experience, and specific expertise in pursuance to the Company's business strategy as well as dedication their time to fully performing their role on the Board, together with the appropriate qualifications and do not possess disqualifying characteristics as specified by laws and principles of good corporate governance of listed companies.

All three nominees meet every requirement stipulated in the Public Limited Companies Act, B.E.2535 and relevant regulations of the Capital Market Supervisory Board. In addition, the Board has agreed that the person nominated as independent director, namely Mr. Bowon Vongsinudom and Mr. Chainoi Puankosoom, are capable of expressing their opinions independently and meets all the qualifications stipulated in the relevant regulations, and individual holds the Company's Independent Director office not more than 9 years consecutive from the first appointment date (include this proposed re-appointment).

Details of each nominee are provided in Enclosure 3 Profiles which has been sent to the shareholders along with the Invitation Letter.

the Board of Directors, therefore agreed to propose to the meeting to consider and re-elect those 3 directors who retire by rotation to be the Company's directors for another term, namely:

1. Mr. Bowon Vongsinudom Independent Director
2. Mr. Chainoi Puankosoom Independent Director
3. Mr. Prompong Chaisrisawatsuk Director.

Mr. Somchai Kuvijitsuwan gave the shareholders and proxies an opportunity to ask questions and express their opinions. No shareholders or proxies asked any questions or expressed any opinions, then the Chairman proposed the meeting to give a resolution. This agenda item must be approved by a majority vote of the shareholders who attend the meeting and cast their vote.

In order to the best practices, the three directors volunteer leave from the meeting room in this agenda. They will return to the meeting room once this agenda is completed.

5.1 Resolution: The meeting resolved to approve the re-election Mr. Bowon Vongsinudom to hold the Company's Independent Director for another term with the majority vote of the shareholders who attend the meeting and cast their vote as follows:

Approved	1,617,053,531	votes	representing	99.8454%
Disapproved	2,503,202	votes	representing	0.1545
Abstained	0	votes	-	-

5.2 Resolution: The meeting resolved to approve the re-election Mr. Chainoi Puankosoom to hold the Company's Independent Director for another term with the majority vote of the shareholders who attend the meeting and cast their vote as follows:

Approved	1,614,562,433	votes	representing	99.6916%
Disapproved	4,994,300	votes	representing	0.3083
Abstained	0	votes	-	-

5.3 Resolution: The meeting resolved to approve the re-election Mr. Prompong Chaisrisawatsuk to hold the Company's Director for another term with the majority vote of the shareholders who attend the meeting and cast their vote as follows:

Approved	1,617,715,233	votes	representing	99.8862%
Disapproved	1,841,500	votes	representing	0.1137
Abstained	0	votes	-	-

Before proceeding to the next agenda, the Chairman invites 3 directors who voluntarily leave the meeting room during consideration on this agenda back to the meeting room.

Agenda Item 6

To consider and approve the remuneration of the Board of Directors and subcommittee for the year 2023.

The Chairman assigned Mr. Somchai Kuvijitsuwan, the member of the Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee to present the details of the remuneration of the Board of Directors and sub-committee for the year 2023 to the meeting.

Mr. Somchai Kuvijitsuwan explained to the meeting that according to the Company's Articles of Association required the Company's directors shall be entitled to receive remunerations from the Company in the form of reward, meeting allowance, gratuity, bonus, or other benefits which the

shareholders' meeting shall consider and resolve with the votes of not less than two-thirds (2/3) of shareholders who attend the meeting.

With the screening by the Nomination, Remuneration Corporate Governance and Sustainable Development Committee, the Board of Directors has considered and determined the remuneration of directors to be in line with the number of Directors, the Company's operating performance, the size of the business, duties, and responsibilities and the performance of each director, such remuneration shall be in the level that is appropriate and equivalent to leading listed companies on Stock Exchange of Thailand and in the same industry group, therefore, the Board of Directors agreed to propose the meeting to consider and approve the remuneration of the Board of Directors and sub-committees for the year 2023 in the amount not exceeding 30 million Baht, consisting of monthly remuneration, meeting allowance, annual compensation (bonus), and other benefits, i.e. life and health insurance of directors. The policy and rate of the monthly remuneration and meeting allowance are as follows:

Position	Year 2023	
	Monthly Remuneration (Baht/Month)	Meeting Allowance (Baht/Time)
Board of Directors		
Chairman	64,000	35,000
Director	34,000	29,000
Audit Committee / Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee / Risk Management Committee / Board of Executives / Other committees that may be appointed in the future by the Board as seen fit and necessary		
Chairman	-	35,000
Director	-	29,000

The Board of Directors is authorized to determine the necessary conditions, set out the details and payout ratio of annual compensation (bonus) and other benefits as appropriate.

In 2022, the Company paid the remuneration for the Board of Directors and its sub-committees in the amount of 19,852,000 Baht which does not exceeding the budget approved by the 2022 Annual General Meeting of Shareholders. The details of remuneration paid in the past year are as follows:

List of Item	2022	2021
Budget (Million Baht)	30,000,000	30,000,000
Actual (Million Baht)	19,852,000	17,123,000
Portion of budget used (%)	66.17	57.08

The Chairman gave the shareholders and proxies an opportunity to ask questions and express their opinions. No shareholders or proxies asked any questions or expressed any opinions, then the Chairman proposed the meeting to give a resolution. This agenda item must be approved by the votes of no less than two-thirds of the shareholders who attend the meeting.

Resolution: The meeting resolved to approve the determination of remuneration of the Board of Directors and sub-committees for the year 2023, with the amount not exceeding 30 Million Baht, consisting of monthly remuneration, meeting allowance, annual compensation (bonus), and other benefits, i.e. life and health insurance of directors as details proposed by the Board of Directors, with the votes of no less than two-thirds of the shareholders who attend the meeting as following result:

Approved	1,618,556,831	votes	representing	99.9382%
Disapproved	999,902	votes	representing	0.0617%
Abstained	0	votes	representing	0.0000

Agenda Item 7

To consider and approve the appointment of auditors and fix audit fee for the year 2023.

According to Section 120 of the Public Limited Companies Act, B.E.2535 (as amended) and Article 36 of the Company's Articles of Association, the annual general meeting of shareholders shall appoint an auditor and determine the audit's remuneration of the company every year. The former auditor may be re-appointed. In addition, the Notification of Capital Market Supervisory Board TorJor. 44/2556 Re: Rules, Conditions and Procedures for Disclosure regarding Financial and Non-financial Information of Securities Issuers (as amended), requiring the listed companies to arrange for rotation of the auditor. In the event of auditors has reviewed or audited and expressed an opinion on the Company's financial statements for the past 7 fiscal years, whether consecutive or not. The Company will appoint such auditor as the Company's auditor after the period at least 5 consecutive fiscal years.

Mr. Chainoi Puankosoom, the chairman of the Audit Committee, to present the details of the appointment of auditors and fix audit fee for the year 2023 to the meeting that the Board of Directors, through reviewing by the Audit Committee, has considered based on his/her independence, knowledge and skills, experience in the audit of vessel business, and considered the remuneration of the auditor to suit his/her duties and responsibilities, therefore, the Board of Directors agreed to propose the shareholders' meeting to consider and approve the appointment of auditor from KPMG Phoomchai Audit Ltd., ("KPMG"), the leading firm for providing accounting audit services globally and has a distinguished track record as the Company's auditor for the year 2023.



The auditors of KPMG were approved by the Office of the Securities and Exchange Commission and have independent, expertise, and experience in the Company's financial statements audit, which has performed their duties effectively in the past year. Moreover, the audit fees are reasonable. The proposed auditors are as follows:

- | | | |
|----|-------------------------------|---|
| 1. | Mr. Thanit Osathalert | the Certified Public Accountant No. 5155, who certified and signed on the Company's financial statements for 5 years. |
| 2. | Ms. Marisa Tharathornbunpakul | the Certified Public Accountant No. 5752, who has not certified and signed the Company's financial statements. |
| 3. | Ms. Pornthip Rimdusit | the Certified Public Accountant No. 5565, who has not certified and signed the Company's financial statements. |

Any of the above auditors can conduct to review or audit and express an opinion on the Company's financial statements.

Each auditor's profile is shown in Enclosure 4, which was dispatched to all shareholders along with the Invitation Letter to the Meeting.

Furthermore, the Board of Directors proposed the meeting to consider and approve the remuneration of auditors for the year 2023 in the amount of 2,300,000 Baht, as an equal the previous year. The audit fee excludes audit fees for its subsidiaries, non-audit fees, and other necessary expense.

KPMG and the proposed auditors have neither relationship with nor interests in the Company, its subsidiaries, executives, major shareholders, or related parties of such persons, therefore, they are independent to audit and express opinions on the Company's financial statements, and KPMG is also the same auditor as most of its subsidiaries/associates.

The Chairman gave the shareholders and proxies an opportunity to ask questions and express their opinions. No shareholders or proxies asked any questions or expressed any opinions, then the Chairman proposed the meeting to give a resolution. This agenda item must be approved by a majority vote of the shareholders who attend the meeting and cast their vote.

Resolution: The meeting resolved to approve the appointment the auditors for the 6 fiscal years (2018 – 2023) and the audit fee for the year 2023 in the amount of 2,300,000 Baht as purposed with the majority vote of the shareholders who attend the meeting and cast their vote as the voting result shown below:

Approved	1,614,790,933	votes	representing	99.7057%
Disapproved	4,765,800	votes	representing	0.2942
Abstained	-	votes	-	-

Agenda Item 8

To consider other matters (if any)

The Chairman gave an opportunity to shareholders or proxies to propose other matters to the meeting for consideration. In this regard, one or more shareholders holding the aggregate number of shares of not less than one-third of total sold shares can propose the meeting to consider other matters apart from those specified in the Invitation Letter to the Meeting.

The Chairman gave the shareholders and proxies an opportunity to ask questions and express their opinions.

Mr. Prasit Suesattayasin – the shareholder attending in person:

Regarding CAPEX, what is the budget for expanding the company's fleet of ships for the year 2023-2024? Are there any plans to expand the fleet into the Company's existing business? Or are there any additional growth plans for the company?

Chairman:

For the year 2023, the Company had plans to expand and reduce the number of vessels. It will depend on which business performs well; if any business lags behind, the Company may reduce the number of vessels allocated to the particular business and assign the CEO for the answering question.

Mr. Prompong Chaisrisawatsuk:

For the years 2023-2024, the Company has plans to expand its operations in the offshore support business for oil exploration and production in the Gulf of Thailand. Currently, the Company has ordered an additional 2 medium-speed crew boats, and in the future, there will be further orders for similar or closely related vessels to expand this business. In the trading business, almost every vessel of the Company currently operates under medium to long-term contracts. The Company is committed to further expanding this business, focusing on the transportation of petrochemicals. Beyond the current business scope, the Company has also studied new ventures and plans to invest in logistics unrelated to the transportation of petroleum products.

