



Proxy Form

Form C

For An Offshore Investor

who appoints a local custodian

in Thailand to keep his/her shares

in the custody

Form of Proxy, Form C

(This form is used only if the shareholder is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.)

Annexed to Notice of Department of Business Development Re: Form of Proxy (No. 5) B.E. 2550 (2007)

Made at

Date Month Year

(1) We
located at No. Road, Tambol/Kwaeng
Amphur/Khet, Province, Postal Code in
our capacity as the custodian for
being a shareholder of Thoresen Thai Agencies Public Company Limited, holding shares in
total which are entitled to cast votes as follows:

ordinary shares: shares in total which are entitled to cast votes; and

preferred shares: shares in total which are entitled to cast votes,

(2) We wish to appoint

(1) age years,
residing/located at No. Road, Tambol/Kwaeng
Amphur/Khet, Province, Postal Code, or

(2) age years,
residing/located at No. Road, Tambol/Kwaeng
Amphur/Khet, Province, Postal Code, or

(3) age years,
residing/located at No. Road, Tambol/Kwaeng
Amphur/Khet, Province, Postal Code

any one of them as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders no. 1/2009 to be held on 30 January 2009 at 2.00 P.M. at the Arnoma Grand, Arnoma Hotel, Bangkok or such other date, time and place as may be adjourned.

(3) We authorise our proxy to attend the meeting and cast the votes on our behalf in the following manner:

- The voting right in all the voting shares held by us is granted to the proxy.
- The voting right in part of the voting shares held by us is granted to the proxy as follows:
 - Ordinary shares: shares in total, which are entitled to cast votes; and
 - Preferred shares: shares in total, which are entitled to cast votes,Total: votes

(4) I/We authorise my/our proxy to cast the votes on my/our behalf at the above meeting in the following manners:

- Agenda no 1 To certify the minutes of the previous 1/2009 Annual General Meeting of the Shareholders held on 30 January 2009.
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain
- Agenda no 2 To acknowledge TTA's performance for the financial year ended on 30 September 2009 and to certify the 2009 Annual Report.
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain
- Agenda no 3 To consider and approve the audited balance sheet and the profit and loss statement for the financial year that ended on 30 September 2009 together with the Auditor's report thereon.
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

- Agenda no 4 To consider and approve the payment of cash dividends for the fiscal year that ended on 30 September 2009 and the appropriation of a legal reserve.
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain
- Agenda no 5 To consider and approve the appointment of directors to replace those who are retiring by rotation.
 - Agenda no 5.1 Mr. Stephen Fordham
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain
 - Agenda no 5.2 Mrs. Pratana Mongkolkul
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain
 - Agenda no 5.3 Mrs. Joey Horn
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain
 - Agenda no 5.4 Mr. Terje Schau
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain
- Agenda no 6 To consider and approve the appointment of auditors for the financial year that will end on 30 September 2010 and fix the auditors' fees.
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain
- Agenda no 7 To consider and approve the reduction of share capital and an amendment to Clause 4 of the Memorandum of Association.
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain
- Agenda no 8 To consider and approve the increase of share capital and an amendment to Clause 4 of the Memorandum of Association.
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain
- Agenda no 9 To consider and approve the allotment of new ordinary shares.
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain
- Agenda no 10 To consider and approve the issue of up to 4,000,000 warrants to the directors and employees (including any employee who is a director) of Mermaid Maritime Public Company Limited and its subsidiaries under ESOP Scheme.
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain
- Agenda no 11 To transact any other business (if any).
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed Grantor
(.....)
Signed Grantee
(.....)
Signed Grantee
(.....)
Signed Grantee
(.....)

Remarks

1. This Form C. is used only if the shareholder whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.
2. The necessary evidence to be enclosed with this proxy form is:
 - (1) the power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf; and
 - (2) a certification that the authorised signatory of the proxy form is licensed to operate the custodial business.
3. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
4. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
5. In case there is other business to be discussed in addition to those specified above, the grantor may make additional authorisation in the Attachment to Proxy Form C

A proxy is granted by a shareholder of Thoresen Thai Agencies Public Company Limited.

For the Annual General Meeting of Shareholders no. 1/2010 to be held on 29 January 2010 at 2.00 P.M. at the Arnoma Grand, Arnoma Hotel, Bangkok or such other date, time and place as may be adjourned.

- Agenda no. _____ re: _____
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with _____ votes
 - Disapprove with _____ votes
 - Abstain with _____ votes

- Agenda no. _____ re: _____
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with _____ votes
 - Disapprove with _____ votes
 - Abstain with _____ votes

- Agenda no. _____ re: _____
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with _____ votes
 - Disapprove with _____ votes
 - Abstain with _____ votes

- Agenda no. _____ re: _____
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with _____ votes
 - Disapprove with _____ votes
 - Abstain with _____ votes

- Agenda no. _____ re: _____
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with _____ votes
 - Disapprove with _____ votes
 - Abstain with _____ votes

- Agenda no. _____ re: _____
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with _____ votes
 - Disapprove with _____ votes
 - Abstain with _____ votes

**Details of Independent Directors
(Proxy for Shareholders)**

Thoresen Thai Agencies Public Company Limited

Name Ms. Pratana Manomaiphiboon
Position Independent Director
Nationality Thai
Age 45 years
Number of shares held in the Company, subsidiaries, affiliated companies or related companies (as of 30th December 2009)
22,000 shares
Address No. 160 Soi Sukhumvit 85, Sukhumvit Road, Bangchak, Prakhong, Bangkok 10260
Education/Training

- Master Degree in Business Administration, Thammasat University
- Director Accreditation Programme (DAP) from Thai Institute of Directors Association (IOD)
- Director Certification Programme (DCP) from Thai Institute of Directors Association (IOD)
- Chief Financial Officer Certification Program 1 from the Institute of Certified Accounting and Auditors of Thailand

Working experience

2007 – present	Independent Director/Audit Committee	Thoresen Thai Agencies Plc.
2007 – Present	Director	S&P Syndicate Plc.
1998 – present	Director and Chief Financial Officer	Minor Corporation Plc.
1992 – 1996	Senior Vice President, Finance and Accounting	Central Pattana Plc.