When no shareholders or proxies additionally asked any questions or expressed any opinions, the Chairman state to thank you to all shareholders and proxies for their time devotion in attendance of 2023 Annual General Meeting of Shareholders and stated to close the meeting.

The meeting was adjourned at 15.22 hrs.

-Signed-

(Mr. Bowon Vongsinudom)

Chairman of the Meeting

-Signed-


(Ms. Udomrat Sitthikorn)

Secretary and Recorder of the Meeting

Enclosure 3

Profiles of the nominated candidates for election as directors in replacement of those to be retired by rotation

Profiles of the nominated candidates for election as directors in replacement of those to be retired by rotation

Name	: Admiral Nibhon Chagsudulya	
Nationality	: Thai	
Age	: 72 Years old	
Type of the director to be appointed	: Director	
Shareholding	: Own Share: 500,000 shares (0. 0.020 % of total issued shares)	
	Related Person*: None	
	Remarks: * Relationship Persons means (1) spouse or cohabiting couple, (2) minor child, and (3) juristic person wherein directors, executives and the persons in (1) and (2) hold shares at an aggregate amount exceeding thirty percent of the total voting shares of such juristic person and such aggregate shareholding is the largest proportion thereof.	
Educations	: Bachelor of Sciences (Royal Thai Navy), Royal Thai Naval Academy	
IOD/others	: Director Leadership Certification Program – (DLCP), Class 6/2022	
	Corporate Governance for Executive (CGE), Class 12/2561	
	Director Certification Program (DCP), Class 104/2551	
First appointment as director	: January 22, 2016	
Being a director of the Company	: 8 years old since the first appointment	
Position	: Vice Chairman (Authorized Director) / Chairman of the Nomination and Remuneration Committee / Member of the Risk Management Committee	
Work experience and director/executive positions in other organizations		
<u>Other listed companies in the Stock Exchange of Thailand:</u> -None-		
<u>Other organizations:</u> 1 organization		
2006 – Present	Chairman TMN Company Limited	
<u>Last 5 Years Working Experiences:</u> -None-		
Specialist / Skill: Knowledge of company business, management, risk management.		
Other business that may cause a conflict of the interest or business competitive to the Company: None		
Criminal record in the past 10 years: None		
Family Relationship among Directors and Executives: None		
Meeting attendance in 2023		
The Annual General Meeting: 1/1 times	The Nomination and Remuneration Committee Meeting: 6/6 times	
Board of Directors Meeting: 12/12 times	The Risk Management Committee Meeting: 5/5 times	

Profiles of the nominated candidates for election as directors in replacement of those to be retired by rotation



Name	:	Mr. Somchai Kuvijitsuwan
Nationality	:	Thai
Age	:	73 years old
Type of the director to be appointed	:	Independent Director
Shareholding	:	Owned share: -None- (0.060% of total issued shares) Relationship Persons*: Spouse holds 800,000 shares (0.032% of total issued shares) Remarks: * Relationship Persons means (1) spouse or cohabiting couple, (2) minor child, and (3) juristic person wherein directors, executives and the persons in (1) and (2) hold shares at an aggregate amount exceeding thirty percent of the total voting shares of such juristic person and such aggregate shareholding is the largest proportion thereof.
Educations	:	Master of Public Administration Program in Public Administration, National Institute of Development Administration (NIDA) Thai Barrister-at-law, Class 27, Institute of Legal Education of The Thai Bar Bachelor of Laws in Laws Program, Ramkhamhaeng University, Class 1
IOD or others	:	The Role of Chairman Program (RCP), Class 28/2012 Training for the Role of the Nomination and Governance Committee, 2012 Director Certification Program (DCP), Class 76/2006 Director Accreditation Program (DAP), Class 56/2006 Understanding the Fundamental of Financial Statement (UFS), Class 3/2006 Director Leadership Certification Program (DLCP), Class 11/2023 Senior Executive in Energy Science Program (TEA 2), Thailand Energy Academy Senior Executive Course (CMA 9), The Capital Market Academy Provincial Chief Public Prosecutor Course, Class 9/1987
First appointment as director	:	January 22, 2016
Being a director of the Company	:	8 years old since the first appointment
Position	:	Independent Director / Member of the Audit Committee / Chairman of Corporate Governance and Sustainable Development Committee

Work experience and director/executive positions in other organizationsOther listed companies in the Stock Exchange of Thailand: 4 organizations

2023 - Present	Independent Director / Member of the Audit Committee Krungthai Card Public Company Limited
2023 – Present	Independent Director / Member of the Audit Committee Bangchak Sriracha Public Company Limited
2020 – Present	Independent Director / Chairman of the Audit Committee Eastern Power Group Public Company Limited
2016 - Present	Independent Director / Member of the Risk Management Committee WP Energy Public Company Limited

Other organizations: 4 organizations

2023 - Present	Member of State Enterprise Governance Committee
2023 – Present	Advisory Committee to the Minister of Finance
2017 – Present	Advisor to the President, Mahamakut University
2016 - Present	Qualified Members of the Central Property Appraisal Budget Committee (CPABC) of the Sangha Supreme Council

Last 5 Years Working Experiences

2016 - 2018	Independent Director / Chairman of the Audit Committee Eastern Power Group Public Company Limited
2016 - 2018	Chairman AQ Estate Public Company Limited
2015 - 2018	Independent Director / Chairman of the Audit Committee Thonburi Healthcare Hospital Public Company Limited
2015 - 2018	Advisor KT Zmico Public Company Limited
2011 - 2018	Independent Director / Chairman of the Audit Committee PTT Global Chemical Public Company Limited
2016 - 2018	Independent Director / Chairman of the Audit Committee Eastern Power Group Public Company Limited

Specialist / Skill: Knowledge of company business, legal, management, and social environmental and safety development.

Other business that may cause a conflict of the interest or business competitive to the Company: None

Criminal record in the past 10 years: None

Family Relationship among Directors and Executives: None

Additional requirements as an independent director

Any conflict of interests with the Company, parent company, subsidiaries, affiliates or any legal entities at the present or in the past two years

1. Being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee	-No-
2. Being a professional service provider (i.e., auditor, lawyer)	-No-
3. Having the significant business relations that may affect the ability to perform independently	-None-

Remarks: Definition and qualifications of independent directors are shown in the end of this document.

Meeting attendance in 2023

The Annual General Meeting: 1/1 times	The Nomination and Remuneration Committee Meeting [*] : 4/6 times
Board of Directors Meeting: 12/12 times	The Corporate Governance and Sustainable Development Committee Meeting ^{**} : 2/2 times
The Audit Committee Meeting: 5/5 times	The Independent Director meeting: 2/2 times

Remarks

* On July 20, 2023, the Board of Directors resolved to appoint the Nomination and Remuneration Committee (former named as the Nomination Remuneration Corporate Governance and Sustainable Development Committee), he was the member of Nomination and Remuneration Committee, and attended the meeting 4 times. Furthermore, on July 20, 2023, he was appointed as the chairman of the Corporate Governance and Sustainable Development Committee.

**On July 20, 2023, the Board of Directors resolved to appoint the Corporate Governance and Sustainable Development Committee.

The Definition of Independent Director

The Company's independent directors shall have all the qualifications stipulated by the Notification of the Capital Market Supervisory Board, the Stock Exchange of Thailand and other relevant notifications, with details as follow:

1. Holding no more than 1% of total voting shares of the Company, parent company, subsidiaries, associated companies, major shareholder or controlling persons of the Company, including shares held by the connected persons of such independent director;
2. Not being or having been an executive director, employee, staff, advisor earning regular monthly salary or the controlling person of the Company, its parent company, subsidiary, associate company, same-level subsidiary, major shareholder or controlling person, unless the foregoing status has ended for at least two years prior to the date of appointment as independent director. In this regard, such prohibited characteristics shall exclude the case where an independent director used to be a government official or advisor of a governmental agency, which is a major shareholder or the controlling person of the Company;
3. Not being a person who is related by blood or legal registration as father, mother, spouse, sibling and child, including spouse of child, other directors, executives, major shareholders, controlling person or person to be nominated as director, executive or controlling person of the Company or its subsidiary;
4. Not having or having had a business relationship with the Company, its parent company, subsidiary, associate company, major shareholder or controlling person in a manner that may interfere with independent discretion, which includes not being or having been a significant shareholder or the controlling person of any person having a business relationship with the Company, its parent company, subsidiary, associate company, major shareholder or controlling person, unless such foregoing relationships have ended for at least two years prior to the date of appointment as independent director;

The business relationship under Paragraph 1 shall include normal business transactions, rental or lease of real estate, transactions related to assets or services or granting or receipt of financial assistance through receiving or extending loan, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or the counterparty being subject to indebtedness payable to the other party in an amount starting from three percent of the net tangible assets of the applicant or from twenty million baht or more, whichever amount is lower. In this regard, the calculation of such indebtedness shall be in accordance with the method for calculating the value of related party transactions under the Notification of the Capital Market Supervisory Board Re: Rules on Execution of Related Party Transactions, *mutatis mutandis*. In any case, the consideration of such indebtedness shall include the indebtedness incurred during the period of one year to the date of establishing the business relationship with the related person;

5. Not being or having been an auditor of the Company, its parent company, subsidiary, associate company, majority shareholder, or controlling person, and not being a significant shareholder, controlling person, or partner of the audit firm which employs the auditor of the Company, its parent company, subsidiary, associate company, majority

shareholder, or controlling person, unless the foregoing relationship has ended for not less than two years prior to the date of appointment as independent director;

6. Not being or having been a provider of professional services, which includes serving as a legal advisor or financial advisor being paid with a service fee of more than two million baht per year by the Company, its parent company, subsidiary, associated company, majority shareholder, or controlling person, and not being a significant shareholder, controlling person, or partner of such provider of professional services, unless the foregoing relationship has ended for not less than two years prior to the date of appointment as independent director;
7. Not being a director who is appointed as the representative of directors of the Company, major shareholder, or shareholder who is a connected person of a majority shareholder;
8. Not undertaking any business of the same nature and in significant competition with the business of the Company or its subsidiary, or not being a significant partner in a partnership, or an executive director, employee, staff, advisor earning regular monthly salary, or holding more than one percent of the voting shares of another company that undertakes a business of the same nature and in significant competition with the business of the applicant or its subsidiary;
9. Not having any other characteristics that cause the inability to express independent opinions on the business operation of the Company.

After being appointed as an independent director with the characteristics in accordance with item 1 to 9, the independent director may be assigned by the board of directors to make a decision on the business operation of the Company, its parent company, subsidiary, associate company, same-level subsidiary, major shareholder or controlling person in the form of collective decision.

In the case where the person appointed by the Company as an independent director has or used to have a business relationship or provision of professional services at a value exceeding the specified amount under item 4 or 6 of Paragraph 1, the Company shall be granted an exemption from such prohibition of having or having had a business relationship or provision of professional services at such excessive value, provided that the Company has obtained an opinion of the board of directors indicating that after a consideration in accordance with the principle in Section 89/7, the appointment of such person does not affect the performance of duties and the giving of independent opinions, and that the following information has also been disclosed in the notice calling the shareholders' meeting under the agenda for the appointment of independent directors:

- (a) the nature of the business relationship or professional services that deems such person to have characteristics not in compliance with the specified regulations;
- (b) the reason and necessity for keeping or appointing such person as an independent director;
- (c) the opinion of the board of directors of the Company concerning the proposal to appoint such person as an independent director.

Enclosure 4

Profiles of the auditors for the year 2024

Profiles of the auditors for the year 2024

Name	:	Ms. Marisa Tharathornbunpakul	
Certified Public Accountant No.	:	5752	
Audit Firm	:	KPMG Phoomchai Audit Co., Ltd.	
Position	:	Partner, Auditor	
Education	:	Master of Business Administration, Thammasat University Bachelor of Accounting, Assumption University	
Qualifications	:	Qualified Public Accountant of the Federation of Accounting Professions of Thailand Auditor of the Office of the Securities and Exchange Commission (SEC)	

Years to certify the Company's financial statements : 1 year (2023)

Working experiences:

- Has worked at KPMG Phoomchai Audit Co., Ltd. more than 25 years, having responsibilities as follows:
 - Providing audit services to international and domestic companies under the Thai Financial Reporting Standards (TFRS) and the International Financial Reporting Standards (IFRS), covering a broad range of sectors, including telecommunications, technology and software, transportation manufacturing, communication and advertisement, sales and service online, energy and other services.
 - Working with various listed companies, as well as listed companies on the Stock Exchange of Thailand.

Other interests, besides of audit service to the Company, its subsidiaries, executives, major shareholder, related parties of such person, or any legal entities that are in conflict, may affect the ability of the external auditors to perform independently: -None-

Profiles of the auditors for the year 2024

Name	:	Ms. Nawarat Nitikeatipong	
Certified Public Accountant No.	:	7789	
Audit Firm	:	KPMG Phoomchai Audit Co., Ltd.	
Position	:	Partner, Auditor	
Education	:	Master of Business Administration, National Institute of Development Administration Bachelor of Accounting, Chulalongkorn University	
Qualifications	:	Certified Public Accountant of the Federation of Accounting Professions of Thailand Auditor of the Office of the Securities and Exchange Commission (SEC)	

Years to certify the Company's financial statements : -

Working experiences:

- Has worked at KPMG Phoomchai Audit Co., Ltd. more than 20 years, having responsibilities as follows:
 - Providing audit services to international and domestic companies under the Thai Financial Reporting Standards (TFRS) and the International Financial Reporting Standards (IFRS), covering a broad range of sectors, including transportation, automotive, real estate, hotels, hospitals and other service businesses.
 - Collaborate with computer system auditors with the responsible for reviewing quarterly financial statements and auditing annual financial statements, evaluate business risk assessment, and audit planning and summarize audit results.
 - Specialize in compliance, rules, laws and regulations related to audit services, as well as attending regular discussions and training sessions to develop knowledge and abilities.

Other interests, besides of audit service to the Company, its subsidiaries, executives, major shareholder, related parties of such person, or any legal entities that are in conflict, may affect the ability of the external auditors to perform independently: -None-

Profiles of the auditors for the year 2024

Name : Mr. Piyanat Singkhorn

Certified Public Accountant No. : 11641

Audit Firm : KPMG Phoomchai Audit Co., Ltd.

Position : Executive director, Auditor

Education : Bachelor of Accounting, Kasetsart University

Qualifications : Certified Public Accountant of the Federation of Accounting
Professions of Thailand

Auditor of the Office of the Securities and Exchange Commission
(SEC)



Years to certify the Company's
financial statements : -

Working experiences:

- Has worked at KPMG Phoomchai Audit Co., Ltd. more than 17 years, having responsibilities as follows:
 - Providing audit services to international and domestic companies under the Thai Financial Reporting Standards (TFRS) and the International Financial Reporting Standards (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.

Other interests, besides of audit service to the Company, its subsidiaries, executives, major shareholder, related parties of such person, or any legal entities that are in conflict, may affect the ability of the external auditors to perform independently:

-None-

Enclosure 5

Table Comparing the Current Articles of Association (AOA) with the
Proposed AOA Amendment

Table Comparing the Current Articles of Association (AOA) with the Proposed AOA Amendment

Current Provision	Proposed Amendment
<p>Article 25. The Chairman or his/her designated person shall send a notice of the Board of Directors' meeting to all Directors at least seven (7) days prior to the Board of Directors' meeting, except in an emergency as to preserve the rights and benefits of the Company when the meeting may be called by other methods and the meeting date may be fixed sooner than the period of time specified above.</p> <p>If the meeting is an electronic meeting, the Chairman of the Board of Directors or his or her designee may send the notice and supporting documents for the Board of Directors meetings via electronic mail. In this regard, the person who is in charge with the arrangement for the meeting must keep a copy of such notice and related documents as evidence, which may be kept in electronic data format.</p>	<p>Article 25. The Chairman or his/her designated person shall send a notice of the Board of Directors' meeting to all Directors at least <u>three (3) days</u> prior to the Board of Directors' meeting, except in an emergency as to preserve the rights and benefits of the Company when the meeting may be called by other methods and the meeting date may be fixed sooner than the period of time specified above.</p> <p><u>When there is reasonable cause or in order to preserve the rights or benefits of the Company, at least two (2) directors may jointly request that the Chairman summons the Board of directors' meeting, whereby the agenda and reason(s) therefor that will be proposed for consideration must be specified. In such a case, the Chairman or his/her designated person shall summon and fix the date of the meeting within fourteen (14) days as of the date of receipt of the request.</u></p> <p><u>In the case where the Chairman or his/ her designated person does not proceed with the summoning and fixing the date of the meeting in accordance with the second paragraph above, the requesting directors may jointly summon and fix the date of the Board of directors' meeting to consider the proposed agendas within fourteen (14) days of the end of such period mentioned in the second paragraph.</u></p> <p>If the meeting is an electronic meeting, the Chairman of the Board of Directors or his or her designee may send the notice and supporting documents for the Board of Directors meetings via electronic mail. In this regard, the person who is in charge with the</p>

Current Provision	Proposed Amendment
	arrangement for the meeting must keep a copy of such notice and related documents as evidence, which may be kept in electronic data format
<p>Article 29. The Board of Directors shall meet at least three (3) months at the province of the Company's headquarters is located, or in neighboring provinces, or at any other place, with a date, time and place as determined by the Chairman.</p>	<p>Article 29. The Board of Directors shall meet at least <u>(1) every three months</u> at the province of the Company's headquarters is located, or in neighboring provinces, or at any other place, with a date, time and place as determined by the Chairman.</p> <p><u>In case the Board of directors' meeting held via electronic medias, it shall be deemed that the headquarters of the Company is the place of the meeting.</u></p>
<p>Articles 31. The Board of Directors shall call the annual general meeting of shareholders within four (4) months from the end of the Company's financial year.</p> <p>Any meeting of shareholders other than the first paragraph shall be called an extraordinary general meeting, and the Board of Directors may call the extraordinary general meeting at any time as it deems appropriate.</p> <p>One or more shareholder(s) holding not less than ten (10) percent of the total issued shares may request in writing to the Board of Directors to hold the extraordinary general meeting of shareholders at any time, but they shall clearly specify reasons for such request in the notice. In such case, the Board of Directors must hold a meeting of shareholders within forty-five (45) days from the date of receipt of the notice.</p> <p>In the case that the Board of Directors does not hold such meeting within the period specified in the third paragraph, the shareholders who have submitted the request or other shareholders holding the aggregate</p>	<p>Articles 31. The Board of Directors shall call the annual general meeting of shareholders within four (4) months from the end of the Company's financial year.</p> <p>Any meeting of shareholders other than the first paragraph shall be called an extraordinary general meeting, and the Board of Directors may call the extraordinary general meeting at any time as it deems appropriate.</p> <p>One or more shareholder(s) holding not less than ten (10) percent of the total issued shares may request in writing to the Board of Directors to hold the extraordinary general meeting of shareholders at any time, but they shall clearly specify reasons for such request in the notice. In such case, the Board of Directors must hold a meeting of shareholders within forty-five (45) days from the date of receipt of the notice.</p> <p>In the case that the Board of Directors does not hold such meeting within the period specified in the third paragraph, the shareholders who have submitted the request or other shareholders holding the aggregate</p>

Current Provision	Proposed Amendment
<p>number of shares as prescribed in this Article may hold the meeting by themselves within forty-five (45) days from the lapse of the period referred in the third paragraph. In this case, it shall be deemed that such shareholder's meeting is the meeting called by the Board of Directors. The Company shall be responsible for all necessary expenses incurring from the holding of the meeting and reasonable facilitation.</p> <p>In the case that the quorum of the meeting convened as requested by the shareholders according to the fourth paragraph cannot be formed as required by Articles 33, the shareholders under the fourth paragraph shall be jointly responsible for any expenses incurring from the convening of such meeting to the Company.</p>	<p>number of shares as prescribed in this Article may hold the meeting by themselves within forty-five (45) days from the lapse of the period referred in the third paragraph. In this case, it shall be deemed that such shareholder's meeting is the meeting called by the Board of Directors. The Company shall be responsible for all necessary expenses incurring from the holding of the meeting and reasonable facilitation.</p> <p>In the case that the quorum of the meeting convened as requested by the shareholders according to the fourth paragraph cannot be formed as required by Articles 33 , the shareholders under the fourth paragraph shall be jointly responsible for any expenses incurring from the convening of such meeting to the Company.</p> <p><u>In the case that shareholders summon a meeting as per the fourth paragraph, shareholders summoning the meeting may send notice summoning the meeting to shareholders via electronic methods, provided that such shareholders have declared their intention or given consent to the Company or the Board of Directors as prescribed in Article 47.</u></p>
<p>Article 32. To summon the shareholders' meeting, the Board of Directors shall provide notice containing place, date, time, meeting agenda and matters to be submitted to the meeting with proper details. The Board of Directors shall state clearly whether such matter is submitted for acknowledgement, approval, or consideration, as the case may be, and shall include its opinions on such matters. Such notice shall be sent to the</p>	<p>Article 32. To summon the shareholders' meeting, the Board of Directors shall provide notice containing place, date, time, meeting agenda and matters to be submitted to the meeting with proper details. The Board of Directors shall state clearly whether such matter is submitted for acknowledgement, approval, or consideration, as the case may be, and shall include its opinions on such matters. Such notice shall be sent to the</p>