Direct and indirect interest in the proposed agenda in the 1/2010 AGM

- None -

Name Dr. Siri Ganjarerndee
Position Independent Director

Nationality Thai

Age 61 years

Number of shares held in the Company, subsidiaries, affiliated companies or related companies (as of 30th December 2009)
- None -

Address 44/2 Moo 6, Bangwag Road, Bangphai Sub-District, Bangkhae District, Bangkok 10160

Education/Training

- Ph.D.-Monetary Economics and Econometrics & Operations Research Monash University, Australia
- M.Ec.-Economic Statistics and Monetary Economics, University of Sydney, Australia
- B.Ec.(Hons)-Economic Statistics, University of Sydney, Australia
- Director Accreditation Program (DAP 4/2003) from Thai Institute of Directors Association (IOD)
- Director Certification Program (DCP 60/2005) from Thai Institute of Directors Association (IOD)

Working experience

Jan. 2007 – Present	Audit Committee, Remuneration Committee, and Nomination Committee	Thoresen Thai Agencies Plc.
2009 – Present	Member of the Monetary Policy Committee	Bank of Thailand
2008 – Present	Member of the Financial Institutions Supervision Policy Board	
2000 – Present	Vice Chairman & Member of the Audit Committee	Thai Vegetable Oil Plc.
1999 – Present	Chairman of the Audit Committee & Board member	The Post Publishing Plc.
2005 – Present	Independent Directorships	Prasit Patana Plc.
2005 – Present	Independent Directorships	Indorama Polymers Plc.
2001 – Present	Independent Directorships	Land and Houses Plc.
2003	President & Chief Executive Officer	Thai Military Bank Plc.
1996 – Present	Advisor to the Board	TSFC Securities Limited
1991 – 1998	Senior Assistant Governor	Bank of Thailand
1992 – 1997	Assistant Governor	Bank of Thailand

Direct and indirect interest in the proposed agenda in the 1/2010 AGM

- None -

Name Mr. Sak Euarchukiati

Position Independent Director

Nationality Thai

Age 60 years

Number of shares held in the Company, subsidiaries, affiliated companies or related companies (as of 30th December 2009)
- None -

Address 183 Ratchanakarn Tower, South-Sathorn Road, Yannawa, Sathorn, Bangkok 10120

Education/Training Bachelor of Science (Management Science) from Colorado State University, USA.

Working experience

May 2007 – Present	Remuneration Committee and Nomination Committee	Thoresen Thai Agencies Plc.
Apr. 09 – Present	Director	Deves Insurance Plc.
1990 – Present	Director and Remuneration Committee	Thai Plastic & Chemical Plc.
2005 – 2006	Director, Audit Committee, Remuneration Committee and Nomination Committee	GE Money Retail Bank Plc.
2003 – 2004	President	Institute of Internal Audit of Thailand
1999 – 2002	Chief Operating Officer	Alfa Capital AMC
1991 – 1998	Executive Vice President	Bank of Asia Plc.
1986 – 1991	Senior Vice President	Bank of Asia Plc.
1977 – 1991	Vice President	Bank of Asia Plc.
1975 – 1977	Credit Officer	Bank of Asia Plc.
1973 – 1974	Credit Officer	Continental Illinois Thailand Ltd.

Direct and indirect interest in the proposed agenda in the 1/2010 AGM

- None -

Name Mr. Aswin Kongsiri
Position Independent Director
Nationality Thai
Age 63 Years

Number of shares held in the Company, subsidiaries, affiliated companies or related companies (as of 30th December 2009)

- None -

Address No. 54 Nares Road, Kwaeng Siphraya, Khet Bangrak, Bangkok 10500

Education /Training

- West Downs, Winchester, Hampshire, England
- Charterhouse, Godalming, Surrey, England G.C.E. 'A' Levels in Politics and Economics, Latin, Greek and Classical History
- Oxford University, England, B.A. (Hons.) in Philosophy, Politics and Economics
- Banff School of Advanced Management, Alberta, Canada
- National Defence College, The National Defence Course for the Joint State-Private Sectors, Class 6
- Thai Institute of Directors (IOD), Chairman 2000 Program, Class 5/2001
- Thai Institute of Directors (IOD), Directors Certification Program, Class 11/2001

Working experience

Jan. 05 – Present	Audit Committee	Thoresen Thai Agencies Plc.
2008 – Present	Chairman	CH. Karnchang Plc.
2005 – Present	Director and Executive Director	Krung Thai Bank Plc.
2005 – Present	Director, Chairman of Risk Management Committee and Chairman of Nominating Committee	Bangkok Aviation Fuel Services Plc.
2005 – Present	Chairman	Ton Poh Thailand Fund
2003 – Present	Vice Chairman and Nomination and Remuneration Committee	Electricity Generating Plc.
2003 – Present	Chairman	AK Place Co., Ltd.
1999 – Present	Director and Chairman of the Audit Committee	OHTL Plc.
1993 – Present	Director, Audit Committee and Nomination and Remuneration Committee	Thai Reinsurance Plc.
1981 – Present	Director, Audit Committee and Nomination and Remuneration Committee	Padaeng Industry Plc.

Direct and indirect interest in the proposed agenda in the 1/2010 AGM

- None -