Current Provision	Proposed Amendment
<p>shareholders and the Registrar not less than seven (7) days prior to the date of the meeting. Furthermore, such notice shall also be published in newspaper for three (3) consecutive days at least three (3) days prior to the date of the meeting.</p> <p>The Meeting of Shareholder can be held through electronic media which shall comply with the provisions, procedure and methods as required by related laws.</p> <p>The electronic meeting under the second paragraph shall be conducted in accordance with the criteria, methods and standards for electronic meeting security as specified by law.</p> <p>In case that the place of meeting shall be held in the province where the Company's Head Office is located, or nearby provinces stipulated by the Board of Directors.</p>	<p>shareholders and the Registrar not less than seven (7) days prior to the date of the meeting. Furthermore, such notice shall also be published in newspaper for three (3) consecutive days at least three (3) days prior to the date of the meeting <u>or advertised via electronic medias according to the criteria stipulated by law.</u></p> <p>The Meeting of Shareholder can be held through electronic media which shall comply with the provisions, procedure and methods as required by related laws <u>and it shall be deemed that the headquarters of the Company is the place of the meeting.</u></p> <p>The electronic meeting under the second paragraph shall be conducted in accordance with the criteria, methods and standards for electronic meeting security as specified by law.</p> <p>In case that the place of meeting shall be held in the province where the Company's Head Office is located, or nearby provinces stipulated by the Board of Directors.</p>
-	<p>Articles 47. <u>In the case the Company or the Board of Directors is obligated to send letters or documents in accordance with the provisions of the Public Limited Companies Act or these Articles to the Directors, shareholders, or creditors of the Company, if such persons have declared their intention to receive or given consent to the delivery of, letters or documents via electronic methods, the</u></p>

Current Provision	Proposed Amendment
	<u>Company or the Board of Directors may send such letters or documents via electronic methods according to the criteria stipulated by law or the relevant authority's determination.</u>


Enclosure 6

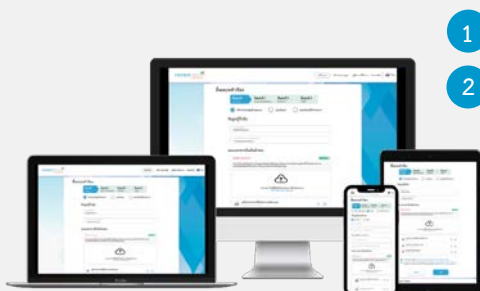
Guidelines for attending of Electronic Meeting by Inventech Connect

Guidelines for attending of Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows :

Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://app.inventech.co.th/PRM170951R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting
- 2 Choose type request for request form to 4 step
 - Step 1 Fill in the information shown on the registration
 - Step 2 Fill in the information for verify
 - Step 3 Verify via OTP
 - Step 4 Successful transaction, The system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and Password

**** Merge user accounts, please using the same email and phone number ****

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 19 April 2024 at 8:30 a.m. and shall be closed on 26 April 2024 Until the end of the meeting.

3. The electronic conference system will be available on 26 April 2024 at 12:00 p.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Directors

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by April 22,2024 at 5.00 p.m.

Prima Marine Public Company Limited
 Company Secretary and Compliance Department
 6th Floor Varin Building, 80 Soi Bangna-Trad 30 Debaratna Road,
 Bangna Tai Sub-district, Bangna District, Bangkok 10260

If you have any problems with the software, please contact Inventech Call Center



02-016-0190 Ext. 605 The system available during 19 - 25 April 2024 at 08.30 a.m. - 05.30 p.m.
(Specifically excludes holidays and public holidays)



02-931-9136 The system service date 26 April 2024 at 08.30 a.m. - Until the end of the meeting



@inventechconnect

The system service date 26 April 2024 at 08.30 a.m. - Until the end of the meeting

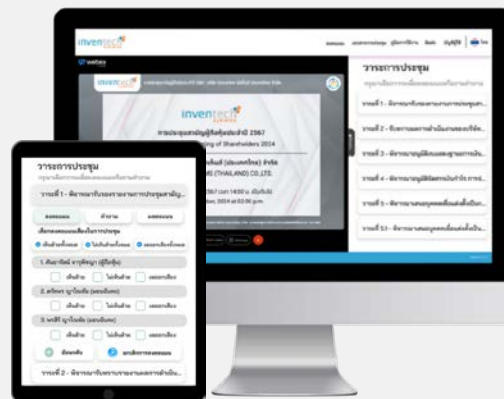


Report a problem

@inventechconnect

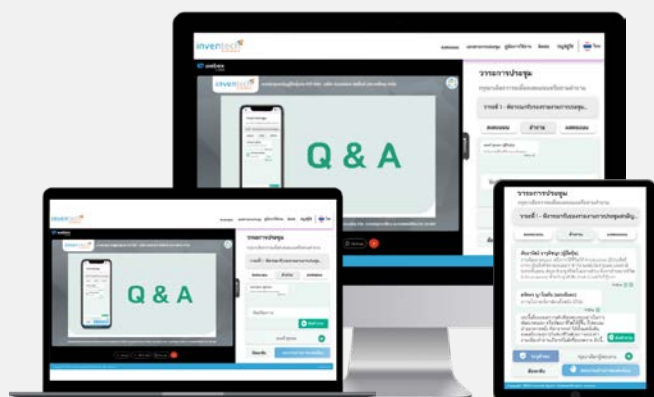
Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button, the system has already registered and counted as a quorum.
- 3 Click on “Join Attendance”, Then click on “Join Meeting” button
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button “Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results for that agenda are closed.

Step to ask questions via Inventech Connect



- Select which agenda
 - Click on “Question” button
- 1 Ask a question
 - Type the question then click “Send”
 - 2 Ask the question via video
 - Click on “Conference”
 - Click on “OK” for confirm your queue
 - Please wait for the queue for you then you can open the microphone and camera

How to use Inventech Connect



User Manual e-Request



User Manual e-Voting



Video of using Inventech Connect

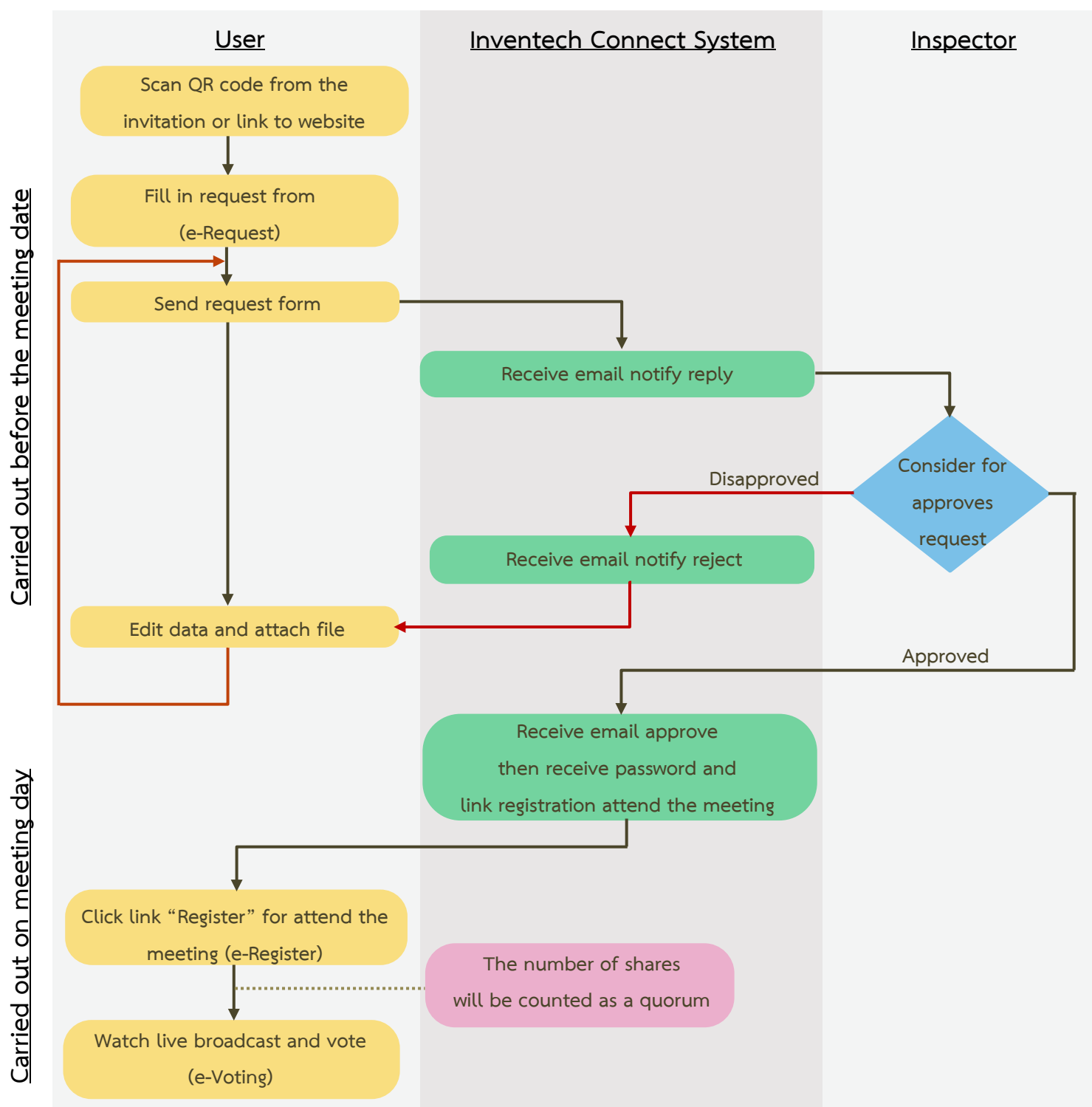
* Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
 - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
 - High Quality Video: Must be have internet speed at 1.0 Mbps.
 - Standard Quality Video: Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
 - Smartphone/Tablet that use IOS or android OS.
 - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge

** The system does not supported internet explorer.

Guidelines for attending of Electronic Meeting by Inventech Connect

Guidelines for attending of Electronic Meeting



Condition of use

In case Merge account/change account

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

In case Exit the meeting

Attendees can click on "Register for exit the quorum", the systems will be number of your shares out from the meeting base.

Enclosure 7

Explanation of documents and evidence to identify Shareholders or their proxies who are eligible to attend the meeting and have the right to vote

Explanation of documents and evidence to identify Shareholders or their proxies who are eligible to attend the meeting and have the right to vote

1. Documents required for attending the meeting via electronic media (E-Meeting)

1.1 Individual

1.1.1 In case of the shareholder attending the meeting in person: Please prepare a valid document issued by the government agencies such as identification card, government identification card, driving license card, or passport (in the case of a foreigner), including the Notification of Meetings form (shown as Enclosure 12) for submitting a request to attend the E-Meeting form via e-Request system. The submission procedure is described in *Enclosure 6 Guidelines for attending the meeting by electronic media (E-Meeting)*.

1.1.2 In case of the shareholders appointing a proxy: Please prepare the following documents.

- Any Proxy Form (either Form A or Form B) duly filled in and signed by the grantor and the proxy with the stamp duty affixed.
- Copy of documents issued by the government agencies of the grantor i.e., identification card, government identification card, driving license card, or passport (in the case of a foreigner) of the grantor, with certified true copy by the grantor.
- Copy of documents issued by the government agencies of the proxy i.e., identification card, government identification card, driving license card, or passport (in the case of a foreigner), with certified true copy by the proxy.
- Notification of Meetings Form (Enclosure 12)

1.2 Juristic person

1.2.1 In case of the authorized representative (director) of the shareholder attending the meeting in person: Please prepare the following documents

- Any Proxy Form (either Form A or Form B) duly filled in and signed by the grantor and the proxy, with the stamp duty affixed.
- Copy of the affidavit of juristic shareholder with certified true copy by authorized representative, whereas such affidavit state that authorized representative who certified true copy and signed on the proxy form is authorized to act on behalf of such juristic shareholder and affix the company's seal (if any).
- Copy of documents issued by the government agencies of the authorized representative i.e identification card, government identification card, driving license card, or passport (in the case of a foreigner), with certified true copy by such authorized representative.

- Notification of Meetings Form (Enclosure 12)

1.2.2 In case of the shareholder appointing a proxy to attend the meeting: Please prepare the following documents

- Any Proxy Form (either Form A or Form B) duly filled in and signed by the authorized representative (grantor) and the proxy, with the stamp duty affixed.
- Copy of the affidavit of the juristic shareholder with certified true copy by authorized representative, whereas such affidavit state that authorized representative who certified true copy and signed on the proxy form is authorized to act on behalf of such juristic shareholder and affix the company's seal (if any).
- Copy of documents issued by the government agencies of the grantor's authorized representative i.e., identification card, government identification card, driving license card, or passport (in the case of a foreigner), with certified true copy by such authorized representative.
- Copy of documents issued by the government agencies of the proxy i.e., identification card, government identification card, driving license card, or passport (in the case of a foreigner), with certified true copy by the proxy.
- Notification of Meetings Form (Enclosure 12)

1.2.3 In case of 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: Please prepare the following documents.

(1) Documents from the custodian

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

(2) Documents from the shareholder who is a foreign investor

- Power of attorney from the shareholder appointing the custodian to sign the proxy form on his/her behalf.

- Copy of the affidavit of the shareholder with certified true copy by the authorized representative, whereas such affidavit state that such authorized representative, who signed in the proxy form is authorized to act on behalf such juristic shareholder.

- Copy of valid identification card, government identification card, driving license card, or passport (in the case of a foreigner) of the authorized representative with certified true copy by such authorized representative.

(3) Documents from the proxy

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

2. Appointment of proxy

The Department of Business Development, the Ministry of Commerce issued an announcement.

Re: Prescription of a Proxy Form (No. 5) B.E. 2550; the Company, therefore, has prepared 3 proxy forms as shown in the Enclosure 11 Proxy Form for shareholders who cannot attend the Meeting and a proxy may be appointed to the other person or any independent director. The proxy forms are as follows:

Proxy Form A (General Appointment)

Proxy Form B (Specific Voting Appointment)

Proxy Form C (Only foreign shareholders as registered in the registration book who have custodian in Thailand)

In the event that shareholder wishes more Proxy Forms, please download from the Company's website at <https://www.primamarine.co.th/en/investor-relations/downloads/shareholders-meeting>.

Shareholder who unable to attend the Meeting may appoint a person as your proxy according to the following procedures:

1) Complete only one of above proxy forms as follows:

1.1 General Shareholder shall select one of either Form A or Form B.

1.2 Shareholders listed in the share register book as Foreign Investors (who appointed the Custodian in Thailand to supervise their shares) shall use Forms C only.

2) Authorize only one person as you wish, or the Company's Independent Director as shown in Enclosure 8 which has been sent to the shareholders along with this Invitation Letter, as a proxy to attend and vote at the Meeting on his/her behalf. The shareholder may not split the number of shares to many proxies for splitting votes. A shareholder shall authorize a proxy to cast the votes pursuant to the total number of shares held by such shareholder. He/She may not authorize a proxy to cast the votes less than the total number of shares held, except for the shareholder who foreign investor and appoints a custodian in Thailand as a share depositary according to Proxy Form C.

- 3) Affix a 20 Baht of stamp duty, cross out and specify the date of such proxy form for accuracy and validity
- 4) The documents are required for submitting a request to attend the E-Meeting form via e-Request system. The submission procedure is described in Enclosure 6 Guidelines for attending the meeting by electronic media (E-Meeting). If the Shareholder authorize one of the Company's independent directors to attend and vote on his or her behalf, the shareholder may send the proxy form and evidence to Company Secretary and Compliance Department by postal service at Prima Marine Public Company Limited, 6th Floor Varin Building, No. 80 Soi Bang Na-Trad 30, Debaratna Road, Bang Na Tai Subdistrict, Bang Na District, Bangkok 10260 within 22 April 2024.

3. Submission of a request to attend the E-Meeting form and registration to attend the E-Meeting

The 2024 Annual General Meeting of Shareholders will be held on Friday, 26 April 2024 at 14.00 hours via electronic media (E-Meeting) for only one form in compliance with the Emergency Decree on Electronic Meeting, B.E.2563 (2020) and related notification. The e-Request system will be available for shareholders or proxy to submit a request form for attending the E-Meeting from 19 April 2024 at 08.30 hours until the meeting is adjourned. The shareholders or proxies will be able to login the electronic meeting system on April 26, 2024 from 12:00 hours onwards (2 hours before the opening of the meeting).

Please read the methods and procedures for attending the meeting via electronic media (E-Meeting) for shareholders and proxies as shown in Enclosure 5 Guidelines for attending the meeting by electronic media (E-Meeting).

4. Criteria of Casting Votes at the Meeting

General agenda

1) Voting in each agenda shall be cast the vote via Inventech Connect system on the condition of one share shall be entitled to one vote. Shareholders shall express his/her intention only to Approve, Disapprove or Abstain the vote on each agenda item and may not split the number of shares for splitting votes, except for the shareholder who foreign investor and appoints a custodian in Thailand as a share depositary according to Proxy Form C.

2) Proxy

2.1 In case of voting by proxy, the proxy shall cast the vote in accordance with intention of the shareholder specified in the proxy form. A voting does not comply with intention of the shareholder specified in the proxy form shall be invalid.

2.2 In case of the grantor have not specified the 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 his/her behalf as he/she may deem appropriate in all respects.

Election of director agenda

According to Article 16 of the Company's Articles of Association, the Meeting of shareholders shall elect directors in accordance with the rules and procedures as follows:

- 1) Each shareholder shall have the number of votes equal to one (1) share per one (1) vote.
- 2) Each shareholder may vote to either one or any persons to be the Directors. In case of voting to several persons, the shareholder shall not share this vote to any person in any number.
- 3) The candidates receiving the highest number of votes in descending order are elected, until all vacancies are filled. If there are more candidates with equal votes than there are vacancies, the Chairman has a casting vote.

<h4>5. Counting and announcement of the voting results</h4>

Chairman of the Meeting or the Company's staff shall explain the counting vote procedure before commencement of the Meeting. The Company's officer shall count the votes on each agenda from the vote cast by shareholders or proxies via Inventech Connect system. The Chairman or the Company's officer shall announce the voting results on each agenda to the meeting for acknowledgment. The number of shareholders may be not equal in each agenda because some shareholders login to attend the meeting later or leave before the meeting will be closed.

In order to make the vote counting transparent and correct according to the laws and the Company's Articles of Association, the Company will appoint an independent legal advisor from external organization as inspector, to monitor the vote at the meeting.

Enclosure 8

Profile of Independent Director nominated by the Company to act as shareholder proxies

Profile of Independent Director nominated by the Company to act as shareholder proxies

Name : Mr. Chainoi Puankosoom
Position : Independent Director / the Chairman of the Audit Committee / Member of Nomination and Remuneration Committee
Age : 73 years
Address : 19 Nawathani Village Soi 9, Serithai Rd, Ram Inthra Subdistrict, Khan Na Yao District, Bangkok 10230
Being a director of the Company : 8 years from the first appointment (January 22, 2016)
Shareholding : Owned share: 700,000 shares (0.028% of total issued shares)
: Relationship Persons: None
Conflict of interest differ from other directors : None



Name : Mr. Bowon Vongsinudom
Position : Chairman / Independent Director / Member of the Audit Committee / Member of Corporate Governance, and Sustainable Development
Age : 69 years
Address : 92/3 Soi Ladprao 18, Jomphol Subdistrict, Chatuchak District, Bangkok 10900
Being a director of the Company : 8 years from the first appointment (January 22, 2016)
Shareholding : Owned share: None
: Spouse holds 1,500,000 shares (0.060% of total issued shares)
Conflict of interest differ from other directors : None



Enclosure 9

The Company's Articles of Association relating to shareholder meeting

The Company's Articles of Association relating to shareholder meeting

Chapter 5

Board of Directors

Article 16. The shareholders' meeting shall elect the Directors under the following terms and conditions.

- (1) Each shareholder shall have the number of votes equal to one (1) share one (1) vote.
- (2) Each shareholder may vote to either one or any persons to be the Directors. In case of voting to several persons, the shareholder shall not allot his votes to any person in any number.
- (3) The candidates receiving the highest number of votes in descending order are elected, until all vacancies are filled. If there are more candidates with equal votes than there are vacancies, the Chairman has a casting vote.

Article 17. At every Annual General Meeting of Shareholders, one-third (1/3) of the Directors shall vacate in proportion. If the number of Directors is not a multiple of three, the number of Directors closest to the one-third (1/3) shall vacate office.

The Director who vacates office may be re-elected.

The Directors vacating office in the first and second years after the Company's registration shall be selected by drawing lots. In the subsequent years, the Director who has held office for the longest time shall vacate office.

Article 22. The Directors shall have the rights to receive remuneration from the Company in forms of reward, meeting allowance, pension, bonus, or other fringe benefits which the shareholders' meeting considers and passes the resolution by a vote of not less than two-thirds (2/3) of all shares held by the shareholders attending the meeting. The remuneration of the Directors may be determined specifically or from time to time or to be in full force and effect until the meeting of shareholders passes any changed resolution. In addition, the Directors shall have the rights to receive allowances and welfares according to the Company's regulations.

Chapter 6

Shareholders' Meeting

Article 31. The Board of Directors shall hold the Annual Ordinary Meeting of Shareholders within four (4) months from the end of the accounting period of the Company.

All other shareholders' meetings further than that in the first paragraph are called extraordinary meeting. The Board of Directors may summon an extraordinary meeting of shareholders at any time deemed appropriate.

One or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total number of shares sold may, by subscribing their names, request the Board of Directors in writing to call an extraordinary meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date of the request in writing from the shareholders is received.

In case the Board of Directors fails to arrange for the meeting within such period under the third paragraph, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days as from the date of expiration of the period under the third paragraph. In such case, the meeting is deemed to be shareholders' meeting called by the Board of Directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the case where, at the meeting called by the shareholders under the fourth paragraph, the number of the shareholders presented does not constitute quorum as prescribed by Article 33, the shareholders under the fourth paragraph shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.

Article 32. To summon the shareholders' meeting, the Board of Directors shall provide notice containing place, date, time, meeting agenda and matters to be submitted to the meeting with proper details. The Board of Directors shall state clearly whether such matter is submitted for acknowledgement, approval, or consideration, as the case may be, and shall include its opinions on such matters. Such notice shall be sent to the shareholders and the Registrar not less than seven (7) days prior to the date of the meeting. Furthermore, such notice shall also be published in newspaper for three (3) consecutive days at least three (3) days prior to the date of the meeting.

The Meeting of Shareholder can be held through electronic media which shall comply with the provisions, procedure and methods as required by related laws.

The electronic meeting under the second paragraph shall be conducted in accordance with the criteria, methods and standards for electronic meeting security as specified by law.

Therefore, the place of meeting shall be held in the province where the Company's Head Office is located, or nearby provinces stipulated by the Board of Directors.

Article 33. In the shareholders' meeting, not less than twentyfive (25) shareholders in persons or by proxies (if any) or not less than one-half (1/2) of the total number of the shareholders holding not less than one-third (1/3) of the total number of the shares sold shall be present to form a quorum.

If, after an hour (1) from the time appointed for any shareholders' meeting, if the quorum is not formed due to the number of the shareholders attending the meeting as stipulated in the first paragraph, the meeting which is summoned upon the request of shareholders shall be dissolved. If such meeting is not summoned upon the request of shareholders, another meeting shall be summoned, and a notice of such meeting shall be sent to the shareholders not less than seven (7) days prior to the date of the meeting. At such meeting, the quorum for the next meeting is not required.

Article 34. The Chairman of the Board shall preside as the Chairman of the shareholders' meeting. In case that the Chairman of the Board is absent or unable to perform his duties, the Vice Chairman shall preside as the Chairman at such meeting. If there is no the Vice Chairman or he is unable to perform his duties, the shareholders attending the meeting shall elect one of the shareholders to be the Chairman of the meeting.

Article 35. To vote in the shareholders' meeting, each shareholder shall have one vote per share. A shareholder having an interest in a given matter has no right to vote on such matter, except for the director's election. In the shareholders' meeting, the resolution or business approval shall be passed by the votes as follows;

- (1) For normal case, a majority of shareholders attending the meeting and having rights to vote is required. In case of equal vote, the Chairman of the meeting shall have one more vote for a casting vote.
- (2) For the following cases, a vote of not less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and having rights to vote is required;
 - (a) Sale or transfer of the whole or significant parts of the Company's business to other persons;
 - (b) Purchase or acceptance of transfer of the business of other private companies or public companies;
 - (c) Execution, amendment, or termination of contracts on to leasing out of the whole or significant parts of the Company's business, assignment to other persons to manage the Company's business, or business merger with other persons with an objective on profit and loss sharing;
 - (d) Amending the Memorandum of Association or the Articles of Association of the Company;
 - (e) Increase or decrease of capital;
 - (f) Cease of the Company;
 - (g) Issuance of debentures; and
 - (h) Merger of the Company's business with other companies.

Article 36. The businesses which the Annual General Meeting of Shareholders shall be summoned are as the following:

- (1) Considering and Acknowledging the Board of Directors' report on the last year performance;
- (2) Considering the financial statement and the comprehensive income statement;
- (3) Considering allocation of profits and dividend payment;
- (4) Considering electing new Directors to replace Directors retired by rotation;
- (5) Considering determining remunerations of the Directors;
- (6) Considering appointing auditors and determine audit fees; and Other businesses.
- (7) Considering other business

Chapter 7

Accounting, Finance and Auditing

Article 38. The Board of Directors shall make and keep the accounting book, and auditing as stipulated in relevant laws. The Board of Directors shall make the financial statement and the statement of comprehensive income, at least once within a twelve-month (12) period which is the Company's accounting period.

Article 39. The Board of Directors shall prepare the financial statement and the statement of comprehensive income at the end of its accounting period; and shall propose to the Annual General Meeting of Shareholders for consideration and approval. The Board of Directors shall have the auditor to audit such balance sheets and statement of comprehensive income prior to proposing to the shareholders' meeting.

Article 40. The Board of Directors shall send to the shareholders the following documents, together with notice of the Annual General Meeting of Shareholders;

- (1) The copy of the financial statement and the statement of comprehensive income audited by the auditor, together with the auditor's report; and
- (2) Annual report of the Board of Directors, together with supporting documents.

Article 41. The Directors, officers, employees or other persons acting in any position of the Company are not entitled to be elected to be the Company's auditor.

Chapter 8

Dividend and Provision

Article 44. It is prohibited to pay dividend by other money further than profits. If the company shows accumulated loss in performance, there shall not be any dividend payment until the performance of the company shows profit.

The dividend shall be divided equally by the number of shares. Except in case that the Company issues preferred stocks and determine preferred stocks' dividend different from ordinary shares' dividend, specified dividend shall be allocated. The dividend payment shall be approved by the shareholders' meeting.

The Board of Directors may pay interim dividend to the shareholders from time to time if the company has sufficient profits to do so. After paying interim dividend, such interim dividend shall be reported to the next shareholders' meeting.

The dividend payment shall be done within one (1) month after a date of the shareholders' meeting or the meeting of the Board of Directors, as a case may be. Accordingly, notice shall be sent to the shareholders and the dividend payment notice shall be published in newspapers for three (3) consecutive days as well.

Article 45. The Company shall allocate annual net profits as legal reserve not less than five (5) percent of annual net profits net of accumulated loss (if any) until it is not less than ten (10) percent of the registered capital.

Enclosure 10

Privacy Notice For the 2024 Annual General Meeting of Shareholders

Privacy Notice For the 2024 Annual General Meeting of Shareholders

The Company realizes the importance of personal data of shareholders and/or proxy holders. Therefore, the Company would like to inform you about our compliance with the Personal Data Protection Act B.E. 2562. In case that any shareholders appoint a proxy to attend the meeting on his/her behalf, the proxy holder shall also be informed of these practices.

1. Personal Data Processing

The Company has to collect the personal data of shareholders to organize the meeting of shareholders. The collection of personal data is i.e. name, surname, address, telephone number, facsimile number, identification number, tax identification number, shareholder registration number, number of shares, bank account number, photo, video, audio, and information related to the use of electronic systems such as email, IP Address, electronic traffic data.

For the sole purpose of identification, we may request copy(ies) of your personal identification data such as identification card, government identification card, driving license card, passport, or other document which may contain Sensitive Personal Data such as religion. Therefore, we kindly request you to delete or redact such Sensitive Personal Data. Otherwise, you authorize us to redact such Sensitive Personal Data and the relevant personal identification document shall be in full force and effect. If we are unable to redact such Sensitive Personal Data due to restrictions, we reaffirm that the sole purpose hereof is the verification of your personal identity and that we have no intention to collect and use such Sensitive Personal Data.

2. Sources of Personal Data

The Company may directly collect personal data from you via email, postal, phone and fax via register system through web browser or QR code. By this action the data will be retrieved by Inventech System (Thailand) Co., Ltd.'s system and through Thailand Securities Depository Co., Ltd. as the securities registrar of the Company as of the record date, asset management companies, or any other third parties delegated by you. By this action the data will be retrieved by email, postal, phone and fax.

3. Purposes of Personal Data Processing

The Company will collect and use the personal data of shareholders to call, conduct, and proceed the meeting of shareholders, which includes identifications of shareholders, delivery of related documents, and other processing to fulfil the resolution of the meeting and the law. Furthermore, this is to comply with law, notice and regulations from other government agencies with legal authority as stated in Public Limited Companies Act, B.E. 2535 and other related laws.

The Company will collect and use the personal data of shareholders to record the meeting minutes and as proved of attendance in the meeting of shareholders. Furthermore, this is for further processing related to legitimate interest of the Company and other persons, which could be expected reasonably by shareholders.

The Company will process and keep the record of images and videos of meeting of shareholders to insert in minutes of meeting and for public relations via electronic and publications. The record of image and videos of the meeting of shareholder may include the images and names of the shareholders to achieve purposes of the meeting of shareholders.

4. Retention of Personal Data

The Company will retain your Personal Data only for the duration necessary for the purposes specified in Clause 3. under appropriate and strict security measures.

In the case that it is not possible to specify the Personal Data retention period, the Company will retain the Personal Data as may be expected per data retention standards such as the longest legal prescription of 10 years.

5. Data Subjects' Rights

As the owner of Personal Data ("Data Subject"), you have the rights as stipulated in the Personal Data Protection Act B.E 2562 i.e. right to withdraw the consent, right to access obtain a copy of your Personal Data, right to correct, delete or destroy your Personal Data, right to request suspension of the processing of your Personal Data, right to transfer your Personal Data, right of complaint, right to dissent to the processing or disclosing of your Personal Data.

6. Disclosure of Personal Data to Third Party

The Company may be required to disclose Personal Data to other persons or juristic persons or regulatory authorities, who works in cooperation with the Company in connection with the purposes in Clause 3. such as technology service provider, consultant, regulators, or government agencies or by the order of regulatory officials. The Company may also have to disclose your Personal Data to the public if it is required by law or by good corporate governance principles, such as in the Minutes of Annual General Meeting of Shareholders.

7. Data Protection Measure

The Company has the proper data protection measures for your personal data, including management protective measure, technical protective measure, and physical protective measure with regard to the accessibility and controllability of personal data in order that the data remains secret, accurate, complete, and being ready for use and that the data shall not be loss, accessible, useable,

changeable, amendable, or disclosable by others without the authority or unlawfully in accordance with the applicable laws.

8. Contact us

If you have any enquiries or questions on the Personal Data Protection for the 2023 Annual General Meeting of Shareholders can be addressed to the following:

- E-mail: Comsec_Pr@primamarine.co.th
- Tel.: 0 2016 6596
- Fax: 0 2016 0199
- Postal: Company Secretary and Compliance Department, 6th Floor Varin Building, No. 80 Soi Bang Na-Trad 30, Debaratna Road, Bang Na Tai Subdistrict, Bang Na District, Bangkok 10260

Controller

Prima Marine Public Company Limited

No. 80 Soi Bang Na-Trad 30, Debaratna Road, Bang Na Tai Subdistrict, Bang Na District, Bangkok 10260

Tel.: 0 2016 6596

Fax: 0 2016 0199

Enclosure 11

Proxy Form

หนังสือมอบฉันทะ (แบบ ก.)

Proxy (Form A.)

เขียนที่.....

Written at

วันที่ เดือน พ.ศ.
Date Month Year

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

อยู่บ้านเลขที่.....
Address

(2) เป็นผู้ถือหุ้นของ บริษัท ปริมา มารีน จำกัด (มหาชน) ("บริษัท")
being a shareholder of Prima Marine Public Company Limited (the "Company")

โดยถือหุ้นจำนวนทั้งสิ้นรวมหุ้น และออกเสียงลงคะแนนได้เท่ากับเสียง ดังนี้
holding the total amount of shares and have the right to vote equal to votes as follows:

☐ หุ้นสามัญหุ้น ออกเสียงลงคะแนนได้เท่ากับเสียง
ordinary share shares and have the right to vote equal to votes

☐ หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
preferred share shares and have the right to vote equal to votes

(3) ขอมอบฉันทะให้
Hereby appoint

☐ (1) ชื่อ อายุ ปี อยู่บ้านเลขที่
Name age years, residing at

ถนน..... ตำบล/แขวง อำเภอ/เขต
Road Tambol/Khwaeng Amphur/Khet
จังหวัด รหัสไปรษณีย์ หรือ
Province Postal Code or

☐ (2) ชื่อ อายุ ปี อยู่บ้านเลขที่
Name age years, residing at

ถนน..... ตำบล/แขวง อำเภอ/เขต
Road Tambol/Khwaeng Amphur/Khet
จังหวัด รหัสไปรษณีย์ หรือ
Province Postal Code or

☐ (3) ชื่อ อายุ ปี อยู่บ้านเลขที่
Name age years, residing at

ถนน..... ตำบล/แขวง อำเภอ/เขต
Road Tambol/Khwaeng Amphur/Khet
จังหวัด รหัสไปรษณีย์ หรือ
Province Postal Code or

☐ (4) นายชายน้อย เผื่อนโกสุม ตำแหน่งกรรมการอิสระ อายุ 72 ปี อยู่บ้านเลขที่ 19 หมู่บ้านนวนานี ซอย 9 ถนนเสรีไทย
แขวงรามอินทรา เขตคันนายาว กรุงเทพมหานคร 10230 หรือ

Mr. Chainoi Puankosoom Positions Independent Director Age 72 years 19 Nawathani Village Soi 9, Serithai Rd, Ram
Inthra Subdistrict, Khan Na Yao District, Bangkok 10230 or

☐ (5) นายบวร วงศ์สินอุดม ตำแหน่งกรรมการอิสระ อายุ 68 ปี 92/3 ซอยลาดพร้าว 18 แขวงจอมพล เขตจตุจักร กรุงเทพมหานคร 10900
Mr. Bowon Vongsinudom Positions Independent Director Age 68 yerars 92/3 Soi Ladprao 18, Jomphol Subdistrict,
Chatuchak District, Bangkok 10900

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันศุกร์ที่ 26 เมษายน 2567 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting) ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และประกาศที่เกี่ยวข้อง หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As only one of my/our proxy to attend and vote on my/our behalf at the 2024 Annual General Meeting of shareholders on Friday, 26 April 2024 at 14.00 hours via electronic media (E-Meeting) in compliance with the Emergency Decree on Electronic Meeting, B.E. 2563 (2020) and related notifications or such other date, time and place as the meeting may be adjourned.

กิจการใดที่ผู้รับมอบฉันทะกระทำให้ในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting shall be deemed to be the actions performed by myself/ourselves.

ลงนาม/Signed ผู้มอบฉันทะ/Grantor

(.....)

ลงนาม/Signed ผู้รับมอบฉันทะ/Proxy

(.....)

ลงนาม/Signed ผู้รับมอบฉันทะ/Proxy

(.....)

ลงนาม/Signed ผู้รับมอบฉันทะ/Proxy

(.....)

หมายเหตุ/Remarks

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน 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 many proxies for splitting votes.



หนังสือมอบฉันทะ (แบบ ข.)
Proxy (Form B.)

เขียนที่.....
Written at
วันที่ เดือน พ.ศ.
Date Month Year

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

(2) เป็นผู้ถือหุ้นของ บริษัท ปริมา มารีน จำกัด (มหาชน) (“บริษัท”)
being a shareholder of Prima Marine Public Company Limited (the “Company”)
โดยถือหุ้นจำนวนทั้งสิ้นรวมหุ้น และออกเสียงลงคะแนนได้เท่ากับเสียง ดังนี้
holding the total amount of shares and have the right to vote equal to votes as follows:
☐ หุ้นสามัญหุ้น ออกเสียงลงคะแนนได้เท่ากับเสียง
ordinary share shares and have the right to vote equal to votes
☐ หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับเสียง
preferred share shares and have the right to vote equal to votes

(3) ขอมอบฉันทะให้
Hereby appoint
☐ (1) ชื่อ อายุ ปี อยู่บ้านเลขที่
Name age years, residing at
ถนน..... ตำบล/แขวง อำเภอ/เขต
Road Tambol/Khwaeng Amphur/Khet
จังหวัด รหัสไปรษณีย์ หรือ
Province Postal Code or
☐ (2) ชื่อ อายุ ปี อยู่บ้านเลขที่
Name age years, residing at
ถนน..... ตำบล/แขวง อำเภอ/เขต
Road Tambol/Khwaeng Amphur/Khet
จังหวัด รหัสไปรษณีย์ หรือ
Province Postal Code or
☐ (3) ชื่อ อายุ ปี อยู่บ้านเลขที่
Name age years, residing at
ถนน..... ตำบล/แขวง อำเภอ/เขต
Road Tambol/Khwaeng Amphur/Khet
จังหวัด รหัสไปรษณีย์ หรือ
Province Postal Code or

☐ (4) นายชายน้อย เพ็ญโกสุม ตำแหน่งกรรมการอิสระ อายุ 72 ปี อยู่บ้านเลขที่ 19 หมู่บ้านนวธานี ซอย 9 ถนนเสรีไทย
แขวงรามอินทรา เขตคันนายาว กรุงเทพมหานคร 10230 หรือ
Mr. Chainoi Puankosoom Positions Independent Director Age 72 years 19 Nawathani Village Soi 9, Serithai Rd, Ram
Inthra Subdistrict, Khan Na Yao District, Bangkok 10230 or
☐ (5) นายบวร วงศ์สินอุดม ตำแหน่งกรรมการอิสระ อายุ 68 ปี 92/3 ซอยลาดพร้าว 18 แขวงจอมพล เขตจตุจักร กรุงเทพมหานคร 10900
Mr. Bowon Vongsinudom Positions Independent Director Age 68 years 92/3 Soi Ladprao 18, Jomphol Subdistrict,
Chatuchak District, Bangkok 10900

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันศุกร์ที่ 26 เมษายน 2567 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting) ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และประกาศที่เกี่ยวข้อง หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As only one of my/our proxy to attend and vote on my/our behalf at the 2024 Annual General Meeting of shareholders on Friday, 26 April 2024 at 14.00 hours via electronic media (E-Meeting) in compliance with the Emergency Decree on Electronic Meeting, B.E. 2563 (2020) and related notifications or such other date, time and place as the meeting may be adjourned.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

ระเบียบวาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ซึ่งประชุมเมื่อวันที่ 26 เมษายน 2566

Agenda Item 1 To consider and adopt the Minutes of the 2023 Annual General Meeting of Shareholders held on 26 April 2023.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Disapprove ☐ จดออกเสียง / Abstain

ระเบียบวาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัท ประจำปี 2566

Agenda Item 2 To acknowledge the Company's operating results for the year 2023.

ระเบียบวาระที่ 3 พิจารณานุมัติงบการเงินสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2566

Agenda Item 3 To consider and approve the Company's Financial Statements for the year ended 31 December 2023.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Disapprove ☐ จดออกเสียง / Abstain

ระเบียบวาระที่ 4 พิจารณานุมัติการจัดสรรกำไรสุทธิและจ่ายเงินปันผล ประจำปี 2566

Agenda Item 4 To consider and approve the allocation of net profit and dividend payment for the year 2023.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Disapprove ☐ จดออกเสียง / Abstain

ระเบียบวาระที่ 5 พิจารณานุมัติเลือกตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งตามวาระ ประจำปี 2567

Agenda Item 5 To consider and approve the election of directors to replace those who retire by rotation in 2024.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:

การแต่งตั้งกรรมการเป็นรายบุคคล ดังนี้

The appointment of certain directors as follows:

1. พลเรือเอก นิพนธ์ จักญศุคกุลย์ – กรรมการ (Admiral Nibhon Chagsudulya – Director)

☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Disapprove ☐ จดออกเสียง / Abstain

2. นายสมชาย คูวิจิตรสุวรรณ – กรรมการอิสระ (Mr. Somchai Kuvijitsuwana - Independent Director)

☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Disapprove ☐ จดออกเสียง / Abstain

ระเบียบวาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการบริษัทและกรรมการชุดย่อย ประจำปี 2567

Agenda Item 6 To consider and approve the remuneration of the Board of Directors and subcommittee for the year 2024

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

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

☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Disapprove ☐ จดออกเสียง / Abstain

ระเบียบวาระที่ 7 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2567

Agenda Item 7 To consider and approve the appointment of auditors and fix audit fee for the year 2024.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

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

☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Disapprove ☐ จดออกเสียง / Abstain

ระเบียบวาระที่ 8 พิจารณานุมัติการแก้ไขเพิ่มเติมข้อบังคับบริษัท

Agenda Item 8 To consider and approve the amendment of the Company's Articles of Association

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

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

☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Disapprove ☐ จดออกเสียง / Abstain

ระเบียบวาระที่ 9 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda Item 9 Other matters, (if any)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

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

☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Disapprove ☐ จดออกเสียง / Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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 เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried on by the proxy holder in the said meeting except the proxy holder does not vote as I/we specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงนาม/Signed ผู้มอบฉันทะ/Grantor
(.....)

ลงนาม/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

ลงนาม/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

ลงนาม/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ/Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน 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 many proxies for splitting votes.
2. ในกรณีที่ระเบียบวาระที่ต้องพิจารณาในการประชุมมากกว่าที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแบบ
In case there are agenda other than the agenda specified above the additional statement can be specified by the Shareholder in the Supplemental Proxy Form B as enclosed.

ใบประจำต่อแบบหนังสือมอบฉันทะ (แบบ ข.)

Supplemental Proxy (Form B.)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ปริมา มารีน จำกัด (มหาชน)

The proxy is granted by a shareholder of Prima Marine Public Company Limited.

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันศุกร์ที่ 26 เมษายน 2567 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting) ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และประกาศที่เกี่ยวข้อง หรือที่แจ้งเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
At the 2024 Annual General Meeting of shareholders on Friday, 26 April 2024 at 14.00 hours via electronic media (E-Meeting) in compliance with the Emergency Decree on Electronic Meeting, B.E. 2563 (2020) and related notifications or such other date, time and place as the meeting may be adjourned.

ระเบียบวาระที่.....

Agenda Item.....

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Disapprove ☐งดออกเสียง / Abstain

ระเบียบวาระที่.....

Agenda Item.....

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Disapprove ☐งดออกเสียง / Abstain

ระเบียบวาระที่.....

Agenda Item.....

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Disapprove ☐งดออกเสียง / Abstain

ระเบียบวาระที่..... พิจารณาแต่งตั้งกรรมการ (ต่อ)

Agenda Item..... To consider and approve the appointment of directors (Continued)

ชื่อกรรมการ (Name)

☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Disapprove ☐งดออกเสียง / Abstain

ชื่อกรรมการ

Name of Director

☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Disapprove ☐งดออกเสียง / Abstain

หนังสือมอบฉันทะ (แบบ ค.)
(สำหรับผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน
ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)
Proxy (Form C.)
(For foreign shareholders who have custodian in Thailand only)

เขียนที่.....

Written at

วันที่ เดือน พ.ศ.
Date Month Year

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

อยู่บ้านเลขที่.....
Address

(2) เป็นผู้ถือหุ้นของ บริษัท ปริมา มารีน จำกัด (มหาชน) ("บริษัท")
being a shareholder of Prima Marine Public Company Limited (the "Company")

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้
holding the total amount of shares and have the right to vote equal to votes as follows:

☐ หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
ordinary share shares and have the right to vote equal to votes

☐ หุ้นบุริมสิทธิ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
preferred share shares and have the right to vote equal to votes

(3) ขอมอบฉันทะให้
Hereby appoint

☐ (1) ชื่อ อายุ ปี อยู่บ้านเลขที่
Name age years, residing at

ถนน ตำบล/แขวง อำเภอ/เขต

Road Tambol/Khwaeng Amphur/Khet

จังหวัด รหัสไปรษณีย์ หรือ

Province Postal Code or

☐ (2) ชื่อ อายุ ปี อยู่บ้านเลขที่
Name age years, residing at

ถนน ตำบล/แขวง อำเภอ/เขต

Road Tambol/Khwaeng Amphur/Khet

จังหวัด รหัสไปรษณีย์ หรือ

Province Postal Code or

☐ (3) ชื่อ อายุ ปี อยู่บ้านเลขที่
Name age years, residing at

ถนน ตำบล/แขวง อำเภอ/เขต

Road Tambol/Khwaeng Amphur/Khet

จังหวัด รหัสไปรษณีย์ หรือ

Province Postal Code or

☐ (4) นายชายน้อย เพ็ญโกสุม ตำแหน่งกรรมการอิสระ อายุ 72 ปี อยู่บ้านเลขที่ 19 หมู่บ้านนวนานี ซอย 9 ถนนเสรีไทย
แขวงรามอินทรา เขตคันนายาว กรุงเทพมหานคร 10230 หรือ

Mr. Chainoi Puankosoom Positions Independent Director Age 72 years 19 Nawathani Village Soi 9, Serithai Rd, Ram
Inthra Subdistrict, Khan Na Yao District, Bangkok 10230 or

☐ (5) นายบวร วงศ์สินอุดม ตำแหน่งกรรมการอิสระ อายุ 68 ปี 92/3 ซอยลาดพร้าว 18 แขวงจอมพล เขตจตุจักร กรุงเทพมหานคร 10900

Mr. Bowon Vongsinudom Positions Independent Director Age 68 yerars 92/3 Soi Ladprao 18, Jomphol Subdistrict,
Chatuchak District, Bangkok 10900

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันศุกร์ที่ 26 เมษายน 2567 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting) ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และประกาศที่เกี่ยวข้อง หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As only one of my/our proxy to attend and vote on my/our behalf at the 2024 Annual General Meeting of shareholders on Friday 26 April 2024 at 14.00 hours via electronic media (E-Meeting) in compliance with the Emergency Decree on Electronic Meeting, B.E. 2563 (2020) and related notifications or such other date, time and place as the meeting may be adjourned.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้
I/We hereby authorize the proxy to attend the meeting and to cast the votes on my/our behalf at this meeting as follows:

- ☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือ และมีสิทธิออกเสียงลงคะแนนได้
Grant proxy the total amount of shares holding and entitled to vote
- ☐ มอบฉันทะบางส่วน คือ
Grant partial shares of
- | | | | |
|---|--------|--|-------|
| <input type="checkbox"/> หุ้นสามัญ | หุ้น | มีสิทธิออกเสียงลงคะแนนได้เท่ากับ | เสียง |
| ordinary share | shares | and have the right to vote equal to | votes |
| <input type="checkbox"/> หุ้นบุริมสิทธิ | หุ้น | มีสิทธิออกเสียงลงคะแนนได้เท่ากับ | เสียง |
| preferred share | shares | and have the right to vote equal to | votes |
| รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด | | | เสียง |
| Total voting rights | | | votes |

- (5) ข้าพเจ้ามอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I/We hereby authorize the proxy to cast the votes on my/our behalf at this meeting as follows:

ระเบียบวาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ซึ่งประชุมเมื่อวันที่ 26 เมษายน 2566

Agenda Item 1 To consider and adopt the Minutes of the 2023 Annual General Meeting of Shareholders held on 26 April 2023.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Disapprove ☐ จดออกเสียง / Abstain

ระเบียบวาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัท ประจำปี 2566

Agenda Item 2 To acknowledge the Company's operating results for the year 2023.

ระเบียบวาระที่ 3 พิจารณานุมัติงบการเงินสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2566

Agenda Item 3 To consider and approve the Company's Financial Statements for the year ended 31 December 2023.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Disapprove ☐ จดออกเสียง / Abstain

ระเบียบวาระที่ 4 พิจารณานุมัติการจัดสรรกำไรสุทธิและจ่ายเงินปันผล ประจำปี 2566

Agenda Item 4 To consider and approve the allocation of net profit and dividend payment for the year 2023.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Disapprove ☐ จดออกเสียง / Abstain

- ระเบียบวาระที่ 5 พิจารณานุมัติเลือกตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งตามวาระ ประจำปี 2567**
Agenda Item 5 To consider and approve the election of directors to replace those who retire by rotation in 2024.
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:
- การแต่งตั้งกรรมการเป็นรายบุคคล ดังนี้**
 The appointment of certain directors as follows:
1. พลเรือเอก นิพนธ์ จักญะคุลย์ – กรรมการ (Admiral Nibhon Chagsudulya – Director)
☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Disapprove ☐ จดออกเสียง / Abstain
2. นายสมชาย คูวิจิตรสุวรรณ – กรรมการอิสระ (Mr. Somchai Kuvijitsuvan - Independent Director)
☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Disapprove ☐ จดออกเสียง / Abstain
- ระเบียบวาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการบริษัทและกรรมการชุดย่อย ประจำปี 2567**
Agenda Item 6 To consider and approve the remuneration of the Board of Directors and subcommittee for the year 2024
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Disapprove ☐ จดออกเสียง / Abstain
- ระเบียบวาระที่ 7 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2567**
Agenda Item 7 To consider and approve the appointment of auditors and fix audit fee for the year 2024.
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Disapprove ☐ จดออกเสียง / Abstain
- ระเบียบวาระที่ 8 พิจารณานุมัติการแก้ไขเพิ่มเติมข้อบังคับบริษัท**
Agenda Item 8 To consider and approve the amendment of the Company's Articles of Association
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Disapprove ☐ จดออกเสียง / Abstain
- ระเบียบวาระที่ 9 พิจารณาเรื่องอื่น ๆ (ถ้ามี)**
Agenda Item 9 Other matters, (if any)
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Disapprove ☐ จดออกเสียง / Abstain

- (6) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

- (7) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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 เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried on by the proxy holder in the said meeting except the proxy holder does not vote as I/we specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงนาม/Signed ผู้มอบฉันทะ/Grantor
(.....)

ลงนาม/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

ลงนาม/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

ลงนาม/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ

- หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
The Proxy Form C. only use for shareholders whose names appearing in the foreign investors registration and he/she appointed a custodian in Thailand to be responsible for safeguarding shares only.
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
Documents and evidence to be enclosed with the proxy form are:
(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
Power of attorney from the shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder
(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน
Letter of certification to certify that the Proxy Form have a permit to act as a custodian.
- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน 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 many proxies for splitting votes.
- ในกรณีที่มิใช่ระเบียบวาระที่จะต้องพิจารณาในการประชุมมากกว่าที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแบบ
In case there are agenda other than the agenda specified above the additional statement can be specified by the Shareholder in the Supplemental Proxy Form C as enclosed.

ใบประจำต่อแบบหนังสือมอบฉันทะ (แบบ ค.)

Supplemental Proxy (Form C.)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ปริมา มารีน จำกัด (มหาชน)

The proxy is granted by a shareholder of Prima Marine Public Company Limited.

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันศุกร์ที่ 26 เมษายน 2567 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting) ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และประกาศที่เกี่ยวข้อง หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the 2024 Annual General Meeting of shareholders on Friday, 26 April 2024 at 14.00 hours via electronic media (E-Meeting) in compliance with the Emergency Decree on Electronic Meeting, B.E. 2563 (2020) and related notifications or such other date, time and place as the meeting may be adjourned.

ระเบียบวาระที่.....

Agenda Item.....

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Disapprove ☐ จดออกเสียง / Abstain

ระเบียบวาระที่.....

Agenda Item.....

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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ระเบียบวาระที่.....

Agenda Item.....

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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ระเบียบวาระที่..... พิจารณาแต่งตั้งกรรมการ (ต่อ)

Agenda Item..... To consider and approve the appointment of directors (Continued)

ชื่อกรรมการ (Name)

☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Disapprove ☐ จดออกเสียง / Abstain

ชื่อกรรมการ (Name)

☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Disapprove ☐ จดออกเสียง / Abstain

Enclosure 13

Instructions for using the QR Code to download files

Instructions for using the QR Code to download files

For iOS System

1. Turn on the mobile camera.
2. Focus the mobile camera to QR Code to scan it.
3. The notification will appear on the screen. Click on the notification to access the invitation and supporting documents relating to the meeting.

Remark: In case the notification does not appear on the screen of mobile phone, the QR Code can also be scanned with other applications such as QR CODE READER, Facebook, or Line.

For Android System

1. Open Line application.
2. Choose "Add friend".
3. Choose "QR Code".
4. Focus the mobile camera to QR Code and scan to access the invitation and supporting documents relating to the meeting.

Remark: The QR Code can also be scanned with other applications such as QR CODE READER or Facebook.



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